

TRIUMPH GULF COAST CONFLICT OF INTEREST POLICY

ARTICLE I- PURPOSE

The purpose of this Conflict of Interest Policy is to ensure compliance with The Act and safeguard the impartiality of decisions made by the Board of Directors of Triumph Gulf Coast, Inc. (“Triumph Gulf Coast”).

ARTICLE II- DEFINITIONS

- i. The Act. The Gulf Coast Economic Corridor Act, Part VI of Chapter 288, *Florida Statutes*.
- ii. Board Member. A person appointed to the Board of Directors of Triumph Gulf Coast, Inc.
- iii. Employee. For the purposes of this policy, the term “employee” shall include all persons hired to provide services necessary to the proper execution of its powers and duties to implement The Act.
- iv. Gift. That which is accepted by a donee or by another on the donee’s behalf, or that which is paid or given to another for or on behalf of a donee, directly, indirectly, or in trust for the donee’s benefit or by any other means, for which equal or greater consideration is not given within 90 days, including:
 1. Real property.
 2. The use of real property.
 3. Tangible or intangible personal property.
 4. The use of tangible or intangible personal property.
 5. A preferential rate or terms on a debt, loan, goods, or services, which rate is below the customary rate and is not either a government rate available to all other similarly situated government employees or officials or a rate which is available to similarly situated members of the public by virtue of occupation, affiliation, age, religion, sex, or national origin.
 6. Forgiveness of an indebtedness.

7. Transportation, other than that provided to a public officer or employee by an agency in relation to officially approved governmental business, lodging, or parking.
8. Food or beverage.
9. Membership dues.
10. Entrance fees, admission fees, or tickets to events, performances, or facilities.
11. Plants, flowers, or floral arrangements.
12. Services provided by persons pursuant to a professional license or certificate.
13. Other personal services for which a fee is normally charged by the person providing the services.
14. Any other similar service or thing having an attributable value not already provided for in this section.

“Gift” does not include:

1. Salary, benefits, services, fees, commissions, gifts, or expenses associated primarily with the donee’s employment, business, or service as an officer or director of a corporation or organization.
2. Except as provided in Section 112.31485, *Florida Statutes*, contributions or expenditures reported pursuant to Chapter 106, *Florida Statutes*, contributions or expenditures reported pursuant to federal election law, campaign-related personal services provided without compensation by individuals volunteering their time, or any other contribution or expenditure by a political party or affiliated party committee.
3. An honorarium or an expense related to an honorarium event paid to a person or the person’s spouse.

4. An award, plaque, certificate, or similar personalized item given in recognition of the donee's public, civic, charitable, or professional service.
 5. An honorary membership in a service or fraternal organization presented merely as a courtesy by such organization.
 6. The use of a public facility or public property, made available by a governmental agency, for a public purpose.
 7. Transportation provided to a public officer or employee by an agency in relation to officially approved governmental business.
 8. Gifts provided directly or indirectly by a state, regional, or national organization which promotes the exchange of ideas between, or the professional development of, governmental officials or employees, and whose membership is primarily composed of elected or appointed public officials or staff, to members of that organization or officials or staff of a governmental agency that is a member of that organization.
- v. Retained Staff. For the purposes of this policy, the term "retained staff" shall include those professional service providers (e.g. financial, legal, economic) who are not employees but are contracted by Triumph Gulf Coast as necessary to the proper execution of its power and duties to implement its statutory charge.

ARTICLE III- CODE OF CONDUCT FOR BOARD MEMBERS

A. ACCEPTANCE OF GIFTS AND UNAUTHORIZED COMPENSATION

Pursuant to The Act, Board Members are prohibited from receiving any benefit arising from an award by Triumph Gulf Coast during the term of his/her appointment and for the 6 years following termination of such appointment.

In addition to the limitations imposed by The Act, the Board Members are subject to the provisions of Sections 112.313(2) and 112.313(4), *Florida Statutes*, which

preclude solicitation or acceptance of gifts and acceptance of unauthorized compensation.

No Board Member shall solicit or accept anything of value to the recipient, including a gift, loan, reward, promise of future employment, favor, or service, based upon any understanding that the vote, official action, or judgment of the Board Member would be influenced thereby. "Gift" is defined above in Article II, Definitions.

No Board Member or his or her spouse or minor child shall, at any time, accept any compensation, payment, or thing of value when such Board Member knows, or, with the exercise of reasonable care, should know, that it was given to influence a vote or other action in which the Board Member was expected to participate in his or her official capacity.

B. CONFLICTS OF INTEREST

Pursuant to The Act, Board Members must agree to refrain from having any direct interest in any contract, franchise, privilege, project, program, or other benefit arising from an award by Triumph Gulf Coast, Inc., during the term of his or her appointment.

It is a misdemeanor of the first degree, punishable as provided in Section 775.082, *Florida Statutes* or Section 775.083, *Florida Statutes*, for a person to accept appointment to the board of directors in violation of this subsection or to accept a direct interest in any contract, franchise, privilege, project, program, or other benefit granted by Triumph Gulf Coast, Inc., to an awardee.

In addition to the limitations imposed by The Act, Board Members are subject to the provisions of Section 112.313(3) and Section 112.313(7), *Florida Statutes*, which prohibit doing business with one's agency and conflicting employment or contractual relationships.

Pursuant to Section 112.313(3), *Florida Statutes*, no Board Member, acting in his or her official capacity, shall either directly or indirectly purchase, rent, or lease any realty, goods, or services for Triumph Gulf Coast from any business entity of which the

Board Member or the Board Member's spouse or child is an officer, partner, director, or proprietor or in which such Board Member or Board Member's spouse or child, or any combination of them, has a material interest. Nor shall a Board Member, acting in a private capacity, rent, lease, or sell any realty, goods, or services to Triumph Gulf Coast.

However, this prohibition shall not affect or be construed to prohibit contracts entered into prior to (a) October 1, 1975, (b) appointment to The Board, or (c) employment by Triumph Gulf Coast.

Pursuant to Section 112.313(7), *Florida Statutes*, no Board Member shall have or hold any employment or contractual relationship with any business entity or any agency which is doing business with Triumph Gulf Coast.

This prohibition shall not prohibit a Board Member from practicing in a particular profession or occupation when such practice by persons holding such public office or employment is required or permitted by law or ordinance.

C. DISCLOSURE OR USE OF CERTAIN INFORMATION.

A current or former Board Member may not disclose or use information not available to members of the general public and gained by reason of his or her official position, except for information relating exclusively to governmental practices, for his or her personal gain or benefit or for the personal gain or benefit of any other person or business entity.

D. MISUSE OF PUBLIC POSITION

No Board Member shall corruptly use or attempt to use his or her official 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. This section shall not be construed to conflict with Section 104.31, *Florida Statutes*.

E. POST EMPLOYMENT RESTRICTIONS

In addition to the postemployment restrictions of Section 112.313(9), *Florida Statutes*, a person appointed to the Board of Directors must agree to refrain from having any direct interest in any contract, franchise, privilege, project, program, or other benefit arising from an award by Triumph Gulf Coast, Inc., during the term of his or her appointment and for 6 years after the termination of such appointment.

It is a misdemeanor of the first degree, punishable as provided in Section 775.082, *Florida Statutes* or Section 775.083, *Florida Statutes*, for a person to accept appointment to the Board of Directors in violation of this subsection or to accept a direct interest in any contract, franchise, privilege, project, program, or other benefit granted by Triumph Gulf Coast, Inc., to an awardee within 6 years after the termination of his or her service on the board.

In addition to the above limitations, no Board Member shall personally represent another person or entity for compensation before Triumph Gulf Coast for a period of 2 years following vacation of office.

Any person violating this section shall be subject to the penalties provided in Section 112.317, *Florida Statutes*, and a civil penalty of an amount equal to the compensation which the person receives for the prohibited conduct.

F. EMPLOYMENT OF RELATIVES

For the purposes of this section the term “relative” shall mean “an individual who is related to the public official as father, mother, son, daughter, brother, sister, uncle, aunt, first cousin, nephew, niece, husband, wife, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, stepfather, stepmother, stepson, stepdaughter, stepbrother, stepsister, half brother, or half sister.”

A Board Member may not appoint, employ, promote, or advance, or advocate for appointment, employment, promotion, or advancement, in or to a position in the agency in which the official is serving or over which the Board Member exercises jurisdiction or control any individual who is a relative of the Board Member. An individual may not be

appointed, employed, promoted, or advanced in or to a position in an agency if such appointment, employment, promotion, or advancement has been advocated by a Board Member, serving in or exercising jurisdiction or control over the agency, who is a relative of the individual or if such appointment, employment, promotion, or advancement is made by a collegial body of which a relative of the individual is a member.

G. VOTING CONFLICTS

As used in this section:

(a) “Principal by whom retained” means an individual or entity, other than an agency as defined in Section 112.312(2), *Florida Statutes*, that for compensation, salary, pay, consideration, or similar thing of value, has permitted or directed another to act for the individual or entity, and includes, but is not limited to, one’s client, employer, or the parent, subsidiary, or sibling organization of one’s client or employer.

(b) “Relative” means any father, mother, son, daughter, husband, wife, brother, sister, father-in-law, mother-in-law, son-in-law, or daughter-in-law.

(c) “Special private gain or loss” means an economic benefit or harm that would inure to the Board Member, his or her relative, business associate, or principal, unless the measure affects a class that includes the Board Member, his or her relative, business associate, or principal, in which case, at least the following factors must be considered when determining whether a special private gain or loss exists:

1. The size of the class affected by the vote.
2. The nature of the interests involved.
3. The degree to which the interests of all members of the class are affected by the vote.
4. The degree to which the Board Member, his or her relative, business associate, or principal receives a greater benefit or harm when compared to other members of the class.

The degree to which there is uncertainty at the time of the vote as to whether there would be any economic benefit or harm to the Board Member, his or her relative,

business associate, or principal and, if so, the nature or degree of the economic benefit or harm must also be considered.

A Board Member may not vote on any matter that the Board Member knows would inure to his or her special private gain or loss. Any Board Member who abstains from voting in an official capacity upon any measure that the Board Member knows would inure to the Board Member's special private gain or loss, or who votes in an official capacity on a measure that he or she knows would inure to the special private gain or loss of any principal by whom the Board Member is retained or to the parent organization or subsidiary of a corporate principal by which the Board Member is retained other than an agency as defined in Section 112.312(2), *Florida Statutes*; or which the Board Member knows would inure to the special private gain or loss of a relative or business associate of the Board Member, shall make every reasonable effort to disclose the nature of his or her interest as a public record in a memorandum filed with the person responsible for recording the minutes of the meeting, who shall incorporate the memorandum in the minutes. If it is not possible for the Board Member to file a memorandum before the vote, the memorandum must be filed with the person responsible for recording the minutes of the meeting no later than 15 days after the vote.

No Board Member shall participate in any matter which would inure to the Board Member's special private gain or loss; which the Board Member knows would inure to the special private gain or loss of any principal by whom he or she is retained or to the parent organization or subsidiary of a corporate principal by which he or she is retained; or which he or she knows would inure to the special private gain or loss of a relative or business associate of the Board Member, without first disclosing the nature of his or her interest in the matter.

Such disclosure, indicating the nature of the conflict, shall be made in a written memorandum filed with the person responsible for recording the minutes of the meeting, prior to the meeting in which consideration of the matter will take place, and shall be incorporated into the minutes. Any such memorandum shall become a public record upon filing, shall immediately be provided to the other members of Triumph Gulf Coast,

and shall be read publicly at the next meeting held subsequent to the filing of this written memorandum.

In the event that disclosure has not been made prior to the meeting or that any conflict is unknown prior to the meeting, the disclosure shall be made orally at the meeting when it becomes known that a conflict exists. A written memorandum disclosing the nature of the conflict shall then be filed within 15 days after the oral disclosure with the person responsible for recording the minutes of the meeting and shall be incorporated into the minutes of the meeting at which the oral disclosure was made. Any such memorandum shall become a public record upon filing, shall immediately be provided to the other members of Triumph Gulf Coast, and shall be read publicly at the next meeting held subsequent to the filing of this written memorandum.

For purposes of this subsection, the term “participate” means any attempt to influence the decision by oral or written communication, whether made by the Board Member or at the Board Member’s direction.

H. MANDATORY FINANCIAL DISCLOSURES

Board Members shall file mandatory financial disclosures in compliance with Section 112.3145, *Florida Statutes*. The statement of financial interests shall be filed even if the reporting person holds no financial interests requiring disclosure, in which case the statement shall be marked “not applicable.”

Within 30 days of appointment, Board Members shall file the required form with the Commission on Ethics.

On or before July 1 of each year, Board Members shall file their annual disclosure form with the Commission on Ethics.

No later than 60 days from termination of their appointment, Board Members shall file a final disclosure with the Commission on Ethics.

ARTICLE IV- CODE OF CONDUCT FOR EMPLOYEES

All employees of the corporation shall comply with the code of ethics for public employees under Part III of Chapter 112, *Florida Statutes*. Retained staff must agree to refrain from having any direct interest in any contract, franchise, privilege, project, program, or other benefit arising from an award of funds by Triumph Gulf Coast, Inc., during the term of his or her appointment and for 6 years after the termination of such appointment.

ARTICLE V- ANNUAL STATEMENTS

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands Triumph Gulf Coast is a tax-exempt organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VI- PERIODIC REVIEWS

To ensure Triumph Gulf Coast operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations to conform to Triumph Gulf Coast's written policies, are properly recorded, reflect reasonable investment or payments for goods and services,

further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE VII- USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided in Article VI, Triumph Gulf Coast may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.