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August 27, 2025

Board of Directors
Redwood Empire Food Bank
3990 Brickway Blvd.
Santa Rosa, CA 95403

Re: Board Duties, Avoiding Conflicts of Interest, and the Nonprofit Integrity Act

Dear Members of the Board:

You have been both kind and generous in agreeing to serve as a director of the Redwood Empire Food Bank (the "**Corporation**"). Your participation on the Corporation's Board of Directors is a valuable service to both the Corporation and to our community.

The purpose of this letter, which I recommend be presented annually at a Board meeting and given to potential new members of the Board, is to provide information to both new and continuing Board members (legally, the "directors" of the Corporation) regarding your legal responsibilities as a Corporation director, and about the California Nonprofit Integrity Act. Please read it carefully, contact me if you have questions, and then promptly sign this letter at the end and return the signed copy to the Corporation. **You are encouraged to do this by emailing a completed PDF copy to the designated Corporation representative.**

The Corporation is a nonprofit public benefit corporation organized under the California Nonprofit Corporation Law. The Corporation's specific purposes are stated in the Articles of Incorporation. **The Board must ensure that the Corporation always acts in conformance with these purposes, which are**:

a) **Securing and distributing food more effectively to participating agencies for distribution to needy individuals who meet the agencies' eligibility criteria.**
b) **Expanding the total resources available to participating agencies in meeting hunger needs.**
c) **Promoting community awareness of the hunger problems in Sonoma County.**

Generally speaking, you can satisfy your duties and obligations as a member of the Board of Directors of the Corporation and your conduct will be above reproach if you do each of the following:

- **Regularly and diligently prepare for and attend Board meetings,**
- **Disclose any conflicts of interest you have regarding a Board matter and recuse yourself prior to the Board taking action on the matter,**
- **Act in good faith and in a manner in which you reasonably believe to be in the best interests of the Corporation,**
- **Make reasonable inquiries of staff, other directors, and third parties where a reasonable person would make such an inquiry, and**
- **Vote "no" where you conclude that a proposed Board action is inappropriate, and do not abstain unless you have a conflict of interest.**

Your functions, individually as a director and collectively as a Board, are to manage the affairs of the Corporation. The Board can do this by delegating some management functions and corporate powers to others, as long as the Board ultimately directs and controls the actions of those to whom management powers are delegated, and provided that you have determined that the people to whom you delegate authority are competent, experienced, reliable, and trustworthy.

A food bank CEO, whose employment is at the discretion of the Board (and also typically subject to the terms of an employment agreement) usually has years of experience in food bank management or in managing other complex membership organizations and their employees. This is in contrast with many board members, who in some cases have never served on any nonprofit Board of Directors before, or who are new to the world of food bank operations. In addition, and in contrast with Board members whose terms may be limited by the Corporation's bylaws, a CEO by the nature of their position typically serves their organizations for a longer time than directors are on the Board. Accordingly, Board members often will never know as much about food bank operations, policies and practices as the CEO. This is one reason why the Board's ability to confidently delegate the day-to-day management decisions to their CEO is critical to the Corporation's success. Another reason is that most Board members don't have the time to learn about the details required to properly manage the Corporation's because they have their own businesses to run, with their own employees to manage and their own customers' needs to serve.

Delegation of authority to the CEO and maintaining space for the CEO to run the day-to-day operations of the organization without unnecessary interference (except where the Board as a group feels the CEO is not properly doing their job), also avoids Board members inadvertently undermining their CEO's authority with employees, vendors, affiliates, and even donors. The Board and the CEO should each take pains to foster and maintain an open, healthy, respectful working relationship so that collectively they all can best help to achieve the Corporation's purposes, as stated above and in the Articles of Incorporation.

Monthly meetings between the CEO and the Board's Executive Committee (and perhaps also a Governance Committee) often help to improve and maintain a collaborative approach to management and help the Board to satisfy its management and oversight duties. These meetings, which normally take place prior to the monthly Board meeting, often include setting the agenda for the upcoming Board meeting, and sharing ideas about current organizational needs, recent developments and issues in staffing, finance, and donor development, as well as proposed organizational changes, challenges, and new initiatives.

Any concerns about how the CEO is performing and how the CEO and the Board are getting along should remain confidential, and related discussions must be limited to the current Board, the CEO, and where appropriate, the Corporation's attorney. These matters can and sometimes should be discussed in Closed Session meetings of the Board, where neither the CEO nor any other staff are present. Board members should assiduously avoid any discussion of these matters or any other confidential Corporation financial, membership, or human resources issues with anyone who is not a current Board member, the CEO, or the Corporation's attorney. Maintaining confidentiality is part of your fiduciary duty, as discussed more below, and it is a breach of your fiduciary duty to share the above types of information outside of this small circle of people.

In managing the Corporation, each of you must exercise your own independent judgment and in doing so you may not always be right**. You are generally not responsible for errors in your judgment, so long as in reaching your decision you have exercised the degree of care that would be expected of a knowledgeable individual acting in good faith. This is also known as the "business judgment rule," which protects a director by a presumption that the director acted reasonably. This presumption does not apply where the director has a financial interest in the subject matter on which his or her business judgment is being exercised.** In that circumstance, the director must prove he or she satisfied their fiduciary duty to the Corporation.

A. YOUR FIDUCIARY DUTIES AND MANAGEMENT RESPONSIBILITIES

The Board of Directors is ultimately responsible for the management of the Corporation. The Nonprofit Corporation Law sets the following duties and standards you must adhere to in order to properly manage the affairs of the Corporation:

1. <u>General Fiduciary Duty</u>. Directors of nonprofit charitable corporations have fiduciary duties not only to the Corporation, but also to the organization's members if it is a membership organization. Directors also owe fiduciary duties to the general public because all the assets of a nonprofit charitable organization are deemed by the California Attorney General to be held in charitable trust for the People of the State of California.

The term "**fiduciary**" refers to anyone who holds a position requiring trust, confidence, and scrupulous exercise of good faith and candor. It includes anyone who has a duty, created by a particular undertaking such as by becoming a director of the Corporation, to act primarily for the benefit of others in matters connected with the undertaking. A fiduciary relationship is one in which one person reposes trust and confidence in another person, who "must exercise a high standard of care in managing the other's money or property."

Your fiduciary duties include the duty of care, the duty of inquiry, the duty of loyalty, and the duty to comply with investment standards.

2. **Duty of Care**. To satisfy this duty you are required to act in good faith, in a manner that you believe to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

3. **Duty of Inquiry.** The duty of care, above, includes the duty to ask questions. You are required to make reasonable inquiry into the matters to be dealt with by the Board, particularly if circumstances would put a reasonable person in your position on notice of the need to inquire further. You cannot close your eyes to how others are conducting the Corporation's business. This means that you may not passively sit in meetings and let others decide what course to take on issues before the Board. Each director must make a reasonable effort to determine the nature of the matters to be considered and the consequences to the Corporation of any actions (or inaction) being considered.

4. **Duty of Loyalty**. Directors have an absolute duty of complete, undivided loyalty to the Corporation. **This means that when you are doing the Corporation's business, you are obligated to put all your personal and business interests completely aside and to have the best interests of the Corporation as your sole priority**.

The duty of loyalty includes the obligation to carefully protect the confidential information of the Corporation, including keeping confidential all non-public issues that relate to the Corporation like the matters as come before the Board, and any other confidential Board discussions. The Corporation, although it is a nonprofit entity, is a private organization. The Board meetings are not open to the public, so **the safest course to follow here is that outside of a Board meeting you do not disclose anything discussed by the Board, or anything relating to the Corporation's business, with the exception of other current Board members, unless the Board has agreed that it can be publicly discussed**. This includes not telling your spouse or other family members, your business partners, and your friends.

5. **Duty to Comply with Investment Standards**. This requires you and the Corporation to do the following:

5.1. Avoid speculation and instead to look to permanent disposition of investment funds, considering the probable outcome and the probable safety of the Corporation's capital (California Corporations Code [hereafter "Corp. Code"] § 5240(b)(1));

5.2. Comply with any additional standards imposed by the Corporation's Investment Policy and in the Corporation's Bylaws (Corp. Code § 5240(b)(2)).

5.3. Comply with the express terms of all instruments or agreements under which the particular assets were contributed, such as trusts, donor agreements, and the like. (Corp. Code § 5240(b)(2)); and

5.4. Comply with the general fiduciary duties of care and inquiry previously mentioned. (Corp. Code § 5240(d)). Note that an investment does not violate these standards if it was required (as opposed to merely being authorized) by the instrument or agreement under which the assets were contributed (Corp. Code § 5240(c)). If the trust or other instrument or agreement merely authorizes the investment without requiring that it be made, the investment can still violate your general fiduciary duty of care and inquiry.

6. Reliance. In making your decisions, you are entitled to rely on certain information presented to the Board. This information would include opinions, reports, financial data and statements, including financial statements, prepared or presented by any of the following:

6.1. An officer or employee of the Corporation whom the director believes to be reliable and competent in the matter presented.

6.2. Counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence.

6.3. A committee of the Board on which the director does not serve as to matters within its designated authority if the director believes the committee merits confidence.

Reliance is not warranted, however, and a duty to inquire further into the matter arises, when the need for inquiry is indicated by the circumstances or when the director has knowledge that would cause reliance to be unwarranted.

Subject to the more specific duties enumerated below, if you act in accordance with the foregoing requirements, you will not be liable for any act or omission, including those which may exceed or defeat the Corporation's purposes. However, liability may be incurred on a separate basis, e.g. misleading outsiders, furthering your own interests, or your own commission of a tort.

7. Conflict of Interest (Self-dealing).

Note: because of the desire to avoid any appearance of impropriety and the negative public perception and criticism it often generates, many corporations have adopted conflict of interest policies that are more restrictive than the Corporations Code provisions discussed below. If the Corporation has such a policy, it must at a minimum be consistent with these rules:

Strict sanctions are imposed on directors of public benefit corporations who engage in a self-dealing transaction involving the corporation the directors are serving. (Corp. Code §5233). "**Self-dealing transactions**" are any transactions to which the Corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction:

- Is specifically excluded from coverage by statute (i.e., Corp. Code §§5233(b)); or
- Although otherwise covered by the prohibition, is approved or validated by proper action by the Board (see Corp. Code §5233(d)).

7.1 **Material financial interest**. A director who has a material financial interest in a transaction involving the nonprofit public benefit corporation is an "**interested director**."

The statute does not define "financial interest" or "material." Some legal commentators suggest that the prohibition in Corporations Code Section 5233 applies only when the director is ***personally involved*** in the transaction, and not when the director has an interest in an entity which is a party to the transaction. While it is unlikely that the prohibitions of Corporations Code Section 5233 extend to most transactions involving relatives of a director, other than the director's spouse, or to transactions between the corporation and another corporation in which the director is merely an officer, **the law is not settled on these issues, and both prudence and the need to protect the Corporation from the appearance of impropriety suggests that directors should always take pains to avoid even a mere appearance of a conflict of interest**.

7.2 **Excluded Transactions**. The following are excluded from the definition of "Self-dealing" or "interested director" transactions. That does not mean that such a transaction can never create an appearance of impropriety:

7.2.1 Transactions that are part of the Corporation's public, charitable programs and that are approved by the Corporation in good faith and without unjustified favoritism, even if one or more directors or their families benefit as part of a class of persons intended to benefit from the program; and

7.2.2 Transactions of which the interested director has no actual knowledge and that do not exceed the lesser of 1 percent of the gross receipts of the Corporation for the preceding fiscal year, or $100,000.

7.3 **Approving Self-Dealing Transactions**. A charitable organization can participate in a self-dealing transaction if it is approved or validated, either before or after the transaction is consummated. One way to do this is to ask the Attorney General or a Court to approve or validate it, but that is time-consuming and costly. The most common method of approving a self-dealing transaction is for the Board of Directors to approve it, in strict compliance with these rules and procedures:

Provided that the Corporation's Conflict of Interest Policy permits it, the Board of Directors of the Corporation must establish each of the following, before consummating the transaction or any part of it (Corp Code §5233(d)(2)):

7.3.1 The Corporation entered into the transaction for its own benefit, and not for the benefit of the interested director;
7.3.2 The transaction was fair and reasonable as to the Corporation at the time the Corporation entered into it;
7.3.3 The Board authorized or approved the transaction in good faith in advance, with knowledge of the director's interest, and by a majority vote excluding the vote of any interested director; and
7.3.4 Before authorizing or approving the transaction, the Board considered alternative arrangements and in good faith found, after reasonable investigation, that the Corporation could not obtain a more advantageous arrangement with reasonable effort from disinterested parties or sources or the Corporation in fact could not have obtained a more advantageous arrangement with reasonable effort under the circumstances.

The minutes of the Board meeting at which a self-dealing transaction is discussed must reflect that the director's conflict of interest was disclosed, and that before the self-dealing transaction was approved by the Board, each of the above requirements were satisfied.

8. Transactions With Other Entities

8.1 **Transactions in Which the Same Interested Director Serves on Multiple Boards**: Such transactions require the interested director to disclose the conflict to each board on which they serve before the board considers the transaction, and then both boards of directors must independently establish each of the above requirements before consummating the transaction or any part of it.

8.2 **Transactions in Which There Are Common Directors**: Absent a director's material financial interest, transactions between a nonprofit corporation and another corporation or association with which it has common directors are neither void nor voidable merely because of the

common director's presence at the meeting in which the transaction was approved, authorized, or ratified, as long as:

8.2.1 The board, being fully informed of the common directorship, approved the transaction in good faith (without counting the vote of the common director or directors) (Corp C §§5234(a)(1)); and

8.2.2 The contract or transaction is just and reasonable as to each corporation at the time it is authorized, approved, or ratified (Corp C §5234(a)(2))

9. Use of Unpublished Information. You may not use for personal pecuniary gain any information that is not a matter of public record which you received by reason of membership on the Board. The prohibition applies whether or not you are currently on the Board, and there is no fixed time limitation on the prohibition.

10. Elections. The duties of directors in connection with election, selection or nomination of other directors are governed by the fiduciary duties and rules of good faith, prudence, inquiry and reliance set forth above.

11. Loans and Guaranties. A public benefit corporation is generally prohibited from making loans to, or guaranteeing obligations of, its directors unless the Attorney General approves the transaction (Corp C §5236(a)). The procedural requirements for requesting the Attorney General's approval of loans and guaranties are generally the same as procedures for requesting the Attorney General's approval of a self-dealing transaction. There are limited exclusions from the above prohibitions. The Corporation is advised to seek legal counsel before entering into or voting on such a loan agreement or guarantee transaction with a director.

12. Breach of Duty; Remedies.

Your best protection from the potential liabilities discussed in this letter is to assiduously avoid undisclosed conflicts of interest, and to be sure that you and the other directors act in accordance with your fiduciary duties and related standards described above.

Also, your job as a director includes the obligation to vote on matters that come before the Board. The only times you should abstain from voting is when you are asked to vote to approve minutes of Board meetings you did not attend, and most importantly, when you have a conflict of interest, which you must always disclose to the Board before the Board begins discussion of the matter in which you are an "interested director". Avoiding undisclosed conflicts is one of many reasons why you must properly prepare for and attend Board meetings.

Civil or criminal lawsuits against or involving the directors of nonprofit corporations are rare. However, if you fail to comply with the laws regulating conflicts of interests you may be subject to liability to the Corporation for the entire amount of any financial damage sustained by the Corporation, plus payment to the Corporation of any profits made on the transaction, interest, attorneys' fees, and in some circumstances, punitive damages.

If you attend a meeting where an action is taken in violation of certain laws with knowledge that it is a violation, you may be guilty of a misdemeanor and may also be subject to civil liability and damages. **This rule applies even if you abstain, so it is always prudent to vote "no" in order to create a clear record of your objection, whether it be to a potentially illegal Board action or just to an action that you disagree with**.

Suit may be brought for the Corporation's breach of these rules by the Corporation itself, or by any officer or director, the Attorney General of the State of California and, in appropriate cases, any creditor of the Corporation or other person damaged. The statute of limitations within which suit can be brought on most of these breaches is extremely long: ten years.

13. <u>Indemnity</u>. The law provides that the Corporation *<u>may</u>* indemnify its directors, officers, employees, and agents against whom an action, whether civil, criminal, or administrative, is threatened or brought for an alleged breach of the person's duties. The indemnity can cover any amount actually and reasonably incurred in connection with such a proceeding, including attorneys' fees, judgments, fines, and other expenses.

The Corporation's Bylaws include a provision providing that, to the fullest extent permitted by law, the Corporation will indemnify its directors and officers against expenses you incur in connection with any legal proceeding you are involved in by reason of your serving on the Board. **However, indemnity is only available to a director or officer if the person acted in good faith and in a manner such person reasonably believes was in the best interest of the Corporation**. The fact that the proceeding may turn out adversely to the person is not in itself a presumption the person did not act in good faith and in a manner in which he or she reasonably believed to be in the best interest of the Corporation, with the probable exception of cases of conflict of interest. These rules are rather lengthy and complicated and in the event any action is threatened or instituted you should consult with your own counsel, Board counsel, and the Board concerning appropriate Board action.

B. CONTRACT LIABILITY

The directors ordinarily will have no personal liability for performance of the contracts of the Corporation or for its debts. One of the principal purposes of incorporating is to insulate the officers and directors from liability on the debts and contracts of the Corporation.

C. TORTS AND CRIMINAL CONDUCT

A tort is the violation of another person's rights, other than rights established by contract, which results in the injury to the person or to their property. Most commonly it is based on negligence or willful misconduct, but in specific instances it may result without fault. Willful misconduct is also generally a crime.

As with contract liability, the directors and officers are not liable for the torts of other officers, directors, employees, or agents of the Corporation unless the person participated in or authorized the conduct constituting the tort. As an example, if one of your employees negligently injures another person without your participation or authorization, you are not personally responsible although the Corporation may be. The Corporation should carry adequate liability insurance to protect itself against losses arising out of torts; however, even the Corporation ordinarily would not be responsible for *willful* misconduct of a director, officer, employee, or agent. Liability insurance to protect the individual directors and officers is also prudent. I have been told by Corporation officials that the Corporation carries both types of insurance.

D. THE CALIFORNIA NONPROFIT INTEGRITY ACT

California's Nonprofit Integrity Act (the "**Act**") applies to any "charitable Corporation or any legal entity holding property for charitable purposes." "Charitable purpose" under California law includes the advancement of education, as well as other purposes that are beneficial to the community. The Corporation should conduct its activities in full accordance with the Act.

The Act requires the Corporation, as well as commercial fundraisers and fundraising counsel employed by the Corporation, to register with the Attorney General and to file financial disclosure reports.

Audited financial statements and the appointment of an audit committee are required for any fiscal year in which the gross revenue is $2 million or more. The total revenue shown on the Corporation's IRS tax return for the year ended June 30, 2024 is $62,597,000, which is why the Corporation has an Audit Committee. The Act provides that the Committee may include people who are not members of the Board, but no one on the staff of the Corporation, including its president/CEO or treasurer/CFO may be members of the Audit Committee. The Corporation's Finance Committee must be kept separate from the Audit Committee. While members of the Finance Committee can serve on the Audit Committee, the chair of the Audit Committee cannot be a member of the Finance Committee, and members of the Finance Committee must constitute less than one-half of the membership of the Audit Committee.

The Audit Committee is responsible for making recommendations to the Board regarding the hiring and termination of the independent auditor, and it may negotiate the auditor's compensation,

confer with the auditor to satisfy the members of the Board that the Corporation's financial affairs are in order, review and determine whether to accept the audit, and oversee all non-audit services by the auditing firm. The Audit Committee cannot take any actions independently. Its actions and recommendations are subject to supervision and approval of the Board of the Corporation.

The heart of the Nonprofit Integrity Act is its prohibitions on misrepresenting the purpose, nature or beneficiary of a solicitation. Misrepresentation can take many forms. It can be affirmative statements or conduct, or the failure to speak or act in a certain way which results in the failure to disclose or a misrepresentation of a material fact about the solicitation.

What follows is an abbreviated list summarizing some of the prohibited practices under the Act. **These prohibitions apply to every person or entity involved in planning, conducting, or executing any charitable solicitation or sales promotion, regardless of whether a commercial fundraiser or fundraising counsel is involved and regardless of any exemptions under the Act. In other words, if you or anyone else is asking others to donate to the Corporation, you and they are each prohibited from**:

- operating in violation of, or failing to comply with, any of the requirements of the Act or other regulations or orders of the Attorney General, or soliciting contributions after registration with the Registry of Charitable Trusts has expired or has been suspended or revoked;

- using unfair or deceptive acts or practices or engaging in any fraudulent conduct that creates a likelihood of confusion or misunderstanding;

- using any name, symbol, emblem, statement, or other material stating, suggesting, or implying to a reasonable person that the contribution is to or for the benefit of a particular charity when that is not the fact;

- misrepresenting or misleading anyone in any manner to believe that the person on whose behalf a charitable solicitation or charitable sales promotion is being conducted is a charitable organization or that the proceeds of the charitable solicitation or charitable sales promotion will be used for charitable purposes when that is not the fact;

- misrepresenting or misleading anyone in any manner to believe that any other person sponsors, endorses, or approves a charitable solicitation or charitable sales promotion when that person has not given consent in writing to the use of the person's name for these purposes;

- misrepresenting or misleading anyone in any manner to believe that goods or services have endorsement, sponsorship, approval, characteristics, ingredients, uses, benefits, or qualities

that they do not have or that a person has endorsement, sponsorship, approval, status, or affiliation that the person does not have;

• using or exploiting the fact of registration with the Registry of Charitable Trusts so as to lead any person to believe that the registration in any manner constitutes an endorsement or approval by the Attorney General. The following statement is not prohibited:

> "The official registration and financial information regarding (insert the legal name of the charity as registered with the Registry of Charitable Trusts) can be obtained from the Attorney General's Web site at https://oag.ca.gov/charities . Registration does not imply endorsement.";

• representing directly or by implication that a charity will receive an amount greater than the actual net proceeds reasonably estimated to be retained by the charity for its use;

• soliciting for advertising to appear in a for-profit publication that relates to, purports to relate to, or that could reasonably be construed to relate to, any charitable purpose without making the following disclosures at the time of solicitation:

-- The publication is a for profit, commercial enterprise;
-- The true name of the solicitor and the fact that the solicitor is a professional solicitor; and
-- The publication is not affiliated with or sponsored by any charity;

• where a sale of advertising has been made, the solicitor, prior to accepting any money for the sale, shall make to the purchaser the disclosures required above in written form and in conspicuous type;

• misrepresenting that another charity will receive a portion of the solicited funds without that charity's consent; and

• representing that tickets will be donated without following the requirements contained in Section 12599.6(f)(12) of the Act.

Finally, under the Act, **the Corporation must establish and exercise control over fundraising activities that are being conducted for its benefit**, including (i) approving all written contracts and agreements with commercial fundraisers or fundraising counsel, (ii) being sure that these contractors are registered with the Attorney General's office, (iii) ensuring that the written contracts with these contractors comply with the requirements of the Act, (iv) and that all of the fundraising activities being conducted by the Corporation or on its behalf are being done without coercion, without using unfair or deceptive acts or practices, without confusing, causing

misunderstanding, or misleading the person being solicited about where the proceeds of the contribution will go, what they will be used for, endorsements or sponsors, or any other matter relating to the solicitation.

Should you have any questions in connection with this letter, or other matters arising out of your service to the Corporation, I will be happy to answer them. **Once you have read this letter, please promptly print it, check the appropriate box, date and sign the letter at the end, and return the signed copy to the Corporation's designated staff person.**

Very truly yours,

OLSAN LAW, Inc.



By:_____
Jeremy L. Olsan

JLO:abm

CONTINUED ON THE FOLLOWING PAGE

NOTE: PLEASE READ, CHECK THE APPROPRIATE BOX, DATE/SIGN BELOW ON A COPY OF THIS LETTER AND RETURN A PDF OF THE SIGNED COPY VIA EMAIL TO THE DESIGNATED CORPORATION STAFF PERSON.

The undersigned, being a member of the Board of Directors of the Redwood Empire Food Bank, hereby affirm that I have received and read this letter regarding my duties as a member of the Corporation's Board of Directors, prohibitions on conflicts of interest, and the Nonprofit Integrity Act, and that I **[check the applicable box below]:**

- ☐ attended the annual Board of Director's meeting at which the Corporation's legal counsel presented these issues.

- ☐ was unable to attend the annual Board of Director's meeting at which the Corporation's legal counsel presented these issues to the Board, but I am familiar with my duties as a Board member, the rules prohibiting conflicts of interest, and the Nonprofit Integrity Act. If I have questions about these subjects, I will contact the Corporation's legal counsel.

DATED: _____ _____

Signature

_____

Print Name