

## RESOLUTION NO. 11 OF 2012

The Greater Syracuse Property Development Corporation met in Regular Session at 333 West Washington Street, Syracuse, New York, on August 14, 2012, at 12:30 P.M.

The meeting was called to order. Upon the roll being duly called, the following members were:

PRESENT: Mary Beth Primo, Daniel Barnaba, James Corbett, Vito Sciscoli, and Dwight L. Hicks.

ABSENT:

The following Resolution was offered and duly seconded, to wit:

### RESOLUTION APPROVING OF THE WHISTLEBLOWER POLICY OF THE GREATER SYRACUSE PROPERTY DEVELOPMENT CORPORATION

**WHEREAS**, New York Public Authorities Law § 2824(E) requires the Board of the Corporation to establish written policies and procedures on personnel including policies protecting employees from retaliation for disclosing information concerning acts of wrongdoing, misconduct, malfeasance, or other inappropriate behavior by an employee or board member of the Corporation ; and

**WHEREAS**, the proposed Whistleblower Policy was reviewed and forwarded from the Governance Committee on July 27, 2012; and

**WHEREAS**, the Members of the Corporation have received the proposed Whistleblower Policy, have had the opportunity to review it, and said Whistleblower Policy is attached to this Resolution as Appendix "A".

**NOW, THEREFORE, BE IT RESOLVED** by the Corporation that:

1. The proposed Whistleblower Policy as attached to this Resolution as Appendix "A" is hereby adopted.

The question of the adoption of the foregoing Resolution was duly put to vote on a roll call, which resulted as follows:

Yes: Mary Beth Primo, Daniel Barnaba, James Corbett, Vito Sciscoli, and Dwight L. Hicks.

No:

The foregoing Resolution was thereupon duly adopted.

## Appendix "A"

### Greater Syracuse Property Development Corporation Whistleblower Policy and Procedures

#### Purpose

It is the policy of the Greater Syracuse property Development Corporation (hereinafter the "Land Bank") to afford certain protections to individuals who in good faith report violations of the Land Bank's Code of Ethics or other instances of potential wrongdoing within the Land Bank. This policy is adopted pursuant to New York Public Authorities Law section 2824(1)(e).

The Whistleblower Policy and Procedures set forth below are intended to encourage and enable employees to raise concerns in good faith within the Land Bank and without fear of retaliation or adverse employment action.

#### Definitions

**"Good Faith"**: Information concerning potential wrongdoing is disclosed in "good faith" when the individual making the disclosure reasonably believes such information to be true and reasonably believes that it constitutes potential wrongdoing.

**"Land Bank Employee"**: All board members, and officers and staff employed at the Land Bank whether full-time, part-time, employed pursuant to contract, employees on probation and temporary employees.

**"Whistleblower"**: Any Land Bank Employee who in good faith discloses information concerning wrongdoing by another Land Bank Employee, or concerning the business of the Land Bank itself.

**"Wrongdoing"**: Any alleged corruption, fraud, criminal or unethical activity, misconduct, waste, conflict of interest, intentional reporting of false or misleading information, or abuse of authority engaged in by a Land Bank Employee that relates to the Land Bank.

**"Personnel action"**: Any action affecting compensation, appointment, promotion, transfer, assignment, reassignment, reinstatement or evaluation of performance.

#### Section I: Reporting Wrongdoing

All Employees who discover or have knowledge of potential wrongdoing concerning board members, officers, or employees of the Land Bank; or a person having business dealings with the Land Bank; or concerning the Land Bank itself, shall report such activity in accordance with the following procedures:

- a) The Land Bank Employee shall disclose any information concerning wrongdoing either orally or in a written report to his or her supervisor, or to the Land Bank's ethics officer, general counsel, human resources representative or to any Member of the Board.
- b) All Land Bank Employees who discover or have knowledge of wrongdoing shall report such wrongdoing in a prompt and timely manner.
- c) The identity of the whistleblower and the substance of his or her allegations will be kept confidential to the best extent possible.
- d) The individual to whom the potential wrongdoing is reported shall investigate and handle the claim in a timely and reasonable manner, which may include referring such information to the Authorities Budget Office or an appropriate law enforcement agency where applicable.
- e) Should a Public Authority Employee believe in good faith that disclosing information within the Public Authority pursuant to Section 1(a) above would likely subject him or her to adverse personnel action or be wholly ineffective, the Public Authority Employee may instead disclose the information to the Authorities Budget Office or an appropriate law enforcement agency, if applicable. The Authorities Budget Office's toll free number (1-800-560-1770) should be used in such circumstances.

## **Section II: No Retaliation or Interference**

No Land Bank Employee shall retaliate against any Whistleblower for the disclosure of potential wrongdoing, whether through threat, coercion, or abuse of authority.

No Land Bank Employee shall interfere with the right of any other Land Bank Employee by any improper means aimed at deterring disclosure of potential wrongdoing.

Any attempts at retaliation or interference are strictly prohibited and:

- a) No Land Bank Employee who in good faith discloses potential violations of this Code of Ethics or other instances of potential wrongdoing, shall suffer harassment, retaliation or adverse personnel action.
- b) All allegations of retaliation against a Whistleblower or interference with an individual seeking to disclose potential wrongdoing will be thoroughly investigated by the Land Bank.
- c) Any Land Bank Employee who retaliates against or had attempted to interfere with any individual for having in good faith disclosed potential violations of the Land Bank's Code of Ethics or other instances of potential wrongdoing is subject to discipline, which may include termination of employment.

- d) Any allegation of retaliation or interference will be taken and treated seriously and irrespective of the outcome of the initial complaint, will be treated as a separate matter.

### **Section III: Other Legal Rights Not Impaired**

The Whistleblower Policy and Procedures set forth herein are not intended to limit, diminish or impair any other rights or remedies that an individual may have under the law with respect to disclosing potential wrongdoing free from retaliation or adverse personnel action.

- a) Specifically, these Whistleblower Policy and Procedures are not intended to limit any rights or remedies that an individual may have under the laws of the State of New York.
- b) With respect to any rights or remedies that an individual may have pursuant to Civil Service Law § 75-b or Labor Law § 740, any employee who wishes to preserve such rights shall prior to disclosing information to a government body, have made a good faith effort to provide the appointing authority or his or her designee the information to be disclosed and shall provide the appointing authority or designee a reasonable time to take appropriate action unless there is imminent and serious danger to public health or safety. (See Civil Service Law § 75-b[2][b]; Labor Law § 740[3]).

STATE OF NEW YORK     )  
COUNTY OF ONONDAGA ) ss.:

I, the undersigned, Dwight L. Hicks, Secretary of the Greater Syracuse Property Development Corporation, DO HEREBY CERTIFY:

That I have compared the foregoing extract of the minutes of the meeting of the Greater Syracuse Property Development Corporation including the resolution contained therein, held on the 14th day of August 2012, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Greater Syracuse Property Development Corporation and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that all members of said Greater Syracuse Property Development Corporation had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY that there was a quorum of the members of the Greater Syracuse Property Development Corporation present throughout said meeting.

I FURTHER CERTIFY that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Greater Syracuse Property Development Corporation this 10<sup>th</sup> day of OCTOBER, 2012.

  
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Dwight L. Hicks, Secretary