

START-UP NY - Application for Designation of Tax-Free NY Areas

1. Campus Name, Contact Person and Address

Keuka College
141 Central Avenue
Keuka Park, NY 14478-9764

Primary Contact: Professor Jorge Díaz-Herrera, Ph.D.
President, Keuka College
141 Central Avenue
Keuka Park, NY 14478-9764
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Additional Contact: Amy Storey
Vice President for Advancement and External Affairs
141 Central Avenue
Keuka Park, NY 14478-9764
315.279.5235
astorey@keuka.edu

2. Identification of the space and/or land being designated

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- ii. Digital files containing data, such as a Point shapefile or other format, approved by the Commissioner, which provides locations of the area proposed for designation:

For 1 Keuka Business Park, see associated files:

- Skaneateles_Building-04042014.pdf

- iii. Excel chart including name of city, town or village, street address, zip code:

See associated file Keuka_Start_Up_NY_Excel_Designation_Submission.xls reproduced on Page 4.

i., ii., Digital file providing area and location for site of proposed location

Keuka Business Park (Latitude 42.6566080, Longitude -77.0711710)

1 Keuka Business Park, Penn Yan NY 14527

- **Skaneateles Building** (blue outline), **2,530 sf designated space**



2a. Future Space

Keuka Business Park (Latitude 42.6566080, Longitude -77.0711710)

1 Keuka Business Park, Penn Yan NY 14527

- **Keuka Building**
2nd Floor = 13,472 sf, less stairwells (1,152 sf), bathrooms (240 sf), hallways/common areas (1,435 sf) = **10,645 sf designated space**
3rd Floor = 8,064 sf, less stairwell (576 sf) = **7,488 sf designated space**
- **Skaneateles Building** (blue outline above), **845 sf designated space** (entire building)

Keuka Commons Building

509 Assembly Ave., Keuka Park, NY 14478

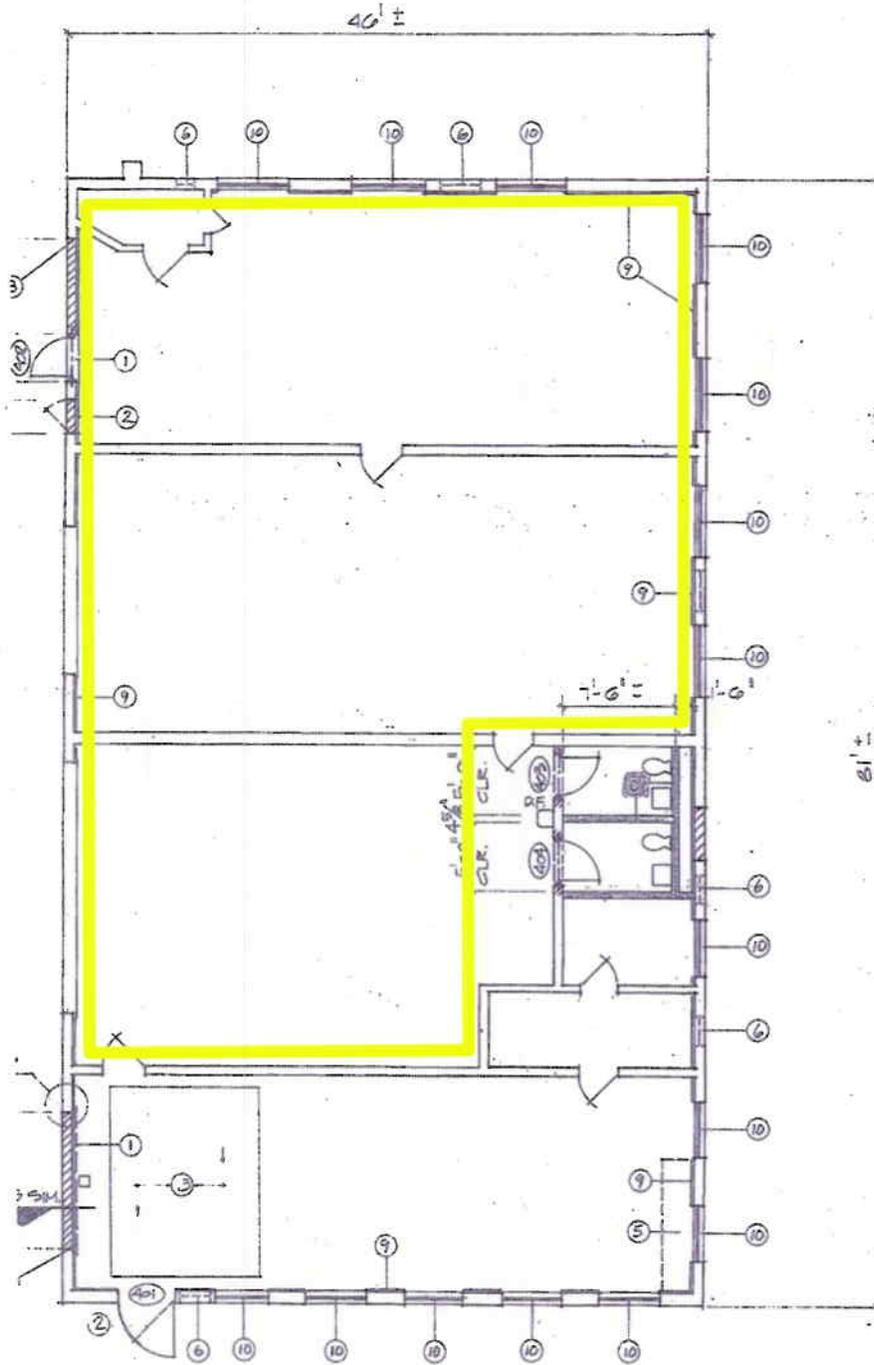
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Please note that the design and configuration of the Keuka Commons Building is in the preliminary development phase. The eventual exact shape and configuration of the building is

yet to be determined. It will be developed on property owned by Keuka College as indicated by the red outline.

Approx. 30,000 sq. ft. building; 4,000 sq ft dedicated to Tax-Free NY Area.

Floor Plan
Skaneateles Building
Current Available Space: 2,530 square feet (outlined in yellow)



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Location	Unique ID	Owner	Property Type	Street Address	City	Zip Code	Parcel D	Building	Space Type	SqFt	Acres	Description	On Campus	Within 1 mile of Campus	Latitude	Longitude
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Narrative description of space and land being designated

This application is for 2,530 square-feet of space in the Skaneateles Building (total square footage of building is 3,375) at 1 Keuka Business Park, Penn Yan, N.Y. The Skaneateles Building is owned by the Finger Lakes Economic Development Center (FLEDC) and it is therefore considered an off-campus facility. The space has been vacant for four months; the vacancy rate in the area is approximately 3 percent.

3. Description of the type of business or businesses the campus is intending to be located on the designated area

Overview of Keuka College

Keuka College, located in Yates County, was founded in 1890 and is located on the shore of Keuka Lake in New York state's Finger Lakes region. Keuka College is a private, undergraduate and graduate, residential college that also offers bachelor's degree completion and master's degree programs through its Accelerated Studies for Adults Program (ASAP) and international programs in China and Vietnam. No other four-year private college, SUNY school, or state-owned strategic asset exists in Yates County to compete with Keuka College.

Enrollment at the advent of the 2013-14 academic year totaled 931 on the home campus in Keuka Park and 938 in ASAP. Keuka is also a major educational player in the Pacific Rim, with 2,674 Chinese students pursuing Keuka degrees at four partner universities, one of the largest enrollments of any U.S. college operating in the country. Another 619 Vietnamese students are doing likewise at two universities in Vietnam.

Regardless of degree or location, Keuka graduates boast significant, real-world experience that impresses employers and graduate schools.

And that's because experiential learning has long been the cornerstone of the Keuka College experience. A number of highly respected, national sources have praised Keuka College, including the print media (*U.S. News & World Report*, *The New York Times*, *Washington Monthly*), educational foundations (Carnegie Foundation for the Advancement of Teaching), and even the White House (President's Higher Education Community Service Honor Roll).

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Keuka College offers 32 bachelor's degree programs on its home campus, many with specialized concentrations; 27 minors; and self-designed majors. The College also offers seven master's degree programs and pre-professional programs in dentistry, law, medicine, veterinary medicine, optometry, pharmacy, and physical therapy.

Through ASAP, the College offers bachelor's degree completion programs in organizational management, criminal justice systems, social work, and nursing, as well as master's degrees in management, criminal justice administration, and nursing at locations around New York state.

Keuka College Mission and Vision

The Keuka College mission:

To create exemplary citizens and leaders to serve the nation and the world of the 21st century. We provide a transformational liberal-arts based education, strengthened by experiential learning, which challenges students to develop their intellectual curiosity and to realize, with purpose and integrity, their full personal and professional potential.

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Project Overview/Types of Businesses

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Area employers also benefit from the Keuka College Enactus team. Enactus is an international, non-profit organization that works with leaders in business and higher education to mobilize students to make a difference in their communities while developing the skills to become socially responsible business leaders. In recent years, Enactus team members have developed business and marketing plans for area businesses and sponsored seminars for aspiring entrepreneurs, among many other programs.

While social responsibility, whether via Field Period™, Enactus, or volunteerism, has long been part and parcel of the Keuka College fabric, the College recently embarked on a new initiative that will make a difference on campus and in the area community. The College seeks to infuse and integrate knowledge of digital technology across its curriculum and has dubbed this effort DigitalLearning@Keuka (DL@K). It is designed to allow students to move from using computers to understanding computation and the effective use of information to create knowledge and wisdom. At the core of DL&K is the teaching of vital problem-solving, creativity, and communication skills; students won't simply learn to code but code to learn as

well. By engaging students in a digital world, Keuka College graduates will become exemplary citizens and leaders to serve the nation and world of the 21st century.

With the College combining its Field Period™ program, DL@&K, and strong international presence with the FLEDC's business start-up assistance, the following types of firms—among others—will be recruited for the Keuka Business Park Tax-Free NY Area:

- software development,
- business analytics,
- healthcare informatics and technology,
- agribusinesses;
- environmental science and technology, and
- biomedical sciences.

Attracting these types of firms will have a transformational impact on Yates County. With a per capita income of just \$23,928, the County is in need of advanced technology-based businesses and the high salaries that come with them. And with Keuka College emerging as a prominent higher education player in the Pacific Rim, it seems likely the County will attract international entrepreneurs and start-up companies.

Existing Business Attraction Efforts

Keuka College is blessed with a number of gifted science teachers, who have also made their mark in research. These faculty members, along with those well-versed in technology, health care, and business share their expertise with existing and new businesses, as do members of the Board of Trustees, staff, and administration. Keuka College has already started working with faculty at its partner universities in China and Vietnam to facilitate international cooperation and bring opportunities for international businesses to start-up and locate in Yates County.

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Cynthia Shannon Weickert, a Keuka College graduate, Macquarie Group Foundation Chair of Schizophrenia Research at the University of New South Wales, and collaborator with Keuka science faculty, is exploring her alma mater's "scientists armed with computational methods" concept, in particular how it could be developed to support the way in which informatics is used in biomedicine, molecular and genetics research— today and in the future.

FLEDC and ASAP

Headquartered at 1 Keuka Business Park, the FLEDC is dedicated to bringing economic success to the region. The staff at FLEDC is ready and trained to help any new business in Yates County. Located in the same building, the College's ASAP office assists adult learners across New York State train for new or expanded careers in management, criminal justice, social work, and nursing. Businesses in the Keuka Business Park Tax-Free NY Area have the opportunity to tap the talents of these adult learners even before they receive their bachelor's or master's degrees. ASAP students continually extol the ability to take a concept they learned in class and apply it a work the next day. Employers in the Tax-Free NY Area will certainly take advantage—as so many others in the area have—to garner training for their employees.

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Increased employment

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Based on the experiences of the FLEDC and Keuka College, it is anticipated that:

- 150 jobs will be directly created at Keuka Business Park, and
- an additional 100 jobs in Yates County will be created in service industries related to these businesses.

Opportunities for training

Keuka College anticipates that businesses selected for the Keuka Business Park Tax-Free NY Area will agree to participate in one or more of the following:

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- mentoring Keuka College students, both traditional and ASAP,
- career exploration programs for high school students, and
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Diversification of the local economy

The economy of Yates County is based, in large part, on low-skill, mostly blue-collar positions centered around agriculture, manufacturing, and tourism. Relatively few advanced manufacturing facilities are located in the county and even fewer firms focus on digital technology. The desired occupants of Keuka Business Park will inject a technological lifeblood into the local economy as they provide new technologies and require new types of materials, supplies, skills, and personnel.

In addition, a focus on attracting international businesses will enhance the cultural diversity lacking in Yates County.

Environmental sustainability

Keuka College is located in one of the most picturesque areas of New York state. Its location on the shore of Keuka Lake instills in staff, faculty, and students alike an appreciation for the natural environment. The College's Sustainability Committee, which includes employees and students, engages the College community in sustainability related actions and dialogue, promotes sustainability related actions and behavior, supports educational initiatives, and encourages participation in sustainability related events initiated by the College and other organizations in the community. In keeping with the spirit of environmental stewardship supported by the Committee, the College intends to solicit businesses in the environmental technology field to be part of the Keuka Business Park Tax-Free NY Area. Possible ways in which Keuka Business Park may improve the environmental sustainability of the College campus and Yates County include:

- lowering the carbon footprint by increasing the supply of jobs and goods available locally, thus reducing travel time;
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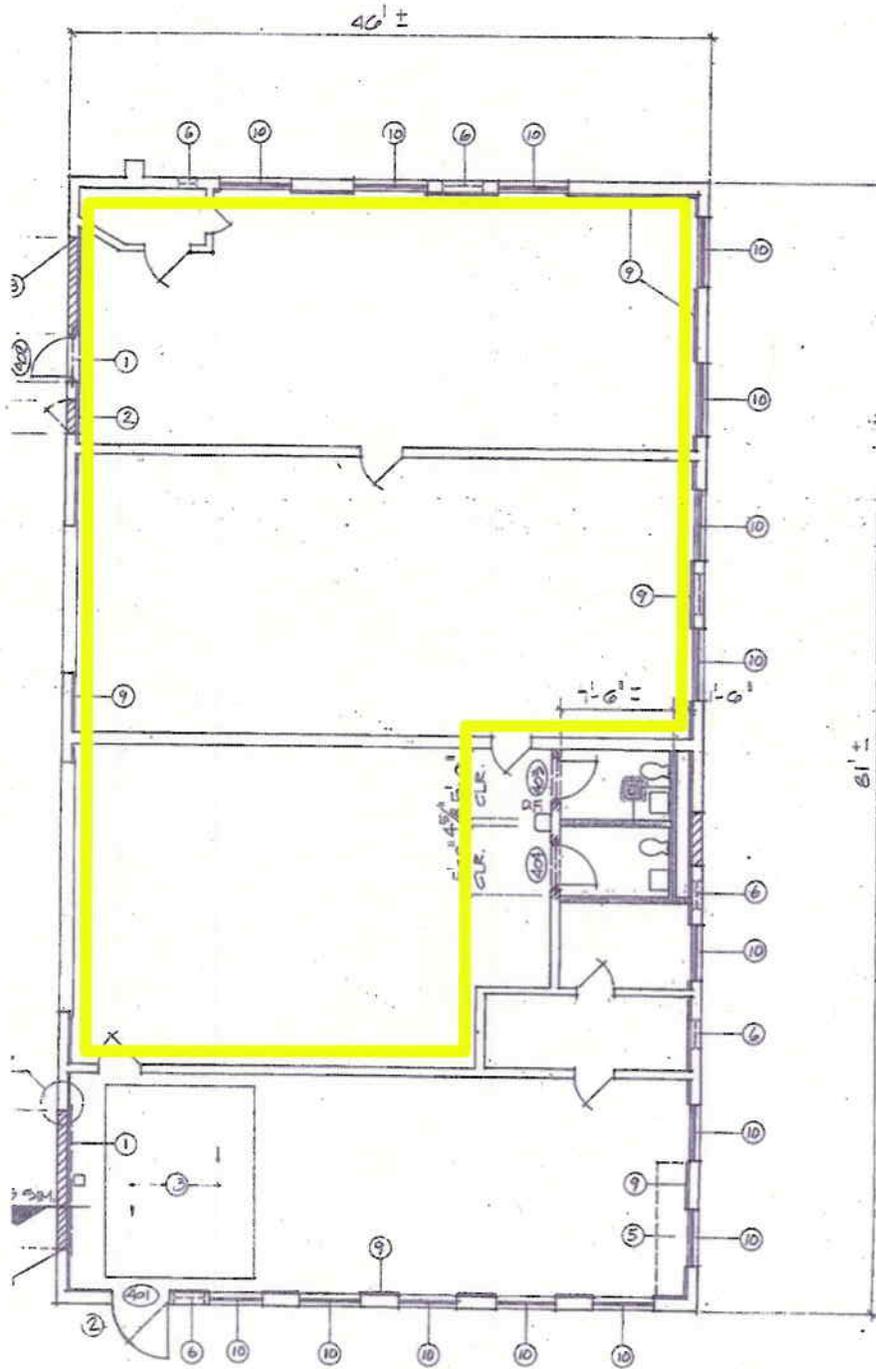
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Positive linkages to existing businesses

Businesses that bring or develop value-added technologies, processes and services that may be utilized or adapted for use by the existing manufacturing and ever-growing agricultural industries of Yates County will be given preference. Additionally, any increased employment will create a ripple effect in the local economy as retail stores, restaurants, health care, and other areas begin to receive the dollars which these new business owners and their employees will spend in Yates County.

Boost to local economy

Yates County labors under a poverty rate well above that of New York State and the U.S. In Yates County, some 15.4 percent of residents live below the poverty line, while 14.5 percent of all New Yorkers and 14.3 percent of U.S. citizens fall below the line. At \$23,928 the per capita income of Yates County residents is also well below the average New Yorker who earns \$31,796. A largely rural county, only 545 private, non-farm establishments with employees are reported operating in Yates County (2010 U.S. Census). The Keuka Business Park Tax-Free NY Area will provide a vital boost to the local economy by creating employment opportunities with higher salaries.

The successful growth of the businesses attracted to the Tax-Free NY Area will bring new housing, food, retail, medical, and education dollars to the local economy. This in turn will fuel local economic growth for years to come.

Magnet for economic and social growth

According to the 2010 U.S. Census, Yates County is overwhelming white at 97.4 percent. While not necessarily a negative, such homogeneity in a population can lead to insular attitudes and a lack of tolerance. The ability of the Keuka Business Park Tax-Free NY Area to potentially attract international businesses, and thus international businesspeople, provides a unique opportunity for Keuka College to positively influence the social growth of the County through the introduction of people and customs not native to the region. Exposure to the language, customs, foods, and art of people from around the world could make Yates County a new center of culture in the Finger Lakes.

As participants in the Keuka Business Park Tax-Free NY Area develop their companies, it is likely that others—support and supply businesses, retailers, and the like— will also choose to locate in Yates County to be near the core businesses. Their status as tax-paying businesses will buttress the local economy.

5. Description of the process the College will follow to select businesses to participate

Goal

The goal of the Keuka Business Park Tax-Free NY Area is to start, foster, grow and retain firms in Yates County that will promote the economic growth of the County and New York state while contributing to the education of Keuka College students.

START-UP NY Campus Advisory Committee

Working closely with the leadership of FLEDC, the College intends to form a START-UP NY Advisory Committee charged with locating, screening, recruiting, and selecting businesses to join the Keuka Business Park Tax-Free NY Area. Members of the Selection Committee will be drawn from FLEDC, Keuka College Board of Trustees, Keuka College faculty, administration, and student body, and representatives of the College's current healthcare, business, and technology partners. The Committee will be chaired by an appropriate member of the president's cabinet, and the president will appoint College officials who can ensure that business proposals align with the College's mission. The president will seek volunteers from the College Board of Trustees, faculty, and student body. All members of the committee will be vetted to ensure there are no conflicts of interest. The Advisory Committee will seek guidance from government agencies and the College's business support partners in legal, finance, marketing, and accounting. The Committee will also solicit input and participation of the College's international partner universities in China and Vietnam.

Selection Criteria and Evaluation

A regional, national, and international search will be conducted for existing companies and entrepreneurs with concepts and ideas compatible with the mission of the Keuka Business Park Tax-Free NY Area. Interested firms and individuals will be asked to present solid and concise business plans to the Advisory Committee and/or a review board.

Start-up businesses will be analyzed based on ideas, concepts, financial and support needs, skills, progress, and ability of the entrepreneurs to start and grow a new business. Existing companies will be evaluated based on their financials and business plan, support needs, and commitment to stay in Yates County. The first criterion shall be compliance with the prohibition on anti-competitive behavior: *Does the business compete with other businesses in the community but outside the Tax-Free NY Area? Such competition would constitute ineligibility for acceptance in the Keuka Business Park Tax-Free NY Area under §440. Prohibition of Anti-competitive Behavior.*

Specific criteria will be set by the Advisory Committee and may include, but not limited to, the following:

Academic and Research Alignment

- Is the business in an industry aligned with the current and/or developing College research, scholarly, and creative activity?
- Does the business provide experiential learning and workforce opportunities (e.g., internships, fellowships, full-time jobs) for students and graduates?
- Does the business provide areas for partnership and advancement for faculty and students?
- Will the business provide access to research instrumentation, tools, and/or equipment necessary to advance the academic and research mission of the College?
- Does the business provide access to technology aligned with the mission of the DL@K initiative to foster computational thinking among students and faculty?
- Will the business fund scholarships, campus facilities, or other academic services or amenities?

6. Attachments

Attachment Contents:

- i. Conflict of interest guidelines pursuant to Section 439 of Article 21 of Economic Development Law
- ii. Attestation proposed Tax-Free NY Area has not been financed with any tax-exempt bonds
- iii. Certification that the sponsor has not relocated or eliminated any academic programs, etc., to create vacant space
- vi. Statement signed by president of College certifying that at least 30 days prior to submitting final plan, the College consulted with the chief executive officer of the municipalities and notified local economic development entity representing the area
- vii. Statement signed by the president of the College that the information contained in the application is accurate and complete.

i. Conflict of interest guidelines pursuant to Section 439 of Article 21 of Economic Development Law

§ 439. Conflict of interest guidelines

1. Each campus, university or college participating in the START-UP NY program shall adopt a conflict of interest policy. Such conflict of interest policy shall provide, as it relates to the START-UP NY program: (a) as a general principle, that service as an official of the campus, university or college shall not be used as a means for private benefit or inurement for the official, a relative thereof, or any entity in which the official, or relative thereof, has a business interest; (b) no official who is a vendor or employee of a vendor of goods or services to the campus, university or college, or who has a business interest in such vendor, or whose relative has a business interest in such vendor, shall vote on, or participate in the administration by the campus, university or college, as the case may be, of any transaction with such vendor; and (c) upon becoming aware of an actual or potential conflict of interest, an official shall advise the president or chief executive officer of the campus, university or college, as the case may be, of his or her or a relative's business interest in any such existing or proposed vendor with the campus, university or college. Each campus, university or college shall maintain a written record of all disclosures of actual or potential conflicts of interest made pursuant to paragraph (c) of this subdivision, and shall report such disclosures, on a calendar year basis, by January thirty-first of each year, to the auditor for such campus, university or college. The auditor shall forward such reports to the commissioner, who shall make public such reports.

2. For purposes of such conflict of interest policies: (a) an official of a campus, university or college has a "business interest" in an entity if the individual: (i) owns or controls ten percent or more of the stock of the entity (or one percent in the case of an entity the stock of which is regularly traded on an established securities exchange); or (ii) serves as an officer, director or partner of the entity; (b) a "relative" of an official of a campus, university or college shall mean any person living in the same household as the individual and any person who is a direct descendant of that individual's grandparents or the spouse of such descendant; and (c) an "official" of a campus, university or college shall mean an employee at the level of dean and above as well as any other employee with decision-making authority over the START-UP NY program.

Please see the following excerpt from the Keuka College Employee Handbook and Supervisor's Procedures Manual, Revised April 2012

CODE OF ETHICS/CONFLICT OF INTEREST

Officially Adopted Sept. 30, 2006

Revised May 17, 2008

Society entrusts institutions of higher learning with the critical charge of education, and with this charge comes a great responsibility for the institution to create an appropriate environment for learning. Board members, faculty, administration, and staff have a responsibility to achieve and maintain a high standard of ethical practice both for maintaining the integrity and public confidence of the institution and for the mentoring of tomorrow's leaders. Our behavior reflects both on the institution and on the higher education profession as a whole. As a matter of fundamental principle, Keuka College and its representatives should adhere to the highest ethical standards simply because it is the right thing to do. All employees, subcontractors and volunteers shall acquire the knowledge necessary to maintain compliance with all laws, rules and regulations applicable to the conduct of business at Keuka College. Certain employees have a fiduciary responsibility, as the college is the steward of student, grant, loan, and donor funds, and these employees shall fulfill their fiduciary responsibility with a duty of care and in accordance with regulations and student and donor expectations and direction. Ethics, however, involves more than merely complying with the law or policy manuals; it is about doing what is right.

ARTICLE 1 – VALUES AND PRINCIPLES

Values

- **Integrity.** At Keuka College, behaving ethically and with integrity means being honest, keeping promises, and respecting the property and interests of others. Our personal and professional integrity guides the actions of our college community, supports the character development, wellness, and spirituality of our students, and makes us a more civil society. Keuka College develops integrity and ethical behavior in its students through the curriculum and by consistent modeling of honest and forthright behavior by the faculty, staff, administration, and alumni.
- **Academic Excellence.** At Keuka College, academic excellence is central to the college's educational mission, and high expectations are set for students and faculty alike. We value intellectual achievement and scholarship, employ innovative and engaging educational practices to develop the whole person, and emphasize the cultivation of critical thinking skills and the love of learning. Academic excellence is not solely a function of the intellectual abilities of the college's students, but rather is highly dependent on the quality and rigor of the teaching/learning process.
- **Student-Centeredness.** At Keuka College, we provide a holistic learning experience fostering the intellectual and personal growth of each student. Students, teachers, staff, and alumni are engaged in a way that connects the learning process to the world beyond the college. Through academic programs, collaborative partnerships and experiential learning experiences, Keuka students broaden their skills and perspectives of careers, personal responsibility, wellness, and civic engagement.

• **Diversity.** At Keuka College, we acknowledge, respect, and celebrate our differences. Our community consists of many identities, each of which provides a valued perspective. We foster an inclusive environment in which we intentionally work toward understanding, respecting, and appreciating diversity. In doing so, we move beyond tolerance to understanding and mutual respect.

• **Global Perspective.** At Keuka College, having a global perspective means being open-minded when working with people of diverse geographical origin and cultural heritage – learning from them, and they from us. In order to prepare students for the world of the 21st century, we provide them with opportunities to learn and interact with other cultures, peoples, and perspectives. Student exposure occurs in many ways – in the classroom through our domestic and international academic programs and curricula, and outside the classroom through multiple opportunities to interact with people from diverse backgrounds and experiences.

• **Stewardship.** At Keuka College, we are committed to preserving and building our legacy for future generations and to fostering a sense of responsibility and commitment to the college. Active stewardship is an ethical and institutional responsibility that embodies careful, prudent utilization and management of our resources, including our people, financial holdings, natural resources, and capital assets. The College and its constituents have a moral and financial imperative to use our many and varied resources in ways that are effective, efficient, and sustainable.

• **Citizenship.** At Keuka College, we believe citizenship includes aspects of leadership, service, and social responsibility. All members of the Keuka College community strive to be good leaders and exemplary citizens. Effective leaders and citizens exhibit common traits of wisdom, determination, vision, emotional intelligence, empathy and social responsibility. We actively model these qualities and mentor their development, thereby demonstrating and encouraging exemplary citizenship – locally, nationally, and globally.

Guiding Principles

Keuka is Student-Centered: Students are the foundation of our community and the reason for our existence, and all decisions should be weighed with this principle in mind.

Keuka Promotes Equality: Everyone—without exception—will be treated with respect and dignity.

Keuka Fosters Quality in its Mission and Goals: Academic excellence is not an empty slogan, and all those associated with the college will have a moral obligation to strive for this goal.

Keuka Promotes a Supportive Living and Learning Community: A community that works together for the common good helps create an environment for optimal learning.

Supportive Working Environment: A community that promotes cooperation and collaboration helps to create an environment for optimal satisfaction and productivity.

Experiential: The above values and principles serve to guide members of the Keuka community, to fulfill that important responsibility with which we have been entrusted, and to encourage a professional and supportive environment by which all interactions and business dealings with

Keuka College will be measured.

ARTICLE II – APPLICATION OF ETHICAL PRINCIPLES

Conflicts of Interest

A conflict of interest may be defined as a situation in which an employee or Trustee of Keuka College is involved in a potentially conflicting relationship involving the college and outside interests. This situation may lead others to suspect that the employee might act selfishly and/or not in the best interests of the college. Every effort should be made by all employees to avoid such relationships, and any perceived conflicts should be appropriately disclosed to the employee's superior or manager.

Representatives of the College will avoid directly or indirectly soliciting or receiving any gift, whether in the form of money, services, loan, travel, entertainment, hospitality, thing or promise or any other form, under circumstances in which it could reasonably be inferred that the gift was intended to influence, or could reasonably be expected to influence in the performance of duties, or was intended as a reward for any official action on his/her part. Employees should at all times adhere to the principle of —Do no Harm when it comes to potential conflicts of interest.

The employee shall avoid engaging in, soliciting, negotiating for or promising to accept private employment, or rendering services for private interests when such employment or service creates a conflict with, or impairs the proper discharge of his/her responsibilities and duties to the institution.

Please refer to the Keuka College Conflict of Interest Policy for specific details and examples.

Keuka College will disclose all legal and appropriate information about the institution. Informational data, such as the Form 990, is available upon request. All financial and institutional reports and surveys will be complete and accurate in all respect.

CONFLICTS POLICY

ARTICLE I – THE PRIMARY COMMITMENT TO THE COLLEGE

Introduction

Trustees, executive officers, deans, directors, faculty and staff all serve the educational and public purposes to which Keuka College is dedicated. Accordingly, all such individuals of the College community have a clear obligation to conduct the affairs of the College in a manner consistent with those purposes and to make all decisions on the basis of a desire to promote the best interests of the institution and the highest ethical standards.

This statement recognizes and affirms the settled tradition and expectation that members will conduct their relationships with each other and the College with candor and integrity.

These policies and procedures will permit members of the trustees, faculty, staff and administration to identify, evaluate and correct or remove real, apparent and potential conflicts of interest and commitment. The appearance that a conflict may be present may be as important as

the reality. Accordingly, the first essential step in all of the procedures set forth below is disclosure and discussion.

Employees and Trustees

One is considered to have a conflict of interest when he or she or any of his or her family or associates (to his or her present knowledge) either (1) has an existing or potential financial or other material interest which impairs or might appear to impair the individual's independence and objectivity of judgment in the discharge of responsibilities to the College, or (2) may receive a financial or other material benefit from knowledge of information confidential to the College.

The family of an individual includes his or her spouse, parents, siblings, children and any other blood relative if the latter resides in the same household. An associate of an individual includes any person, trust, organization or enterprise (of a business nature or otherwise) with respect to which the individual or any member of his or her family (1) is a director, officer, employee, member, partner, or trustee, or (2) has a significant financial interest or any other interest which enables him or her to exercise control or significantly influence policy.

Faculty

See —Conflicts Policy as approved by the Keuka College Faculty 10/4/07, Attachment B.

Staff

In the case of staff members, commitments of time and the expectations attached to such positions are more explicitly defined, and therefore the likelihood of conflicting external activities are reduced. Nevertheless, the College expects that staff members also will recognize the possibility that their external activities, commitments and interests may have adverse effects on the performance of their College obligations.

Part-Time Appointees

Staff members who hold part-time appointments commonly will have major obligations and commitments, not only to the College, but also to one or more outside agencies. The potential for conflict may be significant. Accordingly, part-time employees are expected to exercise special care in disclosing and fulfilling their multiple obligations.

Trustees and Executive Officers

Trustees and executive officers of the College are fiduciaries and owe special duties of care and loyalty to the institution as a whole and must keep the College's interests paramount to all others.

ARTICLE II – CATEGORIES OF CONFLICTS

While employed or associated with the College, the activities of employees must include interactions with many external agencies. Predictably, some external relationships will have the potential to create conflicts of interest or commitment, or the appearance thereof. *In many*

situations these conflicts will be apparent and can be resolved by disclosure. Actual conflicts fall into two categories.

Conflict of Interest

Typically, a conflict of interest may arise when one has the opportunity to influence the College's business, administrative, academic or other decisions in ways that could lead to personal gain or advantage of any kind.

Conflict of Commitment

A conflict of commitment arises when one undertakes external commitments which burden or interfere with one's primary obligations and commitments to the College.

Examples of Conflicts

It is difficult to specify precisely what constitutes an objectionable conflict in all situations. Illustrative examples are given in Attachment A to assist in understanding where and how such conflicts may arise. *As stated earlier, in most circumstances, conflicts can be resolved by appropriate disclosure.*

ARTICLE III – CONFLICT DISCLOSURE AND AVOIDANCE

Everyone is expected to evaluate and arrange their external interests and commitments in order to avoid compromising their ability to carry out their primary obligations to the College. First of all, conflicts should be avoided or resolved through the exercise of individual judgment or discretion.

Full disclosure of the circumstances surrounding a real or potential conflict should be made prior to making the commitment or initiating the activity, which poses the possible conflict.

Members of the Staff

Disclosure should be made to the college in such form and manner as the Vice President of Finance and Administration may prescribe. Members involved in the following duties must be particularly conscious of possible conflicts or the appearance of such conflicts: the procurement, exchange or sale of goods, services or other assets, the negotiation or formation of contracts or other commitments affecting the assets or interests of the institution, the handling of confidential information and the rendition of professional advice to the College. Disclosure shall be sufficiently detailed to permit an accurate and objective evaluation. Each member has an obligation to cooperate fully in the review of the pertinent facts and circumstances. The Vice President of Finance and Administration shall make a determination, which resolves and removes or discloses the conflict or appearance of conflict.

Trustees and Executive Officers of the Corporation

BYLAWS - BOARD OF TRUSTEES (Adopted October 20, 2001 & Revised March 6, 2004 and May 19, 2007)

ARTICLE XVI - Conflicts of Interest

A Trustee shall be considered to have a conflict of interest if (a) such trustee has existing or potential financial or other interests which impair or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of his/her responsibilities to the College, or (b) such trustee is aware that a member of his/her family (which for purposes of this paragraph shall be a spouse, parents, siblings, children, and any other relative if the latter reside in the same household as the trustee), or any organization in which such trustee (or member of his/her family) is an officer, director, employee, member, partner, trustee, or controlling stockholder, has such existing or potential financial or other interests. All trustees shall disclose to the board any possible conflicts of interest at the earliest practicable time. No trustee shall vote on any matter, under consideration at a board or committee meeting, in which such trustee has a conflict of interest. The minutes of such meeting shall reflect that a disclosure was made and that the trustee having a conflict of interest abstained from voting. Any trustee who is uncertain whether he/she has a conflict of interest in any matter may request the Board or committee to determine whether a conflict of interest exists, and the board or committee shall resolve the question by majority vote.

Faculty – See Attachment B

ARTICLE IV – RESOLUTION OF CONFLICTS INVOLVING FACULTY AND SUPPORT STAFF

Initial Disclosure

In the event that disclosure reveals a real or apparent conflict, the Provost or VP of Finance and Administration shall review the facts and attempt to resolve the matter informally with the faculty or staff member.

In the event that the member objects to the resolution by the Provost or VP of Finance and Administration, the matter shall be referred to the Committee on Conflicts (see Section V).

ARTICLE V – COLLEGE COMMITTEE ON CONFLICTS (SEE ALSO ATTACHMENT B)

Purpose

A College Committee on Conflicts shall be established which shall be appointed by the President and which shall serve as a College resource with respect to matters involving the general subject of conflicts of interest and commitment, the oversight and implementation of the Keuka College Conflicts Policy, and the identification and resolution of specific conflicts of interest.

Composition

The Committee on Conflicts (COC) shall include not less than five members appointed by the President. Members shall serve three-year staggered terms. The College's retained counsel shall serve as an advisor to the Committee.

Duties

- 1) The COC shall provide assistance requested by any College individual(s) that addresses potential conflict of interest and situations.

The Vice President of Finance and Administration shall provide the COC with a copy of any **unresolved** conflict of interest or disclosure statement which reveals a real or apparent conflict of interest or commitment, together with his/her recommended resolution of such conflict.

- 2) The COC shall at the request of the Vice President of Finance and Administration or an appropriate administrative officer or staff member, provide advice regarding a potential conflict of interest or commitment. If an administrative or staff member objects to the resolution of a conflict pursuant to Article IV (A), he/she may seek the advice of the COC.
- 3) The COC shall maintain an ongoing awareness of college procedures, practices, and standards with regard to conflict of interest and commitment with a view to assuring consistency with the terms of the College's Conflicts Policy. It shall carry on whatever dialogue is necessary with college deans and directors or administrative officers to insure that its knowledge is sufficiently current and complete. It shall also insure that a proper balance is maintained between confidentiality and understanding of its operations and standards.
- 4) The COC shall maintain an awareness of externally imposed conflict of interest requirements, and shall provide advice and recommendations to the Vice President of Finance and Administration on any related policy matter.
- 5) The COC may recommend to the President changes to the College's Conflicts Policy.
- 6) The COC shall perform such additional functions as may be assigned from time to time by the President.
- 7) The COC will report biennially to the President and Audit Committee of the Board of Trustees on matters within its jurisdiction.

Procedures

- 1) The COC shall establish its own procedures, consistent with this policy, and may make use of subcommittees to carry out its various functions.
- 2) In the case of activities subject to applicable governmental regulations on conflict of interest, the requirements of such governmental regulations shall apply and supplement

and/or, to the extent inconsistent herewith, supersede the provisions of this and other Articles of the College's Conflicts Policy. In that event, applicable reporting procedures and other substantive and procedural requirements will be adhered to.

CODE OF ETHICS/CONFLICTS POLICY – ATTACHMENT A

The following commentary and examples are intended to provide *guidance* in the identification of conflicts of interest or commitment. The list does not cover all possible situations, which might involve an actual or apparent conflict of interest. It is intended to be illustrative only.

General Considerations

Individuals involved in business ventures as owner, operator, or major investor must be alert to the possibility that a conflict may arise. If the enterprise does no business with the College, only the area of conflict of commitment is likely to be involved.

If the enterprise does business with the College, or might do business with the College, one is expected to disclose that fact. Generally, there will be no conflict if one is not in a position to influence the College with respect to the business of the enterprise in which the individual holds an interest.

One may not review, approve, or administratively control contracts when the contract is between the College and a company in which the member has a substantial financial interest or when the contract is with a member of the employee's immediate family or when a member of the employee's immediate family is an employee of the contractor and directly involved with activities included under the contract or has a substantial interest in the contractor.

No gifts or accommodations of any nature may be accepted by individuals of the College, when to do so could possibly place them in a prejudicial or embarrassing position, interfere in any way with the impartial discharge of their duties to the College or reflect adversely on their integrity or that of the College. Subject to this restriction, one may accept modest gifts, meals, entertainment and other normal social amenities so long as such amenities are not extravagant under the circumstances, and are not perceived to be intended to influence the member.

CODE OF ETHICS/CONFLICTS POLICY (Faculty) – ATTACHMENT B

Purpose and Values

Faculty members of Keuka College serve the educational and public purposes to which Keuka College is dedicated. Accordingly, all such individuals of the College community have a clear obligation to conduct the affairs of the College in a manner consistent with those purposes and to make all decisions on the basis of a desire to promote the best interests of the institution, the mission of the college and the high ethical standards to which we aspire.

This policy recognizes and affirms the settled tradition and expectation that members of the faculty will conduct their relationships with each other, other members of the College community and the larger society with candor and integrity. They are informed by and consistent with the AAUP statement on conflict of interest (1990). These policies and procedures are

intended to permit faculty members to identify, evaluate and correct or remove real, apparent and potential conflicts of interest and commitment. The appearance that a conflict may be present may be as important as the reality. Accordingly, the first essential step in all of the procedures set forth below is disclosure and discussion.

Definitions and Descriptions

A conflict of interest may exist when a faculty member or any of his or her family or associates (to his or her present knowledge) either (1) has an existing or potential financial or other material interest which impairs or might appear to impair the individual's independence and objectivity of judgment in the discharge of responsibilities to the College, or (2) may receive a financial or other material benefit from knowledge of information confidential to the College. A conflict of interest may possibly exist in situations in which a faculty member is involved with outside agencies, institutions, business, persons or in other situations that may potentially lead faculty member to act in a manner that is not in the best interests of the college. Every effort should be made by all faculty members to avoid such relationships.

It is not possible to precisely and exhaustively specify what constitutes an objectionable conflict in all situations. Illustrative examples are given in Attachment A. Particular situations may need to be resolved by appropriate disclosure and discussion.

The college continues to encourage faculty members to engage in professional practice and research activities and recognizes that such involvement has the potential to improve professional knowledge and skills, enhance performance in the classroom, provide resources for students, to enhance the reputation of the college and/or to provide meaningful and valuable service to the community and society.

Faculty members will avoid directly or indirectly soliciting or receiving any gift, whether in the form of money, services, loan, travel, entertainment, hospitality, thing or promise or any other form, under circumstances in which it could reasonably be inferred that the gift was intended to influence, or could reasonably be expected to influence the performance of duties, or was intended as a reward for any official action on his/her part.

Faculty members shall avoid engaging in, soliciting, negotiating for or promising to accept private employment, or rendering services for private interests when such employment or service creates a conflict with, or impairs the proper discharge of his/her responsibilities and duties to the institution.

The family of an individual includes his or her spouse, household members, parents, siblings, children and relatives by marriage. An associate of an individual includes any person, trust, organization or enterprise (of a business nature or otherwise) with respect to which the individual or any member of his or her family (1) is a director, officer, employee, member, partner, or trustee, or (2) has a significant financial interest or any other interest which enables him or her to exercise control or significantly influence policy.

Faculty who accept full-time appointments have a primary commitment which includes teaching scheduled classes, being available to students and colleagues outside the classroom, serving division and college committees and otherwise meeting the changing needs of the College.

Faculty who hold part-time and adjunct appointments commonly will have major obligations and commitments, not only to the College, but also to one or more outside agencies. The potential for conflict may, therefore, be significant. Accordingly, part-time employees are expected to exercise special care in disclosing and fulfilling their multiple obligations.

Categories of Conflicts

While employed or associated with the College, the activities of faculty members might include interactions with many external agencies. Predictably, some external relationships will have the potential to create conflicts of interest or commitment, or the appearance thereof. *In many situations these conflicts will be apparent and can be resolved by disclosure.* Actual conflicts fall into two categories.

A. Conflict of Interest

Typically, a conflict of interest may arise when one has the opportunity to influence the College's business, administrative, academic or other decisions in ways that could lead to personal gain or advantage of any kind.

B. Conflict of Commitment

A conflict of commitment arises when one undertakes external commitments which burdens or interferes with the faculty members primary obligations and commitments to the College.

Assessment of a conflict of commitment is more difficult than assessment of a conflict of interest. Generally, such conflicts will be apparent in the failure of individuals to discharge fully the role and duties expected of them. These may include commitments that involve frequent or prolonged absence from the College on non-College business or commitments that engage a substantial portion of the time that the faculty member is expected to spend in College related activities and which thereby dilutes the amount or quality of participation in the instructional, scholarly or administrative work of the College.

Conflict Disclosure and Avoidance

Every faculty member is expected to evaluate and arrange their external interests and commitments in order to avoid compromising their ability to carry out their primary obligations to the College. First of all, conflicts should be avoided or resolved through the exercise of individual judgment or discretion.

Full disclosure of the circumstances surrounding a real or potential conflict should be made prior to making the commitment or initiating the activity that poses the possible conflict. All faculty will routinely submit a conflict of interest/commitment form each year at the time of signing their contract. Adjunct faculty will review conflict of interest/commitment issues with the division chair at the time of hire and submit a conflict of interest form. Faculty members are individually responsible to indicate potential conflict of interests as circumstances might change. Faculty should report changed circumstances to their division chair who may ask that a revised

conflict of interest form be submitted. Faculty might be asked to complete a conflict of interest statement by their division chair or the Provost of the college as such concerns may arise. Conflict of interest/commitment statements will be made in the form prescribed by the Provost. Such disclosure shall be sufficiently detailed to permit an accurate and objective evaluation of the circumstances. Each faculty member has an obligation to cooperate fully in the review of the pertinent facts and circumstances.

In the event that disclosure reveals a real or apparent conflict, the Provost, shall review the facts and attempt to resolve the matter informally with the faculty or staff member; the Provost may delegate this duty to the faculty member's division chair. Discussions with the division chair and/or Provost should include consideration of whether an individual's role in an external agency needs to be declared or made known to other members of the College community.

If it is not possible to resolve the matter informally the Provost will refer the matter to the Professional Standards Committee of the faculty. That committee will review the matter consistent with their constitutional authority and the relevant review procedures stated in the faculty handbook. The Professional Standards Committee shall carry on whatever dialogue is necessary with college administrative officers and faculty member to insure that its knowledge is sufficiently current and complete. On this basis, the Professional Standards Committee shall make a determination regarding the existence of a conflict of interest and make recommendations regarding resolution. The committee will forward their conclusions and recommendations to the Provost and the faculty member. If, at that time, a mutually satisfactory resolution is not obtained, the recommendations of the Professional Standards Committee as well as the concerns of the Provost and the individual faculty member will be referred to the President of the College. The president will make a final, binding determination regarding needed resolution or action.

CONFLICTS POLICY (FACULTY)

The following commentary and examples are intended to provide *guidance* in the identification of conflicts of interest or commitment. The list does not cover all possible situations, which might involve an actual or apparent conflict of interest. It is intended to be illustrative only.

General Considerations

Individuals involved in business ventures as owner, operator, or major investor must be alert to the possibility that a conflict may arise. If the enterprise does no business with the College, only the area of conflict of commitment is likely to be involved.

If the enterprise does business with the College, or might do business with the College, one is expected to disclose that fact. Generally, there will be no conflict if one is not in a position to influence the College with respect to the business of the enterprise in which the individual holds an interest.

One may not review, approve, or administratively control contracts when the contract is between the College and a company in which the member has a substantial financial interest or when the

contract is with a member of the employee's immediate family or when a member of the employee's immediate family is an employee of the contractor and directly involved with activities included under the contract or has a substantial interest in the contractor.

No gifts or accommodations of any nature may be accepted by individuals of the College, when to do so could possibly place them in a prejudicial or embarrassing position, interfere in any way with the impartial discharge of their duties to the College or reflect adversely on their integrity or that of the College. Subject to this restriction, one may accept modest gifts, meals, entertainment and other normal social amenities so long as such amenities could not be reasonably construed as extravagant under the circumstances, and are not perceived to be intended to influence the member.

Permissible Activities

The following activities are clearly permissible and do not require disclosure as an actual or potential conflict under the terms of this policy.

Example 1 – Acceptance of royalties or publication royalties or honoraria for commissioned papers and lectures even where such works are based on materials developed pursuant to College duties such as teaching course or conducting research.

Example 2 – Services to outside professional, scientific, artistic, cultural, civic, business or other organizations, which enhance the value of the member to the College and do not adversely affect one's primary commitment to the College.

Apparent Conflicts Requiring Prior Disclosure and Resolution

The following activities have the potential to create conflicts of interest or commitment and should be reviewed and disclosed prior to being undertaken.

Upon full disclosure, the College may approve a transaction or affiliation, provided no conflict of interest is involved and further provided that the individual furnishes an annual statement indicating compliance with the College's Conflict of Interest Policy.

The College shall disapprove the transaction or affiliation, if a conflict of interest is involved which cannot be resolved or removed.

Example 3 – Situations where one directly or indirectly leases, rents, trades or sells real or personal property to the College.

Example 4 – Situations where one possesses a substantial interest in or participates in the profits of any organization that deals or seeks to deal with the College. Participation through stockholdings, mutual funds and similar vehicles is not a conflict unless the stocks of the organization held by the individual constitute a substantial holding (20% or greater).

Example 5 – Situations where an individual accepts appointment as an officer or director or serves in any management capacity in an external commercial, industrial, business or financial organization or profit-making enterprise which deals or seeks to deal with the College.

Example 6 – Situations where one, while serving in a position at Keuka College is concurrently

engaged to teach a course or otherwise make a substantial contribution to the instruction or educational services offered by another entity. Instructional activities performed in the course of normal faculty sabbatical leave, which are routinely subject to disclosure and approval processes, are not meant to be covered by this example.

Example 7 – Situations where one makes substantial use of College resources (e.g. studios, computer technology, research, technical or support staff) in developing and/or teaching a course to be offered by another entity, unless approved in advance by the College.

Example 8 – Situations where an individual, without permission, utilizes the name of the College or one of its programs in connection with the promotion, marketing, or sale of a product or service in such a way as to imply College sponsorship, e.g. —The Keuka College Book of!

Example 9 – Situations where an individual, as part of an arrangement with an entity unaffiliated with Keuka, agrees to any limitations on his/her performance of teaching or other instructional duties for the College (e.g. through agreements containing exclusive provider, non-competition or right of first refusal clauses).

Possible Conflicts

Conflict is possible, even if unlikely, in situations such as those listed in the following examples, and one should give careful consideration to the possibility that a conflict exists. In many cases the potential for conflict can be removed by disclosure.

Example 10 – Relationships that might enable individuals to influence Keuka's interactions with outside organizations in ways that may lead to personal gain, to the taking of improper advantage by anyone, or the improper diversion of College assets from the primary missions of the College, including the time and talents of its faculty and staff.

Example 11 – Situations in which an individual, while serving as a consultant to an external organization has access to unpublished, privileged information from a colleague that has potential commercial value and wishes to provide that information to the external organization.

Example 12 – Situations where an individual directs students into a research area or other activity from which the member intends to realize personal financial gain. A conflict may arise if students are directed to areas of lesser scientific or scholarly merit to enhance the potential for monetary gain or if the financial potential exists only for the individual.

Example 13 – Situations where an individual is asked to assume executive or managerial positions with outside organizations that might seriously divert one's attention from College duties, or create other conflicts of loyalty.

Example 14 – Disclosure or use for personal profit of unpublished information coming from College research or other confidential College sources, or assisting outside organizations by giving them access to such information except as may be authorized by official College policies.

Example 15 – Situations where one is offered a position on a board of an organization that has contracts with the College.

Example 16 – Situations where one is involved in independent business ventures as owner, operator or major investor, particularly if the corporation is doing business with the College.

Example 17 – Situations in which an individual can require others to purchase a product in which the individual has a proprietary interest and from which the individual will receive income. This shall not be taken to apply to professors who require the purchase of their authored textbooks for their students.

START-UP NY PROGRAM **ADDENDUM**

Pursuant to designation as a Tax-Free Space under the StartUp NY program, the Conflict of Interest Policy is amended for all activities related to the StartUp NY program at Keuka College and for all individuals in, or who participate, in the administration of any transaction governed by StartUp NY program requirements.

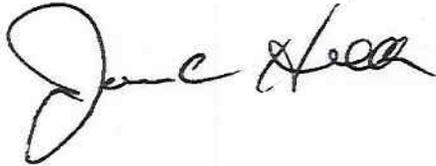
In addition to the requirements of the Conflict of Interest Policy, the following amendments are made to policies and procedures covering the administration of, and involvement in, the StartUp NY program:

1. All covered individuals will reclude themselves from activities giving rise to a conflict.
2. Disclosures of conflicts of interest will be made to the president of the College.
3. The Vice President for Finance and Administration will maintain a written record of all disclosures of actual or potential conflicts of interest made pursuant to the StartUp NY Conflict of Interest guidelines and shall report such disclosures, on a calendar year basis, by Jan. 31 of each year, to the auditor for Keuka College. The auditor shall forward such reports to the Commissioner, who shall make public such reports.
4. No official who is a vendor or employee of a vendor of goods and services to Keuka College, or who has a business interest in such vendor, or whose relatives has a business interest in such vendor, shall vote on, or participate in the administrations by Keuka College of any transaction with such vendor in any activity related to the StartUp NY program.
5. For all person participating in any activity or administering any part of the StartUp NY program at Keuka College, the definition of “immediate family” is amended to included “any person who is a direct descendant of the individual’s grandparents or the spouse of such descendant” in addition to any spouse, domestic partner, children, parents (including in-laws), siblings, ancestors, grandchildren, and great-grandchildren. In addition, any person living in the individual’s household or who is dependent on the individual for on-going financial support, and any person whom the individual is dependent on for on-going financial support are also included.
6. The term “official” of Keuka College is defined as an employee or other person involved in the administration of Keuka College at the level of dean and above as well as any other person with decision-making authority over the College’s StartUp NY program.

File: 10/4/07 Approved by the Keuka College Faculty

ii. Attestation proposed Tax-Free NY Area has not been financed with any tax-exempt bonds

On behalf of Keuka College and pursuant to §220.7(a)(8) of the regulations, I hereby attest that the proposed Keuka Business Park/Keuka Commons Tax-Free NY Area has not been financed with any tax-exempt bonds.



6/3/14

Signature of sponsoring college finance officer

Date

NOTE: The College did use tax-exempt bonds (balance: \$3,635) to repair the roof on a structure located in the area of the proposed Keuka Commons. That structure will be razed to make way for building outlined in this application and that building will not be funded with any tax-exempt bonds.

Jerry Hiller
Vice President for Finance and Administration, Keuka College
Printed name and title

- iii. Certification that the Sponsor has not relocated or eliminated any academic programs, etc., to create vacant space

On behalf of Keuka College, I hereby certify that no College programs have been eliminated or relocated to create vacant space for the proposed Keuka Business Park/Keuka Commons Tax-Free NY Area.



6/3/14

Signature of sponsoring college administrator

Date

Prof. Jorge L. Díaz-Herrera, Ph.D.

President, Keuka College

Printed name and title

- iv. Statement signed by President of College certifying that at least 30 days prior to submitting final plan, the College consulted with the chief executive officer of the municipalities and notified local economic development entity representing the area

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Finger Lakes Economic Development Center CEO Steve Griffin has been an instrumental partner in creating this proposal. Likewise, Town of Jerusalem Town Supervisor Patrick Killen has lent his support to the plan. Letters of Support from FLEDC and the Town of Jerusalem are included as Appendix A.

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As President of Keuka College, I hereby certify that at least 30 days prior to submitting this proposal, we have consulted with the Finger Lakes Economic Development Center and the Supervisor of the Town of Jerusalem.



6/3/14

Signature of sponsoring college president

Date

Prof. Jorge L. Díaz-Herrera, Ph.D.
President, Keuka College
Printed name and title

- v. Statement signed by the President of the College that the information contained in the application is accurate and complete.

As President of Keuka College, I hereby certify that the information contained in this document is accurate and complete to the best of my knowledge.



6/3/14

Signature of sponsoring college president

Date

Prof. Jorge L. Díaz-Herrera, Ph.D.
President, Keuka College
Printed name and title