

**TAMPA-HILLSBOROUGH COUNTY EXPRESSWAY AUTHORITY
POLICIES & PROCEDURES MANUAL**

140 **Code of Ethics and Conflict of Interests**

140.01 **Purpose and Scope**

It is the Authority's intent that all Board Members and employees be independent and impartial in their fulfillment of their official duties and that their public position, employment or affiliation shall not be used for the advancement of private gain or personal interests or towards the advancement of gain or interests of friends or Business Associates. It is the Authority's policy that all Board Members and employees shall not accept or solicit a gift, loan, payment, favor, service, promise of employment or business contract, meal, transportation or anything else of value. The Authority's policy is to prevent and prohibit any and all Conflicts of Interest and to that end, the Authority hereby establishes this Code of Ethics for its Board Members and employees. The Authority mandates that all of its Board Members and employees, in the performance of their duties and obligations to the Authority, comply with the requirements contained herein.

A Code of Conduct for Authority Consultants shall be included within Section 500 of the Manual.

(Effective Date and Last Amended: March 26, 2007)

140.02 **Definitions**

(a) "Business Associate" means any person or entity engaged in or carrying on a business enterprise with a Board Member or Authority employee as a partner, joint venturer, or corporate shareholder where the shares of such corporation are not listed on any national or regional stock exchange, or a co-owner of property.

(b) "Code" means the Code of Ethics, contained within this Section 140 of the Manual.

(c) "Conflict" or "Conflict of Interest" means a situation in which a private interest may cause, affect, influence or cause disregard of a public duty or interest.

(d) "Consultant" means any person or entity providing services to the Authority for consideration and having an Independent Contractor status as hereafter defined.

(e) "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 donee's behalf, directly, indirectly or in trust for his or her benefit or by any other means for which equal or greater consideration is not given, including, but not limited to: (i) real property; (ii) the use of real property; (iii) tangible or intangible personal property; (iv) the use of tangible or intangible personal property; (v) 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 available to similarly situated members of the public by

virtue of occupation, affiliation, age, religion, sex or national origin; (vi) forgiveness of an indebtedness; (vii) transportation or lodging; (viii) membership dues; (ix) services provided by persons pursuant to a professional license or certificate; (x) food or beverage; (xi) other significant personal services for which a fee is normally charged by the person providing the services; or (xii) any other similar service or thing having an identifiable value not already provided for in this section or as found in Section 112.312(11), F.S.

“Gift” does not include: (a) salary, benefit, service, 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; (b) 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; (c) an Honorarium or an expense related to an Honorarium Event paid to a person and/or his or her spouse, except as prohibited by Section 140.11; (d) an award, plaque, certificate or similar personalized item given in recognition of the donee’s public, civic, charitable or professional service; (e) an honorary membership in a service or a fraternal organization presented merely as a courtesy by such organization; (f) the use of a public facility or public property made available by a governmental agency for a public purpose; (g) or other such items as identified in Section 112.312(12)(b).

(f) “Independent Contractor” means a person or entity providing services to the Authority who is not an employee of the Authority. An Independent Contractor contracts to perform work according to his or her own methods and is subject to his or her principal’s control only as to end product or final result of the work. 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 generally do not receive the same benefit package (health insurance, retirement, etc.) as do employees.

(g) “Indirect Interest” means an interest in which legal title is held by another as trustee or other representative capacity, but the equitable or beneficial interest is held by a Board Member or employee of the Authority.

(h) “Material Interest” means direct or indirect ownership of more than five (5) percent of the total assets, or capital stock of any business entity. Indirect ownership does not include ownership by a spouse or minor child.

(i) “Member” or “Board Member” means those persons who comprise the governing body of the Authority, as described in the Authority enabling legislation, including ex officio members.

(j) “Authority” means the Tampa-Hillsborough County Expressway Authority, as created under Part IV, Chapter 348, Florida Statutes.

(k) “Purchasing Agent” means an Authority employee having the authority to commit the expenditure of Authority funds through a contract for, or the purchase of, any goods, services, or interest in real property for the Authority.

(l) “Relative” means an individual who is related to a Board Member or employee as father, mother, son, daughter, 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, stepmothers, stepson, stepdaughter, stepbrother, stepsister, half brother or half sister, grandparent, great grandparent, grandchild, great grandchild, step grandparent, step great grandparent, step grandchild step great grandchild, person who is engaged to be married to the Authority Board Member or employee.

(m) “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.

(n) “Vendor” means a person or entity providing goods to the Authority for consideration.

(Specific authority Part III, Chapter 112, F.S. and Section 112.312, F.S.)
(Effective Date and Last Amended: March 26, 2007)

140.03 Standards of Conduct in Public Service

All Board Members and employees are considered public agents holding their positions for the benefit of the public. In their official capacity, they are required to observe the highest standards of ethics consistent with the law, as well as the Rules contained within this Manual. Board Members and employees shall maintain the qualities expected of a public official, including but not limited to, honesty, integrity, courtesy, efficiency, fairness, accountability, transparency and respect. Board members or employees shall uphold the prestige of their positions and avoid impropriety and the appearance of impropriety.

(Specific authority Part III, Chapter 112, F.S.)

(Effective Date and Last Amended: March 26, 2007)

140.04 Avoidance of Conflicts of Interest

No Authority Board Member or employee 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 that substantially conflicts with the proper discharge of his or her duties to the Authority in the public interest.

(Specific authority Section 112.311, F.S.)

(Effective Date and Last Amended: March 26, 2007)

140.05 Applicable Law

The Authority hereby recognizes that Part III of Chapter 112, Florida Statutes, applies to Board Members as well as certain Authority employees. The Authority hereby adopts the policy and provisions of Chapter 112, Part III, and also makes those provisions applicable to all Authority employees. Therefore, while certain Authority employees may not be subject to the provisions

and disciplinary consequences of Chapter 112, Florida Statutes, they will be subject to the provisions and disciplinary consequences contained within this Manual. 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.

(Specific authority Part III, Chapter 112, F.S., including Section 112.313, F.S.)

(Effective Date and Last Amended: March 26, 2007)

140.06 Conflicts of Interest

It shall be the policy of the Authority that all Board Members and employees in a position of influencing Authority decisions refrain from relationships that may adversely affect their judgment in dealing with Authority business. A Conflict of Interest arises in any situation in which regard for private interest tends to lead to disregard of a public duty or interest.

(a) Disclosure of Relationships, Employment and Contractual Relationships

Each Board Member or employee must disclose any outside relationship, employment or contractual relationship that creates a current or future financial benefit to them and which a reasonable person would determine creates a prohibited Conflict of Interest. Such a disclosure must be in writing, on a form provided by and maintained by the General Counsel. All such relationships must be disclosed within a reasonable time upon discovery of a Conflict of Interest and in no event shall such disclosure be later than the next Authority Board Meeting at which action affecting a party to such relationship shall be taken.

(b) Disclosure of Related Lobbyists

All Board Members and employees shall disclose, in writing, to the General Counsel on an annual basis, if any of their Relatives are registered lobbyists before the Florida Legislature or Executive Agencies. If so, the Board Member or employee shall disclose their Relative's name and must refrain from participation in any matter that would contribute to the Relative's special gain or loss, and also recuse themselves from Authority activities involving their Relatives.

(c) Disclosure of Property Interests

All Board Members shall report any interest in real property that they have, or that a Relative, principal, client or Business Associate of theirs has, including, but not limited to, options to purchase or sell real property, whenever such property is located within a one-half mile radius of any actual or proposed Authority project. For purposes of this section, any actual or proposed Authority project shall mean any project for which a corridor has been identified in a public record, as defined in Chapter 119, Florida Statutes, provided that such a project has not been either: (1) officially abandoned or rejected by the Board; or (2) constructed and opened for use.

(d) Review of Disclosure Forms

All disclosure forms shall be reviewed by the General Counsel (except for forms filed by the General Counsel which shall be reviewed by the Executive Director). If a prohibited Conflict of Interest is determined to exist, the General Counsel (or Executive Director) shall bring the matter before the Board and recommend appropriate action.

(e) Avoidance of Conflicts

(1) Board Members and employees are prohibited from holding any employment or contractual relationship with any business entity or any agency which is subject to the regulation of, or doing business with, the Authority. Board Members and employees are also prohibited from having any employment or contractual relationship that will create a continuing or frequently recurring Conflict of Interest 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.

(2) Board Members and employees shall not work for or have a Material Interest in a person or entity contracting (or proposing to contract) for goods or services if the Board Member, employee or consultant assists or participates in any advisory or decision-making capacity in procuring the contractual goods or services.

(f) Prohibition against Doing Business with the Authority

(1) Board Members and employees, acting on behalf of the Authority or acting as Purchasing Agents, are prohibited from knowingly, directly or indirectly, purchasing, renting, or leasing any real property, goods or services for the Authority from any business entity of which they, their Relative, or their Business Associate is an officer, partner, director, stockholder with a material interest or proprietor, or in which such Authority Board Member, employee, consultant or combination thereof has a material interest.

(2) Board Members and employees, acting in their private capacity, are prohibited from renting, leasing or selling any real property, goods or services to the Authority.

(Specific authority Section 112.313(3) F.S.)

(Effective Date and Last Amended: January 28, 2013)

140.07 Voting Conflicts of Interest

(a) Voting and Participation

All Board Members must abstain from voting upon any matters that would inure to their special private gain or which they know would inure to the special private gain of their Relative or Business Associate. If an instance occurs where a Board Member recognizes a special private gain as described above, the Board Member shall, prior to the vote being taken on the matter, publicly state to the Authority the nature of the special private interest and within fifteen (15) days after the vote occurs or prior to the next Authority Board Meeting, whichever occurs first,

disclose the nature of the interest in a memorandum filed with the General Counsel and such memorandum shall be incorporated into the minutes.

(b) Participation

Each Board Members is prohibited from participating in any Authority 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 principle 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 in a memorandum filed with the General Counsel before 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 meeting.

If the conflict is unknown prior to the meeting, then disclosure shall be made orally at the meeting when it becomes known that a conflict exists. A written memorandum disclosing the nature of the conflict shall then be filed within fifteen (15) days after the oral disclosure with the General Counsel 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 and shall immediately be provided to the other Board Members.

(Specific authority Section 112.3143, F.S.)

(Effective Date and Last Amended: March 26, 2007)

140.08 Misuse of Public Position

Board Members and employees are prohibited from using or attempting to use their position or relationship with the Authority or any property or resource which may be within their trust or perform their official duties to secure special privilege, benefit or exemption for the Board Member or employee.

(Specific authority Section 112.313(6), F.S.)

(Effective Date and Last Amended: March 26, 2007)

140.09 Employees or Consultants as Board Members

All Authority employees and Consultants are prohibited from serving on the governing board of the Authority during their term of employment or consulting contract.

(Specific authority Section 112.313(10), F.S.)

(Effective Date and Last Amended: March 26, 2007)

140.10 Restrictions on Appointing, Employing and Contracting with Relatives

(a) An Authority Board Member or employee may not appoint, employ, promote or advance or advocate for appointment, employment, promotion or advancement in or to a position at the Authority, any individual who is a Relative of such Board Member or employee.

(b) An individual may not be appointed, employed, promoted or advanced in or to a position at the Authority if such appointment, employment, promotion or advancement has been advocated by a Board Member or employee of the Authority who is a Relative of such individual.

(Specific authority Section 112.3135(2)(a), F.S.)

(Effective Date and Last Amended: March 26, 2007)

140.11 Prohibition against 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.

(Effective Date and Last Amended: March 26, 2007)

140.12 Prohibition against Disclosure of Confidential Information

No Board Member or employee shall disclose or use any information not available to the general public that was obtained as a result of such person's relationship or employment by the Authority for his or her personal gain or for the benefit of any other person or business entity.

(Specific authority Section 112.313(8), F.S.)

(Effective Date and Last Amended: March 26, 2007)

140.13 Persons Required to File Financial Disclosures

All Authority Board Members, In-house General Counsel, and the Executive Director must file a FORM 1, limited financial disclosure form. Members of the Authority who also serve in elective offices may be subject to and shall comply with any additional disclosure requirements as set forth in Florida Statutes.

(Specific authority Section 112.3144, F.S.)

(Effective Date and Last Amended: March 26, 2007)

140.14 Financial Disclosure Requirements

The disclosure requirements are set forth on FORM 1, a copy of which may be obtained from the Hillsborough County Supervisor of Elections. Such financial disclosures shall be completed in accordance with the requirements of Section 112.3145, Florida Statutes.

(Specific authority Section 112.3145, F.S.)

(Effective Date and Last Amended: March 26, 2007)

140.15 Political Activity, Limitations

(a) No Board Member or employee shall use his or her official position, authority or influence arising from his or her relationship with the Authority 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 Board Member or employee shall coerce or attempt to coerce any other Board Member, employee, Consultant, Vendor or Independent Contractor 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.

(c) Employees may express opinions on candidates or issues and participate in political campaigns only during off duty hours and Board Members shall refrain from expressing such opinions at times when they are engaged in Authority business. No employee shall take part in any political campaign while on duty, or within any period of time during which the employee is expected to perform services for which the employee receives compensation from the Authority.

(d) A Board Member, appointed pursuant to Section 348.52(2)(a), who announces or files as a candidate for public office shall resign immediately from the Authority. No Board member may solicit funds from any other Board Member in support of any person's campaign for election to local or state public office.

(Effective Date and Last Amended: March 26, 2007)

140.16 Violations of the Code

For violations of this Code, the provisions of § 112.317, F.S. shall control.

(Specific authority Section 112.317, F.S.)

(Effective Date and Last Amended: March 26, 2007)

140.17 Advisory Opinions

Board members and Authority employees shall become familiar with and comply fully with all provisions of this Code, including the avoidance and reporting of conflicts of interest. Questions pertaining to the interpretation of this Code shall be directed to the General Counsel, who will

provide guidance and an advisory opinion, if requested. In addition, Board Members or employees may request a formal opinion from the Florida Commission on Ethics for matters involving the Florida Statutes: Code of Ethics for Public Officers and Employees.

(Effective Date and Last Amended: March 26, 2007)

150 Public Records and Sunshine Law

It is hereby the policy of the Authority that the General Counsel will brief all new Board Members and Employees on the relevant Florida Public Records and Sunshine laws. Thereafter, on an annual basis, the General Counsel will provide a written update to the Authority employees and Board Members on Florida's Public Records and Sunshine laws.

(Effective Date and Last Amended: January 28, 2013)

160 Travel Policy: Board Members

(a) This travel policy establishes a process for authorization and reimbursement of certain travel expenses for Board Members and employees in the execution of their duties on behalf of the Authority. This travel policy and actions taken pursuant to such policy shall comply with and be consistent with the provisions of Section 112.061, Florida Statutes.

(b) All travel expenses must be authorized and approved by the Executive Director, or his or her designee. All approvals for travel expense reimbursement must be accompanied by a signed statement from the Executive Director, or his or her designee, that such travel is related to the official business of the Authority and must also state the public purpose of the travel.

(c) Authorized travel expenses shall be limited to those expenses necessarily incurred by the traveler in the performance of a public purpose authorized by law to be performed by the Authority and must be within the limitations prescribed herein. Such travel expenses may include, but are not limited to, reasonable air fare, mileage and gas for automobile travel, hotel stays, and meals while traveling. Travel expenses may be paid in advance of travel, reimbursed after travel expenses have been incurred, or a combination thereof. The Executive Director may authorize advance payments of reasonable anticipated travel expenses to authorized travelers. After the travel is completed, authorized travelers who received advance payments of travel expenses shall execute and submit to Authority staff a Travel Expense Report Form which details actual travel expenses, supported by receipts or other types of documentation supporting the expense, as approved by the Authority Executive Director, or his or her designee. The authorized traveler shall return any portion of the advance payment which is in excess of actual travel expenses.

(d) Prior to traveling, authorized travelers shall execute and submit to Authority staff, Travel Authorization Forms, which shall include, at a minimum, the name of the traveler, period of travel, estimated cost of the travel, a statement of public purpose served by the travel, the official Authority business to be conducted and the benefit accruing to the Authority by virtue of

such travel. The Executive Director, or his or her designee, shall review and, if appropriate, approve the Travel Authorization Form.

(e) To obtain reimbursement, after the travel is completed, authorized travelers shall execute and submit to Authority staff a Travel Expense Report Form which details actual travel expenses, supported by receipts or other types of documentation supporting the expense, as approved by the Authority Executive Director, or his or her designee.

(f) Authorized travel expenses shall be reimbursed in accordance with Section 112.061, Florida Statutes. The per diem rates shall be those rates established, and updated from time to time, by Section 112.061, Florida Statutes.

(g) Authorization

(1) Board Member's travel, including the purpose of the Board Member's travel, will be discussed and approved in advance with the Board, if possible, at either a Regular or Special Board meeting.

(2) Use of privately owned vehicles, in lieu of Authority owned vehicles or common carrier, may be allowed if authorized by the Executive Director, or his or her designee. If such use is authorized, the authorized traveler shall be reimbursed at the then current per mile rate established in Section 112.061, Florida Statutes, for each mile traveled on behalf of the Authority. When more than one authorized traveler is traveling in a privately owned vehicle, only one traveler shall be entitled to mileage reimbursement. The Authority will not reimburse for the maintenance, operation and depreciation of a privately owned vehicle. In addition to mileage, all tolls and parking fees associated with travel shall be reimbursed if a receipt is submitted.

(3) Use of public transportation is encouraged, if possible, and reimbursable without documentation, if substantiated by the authorized traveler. Fares for taxi cabs and similar forms of transportation are reimbursable with receipts.

(h) Conflicts in Provisions

Travel expenses shall be paid in accordance with the provisions in this Manual. Should a direct conflict exist between the provisions in this Manual and Section 112.061, Florida Statutes, the statute shall prevail.

(Specific authority Section 112.061, F.S.)

(Effective Date and Last Amended: March 26, 2007)