

**RESOLUTIONS
OF THE
BOARD OF DIRECTORS OF
REEDSBURG-WESTFIELD MUTUAL INSURANCE COMPANY**

Resolutions passed at a meeting of the Board of Directors (the “Board”) of Reedsburg-Westfield Mutual Insurance Company, a Wisconsin town mutual insurance corporation, held on October 12, 2023:

WHEREAS, Baraboo Mutual Insurance Company (“BMIC”), a Wisconsin town mutual insurance corporation, and Reedsburg-Westfield Mutual Insurance Company (“RWMIC”), a Wisconsin town mutual insurance corporation, each presently maintains statutorily and administratively required reinsurance coverage pursuant to Wis. Stat. § 612.33 and Wis. Admin. Code § INS 13.09 from Wisconsin Reinsurance Corporation, a property and casualty reinsurance company (“WRC”). On June 21, 2023, the Wisconsin Office of the Commissioner of Insurance (the “Commissioner”) placed WRC into rehabilitation.

WHEREAS, On June 28, 2023, as a result of the WRC rehabilitation and the RWMIC status as a WRC policyholder for 2023, the Commissioner issued an order to each of BMIC and RWMIC notifying each company that it must find alternative reinsurance coverage for 2024 or take other action to maintain its certificate of authority and compliance with Wisconsin law including, without limitation, merging with another company.

WHEREAS, the Board desires to effectuate a consolidation and conversion of BMIC with and into RWMIC in accordance with Section 612.23 of the Wisconsin Statutes and pursuant to that certain Agreement and Plan of Conversion by and between RWMIC and BMIC (the “Plan”), in the form submitted to RWMIC, BMIC and their respective Boards, whereby the separate existence of BMIC shall cease and RWMIC shall continue as the surviving company (the combination of the two companies is the “Consolidation,” and the combined company after the Consolidation is the “Surviving Company”);

WHEREAS, under Section 612.23 of the Wisconsin Statutes, the Surviving Company shall be converted into a Section 611 mutual insurance company on the closing date of the Consolidation (the “Conversion,” and the combination of the Consolidation and the Conversion under Section 612.23 is the “Consolidation Transaction”); and

WHEREAS, the Board has determined that the Consolidation Transaction will result in the greater financial strength of the Surviving Company and provide greater security to its members by combining the assets and reserves of the companies, spreading the risk of loss, and reducing the costs of operation, will increase public confidence and the confidence of lending institutions, reinsurers, and insurance regulators in the financial stability of the surviving company; and

WHEREAS, the Board desires to effectuate an affiliation (the “Affiliation”) of the Surviving Company with Mt. Morris Mutual Insurance Company, a Wisconsin domestic mutual insurance corporation (“Mt. Morris”) in accordance with that certain affiliation agreement to be entered into by and between the Company and Mt. Morris (the “Agreement”), in the form submitted to RWMIC, BMIC and their respective Boards;

WHEREAS, the Board has determined that that the Affiliation will result in the greater financial strength of both the Surviving Company and Mt. Morris, as well as provide greater security to the members of both companies by facilitating the sharing of assets and reserves among the companies, greater cooperation with respect to issuances of policies, spreading the risk of loss, reducing the costs of operation, and ensuring the continued availability of reinsurance;

WHEREAS, the Board has determined that the Affiliation will increase public confidence and confidence of lending institutions and reinsurers in the financial stability of the both the Surviving Company and Mt. Morris;

WHEREAS, the Board has determined that it is in the best interest of RWMIC and its members to authorize the execution, delivery, and performance of both the Plan and the Agreement, pursuant to which (i) BMIC shall consolidate with and into RWMIC, and the separate existence of BMIC shall cease and RWMIC shall continue as the surviving company in accordance with the Plan; (ii) the Surviving Company shall convert under Wis. Stat. § 612.23 to a domestic mutual insurance corporation governed by Chapter 611 of the Wisconsin Statutes in accordance with the Plan, (iii) the members shall elect new directors to the Board of the Surviving Company that are nominated by BMIC and RWMIC, including certain designees of Mt. Morris to its Board of Directors (the “Post-Affiliation Board”), (iv) amend and restate the Surviving Company’s articles of incorporation and bylaws (the “Amended Organizational Documents”), and (v) otherwise affiliate with Mt. Morris pursuant to the specific terms and conditions of the Agreement; and

WHEREAS, the Board has reviewed the Plan and the Agreement and has determined that the Plan and the Agreement are reasonable, fair and equitable to the members of RWMIC and deems it advisable for RWMIC to enter into the Agreement and the Plan and effectuate the transactions contemplated therein.

NOW, THEREFORE, BE IT RESOLVED, that RWMIC be, and it hereby is, authorized and directed to enter into, and consummate the Consolidation Transaction and the Affiliation, and such other transactions contemplated by the Plan, the Agreement and the related Reinsurance Pooling Agreement, Reinsurance Allocation Agreement and Management Agreement;

BE IT FURTHER RESOLVED, that the officers RWMIC be, and each of them hereby is, authorized and directed to execute and deliver the Agreement in the name and on behalf of RWMIC substantially in the form authorized by the Board, and any additional certificates, agreements, instruments or documents contemplated, required, necessary or appropriate for the effectuation of the transactions contemplated by the Plan and the

Agreement (such other certificates, agreements, instruments and documents are referred to collectively with the Plan, the Agreement, the Reinsurance Pooling Agreement, the Reinsurance Allocation Agreement and the Management Agreement as the “Transaction Documents”), with such changes therein and additions thereto as the officers who shall execute the Transaction Documents shall approve, subject to the notice and consent of the Board, and to deliver counterparts of the Transaction Documents, so executed, to BMIC and Mt. Morris, as applicable, against delivery to RWMIC of one or more counterparts to the Transaction Documents executed on behalf of RWMIC or Mt. Morris, as applicable;

BE IT FURTHER RESOLVED, the Board hereby establishes that the Special Meeting of the members of RWMIC to approve the Consolidation Transaction, the Amended Organizational Documents and the Post-Affiliation Board shall be held on December 14th, 2023 at 6:30 p.m. at the Knights of Columbus Hall, 440 South Albert Avenue (Hwy 23 South) Reedsburg, WI or such other date, time, and location as designated by the President, and the record date shall be November 1, 2023, or such other date as determined by the President, to determine the policyholders entitled to notice of and to vote at the Special Meeting;

BE IT FURTHER RESOLVED, that the Board hereby (i) approves the (1) Notice of Special Policyholder Meeting, (2) Plan, (3) Summary of Consolidation and Conversion, and (4) Policyholder Resolution Ballot, each in substantially the form hereby presented to the Board and (ii) authorizes and directs the officers of RWMIC to finalize the foregoing materials with such revisions deemed necessary or advisable by the officers of RWMIC consistent with these resolutions, and directs that such materials be sent to the policyholders as soon as possible, but not less than 30 days prior to the date of the Special Meeting, and (iii) recommends that the members of RWMIC approve the Consolidation Transaction, the Post-Affiliation Board, and the Amended Organizational Documents.;

BE IT FURTHER RESOLVED, that the officers of RWMIC be, and each of them hereby is authorized and empowered to do such other things and execute and deliver all documents, agreements, certificates and instruments as may be necessary or proper to fully carry out and implement the Consolidation Transaction, the Affiliation and the related agreements; and

BE IT FURTHER RESOLVED, that all actions of any kind heretofore taken by the officers of RWMIC in connection with the transactions and matters contemplated by the foregoing resolutions are hereby adopted, confirmed, ratified and approved in all respects as the acts and deeds of RWMIC.

[certification follows]

CERTIFICATION OF RESOLUTION

The undersigned hereby certifies that he or she is the duly elected and qualified Secretary of REEDSBURG-WESTFIELD MUTUAL INSURANCE COMPANY (“RWMIC”) and the keeper of RWMIC records; the attached is a true and correct copy of the resolution adopted at a meeting of the Board of RWMIC held in accordance with the Company’s Bylaws on the 12th day of October, 2023; and that the resolution is now in full force and effect.

Dated this 12th day of October, 2023.

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**REEDSBURG-WESTFIELD MUTUAL
INSURANCE COMPANY**

By: 
Name: Lisa Rockweiler
Title: Secretary