

## ARTICLE XI

### FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

## ARTICLE XII

### SEAL

The Seal of the Corporation shall be circular in form and contain the name of the Corporation, the words "Corporate Seal" and "New York" and the year the Corporation was formed in the center. The Corporation may use the seal by causing it or a facsimile to be affixed or impressed or reproduced in any manner.

## ARTICLE XIII

### CONFLICTS OF INTEREST

**Section 13.01. Prohibition against Conflicts of Interest.** Trustees and officers shall have no potential or actual conflicts of interest, as defined in the Corporation's conflict of interest policies and procedures. No Trustee or officer shall participate in the selection, award, or administration of any contract or other transaction by the Corporation if such Trustee or officer has a real or apparent conflict of interest relating to such contract or transaction.

**Section 13.02. Establishment of Conflicts of Interest Policy.** The Board shall establish, adopt, and periodically update a written corporate policy that establishes procedures for disclosing and addressing conflicts of interest. All Trustees and officers shall comply with the Corporation's conflict of interest policies and procedures, and with the Corporation's whistleblower policy.

**Section 13.03. Disclosure of Conflicts of Interest.** All Trustees, officers and key employees and candidates for Board membership shall disclose in good faith the material facts relating to all real or apparent conflicts of interest (a) prior to voting on or otherwise discharging their duties with respect to any matter involving such conflict that comes before the Board or any committee; (b) prior to entering into any contract or transaction involving such conflict; (c) as soon as possible after the Trustee or officer learns of such conflict; and (d) in writing and updated at least annually, on a disclosure form approved by the Board. The President and Chief Executive Officer shall report to the Board at least annually concerning employee conflicts of interest that have been disclosed and contracts and transactions involving employee conflicts that have been approved.

**Section 13.04. Transactions involving Related Parties or Potential Conflicts of Interest.**

- (a) The Corporation will not enter into any "related party transaction" (as defined below) unless the transaction is determined by the Board to be fair, reasonable and in the Corporation's best interest. With respect to any such transaction in which a "related party" (as defined below) has a substantial financial interest, the Board, or a committee of the Board, will (i) prior to entering into the transaction, consider any available alternative transactions, (ii) approve the transaction by a vote of not less than a majority of the Trustees or committee members present at the meeting, and (iii) document contemporaneously in writing the basis for the Board or committee's approval, including its consideration of any alternatives. A "related party transaction" is a transaction, agreement or other arrangement in which a related party has a financial interest and in which the Corporation or any of its affiliates is a participant. A "related party" is (x) any Trustee, officer, or key employee of the Corporation or any of its affiliates or any person who exercises the powers of a Trustee, officer or key employee over the affairs of the Corporation or any of its affiliates, (y) any relative of such person, or (z) any entity in which any such individuals has a 35% or more ownership or beneficial interest, or in the case of a partnership or professional corporation, a direct or indirect 5% ownership interest.
- (b) No contract or other transaction between the Corporation and one or more of its Trustees or officers, or between the Corporation and any other corporation, firm, association, or other entity in which one or more of the Corporation's Trustees or officers are Trustees or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Interested Trustee(s) or officer(s) are present at a meeting or committee of the Board that authorizes such contract or transaction, or that the votes of such Interested Trustee(s) or officer(s) are counted for such purpose, if the material facts as to each such Interested Trustee's or officer's interest in such contract or transaction and as to any such common Trusteeship, officership, or financial interest are disclosed in good faith or known to the Board or committee, and the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote of any such interested Trustee or officer. An Interested Trustee may be counted for purposes of a quorum for any meeting of the Board or a committee at which the transaction is considered, even if he or she leaves the meeting during the vote on the transaction.
- (c) At the time of the discussion and decision concerning the authorization of such contract or transaction, no related party may participate in deliberations or voting at the meeting; provided the Board or authorized committee may request a related party to appear at a meeting to present information concerning the transaction at issue.