

NATIONAL ATHLETICS BOARD OF REVIEW

VINCENT LANANNA, President, USA TRACK & FIELD, INC.	)	Case No. _____
)	
Complainant,	)	COMPLAINT: GRIEVANCE
	)	SEEKING INVALIDATION OF
v.	)	FEBRUARY 18, 2018 <i>RESOLUTION</i>
	)	<i>OF THE USATF BOARD OF</i>
BOARD OF DIRECTORS, USA TRACK & FIELD, INC.	)	<i>DIRECTORS IN EXECUTIVE SESSION</i>
	)	<i>TO PLACE VIN LANANNA ON</i>
	)	<i>TEMPORARY ADMINISTRATIVE</i>
Respondents,	)	<i>LEAVE; REINSTATEMENT OF VIN</i>
	)	LANANNA AS USATF PRESIDENT
	)	AND CHAIRMAN; AND OTHER
	)	RELIEF

NATURE OF GRIEVANCE AND RELIEF SOUGHT

1. Pursuant to USATF Bylaws, Article 14-C and E, and USATF Operating Regulation 21, Vincent Lananna, by and through undersigned counsel, asserts this Grievance against the USATF Board of Directors (the “Board”) and seeks the following relief from the Panel of the National Athletics Board of Review (“NABR”): (1) a declaration of invalidity and the immediate revocation and rescission of the February 18, 2018 *Resolution of the USATF Board of Directors in Executive Session to Place Vin Lananna on Temporary Administrative Leave* (the “February 2018 Resolution”); (2) a declaration of Mr. Lananna’s immediate and complete reinstatement as President of USATF; (3) immediate reinstatement of Mr. Lananna as Chairman of the USATF Board in accordance with Bylaw 10-B-1-d, effective as of January 1, 2019; and (4) further relief as set forth below. The Board adopted the February 2018 Resolution in violation and circumvention of USATF Bylaws Article 3-B-1, Article 10-C-D-F and G, Article 18-K, and USATF Operating Regulation 16-G. The February 2018 Resolution stands in further violation of the Bylaws Article 10 and 11 as amended, and which became effective after the 2018 Annual Meeting

2. Mr. Lananna brings this grievance with a heavy heart and after a year of efforts to resolve the dispute over the February 2018 Resolution through frank discussion with the former Board Chair, the acting President and Board Chair now serving in his place, and the 2018 Board. These proactive efforts, in lieu of a grievance, were aimed at avoiding distraction for the sport. Indeed, Mr. Lananna and the Membership were promised by the acting President and Board Chair at the 2018 Annual Meeting that the new Board would allow Mr. Lananna to be heard on this matter, in lieu of a grievance, in a meeting to be held in January 2019. That promised meeting was postponed until February 24, 2019. In view of the one year time limit on filing grievances under the Operating Regulations, Mr. Lananna requested that USATF extend the grievance deadline until after the scheduled February 24, 2019 meeting, in hopes of avoiding the necessity of a grievance. The acting President and Board Chair rejected the request, necessitating the present action.

3. In adopting the invalid February 2018 Resolution, the Board has effected the indefinite removal of Mr. Lananna from the USATF Presidency, in violation of the USATF Bylaws, Operating Regulations, and applicable law. In doing so, the Board deprives Mr. Lananna of the office to which he was duly elected, and disenfranchises the USATF Membership, which elected Mr. Lananna as its President in accordance with the rights of the Membership under the Bylaws and Operating Regulations.

4. In addition, the February 2018 Resolution circumvents new Bylaw 10-B-1-d, which became effective after 2018 National Meeting, and which specifies that the duly elected President of USATF shall also serve as Board Chair.

5. The invalid February 2018 Resolution rests on a baseless pronouncement that Mr. Lananna is “temporarily unable to serve as President of USATF.” That proposition is false: Mr. Lananna has been and remains physically and cognitively able to serve as USATF President, and his ability to serve is unchanged from the day of his election by the Membership. There is no factual or legal predicate under the Bylaws, Operating Regulations, or other authority, to support the February 2018 Resolution.

6. Lacking any valid basis under the Bylaws, Operating Regulations, or other authority, to determine that Mr. Lananna is “temporarily unable to serve,” or to place him “on temporary administrative leave,” and in search of a pretext to nullify Mr. Lananna’s Presidency without the Membership vote and good cause required under the Bylaws and Operating Regulations, the Board conjures a purported “conflict of interest” in relation to a “pending investigation into the award of the 2021 World Championships to TrackTown and Mr. Lananna’s role as the President of TrackTown.” In conclusory and inflammatory fashion, the February 2018 Resolution “finds that Mr. Lananna has a conflict of interest involving a potentially serious criminal matter,” but is devoid of actual findings or any reasoning to support a conclusion that a conflict of interest exists between Mr. Lananna and USATF.

7. The Board cites no evidence that Mr. Lananna is suspected of any wrongdoing, or that he is anything other than a witness who has fully cooperated with a law enforcement investigation into suspected action by the IAAF (and other international sports governing bodies). The purported “conflict” is a fiction. Mr. Lananna fully cooperated with law enforcement in 2017 by agreeing to sit for an interview and answering all of the questions asked of him fully and truthfully. No law enforcement agency has had further questions for Mr. Lananna since that time. Indeed, the Board publicly disavowed any belief that Mr. Lananna (or TrackTown) had done anything wrong. There is no basis for any other conclusion.

8. In the interview, Mr. Lananna truthfully and completely answered every question put to him. There is no basis for the USATF Board to find a conflict of interest, or any other impairment to Mr. Lananna’s suitability for office as a penalty for his cooperation as a witness.

9. Even if an actual or potential conflict of interest were to exist between Mr. Lananna and USATF, there is no authority in the Bylaws, Operating Regulations or elsewhere for the Board to declare the Mr. Lananna “temporarily unable to serve” on that basis. Moreover, the Bylaws, Operating Regulations and USATF Code of Ethics (the “Code of Ethics”) specifically address conflicts of interest and set forth substantive and procedural rules for addressing and resolving alleged conflicts through the Ethics Committee. Likewise, the Bylaws specifically and exclusively

reserve to the Membership, and not the Board, the power to remove the President but only on a finding of “good cause” and a two-thirds vote of the Membership delegates. The Bylaws explicitly prohibit the Board from removing the President as Vice Chair, a role that Mr. Lananna served prior to the February 2018 Resolution. The Board has no authority to place the President on “administrative leave.” The February 2018 Resolution circumvents and violates the Bylaws, the Operating Regulations and applicable law.

10. Moreover, in an October 2017 agreement with Mr. Lananna, and a contemporaneous Board resolution, the Board disavowed any claim that Mr. Lananna had any conflict of interest. In that agreement, Mr. Lananna consented to various safeguards to prevent conflicts, and the appearance of conflicts, relating to his various roles and activities in the sport of Track & Field. The Board has never claimed that Mr. Lananna violated that agreement or resolution, and the February 2018 Resolution does not purport to do so either.

11. The February 2018 Resolution provides no substantive basis for claiming a conflict between Mr. Lananna and USATF.

12. The February 2018 Resolution does not articulate any nexus between Mr. Lananna’s duties as USATF President and the fact that he was contacted by, or cooperated with, law enforcement, and does not identify a single duty of the USATF Presidency that is impacted by such contact and cooperation. In failing to articulate such a nexus, the February 2018 Resolution fails to identify a conflict of interest and fails to identify any legitimate or rational basis for finding Mr. Lananna “unable to serve” as President, “temporarily” or otherwise. Even if the Board could articulate a “conflict,” it has no authority or power to act unilaterally against the President.

13. No Bylaw or other authority permits the Board to place the President on “temporary administrative leave.” Rather, numerous provisions of the Bylaws demonstrate the opposite.

14. Even if there were a coherent basis for finding Mr. Lananna “temporarily unable to serve,” there is nothing “temporary” about the February 2018 Resolution. Rather, the February 2018 Resolution dictates that Mr. Lananna shall remain on “administrative leave” until an unnamed government agency declares an end to an unspecified investigation, or until such agency

declares Mr. Lananna innocent. In purporting to place the duration of the “administrative leave” outside of the Board’s control and beyond Mr. Lananna’s control, the Board cannot claim that the purported removal from office is in any way “temporary” or that it has anything to do with Mr. Lananna’s ability to perform his office. Indeed, a year has passed since the February 2018 Resolution was adopted. All signs point to a conclusion that the February 2018 Resolution was calculated to effect a permanent, not temporary, removal of Mr. Lananna as President, in violation of the Bylaws and the fundamental rights of the Membership.

15. In effectively removing Mr. Lananna from the office of the Presidency, and preventing him from becoming the lawful Board Chair, the Board has violated and circumvented its own Bylaws and Operating Regulations, as well as the Ethics Code, which explicitly set forth procedures and authority for investigating and resolving validly asserted conflict of interest situations. The prescribed processes delegate authority over alleged conflicts of interest to the Ethics Committee, and unresolved or disputed conflict of interest allegations are to be adjudicated in accordance with Operating Regulation 21. The Board, through the February 2018 Resolution, circumvented that entire process, violating the rights of Mr. Lananna as the duly elected President, ousting the Ethics Committee of its jurisdiction under the Bylaws and Operating Regulations, and depriving the Membership of its elected representative.

16. The pretext motivating the February 18 Resolution is underscored by events subsequent to the February 2018 Resolution. In July of 2018, then Board Chair Steven Miller approached Mr. Lananna on behalf of the Board with an offer to reinstate him, even though the so called “conditions” for Mr. Lananna’s reinstatement set forth in the February 2018 Resolution had not occurred. This offer revealed that the pendency of the law enforcement investigation was a pretext for unlawfully reversing the election of Mr. Lananna under the guise of the February 2018 Resolution.

17. Tellingly, the offer of reinstatement presented by the Board Chair came with preconditions, including a demand for Mr. Lananna’s pledge of loyalty to Mr. Miller as Board Chair and to incumbent USATF leadership, including a promise to actively support Bylaws

changes that would (1) extend the term of Mr. Miller as Board Chair through 2021, (2) elevate Mike Conley to permanent Vice Chair and extend his term as a Director through 2021, and (3) extend Mr. Lananna's own term as President into 2021 beyond the term for which he was elected by the Membership. The proposal would essentially vitiate the 2020 election for these key leadership positions. Mr. Lananna rejected the offer as an affront to the Membership that elected him. The Board Chair then responded with a tirade of ad hominem attacks. In short, the former Chair and the Board were happy to have Mr. Lananna serve as President if he would kowtow to them instead of representing the Membership that elected him, and advance their self-interested motives to retain control over USATF. Mr. Lananna rejected that proposal. The Board's action in this regard made clear that so long as Mr. Lananna served in the Presidency as a loyal representative of the USATF Membership, the Board Chair and self-interested Board Members would stop at nothing to block him from service.

18. By and through the February 2018 Resolution, and with Mr. Lananna unlawfully removed from office, the 2018 Board members who ousted him then named an "acting" President, with the intent that the "acting" President would become the "acting" Board Chair after the 2018 Annual Meeting, by virtue of (amended) Bylaw 10-B-1-d. The effect of the February 2018 Resolution and the unlawful actions of the 2018 Board has been to reverse the 2016 USATF election, both the election of Mr. Lananna and the adoption of the Bylaws amendments, and to transfer the USATF Presidency and Board Chair roles to the hands of another without an election.

19. Mr. Lananna has never been "unable to serve" either temporarily or permanently, and the sole reason that Mr. Lananna cannot currently serve as President is the invalid and pretextual February 2018 Resolution.

THE PARTIES: VIN LANANNA

20. At all relevant times Mr. Lananna has been a USATF Member in good standing.

21. Mr. Lananna has served Track & Field and Cross Country throughout his professional life, beginning in 1975 as a Cross Country coach for his alma mater, C.W. Post

College. Since that time, Mr. Lananna has served in coaching and administrative leadership roles at Dartmouth College, Stanford University, Oberlin College and the University of Oregon.

22. Mr. Lananna served as Head Men's Track & Field Coach for Team USA at the 2011 IAAF World Track & Field Championships in Daegu, South Korea, and in the same role for Team USA at the 2016 Olympic Games in Rio De Janeiro, Brazil.

23. Mr. Lananna is currently a resident of Eugene, Oregon.

THE PARTIES: THE BOARD

24. This Complaint is directed at the 2018 USATF Board, and specifically at those 2018 Board Members who voted for the adoption and/or the continuation of the February 2018 Resolution. If the Board as currently constituted after the 2018 Annual Meeting fails to revoke, repeal or otherwise rescind the February 2018 Resolution, Mr. Lananna will amend this Complaint to add additional parties and claims as necessary.

25. The USATF Board is composed according to Bylaws Article 11 and is charged with the competent and lawful governance of USATF in accordance with the Bylaws and Operating Regulations.

26. The Bylaws state, among other things, that USATF "shall have the following duties: 1. **Responsibility to constituency**: Being responsible to persons and sports organizations active in Athletics." Article 3-B-1 (emphasis in original)

27. The Bylaws further state, among other things, that "USATF shall be governed by a Board whose members are elected or selected without any unlawful consideration of gender, age, race, color, religion or national origin" and specify that "The Board shall: 1. Establish policies to enable USATF to achieve its purposes and perform its duties; 2. Govern and supervise USATF's affairs and perform those duties specified in these Bylaws and the Operating Regulations." Article 11-A- 1, 2 (emphasis added).

28. Each Board Member owes fiduciary duties of loyalty to the USATF Membership and the USATF, to the exclusion of self-interest. In addition, each Board Member owes fiduciary

duties of care to fulfill his or her obligations as Board members in accordance with the Bylaws, Operating Regulations and applicable law.

MR. LANANNA'S WORK WITH TRACKTOWN USA, INC.

29. In addition to his many other contributions, Mr. Lananna previously served the sport of Track & Field in as President of TrackTown USA, Inc. (TrackTown USA). TrackTown USA, is a non-profit organization committed to setting a standard of excellence in the sports of Track & Field and running by hosting premier events, creating a supportive environment for elite athletic performances, improving facilities, being a leader in sustainability and inspiring the next generation of Track & Field athletes and fans. In his former capacity as President of TrackTown, Mr. Lananna contributed positively to the reputation and standing of Track & Field in the United States, has helped create opportunities for Track & Field and running athletes at all levels, dedicating his life to increasing the positive standing of Track & Field among all sports, in the United States and around the world.

30. In his role with TrackTown USA, and in successful collaborations with USATF and other necessary stakeholders, Mr. Lananna helped to organize and present major national and international Track & Field Championships in the United States, including the 2014 IAAF World Junior Championships, the 2015 USA Track & Field Outdoor Championships, the 2016 IAAF World Indoor Championships, and the 2016 U.S. Olympic Team Trials for Track & Field.

31. Also in his role with TrackTown USA, and with the active and public support, encouragement and participation of USATF and other stakeholders, Mr. Lananna helped to bring the 2021 IAAF World Outdoor Championships (the "2021 IAAF Championships") to the United States, hosted by the City of Eugene, Oregon.

32. Mr. Lananna resigned from all offices and positions with TrackTown USA in July of 2018.

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**MR. LANANNA'S ELECTION AS PRESIDENT AND THE
OCTOBER 2017 AGREEMENT**

33. In 2016, Mr. Lananna ran for the office of USATF President. At all relevant times, Mr. Lananna has satisfied all of the eligibility requirements and qualifications for serving as President under the Bylaws and Operating Regulations. Initially, Mr. Lananna was not the only candidate for President. He faced opposition from Jackie Joyner-Kersey, one of most famous, decorated, capable and influential figures in the history of Track & Field, who was also a sitting member of the USATF Board at the time. As the election approached in late 2016, and Mr. Lananna's candidacy strengthened among the Membership, Ms. Joyner-Kersey withdrew from the race, leaving Mr. Lananna as the only candidate. Pursuant to Operating Regulation 9, Mr. Lananna was duly elected as USATF President in December of 2016 at the USATF Annual Meeting.

34. After his election, Mr. Lananna promptly went to work fulfilling his duties as President. Over the course of 14 months, Mr. Lananna visited 30 Regional Associations in approximately 15 states across the U.S., attending Association meetings, conducting listening sessions, corresponding with Members in person, by telephone and by email to understand the needs and vision of the many constituencies in USATF. He attended national and international championships at all levels of competition, seeking to serve the Membership as a bold and active voice.

35. Since his election, Mr. Lananna has faced persistent antagonism and obstruction from certain members of USATF leadership. Nonetheless, no one from the Board or the USATF executive leadership has been able to articulate any instance in which Mr. Lananna has failed to perform any of the enumerated duties of the Presidency.

36. Instead, certain members of the 2018 Board, along with the CEO, have aggressively accused Mr. Lananna of purported but unsubstantiated "conflicts of interests" arising from his known positions and activities with other entities related to the sport of Track & Field. Mr. Lananna held all of these roles publicly, and they were known to the Membership when he was

elected. Mr. Lananna rejected the claims of conflict, committed himself to the principles of disclosure, abstention and recusal, in accordance with the Bylaws Operating Regulations and Ethics Code and challenged the Board and USATF executive staff to identify any situation in which he failed to abide by those legal requirements and principles. To date, not a single violation has been identified. The antagonism toward Mr. Lananna simmered over the summer of 2017.

37. On information and belief, the motivation for ostracizing Mr. Lananna was to impair his effectiveness as a popular and welcome new leadership voice within USATF and to curtail the powers of his office as much as possible, while preserving and extending the power and influence of incumbent USATF Board Members, and the Chairman, beyond the terms that were allowed under the Bylaws and Operating Regulations.

38. By October of 2017, the Board and Mr. Lananna appeared to have reached an agreement to put to rest the disputes that arose during the first 9 months of his Presidency. First, on October 7, 2017, the Board passed a Resolution restricting Mr. Lananna's conduct with respect to "Outside Organizations," including TrackTown USA, in the course of performing defined "USATF Roles." (the "October Resolution"). In addition, effective October 16, 2017, Mr. Lananna, in his capacity as USATF President, entered into an Agreement with Steve Miller, in his capacity as USATF Board Chair, Mike Conley, in his capacity as Chair of USATF High Performance Division, and Jeff Porter, in his capacity as Chair of the USATF AAC Committee, which incorporated the October Resolution (collectively, the "October 2017 Agreement"). A true and correct copy of the October 2017 Agreement, executed by Mr. Lananna and Mr. Miller, is attached hereto as **Exhibit A**.

39. Mr. Lananna entered into the October 2017 Agreement for the purpose of putting to rest and eliminating the antagonism that had been levelled against him by certain members of the USATF Board, the Board Chair and the CEO from the beginning of his Presidency, and to better afford him the opportunity to serve the Membership without distraction and interference.

40. On information and belief, the core motivation of the Board Members who insisted on the October 2017 Agreement was to further entrench and perpetuate the power and control of

the incumbent Board, Board Chair, and CEO¹ over the affairs of USATF in lieu of sound governance and to circumvent then existing Bylaws and amendments to the Bylaws empowering the Membership to elect the President and Board Chair.

41. The October 2017 Agreement reflected the desire of the sponsoring Board Members and the CEO to curtail and restrict any expansion of Mr. Lananna's powers as President, even as explicitly provided under the Bylaws, and extracted assurances from Mr. Lananna that he would abstain from the exercise of existing powers afforded to the President, particularly with regard to supervision of the CEO upon becoming Board Chair, as expressly provided in the Bylaws. In addition, the October 2017 Agreement required Mr. Lananna to promise to cooperate with the Board in effecting the withdrawal of certain proposed Bylaws Amendments independently advanced by constituencies in the Membership, that would expand the powers of the President and/or accelerate the accession of the President to Board Chair in advance of the 2018 Annual Meeting (when office the President will automatically assume that role pursuant to existing Bylaws).

42. Notably, the October Agreement states, among other things, that "this agreement does not constitute an accusation by USATF, or an admission by Mr. Lananna, that Mr. Lananna has in any way acted in any manner to violate USATF's conflict of interest policies." (Id. at 2.) (emphasis added)

THE FEBRUARY 2018 RESOLUTION

43. Mr. Lananna continued his Presidency in full compliance with the October 2017 Agreement. On information and belief, certain Board Members and the CEO were frustrated by Mr. Lananna's full compliance with the October 2017 Agreement and were desperate for an occasion to further impede and obstruct Mr. Lananna's tenure as President.

¹ Under the Bylaws, one of the duties of the President is to: "On behalf of the Board, serve as the immediate supervisor of the CEO." Bylaw 10-B-1-f (currently in effect). This provision of the Bylaw 10 was part of the amendments to the Bylaws adopted at the 2016 Annual Meeting. The previous version of Bylaw 10 provided that the Board Chair, served as the supervisor to the CEO, and not the President. See former Bylaw 10-B-1-d. This reflects the Membership's decision in adopting amended Bylaws to make the elected President the Board Chair.

44. The Board and USATF executive leadership knew, or should already have known, that one or more U.S. law enforcement agencies was investigating suspected criminal activities by the IAAF (along with other international sports organizations) since at least June of 2017, when there were press reports of such activity. In addition, USATF had an official delegate to the IAAF at all relevant times. These reports involved questions surrounding the IAAF award of various international championships, including the award of the 2019 World Championships to Doha, Qatar (which was also awarded the FIFA World Cup under a cloud of suspicion). The USATF/TrackTown bid was originally submitted with an eye toward winning the 2019 World Championships and eventually led to the 2021 award. USATF actively participated and collaborated along with TrackTown USA, Mr. Lananna, and other public and private stakeholders in pursuit of the 2021 World Championships.

45. Further reports that the IAAF remained under investigation in late 2017 and early 2018 added nothing new. Legitimate interaction with the IAAF, an institution rocked by scandal and corruption in recent years, was necessary to any legitimate bid to bring a World Championships to the United States. The renewal of reporting, however, inspired certain members of the USATF Board and USATF executives to invent a new pretext for obstructing and effectively ending Mr. Lananna's Presidency. This pretext is embodied in the February 2018 Resolution.

46. The February 2018 Resolution, or at least the portion of it provided to Mr. Lananna, reads as follows:

It was moved: That as a result of the pending federal investigation into the award of the 2021 World Championships to TrackTown and Mr. Lananna's role as President of TrackTown, both at the time the bid was awarded and currently, that the Board find that Mr. Lananna has a conflict of interest involving a potentially serious criminal matter which makes him temporarily unable to serve as President of USATF. Mr. Lananna will be put on temporary administrative leave until either: the federal investigation is completed; or USATF receives confirmation from the federal authorities that neither TrackTown nor Mr. Lananna engaged in any improper conduct.

47. The vote was not unanimous.

48. At the USATF Board meeting in July 2018, the Board voted whether to revoke, rescind or otherwise terminate the February 2018 Resolution. On information and belief, 14 members voted: 8 members voted to keep the February 2018 Resolution in place, 4 voted to rescind it, and 2 abstained.

BYLAWS AND OPERATING REGULATIONS APPLICABLE TO THIS GRIEVANCE

49. The Bylaws, Article 10-B-2 (in effect when Mr. Lananna was elected) set forth the duties of the President: “The President shall: a. Preside at all meetings of USATF's membership; b. Be an ex-officio non-voting member of all committees; c. Except as noted in 1.e above, select committee chairs and other members that he or she is entitled to appoint, as well as other appointments authorized by these Bylaws and the Operating Regulations after consulting with the Vice Chair. He or she may likewise terminate appointments for good cause upon written notice to the appointees and the other officers.”

50. Effective after the 2018 Annual Meeting, Article 10-B (as amended) now provides that the President shall also “Serve as Board Chair, set meetings and meeting agendas for the Board, and preside at all meetings of the Board.” Article 10-B-1-d (amended).

51. “The Core Requirements for President” are as follows: “The President shall be required to clear an annual background screen, comply with the USATF SafeSport Program, and be able to obtain and maintain a passport for international travel. Candidates for President shall be required to have registered for and attended at least one prior annual meeting or have served as an Association officer for at least one year prior to being elected as a Board member.” Article 10-D.

52. Bylaws Article 10-C in effect at Mr. Lananna’s election, provided that “The President shall be elected for four (4) years at each annual meeting of USATF following the Summer Olympic Games. The Board shall select the Board Chair, Vice Chair, Secretary, and Treasurer, who shall serve two (2) year terms. If the Board does not select the President to be the Board Chair, the President shall serve as Vice Chair.” Effective after the 2018 Annual Meeting, Article 10-C (as amended) now provides: “The President shall be elected for four (4) years at each

annual meeting of USATF following the Summer Olympic Games. The Board shall select the Vice Chair, Secretary, and Treasurer, who shall serve two (2) year terms.”

53. Under the Bylaws and Operating Regulations, the Board has no power to remove the President from office. Explicitly withholding removal powers from the Board, and vesting them in the Membership, the Bylaws provide: “The President may be removed for good cause by a two-thirds vote of those delegates of USATF present and voting at an annual meeting or special meeting called for this purpose, and provided the requisite notice for the meeting (see Article 8) properly states the removal vote on its agenda.” Article 10-G. Article 10-G further states, “The Board may not remove the President as Vice Chair.”²

54. Bylaws Article 10-F addresses circumstances of “Succession and vacancies.” It provides, “If the Board determines that the President is temporarily unable to serve, it may, in its sole discretion, name another individual to fill the vacancy temporarily.” The Board has no power to create a “vacancy” in the Presidency.

55. The Bylaws and Operating Regulations contain express provisions defining and governing conflicts of interest. Bylaws Article 18-K addresses “Conflict of Interest” as follows:

Any individual representing USATF, or who has a financial arrangement with USATF, or who is an employee of USATF or of its Associations, or who is a member of any of its committees or Associations, shall not participate in evaluating or approving any contract with a supplier to furnish goods or provide services to USATF, if that individual directly or indirectly benefits financially, or otherwise receives any form of compensation from, or has any interest in, any supplier under consideration. The Board may require that individuals disclose all financial interests that may influence the performance of their duties for USATF. Each individual referred to in the first sentence of this paragraph shall, upon learning that USATF is proposing to enter into an arrangement in which he or she has financial interest, promptly notify the CEO in writing of the existence of the interest, and the CEO shall, in turn, promptly disclose the interest to those bodies of USATF involved in considering entry into the arrangement. If this provision is violated,

² This is in line with law of Virginia, the USATF’s state of incorporation. Virginia corporations law provides that “If a director is elected by a voting group of members, only the members of that voting group may participate in the vote to remove him.” Code of Virginia, § 13.1-860.B.

USATF shall have the right to recover the benefit or payment and to void the contract or transaction. The Board may waive this requirement in specific instances if it feels that it is in the best interest of USATF by a vote of at least 60%. Members must recuse themselves if the waiver is about them. The waiver shall include language identifying the best interest being served by the waiver. The Board may authorize USATF to enter into a contract with a person described in the first sentence of this paragraph if the Board finds that special circumstances exist under which USATF's interests would best be served by entering into the contract, and the Board adopts a resolution by an affirmative vote by at least 60% of its members identifying those special circumstances. All persons directly or indirectly interested in the proposed contract shall recuse themselves from deliberations related to the contract.

56. Operating Regulation 16-G sets forth the powers and duties of the Ethics Committee, which include the authority to "Investigate complaints relating to conflicts of interest" and "issue advisory opinions regarding potential conflicts of interest", as well as the authority "to determine whether to conduct an investigation concerning an alleged conflict of interest," to "report its findings and recommendations to the Board," and to "recommend[] disciplinary action" pertaining to an alleged conflict of interest before the NABR under Regulation 21.

THE FEBRUARY 2018 RESOLUTION IS INVALID

57. The February 2018 Resolution falsely characterizes "the award of the 2021 World Championships to TrackTown." As the Board is well aware, USATF executed the Application to Stage the 2019 IAAF World Championships, along with the Event Organization Agreement that eventually supported the IAAF's decision to award the 2021 World Championships. In fact, USATF CEO Max Siegel and then USATF President Stephanie Hightower (USATF's then representative to the IAAF) signed the application documents. USATF actively and publicly promoted the bid, and after the controversial award to Doha for 2019, USATF continued its advocacy for bringing the 2021 World Championships to Eugene. At all relevant times USATF had representation on the IAAF through its "IAAF Council Member from the U.S.A," who serves on the USATF Board.

58. The February 2018 Resolution identifies no source of authority in the Bylaws or Operating Regulations, or any other source of authority, to support the motion as written, or the

power of the Board to take the actions described in the Resolution.

59. The Bylaws and Operating Regulations do not empower the Board to place the USATF President on “administrative leave,” temporary or otherwise.

60. To the extent that the February 2018 Resolution purports to invoke Article 10-F, such invocation is invalid. Article 10-F applies only to “Succession and vacancies”. At the time of the February Resolution, there was no “vacancy” in the Presidency. Mr. Lananna was present and able in mind and body to serve his role. The plain language of the Bylaw confines the discretion of the Board, when the “President is temporarily unable to serve” and a vacancy arises, to fill the vacancy *temporarily*. Article 10-F. The Board may not create the vacancy, as that would violate Articles 10-F and 10-G of the Bylaws.

61. Mr. Lananna has at all relevant times been of sound mind and body, ready and able to fully perform the duties of USATF President, as he did for more than a year prior to the February 2018 Resolution. He remains able and willing to serve.

62. The February 2018 Resolution makes no reference to any fact in support of a determination that Mr. Lananna had become unable to fulfill the roles, responsibilities and duties of the office of President set forth in the Bylaws and the Operating Regulations. The February 2018 Resolution does not cite a single failure to perform any such duty.

63. Moreover, the February 2018 Resolution makes no finding that Mr. Lananna violated the October 2017 Agreement, nor has Mr. Lananna ever been accused of such a breach. Under the October 2017 Agreement, the USATF explicitly disavowed the existence of any violation of USTAF’s conflict of interest policies by Mr. Lananna, and has never articulated any violation since then. Even if the Board alleged such a breach, which it does not, such allegation would not support the February 2018 Resolution as a self-help enforcement remedy. Such alleged violation could not result in Mr. Lananna being temporarily unable to serve. At best, such violation could be considered by the Membership delegation as potential “cause” for removal, pursuant to a two thirds vote.

64. The February 2018 Resolution fails, and does not even attempt, to establish any

nexus between the existence of an investigation by any government agency into the IAAF's award of the 2021 World Championships and any question over Mr. Lananna's ability to serve as USATF President. The February 2018 Resolution fails to identify a single Presidential responsibility, duty or role that Mr. Lananna is unable to fulfill or would be unable to fulfill due to the existence of the investigation.

65. There is no information to support a belief that Mr. Lananna is other than a cooperating witness to the investigation. Mr. Lananna's counsel, an officer of the courts of the United States, has provided a letter to the Board confirming that the U.S. Attorneys' Office for the Eastern District of New York represented that Mr. Lananna is not a target of the investigation. Indeed, after the adoption of the resolution, USATF publicly acknowledged that it has no reason to believe that Mr. Lananna have done anything wrong: "USATF has no reason to believe TrackTown and/or Mr. Lananna have done anything wrong and understand that they have been told that they are not a target of the investigation," USATF board chair Steve Miller said." <http://www.usatf.org/News/Lananna-placed-on-temporary-administrative-leave-f.aspx>.

66. Correspondence to the Board from Mr. Lananna's counsel, who represented Mr. Lananna in connection with his communications with law enforcement, has represented without contradiction that Mr. Lananna was merely a witness and did nothing wrong. **Exhibit B.**

67. The February 2018 Resolution fails to make any account whatsoever for the fact that Mr. Lananna was approached by the investigating authorities to provide information. Yet the Resolution treats the mere fact that Mr. Lananna was approached by law enforcement in the course of its investigation as the predicate for a so-called "conflict of interest" and his indefinite removal from office. The Resolution falsely equates a non-existent "conflict of interest" with a non-existent inability to serve.

68. There is nothing "temporary" about the purported "inability to serve" or the "administrative leave" set forth in the February 2018 Resolution. The duration of "administrative leave" and the purported "inability to serve" have nothing to do with Mr. Lananna's condition – physical, psychological, or otherwise. To the contrary, the duration of the purported "temporary

inability to serve” and the “temporary administrative leave” are dependent on arbitrary external factors that are by their nature indefinite, *i.e.* the unknown and unascertainable duration of an unspecified investigation by law enforcement, and the absurd and speculative scenario in which a law enforcement agency would declare the innocence of one third party (Mr. Lananna) to another third party (USATF). Federal law enforcement agencies rarely, if ever, publicly announce the closure of investigations or confirm findings of “no wrongdoing.” USATF cannot credibly claim otherwise. *See Exhibit B.*

69. The indefinite, if not permanent, effect of the February 2018 Resolution is demonstrated by the fact that more than a year has elapsed since the resolution was passed and there is no sign that any of the arbitrary conditions for reinstating Mr. Lananna will be met at any time prior to the next Annual Meeting, let alone prior to the expiration of Mr. Lananna’s four year term, if ever. Consequently, the USATF Membership is deprived of its elected President and is deprived of an opportunity to elect a new President, including the opportunity to re-elect Mr. Lananna. In sum and substance, the Board Chairman, and the Board members who voted in favor of the February 18, 2018 Resolution, have stolen the USATF Presidency and Board Chair from the Membership.

70. The amendments to Article 10 that became effective after the 2018 Annual Meeting fundamentally altered the leadership of USATF by ensuring that the Membership held the power to elect the USATF President *and* the Board Chair, thereby increasing the influence of the Membership over the governance of USATF. The 2018 Resolution, by supplanting Mr. Lananna as President, and replacing him as President, and now Board Chair, with a person who was never elected by the Membership, supplants and upends the Bylaws changes adopted by the Membership in 2016.

71. The February 2018 Resolution improperly references a purported “conflict of interest” without any supporting facts and in disregard of the substantive and procedural requirements of Bylaws Article 18-K and Operating Regulation 16-G. The February 2018 Resolution fails to articulate how the existence of an investigation gives rise to a “conflict of

interest” and fails to cite a single fact or reason to support a determination that there is a divergence of interests between Mr. Lananna’s and USATF.

72. The February 2018 Resolution cites “Mr. Lananna’s Role as the President of TrackTown, both at the time the bid was awarded and currently,” as a further predicate for his purported “inability to serve” as of the date of the February 2018 Resolution. These roles, however, were common knowledge to the Membership of USATF when Mr. Lananna was elected as President. USATF’s admission that the February 2018 Resolution is predicated on roles that Mr. Lananna held *both before and during his Presidency* demonstrates that Mr. Lananna’s ability to serve has not changed since he was elected. What is evident are the means by which certain members of the Board have chosen to interfere with Mr. Lananna’s Presidency, his ascendency to Board Chair under the amended Bylaws, and the legitimate governance of USATF.

73. Moreover, Mr. Lananna resigned from the TrackTown and other roles in July of 2018, eliminating the purported “conflict” issue (which the USATF Board had already disavowed under the October 2017 Agreement). The improper intent of certain USATF Board Members and the Chair was nevertheless betrayed by the Board Chair in writing when he communicated an offer on behalf of the Board to reinstate Mr. Lananna but only on conditions of fealty to then Board Chair Miller and a Vice Chair to be named in place of Mr. Lananna (in violation of the Bylaws). Miller, and other Board Members who supported the February 2018 Resolution, were facing the end of their terms under the current Bylaws. Because accepting such a corrupt proposal by an otherwise term limited Board Chair would constitute an abdication of his duties to the Membership as President under the Bylaws, and an affront to the integrity of the sport of track & field, Mr. Lananna summarily rejected the proposal.

74. No USATF Member, nor any Association or Committee, has ever filed a grievance against Mr. Lananna for any reason. Allegations that Mr. Lananna is “conflicted” or has done bad things, and other assaults on his character give the Board no power to act against him. That power, to remove the President for “good cause” on a two thirds vote, is exclusively reserved to the Membership. Moreover, the Membership has not taken any action to exercise its exclusive rights

under the Bylaws to remove Mr. Lananna for good cause under Article 10-G.

75. The Bylaws and Operating Regulations explicitly distinguish between (1) “conflicts of interest” as a predicate for disciplinary action, (2) “good cause” as a predicate of removal of the President from office by delegates of the Membership, and (3) the specific circumstance of a President becoming “temporarily unable to serve” as the predicate for filling a “vacancy.” On its face, and in light of the history of antagonism between certain Board Members, the Chairman and the CEO on the one hand, and Mr. Lananna in his role as President on the other hand, the February 2018 Resolution constitutes an unauthorized and unlawful attempt by the 2018 Board to discipline and punish Mr. Lananna and to ostracize him from his legitimate Presidency. The Board has no such power.

76. The February 2018 Resolution cites no authority, and there is none, for the Board to declare an unsubstantiated “conflict of interest” as a basis to relegate the President to “temporary administrative leave” and to declare him “temporarily unable to serve”. Moreover, Article 10-G prohibits the Board from removing the President as Vice Chair, reserving such powers exclusively to the delegates of the Membership for “good cause.”

77. In circumventing and violating the Bylaws and the Operating Regulations, the Board has usurped the authority of the Ethics Committee and deprived Mr. Lananna of the due process to which he would be entitled in the event of an actual conflict of interest situation.

78. On information and belief, the Board disregarded the USATF’s own “conflicts of interest” rules and procedures embodied in the Bylaws, Operating Regulations and Ethics Code because it knew that there was no basis to assert a “conflict of interest” under USATF’s governance documents.

79. Notably, within a day of adopting the Resolution, which couched the purported “conflict” in relation to “a potentially serious criminal matter,” the Board publicly contradicted the innuendo of the Resolution with a statement that its action was merely “to help eliminate *potential* conflict of interest concerns” and that USATF “has no reason to believe TrackTown and/or Mr. Lananna have done anything wrong.” In doing so, the Board misleads the public and the delegates

of the Membership and abandons wholesale its obligation under the Bylaws to ensure that USATF is “responsible to its constituency.” Article 3-B-1.

80. The February 2018 Resolution is invalid and void.

81. As late as October of 2018, then Board Chair Steve Miller desperately lobbied other Board Members, influential Members of USATF and Mr. Lananna himself to support changes to Bylaws or other procedural and legislative action aimed at extending his tenure as Board Chair, and extending the tenures of otherwise term limited Board Members in exchange, among other things, for conditional reinstatement of Mr. Lananna. Those efforts failed, but the attempt further underscored that the problem with Mr. Lananna in the eyes of certain Board members was not the pretext of the February 2018 Resolution. Rather, it was a desire to prevent Mr. Lananna from serving the role to which he was elected by Membership in accordance with the powers the Membership vested in those roles.

82. As of today, USATF is run by an “acting” President who has never been elected, and consequently, the same person holds the title of “acting” Board Chair without ever being elected by the Membership – a Membership that rightfully voted for Mr. Lananna to be President and to become Board Chair pursuant to amended (and now operative) Bylaw Article 10.

FIRST CAUSE OF ACTION

(Violation of USATF Bylaws and Operating Regulations)

83. Mr. Lananna incorporates paragraphs 1-82, herein, and further alleges as follows.

84. In adopting the February 2018 Resolution, the USATF Board, and each member who voted in favor thereof (or failed to vote to overturn it), has violated the USATF Bylaws, including Articles 3, 10, 11, and 18, as well as Operating Regulation 16.

85. The USATF Board, and each member who voted in favor of the February 18 Resolution (or failed to vote to overturn it), took actions calculated to frustrate, compromise or otherwise vitiate the interests of the Membership of USATF, and unlawfully altered the Board composition and the Presidency in a manner than operated to disenfranchise the Membership that elected Mr. Lananna as USATF President in the 2016 Election, and further operated in effect to

remove Mr. Lananna from the office of USATF President and to replace him with an unelected person in violation of the Bylaws.

86. The USATF Board, and each member who voted in favor the February 2018 Resolution (or failed to vote to overturn it), took actions calculated to frustrate, compromise or otherwise obstruct the effect of amendments to Bylaws Article 10 adopted at the 2016 election, which by their terms would have operated to make Mr. Lananna Board Chair, in furtherance of the will of the Membership.

87. The USATF Board, and each member who voted in favor the February 2018 Resolution (or failed to vote to overturn it), took actions that otherwise interfered with the authority of the Ethics Committee and the Law & Legislation Committee, among others, in violation and disregard of the Bylaws and Operating Regulations.

88. As the duly Elected President and rightful Board Chair of USATF, and as an individual member of USATF, Mr. Lananna has standing to bring this claim on his own behalf and on behalf of the Membership.

89. Mr. Lananna and the Membership and each of them, has been harmed by the above stated actions of the Board and seeks the remedies set forth in the Prayer for Relief.

SECOND CAUSE OF ACTION

(Violation of Code of Virginia, § 13.1-860.B)

90. Mr. Lananna incorporates paragraphs 1-89, herein, and further alleges as follows.

91. As a Virginia Corporation, USATF, its Directors, and each of them, are required to comply with the Code of Virginia, as it applies to lawful corporate governance.

92. Code of Virginia Section 13.1-860.B provides: “If a director is elected by a voting group of members, only the members of that voting group may participate in the vote to remove him.”

93. In accordance by Bylaws Articles 10 and 11, the election of the President also constitutes the election of a Board Member by a voting group of Member delegates defined under the Bylaws.

94. The February 2018 Resolution constitutes an effective removal of the President as a Board Member without a vote by the voting group holding exclusive power to vote for that Board Member. On information and belief, the USATF Board, or some constituency of the Board, has treated the consolidation of the Presidency and the Board Chair roles in an acting officer holder as though a vacancy on the Board were created and has placed an additional member on the Board to occupy that purported vacancy.

95. The actions alleged herein constitute a violation of Code of Virginia 13.1-860.B by the USATF Board, and each Board member who voted in favor of the February 2018 Resolution, or who failed to vote to overturn it.

96. As the duly Elected President and rightful Board Chair of USATF, and as an individual member of USATF, Mr. Lananna has standing to bring this claim on his own behalf and on behalf of the Membership.

97. Mr. Lananna and the Membership and each of them, have been harmed by the above stated actions of the Board and seeks the remedies set forth in the Prayer for Relief.

THIRD CAUSE OF ACTION

(Breach of Fiduciary Duties)

98. Mr. Lananna incorporates paragraphs 1-97, herein, and further alleges as follows.

99. Each and every Board Member owes the USATF Membership and USATF duties of loyalty above self-interest and duties of care to fulfill their responsibilities as Board Members in accordance with applicable laws, including the Bylaws and Operating Regulations.

100. In adoption the February 2018 Resolution, or in failing to vote to overturn it, the USATF Board, and each Member who voted in favor of, or failed to vote to overturn the February 2018 Resolution, has violated his or her fiduciary duties to the Membership and USATF.

101. As the duly Elected President and rightful Board Chair of USATF, and as an individual member of USATF, Mr. Lananna has standing to bring this claim on his own behalf and on behalf of the Membership.

102. Mr. Lananna has been harmed by the above stated actions of the Board and seeks the remedies set forth in the Prayer for Relief.

PRAYER FOR RELIEF

For the reasons stated above, and such additional reasons as may be established through this Grievance, Mr. Lananna seeks the following:

- a. A ruling by the NABR in favor of Mr. Lananna on all three of Causes of Action set forth above.
- b. A declaration by the NABR that the February 2018 Resolution is invalid and void *ab initio*, or otherwise rescinding and revoking the February 2018 Resolution.
- c. A declaration of Mr. Lananna's immediate and full reinstatement to the office of USATF President.
- d. A declaration of Mr. Lananna's immediate and full reinstatement as Board Chair, in accordance with the operative Bylaws.
- e. Publication of a written statement to be approved by the NABR, and signed by the each USATF Board Member, acknowledging the invalidity of the February 2018 Resolution, apologizing to Mr. Lananna and the Membership for the Board's unjustified action against Mr. Lananna in his capacity as USATF President.
- f. Reimbursement of Mr. Lananna's attorneys' fees and costs in preparing, filing and maintaining this Grievance. This remedy is appropriate due to the harm of the February 2018 Resolution to the USATF Membership and its voting rights, and the value of Mr. Lananna's efforts to restore trust in USATF governance through the advancement of this Grievance.
- g. And such further relief that the NABR may deem proper and just.

DOCUMENTS REQUESTED

Pursuant to Operating Regulation 21-K-4, Mr. Lananna requests National Office Management produce true and correct copies of the following specifically identified documents:

1. All non-privileged communications by, between and among Board Members, National Office Staff, , including without limitation the CEO, the USATF General Counsel, the Chief Operating Officer, and any other employee of USATF concerning the February 2018 Resolution
2. All communications (including without limitation any subpoena, and any correspondence in any form) from any state or federal law enforcement agency to any Board Member or National Office Staff, including without limitation the CEO, the USATF General Counsel, the Chief Operating Officer, and any other employee or attorney of USATF that refers or relates to the 2021 IAAF World Championships, or any action by USATF relating to an effort to hold the IAAF Outdoor World Championships in the United States.

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3. All communications by and among any member(s) of the USATF Board, concerning the possible reinstatement of Mr. Lananna, or the rescission, revocation or termination of the February 2018 Resolution.
4. All communications of the CEO concerning the February 2018 Resolution.

Respectfully Submitted,

Dated: February 15, 2018

COOLEY LLP

By: 

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Attorneys for Complainant,
VINCENT LANANNA

EXHIBIT A

WHEREAS, Steve Miller, Chair USATF Board of Directors, Vin Lananna, President USATF, Mike Conley, Chair of USATF High Performance Division and Jeff Porter, Chair, USATF AAC Committee agree as of this 16th day of October, 2017 to the following terms in an effort to move the organization forward in a direction that clarifies roles and responsibilities.

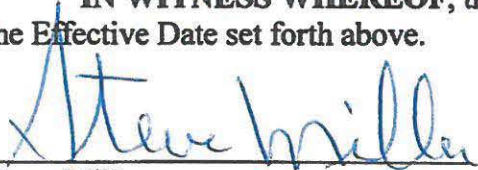
NOW THEREFORE, in consideration of the terms, covenants, and conditions herein set forth, the actions taken pursuant thereto, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties do hereby mutually agree as follows:

- Mr. Lananna will agree to abide by the terms of the Resolution by the USATF Board of Directors, passed on October 7, 2017, related to his conflicts of interests and attached hereto.
- As long as Mr. Lananna is affiliated in any capacity with the outside organizations, as identified in the USATF Board of Director Resolution dated October 7, 2017, or any other entity or association related to track and field as defined as an Outside Organization in that same resolution, he agrees to never act as immediate supervisor of the CEO under USATF Article 10-B-1-d, with those duties being entrusted to the USATF's Board's Vice Chair.
- Mr. Lananna will otherwise abide by all provisions regarding conflicts of interest in USATF's charter documents, including the bylaws and Code of Ethics, equally applicable to all officers, Board members, and other Interested Persons.
- Mr. Lananna will work with the USATF Board of Directors, Mr. Conley and Mr. Porter in the ongoing, and any of the 2017 USATF Law and Legislation process to achieve the following:
 1. The withdrawal of the L&L proposal raising the vote of the Board from two thirds to 80 percent for removing the President as Board Chair.
 2. The withdrawal of the L&L proposal amending Article 10 (and including companion submissions) establishing an elected Vice President and Board Vice Chair. The Board will continue to elect its Vice Chair.
 3. The withdrawal of the L& L proposal amending Article 11-F-3 adding the President as the non-voting chair of the Nominating and Governance Panel. There will be no changes to that existing provision.
 4. There will be no resolution or legislation to install the President as Board Chair prior to the close of the 2018 Annual Meeting.
 5. The above efforts will extend to any amendments made directly to the membership (body) on the floor of the Annual Meeting or in any other manner.

This agreement in no way changes the provision of Article 10 that shall take effect after the 2018 Annual Meeting.

The parties agree that this agreement does not constitute an accusation by USATF, or an admission by Mr. Lananna, that Mr. Lananna has in any way acted in any manner to violate USATF's conflict of interest policies.

IN WITNESS WHEREOF, the parties have entered into this Agreement as of the Effective Date set forth above.



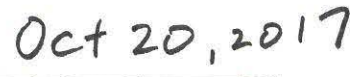
Steve Miller



Date



Vin Lananna



Date

Michael Conley

Date

Jeff Porter

Date

RESOLUTION

WHEREAS, the Board of USA Track and Field, Inc., a Virginia nonstock corporation (“USATF”), recognizes the importance of ensuring that all of the directors and officers of USATF protect the integrity of USATF by avoiding conflicts of interest or the appearance thereof;

WHEREAS, Vin Lananna, President, director and possible future Chair of USATF and member of the USATF Foundation, as a representative of USATF (collectively, the “USATF Roles”), has certain outside affiliations that heighten the risks of conflicts of interest and the appearance thereof; and

WHEREAS, **the Board desires to govern the conduct of Mr. Lananna** with respect to such outside organizations, specifically: (a) TrackTown USA and its affiliates (including The TrackTown Summer Series); (b) The Oregon Track Club Elite; (c) Oregon 21; and (d) any other entity or association related to track and field with which Mr. Lananna becomes affiliated or has a relationship (collectively, the “Outside Organizations”).

NOW, THEREFORE, BE IT RESOLVED, that **during the course of any of his USATF Roles and otherwise within the USATF structure, Mr. Lananna will:**

- not participate in any discussions, evaluation or voting and otherwise completely recuse himself regarding any matter where he has any outside personal interest or where any of the Outside Organizations has any interest;
- not participate in any confidential discussions involving a competitor of any of the Outside Organizations;
- not participate in any discussions, planning or assessment regarding the bidding process for any USATF event in which any of the Outside Organizations may bid;
- **not participate in the general oversight, implementation or management of any contracts and/or matters where he has any director or indirect personal interest;**
- not: (a) advocate for the interests of any Outside Organization in communications with USATF sponsors or partners where the communication is in the context of the applicable USATF sponsorship or partnership (for the avoidance of doubt, where the sponsor also happens to be a sponsor of an Outside Organization, the foregoing would not prohibit Mr. Lananna from communicating with such sponsor where the communication is in the context of the sponsorship of the Outside Organization); or (b) advocate for the interests of any Outside Organization in communications with IAAF;
- not pressure or attempt to influence USATF staff to make decisions that would favor or benefit any Outside Organization;
- otherwise abide by all provisions regarding conflicts of interest set forth in USATF’s charter documents, including the bylaws and the Code of Ethics.

EXHIBIT B

WILLKIE FARR & GALLAGHER LLP

1875 K Street, N.W.
Washington, DC 20006-1238

Tel: 202 303 1000
Fax: 202 303 2000

February 12, 2019

VIA EMAIL

Michael Conley
Interim President and Vice Chair
USA Track & Field
130 East Washington Street, Suite 800
Indianapolis, IN 46204

Re: Vin Lananna

Dear Mr. Conley,

I am writing to you in my capacity as counsel to Vin Lananna with regard to an investigation being conducted by the United States Attorney's Office for the Eastern District of New York. Vin has asked me to provide an update to you and the USATF Board on his status and cooperation with the government.

The investigation first came to Vin's attention in July 2017 when he was served with a grand jury subpoena both for testimony and for documents. This is a routine mechanism by which witnesses are asked for testimony or documents or both. Immediately upon service of the subpoena, we contacted the U.S. Attorney's Office on behalf of Vin and pledged his and our full cooperation with the investigation. Vin's obligations under the subpoena were suspended, and Vin was never called to testify.

Instead, on October 10, 2017, Vin agreed to sit for an interview at the U.S. Attorney's Office in Brooklyn. During that interview, Vin answered each and every one of the questions posed to him. Following the interview, in February 2018, we produced on Vin's behalf a small number of documents to further aid the U.S. Attorney's Office in its investigation. Since that time, Vin has had no substantive contact with the U.S. Attorney's Office and nothing further has been requested of him.

February 12, 2019

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Based upon representations made to me by the U.S. Attorney's Office, Vin has never been a target of the investigation nor was there ever any indication that he had been accused of wrongdoing in connection with the investigation. In my experience, this course of events is very typical for any individual who is deemed to be a witness in a grand jury investigation. As is typical in these types of investigations, we have not received any formal notification that the investigation has been closed. However, the fact that approximately one year has elapsed since our last substantive contact with the U.S. Attorney's Office is indicative of the fact that the government no longer needs Vin's cooperation; hence, we are closing our file.

Moreover, having reviewed all the information and evidence available to me, it is my opinion that Vin's conduct in connection with the pursuit of the 2021 World Championship for the City of Eugene, Oregon, was and has been entirely appropriate, totally above board, and with no hint of any wrongdoing whatsoever.

In short, nothing with respect to the investigation or Vin's cooperation therewith has impacted, or is likely to impact in the future, Vin's ability to fulfill his duties and complete his term as President of USATF.

Sincerely yours,



Martin J. Weinstein