



*Austin Transit Partnership Board of Directors Resolution*

*Meeting Date: 04/21/2021*

*ATP-2021-013*

*Adoption of Ethics, Conflicts and Nondisclosure Policy*

**SUBJECT:** Approval of the Austin Transit Partnership's Ethics, Conflicts and Nondisclosure Policy.

**FISCAL IMPACT:** No Fiscal Impact.

**BUSINESS CASE:** Does not apply.

**EXECUTIVE SUMMARY:** This resolution is for the adoption of an Ethics, Conflicts and Nondisclosure Policy for the Austin Transit Partnership.

**RESPONSIBLE DEPARTMENT:** Legal.

**PROCUREMENT SUMMARY:** Does not apply.



**RESOLUTION  
OF THE  
AUSTIN TRANSIT PARTNERSHIP  
BOARD OF DIRECTORS**

STATE OF TEXAS

**Resolution ID: ATP-2021-013**

COUNTY OF TRAVIS

***Adoption of Ethics, Conflicts and Nondisclosure Policy***

**WHEREAS**, the Austin Transit Partnership (“ATP”) Board of Directors desires to establish a policy to facilitate the development of procedures and controls for the ethical performance of the mission of ATP and the detection and prevention of conflicts of interests and fraud against and within ATP; and

**WHEREAS**, it is the intent of the Board to promote consistent organizational behavior by providing the guidelines and assigning responsibility for the development of controls and the conduct of investigations in such policy; and

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Directors of ATP that the Ethics, Conflicts and Nondisclosure Policy attached as Exhibit A to this resolution is hereby adopted.



**Casey Burack  
Secretary of the Board**

Date: A/22/2021





## Exhibit A

### **AUSTIN TRANSIT PARTNERSHIP ETHICS, CONFLICTS, AND NONDISCLOSURE POLICY**

#### **I. OVERVIEW**

The Austin Transit Partnership ("ATP") does hereby establish this Ethics, Conflicts and Nondisclosure Policy (this "Policy") to facilitate the development of procedures and controls for the ethical performance of the mission of ATP and the detection and prevention of conflicts of interest and fraud against and within ATP. It is the intent of ATP to promote consistent organizational behavior by providing the following guidelines and assigning responsibility for the development of controls and the conduct of investigations.

This Policy contains provisions applicable to ATP's employees, officers, board members, committee members, representatives, consultants, vendors, contractors, volunteers, and outside agencies doing business with employees of ATP, and/or any other parties with a business relationship with ATP. This Policy does not supersede any applicable federal or Texas law or administrative rule. All ATP board members, officers, committee members, and employees (each an "ATP Person") are required familiarize themselves with this Policy. ATP Persons are encouraged to inquire with any questions regarding any aspect of this Policy.

All ATP Persons must abide by all applicable federal and Texas laws, administrative rules, and ATP conduct policies, including this Policy. Where violations are determined to have occurred, the offending ATP Person may be subject to disciplinary action, including but not limited to dismissal or transfer or removal, as applicable. Where violations or infractions are determined to be substantial in nature, the matter may be referred to the appropriate officials for criminal investigation and possible prosecution.

#### **II. GENERAL ETHICAL STANDARDS OF CONDUCT**

ATP is committed to conducting its activities with integrity and in a manner that encourages the confidence of the public and those persons with whom ATP does business and to prevent conflicts of interest. Each ATP Person is required to act at all times to preserve the trust of the community, to foster goodwill, and to protect ATP's reputation. Specifically, each ATP Person shall abide by the following:

A. *Prohibited Conduct.* An ATP Person shall not:

- (1) Accept or solicit any gift, favor, or service that might reasonably tend to influence such ATP Person in the discharge of official duties, or that such ATP Person knows or should know is being offered with the intent to influence such ATP Person's official conduct;
- (2) Intentionally or knowingly solicit, accept, or agree to accept any benefit for having exercised their official powers or performed their official duties in favor of another;
- (3) Disclose nonpublic or confidential information, information that is excepted from public disclosure under the Texas Public Information Act (Tex. Gov't Code Ann. ch. 552), or information that has been ordered sealed by a court, that was acquired by reason of such ATP Person's official position, or accept other employment, including self-employment, or engage in a business, charity, nonprofit organization, or professional activity that such ATP Person might reasonably expect would require

or induce such ATP Person to disclose nonpublic or confidential information, information that is excepted from public disclosure under the Texas Public Information Act, or information that has been ordered sealed by a court, that was acquired by reason of such ATP Person's official position;

- (4) Negotiate for or accept other employment, including self-employment, or compensation or engage in any business or professional activity that could reasonably be expected to impair such ATP Person's independence of judgment in the performance of such ATP Person's official duties;
- (5) Make personal investments, or have a personal or financial interest, that could reasonably be expected to create a substantial conflict between such ATP Person's private interest and the public interest;
- (6) Utilize public or ATP time, property, facilities, or equipment for any purpose other than official state or ATP business, unless such use is reasonable and incidental and does not result in any direct cost to the state or ATP, interfere with such ATP Person's official duties, and interfere with ATP functions;
- (7) Utilize their official position, or state or ATP issued items, such as a badge, indicating such position for financial gain, obtaining privileges, or avoiding consequences of illegal acts;
- (8) Knowingly make false or misleading statements, either oral or written, or provide false information, in the course of ATP business; or
- (9) Engage in any political activity while on ATP time or utilize ATP resources for any political activity.

**B. *Required Conduct.*** An ATP Person shall:

- (1) Perform their official duties in a lawful, professional, and ethical manner befitting ATP;
- (2) Be good stewards of ATP's reputation and shall not make any representation in public or private, orally or in writing, that states, or appears to state, an official position of ATP unless authorized to do so;
- (3) Follow established channels of communication pertaining to the reporting of information and circumstances pertaining to ATP and its interests, except in cases described in Paragraph (4) below;
- (4) Actively report to the Executive Committee or to ATP's legal counsel any practices, behavior, or instances of unethical or illegal activity, or any other violations of this Policy by an ATP Person;
- (5) Be fair, impartial and ethical in business dealings and shall not use their authority to unfairly or illegally influence the decisions of other ATP Persons;
- (6) Ensure that their personal or business activities, relationships and other interests do not conflict or appear to conflict with the interests of ATP and disclose any potential conflicts;
- (7) Transact ATP business effectively and efficiently and act in good faith to protect ATP's assets from waste, abuse, theft or damage;
- (8) Adhere to the highest standards of personal integrity, fairness, honesty, courtesy, respectfulness, and compliance with both the spirit and the letter of the law and this Policy;

- (9) Endeavor to create and foster a safe, dignified and respectful work environment that is free from all forms of harassment and from unlawful and unfair discrimination;
- (10) Conduct and discuss matters of public interest openly and in compliance with all applicable laws, resolving doubtful cases in favor of transparency; and
- (11) Respect and protect the privileged and confidential information to which they have access; including information provided and lawfully discussed in closed session.

### III. CONFLICTS OF INTEREST

- A. *Generally.* ATP and each ATP Person shall avoid, neutralize or mitigate actual or potential conflicts of interest so as to prevent fraud, unfair competitive advantage, or the existence of conflicting roles that might impair the actions of ATP. ATP Persons are expected to deal at arms-length in any transaction on behalf of ATP and avoid and disclose actual conflicts of interest under the law or this Policy and any circumstance which could impart the appearance of a conflict of interest.
- B. *Defining a Conflict of Interest.* A conflict of interest exists when an ATP Person is in a position in which any official act or action taken by them is, may be, or appears to be influenced by considerations of personal gain rather than the general public trust.
- C. *Prohibited Conduct.* Each ATP Person shall abide by the following:
  - (1) For procurement of goods and services, no ATP Person shall participate in the deliberation, evaluation, selection, award, or administration of any contract if they have a real or apparent conflict of interest. Such a conflict could arise if ATP Person; any member of his/her/their immediate family; his/her/their partner; or an organization which employs or is about to employ any parties, has a financial or other interest in, or receives a tangible personal benefit, in excess of \$50 from a firm being considered for a contract with the Corporation. "Immediate family" means a spouse, domestic partner, parent, child, or spouse of a parent, child, brother, sister, or spouse of a child, brother or sister.
  - (2) No ATP Person shall solicit or accept gratuities, favors or anything of monetary value from contractors or firms, potential contractors or firms, or parties to sub-agreements with regard to any contract, except where (i) the financial interest is not substantial (\$50 or less), (ii) the gift is an unsolicited item of nominal intrinsic value, or (iii) such solicitation or acceptance is otherwise subject to an exception set forth in the Texas Penal Code.
  - (3) For all other cases, no ATP Person who is in a position to participate in a decision-making process or gain inside information about a contract, may obtain a financial interest or benefit from such contract.
  - (4) Each ATP Person shall ensure that their personal or business activities, relationships and other interests do not conflict or appear to conflict with the interests of ATP and shall affirmatively disclose any potential conflicts.

- (5) No board member or other ATP Person shall participate in a matter involving a business, contract or real property transaction in which the board member or other ATP Person has a Substantial Interest if it is reasonably foreseeable that an action on the matter would confer a special economic benefit on the business, contract or real property that is distinguishable from its effect on the public.
- (6) A board member or other ATP Person must disclose a Substantial Interest in a business, contract, or real property that would confer a benefit by their vote or decision. The board member or other ATP Person may not participate in the consideration of the matter subject to the vote or decision. Prior to the vote or decision, a board member or other ATP Person shall file an affidavit citing the nature and extent of their interest with ATP's General Counsel in accordance with Tex. Loc. Govt. Code, § 171.004.

D. *Substantial Interests.* ATP will not enter into a contract with a business in which a board member or employee or a Family Member of a board member or employee has a Substantial Interest except in case of emergency or if the business is the only available source for essential goods and services or property.

E. *Conflicts Disclosure.*

- (1) Each Board Member will complete and return to ATP's General Counsel a Statement of Financial Interests and Affiliations, in the form attached hereto as Exhibit B.
- (2) A Local Government Officer of ATP must file a Conflicts Disclosure Statement (FORM CIS) in the form attached hereto as Exhibit C with ATP'S General Counsel if:
  - i. The person or a Family Member of such person received at least \$2,500 in taxable income (other than investment income) from a vendor or potential vendor in the last twelve (12) months through an employment or other business relationship;
  - ii. The person or certain Family Members received gifts from a vendor or potential vendor with an aggregate value greater than \$100 in the last 12 months; or the vendor (or an employee of the vendor) has a Family Relationship with the Local Government Officer; or
  - iii. The person has a Family Relationship with respect to a vendor.
- (3) A vendor doing business with ATP or seeking to do business with ATP is required to file a completed questionnaire (FORM CIQ) in the form attached hereto as Exhibit D disclosing the vendor's affiliations or business relationship with any board member or Local Government Officer or their Family Member.

F. *Defined Terms.* As used in this Article III:

"Family Member" is a person related within the first degree by consanguinity or the second degree by affinity as defined by Tex. Govt. Code, Ch. 573.

"Family Relationship" is a relationship between a person and another person within the third degree by consanguinity or the second degree by affinity as defined by Tex. Govt. Code, Ch. 573, Subchapter B.



"Local Government Officer" is defined by Tex. Loc. Govt. Code § 176.001(4). A Local Government Officer is:

- (1) A member of the Board of Directors;
- (2) The President/Executive Director; or
- (3) A third party agent of ATP, including an employee, who exercises discretion in the planning, recommending, selecting or contracting of a vendor.

"Substantial Interest" is defined by Tex. Loc. Govt. Code, § 171.002. A person has a Substantial Interest in:

- (1) A business entity if the person owns ten percent (10%) or more of the voting stock or shares of the business entity or owns either 10% or more or \$15,000 or more of the fair market value of the business entity OR funds received by the person from the business entity exceed 10% of the person's gross income for the previous year; or
- (2) Real property if the interest is an equitable or legal ownership with a fair market value of \$2,500 or more.

#### IV. CONFIDENTIALITY AND NONDISCLOSURE

- A. *Nondisclosure of Confidential Information.* Except as otherwise required by law, all ATP Persons shall be prohibited from disclosing, using or permitting access to any Confidential Information in any manner or for any purpose other than the in exercise of their duties and responsibilities in carrying out the interests of ATP. Upon the expiration or termination of an ATP Person's employment or service with ATP, such person shall, at ATP's request, return to ATP or destroy all Confidential Information in their possession.

For purposes of this Article IV, "Confidential Information" means all non-public, proprietary, or confidential information developed by or disclosed to any ATP Person in the performance of their duties or related to the business of ATP, in oral, visual, written, electronic, or other tangible or intangible form, whether or not marked or designated as "confidential," and all notes, analyses, summaries, and other materials prepared by an ATP Person that contain, are based on, or otherwise reflect, to any degree, any of the foregoing; provided, however, that Confidential Information does not include any information that: (i) is or becomes generally available to the public other than as a result of an ATP Person's act or omission; (ii) is obtained by an ATP Person on a non-confidential basis from a third party that was not legally or contractually restricted from disclosing such information; or (iii) was previously in an ATP Person's possession prior to becoming an ATP Person, as established by documentary evidence.

- B. *Public Disclosure.* If at any time an ATP Person receives a request for disclosure of Confidential Information pursuant to the Texas Public Information Act (Ch. 552, Tex. Gov't Code), such ATP Person shall not respond to such request, but shall promptly inform ATP's designated public information coordinator of such request.
- C. *Exceptions.* Notwithstanding the foregoing, no ATP Person shall be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that:
- (1) Is made (i) in confidence to a federal, state, or local government official, either directly or indirectly, or to an attorney, and (ii) solely for the purpose of reporting or investigating a suspected violation of law; or

- (2) Is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal. An individual who files a lawsuit for retaliation by an employer of reporting a suspected violation of law may disclose the trade secret to the attorney of the individual and use the trade secret information in the court proceeding, if the individual (i) files any document containing the trade secret under seal; and, (ii) does not disclose the trade secret, except pursuant to court order.

Nothing in this Policy will or is intended to prohibit any communication by any Party with the United States Securities and Exchange Commission with respect to any possible violation by the Corporation or any affiliate of the Corporation of any United States securities laws or the rules and regulations promulgated thereunder.

## V. COMPLAINTS AND GRIEVANCES

A. *Complaint Procedures*: The following are the formal complaint and grievance procedures:

- (1) A person who has a complaint or grievance about any services or activities of an ATP Person may during regular business hours submit such complaint or grievance, in writing to the General Counsel of ATP.
- (2) The General Counsel of ATP shall cause an investigation of the complaint or grievance to be completed, if practicable, and provide an update regarding the administration of such investigation to the person who made the complaint or grievance.
- (3) The person reporting the violation of this Policy shall not attempt to personally conduct investigations or interviews related to any suspected fraudulent act.

B. *Confidentiality*. To the extent allowed by law, any person reporting or investigating reports is required to keep reports and all information relating to the investigation confidential, except as necessary to report the violation of this Policy or to conduct a complete and fair investigation. Any person who learns of any investigation shall keep all matters relating to the investigation strictly confidential to the extent allowed by law.

C. *Non-Retaliation*. No person who reports a violation of this Policy in good faith shall suffer harassment, retaliation or employment consequence. Retaliation in any form will not be tolerated. Any act of alleged retaliation should be reported immediately and will be promptly investigated.

## VI. MISCELLANEOUS PROVISIONS

A. This Policy shall be construed liberally to effectuate its purposes and policies and to supplement such existing laws as they may relate to the conduct of ATP Persons.

B. Within sixty (60) days of the effective date for the adoption of this Policy each employee, officer and board member will receive a copy of this Policy and shall be required to sign a statement in the form of Exhibit A hereto acknowledging that they have read, understand and will comply with ATP's Ethics, Conflicts and Nondisclosure Policy. A copy of this Policy shall be provided to each employee, officer, and board member of ATP no later than three (3) days after such person has joined ATP in such position. ATP shall keep in its

files a copy of the acceptance and acknowledgment in the form attached hereto as Exhibit A executed by each such employee, officer and board member.

- C. ATP Persons shall participate in regular training related to ethical conduct, this Ethics Policy and related laws and policies.

**AUSTIN TRANSIT PARTNERSHIP  
ETHICS, CONFLICTS AND NONDISCLOSURE POLICY**

**Acknowledgment and Acceptance**

By signing below, I acknowledge and certify the following that I have (i) received a copy of Austin Transit Partnership's Ethics, Conflicts and Nondisclosure Policy (the "Policy"), (ii) I have read and understand the Policy, and (iii) I agree to comply with the Policy.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Title

AUSTIN TRANSIT PARTNERSHIP  
BOARD OF DIRECTORS  
Statement of Financial Interest and Affiliations

**I. GENERAL DATA**

Board Member's Name: \_\_\_\_\_

Date of Membership: \_\_\_\_\_

**II. DEFINITIONS**

"Business Entity" means a sole proprietorship, partnership, limited partnership, firm, corporation, holding company, joint stock company, receivership, trust, or any other entity recognized by law through which business is conducted.

"Immediate Family" means Board Member's spouse, dependent children including adopted children and step-children, and, in addition, any relative who resides in the Board Member's residence. A child is considered to be dependent if you are providing more than 50% of the child's support in a calendar year.

A Board Member has a "Substantial Interest" in:

- (1) A business entity if the person owns ten percent (10%) or more of the voting stock or shares of the business entity or owns either 10% or more or \$15,000 or more of the fair market value of the business entity OR funds received by the person from the business entity exceed 10% of the person's gross income for the previous year; or
- (2) Real property if the interest is an equitable or legal ownership with a fair market value of \$2,500 or more.

**III. EMPLOYMENT AND INTERESTS**

List the names of any business or other entity with which you were in the last five (5) years an employee, owner, partner, board member, or consultant. If none, write NONE.

- |          |          |
|----------|----------|
| 1. _____ | 5. _____ |
| 2. _____ | 6. _____ |
| 3. _____ | 7. _____ |
| 4. _____ | 8. _____ |

**IV. SUBSTANTIAL INTEREST FROM EMPLOYMENT RELATIONSHIPS**

List the name of any business entities in which you or, to the best of your knowledge, any member of your immediate family have a substantial interest (such as salary, pension or retirement plan, shared income, commitment to hire or rehire, or other arrangement) as a result of any current or past employment, business, or professional relationship. If none, write NONE. Identify by line item which family member's interest is disclosed.

\*Note - Substantial interest includes any entity from which you or a member of your immediate family received more than 10% of your gross income from the previous year

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|----------|----------|
| 1. _____ | 5. _____ |
| 2. _____ | 6. _____ |
| 3. _____ | 7. _____ |
| 4. _____ | 8. _____ |

**V. SUBSTANTIAL OWNERSHIP INTERESTS**

List the name of any business entities in which you or, to the best of your knowledge, any member of your immediate family have a substantial interest through the ownership of stock, stock options, bonds, securities, partnership interests, trusts or other arrangement or relationship. If none, write NONE. Identify By line item which family member's interest is disclosed.

\*Note - Substantial interest includes any entity in which you or a family member hold ten percent (10%) or more of the voting stock or shares of the business entity or either 10% or more or \$15,000 or more of the fair market value of the business entity or from which you or a member of your immediate family received more than 10% of your gross income from the previous year.

- |          |          |
|----------|----------|
| 1. _____ | 5. _____ |
| 2. _____ | 6. _____ |
| 3. _____ | 7. _____ |
| 4. _____ | 8. _____ |

**VI. LOANS**

List the name of any individual or business entity (other than members of you immediate family) to which you or, **to the best of your knowledge**, any member of your immediate family are indebted (do **not** list credit cards, or metro or municipal credit unions). If none, write NONE. Identify by line item which family member's interest is disclosed.

- |          |          |
|----------|----------|
| 1. _____ | 5. _____ |
| 2. _____ | 6. _____ |
| 3. _____ | 7. _____ |
| 4. _____ | 8. _____ |

**VII. INTERESTS IN REAL PROPERTY**

List your and/or your immediate family's whole or partial ownership of real property located in or adjacent to the City of Austin, other than property that you occupy as a personal residence. Please indicate (a) the individual who has the interest and his/her relationship to you, if other than yourself; nature of interest, e.g., ownership, mortgage, lien, investment trust; (c) the type of property, e.g., residence, hotel, apartment, farm, undeveloped land; and, (d) address of the real property including county. If none, write NONE.

1. \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_
  
2. \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_
  
3. \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

If additional space is needed to fully disclose any item, please type or write on separate sheets and submit as attachments to this statement.

I have read and understand the requirements of this statement. I certify that the responses I have made are true, complete, and correct to the best of my knowledge and belief.

I acknowledge that I have been provided a copy of ATP's Ethics, Conflicts and Nondisclosure Policy.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Title

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**General Counsel's Review:**

I have reviewed the Statement of Financial Interest and Affiliation of \_\_\_\_\_ and find:

- No real or apparent conflict exists.
- Real or apparent conflict may exist. Required action:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
General Counsel

\_\_\_\_\_  
Date



Exhibit C to ATP Ethics Policy  
[see attached next page]

Exhibit D to ATP Ethics Policy  
[see attached next page]