

**MIAMI-DADE COUNTY EXPRESSWAY
AUTHORITY**

CODE OF ETHICS
(As of December 11, 2007)

MIAMI-DADE EXPRESSWAY AUTHORITY

CODE OF ETHICS

TABLE OF CONTENTS

I. Policy Statement.....1

II. Application.....3

III. Definitions.....3

IV. Conflicts of Interest.....4

V. Doing Business.....4

V(A). Misuse of Public Position.....5

VI. Gifts.....5

VII. Post-Service Contact with MDX.....7

VIII. Ethics Officer.....8

IX. Ethics Training.....8

X. Whistleblower Protection.....9

XI. Fraud Hotline.....9

XII. Review10

XIII. Compliance with MDX Ethics Code and other Applicable Provisions of Law....10

XIV. Effective Date.....10

I. Policy Statement.

It is the policy of MDX to uphold, promote and demand the highest standards of ethics from all of its Board Members, employees and consultants. All must maintain the utmost standards of personal integrity, truthfulness, honesty and fairness in carrying out their public duties. MDX recognizes that it is not enough to require adherence to formal ethical standards; rather its Board Members, employees and consultants must avoid even the appearance of impropriety in the performance of their MDX duties and responsibilities. This means that MDX Board Members, employees and consultants (i) must refrain from participating in any proceeding in which their impartiality may reasonably be questioned, and (ii) must not allow personal or business relationships to influence their conduct or decisions.

In furtherance of this policy, the following public service values have been adopted by the MDX Governing Board. These values shall be the foundation of our organizational philosophy and the basis for the development and implementation of policies and procedures to govern ethical behavior.

Public Service Values

Public Trust

- We serve the residents of Miami-Dade County and other users of the MDX expressway system
- We consider the interests of the entire community in our decisions
- We are committed to merit based award of public employment and public contracts
- We promote the most efficient use of public resources
- We do not accept gifts or other special considerations because of our public position
- We will not use our public position for personal gain
- We are prepared, when appropriate, to make unpopular decisions to further the public's interest
- We give credit to others' contributions in moving our community's interests forward
- We do not knowingly use false, incomplete or inaccurate information to support our positions
- We excuse ourselves from decisions when our personal or our family's financial interests may be affected by our agency's actions
- We disclose suspected instances of impropriety to the appropriate authorities

Integrity

- We are truthful and objective with our elected officials, our peers, the public and others
- We do not promise that which we have reason to believe is unrealistic
- We explicitly state that our personal opinions do not represent the position of MDX and do not allow the inference that they do
- We refrain from any action that might appear to compromise our independent judgment
- We take responsibility for our own actions, even when it is uncomfortable to do so
- We do not use information that we acquire in our public capacity for personal advantage
- We do not represent third parties' interest before our agency

Fairness

- We make decisions based on the merits of the issues
- We honor the law's and the public's expectation that policies of MDX will be applied consistently
- We support the public's right to know and promote meaningful public involvement
- We are impartial and do not favor those who are in a position to help us
- We promote equality and treat all people equitably

Responsibility

- We come to meetings prepared
- We do not disclose confidential information without proper legal authorization
- We represent the official positions of MDX to the best of our ability when authorized to do so
- We consider exceptions to the policies of MDX when there are unintended consequences or undue burdens
- We realize that some people are intimidated by the public process and try to make their interactions with MDX as stress-free as possible
- We convey the concern of MDX for and its commitment to its community members
- We are attuned to, and care about, the needs of the public, officials and staff

Respect for Others

- We treat fellow officials, staff and the public with courtesy, even when we disagree
- We focus on the merits in discussions, not personalities, character or motivations
- We gain value from diverse opinions and build consensus
- We follow through on commitments, keep others informed, and respond timely
- We are approachable and open-minded, and convey this to others
- We listen carefully and ask questions that add value to discussions
- We are engaged and responsive

Compassion

- We recognize government's responsibilities to society's less fortunate

II. Application.

As expressly acknowledged in Sec. 2 of Ordinance No. 94-215, adopted by the Board of County Commissioners of Miami-Dade County on December 13, 1994, the Florida Code of Ethics for Public Officers and Employees, Florida Statutes ("F.S."), Chapter 112, Part 3 (as the same may be amended from time to time, the "Florida Ethics Code"), applies to the members of the governing board and employees of the Miami-Dade County Expressway Authority ("MDX"). A copy of the Florida Ethics Code is appended hereto as Schedule A.

Pursuant to F.S. Sec. 112.326, the governing body of any agency may impose upon its own officers and employees additional or more stringent standards of conduct and disclosure requirements than those specified in the Florida Ethics Code.

On May 22, 2001, the MDX Board approved a "Code of Ethics for Employees and Directors of the Miami-Dade Expressway Authority" (the "Prior MDX Code"). The Prior MDX Code states that it is "subject in all respects to applicable provisions of Florida Law, including without limitation [the Florida Ethics Code] and any successor provision thereto."

The MDX Code of Ethics (the "MDX Ethics Code") set forth below shall supersede the Prior MDX Code. While all applicable provisions of the Florida Ethics Code shall continue to apply to MDX Board Members and Employees, the MDX Ethics Code shall also apply to MDX Board Members and employees and, as detailed below, certain of its provisions shall further apply to former MDX Board Members and employees and to MDX consultants. In the event of conflict between the provisions of the MDX Ethics Code and the Florida Ethics Code, the more restrictive provisions shall control.

III. Definitions.

All terms used in the MDX Ethics Code without definition, but that are defined in the Florida Ethics Code, are used with the meanings ascribed to them in the Florida Ethics Code. As used in the MDX Ethics Code, "Lobbyist" shall have the meaning ascribed to it in the MDX Procurement Policy.

IV. Conflicts of Interest.

In addition to the requirements of F.S. Sec. 112.3143 relating to voting conflicts, the following additional provisions shall apply to MDX Board Members:

- (1) The MDX Secretary or Assistant Secretary shall ensure that the agenda for each MDX Board and Committee meeting includes a list of persons and entities that he or she anticipates will be considered as part of the discussions of the Board or Committee at such meeting. The absence of a particular person or entity from any such list shall not excuse in any way the obligations of MDX Board Members under the Florida Ethics Code or the MDX Ethics Code.
- (2) Prior to consideration of any substantive matters at each MDX Board and Committee meeting, MDX shall provide an opportunity for Board Members to declare conflicts of interest publicly. It shall be the responsibility of late-arriving Board Members to declare conflicts of interest publicly with respect to particular matters before the MDX Board or Committee takes up consideration of such matters.
- (3) Once a Board Member has declared a conflict of interest with respect to a matter, that Board Member shall not participate in any Board discussion of the matter with respect to which he or she has declared the conflict. Further, that Board Member shall not discuss the matter with MDX staff or consultants. Mere attendance at a public meeting where other attendees are discussing or otherwise considering the matter shall not be viewed, of itself, as participation in the matter.
- (4) Once a Board Member has declared a conflict of interest, the MDX Secretary or Assistant Secretary shall request such Board Member to complete at or immediately following the same meeting at which he or she has declared the conflict, a formal conflict declaration on forms mandated by State law and prescribed by the Florida Commission on Ethics. MDX Counsel shall immediately review the completed form for completeness and legal sufficiency and shall promptly advise the Board Member of any deficiencies in the completed form.

V. Doing Business.

In addition to the requirements of F.S. Sec. 112.313(3) relating to doing business with one's agency, the following additional provisions shall apply to MDX Board Members and employees:

- (1) No MDX employee subject to F.S. Sec. 112.313(3) or Board Member acting in his or her official capacity shall either directly or indirectly purchase, rent, or lease any realty, goods, or services for MDX from any business entity of which the employee or Board Member or the employee's or Board Member's spouse, parent or child is an officer, partner, director, employee or proprietor or in which such officer or employee or the officer's or employee's spouse, parent or child, or any combination of them, has a material interest.
- (2) Contractual relationships prohibited by the foregoing sentence shall also include subcontracts directly between an MDX contractor and a business entity, in each case where a Board Member or an employee otherwise subject to F.S. Sec. 112.313(3) or the spouse, child or parent of a Board Member or such employee may have a material interest. Contractual relationships between an MDX subcontractor and its subcontractors shall not be subject to the restrictions of this provision.
- (3) The same exceptions stated in the last sentence of F.S. Sec. 112.313(3) shall apply to the restrictions stated above.

V(A). Misuse of Public Position.

No MDX Board Member or employee shall, directly or indirectly or through any third party, use or attempt to use his or her MDX position or any property or resource which may be within his or her trust, or perform his or her official duties, to secure a special privilege, benefit, or exemption for himself, herself, or others. In furtherance of the foregoing, (i) no MDX Board Member or employee shall, directly or indirectly or through any third party, recommend to any then current or potential MDX vendor, contractor or consultant that such vendor, contractor or consultant team or joint venture with or retain as a subcontractor or subconsultant any particular person or entity for any reason; and (ii) no MDX Board Member or employee shall, directly or indirectly or through any third party, otherwise attempt to influence any then current or potential MDX vendor, contractor or consultant to team or joint venture with or retain as a subcontractor or subconsultant any particular person or entity for any reason.

VI. Gifts.

In addition to the requirements of the Florida Code of Ethics and other applicable provisions of law relating to gifts to Board Members and employees, the following additional provisions shall apply to MDX Board Members and employees:

- (1) Neither Board Members nor employees nor any other person on their behalf shall accept or receive, directly or indirectly, any gift in any form whatsoever, from any business entity, or from any person representing such a business entity, which is currently doing, or which is seeking to do, business with MDX, regardless of value. For purposes of the preceding sentence, a gift shall be deemed to include contributions solicited or accepted on behalf of any organization for use solely by that organization by a Board Member from another Board Member, an MDX employee, an MDX consultant, an MDX contractor, or a Lobbyist or other person subject to the Cone of Silence provisions of the MDX Procurement Policy.
- (2) The limited exceptions to the foregoing prohibition on the acceptance of gifts are as follows:
 - (a) Gifts, regardless of value, may be accepted from relatives.
 - (b) Gifts (including but not limited to birthday and/or anniversary gifts and gifts of hospitality) received from personal friends in the ordinary course of friendship, regardless of value, may be accepted, but, if any such personal friend is (i) a Lobbyist or other person subject to the Cone of Silence provisions of the MDX Procurement Policy, (ii) the partner, firm, member, employer, or employee of a Lobbyist, (iii) a person having a special pecuniary interest (either individually or through a business entity) in a matter pending before MDX, (iv) a person who (either individually or through a business entity) provides goods or services to MDX under contract or agreement, or (v) a person who (either individually or through a business entity) is seeking such business with MDX, such gift may not have an actual value in excess of \$10.00.
 - (c) On-site consumption of food and refreshment at (i) official MDX meetings or other official MDX functions whether held on or off MDX premises; or (ii) receptions related to the business of MDX, provided the Board Member or employee's attendance at such event is an appropriate exercise of the Board Member's or employee's official duties and meals are made available to all persons in attendance on an equal basis, unless the food and refreshments at such event are paid for by a Lobbyist or any other party subject to the Cone of Silence provisions of the MDX Procurement Policy.

- (d) Admission to philanthropic events, provided directly from the event's sponsor, regardless of value, to which a Board Member or employee is invited in his or her official, representative capacity, unless the acceptance of the admission (i) could reasonably be expected to influence him or her in the performance of duties, or (ii) was intended as a reward for any official action on his or her part.
- (e) Plaques, honoraria or other commemorative tokens of recognition for professional or civic achievement.
- (f) Anything of value, regardless of its actual value, when the item is offered to MDX, is accepted on behalf of MDX, and is to remain the property of MDX.
- (g) Materials such as books, reports, periodicals or pamphlets which are solely informational or advertising.

These limited exceptions do not, and are not intended to, permit the acceptance of any gift that is otherwise prohibited by the Florida Ethics Code.

- (3) Any gift that cannot be received directly may not be received indirectly. A gift to a Board Member or employee's relative is treated as a gift to the Board Member or employee.
- (4) There is no gift if the Board Member or employee reimburses the other individual for the cost of the item, measured generally as the cost of the item to the person providing it.
- (5) The above restrictions shall not apply to campaign contributions otherwise governed by law.

VII. Post-Service Contact with MDX.

- (1) Upon leaving MDX employment or the MDX Governing Board, employees and Board Members shall be precluded from lobbying MDX or soliciting business from or doing business with MDX or any of its contractors or their subcontractors with regard to any contract, subcontract, or arrangement in connection with any project, proposal or any property included or planned to be included in any MDX project or undertaking, in which any such employee or Board Member has any interest, direct or indirect, for a period of two (2) years.

- (2) Nothing in this section is intended to preclude an MDX Board Member from becoming an MDX employee or an MDX employee from becoming an MDX Board Member.
- (3) 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.
- (4) As used in this Section, employee means the Executive Director, any Director or other management-level employee.

VIII. Ethics Officer.

- (1) The Executive Director shall cause an MDX employee to be designated at all times as MDX Ethics officer. The Ethics Officer shall be a Director-level staff member.
- (2) It shall be the mission of the Ethics Officer, as well as MDX General Counsel, to encourage Board Members, employees and consultants to act ethically in all of their actions related to MDX. The Ethics Officer, as well as MDX General Counsel, shall encourage Board Members, employees and consultants to adhere to the highest standards of ethical behavior in their affairs related to MDX, whether or not embodied in the Florida Ethics Code or the MDX Ethics Code. In order to encourage ethical behavior, the Ethics Officer, in consultation with MDX General Counsel shall: (a) develop policies, programs and strategies to deal with all ethics-related matters; and (b) develop training and education programs for Board Members, employees and consultants.
- (3) The Ethics Officer, as well as MDX General Counsel, shall be available to respond to inquiries from MDX Board Members, employees and consultants regarding ethics issues and shall periodically review the MDX Ethics Code and other applicable laws and regulations and make such recommendations for policy changes as they may deem appropriate.

IX. Ethics Training.

- (1) Every Board Member, employee and consultant shall be responsible for understanding and complying with all applicable provisions of the Florida Ethics Code and the MDX Ethics Code. Board Members and Employees shall be informed of their ethical responsibilities at the start of their work with MDX and shall receive updates and training materials on ethics issues throughout the span of their public service, as designated by the Ethics Officer or MDX General Counsel.

- (2) Every new Board Member and Employee shall receive an ethics briefing of approximately one hour in length from the Ethics Officer or MDX General Counsel within 30 days of commencement of service on the Governing Board or employment, as appropriate. The MDX Manager of Contracts Administration, in consultation with the Ethics Officer and MDX General Counsel, shall provide to business entities doing, or seeking to do, business with MDX, either upon the request of such business entities or in conjunction with the procurement process materials sufficient to inform such entities of their ethical responsibilities when engaged by MDX.
- (3) In addition to the foregoing, all Board Members and employees shall attend ethics training or ethics education classes directly related to their MDX service not less than one hour in length each year.
- (4) Ethics education materials shall be provided to Board Members and Employees by the Ethics Officer or MDX General Counsel.

X. Whistleblower Protection.

In addition to the protections afforded to MDX employees by the Florida Whistleblower's Act, F.S. Sec. 112.3187 - 112.31895 and other similar provisions of law, the following additional provision shall protect MDX employees.

- (1) Protection shall be afforded to an employee disclosing information under the Florida Whistle-blower's Act to any agency or official mentioned in F.S. 112.3187(6).

XI. Fraud Hotline.

- (1) MDX shall establish and monitor or cause to be established and monitored a toll-free anonymous hotline so that any member of the public may call to report suspected waste, fraud or misconduct involving MDX.
- (2) MDX shall also establish and monitor or cause to be established and monitored an anonymous e-mail address so that any member of the public may electronically report suspected waste, fraud or misconduct involving MDX via MDX's internet website.
- (3) In addition, MDX will accept, at its physical address, written anonymous complaints describing suspected waste, fraud or misconduct involving MDX.

- (4) The Ethics Officer or MDX General Counsel, as determined by the Executive Director, will monitor the fraud hotline; receive complaints sent electronically via MDX's internet website; and accept complaints sent to MDX's physical address. If after review, the Ethics Officer or MDX General Counsel determines that a complaint warrants further investigation, the Ethics Officer or MDX General Counsel will refer the complaint to the appropriate prosecutorial authority.

XII. Review

The Policy and Planning Committee shall review the need for potential revisions to the MDX Ethics Code at its first meeting in each calendar year.

XIII. Compliance with MDX Ethics Code and other Applicable Provisions of Law

Upon commencement of service as a member of the MDX Board, each Board Member shall swear or solemnly affirm that he or she shall comply with all applicable requirements of the Florida Ethics Code, the MDX Ethics Code, the Florida Expressway Authority Act (F.S. Chapter 348, Part I), and other formal MDX policies.

Upon commencement of employment at MDX, each Employee shall swear or solemnly affirm that he or she shall comply with all applicable requirements of the Florida Ethics Code, the MDX Ethics Code, the Florida Expressway Authority Act (F.S. Chapter 348, Part I), and other formal MDX policies.

Upon commencement of service as a consultant to MDX, each consultant shall agree that it shall comply with all applicable requirements of the Florida Ethics Code, the MDX Ethics Code, the Florida Expressway Authority Act (F.S. Chapter 348, Part I), and other formal MDX policies.

XIV. Effective Date.

This policy shall be effective on the date on which it is adopted by the MDX Governing Board.