

POTSDAM COMMUNITY DEVELOPMENT CORPORATION

P.O. Box 5168

Potsdam, New York 13676

Phone: (315) 265-1670

Fax: (315) 265-6020

CODE OF ETHICS

This Code of Ethics shall apply to all officers and employees of the Potsdam Community Development Corporation. These policies shall serve as a guide for official conduct and are intended to enhance the ethical and professional performance of the Potsdam Community Development Corporation's directors and employees and to preserve public confidence in the Potsdam Community Development 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 investments based on 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 accept or receive any gift or gratuities where the circumstances would permit interference 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. The 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 Potsdam Community Development Corporation.
4. Directors and employees shall not use or attempt to use their official position with the Authority to secure unwarranted privileges for themselves, members of their family or others, including employment with the Potsdam Community Development Corporation or contracts for materials and services with the Potsdam Community Development 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 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 Potsdam Community Development 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 Potsdam Community Development Corporation without bias and shall support the Potsdam Community Development Corporation's mission to the fullest.
8. Directors and employees shall not use The Potsdam Community Development Corporation's 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 Potsdam Community Development Corporation's mission and goals.
9. Directors and employees are prohibited from appearing or practicing before the Potsdam Community Development Corporation for two (2) years following employment with the Authority, consistent with the provisions of the Public Officers Law.

Implementation of the Code of Ethics

This Code of Ethics shall be provided to all directors and employees upon adoption of this Code and upon commencement of employment or appointment and shall be reviewed annually by the Executive Committee of the Board of Directors.

The Board may designate an Ethics Officer, who shall report to the board and shall have the following duties:

1. To counsel in confidence Potsdam Community Development Corporation directors and employees, who seek advice about ethical behavior.
2. Receive and investigate complaints about possible ethics violations.
3. Dismiss complaints found to be without substance.
4. Prepare an investigative report of their findings for action by the Executive Director or the Board of Directors.
5. Record the receipt of gifts and gratuities of any kind received by a director or employee, who shall notify the Ethics Officer within forty-eight (48) hours of receipt of such gifts or gratuities.

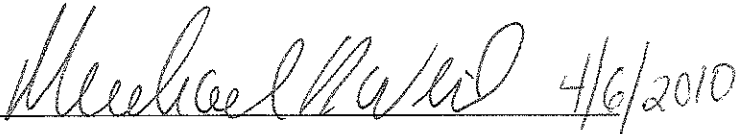
Penalties

In addition to any penalty contained in any other provision of law, a Potsdam Community Development Corporation 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, regulations or the By-Laws of the Potsdam Community Development Corporation.

Reporting Unethical Behavior

Employees and directors are required to report possible unethical behavior by a director, or employee of the Potsdam Community Development Corporation. Employees and directors may file ethics complaints anonymously and are protected from retaliation the policies adopted by the Potsdam Community Development Corporation.

I hereby certify that the preceding Code of Ethics was duly adopted by the Board of Directors of the Potsdam Community Development Corporation at its regularly scheduled meeting held on April 5, 2010, a quorum being present throughout.

 4/6/2010

Michael D. Weil, Secretary