

**CENTRAL FLORIDA EXPRESSWAY AUTHORITY**

**CENTRAL FLORIDA EXPRESSWAY AUTHORITY  
CODE OF ETHICS**

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## **I. PURPOSE**

Central Florida Expressway Authority (“CFX”) operates for the benefit of the public. As such, it is imperative that CFX conduct business in accordance with the highest standards of ethics. In furtherance thereof, CFX has enacted this Code of Ethics (“Code of Ethics”), which governs all Board Members, in the performance of their duties and obligations to CFX. 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.

## **II. DEFINITIONS**

- (1) “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.
- (2) “Committee Member” shall mean a staff member or citizen representative appointed by any of the local government entities represented in CFX or a citizen representative appointed by a gubernatorial Board appointee to serve on any of the following committees: Audit Committee, Environmental Stewardship Committee, Finance Committee, Operations Committee or Right of Way Committee.
- (3) “Consultant” shall mean an individual who is rendering services to CFX 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.
- (4) “Ethics Officer” shall mean CFX’s General Counsel or, in his or her absence, deputy general counsel. (For reference, see Section 348.753(7), Florida Statutes).
- (5) “Public Officer” includes any Board Member or Committee Member. (For reference, see Section 112.313(2), Florida Statutes).

- (6) “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 CFX Board.

### **III. ADOPTION OF FLORIDA CODE OF ETHICS**

CFX 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 subsections (6) through (15), of Section 348.753, Florida Statutes (2021), as may be amended from time to time, which presently are, in substantial form, as follows:

- (6) A Board Member or the Executive Director of CFX may not:
- (a) Personally represent another person or entity for compensation before CFX 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 Section 112.312, Florida Statutes, in connection with a contract in which the Board Member or Executive Director personally and substantially participated in through decision, approval, disapproval, recommendation, rendering of advice, or investigation while he or she was a Board Member or employee of CFX.
- (7) CFX’s General Counsel shall serve as CFX’s Ethics Officer.
- (8) CFX Board Members, employees, and consultants who hold positions that may influence CFX decisions shall refrain from engaging in any relationship that may adversely affect their judgment in carrying out CFX business. To prevent such conflicts of interest and preserve the integrity and transparency of CFX 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 CFX 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 CFX's code of ethics.
- (11) CFX employees and consultants are prohibited from serving on the governing body of CFX while employed by or under contract with CFX.
- (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)-(13) are in addition to the requirements that the Board Members and the Executive Director of CFX are required to follow under Chapter 112, Florida Statutes.
- (15) Violations of subsections (6), (8), and (11) are punishable in accordance with Section 112.317, Florida Statutes.

#### **IV. DISCLOSURES**

##### **A. Disclosure of Conflicts**

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

- (1) 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.
- (2) 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.

(3) 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 CFX 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.

(4) Board Members shall file a Form 6 Full and Public Disclosure of Financial Interests annual financial disclosure as provided by Section 348.003(4)(c), Florida Statutes. 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 Section 112.3145(1)(a)2.f., Florida Statutes.

**B. Judicial or Administration Proceedings**

CFX 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 CFX governing Board and unless waived shall result in termination of the consultant's services to CFX.

**C. 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 Paragraph IV.B. above.

**D. Annual Filing**

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

**V. POLITICAL ACTIVITY**

CFX adopts Section 104.31, Florida Statutes, as may be amended from time to time as though fully set forth herein.

**VI. TRAINING AND ENFORCEMENT**

**A. 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.

**B. Code of Ethics Acknowledgement and Training**

(1) This Code of Ethics, in its entirety, shall be posted on CFX's website.

(2) New Board Members shall be provided with an orientation on all relevant CFX matters, including a detailed briefing on the Code of Ethics.

**VII. 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 Paragraph IV.A. of this 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:

(1) 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,

(2) 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:

(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.

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.