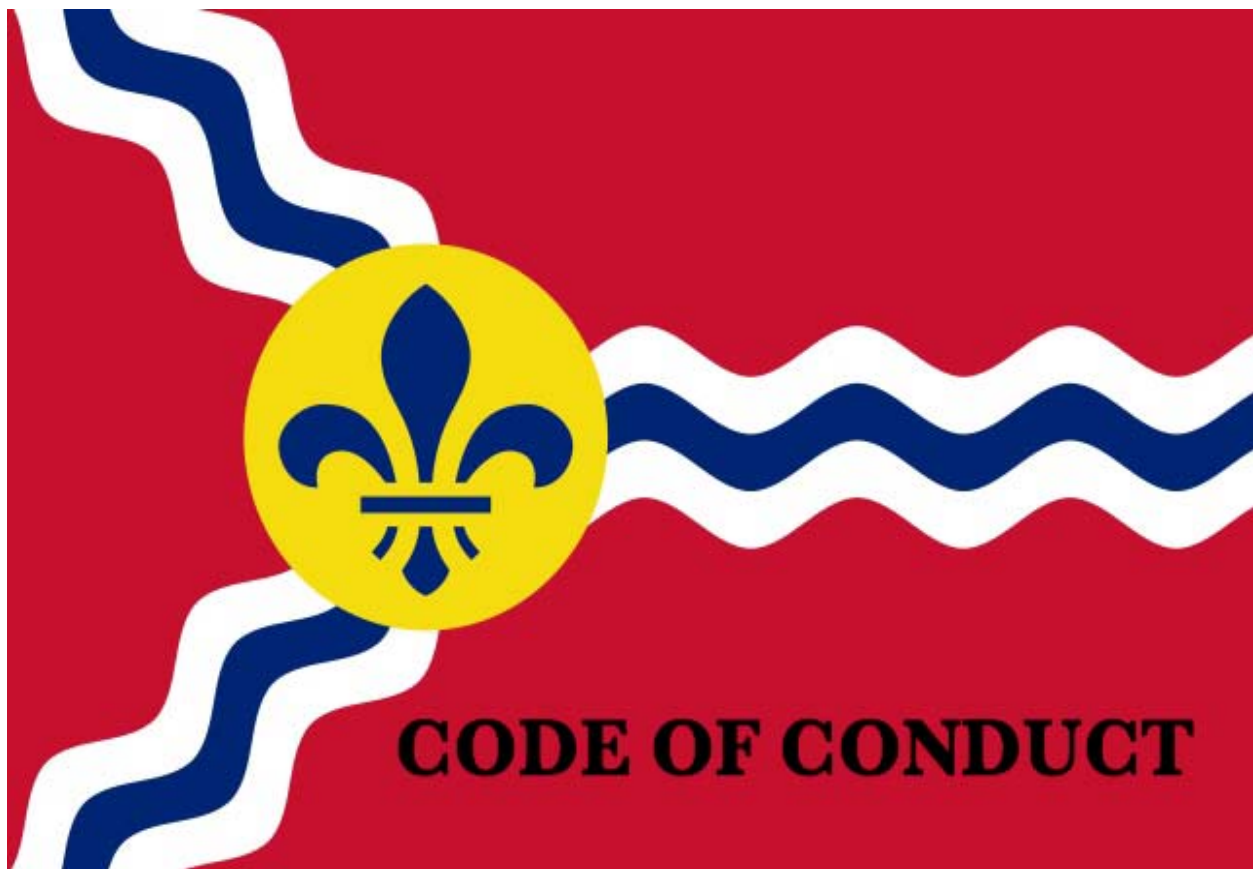


**THE ST. LOUIS LAMBERT  
LEASE EXPLORATION  
WORKING GROUP**



**FOR ALL MEMBERS OF THE WORKING GROUP**

**ADOPTED DECEMBER 18, 2018**

## **The St. Louis Lambert Lease Exploration Working Group Code of Conduct**

The proper operation of the government of the City of St. Louis requires that public officials and employees be independent, impartial and responsible to the people; that government decisions and policy be made in the proper channels of the governmental structure; that public office not be used for personal gain; and that the public have confidence in the integrity of its government. § 4.070.010 of the Revised Code of the City of St. Louis (“Revised Code”).

Pursuant to this policy and in recognition these goals, the City has established a number of procedures to ensure that private financial or other interest in matters affecting the City are disclosed. § 4.070.020 Revised Code. Additionally, the City has adopted the Section 105.454 of the Missouri Revised Statutes on conflicts of interest as well as other state law governing a public official’s conduct. § 4.070.020 Revised Code.

The Code of Conduct for the St. Louis Lambert Lease Exploration Working Group (“Working Group”) has been developed to ensure compliance with local, state and federal laws and to ensure that the Members of the Working Group do not use the position for personal gain. Each Member of the Working Group is expected to understand relevant City and State laws, the Code of Conduct and any other policies, procedures or guidelines adopted by the Working Group or the City of St. Louis. This document outlines the legal requirements as well as expectations that should be applied to all actions and decisions related to the Working Group.

Under the Code of Conduct, all Working Group Members are expected to act in the following manner:

- Be knowledgeable about and obey the laws, this Code of Conduct, the Employee Handbook and all other policies adopted by the Working Group and the City of St. Louis.
- To act as a fiduciary on behalf of the City to protect its interests and assets (including confidential information) pursuant to the guiding principles set forth under Section 1(m) of the Consultant’s Agreement and enumerated below.
- Review and assess all recommendations fairly and with uncompromising integrity.

### **Purpose**

The Code is intended to:

- Set forth the Working Group’s commitment to ethics and compliance with the law
- Set forth basic standards for ethical and legal behavior
- Provide reporting alternatives for known or suspected ethical or legal violations
- Help prevent wrongdoing
- Help ensure that the exploration of the potential long-term public-private lease of St. Louis Lambert Airport is considered in an independent, impartial and responsible manner

This Code presents guidelines for conduct and provides summaries of the most relevant laws. This Code, however, cannot cover every scenario that a Member might encounter while serving on the Working Group and it is intended to help identify potential issues and provide resources to help Members ask questions, if needed.

### **Reporting Suspected Violations**

As a Member of the Working Group, it is the responsibility of each to report any event or circumstance that a Member believes in good faith may violate the law, this Code, the by-laws, or any policy adopted by the Working Group. Suspected violations can be reported to the City Counselor, the Director of Personnel (for those Members that are employees of the City), the Missouri Ethics Commission, to the Chair of the Working Group, or to the Working Group in closed session. Additional reporting options may be available under Ordinance 70475, as amended, also known as the “The City of St. Louis Whistleblower Law”.

### **Conflicts of Interest and Conduct for Public Officials/Employees**

No Member of the Working Group may serve on the Working Group if a conflict of interest exists. Accordingly, all Members of the Working Group are required to complete a “Disclosure Statement” which states that no conflict of interest exists, that each such Member is aware of all applicable City and State laws regarding conflicts of interest as well as any City Personnel Policies applicable to any Member as a result of his or her employment or status with the City of St. Louis. The Disclosure Statement is attached to this Code and shall be renewed and executed by each Member of the Working Group every six months.

The following information summarizes the various applicable laws so that Members can determine whether a conflict of interest exists. If at any point during a Members’ service on the Working Group a conflict of interest develops, then the Member is obligated to inform the Working Group and such Member will be disqualified from continued service on the Working Group.

#### ***What is a Conflict of Interest?***

A conflict of interest, per the Missouri Ethics Commission, is generally defined as “a conflict between the private interest and the official responsibilities of a person in a position of trust” and it arises when a person is in a position to derive personal benefit or gain from actions or decisions made in their official capacity.

#### ***What City Laws Govern Conflicts of Interest?***

Ordinance 70054 requires that all City employees comply with Section 105.454 of the Missouri Revised Statutes on conflicts of interest as well as other state law governing a public official’s conduct.

Additionally, Ordinance 70054 contains specific disclosure requirements for Members of the Board of Aldermen when they have a substantial or private interest in any measure, bill, order or proposed ordinance pending before the Board of Aldermen and it requires that disclosure reports be filed annually by all elected officials, candidates for elective office, and certain appointed officials, and

employees with the authority to sign contracts. For additional information concerning the reporting requirements, please review Ordinance 70054.

***What State Laws Govern Conflicts of Interest and Conduct for Public Officials/Employees?***

Sections 105.450 – 105.498 of the Missouri Revised Statutes governs conflicts of interest for public officials and employees as well as specific conduct. Below is a summary of the relevant provisions governing these subjects.

No Dual Employment
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Section 105.454(1) RSMo. generally prohibits elected officials, appointed officials, or employees of the City from being employed in another capacity or position for the City for which they serve or work. Certain exceptions exist if the transaction is \$500 or less or no more than \$5,000 per year unless the transaction is made pursuant to an award on a contract let or sale after public notice and competitive bidding so long as it is the lowest bid received.

However, while State law may provide certain exceptions the City law is more limited with its exceptions:

No officer or employee of the City shall receive any additional compensation for serving in any other capacity under the City while in such office or employment; nor hold any office or employment under the state or United States except in the militia or as a notary public or as a teacher in a public educational institution. A teacher in a public educational institution may hold employment with the City. No officer or employee shall have a personal interest, directly or indirectly, in a contract with the City. Any person guilty of any willful violation of this section shall thereby forfeit his office or employment. Article VIII, Section 8 of the City of St. Louis Charter.

See Appendix A-4 for a copy of these provisions.

No Participation in Decisions that May Provide Personal Benefit
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Missouri law prohibits elected officials, appointed officials, or employees of the City from participating in any matter, directly or indirectly, in which he or she attempts to influence any decision of the City when they know that the result of the decision may be the acceptance of the performance of a service for the sale, rental, or lease of any property to that agency for consideration in excess of \$500 per transaction or \$5,000 annually to themselves, their spouse or a dependent child (in his or her custody), or any business in which he or she is associated with unless the transaction is made pursuant to an award on a contract let or sale made after public notice and in the case of property other than real property, competitive bidding, provided that the bid or offer accepted is the lowest received. § 105.454(3) RSMo.

Cannot Provide Services for Any Person, Firm or Corporation for Any Consideration When Service Attempts to Influence a Decision of the City

Missouri law prohibits elected officials, appointed officials, or employees of the City from performing any services during the time of his or her employment for any consideration from any person, firm or corporation, other than the compensation provided for the performance of his or her official duties, by which service he or she attempts to influence a decision of the any agency of the state, or any political subdivision in which he or she is an officer or employee or over which he or she has supervisory power. § 105.454(4) RSMo.

No Participation in Certain Matters for 1 Year After Termination of Employment or Office

Missouri law prohibits performing any service for consideration, during one year after termination of his or her office or employment, by which performance he or she attempts to influence a decision of any agency of the state, or a decision of any political subdivision in which he or she was an officer or employee or over which he or she had supervisory power, except that this provision shall not be construed to prohibit any person from performing such service and receiving compensation therefor, in any adversary proceeding or in the preparation or filing of any public document or to prohibit an employee of the executive department from being employed by any other department, division or agency of the executive branch of state government. § 105.454(5) RSMo.

Permanent Prohibition on Performing Certain Services Post Employment with the City

Missouri law also prohibits performing any service for any consideration for any person, firm or corporation after termination of his or her office or employment in relation to any case, decision, proceeding or application with respect to which he or she was directly concerned or in which he or she personally participated during the period of his or her service or employment. § 105.454(6) RSMo.

**Gifts**

City Ordinance 63666 and 70379 requires that any City officers or employee or immediate family Member who accepts a gift with a value of more than \$375.00 from any interested person shall report such gift within 30 days of receipt on the form attached to the Ordinance. See Appendix A-6 for this form. These forms are public records.

In an effort to set a higher standard of ethics, it is agreed that no Member of the Working Group shall accept any gift of any value from any known bidder or one of its known subcontractors, lobbyists, lawyers, or representatives without disclosure and approval of a majority of the Voting Members of the Working Group. Gifts include meals, beverages, payment of travel expenses, payment of lodging expenses, and payment for anything of value, but it does not include reimbursements under the Consulting Agreement for expenses incurred for performing duties

related to the Member's role on the Working Group including reimbursements related to travel, attending meetings or conferences, meals and transportation.

### **Confidential and Non-Public Information**

Confidentiality is critical to ensuring that the exploration of the potential long-term lease of St. Louis Lambert Airport is considered in an independent, impartial and responsible manner. Accordingly, any discussion that occurs in a Closed Session of the Working Group shall remain confidential and cannot be relayed to anyone outside the Working Group, even if the Member or designee ceases to serve on the Working Group.

Additional confidentiality requirements exist under the Consultant Agreements concerning the advice from the Service Providers/Advisory Team and the coordination of the release of information. The Working Group shall comply with these provisions:

To the extent authorized under Chapter 610 RSMo., and the Federal Freedom of Information Act (as it may apply), the City will not in a discretionary manner disclose, summarize, or refer to any of the Service Providers' advice (which includes all presentations, recommendations, reports and other documentation prepared by the Service Providers and delivered in connection with the Services), publicly or to any third party without the prior written consent of Grow or the applicable Service Provider prior to such disclosure; provided that the City may share the Service Providers' advice (consistent with the terms of Section 1(k)) with any of the Service Providers or the Working Group on a confidential basis. This provision is intended to allow for the coordinated release and dissemination of pertinent information to government officials and the public at large while preserving the discretion to maintain Confidential Information during the process when public release might adversely effect the City's ability to proceed with a Transaction or the Consideration received by the City. In the event that the City determines that disclosure is required by state or federal law, the City will provide the applicable Service Providers reasonable advance notice and permit such Service Providers comment on the form and content of the disclosure. In the event disclosure is required by subpoena or court order, the City will provide the applicable Service Providers reasonable advance notice and permit such Service Providers to comment on the form and content of the disclosure.

Finally, the Members of the Working Group should be mindful to the fact that Missouri law prohibits disclosing confidential information for gain. Under § 105.452 RSMo., public officials and employees of the City shall not use or disclose confidential information obtained in their official capacity or during employment with the intent of financial gain for themselves, their spouse, any dependent child or any business with which they are associated. Any violation of this provision shall result in the violator being reported to the appropriate authorities and disqualified from service on the Working Group.

Any breach of the Working Group's policy concerning the disclosure of confidential information or nonpublic information may result in that Member being removed from the Working Group.

### **Disclosure of Non-Confidential and Public Information**

In light of the sensitivity of matters which are the purview of the Working Group and the risk of inadvertent disclosure of confidential material, a Member should limit the use of social media to sharing content already released to the public by the City of St. Louis with the approval of the Working Group. Please review applicable City policies including the updated Social Media Policy for guidance on the use of Social Media and requirements pertaining to records retention.

### **Travel, Lodging, Dining and Educational Expenses**

Any business related expenses such as travel, lodging, dining or educational or conference fees related to the business of the Working Group shall be submitted on a City form and comply with any other policies adopted by the Working Group.

### **Contact Information for Questions and Concerns**

If you need help, have questions with any current or foreseeable issues, or need to report a violation of the Code of Conduct please contact either the Chair of the Working Group, the City Counselor, or follow the procedures for reporting such violations as set forth under City law.

**THE ST. LOUIS LAMBERT LEASE EXPLORATION  
WORKING GROUP**

NO CONFLICT OF INTEREST DISCLOSURE STATEMENT

In conjunction with my service as a member of The St. Louis Lambert Lease Exploration Working Group (“Working Group”), I hereby certify as follows:

1. I am familiar with Federal, State and Local laws, regulations and prohibitions pertaining to conflicts of interest, potential conflicts of interest, and/or the appearance(s) of conflicts or potential conflicts of interest including, but not limited to Article VII, Section 6 of the Missouri Constitution, Chapter 105 of the Missouri Revised Statutes, Article VIII, Section 8 of the City of St. Louis Charter, the Code of Conflict for the Competitive Service of the City of St. Louis, the City of St. Louis Canon of Ethics, the Official Oath of the City of St. Louis, and all Executive Orders of the City of St. Louis pertaining to selecting contractors and in particular Ordinance 64102 or 64103 and the Rules and Procedures adopted for these Ordinances.

2. I hereby attest that to the best of my knowledge, information and belief, I am in compliance with, and not in violation of, any of the aforementioned regulations, policies and prohibitions.

3. I hereby attest that neither I, nor any relative described in said Ordinances, are currently employed, or have been employed or under contract within the last three (3) years, or have any interest, material or otherwise, with or in any of the firms being considered for the Project referenced above, nor have received any salary, gratuity or other compensation or remuneration from said firms.

4. I hereby attest that no funds have been paid or loaned, or will be paid or loaned, to me or those relatives listed above, by any party benefitting from the award of a contract for this Project.

5. List any companies associated with this contract in which you, your spouse, children, children’s spouses, parents, siblings or siblings’ spouses have any personal or private interest, receive salaries, gratuities or other remunerations at any time during the three (3) year period prior to this selection.

	COMPANY	RELATIONSHIP	SALARY/GRATUITY COMPENSATION
1.	_____	_____	_____
2.	_____	_____	_____
3.	_____	_____	_____
4.	_____	_____	_____

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

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