

**FLORIDA DEPARTMENT OF TRANSPORTATION**  
**Policy on Organizational and Individual Conflicts of Interest**  
**I-595 Corridor Improvements Project**  
**November 2, 2007**

***I.     INTRODUCTION***

The Florida Department of Transportation (“FDOT”) has developed the following conflicts of interest policy to provide guidance to firms and individuals directly or indirectly performing services for FDOT in connection with the I-595 Corridor Improvements Project (the “I-595 Project”). This policy is intended to supplement existing law and policy on the topic of conflicts of interest, and is specific to the I-595 Project. All firms and individuals performing work or contemplating the performance of work for FDOT on the I-595 Project are also expected to understand and comply with existing FDOT conflicts of interest policies and Florida law, including laws related to conflicts of interest.

FDOT is currently developing an overall policy for conflicts of interests for its Public-Private Partnership (“P3”) program, excluding projects procured under a design-build finance delivery method. FDOT’s overall P3 conflicts of interest policy (the “Program-Wide Policy”) may differ in material respects from the policy for the I-595 Project, and may be more stringent than what is outlined herein. Specifically, owner’s representatives and subconsultants to owner’s representatives advising FDOT on a P3 project are cautioned that, in certain situations, they may be prohibited under the Program-Wide Policy from participating in any capacity on a proposer team for any other FDOT P3 project for a period up to the date FDOT executes a Concession Agreement for the project on which they are directly or indirectly providing services to FDOT.

This policy supersedes any and all prior FDOT policies, comments, opinions or authorizations related to conflicts of interest specifically for the I-595 Project, whether oral or written.

***II.    OWNER’S REPRESENTATIVES***

**a.     Firms**

A firm serving as one of FDOT’s primary technical consultants in the development of procurement documents, evaluation criteria, or technical criteria for the I-595 Project (collectively, “Owner’s Representative”) is prohibited from participating in any capacity on a proposer team for the I-595 Project. This prohibition extends to the Owner’s Representative’s subsidiaries and affiliates, and shall remain in place for a period up to and including the date FDOT executes a Concession Agreement for the I-595 Project or until earlier termination of the procurement by FDOT (collectively, the “Closing Date”).

**b. Individuals**

Any individual who works or has worked for an Owner's Representative and was involved in the development of procurement documents, evaluation criteria, or technical criteria for the I-595 Project is prohibited from participating in any capacity on a proposer team for the I-595 Project. This prohibition shall remain in place until the Closing Date.

**III. SUBCONSULTANTS**

**a. Firms**

A firm serving as a subconsultant to an Owner's Representative (a "Subconsultant") is prohibited from participating in any capacity on a proposer team for the I-595 Project until after the Closing Date. This prohibition extends to the subsidiaries and affiliates of the Subconsultant.

**b. Individuals**

An individual who works or has worked for a Subconsultant and was involved in the development of procurement documents, evaluation criteria, or technical criteria for the I-595 Project is prohibited from participating in any capacity on a proposer team for the I-595 Project until the Closing Date.

**IV. CONSULTANTS TO FLORIDA'S TURNPIKE ENTERPRISE**

**a. Firms**

Owner's Representatives or Subconsultants for Florida's Turnpike Enterprise on the I-595 Project shall be governed by the same rules as described herein for Owner's Representatives and their Subconsultants.

**b. Individuals**

An individual who works for or has worked for an Owner's Representative or Subconsultant and who had a role involving the I-595 Project during such employment is governed by the same rules as described herein for employees of Owner's Representatives and their Subconsultants.

**V. LEGAL ADVISORS**

Legal advisors working for FDOT are subject to the canon of ethics universally applicable to lawyers, and all laws of the State of Florida. Legal advisors (including both law firms and individual lawyers) working for FDOT on the I-595 Project may not directly or indirectly serve as counsel to a proposer team (or in any other capacity) on the

I-595 Project or any other FDOT P-3 Project for period of one year after the Closing Date, and then only with the prior written consent of FDOT.

**VI. FINANCIAL ADVISORS**

**a. Firms**

In accordance with the Master Agreement entered into between FDOT and its P3 financial advisors, no financial advisor working for FDOT on the I-595 Project may directly or indirectly serve in any capacity for a proposer team on the I-595 Project or any other FDOT P3 project until after the Closing Date. This prohibition extends to the subsidiaries and affiliates of such financial advisors.

**b. Individuals**

An individual who works for or has worked for an FDOT financial advisor and who had a role involving the I-595 Project during such employment may not directly or indirectly serve in any capacity for a proposer team on the I-595 Project or any other FDOT P3 project until after the Closing Date.

**VII. TRAFFIC AND REVENUE CONSULTANTS**

**a. Firms**

No traffic and revenue consultant or subconsultant working for FDOT on the I-595 Project may directly or indirectly serve in any capacity for a proposer on the I-595 Project until after the Closing Date. This prohibition extends to the subsidiaries and affiliates of such traffic and revenue consultants/subconsultants.

**b. Individuals**

An individual who works for or has worked for an FDOT traffic and revenue consultant/subconsultant and who had a role involving the I-595 Project during such employment may not directly or indirectly serve in any capacity for a proposer team on the I-595 Project until after the Closing Date.

**VIII. REQUESTS FOR EXCEPTIONS**

A Subconsultant or traffic and revenue consultant may seek an exception to the above policy by submitting a written request for determination to Ms. Antonette Adams, District IV Procurement Office. The decision to approve or deny an application shall be made by the FDOT Secretary of Transportation or her designee within a reasonable time after submission of a complete application. The request shall describe the facts and circumstances of the applicant's involvement on the I-595 Project and the nature of its proposed participation for a proposer team on the I-595 Project or other FDOT P3 Project. The application shall specifically disclose whether the applicant at any time (i)

was involved in the preparation of procurement documents, technical criteria, or evaluation criteria for the I-595 Project; or (ii) participated in I-595 Project-related meetings or conference calls with an Owner's Representative or with FDOT's legal advisors or financial advisors. FDOT retains the right to accept or deny any application for exception to this policy in its sole and absolute discretion. FDOT will not consider applications for exceptions from its I-595 Project legal advisors or financial advisors.

***IX. CONFLICT OF INTEREST STATUS OF KNOWN OWNER'S REPRESENTATIVES AND SUBCONSULTANTS***

Please see attached Exhibit 1 for the status of known Owner's Representatives, Subconsultants, Florida Turnpike Enterprise consultants, legal advisors, financial advisors, and traffic and revenue consultants for the I-595 Project. Those firms identified in Exhibit 1 as "excluded" are subject to the prohibitions set forth in this policy, while those identified as "allowed" are not subject to the prohibitions. These determinations were made by FDOT based on the scope of work performed or currently underway by each identified firm. If the scope of work of an "allowed" firm changes after the date of this policy, FDOT may in its discretion determine that such firm is subject to the prohibitions of this policy. Firms (and their employees) not listed in Exhibit 1 but who currently perform or are later retained to perform services for FDOT on the I-595 Project are subject to the prohibitions contained in this policy unless they seek and obtain an exception from FDOT following the process described herein.

**EXHIBIT 1**

<b><u>FDOT CONSULTANTS</u></b>	
<b>COMPANY</b>	<b>ALLOWED / EXCLUDED</b>
<i>Owner's Representatives</i>	
Reynolds Smith & Hills, Inc.	<b>Excluded</b>
<i>Owner's Representatives on the Port of Miami Tunnel Project</i>	
Parsons Brinkerhoff	Allowed*
T.Y. Lin	Allowed*
<i>Subconsultants</i>	
URS Corporation Southern	<b>Excluded</b>
TBE Group, Inc.	Allowed
GBF Engineering, Inc.	<b>Excluded</b>
GCME, Inc.	<b>Excluded</b>
BCC, Inc.	<b>Excluded</b>
Construction Engineering Consultants Corporation	<b>Excluded</b>
Media Relations Group LLC	<b>Excluded</b>
Nutting Engineers	Allowed
PMA	<b>Excluded</b>
Golder	<b>Excluded</b>
Michael Baker & Associates	<b>Excluded</b>
Janus Research	Allowed
Handex	Allowed
<i>Turnpike Consultants</i>	
PBS&J	<b>Excluded</b>
Wantman Group	<b>Excluded</b>
Parsons Brinkerhoff	Allowed*

\* Subject to implementation of an ethical wall arrangement excluding participation on a proposer team by individuals working on the Port of Miami Tunnel project.

Reynolds Smith & Hills, Inc.	<b>Excluded</b>
Faller Davis	Allowed
Montgomery	Allowed
Brindley Peters	Allowed
Carter Burgess	Allowed
Drapers and Associates	Allowed
Construction Engineering Consultants Corporation	<b>Excluded</b>
Benchmark Services	Allowed
Nodarse and Associates	Allowed
Mactec Engineering and Consulting, Inc.	Allowed
HNTB	Allowed
Jorgensen and Associates	Allowed
Jacobs Engineering	Allowed
URS Corporation Southern	<b>Excluded</b>
Janus Research	Allowed
Tierra, Inc.	Allowed
First American Title Insurance	Allowed
Bowen Civil Engineering	Allowed
Aerial Cartographics of America	Allowed
<i>Legal Advisors</i>	
Nossaman Guthner Knox & Elliott LLP	<b>Excluded</b>
GrayRobinson, LLP	<b>Excluded</b>
<i>Financial Advisors</i>	
Jeffrey Parker & Associates	<b>Excluded</b>
Asesores de Infraestructuras	<b>Excluded</b>
<i>Traffic and Revenue Advisors</i>	
Wilbur Smith Associates	<b>Excluded</b>
Florida Transportation Engineering, Inc.	Allowed
Progressive Design & Engineering, Inc.	Allowed

Aerial Cartographics of America, Inc.	Allowed
Telvent Faradyne	Allowed