

**RESOLUTIONS  
OF THE BOARD OF DIRECTORS  
OF COMMONWEALTH TERRACE COOPERATIVE (“CTC”)**

**APPROVAL OF NOMINEES PROPOSED BY NOMINATING COMMITTEE**

**WHEREAS**, pursuant to the petition of 103 members of CTC, the Board of Directors has called a Special Meeting of the Members to be held November 15, 2023 for the purpose of election of directors;

**WHEREAS**, the Board of Directors has conducted a thorough review of CTC’s Bylaws;

**WHEREAS**, in accordance with Bylaws Article VI, Section 3C, the Board of Directors has engaged a Nominating Committee for purposes of “selecting and recruiting persons who will be good Board members and will carry out [CTC] goals”;

**WHEREAS**, the Nominating Committee has presented the Board of Directors with a slate of twelve nominees, including the following two nominees who were each previously elected to the Board of Directors and resigned their positions:

- Ryan Johnson: Elected by the members for a two-year term in June 2022; resigned in June 2023.
- Yorkinoy Shermatova: Elected by the members for a two-year term in June 2023; resigned on October 2, 2023.

**WHEREAS**, the Board of Directors has reviewed Bylaws Article VI, Section 2, which provides that “Board members who have been elected for, and filled a two year term of office, are not eligible to run again as Board members for another two year term except in the limited case where the Nominating Committee cannot propose enough eligible, qualified, and willing, Board candidates to fill an open position for another, two year term. The restriction on eligibility and term limits do not apply to non-member elected, replacement directors as described below.”

**WHEREAS**, the Board of Directors has reviewed the Bylaws and found no other exceptions to the term limits described in Bylaws Article VI, Section 2;

**WHEREAS**, the election of directors at the Special Meeting does not constitute appointment of replacement directors;

**NOW THEREFORE, BE IT RESOLVED**, that the Board of Directors hereby approves the following slate of ten nominees for inclusion on the ballot for election at the Special Meeting, excluding former Directors Johnson and Shermatova because they were previously elected by the members to serve a two year term of office, willingly resigned that post, and the Nominating Committee was able to propose enough eligible, qualified, and willing, Board candidates to fill an open position for another two year term:

- |                    |                                 |
|--------------------|---------------------------------|
| 1. Sultan Uz Zaman | 6. Husrev Cilasun               |
| 2. Kelsie Becklin  | 7. Avinash Singh                |
| 3. Sofia Nikulin   | 8. Alexandra Choconta Piraquive |
| 4. Adam Lach       | 9. Debasmita Paul               |
| 5. Muhammad Tahir  | 10. Frances Chidebere           |

## APPROVAL OF DIRECTOR TERM OF OFFICE

**WHEREAS**, the Board of Directors has reviewed Bylaws Article VI, Section 1, which provides that “CTC shall be governed by a Board of a minimum of seven regular directors elected by the members in the manner prescribed by these Bylaws. An additional two regular directors, for a Board of up to nine people may be elected if there is an additional qualified candidate or an application seeking a Board position, beyond the minimum number of seats to be filled in elections in alternate years as stated below”;

**WHEREAS**, the Board of Directors has reviewed Bylaws Article VI, Section 3A, which provides that “[i]n the event the Nominating Committee has an additional qualified candidate to seek office in either the odd or even year of election the number of directors that may be elected in any year may be increased by one, (i.e., up to four candidates in an odd year and up to five in an even year) subject to a limit of nine regular directors”;

**RESOLVED**, that given there are more than seven qualified candidates seeking a Board position, the members will vote to elect a Board of Directors consisting of nine directors.

**FURTHER RESOLVED**, that the four nominees receiving the most votes will be elected for a term which will begin immediately following the Special Meeting and last until the 2025 annual member meeting, or the earlier resignation, removal or death of the Director. In the event more than four nominees receive an equal number of votes which represent the most votes, the Executive Director, in the presence of those volunteers assisting with counting the votes, will draw from the names of the directors in the category receiving the least number of votes to determine which nominee wins the seat. For example, if one nominee receives 105 votes, two nominees receive 100 votes, and two nominees receive 99 votes, the Executive Director will place the names of the two nominees receiving 99 votes in a hat and draw a name to determine the nominee who wins the seat. The other nominee will win a director seat with a term lasting until the 2024 annual member meeting, or the earlier resignation, removal or death of the Director.

**FURTHER RESOLVED**, that the five nominees receiving the next most votes will be elected for a term which will begin immediately following the Special Meeting and last until the 2024 annual member meeting, or the earlier resignation, removal or death of the Director. In the event multiple nominees receive an equal number of votes, such that more than five nominees receive the next most votes, the Executive Director, in the presence of those volunteers assisting with counting the votes, will once again draw names from those nominees receiving the least number of votes to determine the five nominees who will be seated as directors.

## APPROVAL OF ELECTION PROCEDURES

**RESOLVED**, that the Board of Directors hereby approves the absentee mail ballot in the form presented to the Board of Directors and attached hereto as Exhibit A and the in-person ballot for use at the Special Meeting in the form presented to the Board of Directors and attached hereto as Exhibit B.

**FURTHER RESOLVED**, that the Executive Director may seek assistance of a reasonable number of volunteers to assist with counting ballots received prior to or at the Special Meeting.

**FURTHER RESOLVED**, that the Executive Director has no duty to require members seeking absentee mail ballots to make a petition or application to the Nominating Committee, which has fulfilled its purpose stated in the Bylaws of submitting eligible candidates for election and is hereby dissolved and relieved of any further duties.

**FURTHER RESOLVED**, that the Executive Director is hereby directed and given authority to collect all mail ballots received at CTC's office prior to the Special Meeting, to bring such mail ballots to the Special Meeting.

**FURTHER RESOLVED**, that prior to the Special Meeting, the Executive Director or a volunteer assisting with the vote shall record that the member signing the Return Envelope has submitted a vote, but shall keep such Ballot Envelope in the Return Envelope in case the member attends the Special Meeting and wishes to revoke their previous vote, in which case the Ballot Envelope in the Return Envelope shall be returned to the member.

**FURTHER RESOLVED**, that the Executive Director or a volunteer assisting with the vote shall record attendance at the Special Meeting, ensuring that members who previously cast a mail ballot (or another adult from the same Unit) do not submit multiple votes.

**FURTHER RESOLVED**, that voting shall conclude at 7:30 p.m. CST, the Ballot Envelope for mail ballots shall be removed from the Return Envelope and placed in the ballot box, and the ballot box shall be closed. The Executive Director will ensure all members are made aware of this timeline.

**FURTHER RESOLVED**, that the ballot box shall be opened by the Executive Director in the presence of volunteers assisting with the vote. The ballots may be divided such that several volunteers are counting the votes, so long as all volunteers remain in the same room, and the votes on each ballot are counted by two volunteers, independently, and compared to ensure accuracy of the vote count.

**FURTHER RESOLVED**, that ballots cast with votes for more than nine nominees will not be counted and will be thrown out.

**FURTHER RESOLVED**, that the Executive Director shall ensure that the votes are counted in an expedient manner, above all ensuring the accuracy of the count, and shall make the results known to the members by 5:00 p.m. CST on November 16, 2023. In the event the votes cannot be counted on November 15, 2023 at the location of the Special Meeting, the Executive Director shall have the authority to seal the ballot box, move the ballot box, and resume the count on November 16, 2023 in the presence of volunteers.

### **Omnibus Resolutions**

**RESOLVED**, that all prior lawful actions that may have been taken or caused to be taken by the Executive Director prior to the date of these resolutions, which action was in connection

with or related to the matters contemplated by the aforementioned resolutions in the name and on behalf of CTC, are hereby ratified, approved and confirmed in all respects as the act and deed of CTC; and

**FINALLY RESOLVED**, that the Executive Director is authorized, directed and empowered, in the name and on behalf of CTC, to execute, make oath to, acknowledge and deliver any and all additional documents, agreements, instruments, undertakings and certificates and take such additional actions and incur all such fees and expenses, in the name and on behalf of CTC, as the Executive Director may deem necessary or appropriate to carry out and effect the purposes and intent of the foregoing resolutions and effectuate the transactions contemplated thereby (as conclusively evidenced by the taking of such actions or the execution of such documents, agreements, instruments, undertakings or certificates, as the case may be, by or under the direction of any such person).

**EXHIBIT A**

**OFFICIAL MAIL BALLOT**  
**SPECIAL MEETING**  
**OF THE**  
**MEMBERS**  
**OF**  
**COMMONWEALTH TERRACE COOPERATIVE (“CTC”)**

**All Directors have tendered resignations, effective on or before 5:00 p.m. CST on Wednesday, November 15, 2023. Therefore, no vote will be taken on Item #2 as noticed by CTC in its Notice of Special Meeting, dated Friday, October 27, 2023 (the “Notice”).**

**VOTE FOR UP TO NINE (9) CANDIDATES:**

NOMINATED BY PETITION TO NOMINATING COMMITTEE:  
(listed in order of receipt of application)

- Sultan Uz Zaman
- Kelsie Becklin
- Sofia Nikulin
- Adam Lach
- Muhammad Tahir
- Husrev Cilasun
- Avinash Singh
- Alexandra Choconta Piraquive
- Debasmita Paul
- Frances Chidebere

**VOTING INSTRUCTIONS:**

**Step 1:** Cast your vote for up to nine (9) nominees of your choice. Ballots that cast votes for more than nine (9) nominees will not be counted and will be thrown out. Be sure to clearly mark the box above to designate your vote for the nominee. You may not cast more than one (1) vote per individual nominee.

**Step 2:** Do not sign the ballot. Place your ballot in the enclosed envelope that is labeled “BALLOT ENCLOSED.”

**Step 3:** Enclose the Ballot Envelope in the pre-addressed Return Envelope that includes your return address. Print your name and sign the envelope in the space provided below your return address and mail or hand deliver it to CTC’s office located at 1250 Fifield Ave, Falcon Heights, MN 55108.

**PLEASE NOTE:** In order to be counted, the Return Envelopes must be signed by the member of record at the Unit written on the Return Envelope. Only members of record at the close of business on Thursday, October 26, 2023 are eligible to vote. If more than one adult resides within a Unit, the members together shall have only one (1) vote, and only one (1) adult must sign the Return Envelope representing the household vote. No household may submit more than one mail ballot.

**DEADLINE:** This ballot must be received by mail or hand delivery to CTC's office prior to 5:00 p.m. CST on Tuesday, November 14, 2023 in order to be counted. The member may also hand deliver the ballot to CTC at the Special Meeting, to take place from 6:00 p.m. to 7:30 p.m. on November 15, 2023.

Any member not voting by mail (other than a member previously represented by mail under a household vote) may attend and vote at the Special Meeting. If a member wishes to revoke its mail ballot, the member must inform CTC in writing or in person at or prior to the Special Meeting of its desire to revoke the mail ballot, in which case, the mail ballot will be returned and the member may submit a new ballot.

#### **VOTE TABULATION AND RESULTS OF VOTES:**

**Ballot envelopes will be opened and counted following the Special Meeting to be held on Wednesday, November 15, 2023. Results of the vote will be announced by 5:00 p.m. CST on Thursday, November 16, 2023.**

The four (4) nominees receiving the most votes will be elected for a term which will begin immediately following the Special Meeting and last until the 2025 annual member meeting, or the earlier resignation, removal or death of the Director. In the event more than four (4) nominees receive an equal number of votes which represent the most votes, the Executive Director will draw from the names of the directors in the category receiving the least number of votes to determine which nominee wins the seat. For example, if one (1) nominee receives 105 votes, two (2) nominees receive 100 votes, and two (2) nominees receive 99 votes, the Executive Director will place the names of the two (2) nominees receiving 99 votes in a hat and draw a name to determine the nominee who wins the seat. The other nominee will win a director seat as described in the next paragraph.

The five (5) nominees receiving the next most votes will be elected for a term which will begin immediately following the Special Meeting and last until the 2024 annual member meeting, or the earlier resignation, removal or death of the Director. In the event multiple nominees receive an equal number of votes, such that more than five (5) nominees receive the next most votes, the Executive Director will once again draw names to determine the five (5) nominees who will be seated as directors.

**EXHIBIT B**

**OFFICIAL BALLOT**  
**SPECIAL MEETING**  
**OF THE**  
**MEMBERS**  
**OF**  
**COMMONWEALTH TERRACE COOPERATIVE (“CTC”)**

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**VOTE FOR UP TO NINE (9) CANDIDATES:**

NOMINATED BY PETITION TO NOMINATING COMMITTEE:  
(listed in order of receipt of application)

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