CODE OF ETHICS

PURPOSE

It is the policy of the Greater Miami Expressway Agency (GMX) to uphold, promote and demand the highest standards of ethics from all of its Board Members, Committee Members, employees (including employees of the former and now dissolved Miami-Dade Expressway Authority), and consultants. All must maintain the utmost standards of personal integrity, truthfulness, honesty and fairness in carrying out their public duties. GMX recognizes that it is not enough to require adherence to formal ethical standards; rather its Board Members, Committee Members, employees and consultants must avoid even the appearance of impropriety in the performance of their GMX duties and responsibilities. This means that GMX Board Members, Committee 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 GMX 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 GMX.

PUBLIC SERVICE VALUES

Public Trust

- We serve the residents of Miami-Dade and Monroe Counties and all users of the GMX expressway system
- We consider the interests of the entire community in our decisions
- We are committed to merit-based award of public employment and transparent 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 GMX
- 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, ~~or~~ 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 GMX 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

Responsibility

- We come to meetings prepared
- We do not disclose confidential information without proper legal authorization
- We represent the official positions of GMX to the best of our ability when authorized to do so
- We consider exceptions to the policies of GMX 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 GMX as stress-free as possible
- We convey the concern of GMX for and its commitment to its community members
- We are attuned to, and care about, the needs of the public, officials and staff

Fairness

- We make decisions based on the merits of the issues
- We all federal and state laws and other applicable ordinances and/or directives
- 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 a culture of fairness, accountability and transparency

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 are committed to being great community partners with all stakeholders

SPECIFIC REQUIREMENTS

As expressly acknowledged in 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, Committee Members, employees and consultants of (GMX). In addition, GMX Board Members, Committee Members, employees and consultants are required to adhere to the ethical guidelines enumerated in §348.0305, 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 GMX Code of Ethics (the "GMX Ethics Code") set forth below shall supersede all prior ethics codes of the former and now dissolved Miami Dade Expressway Authority. While all applicable provisions of the Florida Ethics Code and the Greater Miami Expressway Agency Act of 2023 (Laws of Florida Chapter 2023-70) shall continue to apply to GMX Board Members, Committee members, employees, and consultants, the GMX Ethics Code shall also apply to these respective parties as detailed below. The GMX Ethics Code includes certain provisions that shall specifically apply to former MDX Board Members, Committee members, employees and consultants under contract. In the event of conflict between the provisions of the GMX Ethics Code, the Florida Ethics Code or the Greater Miami Expressway Agency Act of 2023, the more restrictive provisions shall control.

Definitions.

All terms used in the GMX 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 GMX Lobbyist Registration 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 GMX to provide professional, non-professional and/or construction services.

Ineligible for GMX Board Membership.

(1) Pursuant to §348.0305(1)(b), Florida Statutes, a "Lobbyist" as defined in the Florida Ethics Code, §112.3215, Florida Statutes, may not serve as an GMX Board Member; and

(2) Pursuant to § 348.0305, Fla. Stat. GMX employees and consultants are prohibited from serving on the Board while employed by or under contract with GMX.

Conflicts of Interest.

In accordance with the Florida Ethics Code in §112.3143 (3)(a), Fla. Stat., a GMX Board Member is a local public officer and is prohibited from voting on any matter presented at any GMX 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 GMX Executive 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 GMX Ethics Code.

(2) Prior to consideration of any substantive matters at each GMX meeting, GMX 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 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 GMX 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 8A") 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 8A 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 8A; or

(2) The "conflicted" Board Member orally discloses the conflict at the meeting and files a Form 8A 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 8A; and

(3) Read the Form 8A publically at the next public meeting following the meeting at which the "conflicted" Board Member participated.

The agency's 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 GMX.

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 GMX Board Members, committee members and employees:

(1) No 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 GMX 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 a GMX 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 a GMX 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 Board Member, Committee Member, or employee shall, directly or indirectly or through any third party, use or attempt to use his or her GMX 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 Board Member, Committee Member or employee shall, directly or indirectly or through any third party, recommend to any then current or potential GMX 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 Board Member or employee shall, directly or indirectly or through any third party, otherwise attempt to influence any then current or potential GMX 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, Committee Members, and employees, the following additional provisions shall apply to Board Members, Committee Members, and employees:

(1) Neither Board Members, Committee 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 GMX, 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, Committee Member, GMX employee, consultant, contractor, lobbyist or any other person subject to the Cone of Silence provisions of the GMX 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 GMX 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 GMX (iii) a person who (either individually or through a business entity) provides goods or services to GMX under contract or agreement, or (iv) a person who (either individually or through a business entity) is seeking to do business with GMX.

(c) On-site consumption of food and refreshment at (i) official GMX meetings or other official GMX functions whether held on or off GMX premises; or (ii) receptions related to the business of GMX, provided the Board Member, Committee 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 GMX Procurement Policy.

(d) Admission to philanthropic events, provided directly from the event's sponsor, regardless of value, to which a Board Member, Committee 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 GMX, is accepted on behalf of GMX, and is to remain the property of GMX.

(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, Committee Member, or employee's relative is treated as a gift to the Board Member, Committee Member or employee.

(4) There is no gift if the Board Member, Committee 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.

GMX Annual Disclosure Requirements.

In accordance with the Greater Miami Expressway Agency Act of 2023, §348.0305(4)(5)(6), and in addition to the disclosure requirement for voting conflicts enumerated in Section 112.3143, F.S., GMX Board Members and Committee Members, are required to annually file Disclosure Forms as outlined by the Florida Commission on Ethics.

Post-Service Contact with GMX.

Board Members, the Executive Director, General Counsel, and any direct reports to the Executive Director or General Counsel ("Restricted Individuals") may not:

(1) Personally represent another person or entity for compensation before GMX for a period of 2 years after vacating his or her position.

(2) Personally be the principal, owner or serve in executive leadership (CEO, COO, CAO, President, Vice-President, etc.) for an entity that is either participating in a formal or informal solicitation and/or an on-going contract of GMX, for a period of 2 years after vacating his or her position.

(3) 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 Restricted Individuals 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 GMX.

Nothing in this section is intended to preclude a former GMX Board Member from becoming a GMX employee or a former GMX employee from becoming a GMX Board Member. All other GMX employees are permitted to have post-service contact with GMX to the extent and within the limitations provided in the Florida Ethics Code and the Greater Miami Expressway Agency Act of 2023.

Statutory Penalties for GMX Ethics Code Violations.

Violation of any provision of the GMX Code of Ethics shall be subject to all applicable statutory penalties for such violations. Pursuant to Greater Miami Expressway Agency Act of 2023, §348.0305, violations of the following GMX Ethics Code sections are punishable in accordance with §112.317, Florida Statutes: (1) Ineligible for GMX Board Membership, (2) GMX Annual Disclosure Requirements, (3) Post-Service Contact. GMX reserves the right to report violations to the Florida Commission on Ethics, State Attorney or any appropriate agency.

Ethics Officer.

(1) The GMX General Counsel shall serve as the GMX Ethics Officer.

(2) It shall be the mission of the Ethics Officer to encourage Board Members, Committee Members, employees and consultants to act ethically in all of their actions related to GMX. The Ethics Officer, as well shall encourage Board Members, Committee Members, employees and consultants to adhere to the highest standards of ethical behavior in their affairs related to GMX, whether or not embodied in the Florida Ethics Code, Greater Miami Expressway Agency Act of 2023 or the GMX 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 GMX Ethics Code and other applicable laws and regulations and make such recommendations for policy changes.

Ethics Training.

(1) Every Board Member, Committee Member, employee and consultant shall be responsible for understanding and complying with all applicable provisions of the Florida Ethics Code and the GMX Ethics Code. Board Members, committee members and employees shall be informed of their ethical responsibilities at the start of their work with GMX 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 GMX Procurement Manager shall provide to business entities doing, or seeking to do, business with GMX, 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 GMX.

(3) In addition to the foregoing, all Board Members and employees shall attend ethics training or ethics education classes directly related to their GMX service each calendar year.

(4) Ethics education materials shall be provided to Board Members and employees.

Whistleblower Protection.

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

Complaint Hotline.

(1) GMX has established and monitors an anonymous hotline so that any member of the public may call to report suspected waste, fraud or misconduct involving GMX.

(2) GMX 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 GMX via the agency's website.

(3) In addition, GMX will accept, at its physical address, written anonymous complaints describing suspected waste, fraud or misconduct involving GMX.

(4) The Ethics Officer will monitor the fraud hotline; receive complaints sent electronically via GMX's internet website; and accept complaints sent to GMX'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 GMX Executive Committee within 30 days of its receipt.

Review.

The Board shall annually review the need for potential revisions to the GMX Ethics Code. The GMX 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 GMX Board and at such time this policy rescinds and supplants all prior GMX Ethics Policies.

Adopted by the Governing Board on 27th of September, 2023; Revised January 25, 2024.

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