

**Cheshire TV Special Meeting of the Members**  
**Zoom Webinar**  
**01/12/2021 5:30 pm**

Cheshire TV Members Present: Vicky Ayer, Ernie Baudler, James Bemis, Joe Bendzinski, Zach Benton, Rick Blood, John Bolster, Michel Branley, Thomas Burton, Terry Clark, Kyrston Clouse, Laurie Donohue, Bill Dow, Elias Elliot, Mary Ewell, Randy Filiault, Ian Freeman, Kristina Germano, Steve Hooper, Todd Horner, Michael Jasmin, D’Vorah Kelley, Angus Kirkpatrick, Dave Kirkpatrick, Bailey Kirkpatrick, Johanna Laurie, Joe Maas, Susan MacNeil, Robert Milliken, Nik Morton, Shauna Nash, Kristen Nevious, Jodi Newell, Luca Paris, Rich Paul, Dave Payson, Lee Perkins, Darryl Perry, Miguel Picanco, Andrea Polizos, Aaron Potter, Craig Rice, Kris Roberts, Travis Rowe, Conan Salada, James Smart, Jodi Turner, Ruzzel Zullo

Others in Attendance: Bradford Cook, Esq. – Counsel for Cheshire TV

Meeting called to order at 5:30pm

1. Welcome – Jodi Turner (Board Chair)
  - a. The meeting’s sole purpose was to remove Cheshire TV Board members without cause.
  - b. Introduction of Michael Branley. Ken Colby resigned 01/08/2021 as the Swanzey appointee and Michael Branley is the new appointee. His Cheshire TV membership paperwork and appointment letter from Swanzey are on file at Cheshire TV.
2. Overview of Guidelines – Jodi Turner
  - a. Cheshire TV members in good standing as of 1/12/2021 were allowed full participation in the meeting and had voting privileges.
  - b. After a motion and second had been made, members were allowed to speak for five minutes each. Time was nontransferable. Members were instructed to state their name, location, and other people in the room before speaking.
  - c. Members were informed they would receive three warnings for interrupting. After three warnings, the member would be changed from panelist to attendee. Members changed to attendee would be able to watch, but not participate.
3. Roll Call – Conan Salada (Secretary)
  - a. Quorum Established
4. Motion: to remove Kristina Germano from the Board without cause
  - a. Made by: Kyrston Clouse
  - b. Second: Lee Perkins
  - c. Discussion: There was a discussion about the meaning of “without cause”. Mr. Cook stated that “without cause” means for any reason. Ms. Clouse was asked if she wanted to give a reason for the motion. Ms. Clouse stated it was without cause and called the question.
  - d. Motion: to call the question
    - i. Made by: Kyrston Clouse
    - ii. Second: Lee Perkins
    - iii. Roll call: 30 yes, 12 no, 3 abstain, 3 no vote. Motion passes.
  - e. Roll call: Motion to remove Kristina Germano from the Board without cause
    - i. 30 yes, 12 no, 4 abstain, 2 no vote. Motion passes.
5. Motion: to remove Robert Milliken from the Board without cause
  - a. Made by: Laurie Donohue
  - b. Second: Ruzzel Zullo

- c. Discussion: There was a discussion about whether or not the membership was allowed to remove appointees because Mr. Milliken is the appointee for SAU 29. It was determined that the Bylaws and Articles of Incorporation did not prevent members from making this motion. There was a discussion about membership criteria. Ms. Donohue was asked if she wanted to give a reason for the motion. Ms. Donohue stated that many of the reasons have been addressed at previous Board meetings and called the question.
- d. Motion: to call the question
  - i. Made by: Laurie Donohue
  - ii. Second: Lee Perkins
  - iii. Roll call: 21 yes, 16 no, 3 abstain, 6 no vote. Motion passes.
- e. Roll call: Motion to remove Robert Milliken from the Board without cause
  - i. 25 yes, 18 no, 2 abstain, 3 no vote. Motion passes.
6. Motion: to remove Dave Payson from the Board without cause
  - a. Made by: Dave Kirkpatrick
  - b. Second: Lee Perkins
  - c. Discussion: Mr. Kirkpatrick was asked if he wanted to give a reason for the motion. Mr. Kirkpatrick stated that it was an overall failure of basic duties, including properly noticing meetings or making meetings accessible to the public, and that this and other issues have been going on for a long time. Mr. Perry called the question.
  - d. Motion: to call the question
    - i. Made by: Darryl Perry
    - ii. Second: Rick Blood
    - iii. Roll call: 26 yes, 14 no, 3 abstain, 5 no vote. Motion passes.
  - e. Roll call: Motion to remove Dave Payson from the Board without cause
    - i. 25 yes, 13 no, 4 abstention, 6 no vote. Motion passes.
7. Motion to remove Conan Salada from the Board without cause
  - a. Made by: Lee Perkins
  - b. Second: Rick Blood
  - c. Discussion: There was a discussion about removing more than one Board member with a single motion versus Board members individually. Ms. Clouse called the question.
  - d. Motion: to call the question
    - i. Made by: Kyrston Clouse
    - ii. Second: Dave Kirkpatrick
    - iii. Roll call: 25 yes, 13 no, 2 abstain, 8 no vote. Motion passes.
  - e. Roll call: Motion to remove Conan Salada from the Board without cause
    - i. 25 yes, 12 no, 3 abstain, 8 no vote. Motion passes.
8. Discussion: There was a discussion about membership eligibility and it was determined that Cheshire TV has been consistent in its application of policies since 2006. There was a discussion about the lack of a Secretary after Mr. Salada was removed from the Board. Mr. Cook stated that the Chair may appoint a temporary Secretary for the purpose of taking minutes. Ms. Clouse volunteered and Ms. Turner approved. The list Ms. Clouse had from Mr. Morton was partial; there were active members in attendance not on her list. Ms. Turner assisted Ms. Clouse with the roll call.
9. Motion to remove Jodi Turner from the Board without cause
  - a. Made by: Rick Blood
  - b. Second: Lee Perkins
  - c. Discussion: There was a discussion about Cheshire TV moving forward. The question was called by Mr. Blood.
  - d. Motion to call the question:
    - i. Made by: Rick Blood
    - ii. Second: Dave Kirkpatrick

- iii. Roll call: 23 yes, 13 no, 2 abstain, 10 no vote. Motion passes.
- e. Roll call: Motion to remove Jodi Turner from the Board without cause
  - i. 21 yes, 13 no, 3 abstention, 11 no vote. Motion passes.
- 10. Motion to adjourn the meeting
  - a. Made by: Lee Perkins
  - b. Second: Kristina Germano
  - c. Roll call: Attempted to adjourn by unanimous vote, 1 objection
  - d. Discussion: There was a discussion about membership criteria. There was a discussion about the need to adjourn the meeting due to lack of a Chair. There was a discussion as to whether or not a temporary Chair could be elected and Ms. Turner reminded the membership that no other business could be conducted. Mr. Branley, the Zoom call host, alerted everyone that the meeting needed to be adjourned.
  - e. Roll: 26 yes, 7 no, 1 abstain, 6 no vote. Motion passes.

Meeting adjourned 8:00pm

*CTV Minutes – Special Meeting of the Members – 01/12/2021*  
*Prepared by: Kyrston Clouse*

| <b>SPECIAL MEETING OF THE MEMBERS - 1/12/2021</b>       |                   |                          |                      |
|---|-------------------|--------------------------|----------------------|
| <b>Motion: to remove Kristina Germano without cause</b> |                   |                          |                      |
| <b>Made by: Kyrston Clouse Second: Lee Perkins</b>      |                   |                          |                      |
| <b>Last Name</b>  | <b>First Name</b> | <b>Call the Question</b> | <b>Motion</b>        |
| Ayer  | Vicky             | no vote                  | no vote              |
| Baudler   | Ernie             | yes                      | yes                  |
| Bemis   | James             | yes                      | yes                  |
| Bendzinski  | Joespeh           | no                       | no                   |
| Benton  | Zach              | yes                      | yes                  |
| Blood   | Rick              | yes                      | yes                  |
| Bolster   | Johnny            | yes                      | yes                  |
| Branley   | Michael           | no                       | no                   |
| Burton  | Thomas            | no                       | no                   |
| Clark   | Terry             | yes                      | yes                  |
| Clouse  | Kyrston           | yes                      | yes                  |
| Donohue   | Laurie            | yes                      | yes                  |
| Dow   | Bill              | yes                      | yes                  |
| Elliot  | Elias             | yes                      | yes                  |
| Ewell   | Mary              | yes                      | yes                  |
| Filiault  | Randy             | no vote                  | yes                  |
| Freeman   | Ian               | no vote                  | no                   |
| Germano   | Kristina          | abstain                  | abstain              |
| Hooper  | Steve             | no                       | no                   |
| Horner  | Todd              | abstain                  | abstain              |
| Jasmin  | Michael           | no                       | no                   |
| Kelley  | D'Vorah           | yes                      | yes                  |
| Kirkpatrick   | Bailey            | yes                      | yes                  |
| Kirkpatrick   | Dave              | yes                      | yes                  |
| Kirkpatrick   | Angus             | yes                      | yes                  |
| Laurie  | Johanna           | yes                      | yes                  |
| Maas  | Joe               | yes                      | yes                  |
| MacNeil   | Susan             | yes                      | yes                  |
| Milliken  | Robert            | no                       | no                   |
| Morton  | Nikolas           | abstain                  | abstain              |
| Nash  | Shauna            | no                       | no                   |
| Nevious   | Kristin           | yes                      | no vote              |
| Newell  | Jodi              | yes                      | yes                  |
| Paris   | Luca              | yes                      | yes                  |
| Paul  | Rich              | no                       | no                   |
| Payson  | Dave              | no                       | no                   |
| Perkins   | Lee               | yes                      | yes                  |
| Perry   | Darryl            | yes                      | yes                  |
| Picanco   | Miguel            | yes                      | yes                  |
| Polizos   | Andrea            | yes                      | yes                  |
| Potter  | Aaron             | yes                      | yes                  |
| Rice  | Craig             | yes                      | yes                  |
| Roberts   | Kris              | no                       | abstain              |
| Rowe  | Travis            | yes                      | yes                  |
| Salada  | Conan             | no                       | no                   |
| Smart   | James             | yes                      | yes                  |
| Turner  | Jodi              | no                       | no                   |
| Zullo   | Ruzzel            | yes                      | yes                  |
|   |                   | <b>30 yes, 12 no</b>     | <b>30 yes, 12 no</b> |
| <b>TOTAL</b>  |                   | <b>3 abstain</b>         | <b>4 abstain</b>     |
|   |                   | <b>3 no vote</b>         | <b>2 no vote</b>     |
|   |                   | <b>MOTION PASSES</b>     | <b>MOTION PASSES</b> |

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| <b>SPECIAL MEETING OF THE MEMBERS - 1/12/2021</b>                  |                   |                          |                      |
|--|-------------------|--------------------------|----------------------|
| <b>Motion: to remove Bob Milliken from the Board without cause</b> |                   |                          |                      |
| <b>Made by: Laurie Donohue Second: Ruzzel Zullo</b>                |                   |                          |                      |
| <b>Last Name</b>   | <b>First Name</b> | <b>Call the Question</b> | <b>Motion</b>        |
| Ayer   | Vicky             | no vote                  | no vote              |
| Baudler  | Ernie             | yes                      | yes                  |
| Bemis  | James             | yes                      | yes                  |
| Bendzinski   | Joespeh           | no                       | no                   |
| Benton   | Zach              | yes                      | yes                  |
| Blood  | Rick              | yes                      | yes                  |
| Bolster  | Johnny            | yes                      | yes                  |
| Branley  | Michael           | no                       | no                   |
| Burton   | Thomas            | no                       | no                   |
| Clark  | Terry             | no                       | no                   |
| Clouse   | Kyrston           | yes                      | yes                  |
| Donohue  | Laurie            | yes                      | yes                  |
| Dow  | Bill              | no                       | no                   |
| Elliot   | Elias             | yes                      | yes                  |
| Ewell  | Mary              | yes                      | yes                  |
| Filiault   | Randy             | no vote                  | yes                  |
| Freeman  | Ian               | no                       | no                   |
| Germano  | Kristina          | no                       | no                   |
| Hooper   | Steve             | no                       | no                   |
| Horner   | Todd              | abstain                  | abstain              |
| Jasmin   | Michael           | no                       | no                   |
| Kelley   | D'Vorah           | no vote                  | yes                  |
| Kirkpatrick  | Bailey            | yes                      | yes                  |
| Kirkpatrick  | Dave              | yes                      | yes                  |
| Kirkpatrick  | Angus             | yes                      | yes                  |
| Laurie   | Johanna           | yes                      | yes                  |
| Maas   | Joe               | yes                      | yes                  |
| MacNeil  | Susan             | yes                      | yes                  |
| Milliken   | Robert            | no vote                  | no                   |
| Morton   | Nikolas           | abstain                  | no                   |
| Nash   | Shauna            | no                       | no                   |
| Nevious  | Kristin           | no                       | no                   |
| Newell   | Jodi              | yes                      | yes                  |
| Paris  | Luca              | no vote                  | no vote              |
| Paul   | Rich              | no                       | no                   |
| Payson   | Dave              | no                       | no                   |
| Perkins  | Lee               | yes                      | yes                  |
| Perry  | Darryl            | abstain                  | abstain              |
| Picanco  | Miguel            | yes                      | yes                  |
| Polizos  | Andrea            | no vote                  | no vote              |
| Potter   | Aaron             | yes                      | yes                  |
| Rice   | Craig             | no vote                  | yes                  |
| Roberts  | Kris              | no                       | no                   |
| Rowe   | Travis            | yes                      | yes                  |
| Salada   | Conan             | no                       | no                   |
| Smart  | James             | yes                      | yes                  |
| Turner   | Jodi              | no                       | no                   |
| Zullo  | Ruzzel            | yes                      | yes                  |
|  |                   | <b>23 yes, 16 no</b>     | <b>25 yes, 18 no</b> |
| <b>TOTAL</b>   |                   | <b>3 abstain</b>         | <b>2 abstain</b>     |
|  |                   | <b>6 no vote</b>         | <b>3 no vote</b>     |
|  |                   | <b>MOTION PASSES</b>     | <b>MOTION PASSES</b> |

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| <b>SPECIAL MEETING OF THE MEMBERS - 1/12/2021</b>                 |                   |                          |                      |
|---|-------------------|--------------------------|----------------------|
| <b>Motion: to remove Dave Payson from the Board without cause</b> |                   |                          |                      |
| <b>Made by: Dave Kirkpatrick Second: Lee Perkins</b>              |                   |                          |                      |
| <b>Last Name</b>  | <b>First Name</b> | <b>Call the Question</b> | <b>Motion</b>        |
| Ayer  | Vicky             | no vote                  | no vote              |
| Baudler   | Ernie             | yes                      | yes                  |
| Bemis   | James             | yes                      | yes                  |
| Bendzinski  | Joespeh           | no                       | no                   |
| Benton  | Zach              | yes                      | yes                  |
| Blood   | Rick              | yes                      | yes                  |
| Bolster   | Johnny            | yes                      | yes                  |
| Branley   | Michael           | no                       | no                   |
| Burton  | Thomas            | no                       | no                   |
| Clark   | Terry             | no                       | no                   |
| Clouse  | Kyrston           | yes                      | yes                  |
| Donohue   | Laurie            | yes                      | yes                  |
| Dow   | Bill              | no vote                  | no                   |
| Elliot  | Elias             | yes                      | yes                  |
| Ewell   | Mary              | yes                      | yes                  |
| Filiault  | Randy             | yes                      | yes                  |
| Freeman   | Ian               | no                       | no vote              |
| Germano   | Kristina          | no                       | no                   |
| Hooper  | Steve             | no                       | no                   |
| Horner  | Todd              | abstain                  | abstain              |
| Jasmin  | Michael           | no                       | no                   |
| Kelley  | D'Vorah           | no vote                  | no vote              |
| Kirkpatrick   | Bailey            | yes                      | yes                  |
| Kirkpatrick   | Dave              | yes                      | yes                  |
| Kirkpatrick   | Angus             | yes                      | yes                  |
| Laurie  | Johanna           | yes                      | yes                  |
| Maas  | Joe               | yes                      | yes                  |
| MacNeil   | Susan             | yes                      | yes                  |
| Milliken  | Robert            | no                       | no vote              |
| Morton  | Nikolas           | abstain                  | abstain              |
| Nash  | Shauna            | no                       | no                   |
| Nevious   | Kristin           | no                       | no                   |
| Newell  | Jodi              | yes                      | yes                  |
| Paris   | Luca              | no vote                  | no vote              |
| Paul  | Rich              | no vote                  | no vote              |
| Payson  | Dave              | abstain                  | abstain              |
| Perkins   | Lee               | yes                      | yes                  |
| Perry   | Darryl            | yes                      | yes                  |
| Picanco   | Miguel            | yes                      | yes                  |
| Polizos   | Andrea            | yes                      | yes                  |
| Potter  | Aaron             | yes                      | yes                  |
| Rice  | Craig             | yes                      | yes                  |
| Roberts   | Kris              | no                       | abstain              |
| Rowe  | Travis            | yes                      | yes                  |
| Salada  | Conan             | no                       | no                   |
| Smart   | James             | yes                      | no                   |
| Turner  | Jodi              | no                       | no                   |
| Zullo   | Ruzzel            | yes                      | yes                  |
|   |                   | <b>26 yes, 14 no</b>     | <b>25 yes, 13 no</b> |
| <b>TOTAL</b>  |                   | <b>3 abstain</b>         | <b>4 abstain</b>     |
|   |                   | <b>5 no vote</b>         | <b>6 no vote</b>     |
|   |                   | <b>MOTION PASSES</b>     | <b>MOTION PASSES</b> |

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| <b>SPECIAL MEETING OF THE MEMBERS - 1/12/2021</b>                  |                   |                          |                      |
|--|-------------------|--------------------------|----------------------|
| <b>Motion: to remove Conan Salada from the Board without cause</b> |                   |                          |                      |
| <b>Made by: Lee Perkins Second: Rick Blood</b>                     |                   |                          |                      |
| <b>Last Name</b>   | <b>First Name</b> | <b>Call the Question</b> | <b>Motion</b>        |
| Ayer   | Vicky             | no vote                  | no vote              |
| Baudler  | Ernie             | yes                      | yes                  |
| Bemis  | James             | yes                      | yes                  |
| Bendzinski   | Joespeh           | no                       | no                   |
| Benton   | Zach              | yes                      | yes                  |
| Blood  | Rick              | yes                      | yes                  |
| Bolster  | Johnny            | yes                      | yes                  |
| Branley  | Michael           | no                       | no                   |
| Burton   | Thomas            | no                       | no                   |
| Clark  | Terry             | yes                      | yes                  |
| Clouse   | Kyrston           | yes                      | yes                  |
| Donohue  | Laurie            | yes                      | yes                  |
| Dow  | Bill              | yes                      | yes                  |
| Elliot   | Elias             | yes                      | yes                  |
| Ewell  | Mary              | yes                      | yes                  |
| Filiault   | Randy             | yes                      | yes                  |
| Freeman  | Ian               | no vote                  | no vote              |
| Germano  | Kristina          | no                       | no                   |
| Hooper   | Steve             | no                       | no                   |
| Horner   | Todd              | abstain                  | abstain              |
| Jasmin   | Michael           | no                       | no                   |
| Kelley   | D'Vorah           | no vote                  | no vote              |
| Kirkpatrick  | Bailey            | yes                      | yes                  |
| Kirkpatrick  | Dave              | yes                      | yes                  |
| Kirkpatrick  | Angus             | yes                      | yes                  |
| Laurie   | Johanna           | no vote                  | no vote              |
| Maas   | Joe               | yes                      | yes                  |
| MacNeil  | Susan             | yes                      | yes                  |
| Milliken   | Robert            | no                       | no                   |
| Morton   | Nikolas           | abstain                  | abstain              |
| Nash   | Shauna            | no                       | no                   |
| Nevious  | Kristin           | no                       | no                   |
| Newell   | Jodi              | yes                      | yes                  |
| Paris  | Luca              | no vote                  | no vote              |
| Paul   | Rich              | no vote                  | no vote              |
| Payson   | Dave              | no                       | no                   |
| Perkins  | Lee               | yes                      | yes                  |
| Perry  | Darryl            | no vote                  | no vote              |
| Picanco  | Miguel            | yes                      | yes                  |
| Polizos  | Andrea            | no vote                  | no vote              |
| Potter   | Aaron             | yes                      | yes                  |
| Rice   | Craig             | yes                      | yes                  |
| Roberts  | Kris              | no                       | abstain              |
| Rowe   | Travis            | yes                      | yes                  |
| Salada   | Conan             | no                       | no                   |
| Smart  | James             | yes                      | yes                  |
| Turner   | Jodi              | no                       | no                   |
| Zullo  | Ruzzel            | yes                      | yes                  |
|  |                   | <b>25 yes, 13 no</b>     | <b>25 yes, 12 no</b> |
| <b>TOTAL</b>   |                   | <b>2 abstain</b>         | <b>3 abstain</b>     |
|  |                   | <b>8 no vote</b>         | <b>8 no vote</b>     |
|  |                   | <b>MOTION PASSES</b>     | <b>MOTION PASSES</b> |

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| <b>SPECIAL MEETING OF THE MEMBERS - 1/12/2021</b>                 |                   |                          |                      |
|---|-------------------|--------------------------|----------------------|
| <b>Motion: to remove Jodi Turner from the Board without cause</b> |                   |                          |                      |
| <b>Made by: Rick Blood Second: Lee Perkins</b>                    |                   |                          |                      |
| <b>Last Name</b>  | <b>First Name</b> | <b>Call the Question</b> | <b>Motion</b>        |
| Ayer  | Vicky             | no vote                  | no vote              |
| Baudler   | Ernie             | yes                      | yes                  |
| Bemis   | James             | yes                      | yes                  |
| Bendzinski  | Joespeh           | no                       | no                   |
| Benton  | Zach              | yes                      | yes                  |
| Blood   | Rick              | yes                      | yes                  |
| Bolster   | Johnny            | no                       | no                   |
| Branley   | Michael           | no                       | no                   |
| Burton  | Thomas            | no vote                  | no vote              |
| Clark   | Terry             | yes                      | yes                  |
| Clouse  | Kyrston           | yes                      | yes                  |
| Donohue   | Laurie            | yes                      | yes                  |
| Dow   | Bill              | yes                      | no vote              |
| Elliot  | Elias             | yes                      | yes                  |
| Ewell   | Mary              | yes                      | yes                  |
| Filiault  | Randy             | yes                      | yes                  |
| Freeman   | Ian               | no vote                  | no vote              |
| Germano   | Kristina          | no                       | no                   |
| Hooper  | Steve             | no                       | no                   |
| Horner  | Todd              | abstain                  | abstain              |
| Jasmin  | Michael           | no                       | no                   |
| Kelley  | D'Vorah           | no vote                  | no vote              |
| Kirkpatrick   | Bailey            | yes                      | yes                  |
| Kirkpatrick   | Dave              | yes                      | yes                  |
| Kirkpatrick   | Angus             | yes                      | yes                  |
| Laurie  | Johanna           | no vote                  | no vote              |
| Maas  | Joe               | yes                      | yes                  |
| MacNeil   | Susan             | yes                      | yes                  |
| Milliken  | Robert            | no                       | no                   |
| Morton  | Nikolas           | abstain                  | abstain              |
| Nash  | Shauna            | no                       | no                   |
| Nevious   | Kristin           | no                       | no                   |
| Newell  | Jodi              | yes                      | yes                  |
| Paris   | Luca              | no vote                  | no vote              |
| Paul  | Rich              | no vote                  | no vote              |
| Payson  | Dave              | no                       | no                   |
| Perkins   | Lee               | yes                      | yes                  |
| Perry   | Darryl            | no vote                  | no vote              |
| Picanco   | Miguel            | yes                      | no                   |
| Polizos   | Andrea            | no vote                  | no vote              |
| Potter  | Aaron             | yes                      | yes                  |
| Rice  | Craig             | yes                      | yes                  |
| Roberts   | Kris              | no                       | abstain              |
| Rowe  | Travis            | yes                      | yes                  |
| Salada  | Conan             | no                       | no                   |
| Smart   | James             | no vote                  | no vote              |
| Turner  | Jodi              | no                       | no                   |
| Zullo   | Ruzzel            | yes                      | yes                  |
|   |                   | <b>23 yes, 13 no</b>     | <b>21 yes, 13 no</b> |
| <b>TOTAL</b>  |                   | <b>2 abstain</b>         | <b>3 abstain</b>     |
|   |                   | <b>10 no vote</b>        | <b>11 no vote</b>    |
|   |                   | <b>MOTION PASSES</b>     | <b>MOTION PASSES</b> |