

		Campaign Contributions Policy
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1. OVERVIEW

This Campaign Contributions Policy (“Policy”) applies to MIP V Waste MidCo, LLC, GreenWaste Recovery, LLC, Zanker Road Resource Management, LLC and their respective subsidiaries (collectively, the “Company”).

2. PURPOSE

There is a growing trend among states and localities to enact so-called “pay-to-play” laws. Typically, these laws provide that Campaign Contributions made by a company, its managers, senior executives, or their family members could bar the Company from being awarded a government contract. In addition, many jurisdictions require that persons who make Campaign Contributions submit periodic reports of the person’s Campaign Contribution activity.

The purpose of this policy is to ensure that **prior to** any Campaign Contribution being made on behalf of the Company or by a covered Company Manager or Executive, an appropriate level of analysis, compliance review and approval occurs. This policy will also ensure that the Company has the information necessary to comply with any applicable reporting requirements.

3. SCOPE

This policy is applicable to the Board of Managers and all Company personnel.

4. DEFINITIONS

“Committee” includes any person or persons that accepts Campaign Contributions for the purpose of influencing any election, including but not limited to the election or defeat of any candidates for office, or to support or oppose any ballot measure.

“Campaign Contribution” means anything of value given, loaned or advanced (including a deposit of money, extension of credit or any other use of Company’s resources, including an In-Kind Contribution,) provided to a candidate for office, or to any person or Committee for the purpose of influencing a local, state or federal election. “Campaign Contribution” also includes contributions to an Officeholder Account.

“Executive” means a member of the Company Board of Managers, the Chairman, and the Chief Executive Officer.

An “In-Kind Contribution” includes a contribution of goods, services or property offered for free or at less than the usual and normal charge, and payments made on behalf of, but not directly to, a candidate or Committee.

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“Legal Department” means the Company’s Legal Department or General Counsel, or, if the Company has not employed a General Counsel, the CEO (together with any nominees thereof) acting on written advice from outside counsel.

“Officeholder Account” means an account held by a person holding an elected office, where contributions are solicited for the purpose of paying for the officeholder’s expenses while holding that office.

5. POLICY

The Company is committed to conducting all of its business and operations with the utmost integrity and highest standards of behavior. To help the Company maintain this commitment, the Company ensures compliance with all legal requirements related to campaign finance and Campaign Contributions. The procedures below must be followed in order for any Campaign Contribution to be lawfully made a) on the Company’s behalf; or, b) in their individual capacities, by an Executive.

- A) An Executive or employee requesting that the Company make a Campaign Contribution or an Executive who wishes to make an individual Campaign Contribution, must submit a written request to the Legal Department no less than five (5) business days (excluding holidays) for a compliance review of the proposed Campaign Contribution. The request must include:
- 1) Name of requesting employee;
 - 2) Name of individual or Committee to whom the Campaign Contribution is to be made;
 - 3) The office the recipient individual holds or is seeking as a candidate, or the candidate or ballot measure that the committee supports or opposes;
 - 4) Jurisdiction of the election (Federal, state, county, local, etc.); and
 - 5) Amount of the requested Campaign Contribution.
- B) The Legal Department, with assistance from outside counsel as necessary, will review the proposed Campaign Contribution to determine compliance with applicable legal requirements.
- C) All approved corporate Campaign Contributions are recorded on an internal matrix. This matrix is used to track and monitor the Campaign Contributions made within any given year, or election cycle, or to any party to ensure any applicable contribution limits are not exceeded, and to allow for the preparation and filing of accurate reports where applicable.
- D) **For Corporate Contributions:** If no regulatory or compliance issues are identified during legal department review, the Executive or employee requesting the Campaign Contribution is required to submit a Form A to the Commitments Committee for review and approval of

the Campaign Contribution. If Commitments Committee approval is received, the Executive or employee may proceed with the corporate Campaign Contribution.

- E) **Executive Contributions:** If no regulatory or compliance issues are identified during the Legal Department review, the Legal Department will issue a written approval of the proposed personal Campaign Contribution to the requesting Executive.
- F) **Record Retention:** Copies of all Campaign Contribution requests/reviews/ approvals will be maintained by the Legal Department in a regulatory compliance file indexed by year.
- G) **Acknowledgement of Policy:** All Company personnel with delegated authority to make corporate Campaign Contributions and all Executives shall sign an acknowledgment of their receipt and understanding of this Campaign Contributions Policy on at least an annual basis; new personnel or Executives commencing employment or service after adoption of this Campaign Contributions Policy shall be provided a copy for acknowledgement during onboarding orientation.
- H) **Non-Solicitation of Subordinate Employees:** No Executive or supervisor shall solicit personal Campaign Contributions from any Company employees on behalf of any candidate or campaign committee.

It is critical that the Company comply with all applicable Campaign Contribution regulations and requirements. If any Executive or employees have any questions about Campaign Contributions or the application of this Campaign Contributions Policy, they should consult with the Legal Department.

Revision History

Revision Level	Approval Date	Responsible	Summary of changes