

**CORTLAND COUNTY DEVELOPMENT CORP.
WHISTLEBLOWER POLICY**

All directors and employees of the Cortland County Development Corp. (the "Corporation") shall observe high standards of business and personal ethics in the conduct of their duties and responsibilities. It is the responsibility of all directors and employees to comply with the Code of Ethics and Article 18 of the New York General Municipal Law and to report violations or suspected violations in accordance with this Whistleblower Policy.

The goal of this policy is to set guidelines for reporting as well as protecting directors and employees from retaliation for disclosing information concerning acts of wrongdoing, misconduct, malfeasance or other inappropriate behavior by a director or employee. It is the policy of the Corporation to encourage the reporting by its directors and employees of such improper conduct and to protect directors and employees who have reported such improper conduct in accordance with this policy.

As used in this policy, the following terms shall have the meaning indicated:

"Abuse of authority" means intentional misuse of power or position by a director or employee for an improper purpose.

"Emergency" means a circumstance that if not immediately changed may cause harm or injury to persons or property.

"Good faith" means action taken after a reasonable investigation of facts available to the director or employee and after due consideration and with an honestly held belief that there was improper conduct.

"Gross waste" means intentional misuse of Corporation funds and does not include unintentional errors.

"Improper Action" means any action by a director or employee that is undertaken in the performance of official duties, whether or not the action is within the scope of employment; and that:

- A. Is in violation of any federal, state, or local law or rule or any Corporation policy
- B. Is an abuse of authority with substantial adverse impact to the Corporation
- C. Is a substantial and specific danger to the public health or safety
- D. Is a gross waste of Corporation funds

Improper Action does not include personnel actions including, but not limited to, employee grievances, complaints, appointments, promotions, transfers, assignments, reassignments, reinstatements, restorations, reemployments, performance evaluations, reductions in pay, dismissals, suspensions, demotions, violations of applicable collective

bargaining and civil service laws, alleged labor agreement violations, reprimands, or any other personnel action taken under authority of federal or state law.

"Retaliatory action" means any adverse change in a director's or employee's status or in the terms and conditions of such position held based on the reporting by the individual of an Improper Action.

"Rule" means any order, directive, or regulation, the violation of which subjects a person to a penalty or administrative sanction.

Procedures

Directors or employees who obtain knowledge of facts demonstrating Improper Action should raise the issue first with the Executive Director or the Chairman of the Corporation, as appropriate. If requested, the person shall submit a written report stating in detail the basis for the belief that an Improper Action has occurred. In the case of an emergency, the person may report the Improper Action directly to a person or entity that is not the Executive Director or the Chairman of the Corporation but provides oversight to the Corporation. Personnel who fail to make a good faith attempt to follow this policy in reporting Improper Actions shall not receive the protections provided under this policy. Personnel who make false reports shall be subject to disciplinary procedures.

The Executive Director, the Chairman of the Corporation or the Corporation's designee shall take prompt action to assist in properly investigating the report of Improper Action. All persons involved in the investigation shall keep the identity of the reporting person confidential to the extent possible under the law unless the person authorizes the disclosure of his or her identity in writing. After an investigation has been completed, the person reporting the Improper Action shall be advised of the results of the investigation, except for personnel actions taken because of the investigation, which may be kept confidential.

Directors and employees are prohibited from taking retaliatory actions against any person because he or she has in good faith reported an Improper Action in accordance with this policy. Any Director or employee who chooses to retaliate against someone who has reported Improper Action shall be subject to disciplinary action which may include termination of employment.