

**NEW YORK STATE
THOROUGHBRED BREEDING
AND DEVELOPMENT FUND
CORPORATION**

CODE OF ETHICS

**ADOPTED:
MAY 2006**

Introduction

As officers and employees of the New York State Thoroughbred Breeding and Development Fund Corporation, a New York State public benefit corporation, we are entrusted with a public trust and must adhere to the highest standards of business and ethical behavior in the course of our service. Consistent with that charge, we have promulgated this Code of Ethics, which sets forth, in summary form, certain basic standards of conduct that we must observe on a daily basis while acting on behalf of the Fund.

Please review this Code of Ethics carefully and familiarize yourself with the standards of conduct set forth herein.

Comply with all Applicable Laws and Regulations

As an officer or employee of the Fund, you should be aware of, and comply with, all applicable laws and regulations relating to your employment with the Fund. These laws include federal and state employment and employment discrimination laws, as well as the Pari-Mutual Racing and Wagering Law and the Public Officers Law. In addition, in circumstances where ethical considerations may arise, the New York State Ethics Commission may be consulted for guidance. If you have any questions concerning these laws and regulations and/or their applicability to your employment with the Fund, please advise the Fund's Executive Director, or if appropriate, the Fund's Chairman. If you have any questions that relate to ethical considerations in your employment with the Fund, you may also contact the New York State Ethics Commission at 1-800-87-ETHICS.

Understand and Comply with all Applicable Fund Policies and Procedures

As an officer or employee of the Fund, you must be aware of, and comply with, all applicable Fund policies and procedures relating to your employment with the Fund. The Fund has adopted written policies and procedures in the following areas:

- Cash Disbursements/Cash Receipts
- Procurement guidelines
- Automobile & travel
- Time and attendance re: vacation and sick leave policies

While we encourage you to review each of these policies and procedures very carefully, it is imperative that you be mindful that the Fund will not tolerate discrimination or harassment of any kind in the workplace. All employees of the Fund are entitled to a workplace where they feel appreciated and respected and which is free from discrimination. Discrimination against other employees or contractors/consultants on the basis of race, religion, color, sex, national origin, veteran's status, age, disability, marital status or sexual orientation is strictly prohibited. Of equal importance, harassment of any nature in the workplace, whether it is on the basis of race, religion, color, sex, national origin, veteran's status, age, disability, marital status, sexual orientation or any other basis, is strictly prohibited.

Assistance in resolving situations involving discriminatory practice or harassment should be brought to the attention of the Executive Director or the Deputy Executive Director, or if appropriate, to the Fund's Chairman, as soon as possible.

Retaliation against any employee reporting discriminatory or harassing behavior will not be tolerated and will be strongly sanctioned by the Fund.

Avoid Conflicts of Interest

As an officer or employee, you are (or may be) subject to Sections 73 and 74 of the Public Officers Law and should endeavor to pursue a course of conduct which will not raise suspicion among the public that your are likely to be engaged in acts in violation of your public trust. You should not use your official position to secure special privileges for yourself or others. You should also not engage in outside business activities that might interfere with or compromise your ability to perform your official Fund duties.

A potential conflict of interest exists for any officer or employee whose job involves making decisions that allow them to give preference or favor to a firm doing business with the Fund in exchange for anything of personal benefit to themselves, friends or families. There are also other situations that could give rise to a conflict of interest under the law or the appearance of a conflict.

The most common situations giving rise to a conflict of interest or violation of the Public Officers Law are: (i) accepting gifts from contractors/suppliers; (ii) being employed by a consultant or other person that does business with the Fund; (iii) having an interest in a firm that does business with the Fund; (iv) having family or other relationships with suppliers or other vendors selected by the Fund; and (v) receiving compensation for services provided in connection with certain matters before a State agency.

Actual or potential conflicts of interest must be avoided as they may interfere with your ability to make judgments solely in the Fund's best interest and, in some instances, may be prohibited by law. Actual or potential conflicts of interest should be disclosed to supervisory personnel immediately.

You must disclose to your supervisor those instances where you have knowledge that your relative has an interest, including employment, in a firm doing business with the Fund. Both the relative's relationship to you and the nature of the relative's interest must be disclosed. You must not participate, directly or indirectly, in the administration of any contract in which your relative has an interest unless a waiver has been obtained from the Executive Director.

Avoid Improper Gifts

A gift is anything of value, including but not limited to, money, property, service, loan, travel, meals, special favors, refreshments, entertainment, hospitality, promise, or discount. Section 73(5) of the NYS Public Officers Law prohibits you from directly or indirectly soliciting, accepting or receiving any gift worth \$75 or more under circumstances in which it could reasonably be inferred that the gift:

- Was intended to influence you in the performance of your duties,
- Could reasonably be expected to influence you in the performance of your official duties, or
- Was intended to reward your official action.

Gifts may take the form of free event tickets, free lodging or reimbursement for an expense incurred.

Please note that the Fund prohibits the acceptance of money, including gift certificates, in any amount.

In determining whether a gift violates the \$75 limit, you must consider the aggregate value of all gifts received from the individual or entity during the preceding twelve-month period. For example, multiple meals received by you from an entity doing business with the Fund, exceeding \$75 in the aggregate over a consecutive twelve-month period, may constitute a violation of the Law. However, occasional meals of a

modest nature furnished by an entity in connection with a working meeting are excluded from this limitation.

Impermissible gifts also may include attendance at certain social functions sponsored by entities with which the Fund does business. You may attend such events, however, as an official representative of the Fund with prior supervisory approval. For example, you may attend a social event of a business nature such as a professional conference or professional awards ceremony, as a guest of an entity doing business with the Fund, if deemed in the best interest of the Fund. Prior supervisory authorization of such attendance must be obtained, however.

When acting in your official capacity, you should not solicit a personal gift of any value from any person or entity doing or seeking to do business with the Fund. Should you, or a family member, receive an unsolicited gift prohibited by these guidelines, report it to your supervisor immediately. Return the gift to the donor, if possible, or forward the gift to your supervisor who will consult with senior management concerning its proper disposition.

For more guidance concerning the acceptance of gifts, refer to NYS Ethics Commission Advisory Opinion 94-16, a copy of which can be obtained from the Executive Director.

Maintain Adequate Record Keeping

To avoid any question or suspicion of impropriety, all financial transactions must be conducted in accordance with established Fund procedures. Compliance with prescribed accounting procedures is required at all times. Those having control over Fund assets and transactions must ensure that all transactions are executed in accordance with management's authorization. All transactions should be accurately and fairly recorded in reasonable detail in the Fund's accounting records.

No Political Activities on Fund Time

Contributions to political parties or candidates on behalf of, or in the name of, the Fund are strictly prohibited. Fund assets may never be used for the purposes of making contributions to political parties or candidates. The term "political contributions" includes, in addition to direct cash contributions, the donation of property or services and the purchase of tickets to fund-raising events. Personal contributions may be made but such contributions are not reimbursable by the Fund. You may not use your position within the Fund to solicit political contributions from another employee or any firm doing business with the Fund for the purpose of supporting a political party or candidate.

There must be a clear separation between any political activities conducted by you in your personal capacity and the proper discharge of your duties as a Fund employee. Engaging in political activity on Fund premises or during work hours is strictly prohibited. Fund resources, such as staff time, telephones, copy machines, computers and fax machines may not be used in the furtherance of political activity. Should you intend to accept or run for public office, you should obtain your supervisor's concurrence that the public office to be sought will not interfere with your official duties with the Fund. Policy-makers seeking public office must first obtain the approval of the State Ethics Commission.

Report Violations to Management

We must all remain alert to possible violations of law, rule, or regulation among Fund staff. You are obliged to report such violations promptly to either the Fund's Executive Director or Deputy Executive Director, or if appropriate, to the Fund's Chairman. As a Fund employee, you are required to fully cooperate in any official investigation of violations.

Upon request, the Fund will keep confidential the identity of anyone reporting a possible violation. Reprisal against any employee who has, in good faith, reported a violation or suspected violation is strictly prohibited.

