

CODE OF ETHICS FOR DIRECTORS, OFFICERS AND EMPLOYEES

Last Adopted: September 23, 2026

I. INTRODUCTION AND PURPOSE

The Board of Directors (“Board”) of Brooklyn Navy Yard Development Corporation d/b/a/ BNYDC (“the Corporation”) has adopted this code of ethics (“Code”) with respect to its directors, officers and employees. This Code is intend to promote (a) honest and ethical conduct, including the proper handling of actual or apparent conflicts of interest between personal and professional relationships, and (b) full, fair and understandable disclosure in the periodic reports required to be filed hereby. The Code (a) provides examples of situations involving conflicts of interest; (b) establishes disclosure procedures; and (c) outlines corrective action for violations. It is vitally important to the public trust that both the fact and the appearance of conflicting interests and improper corporate conduct be avoided. Each director, officer and employee will be expected to read and understand this Code and to review it periodically in order to be alert to situations that could create a conflict of interest or otherwise be contrary to the established policies of the Corporation.

II. GUIDELINES

- A. Prohibition.** No director, officer or employee may make personal investments in enterprises that he or she has reason to believe may be directly involved in decisions to be made by him or her, in his or her capacity as a director, officer or employee of the Corporation, or that will otherwise create substantial conflict between his or her duty in the public interest and his or her private interest. Additionally, a director, officer and employee is prohibited from accepting employment that impairs his or her independence of judgment in the exercise of his or her official duties for the Corporation.
- B. Personal Interest.** A director, officer or employee shall be deemed to be “interested” in cases in which the personal interest of such director, officer or employee conflicts with the interest of the Corporation. The following are situations in which a director, officer or employee would be deemed to be “interested”, which list is not intended to be exhaustive:

- Where a director, officer or employee or a member of such director’s officer’s or employee’s immediate family¹ is a member, director, owner² or officer of an entity from which the Corporation purchases services or supplies.

¹ Immediate family means a spouse, domestic partner, unemancipated child, and if they live with the director, officer or employee, such director’s, officer’s or employee’s parent or sibling.

- Where a director, officer or employee or a member of his or her immediate family is a member, director, owner, or officer of an organization with which the Corporation contracts.

- Where a director, officer or employee or a member of his or her immediate family is a member, director, owner, or officer of an organization with which the Corporation negotiates or effects a transaction or an entity that substantially benefits from a transaction that the Corporation negotiates or effects.

A director, officer or employee shall not be deemed to be “interested” by virtue of his or her status as an official or employee of the City of New York, the State of New York or any of their respective authorities or instrumentalities.

When a director, officer or employee is “interested” in a matter: (a) if such person is an officer or employee, such officer or employee must disclose the nature and extent of his or her interest to the President and General Counsel, (b) if such person is a director, such person must disclose the nature and extent of his or her interest to the Board or committee of the Board, whichever will be considering the matter; and (c) if such person is a director, such person must also recuse himself or herself from taking any part in the consideration, determination or approval of the matter on the part of the Corporation.

C. Confidential and Inside Information. Confidential information acquired by a director, officer and employee in the course of his or her duties as a director, officer or employee must be held in confidence and may not be used as a basis for personal gain by such director, officer, employee or for the immediate family or any other person through such director, officer or employee. Information relating to transactions pending before the Corporation is not to be given to any person unless it has been published or otherwise made generally available to the public by the Corporation.

A director, officer and employee must refrain from transmitting any information about the Corporation or its deliberation or decisions or any other information such director, officer or employee obtained from the Corporation that might be prejudicial to the interests of the Corporation to any person other than in connection with the discharge of such the director’s, officer’s or employee’s responsibilities, except to the extent the information is publicly available.

²Owner means a person having an interest in an entity that exceeds 5% of the entity of an investment of \$35,000 in cash or other form of commitment, whichever is less, or 5% or \$35,000 of the entity’s indebtedness, whichever is less, and any lesser interest in an entity when the person exercises managerial control or responsibility regarding any such entity, but shall not include interests held in any pension plan, deferred compensation plan or mutual fund, the investments of which are not controlled by the person, or in any blind trust that holds or acquires an ownership interest.

A director, officer or employee must not accept employment or engage in any business or professional activity that will require him or her to disclose confidential information that he or she has gained by reason of his or her official position of authority.

- D. Gratuities/Conduct.** A director, officer and employee may not be placed under actual or apparent obligation to anyone by accepting, or permitting his or her immediate family to accept, gifts or other favors where it might appear that they were given for the purpose of improperly influencing such director, officer or employee in the performance of his or her corporate duties. In addition, directors, officers and employees should never use their official positions to secure unwarranted privileges or exemptions; nor should any director, officer or employee, by his or her conduct, give any reasonable basis for the impression that any person can improperly influence him or her or unduly enjoy his or her favor in the performance of his or her official duties or that he or she is affected by the kinship, rank, position or influence of any party or person. Instead, a director, officer and employee should endeavor to pursue a course of conduct that will not raise suspicion that he or she is likely to be engaged in acts that are in violation of his or her trust.

III. DISCLOSURE PROCEDURE

- A.** If at any time a director, officer or employee is in doubt as to the proper application of this Code; such director, officer or employee should immediately make all the facts known to the General Counsel of the Corporation and be guided by the instructions he or she receives. Except as otherwise directed by those instructions, the director, officer or employee should refrain from exercising responsibility with regard to the Corporation in any matter that might reasonably be thought to be affected by his or her interest.
- B.** Each director and officer and other senior employees who are designated by the Corporation to file annual disclosure statements pursuant to the requirements of N.Y. Pub. Auth. Law S 2825(3) ("Senior Employees"), must complete a disclosure statement in the form attached hereto promptly after appointment or hiring and annually thereafter at the time required for the filing by such directors, officers and Senior Employees of annual financial disclosure statements pursuant to N.Y. Pub. Auth. Law §2825(3).
- C.** Each director, officer and Senior Employee shall also make the annual disclosure filings required by the City's Conflicts of Interest Board pursuant to N.Y. Auth. Law §2825(3).

IV. VIOLATION

If a director, officer or employee violates any of the provisions of this Code, such director, officer or employee shall be subject to an appropriate remedy under the circumstances. In addition to any penalty contained in any provision of law, a violating director may be subject, at the Board's discretion, to removal for cause.

V. OFFICERS WHO ARE EMPLOYEES OF THE CORPORATION

Notwithstanding anything contained herein, officers who are also employees of the Corporation and other employees of the Corporation shall be subject to the restrictions set forth in Chapter 68 of the City Charter and not subject to this Code.



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DISCLOSURE STATEMENT FOR DIRECTORS, OFFICERS AND EMPLOYEES

Chairperson:

I have read the Code of Ethics for Directors, Officers and Employees of the Brooklyn Navy Yard Development Corporation d/b/a BNYDC last adopted on September 23, 2026 and have received a copy for my guidance. I advise you that I am not involved in any activity that would be considered to be in violation of the aforesaid Code, except as follows: (if answer is “None”, please indicate in the space provided)

Attach additional sheets as needed.

Date: _____

Name (Please print or type)

Signature