



CODE OF ETHICS AND CONFLICT OF INTEREST POLICY

ARTICLE I. PURPOSE AND CONSTRUCTION

The Citizens of Onondaga County expect the highest degree of conduct from the Onondaga County Industrial Development Agency officers, staff and members. The members of the Agency recognize that there must be rules of ethical conduct for its officers, employees and appointed officials to observe if a high degree of moral conduct is to be obtained and if public confidence is to be maintained in the Agency. It is the purpose of this Code of Ethics and Conflict of Interest Policy to promulgate these rules of ethical conduct for the officers, employees and members of the Agency. These rules shall serve as a guide for official conduct of such officers, employees and members.

ARTICLE II. DEFINITIONS

Section 2.1.

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

- a. "Agency" means the Onondaga County Industrial Development Agency.
- b. "Appropriate body" pursuant to Article 18 of General Municipal Law means the Board of Ethics of the County.
- c. "Child" means any son, daughter, step-son or step-daughter of an Agency officer, employee or member if such child is under 18 or is a dependent of the officer, employee or member as defined in the Internal Revenue Code Section 152(a)(1) and (2) and any amendments thereto.
- d. "Conflict of Interest" means a situation in which the financial, familial, or personal interests of an officer, employee or member come into actual or perceived conflict with their duties and responsibilities with the Agency. Perceived conflicts of interest are situations where there is the appearance that an officer, employee or member can personally benefit from actions or decisions made in their official capacity, or where an officer, employee or member may be influenced to act in a manner that does not represent the best interests of the Agency. The perception of a conflict may occur if circumstances would suggest to a reasonable person that an officer, employee or member may have a conflict.

- e. "County" means the County of Onondaga.
- f. "Interest" means a direct or indirect pecuniary or material benefit accruing to an Agency officer, employee or member, his or her spouse, or child whether as the result of a contract with the Agency or otherwise. For the purpose of this Code of Ethics, an Agency officer, employee or member shall be deemed to have an interest in the contract of (i) his/her spouse and children, except a contract of employment with the Agency; (ii) a firm, partnership or association of which such officer, employee or member or his/her spouse or child is a member or employee; (iii) a corporation of which such officer, employee or member, or his/her spouse or child is an officer or director; and (iv) a corporation of which more than 5% of the outstanding capital stock is owned by an officer, employee or member, or his/her spouse or child.
- g. "Relative" means a spouse or child of an Agency officer, employee or member.
- h. "Spouse" means the husband or wife of an officer, employee or member subject to the provisions of this Code of Ethics unless legally separated from such officer, 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, employees and members of the Agency.

Section 3.1.

A. **Conflict of Interest.** No officer, employee or member of the Agency should 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. **Impressions.** No officer, employee or member of the Agency should 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 or employee or member of the Agency 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.

C. Receipt or Benefit. No officer, employee, or member of the Agency 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 an Agency officer, employee 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.

D. Confidential Information. No officer or employee or member of the Agency 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.

E. Representation before the Agency. An officer, employee or member of the Agency 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 Agency.

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

G. Partnership, unincorporated association or corporation. No partnership or unincorporated association of which an Agency officer, employee or member is a member or employee or in which he or she has a proprietary interest, nor any corporation of which an Agency officer, employee or member is an officer or director or legally or beneficially owns or controls more than five percent (5%) of the outstanding stock, shall appear before the Agency without full disclosure to the members, subject to Section 801 of the General Municipal Law relating to prohibited conflicts of interest.

H. Investments in conflict with official duties. (i) An officer, 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 Agency duties and interests and their private interests; (ii) No officer or employee or member of the Agency shall engage in any transaction as representative or agent of the Agency 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.

I. Private employment or services. An officer, 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 Agency duties. In the event such a conflict arises with respect to a member, they shall notify the Chairman of the Agency of same and withdraw from participation in any Agency process with respect thereto.

J. Future employment. For a period of two (2) years after the termination of service or employment with the Agency, no former Directors 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 Agency.

K. Outside Employment. No employee may engage in outside employment if such employment interferes with their ability to properly exercise their official duties with the Agency. An officer, employee or member shall disclose in writing to the members any offer of employment received from any person, firm or corporation which, to the knowledge of such officer, employee or member, is furnishing or seeking to furnish goods or services to the Agency, if such officer, employee or member has substantial involvement or responsibility for policy making in securing such goods or services and if such officer, 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.

L. Sale of Goods or Services. No officer or employee or member of the Agency employed on a full-time basis nor any firm or association of which such Agency member, officer or employee is a member nor corporation, a substantial portion of the stock of which is owned or controlled directly or indirectly by such member, officer or employee, should sell goods or services to any person, firm, corporation or association which is licensed or whose rates are fixed by the Agency.

M. Gifts. Officers, 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 Agency.

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

ARTICLE IV. IMPLEMENTATION OF CODE OF ETHICS

Section 4.1: Ethics Officer

The board may designate an Ethics Officer, who shall report to the board and have the following duties:

- a. Counsel in confidence Agency directors 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 director or employee, who shall notify the Ethics Officer within 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 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 Agency.

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.

C. **Recusal and Abstention**: No board member 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. Board members 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 board members or employees in the deliberation and voting on the matter.

D. **Records of Conflicts of Interest**: The minutes of the Agency'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, 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, an Agency officer, employee or member 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.

Amended: [____], 2025