

INDIANA  
STATE ETHICS COMMISSION

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315 WEST OHIO STREET, ROOM 104, INDIANAPOLIS, IN 46202 317.232.3850

**Public Meeting Packet**  
Indiana State Library  
Author's Room  
February 12, 2026

Note: Any documents for consideration by the State Ethics Commission (waivers, orders, agreed settlements, etc.) are not official or final until approval by the Commission.

# INDIANA STATE ETHICS COMMISSION

315 WEST OHIO STREET, ROOM 104, INDIANAPOLIS, IN 46202 317.232.3850

February 12, 2026

10:00 a.m.

Indiana State Library, Second Floor, Author's Room  
315 West Ohio Street, Indianapolis, Indiana 46202

Commission Member	Term Began	Term Ends	Appointing Authority
Katherine Noel, Chair	January 1, 2026	December 31, 2029	Governor
Ray Biederman	January 1, 2026	December 31, 2029	Governor
Sue Anne Gilroy	March 1, 2024	December 31, 2027	Governor
Rafael Sanchez	January 1, 2024	December 31, 2027	Governor
Robert Duncan	January 6, 2025	July 31, 2026	Governor

## **Public Meeting**

**I. Adoption of the Agenda** **10:00 a.m.**

**II. Approval of Minutes of January 8, 2026**

**III. Consideration of Post-Employment Waivers**

- a. Indiana Department of Transportation – Matthew Rhoads; Presented by Ethics  
Officer Chris Devlin

**IV. Consideration of Formal Advisory Opinions**

- a. Indiana Economic Development Corporation – Jeffrey Brock Herr; Presented by  
IEDC Ethics Officer David Staples

**V. Approval of Meeting Policies**

**VI. State Ethics Commission Director's Report**

Join the meeting via livestream here:

<https://teams.microsoft.com/meet/21229098947731?p=ioDYGPVzW8LyKciK2G>

INDIANA  
STATE ETHICS COMMISSION

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315 WEST OHIO STREET, ROOM 104, INDIANAPOLIS, IN 46202 317.232.3850

Minutes of the  
Indiana State Ethics Commission  
January 8, 2026  
At 10:00 am

Indiana State Library  
History Reference Room  
315 West Ohio Street, Second Floor  
Indianapolis, IN 46202

**Commission Members Present:**

Katherine Noel, Chair  
Rafael Sanchez  
Ray Biederman  
Robert Duncan  
Sue Anne Gilroy

**OIG Members Present:**

Regan Perrodin, State Ethics Commission Director  
Adam Garrigus  
Jared Prentice  
Rachel Gallagher  
Will Deane  
Elaine Vullmahn  
Teresa Henson  
Jason Fajt  
Sam Stearley  
Mike Lepper  
Cassandra Doss

**I. Call to Order and Establishment of Quorum**

**10:00 am**

Katherine Noel calls the meeting to order.

**II. Adoption of Agenda**

Commissioner Gilroy made a motion to adopt the agenda. Commissioner Sanchez seconded.

Approved: 5/0

### **III. Approval of Minutes from December 18, 2025**

Commissioner Duncan made a motion to approve the minutes. Commissioner Gilroy seconded.

Approved: 5/0

### **IV. Consideration of Agreed Settlement**

#### **a. In Re Jasmine Castillo – 2025-10-0427**

OIG Attorney Rachel Gallagher presented the Agreed Settlement in this matter to the Commission for their approval.

Commissioner Sanchez made a motion to approve. Commissioner Gilroy seconded.

Approved: 5/0

#### **i. Consideration of Final Report In Re Jasmine Castillo – 2025-10-0427**

Approved: 5/0

### **V. Consideration of Meeting Policies**

### **VI. State Ethics Commission Director's Report**

1. There have been 6 IAOs since the last meeting.
2. Ray Biederman is welcomed as a new member of the Commission.

### **VII. Adjournment**

Commissioner Gilroy made a motion to adjourn; Commissioner Duncan seconded.

Approved: 5/0

The meeting adjourned at approximately 10:24 a.m.



# INDIANA DEPARTMENT OF TRANSPORTATION

100 North Senate Avenue  
Room N758  
Indianapolis, Indiana 46204

PHONE: (855) 463-6848

**Mike Braun, Governor**  
**Lyndsay Quist, Commissioner**

February 12, 2026

Katherine Noel, Chair  
Indiana State Ethics Commission  
315 West Ohio Street, Room 104  
Indianapolis, IN 46202

## IC 4-2-6-11

### Post-employment waiver – Matthew Rhoads

As the Appointing Authority of the Indiana Department of Transportation (INDOT), I am filing this waiver of the application of the Code of Ethics post-employment restriction as it applies to Matthew Rhoads (“Rhoads”) in his post-employment with Egis BLN USA, Inc. (“Egis”).

I understand I must file and present this waiver to the State Ethics Commission at its next available meeting. I further understand that this waiver is not final until approved by the State Ethics Commission.

**A. This waiver is provided pursuant to IC 4-2-6-11(g) and specifically waives the application of (Please indicate the specific restriction in 42 IAC 1-5-14 (IC 4-2-6-11) you are waiving):**

- ☐ IC 4-2-6-11(b)(1): 365 day required “cooling off” period before serving as a lobbyist.
- ☒ IC 4-2-6-11(b)(2): 365 day required “cooling off” period before receiving compensation from an employer for whom the state employee or special state appointee was engaged in the negotiation or administration of a contract and was in a position to make a discretionary decision affecting the outcome of such negotiation or administration.
- ☐ IC 4-2-6-11(b)(3): 365 day required “cooling off” period before receiving compensation from an employer for which the former state employee or special state appointee made a directly applicable regulatory or licensing decision.
- ☐ IC 4-2-6-11(c): Particular matter restriction prohibiting the former state employee or special state appointee from representing or assisting a person in a particular matter involving the state if the former state officer, employee, or special state appointee personally and substantially participated in the matter as a state worker. (Please provide a brief description of the specific particular matter(s) to which this waiver applies below):

**B. IC 4-2-6-11(g)(2) requires that an agency’s appointing authority, when authorizing a waiver of the application of the post-employment restrictions in IC 4-2-6-11(b)-(c), also include specific information supporting such authorization. Please provide the requested information in the following five (5) sections to fulfill this requirement.**

**1. Please explain whether the employee's prior job duties involved substantial decision-making authority over policies, rules, or contracts:**

Rhoads has served as a Design Manager for the INDOT – Seymour District since April 2025. Rhoads previously served as a Design Engineer from March 2024, and a Project Manager from August 2021 to March 2024. In his role as a Project Manager, he was involved in scoring proposals and selection, including projects with Egis. In this role, Rhoads oversaw project with Egis providing professional services. He reviewed initial proposals for services and work hours. Negotiations were handled by INDOT Contracts. He never provided or reviewed counter offers or proposals.

Rhoads had interactions with Egis while at INDOT. As stated above, he oversaw projects where Egis provided professional services and was involved in scoring and selection of their proposals when he was a Project Manager. Rhoads has not had any interaction with Egis, nor has he been involved in scoring proposals since he left his role as a Project Manager in March 2024.

Additionally, Rhoads filed a notice of potential conflict and screening document regarding Egis on January 23, 2026, which has prohibited any contact or review of Egis's consulting work, from participating in any decision or vote, or any matter related to such decision or vote, in which Egis has a financial interest, and/or participating in any present or future contract or other matter involving Egis.

**2. Please describe the nature of the duties to be performed by the employee for the prospective employer:**

In his post-INDOT employment, Rhoads will serve as a Senior Project Manager for Egis, a firm that does business with INDOT. As a Senior Project Manager, he will be responsible for overseeing development and delivery of projects for a variety of DOT's, (including INDOT), municipalities and private entities. Rhoads will work on proposals for projects with INDOT and local public agencies (local governments).

Rhoads will have limited involvement in the contracting process for projects involving INDOT or any other agency. His involvement on any project, INDOT funded or local agency-funded transportation projects, would be to oversee the development and delivery on the project. He may also be preparing scope/fee proposals for new work, or for amendments on legacy projects. Mr. Rhoads understands he cannot perform any work on projects he was involved with while at INDOT.

**3. Please explain whether the prospective employment is likely to involve substantial contact with the employee's former agency and the extent to which any such contact is possible to include matters where the agency has the discretion to make decisions based on the work of the employee:**

Structurepoint currently has at least seventeen (17) open contracts with INDOT state-wide. Rhoads anticipates that in his new position he will have contact with INDOT personnel but he expects that his interaction will be similar to the contact of other project engineers without an INDOT background.

Rhoads's role with Egis will include overseeing development and delivery of INDOT projects.

Rhoads and Egis understand that he cannot work on any project for Egis that he participated in while at INDOT. His INDOT work for Egis on pending projects will be limited to projects outside the Seymour district and Seymour District projects that are awarded after his departure from INDOT.

**4. Please explain whether the prospective employment may be beneficial to the state or the public, explicitly stating how the intended employment is consistent with the public interest:**

Mr. Rhoads has 12 years of experience in the transportation engineering field, all with INDOT. Mr. Rhoads's knowledge and expertise in the transportation engineering and construction field would be beneficial to the public because he has a thorough knowledge of what INDOT expects in its construction projects and how to efficiently provide that quality of work. His knowledge will ensure INDOT's vision and priorities will continue to be implemented by its private sector partners.

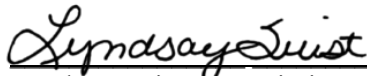
**5. Please explain the extent of economic hardship to the employee if the request for a waiver is denied:**

Within INDOT, there are few opportunities for advancement of position and salary for Mr. Rhoads. His experience is in the transportation engineering industry, and it is government that builds roads with the assistance of the private sector. Denying the post-employment waiver would require Mr. Rhoads to either remain at INDOT or enter a new field of engineering.

**C. Signatures**

**1. Appointing Authority/state officer of the agency**

By signing below, I authorize the waiver of the above-specified post-employment restrictions pursuant to IC 4-2-6-11(g)(1)(A). In addition, I acknowledge that this waiver is limited to an employee who obtains the waiver before engaging in the conduct that would give rise to a violation.



Lyndsay Quist, Commissioner

INDIANA DEPARTMENT OF TRANSPORTATION

2/9/2026

DATE

**2. Ethics Officer of agency**

By signing below, I attest to the form of this waiver of the above-specified post-employment restrictions pursuant to IC 4-2-6-11(g)(1)(B).



Chris Devlin, Ethics Officer

INDIANA DEPARTMENT OF TRANSPORTATION

2/12/2026

DATE

**D. Approval by the State Ethics Commission**

**FOR OFFICE USE ONLY**

Approved by State Ethics Commission

Katherine Noel, Chair, State Ethics Commission

Date

Mail to:

Office of Inspector General  
315 West Ohio Street, Room 104  
Indianapolis, IN 46202  
OR

Email scanned copy to: [info@ig.in.gov](mailto:info@ig.in.gov)

*Upon receipt you will be contacted with details regarding the presentation of this waiver to the State Ethics Commission.*

**TO:** Indiana State Ethics Commission

**FROM:** Jeffrey B. Herr, Former SVP of Business Development, IEDC

**DATE:** February 2, 2026

**RE:** Request for Formal Advisory Opinion regarding IC 4-2-6-11(b)

## **I. ISSUE**

Pursuant to Indiana Code § 4-2-6-4(b)(1) and 40 IAC 2-2-1, I am writing to respectfully request a Formal Advisory Opinion from the Indiana State Ethics Commission regarding the applicability of the 365-day "cooling-off" period to my prospective, market-rate post-employment opportunity with Meta Platforms, Inc. (the "Company"). I learned about this opportunity from a job alert on LinkedIn more than five months after I left my job at the Indiana Economic Development Corporation ("IEDC"), and shortly after I left another job I held from September to November. I had never talked with anyone at the Company about this or any other job opportunity before I saw that LinkedIn job alert.

My request for this advisory opinion stems from my respect for the Indiana Code of Ethics ("Ethics Code") as a licensed attorney, and from my desire to carefully ensure my compliance with it. I do not believe that my accepting this position would implicate the cooling-off statute, but, I have not found any Formal Advisory Opinions on the Inspector General's website that contain the same or substantially similar facts, or processes and procedures, as involved in my situation. That leads me to request this formal opinion.

## **II. BACKGROUND**

I was a state employee for approximately eight years at the IEDC, and most recently served as Senior Vice President of Business Development, until I resigned in good-standing, effective July 4, 2025. Accordingly, I am still within my one-year cooling off period under the Ethics Code.

During my tenure at IEDC, I wore many hats. But my primary function prior to resigning was to serve as a business unit manager, process architect, and high-level project manager in assigned instances. In my role, I had contracting authority over some matters, but not others. The ones over which I had authority only included professional licenses and subscriptions for software/tools for the IEDC's Business Development ("BD") team, membership/sponsorship with the Indiana Economic Development Association and other industry associations, and 1099 contractor roles for full-time BD project manager support functions.

While at IEDC, I was involved with negotiations involving the Company, including multiple separate incentive awards and one land transaction. My role in each instance, as assigned by my supervisor, was to: (i) act as a senior business development project manager to oversee the logistical site search, coordinate stakeholder engagement, act as a liaison between various



state and local entities and the Company, and provide the legal framework, alternative eligible options, and rules of the road for the incentives; and (ii) provide support to, and collaborate with IEDC business units (e.g. Land Development, Legal, Finance, Policy,) managing the land transaction negotiation to ensure alignment with project scope, timeliness, infrastructure needs, etc.

Projects at the IEDC run through a thorough process established by Indiana statutory law, internal IEDC policies, and administrative requirements. There are many layers of involvement and review as projects work their way through the IEDC. The approval and execution of contracts—including final terms and conditions—occurred at higher levels than my position. I never approved or signed any of the Company's contracts with IEDC. Additional details about the processes and procedures at IEDC are provided in the "DISCUSSION" section below.

### **III. RELEVANT LAW**

For ease of reference, please find the specific statutory language involving the one-year cooling off period set forth below:

IC 4-2-6-11(b). A former state officer, employee, or special state appointee may not accept employment or receive compensation:

- (1) as a lobbyist;
- (2) from an employer if the former state officer, employee, or special state appointee was:
  - a. engaged in the negotiation or the administration of one (1) or more contracts with that employer on behalf of the state or an agency; and
  - b. in a position to make a discretionary decision affecting the:
    - i. outcome of the negotiation; or
    - ii. nature of the administration; or
- (3) from an employer if the former state officer, employee, or special state appointee made a regulatory or licensing decision that directly applied to the employer or to a parent or subsidiary of the employer;

before the lapse of at least three hundred sixty-five (365) days after the date on which the former state officer, employee, or special state appointee ceases to be a state officer, employee, or special state appointee.

### **IV. DISCUSSION**

My job with the Company will not involve executive branch lobbying in Indiana, and I did not make a regulatory or licensing decision that directly applied to the Company (including any parent or subsidiary thereof) while at IEDC. And I will strictly comply with both the "particular matter" restriction under the Ethics Code by having no involvement in any of the Company projects and negotiations that I touched while at IEDC, and the confidentiality obligations

prescribed by the Ethics Code. So the only section of the cooling off period at issue here is subsection (b)(2) involving discretionary decision-making in contracting.

Subsection (b)(2) sets out a two-part test. To be triggered, a state employee must have been “engaged in the negotiation or administration of a contract and must have been in a position to make a discretionary decision affecting the outcome of such negotiation or administration.” Indiana Code § 4-2-6-11(b)(2).

I was not involved in the administration of any contract with the Company. And while I acknowledge that I have likely engaged, to a limited extent, in the negotiation of certain terms of contracts with the Company, I firmly believe that I was not in a position to make a discretionary decision affecting the outcome of negotiations with the Company. I therefore believe that the conjunctive test in subsection (b)(2) does not prevent me from employment with the Company.

Specifically, I was a high-level project manager assigned to participate in multiple transactions involving the Company. I was responsible for ensuring that the IEDC’s BD project management processes worked correctly and were aligned with the broader project discussions across the agency. However, I did not own the processes nor could I materially change their speed, direction, or outcome. As detailed in Exhibit A attached hereto, the IEDC maintains a rigorous internal firewall that separates the ministerial project management phase and duties—the duties falling within my purview—from the discretionary review and approval, legal, and administrative phases.

While I did have responsibility for things like performing due diligence and assessing potential risk factors, populating the Deal Score with limited qualitative factors based on justifiable grounds, and communicating the recommended available incentive options based on statute and policy parameters, those did not amount to discretionary decision-making affecting the outcome of the negotiations. My role in those tasks was ministerial—in some instances a matter of simple arithmetic and in others the application of objective, non-discretionary statutory and policy rules.

I believe three key mechanics of the project management process effectively demonstrate that my role was advisory and arithmetic, not judgment:

- 1) **Formulaic constraints eliminated subjective choice:** Under the IEDC’s “Triarchy Framework” (Deal Score, CBA and MIRR) for incentives, I was a technical facilitator and subject matter expert ensuring the model’s accuracy. I applied a statutory and mathematical formula resulting in incentive amounts generated by data driven inputs rather than discretion, and I lacked authority to deviate from calculated output bands, to offer discretionary premiums, or to bind the state to a subjective bargain.
- 2) **No independent decision-making authority:** The final stop and decision-making in the review and approval chain was well above my pay grade. I served as a procedural and interlocution gatekeeper for the IEDC with the Company while certifying files were complete for independent review. All recommended substantive options and terms were not only the rote output of mathematical equations and statutory / policy frameworks but

were also subject to a '*de novo*' review (veto, modifications, timing) by four superior groups of decision-makers who, unlike me, were empowered to exercise discretion: (i) two non-recused BD leadership members; (ii) the Executive Leadership Team ("ELT"); (iii) the IEDC's Board of Directors ("BoD"); and (iv) the Secretary of Commerce ("Secretary").

- 3) Prescriptive Statutory & Policy Guidelines:** The Gross Retail and Use Tax Exemption on Data Center Equipment benefit was not a negotiated concession. Once the Company demonstrated they met the objective quantitative thresholds and timing set by law, my role was to process the application received from the Company in accordance with IEDC policy and to verify statutory eligibility under an objective set of statutory criteria. And in the land transaction, my role was that of supporting the Land Development, Policy and Legal teams' responsibilities of negotiating terms of a purchase and sale agreement, which fell outside the responsibilities of my business development role. I had no discretionary authority to negotiate deal points that were not approved or not at the direction of the ELT. Rather, it was my job to "negotiate" incentive award amounts and frameworks that complied with state statute or the established IEDC policies.

While the title of "Senior Vice President" implies a level of leadership and decision-making authority, it's important to note that the internal governance and delegation authority of the IEDC created a ministerial conduit with a clear firewall between my function—project management—and the discretionary decision-making process led by others.

In every phase of the Company's projects, I had ministerial tasks like gathering data, providing internal support, acting as an interlocutor, and presenting eligible options. The power to make a "choice among valid alternatives," which I understand to be the hallmark of having discretion, resided elsewhere.

Similarly, in instances where statutory or policy language was ambiguous regarding eligibility or interpretation, I did not make a discretionary decision but relied on opinion(s) and guidance of IEDC's General Counsel, SVP of Policy, and/or VP of Account Management in applying the law.

To be sure, I played a role in applying the rigid, formulaic statutory guidelines alongside the IEDC's mathematical "Triarchy" (Deal Score, Cost-Benefit Analysis, and Modified Internal Rate of Return) to determine incentive offer ranges. But I had no discretion to recommend the incentive ranges. Rather, the eligible incentive range recommendations for the Company's transactions were bound by pre-set mathematical thresholds and bands mandated by statutory language. I did not possess latitude to offer subjective "deals"—only to apply the prescribed statutory and policy frameworks in order to make those with discretion to approve deals aware of results of that exercise in arithmetic. Simply put, my involvement in those transactions was an exercise in data verification, financial analysis, inter-party communication, and eligibility checks—not an exercise in discretionary decision-making.

Furthermore, my role was not responsible for managing the land transaction aspect of the project and in all instances my involvement concluded at a definitive "handoff" point when the

projects reached the stage of a non-binding letter of intent by the Company. The ELT, not me, had the responsibility and authority to review and approve the projects, terms (including any counterproposals), and agendas for the BoD. The BoD had the exclusive responsibility and discretion to approve the Company's incentives, while the other independent IEDC teams had the exclusive responsibility for drafting the contracts, negotiating the state's terms / legal remedies / clawbacks / reporting requirements, and executing and administering the final documents. Additionally, once incentives and project terms were approved by the BoD, the contractual authority resided exclusively with the Secretary and the State Budget Agency, and not with me. My role ended much earlier.

## **V. CONCLUSION**

My opportunity with the Company is for a remote, global site-selection role focused on private-sector real estate analysis, land feasibility, and securing letters of intent and agreements with private property owners, utilities, brokers, and other stakeholders. The role will not include executive branch lobbying in the State of Indiana, is derived from general expertise and understanding of real estate land feasibility and stakeholder engagement (not knowledge of Indiana's processes), and will have prophylactic and structural screens in place to avoid any conflicts-of-interest with my past IEDC employment.

My request for this opinion stems from a desire for clarity about the application of the Ethics Code to this job opportunity. Specifically, I seek a determination that my involvement in projects involving the Company was ministerial and non-discretionary in nature, and therefore falls outside the discretionary decision-making rule contemplated by the cooling-off period under Indiana Code § 4-2-6-11(b).

Because my role at the IEDC involving the Company's projects was characterized by ministerial duties, bounded by statutory formulas and objective agency policies, and furthermore was firewalled as described above, I do not believe I was in a position to make a discretionary decision that affected the outcome of the negotiation. I therefore respectfully request that the Commission find the cooling-off period inapplicable to my new opportunity at the Company. Such a finding would provide the certainty that I desire and allow me to continue my professional legal career while respecting and maintaining the State's ethical standards under the Ethics Code. It would also help me avoid further financial hardship due to my current lack of employment. The potential start date for this new job is February 23, 2026.

Respectfully submitted,



Jeffrey B. Herr, Esq.

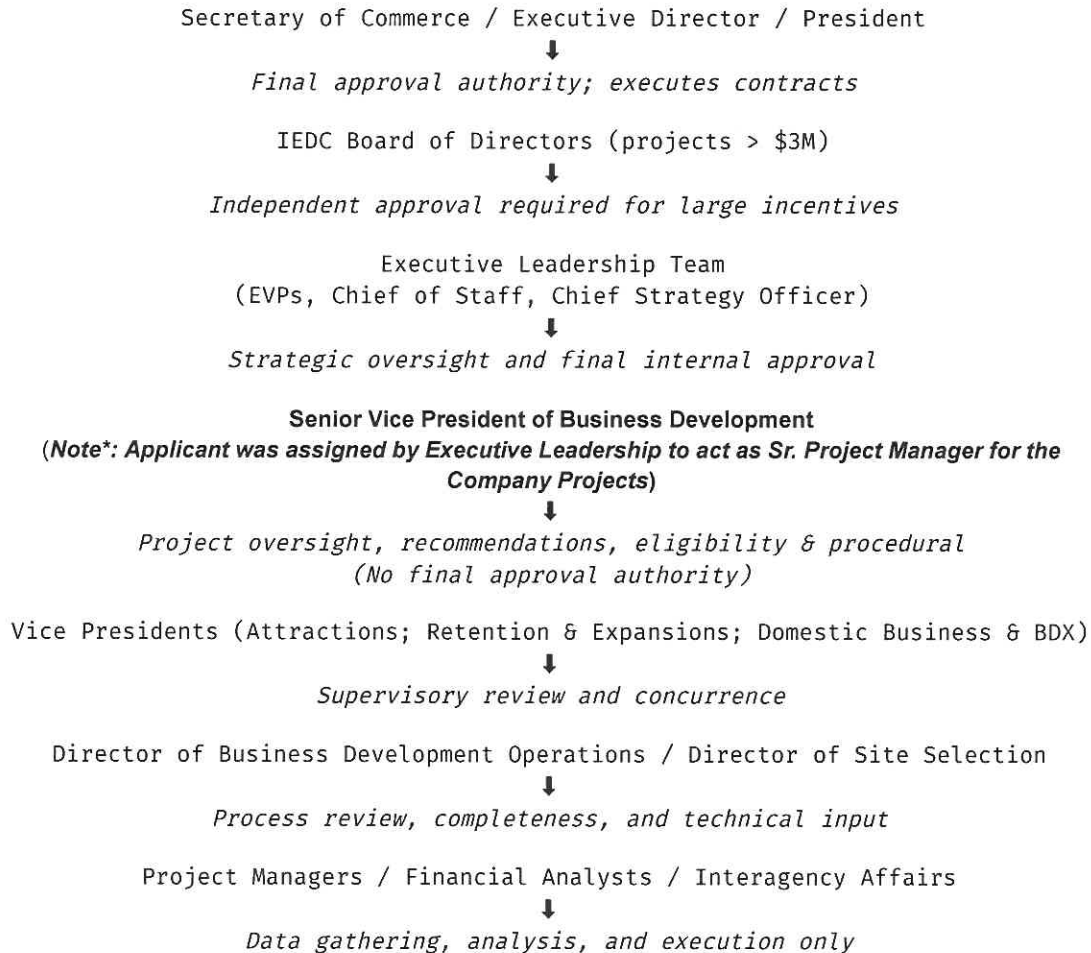


### **EXHIBIT A - Functional & Structural Separation of Authority**

<b><u>Category of Authority</u></b>	<b><u>Ministerial / Advisory Role (Applicant)</u></b>	<b><u>Discretionary / Binding Authority (IEDC Executive Leadership &amp; Board)</u></b>
<b>I. GENERAL DECISION-MAKING</b>		
<b>Project Selection</b>	Facilitation: Acted as a project manager, as assigned by supervisor, for relationship management, site feasibility and data gathering to determine project viability.	Final Selection: The Executive Leadership Team, Secretary of Commerce and Board of Directors held sole authority to prioritize or reject projects.
<b>Eligibility Verification</b>	Fact-Finding: Verified applicant data against statutory definitions for eligibility of "primary employer" or "qualified investment," minimum investment thresholds, duration limits, etc.	Policy Setting: Executive Leadership defined the agency's business development strategy, deal score, and target industries for the State.
<b>II. INCENTIVE FORMULATION</b>		
<b>Incentive Calculation</b>	Formulaic Application: Utilized the "Triarchy" (Deal Score, CBA, MIRR) to ensure offers met pre-set mathematical bands; recused from internal process of review and approval.	Approving the Formula: All "Incentive Spread Targets" and formulaic / algorithmic weights were approved annually by Leadership after external 3rd party contractor review. Individual project incentive recommendations were approved by Applicant's' direct supervisor and/or non-recused leadership members for process adherence / compliance before proceeding to the ELT for substantive review / approval.
<b>Statutory Prescription</b>	Compliance Review: Applied the Data Center Exemption (IC 6-2.5-15) based on objective milestones.	Legislative Intent: The General Assembly mandated eligibility requirements, qualification guidance, and investment and timing thresholds in a prescriptive fashion for the IEDC to follow and adhere to. For example, this understanding was reiterated publicly by Secretary David Adams while speaking at the IEDA's August 2025 Conference.
<b>III. CONTRACTUAL FIREWALL</b>		
<b>Binding Authority</b>	Process Management: Handled non-binding proposal letters and site-selection logistics. <i>Note: "non-binding, subject to final approval and contracting" language was explicitly included in all incentive letters.</i>	Review & Approval: The Executive Leadership Team approved projects, terms, and agendas for BoD consideration; the BoD, upon consultation with the Executive Leadership Team, had sole final award approval authority; the Account Management & Legal Team negotiated the specific terms, rights, remedies, and binding contract language.
<b>Signatory Power</b>	No Authority: Held no power to sign contracts, execute deeds, or commit state funds.	State Signatories: Final execution rested exclusively with the Secretary of Commerce and the State Budget Agency (SBA).
<b>IV. POST-DEAL ADMINISTRATION</b>		
<b>Contract Administration</b>	Pre-Decisional Only: Involvement ceased once the "Project Handoff" to Account Management / Legal was completed.	Compliance & Oversight: Account Management manages all annual audits, certifications, payments, performance management, compliance certifications.
<b>Amendments &amp; Payments</b>	None: Possessed no authority to alter signed agreements or certify incentive payments.	Financial Certification: Legal/Account Management and the SBA must certify milestone completion before funds are released.

## **EXHIBIT A CONT. - IEDC Incentive Decision-Making & Approval Flow**

This organizational chart reflects the IEDC's Business Development structure and decision-making flow in effect for the Company's projects during Applicant's tenure as Senior Vice President of Business Development. Arrows indicate the direction of review and authority for incentive-related matters. Final decision-making authority resided, at all times, above the project management and Senior Vice President levels.



**NOTE: At no point in the Projects workflow did the Senior Vice President of Business Development possess discretionary authority or decision-making to approve incentives, bind the State, or execute contracts. All recommendations flowed upward through multiple independent layers of review.**

# INDIANA STATE ETHICS COMMISSION

315 WEST OHIO STREET, ROOM 104, INDIANAPOLIS, IN 46202 317.232.3850

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## **Policy Memorandum:** State Ethics Commission Post-Employment Waiver Policy

**Date:** February 12, 2026

**By:** Regan Perrodin, State Ethics Director

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### **Purpose:**

The Indiana State Ethics Commission (the “Commission”) Post-Employment Waiver Policy (the “Policy”) is intended to comply with all relevant law and provide practical procedural guidance for individuals seeking a Post-Employment Waiver from the Commission.

Ind. Code § 4-2-6-11(g) permits an agency appointing authority to waive the application of Ind. Code § 4-2-6-11(b) or (c) in individual cases when consistent with the public interest. Neither Indiana Code nor Indiana Administrative Code provides a filing deadline for Post-Employment Waivers to be heard at an upcoming Commission meeting. This Policy provides such a deadline.

### **Policy:**

In order to be added to a Commission meeting agenda, all Post-Employment Waiver requests shall be filed with the Commission no later than 72 hours before the start of the Commission’s scheduled meeting.

**Exception.** In acknowledgement of the often time-sensitive nature of Post-Employment Waiver requests, if a requestor can demonstrate that their job offer would expire prior to the Commission’s next scheduled meeting, the Commission shall accept a late filing after the 72-hour deadline, but prior to the start of the Meeting.

**Legal References:** Ind. Code § 4-2-6-11

**Effective Date:** This Policy shall be in effect immediately upon approval by the Commission.

**Ending Date:** This Policy will end upon rescission by vote of the Commission or by approval of a new, conflicting policy.

**Approval:** This Policy was approved by vote of the Commission members present at the meeting held on February 12, 2026.

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Katherine Noel, Chair, State Ethics Commission

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Date

# INDIANA STATE ETHICS COMMISSION

315 WEST OHIO STREET, ROOM 104, INDIANAPOLIS, IN 46202 317.232.3850

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## **Policy Memorandum: State Ethics Commission Electronic Meetings Policy**

**Date:** February 12, 2026

**By:** Regan Perrodin, State Ethics Director

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### **Purpose:**

The Indiana State Ethics Commission (the “Commission”) Electronic Meetings Policy (the “Policy”) is intended to comply with all relevant law and provide the framework for participation in and the conduct of public meetings where means of electronic communication are used by members of the Commission or other individuals not physically in attendance.

The Commission has had the ability to utilize telephone conference calls, speaker phone, and other communications technology to conduct Commission business when necessary due to emergency situations. *See 40 IAC 2-5-3 Meetings by telephone and other communications media technology.* In April 2017, the Commission established a policy regarding electronic meetings in response to a 2012 statutory change (Ind. Code § 5-14-1.5-3.6 Electronic communications by certain government bodies). This statute authorizes members of the governing body of a public agency to participate in meetings of the governing body by means of electronic communication. The statute authorizes such electronic participation if, (1) the meeting complies with all other requirements of the Indiana Open Door Law and (2) a majority of the governing body adopts a policy regarding the use of electronic communication to participate in a meeting.

Since the adoption of the 2017 policy, the statutory requirements have changed. Specifically, in July 2025, additional requirements in Indiana’s Open Door Law statute took effect. In addition to other changes, the Commission must now livestream its public meetings. *See Ind. Code § 5-14-1.5-2.9.* Due to this change, the Commission is updating its Policy to better reflect the statutory requirements and the available technology.

### **Policy:**

Physical attendance of Commissioners is always preferable to participation by electronic means of communication; however, the Commission acknowledges there are circumstances under which physical attendance is not possible or is impractical. This policy will address those times in which physical attendance is overly burdensome or not possible.

- I. **Minimum Physical Participation.** At any meeting of the Commission, at least two (2) commissioners must be physically present at the place where the meeting is conducted.
- II. **Treatment of Members Participating by Electronic Means.** A commissioner who participates in a meeting by a permitted electronic means of



communications:

- A. Shall be counted as present at the meeting; and
- B. May vote at the meeting.

III. **Quorum.** The commission must still have a quorum, which equates to at least three (3) commissioners in order to transact business of the commission. A commissioner who participated in a meeting by a permitted electronic means of communication shall be counted for purposes of establishing a quorum.

IV. **Permitted Means of Communication.** A commissioner not physically present at a meeting may participate in the meeting by any electronic means of communication, so long as the electronic communication permits:

- A. The member;
- B. All other members participating in the meetings; and
- C. All members of the public physically present at the place where the meeting is conducted to simultaneously communicate with each other.

V. **Roll Call Voting.** All votes of the Commission during a meeting where any member participates by means of electronic communication shall be taken by a roll call vote, in which the name of each member of the Commission will be called individually and requested to cast their vote aloud.

VI. **Limitations.**

A. **Prohibition on the use of electronic communication for public hearings.**

The Commission is prohibited from conducting a hearing on an ethics complaint using electronic communication under Ind. Code § 4-2-6-4.3. Accordingly, all commissioners participating in the hearing must be physically present.

B. **Default.** All commissioners should attempt to attend all meetings in person and should only attend remotely when necessary.

C. **Notice of intent to participate by electronic means.** A commissioner intending to participate by electronic means in a meeting of the Commission shall provide notice of such intent at their earliest convenience, to the State Ethics Director prior to the time of the Commission meeting.

VII. **Electronic Participation by Individuals Appearing Before the Commission**

A. **Preference.** As with Commission members, physical attendance by individuals appearing before the Commission is always preferable, but the Commission recognizes there may be extenuating circumstances making a physical appearance impossible, impracticable, or overly burdensome.

B. **Notice.** An individual wishing to appear before the Commission remotely due to being unable to appear remotely should notify the State Ethics Director personally or via [info@ig.in.gov](mailto:info@ig.in.gov); their agency Ethics Officer may provide notice on the individual's behalf. This notice must be provided prior to the

Commission meeting as soon as the individual becomes aware that in person attendance will not be possible.

**Legal References:** Ind. Code § 5-14-1.5-2.9; Ind. Code § 5-14-1.5-3.6; 40 IAC 2-5-3; Ind. Code § 4-2-6-4.3

**Effective Date:** This Policy shall be in effect immediately upon approval by the Commission and all other policies are rescinded to the extent those policies conflict with this Policy.

**Ending Date:** This Policy will end upon rescission by vote of the Commission or by approval of a new, conflicting policy.

**Approval:** This Policy was approved by vote of the Commission members present at the meeting held on February 12, 2026.

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Katherine Noel, Chair, State Ethics Commission

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Date