

ONEIDA COUNTY LOCAL DEVELOPMENT CORPORATION

CODE OF ETHICS & CONFLICT OF INTEREST POLICY

ARTICLE I. PURPOSE AND CONSTRUCTION

The Citizens of Oneida County expect the highest degree of conduct from the Oneida County Local Development Corporation (the “Corporation”) directors, officers, staff and members. Specifically, the Corporation’s directors, officers, employees, and members must conduct themselves at all times in a manner that avoids any appearance that they can be improperly or unduly influenced, that they could be affected by the position of or relationship with any other party, or that they are acting in violation of their public trust. The Board of Directors of the Corporation recognizes that there must be rules of ethical conduct for its directors, officers, employees, and members to observe if a high degree of moral conduct is to be obtained and if public confidence is to be maintained in the Corporation. It is the purpose of this Code of Ethics and Conflict of Interest Policy (this “Policy”) to promulgate these rules of ethical conduct for the directors, officers, employees, and members of the Corporation. These rules shall serve as a guide for official conduct of such directors, officers, employees, and members.

ARTICLE II. DEFINITIONS

Section 2.1.

Unless otherwise specifically indicated, for purposes of this Policy, the following terms shall have the following meanings:

A. “Child” means any son, daughter, step-son or step-daughter of a Corporation director, officer, employee or member if such child is under 18 or is a dependent of the director, officer, employee or member as defined in the Internal Revenue Code Section 152(a)(1) and (2) and any amendments thereto.

B. “Conflict of Interest” means a situation in which the financial, familial, or personal interests of an officer, director, employee or member come into actual or perceived conflict with their duties and responsibilities with the Corporation. Perceived conflicts of interest are situations where there is the appearance that an officer, director, employee or member can personally benefit from actions or decisions made in their official capacity, or where an officer, director, employee, or member may be influenced to act in a manner that does not represent the best interests of the Corporation. The perception of a conflict may occur if circumstances would suggest to a reasonable person that an officer, director, employee, or member may have a conflict. The appearance of a conflict and an actual conflict should be treated in the same manner for the purposes of this Policy. While it is not possible to describe or anticipate all the circumstances that might involve a conflict of interest, a conflict of interest typically arises whenever an officer, director, employee, or member has or will have:

- A financial or personal interest in any person, partnership, firm, company, corporation, insurer, Corporation, or association which has or will have a transaction, agreement or any other arrangement in which the Corporation participates.

- The ability to use their position, confidential information or the assets of the Corporation, to their personal advantage.
- Solicited or accepted a gift of any amount under circumstances in which it could reasonably be inferred that the gift was intended to influence them, in the performance of their official duties or was intended as a reward for any action on their part.
- Any other circumstance that may or appear to make it difficult for the officer, director, employee, or member to exercise independent judgement and properly exercise their official duties.

C. “Corporation” means the Oneida County Local Development Corporation.

D. “County” means the County of Oneida.

E. “Interest” means a direct or indirect pecuniary or material benefit accruing to a Corporation officer, director, employee, or member, his or her spouse, or Child whether as the result of a contract with the Corporation or otherwise. For the purpose of this Policy, a Corporation officer, director, employee, or member shall be deemed to have an interest in the contract of (i) his/her spouse and Child (or children), except a contract of employment with the Corporation; (ii) a person, partnership, firm, company, corporation, insurer, agency, or association of which such officer, director, employee, or member or his/her spouse or Child is a member or employee; (iii) a company or corporation of which such officer, employee, or member, or his/her spouse or Child is an officer or director; and (iv) a company or corporation of which more than 5% of the outstanding capital stock or membership interest is owned by an officer, employee, or member, or his/her spouse or Child.

F. “Relative” means a spouse or Child of a Corporation officer, director, employee, or member.

G. “Spouse” means the husband or wife of an officer, director, employee, or member subject to the provisions of this Policy unless legally separated from such officer, director, employee, or member.

ARTICLE III. CODE OF ETHICS

There is hereby established and adopted a code of ethics containing the following standards of conduct for officers, directors, employees, and members of the Corporation.

Section 3.1.

A. **Conflict of Interest.** No officer, director, employee, or member of the Corporation shall have any interest, financial or otherwise, direct or indirect, or engage in any business or transaction or professional activity or incur any obligation of any nature, that may reasonably conflict with the proper discharge of their duties in the public interest.

B. Transparency. Officers, employees, directors, and members shall perform their duties with transparency, without favor and refrain from engaging in outside matters of financial or personal interest, including other employment, that could impair independence of judgment, or prevent the proper exercise of one's official duties.

C. Impressions. No officer, employee, director or member of the Corporation shall by their conduct give reasonable basis for the impression that any person can improperly influence them or unduly enjoy their favor in the performance of their official duties, or that they are affected by the kinship, rank, position or influence of any party or person. An officer, director, employee or member of the Corporation should endeavor to pursue a course of conduct, which will not raise suspicion among the public that they are likely to be engaged in acts that are in violation of their trust.

D. Receipt or Benefit. No officer, director, employee, or member of the Corporation shall use or attempt to use their official position to secure unwarranted privileges or exemptions for themselves or others, including directly or indirectly soliciting, accepting or agreeing to accept any benefit from another person upon an agreement that their vote, opinion, judgment, action, decision or exercise of discretion as a Corporation officer, employee, director, or member will thereby be influenced. A donation to a person seeking public or party office or to a committee supporting the efforts of such person shall not be considered such a benefit hereunder.

E. Confidential Information. No officer, director, employee or member of the Corporation shall disclose information which is lawfully confidential and acquired by them in the course of their official duties or use such information to further their personal interests.

F. Representation before the Corporation. An officer, director, employee, or member of the Corporation shall not receive or enter into any agreement, express or implied, for compensation or benefit to themselves or a relative, directly or indirectly, for services to be rendered in relation to any matter before the Corporation.

G. Disclosure of interest in any Corporation Contract. Notwithstanding the provisions of Section 801 of the General Municipal Law relating to prohibited conflicts of interest, to the extent that they know thereof, any officer, director, employee, or member of the Corporation who has any interest in any contract or agreement of the Corporation shall make prior disclosure in writing to the Chairman of the Corporation and to the Corporation's Counsel and shall withdraw from participation in any Corporation process with respect thereto.

H. Proprietorship, partnership, company, corporation, association or Corporation. No person, partnership, firm, company, corporation, insurer, agency, or association of which a Corporation officer, director, employee, or member is a member or employee of or in which he or she has a proprietary interest, nor any corporation or company of which a Corporation officer, director, employee, or member is an officer or director or legally or beneficially owns or controls more than five percent (5%) of the outstanding stock or membership interest thereof, shall appear before the Corporation without full disclosure to the Board and to the Corporation's Counsel, subject to Section 801 of the General Municipal Law relating to prohibited conflicts of interest.

I. Investments in conflict with official duties. (i) An officer, director, employee, or member shall not invest or hold any investment directly or indirectly in any financial, business, commercial or other private endeavor or entity, based upon information available through their official position that could create a conflict between their Corporation duties and interests and their private interests; and (ii) no officer, director, employee or member of the Corporation shall engage in any transaction as representative or agent of the Corporation with any business entity in which they have a direct or indirect financial interest that might reasonably tend to conflict with the proper discharge of their official duties.

J. Private employment or services. An officer, director, employee, or member shall not engage in, solicit, negotiate for or promise to accept employment or render services for private interests when such employment or service creates a conflict of interest with or impairs the proper discharge of official Corporation duties. In the event such a conflict arises with respect to a member, they shall notify the Chairman of the Corporation of same and withdraw from participation in any Corporation process with respect thereto.

K. Future employment. For a period of two (2) years after the termination of service or employment with the Corporation, no former members or employees, on his or her own behalf, or as an employee, agent or representative of another may apply to or appear before or conduct business with respect to the Corporation, consistent with the provisions of the Public Officers Law.

L. Outside Employment. No employee may engage in outside employment if such employment interferes with their ability to properly exercise their official duties with the Corporation. An officer, director, employee, or member shall disclose in writing to the Board any offer of employment received from any person, partnership, firm, company, corporation, insurer, agency or association which, to the knowledge of such officer, director, employee, or member, is furnishing or seeking to furnish goods or services to the Corporation, if such officer, employee, or member has substantial involvement or responsibility for policy making in securing such goods or services and if such officer, director, employee, or member enters into negotiations for such employment. Such disclosure must be made whether or not such offer and negotiations are verbal or written and whether or not the offer is accepted.

M. Sale of Goods or Services. No officer, director, employee or member of the Corporation employed on a full-time basis by any person, partnership, firm, company, corporation, insurer, agency or association in which such Corporation member, director, officer or employee is an employee, partner, member, or shareholder who owns or controls a substantial portion of the stock, directly or indirectly, shall sell goods or services to any person, firm, corporation or association which is licensed or whose rates are fixed by the Corporation.

N. Gifts. Officers, directors, employees, and members shall not accept or receive any gifts or gratuities where the circumstances would permit the inference that: (a) the gift is intended to influence the individual in the performance of official business; or (b) the gift constitutes a tip, reward, or sign of appreciation for any official act by the individual. This prohibition extends to any form of financial payments, services, loans, travel reimbursement, entertainment, hospitality, thing or promise from any entity doing business with or before the Corporation.

O. Professional Responsibility. Officers, directors, employees, and members shall manage all matters within the scope of the Corporation's mission independent of any other affiliations or employment. Officers, directors, employees, and members employed by more than one government shall strive to fulfill their professional responsibility to the Corporation without bias and shall support the Corporation's mission to the fullest.

P. Corporation Property. No officer, director, employee, or member shall use Corporation property, including equipment, telephones, vehicles, computers, or other resources, or disclose information acquired in the course of their official duties in a manner inconsistent with State or local law or policy and the Corporation's mission and goals.

ARTICLE IV. IMPLEMENTATION OF CODE OF ETHICS

Section 4.1. Ethics Officer

The Board of Directors may designate an Ethics Officer, who shall report to the Board. In the event that of a vacancy, the Corporation's Chairman shall serve as the Ethics Officer until such time as the Corporation's Board appoints a successor. The Ethics Officer shall have the following duties:

- A. Counsel in confidence Corporation members, directors, officers, and employees who seek advice about ethical behavior.
- B. Receive and investigate complaints about possible ethics violations.
- C. Dismiss complaints found to be without substance.
- D. Prepare an investigative report of their findings for action by the Executive Director or the Board.
- E. Record the receipt of gifts or gratuities of any kind received by a member, director, officer or employee, who shall notify the Ethics Officer within forty-eight (48) hours of receipt of such gifts or gratuities.

Section 4.2. Conflict of Interest Procedures

A. Duty to Disclose. All material facts related to the Conflict of Interest (including the nature of the interest and information about the conflicting transaction) shall be disclosed in good faith and in writing to the Governance Committee and/or the Ethics Officer. Such written disclosure shall be made part of the official record of the proceedings of the Corporation.

B. Determining Whether a Conflict of Interest Exists. The Governance Committee and/or Ethics Officer shall advise the individual who appears to have a Conflict of Interest how to proceed. The Governance Committee and/or Ethics Officer should seek guidance from Corporation's legal counsel or New York State agencies, such as the Authorities Budget Office, State Inspector General or the NYS Commission on Ethics and Lobbying in Government when dealing with cases where they are unsure of what to do.

C. Recusal and Abstention. No member, directors, officer, or employee may participate in any decision or take any official action with respect to any matter requiring the exercise of discretion, including discussing the matter and voting, when they know or have reason to know that the action could confer a direct or indirect financial or material benefit on themselves, a relative, or any organization in which there is an interest. Members, directors, officers, and employees must recuse themselves from deliberations, votes, or internal discussion on matters relating to any organization, entity or individual where their impartiality in the deliberation or vote might be reasonably questioned, and are prohibited from attempting to influence other members, officers, or employees in the deliberation and voting on the matter.

D. Records of Conflicts of Interest. The minutes of the Corporation's meetings during which a perceived or actual Conflict of Interest is disclosed or discussed shall reflect the name of the interested person, the nature of the Conflict of Interest, and a description of how the Conflict of Interest was resolved.

ARTICLE V. PENALTIES

In addition to any penalty contained in any other provision of law, a Corporation officer, director, employee, or member who knowingly and intentionally violates any of the provisions of this Policy may be removed in the manner provided for in law, rules or regulations.

ARTICLE VI. REPORTING UNETHICAL BEHAVIOR

Officers, directors, employees, and members are required to report possible unethical behavior by an officer, director, employee, or member of the Corporation to the Ethics Officer. Officers, directors, employees, and members may file ethics complaints anonymously and are protected from retaliation by the policies adopted by the Corporation.

Amended: _____, 202__