

Code of Ethics

§ 1. Purpose.

Pursuant to the provisions of The Public Authorities Accountability Act of 2005, the Saratoga Springs City Center Authority recognizes that there are standards of ethical conduct for public officers, employees and authority members which must be observed if a high degree of moral conduct is to be obtained and if public confidence is to be maintained in the Saratoga Springs City Center Authority. It is the purpose of this Code of Ethics to promulgate these rules of ethical conduct for the officers, employees and authority members of the Saratoga Springs City Center Authority. These rules shall serve as a guide for official conduct of the officers, employees and Board members of the Saratoga Springs City Center Authority. The rules of ethical conduct of this chapter, as adopted, shall not conflict with but shall be in addition to any prohibition of The Public Authorities Accountability Act of 2005 or any other general or special law relating to ethical conduct and interest in contracts of public authorities.

§ 2. Definitions.

As used in this chapter, the following terms shall have the meanings indicated: APPEAR and APPEAR BEFORE -- Communicating in any form, including, without limitation, personally, through another person, by letter, facsimile, electronic mail, or by telephone.

AUTHORITY GOVERNMENT -- Includes all departments, offices, bureaus and instrumentalities of the government of the Authority, including the Authority Board.

AUTHORITY ATTORNEY -- The Attorney of the Saratoga Springs City Center Authority.

CONFIDENTIAL INFORMATION -- Any data acquired through the course of employment or public office which is protected from disclosure by law or documents that have been designated "CONFIDENTIAL" by an Authority member, employee or officer in a conspicuous manner.

CUSTOMER or CLIENT

A. Any person to whom an officer, employee or member of the Authority has supplied goods or services during the previous 24 months having in the aggregate a value greater than \$1,000; or

B. Any person to whom an officer's or employee's outside employer or business has supplied goods or services during the previous 24 months having, in the aggregate, a value greater than \$1,000 but only if the officer, employee or member knows or has reason to know the outside employer or business supplied the goods or services.

FAMILY -- A group of individuals with the following relationships: spouse, life partner, brother, sister, parent, children, grandchildren and the spouses of any of said individuals.

GIFT and FINANCIAL BENEFIT -- Includes anything of value including, but not limited to, money, services, licenses, permits, contracts, authorizations, loans, travel, entertainment, hospitality, or any promise thereof, or any other gratuity or promise thereof. A financial transaction may be a financial benefit but shall not be a gift unless it is on terms not available to the general public. "Gift" and "financial benefit" do not include campaign contributions authorized by law.

IMMEDIATE FAMILY – A familial relationship between a husband, wife, or life partner and their children, if any.

NOT FOR PROFIT ENTITY – A legal entity created under the Not for Profit Corporation Law of the State of New York.

OFFICER, EMPLOYEE OR MEMBER OF THE SARATOGA SPRINGS CITY CENTER AUTHORITY -- An officer or member of the Saratoga Springs City Center Authority and/or the City Center, whether paid or unpaid, and an employee who is a decision-making employee, e.g. the president, director of sales, operations manager or bookkeeper.

OUTSIDE EMPLOYER OR BUSINESS

A. Any activity, other than service to the Authority, from which the officer, employee or member of the Authority receives compensation for services rendered or goods sold or produced;

B. Any entity, other than the Authority, of which the officer, employee or member of the Authority is a member, officer, or employee and from which he or she receives compensation for services rendered or goods sold or produced; or

C. Any entity in which an officer, employee or member of the Authority has an ownership interest, except a corporation of which the officer, employee or member of the Authority owns less than 5% of the outstanding stock. For purposes of this definition, "compensation" shall not include reimbursement for necessary expenses, including travel expenses.

PERSON -- Includes both individuals and entities.

POLITICAL PARTY OFFICER -- Any person serving or acting as the Chair, Vice Chair, First Vice Chair, Secretary, Treasurer or equivalent officers by whatever name or title known of any political party or committee organized for the purpose of nominating persons for elective office in the government of the City of Saratoga Springs.

RELATIVE – a member of one’s family.

SARATOGA SPRINGS CITY CENTER AUTHORITY – the corporation created by Title 21 of the Public Authorities Law, Sections 2490 et seq. Section 2490-c states “A board to be known as the Saratoga Springs City Center Authority is hereby created...and...shall consist of a chairman and six other members...” The Public Authorities Accountability Act of 2005 classifies authorities as “state” or “local”; the Saratoga Springs City Center Authority falls within the classification of a “local”

public authority. For brevity, the term "Authority" is used herein in lieu of "Saratoga Springs City Center Authority." The Authority was created by statute separate and distinct from the City of Saratoga Springs.

SUBORDINATE OF AN OFFICER, EMPLOYEE OR MEMBER OF THE AUTHORITY -- Another officer, employee or member of the Authority over whose activities he or she has direction, supervision, or control.

§ 3. Standards of conduct.

A. General prohibition. A Saratoga Springs City Center Authority officer, employee or member shall not use his or her official position or office, or take or fail to take any action, in a manner which he or she knows, or has reason to know, may result in a personal financial benefit for any of the following persons:

- (1) The Authority officer, employee or member;
- (2) His or her outside employer or business;
- (3) A member of his or her household;
- (4) A customer or client;
- (5) A relative; or
- (6) Any firm, corporation, association, partnership or other organization in which the Authority officer, employee or member, or a relative, serves as an officer or director, whether compensated or not compensated.

B. Specific Authority officers, employees and members.

All Authority members, officers and employees with professional licenses are prohibited from knowingly exercising any discretion in any matter of Authority interest which shall involve any person, firm or corporation which is a client of his or her or a client of his or her firm or has been a client within the immediate past one year and shall not knowingly have any interest in or accept compensation, direct or indirect, from any person, firm or corporation which has an interest in matters coming before the Authority without disclosure to the Authority and appropriate recusal.

C. Gifts. Except as set forth below, an Authority officer, employee or member shall not solicit anything of value for their own personal use or benefit from any person who has received or sought a financial benefit from the Authority, nor accept anything of value from any person who the Authority officer, employee or member knows or has reason to know has received or sought a financial benefit from the Authority within the previous 24 months. The purpose of this provision is to avoid circumstances where it could reasonably be inferred that the gift was intended to influence such Authority officer, employee or member, or could reasonably be expected to influence such Authority officer, employee or member in the performance of his or her official duties, or was intended as a reward for any official action taken by such Authority officer, employee or member. This provision is applicable with the following exceptions:

(1) Received by the officer, employee or member from his or her parent, spouse, child or sibling; or

(2) Having an aggregate value of \$75 or less during any twelve-month period;

(3) Accepted on behalf of the Authority and transferred to the Authority;
or

(4) Of refreshments and meals received at a widely attended gathering;
or

(5) Receipt of Authority services or benefits, or use of Authority facilities, that are generally available on the same terms and conditions to residents or a class of residents in the municipality.

D. Confidential information. He or she shall not disclose confidential information acquired by him or her in the course of his or her official duties or use such information to further his or her personal interest or the personal interest of other individuals or entities.

E. Representation before the Authority. He or she shall not receive or enter into any agreement, express or implied, for compensation for services to be rendered in relation to any matter before the Authority.

F. Disclosure of interest in business. To the extent that he or she knows thereof, any officer, employee or member of the Authority of Saratoga Springs, who participates in the discussion or gives official opinion to the Authority on any business before the Authority shall publicly disclose on the official record the nature

and extent of any direct or indirect financial or other private interest he or she has in such business, including any involvement in current or past litigation.

G. Investments in conflict with official duties. He or she shall not invest or hold any investment, resulting in an ownership interest greater than 5%, directly or indirectly, in any financial institution, business, commercial or other private transaction which creates a conflict with his official duties.

H. Outside Employer or Business. He or she shall not engage in, solicit, negotiate for or promise to accept work for an outside employer or business which creates a conflict with or impairs the proper discharge of his official duties without disclosure to the Authority and appropriate recusal.

I. Future employment. He or she shall not, after the conclusion of service or employment with the Authority, appear before any board or agency of the Authority in relation to any case, proceeding or application in which he or she personally participated during the period of his or her service or employment or which was under his or her active consideration.

J. Nothing contained herein shall prohibit a member, officer or employee of the Authority from appearing in relation to any case, proceeding or application before the City of Saratoga Springs, its boards and agencies or before any other governmental entity.

K. Right to engage in political activity; prohibition on coercion; prohibition on political solicitation in an Authority workplace. Unless otherwise prohibited by

law, officers and employees shall not be denied the right to support or refuse to support a political party or committee, or a candidate for public office outside of the workplace. Officers or employees shall not coerce, or request or authorize another to coerce, any officer, employee or member to support or refuse to support a political party or committee, or a candidate for public office. Officers or employees shall not make use of an Authority workplace to request, or authorize another to use an Authority workplace to request, that any officer, employee or member participate in an election campaign, political event, or contribute to a political party or committee. Officers, members or employees shall not display, distribute or otherwise utilize election campaign literature or materials at an Authority workplace. Officers, members and employees may attend a political function held at the City Center in the ordinary course of business.

L. Inducement of others. An officer, employee or member of the Authority shall not induce, threaten or coerce or aid another officer, employee or member of the Authority to violate any of the provisions of this Code of Ethics.

M. Authority employees. No officer, employee or member shall direct or cause any subordinate officer, employee or member to do or perform any service or work outside of the scope of his or her public work responsibilities or employment. Subordinate officers and employees may voluntarily perform such service or work, with or without compensation, outside of the hours during which they are assigned to perform duties for the Authority.

N. Authority property. No officer, employee or member shall use or request or permit the use of Authority-owned property; including, but not limited to, vehicles, equipment, materials or supplies, for personal convenience, use or profit; except when such goods or services are available to the public generally or are used in the conduct of official business by the officer, employee or member in compliance with Authority policy for such use, or where the use of Authority-owned property for personal use is part of the officer, employee or member's compensation.

O. Conflict with other codes of conduct.

(1) Recognizing the need for professional integrity and the fact that various professional associations have adopted standards of conduct for their members, the Authority hereby requires that each Authority officer, employee or member who is affected by a professional Code of Ethics be bound, in addition to the within chapter, by his or her respective Codes of Ethics. Any conflict between the provisions of this chapter and a given professional code of conduct of an Authority officer, employee or member is to be resolved by the Authority's Ethics Board. However, the Ethics Board must at all times give the greatest latitude to said individual's professional code of conduct and, whenever possible, reconcile this to complement and respect the individual's professional code of conduct.

(2) Substantial consideration shall be given to the effect deviation from an individual's professional code of conduct will have on that individual's ability to practice his/her profession. If need be, the Authority's Ethics Board is authorized

and required to obtain advisory opinions from the appropriate professional association to clarify any given situation.

P. Interests in Contracts with the Authority

(1) Prohibited interests. No Authority officer, employee or member shall have an interest in a contract with the Authority, or an interest in a bank or trust company, resulting in an ownership interest in excess of 5%, that is prohibited by § 801 of the General Municipal Law of the State of New York, unless said contract is entered into as a result of a competitive bidding process, regardless of the value of the contract. Any contract willfully entered into by or with the Authority in which there is an interest prohibited by that section shall be null, void, and wholly unenforceable, to the extent provided by § 804 of that law.

(2) Disclosable interests. Any Authority officer, employee or member who has, will have, or later acquires an interest in any actual or proposed contract with the Authority shall disclose in writing the nature and extent of that interest in accordance with § 803 of the General Municipal Law and promptly file such written disclosure with the Authority Clerk. The Authority Clerk shall cause a copy of that disclosure to be filed promptly with the Ethics Board.

Q. Recusal. When an Authority officer, employee or member is required to recuse himself or herself under this Code of Ethics, he or she must state that he or she is doing so on the public record, if available; if not, by submitting a written statement on a form to be prescribed by the Board of Ethics. The officer member or employee

must then immediately refrain from participating in the matter further, and must physically remove himself or herself from the room when the matter is being discussed.

R. Provisions A – Q. Provisions A – Q hereinabove are a comprehensive, but not necessarily exclusive list of provisions regarding ethical behavior of Authority employees and officers. Authority employees and officials should seek the assistance of the Board of Ethics when in doubt regarding any particular behavior or issue.

§ 4. Annual Disclosure

A. Every Official and Employee listed in § 4(B) hereinafter must file an Annual Disclosure form with the Saratoga County Board of Ethics, as required by New York State’s Public Authorities Law¹. The first disclosure pursuant to this chapter shall be due 90 days after the effective date of this Code of Ethics. In every calendar year thereafter, Annual Disclosure forms shall be due for filing by February 1st.

B. Employees and Officers Who Must File Annual Disclosure Forms:

Board Members.

Officers.

Decision making employees, namely: president, director of sales, operations manager, bookkeeper.

The Authority attorney, who technically is an ‘independent contractor’ and not a member, officer or employee of the Authority, shall file an annual disclosure form.

C. Annual Disclosure Form

See § 8. Forms

§ 5. Board of Ethics

A. Ethics Board established.

The Board of Ethics for the Saratoga Springs City Center Authority which shall consist of three members is hereby established.

B. Qualifications of members of Ethics Board.

1. No Ethics Board member shall hold office in a political party.

2. One member of the Ethics Board shall be an appointed member of the Authority. At any given time, no more than two Ethics Board members may be registered in the same political party.

C. Appointment of Ethics Board members; term of office.

1. The Authority Chairperson shall appoint the members of the Ethics Board, with the consent of a majority of the Saratoga Springs City Center Authority.

2. One initial Board Member shall serve for a term ending December 31, 2007; the second initial Board Member shall serve for a term ending December 31, 2008; and the third initial Board Member shall serve for a term ending December

¹ Section 2825, paragraph 3, per the laws of 2006.

31, 2009. The initial Board Members shall be appointed within sixty (60) days of the effective date of this chapter. Thereafter, each Board Member shall be appointed to a three year term after the expiration of the prior Member's term.

3. An Ethics Board member shall serve until his or her successor has been appointed. Consecutive service on an Ethics Board shall not exceed three full terms; initial terms as defined in paragraph 2 hereinabove may not be used in calculating the number of terms served.

D. Ethics Board vacancies.

Vacancies on the Board of Ethics shall be filled by appointment by the Authority Chairperson for the unexpired term of the member.

E. Removal of Ethics Board members.

An Ethics Board member may be removed from office by the Authority Chairperson with the consent of a majority of the Saratoga Springs City Center Authority, after written notice and opportunity for reply. Grounds for removal shall be failure to meet the qualifications set forth in this chapter, substantial neglect of duties of office, or violation of this chapter.

F. Ethics Board meetings.

The Ethics Board shall meet at least semi-annually. A quorum shall be two and two members shall be required for the Ethics Board to take any action. The Chair or any member may call a meeting of the Ethics Board.

G. Jurisdiction, powers and duties of Ethics Board.

1. The Ethics Board may only act with respect to members, officers and employees of the Authority of Saratoga Springs subject to the Ethics Board's jurisdiction.

2. The termination of an Authority officer's or employee's term of office or employment with the Authority (on a voluntary or involuntary basis) shall not affect the jurisdiction of the Ethics Board with respect to the requirements imposed by this Code, if any, on a former officer, employee or member. However, in no event shall the Ethics Board have jurisdiction over a former officer, employee or member where a hearing has not been commenced pursuant to the provisions of this chapter within one year of the termination of an Authority member's, officer's or employee's term of office or employment with the Authority.

3. The Authority Ethics Board shall have the following powers and duties:

(a) To prescribe and promulgate rules and regulations by resolution of the Board, governing its own internal organization and procedures in a manner consistent with this and to cause to be filed with the Authority a copy of those rules and any amendments thereto;

(b) To request that the Chairperson appoint such staff as is necessary to carry out its duties under this chapter, and to delegate authority to such staff to act in the name of the Ethics Board between meetings of the Ethics Board, provided that the delegation is in writing and the specific powers to be delegated are

enumerated and further provided that the Ethics Board shall not delegate the power to conduct hearings, determine violations, recommend disciplinary action, refer any matter to a prosecutor, or render any advisory opinion;

(c) To review, index, and maintain on file lists of members, officers and employees, annual and other disclosure statements filed with the Ethics Board, pursuant to this chapter;

(d) To review, index, maintain on file, and dispose of written complaints and to make notifications and conduct inquiries pursuant to this chapter;

(e) To conduct hearings, recommend disciplinary action to the appropriate appointing authority, pass resolutions of censure where appropriate, make referrals, and initiate appropriate actions and proceedings pursuant to this chapter;

(f) To render, index, and maintain on file advisory opinions pursuant to this chapter;

(g) To provide for training, assistance, and education to officers and employees pursuant to this chapter, including the development and distribution of a plain language ethics guide for use by Authority employees and officers including all forms developed by the Ethics Board;

(h) To report annually to the Chairperson and the Authority regarding the Board's operations of the previous year, and to make recommendations to the Chairperson and the Authority, as needed, for changes to this chapter.

H. Review of lists and disclosure statements.

1. The Ethics Board shall review:

(a) The lists of members, officers and employees, prepared pursuant to this chapter which must file annual disclosure statements to determine whether the lists are complete and accurate.

(b) All annual disclosure statements to determine whether any person required to file such a statement has failed to file it, has filed a deficient statement, or has filed a statement that reveals a possible or potential violation of this chapter or this Code.

(c) All other disclosure statements.

2. If the Ethics Board determines that an annual disclosure statement or other disclosure statement is deficient or reveals a possible or potential violation of this chapter, the Ethics Board shall notify the person in writing, state the deficiency or possible or potential violation, provide the person with a thirty-day period to cure the deficiency, and advise the person of the penalties for failure to comply with this chapter. Such notice shall be confidential to the extent permitted by the Public Officers Law. If the person fails to cure the deficiency within the specified time period, the Ethics Board shall send a notice of delinquency:

(a) To the reporting person; and

(b) In the case of the Chairperson or an Authority Member, to the entire Authority.

I. Inquiries.

1. Upon receipt of a written complaint by any person alleging a violation of this chapter, or upon determining on its own initiative that a violation of this chapter may exist, the Ethics Board shall have the power and duty to conduct any inquiry necessary to carry out the provisions of this chapter. The Ethics Board may administer oaths or affirmations, *to the extent permitted by law*. In conducting any inquiry pursuant to this section, and after first having sought and been denied cooperation and voluntary compliance with the course of its inquiry, the Ethics Board may subpoena witnesses, compel their attendance, and require the production of any books or records which it may deem relevant and material, *to the extent permitted by law*.

2. Nothing in this section shall be construed to permit the Ethics Board to conduct an inquiry of itself or of any of its members or staff. In the event the Ethics Board receives a complaint alleging that the Ethics Board or any of its members or staff has violated any provision of this chapter, or any other law, the Board shall promptly transmit to a copy of the complaint to the Chairperson and the Authority members.

3. The Ethics Board shall state in writing the disposition of every written complaint it receives and of every inquiry it conducts and shall set forth the reasons for the disposition. All such statements and all written complaints shall be indexed and maintained on file by the Ethics Board.

4. Any person filing a written complaint with the Ethics Board shall be notified in writing of the disposition of the complaint.

J. Hearings; disciplinary action.

1. Disciplinary action. In its discretion, after a hearing providing for due process procedural mechanisms and subject to any applicable provisions of law and collective bargaining agreements, the Ethics Board may recommend appropriate disciplinary action pursuant to the provisions of this chapter. In the case of a hearing held by the Board, the due process procedural mechanisms shall be substantially similar to those set forth in Article 3 of the State Administrative Procedure Act. The recommendation of the Ethics Board shall be made to the appointing authority or person or body authorized by law to impose such sanctions. The Ethics Board shall conduct and complete the hearing with reasonable promptness, unless in its discretion the Ethics Board refers the matter to the authority or person or body authorized by law to impose disciplinary action or unless the Ethics Board refers the matter to the appropriate prosecutor. If such a referral is made, or if a matter is the subject of another governmental inquiry investigation or judicial proceeding, the Ethics Board may adjourn the matter pending a final determination of such matter by the other authority, person, body, or prosecutor.

2. Prosecutions. The Ethics Board may refer to the appropriate prosecutor possible criminal violations. Nothing contained in this chapter shall be

construed to restrict the authority of any prosecutor to prosecute any criminal violation

3. Construction as to Ethics Board. Nothing in this section shall be construed to permit an Ethics Board to take any action with respect to any alleged violation of this chapter, or of any other law, by an Ethics Board Member or Members. Any inquiries regarding Ethics Board Members shall be conducted by the Authority under procedures consistent with the procedures set forth in this chapter.

K. Advisory opinions.

1. Upon the written request of any officer, employee or member, the Ethics Board may render a written advisory opinion with respect to the interpretation or application of this chapter. Any other person may similarly request an advisory opinion but only with respect to whether his or her own action might violate a provision of this chapter.

2. Advisory opinions and requests for advisory opinions shall be indexed and maintained on file by the Ethics Board in the Authority Attorney's Office.

L. Public inspection of records; public access to meetings.

1. Records of the Ethics Board are available for public inspection pursuant to the provisions of §§ 84 through 90 of the Public Officers Law.

2. Meetings of the Ethics Board shall be accessible to the public pursuant to the provisions of §§ 100 through 111 of the Public Officers Law.

§ 6. Effect on filing of claims.

Nothing herein shall be deemed to bar or prevent the timely filing by a present or former Authority officer, employee or member of any claim, account, demand or suit against the Authority, on behalf of himself, herself or any member of his or her family arising out of any personal injury or property damage or for any lawful benefit authorized or permitted by law.

§ 7. Distribution of copies.

The chairperson of the Authority shall cause a copy of this Code of Ethics to be distributed to every member, officer and employee of the Authority within thirty (30) days after the effective date of this chapter. Each member, officer and employee appointed thereafter shall be furnished a copy before entering upon the duties of his office or employment. Failure to distribute any such copy or failure of any officer, employee or member to receive such copy shall have no effect on the duty of compliance with such code nor the enforcement of provisions thereof.

§ 8. Forms

The Annual Disclosure Form required by § 4 of this Chapter shall be in the format prescribed by the Saratoga County Board of Ethics, which presently appears as follows:

COUNTY OF SARATOGA

CODE OF ETHICS REVIEW FORM

NAME: _____

ADDRESS: _____

TITLE: _____

DATE OF MOST RECENT APPOINTMENT: _____

I, the undersigned, hereby attest that I have reviewed the Local Law providing for the filing of Financial Disclosure Statements by certain County officials and employees and the Code of Ethics. I further attest that I understand the provisions of such code of Ethics and, to the best of my knowledge, I am not in violation of any of its precepts or requirements.

(Signature)

Subscribed and sworn to before me
this ____ day of _____, 2007

Notary Public
State of New York

COUNTY OF SARATOGA
CODE OF ETHICS
FINANCIAL DISCLOSURE STATEMENT

I hereby submit the following Financial Disclosure Statement, under oath, listing sources of income and other pecuniary or material benefit accruing to me, my spouse and/or my unemancipated child(ren) with respect to entities or individuals doing business of any kind with the County of Saratoga.

FOR THE PERIOD ENDED: (December 31, 2006)

(a) General Information:

NAME: _____

RESIDENCE

ADDRESS: _____

TITLE (s) OF ALL CURRENT
COUNTY OFFICES AND/OR POSITIONS:

OFFICE TELEPHONE: _____

DATE OF COMMENCEMENT OF DUTIES: _____

MARITAL STATUS: _____

NAME OF SPOUSE: _____

OCCUPATION OF SPOUSE: _____

- (b) List any office, trusteeship, directorship or position of any kind, whether compensated or uncompensated, held by you, your spouse or Unemancipated child(ren) with any proprietorship, partnership, corporation or other organization, which at present, in the foreseeable future or anytime during the prior twenty-four (24) months does or may do business with the County of Saratoga:

- (c) List any occupation, trade, business or profession engaged in by you, your spouse or unemancipated child(ren), presently, in the foreseeable future or during the prior twenty-four (24) months, which does or may do business, has any matter pending with or is licensed or regulated by a County board, agency, department, or commission and list such County board, agency, department or commission:

- (d) List all sources of income or other pecuniary or material benefit received by you, your spouse or unemancipated child(ren) from any entity or individual doing business with the County of Saratoga at present, in the foreseeable future, or during the prior twenty-four (24) months' period:

- i. -List all compensated employment of whatever nature with any entity or individual doing business with the County of Saratoga:

- ii. -List all directorships or other fiduciary positions for which compensation has been or will be paid by any entity or individual doing business with the County of Saratoga:

iii. -List all contractual agreements or arrangements, written or oral, now producing or which may produce income or other pecuniary or material benefit from any entity or individual doing business with the County of Saratoga:

(e) List the name and address of any proprietorship, partnership, corporation or individual doing business with the County of Saratoga, or any instrumentality thereof in which you, your spouse or your unemancipated child(ren) presently have or have had in the prior twenty-four (24) months or anticipate having, an interest of five (5%) percent or more:

Company Name:

Address:
