

CODE OF ETHICAL CONDUCT
FOR MEMBERS OF THE
CENTRAL NEW YORK REGIONAL TRANSPORTATION AUTHORITY

Effective immediately, there is hereby adopted and established a Code of Ethical Conduct containing standards of conduct for Members of the Central New York Regional Transportation Authority ("Authority").

1. No Member of the Authority 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 actual, potential, or apparent conflict with the proper discharge of the Member's duties. Each Member shall be under an ongoing obligation, to disclose any actual, potential, or apparent conflict of interest and shall take appropriate steps to eliminate or abate the conflict.

2. No Member who is required to file an annual statement of financial disclosure pursuant to §73-a of the New York Public Officers Law shall receive, directly or indirectly, or enter into any agreement express or implied for any compensation, in whatever form, for the appearance or rendition of services by himself or another against the interest of the Authority in relation to any case, proceeding, or application.

3. No Member, or firm or association of which any Member is a part, or corporation, ten percent (10%) or more of the stock of which is owned or controlled directly or indirectly by such Member, shall (a) sell any goods or services having a value in excess of twenty-five dollars (\$25.00) to the Authority, or (b) contract for or provide such goods or services with or to any private entity where the power to contract, appoint or retain on behalf of such private entity is

exercised, directly or indirectly, by the Authority or a Member thereof, unless such goods or services are provided pursuant to an award or contract let after public notice and competitive bidding. This paragraph shall not apply to the publication of resolutions, advertisements or other legal propositions or notices in newspapers designated pursuant to law for such purpose and for which the rates are fixed pursuant to law. For purposes of this paragraph, the term "services" shall not include employment as a Member of the Authority.

4. No Member shall, directly or indirectly, solicit, accept or receive any gift of more than nominal value whether in the form money, service, loan, travel, entertainment, hospitality, honorarium, thing or promise, or in any other form, under circumstances in which it could reasonably be inferred that the gift was intended to influence the Member, or could reasonably be expected to influence the Member in the performance of the Member's official duties, or was intended as a tip, reward or sign of appreciation for any official action on the Member's part.

5. No Member shall, within a period of two (2) years after the termination of such Membership, appear before the Authority or receive compensation for any services rendered by such former Member on behalf of any other person, firm, corporation or association in relation to any application, proceeding or other matter before the Authority.

6. No person who has served as a Member of the Authority shall, after termination of such Membership, appear, communicate or otherwise render services before any State agency or receive compensation for any such services rendered by such former Member on behalf of any person, firm, corporation or other entity in relation to any application, proceeding, transaction, or other matter with respect to which such former Member was directly concerned and in which he

or she personally participated during the period of Membership, or which was under his or her active consideration. This paragraph shall not apply to any appearance, practice, communication or rendition of services before any State agency, or either house of the legislature, or to the receipt of compensation for any such services, rendered by a former Member, which is made while carrying out official duties as an elected official or employee of a federal, state or local government or one of its agencies.

7. No Member shall serve as an officer of any political party or political organization as defined in §932.1 of the New York State Code of Rules and Regulations (published in the New York State Register on April 11, 1990).

8. No Member of the Authority shall serve as a member of any political party committee including political party district leader (however designated) or member of the national committee of a political party.

9. No Member shall use Authority supplies, equipment, computers, personnel and other resources for non-Authority purposes, including for personal purposes or for outside activities of any kind.

10. No Member shall take part in any hiring or employment decision relating to a family member. If a hiring or employment matter arises relating to a Member's family member, such Member shall advise the other Members of the relationship and recuse himself or herself from all discussions or decisions relating to the matter. In addition, no Member shall take part in any contracting decision: (i) relating to a family member; (ii) relating to any entity in which a family member is an officer, director, partner, or in which a family member owns or controls ten percent (10%) or more of the stock or other equity interests of such entity; (iii) involving the

payment of more than \$1,000.00 to the Member, any relative(s) of the Member, or any entity in which the Member or his or her relative(s) has a financial interest; or (iv) involving the investment of public funds in any security of any entity in which the Member or any relative(s) of the Member has a financial interest, is an underwriter, or receives any brokerage, origination or servicing fees.

11. No Member shall, directly or indirectly, including through any subsidiary, extend or maintain credit, arrange for the extension of credit, or renew an extension of credit, in the form of a personal loan to or for any officer, board member or employee of the Authority.

12. No Member shall engage in any of the prohibited actions set forth in Section 74 of the New York State Public Officers Law, including, but not limited to: (i) accepting other employment which will impair such Member's independence of judgment in the exercise of his or her official duties; (ii) accepting employment or engaging in any business or professional activity which will require him or her to disclose confidential information which he or she has gained by reason of his or her official position or authority; (iii) disclosing confidential information acquired by him or her in the course of his or her official duties nor use such information to further his or her personal interests; (iv) attempting to use his or her official position to secure unwarranted privileges or exemptions for himself, herself or for others; (v) engaging in any transaction as representative or agent of the State with any business entity in which he or she has a direct or indirect financial interest that might reasonably tend to conflict with the proper discharge of his or her official duties; (vi) by his or her conduct giving reasonable basis for the impression that any person can improperly influence him or her or unduly enjoy his or her favor in the performance of his or her official duties, of that he or she is affected by the

kinship, rank, position or influence of any party or person; (vii) making personal investments in enterprises which he or she has reason to believe may be directly involved in decisions to be made by him or her or which will otherwise create substantial conflict between his or her duty to the public interest and his or her private interests; and (viii) failing to endeavor to pursue a course of conduct which will not raise suspicion among the public that he or she is likely to be engaged in acts that are in violation of his or her trust.

13. Members shall participate in such continuing training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of the Authority and to adhere to the highest standard of responsible governance.