

Exhibit A

CODE OF CONDUCT
FOR
THE NEW YORK STATE JOB DEVELOPMENT AUTHORITY MEMBERS

1. This Code of Conduct applies to the members ("Members") of the New York State Job Development Authority ("JDA"). This Code of Conduct may be amended by majority vote of the Members.

2. In addition to the requirements of Sections 73(3), 73-a and 74 of the Public Officers Law, Members shall comply with the following specific rules governing conflicts of interest and outside activities:

a. No member or firm or association of which the Member is a part, or corporation, ten percent or more of the stock of which is owned or controlled directly or indirectly by such Member, shall sell any goods or services to JDA or any subsidiary of JDA unless such goods or services are provided pursuant to an award or contract let after public notice and competitive bidding.

b. No Member shall, directly or indirectly, solicit, accept, or receive any gift having a value of seventy-five dollars or more (\$75.00) whether in the form of money, service, loan, travel, entertainment, hospitality, thing or promise, or in any other form whatsoever, under circumstances in which it could be reasonably inferred that the gift was intended to influence the Member or could reasonably be expected to influence the Member in the performance of his or her official duties as a Member, or was intended as a reward for any official action on the Member's part.

c. No Member, other than in the proper discharge of his or her official duties, or firm or association in which the Member is a part, shall receive, directly or indirectly, or enter into any agreement, express or implied, for any compensation, in whatever form, for the appearance or rendition of services by him or herself or another in relation to any case, proceeding, application or other matter before JDA.

d. No Member shall, within a period of two years after ceasing to be a director of JDA, appear or practice before JDA or any subsidiary of JDA or receive any compensation for any services rendered by such Member on behalf of any person, firm, corporation, or association in relation to any matter before JDA.

e. No Member, after ceasing to be a director of JDA, shall appear, practice, communicate or otherwise render services before JDA, or receive any compensation for services rendered by such Member on behalf of any person, firm, corporation or other entity with respect to any case, proceeding, application or transaction in which such Member was directly concerned and in which the Member personally participated during the period of service or which was under the Member's active consideration during said period of service.

f. Notwithstanding the above, no Member should have any interest, financial or otherwise, direct or indirect, or engage in any business or transaction or professional activity or incur any obligation of any nature which is in actual, potential, or apparent conflict with the proper discharge of the Member's duties. The Member shall be under an ongoing obligation to disclose any actual, potential, or apparent conflict of interest and shall take appropriate steps to eliminate or abate the conflict, including recusal.

g. A Member should perform the duties of his or her office impartially and diligently. A Member should disqualify him or herself in any matter in which the Member's impartiality might be reasonably questioned.