

**BALCH**  
& BINGHAM LLP

GREGORY P. BUTRUS  
t: (205) 226-8776  
f: (205) 488-5676  
e: gbutrus@balch.com

February 13, 2015

Hugh R. Evans, III  
General Counsel  
Alabama Ethics Commission  
100 North Union Street, Suite 104  
Montgomery, Alabama 36104

RE: Alabama Council for Excellent Government

Dear Mr. Evans:

Thank you for the opportunity to discuss the Alabama Council for Excellent Government ("Council") and helping to ensure that its organization and activities are in compliance with the Alabama Ethics Act. The Council will be a nonprofit corporation that is organized under Section 501(c)(4) of the Internal Revenue Code. It will, among other things, support the legislative and policy agenda of the Bentley Administration through grassroots communications and advocacy efforts in an effort to improve the economy for Alabama families and make Alabama government more effective and efficient.

The Council will be committed to ensuring that it operates in a manner that is consistent with the ethics laws. Accordingly, it will adopt the following procedures and wishes to confirm that these are the appropriate measures to ensure that it is in compliance with the Ethics Act.

- No public official will serve as a director of the Council or as a paid staff member. Given the focus of the Council on supporting the legislative and policy agenda of his Administration, the Council would like for Governor Bentley to serve as the "Honorary Chair" and/or as an "Honorary Director" of the Council. However, the Governor would not be a member of, or vote on, the Council's board of directors and would not have any legal control or authority over the Council. In addition, no member of the Governor's family would serve in such a manner either.
- As Honorary Chair, the Governor may wish to assist the Council by asking those who support his administration's legislative and policy agenda to support the Council through donations and other in-kind support. In any such efforts, the Governor would not solicit registered lobbyists for donations to the Council. Any written solicitations will include appropriate disclaimers (as recommended by the Commission in its opinions) to ensure that lobbyists are not solicited. At the same time, he may ask individuals and businesses (including principals) to make donations to the Council.

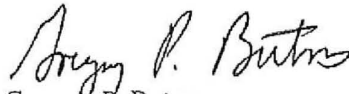
**COMMITTEE  
EXHIBIT**

5-X

- As Honorary Chair, the Governor may be asked to attend various Council functions and events, including fundraisers. While attending these events, the Council will ask the Governor to speak about his legislative and policy agenda and the work of the Council. While the Governor may express support for the Council and its work during those events, he would not ask for donations to the Council at that time or during such functions.
- The Council intends to engage fundraising consultants to assist in raising funds to support its efforts. The fundraising consultants are not public officials or public employees, and they intend to ask for donations from individuals and businesses – including from lobbyists and principals.
- As noted above, no public official will serve as a member of the board of directors of the Council. At the same time, certain public employees (who do not work for the Governor's Office) plan to be among those who serve as directors of the Council. Any such directors who are public employees will not solicit donations to the Council.
- The Council is likely to engage a number of consultants in its communications efforts. This will include pollsters, social media specialists, media advisors, and other communication strategists. One of these consultants is also currently serving in an unpaid, volunteer capacity as a senior advisor in the Governor's administration.

We would appreciate your review and consideration of whether the Council is adopting the appropriate measures and safeguards to ensure that it operates in a manner that is consistent with the Ethics Act. Thank you in advance for your time and guidance. If you have any questions, please let us know.

Sincerely yours,



Gregory P. Butrus,  
Attorney for  
Alabama Council for Excellent Government