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CARTHAGE INDUSTRIAL DEVELOPMENT CORPORATION

CONFLICT OF INTEREST POLICY
Amended 7-14-2010

SECTION I

PURPOSE

The purpose of this policy is to set forth the minimum standards which constitute the ethical behavior expected of the employees and members of the Board of Directors of the Carthage Industrial Development Corporation in the discharge of their duties.

SECTION II

DEFINITIONS

Corporation means the Carthage Industrial Development Corporation, a corporation organized and existing under the laws of the State of New York.

Employee means the Executive Director of the Corporation and any employees of the Corporation.

Member means any duly appointed and acting member of the Board of Directors of the Carthage Industrial Development Corporation.

SECTION III

CONFLICT OF INTEREST

Conflict of Interest. It is the policy of the Board of the Directors of the Corporation that all Members and Employees must avoid conflicts or potential conflicts of interest. A conflict or potential conflict exists whenever a Member or Employee has an interest, direct or indirect, which conflicts with his or her duty to the Corporation or

which could adversely affect an individual's judgment in the discharge of his or her responsibilities. No Member or Employee shall:

- A. Take action or participate in any manner whatsoever in his or her official capacity in the discussions, negotiation or awarding of any contract or in any business or professional dealings with the Corporation in which the Member or Employee has or will have an interest, direct or indirect, in such contract, business, or professional dealings.
- B. Engage in, solicit, negotiate for or promise to accept private employment or render services for his or her personal benefit when such employment or service creates a conflict or impairs the proper discharge of his or her official duties.
- C. Solicit, directly or indirectly, any gift having more than a nominal value, whether in the form of money, services, loan, travel, entertainment, hospitality, thing or promise, or in any other form, under circumstances in which it could be reasonably inferred that the gift was intended to influence him or her or could reasonably be expected to influence him or her in the performance of his or her official duties or was intended as a reward for any official action on his or her part.
- D. Disclose confidential financial information acquired in the course of his or her official duties or use such information to further his or her personal gain.
- E. Take action on a matter before the Corporation if to his or her knowledge, the performance of that action would provide a pecuniary or material benefit to himself or herself.

SECTION IV
DISCLOSURE OF INTEREST

A. Any Member or Employee who has, will have or intends to acquire any direct or indirect interest in any matter under consideration by the Corporation and who participates in the discussion before the Corporation shall disclose in the official record of the Corporation the nature and extent of such interest.

B. Any Member or Employee of the Corporation who has knowledge of any matter being considered by the Corporation in which matter he or she has or will have or intends to acquire any direct or indirect interest, shall be required immediately to disclose in writing to the Corporation, the nature and the extent thereof to the degree that such disclosure will give substantial notice of any potential conflict of interest to the Corporation.

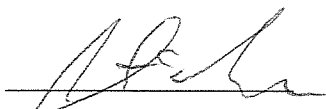
SECTION V
REVIEW

All Members and Employees of the Corporation are required to attest, on an annual basis, whether he or she has reviewed the Code of Ethics of the Corporation. Said attestation may be made at the annual meeting of the Corporation.

The foregoing Conflict of Interest Policy was amended at a regular meeting of the Board of Directors of the Carthage Industrial Development Corporation.

7-14-2010

Date



2nd Vice-President

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**CARTHAGE INDUSTRIAL DEVELOPMENT CORPORATION
CERTIFICATION OF NO CONFLICT OF INTEREST**

I, _____, being a duly appointed (member/officer/employee) of the Carthage Industrial Development Corporation (the "Corporation"), do hereby certify pursuant to the by-laws and policies of the Corporation, that neither I nor my spouse, *minor children, nor dependents has any interest in any contract with the Corporation; and* I do further certify that I am not engaged in any activity which would constitute a conflict of interest, as defined within the Not-For-Profit Corporation Law of the State of New York.

Further, I hereby certify that I have: (1) not accepted other employment which will impair my independence of judgment in the exercise of my official duties; (2) not accepted employment or engaged in any business or professional activity which will require me to disclose confidential information which I have gained by reason of my membership position with the Corporation; (3) not disclosed confidential information acquired in the course of my official duties nor used such information to further my own personal interests; (4) not used or attempted to use my position with the Corporation to secure unwarranted privileges or exemptions for myself or others; (5) not engaged in any transaction as a representative or agent of the Corporation with any business entity in which I have a direct or indirect financial interest that might reasonably tend to conflict with proper discharge of my official duties; (6) not given reasonable basis for the impression that *any person can improperly influence me or unduly enjoy my favor in the performance of my duties*, or that I am affected by the kinship, rank, position or influence of any party or person; (7) abstained from making personal investments in enterprises which I have reason to believe may be directly involved with my responsibilities or which will otherwise create substantial conflict between my duty in the public interest and my private interests; and (8) endeavored to pursue a course of conduct which will not raise suspicion among the public that I am likely to be engaged in acts that are in violation of my Corporation responsibilities.

DATE: _____, 2009

Signature