

**ROOSEVELT ISLAND OPERATING CORPORATION
CODE OF ETHICS
&
CONFLICT OF INTEREST POLICY**

All of the members of Board of Directors, officers and employees of the Roosevelt Island Operating Corporation (the “Corporation”) shall be provided with this Code of Ethics & Conflict of Interest Policy (the “Policy”) upon commencement of employment or appointment and are required to acknowledge that they have read, understand and are in compliance with the terms of the Policy (see the form attached hereto as Exhibit A). Directors, officers and employees should review on an ongoing basis circumstances that could violate this code of ethics or constitute a conflict of interest or the appearance of a conflict of interest, abide by this Policy and seek guidance when necessary and appropriate.

This Policy is intended to supplement, but not replace, any applicable state and federal laws governing ethics and conflicts of interest applicable to the Corporation.

I. CODE OF ETHICS

As a New York State public benefit corporation, the Corporation is vested with public trust. In order to promote and maintain governmental integrity, each officer, director and employee of the Corporation must adhere to the standards and code of ethics set forth herein, in the Corporation’s Employee Handbook, the Ethics in Government Act, the Public Officers Law, and the regulations of the Commission on Ethics and Lobbying in Government.

Standards

1. No director, officer or employee of the Corporation may accept other employment which will impair their independence of judgment in the exercise of their official duties.
2. No director, officer or employee of the Corporation may accept other employment or engage in any business or professional activity which will require them to disclose confidential information which they have gained by reason of their official position or authority with the Corporation.
3. No director, officer or employee of the Corporation may disclose confidential information acquired by them in the course of their official duties with the Corporation nor use such information to further their personal interests.
4. No director, officer or employee of the Corporation may use or attempt to use their official position with the Corporation to secure unwarranted privileges or exemptions for themselves or others, including but not limited to, the misappropriation to

themselves or to others of the property, services or other resources of the state for private business or other compensated non-governmental purposes.

5. No director, officer or employee of the Corporation may engage in any transaction as representative or agent of the Corporation with any business entity in which they have a direct or indirect financial interest that might reasonably tend to conflict with the proper discharge of their official duties for the Corporation.
6. No director, officer or employee of the Corporation may by their conduct give reasonable basis for the impression that any person can improperly influence them or unduly enjoy their favor in the performance of their official duties with the Corporation, or that they are affected by the kinship, rank, position or influence of any party or person.
7. Each director, officer or employee of the Corporation must abstain from making personal investments in enterprises which they have reason to believe may be directly involved in decisions to be made by them or which will otherwise create substantial conflict between their duty in the public interest and their private interest.
8. Each director, officer, and employee of the Corporation must act in a way that does not give the public reason to suspect that they may be violating the public's trust placed in them.
9. No director, officer or employee of the Corporation employed on a full-time basis nor any firm or association of which such a director, officer or employee is a member nor corporation a substantial portion of the stock of which is owned or controlled directly or indirectly by such director, officer or employee, shall sell goods or services to any person, firm, corporation or association which is a party to any contract with the Corporation.
10. No director, officer or employee of the Corporation shall, directly or indirectly, seek or accept any loan or extension of credit from the Corporation or any subsidiary of the Corporation.
11. Directors, officers and employees shall manage all matters within the scope of the Corporation's mission independent of any other affiliations or employment. Directors, including ex officio board members, and employees employed by more than one governmental entity shall strive to fulfill their professional responsibility to the Corporation without bias and shall support the Corporation's mission to the fullest.
12. Directors, officers and employees shall not use Corporation 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 Corporation's mission and goals.

13. Directors and employees are prohibited from appearing or practicing before the Corporation for two years following employment with the Corporation, consistent with Section 73 of the Public Officers Law.
14. With the exception of the Chairperson, any director or officer appearing before a governmental body, private body or otherwise making a public statement or communication regarding business of the Corporation, shall affirmatively state that they are speaking in a personal capacity or on behalf of a different employer or government agency, and are not speaking on behalf of the Board of Directors of the Corporation (the "Board") when making such statement unless such director or officer has been authorized to speak on behalf of the Corporation by the Board or its Chairperson.

Implementation

The Board and/or the President/CEO in consultation with the Board shall designate an Ethics Officer, who shall report to the Board and shall have the following duties, or such other duties as may be designated from time to time by the Board:

- Counsel directors, officers and employees who seek advice about ethical behavior.
- Receive and investigate complaints about possible ethics violations.
- Prepare an investigative report of their findings for action by the President/CEO or the Board.
- Record the receipt of gifts or gratuities of any kind received by a director, officer or employee, who shall notify the Ethics Officer within 48 hours of receipt of such gifts and gratuities.

Reporting Unethical Behavior

Employees, officers and directors are required to report possible unethical behavior by a director, officer or employee of the Corporation to the Ethics Officer, President/CEO, or the Board. Employees, officers and directors may file ethics complaints anonymously. Employees, officers and directors who file such complaints in good faith will be protected from retaliation in accordance with and in the manner described in the policies adopted by the Corporation.

II. CONFLICT OF INTEREST POLICY

A conflict of interest is a situation in which the financial, familial, or personal interests of a director, officer, or employee come into actual or perceived conflict with their duties and responsibilities with the Corporation. Perceived conflicts of interest are situations where there is the appearance that a director, officer, and/or employee can personally benefit from actions or decisions made in their official capacity, or where a director, officer, or employee may be influenced to act in a manner that does not represent the best interests of the Corporation. The perception of a conflict may occur if circumstances

would suggest to a reasonable person that a director, officer or employee may have a conflict. In general, the appearance of a conflict and an actual conflict should be treated in the same manner for the purposes of this conflict of interest policy.

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. As provided in Section 74 of the Public Officers Law, no director, officer or employee of the Corporation may 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 substantial conflict with the proper discharge of his or her duties in the public interest.

While it is not possible to describe or anticipate all the circumstances that might involve a conflict of interest, a conflict of interest typically arises whenever a director, officer, or employee (or any of their relatives) has or will have:

- A financial or personal interest in any person, firm, corporation or association which has or will have a transaction, agreement or any other arrangement in which the Corporation participates.
- The ability to use their position, confidential information or the assets of the Corporation, to their personal advantage.
- Solicited or accepted a gift of any amount under circumstances in which it could reasonably be inferred that the gift was intended to influence them, or could reasonably be expected to influence them, in the performance of their official duties or was intended as a reward for any action on their part.
- Any other circumstance that may or appear to make it difficult for the director, officer, or employee to exercise independent judgment and properly exercise their official duties.

Procedures

1. Duty to Disclose: All material facts related to the conflict of interest (including the nature of the interest and information about the conflicting transaction) shall be disclosed in good faith and in writing to the Ethics Officer.
2. Determining Whether a Conflict of Interest Exists: The Ethics Officer shall advise the individual who appears to have a conflict of interest how to proceed. The Ethics Officer should seek guidance from the Corporation's legal counsel, who may also recommend contacting the Authorities Budget Office, State Inspector General or the NYS Commission on Ethics and Lobbying in Government, for additional guidance.
3. Recusal and Abstention: No director, officer, or employee may participate in any decision or take any official action with respect to any matter requiring the exercise of discretion, including discussing the matter and voting, when they know or have reason to know that the action could confer a direct or indirect financial or material

benefit on themselves, a relative, or any organization in which there is an interest. Directors, officers, and employees must recuse themselves from deliberations, votes, or internal discussion on matters relating to any organization, entity or individual where their impartiality in the deliberation or vote might be reasonably questioned, and are prohibited from attempting to influence other directors, officers, or employees in the deliberation and voting on the matter.

4. Reporting of Violations: Directors, officers, and employees should promptly report any violations of this Policy to their supervisor, or to the Corporation's Ethics Officer, legal department or human resources representative.
5. Penalties: Any director, officer or employee who fails to comply with this Policy may be subject to discipline and may also be subject to penalties in the manner provided for in law, rules or regulations.

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ACKNOWLEDGEMENT FORM**

I have received and read the Code of Ethics & Conflict of Interest Policy (the “Policy”) of Roosevelt Island Operating Corporation. I understand its importance and requirements. I am in compliance with the terms of the Policy currently and agree to comply with the Policy going forward. I also agree to comply with any recusal memorandums or other instructions and advice provided to me regarding ethics and conflicts of interest.

Name: _____

Title: _____

Signature: _____

Date: _____