

## **Code of Ethics**

Permanent Rule- Chapter 6

Supersedes: 3/20/2014, 3/12/2015, and 12/10/2015

Date of Board Approval: 04/12/2018

**A RESOLUTION OF THE  
CENTRAL FLORIDA EXPRESSWAY AUTHORITY  
AMENDING THE CFX CODE OF ETHICS DECLARING  
REPRESENTATION OF OTHER CLIENTS ADVERSE TO CFX  
TO BE A DISCLOSABLE CONFLICT**

WHEREAS, the Central Florida Expressway Authority ("CFX") has adopted the Florida Code of Ethics for Public Officers and Employees, Chapter 112, Part III, Florida Statutes, and the ethical standards set forth in Section 348.753(6) to (15) as part of its Code of Ethics; and

WHEREAS, Section 112.313(7), Florida Statutes, prohibits any public officer or employee of an agency from holding any employment or contractual relationship that will create a continuing or frequently recurring conflict between his or her private interests and the performance of his or her public duties or that would impede the full and faithful discharge of his or her public duties; and

WHEREAS, the governing Board of CFX deems it in the best interest of CFX to extend the prohibition to its consultants and the other principals, partners, or associates employed by the consultants.

NOW, THEREFORE, BE IT RESOLVED BY THE CENTRAL FLORIDA EXPRESSWAY AUTHORITY that the following amendment to the CFX Code of Ethics is hereby adopted by the governing Board:

Section 1. Sections 6-3.02 and 6-3.03 shall be created and inserted into the CFX Code of Ethics after Section 6-3.01 as follows:

6-3.02. Judicial or Administration Proceedings. The Authority deems it to be a conflict when a consultant represents a client in a judicial or administrative proceeding to which CFX is a party and the interest of the client is adverse to CFX. The conflict must be disclosed under Section 1 of the disclosure form and may only be waived by the Authority's governing Board and unless waived shall result in termination of the consultant's services to the Authority.

6-3.03. Imputation of Conflicts of Interest. While consultants are associated in a firm, none of them may knowingly represent a client when any one of them practicing alone would be prohibited from doing so by Section 6-3.02.

Section 2. The annual disclosure form shall be amended to provide notice to all CFX consultants and the CFX Code of Ethics shall be codified to reflect passage of this amendment.

Section 3. This amendment shall take effect upon passage.

ADOPTED this 12<sup>th</sup> day of April 2018.

ATTEST: M. Lamaute  
Mimi Lamaute, Executive Assistant

Jay Medara  
Fred Hawkins, Jr., CFX Board Chairman

Approved as to form and legality

Joseph L. Passiatore  
Joseph L. Passiatore, General Counsel

# CENTRAL FLORIDA EXPRESSWAY 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.

"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 a CFX 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 a CFX 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.

"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 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; and (3) is registered with any local jurisdiction represented on the Authority’s Board.

## **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 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 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.
- (d) Board members shall file a Form 6 Full and Public Disclosure of Financial Interests annual financial disclosure as provided by Florida Statute 348.003(4)(c). Commencing with the reporting period for calendar year 2015, CFX Committee members shall be required to file Form 1 Statement of Financial Interest with the Supervisor of Elections in the county in which the Committee member permanently resides as provided by Florida Statute 112.3145(1)(a)2.f.

6-3.02. Judicial or Administration Proceedings. The Authority deems it to be a conflict when a consultant represents a client in a judicial or administrative proceeding to which CFX is a party and the interest of the client is adverse to CFX. The conflict must be disclosed under Section 1 of the disclosure form and may only be waived by the Authority's governing Board and unless waived shall result in termination of the consultant's services to the Authority.

6-3.03. Imputation of Conflicts of Interest. While consultants are associated in a firm, none of them may knowingly represent a client when any one of them practicing alone would be prohibited from doing so by Section 6-3.02.

6-3.04. Annual Filing. Each Board Member, Committee Member, employee, or consultant shall file a disclosure form each year with the Executive Assistant.

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

6-4.01. Political Activities. The Authority adopts Section 104.31, Florida Statutes 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**

6-5.021. Posting. This Code of Ethics, in its entirety, shall be posted on the Authority's website.

6-5.022. 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.

**PART 6. DISCLOSURE; ABSTAINING FROM VOTE DUE TO APPARENT CONFLICT OF INTEREST; EXCEPTIONS**

6-6.01. Disclosure; Abstaining from vote due to apparent conflict of interest; exceptions

- (a) In addition to the requirements that a CFX Board member abstain from voting due to conflict as provided in section 112.3143, Florida Statutes and Section 6-3.01 of the CFX Ethics Policy, when a Board member knowingly is a business associate, as defined herein, with any person bringing a matter before the CFX Board or when a matter before the CFX 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.
- (b) The Board member may abstain from voting on any matter coming before the CFX 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 CFX Board.
- (c) 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:
  - i. 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
  - ii. 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.
- (d) However, in all cases where the Board member is a business associate, as defined herein, with any person bringing a matter before the CFX Board or when a matter before the CFX 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.