

Code of Ethics
The New York Racing Association, Inc.

CODE OF ETHICS
The New York Racing Association, Inc.

Table of Contents

| | Page |
|---|------|
| Mission Statement | ii |
| Preamble | iii |
| NYRA's Unique Atmosphere | iv |
| Code of Ethics | 1 |
| Compliance with the Code of Ethics | 1 |
| Compliance with Laws, Rules, and Regulations | 2 |
| Conflicts of Interest | 3 |
| I. Outside Employment and Activities | 3 |
| II. Conflicting Financial Interest | 4 |
| III. Gifts and Business Courtesies | 4 |
| IV. Travel and Entertainment | 5 |
| V. Directors as Horsemen | 6 |
| Accuracy of Books and Records | 6 |
| Confidential Information | 7 |
| Theft/Misuse of Company Assets | 7 |
| Use of Computer Systems | 8 |
| Bribery | 8 |
| Patron Wagering and Anti-Money Laundering Compliance | 8 |
| Employee Wagering | 9 |
| Tips and Gratuities | 9 |
| Competitive Bidding | 10 |
| Unlawful Discrimination and Harassment | 10 |
| Workplace Safety and Health | 11 |
| Government Employees | 11 |
| Political Contributions | 12 |
| Directors | 12 |
| Acknowledgement of Accountability for Adherence to the Code of Ethics | 13 |
| Investigatory Report Form | A-1 |
| Disclosure of Business Interests | A-2 |

Mission Statement

The goal of The New York Racing Association, Inc. (“New NYRA”) is to continue the long-standing tradition of excellence in horse racing that NYRA Inc., f/k/a The New York Racing Association Inc. (“Old NYRA”), has provided since 1955. We set the highest standard for thoroughbred racing in the United States by demanding integrity, credibility and continuously working to improve the sport of horse racing and pari-mutuel betting. New NYRA strives to attract the highest quality horses and owners through a strong purse structure and integrity on the track that is transparent and second to none. This quality-racing product is supported by pari-mutuel pools that are beyond reproach and which ensure each customer a fair and equal opportunity with their wagering dollar.

New NYRA also recognizes that there is a strong interdependence among those members who contribute to the racing experience. New NYRA’s success is inextricably bound with the success of owners, breeders, trainers, jockeys and the racing fans. It is important to promote collaboration among these groups in order to maintain a strong positive thoroughbred racing experience in New York and to serve the best interests of the state agricultural industries, owners, breeders, patrons, and all other stakeholders, including the State of New York.

It is essential to develop the highest level of customer satisfaction during New NYRA’s live racing events. A high level of customer satisfaction will keep current customers returning to enjoy the New NYRA experience and will help attract new fans and owners to the sport that will guarantee future growth for thoroughbred racing in New York.

Preamble to Code of Ethics

Old NYRA conducted, and New NYRA continues to conduct, thoroughbred racing operations and pari-mutuel wagering on horse races consistent with Article I, Section 9 of the New York State Constitution.

Old NYRA is a private, non-profit racing association that, from 1955 to 2008, owned and operated thoroughbred horse racing and pari-mutuel wagering at four racetracks located in New York State: Jamaica Racetrack in Jamaica (through 1959), Belmont Park Racetrack in Elmont, Aqueduct Racetrack in Ozone Park, and Saratoga Race Course in Saratoga Springs. Old NYRA operated racing and pari-mutuel wagering under a franchise, which was granted by the New York State Legislature in 1955, extended from time to time, and expired on December 31, 2007. Old NYRA continued to retain the rights to conduct racing and pari-mutuel wagering into 2008 pursuant to stipulations with, among others, the State of New York. New NYRA is a New York State not-for-profit corporation incorporated in 2008, following consummation of a chapter 11 plan of reorganization of Old NYRA. New NYRA is governed by a Board of Directors (the “Directors”), whose members receive no compensation or dividends. In February 2008, New NYRA was awarded a new twenty-five year franchise to continue racing and racing operations at Belmont Park Racetrack, Aqueduct Racetrack, and Saratoga Race Course.

Certain provisions of sections 73 and 74 of the New York State Public Officers Law, which are applicable to officers and employees of state agencies, were used as a guideline for this Code of Ethics and its application at New NYRA. While the Public Officers Law is not binding on New NYRA, as it is not a State Agency, the Public Officers Law is a standard that we are choosing as a guideline, in light of our ongoing obligation to operate in a sound economical and efficient manner. Additionally, The New York State Ethics Commission rulings and opinions will be used for guidance in deciding conflicts and ethics issues at New NYRA. All employees will be required to read, acknowledge and abide by this Code of Ethics. We want all of our business practices to be ethical and transparent at every level.

The purpose of the Code of Ethics is to outline what is expected in order to maintain a professional and ethical workplace and a high standard of business values that will lead to a successful future for all of us and for New NYRA. If you have any questions or feel uncertain about anything stated in this Code of Ethics, please contact the Ethics Compliance Officer who has been appointed to address ethical issues that may arise at New NYRA. As employees of New NYRA, we are not only obligated to perform our jobs to the best of our capabilities, but we also have the ongoing obligations to properly serve the betting public, and to represent New NYRA in a professional capacity. Looking forward, New NYRA has the potential for great accomplishments in both the horse racing and gaming industries. This Code of Ethics should serve as a reminder that, “*good conduct results in good business.*”

New NYRA's Unique Atmosphere

Unlike most workplaces, New NYRA is not just comprised of a building where people work. New NYRA consists of offices, restaurants, betting windows, picnic areas and playgrounds, three racetracks that host the very best in thoroughbred racing, stable areas with veterinary services and other professional care for world-class equine athletes, backstretch areas, a health care clinic, living quarters, large parking lots, greenhouses and much more. We employ people to staff all of these locations. Employees are expected and required to interact with each other and the public in a professional and courteous manner. Management understands that situations and problems arise that are unique to each location where people work at New NYRA. We want everyone to enjoy a comfortable and professional work environment. If you experience any situation that is troublesome, questionable or offensive, there are mechanisms in place at New NYRA to help you resolve these issues.

Management realizes that employees who work on the backstretch and those who reside on New NYRA facilities are exposed to situations that are unique to their working and living environments. If you live and/or work on the backstretch you may also interact with non-employees on a regular basis. The way we treat each other and non-employees alike affects the way we do our jobs. Every employee is expected to contribute to a respectful work environment by treating each other professionally and with respect. Issues or concerns such as safety, health, living quarters, cleanliness, harassment, disorderly conduct, and/or disparate or unfair treatment of an employee should be brought to the attention of a supervisor, Human Resources and/or the Ethics Compliance Officer depending on the nature of the issue. For guidance on who to report issues to, refer to this Code of Ethics and/or to your Employee Handbook. While non-employees are not limited by this Code of Ethics, it is important to realize that as employees of New NYRA our interaction with non-employees is governed by this Code of Ethics.

If you are not certain whether to report an incident, the better practice is to report it to the Ethics Compliance Officer.

CODE OF ETHICS

Unless stated otherwise, all of the provisions of this Code of Ethics apply to all Directors, officers, and employees of New NYRA.

Compliance with Code of Ethics

While this Code of Ethics provides a guideline for a variety of business situations, it does not anticipate all possible ethical questions that may arise. First and foremost, you are responsible for your own behavior and your own business decisions. If you have any questions regarding: compliance with any law, rule or regulation, participating in employment and activities outside your employment with New NYRA, a possible conflicting financial interest, the acceptance or the giving of gifts and business courtesies, travel and entertainment, record keeping or confidential information, bribery, patron wagering, “ten-percenting” or money laundering, competitive bidding, harassment, workplace safety, interaction with government employees or political contributions or any conflict of interest, you should refer to this Code of Ethics for guidance on how to address the issue. If an issue presents itself that may involve an ethical dilemma or an appearance of impropriety it is your responsibility to speak to the Ethics Compliance Officer. For instance, if a vendor offers you a gift and you are not certain whether or not to accept it, you should seek the guidance of the Ethics Compliance Officer. Additionally, if you have knowledge or a suspicion of any non-compliance with any section of this Code of Ethics on the part of others you should report the situation by using any of the following methods:

- you may contact the Ethics Compliance Officer in person, by phone at (718) 641-4700, (ask for the Ethics Compliance Officer) or by email at ethicsofficer@nyrainc.com or you may contact New NYRA’s confidential employee hotline by using the Hotline number, 1-800-605-1340;
- you may report the situation to your immediate supervisor if applicable (there may be circumstances where this will not be appropriate, for example if you believe that the supervisor has any involvement in the alleged conduct). Your supervisor, in turn, must report the incident to the Ethics Compliance Officer; or
- you may report anonymously by completing the attached “Investigatory Report Form” without providing your personal information. The form can be submitted by sending it by inter-office mail to the Ethics Compliance Officer. All reports will be given the same consideration.

New NYRA will not permit retaliation against anyone who acts in good faith in reporting any violation or suspected violation of the Code of Ethics. Because even the appearance of impropriety can be damaging to you and to New NYRA, any situation that may appear to be a violation of this Code of Ethics must be reported to the Ethics Compliance Officer. If you’re ever in doubt, disclose.

When reporting an incident be assured:

- you will be treated with dignity and respect;
- your communication will be protected to the greatest extent possible or as otherwise provided by law;
- if your issue cannot be resolved at the time you report it, the matter will be further investigated and you will be informed of the outcome, if appropriate; and
- you need not identify yourself.

New NYRA will take all reports seriously. However, please be advised that any person who knowingly makes a false report will be subject to discipline up to and including termination.

The Ethics Compliance Officer will handle routine matters. In certain matters, however, the Ethics Compliance Officer may choose to submit an ethics issue for further review simultaneously to the Ethics Committee, which is comprised of the President/Chief Executive Officer, the Senior Vice President/General Counsel, the Vice President/Chief Financial Officer and the Senior Vice President of Human Resources and Labor Relations. Additionally, the director of the Internal Audit Department will be present at all Ethics Committee meetings. Although, the director of the Internal Audit Department will be at the Ethics Committee meetings, the director of the Internal Audit Department will not participate in the decision-making or review processes of the Ethics Committee. The Ethics Committee may choose to accept the decision of the Ethics Compliance Officer, reject it or refer it to the Audit Committee of the Board of Directors. If the Ethics Committee rejects the decision of the Ethics Compliance Officer, the Ethics Compliance Officer may appeal to the Audit Committee of the Board of Directors for further review. The decisions of the Audit Committee of the Board of Directors will be final and binding. The Ethics Compliance Officer will issue a report to the Board of Directors Audit Committee regarding the ethics issues handled by the Ethics Compliance Officer covering the time period prior to each meeting of the Audit Committee of the Board of Directors.

Compliance with Laws, Rules, and Regulations

Directors, officers and employees of New NYRA must respect and follow all relevant laws, rules, and regulations including but not limited to the laws of the Federal Government, the laws of the State of New York, all relevant rules and regulations of State Regulators including, but not limited to, the New York State Racing and Wagering Board, and New NYRA's internal policies. It is your responsibility to be aware of the laws and regulations affecting your job. If a law conflicts with a policy in this Code of Ethics, New NYRA's Directors, officers and employees must comply with the law.

New NYRA provides periodic training on our internal policies. If you have any question about compliance with a law, rule, policy or regulation, please contact the Law Department.

Conflicts of Interest

We should not have any interest, financial or otherwise, direct or indirect, or engage in any business or transaction or professional activity or incur any obligation of any nature, which is in substantial conflict with the proper discharge of our duties on behalf of New NYRA. A conflict of interest can arise when a Director, officer or employee, or a member of his or her family receives an improper personal benefit as a result of his or her position with New NYRA and the possibility of personal gain influences or appears to influence any business decision or judgment. All business decisions and actions must be made with the best interests of New NYRA in mind; they cannot be motivated by personal gain.

We have an obligation to promote the best interests of New NYRA at all times. It is important to avoid any action that may involve a conflict with the interests of New NYRA. It is not permissible to have any financial or other business relationship(s), or engage in any business or transaction or professional activity or incur any obligation(s) of any nature that are in substantial conflict with the proper discharge of our duties in the best interest of New NYRA.

It is important to avoid even the appearance of impropriety, which may occur when a reasonable observer might assume there is a conflict of interest and, therefore, a loss of objectivity while acting on behalf of New NYRA. Our conduct should not give a reasonable basis for the impression that any person can improperly influence us or can unduly enjoy our favor in the performance of our duties and/or job. Our conduct should also not give a reasonable basis for the impression that we can be affected by the kinship, rank, position or influence of any party or person. Likewise, we should all endeavor to pursue a course of conduct that will not raise suspicion among the public that we are likely to be engaged in acts that are in violation of any trust.

The following are examples of how to avoid conflicts of interest and the appearance of impropriety and how to abide by New NYRA's Code of Ethics.

I. Outside Employment and Activities

Conflicts of interest can arise if you accept any other employment that would impair your independence of judgment in the exercise of your duties or job(s) in the interest of New NYRA. Engaging in activities that involve services performed in direct competition with New NYRA or engaging in activities that affect your independence of judgment is not permitted. We should not use our affiliation and connection with New NYRA for our own personal benefit. Performing activities or services related to your professional or corporate specialty for any outside individual or company that does or wishes to do business with New NYRA must be approved pursuant to the procedures set forth in this Code of Ethics. Specifically, prior to accepting or engaging in any outside employment or activities, you should notify your immediate supervisor or the Ethics Compliance Officer for approval using the reporting procedures as set forth in the section hereof entitled *Compliance with Code of Ethics*.

II. Conflicting Financial Interest

Acting in your official capacity in any manner where you have a direct or indirect personal financial interest that might reasonably be expected to impair your objectivity or independence of judgment should be avoided. Additionally, you should abstain from making personal investments in enterprises or organizations that you have reason to believe may be directly involved in decisions that you may have to make on behalf of New NYRA or which will otherwise create a substantial conflict between your duty or job(s) in the interest of New NYRA and/or your private interest. New NYRA respects your right to manage your investments and does not wish to interfere with your personal life. However, it is important to avoid situations that create or that may create an apparent or actual conflict between your personal interests and the interests of New NYRA.

In order to avoid any potential conflict of interest, Directors, officers, vice presidents, the Anti-Money Laundering Compliance Officer, and the Ethics Compliance Officer must complete the Disclosure of Business Interests form attached hereto.

Completed forms should be submitted to the Ethics Compliance Officer annually; the Ethics Compliance Officer must submit the Ethics Compliance Officer's Disclosure of Business Interests form to NYRA's General Counsel.

Furthermore, all employees not identified above have certain disclosure obligations to avoid actual and potential conflicts of interest. If you and/or your spouse or family member have any interest financial or otherwise in an entity, or are employed by an entity that does or is seeking to do business with New NYRA, or has substantial business contacts with New NYRA, you have the obligation to disclose that relationship to the Ethics Compliance Officer.

III. Gifts and Business Courtesies

A gift is something that is given or made without charge or consideration that is "freely bestowed" with no obligations attached. No one is permitted to accept any gift in connection with New NYRA business that has a value of more than seventy-five dollars (\$75.00).

A business courtesy may be a tangible or intangible benefit such as meals, drinks, entertainment, discounts, promotional items, materials, use of facilities or equipment, for which fair market value is not paid by the recipient. New NYRA business should always be free from even the perception that favorable treatment was sought, received, or given in exchange for the furnishing or receipt of gifts or business courtesies. This includes gifts or business courtesies consisting of payments, consulting fees, loans, or other benefits of value received directly or indirectly from any existing or potential customer, supplier, bidder or competitor. Soliciting gifts or business courtesies is strictly prohibited. The giving or receiving of any gift or business courtesy that could create or appear to create an obligation to the donor or the receiver, or influence the business relationship with the donor or the receiver may not be given or accepted, even a gift or business courtesy having a value less than seventy-five dollars (\$75.00). Furthermore, we cannot give or accept any gift, business courtesy or obligation of any nature that

is in substantial conflict with the proper discharge of our duties at New NYRA. You may give or accept an occasional meal or outing with suppliers, customers or vendors if there is a valid business purpose involved and if you follow this Code of Ethics and New NYRA's Travel and Entertainment Expense Policy.

We must act in a fair and impartial manner in all business dealings, and must not create a perception that we are subject to undue influence. No one should give or accept gifts or business courtesies that constitute, or could be reasonably perceived as constituting, unfair business inducements or that would violate any Federal, State, or local law, rule, or regulation, or a policy of New NYRA, or that could cause embarrassment to, or reflect negatively on, New NYRA's reputation.

Acceptance and giving of gifts or business courtesies must be free of obligation on the part of the individual or New NYRA and must not influence, or appear to influence, any subsequent business decisions. For instance, if you are invited to attend and take part in a golf outing (business courtesy) hosted by a company that does business with New NYRA, this could be acceptable business networking. On the other hand, if an employee of the company gives you two (2) tickets to a ball game for your personal use, that would be considered an unacceptable gift. If you deal with vendors, sales personnel or the public, or hold a decision-making position, you should not give preferential treatment based on gifts, business courtesies or favors. For example, a foreman or manager who orders merchandise or materials should not base his or her business decision on the promise or offer of a gift, service or business courtesy from a vendor or sales person. This is a violation of the Code of Ethics and should be reported following the procedures outlined in the section hereof entitled *Compliance with the Code of Ethics*.

Anyone that has business dealings with government employees or officials must remember that the standards of conduct may be different from those we normally use in commercial business. We all must comply with the rules set forth in the section hereof entitled *Government Employees*.

In deciding whether to give or accept a gift or business courtesy, you are expected to use good business judgment and consider the perception created by giving or accepting a gift or business courtesy. We want to promote professional relationships and ethical business practices. We must never offer or accept gifts or business courtesies that might compromise our ethical and/or legal obligations. If you would like to give a gift or business courtesy or accept a gift or business courtesy and there is any question as to whether or not it is permissible, contact the Ethics Compliance Officer.

IV. Travel and Entertainment

Employees must keep the costs of business travel and expenses at a reasonable level by using the most cost-effective means of travel and/or entertainment. If you are offered a meal or invitation, acceptance of such offer(s) must be free of obligation on the part of the individual or New NYRA and must not influence, or appear to influence, any subsequent business decisions. Care must be taken to avoid the appearance of impropriety or the appearance of influencing any act or decision of any person doing business with or wanting to do business with New NYRA.

You may accept or pay for occasional lunches, dinners and accept other invitations from business associates but be sure to comply with both the policies on *Gifts and Business Courtesies* set forth above and New NYRA's Travel and Entertainment Expense Policy.

Anyone that has business dealings with government employees or officials must remember that the standards of conduct may be different from those we normally use in commercial business. We all must comply with the rules set forth in the section hereof entitled *Government Employees*.

V. Directors as Horsemen

While it is not a conflict of interest for a Director to participate in racing or the ownership of thoroughbred race horses at New NYRA, Directors should not expect to be given any special consideration based on this status. Directors should take special care to avoid even the appearance of impropriety when participating in racing activities. For more information please see the section hereof entitled *Directors*.

Accuracy of Books and Records

Everyone is expected to keep and maintain accurate business records in accordance with all relevant laws, rules, and regulations including but not limited to the laws of the Federal Government, the laws of the State of New York, all relevant rules and regulations of State Regulators including but not limited to the New York State Racing and Wagering Board, and New NYRA's internal policies. If you come across any business records that you believe are not accurate, contain errors, or are not up to date, you should follow the reporting procedures set forth in the section hereof entitled *Compliance with Code of Ethics*. Our business records must reflect the actual transactions or events that take place. We must ensure that all New NYRA business records, whether electronic or on paper, are reliable, accurate and complete. Furthermore, when appropriate, New NYRA records shall be prepared in accordance with GAAP ("Generally Accepted Accounting Principles"). Accuracy and reliability in the preparation of all business records is of critical importance to New NYRA's decision-making processes and the proper discharge of our financial, legal and reporting obligations. It is also important to be aware that some of our business records are disclosed to, and/or reviewed by, the public and or the government; accordingly, attention to detail is very important. Business records include but are not limited to: paper documents, notes, books, accounts (paper and computerized), audio or videotapes, email and voice mail, computer files and disks, and any other medium that contains information about New NYRA or New NYRA's business activities.

Keep in mind that certain financial and business records must be retained for minimum time periods by law. Additionally, all New NYRA business records must be retained pursuant to New NYRA's Record Retention Policy. If you have any question about the retention of any New NYRA business records, please contact the Law Department.

We must never misrepresent facts, falsify or suppress records. Tampering with business records is illegal and will not be tolerated.

Confidential Information

We must act with professionalism and discretion when handling New NYRA information and discussing New NYRA business. Some information that comes into our possession as New NYRA employees is confidential information. Examples of confidential information are: personnel files, information concerning future business transactions, compensation information, and trade secrets. A trade secret is any valuable business information that is not generally known and that gives one an advantage over competitors. Examples of trade secrets include: plans, engineering and technical designs and drawings, product specifications, customer lists, business strategies, computer programs, and sales and marketing information. Confidential information, including trade secrets, should not be disclosed or used for any reason other than New NYRA business.

If you possess or have access to confidential information you:

- are not permitted to use the information for your own benefit or for the benefit of anyone or any organization other than New NYRA;
- should not discuss the information with anyone outside of New NYRA, including family members;
- must make sure that confidential information remains secure and/or under your direct supervision when in use; and
- must only use the information to carry out New NYRA business.

New NYRA's general business affairs should not be discussed with anyone outside New NYRA except as required in the normal course of business or if disclosure is required by law. If you are not certain whether information you possess or have been asked to disclose is confidential information, please consult the Law Department.

Theft/Misuse of Company Assets

New NYRA's assets may only be used for purposes as are approved by New NYRA. We may not take, make use of, or knowingly misappropriate the assets of New NYRA, for personal use, for use by another, or for an improper or illegal purpose. We are not permitted to remove, dispose of, or destroy anything of value belonging to New NYRA without New NYRA's consent, including physical items and electronic information.

Use of Computer Systems

NYRA's computer systems (including Internet access) and its e-mail systems (collectively, "computer systems") are the property of New NYRA and are intended to be used for New NYRA business. Although employees may periodically use the computer systems for incidental personal use, they should not expect that their communications, records and other uses of New NYRA's computer systems are private or confidential. New NYRA reserves all rights, to the fullest extent permitted by law, to access information on its computer systems as it deems appropriate. For example, New NYRA accesses such information in the course of routine systems maintenance and also periodically monitors the use of its computer systems to ensure against improper use.

Employees may not use New NYRA's computer systems to conduct any unlawful activity. Employees also may not use New NYRA's computer systems for any communication of a discriminatory or harassing nature or to create, transmit or receive (including by downloading from the Internet) material that could reasonably be construed by an intended or unintended recipient as harassing or disparaging of another individual or group or as otherwise offensive.

New NYRA's computer systems may not be used to solicit for commercial ventures, charitable contributions other than for New NYRA causes, for religious or political causes, or for chain letters.

Bribery

Bribery occurs when something of value is given or promised in order to influence the judgment or conduct of a person. Bribery is often used to obtain an illicit or illegal advantage. Bribery can occur when money is offered as an incentive to choose a vendor or bidder, when something of value is offered to get information that would provide a competitive advantage, or when an offer is made in order to change the results of an event, test or document. Bribery is a form of corruption, it is illegal, and will not be tolerated at New NYRA.

Patron Wagering and Anti-Money Laundering Compliance

Wagering at New NYRA racetracks is governed by the New York State Racing, Pari-Mutuel Wagering and Breeding Law and the New York Codes, Rules and Regulations. "Ten-percenting" or any other form of evasion of tax reporting requirements is strictly prohibited. A "ten-percenter" is any person who offers to cash tickets that are subject to IRS withholding regulations in exchange for a percentage of money or something of value.

Pari-mutuel tellers and those employees who work in Customer Relations have direct interaction with the public. Any situation that occurs between an employee and a customer that is out of the ordinary should be reported to a supervisor. Examples of unusual situations are: an argument with a customer, a dispute over a wager, or a customer or fellow employee making an inappropriate request of an employee.

Additionally, pari-mutuel tellers handle money and additional responsibilities come with handling money. Pari-mutuel tellers are trained regarding what is expected of them when handling money and they are trusted with the responsibility of following those rules. Mistakes happen, but it is extremely important that anyone who knows of or observes a possible violation of New NYRA's rules and regulations reports it following the applicable New NYRA policies.¹

“Money laundering can be generally defined as the movement of cash or other financial assets attributable to illicit activities through one or more legitimate accounts, businesses or other conduits for the purpose of making such cash or assets appear to be attributable to legitimate activities or otherwise more difficult to trace back to their illicit source.”² Often money laundering occurs when criminals try to “clean” the proceeds of a crime by hiding the proceeds and making them appear legal or legitimate. If you encounter someone who is reluctant to give you information that is essential or required by law, or you have suspicions about a financial transaction, you must contact the Anti-Money Laundering Compliance Officer immediately. For further information regarding New NYRA's policies pertaining to combating money laundering, please refer to New NYRA's Policies and Procedures to Combat Money Laundering and Terrorist Activity.

Employee Wagering

It is unlawful in New York State for a pari-mutuel employee to place a wager on a horse race while the teller is working at a racetrack.³ All pari-mutuel tellers receive the Mutuel Department Rules and Regulations and are expected to know the rules and abide by them. If you have any question about the rule against pari-mutuel tellers wagering, please contact the Law Department.

Employees in all other departments are expected to consult with a supervisor about any restrictions or prohibitions that exist regarding wagering for a particular job category.

Tips and Gratuities

Tips are gratuities voluntarily offered by a customer or patron at the conclusion of an employee's normal service or duties. In no event shall any payment from a customer or patron be demanded or accepted by any employee to induce the employee to perform any service or duty.

¹ Applicable New NYRA policies may include but are not limited to this Code of Ethics, NYRA's Policies and Procedures to Combat Money Laundering and Terrorist Activity, the NYRA Employee Handbook, and the Mutuel Department Rules and Regulations.

² The New York Racing Association, Inc., Policies and Procedures to Combat Money Laundering and Terrorist Activities, September 12, 2008, page 1.

³ 9 NYRCC § 4005.4.

Additionally, when accepting a tip or gratuity it is important to keep in mind the rules set forth in the section hereof entitled *Gifts and Business Courtesies*.

Competitive Bidding

Pursuant to the New York State Racing, Pari-Mutuel Wagering and Breeding Law, “[a]ll contracts entered into by the franchised corporation for the procurement of goods and services shall be pursuant to a competitive bidding purchasing policy approved by the franchise oversight board.”⁴ Anyone involved in the bidding process is expected to know and follow New NYRA’s Purchasing Policies and Procedures. If you are involved in proposals, bid preparations or contract negotiations it is very important that you are accurate and truthful in the process. Furthermore, once a contract is awarded the terms of the contract must be complied with in all regards.

For further information regarding New NYRA’s policy on Competitive Bidding, please refer to the New York State Racing, Pari-Mutuel Wagering and Breeding Law §208(6), New NYRA’s Purchasing Policies and Procedures Manual, and/or contact New NYRA’s Purchasing Department or Law Department.

Unlawful Discrimination and Harassment

All employees of New NYRA are entitled to work in an environment free of any form of harassment and other forms of unlawful discrimination. In order to safeguard the professionalism and dignity of the workplace, every supervisor and employee must ensure that harassment of any kind does not occur under any circumstances. Harassment based on age, race, creed, color, national origin, sexual orientation, military status, sex, disability, genetic predisposition or carrier status, or marital status, or on any other basis protected by state or federal law, will not be tolerated.

All employees should protect the professionalism and dignity of our workplace and should not tolerate harassment of or by any employee or non-employee. This applies equally to the backstretch as it does to all other aspects of New NYRA’s business.

If you feel that you have been harassed in any manner you should refer to New NYRA’s policies and procedures on harassment which are contained in your Employee Handbook.

⁴ New York State Racing, Pari-Mutuel Wagering and Breeding Law § 208(6)(a).

Workplace Safety and Health

Safety and health are primary concerns of New NYRA management. All employees are entitled to a safe and healthy workplace environment. If you become aware of any hazard or safety concern you should report it immediately. You can contribute to the safety of our work environment by complying with all New NYRA and government safety regulations and by reporting any hazardous condition(s) or safety concern(s) to a supervisor, the Facilities Managers or the Management Safety Committee. If you operate vehicles or any type of equipment you are required do so in a safe and lawful manner. Safety and/or protective equipment must be worn where it is required. All injuries that occur in or on New NYRA facilities or premises must be reported immediately to a supervisor and/or First Aid or New NYRA security, as applicable. New NYRA takes these issues very seriously and asks the same of its employees.

In addition to your own safety, it is important to remember that we must endeavor to create a safe environment for the horses that are stabled and/or race at our three racetracks. Only licensed and authorized personnel are permitted in the barn areas. Everyone should take care to follow all directives of authorized personnel when in the presence of horses as these animals can be dangerous and unpredictable. The health and safety of the horses is paramount to our continued operations and should be taken seriously.

For more information on how to report Health and Safety violations please refer to the Employee Handbook.

Government Employees

In pursuing business with governmental entities and agencies, the standard of conduct and prohibited practices may be different from those adhered to in commercial business. Any business interactions with governmental entities and agencies must be free of obligation on the part of the individual and/or New NYRA and must not influence, nor appear to influence, any subsequent business decisions. Care must be taken to avoid the appearance of impropriety, or the appearance of influencing any act or decision of a governmental official or government employee in his or her official capacity.

If you are acting on New NYRA's behalf you must not offer or make directly or indirectly, any payment of anything of value (in the form of compensation, gift, contribution or otherwise) to:

- Any governmental employee or entity, for the purpose of inducing or rewarding action (or withholding of action) by a governmental entity in any governmental matter; or
- Influence the award of a contract by governmental authority, or which may be reasonably construed by the public as having the effect or intent to influence the award of a contract.

Political Contributions

New NYRA shall not make any monetary corporate political contribution to any elected official or candidate for political office. If you choose to participate in lawful political activities, your participation must be on an individual basis, on your own time, and at your own expense.

Directors

At New NYRA, Directors are permitted and encouraged to participate in all levels of horse racing including ownership of race horses. Directors can be both horsemen and Directors but they shall not receive any preferential treatment by New NYRA based on their position as a Director. Directors have a fiduciary responsibility to New NYRA and must make certain that all of New NYRA's assets are used in the best interests of New NYRA.

As set forth above in the section entitled *Conflicting Financial Interest*, Directors must complete the Disclosure of Business Interests Form attached hereto and submit it to the Ethics Compliance Officer annually. Furthermore, a Director with any other possible conflict must disclose the relevant information and seek a determination pursuant to the rules governing Compliance with the Code of Ethics stated in the section hereof entitled *Compliance with the Code of Ethics*. If it is determined that a conflict exists, that Director must not participate or vote in any matter relating to the conflict and should recuse him/her self from any deliberations, votes, or actions on the matter deemed to be a conflict.

Accountability for Adherence to the Code of Ethics

Compliance with this Code of Ethics is a condition of employment at New NYRA for all officers and employees. However, nothing contained in this Code of Ethics is to be construed as a contract of employment.

All Directors, officers, and employees are required to comply with this Code of Ethics and will be asked to acknowledge acceptance of the Code of Ethics on an annual basis. Failing to exercise proper supervision and/or failing to report a violation may be considered a violation of this Code of Ethics. Discipline may, when appropriate, include dismissal. In addition to any penalty contained in any other provision of law, any Director, officer, or employee who shall knowingly and intentionally violate any of the provisions of this Code of Ethics may be fined, suspended or removed from office or employment in the manner provided by law or any applicable collective bargaining agreement.

I _____, have received a copy of the New NYRA Code of Ethics.

Signature: _____

Print Name: _____

Department / Title: _____

Date: _____

INVESTIGATORY REPORT FORM

To: The New York Racing Association, Inc.
Ethics Compliance Officer

Date: _____

Individual(s) Allegedly Involved

Name(s): _____

Department(s): _____

Allegation(s)

Please specify the alleged violation of the Code of Ethics and/or describe the incident involving the alleged violation of the Code of Ethics. Include (1) the names of any witnesses, (2) the date if possible, and (3) the place of occurrence if applicable. Attach additional sheets if necessary.

If you choose to remain anonymous you may leave the following section blank.

Your Name: (sign) _____ (print) _____

Your Department: _____

Your Extension: _____

**The New York Racing Association, Inc.
P.O. Box 90, Jamaica, New York 11417
Disclosure of Business Interests: For calendar year 200**

1. _____
NAME (LAST) (FIRST) (M.I.)
2. _____
(a) TITLE OF POSITION (b) DEPARTMENT
- _____
- (c) ADDRESS OF PRESENT OFFICE (d) OFFICE PHONE NUMBER
3. _____
(a) MARITAL STATUS - IF MARRIED, PLEASE GIVE SPOUSE'S FULL NAME (INCLUDING MAIDEN NAME WHERE APPLICABLE)
- _____
- (b) LIST THE NAMES OF ALL UNEMANCIPATED CHILDREN

4. *Business Interests.* List any ownership interest, office, trusteeship, directorship, partnership, or position of any nature, whether compensated or not, held by the reporting individual with any firm, corporation, association, partnership, or other organization which has dealings with The New York Racing Association, Inc. ("NYRA") in any manner, list the name of any such entity and the nature of its relationship with NYRA. Include compensated honorary positions; do NOT list membership or uncompensated honorary positions.

NONE

| <u>POSITION</u> | <u>NAME AND ADDRESS OF ENTITY</u> | <u>DEALINGS/RELATIONSHIP WITH NYRA</u> |
|-----------------|-----------------------------------|--|
| | | |
| | | |
| | | |
| | | |
| | | |

5. If the spouse or unemancipated child of the reporting individual is engaged in any occupation, employment, trade, business or profession which has dealings with NYRA in any manner, list the name of any such entity and the nature of its relationship with NYRA.

NONE

| <u>POSITION</u> | <u>NAME AND ADDRESS OF ENTITY</u> | <u>DEALINGS/RELATIONSHIP WITH NYRA</u> |
|-----------------|-----------------------------------|--|
| | | |
| | | |
| | | |
| | | |
| | | |

X _____
(Signature of Reporting Individual)

Date (month/day/year)

- ✓ Please remember to sign and date the Statement
- ✓ Please keep a copy of the completed Statement for your records.