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Letter from the Board President and CEO

20/20 Vision to Ensure Member ACCESS and the Future of Our Association

Just as a good project management guides construction, strategic planning helps an association build for the future. Since 2004, the International Code Council has followed the course outlined in the Blueprint to the Future strategic plan. It was originally designed to be a five-year outlook, but due to one of the worst recessions in history the ICC Board of Directors and Senior Management Team wisely decided to adjust the plan to ensure the long-term growth and health of our association.

With improved economic conditions and 2015 on the horizon, the ICC Board and staff are again adjusting the plan that has taken on a new name: 20/20 Vision, ICC Strategic Plan for the Future. A steering committee lead by Vice President Guy Tomberlin analyzed ICC’s business model and assessed its viability to sustain our association. The committee’s initial recommendations were approved by the ICC Board last fall. In July, the Board also approved the committee’s Phase II recommendations that resulted in minor but important changes regarding the association’s need to continue focusing on core strengths.

The updated plan strikes a new balance between ICC as a business being Member focused and ICC as an association being Member driven. And while the committee review process revealed that existing Blueprint goals and objectives were generally in alignment with ICC’s strategic direction, some modifications were made to the updated plan to clarify intent and in the alignment of specific objectives:
Letter from the Board President and CEO

Business Growth
ICC will evolve and expand toward new business opportunities while focusing on its core competency of developing codes and standards.

Core Function
ICC will continue to ensure the I-Codes are the most universally used and accepted model codes and standards in the built environment.

Customer Value
ICC will be acknowledged for exceptional products and services and as the best source of solutions for Member and customer needs.

Policy and Thought Leadership
ICC will be recognized as the advocate and credible expert for those involved in the built environment.

Social Responsibility/Visibility
ICC will support Members in being visible and socially responsible in their communities through expertise and professionalism with the use of ICC products and services.

Several initiatives were implemented this year to play key roles in the long-term growth and sustainability of our association:

- The successful launch of cdpACCESS ushering in the future of code development.
- A new five-part education strategy supporting career growth and advancement.
- The ICC Evaluation Service expanding its efforts in the U.S. and globally.
- And the International Accreditation Service surpassing the $5-million mark in revenue for the first time in the subsidiary’s history.

Through June, ICC’s year-to-date 2014 financial performance showed revenues increased 23 percent compared to the same period last year. Year-to-date net margin increased 62 percent compared to 2013, and operating cash and investments rose by $5.7 million in the first six months of 2014.

Our resolve to our core functions of developing model codes and standards and support for building safety professionals continues unabated. We are seeking new avenues and partnerships to sustain the long-term value of our association. And we are doing so with an ultimate goal of helping you in creating better buildings and safer communities.

Stephen D. Jones, CBO
President
ICC Board of Directors

Dominic Sims, CBO
Chief Executive Officer
International Code Council
ICC Board of Directors

President
- Stephen D. Jones, CBO
  Construction Official
  Millburn Township, New Jersey
  Borough of Florham Park, New Jersey

Vice President
- Guy Tomberlin, CBO
  Branch Chief, Residential/Light Commercial Inspections
  Department of Public Works and Environmental Services
  Fairfax County
  Fairfax, Virginia

Secretary/Treasurer
- Alex "Cash" Olszowy III
  Building Inspector Supervisor
  Lexington Fayette
  Urban County Government
  Lexington, Kentucky

Immediate Past President
- Ronald E. Piester, AIA
  Director, Division of Code Enforcement and Administration
  State of New York
  Albany, New York

- Robert G. Boyer, CBO
  Codes, Products and Training Coordinator
  Palm Beach County Planning, Zoning and Building Department
  Palm Beach County, Florida

- Jim H. Brown, CBO, CFPS
  Deputy Building Official
  Gillette, Wyoming

- William R. Bryant, MCP
  Code Enforcement Administrator
  Department of Inspections and Permits
  Anne Arundel County, Maryland

- Robert Drexler
  Fire Marshal
  Greece, New York
▪ ICC Board of Directors

▪ Patrick Parsley, CBO
  Community Development Director/Building Official
  Hiawatha, Iowa

▪ Lynn Underwood, CBO, MCP
  Code Official
  City of Norfolk, Virginia

▪ Ravi Shah, Assoc. AIA, CBO
  Director of Urban Development
  Carrollton, Texas

▪ Greg Wheeler, CBO
  Chief Building Official
  Thornton, Colorado

▪ Jay Elbettar, PE, CBO
  Building Official
  Mission Viejo, California

▪ M. Dwayne Garriss
  State Fire Marshal
  State of Georgia
  Atlanta, Georgia

▪ Gilbert Gonzales, Jr., CBO
  Chief Building Official
  Murray City, Utah

▪ Ronald E. Hoover, CBO, MCP
  Director of Building Inspections/Fire Chief
  City of Marion/Alburnett Fire Department
  Marion, Iowa

▪ Tina Rakes
  Codes Administrator
  Baldwin City, Kansas

▪ Richard C. Truitt Sr.
  Deputy Code Director
  Harford County, Maryland
ICC Executive Management

- Dominic Sims  
  Chief Executive Officer

- John Belcik  
  Chief Operating Officer/Chief Financial Officer

- Mark Johnson  
  Executive Vice President and Director of Business Development

- Michael Gardner  
  Executive Vice President of Compliance Programs
As Secretary/Treasurer of the International Code Council Board of Directors, it is my privilege to report to the Membership on the financial position of the association.

The ICC Board remains focused on the association’s Mission to provide the highest quality codes, standards, products and services for all concerned with the safety and performance of the built environment.

We have begun to see signs of a sustained recovery in the housing and commercial real estate markets. We remain optimistic that the U.S. economy will continue to improve. We are confident that working together we will continue to meet the challenges and continue to succeed in our Mission.

In 2013, ICC consolidated revenues were $57.7 million, an increase of $6.9 million compared to 2012. The 2013 expenses were $53.2 million, a decrease of $3.8 million compared to 2012. The three-year code adoption cycle improved substantially during 2013 from its low point in 2012. The cyclical improvement has continued into 2014 with the launch of the 2015 I-Codes and multiple state adoptions. ICC Evaluation Service and the International Accreditation Service revenues are also ahead of the prior year. We expect revenue from the sale of goods and services to exceed our 2014 budget target and anticipate we will exceed our operating net margin target for 2014.

Our recent financial performance allowed us to replenish ICC’s cash reserves that were drawn down during the economic downturn and slow recovery. Improved finances allow ICC to maintain a robust package of Member benefits, including a full-day Chapter Education benefit, free code opinions, special pricing on ICC products, Code of Honor Scholarships, Chapter outreach efforts, the ICC Annual Conference and other Membership Department support programs.

We are also investing in technology which is key to ICC’s future. In 2013-14 we successfully launched the cdpACCESS™ system that provides greater access to and participation in the code development process. The cdpACCESS system received 525 code changes for Group C codes. Since the publishing industry continues to evolve toward digital publications, ICC has invested in this technology to provide enhanced publication options for our Members. More Members and other customers are choosing to transact online with ICC. We have begun a redesign of the website and plan to launch in 2015. The new website design will make it easier for Members and all customers to do business with ICC.

We continue to manage working capital, accounts receivable and inventory, to help maintain cash reserves. Accounts receivable increased in 2013 due to the increase in sales for the year. We continue to reduce inventory while maintaining the ability to service our orders. Steady reductions in inventory have allowed ICC to reduce the square footage in its warehouse by 70%. Working capital management is of critical importance to maintaining cash flow. As a percentage, inventory and accounts receivable were less than 8% of total revenue in 2013 and below 18% of revenue for a ninth consecutive year.

Charts demonstrating ICC’s recent growth in net assets and cash reserves are below. The 2013 audited financial statements are also included as part of this 2014 annual report.
ICC Members contribute to building safe and resilient communities each and every day.

ICC provides ACCESS to valuable processes and resources to eliminate limitations and barriers for our Members, so together, we can protect the health, safety, and welfare of the public we serve by creating resilient structures and safer communities.

The story of the building safety community is told when:

- lives are saved because a structure doesn’t collapse during an earthquake,
- injuries and death are avoided when a smoke alarm warns residents of a fire,
- a safe room protects a family during a tornado, hurricane or other high-wind event,
- everyone can enjoy ACCESSibility to the places they need to go, and
- future generations have ample resources—water and energy—to sustain life in a comfortable, safe built environment.

While prevention and code compliance often go unnoticed, everyone notices when they don’t occur.

The ICC team recognizes the impact on public safety of the work of our Members and partners toward achieving these goals.

We recognize that most of the time our Members are unsung, silent heroes.

We recognize the sacrifices of our many volunteers.

We recognize and applaud each and all of these attributes by those who are the People Helping People Build a Safer World.

We are very proud to be a part of this incredible community.
- ICC Program Profiles and Highlights
All activities of our dedicated Member Services staff focus on a primary purpose: to provide exceptional support to ICC’s most important resource—our Members. The department includes Member Services, Chapter Relations and the ICC Customer Call Center.

Member Services maintains accounts for existing ICC Members and actively recruits new Members. Voting eligibility for Governmental Member Voting Representatives as well as Member benefits are managed through Member Services. Member Services staff also provide support to ICC’s Membership Councils. More than 1,100 ICC Members participate in at least one Membership Council. The Councils meet regularly and provide valuable feedback to the ICC Board and staff. Each Council also sponsors its own programs and activities.

The ICC Customer Call Center representatives are available 7:00 a.m.-7:00 p.m. Central Time, Monday through Friday. Representatives handle an average of 5,600 calls per month, or 67,000 annually. Most calls (98%) are answered within 10 seconds.

Chapter Relations works with Chapters and Regions as they provide significant support for the code development process, I-Code adoptions and other important activities. Chapters receive valuable benefits and services designed to help strengthen all ICC Chapters. The number of ICC Chapters grew to 358 over the past year. Those newest ones are:

- Wisconsin Fire Inspectors Association—Area 1
- ICC Region I
- Western Arizona Fire Marshal’s Association
- Greater Houston Fire Marshal’s Council
- Building Inspectors Association of Northeast Wisconsin
- Texas Fire Marshal’s Association
- Lawson State Community College (Ala.)

Feedback from Chapter officers and Members is always welcome. The email address is chapters@iccsafe.org.
**Technical Services** consists of two primary activities: Codes and Standards Development and Architectural and Engineering Services.

Codes and Standards Development is currently in the process of concluding the 2015 edition code change cycle, Group C. Administering the code change cycle in exact compliance with code development procedures in support of 15 individual codes is a challenge the Department is always well prepared to achieve. **Participation by our Members and other stakeholders in this process is vital to the advancement of building safety and public welfare.**

Of great significance this year toward expanding participation in code development, was the launch of cdpACCESS™ in cooperation with other ICC departments. The cdpACCESS system, designed to allow participation in the ICC Code Development Process without attending hearings in person, is revolutionizing the ability of participants to impact the process and the resulting code content. cdpACCESS includes three primary components:

- Online submittal of code changes and public comments
- Online collaboration among self-interested parties and stakeholders; and
- Online voting of Committee Action Hearing Assembly floor motions and Public Comment Hearing final code change votes.

cdpACCESS is being used for the entire 2014 Group C Code Development Cycle of the *International Green Construction Code*. It also will be live for the Group A code change proposal submittals on November 15, 2014.

The Codes and Standards Development team provides support to code development committees, and codes and standards committees, including the activities of the new Codes and Standards Council and four new Code Action Committees. **Members, partners and all volunteers participating on code committees help drive the Code Development Process.**

Our team also maintains ICC standards through the ANSI process as an extension of code requirements to further support ICC’s mission. In addition to ICC’s existing standards, the following standards projects are currently underway:

- ICC 802 Landscape Irrigation Sprinkler and Emitter Standard
- ICC 900 Solar Thermal Systems Standard
- ICC 901 Solar Thermal Collector Standard
- ICC 1000 Commissioning Standard

**Members have access to free code opinions—contributing further to building safety.**

The Code Council’s technical support is one of the most sought after services we provide to our Members. Our knowledgeable technical staff provides expert advice, code opinions (verbal or written) and committee interpretations to more than 50,000 ICC Members as a benefit, at no additional cost beyond the Membership fee. We provide approximately 62,400 code opinions a year. We have processed at least 684 requests for committee interpretations since 2002. Pending interpretations are posted for Member review and comment.

ICC Technical Services delivers on-demand plan review services as a resource to aid Members and other jurisdictions in the timely examination of construction documents submitted with a building permit application.

Plan reviews are prepared by licensed and ICC-certified engineers and architects who understand the ICC *International Codes* and legacy model codes better than any other plan review service in the building industry.
The **Training and Education Department** delivers high-quality, comprehensive code training from expert instructors. ICC educational programs are accredited by the International Association of Continuing Education and Training, provide Continuing Education Units, and support the career growth and advancement of ICC Members and all building industry professionals.

Efforts are underway to implement the education strategy approved by the ICC Board of Directors. This five-part strategy consists of delivering premium core training; creation of a preferred provider program and expanded network of high-quality training offerings; enhancements and improvements in the delivery of online training; a retooling of our education committee and Board for International Professional Standards (BIPS); and lastly, an emphasis on staffing for the future.

In the past year, we implemented a major review of both seminar workbooks and instructors to improve the quality of programs and the user experience. We offered approximately 500 seminars across the United States, to about 20,000 participants. We strengthened partnerships with ICC Chapter Institutes and education programs, and had strong participation in programs such as:

- Educode (Southern Nevada Chapter)
- Johnson County Contractor and Code Training
- Colorado Education Institute (Colorado Chapter)
- Utah Chapter Education
- Washington Association of Building Officials Education
- The Building Professional Institute (Building Officials Association of Texas and the Construction Research Center at the University of Texas at Arlington)

We are working on a new program, the ICC Preferred Provider Program, to establish new partnerships with ICC Chapters, building-related associations and organizations, educators, and manufacturers, to broaden educational opportunities in the construction field and code administration. The Preferred Provider Program has the potential to benefit all code and construction professionals who seek training, as well as ICC Chapters and others who develop and deliver training. This program will be available in the 4th quarter of 2014.

Premium Core Training is also offered by our department and makes available to jurisdictions the tools for the adoption of the 2015 I-Codes. These tools include Update and Significant Changes seminars for the 2015 International Building, Residential, Fire, Plumbing, Mechanical, and Fuel Gas Codes.
The Certification and Testing (C&T) Department provides the industry’s most fair and reliable building safety examination programs used to assess the competency of building professionals at the local, state, national and global levels.

The outlook for C&T continues to be strong with more than 35,000 exams administered in 2013 and the anticipation of closing this year with continued steady growth. In response to the release of the new 2015 International Codes, C&T will begin administering testing on these codes for the traditional paper/pencil-based exams on January 1. Computer-based testing (CBT) will be available on July 1. To make it more convenient and accessible for ICC Members, 20 new CBT test sites were added this year bringing the total to nearly 400 sites.

The Code Council’s reputation as a provider of defensible, fair and reliable examination programs used to help assess the competency of building professionals has grown beyond the U.S. borders with the first international CBT launching in British Columbia, Canada. The Code Council has received interest in setting up similar C&T programs based on its current model from global partners.

As we enter the last quarter of 2014, we are proud to report that more than 52,000 individuals maintain certification in one or more categories with ICC, totaling more than 160,000 current certifications.

C&T is pleased to report the following 2014 highlights:

- New wallet card coming at the end of this year that uses barcodes to retrieve data and will allow for convenient, up-to-date online access to Member and certificate holder credentials.
- First international computer-based testing platform for the transition of Canadian testing programs for the Building Officials Association of British Columbia and the Plumbing Officials Association of British Columbia.
- Nearly 700 code enforcement departments now have ICC certification for 100 percent of their technical staff thanks to the Get Everyone Certified campaign sponsored by Target Corporation.
- Formalization of reciprocity programs with state fire colleges to recognize their ProBoard-accredited certification, meaning a larger number of certified individuals will have access to ICC and its benefits.
- New or extended contracts for testing programs across the U.S. and Canada, to better serve and provide access for a larger number of individuals wishing to show competency in the building-safety field.
- Updated exams to cover the 2015 International Codes for administration beginning in January.
- C&T Exam Development Committees have focused on adding exam content related to the “soft skills” often required by code professionals to do their jobs.
- New examinations in the fire services field for individuals working with fire alarms and commercial fire sprinklers.

In 2015, we intend to refine and improve the skill set of the Certification and Testing team; explore innovative testing delivery methods; release a new suite of exams based on the 2015 I-Codes; and work with partners to develop new certification programs reflecting ICC’s mission of bringing safety and sustainability to the built environment.
The release of the 2015 International Codes in conjunction with key support products such as the Significant Changes publication series and training courses was the Business and Product Development (BPD) Division’s most significant accomplishment this year. The electronic versions of the 2015 International Codes now come with enhanced redline/strikeout/underline features that enable code users to better identify changes between code editions and facilitate jurisdictions in their adoption efforts.

All of the 2015 codes, with the exception of the International Green Construction Code (IgCC), were released on June 1. The IgCC is in Group C. Its Public Comment Hearing will be held in October. Release of the 2015 IgCC is planned for April.

During the year, ICC also continued to expand the number of related reference standards that are available in electronic format in an effort to be a single point of contact for its members. Recognizing the importance of having laws readily accessible to the public, ICC has increased the number of building codes and standards available for free viewing.

The primary goal of BPD is to increase the availability and timeliness of ICC publications, information access, and support of ICC’s enhanced educational offerings for our Members and others in the building construction community. By using the technical expertise of ICC staff, consultants, authors and partner associations, we offer new publications and services that strengthen the position of ICC as the premier provider of information for codes and standards professionals.

Several titles in the Significant Changes Series—the 2015 International Building, Residential, Fire, Plumbing, Mechanical, and Fuel Gas codes—were released in July. Important topics of special inspections and inspector soft skills were addressed in two new publications, Special Inspection Manual and Inspector Skills. Work on the Code Essential series is near completion with titles on Building, Residential, Fire and Energy Code planned for release in 4th quarter of 2014. Work on another notable series, the 2015 Study Companions, is making progress toward a planned release in 1st quarter of 2015.

Along with the 2015 International Codes, many updated custom codes were also released this year. Some of the jurisdictions that came out with new codes include Arkansas, Los Angeles County, the City of Los Angeles, Michigan, New York City, Oregon, Virginia, Seattle and Washington, D.C. We also experienced the influence of the International Codes globally with the recent release of seven custom codes for Abu Dhabi and interest continues to spread to other countries.

Continuing to build on the strength of partnerships, BPD expanded ICC’s publication offerings in specialty areas, often in conjunctions with partners such as APA-The Engineered Wood Association, Federal Emergency Management Agency, Institute for Market Transformation, Masonry Institute of America, McGraw-Hill, S. K. Ghosh and Associates. Partnerships are key to BPD’s success allowing ICC to offer high-quality support resources in specialty areas of building design and construction to a large number of customers through a variety of distribution channels.


Employing the latest technology, we will strive to offer a variety of convenient and flexible formats for access to our resources including online delivery, Apps, ePubs, downloads, interactive media, CDs and DVDs.
Advocacy – Telling Your Story to Build a Safer World

The Government Relations (GR) Team serves Members and advances the mission of ICC by supporting the adoption and use of the International Codes and the code development process. For complete information on adoptions, please visit the Government Relations page on the ICC website, www.iccsafe.org/GR.

GR advocates on behalf of our Members’ interests and promotes ICC resources. The GR team accomplishes this through targeted, direct advocacy and forging strategic alliances with entities that have objectives compatible with the Code Council’s vision and mission. For example, GR submitted several statements in response to Federal Register notices on a range of areas where the use of ICC codes and standards support safety initiatives of governmental departments.

GR positioned ICC in a leadership role at the BuildStrong/Congressional Fire Services Institute Briefing, including ICC CEO Dominic Sims’ participation on a panel featuring six Congressional Members speaking in favor of using building codes to mitigate damage from disasters and to build more resilient structures.

Building Safety Month

This year marked the 34th annual Building Safety Month (BSM) campaign. The general theme was “Building Safety: Maximizing Resilience, Minimizing Risks” and each week had a specific focus: fire safety, weather/storm preparation, outdoor safety, and energy efficiency. BSM was recognized for the fourth year in a row with a Presidential Proclamation. There were also remarks by U.S. Representative Peter Welch (Vt.) in the Congressional Record, 40 gubernatorial proclamations, more than 100 local ordinances or proclamations, and 50 ICC Chapter resolutions. There were more than 30 BSM sponsors for this year’s national campaign and increased participation in activities.

- ICC Members Gilbert Gonzales, Karl Mott, Lon Christensen and Gary Hoglund join Utah Governor Gary Herbert in a signing ceremony of Utah’s Building Safety Month Proclamation.

- David Miller, FEMA’s Associate Administrator for the Federal Insurance and Mitigation Administration (FIMA) presents to Stephen D. Jones, President of the ICC Board of Directors, and ICC CEO Dominic Sims, a signed Presidential Proclamation declaring May Building Safety Month.
The Coalition for Current Safety Codes
The Coalition for Current Safety Codes has 525 members representing code officials, jurisdictions, corporations, associations, private individuals and others. The Coalition—Co-chaired by the ICC and National Fire Protection Association, and working in collaboration with the National Electrical Manufacturers Association Task Force on Code Adoptions—has been working around the country supporting the regular update of construction and safety regulations to current model codes and standards.

Roundtables
ICC addressed several complex issues this year by hosting roundtables organized and managed by Government Relations. The roundtables addressed fires in buildings under construction, the code adoption cycles used by jurisdictions to update safety regulations and lack of indoor plumbing in the U.S.

ICC High School Technical Training Program
Over the past three years, ICC has supported and advocated vocational education for a skilled workforce to support the building trades and housing industry. The American Gas Association became a sponsor this year. A student TV program, “Construction Kids,” shows proper window installation in compliance with the International Residential Code. They do it to code, meaning they do it right. The TV show also discusses how the high school training program helps students find a career. Several articles providing updates and stories about the program have been published in ICC’s Building Safety Journal Online. Visit the webpage for more information: www.iccsafe.org/HSTTP.

Firefighters Guide to Using the IFC

Mayor Michael Bloomberg in one of his final actions in office signing the update to the NYC Construction Codes to the 2009 I-Codes which includes the IBC, IPC, IMC, and IFGC. Also in the picture are DOB Commissioner Robert LiMandri and Housing and Buildings Chairman Erik Martin Dilan.

Sara Yerkes
Senior Vice President
Subsidiaries of the ICC: ICC-ES
ICC Evaluation Service, LLC
Two consecutive years of substantial growth is exciting but certainly not a surprise. ICC Evaluation Service has always offered the highest quality product evaluation possible and provided ICC Members and all code officials with outstanding service. For decades, ICC-ES has been the industry leader in performing technical evaluations for code compliance, providing regulators and construction professionals with clear evidence that products comply with codes and standards in support of building safety. Now, we have an even greater focus on achieving the highest standard in service for code officials and Members.

Surveys of our clients’ needs consistently give us the same message: expeditious publication of evaluation reports in a consistent manner without jeopardizing quality. ICC-ES continues to streamline its processes. New business software is now in place and fully functional to help process applications much faster. Customized, periodic reminders automatically sent to clients streamline the process of obtaining required information. Our Expedited Product Evaluation Service remains popular with clients who face stringent timelines in their product development projects.

During the last ICC Annual Conference, the ICC-ES Industry Advisory Committee (ESIAC) met for the first time. As a result of the efforts of the ESIAC, Evaluation Committee meetings are more streamlined. All of the agenda items during the last two meetings were dealt with in one day and to the satisfaction of all involved. This is unprecedented. Moreover, we are seeing an effort by our clients to convert their legacy reports to evaluation reports.

ICC-ES has expanded its efforts in China to make its services available to manufacturers who wish to export products to the United States. A number of expos were attended during the past year and seminars held to familiarize Chinese manufacturers with U.S. codes and standards requirements. The number of applications received from Chinese manufacturers increased in the past year as a direct result of these efforts.

The new building product “listing” program is gaining attention. For manufacturers who seek product listing to standards referenced in the International Building and Residential Codes, ICC-ES is definitely a quality alternative to what currently exists. Code officials and inspectors trust the quality of ICC-ES listing reports and look for our listing mark of conformity on building products complying with consensus standards.

The new inspection program has been up and running with a tremendous level of success. This new program helped us to comply with the requirements of the new ISO/IEC 17065 and has tremendously improved the quality of inspections while reducing costs for a large number of ICC-ES clients.

ICC-ES has hired a large number of technical staff with strong technical backgrounds in a variety of disciplines related to building products. The new engineers are dedicated to conducting product evaluation activities with the highest quality possible while giving our clients superior customer service and the most expeditious product evaluation.

ICC-ES PMG (Plumbing, Mechanical, Fuel Gas) continues to remain a fast growing business unit. Clients from other service providers transfer to ICC-ES PMG to receive better acceptance from code officials while getting better customer service at a lower price. The ICC-ES PMG group now provides listing services for clients who wish to market their products in Australia and New Zealand. This is done through a partnership with SAI Global, the predominant and conglomerate certification agency in that region.

ICC-ES PMG received accreditation from the Standards Council of Canada for its gas appliances, products and components scope. It is important to note that the growth of the ICC-ES PMG business unit is reaching an exponential path.

The Environmental Program continues to serve clients who want to obtain Variable Attribute Reports, Energy Star reports (Seal and Insulate, and Roofing) as well as those who wish to receive EPDs (Environmental Product Declarations).

In this era, when “me too” product evaluation agencies grow from the ground like mushrooms, it is good to know that manufacturers and code officials still care about the quality of product evaluation and trust ICC-ES for that purpose. Further improvements in service and speed are underway. Continue to stay with us and grow with us. ICC-ES will always lead, we will continue to improve and we will continue to focus on what code officials and manufacturers need. Thank you for your loyalty and know that we remain loyal to you.
ICC Evaluation Service, LLC
Board of Managers

• Jay Elbetar, PE, CBO, Chair
  Building Official
  Mission Viejo, California

• Michael Clack, CBO
  Development Services Director
  Planning and Development Department
  City of Scottsdale, Arizona

• Robert Dickson
  Chief R&D and Technical Officer
  Parex USA, Inc.
  Anaheim, California

• William Duck, CBO
  Regional Director
  Charles Abbott Associates
  Atlanta, Georgia

• Sharon Goei, PE, CBO, LEED AP
  Chief Building Official
  City of Walnut Creek, California

• William Gould, PE, CDT, CCCA
  Director, Technical Business Development
  Hilti, Inc.
  Tulsa, Oklahoma

• Ronald L. Lynn, CBO
  Director/Building Official
  Department of Development Services
  Clark County, Nevada

• Frank Nunes
  Executive Director
  Wall and Ceiling Alliance
  Pleasanton, California

• Marvin Donny Phipps, CBO, CFM
  Director of Building Codes and Inspections
  Richland County, South Carolina

• Steven P. Regoli, AIA
  Architect Project Administrator
  Ohio Board of Building Standards
  Reynoldsburg, Ohio

• Steven I. Shapiro
  Director of Codes Compliance
  City of Hampton
  Hampton, Virginia

• Williston “Bill” L. Warren IV, SE, SECB
  Structural Engineer and Principal
  SESOL, Inc.
  Newport Beach, California

**Appointed July 2014**
Subsidiaries of the ICC: IAS
International Accreditation Service
Our goals at IAS this past year were to remain a resource for ICC’s Governmental Members, show a strong presence in the construction sector and be the “I” in “ICC” with our growing portfolio of international clients around the world. I’m proud to say we have met these goals.

I was privileged to speak at the IAS Customer Appreciation Reception in October of 2011 to celebrate our 500th accreditation. IAS has grown by a remarkable 50 percent since then and now serves more than 750 accredited clients.

Through the use of new technologies, IAS staff has been able to increase its productivity without a loss of quality in service. And the move to simultaneously webcast IAS Accreditation Committee Hearings has given a voice to all parties who may have previously gone unheard. IAS staff and management are to be commended for responding creatively to greater demand for services by turning to technology.

Continuing its outreach to the construction sector, IAS attended nearly a dozen industry events this past year and hosted about as many training sessions. We continue to be a resource for ICC’s Governmental Members through this presence, our website and the customer service team.

We are growing exponentially in the global market. To date, 200 of our 750 accredited clients are located outside the U.S. with approximately one in four new applications coming from organizations not in the U.S.

The stars have aligned to bring the best and brightest to IAS and there is surely more to come. My sincere thanks go out to my fellow members of the IAS Board of Directors and to the members of our Accreditation Committee and Technical Advisory Councils for their constant dedication and leadership.

I would like to show my appreciation and gratitude to our growing number of clients and thank them for giving IAS the opportunity to serve them. Our clients are our true measure of success.
This past year has been very challenging for IAS as we have had to respond to exponential growth while maintaining our current level of staffing and resources. I’m pleased to say that—through the greater use of technology, smart process improvements and continued engagement with our stakeholders—we are now providing accreditation services to more than 750 clients.

Our new customer relationship management program and database software, along with redesigning our strategic processes, allowed us to streamline the certificate renewal process, make productivity enhancements in accounting and billing systems and heighten staff communication.

With the approval of IAS Accreditation Criteria AC476 at the February 2014 Accreditation Committee meeting, IAS expanded its accreditation offerings into a new field: organizations providing training and/or certification of commissioning personnel. This recent IAS entry into the sustainability arena is in support of the International Green Construction Code, which requires certain types of buildings to be commissioned.

We are grateful to our more than 750 clients for allowing us to serve their accreditation needs. We are especially thankful for the many clients who have grown with us since the very beginning. In making our transition to the Brea, California, Western Regional Office, we are poised to be even better able to serve your needs in the future.

I’d like to take this opportunity to recognize our staff and contract assessors who spent 2,200 days out in the field in 2013 and will work nearly 20 percent more for an incredible total of 2,600 days this year. I couldn’t be prouder of all our full-time and contract staff. They play an important role in the future of IAS.

I would like to thank IAS Board Chairman John Barrios, the Board of Directors, Accreditation Committee Chair Thomas Phillips and the Accreditation Committee members, and the members of the seven IAS Technical Advisory Councils for their dedicated service and continuing support of our programs. Collectively, these volunteers donate hundreds of hours of valuable time to enhance the IAS brand.

Likewise, the continuing support from ICC Board President Stephen D. Jones, ICC CEO Dominic Sims and the entire ICC management and staff is acknowledged with deep gratitude.
IAS provides objective evidence that an organization operates at the highest level of ethical, legal and technical standards. In 2013, IAS surpassed the $5-million mark in sales for the first time in the company’s history. Growth continues at a steady rate and as of July 1, 2014, the company is more than halfway to its end-of-year target to accredit 100 additional applicants to reach a total of 800 accredited clients.

**National and International Conformity Assessment Programs**
These programs provide accreditation to criteria based directly on standards that are recognized worldwide through a series of Mutual, or Multilateral, Recognition Arrangements. U.S. federal and state legislation has begun referencing these accreditations as a way to approve companies conducting testing, calibration, inspection or certification. Income from these programs combined is projected to generate 59 percent of IAS’ 2014 revenue.

- Calibration Laboratories
- Inspection Agencies
- Management System Certification Bodies
- Personnel Certification Bodies
- Product Certification Agencies
- Testing Laboratories

**ICC Member Programs**
These programs provide accreditation to criteria developed through our transparent public process at the request, or for the direct benefit, of ICC Members. The programs assist with code compliance through “approval” of companies or raise the profile of the code official.

- Building Departments
- Fabricator Inspection Programs
- Field Evaluation Bodies
- Fire Prevention Departments
- Metal Building Manufacturer Inspection Programs
- Special Inspection Agencies
- Third-party Building Department Service Providers

**ICC Strategic Partner Programs**
Accreditation to criteria, developed for ICC strategic partners, through our transparent public process.

- Training Agencies
- Curriculum Development

As a pioneer in the accreditation profession, IAS actively develops new accreditation programs for organizations seeking to demonstrate the highest level of competence and service in their respective industries. IAS also provides training on the application of global standards as well as in-depth informative sessions on specific accreditation criteria. IAS proudly serves ICC, our parent company, by directing and staffing ICC’s Global Services Department. More information about our programs is online at www.iasonline.org.
IAS Board of Directors

- **John L. Barrios, CBO**
  Chair
  Construction Services Manager
  Inspectational Services Division
  Tampa, Florida

- **Melanie Adams, JD**
  Building Director
  Hillsboro Building Department
  Hillsboro, Oregon

- **Rocco Davis**
  Vice President and Pacific
  Southwest Regional Manager
  LIUNA
  Sacramento, California

- **Selso A. Mata, AIA, CBO**
  Chief Building Official
  Building Inspections Department
  City of Plano
  Plano, Texas

- **Patrick Parsley, CBO**
  Community Development Director / Building Official
  Hiawatha, Iowa

- **Isam Hasenin, PE, CBO**
  Vice Chair
  Chief Operating Officer
  Bureau Veritas North America, Inc.
  Plano, Texas

- **William J. McHugh, Jr.**
  Executive Director
  Firestop Contractors
  International Association (FCIA)
  Hillside, Illinois

- **Dr. Izz Eddin Katkhuda**
  Partner and Director
  Arab Center for Engineering Studies (ACES)
  Amman, Jordan

- **James G. Toscas, PE**
  President
  Precast/Prestressed Concrete Institute
  Chicago, Illinois

- **Chuck Ramani, PE, CBO**
  (nonvoting member)
  President
  International Accreditation Service, Inc.
  Brea, California
Notice of Annual Business Meeting of the International Code Council, Setting the Time, Date and Place Therefore
The 2014 Annual Business Meeting (ABM) of the Members of the International Code Council (ICC), which is provided for by Article IX of the Bylaws, shall be held on September 29, 2014 at the Greater Fort Lauderdale Broward County Convention Center, 1950 Eisenhower Blvd., Fort Lauderdale, Florida, in conjunction with the 2014 ICC Annual Conference. The Annual Business Meeting shall commence at 10:15 a.m. and shall continue from day to day during such hours as shall be determined by the ICC Board President until completed. A copy of this 2014 ABM Notice shall be printed in the 2014 ICC Annual Report. The ICC 2014 Annual Report will be posted on the ICC website.

1. In accordance with the Bylaws, a quorum shall consist of 100 Governmental Member Voting Representatives.

2. The general nature of business to be conducted at the Annual Business Meeting shall include the following:
   a. Call to Order
   b. Reading of Meeting Notice
   c. Determination of a Quorum
   d. Introduction of Sergeants-at-Arms and Parliamentarian
   e. Approval of Minutes of Previous Meeting
   f. Report of the Nominating Committee
   g. Election of Officers and Directors
   h. Treasurer’s Report
   i. Report of the President
   j. Report of the CEO
   k. Consideration of Bylaws Changes, if any
   l. Report of the Resolutions Committee
   m. Report of the Honorary Members Committee
   n. Report of the ICC Subsidiaries
   o. Unfinished business
   p. Adjournment

4. In accordance with Council Policy 23, Resolutions of the Members shall be considered during the Annual Business Meeting. Resolutions to be considered at the 2014 ABM include:
   - CONFERENCE SITE
   - DECEASED MEMBERS
   - STANDING COMMITTEES
   - IMMEDIATE PAST PRESIDENT
   - RETIRED MEMBERS

In order to be considered by the Membership, proposed resolutions shall be submitted to the Resolutions Committee in accordance with Council Policy 23. Copies of these resolutions are printed in this 2014 Annual Business Meeting Notice and will be posted on the ICC website.

5. To transact such other business as may properly come before the Membership and adjournment.

We hereby certify that the foregoing notice is in accordance with actions taken by the Board of Directors of the International Code Council.

Stephen D. Jones, CBO, Board President
Dominic Sims, CBO, CEO

Questions regarding the ABM notice may be directed to Dominic Sims, CEO (888) 422-7233 ext. 5267
Minutes of the 2013 Annual Business Meeting of the ICC

October 1, 2013
Atlantic City Convention Center, Atlantic City, NJ

Annual Business Meeting

President Ronald E. Piester called the Annual Meeting of the Members of the International Code Council to order at 8:00 a.m., October 1, 2013, in conjunction with ICC’s Annual Conference at the Atlantic City Convention Center in Atlantic City, NJ.

The meeting began with the reciting of the Pledge of Allegiance to the United States of America led by Jim Kennedy, Supervisor of Permitting and Building Administration for the City of Boston, Massachusetts.

President Piester called on Secretary/Treasurer Tomberlin to call the roll of the ICC Directors to determine if there was a quorum. Secretary/Treasurer Tomberlin called the roll of Directors and asked Governmental Member Representatives to stand. Secretary/Treasurer Tomberlin then advised the President that a quorum was present.

President Piester acknowledged Melanie Adams, Deputy Building Official for the City of Hillsboro, Oregon, and Immediate Past President of the Oregon Building Officials Association, as Parliamentarian; and appointed Joe Finnegan, Supervisor of the Town of Madrid, New York, and a former President of the Firemen’s Association of the State of New York as Sergeant at Arms, and thanked for them for their participation.

President Piester called on Chief Executive Officer Dominic Sims to provide an explanation on the use of the electronic keypads for voting. A test of the electronic keypads was conducted.

President Piester referred to the registration packets containing a copy of the business agenda for the 11th Annual Business Meeting of the Members of the International Code Council. Included in the packet was the notice of the Annual Business Meeting, minutes of the 2012 Annual Business Meeting, procedures governing the conduct of elections, Treasurer’s report, proposed bylaw changes and resolutions. Since the report included the Meeting Notice, President Piester waived reading the notice.

The minutes of the October 23, 2012 Annual Business Meeting were reviewed. A motion was made and seconded to approve the minutes, as presented. The motion passed.

2013 Treasurer’s Report

President Piester called on Secretary/Treasurer Tomberlin to provide the Treasurer’s Report. Secretary/Treasurer of the International Code Council Tomberlin provided the financial status of the ICC as reported in the Annual Report.

As Secretary/Treasurer of the International Code Council Board of Directors, it is my privilege to report to the membership on the financial condition of the organization.

The ICC Board remains focused on our Mission to provide the highest quality codes, standards, products, and services for all concerned with the safety and performance of the built environment.

We continue to be challenged by economic conditions. Constrained state and local government budgets have created challenges for the ICC and its Members to adapt with limited staffing while managing unpredictable workloads. We have begun to see signs of a sustained recovery though, in the housing and commercial real estate markets.

We remain optimistic that the U.S. economy will continue to improve. We are confident, that together, we will continue to meet the challenges and succeed in our Mission.

The ICC Board has been sensitive to the financial challenges our Members have faced.

We have done our best to maintain a robust package of Member benefits including a full-day Chapter education benefit, free code opinions, membership pricing on our products, the Code of Honor Scholarship program, Chapter outreach efforts, the ICC Annual Conference, and other Membership Department support programs. We continue to invest in technology to foster greater access and participation in the code development process. We also are changing our publications business to adapt to the market trends as we continue to move into digital publishing.

In 2012, ICC consolidated revenues were $50.8 million, a decrease of $9 million compared to 2011. The 2012 expenses were $57 million, a decrease of $1.9 million compared to 2011. In the second half of 2013, the three-year code adoption cycle begins to improve substantially from its low point in 2012. We expect revenue from the sale of goods and services to reach our 2013 budget target and anticipate that we will meet or exceed our operating profit target for 2013.

In 2013, we sold an investment property that was underperforming which resulted in a $2.1 million gain on the sale. The improved operating profit and the sale of property will allow us to replenish some of the cash reserves used in the 2012 downturn.
We continue to manage working capital, accounts receivable and inventory to help maintain our cash reserves. Our year-end accounts receivable balance due from customers decreased by $2.2 million in 2012 compared to 2011. Inventory, net of reserves, has decreased $0.8 million from 2011. Working capital management is of critical importance in maintaining our cash flow. As a percentage, inventory and accounts receivable are less than 8 percent of total revenue in 2012 and below 18 percent of revenue for the eighth consecutive year.

Each year our financial statements are audited by an independent accounting firm. Our current firm is BDO USA, LLP. I am pleased to announce the ICC received an unqualified opinion for 2012. ICC’s consolidated audited financial statements are included as part of our 2013 annual report.

Thank you for allowing me to serve as your Secretary/Treasurer and I look forward to continuing to serve the association in the years ahead.

A motion was made and seconded to accept the Secretary/Treasurer’s report. The motion passed.

CEO, Subsidiary and President’s Reports

President Piester called on CEO Dominic Sims to provide the CEO’s Report. CEO Sims addressed the membership.

President Piester informed the membership that the reports for the ICC Evaluation Service and International Accreditation Service were posted online as part of the Annual Report.

President Piester provided the President’s Report.

Resolutions

President Piester called on Past President Anne von Weller to read a Special Resolution in memory of Lee Ellen Witt, spouse of former ICC CEO James Lee Witt. A motion was made and seconded to approve the resolution. The motion passed.

President Piester called on Director Robert Boyer, Chair of the Resolutions Committee, to provide a report on the Committee. Director Boyer thanked the members of the Resolutions Committee for their work.

The Honorary Membership

President Piester called on Director Greg Wheeler, Chair of the 2013 Honorary Members Committee, to deliver the report of the committee. The Committee recommended the following individuals:
1. Gregori Anderson
2. James L. Brothers
3. Sam Francis
4. Jack Leyden

A motion was made and seconded to approve the recommendations of the Committee. The motion passed.

Guest Speaker

President Piester introduced special guest, New Jersey State Senate President, Stephen M. Sweeney. Senator Sweeney addressed the membership.
Election of Officers and Directors

President Piester called on Immediate Past President William Dupler to read the report of the Nominating Committee. Immediate Past President Dupler thanked the members of the Nominating Committee for its work and read the Committee’s recommendations.

President Piester, in accordance with Council Policy 19 - Governing the Conduct of Elections, appointed Past Presiding Board Officers in attendance to serve as Tally Judges.

First Election
President Piester announced the nomination of Stephen D. Jones as President for a one-year term. He then made a request for nominations from the floor. There were no additional nominations. There was a motion to close the nominations and the motion was seconded and passed unanimously.

Second Election
President Piester announced the nomination of Guy Tomberlin as Vice President for a one-year term. He then made a request for nominations from the floor. There were no additional nominations. There was a motion to close the nominations and the motion was seconded and passed unanimously.

Third Election
President Piester announced the nomination of Alex “Cash” Olszowy as Secretary/Treasurer for a one-year term. He then made a request for nominations from the floor. There were no additional nominations. There was a motion to close the nominations and the motion was seconded and passed unanimously.

Fourth Election
President Piester announced the nomination of Gilbert Gonzales for a three-year sectional director term for Section C. He then made a request for nominations from the floor. There were no additional nominations. There was a motion to close the nominations and the motion was seconded and passed unanimously.

Fifth Election
President Piester announced the nomination of Dwayne Garriss for a three-year sectional director term for Section F. He then made a request for nominations from the floor. There were no additional nominations. There was a motion to close the nominations and the motion was seconded and passed unanimously.

Sixth Election
President Piester announced the nomination of Lynn Underwood for a three-year director-at-large term. He then made a request for nominations from the floor. There were no additional nominations. There was a motion to close the nominations and the motion was seconded and passed unanimously.

Seventh Election
President Piester announced the nomination of Robert Drexler for a three-year director-at-large term. He then made a request for nominations from the floor. There were no additional nominations. There was a motion to close the nominations and the motion was seconded and passed unanimously.

Eighth Election
President Piester announced the nomination of Jim Brown for a three-year director-at-large term. He then made a request for nominations from the floor. There were no additional nominations. There was a motion to close the nominations and the motion was seconded and passed unanimously.

The meeting was adjourned.
Proposed Member Resolutions
RESOLUTION 2014-1 of the ANNUAL MEETING OF THE MEMBERS concerning the CONFERENCE SITE

WHEREAS, the Members of International Code Council, Inc., did assemble at ICC’s 12th Annual Conference in Fort Lauderdale, Florida, September 28 – 30, 2014; and

WHEREAS, the Annual Conference provides a generous opportunity for code development, education, communication and enjoyment; and

WHEREAS, the Members of the Building Officials Association of Florida and its local area Chapters did extend the hand of friendship and hospitality to all those in attendance; now therefore

BE IT RESOLVED, that those Members here assembled on September 29, 2014, at the ICC Annual Business Meeting, do hereby express their sincere thanks and appreciation to the Members of the Building Officials Association of Florida and its local area Chapters for their warm greeting and hospitality.

RESOLUTION 2014-2 of the ANNUAL MEETING OF THE MEMBERS concerning DECEASED MEMBERS

WHEREAS, the Members of International Code Council, Inc., did assemble at ICC’s 12th Annual Conference in Fort Lauderdale, Florida, September 28 – 30, 2014; and

WHEREAS, those Members here assembled on September 29, 2014, at the Council’s Annual Business Meeting, do hereby pay tribute to the memory of the following departed Members and colleagues:

WHEREAS, these Members and colleagues had long and successful careers; and

WHEREAS, by their loyal devotion to duty and faithful discharge of their responsibilities added prestige to their association, community, and life; now therefore

BE IT RESOLVED, that we extend our most sincere sympathy to the friends and members of their families. May they find consolation in their time of sorrow and may these words of appreciation and high regard be of solace to them now and in the years to come.

Art Brese
Gallatin, TN

John C. Canestro
Castro Valley, CA

Edward A. Carpenter, Jr.
Sayville, NY

Austin Cassidy
Mount Risco, NY

John “Gus” Degenkolb
Los Angeles, CA

William M. “Bill” Edney
Meredith, NH

Gregory S. Ford
Raymond, MO

James B. Foster
Milton, MA

Don Fox
Victoria, TX

Anthony Ghiossi
Mountain View, CA

Jack Glenn
Melbourne, FL

Nick Horeczko
ICC-ES Staff Member

Fred Kinder
Baldwin, PA

James H. Leathersich
Monroe County, NY

William R. “Billy” Kennett
Columbia, SC

George Maney
Johnson City, NY

Billy R. Manning
Retired Staff Member, SBCCI-ES

Gene Marks
Neptune Township, NJ

Mike Maring
Carroll County, MD

Charles Miller
Clayton, MO

Gerald Mitchell, Jr.
West Valley City, UT

Thomas O’Hare
Litchfield, CT

Terry L. Phillips
Cheyenne, WY

Carolyn Sides
Retired Staff Member, SBCCI

Anthony J. Thomas
Maywood, IL

William Wakeman
Westville, NJ

Jim Ward
Navasota, TX

Gerard J. “Jerry” Wessels
St. Louis, MO
RESOLUTION 2014-3 of the ANNUAL MEETING OF THE MEMBERS concerning the STANDING COMMITTEES and the ANNUAL CONFERENCE COMMITTEE

WHEREAS, the Members of International Code Council, Inc., did assemble at ICC’s 12th Annual Conference in Fort Lauderdale, Florida, September 28 – 30, 2014; and

WHEREAS, the International Code Council could not fulfill its mission without the assistance of its Member volunteers; and

WHEREAS, throughout the year scores of volunteers have contributed their time and knowledge to the standing committees established to carry out the work of this organization; and

WHEREAS the International Code Council could not convene this Annual Conference without the guidance and planning efforts of the Annual Conference Committee, now therefore,

BE IT RESOLVED, that those Members here assembled on September 29, 2014, at the ICC Annual Business Meeting, do hereby express their sincere thanks and appreciation to the members of the standing committees in Certification and Testing, Code Development, Government Relations, Training and Education, and Technical Services, and

BE IT FURTHER RESOLVED, that those Members here assembled on September 29, 2014, at the ICC Annual Business Meeting, do hereby express their sincere thanks and appreciation to the members of the Annual Conference Committee without whom this conference would not have been a success.

RESOLUTION 2014-4 of the ANNUAL MEETING OF THE MEMBERS concerning the IMMEDIATE PAST PRESIDENT

WHEREAS, the Members of International Code Council, Inc., did assemble at ICC’s 12th Annual Conference in Fort Lauderdale, Florida, September 28 – 30, 2014; and

WHEREAS, the International Code Council succeeds due to the leadership of its elected Officers and Directors; and

WHEREAS, the role of Immediate Past President is reserved for those Board members who have given their personal and professional time over the course of many years in the interest of serving the organization; and

WHEREAS, serving as Immediate Past President represents the culmination of successful service to the Board and the Members which few achieve; now therefore,

BE IT RESOLVED, that those Members here assembled on September 29, 2014, at the Annual Business Meeting, do hereby express their sincere gratitude and appreciation to Immediate Past President Ronald E. Piester, AIA for his dedicated service to the Members of the International Code Council during his years of service on the Board of Directors.

RESOLUTION 2014-5 of the ANNUAL MEETING OF THE MEMBERS concerning RETIRED MEMBERS

WHEREAS, the Members of International Code Council, Inc., did assemble at ICC’s 12th Annual Conference in Fort Lauderdale, Florida, September 28 – 30, 2014; and

WHEREAS, throughout the year there have been Members in all categories who have concluded careers in code enforcement and the construction professions and have retired; and

WHEREAS, those Members have had long and illustrious careers and the respect of their peers; and

WHEREAS, their devotion to duty and faithful discharge of their professional responsibilities have added prestige to their association and community; now therefore

BE IT RESOLVED, that those Members here assembled on September 29, 2014, at the ICC Annual Business Meeting do hereby pay tribute to those Members recently retired; and

BE IT FURTHER RESOLVED, that we extend our most sincere appreciation to them for their contributions to the safety and security of the public in the built environment.
Bylaws for the International Code Council, Inc.
ARTICLE I — NAME AND OBJECTIVES

1.1 Name - This organization shall be known as the International Code Council, Inc., hereinafter in these Bylaws referred to as the "Council" or the "Corporation".

1.2 General Purposes - The Council is a nonprofit public benefit corporation and is not organized for the private gain of any person. The Corporation is organized exclusively as an organization described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision in any future United States internal revenue law (the "Code"). Notwithstanding any other provision herein, the Corporation shall not engage in a regular business activity of a kind ordinarily carried on for profit and shall not carry on any other activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Code. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes. Such purposes specifically include:

With respect to buildings and structures: (a) the lessening of burdens of government through the development, maintenance and publication of model statutes and standards for the use by federal, state and local governments in connection with the administration of building laws and regulations, and (b) the lessening of the burdens of government through the performance of certain services for the benefit of federal, state and local governments in connection with the administration of building law and regulation.

1.3 Principal Office - The Corporation shall have and continuously maintain a registered office in the State of California and a registered agent whose principal business office is identical with such registered office.

ARTICLE II — MEMBERSHIP

2.1 Categories of Membership - The Council shall have the following categories of voting membership:

2.1.1 Governmental Member - A Governmental Member shall be a governmental unit, department or agency engaged in the administration, formulation, implementation or enforcement of laws, ordinances, rules or regulations relating to the public health, safety and welfare. Each Governmental Member shall designate its Primary Representative who will receive benefits of membership in the Council on behalf of the Governmental Member as determined by the Board of Directors from time to time.

2.1.1.1 Governmental Member Voting Representatives - Each Governmental Member shall exercise its right to vote through its designated Governmental Member Voting Representatives, and shall be entitled to the number of Governmental Member Voting Representatives as specified in Table 2.1.1.1. Governmental Member Voting Representatives shall be designated in writing, by the Governmental Member, and shall be employees or officials of the Governmental Member or departments of the Governmental Member, provided that each of the designated voting representatives shall be an employee or a public official actively engaged either full or part time, in the administration, formulation, implementation or enforcement of laws, ordinances, rules or regulations relating to the public health, safety and welfare. The designation of a Governmental Member Voting Representative may be changed by the Governmental Member, in writing, from time to time.

| Table 2.1.1.1. |
|---|---|
| Population | Voting Representatives |
| 0-50,000 | 4 |
| 50,001-150,000 | 8 |
| Over 150,000 | 12 |
2.1.2 **Honorary Member** - An individual who has rendered outstanding service to the Council, and whose name shall be proposed by the Board of Directors and confirmed by a majority vote of the Governmental Member Representatives at an Annual Business Meeting.

2.1.3 **Non-voting categories** - The Board of Directors shall establish the non-voting categories of membership as may be necessary for the adequate representation of all parties interested in association with the International Code Council. Non-voting categories shall provide for membership of individuals and corporate entities and shall include, but not necessarily be limited to, employees of governmental units, design professionals, corporations, educational institutions, not-for-profit associations, and other individuals interested in the purposes and objectives of the Council.

2.2 **Classification by the Board of Directors** - All applications for membership shall be subject to classification by and approval of the Board of Directors. Applicants shall be eligible for membership on approval of the membership application by the Board and on timely payment of such dues and fees as the Board may fix from time to time. This authority may be delegated by the Board of Directors to the Chief Executive Officer.

2.3 **Dues** - The annual dues for each membership category shall be established by the Board of Directors. In no case shall a person be considered in good standing, or be qualified to exercise membership participation or entitled to receive any privilege of membership, who is default in payment of dues for three months, except as may be extended by the Board of Directors.

2.4 **Termination** - A membership in the Council shall terminate on occurrence of any of the following events:

(a) Resignation of the member;
(b) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;
(c) The member’s failure to pay dues, fees or assessments, as set forth by the Board, after they are due and payable;
(d) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications.

2.5 **Nonliability of Members** - A member of the Corporation shall not be personally liable, solely because of membership, for the debts, obligations, or liabilities of the Corporation.

**ARTICLE III — VOTING MEMBERS**

Only Governmental Member Representatives and Honorary Members shall have the right to vote on any matters under these Bylaws, including but not limited to, the right exercised through those individuals eligible to vote for the election of a Director or Directors, or on a disposition of all or substantially all of the assets, or on a dissolution, or on any changes to the Articles of Incorporation or the Bylaws. Only the Governmental Member Representatives and Honorary Members shall be permitted to make motions and to vote on any issue at the Annual Business Meeting, special meetings and written consents. Voting by proxy is not permitted. Any person designated as a voting representative of more than one Governmental Member or who is also an Honorary Member shall be entitled to only one vote.

**ARTICLE IV — GEOGRAPHICAL REPRESENTATION**

4.1 **Limitations** - To encourage wide geographical representation, no more than two Governmental Member Representatives designated by Governmental Members located in the same state may serve simultaneously on any one committee nor may more than two Governmental Member Representatives designated by Governmental Members located in the same state serve simultaneously on the Board of Directors.

4.2 **Distribution** - To provide for geographical representation on the Board of Directors, the following sections are established:
ARTICLE V — BOARD OF DIRECTORS

5.1 Governing Body - Subject to the limitations of the Articles of Incorporation, these Bylaws and the laws of the State of California, all corporate powers shall be exercised by the Board of Directors. The Board of Directors shall be composed of the following: President, Vice President, Secretary/Treasurer, the most Immediate Past President eligible; eight (8) Directors-at-Large, and six (6) Directors, one elected from each Section (“Sectional Directors”). Each member of the Board of Directors shall be a Governmental Member Representative. All members of the Board of Directors, except as provided in the Bylaws, shall be elected for a term of three years, and shall not serve for more than two consecutive full terms. However, nothing in this section shall preclude a Director initially appointed to a one or two year term, or appointed or elected to fill an unexpired term, from being elected to two subsequent full terms. Each Sectional Director shall be and remain, throughout his or her term, a Governmental Member Representative for a Governmental Member within the applicable Section.

5.2 Resignation, Disqualification and Vacancies - If the office of any director becomes vacant by reason of death, resignation, disqualification, removal or other cause, the president (or in the case the office of president is vacant, the vice president) shall appoint a successor for the unexpired term and until his or her successor is elected and qualified at the next Annual Business Meeting, subject to the ratification of the Board of Directors. Any director, who ceases to be a designated Governmental Member Representative, for a period exceeding 60 days, shall automatically forfeit his or her position as a director.

5.2.1 Military Leave - Board members called to and serving active military duty shall not thereby become disqualified as a member of the board.

5.3 Removal of a Director - Any Director may be removed from office upon the vote of two-thirds of the Voting Members present and voting at a meeting of the members, so long as the number of votes cast in favor of removal is at least two-thirds of those necessary for a quorum.

5.4 Election - Except as provided herein, the Board of Directors shall establish policies governing the conduct of elections and copies thereof shall be provided to any member requesting a copy. At each Annual Business Meeting a majority of the Voting Members present and voting shall elect such number of directors as necessary to fill vacancies of directors whose terms expire as of such meeting.

5.5 Quorum - At all meetings of the Board of Directors, two-thirds of the voting directors then in office shall constitute a quorum for transaction of business, and the act of a majority of the voting directors present at the meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by the law of the State of California or by the articles of incorporation. If a quorum shall not be present at any meeting of the Board of Directors, the directors present there at may adjourn the meeting from time to time, without notice other than announcement at the meeting until a quorum shall be present.

Table 4.2

<table>
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<th>Section</th>
<th>States</th>
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</thead>
<tbody>
<tr>
<td>A</td>
<td>Alaska, British Columbia, Washington, Oregon, California, Nevada, Hawaii</td>
</tr>
<tr>
<td>B</td>
<td>Idaho, Montana, Wyoming, North Dakota, South Dakota, Minnesota, Iowa, Wisconsin, Alberta, Saskatchewan, Manitoba</td>
</tr>
<tr>
<td>C</td>
<td>Utah, Arizona, Colorado, New Mexico, Oklahoma, Texas, Arkansas, Mexico</td>
</tr>
<tr>
<td>D</td>
<td>Nebraska, Kansas, Missouri, Illinois, Michigan, Indiana, Ohio, Kentucky, Ontario</td>
</tr>
<tr>
<td>F</td>
<td>Tennessee, Louisiana, Mississippi, Alabama, North Carolina, South Carolina, Georgia, Florida, the Caribbean</td>
</tr>
</tbody>
</table>
5.5.1 **Written Action** - Unless otherwise restricted by the articles of incorporation or these bylaws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if all voting members of the Board of Directors consent thereto in writing, and the writing or writings are filed with the minutes or proceedings of the Board of Directors.

5.5.2 **Participation in Meetings by Conference Telephone** - Members of the Board of Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other communication equipment if all of the following apply: (1) each director participating in the meeting can communicate with all of the other directors concurrently, (2) each director is provided the means of participating in all matters before the Board of Directors, including the capacity to propose, or to interpose an objection, to a specific action to be taken by the corporation and (3) the corporation adopts and implements some means of verifying both that (i) a person participating in the meeting is a director or other persons entitled to participate in the Board of Directors meeting and (ii) all actions of, or votes by, the Board of Directors are taken or cast only by the directors and not by persons who are not directors.

5.6 **Meetings of the Board of Directors**

5.6.1 **General** - The Annual Meeting of the Board of Directors shall be held in conjunction with the time and place of the Annual Business Meeting. The Board of Directors shall meet at such other times and in such places as it may determine, and otherwise upon the call of the President or of a majority of the Board of Directors. Motions and votes at such meetings shall be duly recorded.

5.6.2 **Organizational Meeting** - At the conclusion of the Annual Business Meeting, the Board of Directors shall hold an organizational meeting at which time it may transact any necessary business, including any appointments pertinent to the ongoing business.

5.6.3 **Closed Meetings** - A meeting or portion of a meeting of the Board of Directors may be closed to persons not serving on the Board of Directors by a vote of the Board of Directors when matters that are sensitive to the purpose of the Council, including but not limited to budget, personnel, legal actions, and proprietary practices or materials are to be discussed. The Board of Directors may invite persons who are not members of the Board of Directors to attend portions, or all, of such closed meetings in an advisory capacity.

5.7 **Authority** - The Board of Directors may adopt any policy or procedure, or authorize any administrative action in the best interest of the Council and its membership.

5.8 **Emergency Actions** - In the event that the Board of Directors determines an emergency amendment to any International Code® or standard or supplements thereto is warranted, the same may be adopted by the Board of Directors. Such action shall require an affirmative vote of at least two-thirds of the Board of Directors. The membership shall be notified, within ten days after the Board of Directors’ official action, of any emergency amendment. At the next Annual Business Meeting any emergency amendment shall be presented to the members for ratification by a majority of the Governmental Member Representatives present and voting.

**ARTICLE VI — OFFICERS**

6.1 **Officers and Election** - Election of officers for the ensuing year shall be held at the Annual Business Meeting. The Officers of the Council shall consist of a President, Vice President, and Secretary/Treasurer (who shall be the chief financial officer of the Corporation), elected from the Board of Directors by the voting members present and voting at the Annual Business Meeting. At no time shall more than one Governmental Member Representative located in the same state serve as an Officer. Such Officers shall take office beginning at the conclusion of the Annual Business Meeting and shall serve until adjournment of the following Annual Business Meeting or until their successors are duly elected and qualified. Officers’ tenure shall be limited to one single, full-year term in each office.
6.2 **Duties of President** - The President shall preside at the Annual Business Meeting, special meetings of the members and at meetings of the Board of Directors. The President shall be a regular member and preside at meetings of the Executive Committee and shall be an ex officio nonvoting member of all other committees. The President shall have other such duties as are prescribed by the Board of Directors or these Bylaws. Officers shall not act in their official capacity by proxy.

6.3 **Duties of the Vice President** - The Vice President shall act and perform the duties of the President during the President’s absence from any meetings of this Corporation or the Board of Directors, or by a vote of the Board of Directors in case of disability of the President, and shall assist the President in the conduct of the office of President. Officers shall not act in their official capacity by proxy.

6.4 **Duties of the Secretary/Treasurer** - The Secretary/Treasurer shall be responsible for keeping the minutes and records of meetings, maintaining correspondence, receiving and disbursing funds, supervising financial affairs, approving expenditures as provided by resolution of the Board of Directors, and generally performing such official duties of a Secretary/Treasurer of a corporation. The Board of Directors may designate the Chief Executive Officer as the official agent for all or portions of such duties. Officers shall not act in their official capacity by proxy.

6.5 **Resignation, Disqualification and Vacancies** - If the position of any officer becomes vacant by reason of death, resignation, disqualification, removal or other cause, the president (or in the case the office of president is vacant, the vice president) shall appoint a successor for the unexpired term and until his or her successor is elected and qualified at the next Annual Business Meeting, subject to the ratification of the Board of Directors. Any officer who ceases to be a member of the Board of Directors shall automatically forfeit his or her position as an officer.

**ARTICLE VII — EXECUTIVE COMMITTEE**

7.1 **Executive Committee Members** - There shall be an Executive Committee of the Board of Directors. The members of the Executive committee shall be composed of the President, the Vice President, the Secretary/Treasurer and the Immediate Past President.

7.2 **Powers and Duties** - The Executive Committee shall have authority to act in such matters as are specifically delegated by the Board of Directors and take action on such matters delegated, as deemed prudent in furtherance of the general objectives of the Council. If an urgent situation arises and the President determines a matter requires immediate action or a timely decision, and it is not practical to convene a quorum of the Board of Directors, the Executive Committee shall have the authority to act on behalf of the Board unless otherwise specifically provided. The Executive Committee and the Chief Executive Officer shall meet as necessary, between meetings of the Board of Directors, at a date and place designated by the President. Actions of the Executive Committee shall be reported to the Board of Directors without delay.

**ARTICLE VIII — ADMINISTRATION**

8.1 **Chief Executive Officer** - The Board of Directors shall appoint a Chief Executive Officer and such other officers as it shall designate, who shall serve at the pleasure of the Board. The Board of Directors shall fix the Chief Executive Officer’s compensation. The Chief Executive Officer shall manage the affairs of the Council within the policies established by the Board of Directors and shall perform such other duties as may be assigned by the Board of Directors to the Chief Executive Officer. Neither the Chief Executive Officer nor any other officer appointed by the Board shall have a vote in the proceedings of this Council or of the Board of Directors.
ARTICLE IX — MEETINGS OF THE MEMBERS

9.1 Annual Business Meeting - A regular meeting of the Governmental Member Representatives, herein referred to as the Annual Business Meeting, shall be held each calendar year at a time and place designated by the Board of Directors.

9.1.1 Order of Business Meeting - The items of business at the Annual Business Meeting shall include, but not be limited to, the following:
1. Call to order
2. Reading of Meeting Notice
3. Determination of a quorum.
4. Approval of minutes of previous meeting(s)
5. Announcement of the Officers-Elect
6. Election of Directors-at-Large
7. Treasurer’s Report
9. Unfinished business
10. Resolutions
11. Adjournment

The order of business as announced at the meeting may be changed by a majority vote of the Governmental Member Representatives present and voting at the Annual Business Meeting.

9.2 Special Meetings - Special Meetings of the Governmental Member Representatives may be called at any time by the President with approval of two-thirds of the Board of Directors. The President shall call a special meeting upon the receipt of a valid petition, specifying purpose of the special meeting and bearing the names, titles, addresses, and signatures of five percent of the Governmental Member Representatives.

9.3 Quorum - A quorum for the transaction of business at any annual or special meeting shall consist of 100 Governmental Member Representatives.

9.4 Meeting Notice - A notice of the time and place of a special meeting shall be published not less than 60 days prior to the start of the special meeting. A notice of the time and place of the Annual Business Meeting shall be published not less than 60 days prior to the start of the Annual Business Meeting.

ARTICLE X — CODE DEVELOPMENT PROCESS

The Board of Directors shall adopt a policy, which may be amended from time to time, on the Code Development Process for the International Codes®.

ARTICLE XI — COMMITTEES

11.1 Committees, Councils - The Board of Directors may establish committees and councils as it shall deem advisable. The President shall, with the concurrence of the Board, appoint or replace all members of committees and councils not otherwise specifically provided for herein.

11.2 Board Authority - Any member of any committee or council may be removed by the Board at any time, subject to the limitations of the laws of the State of California, and subject to any limitations of the Articles of Incorporation or Bylaws regarding actions which require approval of the Governmental Member Representatives and Honorary Members. Each committee or council shall be under the direction of the Board and shall have such authority as shall be delegated and prescribed by the Board.

11.3 Nominating Committee - There shall be a Nominating Committee chaired by the Immediate Past President and consisting of Governmental Member Representatives and/or Honorary Members having a reasonably distributed geographical representation. The Board of Directors shall establish policies governing the Nominating Committee and the conduct of elections. The Nominating Committee, excluding the Chairperson, shall have no more than one Governmental Member Representative or Honorary Member from any one state.

Eligibility to Vote - Governmental Member Representatives and Honorary Members (collectively, the “Voting Members”) in good standing under these bylaws shall be entitled to vote at any meeting of Governmental Member Representatives. Each Governmental Member Representative and Honorary Member entitled to vote may cast one vote on each matter submitted to a vote of the Governmental Member Representatives. Any person designated as a Governmental Member Representative of more than one Governmental Member or who is also an Honorary Member shall be entitled to only one vote.
Meetings of Committees - Except as otherwise provided by these Bylaws, committees and councils shall comply with the policies established by the Board of Directors.

ARTICLE XII — CHAPTERS

12.1 Organization - The Council shall encourage and recognize the establishment of regional, state, student, professional, local area and international chapter organizations of its members, the purpose of which shall be the furtherance of the objectives of the Council. Applications for the establishment of a chapter, together with a copy of the proposed chapter Bylaws and a list of those who have agreed to become members of the chapter, shall be submitted to the Board of Directors for approval. The chapter shall be established upon approval by the Board of Directors.

12.2 Management - All chapters shall be managed in accordance with policies established by the Board of Directors.

ARTICLE XIII — AUDITING AND REPORTS

13.1 Fiscal Year - The fiscal year of the Council shall be as determined by the Board of Directors.

13.2 Audit - There shall be an audit of the activities and financial affairs of the Council at the end of each fiscal year by an independent auditor selected by the Chief Executive Officer with the advice and consent of the Board of Directors. Such audit shall be submitted to the Board of Directors.

ARTICLE XIV — INDEMNIFICATION, INSURANCE AND DIRECTOR LIABILITY

14.1 Definitions - For the purposes of this Article XIV, "agent" means any person who is or was a director, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, foundation, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under Sections 14.4 or 14.5(b) of these Bylaws.

14.2 Indemnification in Actions by Third Parties - The Corporation shall have power to indemnify any person who was or is a party to, or is threatened to be made a party to, any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to the assets held in charitable trust) by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.
14.3 **Indemnification in Actions by or in the Right of the Corporation** - The Corporation shall have power to indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action by or in the right of the Corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interest of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 14.3:

(a) In respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person’s duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

14.5 **Required Determinations** - Except as provided in Section 14.4 of these Bylaws, any indemnification under this Article XIV shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 14.2 or 14.3 of these Bylaws, by:

(a) A majority vote of a quorum consisting of Directors who are not parties to such proceeding; or

(b) The court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the Corporation.

14.6 **Advance of Expenses** - Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article XIV.

14.7 **Other Indemnification** - No agreement made by the Corporation to indemnify its (or its subsidiaries’) Directors or Officers shall be valid unless such agreement is consistent with this Article XIV. In the event of any inconsistencies between this Article XIV and any other provisions regarding indemnification of Directors and Officers by the Corporation, this Article XIV shall prevail. Nothing contained in this Article XIV shall affect any right to indemnification held by persons other than Directors and Officers.

14.4 **Indemnification Against Expenses** - To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Sections 14.2 or 14.3 of these Bylaws or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.
**14.8 Forms of Indemnification Not Permitted** - No indemnification or advance shall be made under this Article XIV, except as provided in Section 14.4 or 14.5(b), in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

**14.9 Nonpaid Directors** - Except as provided in Section 5233 or 5237 of the California Nonprofit Public Benefit Corporation Law (or any successor provisions thereto), there shall be no monetary liability on the part of, and no cause of action for damages shall be asserts against, any nonpaid Director, including any nonpaid Director who is also a nonpaid Officer of the Corporation, based upon any alleged failure to discharge the person's duties as Director or Officer if the duties are performed in a manner that meets all of the following criteria:

(a) The duties are performed in good faith;

(b) The duties are performed in a manner such Director believes to be in the best interests of the Corporation; and

(c) The duties are performed with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

**14.10 Insurance** - The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Article XIV; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law (or any successor provision thereto).

**14.11 Nonapplicability to Fiduciaries of Employee Benefit Plans** - This Article XIV does not apply to any proceeding against any Director, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the Corporation as defined in Section 14.1 of these Bylaws. The Corporation shall have power to indemnify such Director, investment manager, or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California General Corporation Law.

If any part of this Article XIV shall be found in any action, suit or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

**ARTICLE XV — AUTHORITY AND BENEFIT**

**15.1 No Benefit to Any Individual** - No part of the net earnings, if any, of this Council shall inure to the benefit of any member or other individual, and no gain, profit, or dividends shall ever be distributed to any member of this Council or inure to the benefit of any private persons, except as provided for in these Bylaws.

**15.2 No Authority to Act** - A member or chapter or any officer or member thereof shall not participate in or purport to have authority to act on behalf of or bind this Corporation to any legal obligations or liability, except as provided in these Bylaws, or resolution or policy of the Board of Directors.
ARTICLE XVI — DISSOLUTION
In the event of a dissolution or final liquidation of the Council, all of the remaining assets and property of the Council shall, after paying or making provision for the payment of all of the liabilities or obligations of the Council and for necessary expenses thereof, shall be transferred to one or more organizations which will (i) dedicate such assets and property to public and/or charitable purposes, and (ii) qualify as tax exempt organizations under Section 501(c)(3), Section 501(c)(4), or Section 501(c)(6) of the Code.

ARTICLE XVII — RULES OF ORDER
Roberts Rules of Order shall govern all aspects of a parliamentary nature unless otherwise provided for by the Board of Directors.

ARTICLE XVIII — AMENDMENTS TO BYLAWS
18.1 Proposals - Proposed amendments to these Bylaws, to be considered at an Annual Business Meeting, shall be signed by at least ten Governmental Member Representatives and shall be presented to the Board of Directors at least 90 days prior to the opening of an Annual Business Meeting or must be proposed through resolution of at least ten of the members of the Board of Directors at least 90 days prior to the opening of an Annual Business Meeting.

18.2 Notice of Actions - The Board of Directors shall cause proposed amendments to the Bylaws to be printed in the Annual Business Meeting notice. The Board of Directors shall present its recommendations for each proposal, including reasons for recommending such action(s), at the Annual Business Meeting. These proposed amendments may be discussed and amended at the Annual Business Meeting, and if passed by a two-thirds vote of those Governmental Member Voting Representatives present, shall be sent by ballot, as amended on the floor, to all Governmental Member Representatives of the Council for ratification. To be considered, the ballots submitted by the Governmental Member Representatives shall be received within 30 days of distribution. A two-thirds majority of the ballots submitted by Governmental Member Voting Representatives is required for adoption. The returns shall be certified by the President if the necessary majority for adoption is received.

18.3 Effective Date - The approved amendments become effective ten days thereafter unless otherwise provided in the amendment.

ARTICLE XIX — OPERATIVE DATE
19.1 General - These Bylaws shall be effective and operative upon the date designated by the Board as the date on which the consolidation of the operations of BOCA, ICBO and SBCCI and their respective controlled entities with the operations of this Corporation occurs.

19.2 Committees - Council committees in existence as of the operative date of these Bylaws to the extent permitted under these Bylaws shall not be deemed abolished by the adoption of these Bylaws, subject to the right of the Board of Directors to remove them.

19.3 Previous Action Remains in Effect - Upon the operative date of these Bylaws, all prior actions consistent with these Bylaws, whether pursuant to resolution or policy, of the Board of Directors, or any other committee, remain in effect until modified, repealed or otherwise superseded.
[History: The original ICC Bylaws were approved on July 24, 2002. Seven amendments were presented to the ICC membership at the ABM on September 27, 2004. The amendments were approved and ratified by letter ballot sent to all Governmental Members. The results of the election were certified by the ICC President on December 19, 2004, and became effective on December 29, 2004. One amendment was presented to the ICC membership at the ABM on September 27, 2005. The amendment was approved and ratified by letter ballot sent to all Governmental Members. The results of the election were certified by the ICC President on January 3, 2006, and became effective on January 13, 2006. Two amendments were presented to the ICC membership at the ABM on September, 2006. The amendment was approved and ratified by letter ballot sent to all Governmental Members. The results of the election were certified by the ICC President on April 5, 2007, and became effective on April 15, 2007. One amendment was presented to the ICC membership at the ABM on October 2, 2007. The amendment was approved and ratified by letter ballot sent to all Governmental Members. The results of the election were certified by the ICC President on January 23, 2008, and became effective on February 2, 2008. One amendment was presented to the ICC membership at the ABM on September 16, 2008. The amendment was approved and ratified by letter ballot sent to all Governmental Members. The results of the election were certified by the ICC President on January 12, 2009, and became effective on January 14, 2009. Two amendments were presented to the ICC membership at the ABM on November 3, 2009. One amendment was approved and ratified by letter ballot sent to all Government Member Voting Representatives. The results of the election were certified by the ICC President on February 26, 2010. Four amendments were presented to the ICC membership at the ABM on November 1, 2011. One amendment was approved and ratified by letter ballot sent to all Government Member Voting Representatives. The results of the election were certified by the ICC President on February 7, 2012. One amendment was presented to the ICC membership at the ABM on October 23, 2012. The amendment was approved and ratified by letter ballot sent to all Governmental Member Voting Representatives. The results of the election were certified by the ICC President on February 5, 2013.]
• Audited Financial Statements
International Code Council, Inc. and Subsidiaries

Consolidated Financial Statements and Supplementary Information
For the Years Ended December 31, 2013 and 2012
International Code Council, Inc. and Subsidiaries

Consolidated Financial Statements
and Supplementary Information
For the Years Ended December 31, 2013 and 2012
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Independent Auditor’s Report

Board of Directors
International Code Council, Inc. and Subsidiaries
Chicago, Illinois

We have audited the accompanying consolidated financial statements of International Code Council, Inc. and its Subsidiaries (the “Council”), which comprise the consolidated statements of financial position as of December 31, 2013 and 2012, and the related consolidated statements of activities and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management’s Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor’s Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Council’s preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Council’s internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.
Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of International Code Council, Inc. and its Subsidiaries as of December 31, 2013 and 2012, and the changes in their net assets and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

BDO USA, LLP
Chicago, Illinois
April 30, 2014
### International Code Council, Inc. and Subsidiaries

#### Consolidated Statements of Financial Position

**December 31,**

<table>
<thead>
<tr>
<th></th>
<th>2013</th>
<th>2012</th>
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<tbody>
<tr>
<td><strong>Assets</strong></td>
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<tr>
<td><strong>Current Assets</strong></td>
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<tr>
<td>Cash and cash equivalents</td>
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<td>Restricted cash and cash equivalents</td>
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<td>Investments</td>
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<td>Accounts receivable, net of allowance for doubtful accounts of $375,000 and $450,000, respectively</td>
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<td>Other receivables</td>
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<td>Inventory, net</td>
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<td>Prepaid expenses and deposits</td>
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<td><strong>Total Current Assets</strong></td>
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<td><strong>Property and Equipment</strong></td>
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<td><strong>Intangible Assets</strong></td>
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<td><strong>Total Assets</strong></td>
<td>32,344,781</td>
<td>25,630,071</td>
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**Note:**
- **International Code Council, Inc. and Subsidiaries**
- **Consolidated Statements of Financial Position**
- **December 31,**
- **Assets**
  - **Current Assets**
  - **Property and Equipment**
  - **Intangible Assets**
- **Total Assets**
International Code Council, Inc. and Subsidiaries

Consolidated Statements of Financial Position

**December 31, 2013**

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<tr>
<th>Liabilities and Net Assets</th>
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<td><strong>Liabilities</strong></td>
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<td>Accounts payable</td>
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<td>Accrued expenses</td>
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<td>Deferred revenue</td>
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<td>Customer deposits</td>
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<td>Accrued employee benefits</td>
<td>2,918,511</td>
<td>3,075,776</td>
</tr>
<tr>
<td><strong>Total Liabilities</strong></td>
<td>15,076,189</td>
<td>14,960,706</td>
</tr>
<tr>
<td><strong>Commitments (Notes 6 and 7)</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Net Assets</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Unrestricted</td>
<td>17,170,154</td>
<td>10,543,972</td>
</tr>
<tr>
<td>Temporarily restricted</td>
<td>98,438</td>
<td>125,393</td>
</tr>
<tr>
<td><strong>Total Net Assets</strong></td>
<td>17,268,592</td>
<td>10,669,365</td>
</tr>
</tbody>
</table>

**Total Liabilities and Net Assets**

<table>
<thead>
<tr>
<th>2013</th>
<th>2012</th>
</tr>
</thead>
<tbody>
<tr>
<td>$ 32,344,781</td>
<td>$ 25,630,071</td>
</tr>
</tbody>
</table>

*See accompanying notes to consolidated financial statements.*
**International Code Council, Inc. and Subsidiaries**

**Consolidated Statements of Activities**

**Year ended December 31, 2013 and 2012**

<table>
<thead>
<tr>
<th>Support and Revenue</th>
<th>Unrestricted</th>
<th>Restricted</th>
<th>Total</th>
<th>Unrestricted</th>
<th>Restricted</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Support and services</td>
<td>$33,490,131</td>
<td>-</td>
<td>$33,490,131</td>
<td>$29,241,602</td>
<td>-</td>
<td>$29,241,602</td>
</tr>
<tr>
<td>Product sales</td>
<td>$22,476,442</td>
<td>-</td>
<td>$22,476,442</td>
<td>$19,862,077</td>
<td>-</td>
<td>$19,862,077</td>
</tr>
<tr>
<td>Other income</td>
<td>$1,133,576</td>
<td>3,045</td>
<td>$1,368,059</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Support and contrib.</td>
<td>$422,742</td>
<td>3,045</td>
<td>$425,787</td>
<td>$133,927</td>
<td>-</td>
<td>$141,584</td>
</tr>
<tr>
<td>Interest income</td>
<td>$162,013</td>
<td>-</td>
<td>$162,013</td>
<td>$203,786</td>
<td>-</td>
<td>$203,786</td>
</tr>
<tr>
<td>Net assets released from restrictions</td>
<td>$30,000</td>
<td>(30,000)</td>
<td>-</td>
<td>$19,500</td>
<td>(19,500)</td>
<td>-</td>
</tr>
<tr>
<td>Total revenue</td>
<td>$57,714,904</td>
<td>(26,955)</td>
<td>$57,687,949</td>
<td>$50,828,911</td>
<td>(11,843)</td>
<td>$50,717,068</td>
</tr>
</tbody>
</table>

**Expenses**

<table>
<thead>
<tr>
<th>Expenses</th>
<th>Unrestricted</th>
<th>Restricted</th>
<th>Total</th>
<th>Unrestricted</th>
<th>Restricted</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Programs/member services</td>
<td>$36,825,333</td>
<td>-</td>
<td>$36,825,333</td>
<td>$38,337,820</td>
<td>-</td>
<td>$38,337,820</td>
</tr>
<tr>
<td>Administrative/support services</td>
<td>$10,883,087</td>
<td>-</td>
<td>$10,883,087</td>
<td>$13,776,721</td>
<td>-</td>
<td>$13,776,721</td>
</tr>
<tr>
<td>Cost of product</td>
<td>$5,494,056</td>
<td>-</td>
<td>$5,494,056</td>
<td>$4,899,873</td>
<td>-</td>
<td>$4,899,873</td>
</tr>
<tr>
<td>Total expenses</td>
<td>$53,202,476</td>
<td>-</td>
<td>$53,202,476</td>
<td>$57,014,414</td>
<td>-</td>
<td>$57,014,414</td>
</tr>
</tbody>
</table>

**Increase (Decrease) In Net Assets Before Gain on**

<table>
<thead>
<tr>
<th>Increase (Decrease) In Net Assets Before Gain on</th>
<th>Unrestricted</th>
<th>Restricted</th>
<th>Total</th>
<th>Unrestricted</th>
<th>Restricted</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sale of Property and Unrealized (Loss) Gain on Investments</td>
<td>$4,512,428</td>
<td>(26,955)</td>
<td>$4,485,473</td>
<td>$6,185,463</td>
<td>(11,843)</td>
<td>$5,097,306</td>
</tr>
<tr>
<td>Gain on sale of property</td>
<td>$2,351,551</td>
<td>-</td>
<td>$2,351,551</td>
<td>$17,805</td>
<td>-</td>
<td>$17,805</td>
</tr>
<tr>
<td>Unrealized (loss) gain on investments</td>
<td>($237,797)</td>
<td>-</td>
<td>($237,797)</td>
<td>$267,472</td>
<td>-</td>
<td>$267,472</td>
</tr>
<tr>
<td>Increase (Decrease) In Net Assets</td>
<td>$6,626,182</td>
<td>(26,955)</td>
<td>$6,599,227</td>
<td>$5,900,186</td>
<td>(11,843)</td>
<td>$4,912,029</td>
</tr>
</tbody>
</table>

**Net Assets, beginning of year**

<table>
<thead>
<tr>
<th>Net Assets, beginning of year</th>
<th>Unrestricted</th>
<th>Restricted</th>
<th>Total</th>
<th>Unrestricted</th>
<th>Restricted</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>$10,543,972</td>
<td>125,393</td>
<td>$10,669,365</td>
<td>$16,444,158</td>
<td>137,236</td>
<td>$16,581,394</td>
<td></td>
</tr>
</tbody>
</table>

**Net Assets, end of year**

<table>
<thead>
<tr>
<th>Net Assets, end of year</th>
<th>Unrestricted</th>
<th>Restricted</th>
<th>Total</th>
<th>Unrestricted</th>
<th>Restricted</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>$17,170,154</td>
<td>$98,438</td>
<td>$17,268,592</td>
<td>$10,543,972</td>
<td>125,393</td>
<td>$10,669,365</td>
<td></td>
</tr>
</tbody>
</table>

See accompanying notes to consolidated financial statements.
International Code Council, Inc. and Subsidiaries  
Consolidated Statements of Cash Flows  

Year ended December 31,  

<table>
<thead>
<tr>
<th></th>
<th>2013</th>
<th>2012</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Cash Flows From Operating Activities</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Increase (decrease) in net assets</td>
<td>$ 6,599,227</td>
<td>$(5,912,029)</td>
</tr>
<tr>
<td>Adjustments to reconcile increase (decrease) in net assets to net cash provided by (used in) operating activities</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Depreciation and amortization</td>
<td>1,830,533</td>
<td>1,903,621</td>
</tr>
<tr>
<td>Provision for doubtful accounts</td>
<td>591,535</td>
<td>(427,687)</td>
</tr>
<tr>
<td>Write-off of obsolete inventory</td>
<td>521,189</td>
<td>1,222,826</td>
</tr>
<tr>
<td>Gain on sale of property</td>
<td>(2,351,551)</td>
<td>(17,805)</td>
</tr>
<tr>
<td>Unrealized loss (gain) on investments</td>
<td>237,797</td>
<td>(267,472)</td>
</tr>
<tr>
<td>Changes in assets and liabilities</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Restricted cash and cash equivalents</td>
<td>6,009</td>
<td>15,291</td>
</tr>
<tr>
<td>Accounts receivable</td>
<td>(1,450,059)</td>
<td>2,645,427</td>
</tr>
<tr>
<td>Other receivables</td>
<td>(166,551)</td>
<td>(130,716)</td>
</tr>
<tr>
<td>Inventory</td>
<td>(81,623)</td>
<td>(328,606)</td>
</tr>
<tr>
<td>Prepaid expenses and deposits</td>
<td>18,408</td>
<td>40,114</td>
</tr>
<tr>
<td>Accounts payable</td>
<td>1,083,488</td>
<td>(127,327)</td>
</tr>
<tr>
<td>Accrued expenses</td>
<td>(730,654)</td>
<td>1,099,755</td>
</tr>
<tr>
<td>Deferred revenue</td>
<td>(317,172)</td>
<td>237,619</td>
</tr>
<tr>
<td>Customer deposits</td>
<td>237,086</td>
<td>(409,370)</td>
</tr>
<tr>
<td>Accrued employee benefits</td>
<td>(157,265)</td>
<td>(264,827)</td>
</tr>
<tr>
<td><strong>Net cash provided by (used in) operating activities</strong></td>
<td>5,870,397</td>
<td>(721,186)</td>
</tr>
</tbody>
</table>

| **Cash Flows From Investing Activities** |          |          |
| Sales of property and equipment       | 3,004,969 | -        |
| Purchase of property and equipment    | (2,075,604) | (1,397,470) |
| Sales of investments                  | 4,261,484 | 252,972  |
| **Net cash used in investing activities** | (1,900,567) | (1,525,580) |

| **Net Increase (Decrease) in Cash and Cash Equivalents** | 3,969,740 | (2,246,766) |

| **Cash and Cash Equivalents, beginning of year** | 4,980,906 | 7,227,672 |

| **Cash and Cash Equivalents, end of year** | $ 8,950,646 | $ 4,980,906 |

*See accompanying notes to consolidated financial statements.*
1. Summary of Accounting Policies

Nature of Organization

The International Code Council, Inc. (“ICC”) and Subsidiaries (the “Council”), a membership association dedicated to building safety and fire prevention, develops codes used to construct residential and commercial buildings, including homes and schools.


Effective July 30, 2010, all assets and liabilities of ICC-ES were sold for $7,400,000 to Evaluation Services LLC (“ES, LLC”), formerly known as ES Acquisition Co, LLC, a Delaware limited liability company formed on March 9, 2010. ES, LLC is a wholly-owned subsidiary of ICC, who is also the sole member of ES, LLC. ICC-ES is inactive.

Principles of Consolidation

These consolidated financial statements include all of the accounts of the aforementioned entities. All material intercompany transactions have been eliminated.

Concentration of Risk

The Council maintains its primarily non-interest-bearing cash in bank deposit accounts which, at times, may exceed federally insured limits. The Council has not experienced any losses in such accounts. Management believes that the Council is not exposed to any significant credit risk on cash.

Cash and Cash Equivalents

For purposes of the consolidated statements of cash flows, the Council considers all highly liquid investments purchased with a maturity of three months or less to be cash equivalents.

Investment Valuation

The investments of the Council are reported at fair value. The fair value of a financial instrument is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (the exit price).

Mutual Funds - Mutual funds’ fair values are determined by reference to the fund’s underlying assets which are principally marketable equity and fixed income securities. Shares held in mutual funds that trade on national securities exchanges are valued at their trading price and are classified within Level 1 of the valuation hierarchy as described in Note 2.

Corporate Bonds - Corporate bonds consist of securities traded in markets that are not considered active and are valued based on quoted market prices, broker or dealer quotations, or alternative pricing sources with reasonable levels of price transparency. Securities that trade infrequently and therefore have little or no price transparency are valued using the Council’s investment manager’s
best estimates. These investments are classified within Level 2 of the valuation hierarchy as described in Note 2.

**Accounts Receivable**

Accounts receivable arise during the normal course of business from the sale of publications as well as educational, accreditation and technical services. It is the policy of management to review the outstanding accounts receivable at year-end, as well as the bad debt write-offs experienced in the past, and establish an allowance for uncollectible amounts. Membership dues are invoiced at the beginning of the respective membership period.

**Other Receivables**

Other receivables arise from grants earned assisting foreign governments in developing or improving building codes and royalties earned but not yet received.

**Inventory**

Inventory is stated at the lower of cost or market using the first-in, first-out method. The inventory consists of publications and other finished goods. Shipping and handling costs are reflected in cost of product. Publications printed internally include only the material cost to print the publication or manual. An inventory obsolescence reserve has been established to recognize that older publications may no longer be saleable. The obsolescence reserve was approximately $302,000 and $750,000 as of December 31, 2013 and 2012, respectively.

**Property and Equipment**

Building, equipment and land are carried at cost. Depreciation is computed on the straight-line method over 5 - 7 years for office and computer equipment, vehicles, and furniture and fixtures; 20 years for building improvements; and 40 years for buildings. Amortization of building/leasehold improvements is provided using the straight-line method over the shorter of the useful life of the property being amortized or the term of the lease.

Construction in Progress relates to amounts expended for technology projects to improve the code development process, various on-line services, and back office efficiencies. These projects are expected to be completed in 2014 at an estimated cost of $75,000.

Maintenance, repairs and minor renewals are expensed as incurred. When fixed assets are retired or otherwise disposed of, the costs and related accumulated depreciation are removed from the respective accounts and any gain or loss on disposition is credited or charged to operations.

During 2011, the Council listed its Whittier, California building for sale for $5,500,000. The net book value of this building on the Council’s balance sheet at December 31, 2013 is approximately $283,000. During 2012, the Council listed its Bellevue, Washington and Westerville, Ohio buildings for sale for $3,000,000 and $1,800,000, respectively. During 2013, the Bellevue, Washington building was sold for $3,000,000 resulting in a gain of approximately $2,345,000. The net book value of the Westerville, Ohio building on the Council’s balance sheet at December 31, 2013 is approximately $623,000.
**Intangible Assets**

Intangible assets with estimable useful lives are amortized on a straight-line basis over their respective estimated useful lives of 15 years.

On an ongoing basis, the Council reviews their definite-lived intangibles and other long-lived assets for impairment whenever events or circumstances indicate that the carrying amounts may be overstated. The Council recognizes impairment losses if the undiscounted cash flows expected to be generated by the assets are less than the carrying value of the related asset. The impairment loss adjusts the assets to fair value. As of December 31, 2013 and 2012, management believes that no such impairments existed.

**Net Assets**

ICC, IAS, ICC-ES, and ES, LLC report information regarding its financial position and activities according to one class of net assets: unrestricted.

ICCF reports information regarding its financial position and activities according to two classes of net assets: unrestricted and temporarily restricted.

Unrestricted net assets include resources which are not subject to donor-imposed restrictions plus those resources for which donor-imposed restrictions have been satisfied. Contributions are reported as increases in the appropriate category of net assets. Expenses are reported as decreases in unrestricted net assets. Gains and losses on investments are reported in the statements of activities as increases or decreases in unrestricted net assets unless their use is restricted by explicit donor stipulations or by law.

Satisfaction of temporarily restricted net assets (i.e., the donor-stipulated purpose has been fulfilled or the stipulated time period has elapsed) is reported as a reclassification from temporarily restricted net assets to unrestricted net assets. Where the stipulation of the temporarily restricted net assets is fulfilled in the same year as the original contribution, the contribution is recorded as unrestricted revenue. At December 31, 2013 and 2012, temporarily restricted net assets were primarily related to donations designated for scholarships. Amounts are released from restriction as the funds are spent toward the specific-restricted purpose or the time period has elapsed. Permanently restricted net assets are subject to donor-imposed restrictions which will never lapse, thus requiring that the funds be retained permanently. The Council does not have any permanently restricted net assets.

**Revenue Recognition**

Revenue is recognized when earned. Annual member dues are earned on a pro rata basis over the period of the membership term. Fees for service activities are earned at the time the services are performed and billed. Monies received for activities that have not yet taken place are recognized as deferred revenue.

ES, LLC has three primary sources of evaluation revenue: new report, report renewals with changes and report renewals with no changes. All reports require a deposit prior to commencing an evaluation service. Many customers submit deposits based on the total proposal or include anticipated renewal fees in their payment. As a result, ES, LLC receives monies in excess of initial invoices and reflects these monies as customer deposits on the consolidated statements of financial position.
ES, LLC commences recognition of revenue when the report progresses to the engineering review stage and continues to be earned ratably over the report preparation period ranging from five to sixteen months. For new reports and report renewals with changes, ES, LLC holds back 25% of the project’s fees until the report is released. Deferred revenue consists of billings for evaluation services which have not been completed as of the financial statement date. Fees for further studies of an existing evaluation are treated as income in the period the services are rendered.

Entities that are accredited by IAS pay a fee to maintain and renew the accreditation. Accreditation renewals last from 1 to 3 years and IAS recognizes income over the life of the accreditation. Any fees received in advance of the renewal period are recorded as deferred revenue to be recognized over the future appropriate periods.

Product sales are comprised of two types of publications, Adoptable and Non-adoptable. The adoptable publications, by their very nature, can legally be adopted into law by state and local governmental bodies. This class includes the International codes, state and local codes as well as referenced standards. The non-adoptable class of publications covers broad topics related to the built environment and publications created for one specific code edition.

**Investment Income**

Realized and unrealized gains and losses from changes in market values are reflected in the consolidated statements of activities.

Investment sales and purchases are recorded on a trade-date basis, which may result in both investment receivables and payables on unsettled investment trades. Interest income is recorded as earned on an accrual basis.

**Income Taxes**

ICC and its subsidiaries are not-for-profit organizations that are exempt from income taxes. IAS and ICC-ES are exempt under Section 501(c)(4) of the Internal Revenue Code (“IRC”). ICC and ES, LLC are exempt under Section 501(c)(6) of the IRC and ICCF is exempt under Section 501(c)(3) of the IRC. Accordingly, no provision for income taxes has been reflected in the consolidated financial statements. Under comparable state law, ICC and its subsidiaries are also tax exempt.

**Uncertainty in Income Taxes**

The Council follows the provisions of Accounting Standards Codification (“ASC”) 740-10-25, “Income Taxes,” which requires that realization of an uncertain income tax position must be “more likely than not” (i.e. greater than 50% likelihood of receiving benefit) before it can be recognized in the financial statements. Further, ASC 740-10-25 prescribes the benefit to be recorded in the financial statements as the amount most likely to be realized assuming a review by the tax authorities having all relevant information and applying current conventions. ASC 740-10-25 also clarifies the financial statement classification of tax related penalties and interest and sets forth disclosures regarding unrecognized tax benefits. The Council does not believe there are any uncertain tax positions that should be recorded. No interest or penalties were included in the consolidated statements of activities for the years ended December 31, 2013 or 2012. Tax years going back to 2010 remain open to examination. Should the Council need to accrue interest or penalties on uncertain tax positions, it would recognize the interest as interest expense and the penalties as other expenses.
Sales Taxes

ICC is registered in all fifty states and the District of Columbia to collect and remit sales tax on all products that are subject to sales tax.

Functional Allocation of Expenses

In the consolidated statements of activities, salaries and related expenses are first charged to the various programs and supporting services on the basis of actual expense. Expenses are then allocated based on headcount, percentage of revenue or actual usage to programs and administrative categories.

Use of Estimates

The preparation of consolidated financial statements in conformity with generally accepted accounting principles in the United States requires management to make estimates and assumptions affecting the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from the estimates.

Reclassifications

Certain reclassifications have been made to the 2012 amounts to conform to the 2013 classifications.

2. Investments

The Council follows ASC 820-10 “Fair Value Measurements,” which establishes a three-tier hierarchy to maximize the use of observable market data and minimize the use of unobservable inputs and to establish classification of fair value measurements for disclosure purposes. Inputs refer broadly to the assumptions that market participants would use in pricing the asset or liability, including assumptions about risk. Inputs may be observable or unobservable. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability based upon market data obtained from sources independent of the reporting entity. Unobservable inputs reflect the reporting entity’s own assumptions of what market participants would use in pricing the asset or liability based upon the best information available. The three-tier hierarchy of inputs is summarized in the three broad levels listed below.

Level 1 - Quoted prices in active markets for identical investments,
Level 2 - Other significant observable inputs (including quoted prices for similar investments, interest rates, credit risk, etc.),
Level 3 - Significant unobservable inputs (including the entity’s own assumptions in determining the fair value of investments).
Investments consist of the following:

<table>
<thead>
<tr>
<th>Investment Assets at Fair Value</th>
<th>as of December 31, 2013</th>
<th>Level 1</th>
<th>Level 2</th>
<th>Level 3</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Mutual Funds</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Ishares Floating Rate</td>
<td>$2,496,438</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>$2,496,438</td>
</tr>
<tr>
<td>Lord Abbett Floating Rate</td>
<td>1,339,145</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>1,339,145</td>
</tr>
<tr>
<td>Lord Abbett Short Term</td>
<td>1,011,633</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>1,011,633</td>
</tr>
<tr>
<td>Vanguard Short-Term</td>
<td>2,585,511</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>2,585,511</td>
</tr>
<tr>
<td>Doubleline Total Return Fund</td>
<td>815,753</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>815,753</td>
</tr>
<tr>
<td><strong>Total Mutual Funds</strong></td>
<td>8,248,480</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>8,248,480</td>
</tr>
<tr>
<td><strong>Bonds</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Corporate Bond - Bank of America</td>
<td>-</td>
<td>246,910</td>
<td>-</td>
<td>-</td>
<td>246,910</td>
</tr>
<tr>
<td>Corporate Bond - General Electric</td>
<td>-</td>
<td>100,935</td>
<td>-</td>
<td>-</td>
<td>100,935</td>
</tr>
<tr>
<td><strong>Total Bonds</strong></td>
<td>-</td>
<td>347,845</td>
<td>-</td>
<td>-</td>
<td>347,845</td>
</tr>
<tr>
<td><strong>Total Investments at Fair Value</strong></td>
<td>$8,248,480</td>
<td>$347,845</td>
<td>-</td>
<td>-</td>
<td>$8,596,325</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Investment Assets at Fair Value</th>
<th>as of December 31, 2012</th>
<th>Level 1</th>
<th>Level 2</th>
<th>Level 3</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Mutual Funds</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Ishares Iboxx</td>
<td>$2,973,269</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>$2,973,269</td>
</tr>
<tr>
<td>Ishares Barclays</td>
<td>685,724</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>685,724</td>
</tr>
<tr>
<td>Ishares Core Total U.S.</td>
<td>388,779</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>388,779</td>
</tr>
<tr>
<td>Vanguard Short-Term</td>
<td>1,249,217</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>1,249,217</td>
</tr>
<tr>
<td>PIMCO Total Return Fund</td>
<td>357,741</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>357,741</td>
</tr>
<tr>
<td><strong>Total Mutual Funds</strong></td>
<td>5,654,730</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>5,654,730</td>
</tr>
<tr>
<td><strong>Bonds</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Corporate Bond - Bank of America</td>
<td>-</td>
<td>246,250</td>
<td>-</td>
<td>-</td>
<td>246,250</td>
</tr>
<tr>
<td>Corporate Bond - General Electric</td>
<td>-</td>
<td>103,120</td>
<td>-</td>
<td>-</td>
<td>103,120</td>
</tr>
<tr>
<td><strong>Total Bonds</strong></td>
<td>-</td>
<td>349,370</td>
<td>-</td>
<td>-</td>
<td>349,370</td>
</tr>
<tr>
<td><strong>Total Investments at Fair Value</strong></td>
<td>$5,654,730</td>
<td>$349,370</td>
<td>-</td>
<td>-</td>
<td>$6,004,100</td>
</tr>
</tbody>
</table>
3. Intangible Assets

Intangible assets include intellectual property, copyrights and trademarks associated with the base international codes. Intangible assets consist of the following:

<table>
<thead>
<tr>
<th></th>
<th>December 31, 2013</th>
<th>December 31, 2012</th>
</tr>
</thead>
<tbody>
<tr>
<td>Patents and trademarks</td>
<td>$493,439</td>
<td>$493,439</td>
</tr>
<tr>
<td>Intellectual property</td>
<td>50,000</td>
<td>50,000</td>
</tr>
<tr>
<td>Copyrights</td>
<td>22,386</td>
<td>22,386</td>
</tr>
<tr>
<td>Other</td>
<td>5,000</td>
<td>5,000</td>
</tr>
<tr>
<td>Less accumulated amortization</td>
<td>(489,650)</td>
<td>(454,028)</td>
</tr>
<tr>
<td>Intangible assets, net</td>
<td>$81,175</td>
<td>$116,797</td>
</tr>
</tbody>
</table>

4. Accrued Employee Benefits

The Council permits employees to accumulate and carryforward vacation as well as sick leave. The Council’s policy limits the accumulation of sick leave to 180 days and limits vacation pay to twice the employee’s annual vacation accrual. The amount of existing vacation and sick leave remaining as of December 31, 2013 and 2012 is approximately $2,558,000 and $2,774,000, respectively.

5. Retirement Plans

The Council has deferred compensation plans including a plan originating with the International Conference of Building Officials (see Note 1) which was assumed by the Council at the time of merger. Per the plan agreements, until distribution is made, an annual increase is credited to the accounts for earnings. The plan assets are maintained with the general assets of the Council. As of December 31, 2013 and 2012, the balance in the deferred compensation liability was approximately $144,000 and $515,000, respectively, included in accrued expenses in the consolidated statements of financial position.

A contributory profit sharing plan has been adopted by the Council for all of its eligible employees. Annual contributions to the trust are payable at the discretion of the Council up to a maximum amount allowable by the Internal Revenue Service. The plan also has a 401(k) provision that allows the employees to contribute to the plan. Contributions by the Council to the plan for each of the years ended December 31, 2013 and 2012 totaled approximately $423,000 respectively.
6. Lease Obligations

As of December 31, 2013, the Council has two principal operating leases for office space located in Washington, D.C. and a distribution warehouse in Lenexa, Kansas. The leases contain rent escalation clauses and also require payment for real estate taxes as well as other operating expenses and include renewal option clauses. Additionally, there are eight additional leases for office space in other states. Future minimum rental payments required under operating real property leases with non-cancelable lease terms are as follows:

<table>
<thead>
<tr>
<th>Year ending December 31,</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>2014</td>
<td>$880,039</td>
</tr>
<tr>
<td>2015</td>
<td>660,144</td>
</tr>
<tr>
<td>2016</td>
<td>580,835</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>$2,121,018</td>
</tr>
</tbody>
</table>

Building, office and warehouse rent including taxes, maintenance and insurance for the years ended December 31, 2013 and 2012 was approximately $1,094,000 and $983,000, respectively.

As of December 31, 2013, the Council also had numerous operating leases for equipment located throughout the United States. Future minimum rental payments required under operating equipment leases with noncancelable lease terms are as follows:

<table>
<thead>
<tr>
<th>Year ending December 31,</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>2014</td>
<td>$172,312</td>
</tr>
<tr>
<td>2015</td>
<td>19,608</td>
</tr>
<tr>
<td>2016</td>
<td>6,313</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>$198,233</td>
</tr>
</tbody>
</table>

Equipment rental expense for the years ended December 31, 2013 and 2012 was approximately $222,000 and $276,000, respectively.

7. Commitments

The Council is party to numerous agreements with hotels and meeting facilities for their seminars and conferences. These agreements often include commitments for use of hotel space. As of December 31, 2013, the Council was responsible for commitments for the next four years. For 2014, the Council is responsible for commitments in amounts of approximately $133,000 and $95,000 that relate to the Spring Hearings in Memphis and the Annual Conference in Ft. Lauderdale, respectively. For 2015, the Council is responsible for commitments in amounts of approximately $106,000 and $436,000 that relate to these same events, respectively. The Council is responsible for commitments in the amounts of approximately $169,000 and $266,000 that relate to the 2016 Annual Conference in Kansas City and 2017 Annual Conference in Columbus, respectively.
During 2012, Federal Alliance for Safe Homes, Inc. ("Flash, Inc.") performed management services, which included managing various scholarships, coordinating fundraising efforts, and administering various community service projects, and was paid $200,000 in fees, and reimbursed $71,187 for expenses incurred for the year ended December 31, 2012. These expenses are included in outside services on the consolidated statements of activities. The agreement between ICCF and Flash, Inc. was terminated effective December 31, 2012.

A former executive of the Council received payments under his employment contract that was approved by the Board of Directors at the time of his departure. Under the terms of the agreement, the former executive received the final payment of $45,000 in 2012.

Another former executive of the Council received payments under his employment contract that was approved by the Board of Directors at the time of his departure. Under the terms of the agreement, approximately $508,000 was accrued in 2012 and paid in 2013. No additional amounts are owed as of December 31, 2013.

During 2009, the Council entered into an agreement with T3 Information Systems that expired on April 30, 2011, but was extended through July 31, 2011, to design, configure and implement all modules related to the Microsoft Dynamics Great Plains application to meet the Council’s business objectives relating to budgeting, accounting and reporting. During 2012, the Council paid T3 Information Systems approximately $129,000; $3,280 of this amount was capitalized in computers and software, on the consolidated statements of financial position. The project was completed in 2012.

8. Related-Party Transactions

Some board members act as training instructors or subcontractors to ICC and are paid a fee for their services. Fees paid to these board members during 2013 and 2012 amounted to approximately $34,000 and $57,000, respectively.

IAS also compensated one of its board directors approximately $1,000 for services rendered for the year ended December 31, 2012.

9. Line of Credit

In April 2013, the Council renewed its line of credit with its existing bank. Maximum availability on the line of credit is $3,000,000 with a maturity date of June 30, 2014. The interest rate on the line of credit is at adjusted LIBOR, as defined in the line of credit agreement as LIBOR plus 1.75% and an unused fee of 0.05%. The line of credit is collateralized by substantially all of the Council’s Illinois real estate assets and requires adherence to certain financial covenants. The Council was in compliance with these covenants as of December 31, 2013. At December 31, 2013 and 2012, there were no amounts outstanding on the line of credit.

10. Subsequent Events

The Council evaluated subsequent events through April 30, 2014, the date the consolidated financial statements were available to be issued. No material subsequent events have occurred through April 30, 2014 that required recognition or disclosure in these consolidated financial statements.
Supplementary Information
Independent Auditor’s Report on Supplementary Information

Our audits of the consolidated financial statements included in the preceding section of this report were conducted for the purpose of forming an opinion on those statements as a whole. The supplementary information presented in the following section of this report is presented for purposes of additional analysis and is not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audits of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

BDO USA, LLP
Chicago, Illinois
April 30, 2014
### Consolidating Statement of Financial Position

**International Code Council, Inc. and Subsidiaries**

**December 31, 2013**

<table>
<thead>
<tr>
<th></th>
<th>ICC</th>
<th>ES, LLC</th>
<th>ICC-ES</th>
<th>IAS</th>
<th>ICCF</th>
<th>Eliminations</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Assets</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Current Assets</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cash and cash equivalents</td>
<td>$5,866,800</td>
<td>$34,341</td>
<td></td>
<td>$3,000,462</td>
<td>$49,043</td>
<td></td>
<td>$8,950,646</td>
</tr>
<tr>
<td>Restricted cash and cash equivalents</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>77,978</td>
<td>-</td>
<td>77,978</td>
</tr>
<tr>
<td>Investments</td>
<td>2,223,745</td>
<td>2,168,328</td>
<td>-</td>
<td>1,218,713</td>
<td>2,985,539</td>
<td>-</td>
<td>8,596,232</td>
</tr>
<tr>
<td>Accounts receivable</td>
<td>1,775,831</td>
<td>1,005,190</td>
<td>-</td>
<td>485,574</td>
<td>-</td>
<td>(81,500)</td>
<td>3,185,995</td>
</tr>
<tr>
<td>Due from affiliates</td>
<td>331,914</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>331,914</td>
<td></td>
</tr>
<tr>
<td>Inventory</td>
<td>1,215,251</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>1,215,251</td>
<td></td>
</tr>
<tr>
<td>Prepaid expenses and deposits</td>
<td>477,727</td>
<td>-</td>
<td>-</td>
<td>16,030</td>
<td>-</td>
<td>-</td>
<td>493,757</td>
</tr>
<tr>
<td><strong>Total Current Assets</strong></td>
<td>17,843,285</td>
<td>27,266,702</td>
<td>1,933,698</td>
<td>4,786,411</td>
<td>4,474,028</td>
<td>(32,745,073)</td>
<td>22,850,966</td>
</tr>
<tr>
<td><strong>Property and Equipment</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Land</td>
<td>539,828</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>424,527</td>
<td>-</td>
</tr>
<tr>
<td>Buildings</td>
<td>10,662,993</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>2,482,196</td>
<td>-</td>
</tr>
<tr>
<td>Building/leasehold improvements</td>
<td>308,875</td>
<td>131,100</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>637,047</td>
<td>-</td>
</tr>
<tr>
<td>Computers and software</td>
<td>13,098,587</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>13,098,587</td>
</tr>
<tr>
<td>Furniture and fixtures</td>
<td>2,812,823</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>2,812,823</td>
</tr>
<tr>
<td>Office equipment</td>
<td>3,034,476</td>
<td>92,702</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>3,127,178</td>
</tr>
<tr>
<td>Vehicles</td>
<td>73,184</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>73,184</td>
</tr>
<tr>
<td>Construction in progress</td>
<td>122,574</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>122,574</td>
</tr>
<tr>
<td><strong>Less: Accumulated depreciation and amortization</strong></td>
<td>$(21,948,785)</td>
<td>$(223,802)</td>
<td>-</td>
<td>-</td>
<td>$(2,835,685)</td>
<td>-</td>
<td>$(25,008,272)</td>
</tr>
<tr>
<td><strong>Net Property and Equipment</strong></td>
<td>8,704,555</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>708,085</td>
<td>-</td>
</tr>
<tr>
<td><strong>Intangible Assets</strong></td>
<td>81,175</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>81,175</td>
</tr>
<tr>
<td><strong>Total Assets</strong></td>
<td>$26,629,015</td>
<td>$27,266,702</td>
<td>$1,933,698</td>
<td>$4,786,411</td>
<td>$4,474,028</td>
<td>(32,745,073)</td>
<td>$22,344,781</td>
</tr>
</tbody>
</table>
### International Code Council, Inc. and Subsidiaries

#### Consolidating Statement of Financial Position

<table>
<thead>
<tr>
<th>December 31, 2013</th>
<th>ICC</th>
<th>ES, LLC</th>
<th>ICC-ES</th>
<th>IAS</th>
<th>ICCF</th>
<th>Eliminations</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Liabilities</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Accounts payable</td>
<td>$2,174,273</td>
<td>$269,669</td>
<td>-</td>
<td>$80,892</td>
<td>-</td>
<td>$(81,500)</td>
<td>$2,443,334</td>
</tr>
<tr>
<td>Due to affiliates</td>
<td>24,712,225</td>
<td>7,879,180</td>
<td>-</td>
<td>72,168</td>
<td>-</td>
<td>(32,663,573)</td>
<td>-</td>
</tr>
<tr>
<td>Accrued expenses</td>
<td>2,596,147</td>
<td>311,593</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>2,907,740</td>
<td>-</td>
</tr>
<tr>
<td>Deferred revenue</td>
<td>2,278,481</td>
<td>2,907,777</td>
<td>-</td>
<td>897,258</td>
<td>-</td>
<td>6,083,516</td>
<td>-</td>
</tr>
<tr>
<td>Customer deposits</td>
<td>436,478</td>
<td>209,837</td>
<td>-</td>
<td>76,773</td>
<td>-</td>
<td>723,088</td>
<td>-</td>
</tr>
<tr>
<td>Accrued employee benefits</td>
<td>2,918,511</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>2,918,511</td>
<td>-</td>
</tr>
<tr>
<td><strong>Total Liabilities</strong></td>
<td>35,116,115</td>
<td>11,578,056</td>
<td>-</td>
<td>1,127,091</td>
<td>-</td>
<td>(32,745,073)</td>
<td>15,076,189</td>
</tr>
<tr>
<td><strong>Net Assets</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Unrestricted</td>
<td>$(8,487,100)</td>
<td>15,688,646</td>
<td>1,933,698</td>
<td>3,659,320</td>
<td>4,375,590</td>
<td>-</td>
<td>17,170,154</td>
</tr>
<tr>
<td>Temporarily restricted</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>98,438</td>
<td>-</td>
<td>-</td>
<td>98,438</td>
</tr>
<tr>
<td><strong>Total Net Assets</strong></td>
<td>$(8,487,100)</td>
<td>15,688,646</td>
<td>1,933,698</td>
<td>3,659,320</td>
<td>4,474,028</td>
<td>-</td>
<td>17,268,592</td>
</tr>
<tr>
<td><strong>Total Liabilities and Net Assets</strong></td>
<td>$26,629,015</td>
<td>$27,266,702</td>
<td>$1,933,698</td>
<td>$4,786,411</td>
<td>$4,474,028</td>
<td>$(32,745,073)</td>
<td>$32,344,781</td>
</tr>
</tbody>
</table>
# International Code Council, Inc. and Subsidiaries
## Consolidating Statement of Activities

### Year ended December 31, 2013

<table>
<thead>
<tr>
<th></th>
<th>ICE</th>
<th>ES, LLC</th>
<th>ICC-ES</th>
<th>IAS</th>
<th>ICCF</th>
<th>Eliminations</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Support and Revenue</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Program services</td>
<td>$11,856,795</td>
<td>$16,697,321</td>
<td>$-</td>
<td>$5,120,322</td>
<td>$-</td>
<td>$-(184,307)</td>
<td>$33,490,131</td>
</tr>
<tr>
<td>Product sales</td>
<td>22,476,442</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>22,476,442</td>
</tr>
<tr>
<td>Other income</td>
<td>1,062,481</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>435,829</td>
<td>-</td>
<td>1,133,576</td>
</tr>
<tr>
<td>Professional service agreement</td>
<td>600,439</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>600,439</td>
</tr>
<tr>
<td>Related party operating grant income</td>
<td>2,509,950</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>2,509,950</td>
</tr>
<tr>
<td>Support and contributions</td>
<td>379,236</td>
<td>-</td>
<td>-</td>
<td>46,551</td>
<td>-</td>
<td>-</td>
<td>425,787</td>
</tr>
<tr>
<td>Interest income</td>
<td>46,658</td>
<td>43,722</td>
<td>70,649</td>
<td>23,911</td>
<td>47,722</td>
<td>(70,649)</td>
<td>162,013</td>
</tr>
<tr>
<td><strong>Total Revenue</strong></td>
<td>38,932,001</td>
<td>16,741,043</td>
<td>70,649</td>
<td>5,144,233</td>
<td>530,102</td>
<td>(3,730,079)</td>
<td>57,687,949</td>
</tr>
<tr>
<td><strong>Expenses</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Programs/member services</td>
<td>25,312,694</td>
<td>7,675,283</td>
<td>-</td>
<td>3,895,515</td>
<td>580,000</td>
<td>(638,159)</td>
<td>36,825,333</td>
</tr>
<tr>
<td>Administrative/support services</td>
<td>10,862,063</td>
<td>70,649</td>
<td>1,959,950</td>
<td>588,439</td>
<td>493,906</td>
<td>(3,091,920)</td>
<td>10,883,087</td>
</tr>
<tr>
<td>Cost of product</td>
<td>5,494,056</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>5,494,056</td>
</tr>
<tr>
<td><strong>Total Expenses</strong></td>
<td>41,668,813</td>
<td>7,745,932</td>
<td>1,959,950</td>
<td>4,483,954</td>
<td>1,073,906</td>
<td>(3,730,079)</td>
<td>53,202,476</td>
</tr>
<tr>
<td><strong>Increase (Decrease) in Net Assets Before Gain on Sale of Property and Unrealized Loss (Gain) on Investments</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Investments</td>
<td>(2,736,812)</td>
<td>8,995,111</td>
<td>(1,889,301)</td>
<td>660,279</td>
<td>(543,804)</td>
<td>-</td>
<td>4,485,473</td>
</tr>
<tr>
<td>Gain on sale of property</td>
<td>6,155</td>
<td>-</td>
<td>-</td>
<td>2,345,396</td>
<td>-</td>
<td>-</td>
<td>2,351,551</td>
</tr>
<tr>
<td>Unrealized loss on Investments</td>
<td>(83,839)</td>
<td>(88,701)</td>
<td>-</td>
<td>(46,685)</td>
<td>(18,572)</td>
<td>-</td>
<td>(227,797)</td>
</tr>
<tr>
<td><strong>Increase (Decrease) in Net Assets</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(2,814,496)</td>
<td>8,906,410</td>
<td>(1,889,301)</td>
<td>613,594</td>
<td>1,783,020</td>
<td>-</td>
<td>6,599,227</td>
<td></td>
</tr>
<tr>
<td><strong>Net Assets, beginning of year</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(5,672,604)</td>
<td>6,782,236</td>
<td>3,822,999</td>
<td>3,045,726</td>
<td>2,691,008</td>
<td>-</td>
<td>10,669,365</td>
<td></td>
</tr>
<tr>
<td><strong>Net Assets, end of year</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(8,487,100)</td>
<td>15,688,646</td>
<td>3,932,698</td>
<td>3,659,320</td>
<td>4,474,028</td>
<td>-</td>
<td>17,268,592</td>
<td></td>
</tr>
</tbody>
</table>
# Consolidated Schedules of Product Sales

Year ended December 31, 2013

<table>
<thead>
<tr>
<th>Product Sales</th>
<th>2013</th>
<th>2012</th>
</tr>
</thead>
<tbody>
<tr>
<td>Adoptable</td>
<td>$13,903,704</td>
<td>$12,563,303</td>
</tr>
<tr>
<td>Non-adoptable</td>
<td>$8,474,484</td>
<td>$7,259,758</td>
</tr>
<tr>
<td>Total Product Sales</td>
<td>$22,378,188</td>
<td>$19,823,061</td>
</tr>
</tbody>
</table>

# Consolidated Schedules of Program Services

Year ended December 31, 2013

<table>
<thead>
<tr>
<th>Program Services</th>
<th>2013</th>
<th>2012</th>
</tr>
</thead>
<tbody>
<tr>
<td>Report and reexamination fees</td>
<td>$21,638,336</td>
<td>$18,001,726</td>
</tr>
<tr>
<td>Membership dues</td>
<td>$4,243,090</td>
<td>$4,190,625</td>
</tr>
<tr>
<td>Certification</td>
<td>$4,037,141</td>
<td>$3,920,999</td>
</tr>
<tr>
<td>Training and education</td>
<td>$2,432,259</td>
<td>$1,958,323</td>
</tr>
<tr>
<td>Conferences</td>
<td>$702,563</td>
<td>$645,325</td>
</tr>
<tr>
<td>Architectural and engineering</td>
<td>$436,742</td>
<td>$524,604</td>
</tr>
<tr>
<td>Total Program Services</td>
<td>$33,490,131</td>
<td>$29,241,602</td>
</tr>
</tbody>
</table>
International Code Council, Inc. and Subsidiaries

Consolidated Schedules of Product Sales

<table>
<thead>
<tr>
<th>Year ended December 31,</th>
<th>2013</th>
<th>2012</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Product Sales</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Code publications</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Adoptable</td>
<td>$13,903,704</td>
<td>$12,563,303</td>
</tr>
<tr>
<td>Non-adoptable</td>
<td>8,474,484</td>
<td>7,259,758</td>
</tr>
<tr>
<td></td>
<td>22,378,188</td>
<td>19,823,061</td>
</tr>
<tr>
<td>Advertising</td>
<td>98,254</td>
<td>39,016</td>
</tr>
<tr>
<td><strong>Total Product Sales</strong></td>
<td>$22,476,442</td>
<td>$19,862,077</td>
</tr>
</tbody>
</table>
### Consolidated Schedules of Other Income

**Year ended December 31,**

<table>
<thead>
<tr>
<th></th>
<th>2013</th>
<th>2012</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Other Income</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Rental income</td>
<td>$341,586</td>
<td>$360,023</td>
</tr>
<tr>
<td>Royalties</td>
<td>767,925</td>
<td>964,628</td>
</tr>
<tr>
<td>Miscellaneous</td>
<td>24,065</td>
<td>43,408</td>
</tr>
<tr>
<td><strong>Total Other Income</strong></td>
<td>$1,133,576</td>
<td>$1,368,059</td>
</tr>
</tbody>
</table>

International Code Council, Inc. and Subsidiaries
<table>
<thead>
<tr>
<th>Total Administrative and Support Services</th>
<th>2013</th>
<th>Total Administrative and Support Services</th>
<th>2012</th>
</tr>
</thead>
<tbody>
<tr>
<td>Programs</td>
<td>Information</td>
<td>Technology</td>
<td>Management</td>
</tr>
<tr>
<td>----------</td>
<td>-------------</td>
<td>------------</td>
<td>-------------</td>
</tr>
<tr>
<td>Salaries</td>
<td>$ 15,788,149</td>
<td>$ 672,793</td>
<td>$ 3,578,764</td>
</tr>
<tr>
<td>Outside services</td>
<td>4,414,130</td>
<td>8,812,858</td>
<td>777,917</td>
</tr>
<tr>
<td>Member Information Management</td>
<td>444,069</td>
<td>685,460</td>
<td>5,322,728</td>
</tr>
<tr>
<td>Meetings and travel</td>
<td>2,156,924</td>
<td>83,359</td>
<td>395,957</td>
</tr>
<tr>
<td>Depreciation and amortization</td>
<td>1,497,709</td>
<td>57,882</td>
<td>274,942</td>
</tr>
<tr>
<td>Payroll taxes</td>
<td>1,093,041</td>
<td>46,141</td>
<td>205,140</td>
</tr>
<tr>
<td>Travel</td>
<td>934,117</td>
<td>14,052</td>
<td>325,345</td>
</tr>
<tr>
<td>Rent</td>
<td>983,313</td>
<td>34,589</td>
<td>166,303</td>
</tr>
<tr>
<td>Marketing</td>
<td>107,340</td>
<td>197,230</td>
<td>1,190,916</td>
</tr>
<tr>
<td>Legal and accounting</td>
<td>147,400</td>
<td>28,910</td>
<td>117,610</td>
</tr>
<tr>
<td>Telephone</td>
<td>577,621</td>
<td>23,200</td>
<td>106,891</td>
</tr>
<tr>
<td>Taxes, licenses and fees</td>
<td>644,507</td>
<td>25,685</td>
<td>122,013</td>
</tr>
<tr>
<td>Equipment rental/maintenance</td>
<td>318,160</td>
<td>12,305</td>
<td>58,188</td>
</tr>
<tr>
<td>Bank/credit card fees</td>
<td>555,355</td>
<td>19,303</td>
<td>92,754</td>
</tr>
<tr>
<td>Building maintenance</td>
<td>344,309</td>
<td>13,290</td>
<td>63,217</td>
</tr>
<tr>
<td>Insurance</td>
<td>149,099</td>
<td>7,493</td>
<td>36,542</td>
</tr>
<tr>
<td>Bad debt</td>
<td>591,535</td>
<td>-</td>
<td>591,535</td>
</tr>
<tr>
<td>Utilities</td>
<td>317,355</td>
<td>8,666</td>
<td>43,596</td>
</tr>
<tr>
<td>Dues and subscriptions</td>
<td>235,410</td>
<td>205</td>
<td>33,266</td>
</tr>
<tr>
<td>Postage and shipping</td>
<td>122,124</td>
<td>4,723</td>
<td>32,534</td>
</tr>
<tr>
<td>Office supplies</td>
<td>149,574</td>
<td>5,793</td>
<td>27,845</td>
</tr>
<tr>
<td>Printing</td>
<td>26,333</td>
<td>4,430</td>
<td>71,783</td>
</tr>
<tr>
<td>Interest expense</td>
<td>6,899</td>
<td>326</td>
<td>1,157</td>
</tr>
<tr>
<td>Scholarships and grants paid</td>
<td>30,000</td>
<td>-</td>
<td>37,657</td>
</tr>
<tr>
<td>Sales tax</td>
<td>-</td>
<td>31,877</td>
<td>31,877</td>
</tr>
<tr>
<td>Restructuring expenses</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Disclosures</td>
<td>7,707</td>
<td>-</td>
<td>219,012</td>
</tr>
<tr>
<td>Totals</td>
<td>$ 36,825,333</td>
<td>$ 3,014,469</td>
<td>$ 7,664,618</td>
</tr>
</tbody>
</table>
- Conference Schedule/Contact Information
Saturday, September 27

**8 AM–4:30 PM**
11th Annual Bob Fowler Motorcycle Ride

**8 AM–5 PM**
IAS Board Meeting

**8:30 AM–6 PM**
ICC Board Meeting

**Sunday, September 28**

**7 AM**
Preconference Fishing Trip

**8 AM–5 PM**
11th Annual Bob Fowler Motorcycle Ride

**8 AM–9 AM**
IAS Board Meeting

**9 AM–5 PM**
Registration

**9 AM–5 PM**
Bookstore

**10 AM–11 AM**
Joint Membership Councils Meeting

**11 AM–2 PM**
Membership Councils Meetings

**1 PM–5 PM**
ICC-ES Board Meeting

**2 PM–4 PM**
Regions Meetings

**4 PM–5 PM**
First Timer Orientation

**5 PM–7 PM**
Welcome Reception

**7 PM–11 PM**
Meet & Greet the ICC Candidates

**Monday, September 29**

**7 am–5 pm**
Registration

**7 AM–5 PM**
Bookstore

**8 AM–10 AM**
 Opening Session/Members Forum

**9 AM–4 PM**
Companions Tours

**10:15 AM–NOON**
Annual Business Meeting

**12:15 PM–1:15 PM**
Networking Luncheon

**1:30 PM–3:30 PM**
Global Forum

**1:30 PM–3:30 PM**
cdpACCESS Update

**3 PM–7 PM**
Expo

**4:30 PM–6 PM**
Delegate Photos

**6 PM–7 PM**
Welcome Reception

**7 PM–11 PM**
Welcome to Fort Lauderdale

**Tuesday, September 30**

**7 AM–5 PM**
Registration

**7 AM–5 PM**
Bookstore

**8 AM–11 AM**
Education Programs

**8 AM–11 AM**
Government Relations Forum

**8 AM–NOON**
Town Hall Meeting on the Future of Code Official

**8 AM–NOON**
ES Industry Advisory Committee

**8 AM–4:30 PM**
Off-Site Building Tour

**Tuesday, September 30 (continued)**

**8 AM–5 PM**
WOBO Board of Governors

**9 AM–10 AM**
Companions Breakfast

**10 AM–2 PM**
Companions Cruise

**11:30 AM–1 PM**
Awards Luncheon

**1:30 PM–3:30 PM**
Past Presiding Officers Meeting

**1:30 PM–4:30 PM**
Education Programs’ Sessions

**1:30 PM–4:30 PM**
Career Planning Workshop

**3:15 PM–5:15 PM**
Major Jurisdiction Committee

**6 PM–7 PM**
Banquet Reception

**7 PM–10 PM**
Annual Banquet

**10 PM–MIDNIGHT**
Long Beach Preview Night

**Wednesday, October 1**

**7 AM–5 PM**
Registration

**7 AM–5 PM**
Bookstore

**8 AM–5 PM**
Certification and Testing

**8 AM–7 PM**
Public Comment Hearings

**9 AM–4 PM**
ICC Board Meeting

**Thursday, October 2**

**7 AM–5 PM**
Registration

**7 AM–5 PM**
Bookstore

**8 AM–5 PM**
Certification and Testing

**8 AM–7 PM**
Public Comment Hearings

**Friday, October 3**

**7 AM–5 PM**
Registration

**8 AM–7 PM**
Public Comment Hearings

**Saturday, October 4**

**7 AM–NOON**
Registration

**8 AM–NOON**
Public Comment Hearings
Contact Information

**Contact Information**

**ICC Service Centers**

**ICC Store**
1-800-786-4452
International: (708) 799-2300, ext. 33801
order@iccsafe.org

**Electronic/Digital Products**
888-ICC-SAFE (888-422-7233), ext. 33822
eCodes@iccsafe.org

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certexam@iccsafe.org

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members@iccsafe.org

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**Eastern Regional Office**
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P: 888-ICC-SAFE (888-422-7233)
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F: (205) 599-9871

**Central Regional Office**
4051 Flossmoor Road
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and press 0
F: (708) 799-4981 or 1-800-214-7167

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and press 0
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**Prepared by:**

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Project Manager

**Duane Acoba**
Graphic Design

**Steve Daggers, Margi Leddin, and Mary Lou Luif**
Editorial

The names and addresses of the current Members of ICC are located at the Birmingham, Alabama office.