



Whistleblower Policy for The New York Racing Association, Inc.

The New York Racing Association, Inc., a New York not-for-profit corporation (“NYRA”), requires its Covered Persons (defined below) to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As used herein, “**Covered Persons**” means all employees, officers and directors of NYRA, and natural persons engaged by NYRA as independent contractors. As representatives of NYRA, each Covered Person must practice honesty and integrity in fulfilling his or her responsibilities owing to NYRA and comply with each applicable (i) federal, state or local statute or ordinance or executive order; (ii) rule or regulation promulgated pursuant to such statute or ordinance or executive order; and (iii) any judicial or administrative decision, ruling or order (collectively, “**Legal Requirements**”). NYRA is committed to creating an environment where Covered Persons feel comfortable raising concerns about potential workplace wrongdoing. Among other ways to report such concerns (as detailed below), Covered Persons can call NYRA’s anonymous whistleblower hotline at 800-605-1340 (English) / 800-297-8592 (Spanish).

ARTICLE 1 PURPOSES

Section 1.01 The purposes of this whistleblower policy (“**Policy**”) are to:

- (a) encourage and enable Covered Persons and former NYRA employees to raise concerns regarding suspected illegal or unethical conduct or practices, or violations of NYRA’s policies on a confidential and, if desired, anonymous basis;
- (b) protect Covered Persons and former NYRA employees from retaliation for raising such concerns; and
- (c) establish policies and procedures for NYRA to:
 - (i) receive and investigate reported concerns; and
 - (ii) address and correct inappropriate conduct and actions.

ARTICLE 2 REPORTING RESPONSIBILITY

Section 2.01 Reporting Responsibility. Each Covered Person has the responsibility to report in good faith any concerns about actual or suspected violations of NYRA’s policies or any applicable Legal Requirement governing NYRA’s operations (each, a “**Concern**”). Appropriate subjects to report under this Policy include but are not limited to financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices, such as:

- (a) fraud;
- (b) theft;
- (c) embezzlement;



- (d) bribery or kickbacks;
- (e) misuse of NYRA's assets;
- (f) undisclosed conflicts of interest; and
- (g) any other matter covered by NYRA's Code of Ethics.

Section 2.02 Acting in Good Faith. Anyone reporting a Concern must act in good faith and have reasonable grounds for believing the information disclosed indicates a violation of any Legal Requirement and/or ethical standard contained in NYRA's Code of Ethics. Any unfounded allegation that proves to have been made maliciously, recklessly or knowingly to be false will be viewed as a serious offense and result in disciplinary action up to and including termination of employment status.

ARTICLE 3 NO RETALIATION

Section 3.01 No Covered Person or former employee of NYRA who in good faith reports a Concern or participates in a review or investigation of a Concern will be subject an adverse action taken by NYRA or any of its agents to discharge, threaten, penalize or in any other manner discriminate against any such Covered Person or former employee of NYRA because of such report or participation. Adverse action includes, without limitation,

- (a) termination from employment;
- (b) demotion;
- (c) reassignment to a less desirable position or duties;
- (d) reduction of work hours;
- (e) relocation to a less desirable work place (for example, further from the employee's home or requiring the employee to move);
- (f) failure to promote;
- (g) disciplinary actions and particularly those that have an adverse effect on the employee's pay or opportunities for advancement, including, without limitation, (i) suspension, (ii) performance improvement plans or (iii) written warnings;
- (h) poor performance evaluations, especially those that have an adverse effect on the employee's pay;
- (i) failure to award pay increases or raises;
- (j) placement on an unpaid leave of absence;



- (k) placement on paid administrative leave where that leave is stigmatizing;
- (l) disclosure of an employee's identity as the filer of a Concern;
- (m) actions or threats to take such actions that would adversely impact a former employees current or future employment; and
- (n) threatening to contact or contacting United States immigration authorities or otherwise reporting or threatening to report an employee's suspected citizenship or immigration status or the suspected citizenship or immigration status of an employee's family or household member to a federal, state, or local agency.

The foregoing protection extends to Covered Persons or former employees of NYRA who report in good faith, even if the allegations are, after an investigation, not substantiated.

Section 3.02 NYRA shall not take any retaliatory action covered by Section 3.01 against any Covered Person because such Covered Person does any of the following:

- (a) discloses, or threatens to disclose to a Supervisor (defined below) or to a Public Body (defined below) an activity, policy or practice of NYRA that such Covered Person reasonably believes is in violation of any Legal Requirement or that the Covered Person reasonably believes poses a substantial and specific danger to the public health or safety;
- (b) provides information to, or testifies before, any Public Body conducting an investigation, hearing or inquiry into any such activity, policy or practice by NYRA; or
- (c) objects to, or refuses to participate in any such activity, policy or practice.

The protection against retaliatory action with respect to any action covered by Section 3.02(a) pertaining to disclosure to a Public Body will not apply to an employee who makes such disclosure to a Public Body unless the employee has made a good faith effort to notify his or her employer by bringing the activity, policy or practice to the attention of a Supervisor of the employer and has afforded such employer a reasonable opportunity to correct such activity, policy or practice. Such employer notification will not be required where:

- (a) there is an imminent and serious danger to the public health or safety;
- (b) the employee reasonably believes that reporting to the Supervisor would result in a destruction of evidence or other concealment of the activity, policy or practice;
- (c) such activity, policy or practice could reasonably be expected to lead to endangering the welfare of a minor;
- (d) the employee reasonably believes that reporting to the Supervisor would result in physical harm to the employee or any other person; or



(e) the employee reasonably believes that the Supervisor is already aware of the activity, policy or practice and will not correct such activity, policy or practice.

As used herein, the term “**Supervisor**” means any individual within NYRA’s organization who has the authority to direct and control the work performance of the affected Covered Person or who has managerial authority to take corrective action regarding the Concern of which such Covered Person complains.

As used herein, the term “**Public Body**” means (i) the United States Congress, any state legislature, or any elected local governmental body, or any member or employee thereof; (ii) any federal, state, or local court, or any member or employee thereof, or any grand or petit jury; (iii) any federal, state, or local regulatory, administrative, or public agency or authority, or instrumentality thereof; (iv) any federal, state, or local law enforcement agency, prosecutorial office, or police or peace officer; (v) any federal, state or local department of an executive branch of government; or (vi) any division, board, bureau, office, committee, or commission of any of the public bodies described in the foregoing clauses (i) through (v).

Section 3.03 No Covered Person or former employee of NYRA will be subject to liability or retaliation for disclosing a trade secret in compliance with 18 U.S.C. §1833 either:

- (a) in confidence to a federal, state, or local government official or to an attorney solely for the purpose of reporting or investigating a Concern or
- (b) in a complaint or other document filed in a lawsuit or other proceeding under seal.

Section 3.04 Any Covered Person who retaliates against someone who in good faith has reported or participated in a review or investigation of a Concern will be subject to discipline, up to and including termination of employment status.

Section 3.05 Anyone who believes that a Covered Person has been subject to harassment, retaliation or adverse employment consequences as a result of making a good faith report or participating in a review or investigation of a Concern should contact a Compliance Officer listed in Article 5 of this Policy.

ARTICLE 4 CONFIDENTIALITY

Section 4.01 NYRA encourages anyone reporting a Concern to identify themselves in order to facilitate the investigation of the Concern. However, Concerns may be submitted on a confidential and/or anonymous basis. NYRA shall take reasonable steps to protect the identity of the submitter of a Concern, and shall keep reports of Concerns confidential to the extent possible, consistent with the need to conduct an adequate investigation. In furtherance of the foregoing, NYRA shall

- (a) not disclose the identity of the submitter of a Concern without such submitter’s consent, unless required by a Legal Requirement,
- (b) store information relating to a Concern in a secure manner; and



- (c) limit access to that information relating to a Concern to only those persons requiring it for investigative or remedial purposes.

ARTICLE 5 REPORTING PROCEDURES

Section 5.01 Prompt Reporting. All Concerns should be reported as soon as practicable consistent with this Policy.

Section 5.02 Reporting Concerns.

- (a) Employees of NYRA should discuss the Concern with their direct Supervisors. However, NYRA employees should follow the procedures outlined in Section 5.02(b) or (c) if any of the following apply:
 - (i) the employee reasonably believes that the Supervisor will disregard or otherwise not fairly consider the Concern,
 - (ii) The Supervisor is a subject of the Concern or
 - (iii) The employee does not feel comfortable discussing the Concern with the Supervisor.
- (b) The Concern may be reported to NYRA’s anonymous whistleblower hotline by calling 800-605-1340 (English) / 800-297-8592 (Spanish).
- (c) Concerns may be reported to Joi L. Garner or Iris Roberts (each, a “**Compliance Officer**”). When reporting Concerns, the Covered Person or former NYRA employee should describe in detail the specific facts that support the report. A Concern may be reported via phone call or in writing. If by phone, please call 718-659-2349 (Joi Garner) or 718-659-3503 (Iris Roberts). If by email, Jgarner@nyrainc.com or iroberts@nyrainc.com. If by regular mail:

Joi L. Garner
The New York Racing Association, Inc.
110-00 Rockaway Boulevard
Jamaica, New York 11417

-or-

Iris Roberts
The New York Racing Association, Inc.
60 Railroad Pl
Saratoga Springs, New York 12866

If a Compliance Officer is the subject of the Concern or the submitter of the Concern is not comfortable reporting the Concern to a Compliance Officer, the Concern may alternatively be reported to:



Tatiana Torres
Vice President, Human Resources
ttorres@nyrainc.com
718-659-2228

Section 5.03 Questions. Any questions relating to the scope, interpretation or operation of this Policy should be directed to a Compliance Officer.

Section 5.04 Investigation of Reported Concerns.

- (a) **Compliance Officer.** Compliance Officers are responsible for promptly investigating or overseeing the investigation of each reported Concern and advising the Finance and Audit Committee of NYRA's Board of Directors ("**Board**") of reported Concerns that may have significant legal, financial or reputational consequences for any material business activity engaged in by NYRA or any of its affiliates.
- (b) **Acknowledgment of Receipt.** Any Supervisor or member of the Board who receives a report of a Concern must promptly notify a Compliance Officer of such report in writing. A Compliance Officer shall notify the submitter of the Concern and acknowledge receipt of such Concern within a reasonable time period, unless the Concern was submitted anonymously, or no return address is provided.
- (c) **Investigation.** The Compliance Officer shall conduct a prompt, discreet, and objective review or investigation based on the submitted Concern. A full investigation may not be possible if a report made anonymously is vague or general. If deemed necessary in his or her sole discretion or upon the recommendation of the Finance and Audit Committee, the Compliance Officer may engage legal counsel, accountants or other experts to assist in the investigation. A Compliance Officer may delegate the investigation responsibilities to any Board committee or other individual, including third parties, as long as:
 - (i) The delegate is not a subject of the reported Concern.
 - (ii) The delegation does not compromise the identity of the Covered Person or former NYRA employee who reported anonymously or confidentially.
- (d) **Resolution.** A Compliance Officer shall:
 - (i) Recommend appropriate corrective action, if warranted by the investigation.
 - (ii) Oversee the implementation of a resolution.
 - (iii) Follow up with the submitter of the Concern, if possible, for closure of such Concern.

ARTICLE 6 PERIODIC REVIEWS



Section 6.01 To ensure that NYRA operates in a manner consistent with applicable Legal Requirements and does not engage in activities that could jeopardize its reputation or tax-exempt status, the Finance and Audit Committee shall conduct periodic reviews of this Policy. The Finance and Audit Committee shall present any recommended changes, modifications, or deletions of the provisions of this Policy to the Board at its regularly scheduled meeting following the Finance and Audit Committee's review.

ARTICLE 7 MISCELLANEOUS

Section 7.01 NYRA shall retain any records related to the investigation and resolution of a reported Concern. All such records are considered privileged and strictly confidential.

Section 7.02 This Policy shall be distributed to all Covered Persons.

Section 7.03 NYRA has discretion to the maximum extent permitted by law to interpret, administer, change, modify, or delete this Policy at any time with or without notice. No statement or representation by a Supervisor or any other NYRA employee, whether oral or written, can supplement or modify this Policy.

Section 7.04 Any delay or failure by NYRA to enforce this Policy in whole or in part shall not constitute a waiver of NYRA's right to do so in the future.

Section 7.05 Neither this Policy nor any other communication by any Supervisor or any other employee of NYRA, whether oral or written, is intended in any way to create a contract of employment.

Section 7.07 The provisions of this Policy extend to each agreement or other policy of NYRA. Any provision in any agreement by NYRA that requires confidentiality of information to the extent that such provisions may impede the action of any of NYRA's directors, officers and employees to make a report as described above under Article 5 or to fully cooperate with any investigation of any violation or suspected violation is hereby irrevocably waived by NYRA.

Section 7.08 This Policy could not, and is not intended to, address every possible situation that may arise. Each individual is responsible for acting lawfully and ethically in all of his or her business dealings, for reporting any unlawful and/or unethical conduct, and for seeking further guidance when in doubt.

Section 7.09 The current terms and conditions of this Policy shall be maintained in NYRA's Code of Ethics and Business Conduct or a supplement provided to the employees and on NYRA's website.