

**AMENDED AND RESTATED  
CODE OF ETHICS FOR EMPLOYEES  
2018**

**Foreword**

On September 19, 2012, the Board of Directors adopted an essentially new Code of Ethics for Employees. In June 2014, the Board made two minor amendments to the Employees' Code.

On December 13, 2017, the Board adopted additional, more extensive amendments to the Employees' Code. These amendments were largely designed to address issues that have surfaced in the course of implementing and applying the Code over the past five years, to reflect interpretations of the Code that have been made by the Ethics Officer, to provide clarifications and updates to certain provisions of the Code, and to eliminate provisions that have become obsolete. These amendments took effect January 1, 2018. The vast majority of them will make no practical difference in the application of the Code, but if you have any doubt, please consult the Ethics Officer.

The Code of Ethics is our commitment to the people of the metropolitan area that the Metropolitan Washington Airports Authority will conduct its affairs impartially, with unquestioned integrity, and in their interest. Thank you for your continued commitment to these ideals.

  
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John E. Potter  
President and Chief Executive Officer

1/19/18  
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Date

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**METROPOLITAN WASHINGTON AIRPORTS AUTHORITY**

**AMENDED AND RESTATED  
CODE OF ETHICS FOR EMPLOYEES**

**(Effective January 1, 2018)**

**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. EMPLOYEES' BASIC DUTY**

In performing the duties and responsibilities of their positions with the Authority, all employees are to act in the best interests of the Authority at all times and are not to knowingly engage in conduct that would be inconsistent with or contrary to the requirements and standards of this Code or would bring discredit upon the Authority.

Employees are expected, throughout their employment with the Authority, to avoid conflicts of interests or even the appearance of a conflict of interests, not to use their employment with the Authority for private gain, not to give undue preferential treatment to any business or individual, not to compromise their honesty or impartiality, and to avoid any other action that is likely to adversely affect the confidence of the public in the integrity of the Authority. Employees also are expected to report to the Ethics Officer or the Office of General Counsel any good faith belief they have regarding violations of this Code of Ethics by other employees. (See also the Conduct and Discipline Directive, Section 4.)

**4. DEFINITIONS**

The following definitions are applicable throughout this Code of Ethics.

- (a) **Business** means a sole proprietorship, corporation, partnership, company, joint venture, association, joint stock company, or any other form of entity recognized by law which is engaged in trade, commerce, or the transaction of business.
- (b) **Gift** means any item, tangible or intangible, which has a monetary value and for which the recipient does not pay fair market value. The following are examples of items that constitute a gift: cash; loans; meals and other settings in which food and beverages are provided; merchandise; services; admission to a sporting event, a theatrical or musical event, and similar spectator events;

admission to events or activities in which individuals are participants (e.g., a conference or golfing event); admission to or attendance at receptions; travel; transportation; and lodging. The recipient of a gift will be considered to not have given or paid fair market value for it when the item is given as a gratuity or favor (i.e., no payment is made by the recipient) or is provided at a discounted or reduced price (i.e., the payment made by the recipient is less than the item's fair market value). It does not matter whether the item 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 the recipient has incurred. In all these cases, the item provided is considered a gift.

- (c) **Immediate Family** of an individual means the spouse or domestic partner, any dependent children within the meaning of Section 152 of the Internal Revenue Code living in the same household as the individual, and any other individual over whose financial affairs the individual has substantial legal or actual control.
- (d) **Participate** means approving, disapproving, making, undertaking, discussing, influencing, or attempting to influence an action or decision of the Authority.
- (e) **Prohibited Source** means:
  - (1) a Business or individual that has or is seeking a contract, lease, or other form of commercial agreement or arrangement with the Authority or whose interests may be substantially affected by performance or non-performance of the employee's duties;
  - (2) a Business or individual where it is clear that the gift is being offered or given because of the employee's position with or status as an employee of the Authority; and
  - (3) the officers, employees, and agents of a Business defined in subsections (e)(1) or (e)(2) above.
- (f) **Real Property** means land in the Washington, D.C., Standard Metropolitan Statistical Area together with any structures and other improvements thereon, and including any rights or interests in land or improvements or both.
- (g) **Substantial Financial Interest** means any of the following:
  - (1) **Ownership of Interest in a Business.** An ownership interest (e.g., shares of stock or other securities) in a Business that exceeds three percent (3%) of the total equity of the Business or has a fair market value greater than \$15,000.

- (2) *Ownership of Interest in Real Property.* An ownership interest in Real Property, which interest has a fair market value greater than \$15,000.
- (3) *Imputed Substantial Financial Interest in a Business Due to Employment by or Ownership of Another Business.* An employee has an imputed Substantial Financial Interest in a Business that provides revenues to another Business by which a member of the employee's Immediate Family is employed or in which a member of the employee's Immediate Family has an ownership interest, as defined above in subsection (g)(1), whenever those revenues for the current or immediately preceding fiscal year, exceed the greater of \$10,000 or three percent (3%) of the gross income received in the year by such Business.
- (4) *Income from a Business or Real Property.* 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.
- (5) *Pledge or Surety for the Benefit of a Business.* Personal indebtedness (incurred or assumed) on behalf of a Business that exceeds the lesser of three percent (3%) of the asset value of the Business or \$1,000.
- (6) *Loan or Debt to a Business.* Personal indebtedness 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).
- (7) *Personal Representation of a Business.* Personally representing or providing professional services to a Business including legal, audit, accounting, financial, and consulting services, regardless of the specific subject matter of the representation or amount of compensation received.
- (8) *Fiduciary Duty Owed to a Business.* The duty owed to a Business by a director, officer, or general partner of the Business, even without financial remuneration from the Business.

- (9) *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 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.

## 5. GIFTS

This Section 5 sets forth rules regarding employees' solicitation and acceptance of gifts.

- (a) ***General Prohibition on Solicitation.*** Employees shall not solicit gifts, regardless of their value, from a Prohibited Source 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 from a Prohibited Source for the Special Olympics in connection with the Dulles Day Plane Pull, for the United Way golf tournament, and for events sponsored by the American Association of Airport Executives.
- (b) ***General Prohibition on Acceptance.*** Except as permitted below in subsection (c), employees shall not accept gifts directly or indirectly from a Prohibited Source. In general, employees may not accept any item of value for the performance of their Authority duties other than the compensation they receive from the Authority.

A gift is accepted directly when it is provided to and accepted by the employee. A gift is accepted indirectly when (i) it is provided to and accepted by any member of the employee's Immediate Family, with the employee's knowledge and acquiescence, and because of that family member's relationship to the employee or (ii) it is provided to and accepted by any other person, 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.

- (c) ***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 (b).

- (1) ***Gifts to the Authority.*** When representing or acting on behalf of the Authority at events or on other occasions, employees may accept gifts that are offered or given to the Authority. The gifts listed below are deemed to be gifts to the Authority and, therefore, do not constitute gifts to the employees accepting them on behalf of the Authority.
  - (i) *Speaking Engagements and Events.* Employees may accept on behalf of the Authority a gift of free attendance to an event at which they are speaking, presenting information, or otherwise participating as representatives of the Authority. Attendance may include food, beverages, refreshments, entertainment, and items given in recognition of attendance to all attendees as an integral part of the event, but not travel or lodging unless waived by the President under subsection (h) below. (See the Authority’s Contributions Policy for further guidance on invitations to speak.)
  - (ii) *Gifts of Attendance as a Representative of the Authority.* Employees may accept on behalf of the Authority a gift of free attendance to or participation in an event, gathering, meeting, or other activity or occasion at which they are representing the Authority, with the advance, written approval of the Ethics Officer based on a determination that it is clearly in the interest of the Authority that it be present at the activity through one or more representatives. Attendance and participation may include food, beverages, refreshments, entertainment, and items given in recognition of attendance to all attendees or participants as an integral part of the event or activity, but not travel or lodging unless waived by the President under subsection (h) below. The Ethics Officer may determine that it is in the interest of the Authority to be represented at events, activities, and occasions falling within one or more categories (e.g., all events recognizing the opening of new restaurants in an airport terminal), and may approve in advance the acceptance of a gift of free attendance to events, activities, and occasions falling within the categories.
  - (iii) *Ceremonial Gifts.* Employees may accept on behalf of the Authority gifts offered (e.g., by representatives of foreign airports or governmental units) while the employee is serving as a representative of the Authority. Employees are to turn these gifts over as soon as practicable to the Ethics Officer for disposition.
  - (iv) *Gifts of Instruction or Training.* Employees who have been designated by the Authority may accept on behalf of the

Authority gifts of instruction or training that have been offered to the Authority (e.g., meetings of users' groups).

(2) ***Gifts to Employees.*** Employees may accept gifts from Prohibited Sources under the following circumstances:

- (i) *Gifts of Attendance to Widely Attended Gatherings.* Employees may accept a gift of free attendance to a widely attended gathering (defined below), or an appropriate portion of such an event, with the advance, written approval of the Ethics Officer based on a determination that the employee's 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, a luncheon or dinner event, a banquet, a conference, and an activity-based event (e.g., a meeting of a Chamber of Commerce, a reception at a conference that is not part of the conference agenda). A gathering is widely attended if it is expected that a large number of individuals will attend and such individuals will bring differing interests, perspectives, and viewpoints to the gathering. A sporting, theatrical, musical, or similar spectator event will usually not be deemed to be a widely attended gathering.

The Ethics Officer will determine whether it is in the Authority's interest for employees to attend any particular widely attended gathering. Relevant factors that should be considered include the purpose of the gathering, the relevance and importance of the gathering to the Authority, the market value of the gift of free attendance, and the identity of expected attendees and the range of interests, perspectives, and viewpoints they will bring to the gathering.

Attendance may include food, beverages, refreshments, entertainment, and items given in recognition of attendance to all attendees as an integral part of the event, but not travel or lodging unless waived by the President under subsection (h) below.

- (ii) *Gifts of Attendance to Authority-Sponsored Events.* With the advance written approval of the Ethics Officer, employees may accept a gift of free attendance to an event that is sponsored in whole or in part by the Authority to recognize one or more Authority officers or employees or an Authority achievement or

milestone or to raise funds for a charitable organization or cause. Attendance may include food, beverages, refreshments, entertainment, and items given in recognition of attendance to all attendees as an integral part of the event, but not travel or lodging unless waived by the President under subsection (h) below.

- (iii) *Gifts that Constitute 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).
- (iv) *Gifts of \$25 or Less.* Employees may accept a gift other than cash valued at 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. If the market value of a gift exceeds \$25 (or the aggregate market value of multiple gifts exceeds \$50), an employee may not pay the excess value over \$25 (or \$50) in order to accept the gift.
- (v) *Personal Gifts.* Employees may accept a gift that is offered by a director, officer, or employee of a Prohibited Source 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.
- (vi) *Gifts to Family Members.* Employees may accept a gift indirectly where the gift results from the business or employment activities of the recipient member of the employee's Immediate Family 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.
- (vii) *Gifts of Generally Available Items.* Employees may accept gifts that represent an opportunity or benefit, including favorable air fares, commercial discounts, and upgrades of service from air carriers, that is available either to the public (e.g., frequent flyer miles) or to a class of individuals consisting of all Authority employees or everyone working at an airport (e.g., discounts offered by concessionaires in the terminals to everyone with an airport badge). The acceptance of a gift representing an

opportunity or benefit, including, for example, an upgrade of air service, that is made available to any other class of Authority employees including a class of one employee, is not permitted.

- (viii) *Gifts in Recognition of Retirement or Resignation.* Employees may accept gifts that are given in recognition of their retirement or resignation from the Authority ten or fewer days before the effective date of the retirement or resignation.
- (d) ***Impropriety and 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 (c). Consequently, employees should not accept gifts, even though permitted under that subsection, (1) in return for being influenced in the performance of their official duties, (2) from the same or different sources 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, or (3) in violation of the law.
- (e) ***Gifts from Subordinates.*** Employees shall not accept gifts from subordinate employees, except gifts given:
  - (1) in recognition of special, non-recurring occasions of personal significance such as a marriage, illness, or death in the family and the birth or adoption of a child or
  - (2) in recognition of the official superior's retirement or resignation or the termination of the subordinate-official superior relationship by transfer.
- (f) ***Remedies for Receipt of Improper 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., book, stuffed animal) 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 of the gift. Moreover, when employees who have accepted a gift reciprocate by giving a gift to the giver of that gift, their reciprocation does not constitute a payment of the fair market value of the gift or
  - (2) return the gift to the giver;

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

- (g) ***Consultation with Ethics Officer.*** Employees should seek the advice of the Ethics Officer when attempting to determine whether a particular offer of an item of value may constitute a gift that may not be accepted under this Code.
- (h) ***Waiver from the President.*** When the President determines that it is in the Authority's interest to waive this Code's prohibition against an employee's acceptance of a gift from a Prohibited Source (e.g., travel and lodging from an organization that has invited the employee to speak on behalf of the Authority at an event the organization is sponsoring), the President may waive the prohibition and the employee may accept the gift. The President will report any such waiver to the Board of Directors.

## 6. USE OF AUTHORITY POSITION

- (a) Employees shall not use their positions with the Authority for the purpose of advancing their own personal financial gain; for the endorsement of any product, service, or enterprise, whether or not the endorsement is for the employee's personal financial gain; for the private financial gain of friends or relatives; or for the financial gain of any entity or individual with whom employees are affiliated (including nonprofit organizations of which the employees are officers or members) or with which 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 friend or inform a contractor that they are referring to the contractor a relative or friend who is seeking employment or work. However, employees are 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 or an Authority contractor.

- (b) Employees shall not engage in financial transactions using confidential, proprietary, or sensitive information of the Authority; allow or cause the improper use of such information to further any personal or private interest; or allow or cause such information to be disclosed to unauthorized persons or in advance of the time prescribed for its authorized disclosure, except where required by law.

7. **CONFLICT OF INTERESTS**

- (a) ***Conflict of Interests.*** An employee has an actual conflict of interests in a matter before the Authority whenever the employee or a member of the employee's Immediate Family has a Substantial Financial Interest in a Business or Real Property and that Business or Real Property may be directly affected by an action or decision of the Authority.

An employee has an apparent conflict of interests in a matter before the Authority whenever (1) the employee or a member of the employee's Immediate Family has a personal interest of which the employee is aware (e.g., because the matter may affect a relative or because the employee has a Substantial Financial Interest in the parent company of the Business that may be affected by the matter) and (2) that personal interest could reasonably appear to conflict with the ability of the employee to Participate fairly and objectively in the matter in the best interests of the Authority.

Employees shall not Participate in any Authority transaction or other matter in which they have an actual conflict of interests (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). Whenever faced with an actual or apparent conflict of interests, employees shall follow the procedure set out in subsection (b) below.

- (b) ***Disqualification and Written Recusal Procedure.*** Employees shall bring to the attention of the Ethics Officer any situation that they believe presents for them an actual or apparent conflict of interests (except as otherwise provided in subsection (c)). The Ethics Officer shall gather and review information relevant to the situation presented by an employee and determine whether the employee has a conflict of interests that requires the employee not to Participate in certain transactions or other matters absent a waiver from the President. If an affirmative determination is made, the Ethics Officer shall execute a written recusal agreement with the employee and the employee's supervisor that, among other things, requires the employee not to Participate in certain transactions or other matters.
- (c) ***Other Employment.*** Employees may acquire a Substantial Financial Interest in a Business by virtue of a second job with that Business. An employee shall not hold a 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 duties 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 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 his or her Authority duties. Only if the Ethics Officer determines in writing that there would be no conflict of interests may an employee assume a second job with a Business.

This subsection (c) does not apply to a member of an employee's Immediate Family accepting a job with a Business. Thus, employees are not required to seek the approval of the Ethics Officer in order for members of their Immediate Families to work for a Business. However, an employee may still wish to consult the Ethics Officer if an actual or apparent conflict of interests relating to the Business would be imputed to the employee by virtue of the employee's Substantial Financial Interest in the Business due to the family member's employment by the Business.

- (d) ***Interest in Certain Aviation-Related Businesses.*** 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 Business that does not have and is not seeking a contract or agreement with the Authority but otherwise has interests that can be directly affected by the Authority. This shall not preclude, however, acquisition of interests in one or more mutual funds, employee benefit plans, or other investment plans holding interests in such Businesses that are administered by an independent party without participation by the employee or his or her Immediate Family members in the selection or designation of financial interests held by the fund or plan.
- (e) ***Waiver from the President.*** When the President determines that the Authority is better served by waiving an employee's conflict of interests under this Section 7 or due to a family relationship under Section 9, the President may do so. The President will report any such waiver to the Board of Directors.

## 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 shall disclose their Substantial Financial Interests and other matters in accordance with subsection (b) below:
  - (1) the President, all Executive Vice Presidents, Vice Presidents, and Deputy Vice Presidents, and all employees who report directly to any of them;

- (2) all employees in the Office of the Board of Directors and in the Office of Audit;
  - (3) all employees who have contracting authority;
  - (4) in the Office of Finance, all employees in the Department of Treasury and in the Divisions of Revenues and Collections and Disbursements and all Assistant Controllers;
  - (5) in the Office of Revenue, all employees in the Departments of Real Estate Business Development, of Revenue Strategy and Analysis, of Concessions Leasing and Development, and of Marketing;
  - (6) at Reagan National Airport, the Deputy Manager of Engineering and Maintenance and all employees in the Divisions of Leasing and Airside Contracts and of Contract Management in the Department of Airport Administration;
  - (7) at Dulles International Airport, the Deputy Managers of Airport Operations and of Engineering and Maintenance and all employees in the Divisions of Leasing and Airside Contracts, of Contract Management, and of Financial Management (not including the agents cashier) in the Department of Airport Administration;
  - (8) all employees in Corporate Risk and Strategy;
  - (9) in the Office of Supply Chain Management, all employees in the Procurement and Contracting Departments; and
  - (10) other employees identified by the President.
- (b) ***Content of Disclosure.*** Every employee identified in subsection (a) shall disclose and certify within 30 days of starting work with the Authority and by January 31 of each year thereafter, on a form provided by the Authority, the following information as of the date of the disclosure:
- (1) any Substantial Financial Interests in a Business or Real Property (except the employee's principal residence) held by the employee or any member of the employee's Immediate Family;
  - (2) any positions of employment held by the employee or any member of the employee's Immediate Family during the prior calendar year, whether on a full- or part-time basis;

- (3) any gifts, whether or not permitted to be accepted by this Code, accepted, directly or indirectly, by the employee during the prior calendar year from a single Prohibited Source whose aggregate value exceeded \$350; provided, that this subsection (b) (3) does not apply to gifts to the Authority as defined in Section 5(c)(1) or to personal gifts, gifts to family members, or gifts of generally available items as defined in Section 5(c)(2); and
  - (4) any outside positions held by the employee or any member of the employee's Immediate Family 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 neither the committee member nor any member of the committee member's Immediate Family has a 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 or any of the member's Immediate Family has a Substantial Financial Interest in an offeror or a first tier subcontractor to one of the offerors, the member shall immediately notify the Contracting Officer 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 during the life of the contract by January 31, employees who have been delegated contracting authority, Contracting Officer's Technical Representatives, and alternates to such representatives shall certify, on a form provided by the Authority, that neither they nor any of their Immediate Families have a Substantial Financial Interest in the Business that is the contract's prime contractor or in any Business that is a first tier subcontractor. This certification requirement shall apply to Contracting Officers' Technical Representatives and their alternates whether or not they are employees of the Authority. If, in the course of a year, an employee who has been delegated contracting authority or who is a Contracting Officer's Technical Representative or alternate acquires or determines that he or she or any of the employee's Immediate Family has a Substantial Financial Interest in the contract's prime contractor or a first tier subcontractor, the employee 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 a relative of the employee or in the making of any other decision or the taking of any action that has the potential to affect a relative, including making an attempt to influence 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: (1) a relative of the employee directly or indirectly may supervise, control, or influence the work or the employment status of the employee; (2) the employee directly or indirectly may supervise, control, or influence the work or the employment status of the relative; or (3) the employee or relative may supervise, control, or influence the affairs of the organizational unit in which the other works. However, during exceptional circumstances, organizational necessity may lead to the adoption of working relationships between relatives that are normally prohibited. These situations are to be avoided as much as practicable and discontinued at the earliest practicable time.

10. **POST-EMPLOYMENT CONFLICTS OF INTERESTS**

- (a) ***Permanent Restrictions Relating to Particular Matters.*** No employee, at any time 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 or the former employee himself or herself, 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 or the former employee himself or herself, 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 the former employee's 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 Employees.*** No employee identified in Section 8(a), 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 Director, officer, or employee of the Authority on behalf of any Business or individual other than the former employee himself or herself.
- (d) ***One year Cooling-Off Period for New Authority Employees.*** No employee, for a period of one year after terminating the employee's relationship with a Business, whether as an employee, officer, trustee, general partner, contractor, attorney, or agent, shall participate in a matter that is likely to have a direct effect on an interest of the Business.

## 11. **ROLE OF AUTHORITY MANAGEMENT AND GENERAL COUNSEL**

Authority management shall be responsible for fostering the highest 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 shall be responsible for assisting the Ethics Officer in the performance of the officer's duties and responsibilities, including when the officer is advising employees about the application of the Code to specific questions or situations presented by employees.

## 12. **ETHICS OFFICER**

- (a) ***Designation.*** The President, with the approval of the Board, shall designate an Authority employee to serve as the Authority Ethics Officer who will have and perform the responsibilities assigned to such officer in this Code and the Authority's Code of Ethics for Members of the Board of Directors. An employee's designation as the Ethics Officer shall continue until rescinded by the President.

- (b) ***Duties.*** The Ethics Officer is charged with fostering the highest ethical standards for the Authority and its Directors and employees, thereby strengthening public confidence that the business of the Authority is conducted with impartiality and integrity. Specifically, the Ethics Officer is responsible for the following:
- (1) distributing copies of this Code to employees;
  - (2) distributing, receiving, reviewing, and maintaining disclosures submitted by employees under Section 8(b);
  - (3) distributing, receiving, reviewing, and maintaining annual certifications submitted by employees and other individuals under Section 8(d);
  - (4) advising employees on potential conflicts of interests;
  - (5) drafting and executing written recusal agreements with employees and the employees' supervisors when required by this Code;
  - (6) advising employees in determining whether offers of gifts to employees may be accepted consistent with this Code;
  - (7) providing training on this Code to new employees within 30 days of the start of their employment with the Authority and to all other employees on an annual basis; and
  - (8) receiving allegations of violations of this Code, conducting investigations into all such allegations when warranted, and thereafter determining whether there has been a violation of this Code and working with the Office of Human Resources in disciplining the employee.
- (c) ***Opinion of Ethics Officer.*** No employee may 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.

### 13. 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. Whether particular circumstances constitute a violation of this Code shall be determined from the perspective of a reasonable person with knowledge of the relevant facts. 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.

14. **NO RIGHTS CREATED IN THIRD PARTIES**

This Code does not create, and shall not be construed as creating, any right or benefit, substantive or procedural, that is enforceable by law, contract, or otherwise by any entity or individual against the Authority or any of its Directors, officers, or employees or against any other entity or individual.