

## CODE OF CONDUCT/ETHICS POLICY

### Introduction.

Institutions today must operate with the highest standards of ethical conduct. We, as employees of the OBPA, must conduct affairs on behalf of the OBPA with competence and integrity. The public expects us to live by a set of standards which include honesty, fidelity, confidentiality, and fairness consistent with the Public Authority Accountability Act of 2005, Subsection 74 of the Public Officer's Law (Exhibit A), and provisions of the Office of State Inspector General (OSIG).

To assist you, this Code of Conduct has been prepared for you and adopted by our Board of Directors.

This Code is distributed to and applies to all employees of the OBPA. It is designated to provide assistance in understanding the principles of conduct which must be adhered to in order to fulfill the legal, moral, and ethical obligations each person assumes as an employee and/or manager of the OBPA when working with customers, potential customers, and individuals associated in the business world.

Read this Code of Conduct carefully and completely. If you do not understand any portion of it, please consult your supervisor or Human Resources immediately.

### Conflicts of Interest

It is the policy of the OBPA that all employees must avoid potential conflicts of interest. A potential conflict exists whenever an OBPA representative has an outside interest directly or indirectly which conflicts with the individual's duty to the OBPA or adversely affects the individual's judgment in the discharge of his/her responsibilities to or at the OBPA. The appearance of a conflict of interest may be just as damaging to the OBPA's reputation as a real conflict of interest and may be just as difficult to recognize. All OBPA representatives are expected to take an objective look at their actions and determine whether or not a reasonable, unbiased observer (a consumer, supplier, shareholder, acquaintance, or governmental official) would have any grounds to believe:

1. The confidential nature of account relationships has been breached;

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2. Fiduciary responsibilities are handled in a less than appropriate manner.

3. Business is done with the OBPA on the basis of gift receiving or giving or to curry favor with special interest groups.

4. The OBPA name is used by a OBPA representative to enhance his/her personal interests when dealing with others in their political, investment, or retail purchasing activities.

Any transactions involving the employee, a member of the employee's family, or a close personal relationship which are not in the normal course of business must be referred to your supervisor or other OBPA official of senior rank. All such transactions must conform to OBPA policy and must be conducted on terms not more favorable than those extended to others.

In the event of a potential conflict of interest involving the Executive Director, its nature and extent shall be fully disclosed immediately to either the Chairperson or the Personnel Committee of the OBPA's Board of Directors.

Additionally, if any employee is unsure as to whether a potential conflict of interest exists due to inadvertent situations or actions caused by business or personal relationships with customers, suppliers, business associates, or competitors of OBPA, that individual is to immediately disclose the circumstances to his/her supervisor.

In this regard, employees are prohibited from:

1. Self-dealing or otherwise trading on their positions with the OBPA; and/or

2. Accepting from someone, doing or seeking to do business with the OBPA, a business opportunity not available to other persons or that is made available because of the OBPA's official position with the OBPA.

The Ogdensburg Bridge and Port Authority directors/officers and employees shall be governed and comply with section 74 of the Public Officer's Law. A copy is attached as Exhibit A.

Any employee who suspects a violation of Public Officer's Law Section 74 shall report the suspected violation to the Executive Director and the Chairperson of the Authority's Board. Any employee reporting a suspected violation of this policy shall not suffer any adverse consequences in his or her employment and shall be protected under Public Officer's Law Section 75-b. A copy is attached as Exhibit B.

Employment of Relatives.

The OBPA will not hire the relatives of the Executive Director and Board members as full-time permanent employees. For purposes of this section, "relatives" are defined as parents, spouses, children, brothers, sisters, in-laws, and cohabitants. Regarding other employees, the OBPA will not hire relatives into the same department.

If employees become related or romantically involved, and if the relationship begins to compromise the managerial and/or auditing practices of the OBPA, one employee will be reassigned to another department. If no other position is available, the employee with the shorter length of service will be requested to resign.

The Ogdensburg Bridge and Port Authority does not prohibit relatives (whether by blood, marriage or cohabitation) of Board Members or employees from:

1. being hired as temporary employees (so long as they are not hired into or transferred into positions where they directly or indirectly supervise or are supervised by another close family member);
2. bidding on public works contracts;
3. supplying materials, supplies, or other items; and
4. providing services, professional services and/or personal services.

However, no Board Member or employee charged with purchasing material, supplies, or items; awarding public works contracts; hiring or contracting for any such services utilized by the Authority in the conduct of its business shall vote to accept the bid or authorize the hiring of or purchase from a

relative. Additionally, Board members who possess knowledge of such a business relationship, or a prospect thereof, shall disclose same at the next regular monthly public session of the Board. The failure to provide such disclosure may be grounds for termination of the contract or employment as per OBPA Disciplinary Policy, as the case may be.

This Code of Conduct is not meant to prohibit any OBPA official from accepting an item of de minimis value as defined by the NYS Public Officers Law Section 7 received from a business-related acquaintance under the following circumstances:

1. A business luncheon.
2. A holiday season gift.
3. Gifts, gratuities, amenities, or favors based on obvious family or personal relationships (such as those with the parents, children, or spouse of the OBPA official) when the circumstances make it clear that it is those relationships, rather than the business of OBPA concerned, which are the motivating factor;
4. Meals, refreshments, travel arrangements, or accommodations, or entertainment, all of reasonable value, in the course of a meeting or other occasion, the purpose of which is to hold bona fide business discussions or to foster better business relations, provided that the expense would have been paid for by the OBPA as a reasonable business expense, consistent with the Public Authority Accountability Act of 2005 and Office of the State Inspector General.
5. Advertising or promotional material of reasonable value such as pens, pencils, notepads, calendars, key chains, and similar items;
6. Discounts or rebates on merchandise or services that do not exceed those available to other customers;
7. Gifts of reasonable value related to commonly recognized events or occasions such as a promotion, new job, wedding, retirement, Christmas, or bar or bat mitzvah; or
8. Civic, charitable, educational, or religious organizational awards for recognition of service and accomplishments.

The above is not all inclusive, and any unusual circumstances will be considered on a case-by-case basis. To request consideration, the OBPA representative must submit, in writing, a request to his/her supervisor for approval to accept such a gift, fee, loan, or gratuity. The request must contain a full disclosure of all relevant facts concerning the giving and receiving of the item in question.

Additionally, if the OBPA representative is offered or receives something of value beyond what is authorized by this Code of Conduct, he/she is to provide full written disclosure of the relevant facts or circumstances concerning that object to his/her supervisor.

#### Investments.

Employees shall not invest in OBPA's customer's business unless the interest is acquired through an organized exchange (an outside broker-dealer), and the OBPA has no access to confidential information (such as new product being developed, change of ownership, or a patent application in process).

#### Confidential Information and Personal Liability.

All employees are prohibited from disclosing confidential information, data, or records pertaining to or concerning the affairs of the OBPA, our customers or potential customers, employees, and vendors outside the OBPA. Within the OBPA, disclosure of such information, data, or records is to be limited to a "need to know" basis to those OBPA representatives whose duties require and permit them to make accurate and informed decisions. Such individuals are responsible for maintaining confidentiality.

OBPA employees, directors, and their associates may be held personally liable for using confidential information (obtained while serving as a director or employee) for personal benefit. They may also be subject to governmental or OBPA administrative action. The OBPA's business and customer information and any related files are confidential and cannot be disclosed to unauthorized persons (including competitors) without permission.

### Discrimination.

Conduct and all business decisions made by OBPA employees in connection with their duties associated with and on behalf of the OBPA shall be based on their own merits and pursuant to established and approved OBPA policies and procedures. No OBPA representative shall discriminate based upon color, sex, race, religion, national origin, marital status, age, creed, disability, familial status, veteran status, or any other related criteria.

### Equal Employment Opportunity

The Ogdensburg Bridge and Port Authority maintains a policy of treating all employees and applicants for employment equally according to the individuals' qualifications, ability, experience, and other employment standards. The Authority hires, trains, promotes, and compensates employees on the basis of personal competence and potential for advancement without regard to race, color, religion, sex, sexual orientation, national origin, age, or physical impairment. It is the practice and policy of the Ogdensburg Bridge and Port Authority to comply with all applicable Federal and State Laws.

### Outside Employment.

An employee may accept a part-time position with another organization provided there is no conflict of interest with the OBPA or your ability to perform your current job as defined by Section 73 of the Public Officers Law and 19NYCRR Part 932. In order to avoid such conflict, you must seek the approval of your immediate supervisor and Human Resources before you accept or continue outside employment.

### Outside Organization and Community Involvement.

It is the philosophy of the OBPA to encourage all employees to become actively involved in any and all community-related and civic-minded nonprofit organizations. This includes, but is not limited to, serving on the board of a school, hospital, or social organization; volunteering for community or civic-related events, etc., as long as the employee is not compensated for such activity or involvement and the event does not involve a potential conflict of interest.

If in doubt, obtain prior approval in writing from your supervisor.

Political Contributions and Holding Public Office.

No funds or assets of the OBPA shall be used to make an unlawful political contribution as defined by Section 73 of the Public Officers Law and 19NYCRR Part 932. For purposes of this section, the term "political contribution" shall be deemed to include not only the direct or indirect delivery of cash or property of OBPA to a political party, candidate, committee, or organization but also (1) the reimbursement by the OBPA to any employee or any other person for a political contribution made, or to be made, by such employee, or other person, or (2) the provision of services or of the use of property, or the making of a loan, to a political party, candidate, committee, or organization by OBPA, except in the ordinary course of OBPA business and on customary commercial terms. Purchases of tickets to political dinners or other similar event or advertisements in political publications are considered to be political contributions and are not reimbursable, consistent with the Public Authorities Law.

Neither the OBPA, nor any persons acting on its behalf, shall solicit, collect, or distribute political contributions from employees of the OBPA.

No individual receiving payment from the OBPA, whether as compensation for services, or for other purposes whatsoever, shall be under any obligation of any kind to the OBPA to utilize any amount of such payment for the making of any political contribution and no employee of the OBPA or any other person acting on its behalf shall seek or create or enforce any such obligation.

Nothing contained herein is intended in any way to discourage any employee of the OBPA from active personal involvement in the political process, including the making of personal political contributions, or otherwise to limit the rights and obligations of the OBPA's personnel as responsible citizens.

Any employee who has or obtains knowledge of or information concerning any action prohibited by this section shall promptly notify his/her supervisor.

The OBPA also encourages its employees to take an active role in the political process of our communities. However, an employee must obtain written approval from his/her supervisor prior to becoming a candidate for an elective office or accepting an appointed position, whether the employee shall be compensated for such participation or not. It is prohibited to use the OBPA name or reputation in connection with any political campaign. However, the employee may mention that he/she is an employee of the OBPA.

#### False Statements and/or Omissions.

All employees of the OBPA are prohibited from making or causing to be made a materially false or misleading statement regarding the affairs of the OBPA or intentionally making false accusations against any employee of the OBPA which may cause harm to the accused's reputation.

Additionally, OBPA representatives must not make any omission or cause another to make an omission in any record of the OBPA, financial or otherwise.

#### Personal Finances.

It is extremely important that all employees maintain a sound personal financial condition. Failure to do so can create a distraction which might prevent them from carrying out job-related responsibilities in an effective manner. The public expects the employees of the OBPA to practice the same degree of care in conducting their personal affairs as it expects from the OBPA itself.

#### Awareness of Questionable, Improper, or Illegal Conduct or Activity.

It is the responsibility of each employee to report any questionable, improper, or illegal conduct violating this Code, and any State or Federal law or regulation. The procedure to report such violations or questionable activity is as follows:

- The Executive Director is to report to the Board of Directors or the Chairperson of the Board of Directors.

- Employees are to report to the Executive Director, any manager, any Human Resources representative, auditor, designated Internal Security Officer, or the Office of State Inspector General. Failure to do so will result in disciplinary action in accordance with OBPA Disciplinary Policy.

This Code has been adopted under the premise that an individual with knowledge of questionable activity who fails to report such activity shall be deemed to be in violation of this policy.

#### Complaint and Reporting Process.

If an act of an employee might be considered a breach of this Code or any State or Federal law or regulation, whether that act itself is immoral, unethical, or illegal, a written report of the alleged violation is to be submitted by the complainant to either the Board of Directors, the Executive Director, manager, Human Resource representative, or Office of State Inspector General as previously designated in this Code.

The OBPA official to whom the written report is submitted containing an allegation against an employee shall either be responsible for the undertaking of an investigation or referring the matter to another appropriate OBPA official within the organization or Office of the State Inspector General, with the assistance of any other individual deemed necessary, to ascertain the validity of the alleged violation. If it is determined that the alleged violation is indeed valid, the appropriate steps, as outlined in the OBPA policies under the section entitled, "Policies - Discipline Procedures," are to be followed.

All communications regarding the alleged violation against an officer or employee of the OBPA, its investigation, and the result of such investigation are to be written and shall be placed in the employee's file.

Penalties for Violations of Code and/or Regulations and  
Laws.

Any employee of the OBPA who compromises or violates the law or the high ethical standards contained in this Code may be subject to discipline in accordance with OBPA's Disciplinary Policy including dismissal and criminal or civil proceedings to the fullest extent applicable laws permit.