

EXHIBIT D

RESOLUTIONS ADOPTED BY THE BOARD OF GOVERNORS OF CITIZENS PROPERTY INSURANCE CORPORATION

September 26, 2018

WHEREAS, Citizens Property Insurance Corporation (the “Employer”), maintains the following retirement plans for the exclusive benefit of its employees and their beneficiaries:

1. The Citizens Property Insurance Corporation Savings Plan (the “Frozen 401(k) Plan”), effective September 9, 1995, which was frozen effective July 31, 2002,
2. The Citizens Property Insurance Corporation Retirement Plan (the “401(a) Plan”), effective August 1, 2002, and
3. The Citizens Property Insurance Corporation Deferred Compensation Plan (the “457(b) Plan”), effective August 1, 2002; and

WHEREAS, on May 16, 2016, following a competitive procurement process, Employer changed its recordkeeper for the Plans from Lincoln Financial Group to Massachusetts Mutual Life Insurance Company (“MassMutual”); and

WHEREAS, Employer desires to amend and restate the 401(a) Plan and the 457(b) Plan to documents offered by MassMutual, effective January 1, 2019; and

WHEREAS, in order to comply with the Pension Protection Act restatement requirements of the Internal Revenue Service and other applicable laws and regulations, Employer desires to amend and restate the Frozen 401(k) Plan to a document offered by MassMutual, effective January 1, 2019; and

WHEREAS, Employer further desires to amend and/or restate the Frozen 401(k) Plan, the 401(a) Plan, and the 457(b) Plan as otherwise necessary; and

WHEREAS, these changes, including said amendments and restatements, may be accomplished by amending and restating the Plans into the applicable plan documents, as well as by resolution of this Board;

NOW, THEREFORE, BE IT RESOLVED as follows:

(1) That the Frozen 401(k) Plan, the 401(a) Plan and the 457(b) Plan are amended and restated, effective as stated in the restatements to the Plans; and

(2) That the execution of the restatements to the Frozen 401(k) Plan, the 401(a) Plan and the 457(b) Plan, as applicable, by the Chair of the Citizens Retirement Plan Committee is hereby authorized; and

(3) That the Citizens Retirement Plan Committee is authorized and directed to take any and all additional actions or steps which it deems necessary or appropriate to effectuate the foregoing resolutions.

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IN WITNESS WHEREOF, I have affixed my name on behalf of the Board of Governors on this 26th day of September, 2018.

BOARD OF GOVERNORS

By: Gary Aubuchon, Chairman

ATTEST

By: _____

Its: _____