

ERIENET LOCAL DEVELOPMENT CORPORATION

CODE OF ETHICS AND CONFLICTS OF INTEREST POLICY

This Code of Ethics and Conflicts of Interest Policy (“Policy”) shall apply to the ErieNet Local Development Corporation (the “Corporation”).

The members of the board (the “Board”) of the Corporation, with the officers and staff of the Corporation, shall comply with and adhere to the provisions of this Code of Ethics and Conflicts of Interest Policy (“Code”) adopted pursuant to and in accordance with Section 2824 of the Public Authorities Law.

ARTICLE I Conflicts of Interest

A conflict of interest is a situation in which the financial, familial, or personal interests of a member, director, officer or employee come into “actual” or “perceived” conflict with their duties and responsibilities with the Corporation.

“Perceived” conflicts of interest are situations where there is the appearance that a member, director, officer or employee can personally benefit from actions or decisions made in their official capacity, or where a member, director, officer or employee may be influenced to act in a manner that does not represent the best interests of the Corporation. The perception of a conflict may occur if circumstances would suggest to a reasonable person that a member, director, officer or employee may have a conflict.

“Actual” conflicts of interest are situations where a member, director, officer or employee can personally benefit from actions or decisions made in their official capacity, or where a member, director, officer or employee is influenced to act in a manner that does not represent the best interests of the Corporation.

Perceived and Actual conflicts of interest should be treated in the same manner for purposes of disclosure under Article III herein.

ARTICLE II Standards of Conduct

1. No member, director, officer or employee of the Corporation should accept other employment which will impair their independence of judgment in the exercise of their official duties.

2. No member, director, officer or employee of the Corporation 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 official position or authority.

3. No member, director, officer or employee of the Corporation should disclose confidential information acquired by them in the course of their official duties nor use such information to further their personal interests.

4. No member, director, officer or employee of the Corporation should use or attempt to use their official position to secure unwarranted privileges or exemptions for themselves or others.

5. No member, director, officer or employee of the Corporation should engage in any transaction as representative or agent of the Corporation with any business entity in which they have a direct or indirect financial interest that might reasonably tend to conflict with the proper discharge of their official duties.

6. No member, director, officer or employee of the Corporation should 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.

7. Each member, director, officer and employee of the Corporation 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 duty in the public interest and their private interest.

8. Each member, director, officer or employee of the Corporation 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 his or her trust.

ARTICLE III

Procedures for Disclosing a Conflict of Interest

All members, directors, officers or employees of the Corporation shall adhere to the following procedures:

1. All members, directors, officers and employees shall examine their specific facts and circumstances giving rise to the question of a conflict in order to determine:

- (i) whether such member, director, officer or employee can personally benefit from the actions or decisions made in their official capacity (i.e. Actual Conflict); or
- (ii) whether a member, director, officer or employee is influenced to act in a manner that does not represent the best interests of the Corporation (i.e. Actual Conflict);
or

- (iii) whether a reasonable person would conclude that such member, director, officer or employee may have a conflict (i.e. Perceived Conflict). In determining whether a reasonable person would conclude that there is a conflict, such member, director, officer or employee must assess the materiality within the context of the specific facts and circumstances. Provided that the event giving rise to the question of a conflict is material within the context of the specific facts and circumstances, then it would be reasonable for a person to conclude that there may be a conflict.

2. All Actual and Perceived conflicts of interest shall be disclosed in writing to the Ethics Officer as soon as practicable after learning of the Actual or Perceived conflict of interest. The written disclosure must (i) identify the matter before the Corporation, (ii) identify the Standard of Conduct in question and (iii) contain sufficient facts and circumstances in order to accurately convey the extent of the member's, director's, officer's or employee's interest in such matter. In addition, in the event a member of the board of directors of the Corporation has a conflict, he or she shall verbally disclose the conflict during a public session of a board meeting at which the matter creating the conflict appears on the agenda. Such verbal disclosure shall be recorded in the minutes of the meeting and be made part of the public record.

3. The member, director, officer or employee with the conflict of interest shall recuse themselves and refrain from participating in all discussions or decisions on the matter creating the conflict. In addition, in the event a member of the board of directors of the Corporation has a conflict, he or she shall, in addition to the foregoing, abstain from voting on such matter creating the conflict.

4. The member, director, officer or employee with the conflict of interest shall refrain from directly or indirectly attempting to influence the discussions, decisions, deliberations or vote on the matter giving rise to such conflict.

ARTICLE V

Penalties

Any employee that fails to comply with this Policy may be subject to termination. In addition, any member, director, officer or employee that fails to comply with this Policy may be penalized in a manner provided for in law.

ARTICLE VI

Ethics Officer

The Executive Director shall serve as the Ethics Officer of the Corporation. In the event of a vacancy, the Board Chair shall serve as the Ethics Officer until such time as the Corporation's Board appoints a successor.

The Ethics Officer shall report to the Board. The Ethics Officer shall have the powers and duties set forth below, and such other powers and duties as may be prescribed by the Board:

1. Advise in confidence each member, director, officer or employee of the Corporation who seeks guidance regarding ethical behavior and conflicts of interest.
2. Review matters concerning ethics and conflicts of interest and advise the Corporation accordingly.
3. Receive and record disclosures of conflicts of interest.
4. Receive and investigate complaints about possible violations of this Code of Ethics. Dismiss complaints found to be without substance.
5. Report to the governance committee.
6. Prepare investigative reports when deemed appropriate of his or her findings to be submitted for action by the Executive Director or the Board.
7. Seek consultation and guidance from counsel to the Corporation, the Corporation's governance committee, or any appropriate New York State Corporation.

ARTICLE VII

Whistleblower Policy

In accordance with Title 12 of Article 9 of the Public Authorities Law, the Corporation adopted a Whistleblower Policy to afford certain protections to individuals who, in good faith, report violations of the Corporation's Code of Ethics or other instances of potential wrongdoing within the Corporation. The Policy provides Corporation members, directors, officers and employees with a confidential means to report credible allegations of misconduct, wrongdoing, or unethical behavior and to protect those individuals, when acting in good faith, from personal or professional retaliation. The Policy is provided and is accessible to all members, directors, officers and employees of the Corporation and is reviewed annually by the Corporation's Governance Committee. For additional information on this Policy, see "Whistleblower Policy & Procedures" on the Corporation's website.

Adopted this 12 day of September, 2022