



# MTA Vendor Code of Ethics







**Revised  
September 2025**

Copies of the Vendor Code of Ethics  
may be obtained from MTA Corporate Compliance

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## Attachment A

MTA Vendor Code of Ethics Participating Employee Acknowledgement

## Attachment B

MTA Vendor Code of Ethics Distribution Certification

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MTA Vendor Code of Ethics Subcontractor Certification



A low-angle photograph of the Grand Central Terminal facade in New York City. The image shows the classical architecture with columns and arches. A large, bright yellow number '1' is superimposed on the left side of the image. The sky is clear blue. The text 'GRAND CENTRAL TERMINAL' is visible on the building's facade.

# Definitions

As used in this Vendor Code of Ethics (or “Code”), the following terms have the following meanings:

**Board Member** includes the Chair and all members of the MTA Board.

**Contact** for purposes of this Code, means any oral or written communication with any officer, MTA Board Member or MTA Employee other than the Designated Point(s) of Contact, during the Solicitation Period.

**Designated Point(s) of Contact** means the individual(s) designated to be a Vendor's only contact with the MTA during the Solicitation Period.

**Family Member** means (i) an MTA Employee's or Board Member's Spouse, Domestic Partner, Child or Sibling; (ii) a person who is a direct descendant (or the spouse of a direct descendant) of a Grandparent of the MTA Employee or a Grandparent of the MTA Employee's Spouse or Domestic Partner; or (iii) a person living in the same household as an MTA Employee or Board Member.

**Gift** means the transfer, without equivalent consideration, of anything or benefit, tangible or intangible, having any value, including, but not limited to: loans, forbearance, services, travel, gratuities of any kind, favors, money, meals, refreshments, entertainment, hospitality, promises, tickets to entertainment or sporting events, weekend trips, golf outings, loans of equipment, or other thing or benefit. A Gift need not be intended to influence or reward any individual or entity.

**MTA Agency or MTA** means any of the Metropolitan Transportation Authority's current or future affiliated and subsidiary Agencies.

**MTA Consultant** means any individual retained by the MTA exclusively pursuant contract.

**MTA Employee** means an officer or employee of the MTA, including but not limited to all full-time, part-time, or contingent employees.

**Participating MTA Employee** means any MTA Employee who the Vendor knows, has reason to know, or can reasonably anticipate is involved in a specific Procurement or the administration of a specific MTA contract, in either a direct or decision-making capacity, but not in a clerical capacity. This includes, but is not limited to, the Designated Point of Contact, the project manager, the project manager's staff to the extent that they are involved in the Procurement, members of selection committees, technical experts, consultants and negotiating teams.

**Primary Contracting Party** means a Vendor who intends to directly enter into or has a contract with the MTA.

**Procurement** shall mean the solicitation or issuance of a request for a bid, proposal, or quote for discretionary and small purchases, and may be used interchangeably with “solicitation.”





**Solicitation Period** means the period of time following the public advertisement of a solicitation or the issuance of a request for a bid, proposal, or quote for discretionary and small purchases, up until the award of the MTA contract associated with such solicitation.

**State Ethics Law** means New York State Public Officers Law Sections 73, 73-a, 74, and the rules and regulations promulgated thereunder as may be amended or modified by the New York State Legislature.

**State Procurement Lobbying Law** New York State Finance Law Sections 139-j and 139-k, and the rules and regulations promulgated thereunder as may be amended or modified.

**Vendor** means any individual or entity seeking to or doing business with the MTA within the scope of this Code, including, without limitation, the officers and employees of Vendor and anyone acting on Vendor's behalf, including contractors, consultants, suppliers, and/or manufacturers, seeking to act as the Primary Contracting Party, the officers and employees of the foregoing, as well as any subcontractors, subconsultants and suppliers at all lower tiers.

**Vendor Employee(s)** means any Vendor employee who engages in a written or oral communication of a non-clerical or non-administrative nature with the MTA or with an MTA Employee(s) as part of a Procurement or the administration of an MTA contract.

# 2

## Limitations and Reporting Contacts with the MTA

### Section 2.01 Designated Point(s) of Contact

Each Procurement issued by the MTA will identify the MTA's Designated Point(s) of Contact for that solicitation as required by the State Procurement Lobbying Law. Once the Designated Point(s) of Contact is/are established, the Vendor and any person or entity acting on the Vendor's behalf, including without limitation, those providing compensated or uncompensated lobbying, advocacy, consulting or other services should ensure that its contacts with the MTA are in compliance with the requirements of the State Procurement Lobbying Law.

### Section 2.02 References, Recommendations, and Referrals

If a governmental entity or other transportation agency requests a reference, recommendation, or referral relating to a Vendor, MTA Vendor Relations may, in its sole discretion, provide such a reference, recommendation, or referral. These requests must be submitted to the head of MTA Vendor Relations.

Vendors are prohibited from requesting references, recommendations, or referrals whether written or oral directly from any current or former MTA Employee relating to work that the Vendor performed for the MTA. Any such request must be submitted in writing to the head of MTA Vendor Relations.



# 3

## Non-Collusion

### Section 3.01 Independent Bid Assessment

The Vendor will calculate the price(s) contained in any bid or proposal independently, without collusion, consultation, communication, or agreement with any other competing Vendor for the purpose of restricting competition.

### Section 3.02 Non-Communication of Bid

Unless otherwise required by law, the price(s) which the Vendor quotes in its bid or proposal will not knowingly be disclosed by the Vendor, directly or indirectly, to any other competing Vendor during the Solicitation Period.

### Section 3.03 Bid Submission

The Vendor will not make any attempt to induce any other individual or entity to submit or not to submit a bid or proposal.



# 4

## Gifts or Contingent Fees



## Section 4.01 Zero-Tolerance

No Vendor may offer or give any Gift, directly or indirectly, to an MTA Employee or MTA Board Member. Similarly, no Vendor may offer or give any Gift, directly or indirectly, to any Family Member of an MTA Employee or MTA Board Member where such Gift is made because of the Vendor's relationship with the MTA.

## Section 4.02 Personal Relationships

If a Vendor Employee has a family or personal relationship with an MTA Employee or MTA Board Member, a Gift that is unconnected with the Employee's duties at the MTA is not necessarily prohibited.

In determining whether the giving of an item was motivated by personal rather than business concerns, the following factors are considered:

- (a) the history and type of relationship between the donor and the recipient; and
- (b) whether the item was purchased by the donor with donor's personal funds.

The giving of an item shall not be considered to be motivated by a family or personal relationship if the Vendor Employee seeks to charge or deduct the value of the item as a business expense or seeks reimbursement from the Vendor.

However, regardless of the family or personal relationship between a Vendor Employee and an MTA Employee, a Gift is strictly forbidden where it is being given under circumstances where it can reasonably be inferred that it was intended to influence the MTA Employee in the performance of their MTA duties.

## Section 4.03 Contingent Fees

The Vendor will not employ or retain any individual or entity for the purpose of soliciting or securing an MTA contract upon any agreement or understanding for a commission, percentage, brokerage, or fee that is contingent or dependent upon the outcome of the Procurement.

A large, bold, yellow number '5' is the central graphic element, partially obscuring the background. The background is a grayscale photograph of a city street scene. In the foreground, a train is visible on tracks, with a yellow and black locomotive. In the background, several tall skyscrapers are visible, including the Willis Tower. A rainbow is visible in the sky on the right side of the image.

# 5

## Conflict of Interest: Negotiations of Future Employment



## Section 5.01 General

MTA Employees are subject to the restrictions set forth below in connection with negotiations for future employment with Vendors. It is expected that Vendors will approach any such solicitation or negotiation with knowledge and understanding of these restrictions and will conduct themselves accordingly.

With regard to specific Procurements, Vendors shall not discuss future employment with a Participating MTA Employee during the Solicitation Period, even if an MTA Participating Employee contacts the Vendor regarding employment. Questions regarding whether a particular MTA Employee is a Participating MTA Employee for a specific Procurement should be directed to the Designated Point of Contact for that Procurement.

## Section 5.02 Post MTA Employment Restrictions

(a) MTA Employees are prohibited from soliciting an employment opportunity with a Vendor that has a specific pending matter before the MTA Employee.

(b) Vendors and Vendor Employees are prohibited from having post-government employment related communication with MTA Employees that have a specific pending matter before the MTA Employee.

(c) MTA Employees must promptly notify their supervisor and Corporate Compliance of such post-employment related communications whether or not they intend to pursue the post-MTA employment opportunity.

(d) MTA Vendors or Vendor Employees must promptly notify Corporate Compliance if an MTA Employee that has a specific pending matter before them attempts to solicit a post MTA Employment opportunity with the Vendor or requests that the Vendor or Vendor Employee assists them with obtaining a post MTA Employment.

# 6

## Conflict of Interest: Financial and Familial Interests

### Section 6.01 Financial and Familial Conflicts of Interest

(a) Neither the Vendor, nor any director, officer, principal, or partner of Vendor, as the case may be, may have a 10% or greater interest, nor shall the Vendor, nor any director, officer, principal, or partner thereof, acquire a 10% or greater interest, either directly or indirectly, in any company or firm that would conflict in any manner or degree with the Vendor's performance of an MTA contract.

(b) The Vendor will not permit nor assign any of its employees who have a 10% or greater interest, either directly or indirectly, in any company or firm that would conflict in any manner or degree with the performance of the MTA contract, to perform any work on such MTA contract.

### Section 6.02 Conflict of Interest Disclosure

The Vendor shall promptly notify MTA Corporate Compliance and MTA Vendor Relations if they or any of their subcontractors have a Family Member of an MTA Employee or MTA Board Member working on an MTA contract whose work is being overseen, or could be overseen, by that MTA Employee.





### **Section 7.01 Appearance Before Former Agency – Two Year Bar**

Except as provided for in the MTA All Agency Code of Ethics and MTA Board Member Code of Ethics, the Vendor will not permit a former officer or employee of the MTA to appear or practice before the agency that employed the officer or employee in relation to any case, proceeding or application or other matter before that agency, either prior to award or in the performance of an MTA contract, for a period of two years after termination of the officer's or employee's services with the agency.

### **Section 7.02 Appearance Before Former Agency – Lifetime Bar**

Except as provided for in the MTA All Agency Code of Ethics and MTA Board Member Code of Ethics, the Vendor will not permit a former officer or employee of the MTA to appear, practice, communicate or otherwise render service before the agency that employed the officer or employee or any other agency of the MTA, either prior to award or in the performance of an agency's contract in relation to any case, proceeding, application or transaction with respect to which such former officer or employee was directly concerned and in which they personally participated, or which was under their active consideration during the period of their employment. This provision is a lifetime bar on projects that the former employee previously worked on while employed by the agency.

# 8

# Distribution and Certification

## Section 8.01 Gift Certification

Every bid or proposal made to and every contract with the MTA above the small purchase threshold must contain a certification that no individual or entity has been or will be offered or given any Gift in connection with such bid or contract and that no conflicts of interest exist.

## Section 8.02 Distribution of Vendor Code of Ethics and Vendor's Employee Acknowledgements

As a condition of being considered for the award of an MTA contract above the MTA's small purchase threshold, the Vendor will be required to distribute copies of the MTA Vendor Code of Ethics to all Participating Employees prior to any of those employee's participation in the Procurement and, for any employees not involved in the Procurement but who will be working on the MTA contract(s), prior to being permitted to work on the MTA contract. The Code may be distributed either in hard copy or electronically as a separate PDF.

Additionally, as a condition of being considered for the award of any contract above the MTA's small purchase threshold, the Vendor will be required to obtain an acknowledgement from each of its Participating Employees ("Participating Employee Acknowledgements") that they have received, read, understand, and will comply with the MTA Vendor Code of Ethics. A copy of the Participating Employee Acknowledgement Form is accessible via this Vendor Code of Ethics as **Attachment A**.



## Section 8.03 Vendor Certifications

As a condition of being considered for the award of any MTA contract above the MTA's small purchase threshold, the Vendor will submit a Vendor Code of Ethics Distribution Certification executed by an authorized official of that Vendor. A copy of the MTA Vendor Code of Ethics Distribution Certification Form is attached to this Vendor Code of Ethics as **Attachment B**. This certification attests that:

- (a) The Vendor has been provided with a copy of the MTA Vendor Code of Ethics and will comply with all the provisions of the Code;
- (b) All of its Vendor Employees during the course of the procurement or contract have been provided with a copy of the MTA Vendor Code of Ethics prior to participating in the procurement;
- (c) All Vendor Employees have completed the acknowledgement required by Section 8.02 of this Code;
- (d) The Vendor will retain all the signed Vendor Employees Acknowledgements through the completion of performance of the contract; and
- (e) The Vendor will continue to distribute the MTA Vendor Code of Ethics, obtain signed Vendor Employees Acknowledgements as new Participating Employees are added or changed during the contract period, and retain all of the signed acknowledgements through the completion of performance of the contract.

## Section 8.04 Subcontractor Certifications

As a condition of being considered for the award of any MTA contract above the MTA's small purchase threshold, the Vendor will obtain certifications executed by authorized officials from all of its lower tier subcontractors, subconsultants and suppliers (as well as from any other subcontractors, subconsultants and suppliers from whom that Vendor is soliciting or has received proposals for work on an MTA contract) whose employees have communicated or may communicate with Participating MTA Employees. This obligation is ongoing and shall last through the completion of performance of the contract. Receipt and retention of lower tier certifications by the Vendor shall be subject to audit by the MTA. A copy of the subcontractor certification is accessible via this Vendor Code of Ethics as **Attachment C**.

# 9

# Penalties

## Section 9.01 Responsibility Determination

For violation of any provision of the MTA Vendor Code of Ethics, the MTA may avail itself of every remedy in law or equity, or as agreed to by the parties in any MTA contract, including but not limited to declaring the Vendor non-responsible, debarred or in material breach of the contract.

## Section 9.02 Civil/Criminal Penalties

Additionally, violation of the MTA Vendor Code of Ethics or a provision thereof may subject the Vendor to criminal or civil penalties under State or Federal law.



# 10

## Reporting Disclosure & Cooperation Obligation

### Section 10.01 Reporting Gift Requests

Notwithstanding the provisions of Chapter 4 above, the Vendor is obligated to immediately report to the MTA's Chief Compliance Officer and senior procurement official of the MTA, any and all requests made to the Vendor by any officer, employee of the MTA, or member of the Board for a Gift.

### Section 10.02 Reporting Material Changes

The Vendor is under a continuing obligation to report any change in circumstances that materially affects any prior report to the MTA, including but not limited to disclosure of conflicts of interest and representations made in the Contractor Responsibility Form.

### Section 10.03 Disclosure and Cooperation

The Vendor shall provide to the MTA, at the MTA's request and upon such forms as may be furnished by the MTA, a disclosure of Vendor's organizational, financial, contractual, or other affiliations with any organization that has interests that may be substantially affected by the Procurement. The Vendor shall cooperate in any inquiry or investigation undertaken by the MTA to determine whether any such affiliations present a conflict of interest.

# 11

## Other Ethics Issues

### Section 11.01 Political Activity on MTA Property

Vendors and Vendor Employees, while engaged in MTA business, shall not conduct political activities on MTA property, nor at any time use any MTA resources for political purposes including but not limited to, including, without limitation, telephone, copy machines, computers, and other MTA equipment, vehicles, office spaces.

### Accessible Acknowledgement & Certification Forms

To access Attachments A, B, and C – please scan the respective QR codes or click the links below.

Attachment A



[MTA Vendor Code of Ethics  
Participating Employee  
Acknowledgement](#)

Attachment B



[MTA Vendor Code of  
Ethics Distribution  
Certification](#)

Attachment C



[MTA Vendor Code of  
Ethics Subcontractor  
Certification](#)



## Notes

