

Southern Tier Network, Inc.

Code of Ethics

WHEREAS, the Board of Directors deems it essential for the public confidence in the newly formed local development corporation that it demonstrate the highest standards for ethical conduct by its members, officers and employees,

NOW THEREFORE, be it

RESOLVED that this Board of Directors does adopt the following Code of Ethics for Southern Tier Network, Inc.

Section 1. It is the purpose of this resolution to promulgate the rules of ethical conduct and shall serve as a guide for official conduct of the officers and employees of Southern Tier Network, Inc. This Code of Ethics, as adopted, shall not conflict with, but shall be in addition to any prohibition of article eighteen of the General Municipal Law or any other general or special law relating to ethical conduct and interest in contracts of local development corporations, municipal officers and employees.

Section 2. Definitions.

(a) **“Member, Officer or Employee”** means a board member, officer or employee of Southern Tier Network, Inc.

(b) **“Interest”** means a pecuniary or material benefit accruing to a member, officer or employee unless the context otherwise requires.

Section 3. Standards of Conduct. Every member, director, officer or employee of Southern Tier Network, Inc. shall be subject to and abide by the following standards of conduct:

(a) **Governing Principle.** The following Rule taken from the Public Officers Law sets forth the governing principle of this policy:

“No member, officer or employee 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, which is in substantial conflict with the proper discharge of his other duties in the public interest.”

(b) **Gifts.** He or she shall not directly or indirectly, solicit any gift; or accept or receive any gift or gratuity 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 Southern Tier Network, Inc.

(c) **Confidential Information.** He or she shall not disclose confidential information acquired by him or her in the course of his or her official duties to use such information to further his or her personal interest.

(d) **Appearance before Southern Tier Network, Inc.** He or she shall not participate in any discussions, presentations, or deliberation by or on behalf of Southern Tier Network, Inc. in which he or she, or any entity with which he or she is affiliated has an Interest. In the event such a matter comes before the Southern Tier Network, Inc., he or she shall be excused from any participation and shall take reasonable steps to insure that the entity with which he or she is affiliated has removed him or her from the application or contracting process relating to that Interest.

(e) **Disclosure of interest in Corporate activity.** To the extent that he or she knows of any private Interest in or related to any activity of Southern Tier Network, Inc., such officer or employee who participates in the discussion shall publicly disclose on the official record the nature and extent of any direct or indirect financial or other private Interest he or she has in such activity.

(f) **Investments in conflict with official duties.** He or she shall not invest or hold any investments directly or indirectly in any financial business, commercial or other private transaction, which creates a conflict with his or her official duties. He or she shall not directly or indirectly make, assist, or advise any person to make any financial investment based upon information available through his or her official position that could create a conflict between his or her public duties and private interests.

(g) **Private employment.** He or she shall not engage in, solicit, negotiate for or promise to accept private employment or render services for private interests when such employment or service creates a conflict with or impairs the proper discharge of his official duties without following the guidelines set forth in subsection (d) above.

(h) **Future employment.** He or she shall not, after the termination of service or employment with Southern Tier Network, Inc., appear before it in relation to any cases, proceeding or application in which he or she personally participated during the period of his or her services or employment or which was under his or her active consideration nor appear before it on any matter within two years following service with Southern Tier network, Inc.

(g) **Unwarranted Privileges.** He or she shall not use or attempt to use the position with the corporation to secure unwarranted privileges, including non-official use of corporation property, for themselves, members of their families or others, including employment or contracts with the corporation.

Section 4. Nothing herein shall be deemed to bar or prevent the timely filing by a present

or former member, officer or employee, or a member of his or her family, of any claim, account, demand or suit against the Southern Tier Network, Inc. arising out of any personal injury or property damage or for any lawful benefit authorized or permitted by law.

Section 5. Distribution of Code of Ethics. The Chairman of the Board of Directors of the Southern Tier network, Inc. shall cause a copy of this code of ethics to be distributed to every Member, Officer and Employee within thirty days after the effective date of this resolution. Each Member, Officer and Employee elected or appointed thereafter shall be furnished a copy before entering upon the duties of his or her office or employment.

Section 6. Effective Date. This resolution shall take effect when adopted, and, be it further

RESOLVED that the Secretary of this Board send a certified copy of this resolution to the Authorities Budget Office, Office of the Comptroller, Albany, New York, within thirty days after the adoption of said resolution.