

COLUMBIA COUNTY CAPITAL RESOURCE CORPORATION

COLUMBIA COUNTY CAPITAL RESOURCE CORPORATION NOTICE OF MEETING

Please take notice that there will be a regular meeting of the Columbia County Capital Resource Corporation and its Finance and Governance Committees which will be held on December 1, 2015 at 9:00am at 4303 US Route 9, Hudson, NY 12534 for the purpose of discussing any matters that may be presented to the Corporation for consideration.

Dated: November 24, 2015
Jim Mackerer
Chairman
Columbia County Capital Resource Corporation

CRC Governance Committee Meeting Agenda

Members:

Michael Benson	Jim Mackerer
Bob Galluscio	Sidney Richter
Brian Keeler	Sarah Sterling

1. Minutes, June 2, 2015
2. Conflict of Interest Policy
3. Code of Ethics
4. Public Comment

Attachments:

Draft June 2, 2015 minutes
Draft Conflict of Interest Policy
Draft Code of Ethics

COLUMBIA COUNTY CAPITAL RESOURCE CORPORATION

DRAFT

MINUTES

Minutes of the scheduled meeting of the Columbia County Capital Resource Corporation Audit, Finance and Governance Committees held at 4303 Route 9, Hudson, NY on Tuesday, June 2, 2015.

ATTENDANCE:

<u>CRC Members</u>	<u>Staff</u>	<u>Counsel</u>	<u>Public:</u>
Bob Galluscio	Lisa Draushuk	Theodore Guterman II	Supervisor John
Brian Keeler	Ken Flood		Porreca
Sid Richter	Erin McNary		Katie Kocijanski –
Sarah Sterling	Carol Wilber		Register Star
			Richard Fortin

Mr. Richter called the meeting to order at 9:31am.

Minutes:

Mr. Richter asked if there were any changes to the Audit Committee minutes from May 19, 2015, the Finance Committee meeting of May 19, 2015, and the Governance Committee meeting of August 19, 2014, that had been previously distributed. No changes were suggested. Mr. Richter asked for a motion to approve all minutes as presented. Ms. Sterling made the motion to approve the minutes. Mr. Keeler seconded the motion, which passed unanimously.

Committee Duties:

Mr. Flood handed out copies of the committee duties to the members. Mr. Richter asked if there were questions regarding the committee duties. With no questions, he called for a motion to approve the duties as distributed. Mr. Galluscio made a motion to approve the committee duties as outlined. Mr. Keeler seconded the motion, which passed unanimously.

With no other business to come before the committee, Mr. Richter asked for a motion to adjourn the meeting. Mr. Galluscio made the motion to adjourn, which was seconded by Mr. Keeler and passed unanimously.

The meeting was adjourned at 9:32am.

Respectfully submitted by Lisa Draushuk

Draft CRC CODE OF ETHICS

This Code of Ethics shall apply to all Directors and employees of the Columbia County Capital Resource Corporation. These policies shall serve as a guide for official conduct and are intended to enhance the ethical and professional performance of the corporation's directors and employees and to preserve public confidence in the corporation's mission.

Responsibility of Directors and Employees:

1. Directors and employees shall perform their duties with transparency, without favor and refrain from engaging in outside matters of financial or personal interest, including other employment, that could impair independence of judgment, or prevent the proper exercise of one's official duties.
2. Directors and employees shall not directly or indirectly, make, advise, or assist any person to make any financial investment based upon information available through the director's or employee's official position that could create any conflict between their public duties and interests and their private interests.
3. Directors and employees shall not 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 corporation.
4. Directors and employees shall not use or attempt to use their official position with the corporation to secure unwarranted privileges for themselves, members of their family or others, including employment with the corporation or contracts for materials or services with the corporation.
5. Directors and employees must conduct themselves at all times in a manner that avoids any appearance that they can be improperly or unduly influenced, that they could be affected by the position of or relationship with any other party, or that they are acting in violation of their public trust.
6. Directors and employees may not engage in any official transaction with an outside entity in which they have a direct or indirect financial interest that may reasonably conflict with the proper discharge of their official duties.
7. Directors and employees shall manage all matters within the scope of the corporation's mission independent of any other affiliations or employment. Directors, including ex officio board members, and employees employed by more than one government shall strive to fulfill their professional responsibility to the corporation without bias and shall support the corporation's mission to the fullest.

8. Directors and employees shall not use corporation property, including equipment, telephones, vehicles, computers, or other resources, or disclose information acquired in the course of their official duties in a manner inconsistent with State or local law or policy and the corporation's mission and goals.
9. Directors and employees are prohibited from appearing or practicing before the corporation for two (2) years following employment with the corporation, consistent with the provisions of Public Officers Law.

Implementation of Code of Ethics

This Code of Ethics shall be provided to all directors and employees upon commencement of employment or appointment and shall be reviewed annually by the Governance Committee. The board may designate an Ethics Officer, who shall report to the board and shall have the following duties:

- Counsel in confidence corporate directors and employees who seek advice about ethical behavior.
- Receive and investigate complaints about possible ethics violations.
- Dismiss complaints found to be without substance.
- Prepare an investigative report of their findings for action by the President/CEO or the board.
- Record the receipt of gifts or gratuities of any kind received by a director or employee, who shall notify the Ethics Officer within 48 hours of receipt of such gifts and gratuities.

Penalties

In addition to any penalty contained in any other provision of law, an corporate director or employee who knowingly and intentionally violates any of the provisions of this code may be removed in the manner provided for in law, rules or regulations.

Reporting Unethical Behavior

Employees and members are required to report possible unethical behavior by a director or employee of the corporation to the Ethics Officer. Employees and directors may file ethics complaints anonymously and are protected from retaliation by the policies adopted by the corporation.

Draft COLUMBIA COUNTY CAPITAL RESOURCE CORPORATION CONFLICT OF INTEREST POLICY

All Board Members and employees should be provided with this Conflict of Interest Policy upon commencement of employment or appointment and be required to acknowledge that they have read, understand and are in compliance with the terms of the policy. Board members and employees should review on an ongoing basis circumstances that constitute a conflict of interest or the appearance of a conflict of interest, abide by this policy and seek guidance when necessary and appropriate.

This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to public authorities.

Conflicts of Interest:

A conflict of interest is a situation in which the financial, familial, or personal interests of a director 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 board member and/or employee can personally benefit from actions or decisions made in their official capacity, or where a board member 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 board member may have a conflict. The appearance of a conflict and an actual conflict should be treated in the same manner for the purposes of this Policy. Board members and employees must conduct themselves at all times in a manner that avoids any appearance that they can be improperly or unduly influenced, that they could be affected by the position of or relationship with any other party, or that they are acting in violation of their public trust. While it is not possible to describe or anticipate all the circumstances that might involve a conflict of interest, a conflict of interest typically arises whenever a director or employee has or will have:

- A financial or personal interest in any person, firm, corporation or association which has or will have a transaction, agreement or any other arrangement in which the corporation participates.
- The ability to use his or her position, confidential information or the assets of the authority, to his or her personal advantage.
- Solicited or accepted a gift of any amount under circumstances in which it could reasonably be inferred that the gift was intended to influence him/her, or could reasonably be expected to influence him/her, in the performance of his/her official duties or was intended as a reward for any action on his/her part.
- Any other circumstance that may or appear to make it difficult for the board member or employee to exercise independent judgment and properly exercise his or her official duties.

Outside Employment of Corporation's Employees:

No employee may engage in outside employment if such employment interferes with his/her ability to properly exercise his or her official duties with the corporation.

PROCEDURES**Duty to Disclose:**

All material facts related to the conflicts of interest (including the nature of the interest and information about the conflicting transaction) shall be disclosed in good faith and in writing to the Governance Committee and/or the Ethics Officer. Such written disclosure shall be made part of the official record of the proceedings of the corporation.

Determining Whether a Conflict of Interest Exists:

The Governance Committee and/or Ethics Officer shall advise the individual who appears to have a conflict of interest how to proceed. The Governance Committee and/or Ethics Officer should seek guidance from counsel or New York State agencies, such as the Authorities Budget Office, State Inspector General or the Joint Commission on Public Ethics (JCOPE) when dealing with cases where they are unsure of what to do.

Recusal and Abstention:

No board member or employee may participate in any decision or take any official action with respect to any matter requiring the exercise of discretion, including discussing the matter and voting, when he or she knows or has reason to know that the action could confer a direct or indirect financial or material benefit on himself or herself, a relative, or any organization in which he or she is deemed to have an interest. Board members and employees must recuse themselves from deliberations, votes, or internal discussion on matters relating to any organization, entity or individual where their impartiality in the deliberation or vote might be reasonably questioned, and are prohibited from attempting to influence other board members or employees in the deliberation and voting on the matter.

Records of Conflicts of Interest:

The minutes of the corporation's meetings during which a perceived or actual conflict of interest is disclosed or discussed shall reflect the name of the interested person, the nature of the conflict, and a description of how the conflict was resolved.

Reporting of Violations:

Board members and employees should promptly report any violations of this policy to his or her supervisor, or to the corporation's ethics officer, general counsel or human resources representative in accordance with the corporation's Whistleblower Policy and Procedures.

Penalties:

Any director or employee that fails to comply with this policy may be penalized in the manner provided for in law, rules or regulations