

**CODE OF ETHICS**  
**Clayton Local Development Corporation**  
**October 1, 2009**

This Code of Ethics complies with the requirements of the Public Authorities Accountability Act of 2005 which requires the adoption of a specific code of ethics, which at a minimum, includes the standards established in Section 74 of the Public Officers Law and shall apply to all officers and employees of the Clayton Local Development Corporation. These policies shall guide official conduct, shall enhance the ethical and professional performance of the CLDC's directors and employees, and shall create and preserve public confidence in the CLDC's mission.

**Responsibility of Directors and Employees**

1. Directors and employees shall perform their duties with transparency and without favor and shall refrain from engaging in outside matters of financial or personal interest, including other employment, that could impair independence of judgment, or prevent the ethical exercise of one's official duties.
2. Directors and employees shall not, directly or indirectly, make , or advise or assist any person to make any financial investment based upon information available through their official position that could create any conflict between their public duties and interests and their private interests.
3. Directors and employees shall not receive any form of financial payments, services, loans, travel reimbursement, entertainment, hospitality, thing or promise from any entity doing business with or before the CLDC, which would permit the inference that:  
(a) such 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.
4. Directors and employees shall not use or attempt to use their official position with the Authority to secure unwarranted privileges for themselves or for others.
5. Directors and employees must conduct themselves at all times in a manner that avoids any appearance that they are acting in violation of their public trust. They must give no appearance of a potential conflict between their official duties and personal activities even though an actual conflict is not present.
6. Directors and employees must not engage in any official transaction with an outside entity in which they have a direct or indirect financial interest that may reasonably conflict with the ethical discharge of their official duties.
7. Directors and employees shall manage all matters within the scope of the CLDC's mission independent of any other affiliations or employment. Directors, including ex officio board members, and employees employed by more than one government shall strive to fulfill their professional responsibility to the CLDC without bias and shall support the CLDC's mission to the fullest.

8. Directors and employees shall not use the CLDC property, including equipment, telephones, vehicles, computers, or other resources, nor disclose information acquired in the course of their official duties in a manner inconsistent with State or local law or policy and the CLDC's mission and goals.
9. Directors and employees are prohibited from appearing or practicing before the CLDC for two (2) years following service or employment with the CLDC, consistent with the provisions of Public Officers Law.

### **Implementation of Code of Ethics**

The Code of Ethics shall be provided to all directors and employees upon commencement of employment or appointment and shall be reviewed annually by a Committee appointed by the Chairman.

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

- Counsel in confidence CLDC directors and employees who seek advice about ethical behavior.
- Receive and investigate complaints about possible ethics violations.
- Dismiss complaints found to be without substance.
- Make recommendations as appropriate for action by the Administrative Officer of the board.
- 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 and gratuities.

### **Penalties**

In addition to any penalty contained in any other provision of law, a CLDC director or employee who knowingly and intentionally violates any of the provisions of this code may be fined, suspended or removed in the manner provided for in law, rules or regulations.

### **Reporting Unethical Behavior**

Employees and directors are required to report possible unethical behavior by a director or employee of the CLDC to the Ethics Officer. Employees and directors may file ethics complaints anonymously and shall be protected from retaliation.