

MUNIPRO, INC.

Code of Ethics Policy

Adopted: January 16, 2008
Readopted: October 28, 2008
Readopted: October 28, 2009
Readopted: December 15, 2010
Readopted: February 24, 2016

ARTICLE I

Purpose

MUNIPRO, Inc. (the Corporation) must conduct its operations in a manner that best serves the interest of its customers and the general public. The Corporation expects all members, officers and employees to observe high ethical standards of conduct in the performance of their duties, comply and cause the Corporation to comply with all laws and regulations governing business transactions, and use and cause the Corporation to use its funds and assets only for legal and appropriate purposes.

ARTICLE II

Policies

1. Incorporation of Public Officers Law Section 74. As required by Public Authorities Law Section 2594 the provisions of Public Officers Law Section 74 (code of ethics) are incorporated herein, and each member, officer and employee shall fully comply with the provisions set forth therein. A copy of Section 74 is attached hereto.

2. Gifts and Favors. No member, officer or employee shall, directly or indirectly solicit or accept any gifts, entertainment, discounts, services, loans or anything of value totaling seventy-five dollars (\$75) or more in any calendar year from suppliers, significant commercial customers, or other persons with whom the Corporation does business or from any other person or entity under circumstances in which it could reasonably be inferred that the gift was intended to influence said member, officer, or employee or could reasonably be expected to influence said member, officer or employee in the performance of his or her official duties or was intended as a reward for any official action on his or her part.

3. Borrowing Funds. No member, officer or employee shall borrow money from the Corporation, suppliers, significant commercial customers, or individuals of a firm with whom MUNIPRO does business (loans or mortgages from banks or individuals doing business with the Corporation are exempted if the terms are at current rates and the customary collateral for such transactions is provided).

4. Acquiring Interest in Real Estate. No member, officer or employee shall acquire an interest in real estate in which it is known that the Corporation has a current or anticipated future interest.

5. Soliciting Funds. No member, officer or employee shall solicit funds or other items of value from Corporation vendors, suppliers or consultants for oneself or to benefit any organization, club or person, whether such other persons or entities are charitable, religious or profit making.

6. Designation of Bank as Depository. The provisions of this code shall not apply to the designation of a bank or trust company as a depository, paying agent, registration agent, or other investment in funds of the Corporation in which a member, officer or employee has an interest by reason of ownership or employment.

7. Corporate Policies. Members, officers, and employees are expected to work in compliance with all policies of the Corporation. Policy violations will be subject to action under Article V of this Policy.

ARTICLE III Conflict of Interest Policy

1. In the event any member, officer or employee has a financial interest (ownership or investment interest, or compensation arrangement) directly or indirectly through a relative (spouse, child, step-child, brother, sister, parent, step-parent or a person claimed as a dependant on the latest income tax return) with any entity or individual in which the Corporation has a business transaction, said interest shall be disclosed in writing or verbally at a duly called Board meeting and said disclosure shall be disclosed in the minutes.

2. The remaining members of the Board shall determine, after due deliberation and in the absence of the member with the financial interest, whether a conflict of interest exists.

3. If a conflict of interest is determined to exist the disinterested Board Members shall determine by majority vote, in the absence of the member with the conflict, whether the transaction or arrangement is in the Corporation's best interest and whether the transaction is fair and reasonable to the Corporation, and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

ARTICLE IV Disclosure Statements

On an annual basis, the Corporation shall obtain a completed financial disclosure statement (in the form set forth as Exhibit A attached hereto, "disclosure statement") from each member and employees having management responsibility of the Corporation. Said disclosure statement shall be filed on or before April 15 in each year and any new Board Member or employee appointed to the Corporation shall file a disclosure statement within

thirty (30) days of said appointment. All disclosure statements shall be filed with the Chairman who shall cause said statements to be reviewed on an independent basis and shall file said statements with the Monroe County Board of Ethics as required by the Public Authorities Accountability Act of 2005 Section 2825(3).

ARTICLE V
Violation

Any person who knowingly and intentionally violates any of the provisions of this Code may be fined, suspended or removed from office or employment as the case may be in the manner provided by law.

ARTICLE VI
Distribution of Code

The Chairman of the Board shall cause a copy of this Code of Ethics to be distributed to every member, officer and employee of the Corporation within thirty (30) days after its adoption. Each member or employee appointed thereafter shall be furnished with a copy before entering upon the duties of his or her office or employment.