



PA TURNPIKE COMMISSION POLICY

This is a statement of official Pennsylvania Turnpike Policy

NUMBER: 3.10

APPROVAL DATE: 10-16-2007

EFFECTIVE DATE: 10-31-2007

REVISED DATE: 05-16-2023

POLICY SUBJECT:

Code of Conduct

RESPONSIBLE DEPARTMENT:

Legal

I. Statement of Purpose and Scope:

- 1.1. It is the policy of the Pennsylvania Turnpike Commission that efficiency, integrity, appearance and high moral and ethical standards and practices shall prevail in the accomplishment of the work of the Commission.
- 1.2. This Code of Conduct shall supplement all other provisions under Act 44, Chapter 82 (Turnpike Commission Standards of Conduct) and shall provide guidelines applicable to Members, Executive-Level Employees (as herein defined), and Employees and the Immediate Families of the Members, Executive-Level Employees, and Employees to enable them to avoid any perceived or actual conflict of interest and to promote public confidence in the integrity and impartiality of the Commission.

II. Applicability:

- 2.1. All Members, Executive-Level Employees and other full time, part time or probationary employees (Employees) must adhere to this Code of Conduct. This Code of Conduct also applies to the Immediate Family of Members, Executive-Level Employees and Employees.
- 2.2. All Members, Executive-Level Employees, and Employees shall participate in an annual training session, provided by the Commission, which addresses this Code of Conduct.

III. Definitions:

The following words and phrases when used in this Code of Conduct shall have the meanings given to them in this Part unless the context clearly indicates otherwise:

- 3.1. "BUSINESS." Any corporation, partnership, sole proprietorship, firm, enterprise, franchise, association, organization, self-employed individual, holding company, joint stock company, receivership, trust, governmental body, individual, union, committee, club, group of persons or any legal entity organized for profit.
- 3.2. "ASSOCIATED" (WITH A BUSINESS). Any business in which the person or a member of the person's Immediate Family is a director, officer, owner, employee or has a financial interest in a Business.
- 3.3. "CASH EQUIVALENT." An asset that is readily convertible to cash (e.g., credit/debit card, prepaid gift card for any commercial establishment, foreign currency, certified check, cashier's check, money order or similar negotiable instrument).
- 3.4. "CONFIDENTIAL INFORMATION." Information not obtainable from reviewing a public document or from making inquiry to a publicly available source of information.
- 3.5. "CONFLICT" or "CONFLICT OF INTEREST." Use by a Member, Executive-Level Employee, or Employee of the authority of his or her office or employment or any confidential information received through his or her holding the position of Member, Executive-Level Employee, or Employee or employment for the private pecuniary benefit of himself or herself, the Immediate Family of the Member, Executive-Level Employee, or Employee, or a business with which the Member, Executive-Level Employee, or Employee, or the Immediate Family of the Member, Executive-Level Employee, or Employee is associated. The term does not include an action having a de minimis economic impact or which affects to the same degree a class consisting of the general public or a subclass consisting of an industry, occupation or other group which includes the Member, Executive-Level Employee, or Employee, the Immediate Family of any Member, Executive-Level Employee, Employee, or a business with which the Member, Executive-Level Employee, or Employee, or the Immediate Family of a Member, Executive-Level Employee, or Employee is associated.
- 3.6. "COMMISSION." The Pennsylvania Turnpike Commission.
- 3.7. "DE MINIMIS." An item of nominal value or a meal which is equal to or less in value than that of ordinary social hospitality.
- 3.8. "DE MINIMIS ECONOMIC IMPACT." An economic consequence which has an insignificant effect.
- 3.9. "EXECUTIVE-LEVEL EMPLOYEE." The Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Chief Counsel, Chief Engineer, Chief

Information Officer, Chief Compliance Officer or any other senior management employee with discretionary powers (including but not limited to the Director of Contracts Administration, Manager of Strategic Sourcing and Asset Management, Contract Management Services Manager and Assistant Chiefs) which may affect the outcome of a Commission action or decision or who functions in press or public relations, legislative liaison, contracts administration, purchasing or development of executive policy.

- 3.9(a) "COMMITTEE MEMBER." Any Executive-Level Employee or Employee who serves on a Commission committee responsible for considering proposals, responses, statements of interest, and/or bids from any person or entity that seeks to do business with the Commission.
- 3.10. "EMPLOYEE." Any person who receives compensation from the Commission on an hourly, daily or annual wage basis. This definition includes full time, part time or probationary basis.
- 3.11. "HAVE AN ADVERSE INTEREST." Be the party to a contract (as defined in 71 P.S. § 776.2(4)) other than the Commonwealth of Pennsylvania, the Commission, or a State Agency (as defined in 71 P.S. § 776.2(8)) or be a stockholder, partner, member, agent, representative or employee of such party.
- 3.12. "IMMEDIATE FAMILY." A spouse, parent, brother, sister, or child.
- 3.13. "FACILITY." Rest areas, service plazas, restaurants, fueling stations, traffic advisory systems, call boxes or other services provided by the Commission to persons using toll roads or highways operated by the Commission.
- 3.14. "FINANCIAL INTEREST." Any financial interest in a legal entity engaged in business for profit which comprises more than 5% of the equity of the business or more than 5% of the assets of the economic interest in indebtedness.
- 3.15. "GIFT." Any gratuity, entertainment, loans, or any other thing of monetary value, including in-kind gifts offered to a Member, Executive-Level Employee or other Employee, during the course of their employment.
- 3.16. "MEMBER." A Commissioner appointed to the Commission, including the Secretary of Transportation, and any successor entity thereto.
- 3.17. "ORDINARY SOCIAL HOSPITALITY." The value of food or refreshment not to exceed the General Services Administration (GSA) rate for the applicable time period and location.
- 3.18. "OWNERSHIP INTEREST." Owning or holding, or being deemed to hold, debt or equity securities or other ownership interest or profit interest.

- 3.19. "PARTY OFFICER." A member of a National committee of a political party; a chairman, vice chairman, secretary, treasurer or counsel of a State committee or member of the Executive Committee of a State Committee of a political party; or a County chairman, vice chairman, counsel, secretary, or treasurer of a County committee or a City chairman, vice chairman, counsel, secretary, or treasurer of a City committee of a political party.
- 3.20. "PENNSYLVANIA TURNPIKE COMMISSION." An entity formed or maintained under authority of the Act of May 21, 1937 (P.L. 774, No. 211), referred to as the Pennsylvania Turnpike Commission Act, and the Act of September 30, 1985 (P.L. 240, No. 61), known as the Turnpike Organization, Extension and Toll Road Conversion Act, or any successor entity.
- 3.21. "PERSON." Any individual, partnership, corporation, non-profit organization, political subdivision, or other entity, but does not include state agencies or agencies of the United States government.
- 3.22. "PERSONAL LOAN." Any temporary financial assistance requiring repayment to an individual or organization, with or without interest.
- 3.23. "PERSONAL OR PROFESSIONAL SERVICE." An intangible service of economic value or benefit performed by a person or business.
- 3.24. "PUBLIC OFFICIAL." Any official elected to a Federal, State or County office.
- 3.25. "RECREATIONAL EVENT." A professional or semi-professional sports event, theater event, musical concert, or similar event, including transportation thereto and therefrom.
- 3.26. "RECOMMEND." To praise or commend to another as being worthy or desirable; endorse.
- 3.27. "SUGGEST." To offer for consideration or action; propose.
- 3.28. "TANGIBLE ITEM." A material item or item of more than nominal or de minimis intrinsic value.

IV. Conflicts of Interest and the Appearance of Conflicts of Interest:

- 4.1. No Member, Executive-Level Employee, or Employee shall engage in conduct that constitutes an actual or perceived conflict of interest.
- 4.2. Members, Executive-Level Employees, and Employees shall refrain from any financial or business dealings that would affect the Member's, Executive-Level

Employee's, or Employee's objectivity, impartiality or independence of judgment.

- 4.3. No Member, Executive-Level Employee or other Employee shall influence, or attempt to influence, the making of or supervise or in any manner deal with any contract in which he or she has an adverse interest.
- 4.4. No Executive-Level Employee or other Employee shall have an adverse interest in any contract with the Commission.
- 4.5. No Member, Executive-Level Employee or other Employee shall accept or solicit cash or cash equivalent; a gift or other item of more than nominal or de minimis value; admission to a recreational event; a personal loan; or a personal or professional service in connection with their employment, from another person or entity whom the Member, Executive-Level Employee or other Employee knows:
 - (1) Is seeking to obtain business or an outcome from or has financial relations with the Commission.
 - (2) Conducts operations or activities that are regulated by the Commission.
 - (3) Is engaged, either as a principal or attorney, in proceedings before the Commission or in court proceedings in which the Commission is an adverse party.
 - (4) Has interests that may be substantially affected by the performance or nonperformance of the official duty of the Member, Executive-Level Employee or other Employee.
 - (5) Limited Exceptions:
 - (a) Ordinary social hospitality may be accepted only when incidental to officially sanctioned Commission trainings (e.g., approved continuing education and working lunches); or in connection with an official government function or other event in which the Member, Executive-Level Employee or other Employee is representing the Commission in an official capacity.
 - (b) Gifts from a friend, parent, spouse, child, or other close relative may be accepted when the circumstances make it clear that the motivation for the action is a family or personal

relationship.

- (c) Receipt of a plaque, certificate, or other similar item of de minimis value may be accepted for recognition of the Member's, Executive-Level Employee's or other Employee's professional work or personal community service.
- (d) Tangible items, benefits, or discounts which are unsolicited may be accepted when the same or similar benefit or discount is available to members of the general public.
- (e) Food or refreshment of nominal value on infrequent occasions in the ordinary course of a luncheon or dinner meeting or other meetings may be accepted and recreation, entertainment, food, or refreshments of nominal value in the furtherance of a charitable event may be accepted.
- (f) Unsolicited advertising or promotional material, such as pens, pencils, note pads, mugs, t-shirts, calendars, and other such items of nominal intrinsic value may be accepted.
- (g) Bona fide reimbursement for actual expenses for travel and such other necessary subsistence may be received if it is compatible with other restrictions set forth in this Code of Conduct and if no Commission payment or reimbursement is made. However, a Member, Executive-Level Employee or other Employee may not be reimbursed and payment may not be made on his/her behalf for excessive personal living expenses, gifts, entertainment, or other personal benefits nor may a Member, Executive-Level Employee or other Employee be reimbursed by a person for travel on official business under Commission orders.
- (h) Participation in the affairs of or acceptance of an award for a meritorious public contribution or achievement from a charitable, religious, professional, social, fraternal, or nonprofit educational, recreational, public service, or civic organization is permitted.

- (i) A voluntary gift of nominal value or donation in a nominal amount made on a special occasion such as marriage, illness or retirement may be accepted.
 - (j) The Commission reserves the right to make determinations regarding the appropriate application of these exceptions in its sole discretion.
- 4.6. The limited exceptions contained in 4.5(5) above are not applicable to any gifts, cash, cash equivalent, discounts, loans, services, or any other items or other benefits of any kind or of any value received from a lobbyist, lobbying firm or principal as those terms are defined by Act 134 of 2006, P.L. 1213, § 3, as amended, 65 Pa.C.S. § 13A03.
- 4.7. This policy does not prohibit attendance at or acceptance of ordinary social hospitality in accordance with the guidelines set forth in this policy, at functions, events, or fundraisers scheduled on the Member's, Executive-Level Employee's or other Employee's personal time unrelated to the individual's Commission employment.
- 4.8. Nothing in this policy shall override a Member's, Executive-Level Employee's or other Employee's duty to comply with and timely file federal, state and/or local financial disclosure forms.
- 4.9. No Member, Executive-Level Employee, Committee Member, or the Immediate Family of such person shall participate in any deliberations or vote of the Commission in which that person may have a direct or indirect pecuniary interest.
- 4.10. A Member shall abstain from any vote or decision which authorizes a contract in which the member has any pecuniary interest. The Member shall disclose the interest in a public meeting prior to the vote or decision. Failure to comply with this paragraph shall render the contract null and void.
- 4.11. No Member or Executive-Level Employee may solicit, request, suggest or recommend the employment, by either the Commission or a contractor with the Commission, of any individual related within the first degree of consanguinity to the Member or the spouse of the Member or Executive-Level Employee as set forth in 23 Pa.C.S. § 1304(e) (relating to restrictions on issuance of license). The first degree of consanguinity encompasses a parent, sibling, aunt, uncle, grandparent, grandchild, child or first cousin.

- 4.12 At the time of Appointment and annually thereafter, each Member shall disclose the existence of all ownership interests in any Facility, Vendor, Consultant or Business with which the Commission has contracted.
- 4.13 The disclosure statement under the preceding paragraph shall be filed with the Chief Executive Officer of the Commission and shall be open to inspection by the public at the office of the Commission during normal business hours of the Commission during the tenure of the Member.

V. Future Employment:

- 5.1. No former Member or Executive-Level Employee may receive any pecuniary benefit from a contract between the Commission and the employer of the former Member or Executive-Level Employee for a period of one year from the termination of employment or service with the Commission.
- 5.2. No former Member or Executive-Level Employee may solicit any contracts with the Commission for a period of one year from the termination of employment or service with the Commission.

VI. Non-Profit Service:

- 6.1. No Member, Executive-Level Employee, or Employee may use the promise of business with the Commission to solicit funds for any charitable, educational, religious, health, fraternal, civic or other non-profit entity, or any political campaign or candidate. A Member or Executive-Level Employee may serve as an officer, employee or member of the governing body of a non-profit entity, subject to the other provisions of this policy, and may attend, make personal contributions to and plan or preside over the entity's fundraising events.
- 6.2. A Member or Executive-Level Employee may permit his or her name to appear on the letterhead used for fundraising events if the letterhead contains only the Member's or Executive-Level Employee's name and position with the non-profit entity.

VII. Confidential Information:

- 7.1. No Member, Executive-Level Employee or other Employee shall use or disclose Confidential Information obtained in the performance of his or her duties for personal benefit or for the benefit of any person or entity other than the Commission.
- 7.2. No Member, Executive-Level Employee or other Employee shall divulge

Confidential Information to any unauthorized person or release any information in advance of the time prescribed for its release, for the financial or pecuniary gain of himself/herself or others.

VIII. Conviction of Crime:

- 8.1. A Member who, during his or her term, is convicted of a felony in any Domestic or Foreign jurisdiction shall, upon conviction, be automatically removed from the Commission and shall be ineligible to become a Member in the future.

IX. Public Office and Party Affiliation:

- 9.1. Except for the Secretary of Transportation, no Member or Executive-Level Employee shall be a Public Official or Party Officer in the Commonwealth of Pennsylvania.
- 9.2. No Executive-Level Employee or Employee shall (a) engage in any political activity (such as campaigning, fundraising, canvassing, or pollwatching) during his or her specified working hours or which is determined by the Commissioners to conflict or interfere with the ability of the Executive-Level Employee or Employee to effectively and efficiently carry out the duties and functions of his or her position, (b) use or allow others to use Commission facilities, resources, equipment, vehicles or electronic devices for political activities, or (c) in any manner coerce any other person employed by the Commission to contribute time, money, or services to a political candidate or campaign. Individuals not employed by the Commission are also prohibited from using Commission facilities, resources, equipment, vehicles or electronic devices for political purposes.
- 9.3. No Executive-Level Employee or Employee shall be a candidate for nomination or election to any State or Federal Office unless he or she shall have first resigned from his or her employment with the Commission. State Office shall be deemed to include the following offices in the Commonwealth of Pennsylvania: Governor, Lieutenant Governor, Attorney General, Auditor General, State Treasurer, Senator and Representative in the General Assembly, and Judge or Justice of any Court of the Commonwealth, including Magisterial District Court and Municipal Court. Federal Office shall be deemed to include Senator and Representative in the United States Congress.¹

¹ 1 The terms “candidate” and “election” as used in 9.3 are defined in the Pennsylvania Election Code, act of June 3, 1937, P.L. 1333, as amended, 25 P.S. § 2602 (“(a) The word “candidate” shall, unless the context otherwise requires, include both candidates for nomination and election (f) The word “election” shall mean any general, municipal, special or primary election, unless otherwise specified.”).

X. Job Performance of Employees:

Each Employee shall:

- 10.1. Perform all assigned duties in a professional manner.
- 10.2. Become familiar with the policies and regulations of the Commission applicable to his or her assignment.
- 10.3. Implement and adhere to the policies of the Commission including this Code of Conduct.
- 10.4. Strive to improve job performance so as to render service at the highest level of competence.
- 10.5. Respect the Rules and Regulations of the Commission and ensure they are administered fairly.
- 10.6. Transact public business with dignity, courtesy, honesty and integrity.
- 10.7. Refrain from engaging in any activity that would reflect unfavorably on or discredit the Commission.

Each Employee shall bring to the attention of the Director of Human Resources of the Commission (or the Chief Counsel of the Commission if the matter involves the Human Resources Department) any matters that the Employee reasonably believes violates this Section of the Code of Conduct.

XI. Applicability of Other Laws:

In addition to the standards set forth in this Code of Conduct, the Commission and its Members and Executive-Level Employees shall comply with the following Acts:

- 11.1. The Act of June 21, 1957 (P.L. 390, No. 212), referred to as the Right-to-Know Law.²
- 11.2. The Act of July 19, 1957 (P.L. 1017, No. 451), known as the State Adverse Interest Act.
- 11.3. Except in those instances where this Code of Conduct is more restrictive, 65 Pa.C.S. Chapters 7 and 11, known as the Pennsylvania State Ethics Act (relating to open meetings, ethical standards and financial disclosure). This includes the

² Replaced by the Right-to-Know Law ("RTKL"), Act of February 14, 2008, P.L. 6, 65 P.S. §§ 67.101–67.3104. See *Bowling v. Office of Open Records*, 75 A.3d 453 (Pa. 2013).

requirement that all Members and Executive-Level Employees file an annual statement of financial interests under 65 Pa.C.S. § 1104.

XII. Violations of Code of Conduct:

- 12.1. Each Employee shall bring to the attention of the Chief Compliance Officer of the Commission (or the Chief Counsel of the Commission if the matter involves the Compliance Department) any matters pertaining to Commission business which represent activities that may be contrary to the objectives of the Commission.
- 12.2. Known violations of Code of Conduct (by self or others), excluding violations of Section X, shall be reported to the Chief Compliance Officer of the Commission (or the Chief Counsel of the Commission if the violation involves the Compliance Department).
- 12.3. Violations of this Code of Conduct shall result in appropriate disciplinary action up to and including termination.

XIII. Effective Date:

- 14.1. This Code of Conduct shall be effective as of October 31, 2007.

XIV. Inquiries:

- 15.1. Any questions concerning the scope or interpretation of this Code of Conduct or whether any particular conduct is permissible hereunder should be directed to the Chief Counsel of the Commission.

XV. Acknowledgement and Receipt:

- 16.1. The Commission requires each Member, Executive-Level Employee and/or Employee to acknowledge receipt and execute an agreement to be bound by the terms and conditions of this Code of Conduct. Any person within the scope of the Code of Conduct shall be deemed bound by its terms and conditions notwithstanding any failure to execute or deliver an acknowledgement and receipt.

**ACKNOWLEDGEMENT AND RECEIPT OF
CODE OF CONDUCT OF THE PENNSYLVANIA TURNPIKE COMMISSION**

I acknowledge receipt of the Code of Conduct and agree to abide by all policies and provisions of the Code of Conduct applicable to my position. I understand that any violation may result in disciplinary action ranging from reprimand to termination. I will not engage in any conduct which violates the Code of Conduct and will immediately disclose any circumstances which I reasonably believe may be, or may have been a violation of the Code of Conduct to the Chief Compliance Officer (or the Chief Counsel of the Commission if the violation involves the Compliance Department).

Signature

Print Name

Date

Title

This Policy Letter supersedes all previous Policy Letters on this subject.