ALLEGANY COUNTY LAND BANK CORPORATION
CODE OF ETHICS/CONFLICT OF INTEREST POLICY

CODE OF ETHICS AND CONFLICT OF INTEREST POLICY

This Code of Ethics and Conflict of Interest Policy shall apply to all directors of the Board and employees of the Allegany County Land Bank Corporation ("Land Bank"). These policies shall serve as a guide for official conduct and are intended to enhance the ethical and professional performance of the directors and employees and to preserve public confidence in the Land Bank's mission. This code is adopted pursuant to New York Public Authorities Law section 2824(1)(d) and section 73 and 74 of the New York Public Officers Law.

DEFINITIONS

As used in this policy:

"Director" — A member of the Board of Directors of the Allegany County Land Bank Corporation who in this capacity is also deemed to be a state director of a local public authority under section 1605(l) of the Not-for-Profit Law ("the Land Bank Act") and as such is subject to the ethical responsibilities of section 73 and 74 of the Public Officers Law and New York Public Authorities Law section 2824(1)(d).

"Employee" — A non-volunteer employee of or one in the employ of a contractor that provides services to the Allegany County Land Bank Corporation who in this capacity is also deemed to be a state employee of a local public authority under section 1605(l) of the Not-for-Profit Law ("the Land Bank Act") and as such is subject to the ethical responsibilities of section 73 and 74 of the Public Officers Law and New York Public Authorities Law section 2824(1)(d).

"Family" — A parent, sibling, spouse or child of a person or any members of a person's immediate household.

"Interest" — A benefit or advantage of an economic or tangible nature that a person or a member of his or her family would gain or lose as a result of any decision or action, or omission to decide or act, on the part of the Board of Directors of the Land Bank or any of its officers and employees.

"Officer" — Any person appointed or hired to serve the Allegany County Land Bank Corporation in any capacity, whether paid or unpaid, or for a term fixed or not fixed, including, without limit, persons serving on a temporary, part-time or seasonal basis. Officer includes the Executive Director, any other designated officer, and any member of the Board of Directors.

CONFLICT OF INTEREST POLICY

No Land Bank Director or Employee of the Land Bank 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 or her duties in the public interest.

STANDARDS

1. Officers, Directors, and Employees shall perform their duties with transparency, without favor and refrain from engaging in outside matters of financial or personal interest, including other employment, that could impair independence of judgment, or prevent the proper exercise of one's official duties.

2. Officers, Directors, and Employees shall not directly or indirectly, make, advise, or assist any person to make any financial investment based upon information available through the directors' or employees' official position that could create any conflict between their public duties and interests and their private interests.

3. Officers, Directors, and Employees shall not accept or receive any gift 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 Land Bank.

4. Officers, Directors, and Employees shall not use or attempt to use their official position with the Land Bank to secure unwarranted privileges for themselves, family members, or others, including Land Bank employment, or contracts for materials or services with the Land Bank.

5. Directors and Employees must conduct themselves at all times in a manner that avoids any appearance that they can be improperly or unduly influenced that they could be affected by the position of or relationship with any other party, or that they are acting in violation of their public trust.

6. Officers, Directors, and Employees may 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 proper discharge of their official duties.

7. Officers, Directors, and Employees shall manage all matters within the scope of the Land Bank's mission independent of any other affiliations or employment. Directors and employees employed by more than entity shall strive to fulfill their professional responsibility to the Land Bank without bias and shall support the Land Bank's mission

to the fullest extent possible.

8. Officers, Directors, and Employees shall not use Land Bank property, including equipment, telephones, vehicles, computers, or other resources, or disclose information acquired in the course of their official duties in a manner inconsistent with State or local law or policy and the Land Bank's mission and goals.

9. Officers, Directors, and Employees are prohibited from conducting any business with the Land Bank for two (2) years following employment with the Land Bank, consistent with the provisions of the New York Public Officers Law.

10. No Land Bank Officer, Director, or Employee acquire any interest, direct or indirect, in real property of the Land Bank, in any real property to be acquired by the Land Bank, or in any real property to be acquired from the Land Bank.

11. No Land Bank Officer, Director, or Employee shall have or enter into any contract with a third party who has or does enter into a contract with the Land Bank unless:

(a) The third-party contract to which the Land Bank is a party is with the County of Allegany;

(b) The third-party contract is awarded pursuant to the competitive bidding procedures of the General Municipal Law; or

(c) The third-party contract is one with respect to which the Land Bank Officer, Director, or Employee:

(i) Has no interest;

(ii) Has no duties or responsibilities, or, if the contract with the person is one which the Land Bank officer or employee entered into prior to becoming a Land Bank Officer, Director, or Employee, he or she abstains from any performance of duties or responsibilities; and

(iii) Exercises or attempts to exercise no influence.

(d) No prohibited conflict of interest shall be found involving a contract with a person, firm, corporation or association in which a Land Bank Officer, Director, or Employee has an interest which is prohibited solely by reason of employment as an officer or employee thereof, if the remuneration of such employment will not be directly affected as a result of such contract and the duties of such employment do not directly involve the procurement, preparation or performance of any part of such contract.

12. No Land Bank Officer, Director, or Employee shall discuss, vote on, decide or take part in, formally or informally, any matter proposed or pending in which s/he has an interest. This provision shall not apply to any Land Bank Officer, Director, or Employee

whose interest in the proposed or pending matter is *de minimis*, provided that these procedures are followed strictly:

(a) The Land Bank Officer, Director, and/or Employee shall identify his or her interest, i.e., the benefit or advantage that would be gained or lost if the Land Bank acted on the matter in various ways, and the underlying basis of such interest, such as ownership, investment, contract, claim, employment, or relationship;

(b) The Land Bank Officer, Director, and/or Employee shall completely and specifically describe and disclose his or her interest and its underlying basis, if any, in writing, to the Board of Directors in advance of his or her participation in the matter; and

(c) If either the Land Bank Officer, Director, and/or Employee, and/or the Executive Director or the Board Chair believes that the disclosure reasonably raises a question whether the interest is *de minimis*, such question shall be submitted to the Land Bank's Counsel for an opinion, prior to which the officer or employee shall not participate in the matter. Failure to disclose properly or abide by the opinion of the Board shall make any participation of the officer or employee in the matter null and void.

13. No Land Bank Officer, Director, and/or Employee may disclose 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.

14. No Land Bank Officer, Director, and/or Employee should use or attempt to use his or her official position to secure unwarranted privileges or exemptions for himself or herself or others, including but not limited to, the misappropriation to himself, herself or to others of the property, services or other resources of the Land Bank for private business purposes.

15. No Land Bank Officer, Director, and/or Employee should use or attempt to use his or her official position to secure unwarranted privileges or exemptions for himself or herself or others, including but not limited to, the misappropriation to himself, herself or to others of the property, services or other resources of the Land Bank for private business purposes.

16. A Land Bank Officer, Director, and/or Employee should not by his or her conduct give reasonable basis for the impression that any person can improperly influence him or unduly enjoy his favor in the performance of his official duties, or that he is affected by the kinship, rank, position, or influence of any party or person.

IMPLEMENTATION

This Code of Ethics and Conflict of Interest Policy shall be provided to all Land Bank Officers, Directors, and/or Employees upon commencement of employment or appointment and shall be reviewed annually by the Governance Committee.

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

2. Counsel in confidence with the Land Bank Officers, Directors, and/or Employees who seek advice about ethical behavior.

3. Receive and investigate complaints about possible ethics violations.

4. Dismiss complaints found to lack substance.

5. Prepare an investigative report of their findings for action by the Executive Director or the Board.

Record the receipt of gifts or gratuities of any kind received by a Land Bank Officer, Director, or Employee who shall notify the Ethics Officer within forty-eight (48) hours of receipt of such gifts and gratuities.

PENALTIES

In addition to any penalty contained in any other provision of the law, Directors, Officers, and/or Employees who knowingly and intentionally violate any of the provisions of this code many be removed in the manner provided for in law, rules or regulations, and the Land Bank By-Laws.

REPORTING UNETHICAL BEHAVIOR

Land Bank Officers, Directors, and/or Employees are required to report possible unethical behavior by a Director or employee of Land Bank to the Ethics Officer, if one has been appointed, or to the Board Chair, or the Board Vice Chair. Land Bank Officers, Directors, and/or Employees may file ethics complaints anonymously and are protected from retaliation by the policies adopted by the Land Bank.

ANNUAL DISCLOSURE STATEMENTS

All Directors and Officers, as well as all Employees who hold policy-making positions, of the Land Bank shall file annual financial disclosure statements in compliance with article eighteen of the General Municipal Law.