

NATURAL HERITAGE TRUST CODE OF ETHICS

(ADOPTED JUNE 2008)

In addition to and inclusive of Sections 73 and 74 of the Public Officers Law and Executive Order 1, dated January 1, 2007, the Trust hereby adopts the following Code of Ethics. This Code of Ethics shall apply to all directors, officers and employees of the Trust. These policies shall serve as a guide for official conduct and are intended to enhance the ethical and professional performance of the Trust's directors, officers and employees and to preserve public confidence in the Trust.

Responsibility of Directors, Officers and Employees

1. Directors, officers and employees shall perform their duties with transparency, without favor and refrain from engaging in outside matters of financial or personal interest, including other employment, that could impair independence of judgment, or prevent the proper exercise of one's official duties.
2. Directors, officers and employees shall not directly or indirectly, make, advise, or assist any person to make any financial investment based upon information available through the director's or employee's official position that could create any conflict between their public duties and interests and their private interests.
3. Directors, officers and employees shall not accept or receive any gift or gratuities where the circumstances would permit the inference that: (a) the gift is intended to influence the individual in the performance of official business or (b) the gift constitutes a tip, reward, or sign of appreciation for any official act by the individual. This prohibition extends to any form of financial payments, services, loans, travel reimbursement, entertainment, hospitality, thing or promise from any entity doing business with or before the Trust.
4. Directors, officers and employees shall not use or attempt to use their official position with the Trust to secure unwarranted privileges for themselves, members of their family or others, including employment with the Trust or contracts for materials or services with the Trust.
5. Directors, officers and employees must conduct themselves at all times in a manner that avoids any appearance that they can be improperly or unduly influenced, that they could be affected by the position of or relationship with any other party, or that they are acting in violation of their public trust.
6. Directors, officers and employees may not engage in any official transaction with an outside entity in which they have a direct or indirect financial interest that may reasonably conflict with the proper discharge of their official duties.

7. Directors, officers and employees shall manage all matters within the scope of the Trust's mission independent of any other affiliations or employment. Directors, , officers and employees employed by more than one government shall strive to fulfill their professional responsibility to the Trust without bias and shall support the Trust's mission to the fullest.

8. Directors, officers and employees shall not use Trust property, including equipment, telephones, vehicles, computers, or other resources, or disclose information acquired in the course of their official duties in a manner inconsistent with State or local law or policy and the Trust's mission and goals.

9. Directors, officers and employees are prohibited from appearing or practicing before the Trust for two (2) years following employment with the Trust, consistent with the provisions of Public Officers Law.

Implementation of Code of Ethics

This Code of Ethics shall be provided to all directors, officers and employees upon commencement of employment or appointment and shall be reviewed annually by the Governance Committee. The Trust's Counsel shall serve as Ethics Officer, and shall have the following duties:

- Counsel in confidence Trust directors, officers and employees who seek advice about ethical behavior.
- Receive and investigate complaints about possible ethics violations.
- Dismiss complaints found to be without substance.
- Prepare an investigative report of their findings for action by the Executive Director or the Board.
- Record the receipt of gifts or gratuities of any kind received by a director, officers or employee, who shall notify the Ethics Officer within 48 hours of receipt of such gifts and gratuities.

Penalties

In addition to any penalty contained in any other provision of law, a Trust director, officers or employee who knowingly and intentionally violates any of the provisions of this code may be removed in the manner provided for in law, rules or regulations.

Reporting Unethical Behavior

Employees and directors are required to report possible unethical behavior by a director, officers or employee of the Trust to the Ethics Officer. Employees, officers and directors may file ethics complaints anonymously and are protected from retaliation by the policies adopted by the Trust.