

RESOLUTION NO. 09-007

A RESOLUTION APPROVING A COMPLIANCE REPORTING POLICY FOR THE OLIVE/GRAESER TRANSPORTATION DEVELOPMENT DISTRICT

WHEREAS, the board of directors (the "*Board of Directors*") of the Olive/Graeser Transportation Development District (the "*District*") hereby finds and determines that it is necessary and desirable that the District establish a compliance reporting policy in order to minimize the risks of internal and external fraud, theft of District assets, and fraudulent financial reporting.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE OLIVE/GRAESER TRANSPORTATION DEVELOPMENT DISTRICT, AS FOLLOWS:

Section 1. The Board of Directors hereby approves the compliance reporting policy attached hereto as Exhibit "A" and incorporated herein by reference.

Section 2. The Chair of the Board of Directors is hereby authorized and directed to execute this Resolution for and on behalf of and as the act and deed of the District. The Secretary or Assistant Secretary of the District is hereby authorized and directed to attest to this Resolution.

Section 3. The District shall, and the officers and agents of the District are hereby authorized and directed to, take such further action and execute such other documents, certificates, and instruments as may be necessary or desirable to carry out and comply with the intent of this Resolution.

Section 4. This Resolution shall be in full force and effect from and after its passage and approval.

Adopted this 16th day of December, 2009.

I, the undersigned, Chair of the Board of Directors of the Olive/Graeser Transportation Development District, hereby certify that the foregoing Resolution was duly adopted by the Board of Directors at a meeting held, after proper notice given, on December 16, 2009.

OLIVE/GRAESER TRANSPORTATION DEVELOPMENT DISTRICT



Steven F. Heitz, Chair of the Board of Directors



ATTEST:

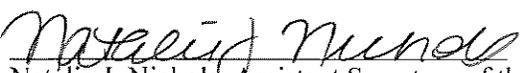

Natalie J. Nichols, Assistant Secretary of the
Olive/Graeser Transportation Development District

EXHIBIT "A"

COMPLIANCE REPORTING POLICY

The purpose of this Compliance Reporting Policy is to establish a method of reporting within the Olive/Graeser Transportation Development District (the "*District*") in order to minimize the risks of internal and external fraud, theft of District assets, and fraudulent financial reporting.

Reports of Wrongdoing and District Responses

Employees, officers, and others involved in handling District funds or assets or preparing financial reports of the District should feel free to report criminal conduct or suspicious activity without fear of retaliation or reprisal. Complaints, concerns, and reports of criminal conduct or suspicious activities regarding District financial reports, funds, or assets ("*Reports*") may be presented in person or in writing to the District's legal counsel, currently Stephen L. Kling, Jr., Esq., of Jenkins & Kling, P.C., who is hereby designated as the District's "Compliance Officer" ("*CO*"). Employees, officers, and others may file anonymous Reports by mailing them to the CO at 10 S. Brentwood Boulevard, Suite 200, St. Louis, Missouri 63105. The confidentiality of reporting individuals will be protected. However, employees, officers, and others must clearly understand that they have no absolute guarantees regarding confidentiality if the District determines it is necessary to turn over any investigative materials arising out of a Report to appropriate law enforcement agencies.

Reports must contain (a) the date on which the criminal conduct or suspicious activity occurred, if known, (b) a description of the activity, and (c) the names of anyone involved in the activity. The CO, on behalf of the District, will receive all Reports, date-stamp them upon receipt, and forward a copy of each Report to the executive director of the District (the "*Executive Director*"). The CO and the Executive Director will review and investigate the Report within thirty (30) days after its receipt. If greater time is necessary to review and investigate the Report, the CO shall make note of the reasons for the delay. The CO will document the disposition of all Reports. If an offense is detected, then the CO and the Executive Director will recommend action to the District's board of directors. The District will take reasonable steps to respond appropriately to the offense and to prevent further similar offenses, including any necessary modifications to policies or procedures to prevent and detect violations of law or District policy.

The District does not tolerate wrongdoing or fraudulent misconduct of any magnitude. Therefore, employees, officers, and others are encouraged to report criminal conduct or suspicious activity regardless of the dollar amount involved. Employees, officers, and others will be held responsible and accountable for their knowing failure to report criminal conduct or suspicious activity.

No Reprisal by the District for Reporting Suspicious Activities

No employee, officer, or other person shall be subject to recrimination or any other form of punishment on the basis that the person reported what was reasonably believed to be an act of wrongdoing or a violation of District policies. However, an employee, officer, or other person will be subject to disciplinary action if the District reasonably concludes that the Report was knowingly fabricated by the employee, officer, or other person or was knowingly distorted, exaggerated, or minimized to injure someone else or to protect the reporting party or others. An employee, officer, or other person whose Report contains admissions of personal wrongdoing will not be guaranteed protection from disciplinary action. The weight to be given the self-confession will depend on all the facts known to the District at the time it makes its disciplinary decisions. In determining what, if any, disciplinary action may be taken against an employee, officer, or other person, the District will take into account a person's own admission of wrongdoing, provided that (a) the reporting individual's conduct was not previously known to the District or its discovery was not imminent and (b) the admission was complete and truthful.