

2011-2012  
AUBURN UNIVERSITY BOARD OF TRUSTEES  
CODE OF ETHICS COMPLIANCE DOCUMENTS

AUBURN UNIVERSITY BOARD OF TRUSTEES  
CODE OF ETHICS COMPLIANCE DOCUMENT  
2011-2012

I affirm that I have reviewed the Auburn University Code of Ethics and that I will fully comply with its requirements. I further certify that:

1. I have \_\_\_\_ or do not have X (check one) a business or professional relationship with any other Board member or any entity affiliated with any other Board member which constitutes a violation of any provision of the Code of Ethics. (If you do not have any such relationships skip #2 and answer #3.)
2. I have business or professional relationships with \_\_\_\_ other Board member(s). I certify that all such relationships are on terms no more favorable to me than the terms that are usual and customary in the ordinary course of comparable business or professional relationships between such other Board members and persons similarly situated to me who are not members of the Board of Trustees. Should any effort occur to influence the independent judgment on my part required in paragraph 1 of the Code of Ethics resolution, I will sever any and all business relationships with any member of the Board associated with such effort, or I will resign from the Board.

Name(s) and Nature of Relationship:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

3. I further certify, that I have \_\_\_\_, or do not have X (check one) contractual, employment, personal or familial financial interest in Auburn University.

If so, please explain: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

The information supplied above conforms to the requirements of Ala. Code (1975), § 13A-10-102. "A person commits the crime of perjury in the second degree when he swears with intent to mislead a public servant in the performance of his duty and his false statement is material to the action, proceeding or matter involved."

Signed:

Robert Bentley  
Member  
Auburn University, Board of Trustees

STATE OF ALABAMA )  
                                  )  
Montgomery COUNTY)

Before me, the undersigned, a Notary Public in and for said State and County, personally appeared Robert Bentley, whose name is signed to the foregoing instrument and who is known to me and acknowledged before me that he/she has executed said instrument on the day the same bears date.

Signed and sealed on this the 6<sup>th</sup> day of June, 2012

(SEAL)

[Signature]  
Notary Public, State of Alabama

My Commission Expires 8/6/13

AUBURN UNIVERSITY BOARD OF TRUSTEES  
CODE OF ETHICS COMPLIANCE DOCUMENT  
2011-2012

I affirm that I have reviewed the Auburn University Code of Ethics and that I will fully comply with its requirements. I further certify that:

1. I have \_\_\_\_\_, or do not have ☒, (check one) a business or professional relationship with any other Board member or any entity affiliated with any other Board member which constitutes a violation of any provision of the Code of Ethics. (If you do not have any such relationships skip #2 and answer #3.)
2. I have business or professional relationships with \_\_\_\_\_ other Board member(s). I certify that all such relationships are on terms no more favorable to me than the terms that are usual and customary in the ordinary course of comparable business or professional relationships between such other Board members and persons similarly situated to me who are not members of the Board of Trustees. Should any effort occur to influence the independent judgment on my part required in paragraph 1 of the Code of Ethics resolution, I will sever any and all business relationships with any member of the Board associated with such effort, or I will resign from the Board.

Name(s) and Nature of Relationship:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

3. I further certify, that I have \_\_\_\_\_, or do not have ☒, (check one) contractual, employment, personal or familial financial interest in Auburn University.

If so, please explain: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

The information supplied above conforms to the requirements of Ala. Code (1975), § 13A-10-102. "A person commits the crime of perjury in the second degree when he swears with intent to mislead a public servant in the performance of his duty and his false statement is material to the action, proceeding or matter involved."

Signed: \_\_\_\_\_

Member

Auburn University, Board of Trustees

STATE OF ALABAMA )

Lee COUNTY )

Before me, the undersigned, a Notary Public in and for said State and County, personally appeared John G. Blackwell, whose name is signed to the foregoing instrument and who is known to me and acknowledged before me that he/she has executed said instrument on the day the same bears date

Signed and sealed on this the 10<sup>th</sup> day of May, 2012

(SEAL)

Jean Lloyd Patterson  
Notary Public, State of Alabama

My Commission Expires:

NOTARY PUBLIC STATE OF ALABAMA AT LARGE  
MY COMMISSION EXPIRES: Aug 2, 2016  
BONDED THRU NOTARY PUBLIC UNDERWRITER

AUBURN UNIVERSITY BOARD OF TRUSTEES  
CODE OF ETHICS COMPLIANCE DOCUMENT  
2011-2012

I affirm that I have reviewed the Auburn University Code of Ethics and that I will fully comply with its requirements. I further certify that:

1. I have \_\_\_\_\_, or do not have XX, (check one) a business or professional relationship with any other Board member or any entity affiliated with any other Board member which constitutes a violation of any provision of the Code of Ethics. (If you do not have any such relationships skip #2 and answer #3.)

SEE COMMENT PAGE A

2. I have business or professional relationships with \_\_\_\_\_ other Board member(s). I certify that all such relationships are on terms no more favorable to me than the terms that are usual and customary in the ordinary course of comparable business or professional relationships between such other Board members and persons similarly situated to me who are not members of the Board of Trustees. Should any effort occur to influence the independent judgment on my part required in paragraph 1 of the Code of Ethics resolution, I will sever any and all business relationships with any member of the Board associated with such effort, or I will resign from the Board.

Name(s) and Nature of Relationship

SEE COMMENT PAGE A

3. I further certify, that I have \_\_\_\_\_, or do not have XX, (check one) contractual, employment, personal or familial financial interest in Auburn University.

If so, please explain: SEE COMMENT PAGE A

The information supplied above conforms to the requirements of Ala. Code (1975), § 13A-10-102. "A person commits the crime of perjury in the second degree when he swears with intent to mislead a public servant in the performance of his duty and his false statement is material to the action, proceeding or matter involved."

Signed:

Robert W. Dumas

Member

Auburn University, Board of Trustees

STATE OF ALABAMA )

Lee )  
COUNTY)

Before me, the undersigned, a Notary Public in and for said State and County, personally appeared Robert W. Dumas, whose name is signed to the foregoing instrument and who is known to me and acknowledged before me that he/she has executed said instrument on the day the same bears date

Signed and sealed on this the 24 day of May, 2012

(SEAL)

Marcia Janier Ottwell

Notary Public, State of Alabama

My Commission Expires \_\_\_\_\_

NOTARY PUBLIC STATE OF ALABAMA AT LARGE  
MY COMMISSION EXPIRES OCT. 19, 2012  
BONDED THROUGH NOTARY PUBLIC UNDER \$10,000

**Auburn University Board of Trustees  
Code of Ethics Compliance Document  
2011-2012**

**Comment Page A for Robert W. Dumas  
Page 1 of 1**

I have no personal business or professional relationships with any board members. As President/CEO of AuburnBank, a state banking corporation, my bank may serve as a depository or lending institution to a board member or an affiliate but any such relationships are on terms no more favorable than the terms that are usual and customary in the ordinary course of comparable business or professional relationships between such other Board members and persons similarly situated to me who are not members of the Board of Trustees.

Regarding Auburn University, AuburnBank may provide banking services to the University in the normal course of business. I have no contractual, employment, personal or familial interest in Auburn University other than as described above. Please note that I serve on several public, private and charitable boards as listed below:

AuburnBank – Board of Directors  
Auburn National Bancorporation, Inc. – Board of Directors  
Alabama Bankers Association – Chairman, Board of Directors  
East Alabama Medical Center – Board of Directors  
Auburn Business Incubator Advisory Committee Member  
Alabama Sports Hall of Fame Selection Committee Member  
AU Golf Letterman Club Member

My daughter, Kristin Dumas Phillips, is employed by Auburn University (Tigers Unlimited) as Assistant Director of Donor Services & Annual Giving.

AUBURN UNIVERSITY BOARD OF TRUSTEES  
CODE OF ETHICS COMPLIANCE DOCUMENT  
2011-2012

I affirm that I have reviewed the Auburn University Code of Ethics and that I will fully comply with its requirements. I further certify that:

1. I have \_\_\_\_\_, or do not have XX, (check one) a business or professional relationship with any other Board member or any entity affiliated with any other Board member which constitutes a violation of any provision of the Code of Ethics. (If you do not have any such relationships skip #2 and answer #3.)
2. I have business or professional relationships with \_\_\_\_\_ other Board member(s). I certify that all such relationships are on terms no more favorable to me than the terms that are usual and customary in the ordinary course of comparable business or professional relationships between such other Board members and persons similarly situated to me who are not members of the Board of Trustees. Should any effort occur to influence the independent judgment on my part required in paragraph 1 of the Code of Ethics resolution, I will sever any and all business relationships with any member of the Board associated with such effort, or I will resign from the Board.

Name(s) and Nature of Relationship:

N/A  
\_\_\_\_\_  
\_\_\_\_\_

3. I further certify, that I have \_\_\_\_\_, or do not have XX, (check one) contractual, employment, personal or familial financial interest in Auburn University.

If so, please explain: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

The information supplied above conforms to the requirements of Ala. Code (1975), § 13A-10-102. "A person commits the crime of perjury in the second degree when he swears with intent to mislead a public servant in the performance of his duty and his false statement is material to the action, proceeding or matter involved."

Signed:

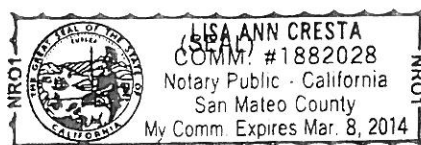
Samuel L. Ginn  
Member

Auburn University, Board of Trustees

STATE OF ~~ALABAMA~~ ) California  
                                  )  
San Mateo COUNTY)

Before me, the undersigned, a Notary Public in and for said State and County, personally appeared Samuel L. Ginn, whose name is signed to the foregoing instrument and who is known to me and acknowledged before me that he/she has executed said instrument on the day the same bears date

Signed and sealed on this the 18th day of April, 2012.



Lisa Ann Cresta

Notary Public, State of ~~Alabama~~ California

My Commission Expires March 8, 2014



HARBERT® MANAGEMENT CORPORATION

May 4, 2012

Mr. Grant Davis  
Secretary to the Board of Trustees  
Auburn University  
105 Samford Hall  
Auburn, AL 36849

Dear Grant:

Enclosed is Raymond Harbert's completed 2011-2012 Ethics Compliance Form along with a copy of Raymond's previously submitted recusal letter regarding Rock Apartment Advisors.

Please contact me if you need any other information.

Sincerely,

A handwritten signature in blue ink that reads "Carole B. Schafer".

Carole B. Schafer  
Assistant to Raymond J. Harbert

Enclosures



AUBURN UNIVERSITY BOARD OF TRUSTEES  
CODE OF ETHICS COMPLIANCE DOCUMENT  
2011-2012

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1. I have \_\_\_\_\_, or do not have X, (check one) a business or professional relationship with any other Board member or any entity affiliated with any other Board member which constitutes a violation of any provision of the Code of Ethics. (If you do not have any such relationships skip #2 and answer #3)
2. I have business or professional relationships with \_\_\_\_\_ other Board member(s). I certify that all such relationships are on terms no more favorable to me than the terms that are usual and customary in the ordinary course of comparable business or professional relationships between such other Board members and persons similarly situated to me who are not members of the Board of Trustees. Should any effort occur to influence the independent judgment on my part required in paragraph 1 of the Code of Ethics resolution, I will sever any and all business relationships with any member of the Board associated with such effort, or I will resign from the Board.

Name(s) and Nature of Relationship

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

3. I further certify, that I have \_\_\_\_\_, or do not have X, (check one) contractual, employment, personal or familial financial interest in Auburn University.

If so, please explain: \_\_\_\_\_

See attached letter

The information supplied above conforms to the requirements of Ala. Code (1975), § 13A-10-102. "A person commits the crime of perjury in the second degree when he swears with intent to mislead a public servant in the performance of his duty and his false statement is material to the action, proceeding or matter involved."

Signed: \_\_\_\_\_

Member

Auburn University, Board of Trustees

STATE OF ALABAMA )

Jefferson COUNTY )

Before me, the undersigned, a Notary Public in and for said State and County, personally appeared Raymond J. Harbert, whose name is signed to the foregoing instrument and who is known to me and acknowledged before me that he/she has executed said instrument on the day the same bears date.

Signed and sealed on this the 26th day of April, 2012

(SEAL)

Carole B. Schaffer  
Notary Public, State of Alabama

My Commission Expires 6/6/2012





COPY

HARBERT® MANAGEMENT CORPORATION

**Raymond J. Harbert**  
**Chairman & Chief Executive Officer**

February 1, 2012

Mr. Grant Davis  
Secretary to the Board of Trustees  
Auburn University  
105 Samford Hall  
Auburn, Alabama 36849

RE: Recusal from Matters Involving Rock Apartment Advisors and Auburn University

Dear Mr. Davis:

I am the Chairman and CEO of Harbert Management Corporation (HMC) in addition to serving as a Trustee of Auburn University. HMC owns Rock Apartment Advisors (RAA) which is a Birmingham-based commercial real estate firm that focuses exclusively on apartment advisory services. RAA was recently contacted by Auburn University personnel involved with student housing to discuss a proposal under which RAA would advise the University in attracting and negotiating with apartment owners to fill a need for graduate student housing options. I was not involved in Auburn University's determination that it needed outside assistance with this project or its decision to contact RAA, nor did I participate in any communications between RAA and Auburn University. Auburn University and RAA have now entered into an agreement for RAA to provide these services.

In order to confirm that this agreement is permissible in light of my position on the Board, I sought and received (in coordination with the University's General Counsel) confirmation from the Ethics Commission that this agreement is permitted and that we were taking the appropriate steps to ensure that it was handled properly. In accordance with that confirmation, this letter is to inform you that I will recuse myself from any vote or discussion that comes before the Board involving RAA or the graduate student housing master lease on which RAA is advising Auburn University. I ask for your assistance in helping me ensure that I do not inadvertently vote or otherwise participate in Board discussions on these matters. I also should not be provided with any information involving RAA or this lease in the course of my service on the Board. To the extent that matters involving RAA or this lease are to come before the Board, please notify other Trustees of my recusal so that they will be aware that I cannot communicate with them on these matters.

Thank you for your assistance. Please let me know if you have any questions.

Sincerely,

A handwritten signature in blue ink, appearing to read "Raymond J. Harbert", is written over a printed name label.

Raymond J. Harbert

cc: Dr. Jay Gogue, Auburn University President  
Mr. Lee Armstrong, Auburn University General Counsel

Schafer, Carole

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**From:** Sherri Williams <WILLI11@auburn.edu> on behalf of Grant Davis <DAVISC@auburn.edu>  
**Sent:** Thursday, February 16, 2012 11:13 AM  
**To:** Schafer, Carole  
**Subject:** RE: Attached Letter

This will serve as receipt of your letter dated February 1, 2012 regarding Recusal from Matters Involving Rock Apartment Advisors and Auburn University. We will help to ensure that you do not inadvertently vote or otherwise participate in Board discussions on those matters.

**From:** Schafer, Carole [mailto:CSchafer@harbert.net]  
**Sent:** Thursday, February 02, 2012 10:30 AM  
**To:** Grant Davis; Lee Armstrong  
**Subject:** Attached Letter

Grant / Mr. Armstrong:  
Please see attached letter from Raymond Harbert.  
Original and copies will be delivered by Raymond when he arrives in Auburn later today.

Thank you.

*Carole*

Carole B. Schafer  
President, Board of Directors  
Rock Apartment Advisors and Corporation  
1000 Rock Avenue, Suite 100  
Auburn, AL 36803  
P: 205-327-5005  
F: 205-327-6877 / 6885  
CSchafer@harbert.net

Schafer, Carole

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**From:** Grant Davis <DAVISC@auburn.edu>  
**Sent:** Thursday, February 16, 2012 12:23 PM  
**To:** Schafer, Carole  
**Cc:** Lee Armstrong; Sherri Williams  
**Subject:** RE: Attached Letter

**Importance:** High

This is acknowledgement of receipt of your letter of February 1, regarding recusal from matters involving Rock Apartment Advisor and Auburn University. We will work to ensure that you do not inadvertently vote or otherwise participate in Board discussion on those matters. We will also work to ensure you are not provided information involving RAA or the lease referenced. Please let me know if you have any questions.

Grant Davis  
 Secretary to the Board of Trustees  
 105 Samford Hall  
 Auburn University, Alabama 36849

O)334-844-4866  
 F)334-844-4803  
 C)334-744-1030

**From:** Schafer, Carole [mailto:CSchafer@harbert.net]  
**Sent:** Thursday, February 02, 2012 10:30 AM  
**To:** Grant Davis; Lee Armstrong  
**Subject:** Attached Letter

Grant / Mr. Armstrong:  
 Please see attached letter from Raymond Harbert.  
 Original and copies will be delivered by Raymond when he arrives in Auburn later today.

Thank you.

*Carole*

Carole E. Schafer  
 Secretary to the Board of Trustees  
 105 Samford Hall  
 Auburn University, Alabama 36849  
 Phone: 334-844-4866 / 4803  
 Fax: 334-844-4803  
 Email: CSchafer@harbert.net

AUBURN UNIVERSITY BOARD OF TRUSTEES  
CODE OF ETHICS COMPLIANCE DOCUMENT  
2011-2012

I affirm that I have reviewed the Auburn University Code of Ethics and that I will fully comply with its requirements. I further certify that:

1. I have      or do not have ☒ (check one) a business or professional relationship with any other Board member or any entity affiliated with any other Board member which constitutes a violation of any provision of the Code of Ethics. (If you do not have any such relationships skip #2 and answer #3.)

SEE COMMENT PAGE A

2. I have business or professional relationships with      other Board member(s) certify that all such relationships are on terms no more favorable to me than the terms that are usual and customary in the ordinary course of comparable business or professional relationships between such other Board members and persons similarly situated to me who are not members of the Board of Trustees. Should any effort occur to influence the independent judgment on my part required in paragraph 1 of the Code of Ethics resolution, I will sever any and all business relationships with any member of the Board associated with such effort, or I will resign from the Board.

Name(s) and Nature of Relationship

SEE COMMENT PAGE A

3. I further certify that I have      or do not have ☒ (check one) contractual employment, personal or familial financial interest in Auburn University.

Also please explain: SEE COMMENT PAGE A

The information supplied above conforms to the requirements of Ala. Code (1975), § 13A-10-102. "A person commits the crime of perjury in the second degree when he swears with intent to mislead a public servant in the performance of his duty and his false statement is material to the action, proceeding, or matter involved."

Signed

Member

Auburn University, Board of Trustees

STATE OF ALABAMA )

Jefferson COUNTY )

Before me, the undersigned, a Notary Public in and for said State and County, personally appeared Elizabeth Huntley, whose name is signed to the foregoing instrument and who is known to me and acknowledged before me that he/she has executed said instrument on the day the same bears date.

Signed and sealed on this the 5<sup>th</sup> day of June, 2012

(SEAL)

Jason Ray Taylor Brinkley  
Notary Public, State of Alabama

My Commission Expires 2/22/13

STATE OF ALABAMA AT LARGE  
COMMISSION EXPIRES Feb 22, 2013  
NOTARY PUBLIC UNDERWRITERS

Auburn University Board of Trustees  
Code of Ethics Compliance Document  
2011-2012

Comment Page A for Elizabeth Huntley

Page 1 of 1

I have no personal business or professional relationships with any board members. However, I am an associate at the law firm Lightfoot, Franklin & White, L.L.C. My law firm may have or may continue to provide legal services to a board member or an affiliate but any such relationships are on terms no more favorable than the terms that are usual and customary in the ordinary course of comparable business or professional relationships between such other Board members and persons similarly situated to me who are not members of the Board of Trustees.

In regards to Auburn University, Lightfoot, Franklin & White, L.L.C. may provide legal services to the University in the normal course of business. I have no contractual, employment, personal or familial interest in Auburn University other than as described above. Please note that I serve on the following charitable boards of directors:

Children's First Foundation

Children's Village

Alabama School Readiness Advisory Board of Directors

Alabama Governor's Commission on Affordable Homeowner's Insurance

AUBURN UNIVERSITY BOARD OF TRUSTEES  
CODE OF ETHICS COMPLIANCE DOCUMENT  
2011-2012

I affirm that I have reviewed the Auburn University Code of Ethics and that I will fully comply with its requirements. I further certify that:

1. I have \_\_\_\_\_, or do not have ☒, (check one) a business or professional relationship with any other Board member or any entity affiliated with any other Board member which constitutes a violation of any provision of the Code of Ethics. (If you do not have any such relationships skip #2 and answer #3.)
2. I have business or professional relationships with \_\_\_\_\_ other Board member(s). I certify that all such relationships are on terms no more favorable to me than the terms that are usual and customary in the ordinary course of comparable business or professional relationships between such other Board members and persons similarly situated to me who are not members of the Board of Trustees. Should any effort occur to influence the independent judgment on my part required in paragraph 1 of the Code of Ethics resolution, I will sever any and all business relationships with any member of the Board associated with such effort, or I will resign from the Board.

Name(s) and Nature of Relationship:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

3. I further certify, that I have \_\_\_\_\_, or do not have ☒, (check one) contractual, employment, personal or familial financial interest in Auburn University.

If so, please explain: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

The information supplied above conforms to the requirements of Ala. Code (1975), § 13A-10-102. "A person commits the crime of perjury in the second degree when he swears with intent to mislead a public servant in the performance of his duty and his false statement is material to the action, proceeding or matter involved."

Signed: \_\_\_\_\_

Member

Auburn University, Board of Trustees

STATE OF Georgia )

Troup COUNTY )

Before me, the undersigned, a Notary Public in and for said State and County, personally appeared D. GAINES LANIER, whose name is signed to the foregoing instrument and who is known to me and acknowledged before me that he/she has executed said instrument on the day the same bears date.

Signed and sealed on this the 18<sup>th</sup> day of April, 2012

(SEAL)

Stephen J. McCarley  
Notary Public, State of ~~Alabama~~ GA

My Commission Expires MY COMMISSION EXPIRES JUNE 6, 2012



AUBURN UNIVERSITY BOARD OF TRUSTEES  
CODE OF ETHICS COMPLIANCE DOCUMENT  
2011-2012

I affirm that I have reviewed the Auburn University Code of Ethics and that I will fully comply with its requirements. I further certify that:

1. I have XX, or do not have XX, (check one) a business or professional relationship with any other Board member or any entity affiliated with any other Board member which constitutes a violation of any provision of the Code of Ethics. (If you do not have any such relationships skip #2 and answer #3.)
2. I have business or professional relationships with        other Board member(s). I certify that all such relationships are on terms no more favorable to me than the terms that are usual and customary in the ordinary course of comparable business or professional relationships between such other Board members and persons similarly situated to me who are not members of the Board of Trustees. Should any effort occur to influence the independent judgment on my part required in paragraph 1 of the Code of Ethics resolution, I will sever any and all business relationships with any member of the Board associated with such effort, or I will resign from the Board.

Name(s) and Nature of Relationship:

See Comment Page A

3. I further certify, that I have XX, or do not have XX, (check one) contractual, employment, personal or familial financial interest in Auburn University.

If so, please explain: See Comment Page A

The information supplied above conforms to the requirements of Ala. Code (1975), § 13A-10-102. "A person commits the crime of perjury in the second degree when he swears with intent to mislead a public servant in the performance of his duty and his false statement is material to the action, proceeding or matter involved."

Signed: Charles D. McCrory  
Member  
Auburn University, Board of Trustees

STATE OF ALABAMA     )  
Jefferson COUNTY)

Before me, the undersigned, a Notary Public in and for said State and County, personally appeared Charles D. McCrory, whose name is signed to the foregoing instrument and who is known to me and acknowledged before me that he/she has executed said instrument on the day the same bears date.

Signed and sealed on this the 21 day of may, 2012.

(SEAL)

Litchi Gurnisley  
Notary Public, State of Alabama

My Commission Expires 6-24-14



AUBURN UNIVERSITY BOARD OF TRUSTEES  
CODE OF ETHICS COMPLIANCE DOCUMENT

COMMENT PAGE "A" FOR CHARLES D. McCrary

I have no personal business or professional relationships with any board members. However, as CEO of Alabama Power, I have 1.4 million customers throughout the State to whom we supply electricity and other related services. We may serve all board members or few members. Those that we serve are served at terms no more favorable than non board members. As a statewide utility we also purchase goods and services from thousands of businesses. I may purchase goods and services from all board members or no board members. If any purchases of goods and services are made from members of this board, they are at terms no more favorable than non board members and are in the ordinary course of business for an electric utility. I have no personal business relationships with any board member. I am not aware of specific business relationships we may have with board members or their organizations.

I serve as Chairman of the Board of Alabama Power Company Foundation (APCF). The APCF has an investment committee to invest the corpus. I do not serve on the investment committee. The investment committee has funds invested with Harbert Venture Capital Partners of which Mr. Harbert is affiliated.

In regards to Auburn University, Alabama Power Company provides electric service to the University as a normal course of events. I have no contractual, employment, personal or familial interest at Auburn other than as described above. It should be noted that I serve on several private, public and charitable boards that could from time to time have some interaction or other arrangement with Auburn University. Those organizations are listed below.

Alabama Power Company – President, CEO, Board of Directors  
Alabama Power Foundation – Board of Directors, Chairman  
Alabama Property Company – Board of Directors, President  
Business Council of Alabama – Board of Directors  
Children First Foundation – Board of Trustees  
Children's Hospital - Board of Trustees

AUBURN UNIVERSITY BOARD OF TRUSTEES  
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COMMENT PAGE "A" FOR CHARLES D. McCRARY  
Page 2 of 2

Economic Development Partnership of Alabama – Board of Directors,  
Chairman  
Mercedes-Benz U.S. International, Inc. – Board of Directors  
Protective Life Corporation – Board of Directors  
Regions Financial Corporation – Board of Directors  
Southern Communications Services, Inc. – Board of Directors  
Southern Company Services, Inc. – Board of Directors  
Southeastern Electric Exchange – Board of Directors  
Southern Electric Generation Company – Board of Directors, President  
Southern Nuclear Operation Company, Inc. – Board of Directors  
Southern Research Institute – Board of Directors  
State of Alabama Archives and History Foundation – Board of Directors  
State of Alabama Engineering Hall of Fame – Board of Directors  
United Way of Central Alabama – Board of Directors  
University of Alabama Health Services Foundation – Board of Directors

It should also be noted that Trustee Newton's son Will Newton is an employee of Southern Company Services, a subsidiary of Southern Company.

It should also be noted that Trustee Sanford serves on the Board of Directors of Alabama Power Company which I serve as President and CEO.

AUBURN UNIVERSITY BOARD OF TRUSTEES  
CODE OF ETHICS COMPLIANCE DOCUMENT  
2011-2012

I affirm that I have reviewed the Auburn University Code of Ethics and that I will fully comply with its requirements. I further certify that:

1. I have       , or do not have X, (check one) a business or professional relationship with any other Board member or any entity affiliated with any other Board member which constitutes a violation of any provision of the Code of Ethics. (If you do not have any such relationships skip #2 and answer #3.)
2. I have business or professional relationships with NO other Board member(s). I certify that all such relationships are on terms no more favorable to me than the terms that are usual and customary in the ordinary course of comparable business or professional relationships between such other Board members and persons similarly situated to me who are not members of the Board of Trustees. Should any effort occur to influence the independent judgment on my part required in paragraph 1 of the Code of Ethics resolution, I will sever any and all business relationships with any member of the Board associated with such effort, or I will resign from the Board.

Name(s) and Nature of Relationship:

It should be noted that my son, Will Newton  
is an employee of Southern Company Services  
of which Trustee Charles McCrary is associated.

3. I further certify, that I have       , or do not have X, (check one) contractual, employment, personal or familial financial interest in Auburn University.

If so, please explain: \_\_\_\_\_

My son works in the IT department of the  
College of Engineering.

The information supplied above conforms to the requirements of Ala. Code (1975), § 13A-10-102. "A person commits the crime of perjury in the second degree when he swears with intent to mislead a public servant in the performance of his duty and his false statement is material to the action, proceeding or matter involved."

Signed: \_\_\_\_\_

Member

Auburn University, Board of Trustees

STATE OF ALABAMA     )

Fayette COUNTY)

Before me, the undersigned, a Notary Public in and for said State and County, personally appeared Sarah B. Newton, whose name is signed to the foregoing instrument and who is known to me and acknowledged before me that he/she has executed said instrument on the day the same bears date.

Signed and sealed on this the 18<sup>th</sup> day of April, 2012

(SEAL)

Marydell Taylor  
Notary Public, State of Alabama

My Commission Expires 5/3/15

AUBURN UNIVERSITY BOARD OF TRUSTEES  
CODE OF ETHICS COMPLIANCE DOCUMENT  
2011-2012

I affirm that I have reviewed the Auburn University Code of Ethics and that I will fully comply with its requirements. I further certify that:

- 1 I have \_\_\_\_\_, or do not have \_\_\_\_\_ (check one) a business or professional relationship with any other Board member or any entity affiliated with any other Board member which constitutes a violation of any provision of the Code of Ethics. (If you do not have any such relationships skip #2 and answer #3.)
- 2 I have business or professional relationships with \_\_\_\_\_ other Board member(s). I certify that all such relationships are on terms no more favorable to me than the terms that are usual and customary in the ordinary course of comparable business or professional relationships between such other Board members and persons similarly situated to me who are not members of the Board of Trustees. Should any effort occur to influence the independent judgment on my part required in paragraph 1 of the Code of Ethics resolution, I will sever any and all business relationships with any member of the Board associated with such effort, or I will resign from the Board.

Name(s) and Nature of Relationship

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

- 3 I further certify, that I have \_\_\_\_\_, or do not have \_\_\_\_\_ (check one) contractual employment, personal or familial financial interest in Auburn University.

If so, please explain \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

The information supplied above conforms to the requirements of Ala. Code (1975), § 13A-10-102. "A person commits the crime of perjury in the second degree when he swears with intent to mislead a public servant in the performance of his duty and his false statement is material to the action, proceeding or matter involved."

Signed \_\_\_\_\_

Member

Auburn University, Board of Trustees

STATE OF ALABAMA )  
Jefferson COUNTY )

Before me, the undersigned, a Notary Public in and for said State and County, personally appeared James K Pratt whose name is signed to the foregoing instrument and who is known to me and acknowledged before me that he/she has executed said instrument on the day the same bears date.

Signed and sealed on this the 11<sup>th</sup> day of May, 2012.

(SEAL)

Abraham H Byrd  
Notary Public, State of Alabama

My Commission Expires 10/3/12

AUBURN UNIVERSITY BOARD OF TRUSTEES  
CODE OF ETHICS COMPLIANCE DOCUMENT  
2011-2012

I affirm that I have reviewed the Auburn University Code of Ethics and that I will fully comply with its requirements. I further certify that:

- 1 I have \_\_\_\_\_, or do not have X, (check one) a business or professional relationship with any other Board member or any entity affiliated with any other Board member which constitutes a violation of any provision of the Code of Ethics. (If you do not have any such relationships skip #2 and answer #3)
- 2 I have business or professional relationships with \_\_\_\_\_ other Board member(s). I certify that all such relationships are on terms no more favorable to me than the terms that are usual and customary in the ordinary course of comparable business or professional relationships between such other Board members and persons similarly situated to me who are not members of the Board of Trustees. Should any effort occur to influence the independent judgment on my part required in paragraph 1 of the Code of Ethics resolution, I will sever any and all business relationships with any member of the Board associated with such effort, or I will resign from the Board.

Name(s) and Nature of Relationship

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

- 3 I further certify, that I have \_\_\_\_\_, or do not have X, (check one) contractual, employment, personal or familial financial interest in Auburn University.

If so, please explain: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

The information supplied above conforms to the requirements of Ala. Code (1975), § 13A-10-102. "A person commits the crime of perjury in the second degree when he swears with intent to mislead a public servant in the performance of his duty and his false statement is material to the action, proceeding or matter involved."

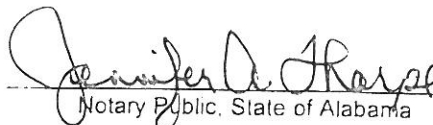
Signed:   
\_\_\_\_\_  
Member  
Auburn University, Board of Trustees

STATE OF ALABAMA     )  
                                  )  
HENRY     COUNTY)

Before me, the undersigned, a Notary Public in and for said State and County, personally appeared James W. Rane, whose name is signed to the foregoing instrument and who is known to me and acknowledged before me that he/she has executed said instrument on the day the same bears date.

Signed and sealed on this the 19th day of April, 2012

(SEAL)

  
\_\_\_\_\_  
Notary Public, State of Alabama

My Commission Expires \_\_\_\_\_

NOTARY PUBLIC STATE OF ALABAMA AT LARGE  
MY COMMISSION EXPIRES: Apr 15, 2013  
BONDED THRU NOTARY PUBLIC UNDERWRITERS

AUBURN UNIVERSITY BOARD OF TRUSTEES  
CODE OF ETHICS COMPLIANCE DOCUMENT  
2011-2012

I affirm that I have reviewed the Auburn University Code of Ethics and that I will fully comply with its requirements. I further certify that:

1. I have \_\_\_\_\_, or do not have ☒ (check one) a business or professional relationship with any other Board member or any entity affiliated with any other Board member which constitutes a violation of any provision of the Code of Ethics. (If you do not have any such relationships skip #2 and answer #3.)
2. I have business or professional relationships with \_\_\_\_\_ other Board member(s). I certify that all such relationships are on terms no more favorable to me than the terms that are usual and customary in the ordinary course of comparable business or professional relationships between such other Board members and persons similarly situated to me who are not members of the Board of Trustees. Should any effort occur to influence the independent judgment on my part required in paragraph 1 of the Code of Ethics resolution, I will sever any and all business relationships with any member of the Board associated with such effort, or I will resign from the Board.

Name(s) and Nature of Relationship

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

3. I further certify, that I have ☒ (check one) contractual, employment, personal or familial financial interest in Auburn University.

If so, please explain my wife, Cindy Sahlie, is a member of the Auburn Alumni Assoc. Board of Directors

The information supplied above conforms to the requirements of Ala. Code (1975), § 13A-10-102 "A person commits the crime of perjury in the second degree when he swears with intent to mislead a public servant in the performance of his duty and his false statement is material to the action, proceeding or matter involved."

Signed M. Clark Sahlie  
Member  
Auburn University, Board of Trustees

STATE OF ALABAMA     )  
                                  )  
Montgomery COUNTY)

Before me, the undersigned, a Notary Public in and for said State and County, personally appeared M. Clark Sahlie whose name is signed to the foregoing instrument and who is known to me and acknowledged before me that he/she has executed said instrument on the day the same bears date

Signed and sealed on this the 2 day of May, 2012

(SEAL)

Jodi K. Chesnut  
Notary Public, State of Alabama

My Commission Expires 10/26/15



AUBURN UNIVERSITY BOARD OF TRUSTEES  
CODE OF ETHICS COMPLIANCE DOCUMENT  
2011-2012

I affirm that I have reviewed the Auburn University Code of Ethics and that I will fully comply with its requirements. I further certify that:

1. I have \_\_\_\_\_, or do not have ☒, (check one) a business or professional relationship with any other Board member or any entity affiliated with any other Board member which constitutes a violation of any provision of the Code of Ethics. (If you do not have any such relationships skip #2 and answer #3.)
2. I have business or professional relationships with \_\_\_\_\_ other Board member(s). I certify that all such relationships are on terms no more favorable to me than the terms that are usual and customary in the ordinary course of comparable business or professional relationships between such other Board members and persons similarly situated to me who are not members of the Board of Trustees. Should any effort occur to influence the independent judgment on my part required in paragraph 1 of the Code of Ethics resolution, I will sever any and all business relationships with any member of the Board associated with such effort, or I will resign from the Board.

Name(s) and Nature of Relationship:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

3. I further certify, that I have \_\_\_\_\_, or do not have ☒, (check one) contractual, employment, personal or familial financial interest in Auburn University.

If so, please explain: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

The information supplied above conforms to the requirements of Ala. Code (1975), § 13A-10-102. "A person commits the crime of perjury in the second degree when he swears with intent to mislead a public servant in the performance of his duty and his false statement is material to the action, proceeding or matter involved."

Signed: \_\_\_\_\_

Member  
Auburn University, Board of Trustees

STATE OF ALABAMA     )  
                                  )  
Mobile COUNTY)

Before me, the undersigned, a Notary Public in and for said State and County, personally appeared B. T. Roberts, whose name is signed to the foregoing instrument and who is known to me and acknowledged before me that he/she has executed said instrument on the day the same bears date.

Signed and sealed on this the 8<sup>th</sup> day of May, 2012

(SEAL)

\_\_\_\_\_  
Notary Public, State of Alabama

My Commission Expires: 10/2/13





Alabama Ethics Commission

CERTIFICATE OF COMPLETION

Presented to

*Ben Tom Edwards Roberts*

Auburn University

In recognition of

Alabama Ethics Law Training

Tuesday, May 01, 2012

By affixing my signature below, I acknowledge that I have received training regarding the *Alabama Ethics Law*. I understand that it is my responsibility to become familiar with the Ethics Law and to conduct myself accordingly, and that, if at any time my actions indicate a violation of said law, appropriate action will be taken.

Signature:

James L. Sumner, Jr.

Director

Alabama Ethics Commission

AUBURN UNIVERSITY BOARD OF TRUSTEES  
CODE OF ETHICS COMPLIANCE DOCUMENT  
2011-2012

I affirm that I have reviewed the Auburn University Code of Ethics and that I will fully comply with its requirements. I further certify that:

1. I have x, or do not have     , (check one) a business or professional relationship with any other Board member or any entity affiliated with any other Board member which constitutes a violation of any provision of the Code of Ethics. (If you do not have any such relationships skip #2 and answer #3.)
2. I have business or professional relationships with   1   other Board member(s). I certify that all such relationships are on terms no more favorable to me than the terms that are usual and customary in the ordinary course of comparable business or professional relationships between such other Board members and persons similarly situated to me who are not members of the Board of Trustees. Should any effort occur to influence the independent judgment on my part required in paragraph 1 of the Code of Ethics resolution, I will sever any and all business relationships with any member of the Board associated with such effort, or I will resign from the Board.

Name(s) and Nature of Relationship:

Board member of Alabama Power Company along with Trustee

Charles McCrary, who is also President and CEO of the Company

3. I further certify, that I have     , or do not have x, (check one) contractual, employment, personal or familial financial interest in Auburn University.

If so, please explain: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

The information supplied above conforms to the requirements of Ala. Code (1975), § 13A-10-102. "A person commits the crime of perjury in the second degree when he swears with intent to mislead a public servant in the performance of his duty and his false statement is material to the action, proceeding or matter involved."

Signed: James H. Sanford  
Member  
Auburn University, Board of Trustees

STATE OF ALABAMA     )  
Autauga COUNTY)

Before me, the undersigned, a Notary Public in and for said State and County, personally appeared James H. Sanford, whose name is signed to the foregoing instrument and who is known to me and acknowledged before me that he/she has executed said instrument on the day the same bears date.

Signed and sealed on this the 17<sup>th</sup> day of May, 2012

(SEAL)

Kelly Cowart  
Notary Public, State of Alabama  
My Commission Expires: 10/7/2015