

# CENTRAL FLORIDA EXPRESSWAY AUTHORITY

## MEMORANDUM

TO: Central Florida Expressway Authority Board

FROM: Joseph L. Passiatore, General Counsel

DATE: August 6, 2014

SUBJECT: Ethics Workshop Item

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Attached please find a copy of the current CFX Ethics Policy as most recently amended on March 17, 2014 and pertinent portions of Chapter 2014-171 Laws of Florida setting forth the additional ethics requirements imposed by the Central Florida Expressway Authority Law.

JLP/dm  
Attachments

**ORLANDO-ORANGE COUNTY EXPRESSWAY AUTHORITY**  
**CODE OF ETHICS**  
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As of March 2014

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Link to Ethics Laws and Florida Commission on Ethics Rules, Forms and Publications:

<http://www.ethics.state.fl.us>

PART 1  
STATEMENT OF INTENT AND DECLARATION OF OOCEA POLICY

**6-1.01 Independence and Impartiality**

It is the intent and policy of the Orlando-Orange County Expressway Authority (OOCEA), that Board members, employees, and consultants retained by OOCEA be independent and impartial in fulfilling their duties and that public position, employment or affiliation shall not be used for the private gain of Board members, employees, consultants, or persons or entities closely related to the same. Because OOCEA Board members, employees, and consultants must be able to make objective, fair and impartial decisions, they cannot accept gifts or gratuities under circumstances where a reasonable person would know or suspect that the gift or gratuity is being offered to influence his or her vote, official action or judgment. In establishing this Code, OOCEA desires to protect the public against conflicts of interest and to establish standards for the conduct of its Board members, employees, and consultants (and those wishing to do business with OOCEA) in situations where conflicts potentially exist.

**6-1.02 Standards of Excellence in Public Service**

Board members, employees, and consultants hold their positions for the benefit of the public. In their official capacity they are required to observe the highest standards of ethics consistent with this Code, recognizing that promoting and maintaining the interest and respect of the public for the OOCEA must be of foremost concern. OOCEA shall have as its Board members, employees and consultants only those individuals qualified to serve the public and who demonstrate the qualities the public expects, such as courtesy, efficiency, honesty, integrity, fairness, accountability and respect for the rights and opinions of others.

**6-1.03 Balance of Public and Private Interests**

The Florida Legislature has recognized that an overly rigid and restrictive ethics code may impair the ability to recruit, secure and retain the most qualified personnel. Therefore, this Code is not designed or intended to impede unreasonably or unnecessarily the recruitment and retention by OOCEA of those qualified to serve the public. Instead, it is the belief and intent of OOCEA that its Board members, employees, and consultants should have the same opportunities that are available to the general public to acquire and retain private economic interests; except when realization of such opportunities conflicts with the responsibility of such individuals to the public and to OOCEA.

**6-1.04 Conflicts of Interest**

No Board member, employee, or consultant shall have any interest (financial or otherwise, direct or indirect), engage in any business transaction or professional activity, or incur any obligation of any nature which substantially conflicts with the proper discharge of his or her duties to OOCEA in the public interest. Board members, employees and consultants must be on guard against conflicts of interest. Board members, employees and consultants should not be involved in any activity which might reasonably be seen as conflicting with their official responsibilities with OOCEA. The

citizens of Florida have a right to expect that Board members, employees and consultants act with independence and fairness towards all groups and not favor a few individuals or themselves.

To implement the foregoing policy OOCEA enacts this Code, required to be followed by all of its Board members, employees, and consultants in the performance of their duties and obligations to OOCEA. This Code shall serve as the standard for official conduct and as a basis for discipline for those who violate the provisions hereof.

## PART 2 APPLICABLE LAW; DEFINITIONS

### 6-2.01 Applicable Law

Board Members and some employees are subject to compliance with Chapter 112 Part 3 (Code of Ethics for Public Officers and Employees) of the Florida Statutes, as the same may from time to time be modified. It is the intent of the Authority to adopt as an internal policy the provisions of Chapter 112, Part 3, as though fully set forth herein, and to make them applicable to all employees, and consultants of OOCEA. Therefore, while certain employees and consultants who violate the provisions of Chapter 112 may not be subject to discipline by the State of Florida, they shall be subject to discipline in accordance with this internal Code of Ethics. In the event of conflict between this Code and the provisions of Chapter 112, as the same may from time to time be amended by the Legislature, the more restrictive provisions shall control.

### 6-2.02 Definitions

“Authority” means the Orlando-Orange County Expressway Authority as created under Florida Statutes, §348.751 -§348.765.

"Business associate" has the meaning ascribed in subsection 112.312(4), Florida Statutes, and shall also mean any person or entity engaged in or carrying on a business enterprise or any contractual relationship with an OOCEA Board member as a principal, partner, joint venture, corporate shareholder where the shares of such corporation are not listed on any national or regional stock exchange, or co-owner of property. In addition, the term includes any person or entity engaged in or carrying on a business enterprise, any contractual relationship, employment relationship or otherwise engaging in common investment with an OOCEA Board member as a principal, partner, member, shareholder, owner, co-owner, joint venture partner, or other investor, whether directly or indirectly, whether through a Business Entity or through interlocking Parent Entities, Subsidiary Entities, or other business or investment scheme, structure, or venture of any nature.

“Perception or Appearance of Conflict” is intended to be construed consistent with the intent stated at section 112.311, Florida Statutes, and, for the limited purposes described in this article, in addition to the ordinary meaning of the terms “Perception or Appearance of Conflict,” this term shall be deemed to include a situation where the

Board member has or had, within a previous two-year period, a potential conflict of interest due to involvement in a Business Relationship with a person now bringing the matter before the Board.

"Code" means this Code of Ethics.

"Conflict" or "conflict of interest" means a situation in which regard for a private interest may affect, influence or cause disregard of a public duty or interest.

"Consultant" means any person, contractor, vendor or entity providing goods or services to OOCEA for consideration and having an Independent Contractor status as hereafter defined.

"Ethics Officer" is the OOCEA employee responsible for the administration and enforcement of the Code of Ethics and related procedures. The position of General Counsel serves as the OOCEA Ethics Officer.

"Gift" means that which is accepted by a donee or by another on the donee's behalf, or that which is paid or given to another for or on behalf of a donee, directly, indirectly or in trust for the donee's benefit or by any other means for which equal or greater consideration is not given within 90 days, including, but not limited to:

1. Real property.
2. The use of real property.
3. Tangible or intangible personal property.
4. The use of tangible or intangible personal property.
5. A preferential rate or terms on a debt, loan, goods or services, which rate is below the customary rate and is not either a government rate available to all other similarly situated government employees or officials or a rate which is not available to similarly situated members of the public by virtue of occupation, affiliation, age, religion, sex or national origin.
6. Forgiveness of a debt.
7. Transportation or lodging, other than that provided to a public officer or employee in relation to officially approved government business, lodging, or parking.
8. Food or beverage.
9. Membership dues.
10. Entrance fees, admission fees, or tickets to events, performances or facilities.
11. Plants, flowers or floral arrangements.
12. Services provided by persons pursuant to a professional license or certificate.
13. Other personal services for which a fee is normally charged by the person providing the services.
14. Any other similar service or thing having an attributable value not already provided for in this section.

"Gift" does not include:

1. Salary, benefits, services, fees, commissions, gifts or expenses associated primarily with the donee's employment, business, or service as an officer or director of a corporation or organization.
2. Contributions or expenditures reported pursuant to Chapter 106, Florida Statutes, campaign related personal services provided without compensation by individuals volunteering their time, or any other contribution or expenditure by a political party.
3. An Honorarium or an expense related to an Honorarium Event paid to a person or the person's spouse.
4. An award, plaque, certificate or similar personalized item given in recognition of the donee's public, civic, charitable or professional service.
5. An honorary membership in a service or a fraternal organization presented merely as a courtesy by such organization.
6. The use of a public facility or public property made available by a governmental agency for a public purpose.
7. Transportation provided to a public officer or employee by an agency in relation to officially approved governmental business.
8. Gifts provided directly or indirectly by a state, regional or national organization which promotes the exchange of ideas between, or the professional development of, government officials or employees, and whose membership is primarily composed of elected or appointed public officials or staff, to members of that organization or officials or staff of a governmental agency that is a member of that organization.

"Harassment" is generally defined as any words, physical behavior or conduct, which is unwelcome and offensive to an employee that creates an abusive or hostile work environment.

"Honorarium" means the payment of money or anything of value (directly or indirectly) to a reporting individual or to any other person on his behalf as consideration for (a) a speech, address, oration or other oral presentation by the reporting individual regardless of whether presented in person, recorded or broadcast over the media, or (b) a writing by the reporting individual, other than a book, which has been or is intended to be published. Honorarium does not include the payment or provision of actual and reasonable transportation, lodging and food and beverage expenses relating to the honorarium event for the reporting individual.

"Honorarium event" means an event at which the Board member or employee receives an award or delivers a speech or other oral presentation at the request of a third party.

"Independent contractor" means a person or entity providing goods or services to OOCEA who is not an employee. An independent contractor contracts to perform work or provides goods according to his or her own methods. Generally, independent contractors are paid a contract price, without any deductions or withholding amounts such as for federal income taxes, social security taxes,

insurance, retirement, etc. and do not receive the OOCEA benefit package (health insurance, retirement, etc.) provided to employees.

"Indirect interest" means an interest in which legal title is held by another as trustee (or other representative capacity), but an equitable or beneficial interest is held by a Board member, employee, or consultant of OOCEA.

"“Make a Difference” Hotline” enables any OOCEA employee or consultant to anonymously report suspected unethical, illegal or unsafe acts to an independent third party. The “Make a Difference” hotline toll free number is 888-226-6043.

"Material interest" means direct or indirect ownership of more than 5 percent of the total assets, partnership interests or capital stock of any business entity. Indirect ownership does not include ownership by a spouse or minor child.

"Member" or "Board member" means those persons who comprise the governing body of the OOCEA, as described in § 348.753(2), Florida Statutes, including ex officio members.

"OOCEA" means the Orlando-Orange County Expressway Authority as created under Florida Statutes, §348.751 -§348.765.

"Purchasing agent" means an employee or consultant having the authority to commit the expenditure of public funds through a contract for, or the purchase of, any goods, services, or interest in real property for OOCEA.

"Relative" means an individual who is related to a OOCEA Board member, employee, or consultant as 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 grandchild, step great grandchild, person who is engaged to be married to the Board member, employee or consultant, or who otherwise holds himself or herself out as or is generally known as the person whom the Board member, employee or consultant intends to marry or with whom the Board member, employee or consultant intends to form a household, or any other natural person having the same legal residence as the Board member, employee or consultant.

"Reporting individual" means any individual who is required by law, pursuant to Section 8, Article 11 of the State Constitution, or Section 112.3145, Florida Statutes to file full or limited public disclosure of his or her financial interest.

"Vendor" means a person or entity that provides goods to OOCEA for consideration.



## PART 3 CONFLICTS OF INTEREST

### 6-3.01 Disclosure of Potential Conflicts

OOCEA Board members, employees, and consultants in a position to influence Authority decisions shall refrain from relationships that may adversely affect their judgment in dealing with OOCEA business.

#### 6-3.011 Disclosure of Relationships

Any relationship that a Board Member, employee or consultant has that affords a present 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, must be disclosed to OOCEA as hereafter provided. Additionally, the Executive Director or any Board member shall be required to disclose any job opportunity communication with any consultant, vendor or other business entity which conducts business with OOCEA within seven (7) calendar days of such communication. The disclosure of such relationship or job communication shall be in writing on a form that may be obtained from, and that shall be filed with the Executive Assistant of the Authority, with a copy to the Ethics Officer. Additionally, said Executive Director or Board member job opportunity communication or relationships must be disclosed at the next regularly scheduled Board meeting by including an information item on the consent agenda portion of the meeting agenda.

#### 6-3.012 Disclosure of Related Lobbyists

Board members, employees and consultants shall also disclose to OOCEA whether any of their relatives are registered lobbyists and, if so, shall disclose the name of such lobbyist's clients. Disclosure of related lobbyists and their clients shall be made in writing, with no specific form being necessary, to the Ethics Officer. Such disclosure shall be made no less than quarterly. Board members, employees and consultants shall not participate in any matter that would contribute to the relative's special gain or loss, and will recuse themselves from discussions/meetings, etc. involving clients of their relatives.

#### 6-3.013 Disclosure of Property Interests

Board members, employees and consultants shall also report any and all interests in real property that such Board member, employee or consultant has, or that a relative, principal, client or business associate of said Board member, employee or consultant has, including, but not limited to, options to purchase or sell real property, whenever such real property is located within, or within a one-half mile radius of, any actual or prospective OOCEA roadway project. For the purpose of such disclosure, actual or prospective OOCEA roadway project shall mean any project for which a corridor has been identified in any public record, as defined by Chapter 119, Florida Statutes, provided that such project has not been either (1) officially abandoned or rejected by the OOCEA Board or (2) constructed and opened for use. The radius

shall be measured from the edges of the corridor. Once an actual alignment has been identified, the radius shall thereafter be measured from the center-line of the alignment.

In order to implement the foregoing property disclosure requirement, the Executive Director shall provide a corridor map and a property ownership list reflecting the ownership of all property within the required disclosure area, or an alignment map with a list of associated owners, as the case may be, to Board members, consultants and employees after each corridor and alignment is identified. Such map and list may be transmitted via electronic mail or by such other means as the Executive Director deems efficient for transmission to disclosing entities.

Once a disclosing entity has received such information said entity shall make a reasonable good faith effort to identify any property interests that would require disclosure and shall report the same as soon as reasonably possible after they have been identified. Disclosure of such property interests shall be made even if the disclosing entity does not believe the property interest rises to the level of a prohibited conflict. Disclosure shall be made using the same form as disclosure of relationships and shall also be filed with the Executive Assistant with a copy to the Ethics Officer.

Upon appointment of a new Board member the Executive Assistant shall provide such new Board member with a copy of any and all disclosure forms previously filed by each current Board member with respect to any actual or prospective roadway project that has not been officially abandoned or completed. The Executive Assistant shall also advise such new Board member where all other previously filed disclosure forms are maintained.

#### 6-3.014 Review of Disclosure Forms

All disclosure forms shall be reviewed by the Ethics Officer (except for forms filed by the General Counsel which shall be reviewed by the Executive Director). If a prohibited conflict is found to exist, the Ethics Officer (or Executive Director) will forward the matter to the Board with a recommendation for appropriate action. Please note that compliance with the disclosure provisions set forth herein, or a finding by the Executive Director or Ethics Officer of no prohibited conflict, shall not operate to relieve a disclosing entity of the obligation to comply with applicable Florida Statutes or with other ethics codes that may apply with regard to specific professions. If in doubt, a reporting entity should consult their legal counsel or contact the Florida Ethics Commission. ([www.ethics.state.fl.us](http://www.ethics.state.fl.us))

#### 6-3.015 Inadvertent Failure to Disclose

The Authority recognizes that the time between identification of a corridor and selection of a final alignment can be lengthy and that the ownership of property interests may change during such time. The Authority further recognizes that a disclosing entity may not be immediately aware of a change of ownership,

particularly those involving principals, clients and Business Associates of large firms. It is not the intent of the Authority to make its disclosure requirement so burdensome as to dissuade members of large entities from serving on the Authority Board or from otherwise working with the Authority.

Therefore, as long as a disclosing entity has made a reasonable good faith effort to comply with the disclosure requirements of this section, an inadvertent failure to identify and/or disclose a property interest shall not be considered a violation of this Code so long as such interest is disclosed when it is discovered. To facilitate the discovery of potential conflicts that have arisen after the initial identification of a corridor or alignment, the Executive Director shall cause an updated corridor map and property owner list to be circulated annually.

#### 6-3.016 Avoidance of Conflicts

In order to avoid or reduce the opportunities for conflict, the following requirements shall apply, unless waived by the Board:

- No Board member, employee, or consultant shall be employed by any business entity or agency that is doing business with or rendering services for any consideration to the OOCEA. Furthermore, no Board member, employee or consultant shall enter into a contractual relationship with such an entity unless such contractual relationship (i) would not otherwise violate this Code, and (ii) does not provide the Board member, employee, or consultant, or a relative or business associate of the Board member, employee or consultant, special terms, conditions or prices because of the Board member's, employee's or consultant's relationship with OOCEA and which are not otherwise available to the general public.
- No Board member, employee, or consultant who participates in deciding, approving, disapproving, recommending or preparing any part of a request for proposals, request for qualifications, an invitation to bid, or any similar purchase request; or who influences the content of any specification or procurement standard; or who audits any such procurement activity; or who acts in any other advisory capacity in procuring contractual goods or services, shall work for or have a material interest in a person or entity contracting (or proposing to contract) for said goods or services with OOCEA.
- No Board member, employee, or consultant shall be employed by or have a contractual relationship with any person or business entity if such employment or contractual relationship creates, or may be reasonably expected to create, a continuing or frequently recurring conflict between his or her private interests and the performance of OOCEA duties or which would otherwise impede the full and faithful discharge of OOCEA duties.

- No Board member, employee or consultant shall have material interest in any enterprise that will create a substantial conflict between that person's private interest and the public interest.

#### 6-3.02 Prohibition from Doing Business with OOCEA

No Board member, employee, or consultant acting on behalf of OOCEA shall knowingly (directly or indirectly) purchase or lease any real property, goods, or services for OOCEA from any business entity of which he or she, his or her relative, or his or her business associate is an officer, partner, director, stockholder with a material interest or proprietor, or in which such Board member, employee, or consultant, or any combination thereof, has a material interest.

No Board member, employee, or consultant, acting in a private capacity shall lease or sell any real property, goods or services to OOCEA.

No Board member, employee, or consultant shall be held in violation of the prohibitions specified in Sections 6-3.01 and 6-3.02 above if:

- The applicable materials or services being acquired by OOCEA are rotated among qualified suppliers of the goods or services; or,
- The contract is awarded under one of the defined competitive methods of procurement contained in the Procurement Policy and,
  - The Board member, employee, consultant or his or her relative or business associate has in no way participated in the determination of the bid or proposal specifications or the determination of the lowest or best bidder or of the lowest or best proposal; and,
  - The Board member, employee, consultant, or his or her relative or business associate has in no way used or attempted to use influence to persuade the OOCEA or any of its Board members, employees or consultants to enter into such contract; and,
  - The Board member, employee, or consultant prior to or at time of bid submission, has filed the appropriate disclosure form with the Supervisor of Elections disclosing his or her interest or the interest of his or her relative or business associate and the nature of the intended business; or,
- The purchase or sale is for legal advertising in a newspaper, for any utility service, or for passage on a common carrier at commonly available rates; or,
- An emergency purchase or contract must be made to protect public health, safety or welfare; or,
- The business entity involved is the only source of supply and there is full prior disclosure by the Board member, employee, or consultant of his or her interest in the business entity, or,

- 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

- a) Board members, employees, and consultants shall not solicit or accept anything of value including a gift, loan, reward, promise of future employment, compensation, favor or service when such person knows, or with the exercise of reasonable care should know the gift, etc. was based on an understanding or agreement that the vote, official action or judgment of the Board member, employee, or consultant would be influenced by acceptance thereby. If a Board member, employee, or consultant is in doubt whether he or she may accept a gift or thing of value, he or she may file a written report with the Ethics Officer of OOCEA requesting a determination as to whether the gift or thing of value may be accepted. If the prospective recipient is the Ethics Officer, he or she shall file said report with the Executive Director. Gifts having a value of \$100.00 or more, regardless of whether designed to influence, shall be reported to the OOCEA Ethics Officer. Gifts received by Board members having a value of less than \$100.00 shall be subject to a rebuttable presumption that they are not designed to influence. A Board member may accept gifts valued in excess of \$100.00, if such Board member pays the donor the excess value (that is, the value over \$100.00).
- b) With the exception of subsections c, d, and e below, OOCEA Employees shall not accept any gift valued at greater than five dollars (\$5.00), from any person, vendor, consultant, or entity currently conducting business with OOCEA, or seeking to conduct business with OOCEA.
- c) OOCEA employees shall be allowed to accept on-site consumption of meals and/or refreshments at (i) official OOCEA meetings or other official OOCEA functions; or (ii) receptions held at conferences or seminars which are hosted by not-for-profit organizations and related to the business of OOCEA, provided the employee's attendance at such event is an appropriate exercise of their official duties and that meals and/or refreshments are made available to all persons in attendance on an equal basis; (iii) breakfast or luncheon meetings with vendors or consultants currently doing business with or seeking to do business with OOCEA subject to a fifteen dollar (\$15.00) limit per occasion and a maximum thirty dollar (\$30.00) cumulative limit per employee per calendar month.
- d) OOCEA Employees may attend local vendor or potential vendor sponsored free Continuing Professional Education (CPE) sessions so long as the session qualifies for continuing education credit required by statute or by specific certification requirements relative to the employee's job responsibilities.
- e) Any gift received from a relative, as defined in the OOCEA Ethics policy, is exempt from these restrictions.

#### 6-4.02 Special Requirements for Board Members

Board Members are prohibited from knowingly accepting, directly or indirectly, a gift if he or she knows or reasonably believes that the gift has a value in excess of \$100.00, provided however, the gift in excess of \$100.00 may be accepted on behalf of the



OOCEA, so long as the person accepting such gift transfers custody and ownership of the gift to the OOCEA within a reasonable period of time. A gift valued under \$100.00 need not be reported or disclosed.

Where a reporting individual unknowingly accepts a gift prohibited by this code, but subsequently discovers the gift's true value, then such gift must be disclosed as set forth in this Code of Ethics policy. In no case may any Board member, employee, or consultant of OOCEA accept any gift, regardless of value, based on an understanding that his or her acts taken or judgment exercised on behalf of OOCEA will be influenced thereby.

#### 6-4.03 Misuse of Public Position

No Board member, employee, or consultant shall use or attempt to use his or her position or relationship with OOCEA or any property or resource which may be within his or her trust (held to perform his or her official duties) to secure special privilege, benefit or exemption for the Board member, employee, consultant or others.

#### 6-4.04 Employees or Consultants as Board Members

OOCEA employees and consultants are prohibited from serving on the governing body of OOCEA during their term of employment or consulting contract.

#### 6-4.05 Appointing, Employing and Contracting with Relatives

An OOCEA Board member, employee, or consultant shall not appoint, employ, promote or advance or advocate for appointment, employment, promotion or advancement in or to a position at OOCEA, any individual who is a relative of such Board member, employee, or consultant.

An individual shall not be appointed, employed, promoted or advanced in or to a position at OOCEA if such appointment, employment, promotion or advancement has been advocated by a Board member, employee, or consultant of OOCEA who is a relative of such individual.

#### 6-4.06 Outside Employment or Business

Employees are prohibited from holding outside employment or conducting an outside business without the express written consent from the OOCEA Executive Director.

Outside work is prohibited while on OOCEA time or premises, and shall not conflict in any way with an employee's responsibilities and duties at the Authority.

#### 6-4.07 Solicitation and Acceptance of Honoraria by Reporting Individuals

Reporting individuals are prohibited from soliciting or accepting an honorarium when the subject of the speech, address, oral presentation or writing relates to the reporting individual's public office or duties.

#### 6-4.08 Disclosure of Confidential Information

OOCEA Board members, employees, or consultants shall not disclose or use, for personal gain or benefit, or for the personal gain or benefit of any other person or business entity, any information not available to the general public that was obtained as a result of such person's relationship or employment with OOCEA.

#### 6-4.09 Equal Opportunity Workplace

The OOCEA is an equal opportunity employer and makes employment decisions on the basis of merit. The Authority strives to employ the best available person in every position and shall recruit, hire, train, promote and compensate employees based on competence and potential for advancement. OOCEA employees shall not discriminate in employment, make any employment decisions, or take any employment actions because of race, color, sex, sexual orientation, national origin, religion, age, marital status, veteran's status, handicap not affecting qualifications for a particular position, disability of a qualified individual with a disability, or other classification protected by applicable federal or state law. This provision applies to all employees, applicants, consultants, and persons involved in OOCEA business.

#### 6-4.10 Harassment Free Workplace

OOCEA is committed to a work environment free of harassment. Harassment of any kind because of or related to race, color, sex, sexual orientation, pregnancy, national origin, religion, age, marital status, veteran's status, handicap, or disability, whether by management, supervisors, or co-workers (or visitors, vendors, or contractors), is not tolerated.

Harassment prohibited by this Code includes slurs, jokes, comments, graffiti, cartoons, physical advances, physical or verbal aggression, and any other unwelcome verbal, written, or physical conduct related to a person's race, color, sex, sexual orientation, pregnancy, national origin, religion, marital status, veteran's status, age or disability/handicap.

Sexual harassment is generally defined as unwelcome sexual advances, requests for sexual favors, or other verbal or physical conduct of a sexual nature when: (1) submission to such conduct is made, either explicitly or implicitly, a term or condition of someone's employment; (2) submission to or rejection of such conduct by a person is used as a basis for employment decisions affecting that person; or (3) such conduct has the purpose or effect of unreasonably interfering with a person's work performance or of creating an intimidating, hostile, or offensive working environment.

The following are examples of harassment prohibited by this Code:

- A. If managers, supervisors, or others make submission to unwelcome verbal or physical conduct, including but not limited to requests for sexual favors, an explicit or implicit term or condition of employment (including hiring, compensation, promotion or retention).
- B. If managers, supervisors, or others use or threaten to use submission to or rejection of unwelcome verbal or physical conduct as a basis for employment decisions.

- C. If unwelcome verbal or physical conduct of managers, supervisors, or co-workers creates a hostile or intimidating work environment for any employee.
- D. If unwelcome verbal or physical conduct by managers, supervisors or co-workers interferes with an employee's work performance or environment.
- E. Any type of unwelcome conduct, whether graphic, verbal, or physical, having to do with race, color, sex, sexual orientation, pregnancy, national origin, religion, marital status, veteran's status, age, or disability/handicap, to which any employee is subjected by another employee.
- F. Any type of job-related decision, such as recruiting, hiring, retention, promotion, or firing, based on race, color, sex, sexual orientation, pregnancy, national origin, marital status, veteran's status, age, or disability/handicap, in violation of any local, state, or federal law governing same.
- G. Conduct constituting or contributing to harassment, and these policies against such conduct, also apply to visitors, vendors, and contractors in the workplace.
- H. Conduct constituting or contributing to harassment, and these policies against such conduct, are not limited to conduct which occurs on Authority premises or during business hours.

#### 6-4.11 Requirements for Reporting Discrimination or Harassment

An employee that believes that he or she has been a victim of discrimination and/or harassment must report the matter immediately to one of the following: 1) their supervisor, 2) the Human Resources Manager or 3) the "Make a Difference" Hotline **(888-226-6043)**. The matter shall immediately be reported to the OOCEA Ethics Officer. In the event any allegation involves the Ethics Officer, the matter shall be reported to the Executive Director.

All complaints shall be promptly investigated. Investigations will be handled with appropriate confidentiality (i.e., information will be shared with only those persons with a need to know.)

Any employee determined to have discriminated against or harassed another employee will be subject to discipline, up to and including termination and shall be subject to local, state, and federal laws governing the same. Appropriate action will also be taken in cases of harassment or discrimination of employees by non-employees.

The Authority will not tolerate any retaliation against any person who objects to discrimination or harassment, reports discrimination or harassment, or who participates in any investigation of discrimination or harassment. Any employee who engages in such retaliation will be subject to discipline, up to and including termination, and shall be subject to local, state, and federal laws governing same. *(Reference Florida Statutes 112.3187 Adverse action against employee for disclosing information of specified nature prohibited; employee remedy and relief)*

#### 6-4.12 Travel Policy

Advancement and reimbursement of travel expenses incurred by Authority Board members, employees and consultants shall be governed by Section 112.061, Florida Statutes (Travel by Public Officials and Employees). Reimbursement of travel expenses is limited to those expenses necessarily incurred by the traveler in the performance of a public purpose authorized by law to be performed by the agency in accordance with the OOCEA Travel Policy.

### PART 5

#### SAFEGUARDS REGARDING THE USE OF PROPERTY AND PERSONNEL

##### 6-5.01 Use of OOCEA Property and Personnel

OOCEA Board members, employees and consultants are prohibited from using OOCEA property, equipment, facilities, plans or personnel for personal benefit and may not conduct outside work while on OOCEA time or premises. Board members, employees and consultants are prohibited from using other members, employees or consultants for their personal benefit. OOCEA office supplies, work materials, vehicles and equipment are to be used for official OOCEA work only.

Personal use of the OOCEA internet and email systems is acceptable within the following parameters:

- OOCEA prohibits accessing inappropriate internet sites that, for example without limitation, offer sexual content, pornographic material, gambling, or sports (such as play-by-play).
- Employee use of the internet must be limited to only a few minutes per day and must not incur any cost on the part of OOCEA.
- Use of email for personal use should be limited. Good practice requires that, although OOCEA allows the personal use of email, it must be limited to only a few instances per day. Use of good judgment is required.
- Personal use of the internet and email may be monitored.

The entire computer and telephone system is the property of OOCEA. As such, all messages, documents or information contained within the system or sent via electronic mail are the property of OOCEA.

Personal calls should be limited to emergencies and unusual circumstances and be as brief as possible. Personal long distance calls, whether by telephone, fax or internet, shall be either charged to the employee directly, or documented and reimbursed to the Authority within 30 days.

Use of OOCEA letterhead, uniforms, insignia, seal or trademark for any purpose other than official OOCEA business is strictly prohibited.

##### 6-5.02 Information Systems and Communications Security

Computer information systems and communications networks are integral and critical parts of the Orlando-Orange County Expressway Authority's business operations. OOCEA has made a substantial investment to establish and protect these systems and the misuse of information or systems can do irreparable harm to the agency, its employees and customers. It is therefore vital that all employees and consultants commit to safeguarding these resources. Those who have access to OOCEA data are to use the utmost care in its protection from unauthorized disclosure, alteration, destruction or publication. Anyone responsible for the willful and negligent handling of OOCEA systems, data or equipment shall be properly disciplined, up to and including termination and/or filing of a complaint with law enforcement.

All OOCEA Board members, employees and consultants shall comply with the Orlando-Orange County Expressway Security Policy and OOCEA reserves the right, without notice or warning, at any time, to audit and/or monitor the use of OOCEA systems, data and/or equipment for the purpose of ensuring compliance with the Security Policy and other security related documents such as the 'Employee Security Guidelines Handbook' and 'Contractor Security Guidelines Handbook'.

## PART 6 FINANCIAL DISCLOSURE

### 6-6.01 Purpose

OOCEA recognizes that conflicts of interest may occur when public officers and employees have the authority to make decisions that affect their personal, private financial interests. Therefore, OOCEA Board Members and certain employees are required to disclose publicly financial interests to remind them of the obligation to put the public interest above personal considerations. Financial disclosure helps citizens monitor personal considerations of those who spend public dollars and participate in public policy decisions.

### 6-6.02 Persons Required to File

All OOCEA Board Members, its Executive Director, and any employees serving as a purchasing agent having authority to make any purchase exceeding \$15,000.00 must file a financial disclosure form.

### 6-6.03 Disclosure Requirements

The disclosure requirements for Board members are set forth on FORM 6, a copy of which may be obtained from the Orange County Supervisor of Elections. The disclosure requirements for employees are set forth on FORM 1, a copy of which may be obtained from the Orange County Supervisor of Elections. In general, such requirements include the reporting individual's sources and types of financial interests, and the disclosure of certain relationships with and ownership interests in, specified types of business such as banks, savings and loans, insurance companies and utility companies. Disclosure forms must be filed by July 1 of each year. Each such Board member, Executive Director or employee must file the appropriate disclosure form within thirty (30) days from the date of their respective appointments. Disclosure forms can be found at

[www.ethics.state.fl.us](http://www.ethics.state.fl.us). Please refer to Section 112.3145, Florida Statutes, for complete disclosure requirements.

#### 6-6.04 Gifts

Reporting individuals are also subject to special disclosure/reporting requirements for gifts valued in excess of \$100.00. Each reporting individual must file a statement with the Commission on Ethics on the last day of any calendar quarter following the calendar in which such reporting individual received a gift valued over \$100.00, other than gifts from relatives. The Quarterly Gift Disclosure form (Form 9) can be found at [www.ethics.state.fl.us](http://www.ethics.state.fl.us).

### PART 7 POLITICAL ACTIVITY

#### 6-7.01 Political Activity Limitations

It is the intent of OOCEA to promote efficient public service by relieving its employees of political pressure and to protect against a direct threat to the integrity or morale of OOCEA employees, by regulating the political activities of its employees and consultants who are subject to OOCEA personnel policies, as indicated:

- a) No OOCEA Board member, employee or consultant shall use his or her official position, authority or influence arising from his or her relationship with OOCEA for the purpose of interfering with an election or a nomination to office, or coercing another person's activities or vote in connection therewith.
- b) No OOCEA Board member, employee, or consultant shall request, solicit, or communicate with any other Board member, employee, consultant, vendor or independent contractor for the purpose of inducing that person 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. This restriction shall not preclude any Board member from serving in a non-chairperson capacity on political host committees for candidates for elective office. To avoid an inadvertent violation of this policy, any person who serves as a member of the Board shall include the following language in any mass mailing to solicit campaign contributions:  
"If the recipient of this communication is a Board member or an employee of the Orlando-Orange County Expressway Authority ("OOCEA") or a consultant, vendor, subcontractor, or independent contractor to or of the OOCEA, or an employee of any such consultant, vendor, subcontractor, or independent contractor, you have received this solicitation in error, and your campaign contribution has not been intentionally solicited. Please note that

your contribution may provide an appearance of impropriety.”

Candidates for an elected position which would serve on the OOCEA Board are encouraged to voluntarily comply with this policy.

- c) Employees may express opinion on candidates or issues and participate in political campaigns only during off duty hours and Board members and consultants shall refrain from expressing such opinions at times when they are engaged in OOCEA business. No employee or consultant shall take part in any political campaign while on duty, or within any period of time during which the employee or consultant is expected to perform services for which the employee or consultant receives compensation from OOCEA. The use of any OOCEA employee or consultant work time or equipment, supplies or funds to assist political parties or candidates for public office is strictly prohibited.
- d) Any Board member, employee, or consultant who makes a contribution of his or her own volition to the campaign of a sitting Board member or a candidate for elected office who, if elected, would serve on the OOCEA Board shall file a disclosure of said contribution within fourteen (14) days with the OOCEA Executive Director who shall publish said filing as an informational item at the next regularly scheduled Board meeting.

## PART 8 ETHICS EDUCATION AND ENFORCEMENT

### 6-8.01 Ethics Officer

The Ethics Officer is responsible for the administration and enforcement of this policy and related procedures. The Orlando-Orange County Expressway Authority's General Counsel shall serve as the Authority's Ethics Officer. The Code of Ethics policy shall be reviewed and updated by the Ethics Officer and presented to the Board for approval at least once every two years.

### 6-8.02 Advisory Opinions

Any Board member, employee, or consultant of OOCEA who is in doubt regarding applicability of the standards of conduct or disclosure laws herein provided may seek an advisory opinion from the Ethics Officer concerning the applicability of this Code or any provision thereof to himself or any employee. Any opinion rendered by the Ethics Officer may be relied upon by any Board member, employee, or consultant of OOCEA but only with regard to the application of this Code. Such opinion does not insulate such Board member, employee or consultant against the application of Florida Statutes or of any other applicable code of ethics.

### 6-8.03 Violations by Employees

Any alleged violation of this Code shall be reported in writing (a "Complaint") to the Ethics Officer or the "Make a Difference" hotline (888-226-6043). Complaints regarding the Ethics Officer shall be reported to the Executive Director. A complaint shall specify with particularity, the alleged violation and when it occurred, including a citation of the section(s) of this Code or Chapter 112, F.S. purportedly violated. The Ethics Officer (Executive Director) shall discuss the complaint with the alleged violator. The Ethics Officer (Executive Director) shall make a determination whether the alleged violation occurred. If the Ethics Officer (Executive Director) determines that a violation has occurred, the employee shall receive a written reprimand for the first offense. Repeated offenses may result in suspension without pay (for a maximum of 5 days). If the violation is particularly egregious, repeated, or if a more severe penalty is warranted, or if the Ethics Officer (Executive Director) determines that the Executive Director or Ethics Officer is guilty of violating this Code, or Chapter 112, Florida Statutes, then the matter shall be turned over to the Board. All decisions of the Ethics Officer or Executive Director may be appealed within thirty (30) days to the governing board.

#### 6-8.04 Violations by Members

For violations by Board members, the provisions of §112.317, Florida Statutes and Florida Administrative Code, Chapter 345, or their respective successors, if any, shall control.

#### 6-8.05 Violations of Chapter 112

A violation of this Code may also constitute a violation of Chapter 112, Florida Statutes. To the extent that a violation of this Code also constitutes a violation of Chapter 112, Florida Statutes, and the rules promulgated there under, then the penalties set forth in §112.317 and §112.3173, Florida Statutes, shall also apply.

#### 6-8.06 Code of Ethics Acknowledgement and Training

The Code of Ethics, in its entirety, shall be posted on the Orlando-Orange County Expressway Authority website.

##### 6-8.061 Board Member Orientation and Review Responsibilities

OOCEA Board members shall be provided with an orientation on all relevant OOCEA matters, including a detailed briefing on the Code of Ethics, within 3 months of becoming a member of the Board. The Code of Ethics shall be updated by the Ethics Officer and reviewed and approved by the OOCEA Board at least once every two years.

##### 6-8.062 Employee Acknowledgement and Training

The Human Resources Manager shall give each new employee a copy of the Code of Ethics in its entirety and the employee shall acknowledge in writing that it has received and reviewed this Code and understands that all OOCEA Board members, employees, contractors, consultants and vendors are governed by the provisions hereof. Each employee shall subsequently receive a copy of the Code of Ethics and sign a Code of Ethics Acknowledgement each year at the time of their annual performance evaluation. The Human Resources Department shall maintain a file of



all Employee Code of Ethics Acknowledgments. Employees shall also receive mandatory ethics training at least once a year. The ethics training shall include a review of relevant provisions of this Code.

#### 6-8.063 Contractor, Consultant and Vendor Acknowledgement

Prior to entering into a contract with any contractor, consultant or vendor, said contractor, consultant or vendor shall acknowledge in writing that it has reviewed this Code and understands that all OOCEA Board members, employees, contractors, consultants and vendors are governed by the provisions hereof. A signed copy of the Code of Ethics acknowledgement shall be retained in the contract file. Failure to review this Code shall not disqualify any contractor, consultant or vendor from consideration or participation, nor shall it excuse contractors, consultants and vendors from compliance herewith.

This Code shall apply to contractors, consultants and vendors when doing business with OOCEA and does not apply to their business with other clients.

#### 6-8.07 "Make a Difference" Hotline

To further promote a safe, secure and successful professional environment at the Orlando-Orange County Expressway Authority, a "Make a Difference" hotline designed to facilitate the reporting of suspected unethical, illegal, or unsafe acts shall be made available to OOCEA employees and vendors. The "Make a Difference" hotline **(888-226-6043)** allows employees and vendors to report suspected unethical, illegal, or unsafe acts anonymously, without fear of retaliation.

The "Make a Difference" hotline information and toll free number shall be displayed prominently in all OOCEA break rooms.

#### 6-8.08 Whistleblower Protection

Protection shall be afforded to an OOCEA employee disclosing information under the Florida Whistleblower's Act to any agency or official mentioned in F.S. 112.3187(6), in addition to the protections afforded to OOCEA employees by the Florida Whistleblower's Act, F.S. Sec. 112.3187 - 112.31895 and other similar provisions of law.

## **REVISION REGISTER**

<b>Revised Sections/Description</b>	<b>Board Approval Dates</b>	<b>ID #</b>
Ethics Policy adopted	6/25/2004	
Ethics Policy Revised by Board Approval	7/28/2010	2010-118
Section 6-7.01 – Political Activity	01/25/2012	2012-142
Section 6-2.02 Business Associate and Creating Section 6-3.031 Requiring Disclosure of Past Business Relationships over a Prior Two-Year Period	2/22/2012	2012-144
Section 6-7.01 - Political Activity	4/02/2012	2012-147
Section 6-2.02 - Business Associate	4/02/2012	2012-144 (amend.)
Section 6-4.01 - Acceptance of Gifts and Section 6-4.02 - Special Requirements for Reporting Individuals	4/25/2012	2012-148
Section 6-3.011 – Disclosure of Relationships	10/23/2013	2013-179
Section 6-3.04 – Lobbying and Business Solicitation upon Termination (Employment by CFO & Executive Director)	03/17/2014	Resolution 2014-253

## CHAPTER 2014-171

### Committee Substitute for Committee Substitute for Senate Bill No. 230

An act relating to the Orlando-Orange County Expressway Authority; amending ss. 348.751 and 348.752, F.S.; renaming the Orlando-Orange County Expressway System as the "Central Florida Expressway System"; revising definitions; making technical changes; amending s. 348.753, F.S.; creating the Central Florida Expressway Authority; providing for the transfer of governance and control, legal rights and powers, responsibilities, terms, and obligations to the authority; providing conditions for the transfer; revising the composition of the governing body of the authority; providing for appointment of officers of the authority and for the expiration of terms of standing board members; revising quorum and voting requirements; conforming terminology and making technical changes; prohibiting a member or the executive director of the authority from personally representing certain persons or entities for a specified time period; prohibiting a retired or terminated member or executive director of the authority from contracting with a business entity under certain circumstances; requiring authority board members, employees, and consultants to make certain annual disclosures; requiring an ethics officer to review such disclosures; requiring the authority code of ethics to include a conflict of interest process; prohibiting authority employees and consultants from serving on the board during their employment or contract period; requiring the code of ethics to be reviewed and updated at least every 2 years; requiring employees to participate in ongoing ethics education; providing penalties; amending s. 348.754, F.S.; providing that the area served by the authority is within the geopolitical boundaries of Orange, Seminole, Lake, and Osceola Counties; requiring the authority to have prior consent from the Secretary of the Department of Transportation to construct an extension, addition, or improvement to the expressway system in Lake County; extending, to 99 years from 40 years, the term of a lease-purchase agreement; limiting the authority's authority to enter into a lease-purchase agreement; limiting the use of certain toll-revenues; providing exceptions; removing the requirement that the route of a project must be approved by a municipality before the right-of-way can be acquired; requiring that the authority encourage the inclusion of local-, small-, minority-, and women-owned businesses in its procurement and contracting opportunities; removing the authority and criteria for an authority to waive payment and performance bonds for certain public works projects that are awarded pursuant to an economic development program; conforming terminology and making technical changes; amending ss. 348.7543, 348.7544, 348.7545, 348.7546, 348.7547, 348.755, and 348.756, F.S.; conforming terminology and making technical changes; amending s. 348.757, F.S.; providing that upon termination of the lease-purchase agreement of the former Orlando-Orange County Expressway System, title in fee simple to the former system shall be transferred to the

state; conforming terminology and making technical changes; amending ss. 348.758, 348.759, 348.760, 348.761, and 348.765, F.S.; conforming terminology and making technical changes; amending s. 369.317, F.S.; conforming terminology and making technical changes; amending s. 369.324, F.S.; revising the membership of the Wekiva River Basin Commission; conforming terminology; providing criteria for the transfer of the Osceola County Expressway System to the Central Florida Expressway Authority; providing for the repeal of part V of ch. 348, F.S., when the Osceola County Expressway System is transferred to the Central Florida Expressway Authority; requiring the Central Florida Expressway Authority to reimburse other governmental entities for obligations related to the Osceola County Expressway System; providing for reimbursement after payment of other obligations; providing a directive to the Division of Law Revision and Information; providing an effective date.

Be It Enacted by the Legislature of the State of Florida:

Section 1. Section 348.751, Florida Statutes, is amended to read:

348.751 Short title.—This part ~~shall be known and~~ may be cited as the “Central Florida Orlando-Orange County Expressway Authority Law.”

Section 2. Section 348.752, Florida Statutes, is amended to read:

348.752 Definitions.—~~As used in this part The following terms, when-  
ever used or referred to in this law, shall have the following meanings, except  
in those instances where the context clearly indicates otherwise:~~

(1) The term “agency of the state” means ~~and includes~~ the state and any department of, or corporation, agency, or instrumentality heretofore ~~or~~ hereafter created, designated, or established by, the state.

(2) The term “authority” means the body politic and corporate, and agency of the state created by this part.

(3) The term “bonds” means ~~and includes~~ the notes, bonds, refunding bonds, or other evidences of indebtedness or obligations, in either temporary or definitive form, which the authority is authorized to issue pursuant to this part.

(4) The term “Central Florida Expressway Authority” means the body politic and corporate, and agency of the state created by this part.

(5) The term “Central Florida Expressway System” means any expressway and appurtenant facilities, including all approaches, roads, bridges, and avenues for the expressway and any rapid transit, trams, or fixed guideways located within the right-of-way of an expressway.

~~(4) The term “city” means the City of Orlando.~~

~~(5) The term “county” means the County of Orange.~~

(6) The term “department” means the Department of Transportation ~~existing under chapters 334-339.~~

(7) The term “expressway” has the same meaning as ~~is the same as~~ limited access expressway.

(8) The term “federal agency” means and includes the United States, the President of the United States, and any department of, or corporation, agency, or instrumentality ~~heretofore or hereafter~~ created, designated, or established by, the United States.

(9) The term “lease-purchase agreement” means the lease-purchase agreements that ~~which~~ the authority is authorized ~~pursuant to this part~~ to enter into with the Department of Transportation pursuant to this part.

(10) The term “limited access expressway” means a street or highway specifically ~~especially~~ designed for through traffic, and over, from, or to which, a ~~no~~ person does not ~~shall~~ have the right of easement, use, or access except in accordance with the rules ~~of and regulations promulgated and~~ established by the authority governing its use ~~for the use of such facility.~~ Such highways or streets may be parkways that do not allow traffic by, from ~~which~~ trucks, buses, and other commercial vehicles ~~shall be excluded, or they may be~~ freeways open to use by all customary forms of street and highway traffic.

(11) The term “members” ~~means the governing body of the authority, and the term “member” means an individual who serves on the one of the individuals constituting such governing body of the authority.~~

(12) The term “Orange County gasoline tax funds” means ~~all the revenue derived from the~~ 80-percent surplus gasoline tax funds accruing in each year to the Department of Transportation for use in Orange County under the provisions of s. 9, Art. XII of the State Constitution, after deducting ~~deduction only of~~ any amounts of said gasoline tax funds ~~previously~~ heretofore pledged by the department or the county for outstanding obligations.

~~(13) The term “Orlando Orange County Expressway System” means any and all expressways and appurtenant facilities thereto, including, but not limited to, all approaches, roads, bridges, and avenues of access for said expressway or expressways.~~

~~(13)(14)~~ The term “State Board of Administration” means the body corporate existing under the provisions of s. 4, Art. IV of the State Constitution, or any successor ~~thereto.~~

(14) The term “transportation facilities” means and includes the mobile and fixed assets, and the associated real or personal property or rights, used in the transportation of persons or property by any means of conveyance, and

all appurtenances, such as, but not limited to, highways; limited or controlled access lanes, avenues of access, and facilities; vehicles; fixed guideway facilities, including maintenance facilities; and administrative and other office space for the exercise by the authority of the powers and obligations granted in this part.

~~(15) Words importing singular number include the plural number in each case and vice versa, and words importing persons include firms and corporations.~~

Section 3. Section 348.753, Florida Statutes, is amended to read:

348.753 ~~Central Florida Orlando-Orange County~~ Expressway Authority.

(1) There is ~~hereby~~ created and established a body politic and corporate, an agency of the state, to be known as the ~~Central Florida Orlando-Orange County~~ Expressway Authority, ~~hereinafter referred to as "authority."~~

(2)(a) Immediately upon the effective date of this act, the Central Florida Expressway Authority shall assume the governance and control of the Orlando-Orange County Expressway Authority System, including its assets, personnel, contracts, obligations, liabilities, facilities, and tangible and intangible property. Any rights in such property, and other legal rights of the authority, are transferred to the Central Florida Expressway Authority. The Central Florida Expressway Authority shall immediately succeed to and assume the powers, responsibilities, and obligations of the Orlando-Orange County Expressway Authority.

(b) It is the intent of the Legislature that the Central Florida Expressway Authority, upon its formation, be the successor party to the Orlando-Orange County Expressway Authority under the land acquisition contract dated November 11, 2013, and be subject to all terms and provisions, including conditions precedent and rights of termination, stated in the contract.

(c) The transfer pursuant to this subsection is subject to the terms and covenants provided for the protection of the holders of the Orlando-Orange County Expressway Authority bonds in the lease-purchase agreement and the resolutions adopted in connection with the issuance of the bonds. Further, the transfer does not impair the terms of the contract between the Orlando-Orange County Expressway Authority and the bondholders, does not act to the detriment of the bondholders, and does not diminish the security for the bonds. After the transfer, the Central Florida Expressway Authority shall operate and maintain the expressway system and any other facilities of the Orlando-Orange County Expressway Authority in accordance with the terms, conditions, and covenants contained in the bond resolutions and lease-purchase agreement securing the bonds of the authority. The Central Florida Expressway Authority shall collect toll revenues and apply them to the payment of debt service as provided in the bond resolution securing the bonds, and shall expressly assume all obligations relating to the bonds to ensure that the transfer will have no adverse impact on the security

for the bonds. The transfer does not make the obligation to pay the principal and interest on the bonds a general liability of the Central Florida Expressway Authority or pledge additional expressway system revenues to payment of the bonds. Revenues that are generated by the expressway system and other facilities of the Central Florida Expressway Authority which were pledged by the Orlando-Orange County Expressway Authority to payment of the bonds will remain subject to the pledge for the benefit of the bondholders. The transfer does not modify or eliminate any prior obligation of the department to pay certain costs of the expressway system from sources other than revenues of the expressway system.

(3)(2) The governing body of the authority shall consist of nine ~~five~~ members. The chairs of the boards of the county commissions of Seminole, Lake, and Osceola Counties shall each appoint one member, who may be a commission member or chair. The Mayor of Orange County shall appoint a member from the Orange County Commission. The Governor shall appoint three citizen ~~Three members, each of whom must be a citizen of either Orange County, Seminole County, Lake County, or Osceola County shall be citizens of Orange County, who shall be appointed by the Governor. The eighth~~ fourth member must ~~shall be, ex officio, the Mayor of chair of the County Commissioners of Orange County. The ninth member must be the Mayor of the City of Orlando. The executive director of Florida Turnpike Enterprise shall serve as a nonvoting advisor to the governing body of the authority, and the fifth member shall be, ex officio, the district secretary of the Department of Transportation serving in the district that contains Orange County. The term of Each appointed member appointed by the Governor shall serve be for 4 years. Each county-appointed member shall serve for 2 years. The terms of standing board members expire upon the effective date of this act. Each appointed member shall hold office until his or her successor has been appointed and has qualified. A vacancy occurring during a term ~~must~~ shall be filled only for the balance of the unexpired term. Each appointed member of the authority shall be a person of outstanding reputation for integrity, responsibility, and business ability, but, except as provided in this subsection, a ~~no~~ person who is an officer or employee of a municipality or any city or of Orange county ~~may not in any other capacity~~ shall be an appointed member of the authority. Any member of the authority is ~~shall be~~ eligible for reappointment.~~

(4)(3)(a) The authority shall elect one of its members as chair of the authority. The authority shall also elect one of its members as vice chair, one of its members as a secretary, and one of its members as a treasurer ~~who may or may not be members of the authority. The chair, vice chair, secretary, and treasurer shall hold such offices at the will of the authority. Five~~ Three members of the authority ~~shall constitute a quorum, and the vote of five~~ three members ~~is~~ shall be necessary for any action taken by the authority. ~~A~~ No vacancy in the authority ~~does not~~ shall impair the right of a quorum of the authority to exercise all of the rights and perform all of the duties of the authority.

(b) Upon the effective date of his or her appointment, or as soon thereafter as practicable, each appointed member of the authority shall enter upon his or her duties. Members of the authority may be removed from office by the Governor for misconduct, malfeasance, misfeasance, or nonfeasance in office.

(c) Members of the authority are entitled to receive reimbursement from the authority for travel and other necessary expenses incurred in connection with the business of the authority as provided in s. 112.061, but may not draw salaries or other compensation.

~~(5)(4)(a) The authority may employ an executive secretary, an executive director, its own counsel and legal staff, technical experts, and the such engineers, and such employees that, permanent or temporary, as it requires. The authority may require and may determine the qualifications and fix the compensation of such persons, firms, or corporations, and may employ a fiscal agent or agents; provided, however, that the authority shall solicit sealed proposals from at least three persons, firms, or corporations for the performance of any services as fiscal agents. The authority may delegate to one or more of its agents or employees the such of its power as it deems shall deem necessary to carry out the purposes of this part, subject always to the supervision and control of the authority. Members of the authority may be removed from their office by the Governor for misconduct, malfeasance, misfeasance, or nonfeasance in office.~~

~~(b) Members of the authority shall be entitled to receive from the authority their travel and other necessary expenses incurred in connection with the business of the authority as provided in s. 112.061, but they shall draw no salaries or other compensation.~~

(6) A 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 his 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 and 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 decisions 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 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.

(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.

Section 4. Section 348.754, Florida Statutes, is amended to read:

348.754 Purposes and powers.—