

TAMPA-HILLSBOROUGH COUNTY EXPRESSWAY AUTHORITY

CODE OF ETHICS

The Tampa-Hillsborough County 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 (the “Code of Ethics”), which governs all members of the Authority’s Board of Directors (the “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 as codified in Florida Statutes Chapter 112, Part III (the “Florida Code of Ethics”). In the event of a conflict between this Code of Ethics and the Florida Code of Ethics, the more restrictive provisions shall control.

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) “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.

(c) “Consultant” means any person or entity providing services to the Authority for consideration.

(e) “Gift,” for purposes of ethics in government and financial disclosure required by law, 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 within 90 days, 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) entrance fees, admission fees, or tickets to events, performances, or facilities; (x) plants, flowers, or floral arrangements; (xii) services provided by persons pursuant to a professional license or certificate; (xiii) food or beverage; (xiv) other significant personal services for which a fee is normally charged by the person providing the

services; or (xv) 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, (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 Florida Statutes Section 112.312(12)(a).

(f) “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.

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

(h) “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.

(i) “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, stepmother, 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 or who otherwise holds themselves out as or is generally known as the person whom the Board Member or employee intends to marry or with whom the Board Member or employee intends to form a household, or any other natural person having the same legal residence as the public officer 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 112.3144, 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.

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 policy. 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.

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.

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 the employee handbook. In the event of conflict between this Code of Ethics 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.

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.

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.

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.

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.

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.

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.

Persons Required to File Financial Disclosures

All Authority Board Members must file a FORM 6, limited financial disclosure form pursuant to Florida Statutes, Section 112.3144. 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. The Executive Director must file a FORM 1, financial disclosure pursuant to Florida Statutes, Section 112.3145(1)(a)(3).

Financial Disclosure Requirements

The disclosure requirements are set forth on FORM 6, a copy of which may be obtained from the Florida Commission on Ethics. Such financial disclosures shall be completed in accordance with the requirements of Section 112.3144, Florida Statutes.

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 or influencing 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 and Board Members 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) The Authority adopts Florida Statutes Section 104.31, as may be amended from time to time, as though fully set forth herein.

Violations of the Code of Ethics

For violations of this Code of Ethics, the provisions of Florida Statutes Section 112.317 shall control.

Advisory Opinions

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