

BOARD MEMBERS

CODE OF ETHICS



INTEGRITY

ACCOUNTABILITY

COMPLIANCE

TRANSPARENCY



As Board Members of the Metropolitan Transportation Authority (“MTA”), you must be committed to fostering a climate of transparency and the highest ethical standards in MTA’s operations and in its dealings with the public.

In accordance with the Public Authorities Law, the MTA Board is required to adopt a Board Members Code of Ethics that reflects these goals. The Board Members Code of Ethics is intended to provide guidance with respect to applicable laws and standards governing ethical conduct and help Board Members recognize and deal with ethical issues that they may confront in their capacity as Board Members.

Under this Code of Ethics, no Board Member “should have any interest, financial or otherwise, direct or indirect, or engage in any business or transaction or professional activity or incur any obligation of any nature, which is in substantial conflict with the proper discharge of their duties in the public interest.”

Board Members are encouraged to bring questions about particular circumstances that may create the appearance of or an actual conflict of interest to the attention of the Board Chair, the MTA General Counsel or the MTA Chief Compliance Officer.

Each Board Member brings their unique personal experiences and perspectives to bear in making official decisions on behalf of the MTA. However, you have a duty to exhibit high standards of integrity and commitment in the performance of your official duties.



TABLE OF CONTENTS

Chapter 1: DEFINITIONS/STRUCTURE	3
Section 1.01 Definitions	3
Section 1.02 Training	6
Section 1.03 Ethics & Financial Disclosure Questions.....	6
Chapter 2: DUTIES	6
Section 2.01 Confidentiality	6
Section 2.02 Compliance with Laws, Rules and Regulations.....	6
Section 2.03 Encouraging the Reporting of Any Illegal or Unethical Behavior.....	7
Section 2.04 Duty to Disclose.....	7
Chapter 3: GIFTS, EVENTS, RECEPTIONS, AND MEALS	7
Section 3.01 Gifts.....	7
Section 3.02 Reporting Gift or Gift Offers	7
Section 3.03 Business Meals	7
Section 3.04 Awards, Plaques and Honors	8
Chapter 4: CONFLICTS OF INTEREST AND POLITICAL ACTIVITIES	8
Section 4.01 Financial or Business Interest	8
Section 4.02 Corporate Directorships or Board Memberships.....	8
Section 4.03 Law Firm, Consulting Firm and Other Professional Service Firms.....	8
Section 4.04 Duty to Disclose Conflicts of Interests	9
Section 4.05 Unwarranted Privileges	9
Section 4.06 Undue Influence.....	9
Section 4.07 Course of Conduct.....	9
Section 4.08 Recusal/Conflict of Interest	9
Section 4.09 Procurement Activity	10
Section 4.010 Compensation	10
Section 4.011 Appearance before MTA	10
Section 4.012 Nepotism in Hiring and Contracting	10
Section 4.013 Prohibition Against the Use of MTA Property	11
Section 4.014 Political Activities	11
Chapter 5: POST BOARD SERVICE RESTRICTIONS	12

Section 5.01 Two-Year Post Service Bar..... 12

Section 5.02 Lifetime Bar 12

Section 5.03 Waiver of Post Service Bar 13

Chapter 1: DEFINITIONS/STRUCTURE

Section 1.01 Definitions

As used in this Code, capitalized terms, except where it is clear by the context that another meaning is intended, shall have the following meanings:

Annual Statement of Financial Disclosure means the financial disclosure statement required to be filed with the Commission on Ethics and Lobbying in Government by certain public employees and Board Members under the State Ethics in Government Act, Public Officers Law Section 73-a and this Code.

Board Member means the Board Chair or any of the individuals appointed to serve as a Member of the Board, both voting and non-voting, of the Metropolitan Transportation Authority. All Board Members also serve *ex officio* as members of MTA New York City Transit, Manhattan and Bronx Surface Transit Operating Authority, MTA Long Island Rail Road, MTA Metro-North Railroad, MTA Long Island Bus, MTA Bus Company, MTA Capital Construction Company, the Staten Island Rapid Transit Operating Authority, the First Mutual Transportation Assurance Company, MTA Bridges and Tunnels, Grand Central Madison Concourse Operating Company, and all future affiliated or subsidiary entities of the MTA. All of such entities are hereinafter collectively referred to as the MTA.

Business means any activity, paid or unpaid, by a Board Member or any individual, firm, company, corporation or other entity, wherein the goal or objective is obtaining monetary income or other things of value or operating an enterprise. Such activity may be for profit or not-for-profit.

Code means this Board Members Code of Ethics.

Confidential Information means information, whether or not set forth in writing, that is available to a Board Member only because of such Member's position and which is treated by the MTA as being confidential or which the Board Member has reason to believe is confidential. Information does not have to be formally labeled "confidential" to be confidential. Confidential information includes information disclosed during an executive session of the MTA Board.

Conflicts of Interest means a situation in which the financial, familial, or personal interests of a Board Member come into real or apparent conflict with their fiduciary duties and responsibilities to the MTA. Apparent Conflicts of Interest are situations where there is the appearance that a Board Member can personally benefit from actions or discussion made in their official capacity, or where a Board Member may be influenced to act in a manner that does not represent the best interests of the MTA. The appearance of a conflict may occur if circumstances would suggest to a reasonable person that a Board Member may have a conflict. The appearance of a conflict and a real conflict should be treated in the same manner for purposes of this Code.

Compensation means any money, thing of value or financial benefit conferred, directly or indirectly, in whatever form, in return for services rendered or to be rendered. With regard to matters undertaken by a firm, corporation or association, compensation shall mean net revenues, as defined in accordance with generally accepted accounting principles.

Employment means performance of services, for or on behalf of any entity or individual, to obtain economic or other material benefit.

Family Member means (i) a Board Member's spouse, domestic partner, child or sibling; (ii) a person who is a direct descendant (or the spouse of a direct descendant) of a grandparent of the Board Member or a grandparent of the Board Member's spouse or domestic partner; or (iii) a person living in the same household as a Board Member.

Fundraising means the raising of funds for an organization through solicitation of funds or sale of items or participation in the conduct of an event.

Gift means the transfer, without equivalent consideration, of anything or benefit, tangible or intangible, having more than nominal value, including, but not limited to, loans, forbearance, services, travel, gratuities of any kind, favors, money, meals, refreshments, entertainment, hospitality, promises, tickets to entertainment or sporting events, weekend trips, golf outings, loans of equipment, or other thing or benefit. **(See definition of "Items of Nominal Value" below.)**

Items of Nominal Value means items such as mugs, key rings, calendars, pens and the like that are of minimal value unless such items are being given under circumstances where it reasonably can be inferred that such item was intended to influence the Board Member in the performance of such Board member's official duties. For purposes of determining value, an item is not deemed reduced in value by virtue of its being embossed or otherwise marked with a company logo, identification, or advertising.

Commission on Ethics and Lobbying in Government means the Commission established under Section 94 of the New York Executive Law pursuant to the Ethics Commission Reform Act of 2022.

New York State Agency means any New York State department, or division, board, commission, or bureau of any state department, any public benefit corporation, public authority, or commission at least one of whose members is appointed by the Governor, or the State University of New York, or the City University of New York, including all their constituent units except community colleges of the State University of New York and the independent institutions operating statutory or contract colleges on behalf of the State. All MTA Agencies are New York State Agencies for purposes of this Code.

Participation in the Conduct of an Event means active and visible participation in the promotion, production or presentation of the event and includes serving as honorary chairperson or committee member or sitting at the head table during the event. The term does not mean the mere attendance at the event, provided the Board Member's attendance is not being used by the non-profit to promote the event.

Prohibited Source means:

- (a) a Vendor; including any person, seller of goods or services, bidder, proposer, consultant, contractor, trade, contractor or industry association, or any other person/entity with which the MTA is doing business, as well as those persons and business entities who have expressed an interest in doing business with the MTA, whose activities directly or indirectly benefit the MTA, or who have a history of doing business with the MTA in the recent past; or
- (b) a tenant or licensee of the MTA; or
- (c) any person or entity who on their or its own behalf, or on behalf of any other person or entity, satisfies any one of the following:
 - (1) is regulated by, negotiates with, appears before in other than a Ministerial Matter, seeks to contract with or has contracts with, or does other business with: (i) the Board Member, in their official capacity as a Board Member; (ii) the MTA; or (iii) any other New York State Agency when the MTA is to receive the benefits of the contract; or
 - (2) is required to be listed on a statement of registration pursuant to §1-e(a)(1) of article 1-A of the Legislative Law and lobbies or attempts to influence actions, decisions, or policies of the MTA; or
 - (3) is the spouse or unemancipated child of any individual satisfying the requirements of subsection (c)(2) above; or
 - (4) is involved in any action or proceeding, in which administrative and judicial remedies thereto have not been exhausted, and which is adverse to either: (i) the Board Member in their official capacity as a Board Member; or (ii) the MTA; or
 - (5) has received or applied for funds from the MTA at any time during the previous 12 months up to and including the date of the proposed or actual receipt of the item or service of more than Nominal Value.

Representative Capacity means the representation of the interests of a client or other person pursuant to an agreement express or implied, for compensation for services.

Regulatory Agency shall mean the banking department, insurance department, state liquor authority, department of agriculture and markets, department of education, department of environmental conservation, department of health, division of housing and community renewal, department of state (other than the division of corporations and state records), department of public service, the industrial board of appeals in the department of labor and the department of law (other than when the attorney general or his agents or employees are performing duties specified in Section Sixty-Three of the Executive Law such as investigation, prosecution and defense of actions in which the State is interested).

Solicitation means any request, invitation, or suggestion (oral or written) made under circumstances where it reasonably could be concluded that the individual or entity receiving same is being asked to, or is expected to, comply with a request, invitation, or suggestion.

State Ethics Law means New York Public Officers Law Sections 73-a and 74 as may be amended or modified by the New York State Legislature and the rules and regulations promulgated thereunder.

Section 1.02 Training

All new Board Members are required to participate in an orientation program to familiarize new members with their legal, fiduciary, financial, and ethical responsibilities.

Existing Board Members are required to participate in continuing education regarding their ethical and fiduciary obligations.

Board Members must complete an ethics training course within three months of becoming subject to the financial disclosure requirements of Public Officers Law Section 73-a and shall attend continuing ethics training as determined by the MTA Chief Compliance Officer.

Section 1.03 Ethics & Financial Disclosure Questions

All Board Members are required to complete the Annual Statement of Financial Disclosure. Questions concerning the Annual Statement of Financial Disclosure may be directed to the Board Chair, the MTA General Counsel, or the MTA Chief Compliance Officer, who may direct you to the Commission on Ethics and Lobbying in Government.

Any questions regarding this Code may be directed to the Chair or to the MTA General Counsel, or the MTA Chief Compliance Officer. Any general question regarding the State Ethics Law may also be directed to the Commission on Ethics and Lobbying in Government.

Chapter 2: DUTIES

Section 2.01 Confidentiality

This Code, as well as, the State Ethics Law requires Board Members to maintain the confidentiality of Confidential Information entrusted to them by the MTA and any other confidential information about the MTA that comes to them, from whatever source, in their capacity as Board Members, except when disclosure is authorized or legally mandated. A Board Member shall not use Confidential Information to further their own interest. Board Members are expected to maintain this confidentiality both while Board Members and after their services to the MTA have ended.

Section 2.02 Compliance with Laws, Rules and Regulations

Board Members shall comply with all applicable laws, rules and regulations applicable to the MTA.

Section 2.03 Encouraging the Reporting of Any Illegal or Unethical Behavior

Board Members shall encourage ethical behavior and take steps to ensure that the MTA: (a) encourages employees to report violations of laws, rules, regulations or the MTA's Code of Ethics to appropriate personnel; and (b) encourages employees to talk to supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation.

Section 2.04 Duty to Disclose

Board Members shall promptly report any violation or possible violation of this Code, as well as any actual or potential violation of laws, regulations, or policies and procedures to the Chair or the MTA General Counsel or the MTA Chief Compliance Officer.

Chapter 3: GIFTS, EVENTS, RECEPTIONS, AND MEALS

Section 3.01 Gifts

The State Ethics Law provides that Board Members should not by their conduct give reasonable basis for the impression that any person can improperly influence them or enjoy their favor in the performance of their official duties. In the Code of Ethics applicable to its employees, MTA has adopted a zero-tolerance policy for Gifts. The defined term "Gift" does not include items of truly nominal value. (See definitions of "Gifts" and "Items of Nominal Value"). Board Members are required to adhere to the zero-tolerance policy on gifts, as contained in Section 2.01 of the MTA Code of Ethics.

As is the case with employees, Board Members may accept Gifts from employees of a Prohibited Source if these Gifts are reflective of a personal relationship independent of the relationship between the Prohibited Source and the MTA.

Section 3.02 Reporting Gift or Gift Offers

A Board Member to whom a Gift is offered or given arising out of their affiliation with MTA shall promptly report such offer or Gift to the Chief Compliance Officer. Board Members should promptly return Gifts to the person or entity giving the Gift.

Section 3.03 Business Meals

It is possible that Board Members may receive invitations for business meals from Prohibited Sources. To the extent that those invitations arise out of the Board Member's affiliation with MTA, such invitations should be viewed with caution because acceptance of such invitations may create the impression that they can be improperly influenced in the performance of their official duties. Board Members may accept free, modest meals in the course of and for the purpose of conducting MTA Agency business at a Prohibited Source's facility or when

attending a seminar or conference in connection with MTA business and meals or refreshments are provided to all participants.

Section 3.04 Awards, Plaques and Honors

Awards and plaques publicly presented in recognition of a Board Member's service to the MTA may be accepted. However, Board Members should notify the MTA Chief Compliance Officer prior to accepting such an award, plaque, or honor presented by a Prohibited Source. The Board Member or their designee(s) may attend functions sponsored and paid for by Prohibited Sources when attendance is related and appropriate to that attendee's official duties or when the purpose of attendance is the performance of a ceremonial or other function that is appropriate to that attendee's official duties with the MTA. In such cases, however, the Board Member shall provide advance written notice of such invitation to the MTA Chief Compliance Officer.

Chapter 4: CONFLICTS OF INTEREST AND POLITICAL ACTIVITIES

Section 4.01 Financial or Business Interest

In order to preserve independence of judgment in the exercise of their official duties, Board Members shall not have any interest, financial or otherwise, direct or indirect, or engage in any business or transaction or professional activity or incur any obligation of any nature, or accept any non-governmental employment, which is in substantial conflict with the proper discharge of the Board Member's duties in the public interest.

Section 4.02 Corporate Directorships or Board Memberships

In order to protect against Conflicts of Interests in violation of this Code of Ethics and the State Ethics Law, Board Members must inform the MTA Chief Compliance Officer prior to accepting a position as director, officer, or board member of a corporation or charitable organization. The MTA Chief Compliance Officer shall review the business of the company or organization to determine whether a conflict of interest exists between the MTA and the company and to direct, as necessary, steps to address any such conflict. All Board Members shall cooperate fully with any inquiry by the MTA Chief Compliance Officer.

Section 4.03 Law Firm, Consulting Firm and Other Professional Service Firms

This Code as well as the State Ethics Law provides that Board Members are not permitted to engage in activities or employment that will impair the independence of judgement in the exercise of their official duties. Accordingly, Board Members must inform the MTA Chief Compliance Officer prior to affiliating with a law firm, consulting firm or other business that provides services to the MTA. In addition, prior to affiliating with a law firm, consulting firm or other professional service firm, Board Members should inform the MTA Chief Compliance Officer of such affiliation to determine if the firm represents any clients that sell goods, provide services, or otherwise transacts business with the MTA. If while serving on the MTA Board, any Board Member who is affiliated with a law firm, consulting firm or other professional service firm becomes aware that a client of that firm sells goods, provides services

or otherwise transacts business with the MTA, that Board Member shall promptly disclose any such actual or apparent client conflict to the MTA Chief Compliance Officer. The MTA Chief Compliance Officer shall determine whether a conflict of interest exists between the MTA and the client of the law firm, consulting firm or other professional services firm and take necessary steps to address any such conflict. All Board Members shall cooperate fully with any inquiry by the MTA Chief Compliance Officer.

Section 4.04 Duty to Disclose Conflicts of Interests

Board Members have an ongoing obligation to disclose actual and potential Conflicts of Interest that arise during the course of their service.

Section 4.05 Unwarranted Privileges

Board Members shall not use or attempt to use their official position to secure unwarranted privileges or exemption for the Board Member or others.

Section 4.06 Undue Influence

Board Members' conduct should not give reasonable basis for the impression that any person can improperly influence the Board Member or unduly enjoy the Board Member's favor in the performance of the Board Member's official duties, or that the Board Member is affected by the kinship, rank, position or influence of any party or person.

Section 4.07 Course of Conduct

Board Members should endeavor to pursue a course of conduct which will not raise suspicion among the public that they are likely to be engaged in acts that are in violation of the Board Members' trust.

Section 4.08 Recusal/Conflict of Interest

Board Members must not only avoid Conflicts of Interest with the MTA but also even the appearance of a conflict. If a Board Member believes he or she has an actual or potential conflict of interest with the MTA on a particular matter, or if the Board Member becomes aware that he or she has an actual or potential conflict of interest on a particular matter during a Committee or Board meeting, the Board Member shall promptly notify the Chair or the Chair of the Committee and shall immediately recuse themselves from further consideration of or action on such matter.

NOTE: **Recusal** requires that the Board Member not participate in any discussion, decision or vote by the Board or Committee that in any way relates to the matter that gives rise to the conflict of interest. Whenever practicable, the Board Member must leave the Board room until any discussion about the matter that gives rise to the conflict of interest has concluded.

Section 4.09 Procurement Activity

No Board Member or firm or association of which such Board Member is a member, or corporation, ten percent (10%) or more of the stock of which is owned or controlled directly or indirectly by such Board Member, shall sell any goods or services to the MTA, unless such goods or services are provided pursuant to an award of contract after public notice and competitive bidding or after a competitive request for proposal process. For the purposes of this paragraph, the term “services” shall not include employment as an employee.

This paragraph shall not preclude a firm, association or corporation from selling goods or services to the MTA if the interested Board Member did not participate in any way on behalf of any party in the bidding, solicitation or negotiation process, does not share in the net revenues derived from that sale and does not participate in the decision to award the contract.

Except as permitted above, no Board Member shall be in any way or any manner interested, directly or indirectly, in any contract made by the MTA.

Section 4.010 Compensation

No Board Member, other than in the proper discharge of official duties as a Board Member of the MTA or as an officer or employee of a federal, state or local government or agency, shall receive, directly or indirectly, or enter into any agreement, express or implied, for any compensation for the appearance or rendition of services by the Board Member or another in relation to any case, proceeding, application or other matter before the MTA.

A Board Member who is a member, associate, retired member, of counsel to, or shareholder of, any firm, association or corporation which is appearing or rendering services, with or without compensation, in connection with any matter before, or transacting any business with, the MTA shall not communicate as to the merits of such cause with an officer (including another Board Member) or employee of the MTA, without first disclosing the nature and extent of his or her interest in the matter before, or business being transacted with, the MTA.

Section 4.011 Appearance before MTA

A Board Member may appear before the MTA (i) in a representative capacity on behalf of an employee organization, a federal, state or local government or agency, or a transportation advocacy organization or (ii) in connection with a ministerial action.

Section 4.012 Nepotism in Hiring and Contracting

No person who has served as a Board Member shall take part in any hiring or employment decision relating to a family member. If such matter arises, the Board Member must notify the MTA Chief Compliance Officer and recuse themselves from any discussions or decisions related to that matter.

No person who has served as a Board Member shall take part in any contracting decision: (i) relating to a family member: or (ii) relating to any entity in which a family member is an officer, director or partner, or in which a family member owns or controls ten percent (10%) or more of the stock of such entity. If such matter arises, the Board Member must notify the MTA Chief Compliance Officer and recuse themselves from any discussions or decisions related to that matter.

Section 4.013 Prohibition Against the Use of MTA Property

MTA supplies, equipment, computers, personnel, and other resources may not be utilized for non-governmental purposes, including for personal purposes of any kind. This prohibition includes but is not limited to the following:

- a) Official stationery may not be used for non-governmental purposes, nor may MTA resources be used to mail personal correspondence. The designation "personal" on MTA stationery means only that the contents are meant for the personal viewing of the addressee and not that the sender is acting unofficially. All letters and other written materials printed on such official stationery are considered official, and thus the designation "unofficial" has no meaning and may not be used.
- b) Under no circumstances may MTA mail, postage, internal office mail, or inter-city couriers be used for non-governmental purposes.
- c) MTA mobile devices may not be used for non-governmental purposes. MTA mobile devices may be used for incidental and necessary personal use if limited number and duration and do not conflict with the proper exercise of the duties of the Board Member.
- d) MTA computers may be used for incidental and necessary personal purposes, such as sending personal electronic mail messages, provided that such use is in a limited amount and duration and does not conflict with the proper exercise of the duties of the Board Member.
- e) No Board Member shall use the MTA's name, position or authority in any fundraising activity unless authorized by the MTA Chief Compliance Officer. Authorization may be granted only if the fundraising is in furtherance of the MTA's mission and does not create an appearance of or any actual conflict of interest. A Board Member may engage in fundraising in a personal capacity provided they do not use their title, position or authority to further their fundraising activities and do not personally solicit funds from MTA employees or from persons known to the Board Member to be a Prohibited Source.

Section 4.014 Political Activities

- a) Consistent with this Code, Board Members are free to participate in the political process but there must be a clear separation between their political activities and the discharge of their duties as Board Members.

- b) Board Members shall not serve as: (1) officers of any political party or political organization or (2) members of any political party committee, including political party district leaders or as members of a political party national committee. "Political organization" means any organization affiliated with a political party but does not include a judicial nominating committee, an organization supporting a particular cause with no partisan activities, a campaign or fundraising committee, or serving as a delegate to a state or national party convention.
- c) A Board Member interested in running for elective office shall give notice of their intentions to the MTA Chief Compliance Officer so that we may determine whether, and upon what conditions, seeking elective public office would be consistent with the ethics laws and regulations. In advance of running as a candidate in any election, the provisions of the Hatch Act should also be evaluated to determine whether such a candidacy is permitted under its terms.
- d) A Board Member shall not use their position on the Board for the purpose of interfering with or affecting the result of an election.
- e) MTA property, including, without limitation, telephone, copy machines, computers, and other MTA Agency equipment, vehicles, office space, and services may not be used for political activities under any circumstances.
- f) No Board Member, pursuant to executive order, may make or offer to make any monetary contribution to the campaign of the Governor, or to any political campaign committee organized by or for the specific benefit of the Governor.
- g) No Board Member, pursuant to executive order, may request or demand that any other person make or offer to make any monetary contribution to the campaign of the Governor, or to any political campaign committee organized by or for the specific benefit of the Governor.

Chapter 5: POST BOARD SERVICE RESTRICTIONS

Section 5.01 Two-Year Post Service Bar

No person who has served as a Board Member shall, within a period of two years after the termination of such service, appear or practice before the MTA or receive compensation for any services rendered by such former Board Member on behalf of any person or any non-governmental firm, corporation, association or other entity in relation to any case, proceeding or application or other matter before the MTA.

Section 5.02 Lifetime Bar

No person who has served as a Board Member shall, after the termination of such service, appear, practice, communicate or otherwise render services before the MTA or receive compensation for any such services rendered by such former, Board Member on behalf of any person or any non-governmental firm, corporation, association or other entity in relation to

any case, proceeding, application or transaction with respect to which such person was directly and personally concerned during the period of their service.

Exception: The restrictions contained in this paragraph shall not apply to any appearance, practice, communication or rendition of services before the MTA, or to the receipt of compensation for any such services rendered by a former Board Member, which is made while carrying out official duties as an elected official or employee of a federal, state or local government or one of its agencies.

Section 5.03 Waiver of Post Service Bar

To the extent permitted by law, nothing contained in this Code shall be construed or applied to prohibit the MTA, at any time, from contracting with or hiring any former Board Member to provide services to the MTA for a specific matter in circumstances in which contracting with or hiring such former Board Member would be in the public interest due to such former Board Member's specialized knowledge of the matter and the efficient and cost-effective results that contracting with or hiring such former Board Member would produce.

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Copies of the Code may be obtained from
MTA Corporate Compliance