

DIRECTIVE

GC-001C

Metropolitan Washington Airports Authority



CODE OF ETHICS FOR EMPLOYEES

DISTRIBUTION: All Employees

OPI: MA-70
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CODE OF ETHICS FOR EMPLOYEES
Foreword to 2014 Revisions

In September 2012, the Board of Directors adopted an entirely new Code of Ethics for Airports Authority employees. On June 18, 2014, the Board approved two revisions to this Code of Ethics.

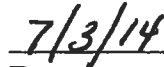
The first revision changed the rule in Section 6.f that had prohibited certain Airports Authority – i.e., those who are required to file an annual financial disclosure statement – from having *any* ownership interest in an aviation-related or airport-services-related business. The Board amended this rule to make it parallel the rule in its own Code of Ethics. As amended, the rule now prohibits these employees who are required to make annual financial disclosures from having a *substantial* financial interest in any such business. The term “substantial financial interest” is defined in Section 6.a and generally includes equity greater than \$15,000 or income greater than \$1,000 annually.

The Board’s second revision was to eliminate the rule in Section 9.c of the Code of Ethics that had prohibited two or more employees who are relatives from reporting directly to the same supervisor. The Board concluded that the detrimental effects this rule could have on employees who become “relatives” while working for the Airports Authority outweighed the benefits the rule was intended to deliver. The Code of Ethics continues to prohibit employees from supervising, controlling, or influencing the work of another employee who is a relative.

Since the adoption of the new Code of Ethics in September 2012, we have made considerable progress in establishing the Airports Authority as an organization of unquestioned integrity. I sincerely thank you for your contribution to this progress and for your commitment to implementing the important principles in the Code of Ethics.



John E. Potter
President and Chief Executive Officer



Date

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METROPOLITAN WASHINGTON AIRPORTS AUTHORITY

CODE OF ETHICS FOR EMPLOYEES

1. PURPOSE

This document establishes a formal Code of Ethics (Code) for all employees of the Metropolitan Washington Airports Authority (Authority).

2. DISTRIBUTION

This Code of Ethics is distributed to all Authority employees.

3. INTERESTS OF THE AUTHORITY

The Authority expects all employees to act in the best interests of the Authority at all times and to not knowingly engage in conduct that is illegal, dishonest, or a conflict of interests or that brings discredit upon the Authority. Employees must endeavor to avoid any actions that would create even the appearance that they are violating the law or the standards of this Code of Ethics. Whether particular circumstances create such an appearance is to be determined from the perspective of a reasonable person with knowledge of the relevant facts.

For example, there would be an appearance of a conflict if an Authority employee were to administer a contract for which his or her sister was the project manager for the contractor. Even though the employee would not have a Substantial Financial Interest in the matter, such a situation would create the appearance of a conflict of interests. If the Authority employee failed to bring this situation to the attention of management, he or she may be disciplined.

In addition, employees are expected to report violations of this Code of Ethics to the Office of General Counsel. (See the Conduct and Discipline Directive, Section 4, regarding the reporting of other misconduct.)

4. GIFTS

This Section sets forth rules regarding employees' solicitation and acceptance of gifts.

a. *Gift Defined.* The term "gift" is broadly defined for the purposes of this Code and means any gratuity, favor, discount, entertainment, hospitality, loan, forbearance, or other item having monetary value for which the recipient does not pay market value. Therefore, a gift includes, but is not limited to: cash; meals and food; merchandise; services; admission to a sporting event; admission to a theatrical, musical or other entertainment event; admission to an event or activity in which persons are participants (e.g., a conference or golfing event); attendance at a reception; travel; transportation; and lodging. It does not matter whether a gift is provided to the recipient in kind or in the form of a ticket, a payment in advance, or a reimbursement of an expense that has been incurred. In all these cases, the item provided is considered a gift.

b. *General Prohibition on Solicitation.* Employees shall not solicit a gift, regardless of its value, from a Prohibited Source (defined in subsection (c)) or from any subordinate employee. However, when authorized by the Ethics Officer and acting on behalf of the Authority (or a trade association, business group or similar entity on which the employees represent the Authority), employees may solicit donations from a Prohibited Source for the support of an event sponsored in whole or in part by the Authority (or by the trade association, business group, or similar entity). For example, employees may solicit donations for Dulles Day Plane Pull for the Special Olympics, the United Way silent auction and events sponsored by the American Association of Airport Executives.

c. *General Prohibition on Acceptance.* Except as permitted below in subsection (d), employees shall not accept a gift directly or indirectly from any of the following Prohibited Sources: (i) a Business doing business or seeking to do business with the Authority, (ii) a Business or individual whose interests may be substantially affected by the performance or non-performance of the employees' duties, or (iii) a Business or individual where it is clear that the gift is being given because of the employees' positions with or status as employees of the Authority. For purposes of this subsection, Business includes the officers, employees, and agents of the Business. Employees may not accept any compensation other than that which they receive from the Authority for the performance of their Authority duties.

A gift is accepted directly when it is provided to and accepted by the employee. A gift is accepted indirectly when (i) with the employee's knowledge and acquiescence, it is provided to and accepted by the employee's parent, spouse, domestic partner, sibling, child or dependent relative (as defined in Section 9(a)), whether or not living in the same household, because of that person's relationship with the employee or (ii) is provided to and accepted by any other entity or individual (excluding a charitable organization or other charitable recipient approved by the Ethics Officer) on the basis of a designation, recommendation, or other specification made by the employee.

d. *Exceptions to Prohibition on Acceptance.* Employees are permitted to accept from Prohibited Sources the gifts described in this subsection that otherwise would be prohibited by subsection (c); provided, however, that employees shall not accept these or any other gifts in the following situations: (i) in return for being influenced in the performance of their official duties, (ii) from the same or different sources on a basis so frequent that a reasonable person would be led to believe the employees are using their positions with the Authority for private gain, or (iii) in violation of the law.

(1) *Nominal Value Gifts.* Employees may accept a gift (whether given directly or indirectly) *other than cash* of less than \$25, so long as the aggregate market value of individual gifts an employee receives from the same Prohibited Source in a calendar year does not exceed \$50. Where the market value of a gift exceeds \$25 (or the aggregate market value of multiple less-than-\$25 gifts exceeds \$50), an employee may not pay the excess value over \$25 (or \$50) in order to accept the gift.

(2) *Personal Gifts.* Employees may accept a gift (whether given directly or indirectly) that is given under circumstances that make it clear that the gift is motivated by a personal friendship or family relationship rather than the position of the employee. Relevant factors in deciding whether a gift is motivated by a personal friendship or family relationship include the history of the friendship or relationship and whether the cost of the gift is paid by the individual with whom the friendship or relationship exists or by the individual's employer. However, see subsection (f) *Gifts from Subordinates* below.

(3) *Widely Attended Gatherings.* Employees may accept a gift of free attendance at a widely attended gathering (defined below), or an appropriate portion of such an event, with the written approval of the Ethics Officer where the Officer has determined, in advance of the gathering, that the employees' attendance is in the interest of the Authority because it furthers Authority objectives.

A widely attended gathering can take many forms including, but not limited to, a reception, luncheon or dinner event (including with entertainment), banquet, conference, charity event, and activity-based or participatory event. A widely attended gathering can have many purposes including, but not limited to, instruction or discussion of a subject related to Authority objectives; recognition of an event, organization, or individual; and raising funds for charitable organizations or causes. A gathering is widely attended if it is expected that a large number of individuals will attend and these individuals will bring differing interests, perspectives, or viewpoints to the gathering. A sporting, theatrical, musical, or similar entertainment event will usually not be deemed to be a widely attended gathering.

The Ethics Officer will determine the Authority's interest in a particular widely attended gathering. Relevant factors that will be considered include: the purpose of the gathering; the relevance and importance of the gathering to objectives of the Authority; the identity of expected attendees and the range of interests, perspectives, and viewpoints they will bring to the gathering; and the market value of the gift of free attendance.

Free attendance to a widely attended gathering may include the provision of food, refreshments, entertainment, instruction, instructional materials, and activity-based or participatory activities, each of which is furnished to all attendees as an integral part of the gathering. (See also subsection (d)(7) below.) Free attendance to a widely attended gathering may not include the provision of travel or lodging.

(4) *Speaking Engagements and Events.* Employees may accept a gift of free attendance from the sponsor of an event at which they are speaking, presenting information, participating on a panel, or engaging in a similar activity on behalf of the Authority. Free attendance may include food, refreshments, entertainment, instruction, and instructional materials furnished to all attendees as an integral part of the event. (See also subsection (d)(7) below.) Employees' participation in the event on the day of their participation is viewed as a customary and necessary part of the performance of their duties and does not constitute a gift to the employees or the Authority.

(5) *Authority-Sponsored Events.* Employees may accept a gift of free attendance to an event that is sponsored solely by the Authority to recognize one or more Authority officers or employees or an Authority achievement or milestone, or that is sponsored, in whole or in part, by the Authority to raise funds for a charitable organization or cause. Free attendance at such an event may include the provision of food, refreshments, entertainment, and participatory activities.

(6) *Gifts to Family Members.* A gift provided to the parent, spouse, domestic partner, sibling, child, or dependent relative (as defined in Section 9(a)) of an employee may be accepted where the gift results from the business or employment activities of the recipient and it is clear from the circumstances that the gift is not being offered or given because of the employee's position with the Authority.

(7) *Prizes.* Employees may accept a gift that is a prize given to successful competitors in competitive contests or events or to persons based upon random drawings (including door prizes given randomly). Employees may accept a gift, not addressed in the prior sentence, that is provided as a favor or in recognition of attendance to all attendees at a widely attended gathering or at an event identified above in paragraph (4) or (5), so long as the value of the gift is less than \$25.

(8) *Gifts to Authority.* An employee representing or acting on behalf of the Authority may accept a gift of property for the Authority. Property accepted under this section and proceeds from that property must be used, as nearly as possible, under the terms of the gift, if any. These gifts include: (i) ceremonial gifts given to employees (e.g., by representatives of foreign airports or governmental units) while serving as a representative of the Authority that are accepted on behalf of the Authority, (ii) gifts of food or refreshments provided employees at events they are attending as representatives of the Authority where it is clearly in the interest of the Authority that it be present at the event through one or more official representatives, and (iii) gifts of instruction or training offered to the Authority and provided to employees who have been designated by the Authority. Training provided to employees by a contractor pursuant to and as required by its contract with the Authority, or by a contractor in order to facilitate the Authority's use of products or services the contractor is furnishing under a contract with the Authority, is not considered a gift. In the case of ceremonial gifts, employees must turn the gifts over as soon as practicable to the Ethics Officer for disposition .

(9) *Gifts of Generally Available Items.* Employees may accept gifts that represent an opportunity or benefit, including favorable air fares, reasonable commercial discounts, and upgrades of service from air carriers, where the same opportunity or benefit is being made available to the public (e.g., frequent flyer miles) or to a class of individuals consisting of all Authority employees or all Authority employees working at an airport (e.g., discounts offered airport employees by concessionaires in the terminals). The acceptance of a gift representing an opportunity or benefit that is made available to any other class of Authority employees, including a class of one employee, is not permitted by this subsection. Thus, for example, an upgrade of air service that is made available to a small group of employees, or a single employee, may not be accepted.

e. *Appearance of Impropriety.* Employees must be mindful of perceptions and appearances that can arise from their acceptance of gifts from a Prohibited Source that are permitted under subsection (d). Consequently, employees should not accept gifts, even though permitted under that subsection, on such a frequent or regular basis that a reasonable person could be led to believe that employees are using their positions for personal gain or are not performing the duties of their positions in an impartial manner.

f. *Gifts from Subordinates.* Employees shall not accept gifts from subordinate employees, except for gifts that are offered for or on the following occasions:

(1) in recognition of special, non-recurring occasions of personal significance, such as marriage, illness, death in the family, and the birth or adoption of a child and

(2) in recognition of the termination of a subordinate-official superior relationship such as retirement, resignation or transfer.

g. *Remedies for Receipt of Improper Gifts; Ceremonial Gifts.* Employees who have received a gift that may not be accepted under this Code must take one of the following steps:

(1) pay to the giver the market value of the gift, whether the gift consists of a tangible (e.g., box of candy, flowers) or intangible (e.g., ticket to a sporting or entertainment event) item. The market value of the gift may be estimated by reference to the retail cost of similar items of like quality. However, when employees intend to retain a gift and pay the giver its market value, they shall consult with the Ethics Officer regarding the market value or

(2) return the gift to the giver; provided, however, that a gift of perishable items which is delivered not by the giver but by a third party (e.g., Federal Express) may, with the concurrence of the recipient employees' supervisors or the Ethics Officer, be given to an appropriate charitable organization, shared within the employees' office or working unit, or destroyed.

In the case of ceremonial gifts, although it is not improper to accept them, employees shall deliver the gifts to the Ethics Officer who will make proper disposition of them.

h. *Consultation with Ethics Officer.* Employees should seek the advice of the Ethics Officer when attempting to determine whether a particular offer of a thing of value may constitute a gift that may not be accepted under this Section. Under certain circumstances, written opinions provided by the Ethics Officer that are relied on by employees will insulate employees from a finding that they have accepted a gift in violation of this Code. (See Section 12(c) below.)

5. MISUSE OF AUTHORITY POSITION

a. Employees shall not use their positions with the Authority for their own financial gain; for the endorsement of any product, service, or business enterprise; or for the private financial gain of friends or relatives (as defined in Section 9(a)) or of any entity or individual with whom employees are affiliated (including nonprofit organizations of which the employees are officers or members) or with whom employees have or are seeking employment or a business relationship. Thus, for example, employees may not ask an Authority contractor or subcontractor to hire or consider hiring a relative or a friend, or inform a contractor that they are referring to the contractor a relative or friend who is seeking employment or work. However, an employee is not precluded by this subsection from responding to a request for an employment recommendation or character reference based upon the employee's personal knowledge of the ability or character of an individual, other than a relative, who is being considered for employment by the Authority.

b. Employees shall not engage in financial transactions using confidential, proprietary, or sensitive information of the Authority or allow or cause the improper use of such information to further any personal or private interest.

6. CONFLICT OF INTERESTS

a. *Definitions.* The following definitions are applicable throughout this Code of Ethics.¹

(1) *Substantial Financial Interest* means:

(a) *Ownership of Interest in Business.* An ownership interest (e.g., shares of stock) in a Business that exceeds three percent (3%) of the total equity of the Business, has a fair market value greater than \$15,000, or yields more than \$1,000 in annual income.

(b) *Ownership of Interest in Real Property.* An ownership interest in Real Property that has a fair market value greater than \$15,000 or yields more than \$1,000 in annual income.

(c) *Income.* Income in any form (whether or not deferred) from a Business or Real Property including, but not limited to, wages, salaries, fringe benefits, interest, dividends, or rent that exceeds or may reasonably be expected to exceed \$1,000 annually. Income also includes the prospect of income arising, for example, from an upcoming job with or an offer of employment from a Business.

(d) *Pledge or surety.* Actual or potential personal liability given on behalf of a Business that exceeds the lesser of three percent (3%) of the asset value of the Business or \$1,000.

¹ The capitalized terms set out in Section 6(a) , along with their definitions, apply throughout this Code.

(e) *Loan or debt.* Personal liability in excess of \$1,000 owed to a Business *except* a debt incurred in the ordinary course of business on usual commercial terms (e.g., a mortgage liability secured by a personal residence of the employee or the employee's spouse; a loan liability secured by a personal motor vehicle, household furniture, or household appliances; a personal revolving line of credit or capital contribution loan liability; or a debit, credit, or other revolving charge account liability).

(f) *Fiduciary duty.* The duty owed to a Business by a director, officer, or general partner of the Business, even without financial remuneration from the Business.

(g) *Exclusions.* The following financial interests are excluded from Substantial Financial Interests: checking or savings accounts, money market accounts, and other demand deposits; government bonds; certificates of deposit; and diversified mutual funds, pension plans, employee benefit plans, trusts, estates, and other similar funds, plans, and entities administered by an independent party without participation by the employee or the employee's Immediate Family members in the selection or designation of financial interests held by the fund, plan, or entity.

(2) *Business* means a sole proprietorship, corporation, partnership, company, joint venture, association, joint stock company, and any other form of entity recognized by law which is engaged in trade, commerce, or the transaction of business and the parent entity of the foregoing. For purposes of this Code, an entity will be considered a parent of a Business if the entity owns or controls more than fifty percent (50%) of the Business (i.e., by value or voting power).

(3) *Immediate Family* of an employee means spouse, domestic partner, any dependent children (under Section 152 of the Internal Revenue Code) living in the same household as the employee, and any other person over whose financial affairs the employee has substantial legal or actual control.

(4) *Participate* means approving, disapproving, making, undertaking, influencing, or attempting to influence an action or decision of the Authority.

(5) *Real Property* means land, together with any structures and other improvements thereon, and includes any rights or interests in land or improvements.

b. *Imputed Interest.* The financial and other interests (see Section 6(a)(1)(a) through (g)) in a Business or Real Property held by the members of an employee's Immediate Family are imputed to the employee for purposes of this Section 6.

c. *Conflict of Interests.* Employees holding a Substantial Financial Interest in a Business or Real Property that may realize a benefit or detriment as a result of an action or decision of the Authority (e.g., a Business holding a contract or lease with the Authority or responding to an Authority solicitation or certain Real Property adjacent to an airport) are considered to have a conflict of interests that may interfere, or be perceived to interfere, with the impartial and conscientious performance of their duties. Employees with a conflict of interests due to

their Substantial Financial Interest in such a Business or Real Property shall not Participate in any transaction or matter that involves or may affect that Business or Real Property (e.g., in a lease or contract negotiation, a solicitation or contract award process, the administration of a lease or contract, or an investment of Authority funds) absent a waiver from the President or Executive Vice President. Any such waiver will be reported to the Board of Directors. Whenever faced with an actual or apparent conflict of interests, employees shall follow the procedure set out in subsection (d) below.

d. *Disqualification and Written Recusal Procedure.* Employees shall bring to the attention of the Ethics Officer any situation they believe presents for them an actual or apparent conflict of interests in relation to a particular Authority transaction or matter (except as otherwise provided in Section 8(c)). The Ethics Officer shall gather and review information relevant to the situation presented by an employee and determine whether there exists a conflict of interests that requires the employee not to Participate in the transaction or matter. If an affirmative determination is made, the Ethics Officer shall execute a written disqualification and recusal agreement with the employee and the employee's supervisor that, among other things, requires the employee to recuse himself or herself from, and not to Participate in, the transaction or matter.

e. *Part-Time Employment.* Employees may acquire a Substantial Financial Interest in a Business by virtue of a part-time or second job with that Business. An employee shall not hold a part-time or second job with a Business where the employee's interest in that job would significantly conflict with the interest of the Authority in the employee's impartial performance of the position he or she holds with the Authority. Such a conflict of interests would exist where, in order to avoid the conflict, the employee would be required to withdraw from performing significant parts of the duties of his or her position, resulting in a material impairment to the employee's ability to perform in that position. Employees considering a part-time or second job with a Business shall consult with the Ethics Officer who will determine whether the job presents a conflict of interests that would preclude the employee from accepting the job. In making that determination, the Ethics Officer should consider whether a reasonable person with full knowledge of the relevant facts would question the employee's impartiality in performing Authority duties. Only if the Ethics Officer determines in writing that there is no conflict of interests may an employee assume a part-time or second job.

f. *Interest in Certain Aviation-Related Businesses.* Absent a written waiver from the President or Executive Vice President, employees identified in Section 8(a), as well as members of their Immediate Families, shall not have a Substantial Financial Interest in an aeronautical, aviation services, or airport services enterprise that otherwise has interests that can be directly affected by the Authority.

7. COMPENSATION FOR TEACHING, SPEAKING, AND WRITING

a. Employees may accept compensation for teaching, speaking, and writing on matters not pertaining to their official duties.

b. Employees may not accept compensation or any other remuneration for teaching, speaking, writing, or undertaking a similar activity pertaining to their official duties other than that paid by the Authority (i) when the activity is undertaken as part of the employees' official duties or (ii) when the invitation to undertake the activity is extended, directly or indirectly, by a Business having interests that can reasonably be expected to be substantially affected by the employees' performance of their official duties. Nothing in this subsection prevents employees engaging in the activities described in Section 4(d)(4) from accepting the items of 'free attendance' identified in that section.

8. DISCLOSURE OF SUBSTANTIAL, FINANCIAL INTERESTS AND OTHER MATTERS; CERTIFICATIONS

a. *Employees Required to Make Annual Disclosure.* To avoid conflicts of interests from arising and to assure the public of their impartiality, the following employees and agents of the Authority shall disclose their Substantial Financial Interests and other matters in accordance with subsection 8(b):

(1) the President, the Executive Vice President, all Vice Presidents, all Deputy and Assistant Vice Presidents, the Police and Fire Chiefs, all employees reporting directly to the President or the Executive Vice President, and all employees reporting directly to the Board of Directors;

(2) all employees and agents working in: the Executive Offices; the Office of General Counsel; the Office of Airport Service Planning and Development; the Office of Audit; the Procurement and Contracts Department, the Accounts Payable Department, and the Treasury Branch within the Office of Finance; the Concessions and Property Development Department within the Office of Business Administration; the Property/Supply Office within the Office of Public Safety; and the Contract Management Division and the Procurement Office at each airport;

(3) the Controller, the Assistant Controller, the Controller's secretary, and the Executive Assistant to the Chief Financial Officer;

(4) the managers of: Air Carrier Relations within the Office of Business Administration; the Planning, Design, Construction and Building Code/ Environmental Departments within the Office of Engineering; Internal Controls, Financial Strategy Analysis and Debt within the Office of Finance; the Administrative Department within the Office of Public Safety; and the Administration Department at each airport;

(5) the manager and deputy manager of Operations and of Engineering and Maintenance at each airport;

(6) the Executive Project Director, the Project Director, and all Deputy Project Directors of the Dulles Corridor Metrorail Project; and

(7) other employees and agents identified by the President.

b. *Content of Annual Disclosure.* Every employee and agent identified in subsection (a) shall disclose and certify by January 31 of each year, on a form provided by the Authority, the following information as of the date of the disclosure:

(1) any Substantial Financial Interest in a Business or Real Property held by the employee or agent or any member of the his or her Immediate Family:

(2) any positions of employment held by the employee or agent or any member of his or her Immediate Family during the prior calendar year, whether on a full- or part-time basis;

(3) any gifts (as defined above in Section 4(a)) accepted, directly or indirectly, by the employee during the prior calendar year from a single Prohibited Source whose aggregate value exceeded \$350 (gifts are to be disclosed whether or not they were permitted to be accepted under Section 4); and

(4) any outside positions held by the employee during the prior calendar year as a director, officer, general partner, or trustee of a Business or other entity including a nonprofit organization, a labor organization, and an educational or other institution of higher learning. Positions held in a religious, social, fraternal, or political entity are not required to be disclosed.

c. *Employees Serving on Procurement Evaluation Committees.* Before beginning the evaluation of proposals submitted in an Authority procurement, each member of the committee evaluating the proposals (whether a voting or advising member) shall certify, on a form provided by the Authority, that the member has no Substantial Financial Interest in any offeror that has submitted a proposal. If, during the committee's deliberations, a member acquires or determines that he or she has a Substantial Financial Interest in a first tier subcontractor to one of the offerors, the member shall notify the Contracting Officer immediately and shall not participate further in the committee's deliberations.

d. *Employees Involved in Administration of Contracts.* Before beginning the administration of a contract, and annually thereafter by January 31 of the year, Contracting Officers, Contracting Officer's Technical Representatives, and their alternates, if any, whether they are employees or agents of the Authority, shall certify, on a form provided by the Authority, that they do not have a Substantial Financial Interest in the contract's prime contractor or in any first tier subcontractor. If, in the course of a year, a Contracting Officer or Contracting Officer's Technical Representative acquires or determines that he or she has a Substantial Financial Interest in the contract's prime contractor or a first tier subcontractor, he

or she shall immediately notify the Ethics Officer and cease performing any role in connection with the contract.

9. NEPOTISM

a. For the purposes of this Code, the term “relative” means the following: husband, wife, domestic partner, father, mother, grandfather, grandmother, son, daughter, stepson, stepdaughter, granddaughter, grandson, brother, sister, uncle, aunt, nephew, niece, father-in-law, mother-in-law, daughter-in-law, son-in-law, sister-in-law, and brother-in-law.

b. An employee shall not participate in the making of a decision to hire, appoint, employ, or promote, or in either the making of any other decision or the taking of any action that has the potential to affect a person who is a relative of the employee, including making an attempt to persuade another employee to make a decision or take an action affecting a relative.

c. An employee may not work in or be assigned to a position which will result in a situation where: (i) a relative of the employee directly or indirectly may supervise, control, or influence the work or the employment status of the employee; (ii) the employee directly or indirectly may supervise, control, or influence the work or the employment status of the relative; or (iii) the employee or relative may supervise, control, or influence the affairs of the organizational unit in which the other works.

10. POST-EMPLOYMENT CONFLICTS OF INTERESTS

a. *Permanent Restrictions Relating to Particular Matters.* No employee, after the termination of employment with the Authority, shall knowingly make, with the intent to influence, any communication to or appearance before the Board of Directors or any officer or employee of the Authority, on behalf of an entity or individual other than the Authority, in connection with a particular matter:

(1) in which the Authority is a party or has a direct and substantial interest,

(2) in which the former employee participated personally and substantially as an Authority employee, and

(3) which involved a specific party or specific parties at the time of such personal and substantial participation.

b. *Two-year Restrictions Relating to Particular Matters.* No employee, for a period of two years after the termination of the employee’s employment with the Authority, shall knowingly make, with the intent to influence, any communication to or appearance before the Board of Directors or any officer or employee of the Authority, on behalf of an entity or individual other than the Authority, in connection with a particular matter:

(1) in which the Authority is a party or has a direct and substantial interest,

(2) which the former employee knows or reasonably should know was actually pending within an area of the Authority for which the former employee was responsible at any time during the year before the termination of his or her Authority employment, and

(3) which involved a specific party or specific parties at the time it was pending.

c. *One-year “Cooling Off Period” for Certain Authority Employees.* No employee identified in Section 8(a)(1), for a period of one year after the termination of the employee’s employment with the Authority, shall knowingly make, with the intent to influence, any communication to or appearance before the Board of Directors or any officer or employee of the Authority on behalf of any other entity or individual.

d. *One year “Cooling Off Period” for New Authority Employees.* No employee, for a period of one year after starting employment with the Authority, shall participate in a matter that is likely to have a direct effect on an interest of a Business for which the employee, during the year prior to the start of the employee’s Authority employment, served as a director, officer, trustee, general partner, agent, attorney, contractor, or employee.

11. ROLE OF AUTHORITY MANAGEMENT AND GENERAL COUNSEL

Authority management is responsible for fostering high ethical standards for the Authority and its employees thereby strengthening public confidence that the business of the Authority is being conducted with impartiality and integrity. The General Counsel is responsible for regularly reviewing and, when necessary, recommending revisions to this Code of Ethics, for providing training on this Code to new employees within four weeks of the start of their employment, for providing training on the Code to other employees on an annual basis, for overseeing the preparation and filing of annual disclosures required by the Code, and for assisting the Ethics Officer, including when the officer is advising employees about the application of the Code to specific questions or situations presented by employees.

12. ROLE OF ETHICS OFFICER

a. The President shall designate an Authority employee to serve as the Authority Ethics Officer who will have and will perform the responsibilities assigned to such officer in this Code of Ethics. An employee’s designation as the Ethics Officer shall continue until rescinded by the President.

b. The Ethics Officer is responsible for carrying out the duties defined and assigned to the officer in this Code. The Ethics Officer is also responsible for assisting the General Counsel in the performance of the responsibilities described in Section 11.

c. No employee will be found to have violated this Code if the alleged violation followed from the employee’s good faith reliance on a written opinion from the Ethics Officer that was made after a full and accurate disclosure by the employee of all material facts. (See Section 4(h).)

13. NO RIGHTS CREATED IN THIRD PARTIES

A violation by an employee of any provision of this Code of Ethics shall not create any right or benefit, substantive or procedural, enforceable by law, contract, or otherwise by any entity or individual against the Authority, its officers, or its employees or against any other entity or individual.

14. ENFORCEMENT AND PENALTIES

a. Employees shall be subject to discipline, including termination of their employment with the Authority, for violations of the provisions of this Code of Ethics. Guidelines regarding the level of discipline that may be imposed for violations of this Code are set forth in Appendix A of the Conduct and Discipline Directive.

b. Any alleged violation of this Code by the President shall be processed and enforced under Section 11 of the Code of Ethics for Members of the Board of Directors.