

**ONONDAGA COUNTY WATER AUTHORITY
CODE OF ETHICS POLICY**

**ARTICLE 1
PURPOSE**

As a public benefit corporation, the Onondaga County Water Authority (“OCWA”) must conduct its operations in a manner that best serves the interests of its customers and the general public. OCWA expects all Members, officers and employees to observe high ethical standards of conduct in the performance of their duties, comply and cause OCWA to comply with all laws and regulations governing business transactions, and use and cause OCWA to use its funds and assets only for legal and appropriate public purposes. This Code of Ethics governs the day-to-day actions of all Members, officers and employees of OCWA.

**ARTICLE 2
POLICIES**

1. Discharge of Duties

In the course of performing his or her duties, Members, officers and employees shall:

- (a) Endeavor to perform the duties of their positions to the best of their ability and in a spirit of service to all persons and concerns for which OCWA was formed;
- (b) Uphold a high standard of dedicated public service established over the years by OCWA’s Members, officers and employees;
- (c) Support and encourage fellow employees in the proper execution of their duties; and
- (d) When a question of conduct or regulation occurs, seek the advice of a supervisor or OCWA’s Legal Counsel.

2. Code of Ethics

(a) No Board Member or employee should accept other employment, which will impair his/her independence of judgment in the exercise of his/her official duties.

(b) No Board Member, officer or employee should accept other employment or engage in any business or professional activity, which will require him/her to disclose confidential information, which he/she gained by reason of his/her official position or authority.

(c) No Board Member, officer or employee should disclose confidential information acquired by him/her in the course of his/her official duties nor use such information to further his/her personal interests.

(d) No Board Member, officer or employee should use or attempt to use his/her official position to secure unwarranted privileges or exemptions for himself/herself or others.

(e) No Board Member, officer or employee should engage in any transaction as representative or agent of the Authority with any business entity in which he/she has a direct or indirect financial interest that might reasonably tend to conflict with the proper discharge of his/her official duties.

(f) A Board Member, officer or employee should not, by his/her conduct, give reasonable basis for impression that any person can improperly influence him/her or unduly enjoy his/her favor in the performance of his/her official duties, or that he/she is affected by the kinship, rank, position or influence of any party or person.

(g) A Board Member, officer or employee should abstain from making personal investments in enterprises which he/she has reason to believe may be directly involved in decisions to be made by him/her which will otherwise create substantial conflict between his/her duty in the public interest and his/her private interest.

(h) A Board Member, officer or employee should not pursue a course of conduct, which will raise suspicion among the public that he/she is likely to be engaged in acts that are in violation of his/her trust.

(i) If any Board Member, officer or employee shall have a financial interest, direct or indirect, having a value of ten thousand dollars or more, in any activity in which the Authority is engaged, he/she should file with the secretary of the Board, a written statement that he/she has such a financial interest in such activity which statement shall be open to public inspection.

3. Specifically Prohibited Actions

Unless otherwise permitted by the Ethics Board (as formed pursuant to Article 3 hereof), no Member, officer or employee shall engage in the following actions to the extent that they create a conflict of interest with OCWA's interest:

- (a) Directly or indirectly solicit or accept gift having more than a nominal value, whether in the form of money, service, loan, travel, lodging, meals, refreshments, entertainment, discount, forbearance or promise, or in any other form, under circumstances in which it could reasonably be inferred that the gift was intended to influence him or her, or could reasonable be expected to influence him or her, in the performance of his or her official duties or was intended as a reward for any official action on his or her part.

- (b) Speculate or deal in equipment, supplies or materials normally purchased by OCWA;
- (c) Borrow money from suppliers, significant commercial customers, individuals or firms with whom OCWA does business (loans or mortgages from banks or individuals doing business with OCWA are exempted if the terms are at current rates and the customary collateral for such transactions is provided);
- (d) Acquire an interest in real estate in which it is known that OCWA also has a current or anticipated interest;
- (e) Misuse information to which the individual has access by reason of his or her position - such as by disclosing confidential information (of a technical, financial or business nature) to others outside or inside the business (whether or not a consideration is received), or using such information for his or her own or family's (as previously defined) benefit;
- (f) Solicit funds or other items of value from OCWA vendors, suppliers or consultants for oneself or to benefit any other organization, club or person, whether such other persons or entities are charitable, religious or profit-making;
- (g) Serve as an officer, director or manager with another company or business organization directly or indirectly related to OCWA without specific authorization from OCWA; and
- (h) Submit applications, plans or other compliance information to OCWA for approval on behalf of current or potential customers.

The foregoing list does not encompass every situation that may lead to a conflict.

4. Duty to Disclose

Each Board Member, officer and employee shall have the duty to report to the Board of Ethics (as defined below) in writing any violation or possible violation of the terms of this Policy, including without limitation, instances of conduct prohibited by Article 2. The following situations are some, but not all, of those situations that must be disclosed:

- (a) Holding more than one percent financial interest, directly or indirectly (as an owner, stockholder, securities holder in a publicly owned corporation, partner, joint venturer, creditor, guarantor, director, trustee or beneficiary of a trust), in a firm that provides services or supplies materials or equipment to OCWA, or in a firm

to which OCWA makes sales or provides services, or engages in such activities with OCWA as an individual;

(b) Serving as an employee, owner or consultant of another organization providing goods and/or services to OCWA or one or more of OCWA's significant commercial customers, or functioning individually and providing said services to OCWA or one or more of OCWA's significant commercial customers; and

(c) Membership on or employment with any entity where such employment, service or membership is incompatible with the proper discharge of official duties, or would impair independent judgment or action in the performance of official duties; and

(d) Selling goods, services or other items of value to OCWA vendors, suppliers or consultants for oneself or to benefit any other organization, club or person, whether such other persons or entities are charitable, religious or profit making.

ARTICLE 3 PROCEDURES

1. Ethics Board

The Authority shall establish an Ethics Board comprised of the Executive Director, Legal Counsel and one Board Member. The Board shall appoint the members of the Ethics Board on an annual basis. The Ethics Board shall interpret and make recommendations in regard to any question or purported violation of this Policy and any statutory enacted ethics standard affecting Board Members, officers and employees.

2. Powers of Ethics Board

At its discretion, the Ethics Board may recommend appropriate disciplinary action, which may include, but is not limited to, a reprimand, suspension or termination of employment. Any such recommendation will only be final after any hearing required by Section 75 of the Civil Service Law or any applicable Collective Bargaining Agreement, if applicable.

ARTICLE 4 ONE-YEAR MORATORIUM

No person who has served as a Board Member, officer or employee of OCWA shall within a period of one year after the termination of such service or employment appear or practice before OCWA or receive compensation for any services rendered by such former Board Member, officer or employee through or on behalf of any other

person, firm, corporation or association in relation to any case, proceedings or application with or before OCWA.

Notwithstanding the foregoing, the one-year moratorium shall not apply to (i) normal business issues arising as a result of the person's status as a water customer of OCWA and (ii) professional services provided by such person pursuant to a written agreement with OCWA, to the extent such agreement is otherwise consistent with this Code of Ethics.

ARTICLE 5 DISTRIBUTION OF THIS POLICY

This Code of Ethics shall be distributed to each Board Member, officer and employee of OCWA annually. It shall also be distributed to each new Board Member, officer and employee as soon as practicable following commencement of such position.