

APPENDIX B

CODE OF ETHICS

of the

COUNTIES OF WARREN AND WASHINGTON

INDUSTRIAL DEVELOPMENT AGENCY

CODE OF ETHICS

I. PURPOSE

The citizenry of Warren and Washington Counties are entitled to the expectation of exemplary ethical behavior from their county officers, employees and appointed officials, and this Code is intended to create the minimum standards which constitute that behavior. This Code recognizes that varying degrees of professional and governmental responsibility warrant equitable requirements of disclosure in pursuit of official integrity, which must be balanced against individual constitutional rights. Any particulars not determined in this Code shall be construed within the provisions of General Municipal Law Article 18.

II. DEFINITIONS

Unless otherwise indicated, the following terms shall be defined such for the purpose of the Agency's Code of Ethics:

- (a) "Agency" means the Counties of Warren and Washington Industrial Development Agency and any committee or board thereof.
- (b) "Official" means any individual who is appointed by the Agency to an official position of the Agency, whether unpaid or paid.
- (c) "Board of Ethics" and "Board" shall mean the Board of Ethics of the Washington County Board of Supervisors for residents of Washington County; and shall mean the Board of Ethics of the Warren County Board of Supervisors for residents of Warren County.
- (d) "Child" means a child or stepchild of a member, employee or official.
- (e) "Employee" means any employee of the Agency, whether paid or unpaid.
- (f) "Interest" means a direct or indirect pecuniary or material benefit accruing to a member, employee or official, or his or her relative, whether as the result of a contract with the Agency or otherwise. For the purpose of this Code, a member, employee or official shall be deemed to have an interest in the contract of (i) his/her relative, (ii) a firm, limited liability company, partnership or association of which such member, employee or official or his/her relative is a member or employee, (iii) a corporation of which such member, employee or official, or his/her relative is an officer, director or the holder of 5% or more of the stock of the corporation.
- (g) "Member" means a member of the Agency.

- (h) "Relative" means a member's, employee's, or official's spouse, child, parent, brother or sister, and the parent, brother or sister of his or her spouse.
- (i) "Spouse" means the husband or wife of a member, employee or official subject to the provisions of this Code unless legally separated from such member, employee or official.

III. PROHIBITED ACTIVITIES

It is the policy of the Agency that all members, employees and officials must avoid conflicts or potential conflicts of interest. A conflict or a potential conflict exists whenever a member, employee, official or their relative has an interest, direct or indirect, which conflicts with their duty to the Agency or which could adversely affect an individual's judgment in the discharge of his or her responsibilities. No member, employee or official shall:

1. Take action or participate in any manner whatsoever in his or her official capacity in the discussion, negotiation or the awarding of any contract or in any business or professional dealings with the Agency in which the member, employee or official, or their relative, has or will have an Interest in such contract or professional dealings.
2. Engage in, solicit, negotiate for or promise to accept private employment or render services for his or her personal benefit when such employment or service creates a conflict or impairs the proper discharge of his or her official duties.
3. Solicit, directly or indirectly, any gift, or receive or accept any gift having the value of Seventy-five Dollars (\$75.00), or more, whether in the form of money, services, loan, travel, entertainment, hospitality, thing or promise, or in any other form, under circumstances in which it could be reasonably inferred that the gift was intended to influence him or her, or could reasonably be expected 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.
4. Disclose confidential financial information acquired in the course of his or her official duties or use such information to further his or her personal Interest.
5. Take action on a matter before the Agency when, to his or her knowledge, the performance of that action would provide a pecuniary or material benefit to himself or herself.

IV. DISCLOSURE OF INTEREST

1. Any member, employee or official who has, will have or intends to acquire an Interest in any matter being considered by the Agency and who participates in the discussion before or who gives an opinion or gives advice to the Agency considering the same, shall publicly disclose on the official record of a meeting of the Agency the nature and the extent of such Interest.
2. Any member, employee or official who has knowledge of any matter being considered by the Agency in which matter he or she has or will have or intends to acquire any Interest, shall be required immediately to disclose, in writing, his or her Interest to the Agency and the nature and the extent thereof, to the degree that such disclosure gives substantial notice of any potential conflict of interest.

V. BOARD OF ETHICS: POWERS AND DUTIES

1. The Board of Ethics shall receive and review written complaints of alleged unethical behavior on the part of any member, employee, or appointed official. Complaints may be made by any individual and must be signed and contain the name and address of the person making the complaint. Within 30 days of receipt of a written complaint, the Board shall notify the affected person by certified mail of the alleged impropriety and offer him/her the opportunity to appear before the Board and/or submit a written response to the Board. In addition, the affected person may request that the person making the complaint be required to appear before the Board at the same time as the affected person. If the person making the complaint refuses or fails to appear, the complaint may be dismissed. All proceedings of the Board shall be closed to the public.

If, after its initial review of the complaint and the response of the person affected, the Board finds that the complaint appears to have some merit, it may review the Financial Disclosure Statement on file with the Board. Such Financial Disclosure Statement shall be reviewed confidentially by the Board.

If the Board determines that unethical behavior has occurred, it may recommend to the affected person a manner in which the impropriety may be rectified. An affidavit by the member, official or employee detailing his/her compliance with such recommendation may be sufficient to enable the Board to forego any further measures.

If the Board determines that unethical behavior has occurred and that the impropriety cannot be rectified, or the member, official or employee fails to comply with the Board's recommendations for rectifying the impropriety, the Board shall file with the Agency a summary of the complaint, the Board's

preliminary determination, any responses received from the person making the complaint and/or the affected person and the Board=s final recommendation. A copy of this report shall also be mailed to the person making the complaint and the affected person. If the Agency agrees with the Board=s determination, the Agency shall then determine what penalty if any to be imposed.

If the Board or Agency determines that no ethical violation has occurred, then it shall so notify the affected person and the person making the complaint and the proceeding shall be deemed closed.

2. The Board of Ethics shall render advisory opinions in writing regarding specific matters pertaining to filing and reporting categories, to members, employees and officials with respect to this Code and Article Eighteen of the General Municipal Law. Such opinions shall be rendered only upon written request by the member, employee or official concerning only the subject of the inquiry as it pertains to the requesting individual=s own filing and reporting requirements.

VI. PENALTIES

In addition to any penalty contained in any other provision of law, any person who shall knowingly and intentionally violate any of the provisions of this Code may be censured, suspended or removed from office or employment, as the case may be, by the Agency upon the recommendation of the Board of Ethics. A member may be removed from the Agency only by the Board of Supervisors of his or her County of residence, upon the recommendation of the Board of Ethics.

VII. SEVERABILITY

The various elements of the Agency's Code of Ethics are explicitly intended to be construed within the application of Article 18 of the New York State General Municipal Law. Should any portion of this Code be determined to be unconstitutional or improper, said determination shall have no bearing on the severable remainder of this Code.

Adopted: By Resolution, January 25, 1994

Ratified by the Counties of Warren and Washington Industrial Development Agency on September 25, 2006.

Further ratified February 14, 2011.