

**CODE OF ETHICS**  
**Adopted July 12, 2011**

**Responsibilities of Directors, Officers, Members and Staff**

1. Directors, Officers, Members and Staff 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.
2. Directors, Officers, Members and Staff shall not directly or indirectly, make, advise or assist any person to make any financial investment based upon information available through the Directors, Officers or Members official position that could create any conflict between their public duties and interests and their private interest.
3. Directors, Officers, Members and Staff 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.
4. Directors, Officers, Members and Staff shall not use or attempt to use their official position with the Corporation to secure unwarranted privileges for themselves, members or their family or others, including employment with the Corporation or contracts for materials or services with the Corporation.
5. Directors, Officers, Members and Staff must conduct themselves at all times in a manner that voids 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.
6. Directors, Officers, Members and Staff may not engage in any official transaction with an outside entity in which they have a direct or indirect financial interest that may reasonably conflict with the proper discharge of their official duties.
7. Directors, Officers, Members and Staff shall manage all matters within the scope of the Corporation's mission independent of any affiliates or employment. Directors, including ex-officio Board Members, Officers, Members and staff 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.
8. Directors, Officers, Members and Staff shall not 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.

9. Directors, Officers, Members and Staff are prohibited from appearing or practicing before the Corporation for two (2) years following employment with the Corporation, consistent with the provisions of Public Officers Law.

### **Implementation of Code of Ethics**

This Code of Ethics shall be provided to all Directors, Officers, Members and Staff upon commencement of employment or appointment and shall be reviewed annually by the Governance Committee.

The Board may designate an Ethics Officer who reports to the Board and shall have the following duties:

1. Counsel in confidence Corporation Directors, Officers, Members and Staff who seek advice about ethical behavior.
2. Receive and investigate complaints about possible ethics violations.
3. Dismiss complaints found to be without substance.
4. Prepare an investigative report of their findings for action by the Board.
5. Record the receipt of gifts or gratuities of any kind received by a Director(s), Officer(s), Member(s) or Staff, who shall notify the Ethics Officers within 48 hours of receipt of such gifts and gratuities.

### **Penalties**

In addition to any penalty contained in any other provisions of law, and Corporation Director, Officer, Member or Staff who knowingly and intentionally violates any of the provisions of this code may be removed in the manner provided for in law, rules or regulations.

### **Reporting Unethical Behavior**

Directors, Officers, Members and Staff are required to report possible unethical behavior by a Director, Officer, Member or staff of the Corporation to the Ethics Director. Directors, Officers, Members and Staff may file ethics complaints anonymously and are protected from retaliation by the policies adopted by the Corporation.