

**OFFERS OF EMPLOYMENT AND
POST-EMPLOYMENT OBLIGATIONS**

I. Introduction

This policy sets forth the ethical obligations of employees of The Port Authority of New York and New Jersey and Port Authority Trans-Hudson Corporation, including all subsidiaries (collectively, the “Port Authority”), in connection with the solicitation, demand, pursuit, negotiation, receipt or acceptance of offers of employment from individuals or entities who do business (or seek to do business) with the Port Authority. This policy also sets forth ethical obligations of former Port Authority employees acting on behalf of non-Port Authority individuals or entities in connection with Port Authority matters.

The basis of this policy is simple: to maintain the public’s trust, current and former Port Authority employees must avoid even the appearance that the performance of their Port Authority duties was or could be influenced by the prospect of future employment by a third-party that does (or seeks to do) business with the Port Authority.

Compliance with this policy does not relieve any Port Authority employee of the obligation to comply with applicable federal, state or local laws or regulations, the Employee Code of Ethics or other Port Authority policies.

II. Applicability

This policy applies to all current Port Authority employees. Former employees have continuing obligations under Section IV of this policy when working on behalf of individuals or entities that do or seek to do business with the Port Authority.

III. Solicitations or Offers of Future Employment

A. Rules

1. Current Port Authority employees who are participating in a given Port Authority matter must not solicit, demand, negotiate, pursue, or have any arrangement concerning future employment (either for themselves or for immediate family members) with any non-Port Authority individual or entity participating in that matter.
2. Port Authority employees who are participating in a given Port Authority matter must not, without first consulting with the Office of Ethics and Compliance as set forth in Section III.C below, discuss, pursue, negotiate or

accept an unsolicited offer of employment (either for themselves or an immediate family member) from any non-Port Authority individual or entity participating in that matter.

B. Definitions

1. A “Port Authority matter” is any proposed or actual transaction, project or proceedings in which the Port Authority has an interest, including but not limited to: the purchase or sale of goods, services or real property; the leasing or rental of real property; procurement, management, administration or performance of contracts; the grant of easements, permits or licenses for access to Port Authority property or facilities; the issuance of securities; the making of investments, loans or donations; the making of or applying for grants; audits or investigations; and arbitrations, grievances, lawsuits or other formal disputes.
2. An employee “participates” in a given Port Authority matter through substantial, non-ministerial work that is directly related to the matter, and that is not routine clerical, administrative or data-entry work. Negotiating a contract is “participation”; scheduling a negotiations meeting is not.
3. Non-Port Authority individuals or entities “participate” in a Port Authority matter when they, or their employees or representatives, perform substantial, non-ministerial work that is directly related to the matter.
4. “Offer of employment” means an offer of employment to either a current Port Authority employee or an immediate family member of an employee.
5. “Immediate family member” means a spouse, domestic partner, child, parent, sibling, grandparent or grandchild.

C. Procedures

1. Current Port Authority employees seeking guidance concerning the application of this policy to potential future employment by a non-Port Authority individual or entity which does or is likely to do business with the Port Authority should contact an attorney designated to, among other things, provide such guidance (a “Designated Ethics Attorney”) or the Office of Ethics and Compliance.
2. Port Authority employees must report to a Designated Ethics Attorney any unsolicited discussion of potential future employment with a non-Port Authority individual or entity if both the employee and the non-Port Authority individual or entity are participating in the same Port Authority matter. Thereafter, the Designated Ethics Attorney will inform the employee how to respond.
3. Port Authority employees who are participating in a given Port Authority

matter who receive an unsolicited offer of employment from a non-Port Authority individual or entity participating in that same matter must promptly notify their supervisor and the Office of Ethics and Compliance before discussing or responding to the offer with the individual or entity. This reporting requirement applies regardless of whether the employee wishes to pursue the unsolicited offer. The Office of Ethics and Compliance will inform the employee how to respond.

4. Port Authority employees who accept employment from a non-Port Authority individual or entity doing business with the Port Authority consistent with this Section III must also comply with the post-employment obligations set forth below in Section IV.
5. Violations of this Section III may result in discipline up to and including termination.

IV. Post-Employment Obligations of Former Port Authority Employees

A. Rules

1. One-Year Bar on Post-Employment Work on Any Port Authority Matter

Former Port Authority employees may not, for a period of one year after the end of their Port Authority employment, knowingly act as a principal, expert witness, consultant, employee, agent or representative on behalf of any non-Port Authority individual or entity in connection with any Port Authority matter, regardless of whether the employee participated in that matter while employed by the Port Authority.

2. Two-Year Bar on Participation in Any Solicitation, Bid or Proposal for New Port Authority Business

a. For a period of two years following the end of their Port Authority employment, former Port Authority employees may not, on behalf of any non-Port Authority individual or entity, participate in the solicitation (as defined below) of any new contract or new business arrangement, including contract renewals or extensions, with the Port Authority. The two-year bar applies only to participation in the solicitation of contracts or business arrangements from the Port Authority. The two-year bar does not prohibit former Port Authority employees from working on Port Authority matters after the expiration of the one-year bar set forth in this Section IV.A.2 (unless barred for life as provided in Section IV.A.3 below) so long as they do not participate in solicitation activities relating to that matter.

b. For purposes of this Section IV.A.2, prohibited solicitation activities during first two years after leaving Port Authority employment include:

- i. written or oral communications with one or more Port Authority employees in connection with seeking possible new contracts or business arrangements, including responses to requests from Procurement for bids or for information;
 - ii. attending meetings, demonstrations or negotiations in connection with seeking possible new contracts or business arrangements; and
 - iii. use of a former Port Authority employee's name by any non-Port Authority individual or entity in written or oral communications to seek or secure new contracts or business arrangements from the Port Authority.
 - c. The prohibition on former Port Authority employees' participation in solicitation activities expires at the end of the second year following the end of Port Authority employment.
3. Permanent Bar on Post-Employment Work on Certain Port Authority Matters in Which Former Employee Participated

Former Port Authority employees may never knowingly act as a principal, expert witness, consultant, employee, agent or representative on behalf of any non-Port Authority individual or entity in connection with a Port Authority matter in which the former employee participated while employed by the Port Authority.

4. Permanent Bar on Use of Confidential Information.

Former Port Authority employees have a continuing obligation after the end of their Port Authority employment not to use or disclose any confidential information obtained as a result of their Port Authority employment for their own personal gain, or the gain of any non-Port Authority individual or entity, including but not limited to a subsequent employer. For purposes of this policy, "confidential information" means non-public information concerning or relating to the business, finances, operations or security of the Port Authority and its facilities.

B. Definitions

1. The term "Port Authority matter" as used in this Section IV has the same meaning set forth in Section III.B.1 above.
2. The terms "participate" or "participating" as used in this Section IV has the same meaning set forth in Sections III.B.2 and 3 above.

C. Exceptions

1. Nothing in this policy prevents a former Port Authority employee from carrying out official duties as an elected or appointed official or employee of a federal, state or local governmental agency, subject to the bar on the use of confidential information in Section IV.A.4 above.
2. Sections IV.A.1 and 2 above do not apply to former Port Authority employees whose employment ended pursuant to a consolidation or abolition of functions or a reduction in force. However, Sections IV.A.3 and 4 above apply to all former employees regardless of the circumstances under which they left the Port Authority.

V. Procedures for Appeals and Requests for Waivers

- A. Current or former Port Authority employees may appeal in writing to the Port Authority Ethics Board (the "Ethics Board") from any determination of a Designated Ethics Attorney or the Office of Ethics and Compliance related to this policy. The rules and procedures governing decisions of the Ethics Board, including the number of votes necessary to reverse or modify a determination of a Designated Ethics Attorney, are set forth AI-20.1.15, Conflicts of Interest and Financial Disclosure, Section V.B, and are incorporated by reference here.
- B. Former Port Authority employees may submit a written request that the Ethics Board grant a waiver of the obligations set forth in Sections III and IV of this policy. The Ethics Board may, in its discretion, grant such a request where it finds a significant reason in the interest of the Port Authority for doing so. Requests for waivers shall be decided by the Ethics Board in accordance with the procedures for reversal or modification of a determination by a Designated Ethics Attorney set forth in AI-20.1.15, Conflicts of Interest and Financial Disclosure, Section V.B.
- C. Appeals to or requests for a waiver from the Ethics Board under this policy shall be directed in the first instance to the Chief Ethics and Compliance Officer of the Port Authority. The appeal or waiver request will be promptly presented to the Ethics Board.

VI. Related Policies and Procedures

AI 20-1.15 Conflicts of Interest and Financial Disclosure
AI 20-1.06 Gifts, Gratuities and Business Expenses
Employee Code of Ethics
Code of Ethics for Port Authority Vendors
Code of Ethics for Port Authority Lessees
General Rules and Regulations for All Port Authority Employees
PATH Book of Rules

This replaces Section IV.D of AI 20-1.15 Code of Ethics and Financial Disclosure, dated March 11, 2014.

DISCLAIMER

Although issued in revised format, the information contained in these Administrative Instructions (AIs) reflects the content of previously issued Administrative Policy Statements (APs) and, in certain limited instances, Port Authority Instructions (PAIs). This body of instructions is not intended to be exhaustive with respect to all the responsibilities of employees and it does not constitute a contract. These AIs will be updated from time to time to reflect changes or additions as appropriate.