



CENTRAL PARK CONSERVANCY, INC.

BOARD OF TRUSTEES CONFLICT OF INTERESTS AND ETHICS POLICY

An actual or potential conflict of interests arises when a trustee, officer or other employee is in a position to influence a decision concerning the Conservancy's operations that may result in a pecuniary benefit for himself or herself (including members of his or her immediate family) or for any entity in which he or she has a substantial financial interest or from which he or she may gain a special personal benefit.

A trustee, officer or other employee has the responsibility to disclose to the Conservancy any actual or potential conflict of interests on his or her part as to which he or she may play any decision-making or other influential role. Similarly, there is an obligation to advise the Conservancy of any actual or pending conflict of interest transaction on the part of any other trustee, officer or employee which a trustee, officer or employee has good reason to believe has not been disclosed to the Conservancy. In the case of an actual or potential conflict of interest on the part of a trustee or executive officer, disclosure should be made to the Chair of the Board of Trustees or the Chair of the Audit Committee. In the case of any other officer or employee, disclosure should be made to the officer or employee's superior, as provided in the Conservancy's Employee Handbook. If in any particular instance it is felt that disclosure to a superior is not appropriate, the Conservancy has established under its Code of Conduct a procedure for the making of confidential and anonymous reports.

Transactions on the part of the Conservancy as to which an actual or potential conflict of interests exists are not always prohibited. However, such transactions must be appropriately disclosed to the Conservancy and, once the Conservancy has knowledge of the circumstances, the proposed transaction must be reviewed to determine whether it is in the best interests of the Conservancy and is consistent with the purposes for which the Conservancy was organized and must be approved by an appropriate decision-maker who is free of any conflict of interest on the matter.

In addition to the foregoing policy regarding conflicts of interest as applicable to Trustees, the Board of Trustees, upon the recommendation of management of the Conservancy, has approved an Employee Handbook setting forth policies and codes of conduct that all employees and officers of the Conservancy are expected to adhere to. While these policies and codes are specifically designed for the Conservancy's employees and officers, all Trustees are expected to be mindful of these policies in their dealings with Conservancy personnel and are expected to respect and adhere to the norms reflected in these codes when dealing with Conservancy matters.

I have read and understand the Central Park Conservancy's Conflict of Interests policy. I agree to comply with the policy and will disclose any actual or potential conflict of interests that arises from my association with the Central Park Conservancy. In addition, to extent applicable, I have identified below any actual or potential conflicts of which I am aware involving my association with the Central Park Conservancy.

Signed: _____

Print Name: _____

Date: _____

Disclosure: _____

Please identify the existence of any actual or potential conflicts, including the nature of your financial interest and all material information related to the transaction.