

### Election of Governors

At the Company's 2016 Annual Meeting, the terms of the Company's Group III Governors concluded and the Company's Members elected three incumbent Group III Governors – Russell Derickson, Ronald Jorgenson and Michael Landuyt – to serve additional three year terms. At the 2017 Annual Meeting, the Members of the Company will elect three Governors for the expiring terms of the Group I Governors. The Governors elected at the 2017 Annual Meeting will serve a three-year term, expiring at the Company's 2020 Annual Meeting. The three Group I Governors are currently David Eis, William Garth and David Moldan.

### Nominations

Nominees for elected Governors must be named by: a) the current Governors; b) a Nominating Committee established by the Governors; or c) through nomination by a Member entitled to vote in the election of Governors. The Company has established a Nominating Committee, which operates under a charter adopted by the Board of Governors in November 2009. Pursuant to the Nominating Committee's charter, the Nominating Committee's role is to recommend candidates for election to the Company's Board of Governors. Therefore, we recommend that the Nominating Committee meet in December and/or January to identify and recommend candidates to the full Board of Governors at the January Board meeting. The charter sets forth the process for the Nominating Committee to use in recommending nominees. The Nominating Committee may solicit names of candidates for their consideration from Members.

As mentioned above, Members are also entitled to nominate persons to be elected Governors of the Company. Section 5.3(b) of the Company's Member Control Agreement requires that written notice of a Member's intent to nominate an individual for governor must be given not less than 45 calendar days nor more than 90 calendar days prior to the 2017 Annual Meeting. Therefore, if the 2017 Annual Meeting is held on March 9, 2017, Members must submit nominations for Governor no earlier than **December 9, 2016** and no later than **January 23, 2017**. These are the dates the Company should therefore use in determining whether nominations by Members are timely made.

Any notice submitted to the Secretary by a Member nominating a person as an elected Governor must include the following:

- 1) the name and address of record of the Member who intends to make the nomination;
- 2) a representation that the Member is a holder of record of Units of the Company entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice;
- 3) the name, age, business and residence addresses, and principal occupation or employment of each nominee;
- 4) a description of all arrangements or understandings between the Member and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the Members;
- 5) such other information regarding each nominee proposed by such Member as would be required to be included in a proxy statement filed pursuant to the proxy rules of the Securities and Exchange Commission; and
- 6) the consent of each nominee to serve as a Governor of the Company if so elected.

