



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

March 15, 2019

Esther L. Moreno
Akerman LLP
esther.moreno@akerman.com

Re: The GEO Group, Inc.
Incoming letter dated January 7, 2019

Dear Ms. Moreno:

This letter is in response to your correspondence dated January 7, 2019 concerning the shareholder proposal (the "Proposal") submitted to The GEO Group, Inc. (the "Company") by the USA West Province of the Society of Jesus et al. (the "Proponents") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. We also have received correspondence from the Proponents dated February 15, 2019. Copies of all of the correspondence on which this response is based will be made available on our website at <http://www.sec.gov/divisions/corpfin/cf-noaction/14a-8.shtml>. For your reference, a brief discussion of the Division's informal procedures regarding shareholder proposals is also available at the same website address.

Sincerely,

M. Hughes Bates
Special Counsel

Enclosure

cc: Rev. Bryan V. Pham
USA West Province of the Society of Jesus
bryan.pham@lmu.edu

March 15, 2019

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: The GEO Group, Inc.
Incoming letter dated January 7, 2019

The Proposal requests that the Company report annually on its website, beginning in September 2019, on how it implements the portion of its Global Human Rights Policy that addresses “Respect for Our Inmates and Detainees,” including: (1) how the Company ensures that its employees are aware of, and know how to apply, the Company’s commitment to inmate/detainee human rights; (2) metrics used to assess human rights performance, including any process for independent outside verification of such metrics; and (3) how the Company remedies shortcomings in human rights performance.

We are unable to concur in your view that the Company may exclude the Proposal under rules 14a-8(i)(2) or 14a-8(i)(6). Accordingly, we do not believe that the Company may omit the Proposal from its proxy materials in reliance on rules 14a-8(i)(2) or 14a-8(i)(6).

We are unable to concur in your view that the Company may exclude the Proposal under rule 14a-8(i)(3). We are unable to conclude that the Proposal, taken as a whole, is so vague or indefinite that it is rendered materially misleading. Accordingly, we do not believe that the Company may omit the Proposal from its proxy materials in reliance on rule 14a-8(i)(3).

We are unable to concur in your view that the Company may exclude the Proposal under rule 14a-8(i)(7). In our view, the Proposal transcends ordinary business matters and does not seek to micromanage the Company to such a degree that exclusion of the Proposal would be appropriate. Accordingly, we do not believe that the Company may omit the Proposal from its proxy materials in reliance on rule 14a-8(i)(7).

Sincerely,

Frank Pigott
Attorney-Adviser

DIVISION OF CORPORATION FINANCE
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the company in support of its intention to exclude the proposal from the company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes and rules administered by the Commission, including arguments as to whether or not activities proposed to be taken would violate the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversarial procedure.

It is important to note that the staff's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly, a discretionary determination not to recommend or take Commission enforcement action does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the company's management omit the proposal from the company's proxy materials.



USA West Province
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February 15, 2019

Via e-mail at shareholderproposals@sec.gov

Securities and Exchange Commission
Office of the Chief Counsel
Division of Corporation Finance
100 F Street, NE
Washington, DC 20549

Re: Request by The GEO Group Inc. to omit proposal submitted by the USA West Society of Jesus and co-filers

Ladies and Gentlemen,

Pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, the USA West Society of Jesus and 13 co-filers (the "Proponents") submitted a shareholder proposal (the "Proposal") to The GEO Group Inc. ("GEO" or the "Company"). The Proposal asks GEO's board report annually on how the Company implements the portion of its Global Human Rights Policy (the "Policy") that addresses "Respect for Our Inmates and Detainees."

In a letter to the Division dated January 7, 2019 (the "No-Action Request"), GEO stated that it intends to omit the Proposal from its proxy materials to be distributed to shareholders in connection with the Company's 2019 annual meeting of shareholders. GEO argues that it is entitled to exclude the Proposal in reliance on Rule 14a-8(i)(2) and (i)(6), because implementing it would cause GEO to violate federal regulations and contracts between GEO and government agencies; Rule 14a-8(i)(3), as excessively vague and indefinite; and Rule 14a-8(i)(7), on the ground that the Proposal deals with GEO's ordinary business operations. As discussed more fully below, GEO has not met its burden of proving its entitlement to exclude the Proposal on any of those bases, and the Proponents respectfully ask that GEO's request for relief be denied.

The Proposal

The Proposal states:

RESOLVED: Shareholders request that GEO report annually on its website to investors, beginning in September 2019, on how it implements the portion of the Policy that addresses "Respect for Our Inmates and Detainees," including:

1. How GEO ensures that its employees are aware of, and know how to apply, the company's commitment to inmate/detainee human rights;
2. Metrics used to assess human rights performance, including any process for outside independent verification of such metrics; and
3. How GEO remedies shortcomings in human rights performance.

Violation of Law/Lacks Power or Authority to Implement

GEO argues that the Proposal is excludable pursuant to Rule 14a-8(i)(2) and (i)(6) because it would require the Company to violate both state law—by causing GEO to violate its contracts with government agencies--and federal regulations. That claim rests, however, on a fundamental mischaracterization of the Proposal that is at odds with its clear language.

The Proposal asks GEO to report on the actions it is currently taking to implement its public commitment, expressed in the Policy, to respect inmate and detainee human rights. That the Proposal addresses only disclosure of current practices is clear from its language: GEO is to “report annually” on “how it implements” that commitment, including “how it ensures” that employees are aware of the commitment, “metrics [GEO] uses” and “how GEO remedies shortcomings.” No sensible reading of the Proposal could conclude that it urges GEO to change its practices in any way.

Nonetheless, GEO bases its entire (i)(2)/(i)(6) argument on the premise that the Proposal does just that. Repeatedly, GEO urges that the Proposal would require the Company to take actions that would violate federal regulation and/or GEO's contracts. GEO baldly claims in the No-Action Request that “[t]he Proposal would require specific policy changes that are contrary to applicable federal regulations and GEO's contracts with state and federal government agencies.”¹

GEO's theory centers on the inaccurate assertion that the Proposal would compel GEO to obtain independent third-party verification of the metrics it uses to measure its human rights performance, rather than simply report on the use of any such verification GEO has chosen to obtain. Third-party verification, according to GEO, would entail disclosure of inmate/detainee information to, and access to GEO facilities by, a third party, which GEO says would run afoul of federal rules and contract obligations. Examples abound of GEO's erroneous claims that the Proposal would compel the Company to engage a third-party verifier and give it information and access (emphases added):

- “[T]he Proposal effectively seeks to have GEO modify the regulations and contractual obligations it has to the state and federal agencies so as to change the company's limitations on sharing of information about those in GEO's custody and care.”²

¹ No-Action Request, at 4.

² No-Action Request, at 4. The Proponents note GEO's use of the word “effectively,” which seems to concede that the Proposal does not actually ask for any such changes.

- “The sole purpose of the Proposal is to have GEO disclose information [to third-party verifiers] that belongs to the government agencies with which it has contracted.”³
- “GEO believes that the portion of the Proposal that relates to⁴ independent outside verification of the metrics used to assess human rights performance would entail disclosure of restricted information under this regulation as this would likely entail visits to the facility by an independent outside party and a review of documents/information regarding detainees by an independent third party. . . The consequences for unauthorized disclosure pursuant to this regulation may include criminal and civil penalties.”⁵
- “GEO may not unilaterally grant third parties access to its facilities, may not unilaterally disclose restricted information to an independent outside party or to the public and may not unilaterally modify a [Quality Control Plan].”⁶

Textual support for GEO’s reading of the Proposal is non-existent. The Proposal does not request that GEO do anything different from what it is already doing to implement its commitment to respect inmate and detainee human rights, including obtaining independent outside verification of performance. Instead, the Proposal asks GEO simply to disclose the steps it is taking to shareholders. GEO’s argument that the Proposal would cause the Company to violate federal regulations and GEO’s contracts is therefore unavailing.

Vagueness

Rule 14a-8(i)(3) allows a company to exclude a proposal as excessively vague and indefinite if “neither the stockholders voting on the proposal, nor the company in implementing the proposal (if adopted), would be able to determine with any reasonable certainty exactly what actions or measures the proposal requires.”⁷

GEO’s only specific complaint is that language in the Proposal relating to “human rights performance” is “overly vague and broad and generic.”⁸ But in the context of the Proposal, it is clear that “human rights performance” refers to GEO’s implementation of its commitment to respect inmate and detainee rights, as provided in the Policy. In other words, the “performance” is entirely defined by the standards GEO has set for itself. Because whether and how GEO measures such performance is currently not publicly disclosed, the Proposal cannot define “human rights performance” with any more specificity.

The link between “human rights performance” and the Policy’s commitment is evident in several places in the Proposal:

- The three numbered items in the resolved clause, two of which refer to “human rights performance,” are subordinate to the central request of the Proposal, which is to report on implementation of GEO’s commitment to respect inmate and detainee human rights.
- The supporting statement asserts that the Proposal seeks disclosure “[i]n order to ensure that the company is adequately respecting human rights in its facilities and

³ No-Action Request, at 4.

⁴ GEO carefully states here that the Proposal “relates to” third-party verification, though elsewhere it states that the Proposal would require such verification.

⁵ Legal Opinion of GEO’s General Counsel, No-Action Request Exhibit B, at 3.

⁶ No-Action Request Exhibit B, at 3.

⁷ Staff Legal Bulletin 14B (Sept. 15, 2004).

⁸ No-Action Request, at 5.

meeting the objectives outlined in the portion of its Global Human Rights Policy . . . that addresses ‘Respect for Our Inmates and Detainees’”

- The supporting statement also ties together the Policy’s commitment and the measurement/remediation of human rights performance: “[S]hareholders would benefit from information about how GEO ensures awareness of the company’s commitment to inmate/detainee human rights, assesses human rights performance, and remedies shortcomings in that performance.”

It is unlikely that shareholders or GEO would be confused into thinking that “human rights performance” refers to anything other than how well GEO is implementing its own commitment. Both shareholders and GEO, then, would be able to determine with reasonable certainty what the Proposal requires. The language to which GEO objects is thus not impermissibly vague and indefinite, and exclusion in reliance on Rule 14a-8(i)(3) would be inappropriate.

Ordinary Business

Rule 14a-8(i)(7) allows exclusion of proposals related to a company’s ordinary business operations. GEO urges that the Proposal deals with the Company’s ordinary business operations because:

- The subject of the Proposal is not human rights disclosure but rather the terms of GEO’s contracts with government agencies, GEO’s legal and compliance program, the Company’s quality control program and/or employee training; and
- The Proposal would micromanage GEO.

Several of GEO’s ordinary business arguments depend on mischaracterizing the Proposal. As it did with its (i)(2)/(i)(6) argument, GEO erroneously claims that the Proposal would require the Company to take a variety of actions that violate the contracts between GEO and government agencies, including disclosing confidential information to third-party verifiers, publicly disclosing “reports detailing the Company’s proprietary operational performance,” and reviewing “the manner in which employees are trained regarding the Company’s commitment to inmate/detainee human rights.”⁹

As discussed above, the Proposal does not urge GEO to report on the substantive details of its human rights performance or to change its practices. Instead, the Proposal focuses on process, asking GEO to disclose the ways in which it is currently implementing its commitment to respect inmate and detainee human rights. So, for example, the Proposal asks GEO to disclose the metrics (if any) it uses to assess its human rights performance, but does not (a) request that GEO use particular metrics or (b) contrary to GEO’s assertion, ask GEO to disclose how it performs on those metrics. Similarly, though GEO claims the Proposal tries to affect “whether or not”¹⁰ GEO audits its operational performance, the Proposal does not seek to influence GEO’s decision regarding the use of third-party verification. Nor would the Proposal “require [GEO] to implement customer service programs or compliance reviews”¹¹ or determine

⁹ No-Action Request, at 7.

¹⁰ No-Action Request, at 9.

¹¹ No-Action Request, at 8.

“if, when and how employees should be trained.”¹² All of these are substantive decisions on which the Proposal expresses no view.

GEO urges that the Proposal’s subject is actually the Company’s legal and compliance program, because its facilities are subject to regulation and contractual requirements. Some potential overlap between a significant policy issue that is the central focus of a proposal and legal requirements applicable to the company does not change the proposal’s subject to legal compliance. The Staff has rejected an argument much like GEO’s in a request to exclude a proposal seeking changes to a human rights policy. In *Halliburton Inc.*,¹³ the proposal asked Halliburton to “to review its policies related to human rights to assess areas where the company needs to adopt and implement additional policies and to report its findings.” Halliburton argued that the proposal was excludable on ordinary business grounds because it “pertain[ed] to compliance with laws or requesting implementation of policies regarding compliance with laws,” but the Staff disagreed and declined to grant relief.

GEO also contends that the Proposal is excludable because it addresses management of the Company’s workforce. How GEO communicates its commitment to respect inmate and detainee human rights to its workforce is secondary to, and only relevant as part of, the larger question of how GEO implements that commitment. In *Amazon.com, Inc.*,¹⁴ the company sought to exclude on ordinary business grounds a proposal asking Amazon to report on its process for identifying and analyzing human rights risks, including risks related to Amazon’s use of labor contractors/subcontractors, temporary staffing agencies and similar employment arrangements. Amazon urged that the proposal addressed employment matters, and the proponent countered that such matters were part of the larger issue of human rights risks. The Staff declined to grant relief.

Lowe’s Companies Inc.¹⁵ is not, as GEO claims, “particularly relevant to the Proposal.”¹⁶ The Lowe’s proposal stated in the (brief) supporting statement that “[i]f management chooses, the review can consider whether the Company’s policies permit employees to take part in his or her government free from retribution.” The only human right addressed in the “whereas” sections was the “right to take part in the government.” The proponent did not respond to the company’s request to exclude the proposal, so it did not argue, as the Proponents do here, that the subject of the proposal was human rights. The Staff granted no-action relief on ordinary business grounds.

No-action correspondence several months earlier provides some context for the Lowe’s determination. The proponent had submitted similar proposals, which included the language regarding participation in government in the resolved clause rather than (as with the Lowe’s proposal) the supporting statement, to five companies. In response to one company’s argument that the proposal was excludable on ordinary business grounds, the proponent did not claim that employees’ right to participate in their government without retribution fell within “human rights,” as usually conceived. Instead, it contended that “engaging in the political process and civic engagement” should be deemed a significant policy issue as a “logical extension of clearly established Commission [sic] precedent.”¹⁷ The Staff disagreed and granted the requested

¹² No-Action Request, at 7.

¹³ *Halliburton, Inc.* (Mar. 9, 2009).

¹⁴ *Amazon.com, Inc.* (Mar. 25, 2015)

¹⁵ *Lowe’s Companies Inc.* (Mar. 10, 2015). The Proponents note that the Lowe’s determination GEO cites has a Feb. 23, 2017 date, but that determination concerns a different proposal than the one discussed in the No-Action Request. The subject of the Mar. 10, 2015 Lowe’s determination is consistent with the description in the No-Action Request.

¹⁶ No-Action Request, at 11.

¹⁷ *Deere & Company* (Nov. 14, 2014).

relief. Thus, it appears that the proponent of the Lowe's and other proposals wished to convince the Staff to identify the right to participate in government without employer retribution as a significant policy issue.

The Division has consistently found human rights, the subject of the Proposal, to be a significant policy issue. The Staff has characterized a proposal as focusing on "the significant policy issue of human rights" even when it requested a specific kind of human rights policy—one guiding business in China and other repressive countries—rather than a more general one.¹⁸ As well, a proposal to Amazon asking for disclosure of a company's human rights due diligence process, which is similar to the Proposal's request, has survived ordinary business challenge.¹⁹

GEO also claims that the Proposal would micromanage the Company because "how a company implements a human rights policy, how a company evaluates and monitors performance under a human rights policy, including any metrics to evaluate performance, and how a company addresses shortcomings in the level of performance under a human rights policy are incredibly complex policies that cannot be easily compiled and summarized."²⁰

In a 1998 release, the Commission stated that micromanagement "may come into play in a number of circumstances, such as where the proposal involves intricate detail, or seeks to impose specific time-frames or methods for implementing complex policies."²¹ The Proposal implicates neither of those concerns. The report sought in the Proposal would not be "incredibly complex" or involve intricate detail, in contrast to the proposal in Ford Motor Company,²² cited by GEO. That proposal requested a report on climate change, including many scientific and technical details. The Proposal also does not seek to implement a complex policy, or a policy of any kind, obviating the second concern. For that reason, Apple Inc.,²³ also relied on by GEO, is inapplicable because the proposal sought a substantive change in behavior.²⁴

Underlying the micromanagement doctrine is the Division's belief that companies should not be required to disclose "matters of a complex nature upon which shareholders, as a group, [are] not in . . . a position to make an informed judgment."²⁵ That concern is not implicated by the Proposal. Shareholders regularly review disclosure, including disclosure focused on process. For example, proxy statements detail the process used to set senior executive pay²⁶ and the policies and procedures

¹⁸ Yahoo, Inc. (Apr. 5, 2011) (declining to concur with Yahoo that a proposal asking the company to adopt human rights principles to guide its business in China and other repressive countries was excludable on ordinary business grounds, stating that "[i]n our view, the proposal focuses on the significant policy issue of human rights").

¹⁹ See Amazon.com, Inc. (Mar. 25, 2015) (proposal urges the board to report to shareholders on Amazon's process for comprehensively identifying and analyzing potential and actual human rights risks of Amazon's entire operations and supply chain not excludable as it "focuses on the significant policy issue of human rights").

²⁰ No-Action Request, at

²¹ Exchange Act Release No. 40018 (May 21, 1998)

²² Ford Motor Company (Mar. 2, 2004).

²³ Apple Inc. (Dec. 5, 2016).

²⁴ Again, here, GEO erroneously characterizes the Proposal as "mandate[ing] operational performance audits and dictat[ing] when, how and where the Company should audit its operational performance." (No-Action Request, at 11) As discussed above, the Proposal does not mandate or dictate any change in GEO's practices with regard to auditing performance.

²⁵ Exchange Act Release No. 40018, "Amendments to Rules on Shareholder Proposals" (May 21, 1998).

²⁶ See Michael J. Segal, "2017 Compensation Committee Guide," Mar. 29, 2017

used to approve transactions with related parties.²⁷ Many companies disclose the “processes they employ to facilitate engagement” with shareholders.²⁸ As well, proposals addressing human rights have been submitted for decades,²⁹ and shareholders have recently voted on proposals seeking disclosure on human rights due diligence processes.³⁰ Shareholders are therefore well-positioned to make an informed judgment when voting on the Proposal.

The Proposal’s subject is not GEO’s contracts with government agencies, legal and compliance program, quality control program or employee training, but rather human rights, a longstanding significant policy issue. By focusing on disclosure and process, and not substantive changes to GEO’s practices, the Proposal avoids interfering with GEO’s day-to-day management of its business. Nor would the Proposal micromanage GEO’s business, as it does not request intricate detail or ask GEO to implement a complex policy. Accordingly, the Proposal is not excludable on ordinary business grounds.

* * *

For the reasons set forth above, GEO has not satisfied its burden of showing that it is entitled to omit the Proposal in reliance on Rule 14a-8(i)(2), (i)(3), (i)(6) or (i)(7). The Proponents thus respectfully request that GEO’s request for relief be denied.

The Proponents appreciate the opportunity to be of assistance in this matter. If you have any questions or need additional information, please contact me at (213) 736.8193 or bryan.pham@lmu.edu.

Sincerely,



Rev. Bryan V. Pham, S.J., JD, PhD
Provincial’s Delegate (JCIR)

cc: Esther L. Moreno, Esq, Akerman LLP
Esther.moreno@akerman.com

(<https://corpgov.law.harvard.edu/2017/03/29/2017-compensation-committee-guide/>) (“The narrative disclosure must describe a company’s processes for determining executive and director compensation, including: the scope of authority of the compensation committee; the extent to which the compensation committee may delegate its authority; and any role of executive officers and/or compensation consultants in making determinations regarding executive and/or director compensation.”).

²⁷ 17 C.F.R. section 229.404(b)(1).

²⁸ Council of Institutional Investors, “Best Disclosure: Company-Shareholder Engagement,” Dec. 2015, at 1

(https://www.cii.org/files/about_us/press_releases/2015/12_2_15_best_disclosure_shareholder_engagement.pdf)

²⁹ See Susan Makos, “How the CHOICE Act Eliminates Key Shareholder Right,” The Hill, June 5, 2017 (<https://thehill.com/blogs/pundits-blog/finance/336348-how-the-choice-act-eliminates-key-shareholder-right>)

³⁰ E.g., <https://www.csrandthelaw.com/2015/05/17/shareholder-proposals-regarding-corporate-respect-for-human-rights/>



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January 7, 2019

VIA EMAIL (shareholderproposals@sec.gov)

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

**Re: The GEO Group, Inc.
Shareholder Proposal Submitted by the USA West Province of the Society of
Jesus along with the co-filers**

Dear Ladies and Gentlemen:

We submit this letter and the enclosed materials on behalf of The GEO Group, Inc., a Florida corporation (the “Company,” “GEO,” “we,” “us” and “our”), to request that the Staff of the Division of Corporation Finance (the “Staff”) of the Securities and Exchange Commission (the “Commission”) concur with the Company’s view that, for the reasons stated below, the shareholder proposal and supporting statement (the “Proposal”) submitted by USA West Province of the Society of Jesus (“USA West”), as the primary filer and the following co-filers: (i) Mercy Investment Services, Inc. (“Mercy”), (ii) the Corporation of the Roman Catholic Clergymen (“Clergymen”), (iii) the Sisters of St. Francis of Philadelphia (“St. Francis Sisters”), (iv) the Dominican Sisters of Hope (“Dominican Sisters”), (v) the Congregation of St. Joseph (“CSJ”), (vi) the US Central and Southern Province, Society of Jesus (“USCSPSJ”), (vii) the USA Midwest Province of Society of Jesus (“USA Midwest”), (viii) Creighton University (“Creighton”), (ix) the Province of Saint Joseph of the Capuchin Order (“PSJCO”), (x) the Sisters of the Holy Names of Jesus and Mary (“SHNJM”), (xi) the Sisters of Providence, Mother Joseph Province (“SPMJP”), and (xii) the Portfolio Advisory Board for the Adrian Dominican Sisters (“ADS”, and collectively with USA West, Mercy, Clergymen, St. Francis Sisters, Dominican Sisters, CSJ, USCSPSJ, USA Midwest, Creighton, PSJCO, SHNJM, SPMJP and the Fund (as defined below), the “Proponents”) may be properly omitted from the Company’s proxy materials for its 2019 Annual Meeting of Shareholders (the “2019 Proxy Materials”). Service Employees International Union Pension Plans Master Trust (the “Fund”) also submitted the same Proposal for the 2019 Proxy Materials. The Company believes that it may properly omit the Proposal from the 2019 Proxy Materials for the reasons discussed in this letter.

Pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and Staff Legal Bulletin No. 14D (November 7, 2008) (“SLB 14D”), we have submitted this letter and the related materials to the Commission via e-mail to shareholderproposals@sec.gov. A copy of this submission is being sent simultaneously to USA West as the lead filer for the Proponents, a representative of Mercy, a representative of PSJCO, a representative of SHNJM, a representative of SPMJP and to a representative of the Fund as notification of the Company’s intention to omit the Proposal from its 2019 Proxy Materials. The Company will promptly forward to the Proponents any response from the Staff to this no-action request that the Staff transmits by electronic mail or fax only to the Company. The Company would also like to take this opportunity to remind the Proponents that if the Proponents submit correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should be concurrently furnished to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) under the Exchange Act and SLB 14D.

Pursuant to Rule 14a-8(j), this letter is being submitted not less than 80 calendar days before the Company intends to file its definitive proxy materials for the 2019 annual meeting with the Commission.

THE COMPANY

The Company is a fully-integrated real estate investment trust (“REIT”) specializing in the ownership, leasing and management of correctional, detention and reentry facilities and the provision of community-based services and youth services in the United States, Australia, South Africa and the United Kingdom. The Company owns, leases and operates a broad range of correctional and detention facilities including maximum, medium and minimum security prisons, immigration detention centers, minimum security detention centers, as well as community-based reentry facilities and offers an expanded delivery of offender rehabilitation services under its ‘GEO Continuum of Care’ platform. The ‘GEO Continuum of Care’ program integrates enhanced in-prison programs, which are evidence-based and include cognitive behavioral treatment and post-release services, and provides academic and vocational classes in life skills and treatment programs while helping individuals reintegrate into their communities. The Company develops new facilities based on contract awards, using its project development expertise and experience to design, construct and finance what it believes are state-of-the-art facilities that maximize security and efficiency. The Company provides innovative compliance technologies, industry-leading monitoring services, and evidence-based supervision and treatment programs for community-based parolees, probationers and pretrial defendants. The Company also provides secure transportation services for offender and detainee populations as contracted domestically and in the United Kingdom through its joint venture GEO Amey PECS Ltd.

As of September 30, 2018, the Company’s worldwide operations include the management and/or ownership of approximately 96,000 beds at 136 correctional and detention facilities, including idle facilities, projects under development and recently awarded contracts, and also include the provision of community supervision services for more than 192,000 offenders and pretrial

defendants, including approximately 100,000 individuals through an array of technology products including radio frequency, GPS, and alcohol monitoring devices.

THE PROPOSAL

The Proposal requests that GEO report annually on its website to investors, beginning in September 2019, on how it implements the portion of the Global Human Rights Policy that addresses “Respect for Our Inmates and Detainees,” including:

1. How GEO ensures that its employees are aware of, and know how to apply, the company’s commitment to inmate/detainee human rights;
2. Metrics used to assess human rights performance, including any process for independent outside verification of such metrics; and
3. How GEO remedies shortcomings in human rights performance.

A copy of the Proposal and the accompanying letters from the Proponents are attached to this letter as Exhibit A.

BASES FOR EXCLUSION

We believe that the Proposal may be properly excluded from the 2019 Proxy Materials pursuant to Rule 14a-8(i)(2), Rule 14a-8(i)(3), Rule 14a-8(i)(6) and Rule 14a-8(i)(7) because the Proposal (i) would cause the Company to violate the law, (ii) is impermissibly vague and indefinite so as to be inherently misleading, (iii) includes requirements that the Company does not have the power or authority to implement and (iv) relates to the ordinary business operations of the Company.

ANALYSIS

The Proposal may be excluded under Rule 14a-8(i)(2) and Rule 14a-8(i)(6) because the implementation of the Proposal would cause the Company to violate the law and the Company lacks the power or authority to implement the Proposal.

Rule 14a-8(i)(2) provides that a company may omit a shareholder proposal from its proxy materials if the proposal would, if implemented, cause the issuer to violate any state, federal, or foreign law. GEO is a regulated entity that does business through its subsidiaries with the federal government, in multiple states of the United States as well as in numerous foreign countries. Rule 14a-8(i)(6) provides that a company has grounds to omit a shareholder proposal if it would lack the power or authority to implement the proposal.

As noted in the attached opinion of the General Counsel of GEO (Exhibit B), the portion of the Proposal requesting a process for independent outside verification of such metrics as well as any portions of the Proposal that would impact GEO’s obligation to maintain the confidentiality of

certain data as well as the disclosure of human rights performance data at GEO's facilities is contrary to federal law and conflicts with GEO's contractual requirements with Federal and state governmental agencies.

The individuals in GEO's custody and care are inmates and detainees of the state and federal government agencies that have contracted with GEO for the provision of detention services. Notwithstanding GEO's role in providing detention services, the inmates and detainees remain wards of the government agencies that have placed them in GEO's custody and care. As a result of and pursuant to the arrangements between GEO and the various government agencies with which it contracts, GEO is under strict limitations regarding disclosure of information about those individuals. Only the government agencies with which GEO contracts have the authority to share information about individuals in GEO's custody and care with the public, and any information shared by GEO with the public must be done pursuant to that authority.

The Proposal would require specific policy changes that are contrary to applicable federal regulations and GEO's contracts with state and federal governmental agencies. GEO may not independently revise the applicable requirements that govern an outside third party's access to information, verification of metrics or evaluation of human rights performance. Without the state and federal agencies' express approval and formal regulatory orders, GEO and its subsidiaries lack the authority or power to implement the Proposal.

In some instances where a proposal would violate state law, the Staff will permit a shareholder to modify a proposal to instead recommend or request that the board or company "take steps necessary" to achieve the purpose of the proposal. See, e.g., No-Action Letters ("NALs") for *RTI Biologics, Inc.* (Feb. 6, 2012) and *The Adams Express Company* (January 26, 2011). That situation is not present here. The sole purpose of the proposal is to have GEO disclose information that belongs to the government agencies with which it has contracted. Given that purpose, there is no viable way the Proponents could modify the Proposal to avoid the illegalities associated with GEO's disclosure of the information.

Moreover, the Proposal effectively seeks to have GEO modify the regulations and contractual obligations it has to the state and federal agencies so as to change the company's limitations on sharing of information about those in GEO's custody and care. The result of the Proposal would essentially be to call upon GEO to lobby for changes to the state and federal agencies' applicable requirements regarding disclosure of such information. The Staff has routinely permitted proposals to be excluded under Rule 14a-8(i)(7) where the proposals were targeted to direct the company to engage in a political or legislative process relating to an aspect of its business operations. See *Verizon Communications, Inc.* (January 31, 2016), *International Business Machines Corporation* (March 2, 2000) and *Pepsico, Inc.* (March 7, 1991).

For these reasons, GEO believes the Proposal may be omitted pursuant to Rule 14a-8(i)(2) and 14a-8(i)(6), and that this position is supported by the opinion of the General Counsel of GEO and Staff's prior decisions, as reflected in the above cited NALs.

The Proposal may be excluded under Rule 14a-8(i)(3) because the Proposal is impermissibly vague and indefinite so as to be inherently misleading.

Rule 14a-8(i)(3) permits the exclusion of a shareholder proposal if the proposal violates any of the Commission's proxy rules, including Rule 14a-9, which prohibits the inclusion of materially false or misleading statements in proxy soliciting materials. The Staff has consistently concurred that shareholder proposals that are vague and indefinite are inherently misleading and therefore excludable under Rule 14a-8(i)(3) because shareholders cannot make an informed decision with respect to evaluating and voting on the merits of a shareholder proposal without knowing what they are voting on. See *Staff Legal Bulletin No. 14B* (September 15, 2004) where the Staff took the position that shareholder proposals may be excluded under Rule 14a-8(i)(3) if they are so vague and indefinite that "neither the stockholders voting on the proposal, nor the company in implementing the proposal (if adopted), would be able to determine with any reasonable certainty exactly what actions or measures the proposal requires." See *Fuqua Industries, Inc.* (March 12, 1991), noting that any action related to the implementation of the proposal by the company could be significantly different from the actions the shareholders voting on the proposal envisioned.

The Staff has also concurred with the exclusion of proposals that do not define critical terms or phrases or fail to provide guidance on what is required to implement the proposals. See *Bank of America Corp.* (February 25, 2008), where a proposal requesting that the company amend its policies to "observe a moratorium on all financing, investment and further involvement in activities that support MTR [(mountain top removal) projects]" but failing to define "further involvement" and "activities that support MTR" was excludable. See *American Telephone and Telegraph Company* (January 12, 1990) where a proposal seeking to prohibit a corporation from "interfering" with "government policy" of foreign governments failing to define what would be considered interference and government policy was excludable. See *Alcoa Inc.* (December 24, 2002), where a proposal requesting that the company commit itself to the "full implementation of these human rights standards" was excludable.

The Proposal at issue is impermissibly vague and indefinite and is therefore excludable under Rule 14a-8(i)(3). The Proposal does not include enough information for GEO's shareholders to make an informed decision on the Proposal. The Proposal contains multiple terms and phrases that are undefined and subject to multiple interpretations, including "human rights performance," "metrics used to assess human rights performance" and "shortcomings in human rights performance." These phrases are vague and overly broad and generic. The Proposal's use of these phrases could cause the scope of the Proposal to be potentially open-ended and far-reaching leaving many unanswered questions of interpretation for the shareholders and the Company. Thus, the Company believes the Proposal may be excluded pursuant to Rule 14a-8(i)(3) due to it being impermissibly vague and indefinite.

The Proposal may be excluded under Rule 14a-8(i)(7) because the subject matter of the Proposal relates to the Company's ordinary business operations.

Rule 14a-8(i)(7) permits the exclusion of a shareholder proposal if it deals with a matter relating to the company's ordinary business operations. The Proposal is an attempt to inject the Company's shareholders into the management and direct oversight of the Company's operations because it not only seeks to tell the Company what to do, but how to do it. In the Commission's Exchange Act Release No. 34-40018 from May 21, 1998 ("Release 34-40018") that accompanied the 1998 amendments to Rule 14a-8, the Commission indicated:

The general underlying policy of this exclusion is consistent with the policy of most state corporate laws: to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual shareholders meeting.

The policy underlying the ordinary business exclusion rests on two central considerations. The first relates to the subject matter of the proposal. Certain tasks are so fundamental to management's ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight...

The second consideration relates to the degree to which the proposal seeks to "micro-manage" the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment...

The Proposal would require the Company to prepare an annual report that addresses (i) how the Company trains employees regarding the Company's commitment to inmate/detainee human rights and specifically the "Respect for our Inmates and Detainees" section of the Company's Global Human Rights Policy, (ii) the disclosure of confidential customer information including metrics used to assess human rights performance, and (iii) how the Company addresses any shortcomings in human rights performance. Additionally, the Proposal calls for an independent outside party to verify the metrics used to assess human rights performance. Presumably, the Proponents believe that the annual report would allow shareholders to judge the performance of the Company's business operations.

Perhaps at first blush, each of the points might appear to focus on mere disclosure. However, as described in more detail above, the information that is the focus of the Proposal is not GEO's to disclose. Such information belongs to the government agencies with which GEO contracts, and any disclosure of that information must follow the regulations and contractual obligations that govern the relationship between GEO and the agency. By seeking disclosure of confidential information, the Proponents are asking GEO to change the disclosure requirements of its contracts with the government agencies. The terms and conditions of contracts between GEO and the government agencies are inherent to the ordinary business operations of GEO and not appropriately addressed by shareholders. Based on Release 34-40018, the Company believes that

the Proponents' Proposal and supporting statement meet the Commission's reasoning for the ordinary business operations exclusion under Rule 14a-8(i)(7).

The Proposal's call for an "independent outside party" to verify the metrics also introduces an entirely new party to the contractual and regulatory relationship between GEO and the government agency with which GEO contracts to provide detention services. The involvement of an outside entity essentially tells not only GEO, but the government agency, how they should monitor the treatment of individuals in GEO's care and custody. It would seem presumptuous to expect that GEO could impose such obligations on the government agencies, when the more appropriate route would be through the various political processes that regulate the government agencies themselves. Moreover, the proposal presumes that such monitoring mechanisms do not already exist or are not currently part of the contractual and regulatory relationship between GEO and the agencies.

The Proposal also relates to several fundamental aspects of the Company's business and management decisions which are inherent in management's ability to run GEO on a day-to-day basis. Specifically the Proposal seeks to (i) require the Company to review the manner in which employees are trained regarding the Company's commitment to inmate/detainee human rights; (ii) require the Company to determine if it should comply with the contractual and legal requirements to maintain client confidential information or disclose such information publicly and to independent parties that can verify certain human rights performance metrics; (iii) require the Company to disclose how it addresses any operational performance deficiencies; (iv) fix the time limits on producing reports disclosing the results of the review of the Global Human Rights Policy; and (v) require the public disclosure of the reports detailing the Company's proprietary operational performance information based on the Proponents' request. Each of these requests seek to define how GEO should approach the subject of the Proposal and are "fundamental to management's ability to run a company on a day-to-day basis" and provides evidence that the Proponents seek to "micro-manage" the Company.

FUNDAMENTAL TO MANAGEMENT'S ABILITY TO RUN A COMPANY

As previously discussed above, the Company is a REIT specializing in the ownership, leasing and management of correctional, detention and reentry facilities and the provision of community-based services and youth services in the United States, Australia, South Africa and the United Kingdom. The Company's management of each correctional, detention and re-entry facility and the Company's provision of community based services and youth services are the fundamental ordinary business operations of the Company. It is within the province of management and not the shareholders to determine at the outset and evaluate over time (i) if, when and how employees should be trained and what subject matter should be the focus; (ii) based on the risk and discussions with customers, what information regarding operational performance should be disclosed and to whom; (iii) any timing parameters related to the operational performance review and related reports; (iv) who should conduct the operational performance review and who has access to the

metrics used to assess human rights performance; and (v) based on legal and client restrictions, if and what information from the operational performance review should be made public.

The Company operates each facility in accordance with state, federal, and foreign laws and regulations, its company-wide policies and procedures and with the standards and guidelines required by the various governmental agencies as set forth in each of the Company's contracts, including certain monitoring and audit requirements. For example, some of the Company's facilities are subject to federal regulations including regulations related to the Department of Homeland Security and the Aliens and Nationality Act. The federal regulations can control who has access to information regarding detainees or inmates and how that information can be disclosed. Additionally, the facilities are subject to specific contractual arrangements that include restrictions for confidential information and how employees are trained. The Company also has operating standards and guidelines regarding training and treatment of confidential information.

Based on previous no action letters, the Staff has reasoned that a company's compliance with laws and regulations are a matter of ordinary business and proposals relating to a company's legal compliance program infringe on management's core function of overseeing business practices. See, e.g., *Sprint Nextel Corp.* (March 16, 2010, recon., denied April 20, 2010), where a proposal requesting explanation of why the company did not adopt an ethics code designed to deter wrongdoing by its chief executive officer, and to promote ethical conduct, securities law compliance and accountability was excludable; *FedEx Corp.* (July 14, 2009) and *Lowe's Companies, Inc.* (March 12, 2008), where proposals requesting the preparation of a report discussing the company's compliance with state and federal laws governing the proper classification of employees and independent contractors were excludable. See *Monsanto Company* (November 3, 2005), where a proposal to establish an ethics oversight committee to "insure compliance with Monsanto's Code of Conduct, the Monsanto Pledge, and applicable laws, rules and regulations of federal, state, provincial and local governments, including the Foreign Corrupt Practices Act" was excludable because it related to the general conduct of a legal compliance program. See *General Electric Company* (January 4, 2005), where a proposal regarding whether NBC's broadcast television stations activities met their public interest obligations was excludable because it related to the general conduct of a legal compliance program. While it is not clear how the Proposal would be implemented, the Company believes that it is related to the general conduct of a legal compliance program, and this may be excluded under Rule 14a-8(i)(7).

Additionally, the Staff has consistently allowed the exclusion of proposals that require companies to implement customer service programs or compliance reviews pursuant to Rule 14a-8(i)(7). See *Verizon Communications Inc.* (January 9, 2003), in which the Staff concurred with the exclusion of a shareholder proposal to establish quality control procedures to resolve customer complaints regarding errors and omissions in advertisements; and *OfficeMax, Inc.* (April 17, 2000), in which the Staff concurred with the exclusion of a shareholder proposal to retain an independent consulting firm to measure customer and employee satisfaction. The Company's management maintains, monitors and dedicates substantial resources to ensuring compliance with the laws,

regulations, and contractual requirements for each of its facilities. The Company's management is in the best position to determine if an audit of the Company's operating performance is necessary based upon the contractual and regulatory framework associated with the facility contracts.

The Staff has also indicated that proposals regarding the disclosure of ordinary business matters may be excluded because it relates to a company's ordinary business operations. See *Devon Energy Corporation* (March 18, 2015), where the Staff concurred with the exclusion of a proposal that communications between all company employees/lawyers and all employees of all federal, state and local government agencies be made public on an ongoing basis. That excluded proposal also provided that the company "make public air pollution under current standards vs. proposed EPA standards." Companies have argued that beyond compliance with applicable legal and regulatory requirements, it is the responsibility of management to determine what information is most appropriately disclosed to investors and the public. See, e.g., *Refac* (March 27, 2002), where the proposal requesting improved corporate disclosure practices, including the disclosure of the number of shareholders of record of the company and the results of voting at the annual meeting was excludable; and *Time Warner, Inc.* (March 3, 1998), where the proposal requesting Year 2000 disclosure was excludable. It also appears that the Staff has consistently found that proposals seeking additional detailed disclosure, the subject matter of which involves ordinary business operations, may be excluded under Rule 14a-8(i)(7). See *Johnson Controls, Inc.* (October 26, 1999), in which the proposal requesting additional disclosure of financial statements in reports to shareholders was excludable. See also *Amerinst Insurance Group, Ltd* (April 14, 2005), in which the proposal requiring the company to provide a full, complete and adequate disclosure of the accounting, each calendar quarter, of its line items and amounts of operating and management expenses was excludable. The determination of how employees are trained regarding inmate/detainee human rights, whether or not to audit the Company's operational performance and the public release of a report related to Global Human Rights Policy are definitely decisions fundamental to management's ability to run the Company on a day-to-day basis.

"MICRO-MANAGE" THE COMPANY BY PROBING TOO DEEPLY

The second consideration that is used to determine if a proposal should be subject to the ordinary business exclusion is the degree to which the proposal seeks to "micro-manage" the company. The mere fact that a proposal may be framed around the topic of a company's human rights policy does not overcome the fact that the proposal deals with (i) the imposition of specific timeframes for producing the report and methods for implementing complex policies, (ii) employee training decisions and (iii) disclosure of operational performance, which are tasks fundamental to management's ability to run the Company on a day-to-day basis.

Under Staff Legal Bulletin No. 14J issued by the Staff on October 23, 2018, the Staff reiterated that "a proposal may probe too deeply into matters of a complex nature if it 'involves intricate detail, or seeks to impose specific time-frames or methods for implementing complex policies'". The Proposal is requesting an annual report beginning in September 2019 so it is imposing a specific time-frame. Additionally, the Proposal is focused on soliciting information related to that

portion of the Global Human Rights Policy that addresses “Respect for our Inmates and Detainees,” which reads as follows:

Respect for our Inmates and Detainees

We are serious about our responsibilities to inmates and detainees. To that end, we strive to uphold the health, welfare and basic rights of these individuals by working to ensure their safety, security and well-being while under our protection and care. It is important to establish and maintain an environment in which inmates and detainees are protected from unlawful physical and verbal abuse, injury, corporal punishment, damage or loss of property and harassment. We also promote a strong program to prevent sexual abuse within the inmate and detainee population.

It is consistent with our philosophy to support the ability of inmates and detainees to develop the values and skills needed to complete their terms, and upon release, become productive and law abiding members of society. To that end where possible we promote education, training, rehabilitation, and treatment within the inmate and detainee population. In this process, we engage our business partners and others within the community to help facilitate the promotion of these objectives.

The Company believes that how a company implements a human rights policy, how a company evaluates and monitors performance under a human rights policy, including any metrics used to evaluate performance, and how a company addresses shortcomings in the levels of performance under a human rights policy are incredibly complex policies that cannot be easily compiled or summarized. Moreover, such a report would also risk disclosing information that GEO is barred from disclosing by regulation or contract. Preparing and producing this type of annual report would require the involvement and input from GEO’s management team, personnel from cross-functional teams, input from third-party experts and specialists and the consent of governmental agencies that GEO contracts with regarding disclosure of confidential information, third-party access to GEO facilities and confidential information and the role of any third party in developing metrics for evaluating human rights performance.

The Staff has previously agreed to exclude such proposals seeking a plan or report that imposed specific time-frames or methods for implementing complex policies. See *Apple Inc.* (December 5, 2016), in which the proposal to generate a plan to reach net-zero greenhouse gas emissions by the year 2030, was excludable on the basis of micro-management. See *Ford Motor Company* (March 2, 2004), in which the proposal requested that Ford Motor Co. publish a report about global warming/cooling, where the report was required to include details such as the measured temperature at certain locations and the method of measurement, the effects of radiation from the sun on global warming/cooling, carbon dioxide production and absorption, and a discussion of certain costs and benefits.

Additionally, the Proposal at issue, involves the management of a company’s workforce including workforce training with respect to GEO’s Global Human Rights Policy, the evaluation of the

performance of personnel in the area of human rights and how GEO remedies shortcomings in such performance. The Staff has consistently concurred with the exclusion of proposals relating to the management of a Company's workforce, including the various aspects of hiring, promotion, training and termination of employees recognizing that shareholders are not in a position to make an informed judgment and such judgments should properly be left to the discretion of the company's management.

See *Northrop Grumman Corp.* (March 18, 2010), in which a proposal requesting that the board identify and modify procedures to improve the visibility of educational status in the company's reduction-in-force review process, was excludable under Rule 14a-8(i)(7). See *Starwood Hotels & Resorts Worldwide, Inc.* (February 14, 2012), in which a proposal requesting verification and documentation of U.S. citizenship for the company's U.S. workforce, was excludable because it concerned procedures related to the hiring and training of employees. See *Lowe's Companies, Inc.* (February 23, 2017), in which a proposal requesting a review regarding the company's human rights policies to assess areas in which the company may need to adopt and implement additional policies and a report regarding its findings, was excludable under Rule 14a-8(i)(7) with the Staff noting that the proposal related to the Company's policies concerning its employees. The Lowe's Companies, Inc. no-action letter is particularly relevant to the Proposal at issue here.

As previously discussed, the Proposal attempts to review the manner in which employees are trained regarding inmate/detainee human rights, mandate operational performance audits and dictate when, how and where the Company should audit its operational performance. The Proponent is attempting to insert shareholders deeply into the Company's business operations. Furthermore, the resulting reports required by the Proposal would attempt to provide operational information to shareholders; however, the shareholders would not be in a position to understand how those measured results relate with the detailed contractual and regulatory requirements for the individual facility contracts. As previously indicated, the Proponents are also requesting that the Company provide information that the federal government clients may argue is confidential and inappropriate for public disclosure under federal law and that both federal and state government clients may argue is confidential and inappropriate for public disclosure under the Company's facility contracts. Shareholders would not be in a better position to understand the results of the operational audits than the Company's experienced professional management team and the on-site contract monitors at all of the Company's facilities.

The Company is aware of the Staff's position that shareholder proposals that relate to ordinary business matters may not be excluded if they focus on significant social policy issues that transcend the day-to-day business matters. The Company does not believe that the Proposal transcends the day-to-day business matters in the manner contemplated by Release 34-40018 and is properly excludable under Rule 14a-8(i)(7). The mere fact that the Proposal is tied to a social issue (report on how the Company implements its Human Rights Policy by reporting on employee training, operational performance and disclosing a report to shareholders regarding such performance) does not overcome the fact that the Proposal's main focus relates to decisions that are fundamental to management's ability to run the Company on a day-to-day basis and seek to micro-manage the

Company as discussed above. The Staff has determined that a proposal addressing both ordinary and non-ordinary business matters may be excluded in its entirety when the “thrust and focus of the proposal is on ordinary business matters.” See *General Motors Corporation* (April 4, 2007). See also *Wal-Mart Stores, Inc.* (March 15, 1999), *Kmart Corporation* (March 12, 1999) and *The Warnaco Group, Inc.* (March 12, 1999), where the Staff held that the proposals were excludable in their entirety as they addressed both ordinary business matters (the retention of the companies’ suppliers) and significant social policy issues (the human rights of the employees of the companies’ suppliers). The Proposal does not fall within the significant social policy issue exception. Even if the Proposal arguably raises issues related to the significant social policy issue of reporting on how the Company implements its Human Rights Policy and the Company’s operational performance, its main thrust and focus is to micro-manage management’s decisions regarding its employee training, operational performance and any decisions to conduct operational audits.

Accordingly, the Proposal may be excluded under Rule 14a-8(i)(7) because the Proposal relates to the Company’s ordinary business operations.

CONCLUSION

For the reasons stated above, we respectfully request that the Staff agree that we may omit the Proposal from our 2019 Proxy Materials.

Should you have any questions or would like additional information regarding the foregoing, please do not hesitate to contact the undersigned at 305-982-5519 or esther.moreno@akerman.com.

Sincerely,



Esther L. Moreno

cc: John J. Bulfin, Esq., The GEO Group, Inc.
Joe Negron, Esq., The GEO Group, Inc.
Pablo E. Paez, The GEO Group, Inc.
Louis V. Carrillo, Esq., The GEO Group, Inc.
Rev. Bryan V. Pham, S.J., The USA West Province of the Society of Jesus
Patricia Zerega, Mercy Investment Services, Inc.
Diane Simpkins, The Providence of Saint Joseph of the Capuchin Order
Vicki Cummings, The Sisters of the Holy Names of Jesus and Mary
Jennifer Hall, The Sisters of Providence, Mother Joseph Province
Maureen O'Brien, Segal Marco Advisors for Service Employees International Union
Pension Plans Master Trust
Stephen K. Roddenberry, Esq., Akerman LLP
Larry W. Ross, II, Esq., Akerman LLP

Exhibit A



USA West Province
Provincial Office
P.O. Box 86010
Portland, OR 97286-0010

503. 226 6977
Jesuitswest.org

November 1, 2018

Mr. John Bulfin
Senior Vice President, General Counsel and Corporate Secretary
The GEO Group, Inc.
621 NW 53rd Street, Suite 700
Boca Raton, FL 33487



Dear Mr. Bulfin:

The USA West Province of the Society of Jesus is a shareholder in The GEO Group, Inc. We seek to reflect our values, principles, and mission in our investment decisions. Over the past several years we have been in dialogue with The GEO Group on Human Rights issues. While we acknowledge some progress, we have concerns regarding implementation of the Policy and appreciation of the ongoing Human Rights risk which we believe can harm the Company's reputation and shareholder value.

Therefore, we submit for consideration and action by the shareholders at the 2019 Annual Meeting, this resolution for inclusion in the proxy statement in accordance with Rule 14-a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934. A representative of the filers will attend the annual meeting to move the resolution as required by SEC rules, and we will continue to hold at least \$2,000 worth of stock until after the Annual Meeting. Furthermore, the Jesuit's West province will serve as lead on this resolution and we respectfully request direct communications from The GEO Group, Inc., and to have our supporting statement and organization name included in the proxy statement.

We have continuously held the requisite amount of stock for over a year. As verification that we are beneficial owners of common stock in GEO, I enclose a letter from our portfolio custodian attesting to this fact. Please feel free to contact me regarding this resolution by e-mail at bryan.pham@LMU.edu or by post at P.O. Box 86010, Portland, OR 97286-0010, and Ms. Patricia Zerega at pzerega@mercyinvestments.org or by post at Mercy Investment Services, Inc., 2039 North Geyer Road, St. Louis, MO 63131.

I thank you in advance for your consideration of my letter and Resolution.

Sincerely,

Rev. Bryan V. Pham, S.J.
Provincial's Delegate (JCIR)

cc: ICCR filers and staff

Mr. George Zoley, Chairman and CEO of The Geo Group
Mr. Stefan Marculewicz, Shareholder

HUMAN RIGHTS POLICY IMPLEMENTATION AND PERFORMANCE 2019 - THE GEO GROUP

WHEREAS, The GEO Group (“GEO”) represents itself as “the world’s leading provider of correctional, detention, and community reentry services” and promotes itself as having “always been committed to protecting human rights.” However, the company faces increasing scrutiny and expectations from investors and clients regarding its human rights performance.

The Department of Homeland Security’s Office of Inspector General in October 2018 reported “serious issues relating to safety, detainee rights, and medical care” at a GEO-owned and operated immigration detention center in Adelanto, California. Inspectors found nooses made from twisted bed sheets in 15 of 20 cells inspected, despite 1 suicide and 7 attempts at the facility last year. In addition, during their visit officials found that all 14 detainees in administrative segregation had been placed inappropriately.

A GEO owned and operated prison in Clayton, New Mexico, the site of a major riot in September 2017, resulted in the serious injury of an inmate. The New Mexico Secretary of Corrections confirms “major security breaches. It wasn’t safe” and GEO had less than half the required staffing the evening of the riot.

There are currently three lawsuits alleging forced labor/human trafficking at GEO immigrant detention centers in California, Colorado, and Washington.

Human Rights performance is critical to GEO’s reputation and long-term growth. In order to ensure that the company is adequately respecting human rights in its facilities and meeting the objectives outlined in the portion of its Global Human Rights Policy (the “Policy”) that addresses “Respect for Our Inmates and Detainees,” which lacks specificity, additional public disclosure regarding GEO’s implementation is necessary.

In particular, shareholders would benefit from information about how GEO ensures awareness of the company’s commitment to inmate/detainee human rights, assesses human rights performance, and remedies shortcomings in that performance. Disclosing this information will benefit human rights performance at GEO and mitigate human rights risks inherent within GEO’s business environment. Disclosure will also provide investors with important information to adequately assess human rights risks.

RESOLVED: Shareholders request that GEO report annually on its website to investors, beginning in September 2019, on how it implements the portion of the Policy that addresses “Respect for Our Inmates and Detainees,” including:

1. How GEO ensures that its employees are aware of, and know how to apply, the company’s commitment to inmate/detainee human rights;
2. Metrics used to assess human rights performance, including any process for independent outside verification of such metrics; and
3. How GEO remedies shortcomings in human rights performance.



PORTSMOUTH I R

November 01, 2018

Bryan V. Pham, S.J.
USA West Province, Society of Jesus
P.O. Box 519
Los Gatos, CA 95031-0519

To Whom It May Concern:

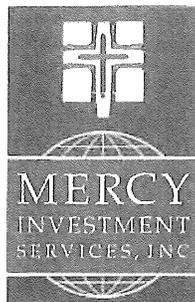
This letter is to confirm that the USA WEST PROVINCE, SOCIETY OF JESUS holds in its account, number
*** , as of this date November 1, 2018 the following:

153 shares of GEO GROUP INC.

These shares were purchased in October and December of 2012. The Province is committed to retaining the shares through the next annual stockholder meeting in 2019.

Best Regards,

Dennis P. Collins
President & C.E.O.
Portsmouth Financial Services, Inc.



November 2, 2018

Mr. John Bulfin
Senior Vice President, General Counsel and Corporate Secretary
The GEO Group, Inc.
621 NW 53rd Street, Suite 700
Boca Raton, FL 33487

Dear Mr. Bulfin:

Mercy Investment Services, Inc. (Mercy), as the investment program of the Sisters of Mercy of the Americas, has long been concerned not only with the financial returns of its investments, but also with their social and ethical implications. We believe that a demonstrated corporate responsibility in matters of the environment, and social and governance concerns in keeping with the UN Sustainable Development Goals fosters long-term business success. Mercy Investment Services, Inc., a long-term investor, is currently the beneficial owner of shares of The GEO Group, Inc.

Mercy is filing the enclosed resolution requesting The GEO Group, Inc. report annually on its website to investors, beginning September 2019, on how it implements the portion of its Global Human Rights Policy that addresses "Respect for Our Inmates and Detainees."

Mercy Investment Services, Inc., is co-filing the enclosed shareholder proposal with the USA West Province of the Society of Jesus for inclusion in the 2019 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. Mercy Investment Services, Inc. has been a shareholder continuously for more than one year holding at least \$2,000 in market value, and will continue to invest in at least the requisite number of shares for proxy resolutions through the annual shareholders' meeting. A representative of the filers will attend the Annual Meeting to move the resolution as required by SEC rules. The verification of ownership by our custodian, a DTC participant, is enclosed with this letter. The USA West Province of the Society of Jesus may withdraw the proposal on our behalf. We respectfully request direct communications from The GEO Group, Inc., and to have our supporting statement and organization name included in the proxy statement.

We look forward to having productive conversations with the company. Please direct your responses to me via my contact information below.

Best regards,

Valerie Heinonen
o.s.u.

Valerie Heinonen, o.s.u.
Director, Shareholder Advocacy
212 674 2542 - phone
vheinonen@mercyinvestments.org

HUMAN RIGHTS POLICY IMPLEMENTATION AND PERFORMANCE 2019 - THE GEO GROUP

WHEREAS, The GEO Group (“GEO”) represents itself as “the world’s leading provider of correctional, detention, and community reentry services” and promotes itself as having “always been committed to protecting human rights.” However, the company faces increasing scrutiny and expectations from investors and clients regarding its human rights performance.

The Department of Homeland Security’s Office of Inspector General in October 2018 reported “serious issues relating to safety, detainee rights, and medical care” at a GEO-owned and operated immigration detention center in Adelanto, California. Inspectors found nooses made from twisted bed sheets in 15 of 20 cells inspected, despite 1 suicide and 7 attempts at the facility last year. In addition, during their visit officials found that all 14 detainees in administrative segregation had been placed inappropriately.

A GEO owned and operated prison in Clayton, New Mexico, the site of a major riot in September 2017, resulted in the serious injury of an inmate. The New Mexico Secretary of Corrections confirms “major security breaches. It wasn’t safe” and GEO had less than half the required staffing the evening of the riot.

There are currently three lawsuits alleging forced labor/human trafficking at GEO immigrant detention centers in California, Colorado, and Washington.

Human Rights performance is critical to GEO’s reputation and long-term growth. In order to ensure that the company is adequately respecting human rights in its facilities and meeting the objectives outlined in the portion of its Global Human Rights Policy (the “Policy”) that addresses “Respect for Our Inmates and Detainees,” which lacks specificity, additional public disclosure regarding GEO’s implementation is necessary.

In particular, shareholders would benefit from information about how GEO ensures awareness of the company’s commitment to inmate/detainee human rights, assesses human rights performance, and remedies shortcomings in that performance. Disclosing this information will benefit human rights performance at GEO and mitigate human rights risks inherent within GEO’s business environment. Disclosure will also provide investors with important information to adequately assess human rights risks.

RESOLVED: Shareholders request that GEO report annually on its website to investors, beginning in September 2019, on how it implements the portion of the Policy that addresses “Respect for Our Inmates and Detainees,” including:

1. How GEO ensures that its employees are aware of, and know how to apply, the company’s commitment to inmate/detainee human rights;
2. Metrics used to assess human rights performance, including any process for independent outside verification of such metrics; and
3. How GEO remedies shortcomings in human rights performance.



November 2, 2018

Mr. John Bulfin
Senior Vice President, General Counsel and Corporate Secretary
The GEO Group, Inc.
621 NW 53rd Street, Suite 700
Boca Raton, FL 33487

Re: Mercy Investment Services Inc.

Dear John,

This letter will certify that as of November 2nd, 2018, Northern Trust held for the beneficial interest of Mercy Investment Services Inc., 236 shares of The GEO Group.

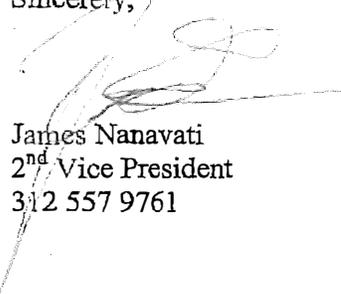
We confirm that Mercy Investment Services Inc. has beneficial ownership of at least \$2,000 in market value of the voting securities of The GEO Group and that such beneficial ownership has existed continuously for at least one year including a one year period preceding and including November 2nd, 2018, in accordance with rule 14a-8 of the Securities Exchange Act of 1934.

Further, it is Mercy Investment Services Inc., intent to hold at least \$2,000 in market value through the next annual meeting.

Please be advised, Northern Trust is a DTC Participant, whose DTC number is 2669.

If you have any questions please feel free to give me a call.

Sincerely,



James Nanavati
2nd Vice President
312 557 9761



8600 LaSalle Road, Suite 620
Towson, MD 21286-2014
443.921.1310
Fax: 443.921.1313
www.mdsj.org

October 18, 2018

Mr. John J. Bulfin
Senior Vice President, General Counsel and Corporate Secretary
The GEO Group, Inc.
621 NW 53rd St., Suite 700
Boca Raton, FL 33487



Dear Mr. Bulfin:

The Corporation of the Roman Catholic Clergymen has long been concerned not only with the financial returns of its investments, but also with their social and ethical implications. We believe that a demonstrated corporate responsibility in matters of the environment, and social and governance concerns fosters long-term business success. Over the past several years we have been in dialogue with The GEO Group on Human Rights issues. While we acknowledge some progress, we have concerns regarding implementation of the Policy and appreciation of the ongoing Human Rights risk which we believe can harm the Company's reputation and shareholder value. The Corporation of the Roman Catholic Clergymen, a long-term investor, is currently the beneficial owner of shares of The GEO Group, Inc.

We submit for consideration and action by the shareholders at the 2019 Annual General Meeting, this resolution for inclusion in the proxy statement. The resolution requests that GEO report annually on its website to investors, beginning in September 2019, on how it implements the portion of its Human Rights Policy that addresses "Respect for Our Inmates and Detainees."

The USA West Province of the Society of Jesus is lead filer on the enclosed shareholder proposal in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. We have been a shareholder continuously for more than one year, holding at least \$2,000 in market value, and will continue to invest in at least the requisite number of shares for proxy resolutions through the annual shareholders' meeting. A representative of the filers will attend the Annual Meeting to move the resolution as required by SEC rules. The USA West Province of the Society of Jesus may withdraw the proposal on our behalf. The verification of ownership by our custodian, a DTC participant, is enclosed. We respectfully request direct communications from The GEO Group, Inc., and to have our supporting statement and organization name included in the proxy statement.

We look forward to having productive conversations with the company. Contact Rev. Bryan Pham, SJ, regarding this resolution by e-mail at bryan.pham@LMU.edu or by post at P.O. Box 86010, Portland, OR 97286-0010, or Ms. Patricia Zerega at pzerega@mercyinvestments.org or by post at Mercy Investment Services, Inc., 2039 North Geyer Road, St. Louis, MO 63131.

Best regards,

Rev. Richard A. McGowan, S.J., Treasurer
443-921-1319

martreasurer@jesuits.org

cc: Mercy Investment Services, Inc.

Ad Maiorem Dei Gloriam

HUMAN RIGHTS POLICY IMPLEMENTATION AND PERFORMANCE 2019 - THE GEO GROUP

WHEREAS, The GEO Group (“GEO”) represents itself as “the world’s leading provider of correctional, detention, and community reentry services” and promotes itself as having “always been committed to protecting human rights.” However, the company faces increasing scrutiny and expectations from investors and clients regarding its human rights performance.

The Department of Homeland Security’s Office of Inspector General in October 2018 reported “serious issues relating to safety, detainee rights, and medical care” at a GEO-owned and operated immigration detention center in Adelanto, California. Inspectors found nooses made from twisted bed sheets in 15 of 20 cells inspected, despite 1 suicide and 7 attempts at the facility last year. In addition, during their visit officials found that all 14 detainees in administrative segregation had been placed inappropriately.

A GEO owned and operated prison in Clayton, New Mexico, the site of a major riot in September 2017, resulted in the serious injury of an inmate. The New Mexico Secretary of Corrections confirms “major security breaches. It wasn’t safe” and GEO had less than half the required staffing the evening of the riot.

There are currently three lawsuits alleging forced labor/human trafficking at GEO immigrant detention centers in California, Colorado, and Washington.

Human Rights performance is critical to GEO’s reputation and long-term growth. In order to ensure that the company is adequately respecting human rights in its facilities and meeting the objectives outlined in the portion of its Global Human Rights Policy (the “Policy”) that addresses “Respect for Our Inmates and Detainees,” which lacks specificity, additional public disclosure regarding GEO’s implementation is necessary.

In particular, shareholders would benefit from information about how GEO ensures awareness of the company’s commitment to inmate/detainee human rights, assesses human rights performance, and remedies shortcomings in that performance. Disclosing this information will benefit human rights performance at GEO and mitigate human rights risks inherent within GEO’s business environment. Disclosure will also provide investors with important information to adequately assess human rights risks.

RESOLVED: Shareholders request that GEO report annually on its website to investors, beginning in September 2019, on how it implements the portion of the Policy that addresses “Respect for Our Inmates and Detainees,” including:

1. How GEO ensures that its employees are aware of, and know how to apply, the company’s commitment to inmate/detainee human rights;
2. Metrics used to assess human rights performance, including any process for independent outside verification of such metrics; and
3. How GEO remedies shortcomings in human rights performance.

Morgan Stanley

Wealth Management
600 S. Eagan Avenue
Suite 1100
Gaithersburg, MD 20878
tel: 410 531 5800
fax: 410 736 5799
toll free: 800 833 4881

October 18, 2018

John J. Bulfin
Senior Vice President, General Counsel and Corporate Secretary
The GEO Group, Inc.
621 NE 53rd St., Suite 700
Boca Raton, FL 33487



Re: Corporation of the Roman Catholic Clergymen

Dear Mr. Bulfin,

This letter will certify that as of October 18, 2018 Morgan Stanley Private Wealth Management holds for the beneficial interest of the Corporation of the Roman Catholic Clergymen, 172 shares of The GEO Group, Inc.

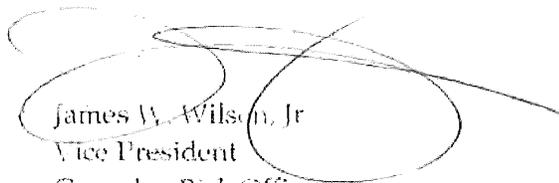
We confirm that the Corporation of the Roman Catholic Clergymen has beneficial ownership of at least \$2,000 in market value of the voting securities of The GEO Group, Inc. and that such beneficial ownership has existed continuously for at least one year period preceding and including October 18, 2018, in accordance with rule 14a-8 of the Securities Exchange Act of 1934.

Further, the Corporation of the Roman Catholic Clergymen informed us that it is their intent not to liquidate its position and to hold at least \$2,000 in market value through the next annual meeting.

Please be advised, Morgan Stanley Private Wealth Management is a DTC Participant, whose DTC number is 0015.

If you have any questions, please feel free to give me a call.

Sincerely,


James W. Wilson, Jr.
Vice President
Complex Risk Officer
(410) 736-5351



THE SISTERS OF ST. FRANCIS OF PHILADELPHIA



November 7, 2018

Mr. John Bulfin
Senior Vice President, General Counsel and Corporate Secretary
The GEO Group, Inc.
621 NW 53rd Street, Suite 700
Boca Raton, FL 33487

Dear Mr. Bulfin,

Peace and all good! The Sisters of St. Francis of Philadelphia is a shareholder in GEO. As faith-based investors we strive to be aware of our investment risks. It is disturbing to know that there is evidence of human rights negligence/abuses within your prison system. It is incumbent on the company to take very seriously the importance of following a human rights policy that is grounded in a “protect, respect, remedy” framework, especially since the prison system is benefiting financially from many persons whose basic crime is to seek asylum.

As a faith-based investor, I am hereby authorized to notify you of our intention to co-file this shareholder proposal with the USA West Province of the Society of Jesus. I submit it for inclusion in the proxy statement in accordance with Rule 14-a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934 and for consideration and action by the shareholders at the annual meeting. A representative of the filers will attend the shareholders annual meeting to move the resolution. Please note that the contact person for this resolution will be: bryan.pham@LMU.edu or by post at P.O. Box 86010, Portland, OR 97286-0010, and Ms. Patricia Zerega at pzerega@mercyinvestments.org or by post at Mercy Investment Services, Inc., 2039 North Geyer Road, St. Louis, MO 63131.

As verification that we are beneficial owners of common stock in GEO Group, I enclose a letter from Northern Trust Company, our portfolio custodian/record holder attesting to the fact. It is our intention to keep these shares in our portfolio at least until after the annual meeting.

Respectfully yours,

Nora M. Nash, OSF
Director, Corporate Social Responsibility

Enclosures

cc: Pat Zerega, Mercy Investment Services
Julie Wokaty, ICCR

HUMAN RIGHTS POLICY IMPLEMENTATION AND PERFORMANCE 2019 - THE GEO GROUP

WHEREAS, The GEO Group (“GEO”) represents itself as “the world’s leading provider of correctional, detention, and community reentry services” and promotes itself as having “always been committed to protecting human rights.” However, the company faces increasing scrutiny and expectations from investors and clients regarding its human rights performance.

The Department of Homeland Security’s Office of Inspector General in October 2018 reported “serious issues relating to safety, detainee rights, and medical care” at a GEO-owned and operated immigration detention center in Adelanto, California. Inspectors found nooses made from twisted bed sheets in 15 of 20 cells inspected, despite 1 suicide and 7 attempts at the facility last year. In addition, during their visit officials found that all 14 detainees in administrative segregation had been placed inappropriately.

A GEO owned and operated prison in Clayton, New Mexico, the site of a major riot in September 2017, resulted in the serious injury of an inmate. The New Mexico Secretary of Corrections confirms “major security breaches. It wasn’t safe” and GEO had less than half the required staffing the evening of the riot.

There are currently three lawsuits alleging forced labor/human trafficking at GEO immigrant detention centers in California, Colorado, and Washington.

Human Rights performance is critical to GEO’s reputation and long-term growth. In order to ensure that the company is adequately respecting human rights in its facilities and meeting the objectives outlined in the portion of its Global Human Rights Policy (the “Policy”) that addresses “Respect for Our Inmates and Detainees,” which lacks specificity, additional public disclosure regarding GEO’s implementation is necessary.

In particular, shareholders would benefit from information about how GEO ensures awareness of the company’s commitment to inmate/detainee human rights, assesses human rights performance, and remedies shortcomings in that performance. Disclosing this information will benefit human rights performance at GEO and mitigate human rights risks inherent within GEO’s business environment. Disclosure will also provide investors with important information to adequately assess human rights risks.

RESOLVED: Shareholders request that GEO report annually on its website to investors, beginning in September 2019, on how it implements the portion of the Policy that addresses “Respect for Our Inmates and Detainees,” including:

1. How GEO ensures that its employees are aware of, and know how to apply, the company’s commitment to inmate/detainee human rights;
2. Metrics used to assess human rights performance, including any process for independent outside verification of such metrics; and
3. How GEO remedies shortcomings in human rights performance.



**NORTHERN
TRUST**

50 S. LaSalle Street
Chicago IL 60603

November 7, 2018

To Whom It May Concern:

This letter will confirm that the Sisters of St. Francis of Philadelphia hold **135** shares of **GEO Group Inc. Common Stock (CUSIP : 36162J106)**. These shares have been held continuously for at least a one-year period preceding and including **November 7** and will be held at the time of your next annual shareholders meeting.

The Northern Trust Company serves as custodian/record holder for the Sisters of St. Francis of Philadelphia. The above mentioned shares are registered in the nominee name of the Northern Trust Company.

This letter will further verify that Sister Nora M. Nash and/or Thomas McCaney are representatives of the Sisters of St. Francis of Philadelphia and are authorized to act on their behalf.

Sincerely,

Lisa M. Martinez- Shaffer
Second Vice President



Dominican Sisters of Hope

FINANCE OFFICE



November 7, 2018

Mr. John Bulfin, Senior Vice President, General Counsel and Corporate Secretary
The GEO Group, Inc.
621 NW 53rd Street, Suite 700
Boca Raton, FL 33487

Dear Mr. Bulfin:

On behalf of the Dominican Sisters of Hope, I am authorized to submit the following resolution, which requests GEO Group to report annually to its investors on its website, beginning in September 2019, on how it implements "Respect for Our Inmates and Detainees," including: how GEO ensures that employees are aware of, and know how to apply, the policy; metrics used to assess human rights performance, including any process for independent outside verification of such metrics; and shortcomings are remedied, filed for inclusion in the 2019 proxy statement under Rule 14 a-8 of General Rules and Regulations of the Securities Exchange Act of 1934.

The Dominican Sisters of Hope believe that corporations must review human rights policies, corporate values and business standards to ensure that risks related to human, environmental and governance impacts of all corporate operations are addressed.

The Dominican Sisters of Hope is the beneficial owner of required shares of The GEO Group stock. Verification of ownership from a DTC participating bank will follow. We have held shares for at least one year and will continue to hold the stock through the date of the annual shareowners' meeting to be present in person or by proxy. The Dominican Sisters of Hope is filing with USA West Province of the Society of Jesus, the lead filer. We agree that Ms. Patricia Zerega at pzerega@mercyinvestments.org or by post at Mercy Investment Services, Inc., 2039 North Geyer Road, St. Louis, MO 63131 may withdraw this proposal on our behalf.

Yours truly,

Valerie Heinonen, o.s.u.
Director, Shareholder Advocacy
Dominican Sisters of Hope
205 Avenue C, NY NY 10009
vheinonen@mercyinvestments.org

HUMAN RIGHTS POLICY IMPLEMENTATION AND PERFORMANCE 2019 - THE GEO GROUP

WHEREAS, The GEO Group (“GEO”) represents itself as “the world’s leading provider of correctional, detention, and community reentry services” and promotes itself as having “always been committed to protecting human rights.” However, the company faces increasing scrutiny and expectations from investors and clients regarding its human rights performance.

The Department of Homeland Security’s Office of Inspector General in October 2018 reported “serious issues relating to safety, detainee rights, and medical care” at a GEO-owned and operated immigration detention center in Adelanto, California. Inspectors found nooses made from twisted bed sheets in 15 of 20 cells inspected, despite 1 suicide and 7 attempts at the facility last year. In addition, during their visit officials found that all 14 detainees in administrative segregation had been placed inappropriately.

A GEO owned and operated prison in Clayton, New Mexico, the site of a major riot in September 2017, resulted in the serious injury of an inmate. The New Mexico Secretary of Corrections confirms “major security breaches. It wasn’t safe” and GEO had less than half the required staffing the evening of the riot.

There are currently three lawsuits alleging forced labor/human trafficking at GEO immigrant detention centers in California, Colorado, and Washington.

Human Rights performance is critical to GEO’s reputation and long-term growth. In order to ensure that the company is adequately respecting human rights in its facilities and meeting the objectives outlined in the portion of its Global Human Rights Policy (the “Policy”) that addresses “Respect for Our Inmates and Detainees,” which lacks specificity, additional public disclosure regarding GEO’s implementation is necessary.

In particular, shareholders would benefit from information about how GEO ensures awareness of the company’s commitment to inmate/detainee human rights, assesses human rights performance, and remedies shortcomings in that performance. Disclosing this information will benefit human rights performance at GEO and mitigate human rights risks inherent within GEO’s business environment.

Disclosure will also provide investors with important information to adequately assess human rights risks.

RESOLVED: Shareholders request that GEO report annually on its website to investors, beginning in September 2019, on how it implements the portion of the Policy that addresses “Respect for Our Inmates and Detainees,” including:

1. How GEO ensures that its employees are aware of, and know how to apply, the company’s commitment to inmate/detainee human rights;
2. Metrics used to assess human rights performance, including any process for independent outside verification of such metrics; and
3. How GEO remedies shortcomings in human rights performance.



November 7, 2018

John J. Bulfin
Senior Vice President, General Counsel and Corporate Secretary
The GEO Group, Inc.
621 NW 53rd St., Suite 700
Boca Raton, FL 33487

Dear Mr. Bulfin:

The Congregation of St. Joseph (CSJ) has long been concerned not only with the financial returns of its investments, but also with their social and ethical implications. We believe that a demonstrated corporate responsibility in matters of the environment, and social and governance concerns fosters long-term business success. CSJ, a long-term investor, is currently the beneficial owner of shares of The GEO Group, Inc.

CSJ is filing the resolution, Human Rights Policy Implementation and Performance, requesting that GEO report annually to investors via its website, beginning in September 2019, on how it implements the portion of its policy that addresses "Respect for Our Inmates and Detainees."

CSJ is co-filing the enclosed shareholder proposal with the USA West Province of the Society of Jesus (Jesuits) for inclusion in the 2019 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. CSJ has been a shareholder continuously for more than one year holding at least \$2,000 in market value, and will continue to invest in at least the requisite number of shares for proxy resolutions through the annual shareholders' meeting. A representative of the filers will attend the Annual Meeting to move the resolution as required by SEC rules. The verification of ownership by our custodian, a DTC participant, is enclosed with this letter. The Jesuits may withdraw the proposal on our behalf. We respectfully request direct communications from GEO Group and to have our supporting statement and organization name included in the proxy statement.

We look forward to having productive conversations with the company. Please direct all future correspondence, including an email acknowledgement of receipt of this letter and resolution, to Patricia Zerega, representative of the Congregation of St. Joseph: email: pzerega@mercyinvestments.org, phone: 412-414-3587, address - 2039 No. Geyer Rd., St. Louis, MO 63131.

Best regards,

Karen Watson, CFA
Chief Investment Officer
Congregation of St. Joseph

HUMAN RIGHTS POLICY IMPLEMENTATION AND PERFORMANCE 2019 - THE GEO GROUP

WHEREAS, The GEO Group (“GEO”) represents itself as “the world’s leading provider of correctional, detention, and community reentry services” and promotes itself as having “always been committed to protecting human rights.” However, the company faces increasing scrutiny and expectations from investors and clients regarding its human rights performance.

The Department of Homeland Security’s Office of Inspector General in October 2018 reported “serious issues relating to safety, detainee rights, and medical care” at a GEO-owned and operated immigration detention center in Adelanto, California. Inspectors found nooses made from twisted bed sheets in 15 of 20 cells inspected, despite 1 suicide and 7 attempts at the facility last year. In addition, during their visit officials found that all 14 detainees in administrative segregation had been placed inappropriately.

A GEO owned and operated prison in Clayton, New Mexico, the site of a major riot in September 2017, resulted in the serious injury of an inmate. The New Mexico Secretary of Corrections confirms “major security breaches. It wasn’t safe” and GEO had less than half the required staffing the evening of the riot.

There are currently three lawsuits alleging forced labor/human trafficking at GEO immigrant detention centers in California, Colorado, and Washington.

Human Rights performance is critical to GEO’s reputation and long-term growth. In order to ensure that the company is adequately respecting human rights in its facilities and meeting the objectives outlined in the portion of its Global Human Rights Policy (the “Policy”) that addresses “Respect for Our Inmates and Detainees,” which lacks specificity, additional public disclosure regarding GEO’s implementation is necessary.

In particular, shareholders would benefit from information about how GEO ensures awareness of the company’s commitment to inmate/detainee human rights, assesses human rights performance, and remedies shortcomings in that performance. Disclosing this information will benefit human rights performance at GEO and mitigate human rights risks inherent within GEO’s business environment. Disclosure will also provide investors with important information to adequately assess human rights risks.

RESOLVED: Shareholders request that GEO report annually on its website to investors, beginning in September 2019, on how it implements the portion of the Policy that addresses “Respect for Our Inmates and Detainees,” including:

1. How GEO ensures that its employees are aware of, and know how to apply, the company’s commitment to inmate/detainee human rights;
2. Metrics used to assess human rights performance, including any process for independent outside verification of such metrics; and
3. How GEO remedies shortcomings in human rights performance.

50 South La Salle Street
Chicago, Illinois 60603
(312) 557-2000



November 7, 2018

John J. Bulfin
Senior Vice President, General Counsel and Corporate Secretary
The GEO Group, Inc.
621 NW 53rd St., Suite 700
Boca Raton, FL 33487

Re: Certification of Ownership: Congregation of St. Joseph Account Number ***

To whom it may concern:

This letter will certify that as of November 7, 2018 The Northern Trust Company held for the beneficial interest of The Congregation of St. Joseph 345 shares of The GEO Group Inc. (CUSIP: 36162J106).

We confirm that The Congregation of St. Joseph has beneficial ownership of the voting The GEO Group Inc. and that such beneficial ownership has existed continuously since October 17th, 2011 in accordance with rule 14a-8(a)(1) of the Securities Exchange Act of 1934.

Further, it is the intent to hold these securities through the next annual meeting.

Please be advised, Northern Trust Securities Inc., employs National Financial Services for clearing purposes. National Financial Services DTC number is 0226.

If you have any questions, please feel free to give me a call.

Best,

Ava Gordon

Amg14@ntrs.com
312-557-6336

Not FDIC Insured	May Lose Value	No Bank Guarantee
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Securities products and services are offered by Northern Trust Securities, Inc., member FINRA, SIPC, and a wholly owned subsidiary of Northern Trust Corporation, Chicago
NTAC:3NS-20



JESUITS®

USA Central and Southern Province

November 7, 2018

John J. Bulfin
Senior Vice President, General Counsel and Corporate Secretary
The GEO Group, Inc.
621 NW 53rd St., Suite 700
Boca Raton, FL 33487



Dear Mr. Bulfin

The US Central and Southern Province, Society of Jesus has long been concerned not only with the financial returns of our investments, but also with their social and ethical implications. We believe that a demonstrated corporate responsibility in matters of the environment, and social and governance concerns fosters long-term business success. Over the past several years we have been in dialogue with The GEO Group on Human Rights issues. While we acknowledge some progress, we have concerns regarding implementation of your Human Rights Policy and appreciation of the ongoing Human Rights risk which we believe can harm the Company's reputation and shareholder value. The US Central and Southern Province, Society of Jesus has been a long-term investor and is currently the beneficial owner of shares of The GEO Group, Inc.

We submit for consideration and action by the shareholders at the 2019 Annual General Meeting this resolution for inclusion in the proxy statement. The resolution requests that GEO report annually on its website to investors, beginning in September 2019, on how it implements the portion of its Human Rights Policy that addresses "Respect for Our Inmates and Detainees."

The USA West Province of the Society of Jesus is lead filer on the enclosed shareholder proposal in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. We have been a shareholder continuously for more than one year, holding at least \$2,000 in market value, and will continue to invest in at least the requisite number of shares for proxy resolutions through the annual shareholders' meeting. A representative of the filers will attend the Annual Meeting to move the resolution as required by SEC rules. The USA West Province of the Society of Jesus may withdraw the proposal on our behalf. The verification of ownership by our custodian, a DTC participant, is enclosed. We respectfully request direct communications from The GEO Group, Inc., and to have our supporting statement and organization name included in the proxy statement.

We look forward to having productive conversations with the company. Contact Rev. Bryan Pham, SJ, regarding this resolution by e-mail at bryan.pham@LMU.edu or by post at P.O. Box 86010, Portland, OR 97286-0010, or Ms. Patricia Zerega at pzerega@mercyinvestments.org or by post at Mercy Investment Services, Inc., 2039 North Geyer Road, St. Louis, MO 63131.

Best regards,

Mary Baudouin
Provincial Assistant for Social Ministries
USA Central and Southern Province, Society of Jesus
Ph: 504-655-6574, email: mbaudouin@jesuits.org
cc: Mercy Investment Services, Inc.

HUMAN RIGHTS POLICY IMPLEMENTATION AND PERFORMANCE 2019 - THE GEO GROUP

WHEREAS, The GEO Group (“GEO”) represents itself as “the world’s leading provider of correctional, detention, and community reentry services” and promotes itself as having “always been committed to protecting human rights.” However, the company faces increasing scrutiny and expectations from investors and clients regarding its human rights performance.

The Department of Homeland Security’s Office of Inspector General in October 2018 reported “serious issues relating to safety, detainee rights, and medical care” at a GEO-owned and operated immigration detention center in Adelanto, California. Inspectors found nooses made from twisted bed sheets in 15 of 20 cells inspected, despite 1 suicide and 7 attempts at the facility last year. In addition, during their visit officials found that all 14 detainees in administrative segregation had been placed inappropriately.

A GEO owned and operated prison in Clayton, New Mexico, the site of a major riot in September 2017, resulted in the serious injury of an inmate. The New Mexico Secretary of Corrections confirms “major security breaches. It wasn’t safe” and GEO had less than half the required staffing the evening of the riot.

There are currently three lawsuits alleging forced labor/human trafficking at GEO immigrant detention centers in California, Colorado, and Washington.

Human Rights performance is critical to GEO’s reputation and long-term growth. In order to ensure that the company is adequately respecting human rights in its facilities and meeting the objectives outlined in the portion of its Global Human Rights Policy (the “Policy”) that addresses “Respect for Our Inmates and Detainees,” which lacks specificity, additional public disclosure regarding GEO’s implementation is necessary.

In particular, shareholders would benefit from information about how GEO ensures awareness of the company’s commitment to inmate/detainee human rights, assesses human rights performance, and remedies shortcomings in that performance. Disclosing this information will benefit human rights performance at GEO and mitigate human rights risks inherent within GEO’s business environment. Disclosure will also provide investors with important information to adequately assess human rights risks.

RESOLVED: Shareholders request that GEO report annually on its website to investors, beginning in September 2019, on how it implements the portion of the Policy that addresses “Respect for Our Inmates and Detainees,” including:

1. How GEO ensures that its employees are aware of, and know how to apply, the company’s commitment to inmate/detainee human rights;
2. Metrics used to assess human rights performance, including any process for independent outside verification of such metrics; and
3. How GEO remedies shortcomings in human rights performance.



Wells Fargo Advisors
111 Veterans Memorial Boulevard
Suite 1800
Metairie, LA 70005
Tel: 504-834-2663
Fax: 504-831-2660
Toll Free: 800-233-5041

November 7, 2018

John J. Bulfin
Senior Vice President, General Counsel and Corporate Secretary
The GEO Group, Inc.
621 NW 53rd St., Suite 700
Boca Raton, FL 33487

Re: US Central and Southern Province, Society of Jesus

Dear Mr. Bulfin,

This letter will certify that as of November 7, 2018, Wells Fargo Advisors held for the beneficial interest of US Central and Southern Province, Society of Jesus, 172 shares of The GEO Group, Inc.

We confirm that US Central and Southern Province, Society of Jesus, has beneficial ownership of 172 shares of The GEO Group, Inc. and that such beneficial ownership has existed continuously for at least one year including a one year period preceding and including November 7, 2018.

Please be advised, Wells Fargo Advisors is a DTC Participant, whose DTC number is 0141.

If you have any questions please feel free to give me a call.

Sincerely,

Thomas C. Poindexter, Jr., MBA
First Vice President – Investments
(504) 849-6662

This report is not the official record of your account. However, it has been prepared to assist you with your investment planning and is for informational purposes only. Your Wells Fargo Advisors Client Statement is the official record of your account. Therefore, if there are any discrepancies between this report and your Client Statement, you should rely on the Client Statement and call your local Branch Manager with any questions. Cost data and acquisition dates provided by you are not verified by Wells Fargo Advisors. Transactions requiring tax consideration should be reviewed carefully with your accountant or tax advisor. Unless otherwise indicated, market prices/values are the most recent closing prices available at the time of this report, and are subject to change. Prices may not reflect the value at which securities could be sold. Past performance does not guarantee future results.





Nov. 5, 2018

John J. Bulfin
Senior Vice President, General Counsel and Corporate Secretary
The GEO Group, Inc.
621 NW 53rd St., Suite 700
Boca Raton, FL 33487
(561) 893-0101

Dear Mr. Bulfin,

The USA Midwest Province of the Society of Jesus (Jesuits) is a shareholder in The GEO Group, Inc. As religious investors, we seek to reflect our values, principles and mission in our investment decisions. Over the past several years we have been in dialogue with The GEO Group on Human Rights issues. While we acknowledge some progress, we have concerns regarding implementation of the Policy and appreciation of the ongoing Human Rights risks which we believe can harm the Company's reputation and shareholder value. The USA Midwest Province of the Society of Jesus, a long-term investor, is currently the beneficial owner of shares of The GEO Group, Inc.

We submit for consideration and action by the shareholders at the 2019 Annual General Meeting, this resolution for inclusion in the proxy statement. The resolution requests that GEO report annually on its website to investors, beginning in September 2019, on how it implements the portion of its Human Rights Policy that addresses "Respect for Our Inmates and Detainees."

The USA West Province of the Society of Jesus is lead filer on the enclosed shareholder proposal in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. We have been a shareholder continuously for more than one year, holding at least \$2,000 in market value, and will continue to invest in at least the requisite number of shares for proxy resolutions through the annual shareholders' meeting. A representative of the filers will attend the Annual Meeting to move the resolution as required by SEC rules. The USA West Province of the Society of Jesus may withdraw the proposal on our behalf. The verification of ownership by our custodian, a DTC participant, is enclosed. We respectfully request direct communications from The GEO Group, Inc., and to have our supporting statement and organization name included in the proxy statement.

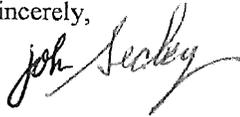
We look forward to having productive conversations with the company. Contact Rev. Bryan Pham, SJ, regarding this resolution by e-mail at bryan.pham@LMU.edu or by post at P.O. Box 86010, Portland, OR 97286-0010, or Ms. Patricia Zerega at pzerega@mercyinvestments.org or by post at Mercy Investment Services, Inc., 2039 North Geyer Road, St. Louis, MO 63131.

We believe full implementation and monitoring of a comprehensive, transparent and verifiable human rights policy will help strengthen The GEO Group's human rights performance as well as protecting shareholder value.

USA Midwest Province | Society of Jesus

www.jesuitsmidwest.org | 1501 S. Layton Boulevard, Suite 213 | Milwaukee, WI 53215

Sincerely,

A handwritten signature in black ink, appearing to read "John Sealey". The signature is written in a cursive, flowing style.

John Sealey
Provincial Assistant for Social and International Ministries

Cc: Mercy Investment Services
ICCR co-filers

Anne Baniewicz
First Vice President
Senior Complex Risk Officer

Wealth Management
2211 York Road, Suite 100
Oak Brook, IL 60523

tel 630 573 9700
direct 630 573 9740
fax 630 572 9030
toll free 800 755 9755

anne.baniewicz@morganstanley.com

Morgan Stanley

October 16, 2018

John J. Bulfin
Senior Vice President, General Counsel and Corporate Secretary
The GEO Group, Inc.
621 NE 53rd St., Suite 700
Boca Raton, FL 33487

Re: USA Midwest Province of the Society of Jesus

Dear Mr. Bulfin,

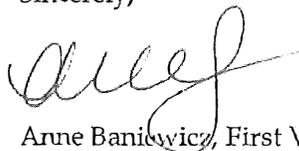
This letter will certify that as of October 16, 2018, The USA Midwest Province of the Society of Jesus has held at least \$2,000 of The GEO Group, Inc. consecutively for the past year.

Furthermore, they indicate that they intend to continue owning the stock through the next annual meeting.

Please be advised Morgan Stanley is a DTC Participant, whose DTC number is 0015.

If you have any questions please feel free to give me a call.

Sincerely,



Anne Baniewicz, First Vice President
Senior Complex Risk Officer

HUMAN RIGHTS POLICY IMPLEMENTATION AND PERFORMANCE 2019 - THE GEO GROUP

WHEREAS, The GEO Group (“GEO”) represents itself as “the world’s leading provider of correctional, detention, and community reentry services” and promotes itself as having “always been committed to protecting human rights.” However, the company faces increasing scrutiny and expectations from investors and clients regarding its human rights performance.

The Department of Homeland Security’s Office of Inspector General in October 2018 reported “serious issues relating to safety, detainee rights, and medical care” at a GEO-owned and operated immigration detention center in Adelanto, California. Inspectors found nooses made from twisted bed sheets in 15 of 20 cells inspected, despite 1 suicide and 7 attempts at the facility last year. In addition, during their visit officials found that all 14 detainees in administrative segregation had been placed inappropriately.

A GEO owned and operated prison in Clayton, New Mexico, the site of a major riot in September 2017, resulted in the serious injury of an inmate. The New Mexico Secretary of Corrections confirms “major security breaches. It wasn’t safe” and GEO had less than half the required staffing the evening of the riot.

There are currently three lawsuits alleging forced labor/human trafficking at GEO immigrant detention centers in California, Colorado, and Washington.

Human Rights performance is critical to GEO’s reputation and long-term growth. In order to ensure that the company is adequately respecting human rights in its facilities and meeting the objectives outlined in the portion of its Global Human Rights Policy (the “Policy”) that addresses “Respect for Our Inmates and Detainees,” which lacks specificity, additional public disclosure regarding GEO’s implementation is necessary.

In particular, shareholders would benefit from information about how GEO ensures awareness of the company’s commitment to inmate/detainee human rights, assesses human rights performance, and remedies shortcomings in that performance. Disclosing this information will benefit human rights performance at GEO and mitigate human rights risks inherent within GEO’s business environment. Disclosure will also provide investors with important information to adequately assess human rights risks.

RESOLVED: Shareholders request that GEO report annually on its website to investors, beginning in September 2019, on how it implements the portion of the Policy that addresses “Respect for Our Inmates and Detainees,” including:

1. How GEO ensures that its employees are aware of, and know how to apply, the company’s commitment to inmate/detainee human rights;
2. Metrics used to assess human rights performance, including any process for independent outside verification of such metrics; and
3. How GEO remedies shortcomings in human rights performance.

Creighton UNIVERSITY

Division of Finance



November 2, 2018

John J. Bulfin
Senior Vice President, General Counsel and Corporate Secretary
The GEO Group, Inc.
621 NW 53rd St., Suite 700
Boca Raton, FL 33487

Dear Mr. Bulfin

Creighton University has long been concerned not only with the financial returns of its investments, but also with their social and ethical implications. We believe that a demonstrated corporate responsibility in matters of the environment, and social and governance concerns fosters long-term business success. Over the past several years we have been in dialogue with The GEO Group on Human Rights issues. While we acknowledge some progress, we have concerns regarding implementation of the Policy and appreciation of the ongoing Human Rights risk which we believe can harm the Company's reputation and shareholder value. Creighton University, a long-term investor, is currently the beneficial owner of 172 shares of The GEO Group, Inc.

We submit for consideration and action by the shareholders at the 2019 Annual General Meeting, this resolution for inclusion in the proxy statement. The resolution requests that GEO report annually on its website to investors, beginning in September 2019, on how it implements the portion of its Human Rights Policy that addresses "Respect for Our Inmates and Detainees."

The USA West Province of the Society of Jesus is lead filer on the enclosed shareholder proposal in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. We have been a shareholder continuously for more than one year, holding at least \$2,000 in market value, and will continue to invest in at least the requisite number of shares for proxy resolutions through the annual shareholders' meeting. A representative of the filers will attend the Annual Meeting to move the resolution as required by SEC rules. The USA West Province of the Society of Jesus may withdraw the proposal on our behalf. The verification of ownership by our custodian, a DTC participant, is enclosed. We respectfully request direct communications from The GEO Group, Inc., and to have our supporting statement and organization name included in the proxy statement.

We look forward to having productive conversations with the company. Contact Rev. Bryan Pham, SJ, regarding this resolution by e-mail at bryan.pham@LMU.edu or by post at P.O. Box 86010, Portland, OR 97286-0010, or Ms. Patricia Zerega at pzerega@mercyinvestments.org or by post at Mercy Investment Services, Inc., 2039 North Geyer Road, St. Louis, MO 63131.

Sincerely,

John J. Jesse III
Associate Vice President for Finance
402-280-3835; johnjesse@creighton.edu

cc: Mercy Investment Services, Inc.

HUMAN RIGHTS POLICY IMPLEMENTATION AND PERFORMANCE 2019 - THE GEO GROUP

WHEREAS, The GEO Group (“GEO”) represents itself as “the world’s leading provider of correctional, detention, and community reentry services” and promotes itself as having “always been committed to protecting human rights.” However, the company faces increasing scrutiny and expectations from investors and clients regarding its human rights performance.

The Department of Homeland Security’s Office of Inspector General in October 2018 reported “serious issues relating to safety, detainee rights, and medical care” at a GEO-owned and operated immigration detention center in Adelanto, California. Inspectors found nooses made from twisted bed sheets in 15 of 20 cells inspected, despite 1 suicide and 7 attempts at the facility last year. In addition, during their visit officials found that all 14 detainees in administrative segregation had been placed inappropriately.

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There are currently three lawsuits alleging forced labor/human trafficking at GEO immigrant detention centers in California, Colorado, and Washington.

Human Rights performance is critical to GEO’s reputation and long-term growth. In order to ensure that the company is adequately respecting human rights in its facilities and meeting the objectives outlined in the portion of its Global Human Rights Policy (the “Policy”) that addresses “Respect for Our Inmates and Detainees,” which lacks specificity, additional public disclosure regarding GEO’s implementation is necessary.

In particular, shareholders would benefit from information about how GEO ensures awareness of the company’s commitment to inmate/detainee human rights, assesses human rights performance, and remedies shortcomings in that performance. Disclosing this information will benefit human rights performance at GEO and mitigate human rights risks inherent within GEO’s business environment. Disclosure will also provide investors with important information to adequately assess human rights risks.

RESOLVED: Shareholders request that GEO report annually on its website to investors, beginning in September 2019, on how it implements the portion of the Policy that addresses “Respect for Our Inmates and Detainees,” including:

1. How GEO ensures that its employees are aware of, and know how to apply, the company’s commitment to inmate/detainee human rights;
2. Metrics used to assess human rights performance, including any process for independent outside verification of such metrics; and
3. How GEO remedies shortcomings in human rights performance.



First National Bank

Wealth Management
14010 FNB Parkway, Suite 200
Omaha, NE 68154
800.538.7298
www.firstnationalwealth.com

November 02, 2018

Mr. John J. Bulfin
Senior Vice President, General Counsel and Corporate Secretary
The Geo Group, Inc.
621 NE 53rd St., Suite 700
Boca Raton, FL 33487

RE: Creighton University – Socially Responsible Investments

Dear Mr. Bulfin:

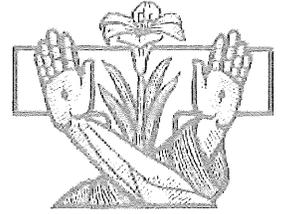
This letter will certify that as of November 02, 2018, Creighton University – Socially Responsible Investments account has held at least \$2,000 of The GEO Group, Inc. consecutively for the past year.

Please be advised First National Bank of Omaha is a DTC Participant, whose DTC number is 5409.

Sincerely,

A handwritten signature in cursive script that reads "Stephen C. Wade".

Stephen C. Wade
Senior Vice President



November 7, 2018

The Province of St. Joseph of the Capuchin Order

Mr John Bulfin
Senior Vice President, General Counsel and Corporate Secretary
The GEO Group, Inc.
621 NW 53rd Street, Suite 700
Boca Raton FL 33487



Dear Mr Bulfin:

The Province of Saint Joseph of the Capuchin Order is a shareholder in the GEO Group, Inc. My work as the Corporate Responsibility agent for the province requires that I engage the companies in which we are stakeholders to ensure that their policies, procedures, and practices recognize and support human dignity for all our brothers and sisters. In communication with other investors, I bring you my concerns regarding ongoing human rights risks which I believe can harm the company's reputation and shareholder value.

Acting on behalf of the Saint Joseph province, I am therefore co-filing with USA West Province of the Society of Jesus the resolution concerning human rights, enclosed. We submit this resolution for inclusion in the proxy statement in accordance with Rule 14a-8 of the general rules and regulations of the Securities Exchange Act of 1934. A representative of the filers will attend the annual meeting to move the resolution as required by SEC rules. The Province of Saint Joseph is the beneficial owner of 559 shares of GEO stock worth in excess of the \$2,000 required for filing. Verification for this will arrive by separate letter from RBC Wealth Management. We have held the requisite amount of stock for over a year and intend to maintain ownership through the annual meeting in 2019.

I invite you to contact the provincial treasurer, Diane Simpkins, at dsimpkins@thecapuchins.org, should questions or concerns arise.

I thank you in advance for any consideration you lend my letter and this resolution. Peace and all good to you.

Sincerely,

Robert Wotypka, OFM Cap.
Corporate Responsibility agent – The Province of Saint Joseph of the Capuchin Order

cc: D. Simpkins – Province of Saint Joseph
Paul Wartman - RBC Wealth Management, Brookfield WI
Bryan V. Pham, SJ - US West Province

HUMAN RIGHTS POLICY IMPLEMENTATION AND PERFORMANCE 2019 - THE GEO GROUP

WHEREAS, The GEO Group (“GEO”) represents itself as “the world’s leading provider of correctional, detention, and community reentry services” and promotes itself as having “always been committed to protecting human rights.” However, the company faces increasing scrutiny and expectations from investors and clients regarding its human rights performance.

The Department of Homeland Security’s Office of Inspector General in October 2018 reported “serious issues relating to safety, detainee rights, and medical care” at a GEO-owned and operated immigration detention center in Adelanto, California. Inspectors found nooses made from twisted bed sheets in 15 of 20 cells inspected, despite 1 suicide and 7 attempts at the facility last year. In addition, during their visit officials found that all 14 detainees in administrative segregation had been placed inappropriately.

A GEO owned and operated prison in Clayton, New Mexico, the site of a major riot in September 2017, resulted in the serious injury of an inmate. The New Mexico Secretary of Corrections confirms “major security breaches. It wasn’t safe” and GEO had less than half the required staffing the evening of the riot.

There are currently three lawsuits alleging forced labor/human trafficking at GEO immigrant detention centers in California, Colorado, and Washington.

Human Rights performance is critical to GEO’s reputation and long-term growth. In order to ensure that the company is adequately respecting human rights in its facilities and meeting the objectives outlined in the portion of its Global Human Rights Policy (the “Policy”) that addresses “Respect for Our Inmates and Detainees,” which lacks specificity, additional public disclosure regarding GEO’s implementation is necessary.

In particular, shareholders would benefit from information about how GEO ensures awareness of the company’s commitment to inmate/detainee human rights, assesses human rights performance, and remedies shortcomings in that performance. Disclosing this information will benefit human rights performance at GEO and mitigate human rights risks inherent within GEO’s business environment. Disclosure will also provide investors with important information to adequately assess human rights risks.

RESOLVED: Shareholders request that GEO report annually on its website to investors, beginning in September 2019, on how it implements the portion of the Policy that addresses “Respect for Our Inmates and Detainees,” including:

1. How GEO ensures that its employees are aware of, and know how to apply, the company’s commitment to inmate/detainee human rights;
2. Metrics used to assess human rights performance, including any process for independent outside verification of such metrics; and
3. How GEO remedies shortcomings in human rights performance.

Loans



**Wealth
Management**



18500 West Corporate Drive
Suite 100
Brookfield, WI 53045-6309

Direct: 262.395.9111
Toll Free: 800.388.3246
Fax: 262.395.1119
www.rbcwm-usa.com

November 7, 2018

Mr. John Bulfin
Senior Vice President, General Counsel and Corporate Secretary
The GEO Group, Inc.
621 NW 53rd Street, Suite 700
Boca Raton, FL 33487

Dear Mr. Bulfin:

The Province of the Capuchin Order Corporate Responsibility Account with address 1015 N. Ninth St., Milwaukee, WI 53233 has held at least \$2000.00 of the common stock of the GEO Group Inc. New uninterruptedly for over one year from the date of this letter. The Capuchin Order has informed us of their intention to hold the shares through next year's annual meeting.

RBC Capital Markets, LLC holds shares with our custodian, the Depository Trust Company and our participant number is 0235.

Thank you.

Paul Wartman
Senior Vice President –
Financial Advisor
RBC Wealth Capital Markets, LLC
(262) 395-1114

Although it is our understanding that the Province fully intends to own the referenced stock position for the stated time period, this is not guaranteed by RBC Wealth Management.

Cc: Attn: Robert Wotypka



November 8, 2018

John J. Bulfin
Senior Vice President, General Counsel & Corporate Secretary
The GEO Group, Inc.
621 NW 53rd ST STE 700
Boca Raton, FL 33487-8242

Dear Mr. Bulfin,

The Sisters of the Holy Names of Jesus and Mary stand in solidarity with immigrants and work to ensure that their human rights are respected. We believe that it is imperative that The GEO Group, which operates detention centers, have a Human Rights Policy that is fully implemented into all of its facilities and services. We appreciate that our Company has adopted a Human Rights Policy but we have concerns regarding the implementation of the Policy and the ongoing Human Rights risks our Company is exposed to.

Therefore, we are co-filing the enclosed resolution with the USA West Province of the Society of Jesus for action at the annual meeting in 2019. We submit it for inclusion in the proxy statement under Rule 14a-8 of the general rules and regulations of the Securities Exchange Act of 1934. A representative of the shareholders will attend the annual meeting to move the resolution as required by SEC rules.

As of November 8, 2018 the Sisters of the Holy Names of Jesus and Mary held, and has held continuously for at least one year, 200 shares of GEO Group common stock. A letter verifying ownership in the Company is enclosed. We will continue to hold the required number of shares in GEO Group through the annual meeting in 2019.

For matters relating to this resolution, please contact our authorized representatives, Rev. Bryan Pham, SJ, or Ms. Patricia Zerega. Please copy me on all communications: Vicki Cummings;

Sincerely,

Vicki L. Cummings
Chief Financial Officer

Encl.: Verification of ownership
Resolution



BNY MELLON ASSET SERVICING

November 8, 2018

To Whom It May Concern:

This letter is to verify that Sisters of the Holy Names of Jesus & Mary owns 200 shares of The GEO Group Inc. common stock. Furthermore, the Sisters of the Holy Names of Jesus & Mary has held these shares continuously since the purchase date of October 21, 2015, up to and including November 8, 2018. Sisters of the Holy Names of Jesus & Mary will continue to hold at least the minimum number of shares required through the time of the company's next annual meeting.

This security is currently held by Bank of New York Mellon who serves as custodian for Sisters of the Holy Names of Jesus and Mary. The shares are registered in our nominee name at the Bank of New York Mellon. Please note that the Bank of New York Mellon is a DTC participant.

Sincerely,

Arlene C. Sefcik
Vice President
Relationship Management
BNY Mellon Asset Servicing

HUMAN RIGHTS POLICY IMPLEMENTATION AND PERFORMANCE 2019 - THE GEO GROUP

WHEREAS, The GEO Group (“GEO”) represents itself as “the world’s leading provider of correctional, detention, and community reentry services” and promotes itself as having “always been committed to protecting human rights.” However, the company faces increasing scrutiny and expectations from investors and clients regarding its human rights performance.

The Department of Homeland Security’s Office of Inspector General in October 2018 reported “serious issues relating to safety, detainee rights, and medical care” at a GEO-owned and operated immigration detention center in Adelanto, California. Inspectors found nooses made from twisted bed sheets in 15 of 20 cells inspected, despite 1 suicide and 7 attempts at the facility last year. In addition, during their visit officials found that all 14 detainees in administrative segregation had been placed inappropriately.

A GEO owned and operated prison in Clayton, New Mexico, the site of a major riot in September 2017, resulted in the serious injury of an inmate. The New Mexico Secretary of Corrections confirms “major security breaches. It wasn’t safe” and GEO had less than half the required staffing the evening of the riot.

There are currently three lawsuits alleging forced labor/human trafficking at GEO immigrant detention centers in California, Colorado, and Washington.

Human Rights performance is critical to GEO’s reputation and long-term growth. In order to ensure that the company is adequately respecting human rights in its facilities and meeting the objectives outlined in the portion of its Global Human Rights Policy (the “Policy”) that addresses “Respect for Our Inmates and Detainees,” which lacks specificity, additional public disclosure regarding GEO’s implementation is necessary.

In particular, shareholders would benefit from information about how GEO ensures awareness of the company’s commitment to inmate/detainee human rights, assesses human rights performance, and remedies shortcomings in that performance. Disclosing this information will benefit human rights performance at GEO and mitigate human rights risks inherent within GEO’s business environment. Disclosure will also provide investors with important information to adequately assess human rights risks.

RESOLVED: Shareholders request that GEO report annually on its website to investors, beginning in September 2019, on how it implements the portion of the Policy that addresses “Respect for Our Inmates and Detainees,” including:

1. How GEO ensures that its employees are aware of, and know how to apply, the company’s commitment to inmate/detainee human rights;
2. Metrics used to assess human rights performance, including any process for independent outside verification of such metrics; and
3. How GEO remedies shortcomings in human rights performance.



Sisters of Providence

Provincial Administration • Mother Joseph Province

1801 Lind Avenue SW, #9016
Renton, Washington 98057-9016
425.525.3355 • (fax) 425.525.3984

November 8, 2018

John J. Bulfin
Senior Vice President, General Counsel & Corporate Secretary
The GEO Group, Inc.
621 NW 53rd ST STE 700
Boca Raton, FL 33487-8242



Dear Mr. Bulfin:

The Sisters of Providence, Mother Joseph Province are located in the vicinity of the Tacoma Northwest Detention Center, a facility operated by The GEO Group. In their ministries our members encounter people whose lives have been impacted by the Detention Center. From their experiences we see how critical it is that The GEO Group has a Human Rights Policy that is fully implemented into all of its operations. We appreciate that our Company has adopted a Human Rights Policy but we have concerns regarding the implementation of the Policy and the ongoing Human Rights risks our Company is exposed to.

Therefore, we are co-filing the enclosed resolution with the USA West Province of the Society of Jesus for action at the annual meeting in 2019. We submit it for inclusion in the proxy statement under Rule 14a-8 of the general rules and regulations of the Securities Exchange Act of 1934. A representative of the shareholders will attend the annual meeting to move the resolution as required by SEC rules.

As of November 8, 2018, the Sisters of Providence held, and has held continuously for at least one year, 120 shares of GEO Group common stock. A letter verifying ownership in the Company is enclosed. We will continue to hold the required number of shares in GEO Group through the annual meeting in 2019.

For matters relating to this resolution, please contact our authorized representatives, Rev. Bryan Pham, SJ, or Ms. Patricia Zerega. Please copy me on all communications: Jennifer Hall; jennifer.hall@providence.org

Sincerely,


Jennifer Hall
Provincial Secretary

Encl.: Verification of ownership
Resolution



November 8, 2018

Sister of Providence-Mother Joseph Province
Jennifer Hall, Steve Kye, Janet Painter
1801 Lind Ave Sw # 9016
Renton, WA 98057

Account #: ***
Questions: +1 (800) 378-0685
x35362

Here is the information you requested.

Dear Jennifer Hall, Steve Kye, Janet Painter,

This letter is being written to confirm the amount of shares held of G E O Group Inc. (GEO) in the above listed account for which you are an authorized agent.

On 11/15/2011, 120 shares were purchased and have been continuously owned in this account since the purchase date.

As of the time this letter was written on 11/08/2018, and due to various corporate actions, 207 shares of GEO are currently held in the above referenced account.

This letter is for informational purposes only and is not an official record. Please refer to your statements and trade confirmations as they are the official record of your transactions.

Charles Schwab is a DTC participating firm.

Thank you for choosing Schwab. We appreciate your business and look forward to serving you in the future. If you have any questions, please call me or any Client Service Specialist at +1 (800) 378-0685 x35362.

Sincerely,

Tyler Cawthorne

Tyler Cawthorne
PARTNER SUPPORT TEAM
2423 E Lincoln Dr
Phoenix, AZ 85016-1215

HUMAN RIGHTS POLICY IMPLEMENTATION AND PERFORMANCE 2019 - THE GEO GROUP

WHEREAS, The GEO Group (“GEO”) represents itself as “the world’s leading provider of correctional, detention, and community reentry services” and promotes itself as having “always been committed to protecting human rights.” However, the company faces increasing scrutiny and expectations from investors and clients regarding its human rights performance.

The Department of Homeland Security’s Office of Inspector General in October 2018 reported “serious issues relating to safety, detainee rights, and medical care” at a GEO-owned and operated immigration detention center in Adelanto, California. Inspectors found nooses made from twisted bed sheets in 15 of 20 cells inspected, despite 1 suicide and 7 attempts at the facility last year. In addition, during their visit officials found that all 14 detainees in administrative segregation had been placed inappropriately.

A GEO owned and operated prison in Clayton, New Mexico, the site of a major riot in September 2017, resulted in the serious injury of an inmate. The New Mexico Secretary of Corrections confirms “major security breaches. It wasn’t safe” and GEO had less than half the required staffing the evening of the riot.

There are currently three lawsuits alleging forced labor/human trafficking at GEO immigrant detention centers in California, Colorado, and Washington.

Human Rights performance is critical to GEO’s reputation and long-term growth. In order to ensure that the company is adequately respecting human rights in its facilities and meeting the objectives outlined in the portion of its Global Human Rights Policy (the “Policy”) that addresses “Respect for Our Inmates and Detainees,” which lacks specificity, additional public disclosure regarding GEO’s implementation is necessary.

In particular, shareholders would benefit from information about how GEO ensures awareness of the company’s commitment to inmate/detainee human rights, assesses human rights performance, and remedies shortcomings in that performance. Disclosing this information will benefit human rights performance at GEO and mitigate human rights risks inherent within GEO’s business environment. Disclosure will also provide investors with important information to adequately assess human rights risks.

RESOLVED: Shareholders request that GEO report annually on its website to investors, beginning in September 2019, on how it implements the portion of the Policy that addresses “Respect for Our Inmates and Detainees,” including:

1. How GEO ensures that its employees are aware of, and know how to apply, the company’s commitment to inmate/detainee human rights;
2. Metrics used to assess human rights performance, including any process for independent outside verification of such metrics; and
3. How GEO remedies shortcomings in human rights performance.



ADRIAN DOMINICAN SISTERS
1257 East Siena Heights Drive
Adrian, Michigan 49221-1793
517-266-3400 Phone
517-266-3524 Fax

Portfolio Advisory Board

November 9, 2018

John J. Bulfin
Senior Vice President, General Counsel and Corporate Secretary
The GEO Group, Inc.
621 NW 53rd St., Suite 700
Boca Raton, FL 33487



Dear Mr. Bulfin:

The Portfolio Advisory Board for the Adrian Dominican Sisters has long been concerned not only with the financial returns of its investments, but also with the social and ethical implications of its investments. We believe that a demonstrated corporate responsibility in matters of the environment, social and governance concerns fosters long-term business success. The Adrian Dominican Sisters, a long-term investor, are currently the beneficial owner of shares of The GEO Group, Inc.

The resolution, Human Rights Policy Implementation and Performance, requests that GEO report annually to investors via its website, beginning in September 2019, on how it implements the portion of its policy that addresses "Respect for Our Inmates and Detainees."

The Adrian Dominican Sisters are co-filing the enclosed shareholder proposal with lead filer, the USA West Province of the Society of Jesus (Jesuits), for inclusion in the 2019 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. We have been a shareholder continuously for more than one year holding at least \$2,000 in market value and will continue to invest in at least the requisite number of shares for proxy resolutions through the annual shareholders' meeting. The verification of ownership by our custodian, a DTC participant, is enclosed. The Jesuits may withdraw the proposal on our behalf. We respectfully request direct communications from GEO Group, and to have our supporting statement and organization name included in the proxy statement.

We look forward to having productive conversations with the company. Please direct all future correspondence, including an email acknowledgement of receipt of this letter and resolution, to Patricia Zerega, representative of the Adrian Dominican Sisters, email: pzerega@mercyinvestments.org; phone: 412-414-3587; address: 2039 No. Geyer Rd., St. Louis, MO 63131.

Best regards,

Frances Nadolny, OP
Administrator
Adrian Dominican Sisters
www.pab.adriandominicans.org

HUMAN RIGHTS POLICY IMPLEMENTATION AND PERFORMANCE 2019 - THE GEO GROUP

WHEREAS, The GEO Group (“GEO”) represents itself as “the world’s leading provider of correctional, detention, and community reentry services” and promotes itself as having “always been committed to protecting human rights.” However, the company faces increasing scrutiny and expectations from investors and clients regarding its human rights performance.

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There are currently three lawsuits alleging forced labor/human trafficking at GEO immigrant detention centers in California, Colorado, and Washington.

Human Rights performance is critical to GEO’s reputation and long-term growth. In order to ensure that the company is adequately respecting human rights in its facilities and meeting the objectives outlined in the portion of its Global Human Rights Policy (the “Policy”) that addresses “Respect for Our Inmates and Detainees,” which lacks specificity, additional public disclosure regarding GEO’s implementation is necessary.

In particular, shareholders would benefit from information about how GEO ensures awareness of the company’s commitment to inmate/detainee human rights, assesses human rights performance, and remedies shortcomings in that performance. Disclosing this information will benefit human rights performance at GEO and mitigate human rights risks inherent within GEO’s business environment. Disclosure will also provide investors with important information to adequately assess human rights risks.

RESOLVED: Shareholders request that GEO report annually on its website to investors, beginning in September 2019, on how it implements the portion of the Policy that addresses “Respect for Our Inmates and Detainees,” including:

1. How GEO ensures that its employees are aware of, and know how to apply, the company’s commitment to inmate/detainee human rights;
2. Metrics used to assess human rights performance, including any process for independent outside verification of such metrics; and
3. How GEO remedies shortcomings in human rights performance.

November 9, 2018

John J. Bulfin
Senior Vice President, General Counsel and Corporate Secretary
The GEO Group, Inc.
621 NW 53rd St., Suite 700
Boca Raton, FL 33487

RE: ADRIAN DOMINICAN SISTERS ACCOUNT AT COMERICA

Dear John,

In regards to the request for verification of holdings, the above referenced account currently holds 111 shares of GEO common stock. The attached tax lot detail indicates the date the stock was acquired. Also, please note that Comerica, Inc. is a DTC participant.

Please feel free to contact me should you have any additional questions or concerns.

Sincerely,



Erica Carter | Senior Analyst | Institutional Trust
| Comerica Bank | 411 West Lafayette | MC 3462 | Detroit, MI 48226 | P: 313.222.7115
Fax : 313.222.3208 | EBcarter@comerica.com



November 8, 2018

Mr. John J. Bulfin
Senior Vice President, General Counsel & Corporate Secretary
The GEO Group, Inc.
One Park Place, Suite 900
621 Northwest 53rd Street
Boca Raton, Florida 33487-8242

RE: Service Employees International Union Pension Plans Master Trust
Shareholder Proposal

Dear Mr. Bulfin:

In my capacity as Chair of the Service Employees International Union Pension Plans Master Trust (the "Fund"), I write to give notice that pursuant to the 2018 proxy statement of the GEO Group, Inc. (the "Company"), the Fund intends to present the attached proposal (the "Proposal") at the 2019 annual meeting of shareholders (the "Annual Meeting"). The Fund requests that the Company include the Proposal in the Company's proxy statement for the Annual Meeting.

A letter from the Fund's custodian documenting the Fund's continuous ownership of the requisite amount of the Company's stock for at least one year prior to the date of this letter is being sent separately. The Fund also intends to continue its ownership of at least the minimum number of shares required by the SEC regulations through the date of the Annual Meeting. I represent that the Fund or its agent intends to appear in person or by proxy at the Annual Meeting to present the attached Proposal. I declare the Fund has no "material interest" other than that believed to be shared by stockholders of the Company generally.

We welcome the opportunity to discuss this proposal with you in more detail. Please reach out to Maureen O'Brien, Director of Corporate Governance at Segal Marco Advisors. Ms. O'Brien can be reached at 312-612-8446 or mobrien@segalmarco.com.

Sincerely,

Stephen Abrecht
Chair, SEIU Pension Plans Master Trust

cc: Renaye Manley
Maureen O'Brien

1800 Massachusetts Ave NW
Suite 301
Washington DC 20036-1202
202-730-7542
800-458-1010

WHEREAS, The GEO Group (“GEO”) represents itself as “the world’s leading provider of correctional, detention, and community reentry services” and promotes itself as having “always been committed to protecting human rights.” However, the company faces increasing scrutiny and expectations from investors and clients regarding its human rights performance.

The Department of Homeland Security’s Office of Inspector General in October 2018 reported “serious issues relating to safety, detainee rights, and medical care” at a GEO-owned and operated immigration detention center in Adelanto, California. Inspectors found nooses made from twisted bed sheets in 15 of 20 cells inspected, despite 1 suicide and 7 attempts at the facility last year. In addition, during their visit officials found that all 14 detainees in administrative segregation had been placed inappropriately.

A GEO owned and operated prison in Clayton, New Mexico, the site of a major riot in September 2017, resulted in the serious injury of an inmate. The New Mexico Secretary of Corrections confirms “major security breaches. It wasn’t safe” and GEO had less than half the required staffing the evening of the riot.

There are currently three lawsuits alleging forced labor/human trafficking at GEO immigrant detention centers in California, Colorado, and Washington. .

Human Rights performance is critical to GEO’s reputation and long-term growth. In order to ensure that the company is adequately respecting human rights in its facilities and meeting the objectives outlined in the portion of its Global Human Rights Policy (the “Policy”) that addresses “Respect for Our Inmates and Detainees,” which lacks specificity, additional public disclosure regarding GEO’s implementation is necessary.

In particular, shareholders would benefit from information about how GEO ensures awareness of the company’s commitment to inmate/detainee human rights, assesses human rights performance, and remedies shortcomings in that performance. Disclosing this information will benefit human rights performance at GEO and mitigate human rights risks inherent within GEO’s business environment. Disclosure will also provide investors with important information to adequately assess human rights risks.

RESOLVED: Shareholders request that GEO report annually on its website to investors, beginning in September 2019, on how it implements the portion of the Policy that addresses “Respect for Our Inmates and Detainees,” including:

1. How GEO ensures that its employees are aware of, and know how to apply, the company’s commitment to inmate/detainee human rights;
2. Metrics used to assess human rights performance, including any process for independent outside verification of such metrics; and
3. How GEO remedies shortcomings in human rights performance.



November 8, 2018

By overnight delivery

Mr. John J. Bulfin
Senior Vice President,
General Counsel and Corporate Secretary
The GEO Group, Inc.
One Park Place, Ste 900
621 Northwest 53rd Street
Boca Raton, Florida 33487-8242

RE: Service Employees International Union Pension Plans Master Trust

Dear Mr. Bulfin:

As of November 8, 2018, Service Employees International Union Pension Plans Master Trust (the "Trust") held shares of The GEO Group, Inc. stock ("GEO"). As of Nov. 8, 2018, Amalgamated Bank is the record owner of 4,158 shares of common stock (the "Shares") of GEO, beneficially owned by the Trust. The shares are held by Amalgamated Bank at the Depository Trust Company in our participant account #2352. The Trust has held in excess of \$2,000 worth of shares in your Company continuously since November 8, 2017.

Sincerely,

A handwritten signature in black ink, appearing to read "K. Mc Garvey". The signature is written in a cursive, flowing style.

Kyle Mc Garvey
First Vice President
Investment Management Division, Client Service

Exhibit B



Corporate Headquarters
One Park Place, Suite 700
621 Northwest 53rd Street
Boca Raton, Florida 33487

MAIN TEL: 561 893 0101
TOLL FREE: 866 301 4436
www.geogroup.com

January 7, 2019

The GEO Group, Inc.
621 NW 53rd Street, Suite 700
Boca Raton, FL 33487

**Re: The GEO Group, Inc.
Shareholder Proposal Submitted by the USA West Province of the Society of Jesus
along with the co-filers**

Ladies and Gentlemen:

I am general counsel to The GEO Group, Inc., a Florida corporation ("GEO" or the "Company"), and render this opinion in such capacity.

This opinion letter is furnished to you pursuant to Rule 14a-8(i)(2) of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

I advise you that this opinion letter is limited to the federal laws of the United States of America and the laws of the State of Florida. I do not express any opinion concerning the applicability or the effect of the laws of any other jurisdiction.

I. THE PROPOSAL

The proposal provides as follows:

RESOLVED, Shareholders request that GEO report annually on its website to investors, beginning in September 2019, on how it implements the portion of the Policy that addresses "Respect for Our Inmates and Detainees," including:

1. How GEO ensures that its employees are aware of, and know how to apply, the company's commitment to inmate/detainee human rights;
2. Metrics used to assess human rights performance, including any process for independent outside verification of such metrics; and
3. How GEO remedies shortcomings in human rights performance.

II. BASIS OF OPINIONS

In connection with this opinion letter, I have examined the proposal and supporting statement submitted for inclusion in the Company's 2019 proxy materials by USA West Province of the Society of Jesus as the primary filer and the following co-filers: Mercy Investment Services, Inc., the Corporation of the Roman Catholic Clergymen, the Sisters of St. Francis of Philadelphia, the Dominican Sisters of Hope, the Congregation of St. Joseph, the US Central and Southern Province, Society of Jesus, the USA Midwest Province of Society of Jesus, Creighton University, the Province of Saint Joseph of the Capuchin Order, the Sisters of the Holy Names of Jesus and Mary, the Sisters of Providence, Mother Joseph Province, and the Portfolio Advisory Board for the Adrian Dominican Sisters (the "Proposal"). Service Employees International Union Pension Plans Master Trust also submitted the same Proposal for inclusion in the Company's 2019 proxy materials.

III. DISCUSSION

I have been asked for an opinion regarding whether implementation of the Proposal would cause the Company to violate federal or state law.

For the reasons set forth below, it is my opinion that implementation of the Proposal would violate federal law and would result in a breach of contract and thus violate Florida law with respect to those facility contracts governed by Florida law.

Violation of Federal Law

One of the federal government agencies that GEO enters into contracts with is U.S. Immigration and Customs Enforcement, or ICE. As a result of such contractual arrangements with ICE, GEO is subject to the jurisdiction of ICE and applicable federal law and regulations. One of the applicable regulations is 8 C.F.R. § 236.6 which provides:

No person, including any state or local government entity or any privately operated detention facility, that houses, maintains, provides services to, or otherwise holds any detainee on behalf of the Service (whether by contract or otherwise), and no other person who by virtue of any official or contractual relationship with such person obtains information relating to any detainee, shall disclose or otherwise permit to be made public the name of, or other information relating to, such detainee. Such information shall be under the control of the Service and shall be subject to public disclosure only pursuant to the provisions of applicable federal laws, regulations and executive orders. Insofar as any documents or other records contain such information, such documents shall not be public records. This section applies to all persons and information identified or described in it, regardless of when such persons obtained such information, and applies to all requests for public

disclosure of such information, including requests that are the subject of proceedings pending as of April 17, 2002.

GEO's contracts with ICE would fall within the purview of the regulation as each contract would relate to a privately-operated detention facility that houses, maintains, provides services to, or otherwise holds any detainee on behalf of ICE by contract. Under the terms of this regulation, GEO is under strict limitations regarding disclosure of information about any detainee. GEO is not allowed to disclose or permit to be made public the name of a detainee or other information relating to a detainee. GEO believes that the portion of the Proposal that relates to independent outside verification of the metrics used to assess human rights performance would entail disclosure of restricted information under this regulation as this would likely entail visits to the facility by an independent outside party and a review of documents/information regarding detainees by an independent third party. The content of the requested annual report in the Proposal would also likely contain restricted information which should not be made public under this regulation. GEO may not unilaterally disclose restricted information to an independent outside party or to the public. The consequences for unauthorized disclosure pursuant to this regulation may include criminal and civil penalties.

Breach of Contract

Implementing the Proposal would also cause GEO to breach its facility management contracts with various governmental agencies and therefore violate Florida law with respect to those facility contracts governed by Florida law. For example, any facility site visits by an independent outside party and the sharing of detainee information and data with such independent outside party as part of any evaluation process to assess human rights performance without obtaining the required prior consent of the applicable federal or state governmental agency would result in a breach of GEO's facility contracts. Additionally, GEO's facility contracts require GEO to provide the client agency with a Quality Control Plan ("QCP") for the applicable facility. The facility contracts also provide that GEO will periodically review and update the QCP policies and procedures and will audit facility operations for compliance with the QCP. Any proposed changes to the QCP need to be approved by the applicable governmental agency. Such proposed changes would include proposed changes that GEO thinks are appropriate from an operational perspective and would enhance, measure or improve human rights performance. Lastly, GEO's facility contracts also generally provide that there shall be no public disclosures regarding the applicable facility contract without the review and approval of the appropriate governmental agency. GEO may not unilaterally grant third parties access to its facilities, may not unilaterally disclose restricted information to an independent outside party or to the public and may not unilaterally modify a QCP.

IV. CONCLUSION

Based upon the foregoing, I am of the opinion that the Proposal, if implemented, would cause The GEO Group, Inc. and its operating subsidiaries to violate federal and Florida law.

The opinion expressed herein is limited to the matters stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated herein. This opinion is provided with the understanding that a copy will be furnished to the Securities and Exchange Commission in connection with the matters addressed herein and I consent to your doing so.

Very truly yours,

A handwritten signature in black ink, appearing to read "Joe Negron", with a stylized flourish at the end.

Joe Negron
Senior Vice President, General Counsel and Secretary