



San Francisco Science Fiction Conventions, Inc.

A California Non-Profit Corporation recognized under IRC §501(c)(3)

☰ PO Box 61363 ❖ Sunnyvale CA 94088-1363 ❖ USA

💻 info@sfsfc.org ❖ <http://www.sfsfc.org>

Regular Meeting of Board of Directors Minutes

Saturday, March 20, 2021, Sunnyvale, California

1. Call to Order

The regular trimesterly meeting of the Board of Directors of SFSFC, Inc., met on Saturday, March 20, 2021, in the home of Cindy Scott, 969 Asilomar Terrace #6, Sunnyvale CA 94086-2438. The meeting was called to order at 11:10 AM Pacific Daylight Time, President Kevin Roche presiding and Secretary Kevin Standlee recording. Members present (*by conference call ‡director emeritus): Sandra Childress*, Christine Doyle*, Lisa Deutsch Harrigan*, Cheryl Morgan*, Kevin Roche*, Cindy Scott, Randy Smith*, Kevin Standlee*, Andy Trembley*, Jennifer “Radar” Wylie*. Members absent: David W. Clark‡, Bruce Farr, David Gallaher, Tom Whitmore‡. (Mr. Farr and Mr. Gallaher attended for short periods as noted later in these minutes.) Others present: None. Proxies: David Gallaher to Cindy Scott, unrestricted and attached to these minutes (see Appendix E). Due to COVID-19 pandemic restrictions, all members except Ms. Scott attended the meeting by Zoom conference call.

2. Previous Minutes

The minutes of the November 21, 2020 Regular Meeting and Directors-Elect Meeting were previously approved as distributed by unanimous consent via the Board e-mail list.

3. Officer Reports

3.1. President

The President reported. This is his first meeting as SFSFC President, and he thanked the Board for electing him.

3.2. Treasurer

Treasurer Lisa Deutsch Harrigan reported. Due to ill health, the Treasurer was unable to produce full financial statements for this meeting. Bank balance for the SFSFC checking account is \$3,718.47 and for the CC39 checking is \$1,611.72. We filed our state and federal informational returns on February 16, 2021. (February 15, 2021, the extended deadline, was a federal holiday.) The Treasurer is working on getting the various inter-committee transfers done by the end of the fiscal year, which is the end of March.

3.3 Secretary

The corporate web site is up to date.

Assistant Secretary Cheryl Morgan reported about web sites for which we provide hosting services.

“ConJosé,” “ConFrancisco,” and the SFSFC bridge-map logo are service marks of San Francisco Science Fiction Conventions, Inc., a California non-profit corporation recognized as tax-exempt under IRC §501(c)(3). “Worldcon,” “World Science Fiction Convention,” “WSFS,” “World Science Fiction Society,” “NASFiC,” “Hugo Award,” and the distinctive design of the Hugo Award rocket are registered service marks of the World Science Fiction Society, an unincorporated literary society. “Westcon” is a registered service mark of the Los Angeles Science Fantasy Society, Inc. “Costume-Con” is a registered service mark of Karen Schaubelt.

4. Standing Committee Reports

4.1. 2018 Worldcon Operating Committee

2018 Worldcon Operating Committee Chair Kevin Roche reported. At 11:25 AM the meeting went into Committee of the Whole, Vice President Cindy Scott presiding, to discuss the report of the 2018 Worldcon Operating Committee. At 11:49 AM, the Committee of the Whole rose and reported:

- The committee reported on the status of ongoing litigation. We have filed a Motion for Summary Judgment in the Del Arroz lawsuit. On the advice of our legal counsel, we have posted copies of the relevant documents on the corporate web site. The hearing on the motion is in May.
- Mailing publications to non-US no-show attending members and all supporting members is still delayed due to issues with printing and mailing to non-US addresses. However, as they are a contractual obligation of running the convention, they have priority over discretionary expenses.
- We have created an electronic copy of our Souvenir Book and will invite our members to download the electronic copies in lieu of us sending paper copies if they so prefer. Changes in postal regulations and rates have made mailing these publications more expensive than initially expected.
- Post-con membership and expense reimbursements are identified. We anticipate starting to make budgeted membership reimbursements before the next board meeting.
- We started work on clearing surplus material from our storage locker. Once publications have been mailed, we hope to move to a smaller storage unit.

Financial statements are attached to these minutes. (See Appendices A-B.)

Bruce Farr arrived at 11:50 AM and reported on Insurance, which still can't be settled until the ongoing litigation is resolved. Mr. Farr left at 12:07 PM. David Gallaher arrived at 12:10 PM and left at 12:40 PM.

5. New Business

5.1. Strategic Direction

Due to constraints on Mr. Farr's time, the meeting agreed to advance to this item. At 11:57 AM, the meeting went into Committee of the Whole, Cindy Scott presiding, to discuss the strategic development of the corporation. At 12:15 PM, the Committee of the Whole rose and reported:

- The Board of the World Fantasy Convention is asking for expressions of interest for hosting WFC in years after 2023. Interested SFSFC Board members will investigate this matter and report back to the next meeting.

The meeting then returned to the agenda where we left off after Mr. Farr's arrival.

4.2. CostumeCon 39 Committee

At 12:15 PM, the meeting went into Committee of the Whole, Cindy Scott presiding, to discuss CostumeCon 39. At 12:21 PM, the Committee of the Whole rose and reported:

- Although the committee does expect to hold an in-person convention in the spring of 2023, the committee also anticipates holding an online mini-convention over the originally scheduled April 23-25, 2021 weekend, with details to be announced soon.

4.3. New Zealand 2020 Committee

Randy Smith submitted a written report and financial statement. (See Appendices C-D.)

At 12:22 PM, the meeting went into Committee of the Whole, Cindy Scott presiding, to discuss New Zealand 2020's report. At 12:32 PM, the Committee of the Whole rose with no further report.

4.4. Westercon 74 Organizing Committee

Westercon 74 (Tonopah) Organizing Committee Chair Kevin Standlee reported.

At 12:34 PM, the meeting went into Committee of the Whole, Cindy Scott presiding, to discuss the 2022 Westercon. At 12:46 PM, the Committee of the Whole rose and reported:

- Westercon 74 received a grant of \$3000 from the Utah Fandom Organization (parent corporation of Westercon 72). We anticipate that will allow us to invite two guests of honor. We are discussing potential guests internally and expect to decide on guests in time to announce such guests before or at Westercon 73.
- Salt Lake Express, an established intercity bus operator, working in conjunction with the Nevada Department of Transportation, has launched daily bus service on the Las Vegas – Tonopah – Reno route. The initial schedules leave Las Vegas and Reno airports around 3 PM and arrive in Tonopah around 7 PM, with the returns leaving Tonopah around 7:30 PM and arriving at the terminal points around 11:30 PM. Our Travel coordinator, Sandra Childress, will contact them to discuss potential options that would benefit our members.
- The convention has 216 total members (168 attending and 48 supporting); there have been no changes from the previous report. We continue to plan for an in-person convention with between 200 and 400 attending members.

5. New Business

5.1. Strategic Direction

This item was dealt with earlier in the meeting.

5.2. Diversity

Radar has been researching potential additional Board members and will share the names with the Board between now and the next regular meeting.

6. Announcements/Future Meetings

6.1. 2021 Meetings

Remaining scheduled meeting dates for 2020 are scheduled as follows:

- Saturday, July 17, 2021 (11 AM PT), Cindy Scott's residence
- Saturday, November 20, 2021 (11 AM PT), Cindy Scott's residence

As usual, these dates are subject to change as needed.

7. Adjournment

By unanimous consent, the meeting adjourned at 12:50 PM.

Kevin Standlee
Secretary

[Approved: April 3, 2021]

Appendix A: Worldcon 76 Income Statement, August 20, 2016 through March 19, 2021

	<u>Aug 20, '16 - Mar 19, 21</u>
Income	
4200000 · Convention Income	
4290010 · Rewards Points Cash	1,550.00
4290100 · Sponsorships	150.00
4290200 · Hotel Rebates	82,110.00
428600 · Extra Hugo Trophies	1,575.00
428500 · Mobie Rentals	10,897.50
4290400 · Garage Sale	1,325.47
4290300 · Sales to Members License Fees	5,197.08
4210000 · Adult Attending	
4210002 · 1 day memberships - fri-sun	560.00
4210001 · Adult Att	598,807.52
4210010 · Adult installment payments	63,494.70
4210100 · Adult Att - Voter Upgrade	82,910.00
4210200 · Adult Att - PS & Voter upgrade	11,150.00
4210300 · Adult Att - PS/no vote upgrade	7,910.00
4210400 · Adult Att - Friend no vote	1,426.45
4210500 · Adult Att - Pre Oppose Upgrade	280.00
4210600 · Active Duty/First Responder Att	1,015.00
4210700 · Staff Membership	12,300.00
4210000 · Adult Attending - Other	<u>165,298.25</u>
Total 4210000 · Adult Attending	945,151.92
4230000 · YA Attending	
4230100 · YA Attending	7,795.00
4230200 · YA Vote Upgrade	<u>160.00</u>
Total 4230000 · YA Attending	7,955.00
4240000 · Child Attending	4,965.00
4250000 · Supporting	
4250010 · Supporting memberships	73,820.00
4250100 · Site Selection Fees	<u>53,280.00</u>
Total 4250000 · Supporting	127,100.00
4260100 · Dealers' Room Deposits	
4260112 · Power for dealer's space	120.00
4260110 · Dealers' room space payment	75,475.00
4260111 · Dealer Room Deposit Refunds	-2,000.00
4260100 · Dealers' Room Deposits - Other	<u>21,885.00</u>
Total 4260100 · Dealers' Room Deposits	95,480.00
4260200 · Creator's Alley	2,057.35
4260201 · Art Show Sales	22,456.72
4260500 · Advertising	

4260550 · Souvenir Book Advertising	19,019.92
4260500 · Advertising - Other	<u>3,215.00</u>
Total 4260500 · Advertising	22,234.92
4270000 · Donations and Grants	
4270700 · Charity Donations	
4270720 · TAFF/DUFF donations	1,901.50
4270710 · Alzheimer's Association	<u>13,232.97</u>
Total 4270700 · Charity Donations	15,134.47
4270600 · SYFY sponsorship	3,000.00
4270500 · Google Sponsorship	45,000.00
4270100 · General Donations	7,703.52
4270101 · Reg Fee Payment	9,407.50
4270102 · Staff shirt payments	1,741.70
4270200 · Passalong Funds	
4270203 · Helsinki	13,511.20
4270201 · Sasquan	28,395.00
4270202 · MAC2	<u>33,000.00</u>
Total 4270200 · Passalong Funds	74,906.20
4270900 · Mexicanx donations	
4270910 · Mexicanx Membership donations	6,080.00
4270920 · Mexicanx Initiative Travel Fund	<u>16,124.19</u>
Total 4270900 · Mexicanx donations	22,204.19
4270930 · LGBTQ Initiative Donations	<u>6,563.00</u>
Total 4270000 · Donations and Grants	185,660.58
428000 · Tours	
428400 · BrewBike Tour	262.00
428100 · Winchester Tours	1,260.00
428200 · SLAC Tours	1,000.00
428300 · SV Loop Tour	1,367.50
428000 · Tours - Other	<u>2,276.00</u>
Total 428000 · Tours	6,165.50
4290000 · Interest Income	<u>1,066.45</u>
Total 4200000 · Convention Income	<u>1,523,098.49</u>
Total Income	<u>1,523,098.49</u>
Gross Profit	1,523,098.49
Expense	
6200000 · Convention Expenses	
6205000 · Tech	
6205064 · Tech crash rooms	373.72
6205066 · Tech Misc	5,576.36
6205062 · Tech Transportation	9,363.14
6205025 · Main Stage Equipment	239.61
6205056 · Program Power	4,428.00

6205045 · Callahan's Power	2,280.00
6205037 · 2nd stage power	680.00
6205029 · Main Stage Power	2,598.00
6205000 · Tech - Other	<u>170,000.00</u>
Total 6205000 · Tech	195,538.83
6203000 · Exhibits Expenses	
6203028 · Art show truck from LA	2,591.81
6203025 · Art Show Lighting	360.00
6203015 · Curated Exhibits printing & sup	124.23
6203081 · Cospitality	215.42
6203014 · Curated Exhibits Truck & Travel	1,745.10
6203041 · Costume Exhibit	271.14
6203011 · Cartographer	14.58
6203031 · Dealers room power	3,260.00
6203026 · Art Show power drops	4,890.00
6203019 · Power cord and strip rental	250.00
6203018 · Power	3,354.00
6203024 · Art Show expenses	2,487.96
6203030 · Dealers room expense	
6203033 · Dealer Room SWAG bags	289.13
6203030 · Dealers room expense - Other	<u>-150.00</u>
Total 6203030 · Dealers room expense	139.13
6203051 · Fanzine Lounge Expenses	377.52
6203022 · Children's play area	167.14
6203071 · Callahan's Decorations	2,393.25
6203016 · Curated Exhibits Misc	<u>1,393.17</u>
Total 6203000 · Exhibits Expenses	24,034.45
6213000 · Member Services Expenses	
6213086 · Friday BrewBike tour	266.00
6213080 · Tours Misc	260.27
6213042 · Mobie hire convention funded	1,591.19
6213041 · Mobie Hire Passthrough	16,350.00
6213061 · Volunteers Misc	33.67
6213088 · Tours ground transportation	4,539.00
6213021 · Obmusdman expenses	79.34
6213016 · Business Cards	39.87
6213062 · Staff Shirt Expense	9,378.94
6213091 · Storage	22,838.52
6213085 · CHM Tour	140.00
6213084 · San Jose Brew Bike Wed 8/15	330.00
6213083 · Winchester 8/17	729.00
6213082 · Winchester Tour 8/14	308.00
6213044 · ASL & CART for Hugos	11,956.26
6213701 · Signs	3,245.82

6213031 · Childcare Expense	13,093.50
Total 6213000 · Member Services Expenses	85,179.38
6202000 · Events Expenses	
6202016 · Hugo Program	3,026.23
6202008 · Masquerade Judges Dinner	182.80
6202004 · Masquerade Green Room Exp	332.68
6202001 · Opening Cermonies	693.09
6202029 · MPLC	2,500.00
6202043 · SF Short Film Festival	1,800.00
6202026 · License Fees	
6202028 · BMI License	320.00
6202027 · ASCAP License Fees	747.00
Total 6202026 · License Fees	1,067.00
Total 6202000 · Events Expenses	9,601.80
6201000 · Chair's Office	
6201024 · MexicanX Travel Fund Expense	10,200.00
6201027 · Charity Auction donation	15,000.00
6201026 · Mexicanx Reception	1,285.99
6201041 · Fairy Godfather Misc	1,505.70
6201025 · LGBTQ Reception	85.39
6201063 · GoH Welcome Food Event	986.89
6201015 · Legal Fees	124,937.07
6201010 · Staff Meeting Expense	17,178.41
6201011 · Meals and Entertainment	313.15
6201064 · Staff Food Coupons	107.52
6201020 · Chair's Fund	731.44
Total 6201000 · Chair's Office	172,331.56
6207000 · Promotions & Publicity	
6207040 · Domain Registration	693.45
6207015 · Lanyards for LTUE	568.80
6207012 · Party Room	2,805.62
6207022 · Helsinki banners and flyers	878.07
6207021 · Flyers	6,247.84
6207023 · Table Decorations	1,734.17
6207011 · Sponsorship at Other Convention	1,332.65
6207014 · Tips and Misc Party Expenses	961.93
6207013 · Party Supplies	11,430.87
6207016 · Online Advertising	9.70
6207010 · Ads in Other Program Books	1,608.22
Total 6207000 · Promotions & Publicity	28,271.32
6210000 · Facilities	
6210080 · Fairmont rooms on master	11,070.00
6210062 · Robinson Suite	1,530.00

6210057 · De Anza Attrition	10,183.38
6210069 · ASFA Suite Rental	1,381.50
6210068 · SFWA Suite Rental	6,433.95
6210056 · Party Maven	306.37
6210070 · Gratuities	172.09
6210054 · Attrition - Fairmont	29,191.24
6210055 · Marriott Estimate	28,660.64
6210013 · Decorator Furniture	1,800.93
6210014 · Decorator Misc	120,466.20
6210021 · Basic Hire	271,179.37
6210000 · Facilities - Other	90,200.05
Total 6210000 · Facilities	572,575.72
6212000 · Operations Expense	
6212031 · Truck rental	2,405.93
6212018 · Communications (Radios)	1,241.38
6212017 · Communications (Phones)	134.57
6212014 · Computer Rental	3,632.34
6212011 · Office Supplies	8,032.59
Total 6212000 · Operations Expense	15,446.81
6209000 · WSFS Expenses	
6209013 · MPC Dues	3,906.00
6209035 · Hugo Trophy Shipping	944.85
6209030 · Hugo Rockets	172.50
6209034 · Hugo award shipping boxes for w	205.10
6209031 · Retro Hugo Rockets & Bases	1,317.63
6209021 · Site Selection Expenses	179.79
6209038 · Hugo Nominee Pins	6,562.71
6209032 · Hugo Bases	10,510.40
6209036 · Hugo mailing list expenses	740.81
6209000 · WSFS Expenses - Other	36.67
Total 6209000 · WSFS Expenses	24,576.46
6211000 · Hospitality Expenses	
6211028 · Consuite Food	14,574.74
6211030 · Staff Lounge Food	594.56
6211026 · SFWA Suite Supplies	1,403.73
6211061 · Teen Lounge Misc	482.14
6211025 · Refrigerator Rental	27.79
6211021 · ConSuite Corkage Buyout	15,937.75
6211011 · Helsinki Hugo Losers Party	8,317.09
6211024 · ConSuite Kitchen/Serving Equip	3,000.00
Total 6211000 · Hospitality Expenses	44,337.80
6204000 · Programming Expenes	
6204051 · Children's Activities	993.45
6204022 · Hayes Per Diem	750.00

6204019 · Pettinger Per Diem	750.00
6204017 · Quinn Per Diem	750.00
6204015 · Picacio Per Diem	750.00
6204012 · Spider Per Diem	750.00
6204023 · GoH Gifts	437.83
6204080 · Robot Obstacle Course	600.00
6204030 · Program Ops	250.99
6204018 · Pettinger Travel	2,201.82
6204025 · NASA Guest Travel	640.52
6204061 · Program database	653.34
6204010 · GoH Expenses	
6204013 · Picacio Shipping	2,223.01
6204014 · Picacio Airfare	362.60
6204021 · Hayes Airfare	150.40
6204011 · Robinson Travel	2,400.00
	<hr/>
Total 6204010 · GoH Expenses	5,136.01
Total 6204000 · Programming Expenes	14,663.96
6208000 · Publications Expenses	
6208081 · Post Con Souvenir Book Shipping	4,113.20
6208073 · Newsletter paper & printer rent	1,121.22
6208072 · Paper	471.95
6208064 · Restaurant Guide	793.32
6208063 · Pocket Program	25,025.09
6208021 · PR1	1,726.57
6208031 · PR2	4,988.33
6208041 · PR 3	4,656.06
6208051 · PR 4	3,185.24
6208061 · Souvenir Book Printing	21,881.50
6208011 · Publications Software	1,033.64
6208000 · Publications Expenses - Other	22.40
	<hr/>
Total 6208000 · Publications Expenses	69,018.52
6206000 · Finance Division	
6206075 · PAF - 2021	10,000.00
6206074 · PAF - NASFiC 2019	2,500.00
6206072 · PAF NewZealand	20,000.00
6206071 · PAF - Dublin	20,000.00
6206025 · RegOnline Fees	25,584.85
6206012 · Paypal Fees	8,511.11
6206013 · Square Fees	5,224.53
6206011 · Reg Credit Card Fees	41,874.33
6206031 · Badges & materials	10,676.28
6206040 · Ribbons	4,999.37
6206020 · Treasury Supplies	835.92
6206016 · Bank Charges	3,095.22

6206021 · Fictitious Business Name Filing	149.00
6206019 · SFSFC PO Box	307.50
6206030 · Registration Supplies	4,206.48
6206015 · Event Insurance	1,238.54
6206000 · Finance Division - Other	<u>301.65</u>
Total 6206000 · Finance Division	<u>159,504.78</u>
Total 6200000 · Convention Expenses	<u>1,415,081.39</u>
Total Expense	<u>1,415,081.39</u>
Net Income	<u><u>108,017.10</u></u>

Appendix B: Worldcon 76 Balance Sheet, March 19, 2021

	<u>Mar 19, 21</u>
ASSETS	
Current Assets	
Checking/Savings	
11000 - Corporate Bank Accounts	
11100 - Worldcon 76	13,451.97
11110 - Money Market	116,747.82
11200 - Paypal	<u>3,567.49</u>
Total 11000 - Corporate Bank Accounts	<u>133,767.28</u>
Total Checking/Savings	<u>133,767.28</u>
Total Current Assets	133,767.28
Other Assets	
18600 - Other Assets	
18620 - Items paid for Corporation	1,003.19
18690 - Messner Reeves Retainer	<u>5,000.00</u>
Total 18600 - Other Assets	<u>6,003.19</u>
Total Other Assets	<u>6,003.19</u>
TOTAL ASSETS	<u>139,770.47</u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
20000 - Accounts Payable	<u>200.00</u>
Total Accounts Payable	200.00
Credit Cards	
21000 - Meriwest Credit Card	<u>720.10</u>
Total Credit Cards	720.10
Other Current Liabilities	
26500 - Post Convention Pubs Shipping	60,000.00
26400 - MI Fund	
26420 - MI Travel	<u>4,638.20</u>
Total 26400 - MI Fund	4,638.20
26300 - LGBTQ Fund	<u>1,125.00</u>
Total Other Current Liabilities	<u>65,763.20</u>
Total Current Liabilities	<u>66,683.30</u>
Total Liabilities	66,683.30
Equity	
30000 - Opening Balance Equity	-474.45
31500 - Temp. Restricted Net Assets	-65,763.20
32000 - Unrestricted Net Assets	215,963.81
Net Income	<u>-76,638.99</u>
Total Equity	<u>73,087.17</u>
TOTAL LIABILITIES & EQUITY	<u>139,770.47</u>

Appendix C: Report of New Zealand 2020 Agent Committee, March 20, 2021

During the last Tri-Quarter the committee did the following:

1. Paid bills related to shipping of Hugos and Import Duties.
2. Received money from the New Zealand bank account to use for USD expenses.
3. Contacted the Jeddah in 2022 committee regarding Site Selection funds. This included getting bank transfer information and sending them instructions.
4. Forwarded Site Selection funds to Chicon 8.
5. Held Pass-along money for Discon III, waiting for them to tell me when/where to send it.
6. Forwarded copies of bank statements to the CoNZealand Finance Division.

Next Steps

1. Make monthly financial reports to the CoNZealand operating committee.
2. Continue paying what bills remain that need to be paid in \$US.
3. Be prepared to pay Pass-along Funds when requested.
4. Complete annual Profit/Loss Statement for SFSFC tax filing.

Respectfully Submitted,

Randy Smith

Chair, CoNZealand Agent Committee

Appendix D: New Zealand 2020 Agent Committee Financial Report, July 11, 2020

Bank Balance – 11/20/2020		\$ 6,521.55
<u>Income</u>		
2/17/2020	Transferred from New Zealand Acct.	\$ 127,988
	TOTAL	<u>\$ 127,988</u>
<u>Expenses</u>		
	Bank Service Fees	\$ 90.00
	Import Duties	\$ 624.03
	Hugo Shipping	<u>\$ 6,703.66</u>
	TOTAL	<u>\$ 7,417.69</u>
Bank Balance—3/20/2021		\$127,091.86
<u>Outstanding Checks</u>		
123	Kristin Seibert (Care and Feeding)	\$ 195.00
124	Sharon Sbarsky (Care and Feeding)	\$ 195.00
132	Kristin Seibert (“Pizza Party”)	\$ 20.00
144	Chicon 8 Site Selection Funds	\$ 30,330.27
<u>Account Payable</u>		
Initial Start-up Funds	SFSFC	\$ 120.00

Appendix E: Proxies

CORPORATE PROXY
SAN FRANCISCO SCIENCE FICTION CONVENTIONS, INC.

I, DAVID GALLAGHER, the undersigned Director (the "Director"), hereby designate CYNTHIA SCOTT (the "Proxy") as my proxy with respect to my position on the Board of Directors of San Francisco Science Fiction Conventions, Inc. (the "Corporation"). If that person is unavailable, I designate ANDREW TREMBLEY as my proxy. If checked here , the Proxy may not reassign this proxy; otherwise, the Proxy may reassign the proxy to any other person at his/her sole discretion.

By this designation of proxy, I hereby revoke any prior designation of proxy that I may have given previously.

This designation of proxy shall be effective for the Meeting of the Directors of the Corporation to be held on MARCH 20, 2021, and at all adjournments of such meeting, and if applicable, at any Meeting of the Directors and Directors-Elect for the purpose of election of officers held on that date and any adjournments of such meeting.

The Proxy shall have the full power, as my substitute, to represent me and vote on all issues and motions that are properly presented at the meeting(s) for which this designation of proxy is effective. The Proxy shall have the authority to vote entirely in the discretion of the Proxy, provided, however, with respect to the following issue(s) the Proxy shall vote as follows:

Date Signed: 20 MAR 21

DIRECTOR:

