

Reference: EXECUTIVE
Title: CODE OF ETHICS
Policy Number: 01-01-04
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I PURPOSE

The Purpose of this policy is to define the NFTA code of ethics.

II POLICY

Public Officers Law

All NFTA and Metro employees are covered by the provisions of Sections 73 and 74 of the Public Officers Law. Section 73 regulates outside business or professional activities conducted by state employees. Section 74 governs conflicts of interest. Please refer to the New York State Ethics Commission website that lists the Ethics Laws: <http://www.nyintegrity.org/law/ethics.html>

Procurement Guidelines Code of Ethics

NFTA will assure that ethical conduct is maintained by adhering to the following requirements:

1. No employee, officer, commissioner, or agent of the Authority shall participate in the selection, or in the award or administration of a contract, if a conflict of interest real or apparent would be involved. Such a conflict would arise when:
 - a. The commissioner, officer, employee, or agent,
 - b. Any member of his** immediate family, (** For editorial convenience, this use of the masculine personal pronoun is deemed gender neutral throughout this document)
 - c. His partner, or
 - d. An organization that employs, or is about to employ, any of the above, has a financial or other interest in the firm selected for award.
2. The NFTA's, commissioners, officers, employees, or agents will neither solicit nor accept gratuities, favors, or anything of monetary value from contractors, potential contractors, or parties to sub agreements.
3. No commissioner, officer or employee of the Authority should have any interest, financial or otherwise, direct or indirect, or engage in any business or transaction or professional activity or incur any obligation of any nature, which is in substantial conflict with the proper discharge of his duties in the public interest. If any employee thinks he or she has a potential conflict of interest they should immediately disclose this to their branch manager. The branch manager will then inform the Executive Director and General Counsel.
4. Standards:
 - a. No commissioner, officer or employee of the Authority should:
 - i. Accept other employment which will impair his independence of judgment in the exercise of his official duties.
 - ii. Accept employment or engage in any business or professional activity which will require him to disclose confidential information which he has gained by reason of his official position or authority.
 - iii. Disclose confidential information acquired by him in the course of his official duties nor use such information to further his personal interests.
 - iv. Use or attempt to use his official position to secure unwarranted privileges or exemptions for himself or others.
 - v. Engage in any transaction as representative or agent of the NFTA with any business entity in which he has a direct or indirect financial interest that might reasonably tend to conflict with the proper discharge of his official duties.
 - vi. By his conduct give reasonable basis for the impression that any person can improperly influence him or unduly enjoy his favor in the performance of his official

duties, or that he is affected by the kinship, rank, position or influence of any party or person.

- b. A commissioner, officer or employee of the Authority should:
 - i. Abstain from making personal investments in enterprises which he has reason to believe may be directly involved in decisions to be made by him or which will otherwise create substantial conflict between his duty in the public interest and his private interest.
 - ii. Endeavor to pursue a course of conduct which will not raise suspicion among the public that he is likely to be engaged in acts that are in violation of his trust.
- c. Anyone involved in the negotiation of contracts shall ensure that all statements, communications and representations to contractor representatives are accurate and truthful.
- d. Great care must be exercised to ensure the proper recording and charging of all costs to the appropriate account, regardless of the status of the budget for that account. The falsification of time reports or other cost records will not be tolerated. Every supervisor is responsible for assuring that the work time of employees is recorded promptly and charged accurately.
- e. No employee may submit or concur in the submission of any claims, bids, proposals or any other document that is false, fictitious or fraudulent.
- f. Great care must be exercised by supervisors to avoid placing, or seemingly to place, pressure on subordinates which might cause them to deviate from acceptable norms of conduct.
- g. The purchase of supplies, materials, and services from suppliers, vendors, contractors and subcontractors must be done in a manner that preserves the integrity of our procurement process based on the bid process.
- h. Laws and regulations regarding entertainment, gifts and payments may be somewhat complicated. For this reason, questions regarding specific policies should be referred to Authority's Ethics Officer (NFTA General Counsel).
- i. Employees should report any instance in which they are offered money, gifts, or anything else of value by a supplier or prospective supplier or contractor of the Authority to the Authority's Ethics Officer.
- j. Every employee is charged with the duty to preserve the Authority's assets, property, plant and equipment.

5. Violations:

In addition to any penalty contained in any other provision of law any such commissioner, officer or employee who shall knowingly and intentionally violate any of the provisions of this section may be subject to disciplinary action, suspended, or removed from office or employment in the manner provided by contract, law, or established employment policies.

The NFTA's Ethics Officer (NFTA General Counsel) is available to render advisory opinions to employees with respect to their proposed conduct as it relates to the code of ethics. The Ethics Officer is also available to review complaints charging employees with violations of the code of ethics

NIAGARA FRONTIER TRANSPORTATION AUTHORITY
BOARD OF COMMISSIONERS
CODE OF ETHICS

Section 1. Business and Professional Activities by NFTA Commissioners.

a. As used in this Code of Ethics: The term “NFTA Commissioner” shall mean any Commissioner of the NFTA or any Commissioner of a subsidiary corporation of the NFTA.

The term “compensation” shall mean any money, thing of value or financial benefit conferred in return for services rendered or to be rendered. With regard to matters undertaken by a firm, corporation or association, compensation shall mean net revenues, as defined in accordance with generally accepted accounting principles as defined by the joint commission on public ethics.

b. No NFTA Commissioner shall receive, or enter into any agreement express or implied for, compensation for services to be rendered in relation to any case, proceeding, application, or other matter before any state agency, or any executive order, or any legislation or resolution before the state legislature, whereby the Commissioner’s compensation is to be dependent or contingent upon any action by the NFTA with respect to any license, contract, certificate, ruling, decision, executive order, opinion, rate schedule, franchise, legislation, resolution or other benefit; provided, however, that nothing in this paragraph shall be deemed to prohibit the fixing at any time of fees based upon the reasonable value of the services rendered.

c. No NFTA Commissioner shall receive, directly or indirectly, or enter into any agreement express or implied, for any compensation, in whatever form, for the appearance or rendition of services by the Commissioner or another against the interest of the NFTA in relation to any case, proceeding, application or other matter before, or the transaction of business by the Commissioner or another, with any court.

d. No NFTA Commissioner or firm or association of which such Commissioner is a member, or corporation, ten per centum or more of the stock of which is owned or controlled directly or indirectly by such Commissioner, shall sell any goods or services having a value in excess of twenty-five dollars to the NFTA, or contract for or provide such goods or services with or to any private entity where the power to contract, appoint or retain on behalf of such private entity is exercised, directly or indirectly, by the NFTA unless such goods or services are provided pursuant to an award or contract let after public notice and competitive bidding. This paragraph shall not apply to the publication of resolutions, advertisements or other legal propositions or notices in newspapers designated by law for such purpose and for which the rates are fixed pursuant to law. For the purposes of this paragraph, the term “services” shall not include employment as an employee.

e. No NFTA Commissioner shall, directly or indirectly, solicit, accept or receive any gift more than a nominal value, whether in the form of money, service, loan, travel, lodging, meals, refreshment, 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, or could reasonably be expected to influence, the performance of the Commissioners official duties or was intended as a reward for any official action on the Commissioner’s part.

f. No NFTA Commissioner shall receive, directly or indirectly, or enter into any agreement express or implied for, any compensation, in whatever form, for the appearance or rendition of services by the Commissioner or another in relation to any case, proceeding, application or other matter before the NFTA where such appearance or rendition of services is in connection with the purchase, sale, rental or lease of real property, goods or services, or a contract therefor, from, to or with the NFTA or the obtaining of grants of moneys or loans.

g. No person who has served as an NFTA Commissioner shall within a period of two years after the termination of such service appear before the NFTA or receive compensation for any services rendered by such former Commissioner on behalf of any person, firm, corporation or association in relation to any case, proceeding or application or other matter before the NFTA. No person who has served an NFTA Commissioner shall after the termination of such service appear, practice, communicate or otherwise render services before the NFTA or receive compensation for any such services rendered by the commission such former Commissioner on behalf of any person, firm, corporation or other transaction with respect to which the Commissioner was directly concerned and in which the Commissioner personally participated during the Commissioner's period of service, or which was under the Commissioner's active consideration. This paragraph shall not apply to any appearance, practice, communication or rendition of services before the NFTA rendered by a former Commissioner which is made while carrying out official duties for a federal, state or local government or agency.

h. Nothing contained herein shall be construed or applied to prohibit any firm, association or corporation, in which any present or former Commissioner is a member, associate, retired member, of counsel or shareholder, from appearing, practicing, communicating or otherwise rendering services in relation to any matter before, or transacting business with the NFTA, where such Commissioner does not share in the net revenues resulting therefrom, or, acting in good faith, reasonably believed that such Commissioner would not share in the net revenues.

i. An NFTA Commissioner who is a member, associate, retired member, of counsel to, or shareholder of any firm, association or corporation which is appearing or rendering services in connection with any matter before, or transacting any business with the NFTA, shall not orally communicate, with or without compensation, as to the merits of such cause with an officer or employee of the NFTA.

j. No NFTA Commissioner shall serve as an officer of any political party or political organization or serve as a member of any political party committee including political party district leader (however designated) or member of the national committee of a political party.

k. No NFTA Commissioner shall participate in any decision to hire, promote, discipline or discharge a relative (defined as any person living in the same household as the individual and any person who is a direct descendant of that individual's grandparents or the spouse of such descendant) for any compensated position at, for or within the NFTA.

l. No NFTA Commissioner shall participate in any contracting decision involving the payment of more than one thousand dollars to that individual, any relative of the Commissioner, or any entity in which the Commissioner or any relative

has a financial interest; or participate in any decision to invest public funds in any security of any entity in which the Commissioner or any relative of the Commissioner has a financial interest, is an underwriter, or receives any brokerage, origination or servicing fees.

m. No NFTA Commissioner involved in the awarding of grants or contracts may ask a current or prospective grantee or contractor, or any officer, director or employee thereof, to disclose: (i) the party affiliation of such grantee or contractor, or any officer, director or employee thereof; (ii) whether such grantee or contractor, or any officer, director or employee thereof, has made campaign contributions to any party, elected official, or candidate for elective office; or (iii) whether such grantee or contractor, or any officer, director or employee thereof, cast a vote for or against any elected official, candidate or political party. No NFTA Commissioner may award or decline to award any grant or contract, or recommend, promise or threaten to do so, in whole or in part, because of a current or prospective grantee's or contractor's refusal to answer any inquiry prohibited by the previous of this subdivision, or giving or withholding or neglecting to make any contribution of money or service or any other valuable thing for any political purpose.

Section 2. Conflicts of Interest.

a. Rule with respect to conflicts of interest. No NFTA Commissioner should have any interest, financial or otherwise, direct or indirect, or engage in any business or transaction or professional activity or incur any obligation of any nature, which is in substantial conflict with the proper discharge of the Commissioner's duties in the public interest.

b. Standards.

1. No NFTA Commissioner should accept other employment or service which will impair the Commissioner's independence of judgment in the exercise of official duties.

2. No NFTA Commissioner should accept employment or engage in any business or professional activity which will require the Commissioner to disclose confidential information which the Commissioner gained by reason of the Commissioner's official position or authority.

3. No NFTA Commissioner should disclose confidential information acquired in the course of official duties nor use such information to further personal interests.

4. No NFTA Commissioner should use or attempt to use the Commissioner's official position to secure unwarranted privileges or exemptions for himself or herself or others, including but not limited to, the misappropriation to himself, herself or to others of the property, services or other resources of the NFTA for private business or other compensated non-governmental purposes.

5. No NFTA Commissioner should engage in any transaction as representative of the NFTA with any business entity in which the Commissioner has a direct or indirect financial interest that might reasonably tend to conflict with the proper discharge of official duties.

6. An NFTA Commissioner's conduct should not give reasonable basis for the impression that any person can improperly influence the Commissioner or unduly enjoy the Commissioner's favor in the performance of the Commissioner's official duties, or that the Commissioner is affected by the kinship, rank, position or influence of any party or person.

7. An NFTA Commissioner should abstain from making personal investments in enterprises which the Commissioner has reason to believe may be directly involved in decisions to be made by the Commissioner or which will otherwise create substantial conflict between the Commissioner's public and private interests.

8. An NFTA Commissioner should endeavor to pursue a course of conduct which will not raise suspicion among the public that he is likely to be engaged in acts that are in violation of the Commissioner's trust.

c. Procedures for Disclosing a Conflict of Interest.

1. Disclosure. NFTA Commissioners must not only avoid actual conflicts of interest but also even the appearance of a conflict. If a Commissioner believes he or she has an actual or potential conflict of interest on a particular matter, or if a Commissioner becomes aware that he or she has an actual or potential conflict of interest on a particular matter during a Committee or Board meeting, the Commissioner shall promptly notify the Chairperson of the Board or the Chairperson of the Committee and shall immediately recuse themselves from consideration of or action on such matter. Such disclosure shall be recorded in the minutes of the meeting and be made part of the public record.

2. Recusal. The Commissioner with the conflict of interest shall refrain from participating in discussions, decisions or deliberations on the matter creating the conflict and shall recuse him or herself from any discussion, decision, deliberation or vote by the Board or the Committee on the matter creating the conflict. Whenever practicable, the Commissioner should leave the Board room until any discussion about the matter that gives rise to the conflict of interest has concluded.

3. Improper Influence. The Commissioner 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.