

**Written Consent in Lieu of a Meeting of the Board of
Directors of Michael Baker International, Inc.**

07-Sep-18

The undersigned, being the Board of Directors (the Board) of Michael Baker International, Inc. a Pennsylvania General Corporation (the Corporation), pursuant to Section 1727(b) of the Business Corporation Law and the Corporation's governance documents, hereby consent to and adopt the following resolutions in lieu of a meeting:

Appointment of Officer(s)

WHEREAS, the Board has determined that it is in the best interest of the Corporation to ratify, confirm and approve the appointment of the person(s) to the positions set forth opposite their respective names on Exhibit A attached hereto and made a part hereof, and to remove any person(s) not named on Exhibit A attached hereto.

NOW THEREFORE, BE IT RESOLVED, the person(s) be and hereby are elected to the positions set forth opposite their respective names on Exhibit A attached hereto and made a part hereof, to hold such position until the earlier election and qualification of their respective successors or until their earlier resignation or removal (collectively the Appointed Officer(s)), and any person(s) not named on Exhibit A attached hereto, be and hereby is, removed as an Officer of the Corporation;

FURTHER RESOLVED, that all acts previously, concurrently and subsequently taken by the Appointed Officers from the date of his or her assumption to the position to the date hereof in the capacity of the position set forth opposite their respective names are hereby expressly confirmed, ratified, approved and authorized in all respects as actions of the Corporation;

General Authorization

FURTHER RESOLVED, that the Officer(s) of the Corporation, or any later designated Officer(s), hereby are authorized, in the name and on behalf of the Corporation, to take such further actions and to execute and deliver such further instruments, certificates or documents in the name of the Corporation, and to retain such counsel, agents and advisors and to incur and pay such expenses, fees and taxes as shall, in the opinion of the Officer(s) of the Corporation executing the same may determine to be necessary or advisable in order to effectuate or carry out fully the purpose and interest of all of the foregoing resolutions (such determination to be conclusively, but not exclusively, evidenced by the taking of such actions or the execution of such instruments, certificates or documents by any such Officer(s));

FURTHER RESOLVED, that any actions taken by the Shareholder(s), Director(s), or Officer(s) of the Corporation on or prior to the date of the foregoing resolutions that are within the authority conferred hereby are hereby ratified, confirmed and approved as the act and deed of this Corporation;

FURTHER RESOLVED, that the execution of this Written Consent and delivery thereof by facsimile or electronic signatures shall be sufficient for all purposes and shall be binding upon any party who so executes;

FURTHER RESOLVED, this Written Consent may be executed in two or more counterparts, each of which shall be an original and all of which together shall constitute one and the same Written Consent; and

FINALLY RESOLVED, that an executed copy of this Written Consent shall be filed with the minutes of the proceedings of the Board.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of the date first above written.

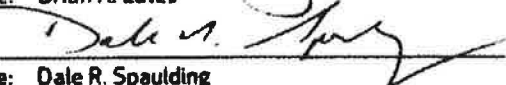
Directors

By: 

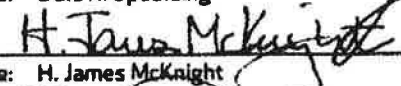
Name: Thomas J. Campbell

By: 


Name: Brian A. Lutes

By: 

Name: Dale R. Spaulding

By: 

Name: H. James McKnight

By: 

Name: Theodore J. Williams

[Signature page to Written Consent in Lieu of a Meeting of the Board of Directors of Michael Baker International, Inc.]

Appendix A

Thomas J. Campbell	Chairman
Brian A. Lutes	President & Chief Executive Officer
Bonnie Shepherd	Executive Vice President & Chief Practice Officer
Dale R. Spaulding	Executive Vice President & Chief Operating Officer
David Boone	Executive Vice President, Chief Growth Officer
H. James McKnight	Executive Vice President, Chief Legal Officer & Corporate Secretary
Leanna Anderson	Executive Vice President & Chief Communications Officer
Martin Miner	Executive Vice President & Chief Technology Officer
Penny Mercadante	Executive Vice President & Chief Human Resources Officer
Theodore J. Williams	Executive Vice President, Chief Financial Officer & Treasurer
Anna Y. Lantin	Senior Vice President, Business Development
Beth A. Drylle	Senior Vice President & Office Executive, Virginia Beach
Cory Wilder	Senior Vice President & Office Executive, Houston
Frank D. Terak	Senior Vice President, Federal Markets
Fredrick M. Muncy	Senior Vice President & Mid Atlantic Practice Lead, Water Supply/Wastewater
Gregory N. Fredrickson	Senior Vice President & National Practice Lead, Aviation
H. Daniel Cessna	Senior Vice President & Regional Director, Pennsylvania Headquarters
James Koch	Senior Vice President & Regional Director, Mid-Atlantic
Jeffrey A. Baker	Senior Vice President, Ankorage Office Executive
Jeffrey D. Clevenger	Senior Vice President & National Practice Lead, Design Build Delivery
Jeffrey Kullman	Senior Vice President & Regional Director, Mountain Region
Jeffrey Sparrow	Senior Vice President & National Market Lead, FEMA
Jennifer C. Lewis	Senior Vice President & Regional Director, Southeast Region
John Alberghini	Senior Vice President & Navy - National Market Lead
John C. Dietrick	Senior Vice President & Regional Practice Lead, Great Lakes
Juan Contreras	Senior Vice President & Regional Director, Gulf Region
Kenton P. Zinn	Senior Vice President & Regional Director, Great Lakes Region
Maher Sidani	Senior Vice President & Director, Project Delivery Excellence
Malcolm Dougherty	Senior Vice President & National Transportation Practice Lead
Michael Brescia	Senior Vice President & Regional Director, Northeast
Michael J. Conaboy	Senior Vice President & Regional Director, West
Richard A. Robyak	Senior Vice President & Office Executive, Moon Township
Richard Keagy	Senior Vice President & Regional Business Development Lead
Robert D. Schlesinger	Senior Vice President & Area Executive, Santa Ana, Camarillo, Long Beach, Los An
Robert J. Hanson	Senior Vice President & National Practice Lead, Geospatial
Scott Roux	Senior Vice President & National Bridge Practice Leader

Thomas J. Zagorski	Senior Vice President & National Practice Lead, Construction Services
Todd E. Lynn	Senior Vice President & Corporate Controller
A. Paul Gluck	Vice President & Office Executive, Cleveland
Alfred Murillo	Vice President & Office Executive
Allen Wainger	Vice President & Practice Manager, GIT
Anna C. Grimes	Vice President & Civil Engineering Manager
Anthony M. Machi	Vice President, Shared Services
Beth Steimle	Vice President & Office Executive, Tampa
Bradley R. Mielke	Vice President & Structures Manager
Brian C. Russell	Vice President & Office Executive, Jacksonville
Brian K. Oliver	Vice President & Project Manager, Land Development
Charles F. Duggar	Vice President & Office Executive, Baton Rouge
Craig Eddy	Vice President & Office Executive, Richmond
Craig Johnson	Vice President & Project Manager, Land Development
Dale L. Gray	Vice President & Program Manager - FEMA
Darcie Zeliesko	Vice President, Talent Acquisition
Darren K. Riegler	Vice President & Area Executive - Ontario, Palm Desert, Temecula, San Diego, Carl
David Dawson	Vice President & Director of Financial Planning & Analysis
David Schaarsmith	Vice President & Interim Area Executive, Northern California
Don M. Treude	Vice President, GCR Business Development
Dwain G. Hathaway	Vice President & Office Executive, Cary
Edward Coffey	Vice President, National Railroad and Transit
Eric D. Frary	Vice President & Office Executive, Horsham
Fabio Escobar Jr.	Vice President & Project Manager, Land Development
Gary Warkentin	Vice President & Transportation Planning Manager
George Guszczka	Vice President of Cost Management
Glenn A. Lajole	Vice President & West Region Practice Leader - Planning
Greg E. Cerminara	Vice President & Practice Manager, Transportation
Gregory G. Smay	Vice President, Tax
James Bell	Vice President & Regional Practice Lead - Construction Services
James Bell	Vice President & Senior Regional Practice Lead Construction Management
James R. Haughey	Vice President & Regional Practice Lead, ADM
Jerome A. Ruddins II	Vice President & Department Manager, Construction Management
Jill G. Bell	Vice President & Assistant Treasurer
John D. Tanner III	Vice President & Office Executive, Riverside/San Bernadino
John H. Harris	Vice President & Department Manager, Water Supply/Wastewater
John Moynier	Vice President & Practice Executive - Water
John Moynier	Practice Executive
John Nagle	Vice President & Project Manager, Water Supply/Wastewater
John V. Walsh	Vice President & Office Executive, Columbia
John W. Mentz	Vice President & Department Manager, Environmental Compliance

Jon Shelihaas	Vice President & Director of Performance Efficiency
Jorge M. Suarez	Vice President & Director, Structural Engineering
Kurt D. Fritz	Vice President & Office Executive, Idaho Falls
Laura Weiss	Vice President & Office Executive, Dallas
Laura Weiss	Vice President & Office Executive, Dallas
Lawrence L. Truman	Vice President & Interim Office Manager, Ontario
Lawrence Murphy	Technical Manager
Lois M. Muller	Vice President & Program Manager
Lori Stump-Ganter	Vice President & Director, Continuous Improvement
Lorna Parkins	Vice President & East Region Practice Leader - Planning
Magdy M. Hagag	Vice President & Office Executive, Newark and Hamilton
Mark A. Childs	Vice President, Cost Management
Mark E. Kistler	Vice President & Operations Manager V
Mary Anne Buvens	Vice President & Director, Learning and Development
Mary Jo Hamman	Vice President & Office Executive, Indianapolis
Matthew J. Barkley	Vice President & Office Executive, Denver
Matthew J. Vernon	Vice President & Office Manager
Mauricio M. Iacuell	Vice President & Project Manager, Land Development
Michael H. Stengel	Vice President & Office Executive, Little Rock
Michael J. Bruz	Vice President & Transportation Engineering Manager
Michael S. Arens	Vice President & Office Executive, Utah
Nick W. Papac	Vice President & Department Manager, Construction Management
Patricia Blain Dunaway	Vice President & Office Executive, Louisville
Peter Darby	Vice President & Architecture Practice Leader
R. Joseph Chaffin	Vice President & Practice Manager, Architecture
Richard B. Beck	Vice President & Natural Resources/Regulatory Manager
Richard Carrell	Vice President & Department Manager, Land Development
Ronald B. Craig	Vice President & Regional Practice Lead, Water Supply/Wastewater
Russell E. Hall	Vice President & Office Executive, Charleston
Scott M. Delesdernier	Vice President & Office Executive, New England Operations
Scott M. Taylor	Vice President & Senior Engineer - Surface Water
Shawn Snisarenko	Vice President, Business Development
Stephen W. Wragg	Vice President & Department Manager, Planning
Steven B. Burick	Vice President & Project Manager, Structures
Steven Bein	Vice President & Department Manager, GIT
Steven J. Huff	Vice President & Transportation Practice Lead, Southern California
Steven L. Barber	Vice President & Office Executive, Harrisburg
Thomas C. Carmody	Vice President & Project Manager, Land Development
Thomas D. Montgomery	Vice President & Office Executive, Norcross
Timothy E. Quillman	Vice President & Office Executive, Phoenix
Timothy M. Thiele	Vice President & Office Manager

Tony Melton	Vice President & Regional Practice Lead - Design Build
Trudi Lim	Vice President & Office Executive, San Diego
Victor J. Siaurusaitis	Vice President & Office Executive, Baltimore
Vincent A. Thompson, II	Vice President, Assistant General Counsel & Assistant Corporate Secretary
William Almes	Vice President & Practice Executive
William G. Cox	Vice President & Department Manager, Survey/Mapping
William Marman	Vice President & Office Executive, New York
William R. Balentine	Vice President & Office Executive, Ridgeland
William S. Shiderly	Vice President & US Army/USACE National Market Lead
Aaron J. Morris	Associate Vice President & LIDAR Services Director
Aaron Stover	Associate Vice President & Department Manager, Structures (Transportation)
Albert Vincent Warot	Associate Vice President & Operations Manager
Albert W. Bowman	Associate Vice President & Operations Manager - Transportation
Alfonso Riera	Associate Vice President & Business Developer, Federal
Anas Alkhatib	Associate Vice President & Department Manager, Construction Services
Andrew Thomas	Associate Vice President & Client Manager - Design Build
Anthony DiFrancesco	Associate Vice President - Operations Manager, Construction Services
Anthony Van Howe	Associate Vice President & Regional Finance Manager
Brad J. Homan	Associate Vice President & Practice Manager, Aviation
Bruce E. Preston	Associate Vice President & Department Manager, Architecture
Bryan D. Mouser	Associate Vice President & Transportation Operations Manager
Carl V. Jeffreys	Associate Vice President & Technical Manager, Environmental Restoration Sub-Pr
Chadwick D. Huffines	Associate Vice President & Construction Services Manager
Christopher A Ruppen	Associate Vice President & Operations Manager - Infrastructure
Christopher D. Caputi	Associate Vice President & Technical Manager, Environmental Compliance
Christopher L. Alberts	Associate Vice President & Office Manager, Palm Desert
Christopher Tagert	Associate Vice President & Department Manager, Water/Planning/GIT
Danielle Smith	Associate Vice President & Operations Manager - Transportation
David A. Frey	Associate Vice President & Director, Transportation
David B. Tudryn	Associate Vice President & Chief Architect, New England
David Fekete	Associate Vice President & Director, Geospatial/Survey
David J. Mastalski	Associate Vice President & Billing Manager
David L. Stephens	Associate Vice President & Technical Manager, Building Design
Derek M. Christianson	Associate Vice President & Department Manager, Transportation
Don P. Joiner	Associate Vice President & Technical Manager, Environmental Compliance
Douglas Barker	Associate Vice President & Project Manager - AE
Eddie G. Torres	Associate Vice President & Project Manager, Environmental
Elizabeth Krousel	Associate Vice President & Project Manager, Water Quality
Genevieve Cahill	Associate Vice President
Geoffrey Brownell	Associate Vice President & Department Manager - Surface Water
Gilberto R Bosque	Associate Vice President & Technical Manager - Highways

Heather H. Ivester	Associate Vice President & Office Manager - MA
Helen R. Tison	Associate Vice President & Operations Manager, Roadways
Jacob Watson	Associate Vice President & Department Manager, Building Design
James A. Frazier	Associate Vice President & Project Manager, Transportation
James J. Katsafanas	Associate Vice President & Director, Traffic
James R. Yeager	Associate Vice President & Technical Manager - Transportation Planning
Jeff W. Broadwater	Associate Vice President & Department Manager, Bridge
Jeffrey D. May	Associate Vice President & Operations Manager
Jeffrey D. May	Associate Vice President & Operations Manager
Jeffrey G. Bergsten	Associate Vice President & Director, Planning and Technical Services
Jeffrey Hester	Associate Vice President - Operations Manager, Aviation
Jeffrey M. Jerrels	Associate Vice President & Director, Architecture
Jeffrey Roberts	Associate Vice President
Jennifer Lynn Gastelum	Associate Vice President & Technical Manager
John J. Tricini	Associate Vice President & Director, Highway
Joseph A. Danyo	Associate Vice President & Technical Manager, Transportation
Joseph J. Romano	Associate Vice President & Technical Manager, Structural Engineering
Joseph M. Blickenderfer	Associate Vice President & Technical Manager - Oil and Gas Sub-Practice
Joseph P. Gardiner	Associate Vice President & Director, Construction Services
Kenneth J. Collins	Associate Vice President & Transportation Manager
Kenneth R. Mobley	Associate Vice President & Practice Manager, Planning and Public Engagement
Kevin Anderson	Associate Vice President & Operations Manager
Kevin J. Kugler	Associate Vice President & Regional Finance Manager
Kirk A. Weaver	Associate Vice President & Technical Manager, Transportation
Kirsten N. Bowen	Associate Vice President & Regional Practice Lead - Surface Transportation
Kristy L. DeChicchis	Associate Vice President & Director, Proposal Production Center
Lance Wanamaker	Associate Vice President & Department Manager, Aviation
Larry L. Bankert	Associate Vice President & Project Manager, Toll Roads
Laurence D. Gale	Associate Vice President & Department Manager, Environmental
Lisa Folb	Associate Vice President & Project Manager, Federal
Lori J. Duguid	Associate Vice President & Office Manager
Mark F. Russo	Associate Vice President & Technical Manager, Bridge
Mary E. Flynn	Associate Vice President & Construction Quality Manager
Mary P. Rosick	Associate Vice President & Director, Software
Matthew Smith	Associate Vice President & Program Manager
Max L. Heckman	Associate Vice President & Director, NEPA and Transportation Planning
Michael J. Relter	Associate Vice President & Engineer, Aviation
Michael J. Waibel	Associate Vice President & Technical Manager, Aviation Services
Michael Skowronek	Associate Vice President & Office Manager
Mohiuddin Shaik	Associate Vice President & Program Manager Design Build-QAM Services
Nabaz Saieed	Associate Vice President & Operations Manager

Oscar K. Rucker	Associate Vice President & Director, Right of Way Services
Pamela Nelson Johns	Associate Vice President & Technical Manager
Patrick A. Leach	Associate Vice President & Practice Manager, Construction Services
Paul A. Carson	Associate Vice President & Chief Engineer
Paul D. McGuinness	Associate Vice President & Chief Engineer, New England
Paul Junker	Associate Vice President & Technical Manager
Paul Strack	Associate Vice President & Marketing Manager, Regional Aviation
Paula C. Boardman	Associate Vice President & Office Leader, GIT/Civil/Architecture
Pernille D Buch-Pedersen	Associate Vice President & Project Manager - Surface Water
Philip D. Quillen	Associate Vice President & Project Manager - Structures
Philip Jufko	Associate Vice President & Director - Planning
Quintin B. Watkins	Associate Vice President & Engineer, Aviation
Ralph Eberhardt	Associate Vice President & Office Manager
Rameeta Garewal	Associate Vice President & Department Manager - Planning
Rameeta Garewal	Associate Vice President & Department Manager - Planning
Raymond G. Shrift	Associate Vice President & Director, Contracts and Procurement, Assistant Corpo
Richard E. Bonelli	Associate Vice President & Program Manager, Environmental Fuels
Richard Matallana	Associate Vice President & Project Manager - Federal
Robert Myers	Associate Vice President & Business Developer
Robert Stark	Associate Vice President & Technical Manager
Sandi Stroud	Associate Vice President & Technical Consultant
Sarah M. Cathcart	Associate Vice President, GCR Business Development
Saul M. Mellman	Associate Vice President & Department Manager, Transportation
Scott Buckley	Associate Vice President & Department Manager-Bridge/Structures
Scott D. Vannoy	Associate Vice President & Director, Structural Engineering
Scott M. Wardle	Associate Vice President & Project Manager, Construction Services
Scott R. Quast	Associate Vice President & Water Supply/Wastewater Manager
Stephen J. Clancy	Associate Vice President & GIT Manager
Steven Graylin	Associate Vice President & Office Manager
Steven Savich	Associate Vice President & Technical Manager - Land Development Sub-Practice
Susan Barker	Associate Vice President & Operations Manager
Tammy M. McAllister	Associate Vice President & Global Payroll Manager
Timothy D. Sewell	Associate Vice President & Construction Services Manager
Todd Buckner	Associate Vice President & Project Manager - Roadway Design Lead North Carolin
Tracy L. Hollida	Associate Vice President & Client Manager, Aviation
William H. Lindenbaum III	Associate Vice President & Construction Services Manager
William M Kristoff	Associate Vice President & Department Manager
Angela R. Logan	Assistant Corporate Secretary
Joseph F. D'Amico	Assistant Corporate Secretary
Michael A. Tylman	Assistant Secretary, Regional Practice Lead, Land Development
Pam Warfield	Assistant Corporate Secretary

Steven J. Huff
Terri A. Vojnovich

Assistant Corporate Secretary
Assistant Corporate Secretary

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