

**JOINT WRITTEN CONSENT
OF THE
SOLE MEMBER
OF
GRAY MATTER SYSTEMS, LLC,
AND
GRAY MATTER SYSTEMS CANADA, LLC,**

AND

**THE SOLE MEMBER
OF
HTSE, LLC,
E-MERGE SYSTEMS, LLC,
PHANTOM TECHNICAL SERVICES, LLC
AND
AUTOMATION & CONTROL CONCEPTS, LLC**

January 3, 203

The undersigned, being (i) the sole member (the “Interco Member”) of Gray Matter Systems, LLC, a Delaware limited liability company (“GMS”) and Gray Matter Systems Canada, LLC, a Delaware limited liability company (“GMS Canada”), and (ii) the sole member (the “GMS Member”) of HTSE, LLC, a Delaware limited liability company (“HTSE”), E-Merge Systems, LLC, a Maryland limited liability company (“E-Merge”), Phantom Technical Services, LLC, a Delaware limited liability company (“Phantom”) and Automation & Control Concepts, LLC, a Delaware limited liability company (“ACC”, and together with GMS, GMS Canada, HTSE, E-Merge and Phantom, the “Companies” and each a “Company”), acting pursuant to the Delaware Limited Liability Company Act and the Maryland Limited Liability Company Act, do hereby approve and adopt the following resolutions.

WHEREAS, pursuant to Section 5.01(b) of the Operating Agreement for each of GMS and GMS Canada, the Interco Member may appoint officers and agents of GMS and GMS Canada to which the Interco Member may delegate whatever duties, responsibilities and authority the Interco Member may desire;

WHEREAS, pursuant to Section 5.01(b) of the Operating Agreement for each of HTSE, E-Merge, Phantom and ACC, the GMS Member may appoint officers and agents of HTSE, E-Merge, Phantom and ACC to which the GMS Member may delegate whatever duties, responsibilities and authority the GMS Member may desire; and

WHEREAS, the Interco Member and the GMS Member desire to ratify and confirm the officers of the Companies.

NOW, THEREFORE, BE IT:

RESOLVED, that, as of the date set forth above, the following individuals are hereby appointed, confirmed, and/or re-affirmed to hold the offices set forth below of each of the Companies, in each case to hold such position until the appointment and qualification of his or her respective successor or until his or her earlier death, resignation or removal:

Name	Office
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James H. Gillespie	Chief Executive Officer
James A. Terrell	Secretary and Treasurer
Brandon C. Richter	Vice President
James P. Parmelee	Vice President
Mandy Lister	Vice President

RESOLVED, that the proper officers of the Companies are each, acting singly, hereby authorized from time to time, in the name and on behalf of the Companies, to execute, make oath to, acknowledge and deliver any and all such orders, directions, certificates and other instruments and papers and to do or cause to be done any and all such other acts, filings and things, as may, in his or their judgment, be necessary, desirable, appropriate or convenient in connection with the foregoing resolutions; and be it further

RESOLVED, that as used in the foregoing resolutions the term “proper officers” of the Companies, shall mean the Chief Executive Officer, the President, the Chief Financial Officer, any Vice President, any Secretary or any Assistant Secretary or any Treasurer of the Companies.

* * * * *

IN WITNESS WHEREOF, the undersigned have executed this Written Consent (which may be submitted by telecopy or e-mail) as of the date first written above.

INTERCO MEMBER:

GRAY MATTER SYSTEMS INTERCO, LLC

James H Gillespie

By: James H Gillespie (Jan 4, 2024 13:45 EST)

Name: James H. Gillespie

Title: Chief Executive Officer

GMS MEMBER:

GRAY MATTER SYSTEMS, LLC

James H Gillespie

By: James H Gillespie (Jan 4, 2024 13:45 EST)

Name: James H. Gillespie

Title: Chief Executive Officer






Consent of the Gray Matter Companies - Officers

Final Audit Report

2024-01-04

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"Consent of the Gray Matter Companies - Officers" History

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