



Title: Anti-Retaliation Policy

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President: *Quiniones, Gil*
President & CEO

Executive Owner: Driscoll, Justin
EVP & General Counsel

Content Owner: Gryzlo, Joseph
VP & Chief Ethics & Compliance Officer

Anti-Retaliation Policy

Note: Revision # should be listed in descending order starting with most recent version at the top.

Revision Date(For BCG Use Only)	Revision #	Description/Modification	Revision Section (s)	Author
7/15/2019	3	Update to e-Scribe template Changed to "He/she" Corrected department title Updated reference to PARA	 5.2.2 5.4.1 5.5.3 7	Joseph W. Gryzlo VP & Chief Ethics & Compliance Officer

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1 PURPOSE AND SCOPE

This Policy is applicable to all NYPA employees and its board members. It prohibits discrimination, harassment and/or retaliation of any kind against anyone who reports in good faith, based upon a reasonable belief (i) a complaint and/or provide information concerning an actual, potential or suspected act of fraud, misconduct, wrongdoing or other inappropriate behavior by an employee or NYPA business partner as further described in this Policy, or (ii) a complaint and/or provide information regarding any alleged conduct that violates or demonstrates non-compliance with the NYPA Code of Conduct, NYPA Policies and Procedures and/or any applicable laws and regulations affecting the organization (“Whistleblowing Events”).

Such report may be made to (i) NYPA’s Ethics and Compliance Office, (ii) a member of NYPA’s supervisory staff, (ii) any other person employed by NYPA who has the authority to discover, investigate or determine fraud, misconduct and wrongdoing and (iii) a federal or state regulatory agency, law enforcement or other governmental agency. This Policy is an integral component of NYPA’s Ethics & Compliance Program and represents NYPA’s approach to Whistleblowing events and further establishes a NYPA Employee Concerns hotline (see section 5.3).

2 APPLICABILITY

This Policy shall be adhered to by all employees. Implementing procedures or guidelines shall be prepared as necessary to provide appropriate guidance in meeting the management controls.

3 INITIALISMS (ACRONYMS) AND DEFINITIONS

Whistleblowing events – Information in a complaint or provided in any form relating to fraud, misconduct, wrongdoing, non-compliance with NYPA’s Code of Conduct, NYPA policies and procedures or applicable laws and regulations.

4 RESPONSIBILITY

Responsibility and oversight of this policy resides with the approver unless herein noted.

5 POLICY IMPLEMENTATION

5.1 General

5.1.1 NYPA has established an anti-retaliation policy to:

- a) Encourage employees to report Whistleblowing events in an expeditious manner, while ensuring that employees are protected as provided for in this Policy.
- b) Encourage employees to provide information, cause information to be provided, or otherwise assist or participate in investigations or proceedings

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relating to Whistleblowing events.

- c) Protect employees from discrimination, harassment or retaliation for disclosing information or otherwise assisting or participating in investigations concerning Whistleblowing events engaged in by NYPA employees or NYPA business partners.

5.2 Responsibilities

5.2.1 The Vice President and Chief Ethics & Compliance Officer in conjunction with the Executive Vice President and General Counsel, or his/her designee, is responsible for the implementation of this Policy.

5.2.2 The Vice President and Chief Ethics & Compliance Officer will review each Whistleblowing event as it is received either through the Employee Concerns Hotline or through any other reporting source. He/she will discuss the nature of the complaint, any allegations and/or other information provided with the Executive Vice President and General Counsel and Assistant General Counsel-Labor and Employment and determine the manner in which the Whistleblowing event will be addressed, including whether a formal investigation will be conducted to further review the Whistleblowing event.

5.3 NYPA Employee Concerns Hotline (1-877-TEL- NYPA or 1-877-835-6972)

This Policy establishes and encourages the utilization of a centralized, outsourced, toll-free hotline for reporting any Whistleblowing events. Employees may remain anonymous if they choose to do so. This centralized NYPA Employee Concerns Hotline is accessible twenty-four (24) hours a day, seven (7) days a week and replaces all pre-existing hotlines maintained by or on behalf of individual NYPA departments.

5.4 Investigation Implementation

5.4.1 Any employee who wishes to report a Whistleblowing event may do so through a number of mechanisms, including direct discussion with a member of NYPA's supervisory staff, the Office of Ethics & Compliance, the Internal Audit Department, the Human Resources Employee Relations division or Facility Human Resources staff either in person or via telephone, e-mail, or use of the outsourced NYPA Employee Concerns Hotline.

5.4.2 Every Whistleblowing event will be reviewed, and a determination will be made as to whether it can be substantiated, either in whole or part. This review will include an assessment of specific information including, but not limited to, dates, times, locations, participants and any other relevant data needed to conduct a thorough evaluation or investigation. A reported Whistleblowing event which is vague and/or conclusory in nature without sufficient details will be reviewed but may not be

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formally investigated, if it is determined by the Law Department that there is insufficient information with which to conduct a meaningful investigation.

- 5.4.3** Upon the conclusion of a Whistleblowing event review and/or investigation, the Vice President and Chief Ethics & Compliance Officer, the Executive Vice President and General Counsel, or his/her designee, and Assistant General Counsel-Labor and Employment will meet with the appropriate members of the Executive Management Committee or the Board of Trustees to determine the extent to which the alleged violation(s) have been substantiated and what, if any, corrective and/or disciplinary action will be recommended to resolve the matter. The Governance Committee of the Board of Trustees will be notified as necessary in accordance with its responsibilities to oversee NYPA's Ethics & Compliance Program. In addition, a decision will be made regarding the feedback which may be provided to the source of the Whistleblowing event and any other affected employees or business partners. Investigation files will be maintained in accordance with NYPA's records retention procedures.

5.5 No Retaliation for Good Faith Reports

- 5.5.1** Employees reporting a Whistleblowing event in good faith, based upon a reasonable belief, are protected from discrimination, harassment or retaliation of any kind for making the report.
- 5.5.2** No employee may demote, discharge, harass, suspend, threaten, or in any other manner discriminate or retaliate against an employee based upon that employee's good faith and reasonable belief in engaging in any of the following behavior:
- a)* Reporting a Whistleblowing event or filing a claim with respect to an actual, potential or suspected Whistleblowing event to any person with supervisory authority over the employee (or such other NYPA employee who has the authority to discover, investigate or determine misconduct or workplace violations) or a federal or state regulatory agency, law enforcement or other governmental agency;
 - b)* Providing information, causing information to be provided, or otherwise assisting or participating in an investigation or proceeding relating to a Whistleblowing event.
- 5.5.3** Any employee who believes that he or she is the subject of retaliation or who observes retaliation against another in violation of this Policy shall immediately report such retaliation to the Office of Ethics & Compliance.

5.6 Remedies For Employees Making False Allegations

- 5.6.1** Employees shall not knowingly report false allegations against other employees or Whistleblowing events, either through the NYPA Employee Concerns Hotline or by

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any other means.

- 5.6.2** Any employee who knowingly submits a false allegation or Whistleblowing event or who retaliates against another employee or anyone reporting and/or cooperating in the review/investigation of a Whistleblowing event, is subject to disciplinary action up to and including termination of employment.

6 VIOLATIONS

Violations of this Policy and related policies and procedures by employees may result in disciplinary action up to and including termination. Violations of this Policy by contractors and other authorized third parties may result in the revocation of such party's access to NYPA's premises and/or electronic access to its systems, and the termination of such party's contract for services. In addition, where the conduct engaged in is illegal, violators may be subject to prosecution under applicable federal, state or local laws.

7 REFERENCES

- 7.1** **NYPA Code of Conduct – PowerNet → Departments → Office of Ethics and Compliance → Code of Conduct**

8 POLICY REVIEW AND EXPIRATION

This document will be reviewed and updated as business needs require. However, a mandatory review will be required on the anniversary date of the approved document.

Revision cycle: Every Other Year

9 ATTACHMENTS

N/A

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E-Signature Approval History

Role	Name	Approved Date
President	Quiniones, Gil	7/15/2019
Chief of Executive Staff	Pizzo, Kristine	6/17/2019
General Counsel	Driscoll, Justin	4/16/2019
Chief Operation Officer	Kessler, Joseph	4/10/2019
Executive Owner	Driscoll, Justin	4/10/2019
Content Owner	Gryzlo, Joseph	4/10/2019

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