

INDIANA
STATE ETHICS COMMISSION

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

Public Meeting Packet
Indiana State Library
Author's Room
April 9, 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

April 9, 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 March 12, 2026**
- III. Consideration of Post-Employment Waivers**
- a. Jason Johnson – Governor's Office; Presented by Chief of Staff Joshua Kelley
- IV. Consideration of Formal Advisory Opinion**
- a. Matt Wade – IEDC
- V. State Ethics Commission Director's Report**

Join the meeting via livestream here:

<https://teams.microsoft.com/meet/29561069909607?p=EVgp5Q5k0Bi34oYP7G>

INDIANA
STATE ETHICS COMMISSION

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

Minutes of the
Indiana State Ethics Commission
March 12, 2026
At 10:00 am

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

Commission Members Present:

Katherine Noel, Chair
Rafael Sanchez
Ray Biederman
Robert Duncan (via Teams)
Sue Anne Gilroy

OIG Members Present:

Will Deane, State Ethics Commission Director
Adam Garrigus
Jared Prentice
Rachel Gallagher
JJ Fajt
Teresa Henson

I. Call to Order and Establishment of Quorum

10:02 am

Katherine Noel calls the meeting to order.

II. Adoption of Agenda

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

Approved: 5/0

III. Approval of Minutes from February 12, 2026

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

Approved: 5/0

IV. Consideration of Post-Employment Waivers

- a. Indiana Department of Transportation – James Colonis; Presented by Ethics Officer Chris Devlin

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

Approved: 5/0

V. State Ethics Commission Director's Report

1. There have been 16 IAOs since the last meeting.
2. If any investigation Will Deane worked on in his previous role comes before the commission, he will be recusing himself.

VI. Adjournment

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

Approved: 5/0

The meeting adjourned at approximately 10:15 am.

IC 4-2-6-11

Post-employment waiver

As the Appointing Authority of the Office of the Governor, I am filing this waiver of the application of the Code of Ethics' post-employment restriction as it applies to Jason Johnson in his post-employment with the Applied Research Institute (ARI).

I understand that I must file and present this waiver to the State Ethics Commission at their 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:

- 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.

Johnson seeks a particular matter waiver in an abundance of caution to the extent the below-described screens are not sufficiently tailored to avoid a potential conflict.

The particular matter involves the drone corridor awarded to Indiana in January 2026 by the Federal Aviation Administration and related activities. The drone corridor is administered by ARI in partnership with the Indiana Economic Development Corporation (IEDC). Part of Indiana's application was Executive Order 25-73, which created the Indiana Initiative for Drone Dominance Task Force. Proposed and drafted by the IEDC, the Executive Order assigns a seat to a representative of ARI appointed by the Governor.

In his role as a member of the Governor's senior staff, Mr. Johnson is generally involved with all policy matters in the executive branch. He was familiar with the federal drone corridor opportunity and Indiana's intent to pursue an application in partnership with ARI. He also reviewed EO 25-73, connected relevant agency heads with the appropriate contact at IEDC, and generally supported Indiana's efforts to be selected as an FAA drone corridor.

Approximately 85% of ARI's funding comes from non-State sources, but ARI does receive some funding from state entities. In particular, ARI has a contractual relationship with IEDC to pursue federal opportunities. ARI's relationship with the IEDC also includes managing the recently awarded FAA drone corridor.

In the ethics screen established in March 2026, Johnson agreed to be screened completely from any meetings that involve the Indiana Drone Task Force or the recently awarded FAA drone test site. At ARI, Johnson has agreed for one year to be screened from any involvement with the Indiana Drone Task Force, all matters involving the executive branch of State government and the FAA drone test site, or contracting discussions with the IEDC.

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.

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

As the Governor's deputy chief of staff for legislative affairs, Mr. Johnson's primary responsibilities in the Governor's Office are developing policy for the executive branch, orchestrating the executive branch's legislative strategy, and advocating for the Governor's legislative priorities with the Indiana General Assembly. He is involved with reviewing and approving proposed agency

initiatives to ensure they align with the Governor's policy priorities. He also is generally aware of some state agency rule proposals working through the rulemaking process, but does not have signature authority for the Governor in the rulemaking process. Mr. Johnson does not directly oversee contracts for the Governor or any agency.

Given the nature of Mr. Johnson's role individually and as a member of the Governor's senior staff, he is generally involved in all matters affecting the state's executive branch.

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

Mr. Johnson has an opportunity to become Senior Vice President for Advocacy at ARI. In this role, Mr. Johnson's core responsibilities would be to lobby policymakers at the local, state, and federal levels of government, working to facilitate federally funded opportunities for state and local government.

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 likely to involve matters where the agency has the discretion to make decisions based on the work product of the employee:

ARI is a non-profit entity that exists primarily to make Indiana and the Midwest a destination for federally directed projects and investment. ARI leads efforts such as Silicon Crossroads and Heartland Bioworks designed to create public, private, and higher education ecosystems to attract economic investment in Indiana.

Mr. Johnson's prospective employment would lead to collaboration and partnership with state and local entities in pursuit of federal opportunities. Some of those partnerships could include entities like the Governor and state agencies. In those instances, the State and ARI may jointly seek economic development opportunities that would require sharing work product. The Governor and state agencies would have discretionary decisions to make regarding whether or not to pursue the federal opportunities facilitated by Mr. Johnson's employment.

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

ARI's work, and Mr. Johnson's prospective role, is largely designed to bring federally funded opportunities to Indiana and the Midwest, connecting state, local, and federal policy makers, the higher education community, and the

private sector to better Indiana's economy and improve Hoosiers' quality of life. Mr. Johnson's relationships with state, local, and federal policymakers will be of significant benefit to this work, and his role will allow him to use his skills broadly across the state to have a positive impact for all Hoosiers. It is in the public interest that Mr. Johnson be permitted to engage with state agencies and the Governor's Office in the pursuit of that goal.

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

Given the nature of Mr. Johnson's role as a member of the Governor's senior staff and his key role in policymaking, most opportunities his background qualifies him for will involve the same types of relationships and conflicts as those presented by this opportunity with ARI. In effect, Mr. Johnson would need to engage in legislative branch lobbying or move out of state to avoid such conflicts, which would be an economic hardship for Mr. Johnson and his family.

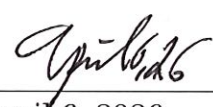
C. Signatures

1. Appointing authority/state officer of 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 or special state appointee who obtains the waiver before engaging in the conduct that would give rise to a violation.




Joshua Kelley
Chief of Staff
Indiana Governor's Office



April 6, 2026

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).





Patrick Price
General Counsel
Indiana Governor's Office

April 6, 2026

D. Approval by 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

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: Matthew Wade, Former SVP Marketing, IEDC

DATE: April 6, 2026

RE: Formal Advisory Opinion Request

INTRODUCTION

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” specified in Indiana Code for a prospective post-IEDC employment job offer with the company Marketing Alliance. During my employment with IEDC I was involved in overseeing marketing professional services agreements between IEDC and Marketing Alliance, which is the reason for my request of this Formal Advisory Opinion. This potential job was offered to me after my employment at IEDC had concluded, and the contracts which I was involved in overseeing expired during my employment at IEDC. I am requesting this Formal Advisory Opinion to determine if I could accept this offer of employment without triggering a cooling off period, while maintaining ethical standards set forth in the Indiana code as a former state employee.

CONSIDERATION

Role at IEDC: I retired after 15 years of service in good standing from IEDC on January 16, 2026 as Senior Vice President of Sales and Marketing. While at IEDC, my job duties involved production, planning and execution of marketing campaigns, materials and events to promote Indiana as an environment for business attraction and expansion, and to help encourage existing and prospective companies to grow and create new jobs that grow the larger Hoosier economy. I did not have decision-making authority over agency-wide topics such as policy or goal setting. Within the Marketing & Communications division, I

exercised limited delegated contracting discretion to solicit and evaluate marketing proposals and scope, manage vendor communications, and recommend selections within the budget parameters set by the Finance Department. This authority did not include final sign-off authority to approve, execute or amend contracts.

Interaction with Marketing Alliance while at IEDC: When I was employed at IEDC I interacted with the prospective employer, Marketing Alliance, for marketing creative and production services, I participated in procurement and negotiation activities for approximately ten (10) vendor contracts, and one of those vendors was Marketing Alliance. My contracting role was limited to collecting proposals, facilitating scope discussions, and providing advisory recommendations. All contracts required legal review, finance review, and executive level approval, and I was not the signatory or final decision maker.

Decision or Vote, in which Marketing Alliance would have a financial interest in the outcome: When I was at IEDC, I did participate in contracting and overseeing procurement and scope for marketing professional services with the prospective employer, but did not have final approval authority. I had no decision or voting authority with IEDC when I received the prospective post-IEDC employment offer from Marketing Alliance.

Decision-making process and authority: When I was employed at IEDC, final authority and approval rested with my supervisor, consistent with the organizational structure in place at the time. The supervisor/organization structure under which I operated is reflected in the following structure authority at the time of my retirement was as:

Matthew Wade, SVP of Marketing >> IEDC COO >> IEDC President >> IN Sec. of Commerce

Requirement to interact with the executive branch of Indiana state government: None.

Requirement to interact with IEDC: I would not be required to have contact with IEDC related to projects or work product with Marketing Alliance. This

prospective post IEDC-employment position would focus on clients in Indiana at the local level as well as clients in other states. Marketing alliance has committed to screen me from any involvement with IEDC. Specifically, Marketing Alliance has developed and will implement an internal screening and project-management protocol to ensure that I will not participate in, access, or influence any work related to the IEDC. All project materials are organized within their secure project management and cloud-storage systems on a client-specific basis. Access permissions are assigned at the project level, meaning team members can only view materials for projects to which they are specifically assigned. I will not be granted access to any IEDC or State of Indiana-related project folders, documents, communications, or internal discussions associated with IEDC work. I will not have access to any State of Indiana executive branch files or materials.

Communications with Marketing Alliance about prospective position: I have had post-IEDC employment discussions about what the role would entail and post-IEDC employment have received an offer for the job. Marketing Alliance is a nationwide marketing firm based in Florida and Texas that focuses on economic development marketing. Their primary focus is on local and regional economic development marketing. In connection with this post-employment advisory opinion, I would serve as a Senior Strategist at the prospective employer. I would be primarily responsible for developing new business and establishing initial contact with potential clients. This includes defining the scope and need of the client, and coordinating internally with the prospective employer to develop a marketing proposal. I would focus on developing clients in Indiana at the municipal and county level, as well as clients in other states. This position is part-time. I would not have involvement with Indiana state-level clients such as IEDC or other State agencies.

Involvement in contracts with Marketing Alliance while at IEDC: When I was employed at IEDC my decision-making authority with Marketing Alliance involved creative direction, timeline, working within production budget, invoice review, and approval for marketing creative services design and production - most notably website, video, promotional materials and campaigns, display and digital advertising, event signage, and e-marketing.

Regulatory or licensing decisions that directly applied to Marketing Alliance, or its parent or subsidiary: None.

Work for Marketing Alliance as an executive branch lobbyist: None.

CONCLUSION

The "cooling off period" rule looks to be triggered in multiple ways including post-employment executive branch lobbying or if the employee oversaw licensing or other regulatory decisions while employed by the State, which do not apply to my employment with IEDC or interactions with Marketing Alliance.

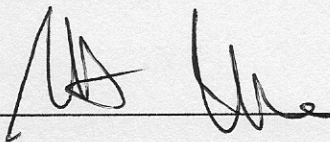
Indiana Code § 4-2-6-11(b)(2) does look to apply to my role at IEDC, as I had decision-making authority, though not absolute, over Marketing Alliance business while working for the State. I did not have total authority over Marketing Alliance's business with IEDC, which was still subject to review by legal and finance teams, as well as my supervisors.

I did not receive this job offer until after my employment with IEDC had concluded and contracting between IEDC and Marketing Alliance that I was involved in had expired, and I will have no authority, access or discretionary decision-making for future contracting with IEDC and Marketing Alliance.

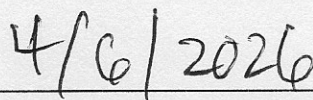
For those reasons, I am seeking a formal advisory opinion from the ethics commission if I could accept this offer of employment without triggering a cooling off period, while maintaining ethical standards set forth in the Indiana code as a former state employee.

Thank you for your consideration,

Matthew Wade



SIGNATURE



DATE