

**MIAMI-DADE COUNTY EXPRESSWAY AUTHORITY**  
**CODE OF ETHICS**

**Purpose.**

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 this Policy to govern ethical behavior at MDX.

**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 a personal gain or loss or for that of our respective business associates or relatives
- We will not solicit personal business opportunities or relationships with persons or entities doing business or seeking to do business with MDX.
- 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 voting on a matter and will make a public disclosure when our personal, business associates or relatives' 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 or business 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

## **SPECIFIC REQUIREMENTS**

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, Chapter 112, Part 3, Florida Statutes (the "Florida Ethics Code"), as the same may be amended from time to time applies to the members of the governing board, employees and consultants of the Miami-Dade County Expressway Authority ("MDX"). In addition, MDX Board Members, employees and consultants are required to adhere to the ethical guidelines enumerated in §348.0003(5), Fla. Stat. as the same may be amended from time to time.

Pursuant to §112.326, Florida Statutes, 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.

The MDX Code of Ethics (the "MDX Ethics Code") set forth below shall supersede all prior MDX ethics codes. While all applicable provisions of the Florida Ethics Code and the Florida Expressway Authority Act shall continue to apply to MDX Board Members, Employees, and Consultants, the MDX Ethics Code shall also apply to these respective parties as detailed below. The MDX Ethics Code includes certain provisions that shall specifically apply to former MDX Board Members, employees and to MDX consultants under contract. In the event of conflict between the provisions of the MDX Ethics Code, the Florida Ethics Code or the Florida Expressway Authority Act, the more restrictive provisions shall control.

### **Definitions.**

All terms used in the MDX Ethics Code are defined in the Florida Ethics Code, and used with the meanings ascribed to them in the Florida Ethics Code unless otherwise stated.

"Lobbyist" shall have the meaning ascribed to it in the MDX Procurement Policy, except where otherwise stated.

"Consultants" shall mean any person or company, regardless of the nature of the services being provided, that is contracted by MDX to provide professional services.

### **Ineligible for MDX Board Membership.**

- (1) Pursuant to §348.0003(5)(a), Florida Statutes, a “Lobbyist” as defined in the Florida Ethics Code, §112.3215, Florida Statutes, may not serve as an MDX Board Member;
- (2) A person may not be appointed to or serve as a MDX Board Member if that person currently represents or has in the previous 4 years represented any client for compensation before the authority:
- (3) A person may not be appointed to or serve as a MDX Board Member if that person currently represents or has in the previous 4 years represented any person or entity that is doing business, or in the previous 4 years has done business, with the authority; and
- (4) Pursuant to § 348.0003(5)(g) Fla. Stat. MDX employees and consultants are prohibited from serving on the Board while employed by or under contract with MDX.

### **Conflicts of Interest.**

In accordance with the Florida Ethics Code in §112.3143 (3)(a), Florida Statutes, a MDX Board Member is a local public officer and is prohibited from voting on any matter presented at any MDX business meeting, which:

- (1) would inure to the Board Member a “special private gain or loss” (actual knowledge is not required); or
- (2) if the Board Member knows that the vote would inure a “special private gain or loss” to any of the Board Member’s principal(s) by whom retained, business associates or relatives (collectively, the “Covered Parties”).

### **Disclosure Requirements for Voting Conflicts.**

- (1) The MDX Board Secretary or Assistant Board Secretary shall ensure that the agenda for each meeting includes a list of persons and business entities that will be considered as part of the discussions at such meeting. The absence of a particular person or business entity from any such list shall not excuse in any way Board Members’ obligations to disclose conflicts of interest, in accordance with the Florida Ethics Code or the MDX Ethics Code.
- (2) Prior to consideration of any substantive matters at each MDX meeting, MDX shall provide Board Members the opportunity to publicly disclose any existing or potential conflicts of interest. It shall be the responsibility of late-arriving Board Members to publicly disclose any existing or potential conflicts of interest with respect to the particular matters before the Board or Committee during a meeting in which the Board Member arrived after the opportunity for such disclosures was provided.

If a Board Member has a voting conflict, as defined by the Florida Ethics Code and/or the MDX Ethics Code, the Board Member shall:

- (1) Abstain from voting on that matter;
- (2) Disclose the nature of the Board Member's interest in the matter from which the Board Member is abstaining to the Board on the record; and
- (3) File a Voter Conflict Memorandum ("Form 8B"), which must provide the specific nature and details that creates the conflict and identify all affected Covered Parties.

In the event the conflict of interest disclosure is not made prior to the meeting or that the conflict is unknown prior to the meeting, the disclosure shall be made orally by the affected Board Member at the meeting when it becomes known that a conflict exists. The Board Member shall file the Form 8B document with the Board Secretary within 15-days after the oral disclosure, which shall also be incorporated into the minutes for that meeting.

#### **Board Member Participation After Disclosure of Voting Conflict.**

Once a Board Member has disclosed a conflict of interest with respect to a matter, that Board Member may participate in any Board discussion of the matter in which they have disclosed a conflict, if:

- (1) Prior to participating in the discussion, the Board Member completes and submits to the Board Secretary a Form 8B; or
- (2) The "conflicted" Board Member orally discloses the conflict at the meeting and files a Form 8B with the Board Secretary within 15-days after the discussion during which the conflict was disclosed.

If a Board Member declares a conflict of interest with respect to a matter and participates in the meeting discussion regarding that same matter, the Board Secretary shall:

- (1) Incorporate the disclosure of the conflict into the minutes of that meeting;
- (2) Provide the other Board Members with copies of the submitted Form 8B; and
- (3) Read the Form 8B publically at the next public meeting following the meeting at which the "conflicted" Board Member participated.

MDX General Counsel/Ethics Officer shall immediately review all submitted conflict of interest disclosure forms for completeness and legal sufficiency and shall promptly advise the Board Member of any deficiencies in the completed disclosure form.

#### **Doing Business with MDX.**

In addition to the requirements of §112.313(3), Florida Statutes, 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 §112.313(3), Florida Statutes, 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 §112.313(3), Florida Statutes, 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 §112.313(3), Florida Statutes, shall apply to the restrictions stated above.

**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 that 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.

**Gifts.**

In addition to the requirements of the Florida Code of Ethics, §112.312 (12)(a), Florida Statutes, 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 that 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;

and contributions to a Board Member from another Board Member, MDX employee, consultant, contractor, lobbyist or any other person subject to the Cone of Silence provisions of the MDX Procurement Policy.

- (2) The following are the limited exceptions to the prohibition on accepting gifts:
  - (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 not if any such personal friend is: (i) a lobbyist or other person subject to the Cone of Silence provisions of the MDX Procurement Policy or the partner, firm, member, employer, or employee of a lobbyist (ii) or a person having a special pecuniary interest (either individually or through a business entity) in a matter pending before MDX (iii) a person who (either individually or through a business entity) provides goods or services to MDX under contract or agreement, or (iv) a person who (either individually or through a business entity) is seeking to do 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 their respective, official duties and the 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 that 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.

#### **MDX Annual Disclosure Requirements.**

In accordance with the Florida Expressway Authority Act, §348.0003 (5) (d) (2016), and in addition to the disclosure requirement for voting conflicts enumerated in Section 112.3143, Florida Statutes, MDX Board Members, employees and consultants, who hold positions (or provide services), that may influence MDX's decisions, are required to annually file MDX Disclosure Forms and provide the following information:

- (1) Any relationship that a Board Member, employee and Consultant has that will afford a current or future financial benefit to such Board Member, employee and Consultant, or to a relative or business associate of such Board Member, employee and Consultant, and which a reasonable person would conclude has the potential to create a prohibited conflict of interest. The term relative shall have the same meaning as provided in §112.312, Florida Statutes.
- (2) Whether a relative of a Board Member, employee and Consultant is registered to lobby the Executive Branch of the State of Florida or the Florida Constitution Review Committee and, if so, the names of such lobbyist's clients must be provided in writing to the Ethics Officer.
- (3) Any and all interest in real property held by a Board Member, employee and Consultant or the immediate family member of such Board Member, employee and consultant, if such real property is located in or within a ½ mile radius of any actual or prospective MDX project.

- a. The Executive Director shall provide a corridor map and a property ownership list for all real property within the disclosure area or an alignment map with a list of associated owners to all Board Members, employees and consultants prior to any action being taken by MDX pursuant to a Board or Committee meeting.
- (4) The MDX Disclosure Forms will be reviewed by the MDX General Counsel/Ethics Officer, or if filed by the General Counsel, by the Executive Director.

### **Post-Service Contact with MDX.**

Board Members and the Executive Director may not:

- (1) Personally represent another person or entity for compensation before MDX for a period of 2 years after vacating his or her position.
- (2) After retirement or termination, be employed or have a contractual relationship with a business entity, other than an agency as defined in §112.312, Florida Statutes, in connection with a contract in which the Board Member or Executive Director personally and substantially participated through decision, approval, disapproval, recommendation, rendering of advice, or investigation while he or she was a Board Member or employee of MDX.

Nothing in this section is intended to preclude a former MDX Board Member from becoming a MDX employee or a former MDX employee from becoming a MDX Board Member. All other MDX employees are permitted to have post-service contact with MDX to the extent and within the limitations provided in the Florida Ethics Code and the Florida Expressway Authority Act.

### **Statutory Penalties for MDX Ethics Code Violations.**

Violation of any provision of the MDX Code of Ethics shall be subject to all applicable statutory penalties for such violations. Pursuant to Florida Expressway Authority Act, §348.0003 (5) (k), Florida Statutes, violations of the following MDX Ethics Code sections are punishable in accordance with §112.317, Florida Statutes; and §348.0003 (5) (l), Florida Statutes “A finding of a violation of this subsection or chapter 112, or failure to comply within 90-days after receiving a notice of failure to comply with financial disclosure requirements, results in immediate termination from the governing body of the authority.

### **Ethics Officer.**

- (1) The MDX General Counsel shall serve as the MDX Ethics Officer.
- (2) It shall be the mission of the Ethics Officer to encourage Board Members, employees and consultants to act ethically in all of their actions related to MDX. The Ethics Officer, as well 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, Florida Expressway Authority Act or the MDX Ethics Code. In order to encourage ethical behavior, the Ethics Officer 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 shall be available to respond to inquiries from 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.

### **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.
- (2) Every new Board Member and employee shall receive an ethics briefing within 30 days of commencement of service on the Board or employment, as appropriate. The MDX Procurement Manager 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 each calendar year.
- (4) Ethics education materials shall be provided to Board Members and employees.

### **Whistleblower Protection.**

Protections are afforded to MDX employees and others covered by the Florida Whistle-blower's Act, §112.3187-§112.31895, Florida Statutes.

### **Complaint Hotline.**

- (1) MDX has established and monitors an anonymous hotline so that any member of the public may call to report suspected waste, fraud or misconduct involving MDX.
- (3) MDX has also established and monitors an email reporting process so that any member of the public may make an anonymous electronic report of suspected waste, fraud or misconduct involving MDX via MDX's internet

website:

[http://www.mdxway.com/contact\\_us/report\\_fraudulent\\_activity\\_redirect/](http://www.mdxway.com/contact_us/report_fraudulent_activity_redirect/).

- (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 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 determines that a complaint warrants further investigation, the Ethics Officer will refer the complaint to the appropriate prosecutorial authority. Any complaint directed to the actions of the Executive Director or the General Counsel will be reported to the MDX Executive Committee within 30 days of its receipt.

**Review.**

The Policy and Planning Committee shall annually review the need for potential revisions to the MDX Ethics Code. The MDX Ethics Code shall be presented for Board approval at least once every 2 years.

**Effective Date.**

This policy shall be effective on the date on which it is adopted by the MDX Board and at such time this policy rescinds and supplants all prior MDX Ethics Policies.