

TOWN OF AMHERST INDUSTRIAL DEVELOPMENT AGENCY

WHISTLEBLOWER POLICY

**ARTICLE I**  
**General Provisions**

The Town of Amherst Industrial Development Agency Code of Ethics (the “Code”) requires Board members, officers, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Board members, officers and employees of the Town of Amherst Industrial Development Agency (the “Agency”) must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

It is the policy of the Agency to afford certain protections to individuals who in good faith report violations of the Code or other instances of potential wrongdoing within the Agency. This Whistleblower Policy is intended to encourage and enable Board members, officers, employees and volunteers to raise concerns in good faith within the Agency and without fear of retaliation or adverse employment action.

The objectives of the Town of Amherst Industrial Development Agency Whistleblower Policy (this “Policy”) are to establish policies and procedures for:

- The submission of concerns regarding questionable accounting or auditing matters by Board members, officers, employees and volunteers of the Agency, on a confidential and anonymous basis;
- The receipt, retention, and treatment of complaints received by the Agency regarding accounting, internal controls, or auditing matters; and
- The protection of Board members, officers, employees and volunteers reporting concerns from retaliatory actions.

**ARTICLE II**  
**Reporting Responsibility**

Each Board member, officer, employee and volunteer of the Agency has an obligation to report in accordance with this Policy (a) fraud or suspected fraud, (b) questionable or improper accounting or auditing matters, and (c) violations and suspected violations of the Code (each a “Concern,” or collectively, “Concerns”).

**ARTICLE III**  
**Authority of Finance and Audit Committee**

All reported Concerns will be forwarded to the Finance and Audit Committee (the “Committee”) in accordance with the procedures set forth herein. With respect to all reported

Concerns, the Committee shall be responsible for investigating and making appropriate recommendations to the Agency's Board of Directors (the "Board") as provided herein.

**ARTICLE IV**  
**No Retaliation**

No Board member, officer, employee or volunteer shall retaliate against any whistleblower for the disclosure of potential wrongdoing, whether through threat, coercion or abuse of authority; and no Board member, officer, employee or volunteer shall interfere with the right of any other Board member, officer, employee or volunteer by any improper means aimed at deterring disclosure of potential wrongdoing. Any attempts at retaliation or interference are strictly prohibited and:

- a. No Board member, officer, employee or volunteer who in good faith discloses potential violations of the Code or other instances of potential wrongdoing, shall suffer harassment, retaliation or adverse personnel action. 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.
- b. All allegations of retaliation against a whistleblower or interference with an individual seeking to disclose potential wrongdoing will be thoroughly investigated by the Agency.
- c. Any Board member, officer, employee or volunteer who retaliates against or had attempted to interfere with any individual for having in good faith disclosed potential violations of the Agency's Code or other instances of potential wrongdoing is subject to discipline up to and including removal from the Board, dismissal from the volunteer position or 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.

**ARTICLE V**  
**Reporting Concerns**

**A. Employees**

Employees should first, in a prompt and timely manner, discuss their Concern with their immediate supervisor. If, after speaking with his or her supervisor, the employee has reasonable grounds to believe his or her supervisor has not taken adequate action regarding the Concern, the individual should report the Concern to the Ethics Officer, who has specific and exclusive responsibility to investigate all Concerns. In addition, if the individual is uncomfortable speaking

with his or her supervisor, or the supervisor is a subject of the Concern, the individual should report his or her Concern directly to the Ethics Officer.

If a Concern was reported verbally, the reporting individual, with assistance from the Ethics Officer, shall reduce the Concern to writing. Concerns may be also be submitted anonymously. Such anonymous Concerns should be in writing and sent directly to the Ethics Officer.

Should an employee believe in good faith that disclosing information within the Agency pursuant to the procedure above would likely subject him or her to adverse personnel action or be wholly ineffective, the employee may instead disclose the information to the Authorities Budget Office or an appropriate law enforcement agency, if applicable.

**B. Board Members, Officers and Volunteers**

Board members, officers and volunteers should submit Concerns in writing directly to the Ethics Officer. Contact information for the Ethics Officer may be obtained from the Chief Financial Officer.

Should a Board member, officer or volunteer believe in good faith that disclosing information within the Agency pursuant to the procedure above would likely subject him or her to adverse personnel action or be wholly ineffective, the Board member, officer or other volunteer may instead disclose the information to the Authorities Budget Office or an appropriate law enforcement agency, if applicable.

**C. Other Legal Rights Not Impaired**

This Whistleblower Policy is 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.

**ARTICLE VI**  
**Handling of Reported Violations**

The Committee shall address all reported Concerns. The Ethics Officer shall immediately notify the Committee of any such report and the Committee will notify the sender and acknowledge receipt of the Concern within five business days, if possible. It will not be possible to acknowledge receipt of anonymously submitted Concerns.

All reports will be promptly investigated by the Committee and appropriate corrective action will be recommended to the Board if warranted by the investigation. Action taken must include a conclusion and/or follow-up with the complainant for complete closure of the Concern.

The Committee has the authority to discuss Concerns with Agency Counsel or to retain outside legal counsel, accountants, private investigators or any other resource deemed necessary to conduct a full and complete investigation of the allegations.

**ARTICLE VII**  
**Acting in Good Faith**

Anyone reporting a Concern must act in good faith and have reasonable grounds for believing the information disclosed indicates an improper accounting or auditing practice or a violation of the Code. The act of making allegations that prove to be unsubstantiated, and that prove to have been made maliciously, recklessly or with the foreknowledge that the allegations are false, will be viewed as a serious disciplinary offense and may result in discipline, up to and including removal from the Board, dismissal from the volunteer position or termination of employment, as applicable. Such conduct may also give rise to other actions, including civil lawsuits.

**ARTICLE VIII**  
**Confidentiality**

Reports of Concerns, and investigations pertaining thereto, shall be kept confidential to the extent possible consistent with the need to conduct an adequate investigation. Disclosure of reports of Concerns to individuals not involved in the investigation will be viewed as a serious disciplinary offense and may result in discipline, up to and including removal from the Board, dismissal from the volunteer position or termination of employment, as applicable. Such conduct may also give rise to other actions, including civil lawsuits.