

CODE OF ETHICS GOVERNING BOARD MEMBERS

New York State Thruway Authority

1. PURPOSE

This Code of Ethics is designed to promote:

- a. honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- b. full, fair, accurate, timely and understandable disclosure in reports and documents that the Authority files with, or submits to, governmental agencies and in public communications made by the Authority;
- c. compliance with applicable governmental laws, rules and regulations;
- d. prompt internal reporting of violations of this Code of Ethics to the appropriate person; and
- e. accountability for adherence to this Code of Ethics.

2. APPLICABILITY

- a. This Code of Ethics applies to the Board Members of the Authority and may be amended only by a vote of such Board Members.
- b. This Code of Ethics represents an overall ethical framework by which all Board Members should endeavor to conduct themselves. It is not an exclusive listing of all ethical rules or requirements. All Board Members should be cognizant of their responsibilities under the New York State Public Officers Law and should inquire of the Authority Ethics Officer as to whether any contemplated act, which a Board Member believes may violate these or other ethical standards, is in violation of this Code of Ethics or any other ethics law, rule or requirement.

3. GENERAL PROVISIONS

- a. Board Members shall carry out their duties with honesty and integrity.
- b. Board Members shall comply with all applicable laws, rules and regulations in the performance of their duties as Board Members of the Authority.
- c. Board Members shall exercise the utmost good faith in all transactions involving and relating to the exercise of their Authority duties and their service to the public, and should endeavor to pursue a course of conduct

which will not raise suspicion among the public that they are likely to be engaged in acts that are in violation of their public trust.

- d. Board Members shall not by their conduct give reasonable basis for the impression that any person can improperly influence them 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.
- e. Board Members shall not use or attempt to use their official positions to secure unwarranted privileges or exemptions for themselves or others.
- f. Board Members shall require full, fair, honest and accurate recording and reporting of financial and other information and will require internal controls to ensure that Authority transactions are properly authorized, that Authority assets are safeguarded, that operations are conducted in accordance with Board directives and that financial statements for external purposes are presented in conformity with generally accepted accounting principles.

4. CONFLICTS OF INTEREST

- a. Board Members shall not accept employment which will impair their independence of judgment in the exercise of their Board Member duties.
- b. Board Members shall not accept employment or engage in any business or professional activity which will require them to disclose confidential information which was gained by reason of their positions as Board Members.
- c. Board Members shall not disclose confidential information acquired by them in the course of their Board Member duties nor use such information to further their personal interests.
- d. No Board Member should have any interest, financial or otherwise, direct or indirect, or engage in any business, 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 Board Member's duties. The Board 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, including recusal.
- e. Board Members shall 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 duties in the public interest and their private interests.
- f. Board Members should perform Board Member duties impartially and diligently. A Board Member should abstain from the discussion, consideration and determination by the Board in any case, proceeding, application, or any matter in which the Board Member's impartiality might be

reasonably questioned or in which the Board Member has any conflict of interest.

- g. Board Members are prohibited from receiving compensation for appearing or rendering services against the Authority in relation to any matter.
- h. Board Members are prohibited from serving as officers of any political party or political organization or as members of any political party committee including political party district leader or as members of a national committee of a political party.

5. RECUSAL PROCEDURE

If a Board Member has a conflict of interest, financial or otherwise, with the proper discharge of the Board Member's duties, then the Board Member shall follow the procedure set forth in this Paragraph.

- a. The Board Member shall promptly disclose the Board Member's interest to the other Board Members and the Authority's Executive Director and describe all material facts concerning the interest known to the Board Member. After such disclosure, the Executive Director, in consultation with the Authority Ethics Officer, shall make a record of such disclosure and advise appropriate staff that they are prohibited from communicating with such Board Member about such matter. Further, if after such disclosure such matter is on an agenda for or is otherwise raised at a Board meeting, the Board Member shall recuse themselves from all consideration and voting on such matter and such recusal and the reason therefore shall be recorded in the minutes of such Board meeting. As a best practice, the Board Member should leave the Board meeting (where practicable) while the other Board Members complete their discussion, consideration and vote.
- b. After full disclosure to the Board and the Authority's Executive Director, nothing contained herein shall be construed or applied to prohibit any firm, association, corporation or entity, in which the Board Member is a member, associate, retired member, of counsel, shareholder or owner, from appearing, practicing, communicating or otherwise rendering services in relation to any matter before, or transacting business with the Authority where such Board Member does not participate in any way on behalf of the party in the bidding solicitation or negotiation process, does not participate in the decision to award the contract, and does not share in the net revenues resulting therefrom, or, acting in good faith, it is reasonably believed that such Board Member would not share in the net revenues therefrom, and where such Board Member otherwise complies with all other directives provided by the Authority Ethics Officer.

6. GIFTS

No Board Member shall, directly or indirectly, solicit, accept, or receive any 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 be reasonably inferred that the gift was intended to influence the Board Member, or could reasonably be expected to influence the Board Member, in the performance of the Board Member's Authority duties, or was intended as a reward for any official action on the Board Member's part or was a gift from an individual or entity that does business with the Authority. This provision shall not pertain to gifts received by Board Members while serving in other capacities when it is clear that such gifts were not intended to influence the Board Members with respect to their Authority duties.

7. POST-SERVICE RESTRICTIONS

- a. No former Board Member, within the period of two years immediately following the termination as an Authority Board Member, shall appear or practice before the Authority or receive compensation for any services rendered by such former Board Member on behalf of any person, firm, corporation, or association other than the Authority in relation to any matter before the Authority. This post-service restriction shall not apply to any appearance, practice, communication or rendition of service before the Authority, or to the receipt of compensation for any such services rendered by a former Board 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. This post-service restriction shall also not apply if the Chair provides notification to the Commission on Ethics and Lobbying in Government that the former Board Member has expertise, knowledge or experience with respect to a particular matter which meets the needs of the Authority and is otherwise unavailable at a comparable cost.
- b. No former Board Member shall appear before the Authority with regard to any Authority case, application, proceeding or transaction in which they were directly concerned and personally participated, or which was under their active consideration, while serving as a Board Member. This post-service restriction shall not apply to any appearance, practice, communication or rendition of service before the Authority, or to the receipt of compensation for any such services rendered by a former Board 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. This post-service restriction shall also not apply if the Chair provides notification to the Commission on Ethics and Lobbying in Government that the former Board Member has expertise, knowledge or experience with respect to a particular matter which meets the needs of the Authority and is otherwise unavailable at a comparable cost.
- c. Nothing contained herein shall prohibit a current or former Board Member from appearing before the Authority in connection with a ministerial matter.

8. DEFINITIONS

As used in this Code of Ethics:

- a. “Business” shall mean any activity conducted with the objective of obtaining money or other things of value. Such activity may be for profit or not for profit.
- b. “Confidential information” shall mean information, whether or not set forth in writing, that is available to Board Members only because of their position as a Board Member of the Authority, including, but not limited to: (i) information not subject to public disclosure under the Freedom of Information Law; (ii) information subject to the attorney/client privilege; (iii) information contained in any document labeled “confidential”; and (iv) information disclosed during an executive session of the Authority Board.