

**GATEWAY DEVELOPMENT COMMISSION  
WHISTLEBLOWER PROTECTION POLICY**

**I. DEFINITIONS**

Unless otherwise provided, when used in this Policy:

“Board” means the Board of Commissioners of the Commission.

“Commission” means the Gateway Development Commission.

“Commissioner(s)” means the commissioners appointed to the Board.

“Employees,” solely for purposes of this Policy, means those persons employed at the Commission, including but not limited to: full-time and part-time employees, those employees on probation, temporary employees, Officers, and Commissioners.

“Good Faith” means the reasonable belief of the individual making a disclosure of potential Wrongdoing that such information is true and accurate and reasonably constitutes a potential Wrongdoing.

“Inspector General” means the Inspector General of the Commission appointed by the Board in accordance with the Commission’s Bylaws.

“Officers” means positions identified as an officer by the Commission in accordance with the GDC Act and the Commission’s Bylaws.

“Retaliatory Action” means, without limitation, firing, discharging, demoting, suspending, harassing, threatening, or discriminating against an Employee as a result of acting in the role of a Whistleblower.

“Whistleblower” means any Employee of the Commission who discloses information concerning acts of Wrongdoing.

“Wrongdoing” means any act of wrongdoing, misconduct, malfeasance, or other inappropriate behavior by an Employee or third parties doing business with the Commission, including, but not limited to, such act concerning the Commission’s investments, travel, acquisition of real or personal property, the disposition of real or personal property, or the procurement of goods and services.

**II. WHISTLEBLOWER ACCESS AND ASSISTANCE PROGRAM**

A. The Chief Ethics and Compliance Officer shall have primary responsibility for the development and operation of the Commission’s Whistleblower Access and Assistance Program, which shall be administered by the Inspector General.

B. The Commission will no later than 90 days after the date of adoption of this Whistleblower policy establish, and will thereafter maintain an email address, toll-free telephone number and facsimile and text messaging lines, or any other methods deemed appropriate by the

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Commission for Employees who wish to report Wrongdoing, including Wrongdoing by the Commission itself or any other concern regarding any issue at the Commission, and any unwritten reports received through these channels will be promptly reduced to writing. Information concerning the Commission's Whistleblower Protection Policy and such methods of communication will be prominently posted on the Commission's website and in any office the Commission may maintain. Such information will also be available upon request.

C. If an Employee intending to report Wrongdoing, including Wrongdoing by the Commission itself or any other concern regarding any issue at the Commission, believes that for any reason in the Employee's judgment, such report should go directly to the Inspector General, then such Employee may contact the Inspector General directly. Contact information for the Inspector General will include an email address, toll-free telephone number and facsimile and text messaging lines, and will be prominently posted on the Commission's website and in any office the Commission may maintain. Such information will also be available upon request.

D. Should an Employee believe in Good Faith that disclosing information through the reporting processes identified in Sections II.B. and II.C. would hinder the investigation or expose them to a Retaliatory Action, the Employee may report such Wrongdoing to the Chief Executive Officer ("CEO") or, if the Wrongdoing involves Officers, the Employee may report to either Co-Chairperson, and the CEO or Co-Chairperson will determine the appropriate manner in which to pursue such investigation, and if they determine it is appropriate under the circumstances, they may consult with the Board or any Officer on such investigation. Nothing in this policy prohibits an Employee from reporting in Good Faith possible Wrongdoing to a law enforcement agency with jurisdiction, including the New Jersey Office of Attorney General or the New York State Office of the Attorney General.

E. Unless an Employee expressly waives confidentiality in writing, all communications between an Employee and the Inspector General, the Chief Ethics and Compliance Office, or any investigator described in Section III that are made pursuant to this Policy shall be held strictly confidential, except that such confidentiality shall not exempt an investigator from disclosing such information to the Inspector General nor shall it exempt any such investigator or the Inspector General from disclosing such information, where appropriate, to the Board and/or any law enforcement authority.

### **III. INVESTIGATION**

All reports of alleged Wrongdoing shall be thoroughly reviewed and investigated. All Employees are required to cooperate in investigations conducted pursuant to this Policy. Investigators may include representatives from different departments within the Commission, internal or external auditors, and outside counsel. The Chief Ethics and Compliance Officer initially will review all reports of Wrongdoing submitted in accordance with Section II.B, directed to him or her by the Inspector General, or otherwise delivered to the Chief Ethics and Compliance Officer. Upon such review, if the Chief Ethics and Compliance Officer determines that the report of Wrongdoing involves a report of fraud, waste or abuse or otherwise should be directed to the Inspector General, they will immediately submit such report to the Inspector General for review and investigation.

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The Chief Ethics and Compliance Officer will direct and supervise all investigations for reports of Wrongdoing submitted in accordance with Section II.B, or otherwise delivered, that are not directed to the Inspector General in accordance with this Policy. If at any time during such investigation, the Chief Ethics and Compliance Officer determines that the investigation should be handled directly by the Inspector General, the Chief Ethics and Compliance Officer will immediately notify the Inspector General and deliver all materials regarding such investigation to the Inspector General.

The Inspector General will review, and direct and supervise the investigations for, all reports of Wrongdoing that are submitted in accordance with Section II.C, directed to them by the Chief Ethics and Compliance Officer, or otherwise delivered to the Inspector General.

On a quarterly basis (or more frequently as requested by the Inspector General or determined appropriate by the Chief Ethics and Compliance Officer), the Chief Ethics and Compliance Officer shall report to the Inspector General regarding the status of all reports and open investigations of Wrongdoing and the resolution of all Wrongdoing investigations closed since the last date of such report. The Inspector General may re-open any such investigation or take over supervision of any such investigation as he/she deems appropriate or necessary.

The findings of investigations conducted under this Policy shall, as appropriate, be set forth in a written report created under the supervision of the Inspector General, which shall include findings of fact, conclusions, and recommendations, including recommendations concerning any disciplinary action (“Report”). The Inspector General shall provide the Board with completed Reports, as appropriate, prepared under this Policy.

The Board shall take appropriate action, as needed, upon review of each completed written Report. Appropriate action may include referral to the applicable law enforcement agency or referral to the Chief Executive Officer for recommended disciplinary or administrative action.

#### **IV. NO RETALIATORY ACTIONS**

The Commission shall not take any Retaliatory Action against an Employee because of such Employee’s role as a Whistleblower or for participating in an investigation conducted pursuant to this Policy where such Employee's actions have been legal, and the report of Wrongdoing or the participation in the investigation was made in Good Faith.

Employees are prohibited from taking any Retaliatory Action against a Whistleblower because of such Employee's role as a Whistleblower where such Employee's actions have been legal, and the report of Wrongdoing was made in Good Faith. Employees also are prohibited from taking any Retaliatory Action against a witness who participates in Good Faith in an investigation conducted pursuant to this Policy. Neither the Commission, nor its Employees, nor any person having business dealings with the Commission shall improperly interfere with a Whistleblower’s rights under this Policy.

Employees who believe that they or another Employee has been the subject of a Retaliatory Action should report the same to the Inspector General, and such report may be made via the contact information described in Section II.B above (subject to Sections II.C and II.D above). All allegations of Retaliatory Actions shall be thoroughly investigated by the Inspector General in accordance with this policy.

Employees who take a Retaliatory Action against a Whistleblower in violation of this Policy shall be subject to disciplinary action, including informal and formal corrective action, up to and including, termination from employment.

Should a Commissioner be found to have taken a Retaliatory Action against a Whistleblower in violation of this Policy, the Commission shall notify the appropriate appointing authority of such finding.

If any Employee's report of Wrongdoing is found to be a knowingly false allegation or not brought in Good Faith after an investigation, the Employee who provided the knowingly false information or who did not report the Wrongdoing in Good Faith will be subject to disciplinary action, up to and including termination of employment, in accordance with the terms of their employment.

#### **V. PERIODIC REPORTING TO THE BOARD**

Periodically, but not less than once a year, the Inspector General, in consultation with the other Officers, shall provide a written summary to the Board for the applicable period setting forth the status of pending matters reported pursuant to this Policy, including all claims of Retaliatory Action.

#### **VI. ADMINISTRATION OF POLICY DURING A VACANCY OF THE OFFICE OF INSPECTOR GENERAL**

During any vacancy of the office of Inspector General of the Commission, including during the period prior to the initial appointment of the Inspector General by the Commission, the General Counsel of the Commission shall perform the duties of the Inspector General set forth in this Policy, with such duties to be modified pursuant to this Section VI.

In performing the duties of the Inspector General under this Policy, the General Counsel shall consult with the Co-Chairpersons of the Board in determining how best to approach the investigation of each report of Wrongdoing that involves claims of fraud, waste, or abuse or where the General Counsel believes it appropriate to appoint an independent third-party investigator, which may include external auditors, outside counsel or other external investigators.

Upon appointment of an Inspector General, and so long as such office is not vacant in accordance with the Bylaws, this Section VI of this Policy shall be of no force or effect. In the event of a vacancy, recusal, or conflict in the office of General Counsel, the Co-Chairpersons of the Board may appoint a designee, which may include independent outside counsel, to perform the duties of the General Counsel set forth in this Section VI.

#### **VII. ADMINISTRATION OF POLICY DURING A VACANCY OF THE OFFICE OF CHIEF ETHICS AND COMPLIANCE OFFICER**

During any vacancy of the office of Chief Ethics and Compliance Officer of the Commission, including during the period prior to the initial appointment of the Chief Ethics and Compliance Officer by the Commission, the General Counsel of the Commission shall perform the duties of the Chief Ethics and Compliance Officer set forth in this Policy.

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Upon appointment of a Chief Ethics and Compliance Officer, and so long as such office is not vacant in accordance with the Bylaws, this Section VII of this Policy shall be of no force or effect. In the event of a vacancy, recusal, or conflict in the office of General Counsel, the Co-Chairpersons of the Board may appoint a designee, which may include independent outside counsel, to perform the duties of the General Counsel set forth in this Section VII.

**VIII. RECUSAL**

In the event it becomes necessary for Officers, Commissioners, or Employees to recuse themselves from responsibilities assigned to them under this policy, these practices and procedures shall be administered with such reasonable adjustments as are necessary in furtherance of their purpose, and such adjustments shall be documented.