

ISS

In response to the “Request for Comment” to the questions detailed below, Summit offers the following:

- “Is the vote recommendation to withhold from members of the governance committee on an on-going basis sufficient?” No. A vote recommendation to withhold is far too stringent.
- “Going forward, how would you consider boards should address this issue?” See response below.

Summit’s Board, like all boards, has a fiduciary duty to the company and all of our shareholders, and we believe our Board is in the best position to evaluate and determine the governance practices and principles that affect the company’s operations. Our shareholders, by contrast, do not have such duties and are not required to consider the interests of other shareholders or the company. The Board has duties to consider and balance the interests of all of our shareholders, and is better positioned to ensure that any bylaws amendments are prudent and designed to protect and maximize long-term value for the company and our shareholders. Ceding the Board’s control of bylaws amendments could expose the company to the potential that a bylaws amendment, proposed by a shareholder to advance a special interest not shared by other shareholders in general, ultimately may be approved and adopted.

Our company is in good company with respect to providing the Board with the exclusive right to amend our bylaws. An overwhelming majority of Maryland real estate investment trusts have bylaws providing for exclusive board control of bylaw amendments. Our shareholders already have the right to propose and put to a vote recommendations for specific bylaw amendments through the SEC’s familiar and time-tested proposal process. Under those proxy rules, our shareholders are permitted to submit their proposals and the Board is afforded the opportunity and time to consider them carefully, taking into account the interests of all shareholders, not just those claimed by the particular proponent.

Finally, in addition to being involved in all key aspects of the company’s business, the company’s management team actively engages with our shareholders throughout the year in order to fully understand our shareholders’ viewpoints concerning the company – including our corporate governance practices, to gather feedback on what we can do better and to help our shareholders understand our performance and strategy. The company’s management regularly engages with our shareholders and prospective investors to solicit input and answer questions on a variety of topics by participating in industry conferences, by holding numerous in-person meetings, and by speaking by telephone with many shareholders at other times throughout the year.

Thank you for your time and attention to this matter.

**Chris**

Chris Eng  
Executive Vice President, General Counsel & Chief Risk Officer



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