Ulster County Development Corporation

CODE OF ETHICS

There is hereby established and adopted a Code of Ethics containing the following standards of conduct for officers, staff and directors of the Corporation.

Section 1. General Conflict of Interest Provisions.

Officers, staff or directors:

1. 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. Shall not directly or indirectly, make, advise, or assist any person to make any financial investment based upon information available through the director's or employee's official position that could create any conflict between their public duties and interests and their private interests.
3. Shall not use or attempt to use their official position with the Corporation to secure unwarranted privileges for themselves, members of their family or others, including employment with the Corporation or contracts for materials or services with the Corporation.
4. 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. This provision is subject to Section 3.1 of this document.
5. 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.
6. Shall manage all matters within the scope of the Corporation's mission independent of any other affiliations or employment. Directors, including ex-officio board members, and employees 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.
7. Shall not use Corporation property, including equipment, telephones, vehicles, computers, or other resources, or disclose information acquired in the course of

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their official duties in a manner inconsistent with State or local law or policy and the Corporation's mission and goals.

8. Shall not directly or indirectly solicit, accept or agree to accept any benefit from another person upon an agreement that his/her vote, opinion, judgment, action, decision or exercise of discretion as a Corporation, officer, staff or director 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.
9. 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.
10. 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, subject to Section 801 of the General Municipal Law relating to prohibited conflicts of interest any interest in any contract or agreement of the Corporation, to the extent they know thereof.

Section 2. Gifts.

Officers, staff or directors shall not directly or indirectly solicit any gift or gifts, or accept or receive any gift or gifts which have an individual or cumulative value of seventy-five ($75.00) or more from any individual, business or organization, whether in the form of money, services, loan, travel, entertainment, hospitality, thing or promise, or any other form, under circumstances in which it could reasonably be inferred that the gift was intended to influence him or her in the performance of his or her official duties, or was intended as a reward for any official action on his or her part.

Section 3. Employment Policy.

1. Private Employment or Services. An officer, staff or director 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 director, (s)he shall notify the Chairman of the Corporation of same and withdraw from participation in any Corporation process with respect thereto.
2. Future Employment. For a period of one (1) year after the termination of service or employment with the Corporation, no former officer, staff or director, on his or her own behalf, or as a staff member, director, agent or representative of another may apply to or appear before or conduct business with respect to the Corporation in any matter concerning which (s)he personally rendered substantial services and made policy decisions during the period of his or her term of office, service or employment by the Corporation. Said one (1) year prohibition may be waived by the members for good cause upon written application for such officer, staff or director. At the expiration of the one (1) year period and thereafter, the former officer, staff or director shall make prior disclosure in writing to the directors of the

nature and extent of his/her Corporation involvement with matters (s)he now seeks to address with the Corporation.

3. Offer of Employment. An officer, staff or director shall disclose in writing to the directors any offer of employment received from any person, firm or corporation which, to the knowledge of such officer, staff or director, is furnishing or seeking to furnish goods or services to the Corporation, if such officer, staff or director has substantial involvement or responsibility for policy making in securing such goods or services and if such officer, staff or director 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.

Section 4. Confidentiality.

Officers, staff or directors shall not disclose information which has been indentified as confidential verbally or in writing and acquired by them in the course of their official duties or use such information to further their personal interests.

Section 5. Implementation of Code of Ethics.

1. Distribution. This Code of Ethics shall be provided to all officers, staff or directors upon commencement of employment or appointment and shall be reviewed annually by the Governance Committee.
2. Penalties. In addition to any penalty contained in any other provision of law, a Corporation officer, staff or director who knowingly and intentionally violates any of the provisions of this code may be removed in a manner consistent with applicable laws.
3. Reporting Unethical Behavior. Officers, staff or directors are required to report possible unethical behavior by a director or employees of the Corporation to the Ethics Officer. Employees and directors may file ethics complaints anonymously and are protected from retaliation by the policies adopted by the Corporation.
4. Effective Date. This Code shall take effect immediately upon approval by a majority of the members at a full business meeting at which a quorum of the membership is present.

Acknowledged: _____ Date: _____

Printed Name: _____