

139-j(2)(a) and activities of such contact person shall be reviewed on at least an annual basis by the Agency to make certain said contact person is in fully compliance with all provisions of law concerning procurement of goods or services.

- d. No proposed provider of goods or services to the Agency shall be permitted to have any unauthorized contact with the Agency in contravention of PAL Section 139-j(10). Each employee or representative of the Agency shall report any such unauthorized contact immediately to the Agency General Counsel. Said General Counsel shall investigate any such allegation of unauthorized contact and report in writing the findings to the Agency CEO and Chairperson of the Governance Committee.

IX. FINANCIAL RECORDS

A. Maintaining Financial Books and Records

All books and records of accounts, including, but not limited to, checks, drafts, or orders for the payment of money, notes, or other financial records as well as any and all minutes of meetings and other records of projects shall be maintained by the Agency for a period of seven (7) years from the date of such documents. Thereafter, such records shall be destroyed by the Agency except for Closing Binders or closing summaries of approved projects that have been successfully completed by the Agency. Those Closing Binders or records shall be maintained as long as the Bond for the project remains unpaid. The Agency shall otherwise keep correct and complete minutes of the proceedings of its Members and Committees for as long as the Agency is in existence.

X. COMPENSATION, REIMBURSEMENT AND ATTENDANCE POLICY

Pursuant to and in accordance with Sections 856 and 903 of the General Municipal Law of the State of New York, the members of the board of the City of Yonkers Industrial Development Agency (the "Board") shall serve without salary at the pleasure of the Mayor of the City of Yonkers, New York (the "City") but may be reimbursed for reasonable expenses incurred in the performance of Agency duties at the approval of the Board.

The officers, employees and agents of the Agency shall serve at the pleasure of the Agency at such compensation levels as may be approved by the Board from time to time and may be reimbursed for reasonable expenses incurred in the performance of Agency duties at the approval of the Board. Nothing herein shall be construed to permit the extension of credit to Board members, Officers or employees of the Agency and the extension of such credit to the foregoing is prohibited.

The members of the Board and officers of the Agency shall be available as required to perform the operations of the Agency and as set forth within the By-Laws of the Agency, as may be amended, restated or revised by the Board from time to time. Said members and officers of the Agency shall put forth their best efforts to perform their respective duties as outlined in the By-Laws of the Agency and any other directives of the Board relating to same.

XI. CODE OF ETHICS

The members of the board (the "Board") of the City of Yonkers Industrial Development Agency (the "Agency"), a duly established public benefit corporation of the State of New York (the "State"), along with the officers and staff of the Agency, shall comply with and adhere to the provisions of Article 18 of the General Municipal Law of the State.

Further, no director, officer, or employee of the Agency shall (1) accept other employment which will impair his or her independence of judgment in the exercise of his or her official duties; (2) accept employment or engage in any business or professional activity which will require him or her to disclose confidential information which he or she has gained by reason of his or her official position of authority; (3) disclose confidential information acquired by him or her in the course of his or her official duties nor use such information to further his or her personal interests; (4) use or attempt to use his or her official position to secure unwarranted privileges or exemptions for himself, herself or others; (5) engage in any transaction as a representative or agent of Agency with any business entity in which he or she has a direct or indirect financial interest that might reasonably tend to conflict with proper discharge of his or her official duties; (6) not, by his or her conduct, give reasonable basis for the impression that any person can improperly influence him or her or unduly enjoy his or her favor in the performance of his or her official duties, or that he or she is affected by the kinship, rank, position or influence of any party or person; (7) abstain from making personal investments in enterprises which he or she has reason to believe may be directly involved in decisions to be made by him or her or which will otherwise create substantial conflict between his or her duty in the public interest and his or her private interest; and (8) endeavor to pursue a course of conduct which will not raise suspicion among the public that he or she is likely to be engaged in acts that are in violation of his or her trust.

XII. WHISTLEBLOWER POLICY

Purpose

It is the policy of the City of Yonkers Industrial Development Agency (the "YIDA") to afford certain protections to individuals who in good faith report violations of the YIDA's Code of Ethics or other instances of potential wrongdoing within the YIDA. The