

Resolution adopting a Code of Ethics/Conflict of Interest Policy for the Rochester Urban Renewal Agency

BE IT RESOLVED, by the Rochester Urban Renewal Agency as follows:

Section 1. The Rochester Urban Renewal Agency hereby adopts the following Code of Ethics/Conflict of Interest Policy:

A. Preamble. The officers and employees of the Rochester Urban Renewal Agency (the “Agency”) shall perform their duties with transparency and impartiality, to serve and benefit the public and not for personal gain or advantage. The Agency recognizes that in order to implement this fundamental principle there is a need for clear and reasonable standards of ethical conduct. This Code of Ethics/Conflict of Interest Policy (the “Policy”) establishes such standards by defining and prohibiting acts incompatible with the public interest.

B. Definitions. When used in this Policy, the following words and phrases shall have the following meanings:

(1) **FAMILY** — The parent, sibling, spouse or child of a person or any members of a person’s immediate household.

(2) **OFFICER or EMPLOYEE** — Any person elected, appointed or hired to serve the Agency in any capacity, whether paid or unpaid, for a term fixed or not fixed, on a part-time or seasonal basis, or serving the Agency *ex officio* as an elected or appointed official or employee of the City of Rochester. Officer includes the Agency Secretary, any member of the Agency board (“Board”), and any other designated officer or employee.

(3) **AN INTEREST** — A benefit or advantage of an economic or tangible nature that a person or a member of their family would gain or lose as a result of any decision or action, or omission to decide or act, on the part of an officer or employee.

(4) **CONFLICT OF INTEREST** — A situation in which the interest of an officer or employee comes into actual or perceived conflict with the officer’s or employee’s duties and responsibilities to the Agency. A perceived conflict occurs in circumstances that would suggest to a reasonable person that an officer or employee may have a conflict. The appearance of a conflict and an actual conflict are treated the same for the purposes of this Policy.

(5) **ETHICS OFFICER** — The Corporation Counsel of the City of Rochester unless and until the Governance Committee of the Board elects to appoint another person to the position or to designate said Committee itself for the position.

C. Ethical standards.

(1) No officer or employee shall have any employment, or engage in any business or commercial transaction, or engage in any professional activity, or incur any obligation, as a result of which, directly or indirectly, they would have an interest that would impair their independence of judgment or action in the performance of their official duties or that would be in conflict with the performance of their official duties.

(2) Officers and employees shall manage all matters within the scope of the Agency's mission independent of any other affiliations or employment. Board members, the Agency Secretary and any other officers and employees serving in an *ex officio* capacity due to their election, appointment or employment by the City of Rochester shall strive to fulfill their professional responsibility to the Agency without bias and shall support the Agency's mission to the fullest.

(3) No officer or employee shall acquire any interest, direct or indirect, in real property of the Agency, in any real property to be acquired by the Agency, or in any real property to be acquired from the Agency.

(4) Officers and employees shall not directly or indirectly, make, advise, or assist any person to make any financial investment or to acquire or dispose of any real estate based upon information available through the officer's or employee's official position that could create any conflict between their public duties and their private interests.

(5) No officer or employee shall have any interest, direct or indirect, in any contract or proposed contract for materials or services to be furnished or used by the Agency.

(6) No officer or employee shall have or enter into any contract with a third party who has or enters into a contract with the Agency unless:

(a) The third party contract to which the Agency is a party is with the City of Rochester.

(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 officer or employee:

[1] Has no interest;

[2] Has no duties or responsibilities, or, if the contract with the person is one which the officer or employee entered into prior to becoming an officer or employee, they abstain from any performance of duties or responsibilities; and

[3] 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 an officer 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.

(7) No officer or employee shall discuss, vote on, decide or take part in, formally or informally, any matter proposed or pending in which they have an interest. This provision shall not apply to any officer or employee whose interest in the proposed or pending matter is determined to be *de minimis*, provided that these procedures are followed:

(a) In advance of their participation in the matter, the officer or employee shall provide a written notice to the Agency Secretary and the Ethics Officer, with courtesy copy to the City of Rochester Corporation Counsel, that completely and specifically describes and

discloses their interest, its underlying basis, such as ownership, investment, contract, claim, employment, or relationship, and the benefit or advantage that the disclosing officer or employee would gain or lose if the Agency acted on the matter in various ways.

(b) Thereupon, the Agency Secretary or Ethics Officer shall notify the disclosing officer or employee in writing as to whether either of them believes that a reasonable doubt remains as to whether the interest is *de minimis*, and if either one determines that reasonable doubt remains, the officer or employee shall not participate in the matter.

The participation by an officer or employee in a matter in which they have an interest without obtaining a *de minimis* waiver shall be null and void and may expose the officer or employee to discipline and penalties as set forth herein.

(8) No officer or employee should accept employment or engage in any business or professional activity which will require them to disclose confidential information which they have gained by reason of their Agency position or authority.

(9) No officer or employee should disclose confidential information acquired by them in the course of their official duties nor use such information to further their personal interests.

(10) No officer or employee should use or attempt to use their official position to secure unwarranted privileges or exemptions for themselves or others, including but not limited to, Agency employment, Agency contracts, or the misappropriation to themselves or to others of the property, services or other resources of the Agency.

(11) No officer or employee should engage in any transaction as representative or agent of the Agency with any business entity in which they have a direct or indirect interest that might reasonably tend to conflict with the proper discharge of their official duties.

(12) At no time, should officers and employees conduct themselves in a manner that would give reasonable basis for the impression that any person can improperly influence the officer or employee or unduly enjoy their favor in the performance of their official duties, or that they are affected by the kinship, rank, position or influence of any party or person.

(13) An officer or employee should abstain from making personal investments in enterprises which they have reason to believe may be directly involved in decisions to be made by them or which will otherwise create substantial conflict between their private interest and duty to the public interest.

(14) No officer or employee shall use or permit the use of Agency owned vehicles, equipment, materials or property for the convenience or profit of themselves, a family member, or other person.

(15) No officer or employee shall 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 Agency. No officer or employee shall solicit any gift, nor shall any officer or employee accept or receive any gift having a value of \$25 or more, regardless of the form of the gift, from any person who has an interest in any matter proposed or pending before the Agency. The provisions of this subsection shall not apply to contributions solicited or received in accordance with the Election Law of the State of New York.

(16) An Agency contract with a corporation in which an officer or employee has an interest shall not be deemed to create a prohibited conflict of interest under this code/policy based solely on such officer or employee's ownership or control, direct or indirect, of less than five (5) percent of the corporation's outstanding shares of stock.

(17) While disclosure and recusal shall be required, the interest of an officer or employee who is a member of the board of a not-for-profit corporation or association which has a contract with the Agency shall not be prohibited where the remuneration of such officer or employee will not be directly affected as a result of such contract.

(18) No former officer or employee shall at any time after they leave the Agency advocate for a person or organization before the Agency on a specific matter with which he or she was directly involved or of which he or she has special knowledge, unless, after the disclosing in writing to the Secretary and the Ethics Officer the would be recipient and subject matter of the officer's or employee's proposed advocacy, the Secretary and Ethics Officer determine and agree in writing that that such advocacy would not be adverse to the position of the Agency on the matter and would not conflict with the standards and principles of this Policy.

D. Duty to Disclose. All material facts related to conflicts of interest, including the nature of the interest and information about the conflicting matter, *de minimis* waiver requests, and disclose-only determinations, shall be disclosed in good faith and in writing to the Ethics Officer and/or Governance Committee. Such written disclosure shall be made part of the official record of the proceedings of the Agency.

E. Reporting of Violations. Officers and employees should promptly report any violations of this policy in accordance with the Agency's Whistleblower Policy.

F. Discipline and Penalties. The doing of any act prohibited or the failure to do any act required by this Code of Ethics/Conflict of Interest Policy shall constitute grounds for disciplinary action and any officer or employee who violates a provision of this Code of Ethics/Conflict of Interest Policy may be subject to discipline and penalties in the manner provided by law.

G. Annual Disclosure Statements. The Board members and the Secretary shall file annual financial disclosure statements with the City of Rochester Board of Ethics and with the Ethics Officer pursuant to article eighteen of the General Municipal Law.

H. Implementing the Code of Ethics/Conflict of Interest Policy.

(1) This Policy shall be provided to each current officer and employee upon its enactment and to each subsequent officer and employee upon the commencement of their employment, appointment or term of office.

(2) This Policy shall be reviewed annually by the Ethics Officer and/or Governance Committee.

(3) The Ethics Officer, who shall report to the Board, shall have the following duties:

(a) Counsel in confidence Authority directors and employees who seek advice about ethical behavior.

(b) Receive and investigate complaints about possible ethics violations.

(c) Dismiss complaints found to be without substance.

(d) Prepare an investigative report of findings with respect to complaints about possible ethics violations.

Section 2. This resolution shall take effect immediately.