



INDIANA DEPARTMENT OF TRANSPORTATION

100 North Senate Avenue
Room N758
Indianapolis, Indiana 46204

PHONE: (855) 463-6848

Eric Holcomb, Governor
Michael Smith, Commissioner

August 17, 2023

FILED

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

AUG 29 2023

INDIANA STATE
ETHICS COMMISSION

RE: Waiver of Application of 42 IAC 1-5-1 (the "Gift Rule") for Certain Items of Value Received by INDOT Employees in Relation to Diligent Corporation's Modern Governance Summit on September 13-15, 2023.

Chairwoman Noel:

Commissioner Michael J. Smith, appointing authority of the Indiana Department of Transportation ("INDOT"), has designated authority to me as the agency's ethics officer to waive application of the Gift Rule in individual cases when consistent with the public interest. I am hereby waiving application of 42 IAC 1-5-1 (a) for items of value received by INDOT Director of Internal Affairs, Jason Reeves, in relation to his attendance at the Diligent Corporation's Modern Governance Summit on September 13-15, 2023. Mr. Reeves' attendance is in the public interest for the reasons provided below.

Diligent Corporation's Modern Governance Summit ("Governance Summit") will occur on September 13-15, 2023 at the Hilton Orlando Bonnet Creek, 14100 Bonnet Creek Resort Ln, Orlando, FL 32821. Due to Jason Reeves' experience and expertise in public sector auditing, Diligent Corporation has asked him to participate in the Governance Summit as an expert panelist. To accommodate Mr. Reeves' participation, Diligent Corporation will be sponsoring his registration (\$465.00), travel (\$327.96 airfare plus \$100.00 ground transportation), and lodging (\$659.81). Invoices documenting the hotel and travel expenses paid for by Diligent Corporation are attached as Exhibit A. Registration fees include event entrance with access to all educational seminars, breakfast, lunch, and dinner meals. The total value of items of value received by INDOT employee Jason Reeves from Diligent Corporation is One Thousand Five Hundred Fifty-Two Dollars and Seventy-Seven Cents (\$1,552.77).

Diligent Corporation is a software and data management company offering solutions for risk management, compliance, and board governance across private and public sector entities, including corporations, non-profits, and government agencies. Diligent Corporation has a business relationship with INDOT as a software and data management vendor, specifically providing services utilized by the Department's Internal Affairs Division ("IA"). Diligent Corporation's sponsorship of IA Director Jason Reeve's participation in the Governance Summit is therefore covered by the gift rule, requiring execution of this waiver. However, Diligent Corporation's sponsorship of Mr. Reeves is not oriented toward soliciting new business with INDOT or otherwise influencing Department operations. Rather, the purpose of Jason Reeves' participation in the Governance Summit is to incorporate his public sector experience with risk management into the program offerings. In this way, Jason's participation in the Governance Summit is in the public interest for improving private sector engagement with public sector risk management needs and practices.

INDOT personnel covered by this waiver were instructed not to accept any other item of value from any other person or entity in attendance at the Governance Summit. INDOT personnel are regularly informed that the safest course of action at any industry event is to assume that anyone in attendance from the private sector might have a business relationship with INDOT.

Diligent Corporation's Modern Governance Summit is a professional development conference centered on connecting risk management and compliance leaders across sectors and industries, while providing training regarding professional best practices, emerging technologies, and developments in the fields of compliance, risk, and board governance. The

Governance Summit includes seminars regarding diverse subject matter as well as networking opportunities for attendees to build relationship with industry peers and potential vendors. INDOT employee Jason Reeves will attend relevant seminars and participate in networking events as deemed beneficial to his role with INDOT. Jason will also serve as a subject matter expert on public risk management as INDOT's Internal Affairs Director. Mr. Reeves will share insights regarding best practices he has developed in this position at INDOT as well as his experience working with risk management platforms offered by Diligent Corporation.

Jason Reeves role with INDOT is directly related to the subject matter focus of the Governance Summit. The professional services Mr. Reeves provides for INDOT will be enhanced by learning about evolving best practices and technological developments in the field of risk management and compliance, and from exchanging ideas with industry stakeholders in attendance from both the private and public sectors. Accordingly, Jason Reeves' work as a public servant will be improved and his competencies expanded through participation in the Governance Summit. This will directly benefit the public interest by equipping Jason with new skills, knowledge, and connections with which he can build a more effective risk management program at INDOT. A more efficacious internal affairs program at the Department will in turn reduce costs to the taxpayer associated with potential risks within agency processes identified and corrected by Jason's team.

Indiana Code 8-23-2- 4.1(4)(A) provides that INDOT is responsible for the "construction, reconstruction, improvement, maintenance, and repair of (state) highways" and Indiana Code 8-23-2- 5(a)(4) imposes upon INDOT the statutory duty in to "evaluate and utilize whenever possible improved transportation facility maintenance and construction techniques." By attending the Governance Summit, INDOT Internal Affairs Director Jason Reeves will be educated concerning developments in the compliance and risk management industries, including emerging best practices for audit and investigations techniques, technological advancements in related software, and other new product development. The INDOT employee will build partnerships with attendees providing services that could benefit INDOT operations and in turn improve agency output for the taxpayer. While Jason does not serve a role that directly implements or developments construction means and methods, as contemplated most obviously by IC 8-23-2-4.1, his internal affairs team provides a critical quality assurance function for such operational divisions and his participation in the Governance Summit will in turn serve to fulfill the directive of said statute by equipping him with new ideas for risk management techniques and practices that will better ensure the effective implementation of INDOT's capital program.

Based on the foregoing, it is my opinion that it is consistent with and a benefit to the public interest for INDOT Internal Affairs Director Jason Reeves to accept Diligent Corporation's sponsorship of his participation in the Diligent Corporation's Modern Governance Summit on September 13-15, 2023, and to receive the items of value specified above. Based on this finding, I am hereby waiving application of 42 IAC 1-5-1 (a) to allow Diligent Corporation to pay a total of One Thousand Five Hundred Fifty-Two Dollars and Seventy-Seven Cents (\$1,552.77) for registration fees (\$465.00), travel (\$427.96), and lodging (\$659.81) associated with INDOT employee Jason Reeves' attendance at the Diligent Corporation's Modern Governance Summit in Orlando, Florida.

If you need additional information or have any questions about this letter, please feel free to contact me at (317) 234-2115 or chserak@indot.in.gov.

Very Respectfully Submitted,

/s/ Christopher Bradley Serak

Christopher B. Serak,
Director of Prequalification & Compliance
Ethics Officer
Indiana Department of Transportation

Exhibit A

You're all set, JASON!

Confirmation number: [REDACTED]

We sent the details to [REDACTED]

Hotel Information



Signia by Hilton Orlando Bonnet Creek

14100 Bonnet Creek Resort Lane Orlando, Florida 32821 USA

+1 407-597-3600

Stay Information

13 SEP WED — **15** SEP FRI

Check-in: 4:00 PM

Check-out: 11:00 AM

Early check-in cannot be guaranteed. Contact the hotel to inquire about early check-in or late check-out.

Guest information

JASON REEVES

Hilton Honors#: [REDACTED]

1 room for 1 adult
2 Queen Beds High Floor - Honors Discount

Total room charge	\$496.50
Total fees	\$90.00
Total taxes	\$73.31

Total for stay: \$659.81



Guarantee Policy

This reservation requires a credit card deposit of \$343.29 USD which will be charged to your card.

If you use a debit/credit card to check in, a hold may be placed on your card account for the full anticipated amount to be owed to the hotel, including estimated incidentals, through your date of check-out and such hold may not be released for 72 hours from the date of check out or longer at the discretion of your card issuer.

Cancellation policy

If you wish to cancel, please do so 5 days prior to arrival to avoid cancellation penalties.



Thanks for flying with us!

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✔ Your flight is booked!

We're sending you a confirmation email to the address below. If the email hasn't arrived in 2 minutes, check your junk or spam folder.

Trip summary

Print

✈ Flight

CONFIRMATION #

SEP 13 - 16

IND → MCO

FLIGHT TOTAL

\$327.96

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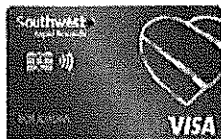


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9/13 - Orlando



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SEP 13 - 16

Indianapolis, IN to Orlando, FL

Confirmation # ██████████

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