

	MSD CODE OF CONDUCT FOR CONTRACTORS, CONSULTANTS OR AGENTS	DOCUMENT TYPE: POLICY
		DOCUMENT NO: POA-06
		BOARD COMMITTEE: AUDIT COMMITTEE
		DIVISION/DEPARTMENT: Supply Chain/Procurement
		ORIGINATION DATE: 11/10/2003
		LAST UPDATED: 01/26/2026

1.0 PURPOSE

- 1.1** The Louisville and Jefferson County Metropolitan Sewer District ("MSD") is committed to upholding the highest ethical standards in all of its business and professional operations. MSD contractors assume a public trust and should recognize the importance of conducting themselves in a manner that merits the public's confidence and respect. MSD contractors use responsible judgment and stewardship at all times. They are committed to acting in the public's best interest and complying with all applicable federal, state and local laws.
- 1.2** As no policy or code can reasonably cover all potential ethical matters or potential conflicts of interest that may arise in an agency of MSD's size and complexity, it is the express intent that this Policy should be interpreted and applied in a manner that achieves the highest degree of ethical conduct by all those covered under the Policy.

2.0 SCOPE

- 2.1** This Policy applies to any MSD contractor, consultant, attorney, or agent.

3.0 DEFINITIONS

- 3.1** Business Interest: the ownership or control of more than 5% of the profits, assets, or stock of a business, or holding a position as a principal of any nonprofit entity including, but not limited to, a labor organization.
- 3.2** Contractor: any MSD contractor, consultant, attorney, or agent.
- 3.3** Employee: a person listed on MSD's payroll, whether part-time, full-time, permanent, or temporary, including MSD Officials.
- 3.4** Family Member: any person who is the spouse or domestic partner of the employee; a parent of an employee, their spouse, or domestic partner; child of an employee, their spouse, or domestic partner and the child's spouse or domestic partner; immediate relatives of the employee, including but not limited to, grandparent, great-grandparents, siblings, aunts, uncles, nieces, nephews, grandchildren and parents of grandchildren, and those immediate relatives' spouses or domestic partners; a person who is a dependent for tax purposes of the employee or the employee's spouse or domestic partner; or any individual in the employee's household or whose close association is the equivalent of a familial relationship, meaning they share income and expenses for each other's common welfare and benefit. For purposes of this definition, these relationships shall be deemed to exist if established by recognized social principles or legally recognized and/or solemnized, including but not limited to, though biology, adoption, marriage or civil union (including the creation of "step" and "in law" relations), foster care or other legal guardianship of another, or in loco parentis, and regardless of whether such relationship is created by heterosexual, homosexual, or non-binary relations.

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4.0 POLICY STATEMENT

4.1 All contractors doing or seeking to do business with MSD should refrain from conduct which they know or reasonably should know is likely to create the perception that they are using or performing their contract with MSD in an improper manner.

4.2 Contract Performance.

4.2.1 Improper conduct in the performance of a contract which will constitute a violation of this Policy includes, but is not limited to:

4.2.1.1 The making of false or misleading representations regarding any aspect of the performance of the contract

4.2.1.2 An intentional breach of any contract term

4.2.1.3 Intentional or grossly negligent use of inferior products

4.2.1.4 Misuse of MSD information or access to MSD personnel or facilities

4.3 Non-Collusion and Independence of Bid

4.3.1 Contractors are to calculate price(s) contained in their bid or proposal, independently, without collusion, consultation, communication, or agreement with any other competing contractor for the purpose of restricting competition. Unless otherwise required by law, the price(s) which a contractor quotes in its bid or proposal shall not knowingly be disclosed by the contractor, directly or indirectly, to any other competing contractor prior to the closing date for bids or proposals. In addition, a contractor shall not make any attempt to induce any other individual or entity to submit or not to submit a bid or proposal.

4.4 Prohibition Regarding Gifts and Contributions and Certain Expenses

4.4.1 No contractor shall offer to any MSD employee or MSD Board Member (or his/her family member, business organization, nonprofit entity, or labor organization in which such MSD employee has a business or personal interest) any gift, favor, loan, political contribution, service, economic opportunity, promise of future employment, or other thing of value based upon an understanding, or other circumstances from which it could reasonably be inferred, that the gift, favor, loan, contribution, service, promise, or other thing of value was given or offered for the following purposes. For the purpose of influencing such employee, directly or indirectly, in the discharge of his/her official duties or for the purpose of gaining access to the employee of the MSD Board.

4.4.2 No employee, however, shall be prohibited from giving or receiving an award publicly presented in recognition of public service; or commercially reasonable loans made in the ordinary course of the lender's business; reasonable hosting, including entertainment, meals or refreshments furnished in connection with public events, appearances, or ceremonies; unsolicited gifts of nominal value of up to \$50, complimentary articles offered to the general public; or gifts or awards exceeding \$50 given to an employee on behalf of MSD and in connection with or by reason of MSD's programs and/or services.

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4.4.3 MSD does not pay or reimburse for meals lodging, or incidental expenses for attendance at events that take place within the MSD service area or in Frankfort, Kentucky (In-Area Travel). Contractors shall not charge nor seek reimbursement from MSD for such expenses. If a contractor does not reside or work within the MSD service area, the applicable terms of the contract between MSD and the Contractor shall apply regarding reimbursable travel expenses.

4.5 Prohibition on Use and Disclosure of Confidential Information

4.5.1 At no time shall any contractor who obtains confidential or proprietary MSD information in the course of doing or seeking to do business with MSD disclose any such information to any person not authorized by MSD to receive such information to use such information for any person gain except as necessary to fulfill its contractual obligation with MSD.

4.6 Prohibition Regarding Participation in Project or Procurement Development

4.6.1 No contractor who participates in the development of a scope of work, contract, agreement, technical specifications, or design may participate as a bidder (as the prime or sub-contractor) on that particular procurement or perform any work in that particular procurement or any other procurement that would constitute a conflict of interest or would give that contractor an unfair advantage over other bidders on that procurement. This provision may be waived in writing by the MSD Executive Director upon a showing of good cause.

4.7 Duty to Disclose Conflicts of Interest

4.7.1 Each contractor, and each of their consultants and subcontractors, seeking to do business, or doing business, with the MSD has an obligation to promptly disclose in writing to MSD any of the following potential conflicts of interest which become known to the management of the contractor:

4.7.1.1 Any financial relationship between the contractor and a MSD Board Member or MSD employee;

4.7.1.2 Any financial or close personal relationship between any officers, directors or key employees of the contractor and an MSD Board Member or MSD employee.

5.0 PROCEDURES AND RELATED DOCUMENTS

5.1 The Policy Review Committee shall have the authority to grant final approval of procedures affiliated with this policy.

5.2 Related Documents include:

5.2.1 MSD Employee Ethics Policy

5.2.2 MSD Ethics Policy for MSD Board and Officials.

6.0 PENALTIES

6.1 Failure to comply with this Policy may result in cancellation of relevant contract or agreement, or suspension or debarment under MSD's Procurement Regulations.

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7.0 LOCATION

7.1 The original signed policy is on file with the MSD Secretary.

7.2 A copy of this Policy can be found on MSDnet.

8.0 TRAINING

8.1 The Chief Procurement Officer, in conjunction with the Training and Organizational Development Department of Human Resources, will ensure the appropriate communication, interpretation, implementation, and initial training of this Policy to all MSD employees with procurement and project management responsibility.

9.0 REVIEW CYCLE

9.1 This Policy shall be reviewed every 3 years.

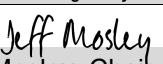
10.0 AUDIT

10.1 The provisions of this Policy are subject to audit by MSD's Internal Audit Department, as well as external, regulatory, and contract auditors.

11.0 HISTORY

ORIGINATION DATE	
11/10/2003	Original Policy
MM/DD/YYYY	Name of the previous version of this or a similar policy (if applicable).
REVIEW / REVISION DATE	SUMMARY OF REVISIONS
07/24/2023	Placed in Board approved format.
11/03/2025	Legal suggested the owner add 4.4.3.

12.0 APPROVAL

	1/27/2026
Rene' Lindsay, Policy Owner	Date
	1/26/2026
Carmen Moreno-Rivera, Chair, Policy Review Committee	Date
	1/26/2026
James A. Parrott, Executive Director	Date
	1/26/2026
Jeff Mosley, Chair, MSD Board Audit Committee	Date
	1/27/2026
Ricky Mason, Chair, MSD Board	Date

DISCLAIMER: MSD reserves the right to review and update this policy as deemed necessary, at any time, with or without notice.