


# CENTRAL FLORIDA EXPRESSWAY AUTHORITY

## MEMORANDUM

**TO:** Central Florida Expressway Authority Board  
**FROM:**  Joseph L. Passiatore, General Counsel  
**DATE:** March 4, 2015  
**SUBJECT:** CFX Ethics Code Reference Materials

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The following materials are included in the agenda back-up for your review of the draft CFX Ethics Policy:

- (1) A Resolution adopting the policy;
- (2) The proposed policy;
- (3) A 3 page chart highlighting the primary differences between the state code of Ethics and the former agency's code of ethics;
- (4) The verbatim language for the look back/look forward recusal provisions if the Board chooses to add them to the proposed draft; and
- (5) Nine (9) page PowerPoint presentation with General Counsel and Special Counsel's recommendations.

JLP/ml  
Attachments

cc: Laura Kelley, Interim Executive Director  
Jo Thacker, Esquire

**A RESOLUTION OF THE  
CENTRAL FLORIDA EXPRESSWAY AUTHORITY  
ADOPTING A CODE OF ETHICS**

**WHEREAS**, on June 20, 2014 Chapter 2014-171, Laws of Florida became effective creating the Central Florida Expressway Authority (CFX); and

**WHEREAS**, Florida Statute 348.753(6) of the law requires CFX Board Members to comply with certain ethics requirements specifically applicable to CFX; and

**WHEREAS**, the CFX Board is desirous of adopting a uniform code of ethics which codifies the provisions of the State Code of Ethics, Ch. 112; the applicable provisions of the enabling statute for CFX, and the political activity restrictions of F.S. 104.31.

**NOW, THEREFORE, BE IT RESOLVED BY THE CENTRAL FLORIDA EXPRESSWAY AUTHORITY** as follows:

Section 1. The CFX governing Board does hereby adopt the attached Code of Ethics (Exhibit "A") as the official ethics policy for CFX Board members, and those consultants, committee members and employees as specified therein.

Section 2. EFFECTIVE DATE. This Resolution shall become effective upon adoption by the CFX governing Board.

**ADOPTED** this \_\_\_\_\_ day of March, 2015.

\_\_\_\_\_  
Welton G. Cadwell  
CFX Board Chairman

ATTEST: \_\_\_\_\_  
Darleen Mazzillo  
Executive Assistant

Approved as to form and legality

\_\_\_\_\_  
Joseph L. Passiatore  
General Counsel

## **CENTRAL FLORIDA EXPRESS AUTHORITY CODE OF ETHICS**

The Central Florida Expressway Authority (the "Authority") operates for the benefit of the public. As such, it is imperative that the Authority conduct business in accordance with the highest standards of ethics. In furtherance thereof, the Authority has enacted this Code of Ethics ("Code of Ethics"), which governs all Board Members, in the performance of their duties and obligations to the Authority. This Code of Ethics shall serve as the standard for official conduct. This Code of Ethics is intended to supplement the Florida Code of Ethics. In the event of a conflict between the Florida Code and the Code of Ethics, the more restrictive provisions shall control.

### **PART 1. DEFINITIONS.**

#### **6-1.01. Definitions.**

"Committee Member" shall mean an employee of any of the local government entities represented in the Authority who has been appointed to serve on any of the following committees: Audit Committee, Finance Committee, Operations Committee or Right of Way Committee.

"Consultant" shall mean an individual who is rendering services to the Authority in the nature of time and effort rather than the furnishing of specific commodities. The term applies only to those professional services rendered by individuals who are independent consultants, providing services that may include, but are not limited to, evaluations, consultations, maintenance, financial, auditing, accounting, legal, engineering, management consulting, educational training programs, public relations, legislative advisors, planning, personnel, research and development studies or reports on the findings of consultants engaged thereunder, and professional, technical and social services.

"Ethics Officer" shall mean the Authority's general counsel or, in his absence, deputy general counsel. (For reference, see Section 348.753(7), Florida Statutes)

"Public Officer" includes any Board Member or Committee Member. (For reference, see Section 112.313(2), Florida Statutes)

"Registered Lobbyist" shall mean any person who shall engage in lobbying as defined herein for compensation for (1) an entity other than his or her employer; or (2) for any entity including his or her employer if a principal function of his or her position is lobbying or governmental relations.

## **PART 2. ADOPTION OF FLORIDA CODE OF ETHICS.**

6-2.01. Code of Ethics Adoption. The Authority is governed by the requirements and standards set forth in the Florida Code of Ethics for Public Officers and Employees, Chapter 112, Part III, Florida Statutes, in addition to the ethical standards set forth in Section 348.753(6) to (15), Florida Statutes, as may be amended from time to time, which presently are as follows:

F.S. 348.753

- (6) A Board member or the executive director of the Authority may not:
  - (a) Personally represent another person or entity for compensation before the authority for a period of 2 years following vacation of her or her position.
  - (b) After retirement or termination, have an employment or contractual relationship with a business entity other than an agency as defined in s. 112.312, in connection with a contract in which the member or executive director personally substantially participated in through decision, approval, disapproval, recommendation, rendering of advice, or investigation while he or she was a member or employee of the authority.
- (7) The authority's general counsel shall serve as the authority's ethics officer.
- (8) Authority board members, employees, and consultants who hold positions that may influence authority decision shall refrain from engaging in any relationship that may adversely affect their judgment in carrying out authority business. To prevent such conflicts of interest and preserve the integrity and transparency of the authority to the public, the following disclosures must be made annually on a disclosure form:
  - a. Any relationship a board member, employee, or consultant has which affords a current or future financial benefit to such board member, employee, or consultant, or to a relative or business associate of such board member, employee, or consultant, and which a reasonable person would conclude has the potential to create a prohibited conflict of interest. As used in this subsection, the term "relative" has the same meaning as in s.112.312.
  - b. Whether a relative of a board member, employee, or consultant is a registered lobbyist, and if so, the names of the lobbyist's clients. Such names shall be provided in writing to the ethics officer.
  - c. Any and all interests in real property that a board member, employee, or consultant has, or that a relative, principal, client, or business associate of such board member, employee, or consultant has, if such real property is located within or within a one-half mile radius of, any actually or prospective authority roadway project. The executive director shall provide a corridor map and a property ownership list reflecting the ownership of all real property within the

disclosure area, or an alignment map with a list of associated owners, to all board members, employees, and consultants.

(9) The disclosure forms required under subsection (8) must be reviewed by the ethics officer or, if a form is filed by the general counsel, by the executive director.

(10) The conflict of interest process shall be outlined in the authority's code of ethics.

(11) Authority employees and consultants are prohibited from serving on the governing body of the authority while employed by or under contract with the authority.

(12) The code of ethics policy shall be reviewed and updated by the ethics officer and presented for board approval at a minimum of once every 2 years.

(13) Employees shall be adequately informed and trained on the code of ethics and shall continually participate in ongoing ethics education.

(14) The requirements in subsections (6) through (13) are in addition to the requirements that the members and the executive director of the authority are required to follow under chapter 112.

(15) Violations of subsections (6), (8), and (11) are punishable in accordance with s. 112.317.

### **PART 3. DISCLOSURES.**

6-3.01. To prevent conflicts of interest and preserve the integrity and transparency of the Authority to the public, the following disclosures must be made annually on a disclosure form:

- (a) Any relationship a board member, employee, or consultant has which affords a current or future financial benefit to such board member, employee, or consultant, or to a relative or business associate of such board member, employee, or consultant, and which a reasonable person would conclude has the potential to create a prohibited conflict of interest. As used in this subsection, the term "relative" has the same meaning as in Section.112.312, Florida Statutes.
- (b) Whether a relative of a board member, employee, or consultant is a registered lobbyist, and if so, the names of the lobbyist's clients. Such names shall be provided in writing to the Ethics Officer.
- (c) Any and all interests in real property that a board member, employee, or consultant has, or that a relative, principal, client, or business associate of such board member, employee, or consultant has, if such real property is located within, or within a one-half mile radius of, any actual or prospective authority roadway project. The executive director shall provide a corridor map and a property ownership list reflecting the ownership of all real property within the disclosure area, or an

alignment map with a list of associated owners, to all board members, employees, and consultants.

6-3.02. Annual Filing. Each Board Member, Committee Member, employee, or consultant shall file a disclosure form each year with the Executive Secretary. Attached is a sample form which may be amended from time to time by the Ethics Officer.

#### **PART 4. POLITICAL ACTIVITY**

6-4.01. Political Activities. The Authority adopts Section 104.31, Florida Statutes (2014) as may be amended from time to time as though fully set forth herein.

#### **PART 5. TRAINING AND ENFORCEMENT**

6-5.01. Advisory Opinions. Any Public Official, who is in doubt regarding the applicability of the standards of conduct herein provided may seek an advisory opinion from the Ethics Officer concerning the applicability of this Code of Ethics or any provision thereof. Any opinion rendered by the Ethics Officer may be relied upon by any Board Member, but only with regard to the application of the Code of Ethics. Such opinion does not insulate such Board Member, against the application of Florida Statutes or of any other applicable code of ethics they may be governed by.

##### **6-5.02. Code of Ethics Acknowledgement and Training**

6-4.021. Posting. This Code of Ethics, in its entirety, shall be posted on the Authority's website.

6-4.022. Board Member Orientation and Review Responsibilities. New Board Members shall be provided with an orientation on all relevant Authority matters, including a detailed briefing on the Code of Ethics.

## CENTRAL FLORIDA EXPRESSWAY AUTHORITY POTENTIAL CONFLICT DISCLOSURE FORM

**Projects:** \_\_\_\_\_

Name/Company: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Relationship to CFX: \_\_\_ Board or Committee Member \_\_\_ Employee \_\_\_ Consultant/Vendor

<b>1.</b>	<b>Disclosure of Relationships</b> (Refer to Section 348.753(8))		
	Do you have any relationship which affords a current or future financial benefit to you or to your relative or business associate and which a reasonable person would conclude has the potential to create a prohibited conflict of interest?	Yes ___	No ___
	If yes, check the applicable relationships below and provide the full names, addresses, and relationships on page 4.		
	Self	Yes ___	No ___
	Relative (as defined in Section 112.312(21), Fla. Stat.), including father, mother, son, daughter, brother, sister, uncle, aunt, first cousin, nephew, niece, husband, wife, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, stepfather, stepmother, stepson, stepdaughter, stepbrother, stepsister, half brother, half sister, grandparent, great grandparent, grandchild, great grandchild, step grandparent, step great grandparent, step grandchild, step great grandchild, person who is engaged to be married to you or who otherwise holds himself or herself out as or is generally known as the person whom you intend to marry or with whom you intend to form a household, any other natural person having the same legal residence as you.	Yes ___	No ___
	Business Associate, as defined in Section 112.312(4), Fla. Stat., includes any person or entity engaged in or carrying on a business enterprise with you as a partner, joint venturer, corporate shareholder where the shares of such corporation are not listed on any national or regional stock exchange, or co-owner of property.	Yes ___	No ___
	Other (explain) _____ _____ _____ _____	Yes ___	No ___

2.	<b>Disclosure of Lobbyists</b> (Refer to Section 348.753(8)) Do you have a relative who is a registered lobbyist?	Yes___	No___
	If yes, list the full names and addresses of the lobbyist and the lobbyist's clients on page 4.		
3.	<b>Disclosure of Property Interests within a Project</b> (Section 348.753(8)) Do you or any of your relatives (as defined in Section 112.312(21), Fla. Stat.), principals, clients, or business associates have any interest in real property located within any actual or prospective Authority project?  The actual or prospective Authority projects include the Wekiva Parkway and All Aboard Florida. The corridor maps and property ownership lists reflecting the ownership of all real property within the disclosure areas, or alignment maps with lists of associated owners, are attached hereto or available upon request.	Yes___	No___
	If yes, check the applicable relationship types and disclose the full names and addresses and identify the real property on page 4.		
	Self	Yes___	No___
	Relative (as defined in Section 112.312(21), Fla. Stat.), including father, mother, son, daughter, brother, sister, uncle, aunt, first cousin, nephew, niece, husband, wife, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, stepfather, stepmother, stepson, stepdaughter, stepbrother, stepsister, half brother, half sister, grandparent, great grandparent, grandchild, great grandchild, step grandparent, step great grandparent, step grandchild, step great grandchild, person who is engaged to be married to you or who otherwise holds himself or herself out as or is generally known as the person whom you intend to marry or with whom you intend to form a household, any other natural person having the same legal residence as you.	Yes___	No___
	Principal or Client	Yes___	No___
	Business Associate, as defined in in Section 112.312(4), Fla. Stat., includes any person or entity engaged in or carrying on a business enterprise with you as a partner, joint venturer, corporate shareholder where the shares of such corporation are not listed on any national or regional stock exchange, or co-owner of property.	Yes___	No___
	Other (explain)_____	Yes___	No___



4.	<p><b>Disclosure of Property Interests Within a One-Half Mile Radius of a Project (but Outside of a Project)</b> (Refer to Section 348.753(8))</p> <p>Do you or any of your relatives (as defined in Section 112.312(21), Fla. Stat.), principals, clients, or business associates have any interest in real property located within a one-half mile radius of any actual or prospective Authority project, but outside of any actual or prospective Authority project?</p> <p>The actual or prospective authority projects include the Wekiva Parkway and All Aboard Florida. The corridor maps and property ownership lists reflecting the ownership of all real property within the disclosure areas, or alignment maps with lists of associated owners, are attached hereto or available upon request.</p>	Yes ____	No ____
	If yes, check the applicable relationship types and disclose the full names and addresses and identify the real property on page 3.		
	Self	Yes ____	No ____
	<p>Relative (as defined in Section 112.312(21), Fla. Stat.), including father, mother, son, daughter, brother, sister, uncle, aunt, first cousin, nephew, niece, husband, wife, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, stepfather, stepmother, stepson, stepdaughter, stepbrother, stepsister, half brother, half sister, grandparent, great grandparent, grandchild, great grandchild, step grandparent, step great grandparent, step grandchild, step great grandchild, person who is engaged to be married to you or who otherwise holds himself or herself out as or is generally known as the person whom you intend to marry or with whom you intend to form a household, any other natural person having the same legal residence as you.</p>	Yes ____	No ____
	Principal or Client	Yes ____	No ____
	<p>Business Associate, as defined in in Section 112.312(4), Fla. Stat., includes any person or entity engaged in or carrying on a business enterprise with you as a partner, joint venturer, corporate shareholder where the shares of such corporation are not listed on any national or regional stock exchange, or co-owner of property.</p>	Yes ____	No ____
	Other (explain) _____	Yes ____	No ____

5.	<b>Solicitation or Acceptance of Gifts</b> Have you solicited or accepted anything of value, including a gift, loan, reward, promise of future employment, favor, or service, based upon any understanding that your action or judgment regarding Authority business would be influenced thereby? (For reference, see Section 112.313(2), Florida Statutes)	Yes ____	No ____
6.	<b>Unauthorized Compensation</b> Have you or your spouse or minor child accepted any compensation, payment, or thing of value when you knew, or, with the exercise of reasonable care, should know, that it was given to influence your action regarding Authority business? (For reference, see Section 112.313(4), Florida Statutes)	Yes ____	No ____
7.	<b>Misuse of Position</b> Have you used or attempted to use your position with the Authority or any property or resource which may be within your trust, to secure a special privilege, benefit, or exemption for you or others? (For reference, see Section 112.313(6), Florida Statutes)	Yes ____	No ____
8.	<b>Conflicting Employment or Contractual Relationship</b> Do you have or hold any employment or contractual relationship with any business entity or any agency which is subject to the regulation of, or is doing business with, the Authority, that will create a continuing or frequently recurring conflict between your private interests and the performance of your duties to the Authority or that would impede the full and faithful discharge of your duties to the Authority, subject to the exemptions set forth in Section 112.313(12) & (15), Florida Statutes? (For reference, see Section 112.313(7), Florida Statutes)	Yes ____	No ____

If you answered any of the above questions in the affirmative, provide a detailed explanation below. Attach additional sheets as necessary.

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I declare under penalty of perjury that the foregoing is true and correct.

Executed on \_\_\_\_\_ Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Print Title: \_\_\_\_\_

Return this form by mail, email or fax to: Darleen Mazzillo, Executive Assistant  
Central Florida Expressway Authority  
4974 ORL Tower Road, Orlando, FL 32807  
Phone: 407-690-5310 Fax: 407-690-5034  
Email: [Darleen.Mazzillo@CFXWay.com](mailto:Darleen.Mazzillo@CFXWay.com)

## CENTRAL FLORIDA EXPRESSWAY AUTHORITY

<p style="text-align: center;"><b><u>Florida Law</u></b></p>	<p style="text-align: center;"><b><u>Differences in Existing CFX Ethics Code</u></b></p>
<p style="text-align: center;">Chapter 112 –Part III Code of Ethics</p> <p><b>You are prohibited from:</b></p> <ul style="list-style-type: none"> <li>• Soliciting gifts for your vote or other official action.</li> <li>• Accepting a gift or compensation for your vote.</li> <li>• Doing business with the Authority, including selling or leasing goods, services or real estate.</li> <li>• Misusing your position, for example, you cannot use your position to secure a special privilege or benefit for another person or yourself.</li> <li>• Having an employment relationship that conflicts with your duties as a Board Member.</li> <li>• Disclosing or using information that is not available to members of the general public that you gained in your capacity as a Board Member for your personal gain or benefit.</li> <li>• Accepting gifts in excess of \$100.00 from a lobbyist.</li> <li>• Voting on a matter that would inure to your private special gain or loss, or which would inure to the private special gain or loss of: any principal by whom you are retained, a relative, or a business associate.</li> <li>• Appointing or advancing an individual, or advocating for the appointment or advancement of an individual who is your relative.</li> </ul> <p>With minor exceptions, Authority’s existing Code tracts these Statutory Requirements.</p>	<p>Requires additional disclosure by a Board Member when:</p> <ul style="list-style-type: none"> <li>- a business associate brings a matter before the Board; or</li> <li>- a matter before the Board will benefit a former business associate (previous two years); or</li> <li>- the Board Member enters into a business relationship with any person within one year of any favorable vote benefitting that person.</li> </ul> <p>Allows Board Member to abstain from voting if:</p> <ul style="list-style-type: none"> <li>- brought by or benefits a business associate.</li> <li>- brought by or benefits a previous (2 years) business associate.</li> </ul> <p>Expands most statutory requirements to also include vendors and consultants.</p>

<p align="center"><b><u>Florida Law</u></b></p>	<p align="center"><b><u>Differences in Existing CFX Ethics Code</u></b></p>
<p align="center">Chapter 348 Central Florida Expressway Law</p> <p><b>Disclosures:</b></p> <ul style="list-style-type: none"> <li>Any relationship a Board Member has which affords a current or future financial benefit to the Board Member and which a reasonable person would conclude has the potential to create a prohibited conflict of interest.</li> <li>Any and all interests in real property that a Board Member has, if such real property is located within, or within a one-half mile radius of, an actual or prospective CFX roadway project.</li> <li>Whether a relative of a Board Member is a registered lobbyist, and if so, their names.</li> </ul> <p><b>Restrictions:</b></p> <ul style="list-style-type: none"> <li>Personally represent another person or entity for compensation before the authority for a period of 2 years following vacation of his or her position.</li> <li>After retirement or termination, have an employment or contractual relationship with a business entity in connection with a contract in which the Board member or Executive Director personally and substantially participated in through decision, approval, disapproval, recommendation, rendering of advice, or investigation while he or she was a Board Member or employee of the Authority.</li> </ul>	<p>Requires additional disclosure by a Board Member when:</p> <ul style="list-style-type: none"> <li>a Board Member or the Executive Director communicates with any Authority vendor or consultant about a job opportunity (within 7 days).</li> <li>a Board Member has an option to purchase or sell real property within the one-half mile radius of a project or potential project.</li> </ul> <p>Prohibits a Board Member from participating in any matter that contributes to a relative's special gain or loss.</p> <p>Requires a Board member to recuse himself from discussions/meeting involving clients of their relatives.</p> <p>Prohibits a Board Member for a period of six months after leaving the Board from lobbying CFX or doing business or soliciting business with CFX or any consultant or their sub-consultants in connection with any project, proposal or property in which the Board Member has any interest, direct or indirect.</p> <p>Prohibits a business entity from doing business with CFX if Executive Director or Chief Financial Officer were employed there for a two year period unless super majority of Board (at least 4 members) approves.</p>

<u>Florida Law</u>	<u>Differences in Existing CFX Ethics Code</u>
<p data-bbox="480 232 722 297">Chapter 104 Political Activities</p> <p data-bbox="203 342 711 375"><b>A Board member is prohibited from:</b></p> <ul data-bbox="203 418 999 976" style="list-style-type: none"> <li data-bbox="203 418 999 565">• Using his or her official authority to influence for the purpose of interfering with an election or a nomination of office or coercing or influencing another person's vote or affecting the result thereof.</li> <li data-bbox="203 570 999 792">• Directly or indirectly coercing or attempt to coerce, command, or advise any other officer or employee to pay, lend, or contribute any part of his or her salary, or any money, or anything else of value to any party, committee, organization, agency, or person for political purposes.</li> <li data-bbox="203 797 999 976">• Directly or indirectly coercing or attempt to coerce, command, and advise any such officer or employee as to where he or she might purchase commodities or to interfere in any other way with the personal right of said officer or employee.</li> </ul>	<p data-bbox="1066 232 1896 418">Prohibits Board Members and consultants from requesting, soliciting or communicating with other Board Members, employees, consultants or contractors for purposes of inducing anyone to pay money or give value to any party, committee, organization, agency or person for political purposes.</p> <p data-bbox="1066 459 1896 532">Expands statutory requirements to encourage candidates to voluntarily comply.</p> <p data-bbox="1066 573 1896 760">Requires Board Members to include a specified disclaimer or any mass mailings that solicit campaign contributions. Expands statutory requirements to prohibit Board Members and consultants from expressing opinions on candidates or issues when engaged in CFX business.</p> <p data-bbox="1066 800 1896 938">Requires a Board Member to file a disclosure if the Board Member gives a campaign contribution to a sitting Board Member or a candidate who if elected would serve on the Board.</p> <p data-bbox="1066 979 1766 1011">Expands statutory requirements to include consultants.</p>

- The total amount of the transactions between the business entity and OOCEA in the aggregate does not exceed \$500.00 per calendar year; or,
- The Board member, employee, or consultant, while acting in a private capacity, purchases goods or services from a business entity doing business with OOCEA and the price and terms of the transaction are available to similarly situated members of the general public.

#### 6-3.03 Voting Conflicts of Interest

No OOCEA Board Member shall vote upon any measure that would inure to his or her special private gain or which he or she knows would inure to the special private gain of his or her relative or business associate. Such Board member shall, prior to the vote being taken, publicly state to the OOCEA the nature of his or her interest in the matter from which he or she is abstaining from voting and, within 15 days after the vote occurs or prior to the next Board meeting, whichever occurs first, shall disclose the nature of the interest on a State Commission on Ethics Form 8B filed with the person responsible for recording the minutes of the meeting, who shall incorporate the memorandum in the minutes.

No OOCEA Board member shall participate in any matter which would inure to his or her special private gain; which he or she knows would inure to the special private gain of any principal by whom he or she is retained, or to the parent organization or subsidiary of a corporate principal by which he or she is retained; or which he or she knows would inure to the special private gain of a relative, principal, client, or business associate without first disclosing the nature of his or her interest in the matter. Such disclosure, indicating the nature of the conflict, shall be made on a Form 8B filed with the person responsible for recording the minutes of the meeting, prior to the meeting in which consideration of the matter will take place, and shall be incorporated into the minutes.

Any such memorandum shall become a public record upon filing, shall immediately be provided to the other Board members, and shall be read publicly at the next meeting. If the conflict is unknown prior to the meeting, then disclosure shall be made orally at the next meeting.

A written memorandum disclosing the nature of the conflict shall then be filed within fifteen (15) days after the oral disclosure with the person responsible for recording the minutes of the meeting and shall be incorporated into the minutes of the meeting at which the oral disclosure was made. Any such memorandum shall become a public record upon filing shall immediately be provided to the other Board members.

#### 6-3.031 Disclosure; abstaining from vote due to apparent conflict of interest; exceptions

- (1) In addition to the requirements that an OOCEA Board member

abstain from voting due to conflict as provided in section 112.3143, Florida Statutes and Section 6-3.03 of the OOCEA Ethics Policy, when a Board member knowingly is a business associate, as defined herein, with any person bringing a matter before the OOCEA Board or when a matter before the OOCEA Board will benefit any person with whom the Board member knowingly was a business associate in the previous two-year period, the Board member shall disclose the existence of the business associate.

(2) The Board member may abstain from voting on any matter coming before the OOCEA Board if:

- i. The matter is brought by or benefits a person with whom the Board member knowingly is a business associate at the time of the vote; or
- ii. The matter is brought by or benefits a person with whom the Board member knowingly was a business associate within the two-year period prior to the matter coming before the OOCEA Board.

a. If applicable, the basis for abstaining from the vote shall be an Appearance or Perception of Conflict, as defined in this article, and the Board member shall:

1. Prior to the vote being taken, publicly state to the assembly the nature of the Board member's interest in the matter from which he or she is abstaining from voting; and
2. Within fifteen (15) days after the vote occurs, disclose the nature of his or her interest as a public record in a memorandum of voting conflict (Commission on Ethics Form 8B) filed with the person responsible for recording the minutes of the meeting. The memorandum shall be incorporated into the minutes of the meeting at which the Board member abstained.

(3) However, in all cases where the Board member is a business associate, as defined herein, with any person bringing a matter before the OOCEA Board or when a matter before the OOCEA Board will benefit any person with whom the Board member was a business associate in the previous two-year period, the Board member shall disclose the nature of the prior relationship prior to voting.

(4) Additional Disclosure.

(a) If an OOCEA Board member votes favorably on a matter



before the OOCEA Board and, within one (1) year from the date of that vote, that Board member enters into a business relationship, as defined herein, with the person who brought the matter before the OOCEA Board the business relationship shall be disclosed orally at the next OOCEA Board meeting following the Board member's knowledge that the business relationship exists. A written memorandum, a form of which shall be provided by the OOCEA General Counsel disclosing the nature of the business relationship shall be filed with the person responsible for recording the minutes of the meeting within fifteen (15) days of the oral disclosure and shall be incorporated into the minutes of the meeting at which the oral disclosure was made.

(b) Disclosure obligations under this paragraph shall cease after the date the Board member vacates his/her office.

#### 6-3.04 Lobbying and Business Solicitation upon Termination

Upon leaving OOCEA employment or the OOCEA Board, employees and Board members shall be precluded from lobbying OOCEA or soliciting business from or doing business with OOCEA or any of its consultants or their subconsultants with regards to any contract, subcontract, or arrangement in connection with any project, proposal or any property included or planned to be included in any OOCEA project or undertaking, in which any such employee or Board member has any interest, direct or indirect, for a period of 6 months.

The Executive Director and Chief Financial Officer may not, within two years after retirement or termination, have an employment or contractual relationship with a business entity other than an agency, as defined in F.S. 112.312, which business entity was doing business with the OOCEA at any time during the person's employment by the OOCEA wherein such employment would involve working on OOCEA contract matters. Further, any business entity which previously employed an individual within the past two years prior to the individual's appointment as OOCEA Executive Director or Chief Financial Officer shall be precluded from the award of OOCEA contracts for a two-year period unless the Board approves such contract by a super majority vote of at least four members.

Nothing in this section is intended to preclude an OOCEA Board member from becoming an OOCEA employee or an OOCEA employee from becoming a Board member.

This section shall not apply to Board members or employees who become employed by or lobby on behalf of other governmental entities, not-for-profit corporations or educational institutions.

### **PART 4 PROHIBITED CONDUCT OR ACTIVITY**

#### 6-4.01 Solicitation, Acceptance of Gifts or Compensation Designed to Influence

# CENTRAL FLORIDA EXPRESSWAY AUTHORITY



## ADOPTION OF CFX ETHICS CODE

## »» State Code of Ethics

- The existing CFX Code tracts provisions in Chapter 112, Part III, FL Statutes. The proposed policy will adopt the State Code of Ethics in its entirety.





## F.S. Section 348.753

Certain disclosures were adopted in Chapter 348, FL Statutes, including:

- Any relationship a Board Member has which affords a current or future financial benefit to the Board Member and which a reasonable person would conclude has the potential to create a prohibited conflict of interest
- Any and all interests in real property that a Board Member has, if such real property is located within, or within a one-half mile radius of, an actual or prospective CFX roadway project
- Whether a relative of a Board Member is a registered lobbyist and, if so, their names.



## Disclosure Form

The Proposed Code of Ethics includes a Disclosure form to fulfill these requirements.



## Provisions Contained in the Old Policy, but not in Ch. 112 or 348

- Look-Forward/ Look-Back Disclosures
- Limitation on Political Activities



## 2-Year Look Back, 1-Year Look Forward Disclosures

- Requires additional disclosure by a Board Member when:
  - a business associate brings a matter before the Board; or
  - a matter before the Board will benefit a former business associate (previous two years); or
  - the Board Member enters into a business relationship with any person within one year of any favorable vote benefitting that person.
- Allows Board Member to abstain from voting if:
  - brought by or benefits a business associate.
  - brought by or benefits a previous (2 years) business associate.





## Proposed Ethics Policy

Proposed Ethics Policy adopts Section 104.31, Florida Statutes, Regulation of Political Activities in lieu of the current requirements which are duplicative of Florida Campaign Finance law.





## F.S. 104.31

- 1) No officer or employee of the state, or of any county or municipality thereof, except as hereinafter exempted from provisions hereof, shall:
  - a) Use his or her official authority or influence for the purpose of interfering with an election or a nomination of office or coercing or influencing another person's vote or affecting the result thereof.
  - b) Directly or indirectly coerce or attempt to coerce, command, or advise any other officer or employee to pay, lend, or contribute any part of his or her salary, or any money, or anything else of value to any party, committee, organization, agency, or person for political purposes...



# Recommendations

- Approval of Resolution adopting CFX Ethics Policy which incorporates:
  - Chapter 112, Part III
  - Section 348.753(6) to (15)
  - Section 104.31 (Political Activity)
- Give direction as to the inclusion of the 2 –Year Look-Back/1-Year Look-Forward provision.