AccessCNY Community | Possibility | Success	Corporate Compliance
Conflict of Interest – Board of Directors and Key Persons	August 2025

Article I

Purpose:

The purpose of this Conflict of Interest Policy (this "Policy") is to (1) protect the interests of the AccessCNY, Inc. (the "Corporation"), a tax-exempt organization, when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a member of the Board of Directors, an officer or a Key Person, or might result in a possible excess benefit transaction; and (2) provide a procedure for dealing with Conflict of Interest situations. This Policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to not-for-profit, educational and charitable organizations in New York State. This Policy applies to all members of the Board of Directors, officers and Key Persons of the Corporation.

All decisions of the directors, officers and Key Person of the Corporation are to be made solely based on a desire to promote the best interests of the Corporation and the public good. The Corporation's integrity must be always protected and advanced. Directors, officers and Key Person of the Corporation are expected to refrain from placing themselves in situations in which their judgment may be affected by personal considerations, or in which their duty, loyalty or stewardship to the Corporation may be compromised.

Article II

Definitions

1. Affiliate

An Affiliate includes any entity controlled by or in control of the Corporation.

2. Board

The Corporation's Board of Directors shall be the "Directors" under this Policy.

3. Committee

The Corporation's Compliance Committee shall be the "Committee" under this Policy.

4. Covered Personnel

The directors, officers and Key Persons shall be "Covered Personnel" under this Policy.

5. Conflict of Interest

A Conflict of Interest may exist whenever an individual owes a duty to more than one person or organization, or when an individual's personal interests or concerns are potentially inconsistent with, or divergent from, the interests of the Corporation.

6. Family

The family of a person includes his or her spouse or domestic partner, ancestors, brothers and sisters, children, grandchildren, great-grandchildren, and spouses or domestic partners of brothers, sisters, children, grandchildren and great-grandchildren.

7. Financial Interest

A person has a Financial Interest if the person has, directly or indirectly, through business, investment, or Family:

a. An ownership or beneficial interest in any corporation of 35% or more or more than 5% in a partnership or professional corporation with which the Corporation has a transaction or arrangement or with which the Corporation is negotiating a transaction or arrangement, or

b. Any compensation arrangement from which a person receives a financial benefit or other form of remuneration or incentive based upon a transaction or arrangement involving the Corporation.

   Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

8. Interested Person

Any director, principal officer, or Key Person, who has a direct or indirect Financial Interest or other personal interest in a transaction or other arrangement involving the Corporation is an interested person.

9. Key Person

A Key Person means any person, other than an officer or member of the Board of Directors, whether or not an employee of the Corporation, who is in a position to exercise substantial influence over the affairs of the Corporation, including, but not limited to, any person who: (i) has responsibilities, or exercises powers or influence over the Corporation as a whole similar to the responsibilities, powers, or influence of directors and officers; (ii) manages the Corporation, or a segment of the Corporation that represents a substantial portion of the activities, assets, income or expenses of the corporation; or (iii) alone or with others controls or determines a substantial portion of the

Corporation's capital expenditures or operating budget. For the purpose of this policy, the Key Person shall include a member of the executive management team.

10. Related Party

A Related Party includes: (1) any trustee, director, officer, or Key Person of the Corporation or any Affiliate; (2) Family of any individual described in clause (1) of this definition; or (3) any entity in which any individual described in clause (1) or (2) of this definition has a thirty-five percent or greater ownership or beneficial interest in or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent.

11. Related Party Transaction

A Related Party Transaction includes any transaction, agreement or any other arrangement in which a Related Party has a Financial Interest and in which the Corporation or an Affiliate is a participant; provided that, if (1) the transaction or the Related Party's Financial Interest in the transaction is de minimis; (2) the transaction is of a type the Board or boards of similar organizations would not customarily review in the ordinary course of business and the transaction is available to others on the same or similar terms; or (3) the transaction provides a benefit to a related party solely as a member of a class of the beneficiaries the organization intends to benefit as part of the organization's mission and on the same terms as the benefit is available to similarly situated members of the same class, then the transaction is not a Related Party Transaction. A transaction, agreement or other arrangement otherwise meeting the requirements for a Related Party Transaction is a Related Party Transaction even if the Board determines that a conflict of interest does not exist.

Article III
Procedures

1. Duty to Disclose

In addition to the annual statements set forth in Article VII of this Policy, in connection with any actual or possible Conflict of Interest or any potential Related Party Transaction, an Interested Person must disclose the existence of the Financial Interest, or other personal interest that may give rise to a Conflict of Interest and be given the opportunity to disclose all material facts to the directors and members of committees with Board delegated powers considering the proposed transaction or arrangement. The disclosure shall be made to the Board.

2. Procedures for Addressing the Conflict of Interest Exists

After disclosure of Financial Interest or other personal interest and all material facts, the Board shall determine if a Conflict of Interest exists in accordance with the following:

a. An Interested Person may make a presentation regarding the arrangement or transaction involving the possible Conflict of Interest with the Board. After exercising due diligence, the Board shall determine by a majority vote of the disinterested members whether a Conflict of

Interest exists. If the Board determines that a Conflict of Interest does exist, then the Interested Person is prohibited from attempting to improperly influence any deliberation or voting related to the transaction or arrangement involving the Conflict of Interest. Further, the Interested Person must leave the meeting during the discussion of, and the vote on, any such transaction or arrangement. If the Board determines that a Conflict of Interest does not exist, then the Interested Person may participate in any discussion or vote related to such a transaction or arrangement.

b. If the Board determines that a Conflict of Interest does exist, then it shall also decide as to whether the transaction or arrangement involving a Conflict of Interest is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination the Board shall determine whether it should approve the transaction or arrangement; provided that if the transaction or arrangement involving a possible Conflict of Interest constitutes a Related Party Transaction then it must be approved in accordance with the procedures set forth in the Section of this Policy entitled "Related Party Transactions".

3. Related Party Transactions

a. Any Covered Personnel with any interest in a Related Party Transaction shall make a good faith disclosure of all material facts related to such interest to the Board. The Board shall review all the material facts related to the proposed Related Party Transaction and request any additional information that it deems necessary to complete such a review.

b. The Board shall first review the Proposed Related Party Transaction to determine whether the Related Party's Financial Interest in the transaction or arrangement is substantial (which shall be determined in accordance with any guidance issued by the Office of the New York State Attorney General). If the Board determines that the Related Party's Financial Interest in the proposed Related Party Transaction is not substantial, then it may approve the proposed Related Party Transaction if it determines that the transaction is fair, reasonable and in the best interests of the Corporation. If the Board determines that the Related Party's Financial Interest in the proposed Related Party Transaction is substantial, then it shall undertake the review set forth in Article III Section 4.c. of this Policy.

c. For any proposed Related Party Transaction in which a Related Party's Financial Interest is substantial, the Board shall consider alternative transactions to the proposed Related Party Transaction to the extent any alternative transactions are available. Following its review of the proposed Related Party Transaction and any available alternative transactions, if a majority of disinterested members of the Board determine that the proposed Related Party Transaction is fair, reasonable and in the best interests of the Corporation, then it may enter into the proposed Related Party Transaction. The Board shall document in the minutes of the meeting at which such determination is made, the basis for its determination that the proposed Related Party Transaction is fair, reasonable and in the best interests of the Corporation and any alternative transactions that were considered when making this determination. The Board shall not enter into a Related Party Transaction unless it is approved in accordance with this Policy.

d. At the time of any deliberation or decision by the Board concerning the authorization of a proposed Related Party Transaction, the Interested Person shall not be present at the meeting, and such Interested Person shall not attempt to improperly influence any deliberations or voting regarding the Related Party Transaction; provided that the Board may request the Interested Person to provide information regarding the Related Party Transaction prior to the commencement of deliberations or voting thereon. Any Related Party Transaction that is approved without complying with the procedure set forth in this section shall be void.

4. Avoidance of the Appearance of Conflict of Interest

Because the Corporation relies upon directors who are actively engaged in the community, it is not unusual for its directors to be on the volunteer governing boards of not-for-profit organizations with which the Corporation may undertake transactions. In such cases, the director must disclose the relationship, may present any relevant information, but must leave the room for discussion and voting upon that particular transaction.

5. Violations of the Conflicts of Interest Policy

a. If the Board or a committee has reasonable cause to believe an individual who is included in Covered Personnel has failed to disclose actual or possible Conflicts of Interest, it shall inform that individual of the basis for such belief and afford that individual an opportunity to explain the alleged failure to disclose.

b. If, after hearing the individual's response and after making further investigation as warranted by the circumstances, the Board determines the individual has failed to disclose an actual or possible Conflict of Interest, it shall take appropriate disciplinary and corrective action.

Article IV
Records of Proceedings

The minutes of the Board and all committees with delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a Financial Interest or other personal interest in connection with an actual or possible Conflict of Interest, the nature of the Financial Interest or personal interest, any action taken to determine whether a Conflict of Interest was present, and the Board's or committee's decision as to whether a Conflict of Interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation

With respect to any member of the Board or any committee who receives compensation, directly or indirectly, from the Corporation for services (a) such person shall not participate in any deliberations or voting related to such person's compensation; and (b) notwithstanding the same, such person shall not be prohibited from participating in any board or committee activities regarding the compensation of other individuals.

Article VI
Annual Statements

Prior to a person's initial election and annually thereafter, each director and Key Person shall sign a statement: (1) whereby such person identifies, to the best of such person's knowledge, any entity of which such person is an officer, director, trustee, member, owner, or employee and with which the Corporation has a relationship, and any transaction in which the Corporation is a participant and in which the person might have a conflicting interest; and (2) which affirms such person:

a. has received a copy of the conflicts of interest policy,
b. has read and understands the policy,
c. has agreed to comply with the policy, and
d. understands the Corporation is charitable and to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII
Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews should be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based upon competent survey information, and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII

<u>Use of Outside Experts</u>

When conducting the periodic reviews as provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

Initial/Annual Conflict of Interest Statement –

Board of Directors and Key Persons

In accordance with AccessCNY, Inc.'s (the Corporation) Conflict of Interest Policy (the Policy), the undersigned Director or Key Person of the policy hereby:

Identifies that I am, or a member of my Family is, an officer, member of the Board of Directors, or Key Person of the following entities with which the Corporation has a relationship.

Identifies that I may have a conflicting interest in the following transactions in which the Corporation is a participant.

Affirms

a. I have received a copy of the Policy.
b. I have read and understand the Policy.
c. I agree to comply with the Policy.
d. I understand the Corporation is a charitable entity, and to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

_____
Name (Print)

_____
Signature

_____
Date