



Regional Transportation District Code of Ethics

(Adopted by the RTD Board of Directors February 27, 2018)

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A. Introduction

This RTD Code of Ethics provides mandatory standards and guidance on ethical behavior and choices for all of us at RTD: our employees and directors. We will use this Code of Ethics to guide our daily decisions and actions.

All of us at RTD are expected to be ethical role models. We must all be alert to potential ethical issues and be ready to respond appropriately. We must avoid conduct that creates an appearance of impropriety to a reasonable person. Those of us who supervise others must foster an atmosphere that encourages everyone to seek help if faced with ethical dilemmas. Responsibility for compliance with standards for ethical conduct ultimately rests with each one of us.

A key goal of this Code is to promote integrity by preventing conflicts of interest. Conflicts between our RTD roles and our private interests, whether real or perceived, must be avoided.

This Code also supports an environment at RTD of honesty, trust, inclusivity and sustainability: a just culture with sincere, respectful and open communications.

This Code contains five main parts. The first part identifies five basic ethics standards that apply to all of us at RTD. The second part contains rules limiting RTD contracts with current and former RTD employees who have responsibility for or influence upon procurement decisions, including all RTD managers and directors. The third part concerns annual disclosures by those with responsibility for procurement decisions. The fourth part explains how to get advice about the Code and states how RTD enforces the Code, including penalties for violation. The fifth part provides more resources to help interpret the Code, including citations to relevant legal standards.

The rules in this Code are simple, reasonable, and grounded in common sense. This Code clearly states expectations for all RTD employees. A claim of lack of knowledge or understanding of this Code will not be accepted.

No code of ethics can anticipate every possible situation, and this Code of Ethics does not repeal other rules relating to ethical conduct that may apply. We must be familiar and comply with all laws, standards and rules related to our specific jobs. To help in applying the rules in this Code, RTD's General Counsel will issue comments and examples applying the Code to situations that may come up. These comments and examples will be approved by the Senior Leadership Team as official RTD procedures. In addition, RTD provides ethics training and resources to apply this Code to situations you are likely to encounter. If you are ever unsure whether anything you do may violate this Code, contact RTD's General Counsel for a written advisory opinion *before* you take action.

This 2018 revision of RTD's Code of Ethics was led by an RTD Leadership Academy team

consisting of represented and salaried employees. After internal reviews and solicitation of comments from others, the Code of Ethics was approved and adopted by RTD's Board of Directors on February 27, 2018.

B. Five Basic Ethics Standards for All of Us at RTD

This part of the Code contains five basic ethics standards that apply to each of us: all RTD employees regardless of position, plus RTD directors (also referred to as "employees" in this part). These standards are: integrity, honesty, inclusivity, transparency, and sustainability.

1. Integrity

We will avoid conflicts of interest and promote public confidence in the integrity of RTD's decisions.

- 1.1. We will not engage in outside business or activities that unduly interfere with official RTD duties and responsibilities, or in official RTD duties and responsibilities that directly impact an employee's outside business or activities.
- 1.2. We will be impartial in carrying out our duties, and will avoid actions that create an appearance of impropriety to a reasonable person.
- 1.3. We will not use our positions for personal gain or private benefit, whether for ourselves or for our families, acquaintances, or businesses.
- 1.4. We will not offer, or give in response to solicitation, any item of monetary value to anyone from whom we are seeking official action.
- 1.5. No director, officer, employee, or agent of RTD will have an interest in any contract or transaction with RTD except in his or her official representative capacity.
- 1.6. RTD's officers, employees, agents, or board members will neither solicit nor accept gifts, gratuities, favors, or anything of monetary value from contractors, potential contractors, or parties to subcontracts unless the financial interest is not substantial or the gift is an unsolicited item of nominal intrinsic value. For purposes of determining whether monetary value is "not substantial" or of "nominal intrinsic value," RTD applies the current dollar limits in Colorado

Constitution Art. XXIX (Amendment 41). To confirm the current dollar limit, [click here](#) for RTD's ethics procedures or contact RTD's General Counsel.

2. Honesty

We will promote an environment of trust and safety, free from dishonesty, misrepresentation, fraud, and misuse of RTD property.

- 2.1. We will be truthful, sincere, and forthright in our work dealings and communications.
- 2.2. We will not knowingly make unauthorized commitments or promises on behalf of RTD.
- 2.3. We will not retaliate against employees who raise genuine safety, ethics or legal concerns in good faith.

3. Inclusivity

We will value the background, experience, perspective and talent of others, respect the diversity of the communities we serve, and promote a work environment free from unlawful discrimination and harassment.

- 3.1. We will treat each other, our customers, contractors, partners, and members of the public with respect.
- 3.2. We will not unlawfully harass or discriminate against other employees, our customers, contractors, partners, and members of the public.
- 3.3. We will seek input from others and value differences of opinion.

4. Transparency

We will be transparent, accountable and open in our operations and decision making, consistent with laws and rules protecting confidentiality of certain information.

- 4.1. We will maintain an atmosphere of open communication and cooperation.
- 4.2. We will provide appropriate information regarding RTD operations and performance consistent with applicable laws, regulations and rules.

4.3. We will protect RTD's confidential information in accordance with applicable laws, regulations and rules.

4.4. We will be accountable, making our decisions through processes that are clear and transparent.

5. Sustainability

We will manage RTD's resources for the benefit and enjoyment of current and future generations.

5.1. We will conserve resources in RTD operations, projects and decision making.

5.2. We will not use RTD resources for any reason other than authorized activities benefiting RTD.

C. Contracts with Current and Former Employees

For RTD employees who have responsibility for procurements or who are engaged in the award or administration of contracts, RTD is generally prohibited from entering into contracts with such employees, or with such former employees within one year of termination of employment.

1. Contracts with Current Employees

RTD will not enter into any transaction involving goods, services or property with an RTD employee, or with a person or entity in which an RTD employee has an interest.

RTD employees are considered to have an interest in transactions involving:

1. Any immediate family member (spouse or domestic partner, and their parents, children, brothers and sisters)
2. Any person or entity with whom an RTD employee has an agreement to receive (or reasonable expectation of receiving) any benefit
3. Any entity in which an employee is a director, officer, employee, prospective employee, or shareholder

4. Any creditor or debtor of the employee

This section will not apply in the case of:

1. Remote interests: non-paid employees, volunteers or officers of a nonprofit; less than 5% ownership of shares in a business; solely representative capacity such as a receiver, trustee or administrator.
2. An entity that is the only available source for essential goods, services or property.
3. A financial institution holding RTD funds, or RTD borrowing funds from a financial institution that offers the lowest available rate of interest for the loan.
4. Emergency situations, provided that a record explaining the emergency situation is prepared by the General Manager and submitted to the Board of Directors at its next regular meeting.
5. Contracts entered into with full disclosure and knowledge of the conflict, and approval of the contract, by the Board of Directors.

Any such exceptions must be fully disclosed and documented in the contract file.

2. Contracts with Former Employees

RTD will not contract with, nor take any act favorably affecting, any person, or any entity represented by a person, who has within the preceding one year been an employee of RTD.

This section is to be applied so that if a former employee was involved in the contract or would have had influence over decisions related to the contract, that person cannot now benefit from the contract.

This sections does not apply to employment of retirees or temporary adjunct employment under standard policies approved by RTD's Human Resources Division.

This section will not apply in cases where a contract involving a current employee would be exempted. Any such exceptions must be fully disclosed and documented in the contract file.

D. Annual Disclosure

Employees in positions determined by RTD to be responsible for procurements or engaged in the award or administration of contracts must complete and submit to the General Counsel an interest disclosure form subject to procedures approved by the Senior Leadership Team.

The disclosure form is kept confidential and is used to create a general, non-personalized list of those persons or entities with whom RTD may be restricted from doing business. No financial data is required. Proposed transactions are compared with the list to see if there are relationships that could cause a conflict of interest, in which case the General Counsel and Senior Manager of Materials Management will consult.

E. Advice, Enforcement, and Penalties for Violation

If you are unsure as to whether an action may violate this Code of Ethics, you should first consult the comments and examples in RTD's official policies and procedures, and then contact RTD's General Counsel if you still have questions. If you are ever unsure whether anything you do may violate this Code, contact the General Counsel for a written advisory opinion *before* taking action.

An employee or director violating this Code of Ethics may be subject to discipline up to and including termination of employment, or such action or penalties as authorized by RTD's Bylaws, respectively, in addition to any other penalties authorized by law.

A contractor's or agent's contract with RTD may include terms incorporating all or part of this Code of Ethics and treating contractor employees as RTD employees for such purposes. Violation of this Code may be considered a breach of the contract with RTD or grounds for disbarment from future RTD contracts.

6. Construction and Authority

The RTD Board of Directors has approved this Code of Ethics. This Code replaces all prior Codes, but does not repeal other rules relating to ethical conduct that may apply.

This Code of Ethics is to be construed liberally to promote its purposes and to supplement such other rules, regulations and laws as may apply.

This Code of Ethics is prospective, not retroactive, in application. The provisions of this Code are severable; i.e., if any of its provisions are deemed unconstitutional or invalid, that will not affect or impair any of the remaining provisions.

This Code of Ethics is based on and supplements provisions in the Regional Transportation District Act and RTD's Bylaws, as amended, to which RTD directors and employees are also subject.

Regional Transportation District Act, Colo. Rev. Stat. § 32-9-118:

Conflicts of interest prohibited. No director, officer, employee, or agent of the District shall be interested in any contract or transaction with the District except in his official representative capacity.

RTD's Bylaws, Article X:

Section 1. *Refrain from Participation.* Any member of the Board who is present at a meeting at which is discussed any matter in which he has, directly or indirectly, a private pecuniary or property interest, shall declare that he has a conflict and shall refrain from advocating for or against the matter, and shall not vote in respect to such matter.

Section 2. *Official Interest Only.*

(a) No member of the Board of Directors, nor any employee or agent of the District, shall be interested in any contract or transaction with the District except in his official representative capacity, or as provided in his contract of employment with the District.

(b) Neither the holding of any office or employment in the government of any municipality or other public body or the federal government, nor the owning of any property within the State of Colorado shall be deemed a disqualification for membership on the Board of Directors or employment by the District, nor a disqualification for compensation for services as a member of the Board of Directors, or as an employee or agent of the District.

This Code of Ethics incorporates and expands to non-federally-supported RTD contracts as RTD rules the following requirements for federal grantees in FTA Circular 4220.1F (March 18, 2013), Ch. 3, as amended:

1. WRITTEN STANDARDS OF CONDUCT. The Common Grant Rules require each recipient to maintain written standards of conduct governing the performance of its employees that are engaged in or otherwise involved in the award or administration of third party contracts.

a. Personal Conflicts of Interest. As provided in the Common Grant Rules and in

the Federal Transit Administration (FTA) Master Agreement, no employee, officer, agent, or board member, or his or her immediate family member, partner, or organization that employs or is about to employ any of the foregoing individuals may participate in the selection, award, or administration of a contract supported with FTA assistance if a conflict of interest, real or apparent, would be involved. Such a conflict would arise when any of those individuals previously listed has a financial or other interest in the firm selected for award.

- b. Gifts. The recipient's officers, employees, agents, or board members may neither solicit nor accept gifts, gratuities, favors, or anything of monetary value from contractors, potential contractors, or parties to subcontracts. The recipient may set minimum rules when the financial interest is not substantial or the gift is an unsolicited item of nominal intrinsic value.

**THIS PAGE IS INTENTIONALLY BLANK.
KEEP PAGES 1-10 OF THIS CODE OF ETHICS –
THE NEXT PAGE IS YOUR ACKNOWLEDGEMENT OF RECEIPT
TO BE SIGNED AND RETURNED TO RTD.**



RTD Code of Ethics Acknowledgement of Receipt

Please sign and return this Acknowledgement of Receipt form to:
General Counsel Administrator, RTD, 1660 Blake St., BLK-23, Denver, CO 80202
or via email to RTD's General Counsel Administrator.
Electronic signature via Adobe or other RTD approved program is permitted.

I hereby acknowledge that I have received a copy of the Regional Transportation District's Code of Ethics (adopted _____, 2018).

NAME (please print) _____

EMPLOYEE NUMBER _____

SIGNATURE _____

DATE: _____