



CHURCHILL DOWNS

INCORPORATED

Notice of Annual Meeting of Shareholders
2021 Proxy Statement
2020 Annual Report on Form 10-K

Dear Fellow Shareholders,

Our country faced unprecedented challenges in 2020 stemming from the COVID-19 global pandemic.

Our leadership teams' quick actions to reduce our cost structure, preserve capital and provide additional financial resources in response to this crisis reflected the resilience necessary to weather these difficult times. We are proud of how our leadership team and our team members reacted quickly to the pandemic's threat to our company and we want to personally thank each of them for their commitment and dedication. Their actions enabled our properties to reopen safely for our team members, our guests, and our communities.

In 2020, despite the adversity that our team faced, our portfolio of businesses still generated over \$1 billion of revenue and \$287 million of Adjusted EBITDA. Also, we had a total shareholder return in 2020 of 43%—a return that significantly exceeded the S&P 500, the Russell 2000, and the S&P Midcap 400 Index. We are especially proud of the following 2020 accomplishments:

- In a very challenging environment, we safely ran the 146th Kentucky Derby, spectator-free on the first Saturday of September, generating double digit positive EBITDA. We protected the safety of our community and team members and also protected the reputation, the brand, and the long-term value of this iconic asset.
- Our TwinSpires Horse Racing business delivered record revenue and Adjusted EBITDA.
- The margin for our wholly-owned casino properties in the second half of 2020 was up 690 basis points excluding quarterly results for properties that were closed during this period.
- We now have three historical racing machine (HRM) facilities that have generated nearly 600 full-time equivalent jobs for Kentucky and generated substantial purse money for Kentucky's racetracks which in turn fuels the entire Kentucky horse industry.
 - Our Derby City Gaming business generated more Adjusted EBITDA in 2020 than in 2019 despite being closed for approximately 100 days in 2020.
 - We opened our Oak Grove Racing, Gaming & Hotel Facility including a hotel in southwest Kentucky, in mid-September 2020 and we opened our Newport Racing and Gaming Facility in Newport, Kentucky in October 2020.

2021 is a transition year for our company. We have already begun to reinvigorate our organic growth plans:

- We remain committed to protecting and building our iconic asset—The Kentucky Derby. We will announce an updated expansion plan for Churchill Downs Racetrack.
- We are building our Turfway Park HRM facility.
- We will further invest in and grow our Derby City Gaming, Oak Grove and Newport properties.
- We are building an expansion at Rivers Casino Des Plaines.
- We will remain disciplined in growing our TwinSpires Horse Racing business—the most profitable online wagering platform - and building a long-term profitable TwinSpires Sports and Casino business.
- We will remain focused on maintaining safety and health protocols as we efficiently grow our gaming properties and acquire strategic gaming properties at reasonable multiples.

We remain thoughtful stewards of our shareholders' capital and will invest capital to create long-term shareholder value while maintaining capacity for dividend growth and opportunistic share repurchases. We are well-positioned to capitalize on our growth pipeline as we return to lower leverage levels. We look forward to our businesses returning to full throttle, accelerating the growth from our newer properties, and executing our organic growth opportunities over the coming years.



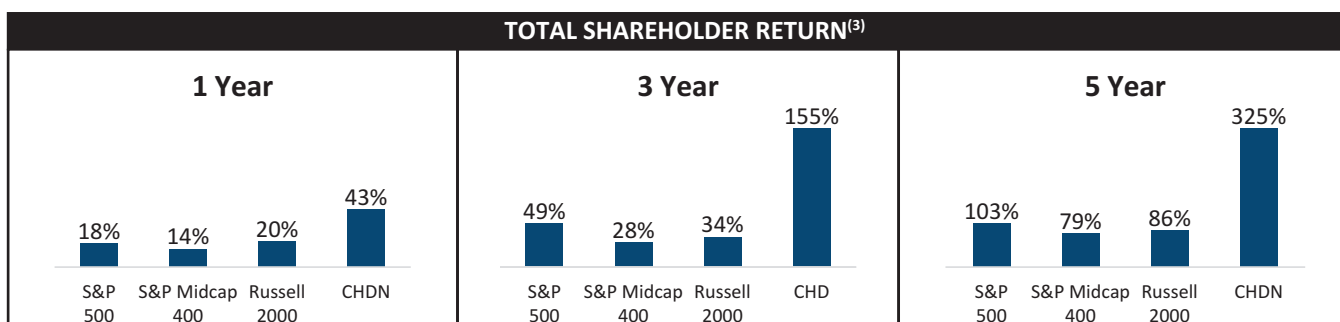
R. Alex Rankin
Chairman of the Board



William C. Carstanjen
Chief Executive Officer

FINANCIAL HIGHLIGHTS

| \$ in millions, except per share data | 2018 | 2019 | 2020 |
|--|----------|-----------|-----------|
| Consolidated Financial Results | | | |
| Net revenue | \$ 1,009 | \$ 1,330 | \$ 1,054 |
| Operating income | \$ 189 | \$ 216 | \$ 60 |
| Net income from continuing operations | \$ 183 | \$ 140 | \$ 13 |
| Diluted EPS from continuing operations | \$ 4.39 | \$ 3.44 | \$ 0.33 |
| Adjusted EBITDA ¹ | \$ 328.8 | \$ 451.4 | \$ 286.5 |
| Consolidated Balance Sheet | | | |
| Total Assets | \$ 1,725 | \$ 2,551 | \$ 2,686 |
| Total Debt | \$ 884 | \$ 1,474 | \$ 1,622 |
| Total Liabilities | \$ 1,252 | \$ 2,040 | \$ 2,319 |
| Shareholders' Equity | \$ 473 | \$ 511 | \$ 367 |
| Cash Flow and Liquidity | | | |
| Cash Flows from Operating Activities | \$ 198 | \$ 290 | \$ 142 |
| Capital Maintenance Expenditures | \$ 30 | \$ 48 | \$ 23 |
| Net Leverage Ratio ² | 2.3x | 3.1x | 5.4x |
| Shareholder Data: | | | |
| Dividends Declared per Common Share | \$ 0.543 | \$ 0.581 | \$ 0.622 |
| Common Stock Share Repurchases | \$ 532 | \$ 93 | \$ 28 |
| Year-End Closing Stock Prices | \$ 81.31 | \$ 137.20 | \$ 194.79 |
| Equity Market Capitalization | \$ 3,285 | \$ 5,446 | \$ 7,690 |
| Total Capitalization | \$ 4,169 | \$ 6,920 | \$ 9,312 |







- 1 Please refer to "Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's Form 10-K for the fiscal year ended December 31, 2020 filed with the SEC on February 24, 2021 for a discussion of Adjusted EBITDA, a non-GAAP financial measure, and a reconciliation to the most directly comparable GAAP measure.
- 2 Net leverage ratio is the ratio of total debt (less cash) to Adjusted EBITDA.
- 3 Total Shareholder Return ("TSR") assumes dividends are reinvested. One year TSR is calculated from December 31, 2019 to December 31, 2020. Three year TSR is calculated from December 31, 2017 to December 31, 2020. Five year TSR is calculated from December 31, 2015 to December 31, 2020.

CHURCHILL DOWNS INCORPORATED

600 N. HURSTBOURNE PARKWAY, STE. 400
LOUISVILLE, KENTUCKY 40222

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

| | |
|-----------------------|---|
| DATE AND TIME: | Tuesday, April 20, 2021, at 9:00 a.m. Eastern Time |
| PLACE: | Via a live audio-only webcast at www.proxydocs.com/CHDN . There is no physical location for the 2021 Annual Meeting. |
| AGENDA: | <ol style="list-style-type: none">I. To elect the three (3) Class I Directors identified in this Proxy Statement for a term of three (3) years (Proposal No. 1);II. To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2021 (Proposal No. 2);III. To conduct an advisory vote to approve executive compensation (Proposal No. 3); andIV. To transact such other business as may properly come before the meeting or any adjournment thereof, including matters incident to its conduct. |
| RECORD DATE: | The close of business on March 1, 2021, has been fixed as the record date for determining the shareholders entitled to notice of, and to vote at, the Annual Meeting. Only shareholders of record at that time will be entitled to notice of and to vote at the Annual Meeting and at any adjournments thereof. |
| VOTING: | <p>To attend and vote during the Annual Meeting visit www.proxydocs.com/CHDN. All shareholders, including those who expect to attend the Annual Meeting virtually, are urged to vote prior to the Annual Meeting by telephone or Internet or by requesting and promptly signing and returning a proxy card, as more fully described in the Notice of Internet Availability of Proxy Materials.</p> <p>   </p> |

March 11, 2021

By Order of the Board of Directors.

BRADLEY K. BLACKWELL
*Senior Vice President,
General Counsel and Secretary*

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON APRIL 20, 2021

The Company's Proxy Statement for the 2021 Annual Meeting of Shareholders and the Annual Report to Shareholders for the fiscal year ended December 31, 2020 are available at
<http://www.churchilldownsincorporated.com/proxy>

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CHURCHILL DOWNS INCORPORATED

600 N. HURSTBOURNE PARKWAY, STE. 400
LOUISVILLE, KENTUCKY 40222

PROXY STATEMENT

Annual Meeting of Shareholders to be held on April 20, 2021

The Board of Directors (the “Board of Directors” or “Board”) of Churchill Downs Incorporated (“Company” or “CHDN”) is soliciting proxies to be voted at the 2021 Annual Meeting of Shareholders to be held on **Tuesday, April 20, 2021, at 9:00 a.m. Eastern Time (the “Annual Meeting”)**, and at any adjournment or postponement thereof. In light of the ongoing COVID-19 pandemic, for the safety of our employees, directors and shareholders, we have determined that the Annual Meeting will be held in a virtual meeting format only, via the Internet, with no physical in-person meeting. You will be able to attend and participate in the Annual Meeting online by visiting www.proxydocs.com/CHDN. Certain officers and directors of the Company and persons acting under their instruction may also solicit proxies on behalf of the Board of Directors by means of telephone calls, personal interviews and mail at no additional expense to the Company. The Notice of Internet Availability of Proxy Materials (the “Notice”) was first mailed on or about March 11, 2021.

Voting Rights

Only holders of record of the Company’s Common Stock, no par value (“Common Stock”), on March 1, 2021 (the “Record Date”), are entitled to notice of and to vote at the Annual Meeting. On that date, 38,521,617 shares of Common Stock were outstanding and entitled to vote. Each shareholder has one vote per share on all matters coming before the Annual Meeting. The shareholders of the Company do not have cumulative voting rights in the election of directors. Abstentions or “withhold” votes, as applicable, and broker non-votes are not counted in determining the number of votes required for the election of a director or passage of any matter submitted to the shareholders. Abstentions or “withhold” votes and broker non-votes are counted for purposes of determining whether a quorum exists. For more information regarding broker non-votes, see “*What is a broker non-vote?*” below.

To ensure the presence of a quorum, please vote over the Internet, by telephone or by mail as instructed in these materials as promptly as possible. If a shareholder executes and returns a proxy card, but does not specify otherwise, the shares represented by the shareholder’s proxy will be voted: (i) for the election of each of the three director nominees listed below under “Election of Directors”; (ii) for the ratification of the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for fiscal year 2021; (iii) for the advisory approval of the compensation of the Company’s named executive officers as disclosed in this Proxy Statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission (the “SEC”); and (iv) in the discretion of the person or persons voting the proxies, on such other business as may properly come before the Annual Meeting or any adjournments thereof.

Voting Instructions and Information

When and where is our Annual Meeting?

We will hold our Annual Meeting on Tuesday, April 20, 2021 at 9:00 a.m. Eastern Time online at www.proxydocs.com/CHDN.

How are we distributing our proxy materials?

In accordance with the “notice and access” rules and regulations adopted by the SEC, instead of mailing a printed copy of our proxy materials to each shareholder of record (the “full set delivery” option), we are furnishing proxy materials to our shareholders over the Internet (the “notice only” option). A company may use either option, “notice only” or “full set delivery,” for all of its shareholders or may use one method for some shareholders and the other method for others. We believe the “notice only” process expedites shareholders’ receipt of proxy materials and reduces the costs and environmental impact of our Annual Meeting. The Company will bear the entire cost of the solicitation.

On March 11, 2021, we began mailing a Notice to our shareholders containing instructions on how to access this Proxy Statement and our 2020 Annual Report on Form 10-K and vote online, as well as instructions on how to receive paper copies of these documents for shareholders who so select. This Proxy Statement and the 2020 Annual Report on Form 10-K are also available at <http://www.churchilldownsincorporated.com/proxy>.

Who can vote and ask questions at the Annual Meeting?

You are entitled to vote or direct the voting of your shares of CHDN Common Stock if you were a shareholder of record or if you held CHDN Common Stock in “street name” at the close of business on the Record Date (Monday, March 1, 2021). On that date, 38,521,617 shares of CHDN Common Stock were outstanding. Each share of CHDN Common Stock held by you on the Record Date is entitled to one vote.

To vote and ask questions during the Annual Meeting, you must be properly logged into the meeting website, as explained below under “What do I need to attend, and vote at, the Annual Meeting?” We will respond to questions submitted that are applicable to our business and otherwise in compliance with the rules of conduct for the meeting.

How many votes must be present to hold the Annual Meeting?

We must have a “quorum” to conduct the Annual Meeting. A majority of the outstanding shares of Common Stock entitled to vote, represented in person by virtual attendance or by proxy, shall constitute a quorum. Once a share is represented for any purpose at the Annual Meeting, it will be deemed present for quorum purposes for the remainder of the Annual Meeting and for any adjournment of the Annual Meeting, unless a new record date must be set for the adjourned meeting.

What do I need to attend, and vote at, the Annual Meeting?

In order to attend the Annual Meeting, you must register in advance at www.proxydocs.com/CHDN prior to the deadline of April 16, 2021 at 5:00 p.m. (Eastern Time). Upon completing your registration, you will receive further instructions via email, including your unique link that will allow you access to the Annual Meeting and to submit questions prior to the Annual Meeting. Only CHDN shareholders of record as of the close of business on the Record Date will be permitted to attend the Annual Meeting. If you hold shares in “street name,” you will also need a valid “legal proxy” in order to vote at the Annual Meeting, which you can obtain by contacting your account representative at the broker, bank or similar institution through which you hold your shares. This legal proxy must be submitted with your registration to be able to vote your shares at the Annual Meeting.

What proposals will be voted on at the Annual Meeting?

The following proposals from the Company will be considered and voted on at the Annual Meeting:

1. To elect the three (3) Class I Directors identified in this Proxy Statement for a term of three (3) years (Proposal No. 1);
2. To ratify the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for fiscal year 2021 (Proposal No. 2); and

- To conduct an advisory vote to approve the executive compensation of the Company's named executive officers as disclosed in this Proxy Statement (Proposal No. 3).

You may also vote on any other business as may properly come before the Annual Meeting or any adjournment thereof, including matters incident to the Annual Meeting's conduct.

How does the Board of Directors recommend I vote?

CHDN's Board of Directors unanimously recommends that you vote:

- "FOR"** each of the three (3) director nominees identified in this Proxy Statement under "Election of Directors" to the Board of Directors.
- "FOR"** the proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2021.
- "FOR"** the proposal to approve, on a non-binding advisory basis, the executive compensation of the Company's named executive officers as disclosed in this Proxy Statement.

How do I vote?

You may cast your vote in one of four ways:

- **By Submitting a Proxy by Internet.** Go to the following website: www.proxypush.com/CHDN. You may submit a proxy by Internet 24 hours a day. To be valid, your proxy by Internet must be received by the time of the Annual Meeting. When you access the website, follow the instructions to create an electronic voting instruction form.
- **By Submitting a Proxy by Telephone.** To submit a proxy using the telephone, call 1-866-284-6863 any time on a touch-tone telephone. There is NO CHARGE to you for the call in the United States or Canada. International calling charges apply outside the United States and Canada. You may submit a proxy by telephone 24 hours a day, 7 days a week. Follow the simple prompts and instructions provided by the recorded message. To be valid, your proxy must be received by the Annual Meeting.
- **By Submitting a Proxy by Mail.** If you have requested and received a proxy card by mail, mark your proxy card, sign and date it, and return it in the prepaid envelope that was provided or return it to: Proxy Tabulator for Churchill Downs Incorporated, P.O. Box 8016, Cary, North Carolina 27512-9903. To be valid, your proxy must be received by the Annual Meeting.
- **During the Annual Meeting.** To vote during the live webcast of the Annual Meeting, you must first register at www.proxydocs.com/CHDN. Upon completing your registration, you will receive further instructions via email, including your unique link that will allow you access to the Annual Meeting and to submit questions prior to the Annual Meeting. Please be sure to follow instructions found on your proxy card and/or voting authorization form and subsequent instructions that will be delivered to you via email. Shareholders will be able to attend the Annual Meeting platform with the webcast beginning at 8:45 a.m. (Eastern Time) on April 20, 2021 pursuant to the unique access instructions they receive following their registration at www.proxydocs.com/CHDN.

How can I revoke my proxy or substitute a new proxy or change my vote?

You can revoke your proxy or substitute a new proxy by use of any of the following means:

For a Proxy Submitted by Internet or Telephone

- Submitting in a timely manner a new proxy through the Internet or by telephone that is received prior to the Annual Meeting;
- Requesting, executing and mailing a later-dated proxy card that is received prior to the Annual Meeting; or
- Voting during the virtual Annual Meeting.

For a Proxy Submitted by Mail

- Executing and mailing another proxy card bearing a later date that is received prior to the Annual Meeting;

- Giving written notice of revocation to CHDN’s Secretary at 600 N. Hurstbourne Parkway, Ste. 400, Louisville, Kentucky 40222 that is received by CHDN prior to 11:59 p.m., Eastern Time, on April 19, 2021; or
- Voting during the virtual Annual Meeting.

What is a broker non-vote?

Brokers, banks or other nominees holding shares on behalf of a beneficial owner may vote those shares in their discretion on certain “routine” matters even if they do not receive timely voting instructions from the beneficial owner. With respect to “non-routine” matters, the broker, bank or other nominee is not permitted to vote shares for a beneficial owner without timely received voting instructions. The only routine matter to be presented at the Annual Meeting is the proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for fiscal year 2021. The remaining proposals to be presented at the Annual Meeting are considered non-routine.

A broker non-vote occurs when a broker, bank or other nominee does not vote on a non-routine matter because the beneficial owner of such shares has not provided voting instructions with regard to such matter. If a broker, bank or other nominee exercises its discretionary voting authority on the proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for fiscal year 2021, such shares will be considered present at the Annual Meeting for quorum purposes and broker non-votes will occur as to each of the other proposals presented at the Annual Meeting. Broker non-votes will have no impact on the voting results of the election of directors or the proposal to approve, on a non-binding advisory basis, the executive compensation of the Company’s named executive officers as disclosed in this Proxy Statement.

How will my shares be voted if I return a blank proxy card or a blank voting instruction card?

If you are a holder of record of shares of our common stock and you sign and return a proxy card without giving specific voting instructions, your shares will be voted:

1. **“FOR”** each of the three (3) director nominees identified in this Proxy Statement under “Election of Directors” to the Board of Directors.
2. **“FOR”** the proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for fiscal year 2021.
3. **“FOR”** the proposal to approve, on a non-binding advisory basis, the executive compensation of the Company’s named executive officers as disclosed in this Proxy Statement.

If you hold your shares in street name via a broker, bank or other nominee and return a signed but blank voting instruction card (and do not otherwise provide the broker, bank or other nominee with voting instructions), your shares:

- will be counted as present for purposes of establishing a quorum;
- will be voted in accordance with the broker’s, bank’s or other nominee’s discretion on “routine” matters, which includes only the proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for fiscal year 2021; and
- will not be counted in connection with the election of directors, the proposal to approve, on a non-binding advisory basis, the executive compensation of the Company’s named executive officers as disclosed in this Proxy Statement, or any other non-routine matters that are properly presented at the Annual Meeting. For each of these proposals, your shares will be treated as “broker non-votes.”

Our Board knows of no matter to be presented at the Annual Meeting other than the proposals described above. If any other matters properly come before the Annual Meeting upon which a vote properly may be taken, shares represented by all proxies received by us on the proxy card will be voted with respect thereto as permitted and in accordance with the judgment of the proxy holders.

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth information as of the Record Date (except as otherwise indicated below) regarding the beneficial ownership of the Common Stock by the only persons known by the Company to beneficially own more than five percent (5%) of the Common Stock, each director and director nominee of the Company, each named executive officer (as defined in “Executive Compensation—2020 Summary Compensation Table” herein), and the Company’s directors and executive officers as a group. Except as otherwise indicated, the persons named in the table have sole voting and investment power with respect to all of the shares of Common Stock shown as beneficially owned by them. The percentage of beneficial ownership is calculated based on 38,521,617 shares of Common Stock outstanding as of the Record Date. We are not aware of any pledge of our Common Stock or any other arrangements the operation of which may at a subsequent date result in a change in control of our Company.

| Name of Beneficial Owner | Amount and Nature Of Beneficial Ownership | Percent of Class |
|---|---|------------------|
| BlackRock, Inc. and affiliates 55 East 52nd Street New York, NY 10055 | 4,949,949 ⁽¹⁾ | 12.85 |
| The Vanguard Group, Inc. and affiliates 100 Vanguard Blvd. Malvern, PA 19355 | 3,289,869 ⁽²⁾ | 8.54 |
| FMR LLC and affiliates 245 Summer Street. Boston, MA 02210 | 3,509,049 ⁽³⁾ | 9.11 |
| CDI Holdings LLC 845 Larch Avenue Elmhurst, IL 60126 | 2,617,773 ⁽⁴⁾ | 6.80 |
| Ulysses L. Bridgeman, Jr. | 21,840 ⁽⁵⁾ | * |
| Robert L. Fealy | 56,695 ⁽⁶⁾ | 0.15 |
| Douglas C. Grissom | 8,198 ⁽⁷⁾ | * |
| Daniel P. Harrington | 628,297 ⁽⁸⁾ | 1.63 |
| Karole F. Lloyd | 14,011 ⁽⁹⁾ | * |
| R. Alex Rankin | 43,288 ⁽¹⁰⁾ | 0.11 |
| Paul C. Varga | 9,781 ⁽¹¹⁾ | * |
| William C. Carstanjen | 544,807 ⁽¹²⁾ | 1.41 |
| William E. Mudd | 254,403 ⁽¹³⁾ | 0.66 |
| Marcia A. Dall | 41,146 ⁽¹⁴⁾ | 0.11 |
| Austin W. Miller | 27,341 ⁽¹⁵⁾ | 0.07 |
| 11 Directors and Executive Officers as a Group | 1,649,807 ⁽¹⁶⁾ | 4.28 |

* Less than 0.1%.

- (1) Based on a Schedule 13G/A filed with the SEC on January 27, 2021, reporting the beneficial ownership of BlackRock, Inc. and its subsidiaries specified therein (“BlackRock”) as of December 31, 2020. As reported in such filing, BlackRock has sole voting power over 4,896,838 shares, sole dispositive power over 4,949,949 shares and no shared voting or dispositive power over any shares.
- (2) Based on a Schedule 13G/A filed with the SEC on February 10, 2021, reporting the beneficial ownership of The Vanguard Group and its subsidiaries specified therein (“Vanguard”) as of December 31, 2020. As reported in such filing, Vanguard has sole voting power over 0 shares, sole dispositive power over 3,175,819 shares, shared voting power over 86,631 shares and shared dispositive power over 114,050 shares.
- (3) Based on a Schedule 13G/A filed with the SEC on February 8, 2021, reporting the beneficial ownership of FMR LLC and its subsidiaries specified therein (“FMR”) as of December 31, 2020. As reported in such filing, FMR has sole voting power over 123,317 shares, sole dispositive power over 3,509,049 shares, and no shared voting or dispositive power over any shares.

- (4) Based on a Schedule 13D/A filed with the SEC on February 2, 2021, reporting the beneficial ownership of (i) The Duchossois Group, Inc. (“TDG”), (ii) Richard L. Duchossois, (iii) CDI Holdings LLC (“Holdings”), and (iv) Craig J. Duchossois, as of February 1, 2021. TDG and Holdings reported shared dispositive power over 2,000,000 shares. Richard L. Duchossois reported sole voting and dispositive power over 617,773 shares. Craig J. Duchossois reported sole voting and dispositive power over 120,000 shares. For purposes of Rule 13d-3, Richard and Craig Duchossois may be deemed to share beneficial ownership of the Holdings shares. Both Richard and Craig Duchossois disclaim beneficial ownership of the Holdings shares. On February 1, 2021, the Company entered into an agreement with Holdings to repurchase 1,000,000 shares. See page 52 “Certain Relationships and Related Transactions” for more information.
- (5) Includes 5,740 deferred stock units, which Mr. Bridgeman has elected to defer pursuant to the Company’s deferred compensation plan. Also includes 16,100 restricted stock units awarded by the Company for his board service, over which Mr. Bridgeman has neither voting nor dispositive power until immediately following his resignation or retirement from the Board.
- (6) Includes 35,107 deferred stock units, which Mr. Fealy has elected to defer pursuant to the Company’s deferred compensation plan. Also includes 21,588 restricted stock units awarded by the Company for his board service, over which Mr. Fealy has neither voting nor dispositive power until immediately following his resignation or retirement from the Board.
- (7) Includes 3,187 deferred stock units, which Mr. Grissom has elected to defer pursuant to the Company’s deferred compensation plan. Also includes 5,011 restricted stock units awarded by the Company for his board service, over which Mr. Grissom has neither voting nor dispositive power until immediately following his resignation or retirement from the Board.
- (8) Mr. Harrington shares voting and investment power with respect to 572,676 shares held by TVI Corp. He specifically disclaims beneficial ownership of these shares. Figure illustrated includes 34,033 deferred stock units, which Mr. Harrington has elected to defer pursuant to the Company’s deferred compensation plan. Also includes 21,588 restricted stock units awarded by the Company for his board service, over which Mr. Harrington has neither voting nor dispositive power until immediately following his resignation or retirement from the Board. Figure illustrated does not include 97,602 shares held by the Veale Foundation. Mr. Harrington is a member of the Board of Trustees of the Veale Foundation, but Mr. Harrington disclaims beneficial ownership of those shares.
- (9) Includes 5,011 restricted stock units awarded by the Company for her board service, over which Ms. Lloyd has neither voting nor dispositive power until immediately following her resignation or retirement from the Board.
- (10) Includes 21,588 restricted stock units awarded by the Company for his board service, over which Mr. Rankin has neither voting nor dispositive power until immediately following his resignation or retirement from the Board.
- (11) Includes 1,781 restricted stock units awarded by the Company for his board service, over which Mr. Varga has neither voting nor dispositive power until immediately following his resignation or retirement from the Board.
- (12) Excludes 6,864 restricted stock units deferred under the Company’s Deferral Plan. Excludes 88,412 restricted stock units, tied to Mr. Carstanjen’s continued service to the Company, awarded under the Company’s 2016 Omnibus Stock Incentive Plan over which Mr. Carstanjen has neither voting nor dispositive power until December 31, 2021, at which time 22,427 units shall vest without restriction; December 31, 2022, at which time 12,069 units shall vest without restriction; December 31, 2023, at which time 5,205 units shall vest without restriction; October 30, 2022, at which time 12,177 units shall vest without restriction; October 30, 2023, at which time 12,177 units shall vest without restriction; October 30, 2024, at which time 12,177 units shall vest without restriction; and October 30, 2025, at which time the remaining 12,180 units shall vest without restriction. Excludes 181,898 performance stock units (“PSUs”) awarded under the Company’s executive long term incentive compensation plan over which Mr. Carstanjen has neither voting nor dispositive power until December 31, 2021, at which time the performance period ends with regard to 33,719 PSUs; December 31, 2022, at which time the performance period ends with regard to 20,592 PSUs, and October 30, 2021, at which time the performance period ends with regard to the remaining 127,587 PSUs, which shall thereafter vest based upon Mr. Carstanjen’s continued service to the Company according to the following schedule: 31,897 units on October 30th of each of 2022, 2023, and 2024, respectively, and 31,896 units on October 30, 2025. Further excludes all PSUs to be awarded to Mr. Carstanjen under the Company’s executive long-term incentive compensation plan for the performance period of January 1, 2021 through December 31, 2023.
- (13) Excludes 48,171 restricted stock units, tied to Mr. Mudd’s continued service to the Company, awarded under the Company’s 2016 Omnibus Stock Incentive Plan over which Mr. Mudd has neither voting nor dispositive power until December 31, 2021, at which time 9,875 units shall vest without restriction; December 31, 2022, at which time 5,486 units shall vest without restriction; December 31, 2023, at which time 2,366 units shall vest without restriction; October 30, 2022, at which time 7,611 units shall vest without restriction; October 30, 2023, at which time 7,611 units shall vest without restriction; October 30, 2024, at which time 7,611 units shall vest without restriction; and October 30, 2025, at which time the remaining 7,611 units shall vest without restriction. Excludes 103,391 PSUs awarded under the Company’s executive long term incentive compensation plan over which Mr. Mudd has neither voting nor dispositive power until December 31, 2021, at which time the performance period ends with regard to 14,288 PSUs; December 31, 2022, at which time the performance period ends with regard to 9,360 PSUs, and October 30, 2021, at which time the performance period ends with regard to the remaining 79,743 PSUs, which shall thereafter vest based upon Mr. Mudd’s continued service to the Company according to the following schedule: 19,936 units on October 30th of each of 2022, 2023, and 2024,

respectively; and 19,935 units on October 30, 2025. Further excludes all PSUs to be awarded to Mr. Mudd under the Company's executive long term incentive compensation plan for the performance period of January 1, 2021 through December 31, 2023.

- (14) Excludes 1,352 restricted stock units deferred under the Company's Deferral Plan. Excludes 8,185 restricted stock units, tied to Ms. Dall's continued service to the Company, awarded under the Company's 2016 Omnibus Stock Incentive Plan over which Ms. Dall has neither voting nor dispositive power until December 31, 2021, at which time 4,467 units shall vest without restriction; December 31, 2022, at which time 2,535 units shall vest without restriction; and December 31, 2023, at which time the remaining 1,183 units shall vest without restriction. Excludes 10,343 PSUs awarded under the Company's executive long term incentive compensation plan over which Ms. Dall has neither voting nor dispositive power until December 31, 2021, at which time the performance period ends with regard to 6,287 PSUs; and December 31, 2022, at which time the performance period ends with regard to the remaining 4,056 PSUs. Further excludes all PSUs to be awarded to Ms. Dall under the Company's executive long-term incentive compensation plan for the performance period of January 1, 2021 through December 31, 2023.
- (15) Excludes 6,352 restricted stock units, tied to Mr. Miller's continued service to the Company, awarded under the Company's 2016 Omnibus Stock Incentive Plan over which Mr. Miller has neither voting nor dispositive power until December 31, 2021, at which time 3,576 units shall vest without restriction; December 31, 2022, at which time 1,908 units shall vest without restriction; and December 31, 2023, at which time the remaining 868 units shall vest without restriction. Excludes 6,549 PSUs awarded under the Company's executive long-term incentive compensation plan over which Mr. Miller has neither voting nor dispositive power until December 31, 2021, at which time the performance period ends with regard to 3,429 PSUs; and December 31, 2021, at which time the performance period ends with regard to the remaining 3,120 PSUs. Further excludes all PSUs to be awarded to Mr. Miller under the Company's executive long-term incentive compensation plan for the performance period of January 1, 2021 through December 31, 2023.
- (16) See table on page 8 and "Information about our Executive Officers".

Information about our Executive Officers

The Company's executive officers, as listed below, are elected annually to their executive offices and serve at the pleasure of the Board of Directors.

| Name and Age | Position(s) With Company and Term of Office |
|---|--|
| William C. Carstanjen⁽¹⁾ Age: 53 | Chief Executive Officer since August 2014; President and Chief Operating Officer from March 2011 to August 2014; Chief Operating Officer from January 2009 to March 2011; Executive Vice President and Chief Development Officer from June 2005 to January 2009; General Counsel from June 2005 to December 2006 |
| William E. Mudd⁽²⁾ Age: 49 | President and Chief Operating Officer since October 2015; President and Chief Financial Officer from August 2014 to October 2015; Executive Vice President and Chief Financial Officer from October 2007 to August 2014 |
| Marcia A. Dall⁽³⁾ Age: 57 | Executive Vice President and Chief Financial Officer since October 2015 |
| Austin W. Miller⁽⁴⁾ Age: 57 | Senior Vice President, Gaming Operations since August 2013; President of Calder Casino & Race Course from June 2010 to August 2013; President of Fair Grounds Race Course & Slots from October 2008 to June 2010; Vice President and General Manager of Fair Grounds Race Course & Slots from May 2007 to October 2008 |

- (1) Prior to joining the Company, Mr. Carstanjen was employed at General Electric Company ("GE"). From 2004 through June 2005, he served as the Managing Director and General Counsel of GE Commercial Finance, Energy Financial Services. From 2002 to 2004, he served as General Counsel of GE Specialty Materials and, from 2000 to 2002, he served as Transactions and Finance Counsel of GE Worldwide Headquarters. Mr. Carstanjen began his career as an attorney with Cravath, Swaine & Moore LLP in New York City, specializing in mergers and acquisitions and other corporate transactions.
- (2) Prior to joining the Company, Mr. Mudd was employed at GE. From 2006 through October 2007, he served as Chief Financial Officer, Global Commercial & Americas P&L of GE Infrastructure, Water & Process Technologies. From 2004 to 2006, he served as Chief Financial Officer, Supply Chain, Information Technology and Technology Finance, GE Consumer & Industrial Europe, Middle East, & Africa, Budapest and Hungary and, from 2002 to 2004, he served as Manager, Global Financial Planning & Analysis and Business Development at GE FANUC in Charlottesville, Virginia.
- (3) Prior to joining the Company, Ms. Dall was employed at Erie Indemnity Company, a company providing sales, underwriting and administrative services to Erie Insurance Exchange, where from March 2009 through October 2015, she served as Executive Vice President and Chief Financial Officer. From January 2008 until March 2009, she served as Chief Financial Officer of the Healthcare division at CIGNA Corporation. Prior to CIGNA, Ms. Dall was a corporate officer and the Chief Financial Officer for the International and U.S. Mortgage Insurance segments of Genworth Financial, a former subsidiary of GE. Ms. Dall began her career in 1985 in the Financial Management Program at GE and held various leadership roles both in finance and operations over her twenty-plus year tenure with GE. Ms. Dall is a Certified Public Accountant.
- (4) Prior to joining the Company, Mr. Miller was employed by Harrah's Entertainment, Caesars Entertainment, and Grand Casinos from 1992 to 2007. From 2005 to 2007, he served as the Vice President of Gaming Operations for Harrah's New Orleans. From 2001 to 2005, he served in a number of senior executive roles including Senior Vice President of Operations for Grand Casino Gulfport. From 2000 to 2001, he served as the Vice President of Guest Services for Grand Casino Tunica. From 1996 to 2000, he served as the Director of Guest Services for Grand Casino Biloxi. From 1995 to 1996, he served as the Regional Director of the Grand Advantage Player's Club for Grand Casino Gulfport & Grand Casino Biloxi. From 1992 to 1995, he served as Corporate Marketing Representative and Director of Business Relations for Grand Casinos Incorporated. Miller began his gaming career in 1983.

ELECTION OF DIRECTORS (Proposal No. 1)

At the Annual Meeting, shareholders will vote to elect the three (3) persons identified below to serve in Class I of the Board of Directors and to hold office for a term of three (3) years expiring at the 2024 annual meeting of shareholders and thereafter until their respective successors shall be duly elected and qualified or until the earlier of their resignation, death or removal.

The Amended and Restated Bylaws of the Company provide that the Board of Directors shall be composed of not fewer than three (3) nor more than fifteen (15) members, the exact number to be established by the Board of Directors, and further provide for the division of the Board of Directors into three (3) approximately equal classes, of which one (1) class is elected annually to a three (3) year term. Currently the Board of Directors is comprised of eight (8) directors, with three (3) directors in Class I, two (2) directors in Class II and three (3) directors in Class III.

The Nominating and Governance Committee has recommended, and the Board has approved, the nomination of the three (3) persons named in the following table for election as directors in Class I. The nominees currently serve as members of Class I and have agreed to serve if re-elected.

Directors are elected by a plurality of votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. With each shareholder having one vote per share to cast for each director position, the nominees receiving the greatest number of votes will be elected. The biographical information for our directors and director nominees below includes information regarding certain of the experiences, qualifications, attributes and skills that led to the determination that such individuals are qualified to serve on the Board of Directors.



The Board of Directors recommends a vote “FOR” the election of the directors in Class I named below.

Election of Directors

The following table sets forth information relating to the Class I director nominees of the Company who are proposed to the shareholders for election to serve as directors for a term of three (3) years, expiring at the 2024 annual meeting of shareholders, and thereafter until their respective successors shall be duly elected and qualified or until the earlier of their resignation, death or removal.

Class I—Nominated for Terms Expiring in 2024

William C. Carstanjen

Age: 53
Director since 2015

Mr. Carstanjen was named the Company's twelfth Chief Executive Officer in August 2014 and appointed to the Board of Directors in July 2015. Mr. Carstanjen served as the Company's President and Chief Operating Officer (2011-2014), the Company's Chief Operating Officer (2009-2011) and as Executive Vice President, General Counsel and Chief Development Officer for the Company (2005-2009). Mr. Carstanjen joined the Company in July 2005 after serving as an executive with General Electric Company. Mr. Carstanjen began his career as an attorney with Cravath, Swaine & Moore LLP in New York City, specializing in mergers and acquisitions, corporate finance and corporate governance. Mr. Carstanjen brings a wealth of experience and knowledge to his leadership role at the Company. Throughout his tenure, Mr. Carstanjen has led the Company's diversification strategy into online wagering and regional casino gaming, as well as led the growth of the Kentucky Oaks and Kentucky Derby events. Mr. Carstanjen is a Director of Glenview Trust Company.

Karole F. Lloyd

Age: 62
Director since 2018

Mrs. Lloyd was elected to the Board of Directors in 2018 and serves as Chair of the Audit Committee. Mrs. Lloyd has served on the Board of Directors of Aflac Inc. since January 2017 and currently serves as the Chair of the Audit and Risk Committee and a member of the Executive Committee and the Finance and Investment Committee of the Aflac Inc., Board of Directors. Mrs. Lloyd is the retired Vice Chair and Southeast Regional Managing Partner for Ernst & Young LLP ("EY"). From 2009 through her retirement in 2016, she served as a member of the US Executive Board, Americas Operating Executive and the Global Practice Group for EY. In her 37-year career at EY, Mrs. Lloyd served many of EY's highest profile clients through mergers, IPOs, acquisitions, divestitures, and across numerous industries including banking, insurance, consumer products, transportation, real estate, manufacturing, and retail. Mrs. Lloyd is active in the Atlanta community, working with the Metro Atlanta Chamber of Commerce and The Rotary Club of Atlanta. She was previously the Chair of the Atlanta Symphony Orchestra Board of Directors. Mrs. Lloyd is active in supporting many colleges and universities throughout the southeast, including serving on the President's Advisory Council and the Board of Visitors at the University of Alabama. Mrs. Lloyd qualifies as an Audit Committee Financial Expert, which makes her well suited for her current role as the Chair of the Company's Audit Committee and as a member of the Board.

Paul C. Varga

Age: 57
Director since 2020

Mr. Varga was appointed to the Board of Directors on February 25, 2020. Mr. Varga is the former Chairman and Chief Executive Officer of Brown-Forman Corporation, a public global spirits and wine company. Mr. Varga served as Chairman and Chief Executive Officer of Brown-Forman Corporation from August 2007 until his retirement in December 2018. He served as President and Chief Executive Officer of Brown-Forman Beverages (a division of Brown-Forman Corporation) from 2003 to 2005, and as Global Chief Marketing Officer for Brown-Forman Spirits from 2000 to 2003. In addition to Mr. Varga's many years of leadership experience in the role of Chief Executive Officer and as a public company board member, he also has considerable expertise and experience in corporate finance, strategy, building brand awareness, product development, marketing, distribution and sales. Mr. Varga currently serves on the Board of Directors of Macy's, Inc. as Chair of the Compensation and Management Development Committee and as a member of the Finance Committee. He previously served on the Board of Directors of Brown-Forman Corporation from 2003 until July 2019.

- (1) Summaries above include directorships at any time within the last 5 years in companies with a class of securities registered pursuant to Section 12 of the Exchange Act, subject to the requirements of Section 15(d) of the Exchange Act or companies registered under the Investment Company Act of 1940 and, in the case of certain directors, other present or former directorships or positions considered significant by them.

The Board of Directors has no reason to believe that any of the nominees will be unavailable to serve as a director. If any nominee should become unavailable before the Annual Meeting, the persons named in the proxy, or their substitutes, reserve the right to vote for substitute nominees selected by the Board of Directors.

Continuing Directors

The following tables set forth information relating to the Class II and Class III directors of the Company who will continue to serve as directors until the expiration of their respective terms of office.

Class II—Terms Expiring in 2022

Ulysses L. Bridgeman, Jr.

Age: 67
Director since 2012

Mr. Bridgeman is the owner and chief executive officer of Heartland Coca-Cola Bottling Company, LLC (“Heartland”), which owns and operates a Coca-Cola production and manufacturing facility in Lenexa, Kansas and seventeen Coca-Cola distribution facilities across various Midwestern states, including Kansas, Missouri, and Illinois. Prior to his February 2017 acquisition of Heartland, Mr. Bridgeman was the owner and chief executive officer of various companies operating over 450 restaurants in 20 states, including 263 Wendy’s restaurants and 123 Chili’s restaurants. From 1975 to 1983, and from 1986 to 1987, Mr. Bridgeman played professional basketball with the Milwaukee Bucks, and from 1983 to 1986, he played for the Los Angeles Clippers. Mr. Bridgeman currently serves on the Board of Directors of Meijer, Inc., the Naismith Basketball Hall of Fame, Simmons College, the West End School, and Central Bank and Trust Company as a member of the Audit Committee. He is a former Director of the James Graham Brown Foundation and served as past chairman of the Board of Trustees of the University of Louisville. Mr. Bridgeman’s current role as a CEO and extensive leadership experience make him ideally qualified as a member of the Board.

R. Alex Rankin

Age: 65
Director since 2008

Mr. Rankin is the Chairman of the Board of Sterling G. Thompson Company, LLC (a private insurance agency and broker), and the President of Upson Downs Farm, Inc. (a thoroughbred breeding and racing operation). He is also Vice Chairman and Director of Glenview Trust Company and a member of The Jockey Club. Mr. Rankin is a Trustee and former Chairman of the James Graham Brown Foundation (a private, non-profit foundation that fosters the well-being, quality of life, and image of Louisville and Kentucky by actively supporting and funding projects in the fields of civic affairs, economic development, education, and health and general welfare, which since 1954 has awarded over 3,200 grants totaling over \$610 million). Among other exceptional personal and professional attributes, Mr. Rankin’s expertise in the areas of finance and risk management, as well as his experience in the business of thoroughbred horseracing, qualify Mr. Rankin as a member of the Board of Directors.

- (1) Except as noted with respect to Mr. Bridgeman, there has been no change in principal occupation or employment during the past 5 years.
- (2) Summaries above include directorships at any time within the last 5 years in companies with a class of securities registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), subject to the requirements of Section 15(d) of the Exchange Act or companies registered under the Investment Company Act of 1940 and, in the case of certain nominees, other present or former directorships or positions considered significant by them.

Class III—Terms Expiring in 2023

Robert L. Fealy
Age: 69
Director since 2000

Mr. Fealy currently serves as Managing Director of Limerick Investments, LLC, an investment firm, and co-founder and President of Aluminate, Inc., which provides data analytics solutions to universities, colleges and other not-for-profit institutions. He retired effective June 30, 2014 as President, Chief Operating Officer and Director of The Duchossois Group, Inc. (a family owned company which held diversified business interests in companies with leading brands in the residential security, lighting and convenience products markets and the commercial control, automation and digital media markets). While Mr. Fealy was originally nominated to serve as a director of the Company pursuant to the stockholder's agreement between the Company and Duchossois Industries, Inc., the Company has been and will continue to be well served by Mr. Fealy's experience as a certified public accountant and senior executive with oversight of a diverse group of companies that had over 5,000 employees worldwide with operations located in over 30 countries as well as proven capabilities in strategic business planning in a variety of industries. Prior to Mr. Fealy's employment with Duchossois Group, Inc., he was a senior executive at Cummins Inc., serving in various roles including Vice President-Treasurer and Vice President-Global Business Strategy. Mr. Fealy currently holds the following leadership positions with other entities: Board Director, Panduit, Inc.; Past Chairman and Founding Board Member, Illinois Venture Capital Association; Entrepreneur Partner and Advisor, Chicago Ventures; Trustee and Past Chairman of the Board of Trustees, University of Cincinnati Foundation; Member, University of Cincinnati Business Advisory Council; Board Member and past Chairman, Chicago Children's Choir; Trustee of The Morton Arboretum; and Partner, Social Venture Partners.

Douglas C. Grissom
Age: 53
Director since 2017

Mr. Grissom serves as a Managing Director of Madison Dearborn Partners' ("MDP"). Prior to joining MDP, a Chicago-based private equity firm focused on buyout and growth equity investments, he was with Bain Capital in private equity, McKinsey & Company and Goldman Sachs. Mr. Grissom currently serves on the Boards of Directors of BlueCat Networks, CoVant Technologies, and Fleet Complete. In addition, he was formerly on the Boards of Directors of @stake, Aderant, Asurion, Cbeyond, Fieldglass, Great Lakes Dredge and Dock Corporation, Intelsat, LGS Innovations, Lightspeed Systems, LinQuest Corporation and Neoworld. Outside of MDP, he is a Board Member at Amherst College, the Harvard Business School Fund Council, the Lincoln Park Zoo, METROsquash, the Museum of Science and Industry, and the University of Chicago Laboratory Schools. Mr. Grissom has extensive financial and board experience within a variety of industries that qualifies him as a member of the Board of Directors.

Daniel P. Harrington
Age: 65
Director since 1998

Mr. Harrington serves as the President and Chief Executive Officer of HTV Industries, Inc. (a private holding company with diversified business interests that include manufacturing, distribution, technology and banking). Among other exceptional personal and professional attributes, Mr. Harrington has extensive financial, accounting and chief executive experience within a variety of industries that qualifies Mr. Harrington as a member of the Board of Directors. In addition, Mr. Harrington qualifies as an Audit Committee Financial Expert. Mr. Harrington also serves as a Trustee of The Veale Foundation. In addition, Mr. Harrington has served as a Director of First Guaranty Bank, First State Financial Corporation, and Portec Rail Products, Inc. (serving on its Audit and Compensation Committees).

- (1) Summaries above include directorships at any time within the last 5 years in companies with a class of securities registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), subject to the requirements of Section 15(d) of the Exchange Act or companies registered under the Investment Company Act of 1940 and, in the case of certain directors, other present or former directorships or positions considered significant by them.

Retirement Age Policy

The Company has a mandatory retirement age policy in the Corporate Governance Guidelines with regard to directors, which provides that a person is not qualified to serve as a director unless he or she is less than seventy-two (72) years of age on the date of election. No director nominees in Class I will have met the mandatory retirement age as of the date of the Annual Meeting.

Emeritus Directors

Pursuant to our Amended and Restated Bylaws, each director shall become a “Director Emeritus” upon the expiration of his or her current term following the date the director may no longer be qualified for election as a director due to age pursuant to our retirement age policy, provided the effective date of such mandatory retirement has not been waived. Emeritus Directors are available for counsel, but do not attend meetings of the Board of Directors and do not vote on matters presented to the Board. The Emeriti Directors are Charles W. Bidwill, Jr., Catesby W. Clay, Craig J. Duchossois, Richard L. Duchossois, J. David Grissom, G. Watts Humphrey, Jr., James F. McDonald, Thomas H. Meeker, Carl F. Pollard, and Darrell R. Wells.

Director Compensation for Fiscal Year Ended December 31, 2020

During the first quarter of 2020, each non-employee director of the Board of Directors received the compensation set forth below (all fees shown are annual fees, except for meeting fees), which did not change from the compensation levels set for 2019.

| | Original Board Fees Retainer Fee (\$) ⁽¹⁾ | Meeting Fees (\$) ⁽²⁾ | Stock Awards (\$) ⁽³⁾ | Chairman Fee (\$) | Non-Chairman Fee (\$) |
|-------------------------------------|--|-------------------------------------|-------------------------------------|------------------------|--------------------------|
| Board of Directors | 75,000 | 2,000 | 155,000 | 150,000 ⁽⁴⁾ | |
| Compensation Committee | | 2,000 | | 25,000 | 12,500 |
| Nominating and Governance Committee | | 2,000 | | 20,000 | 10,000 |
| Audit Committee | | 2,000 | | 35,000 | 15,000 |

- (1) Retainer fee is paid in arrears, in equal quarterly installments.
- (2) Directors who do not reside in Louisville, Kentucky may also request reimbursement for travel expenses to and from Board and committee meetings.
- (3) Each non-employee director receives a grant of restricted stock units (“RSUs”), with an aggregate grant date fair value of \$155,000.
- (4) Represents additional fee for serving as non-employee Chairman of the Board of Directors.

Effective as of the second quarter of 2020, due to the worsening trajectory of the COVID-19 global pandemic, the Board of Directors reduced its compensation as set forth below (all fees shown are annualized fees, except for meeting fees).

| | Reduced Board Fees Retainer Fee (\$) ⁽¹⁾ | Meeting Fees (\$) ⁽²⁾ | Stock Awards (\$) ⁽³⁾ | Chairman Fee (\$) | Non-Chairman Fee (\$) |
|-------------------------------------|---|-------------------------------------|-------------------------------------|-----------------------|--------------------------|
| Board of Directors | 37,500 | 1,000 | 155,000 | 75,000 ⁽⁴⁾ | |
| Compensation Committee | | 1,000 | | 12,500 | 6,250 |
| Nominating and Governance Committee | | 1,000 | | 10,000 | 5,000 |
| Audit Committee | | 1,000 | | 17,500 | 7,500 |

- (1) Retainer fee is paid in arrears, in equal quarterly installments.
- (2) Directors who do not reside in Louisville, Kentucky may request reimbursement for travel expenses to and from Board and committee meetings.
- (3) Each non-employee director receives a grant of RSUs, with an aggregate grant date fair value of \$155,000.
- (4) Represents additional fee for serving as non-employee Chairman of the Board of Directors.

In accordance with the fees described on the previous page, in 2020, we provided the following compensation to our non-employee directors. Mr. Carstanjen, our Chief Executive Officer (“CEO”), is not separately compensated for his service on our Board. Please see the 2020 Summary Compensation Table on page 41 for a summary of the compensation paid to our CEO with respect to 2020.

| Name | Fees earned or paid in cash (\$) | Stock Awards (\$) ⁽²⁾ | Total (\$) |
|---------------------------|----------------------------------|----------------------------------|------------|
| Ulysses L. Bridgeman, Jr. | 80,500 ⁽¹⁾ | 155,000 | 235,500 |
| Robert L. Fealy | 87,188 ⁽¹⁾ | 155,000 | 242,188 |
| Douglas C. Grissom | 80,938 ⁽¹⁾ | 155,000 | 235,938 |
| Daniel P. Harrington | 93,875 ⁽¹⁾ | 155,000 | 248,875 |
| Karole F. Lloyd | 93,000 | 155,000 | 248,000 |
| R. Alex Rankin | 151,625 | 155,000 | 306,625 |
| Paul C. Varga | 66,328 | 155,000 | 221,328 |

- (1) The Churchill Downs Incorporated 2005 Deferred Compensation Plan allows directors to defer receipt of all or part of their retainer and meeting fees in a deferred share account until after their service on the Board has ended. This account allows the director, in effect, to invest all or part of his or her deferred cash compensation in Company Common Stock. Funds in this account are credited as hypothetical shares of Common Stock based on the market price of the stock at the time the compensation would otherwise have been earned. Hypothetical dividends are reinvested in additional shares based on the market price of the stock on the date dividends are paid. All shares in the deferred share accounts are hypothetical and are not issued or transferred until the director ends his or her service on the Board. Upon the end of Board service, the shares are issued or transferred to the director. On December 13, 2019, the plan was amended so that effective January 1, 2020, director fees that are payable after that date and deferred may only be notionally invested in Company Common Stock and payout options are limited to either a single lump sum payment or equal annual installments over five or ten years. In 2020, Mr. Grissom and Mr. Harrington deferred all of their 2020 directors’ fees into a deferred share account under the plan, while Mr. Bridgeman deferred 50% of his 2020 directors’ fees into a deferred share account under the plan. As of December 31, 2020, Mr. Bridgeman had 5,723 deferred shares, Mr. Fealy had 35,001 deferred shares, Mr. Grissom had 3,177 deferred shares, and Mr. Harrington had 33,930 deferred shares under the plan.
- (2) On April 21, 2020, each non-employee director received a grant of RSUs, valued in the amount of \$155,000, calculated based upon the closing price of a share of Common Stock on the date of grant. The RSUs vest one year from the date of grant, subject to the director’s continued service through the vesting date. At the time a director ceases being a director of the Company, the Company will issue one share of Common Stock for each vested RSU held by such director. As of December 31, 2020, Mr. Bridgeman had 16,052 RSUs, Mr. Fealy had 21,523 RSUs, Mr. Grissom had 4,996 RSUs, Mr. Harrington had 21,523 RSUs, Ms. Lloyd had 4,996 RSUs, Mr. Rankin had 21,523 RSUs, and Mr. Varga had 1,776 RSUs.

Director Stock Ownership Guidelines

As memorialized in the Corporate Governance Guidelines, the Board expects all directors to display confidence in the Company by ownership and retention of a meaningful amount of the Company’s Common Stock. Pursuant to the Company’s insider trading policy, all directors are subject to the Company’s anti-hedging policy, which prohibits hedging and monetization transactions with respect to the Company’s Common Stock. Each director is expected to own shares with a fair market value equal to five (5) times the director’s annual retainer. Each director appointed or elected to the Board has five (5) years from the date of appointment or election to the Board to meet this requirement. Compliance is measured at the five (5) year anniversary date of the director’s appointment or election. Each director’s continuing compliance with the ownership guidelines will be measured in the year he or she stands for re-election and will be considered as one of the criteria for nomination by the Nominating and Governance Committee.

The chart below shows each current director’s compliance with the ownership guidelines calculated as of December 31, 2020, other than with respect to Mr. Carstanjen, who is subject to maintaining holdings of the Company’s Common Stock equal to at least six (6) times his base annual salary, pursuant to the Key Executive Stock Ownership and Retention Guidelines, as further described in the “Executive Stock Ownership Guidelines” section below. Furthermore, deferred

shares acquired by directors under the Churchill Downs Incorporated 2005 Deferred Compensation Plan and RSUs granted as director compensation are included for purposes of measuring compliance with the Company's share ownership guidelines. Directors are also subject to the same anti-hedging policy as the Company's officers and employees.

| Director | Ownership Guidelines ⁽¹⁾ | Shares Owned ⁽²⁾ | Value of Shares ⁽³⁾ | Met Guidelines |
|---------------------------|-------------------------------------|-----------------------------|--------------------------------|----------------|
| Ulysses L. Bridgeman, Jr. | 5x | 21,774 | \$ 4,241,431 | ✓ |
| Robert L. Fealy | 5x | 56,524 | \$ 11,010,392 | ✓ |
| Douglas C. Grissom | 5x | 8,173 | \$ 1,592,030 | ✓ |
| Daniel P. Harrington | 5x | 628,129 | \$122,353,285 | ✓ |
| Karole F. Lloyd | 5x | 13,996 | \$ 2,726,296 | ✓ |
| R. Alex Rankin | 5x | 41,223 | \$ 8,029,818 | ✓ |
| Paul C. Varga | 5x | 9,776 | \$ 1,904,207 | ✓ |

✓ = Met guidelines.

- (1) Guidelines adopted per the Company's Board of Directors.
- (2) Calculated as of December 31, 2020 and represents shares of Common Stock owned outright, hypothetical shares deferred per the Company's 2005 Deferred Compensation Plan, and RSUs issued for board service.
- (3) Fair market value based on closing price of our Common Stock of \$194.79 as of December 31, 2020.

CORPORATE GOVERNANCE

The Board of Directors is responsible for providing effective governance over the Company's affairs. The Company's corporate governance practices are designed to align the interests of the Board and management with those of our shareholders and to promote honesty and integrity throughout the Company.

During the past year, we continued to review our corporate governance policies and practices and compared them to those suggested by various authorities in corporate governance and the practices of other public companies. We have also reviewed guidance and interpretations provided by the SEC and Nasdaq.

Copies of the current charter, as approved by our Board, for each of our Audit, Compensation and Nominating and Governance Committees and a copy of our Corporate Governance Guidelines, Code of Conduct (along with any amendments or waivers related to the Code of Conduct) are available on our corporate website, <http://www.churchilldownsincorporated.com>, under the "Governance" subheading under the "Investors" tab.

Shareholder Communications

Shareholders may send communications to the Company's Board of Directors addressed to the Board of Directors or to any individual director c/o Churchill Downs Incorporated, 600 N. Hurstbourne Parkway, Ste. 400, Louisville, Kentucky 40222. Any correspondence addressed to the Board of Directors in care of the Company is forwarded to the Board of Directors without review by management.

Board Leadership Structure

R. Alex Rankin is the Chairman of the Board of Directors. The Board continues to deem it advisable to maintain certain aspects of its governance structure to assure effective independent oversight. These governance practices include maintaining executive sessions of the independent directors after each Board meeting, annual performance evaluations of the CEO by the independent directors, and separate roles for the CEO and Chairman of the Board of Directors. Our Corporate Governance Guidelines state that the offices of the Chairman of the Board and CEO may be either combined or separated, in the Board's discretion; provided, that if the Board designates one individual to serve as the Chairman of the Board and the CEO, the Board will then designate an independent director to serve as the Lead Independent Director. The Board is currently led by an independent Chairman, Mr. Rankin. The Board believes that separating the roles of CEO and Chairman of the Board is the most appropriate structure at this time. Separating the roles of CEO and Chairman of the Board ensures that our CEO is able to more exclusively focus on this role. The Board also believes that an independent Chairman of the Board allows for independent oversight of management, increases management accountability, and encourages an objective evaluation of management's performance relative to compensation.

Oversight of Company Risk

As part of its responsibility to oversee the management, business and strategy of the Company, the Board of Directors has overall responsibility for risk oversight. While the Board of Directors as a whole performs certain risk oversight functions directly, such as its ongoing review, approval and monitoring of the Company's fundamental business and financial strategies and major corporate actions, the majority of the Board of Directors' risk oversight functions is carried out through the operation of its committees. Each committee oversees risk management within its assigned areas of responsibility, as described below in the discussion of committee responsibilities. Enterprise risk management falls under the leadership of our executive team with oversight from the Audit Committee. The purpose of this program is to promote risk-intelligent decision making and, in turn, increase the likelihood of achieving our operational objectives. Our Board of Directors is regularly advised of potential organizational risks and supporting mitigating policies, including quarterly reports on cyber security matters. The Audit Committee is primarily responsible for overseeing the Company's risk assessment and risk management practices, as well as its compliance programs. The Compensation Committee's responsibilities include oversight of the risks associated with the Company's compensation policies and practices, as well as its managerial development and succession plans. The Nominating and Governance Committee oversees the risks related to the Company's corporate governance structure and processes.

Board Evaluations

The Board conducts an annual self-evaluation to assist in determining whether it and its committees are functioning effectively. The Nominating and Governance Committee solicits comments from all directors and reports annually to the Board with an assessment of the Board's performance and how its committees are functioning. This is discussed with the full Board following the end of each fiscal year. The assessment focuses on the Board's contribution to the Company and specifically focuses on areas in which the Board or management believes that the Board could improve.

Board Meetings and Committees

Eight (8) meetings of the Board of Directors were held during the last fiscal year. During the fiscal year, all incumbent directors attended at least 75% of their Board and committee meetings for the period for which they served. The Company encourages its directors to attend the annual meeting of shareholders each year. Each of the directors then serving on the Board attended the Company's annual meeting on April 20, 2020.

The Board has determined that all of the directors of the Company who served during any part of the last completed fiscal year are "independent directors," as defined under Nasdaq Rule 5605(a)(2), except William C. Carstanjen, due to his position as CEO of the Company. In making such determination with regard to Mr. Rankin, the Board considered that the Company employs his son, Hunter Rankin, as Senior Director of Racing. Hunter Rankin is not an executive officer of the Company. See "Certain Relationships and Related Transactions" for additional details regarding Hunter Rankin's employment with the Company.

As required by the Company's Corporate Governance Guidelines, the Board of Directors currently has four (4) standing committees: the Executive, Audit, Compensation, and Nominating and Governance Committees. No Director Emeritus serves on any Board committee. The current composition of the committees is illustrated in the table below, along with the number of meetings held in 2020.

| Director Name | Board of Directors | Executive Committee | Audit Committee | Compensation Committee | Nominating and Governance Committee |
|----------------------------|--------------------|---------------------|-----------------|------------------------|-------------------------------------|
| Ulysses L. Bridgeman | Member | | Member | | Member |
| William C. Carstanjen | Member | | | | |
| Robert L. Fealy | Member | Member | | Member | Chair |
| Douglas C. Grissom | Member | | | Member | Member |
| Daniel P. Harrington | Member | Member | Member | Chair | |
| Karole F. Lloyd | Member | | Chair | | Member |
| R. Alex Rankin | Chair | Chair | ★ | ★ | ★ |
| Paul C. Varga | Member | | Member | Member | |
| Number of meetings in 2020 | 8 | 0 | 4 | 4 | 2 |

★ = Ex-officio Member

Executive Committee

The Executive Committee is authorized, subject to certain limitations set forth in the Company's Amended and Restated Bylaws, to exercise the authority of the Board of Directors between Board meetings. The Executive Committee does not meet on a regular basis, but instead meets as and when needed.

Audit Committee

The primary purposes of the Audit Committee are to assist the Board of Directors in fulfilling its responsibility in monitoring management's conduct of the Company's financial reporting process and overseeing the Company's risk assessment and risk management practices. The Audit Committee is generally responsible for monitoring the integrity of the financial reporting process, systems of internal controls and financial statements and other financial reports provided by the Company to any governmental or regulatory body, the public or other users thereof, as well as overseeing the processes by which management assesses the Company's exposure to cybersecurity and other risks and evaluating the guidelines and policies governing the Company's monitoring, control and minimization of such exposures.

The Audit Committee's responsibilities are as follows, among others:

- To monitor the performance of the Company's internal audit function.
- To appoint, compensate, retain and oversee the independent registered public accounting firm employed by the Company for the purpose of preparing or issuing audit opinions on the Company's financial statements and its internal control over financial reporting.
- To monitor the Company's compliance with legal and regulatory requirements as well as the Company's Code of Conduct and compliance policies.
- To consider the effectiveness of the company's internal control system including information technology security and control.
- To inquire of management, including its internal auditor, and the Company's independent auditors regarding significant risks or exposures, including those related to fraudulent activities, facing the Company; to assess the steps management has taken or proposes to take to minimize such risks to the Company; and to periodically review compliance with such steps.
- In discharging its oversight role, to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company and to retain outside counsel, auditors or other experts for this purpose.
- To conduct an annual performance evaluation of the Audit Committee.

The Company's Board of Directors has determined that all members of the Company's Audit Committee are independent as defined under Nasdaq Rule 5605(a)(2) and Rule 10A-3(b)(1) under the Exchange Act.

The Board of Directors has determined that Daniel P. Harrington and Karole F. Lloyd are "audit committee financial experts" as defined by regulations promulgated by the SEC.

Compensation Committee

Responsibilities of the Compensation Committee

The Compensation Committee of the Board of Directors operates under a written charter and is comprised entirely of directors meeting the independence requirements of Nasdaq and Rule 10C-1(b)(1) under the Exchange Act. The Board established the Compensation Committee to assist it in discharging the Board's responsibilities relating to compensation of the Company's CEO, each of the Company's other executive officers, and the Company's non-employee directors. The Compensation Committee has overall responsibility for decisions relating to all compensation plans, policies and perquisites as they affect the CEO and other executive officers and may form and delegate authority to subcommittees when it deems appropriate.

The Compensation Committee's responsibilities are as follows, among others:

- To oversee the development and implementation of the Company's compensation policies and programs for executive officers, including the Chairman of the Board and the CEO.
- To establish the annual goals and objectives relevant to the compensation of the Chairman of the Board, the CEO and the executive officers and to present such to the Board annually.

- To evaluate the performance of the Chairman of the Board, the CEO and other executive officers in light of the agreed-upon goals and objectives and to determine and approve the compensation level of the Chairman of the Board and the CEO, including the balance of the components of total compensation, based on such evaluation and to present its report to the Board annually.
- To develop guidelines for the compensation and performance of the Company's executive officers and to determine and approve the compensation of the Company's executive officers, including the balance of the components of total compensation.
- To establish appropriate performance targets, participations and levels of awards with respect to the Company's incentive compensation plans.
- To administer the Company's equity-based compensation plans, including the establishment of criteria for the granting of stock-based awards and the review and approval of such grants in accordance with the criteria.
- To establish and periodically review Company policies relating to senior management perquisites and other non-cash benefits.
- To review periodically the operation of the Company's overall compensation program for key employees and evaluate its effectiveness in promoting shareholder value and Company objectives.
- To review the results of any advisory shareholder votes on executive compensation and consider whether to recommend adjustments to the Company's compensation policies and programs as a result of such results.
- To consider, at least annually, whether risks arising from the Company's compensation policies and practices for all employees, including non-executive officers, are reasonably likely to have a material adverse effect on the Company, including whether the Company's incentive compensation arrangements encourage excessive or inappropriate risk-taking.
- To approve any compensation "clawback" policy required by law or otherwise adopted by the Company.
- To oversee regulatory compliance with respect to matters relating to executive officer compensation.
- To approve plans for managerial development and succession within the Company and to present such plans to the Board annually.
- To review, assess and recommend to the Board appropriate compensation for outside directors.
- To approve the report on executive compensation to be included in the Company's proxy statement for the annual meeting of shareholders.
- To review and discuss with management the compensation discussion and analysis, and based on such discussion, make a recommendation to the Board as to whether or not the compensation discussion and analysis should be included in the proxy statement.
- To review and reassess the adequacy of its charter annually and recommend any proposed changes to the Board for approval.
- To conduct an annual performance evaluation of the Compensation Committee.

Compensation Committee Interlocks and Insider Participation

None of the directors who served on the Compensation Committee at any time during the last fiscal year were officers or employees of the Company or were former officers of the Company. None of the members who served on the Compensation Committee at any time during fiscal 2020 had any relationship with the Company requiring disclosure under Item 404 of Regulation S-K. Finally, no executive officer of the Company serves, or in the past fiscal year has served, as a director or member of the compensation committee (or other board committee performing equivalent functions) of any entity that has one or more of its executive officers serving on the Board of Directors or the Compensation Committee.

Compensation Risk Assessment

The Compensation Committee performed an assessment of whether risks arising from the Company's compensation policies and practices for all employees during 2020, including non-executive officers, are reasonably likely to have a material adverse effect on the Company. Each policy and plan was evaluated based on certain elements of risk, including, but not limited to, (i) the mix of fixed and variable pay, (ii) types of performance metrics, (iii) performance goals and payout

curves, (iv) payment timing and adjustments, (v) equity incentives, and (vi) stock ownership requirements and trading policies. Based on this evaluation, an assessment of each plan was created, along with an overall assessment of compensation risk to the Company. After evaluation and discussion, the Committee determined that the Company's compensation policies and practices are not reasonably likely to have a material adverse effect on the Company.

Nominating and Governance Committee

The Company's Nominating and Governance Committee operates under a written charter and is responsible for identifying, evaluating and recommending individuals qualified to become members of the Board, overseeing annual performance of the Board and Committees, and establishing the criteria for and reviewing the effectiveness of the Company's Board of Directors. In addition, the Nominating and Governance Committee provides oversight with regard to the Company's environmental, sustainability and governance efforts and progress and corporate governance policies.

Pursuant to the Company's Corporate Governance Guidelines and its Policy on Board Composition, the Nominating and Governance Committee determines criteria regarding personal qualifications needed for Board membership and the Committee considers, reviews qualifications and recommends qualified candidates for Board membership. In doing so, the Nominating and Governance Committee reviews the composition of the Board and the Company's strategic plans to determine its needs with regard to Board composition and identify candidates with the appropriate skill sets and qualifications. While the Company does not have a formal policy on diversity for members of the Board of Directors, the Company's Corporate Governance Guidelines and its Policy on Board Composition specifically provide that diversity of race and gender, as well as general diversity of backgrounds and experience represented on the Board of Directors are factors to consider in evaluating potential directors. The Nominating and Governance Committee sometimes employs an outside consultant to identify nominees with the skill sets, experience and backgrounds that suit the Company's needs.

A candidate for the Company's Board of Directors should possess the highest personal and professional ethics, integrity and values and be committed to representing the long-term interests of the Company's various constituencies. In considering a candidate for nomination as a member of the Board, the Nominating and Governance Committee will consider criteria such as independence; occupational background, including principal occupation (i.e., chief executive officer, attorney, accountant, investment banker, or other pertinent occupation); level and type of business experience (i.e., financial, lending, investment, media, racing industry, technology, etc.); diversity, including in race and gender; number of boards on which the individual serves; and the general diversity of backgrounds and experience represented on the Board. The Nominating and Governance Committee periodically reviews the Company's Corporate Governance Guidelines and its Policy on Board Composition and recommends changes to the Board. It also evaluates the performance of the Board and provides feedback to the Board on how the directors, the committees and the Board are functioning. Finally, it evaluates Board of Director practices at the Company and leadership on an annual basis and recommends appropriate changes to the Board and/or its practices.

The Nominating and Governance Committee receives and considers issues raised by shareholders or other stakeholders in the Company and recommends appropriate responses to the Board. The Nominating and Governance Committee will consider recommendations for director candidates submitted by shareholders. Such questions, comments or recommendations should be submitted in writing to the Nominating and Governance Committee in care of the Office of the Secretary at 600 N. Hurstbourne Parkway, Ste. 400, Louisville, Kentucky 40222. The Nominating and Governance Committee, in having adopted criteria to be considered for membership on its Board, considers such candidates applying such criteria and follows the recommendation process noted above. Recommendations by shareholders that are made in accordance with these procedures will receive the same consideration as recommendations from other sources.

PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2021 (Proposal No. 2)

The Board of Directors, on recommendation from the Audit Committee, selected PricewaterhouseCoopers LLP ("PwC") to serve as the Company's independent registered public accounting firm for the year ending December 31, 2021. PwC has served as the Company's independent registered public accounting firm since the Company's 1990 fiscal year.

Although the Company's Amended and Restated Bylaws do not require that the Company's shareholders ratify the appointment of PwC as the Company's independent registered public accounting firm, the Board of Directors is submitting the appointment of PwC to the Company's shareholders for ratification as a matter of good corporate governance. This proposal will be approved if the votes cast favoring the action exceed the votes cast opposing the action. If the appointment is not ratified, the Company's Audit Committee will consider whether it is appropriate to select another independent registered public accounting firm. Even if the appointment is ratified, the Company's Audit Committee, in its sole discretion, may select a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and its shareholders.

Representatives of PwC are expected to be present at the Annual Meeting and will be available to respond to appropriate questions and will have the opportunity to make a statement if they desire to do so.



The Board of Directors and the Audit Committee recommend that the shareholders vote "FOR" the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's Independent Registered Public Accounting Firm for fiscal year 2021.

INDEPENDENT PUBLIC ACCOUNTANTS

Audit Fees

The audit fees incurred by the Company for services provided by PwC (i) for the year ended December 31, 2020, were \$1,650,000 and (ii) for the year ended December 31, 2019, were \$2,331,950. Audit fees include services related to the audit of the Company's consolidated financial statements, the audit of the effectiveness of internal control over financial reporting, involvement with registration statement filings, statutory audits and consultations related to miscellaneous SEC and financial reporting matters.

Audit-Related Fees

The Company incurred fees in the amount of \$3,800 for each of 2020 and 2019 for assurance and related services performed by PwC that were reasonably related to the performance of the audit or review of the Company's financial statements that are not reported in the preceding section.

Tax Fees

Tax fees incurred by the Company for services provided by PwC (i) in 2020, were \$0 and (ii) in 2019, were \$125,000. Tax fees include services related to tax return preparation for a related entity, tax consultation and tax advice.

All Other Fees

All other fees incurred by the Company for services provided by PwC relate to the use of Inform, PwC's accounting research software, and PwC's disclosure checklist software, which amounted to \$4,500 in each of 2020 and 2019. The Audit Committee has considered whether the provision of non-audit services to the Company is compatible with maintaining PwC's independence.

The Audit Committee has adopted a policy of evaluating and pre-approving all audit and non-audit services provided by the independent auditors. The Audit Committee may delegate pre-approval authority to a member; provided that decisions of such member shall be presented to the full Audit Committee at its next scheduled meeting. The Audit Committee pre-approved all audit and permissible non-audit services provided by the independent auditors in 2020.

ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION (Proposal No. 3)

Pursuant to Section 14A of the Exchange Act, the Company's shareholders are entitled to a vote to approve, on an advisory and non-binding basis, the compensation of the Company's named executive officers ("NEOs") as disclosed in this Proxy Statement in accordance with SEC rules. In accordance with the preference expressed by shareholders, the Company is holding such advisory votes on an annual basis.

The Company has a "pay-for-performance" philosophy that forms the foundation of all decisions regarding compensation of the Company's NEOs. This compensation philosophy, and the program structure approved by the Compensation Committee, is central to the Company's ability to attract, motivate and retain individuals who can achieve superior financial results while also aligning the interests of the executives with the interests of shareholders over the long-term. This approach has resulted in the Company's ability to attract and retain the executive talent necessary to guide the Company successfully during a period of growth and transformation. Please refer to "Compensation Discussion and Analysis—Executive Summary" for an overview of the compensation of the Company's NEOs.

This vote is not intended to address any specific item of compensation, but rather the overall compensation of our NEOs and the policies and practices described in this Proxy Statement. At the Annual Meeting, shareholders will be asked to approve the compensation of the Company's NEOs by voting FOR the following resolution:

"RESOLVED, that the Company's shareholders approve, on an advisory basis, the compensation of the named executive officers, as disclosed in this Proxy Statement pursuant to the compensation disclosure rules of the SEC, including the Compensation Discussion and Analysis, the Summary Compensation Table and the other related tables and disclosure in this Proxy Statement."

This vote is advisory and therefore not binding on the Company. The Board of Directors and Compensation Committee value the opinions of the Company's shareholders. Should there be a significant vote against the NEO compensation as disclosed in this Proxy Statement, the Board will consider those shareholders' concerns and will evaluate whether any actions are necessary to address those concerns.

This proposal will be approved if the votes cast favoring the action exceed the votes cast opposing the action.



The Board of Directors recommends a vote "FOR" the approval of the advisory resolution relating to the compensation of the Company's Named Executive Officers as disclosed in this Proxy Statement.

COMPENSATION DISCUSSION AND ANALYSIS

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This Compensation Discussion and Analysis (our “CD&A”) provides an overview of our executive compensation program for 2020 and our executive compensation philosophies and objectives

Our named executive officers consist of our Chief Executive Officer, our President and Chief Operating Officer, our Chief Financial Officer and our Senior Vice President Gaming, Operations (“NEOs”). Our NEOs were:

| <u>Name:</u> | <u>Title:</u> |
|-----------------------|--|
| William C. Carstanjen | Chief Executive Officer |
| William E. Mudd | President and Chief Operating Officer |
| Marcia A. Dall | Chief Financial Officer |
| Austin W. Miller | Senior Vice President, Gaming Operations |

We believe the executive compensation program for 2020 properly recognized and rewarded our NEOs for the Company’s strong momentum entering 2020 and their significant contributions and quick shift of focus to mitigate the impact of COVID-19 on operations.

Executive Summary

Churchill Downs Incorporated is an industry-leading racing, gaming, and online wagering and gaming entertainment company anchored by our iconic flagship event, the Kentucky Derby. We own and operate three gaming entertainment venues with approximately 3,050 historical racing machines (“HRMs”) in Kentucky. We also own and operate TwinSpires, one of the largest and most profitable online wagering platforms for horse race, sports, and iGaming in the U.S. and we have seven retail sportsbooks. We are also a leader in brick-and-mortar casino gaming in eight states with approximately 11,000 slot machines and video lottery terminals and 200 table games.

In 2020, our executive management, leaders, and team members of our Company faced unprecedented challenges as a result of the COVID-19 global pandemic. Our leadership team and team members demonstrated nimbleness, resilience and fortitude as they developed and executed action plans to protect the long-term value of our iconic asset - The Kentucky Derby and to quickly reduce costs and conserve cash flow as the pandemic began to impact our properties. The Company’s actions protected the long-term value of our assets while successfully managing our liquidity to preserve our ability to invest in long-term organic growth opportunities and pay dividends. The feedback from our investors confirmed and supported our actions. As a result, the Company’s total shareholder return was 43% for 2020 compared to 20% for the Russell 2000 and 18% for the S&P 500. The Company’s five-year total shareholder return for 2020 was 325% compared to 86% for the Russell 2000 and 103% for the S&P 500.

Impact of the COVID-19 Pandemic; 2020 Highlights

The Company reacted quickly to significant threats to the Company’s long-term financial health by taking the following actions.

- Property closures and re-openings
 - Implemented immediate employee, customer, and regulatory communications, safety and health protocols, return to work protocols, work-from-home practices and other facility actions to protect our team members, our customers, our communities, and our Company’s assets when governmental authorities ordered the closure and subsequent reopening of nearly all of our properties.
 - Furloughed nearly all of our employees at the closed properties during the closure periods and implemented graduated salary reductions based on the level of pay for executive management and all salaried professionals who were not furloughed.
 - Executed immediate operational cost reduction actions to offset the loss of revenue.
 - Immediately prioritized maintenance and capital projects and stopped all non-priority capital projects.
- Negotiated a waiver of our financial covenants for our Credit Agreement while retaining the ability to grow organically, make acquisitions, and pay dividends.
- Made the difficult decision – but one that our investors have applauded as the right decision—to run the Kentucky Oaks and Kentucky Derby without spectators to protect the long-term value of these iconic assets.
- Communicated with equity and debt investors and rating agencies on an ongoing basis regarding the status of the Company’s operations, financial health, and long-term strategy to provide reassurance on the long-term financial health and strategic direction of the Company.

Churchill Downs Segment

- Churchill Downs Racetrack
 - The Governor of the Commonwealth of Kentucky had banned horse racing and other activities for the first Saturday in May. We negotiated a new date and time frame with NBC on the first weekend in September 2020 and modified our safety protocols to conduct the 146th running of the Kentucky Derby.
 - The Kentucky Oaks and Kentucky Derby were held on September 4th and 5th without spectators in a challenging environment and delivered positive Adjusted EBITDA despite the loss of ticket revenue, fewer sponsorships, and lower wagering during Derby Week.
 - Our team members implemented extensive COVID-19 testing and processes and procedures to hold a shortened Spring Meet with no spectators and the September Meet and Fall Meet with restrictions on patron capacity.
 - The state-of-the-art equine medical center and quarantine barns on the backside area of our track were completed in April 2020, which reflects our ongoing commitment to equine and jockey safety and supports our long-term international growth strategy. We also implemented other equine safety initiatives led by our on-staff

veterinarian, including entry restrictions, medication restrictions, and other actions to improve the safety of the equine athletes and jockeys and supported federal legislation that resulted in the Horseracing Integrity and Safety Act being signed into law on December 28, 2020.

- Derby City Gaming
 - Derby City Gaming delivered record Adjusted EBITDA in 2020 despite a temporary closure from March 15, 2020 to June 8, 2020 as a result of the COVID-19 global pandemic.
 - We added a second patio to the facility that allows for smoking and provided an additional 8,000 square-feet of gaming space and 225 HRMs.
 - Our team members developed partnerships with Scientific Games, IGT, and Konami to add their leading game titles on the HRMs at our Derby City Gaming, Oak Grove, Newport, and future HRM facilities.

Online Wagering Segment

- TwinSpires Horse Racing
 - Handle grew from \$1.46 billion to \$1.98 billion, up \$521.0 million, or 35.8%, over 2019 and compared to a decline in industry handle of 1.0%.
 - Net revenue grew from \$291.0 million to \$405.0 million, up \$114.0 million, or 39.2%, over 2019.
 - The business delivered record Adjusted EBITDA of \$126.8 million, up \$48.4 million, or 61.7%, over 2019.
- TwinSpires Sports and Casino
 - We signed multi-year agreements with GAN Limited and Kambi Group PLC to provide player account management, casino platform, sports trading, and risk management services. We also announced the transition from the BetAmerica brand to the TwinSpires brand.
 - We opened a retail sportsbook at Bronco Billy's Casino in Cripple Creek, Colorado and at Island Resort & Casino in Harris, Michigan. We have also launched our sportsbook and casino app in Michigan.

Gaming

- The Gaming Segment delivered \$176.7 million of Adjusted EBITDA, a decrease of \$104.2 million, or 37.1% from 2019 despite multiple property closures and ongoing patron capacity restrictions as a result of the COVID-19 global pandemic.
- The team delivered wholly-owned casino margins of 36.6% in the second half of 2020, up 690 basis points from 2019 excluding properties that were closed during part of the second half of 2020.
- Our leaders and team members developed and implemented changes to our amenities, modified our gaming floors, enhanced our cleaning and safety protocols, provided safety equipment and protective gear to our team members, and conducted extensive training to enable our properties to safely reopen with patron capacity restrictions.

All Other

- Oak Grove Racing, Gaming & Hotel ("Oak Grove") - We opened a simulcast and HRM facility in Oak Grove, Kentucky with approximately 1,325 HRMs, a 128-room hotel, an event center, and food and beverage venues. The 1,200-person grandstand, 3,000-person capacity outdoor amphitheater and stage, a state-of-the-art equestrian center, and a recreational vehicle park will open in early 2021.
- Newport Racing and Gaming ("Newport") - We opened a pari-mutuel simulcast area, a 17,000 square foot gaming floor with approximately 500 HRMs, and a feature bar in Newport, Kentucky, as an extension of Turfway Park.
- We entered into an agreement in principle to settle the Kater Litigation and Thimmegowda Litigation where the Company will pay \$124.0 million pre-tax of the settlement and Aristocrat will pay \$31.0 million pre-tax of the settlement. Aristocrat released the Company of any and all indemnification obligations related to Big Fish Games.
- On March 16, 2020, we entered into the First Amendment to our Credit Agreement which extended the maturity of the Company's Revolver, lowers the pricing schedule for all levels of the pricing grid, and reduces the commitment fee.

- We entered into a Second Amendment to our Credit Agreement to provide financial covenant relief through the financial reporting date for second quarter 2021 and limited restricted payments to \$26.0 million for this period.
- We formed a Diversity Council and conducted Diversity and Inclusion training for leaders and full-time team members in our Company.

(1) Please refer to “Item 7 Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the Company’s Form 10-K for the fiscal year ended December 31, 2020 for reconciliation of these metrics to the most directly comparable GAAP measures.

Impact of COVID-19 on 2020 Key Compensation Elements

To address the uncertainty and disruption caused by the pandemic, we took the following actions with respect to the 2020 executive compensation program.

- **Base Salary:** The Company implemented a temporary graduated salary reduction for all non-furloughed employees based on a percentage that varied dependent upon the amount of each employee’s salary. The most senior level of executive management received the largest salary decrease, based on both percentage and dollar amount. Specifically, Bill Carstanjen, Bill Mudd, Marcia Dall, and Austin Miller took voluntary salary reductions of 31.4%, 24.7%, 18.8%, and 15.7%, respectively, for a period of 18 weeks.
- **Executive Annual Incentive Plan (EAIP):** The 2020 financial goals for our annual incentive plan were originally set in February 2020 before the onset of the pandemic. By the second quarter of 2020, as the trajectory of the pandemic worsened, it became clear that the pre-pandemic goals were unlikely to be achieved. In ongoing discussions throughout 2020, the Compensation Committee of the Board (the “Compensation Committee” or “Committee”) considered various alternatives to adjust the EAIP in recognition of the unforeseeable impact of the pandemic. Rather than overriding the EAIP financial goal in its entirety and using discretion instead, the Committee determined to retain the core EAIP design but recalibrate the threshold-to-target performance curve (from the originally established 80% to 100% curve, modified to a 0% to 100% curve) to appropriately incentivize and reward performance in the challenging COVID-19 operating environment. The Committee viewed this approach as most consistent with its performance-based compensation philosophy because it balanced the payout benefit provided by the recalibration with its expectation of accountability for actual performance.
- **Executive Long-Term Incentive Plan (ELTI):** The performance goals for outstanding performance stock units (“PSUs”) are based on *cumulative* three year Adjusted EBITDA and cash flow metrics. The 2020 component of these cumulative goals was rendered obsolete by the pandemic. Because of the difficulty of resetting 3-year cumulative goals under the current circumstances, the Committee determined, pursuant to the adjustment provisions of the 2016 Omnibus Stock Incentive Plan, to treat the 2020 performance year in the 2018-2020 PSU award cycle as achieved at the target level of performance. The Committee viewed this approach as most consistent with its performance-based compensation philosophy, taking into consideration (i) the Company’s strong performance prior to the pandemic, (ii) the Company’s strong stock price performance, and (iii) the strong leadership demonstrated by our executive leadership team under challenging conditions.

Key 2020 Compensation Actions

The primary elements of our total direct compensation program for the NEOs and a summary of the actions taken by the Committee during 2020 are set forth below.

| Compensation Component | Link to Business and Talent Strategies | 2020 Compensation Actions |
|--|---|---|
| Base Salary (Page 30) | <ul style="list-style-type: none"> Competitive base salaries help attract and retain executive talent. | <ul style="list-style-type: none"> Merit and market-based increases for 2020. Our NEOs took voluntary salary reductions ranging from 15.7% to 31.4% for a period of 18 weeks. |
| Annual Cash Incentive Compensation (Page 38) | <ul style="list-style-type: none"> Focus executives on achieving annual financial and non-financial results that are considered key indicators of annual financial and operational performance. Annual cash incentives are earned based on achievement of Adjusted EBITDA and other strategic, operational and financial measures. | <ul style="list-style-type: none"> Merit and market-based increases to annual cash incentive target opportunities for 2020. Extended the threshold-to-target performance curve (from the originally established 80% to 100% curve, modified to a 0% to 100% curve) to appropriately incentivize and reward performance in the challenging COVID-19 operating environment. Annual cash incentive awards were earned below target at 78.3%. |
| Long-Term Equity Incentive Compensation (Page 39) | <ul style="list-style-type: none"> 2020 annual equity-based awards consist of performance stock units (PSUs) and restricted stock units (RSUs). PSUs vest based on achievement of 3-year Cumulative Adjusted EBITDA and 3-year Cumulative Cash Flow metrics that are considered key indicators of long-term performance, with vesting adjusted based on a relative total shareholder return ("TSR") performance to additionally incorporate creation of stockholder value over the performance period. RSUs provide focus on stock price growth and serve our talent retention objectives. | <ul style="list-style-type: none"> Merit and market-based increases to target value of equity awards for 2020. The target value of the equity award mix is generally balanced between PSUs (50%) and RSUs (50%). PSUs are subject to a 3-year performance period (2020 -2022) and will be earned based on Adjusted EBITDA (weighted 50%) and Cash Flow (weighted 50%) goals, with a relative TSR modifier of +/-25%. With respect to the 2018-2020 PSU awards, the Committee determined to treat the 2020 component as achieved at target. The 2018-2020 PSUs were earned at 182.8% of target, reflecting strong pre-pandemic financial performance and strong relative TSR performance. RSUs vest over three years in equal annual installments on December 31, 2020, December 31, 2021 and December 31, 2022. |

Executive Compensation Philosophy and Core Principles

| What We Do | What We Don't Do |
|--|--|
| <ul style="list-style-type: none"> ✓ Target Median Compensation Among Peer Group ✓ Executive Stock Ownership Guidelines ✓ Clawback Policy on Cash Bonus and Equity Incentives ✓ PSUs Vesting over Multi-year Performance Period ✓ Capped Bonus Payments under Annual Incentive Plan ✓ Capped PSU Vesting Levels ✓ Payouts Tied to Individual and Company Performance, with Majority of Payout Determined by Pre-Established Formula and Goal ✓ Use of an Independent Compensation Consultant ✓ Anti-hedging policy, applicable to directors and employees ✓ Annual say-on-pay vote | <ul style="list-style-type: none"> ✗ No Employment Agreements ✗ No Re-pricing of SARs or Stock Options ✗ No Excise Tax Gross-ups upon Change in Control ✗ No Excessive Perquisites ✗ No service based defined benefit pension plans |

The fundamental philosophy of the Compensation Committee is to provide an executive compensation program that links pay to business strategy and performance in a manner that is effective in attracting, motivating and retaining key executives while also aligning the interests of the executives with the interests of shareholders over the long-term. To that end, the Compensation Committee evaluates the pay practices of its peers and targets the median of the peer group. In order to continue to support the Company's high-performance and entrepreneurial culture, the Company's key principles underlying the executive compensation program are to:

- Attract and retain executives with the skills and experience needed to successfully grow the Company and create value for shareholders;
- Create an entrepreneurial culture and mindset by de-emphasizing fixed pay (primarily salary) and focusing a significant percentage of compensation on at-risk pay elements (annual and long-term incentives); and
- Motivate and reward executives for achieving exceptional performance supportive of creating value for shareholders over the long-term.

The Compensation Committee will continue to adjust its pay practices to support these principles over time.

2020 "Say-on-Pay" Advisory Vote on Executive Compensation

The Compensation Committee monitors closely the results of the annual advisory "say-on-pay" vote, and considers such results as one of the many factors considered in connection with the discharge of its responsibilities. In 2020, the Company provided shareholders a "say-on-pay" advisory vote on its executive compensation program, as disclosed in the Company's 2020 proxy statement. At the 2020 annual meeting of shareholders, approximately 97% of the votes cast for the "say-on-pay" proposal were in favor of our executive compensation program. At the 2021 Annual Meeting of Shareholders, we are again holding an advisory vote on executive compensation and will continue to engage with our shareholders as we make further improvements to our executive compensation program.

Role of Management and Independent Advisors

The Compensation Committee meetings are regularly attended by the CEO, the Senior Vice President of Human Resources, the Vice President of Human Resources, and the General Counsel. The Compensation Committee may request the participation of management or outside consultants as it deems necessary or appropriate. The Compensation Committee regularly reports to the Board on compensation matters and annually reviews the CEO's compensation with the independent members of the Board.

The Committee also meets in executive session without any members of management, for the purpose of discussing and approving compensation for the CEO, as well as other topics. The CEO reviews the performance of, and makes recommendations to, the Compensation Committee regarding total compensation to be paid to the Company's executive officers other than himself, including salary, annual bonus, and long-term incentive awards, as appropriate. Management also develops and presents to the Committee recommendations for the performance measures and targets to be used to evaluate annual performance incentives.

After the end of each fiscal year, the Committee conducts a review of the CEO's performance. As part of this process, the CEO provides a written assessment of the Company's performance. The Committee sets the compensation of the CEO in executive session after considering its assessment of the CEO's performance, including due consideration of the CEO's written assessment of the Company's performance. Neither the CEO nor any other members of management are present during this session.

The Committee has sole discretion, at the Company's expense, to retain and terminate independent advisors, including sole authority to approve the fees and retention terms for such advisors, if it shall determine the services of such advisors to be necessary or appropriate. Such advisors are engaged by, and report directly to, the Committee. Since March 2015, the Committee has retained Frederic W. Cook & Co., Inc. ("FW Cook") as its independent compensation consultant. The scope of the engagement of FW Cook includes:

- Assisting the Chair of the Committee in establishing appropriate agendas for the Committee meetings;
- Reviewing management reports and recommendations to the Committee as related to executive compensation matters;
- Attending Committee meetings and providing the Committee with input and advice based on the advisor's broad experience with market practices, including a perspective with regard to the competitive market;
- Assisting with the review of pay and performance and the evaluation of payouts under the Company's annual and long-term incentive programs;
- Assisting in the review and evaluation of non-employee director compensation;
- Assisting the Committee in identifying similarly-situated peer group companies;
- Providing the Committee and management with data on market practices for executive pay;
- On behalf of the Committee, assisting management with disclosures, including this Compensation Discussion and Analysis;
- Providing updates to the Committee with regard to regulatory developments; and
- Assisting the Committee in evaluating future equity grants and cash compensation for the NEOs, including the CEO.

FW Cook did not provide any services to the Company other than advising the Committee as provided above. The Compensation Committee assessed FW Cook's independence in light of the SEC requirements and NASDAQ listing standards and determined that FW Cook's work did not raise any conflict of interest or independence concerns.

Factors Used to Evaluate Pay Decisions

The Company seeks to obtain and retain the services of executives who bring the skills, experience, and motivation deemed necessary to significantly expand the scope and scale of the Company's operations. Therefore, compensation decisions for individual executives are made based on a balance of many subjective factors as evaluated by the CEO in the case of his direct reports (with Committee review and approval) and the Committee in the case of the CEO. These factors include:

- The scope and responsibility of the NEO's position and the perceived level of contribution;
- Internal comparisons among the executive's peers at the Company;
- Comparisons among the executive's peers at the peer group companies, with a target of median among peers;
- The recruitment and development of talent in a competitive market;
- Target annual incentive opportunities based on Company's annual goals with regard to NEO's position, as approved by the Committee; and
- Long-term incentive opportunities driven by the perceived level of contribution expected of the executive toward achieving the Company's growth objectives.

Each element of compensation is evaluated independently based on the role of that component in achieving the Company's overall compensation objectives, with an emphasis on long-term incentives and retention.

In making executive pay decisions, the Committee relies substantially on the advice and experience of FW Cook, its independent advisor, and the CEO to evaluate the reasonableness of executive pay. While the Committee considers input from its independent advisor, all of the decisions with respect to the Company's executive compensation programs are made by the Committee alone and may reflect factors and considerations other than the information and recommendations provided by management or its independent advisor. In addition, the CEO does not make recommendations with respect to his own compensation. The Committee determines pay levels and practices based on the talent needs of the organization as defined by our strategy of growing and diversifying revenues and with the guidance of the Committee's independent advisor.

The Committee believes that it is important for the Company to stay competitive on compensation and the Committee, with the assistance of the Committee's independent advisor, conducts periodic reviews of compensation relative to similarly situated businesses, which can lead to adjustments in compensation and program offerings. The compensation peer group was selected to represent a reasonable match to the Company in terms of size and business characteristics. The group consists of public, similarly sized gaming companies (including traditional gaming, casinos, and internet/software gaming to reflect the Company's diverse operations), where the median net income and market capitalization approximate the Company's net income and market capitalization. The Company periodically reviews the peer group and makes adjustments, as deemed necessary, for continued appropriateness as a market reference for informing executive compensation levels. The following companies were included in the fiscal 2020 peer group:

Fiscal 2020 Peer Group

Aristocrat Leisure Limited (ALL)
 Boyd Gaming Corporation (BYD)
 Caesars Entertainment Corp. (CZR)
 Eldorado Resorts Inc. (ERI)
 Flutter Entertainment PLC (FLTR)
 Gaming and Leisure Properties Inc. (GLPI)
 Madison Square Garden Company (MSG)
 MGM Resorts International (MGM)
 Penn National Gaming, Inc. (PENN)
 Red Rock Resorts Inc. (RRR)
 Scientific Games Corp (SGMS)
 Wynn Resorts, Limited (WYNN)

It is the opinion of the Committee that the pay decisions made by the Committee are reasonable relative to pay provided to executives at other similar public companies, based on the Committee's experience, the performance expectations established for each element of pay, Company and individual performance, and consultation with the Committee's independent advisor.

Non-Disclosure of Certain Metrics and Targets

The Company strongly believes in transparency and strives to disclose as much information to shareholders as possible except in situations where we believe that providing full, or even limited, prospective disclosure would be detrimental to the interests of shareholders. We believe disclosing either annual or long-term targets in advance could provide our competitors with insight regarding confidential business strategies without meaningfully adding to shareholders' understanding of the metric. Although the Compensation Committee sets compensation metrics and targets in advance of applicable performance periods, we have determined it best to not disclose such metrics and targets in advance due to potential risk to the interests of our shareholders. We disclose such metrics and targets alongside actual performance in our annual filings following the completion of the applicable performance periods.

Components of Compensation

During 2020, the Company used multiple components to provide an overall compensation and benefits package designed to attract and retain the needed level of executive talent for the Company and to incentivize their performance. The Compensation Committee believes that the goals that were set for the executives and executive compensation are aligned with the interests of our investors to support enhancing long-term shareholder value. The following table sets forth the principal compensation elements of the Company's 2020 executive compensation program and how each element fits into the Company's overall compensation program and is supportive of the Company's executive compensation objectives.

| Element of Compensation | Attraction | Motivation | | Alignment with Stockholder Interests | Retention |
|----------------------------------|------------|------------|-----------|--------------------------------------|-----------|
| | | Short-Term | Long-Term | | |
| Base Salary | ✓ | ✓ | | | ✓ |
| Annual Incentive Compensation | ✓ | ✓ | | ✓ | ✓ |
| Long-Term Incentive Compensation | ✓ | | ✓ | ✓ | ✓ |

Base Salary

The Committee's philosophy is that base salaries should meet the objectives of attracting and retaining the executive talent needed to grow the business and create shareholder value. Upon promotion or other adjustment of responsibilities, executives receive base pay increases that are intended to be commensurate with their new role or responsibilities and the pay levels for colleagues at similar levels in the organization and market pay practices, with more modest rates of increase thereafter.

Peer group market analyses were performed for each of the NEO positions, and adjustments were made to the NEOs' salaries in response to those analyses. Consistent with the Company's compensation philosophy, adjustments were made to target the median compensation levels among our peer group.

Based on the above considerations, the following adjustments were made to the 2020 base salaries for the Company's NEOs:

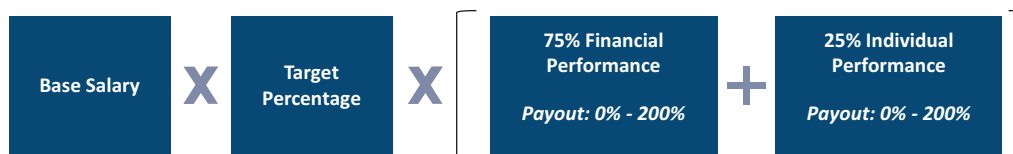
| Name | Position | 2019 Base Salary (\$) ⁽¹⁾ | 2020 Base Salary (\$) ⁽²⁾ | Percent Increase |
|-----------------------|-------------------------|--------------------------------------|--------------------------------------|------------------|
| William C. Carstanjen | Chief Executive Officer | 1,350,000 | 1,500,000 | 11.0% |
| William E. Mudd | President & COO | 1,000,000 | 1,100,000 | 10.0% |
| Marcia A. Dall | EVP & CFO | 643,750 | 700,000 | 8.7% |
| Austin W. Miller | SVP, Gaming Operations | 500,000 | 550,000 | 10.0% |

- (1) Annual rate of base compensation shown as of December 31, 2019.
- (2) Annual rate of base compensation shown as of December 31, 2020. Actual salaries paid in 2020 are shown in the 2020 Summary Compensation Table on page 38.

For an 18 week period beginning in March 2020, Bill Carstanjen, Bill Mudd, Marcia Dall, and Austin Miller took voluntary salary reductions of 31.4%, 24.7%, 18.8%, and 15.7%, respectively. The amounts reported in the table above do not reflect the application of these voluntary salary reductions.

Executive Annual Incentive Plan

Our Executive Annual Incentive Plan (“EAIP”) is designed to motivate and reward our NEOs for achieving annual performance objectives by tying the majority of the EAIP award to attainment of a pre-established financial goal. We believe this program supports our “pay-for-performance” culture. 75% of the target EAIP award is determined formulaically based on corporate Adjusted EBITDA performance, and the remaining 25% is based on a qualitative assessment of the attainment of other financial, strategic, operational and individual goals established by the Committee.



The target annual incentive opportunity as a percent of annual base salary for each of our NEOs in 2020 was as follows:

| Name | Target Incentive Award as a Percentage of Salary | Target Incentive Award in (\$) |
|-----------------------|--|--------------------------------|
| William C. Carstanjen | 175% | 2,625,000 |
| William E. Mudd | 125% | 1,375,000 |
| Marcia A. Dall | 100% | 700,000 |
| Austin W. Miller | 80% | 440,000 |

Mr. Carstanjen’s, Ms. Dall’s and Mr. Miller’s target incentive award as a percentage of salary was adjusted in 2020 in response to the peer group compensation analysis performed by FW Cook. Consistent with the Company’s compensation philosophy, adjustments were made to target the median compensation levels among our peer group.

Financial Component (75%)

As noted above, 75% of the target EAIP payout was determined formulaically based on achievement of the annual Adjusted EBITDA (as defined in in Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations in the Form 10-K for the year ended December 31, 2020) target (the “Financial Component”). In February 2020, the Committee set an Adjusted EBITDA target of \$473.9 million, which was higher than the actual 2019 Adjusted EBITDA performance of \$451.4 million. The Compensation Committee believed at the time that the performance targets were rigorous yet achievable, and therefore established the targets so that the targets would be achieved, at the target performance level, if the Company successfully executed against its operating plan for 2020. Because these targets were set in February 2020, these targets were set prior to the time when the Company could have anticipated or known the impact of the impending COVID-19 pandemic.

| | Original 2020 EAIP | | | Actual | % of Target Achieved | Payout % |
|---|--------------------|---------|---------|---------|----------------------|----------|
| | Threshold | Target | Maximum | | | |
| Achievement % | 80% | 100% | 120% | | | |
| Payout % | 50% | 100% | 200% | | | |
| 2020 Adjusted EBITDA (\$ millions) | \$379.1 | \$473.9 | \$568.7 | \$286.5 | -0- | -0- |

* Amounts in between based on interpolation between the points

By the second quarter of 2020, as the trajectory of the pandemic worsened, it became clear that the pre-pandemic Adjusted EBITDA goals were unlikely to be achieved. The Compensation Committee considered various alternatives to adjusting the 2020 EAIP. However, rather than overriding the Adjusted EBITDA goals in their entirety and instead using discretion, the Compensation Committee determined to retain the core EAIP design but recalibrated the threshold-to-target performance curve in order to mitigate the disruption resulting from the pandemic. The Committee viewed this approach as most consistent with its performance-based compensation philosophy because it directly linked the payout benefit with accountability for actual performance.

| Recalibrated 2020 EAIP | | | | | | Actual | % of Target Achieved | Adjusted EBITDA Payout % |
|-------------------------------|--|--------|---------|---------|---------|---------|----------------------|--------------------------|
| Achievement % | Threshold-to-Target Performance Curve* | | | | | | | |
| Achievement % | 0% | 20% | 60% | 80% | 100% | | | |
| Payout % | 0% | 12.5% | 37.5% | 50% | 100% | | | |
| Adjusted EBITDA (\$ millions) | \$0 | \$94.8 | \$284.3 | \$379.1 | \$473.9 | \$286.5 | 60.5% | 37.8% |

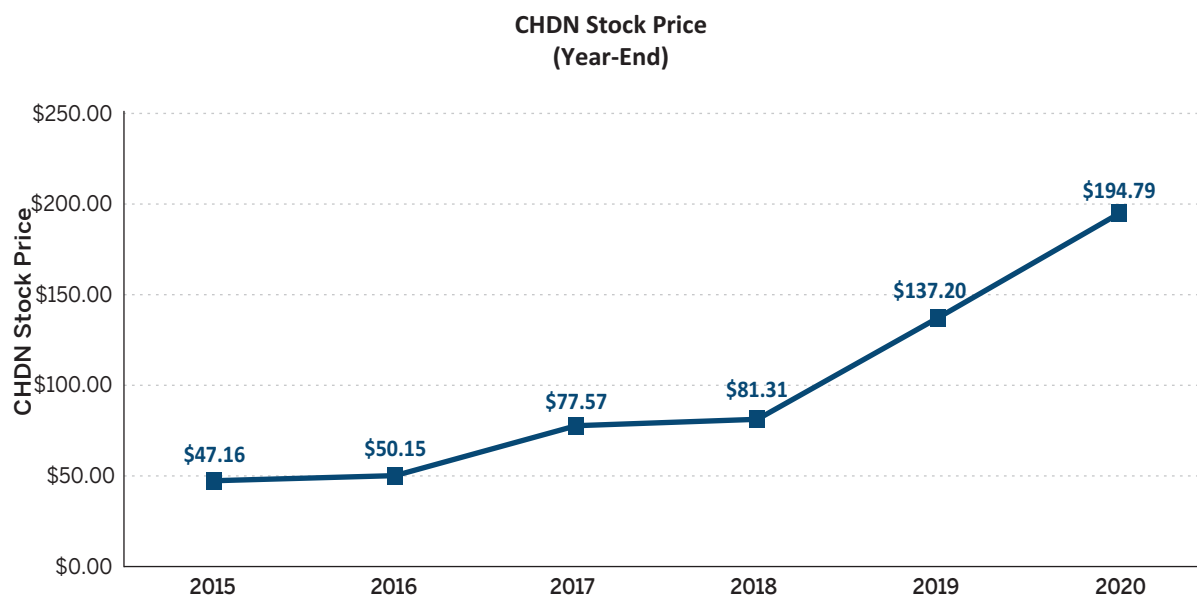
* Amounts in between based on interpolation between the points

Qualitative Component (25%)

Pursuant to the EAIP, the Committee established secondary performance goals for the Company and its executives to be used to determine the vesting of the qualitative component under the EAIP, weighted 25% (the “Qualitative Component”). As it has done historically, the Committee set performance goals for 2020, based upon a comprehensive assessment of the Company against its long-term strategic plan and its ability to achieve said goals with its current leadership team and key employees. Therefore, individual performance by the NEOs (as measured by various factors, including, but not limited to, continued growth and diversification of the Company’s asset portfolio, customer and employee satisfaction, and the completion of certain specified legislative and regulatory outcomes), and business unit performance led by the Company’s key employees (as measured by, among other things, revenue performance) also played a significant role in evaluating the Company’s performance, and determining the proper level of compensation deemed necessary to incent and reward the NEOs and key employees to continue to drive growth. These goals relate to the Company’s overall financial goals, strategic goals, and business segment goals, respectively, with no specific weighting attributed to any one goal. In evaluating 2020 performance, in addition to the factors set forth in the preceding section titled Impact of the COVID-19 Pandemic; 2020 Highlights, some of the accomplishments considered by the Committee included:

- Reacted quickly to significant threats to the Company’s long-term financial health as a result of the COVID-19 global pandemic;
- Successfully ran the Kentucky Oaks and Kentucky Derby without spectators to protect the long-term value of these iconic assets;
- Grew TwinSpires handle \$521 million, or 35.8%, compared to prior year and nearly 37 points higher than the industry;
- Launched retail sports betting in Colorado and Michigan;
- Negotiated and executed multi-year agreements with GAN Limited and Kambi Group PLC to provide player accounts management, casino platform, sports trading and risk management services;
- Transitioned retail sportsbooks at the Company’s gaming properties from the BetAmerica brand to the TwinSpires brand;
- Opened its harness racing, simulcast, HRM and hotel facility at Oak Grove;
- Purchased the remaining non-controlling interests of WKY Development, LLC, a joint venture that owns Oak Grove, from Keeneland Association, Inc. for \$3.0 million;
- Opened Newport as an extension of Turfway Park, offering simulcast and HRM; and
- Negotiated and executed an agreement in principle to settle the Kater litigation and obtained a release from Aristocrat of any and all indemnification obligations.

As illustrated in the following chart, the Company's stock price increased to \$194.79 per share as of December 31, 2020, from \$47.16 per share as of December 31, 2015, and \$137.20 as of December 31, 2019 (a 43% year over year increase).



In determining the EAIP payouts for the Qualitative Component, the Compensation Committee exercises its discretion to determine whether to payout at, above, or below the target opportunities based upon its review of the outcomes evaluated against Company and individual performance. The individual awards for Mr. Carstanjen, Mr. Mudd, Ms. Dall, and Mr. Miller were made pursuant to the EAIP plan in recognition of the NEOs respective roles in navigating the Company during the COVID-19 pandemic and driving performance during the period ending December 31, 2020.

Summary of 2020 EAIP Awards.

The Committee, after considering the Company's overall performance, determined that the EAIP awards were earned at approximately 78.3% of target as shown in the table below and in the 2020 Summary Compensation Table in the column labeled "Non-Equity Incentive Plan Compensation."

| Name | Target Incentive Award as a Percentage of Salary ⁽¹⁾ | Target Incentive Award in (\$) | Financial Component Achievement (Weighted 75%) | Qualitative Component Achievement (Weighted 25%) | Actual 2020 Incentive Award in (\$) |
|-----------------------|---|--------------------------------|--|--|-------------------------------------|
| William C. Carstanjen | 175% | \$2,625,000 | 28.3% | 50% | \$2,056,389 |
| William E. Mudd | 125% | \$1,375,000 | 28.3% | 50% | \$1,077,156 |
| Marcia A. Dall | 100% | \$ 700,000 | 28.3% | 50% | \$ 548,370 |
| Austin W. Miller | 80% | \$ 440,000 | 28.3% | 50% | \$ 344,690 |

In light of the change in financial results from 2019 to 2020 due to the impacts of the COVID-19 global pandemic, the actual EAIP awards earned by the NEOs in 2020 decreased substantially compared to 2019.

| Name | Actual 2020 Incentive Award in (\$) | Actual 2019 Incentive Award in (\$) | Decrease in Actual Incentive Award |
|-----------------------|-------------------------------------|-------------------------------------|------------------------------------|
| William C. Carstanjen | \$2,056,389 | \$3,151,779 | (35%) |
| William E. Mudd | \$1,077,156 | \$1,700,000 | (37%) |
| Marcia A. Dall | \$ 548,370 | \$ 800,000 | (31%) |
| Austin W. Miller | \$ 344,690 | \$ 500,000 | (31%) |

Long-Term Incentives

The objective of the Company's long-term incentive compensation program is to support the entrepreneurial mindset desired of management by the Board of Directors by providing an opportunity to earn significant equity in the Company for achieving significant performance improvements.

The Company maintains the Executive Long-Term Incentive Plan (the "ELTI Plan"), pursuant to which the NEOs may earn variable equity payouts based upon the Company achieving certain key performance metrics. The purpose of the ELTI Plan is to provide participants with a long-term incentive program that is market-competitive and provides long-term incentives on a regular, predictable, and annual basis. Eligible participants (as determined by the Committee) may be members of the Company's senior executive team and/or such other executives and key contributors as the Committee may designate from time to time. As and to the extent determined by the Committee as part of the annual compensation planning process for participants, the CEO will participate in the ELTI Plan at a rate determined by the Committee. No individual will have an automatic right to participate in the ELTI Plan. A summary of the 2020 terms and applicable award opportunities, granted by the Committee to the NEOs, is provided below.

During the beginning of 2020, the CEO recommended employees (other than with respect to himself) to the Committee for participation in the ELTI Plan for 2020 and their respective specific levels of proposed participation. Awards granted to eligible employees under the ELTI Plan may be in the form of RSUs, PSUs, or both. To pursue the key objective of linking executive compensation with Company performance, the Committee generally aims to deliver at least 50% of the grant value of the 2020 awards as PSUs.

The Committee approved the 2020 RSU awards and the PSU awards (for the 36-month performance period of January 1, 2020 through December 31, 2022) on February 12, 2020. The 2020 awards are as follows:

| Executive Officer | RSUs | | PSUs | | Total | |
|-----------------------|--------|-------------------|--------|-------------------|--------|-------------------|
| | # | \$ ⁽¹⁾ | # | \$ ⁽²⁾ | # | \$ ⁽³⁾ |
| William C. Carstanjen | 20,592 | \$3,300,074 | 20,592 | \$3,757,010 | 41,184 | \$7,057,084 |
| William E. Mudd | 9,360 | \$1,500,034 | 9,360 | \$1,707,732 | 18,720 | \$3,207,766 |
| Marcia A. Dall | 4,056 | \$ 650,015 | 4,056 | \$ 740,017 | 8,112 | \$1,390,032 |
| Austin W. Miller | 3,120 | \$ 500,011 | 3,120 | \$ 569,244 | 6,240 | \$1,069,255 |

- (1) The grant date fair value of the time-vesting RSUs, in the above table, was calculated utilizing the closing price of the Company's common stock as of February 12, 2020 multiplied by the total number of time-vesting RSUs granted.
- (2) The grant date fair value for the PSUs in the above table was calculated based on the probable achievement of the performance goals and a Monte-Carlo simulation model, which factors in the value of the relative TSR modifier (defined below) that is applied to the award before the share-based payment vests. The PSUs, in the above table, represent the target opportunity, and corresponding fair value, available to the grantees should the Company achieve the pre-determined performance metrics. Actual shares that vest pursuant to the PSUs may be more or less given the performance on the selected metrics discussed below.
- (3) The NEOs' long-term equity awards were adjusted in 2020 in response to the peer group compensation analysis performed by FW Cook. Consistent with the Company's compensation philosophy, adjustments were made to target the median compensation levels among our peer group. In addition, when evaluating the NEO adjustments, the Committee also considered each executive's role in, and responsibility for, expanding the Company's business in new areas, including historical horse racing and sports wagering. Finally, in approving the NEOs' long-term equity award levels, the Committee allocated a significant portion of their total target direct compensation increases to their target long-term equity award levels to be consistent with the Company's long-standing compensation philosophy of aligning executive officers' interests with stockholders through the risks and rewards of equity ownership.

With respect to the PSU awards in the table above, performance will be based on the following three Performance Measures during the 36-month period from January 1, 2020 through December 31, 2022 (the "Performance Period"):

- 1) 3-Year Cumulative Adjusted Earnings before Interest, Tax, Depreciation and Amortization ("Adjusted EBITDA") (50% weight). Adjusted EBITDA during the Performance Period relative to the pre-established goals set for such measurement period, will be derived from the Company's consolidated financial statements with any necessary

adjustments similar to those described further below. The Committee utilized Adjusted EBITDA as elements in both the Company's EAIP and ELTI Plan in recognition that Adjusted EBITDA is viewed as a core driver of the Company's performance and stockholder value creation;

- 2) 3-Year Cumulative Cash Flow Metric ("Cash Flow Metric") (50% weight). Cumulative Cash Flow (i.e. the sum of the free cash flows from the annual periods ending December 31 of each of 2020, 2021, and 2022, respectively, where the Cash Flow Metric goals are set at the beginning of each of those three periods) will also be derived from the Company's consolidated financial statements with any necessary adjustments similar to those described further below; and
- 3) Relative Total Shareholder Return Modifier. The Company's TSR modifier will be determined by ranking the return on the Company's shares against those of the companies in the Russell 2000 index, in each case, over the Performance Period. The Company's TSR will be calculated based upon the Company's relative placement against the Russell 2000 over the Performance Period. The PSU awards determined by the Adjusted EBITDA and Cash Flow Metric performance goals described above will then be adjusted based on the Company's TSR, by increasing the PSU awards by 25% if the Company's TSR is in the top quartile, decreasing the PSU awards by 25% if the Company's TSR is in the bottom quartile, and providing no change to the PSU awards if the Company's TSR is in the middle two quartiles.

The Compensation Committee believed at the time that the performance targets were established that the goals were challenging, but achievable with strong management performance. Because these targets were set in February 2020, these targets were set prior to the time when the Company could have anticipated or known the impact of the impending COVID-19 pandemic.

With respect to the 2020 component of the 2018-2020 PSUs, the Compensation Committee recognized that the original 2020 component was obsolete and considered various alternatives for adjusting for the unplanned impact of the pandemic on 2020 Adjusted EBITDA and Cash Flow. Because of the difficulty of resetting 3-year cumulative goals under the current circumstances, the Committee determined, pursuant to the adjustment provisions of the 2016 Omnibus Stock Incentive Plan, to treat the 2020 performance year the 2018-2020 PSU cycle as achieved at the target level of performance. The Committee viewed this approach as most consistent with its performance-based compensation philosophy, taking into consideration (i) the Company's strong performance prior to the pandemic, (ii) the Company's strong stock price performance, and (iii) the strong leadership demonstrated by our executive leadership team under challenging conditions.

The maximum number of PSUs that can be earned for the Performance Period is 250% of target, with payout for each performance measure determined by a payout curve, as achievement that lies between two goals will be interpolated. At the end of the Performance Period, the Committee will review performance achieved on each pre-established Performance Measure.

With respect to the RSU awards, the RSUs vest in one third (1/3) increments on each of December 31, 2020, December 31, 2021 and December 31, 2022, respectively, generally subject to the executive's continued employment through the applicable vesting date.

With respect to the performance period and related PSU awards under the ELTI Plan for January 1, 2018 through December 31, 2020, the actual performance was certified by the Compensation Committee at its February 2021 meeting (with a TSR at 148.92%, in the top 9% of the Russell 2000 over the performance period) as set forth below:

| | Target | Maximum | Actual | % of Target | Projected Payout | Weighted Payout |
|-------------------------------------|-----------------|-------------------|-------------------|-------------|------------------|-----------------|
| 3-year Cumulative Adjusted EBITDA: | \$1,018 million | \$1,221.6 million | \$1,144.2 million | 112.4% | 141.3% | 70.65% |
| 3-year Cumulative Cash Flow Metric: | \$523.5 million | \$ 628.2 million | \$ 603.9 million | 115.3% | 151.1% | 75.55% |
| Total Weighted Payout: | | 146.2% | | | | |
| x TSR Modifier: | | 125% | | | | |
| Target Multiplier: | | 182.8% | | | | |

| Name ⁽¹⁾ | Target PSU Award | Target Multiplier | PSUs Awarded ⁽²⁾ |
|-----------------------|------------------|-------------------|-----------------------------|
| William C. Carstanjen | 27,852 | 182.8% | 50,909 |
| William E. Mudd | 10,899 | 182.8% | 19,922 |
| Marcia A. Dall | 6,660 | 182.8% | 12,174 |
| Austin W. Miller | 3,633 | 182.8% | 6,641 |

- Adjusted EBITDA—as defined in Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations in the Form 10-K for the year ended December 31, 2020.

| | 2018 | 2019 | 2020 |
|---|---------|---------|---------|
| Adj. EBITDA as reported in the 2020 Form 10-K | \$328.8 | \$451.4 | \$286.5 |
| COVID-19 Adjustment | N/A | N/A | \$ 77.5 |
| Adj. EBITDA for Compensation Purposes | \$328.8 | \$451.4 | \$364.0 |

- Cash Flow Metric—Our cash flow metric is defined as Cash Flows from Operating Activities in Item 7, Management’s Discussion and Analysis of Financial Condition and Results of Operations in the Form 10-K for the year ended December 31, 2020, not including the impact from the change in restricted cash, plus distributions of capital from equity investments less capital maintenance expenditures.

| | 2018 | 2019 | 2020 |
|--|-----------|-----------|-----------|
| Cash Flow from Operating Activities | \$197.8 | \$289.6 | \$141.9 |
| Distributions of Capital from Equity Investments | \$ 0 | \$ 0 | \$ 0 |
| Capital Maintenance Expenditures | \$ (29.6) | \$ (48.3) | \$ (23.0) |
| Change in Restricted Cash | \$ 8.8 | \$ 6.3 | \$ (7.3) |
| COVID-19 Adjustment | N/A | N/A | \$ 97.9 |
| Cash Flow Metric | \$159.4 | \$235.0 | \$209.5 |

- Total Shareholder Return—defined as the Company’s stock price as of the end of the measurement period, assuming reinvestment of dividends, divided by the Company’s stock price as of the beginning of the measurement period. The Company’s Total Shareholder Return for the period January 1, 2018 through December 31, 2020 was 148.92%.

Executive Stock Ownership Guidelines

Our Board of Directors has adopted minimum stock ownership guidelines for our executive officers. The principal objective of the guidelines is to enhance the linkage between the interests of shareholders and our executive officers by requiring a meaningful, minimum level of stock ownership. The current guidelines provide that, within five (5) years of becoming subject to the stock ownership guidelines, our CEO should own shares valued at an amount equal to six times (6x) his base salary, our COO should own shares valued at an amount equal to four times (4x) his base salary, and our CFO and other executive officers should own shares valued at an amount equal to three times (3x) the executive’s base salary. In 2020, each NEO met or exceeded the guidelines:

| Executive Officer | Ownership Guidelines | Shares Owned ⁽¹⁾ | Value of Shares ⁽²⁾ | Multiple of Salary ⁽³⁾ |
|-----------------------|----------------------|-----------------------------|--------------------------------|-----------------------------------|
| William C. Carstanjen | 6x | 544,807 | \$106,122,956 | 71 |
| William E. Mudd | 4x | 254,403 | \$49,555,160 | 45 |
| Marcia A. Dall | 3x | 41,146 | \$8,014,829 | 11 |
| Austin W. Miller | 3x | 27,539 | \$5,364,322 | 10 |

- Calculated as of December 31, 20120 and represents shares of Common Stock owned outright.
- Based on the closing Company stock price of \$194.79 as of December 31, 2020.
- Calculated using the base salary information illustrated on page 30.

Anti-Hedging Policy

Under the terms of the Company's Statement of Company Insider Trading Policy, our directors, officers and other employees are prohibited from engaging in hedging and monetization transactions and transactions that involve exchange-traded options or short sales of the Company's securities. Because hedging transactions might permit a director, officer or other employee to continue to own our securities without the full rewards and risks of ownership, such hedging transactions are prohibited.

Clawback Policy

Under the terms of the Company's Executive Incentive Compensation Recoupment Policy, the NEOs' incentive compensation is subject to "clawback" in the event of a material restatement of the Company's financial statements due to material noncompliance with any financial reporting requirement under securities laws that would have resulted in less incentive compensation awarded or paid to the executive had the financial results been properly reported during the three fiscal years prior to a material restatement. The Committee may require the NEO to repay all or a portion of compensation paid and cancel unvested or vested incentive compensation awarded during the applicable time-period.

Deferred Compensation and Other Benefits

The Company's philosophy is to provide retirement and savings benefits to executives which are commonly provided by other public companies. The benefits available to executives include:

401(k). The Company maintains a 401(k) Retirement Plan, which is a profit sharing plan that is intended to be a qualified retirement plan under Section 401(a) of the Internal Revenue Code (the "Code"). The 401(k) Retirement Plan allows all employees who meet the eligibility requirements to become participants. Participants may make salary deferral contributions pursuant to Section 401(k) of the Code up to limits prescribed by the plan and the Code. The Company makes matching contributions with respect to such salary deferrals at a rate of 100% on the first 3% of compensation deferred and 50% on deferrals in excess of 3% of compensation deferred but no more than 5% of compensation deferred. Salary deferral contributions and matching contributions are fully vested at all times. Participants are allowed to direct investment of their accounts under the 401(k) Retirement Plan into as many as 29 investment options. All assets of the 401(k) Retirement Plan are held in a trust that is intended to be qualified under Section 501 of the Code.

Restricted Stock Unit Deferral Plan. On December 13, 2019, the Compensation Committee adopted the Churchill Downs Incorporated Restricted Stock Unit Deferral Plan (the "Deferral Plan"), effective January 1, 2020. The Deferral Plan replaced the Company's Deferred Compensation Plan, which was frozen with respect to future contributions in December 2019. Under the Deferral Plan, certain individual employees who are management or highly compensated employees of the Company may elect to defer settlement of RSUs granted to them pursuant to the 2016 Omnibus Stock Incentive Plan that are due to be earned and that would otherwise be settled with respect to a given year pursuant to the terms of an RSU agreement between the Company and such employees. The Company believes that the new Deferral Plan further aligns with its overall compensation program objectives by aligning the long-term interests of participants and shareholders through the deferral of RSUs.

Please see the 2020 Nonqualified Deferred Compensation Table, on page 45, and the accompanying narrative below for further information regarding the Deferral Plan and the legacy Nonqualified Deferred Compensation Plan.

Allowances and Other Benefits. The Company's standard, non-cash executive benefits are Company-paid premiums on executive term life insurance and an optional supplemental long-term disability income plan for each NEO. These plans provide benefits which are similar to those provided to eligible employees, but extend the benefit levels to be appropriate to the income of the executive officers. For Company executives, the Company may reimburse spouse's travel expenses for travel with the executive on Company business on a case-by-case basis.

Severance Benefits. The Compensation Committee believes that arrangements that provide benefits upon termination or a change in control of the Company support the goals of attracting and retaining qualified executives. Such benefits include clarifying the terms of employment and reducing the risks to the executive where the executive believes that either the Company may undergo a merger or be acquired. In addition, the Compensation Committee believes that such agreements align the interests of executives with the interests of shareholders if a qualified offer to acquire the Company is made, in

that each of the executives would likely be aware of or involved in any such negotiation and it is to the benefit of shareholders to have the executives negotiating in the best interests of the Company without regard to their personal financial interests. The Compensation Committee has adopted forms of Executive Change in Control, Severance and Indemnity Agreements (the “Change in Control Agreements”) applicable to the NEOs. The terms of the Change in Control Agreements were determined after considering market data and the input of the Committee’s independent compensation consultant at the time. The Change in Control Agreements provide, subject to the Company receiving a general release of claims from the executive, severance benefits in the event the executive’s employment is terminated (i) by the Company other than for “Cause” (as defined in the Change in Control Agreement), “Disability” (as defined in the Change in Control Agreement) or death or (ii) by the executive for “Good Reason” (as defined in the Change in Control Agreement), with enhanced benefits for a termination in connection with a “Change in Control” (as defined in the Change in Control Agreement). All equity-based awards in effect at the time of termination for the aforementioned reasons shall remain governed by the applicable plan or award agreement. The Change in Control Agreements do not provide for any tax gross-ups for excise taxes payable following a Change in Control.

Please see the “Potential Payments Upon Termination or Change of Control” section for a summary of the severance benefits payable to the NEOs under their applicable Change in Control Agreements.

Compensation Committee Report

The Compensation Committee has reviewed and discussed the information appearing above under the heading “Compensation Discussion and Analysis” with management and, based on that review and discussion, has recommended to the Board of Directors that the “Compensation Discussion and Analysis” section be included in this Proxy Statement and the Company’s Annual Report on Form 10-K for the year ending December 31, 2020.

Compensation Committee of the Board of Directors:

Daniel P. Harrington, Chair
Robert L. Fealy
Douglas C. Grissom
Paul C. Varga
R. Alex Rankin, ex officio

2020 SUMMARY COMPENSATION TABLE

The following table provides information regarding compensation earned by our Chief Executive Officer, President & Chief Operating Officer, Executive Vice President & Chief Financial Officer, and Senior Vice President, Gaming Operations (sometimes referred to in this proxy statement as the “Named Executive Officers” or “NEOs”).

| Name and Principal Position | Year | Base Salary (\$) | Bonus (\$) | Stock Awards (\$) ⁽¹⁾ | Non-Equity Incentive Plan Compensation (\$) ⁽²⁾ | All Other Compensation (\$) ⁽³⁾ | Total (\$) ⁽⁴⁾ |
|---|------|------------------|------------|----------------------------------|--|--|---------------------------|
| William C. Carstanjen Chief Executive Officer | 2020 | 1,359,952 | -0- | 7,057,084 | 2,056,389 | 17,714 | 10,491,139 |
| | 2019 | 1,350,000 | -0- | 6,082,661 | 3,151,779 | 16,854 | 10,601,294 |
| | 2018 | 1,276,154 | -0- | 16,827,946 | 3,000,000 | 16,269 | 21,120,369 |
| William E. Mudd President and Chief Operating Officer | 2020 | 1,025,337 | -0- | 3,207,766 | 1,077,156 | 15,748 | 5,326,007 |
| | 2019 | 942,307 | -0- | 2,577,430 | 1,700,000 | 48,662 | 5,268,399 |
| | 2018 | 726,923 | -0- | 9,389,550 | 1,250,000 | 47,126 | 11,413,599 |
| Marcia A. Dall Executive Vice President and Chief Financial Officer | 2020 | 668,510 | -0- | 1,390,032 | 548,370 | 18,240 | 2,625,152 |
| | 2019 | 639,423 | -0- | 1,134,334 | 800,000 | 17,077 | 2,590,834 |
| | 2018 | 607,692 | -0- | 1,155,060 | 775,000 | 16,268 | 2,554,020 |
| Austin W. Miller Senior Vice President, Gaming Operations | 2020 | 529,760 | -0- | 1,069,255 | 344,690 | 17,736 | 1,961,442 |
| | 2019 | 477,690 | -0- | 793,634 | 500,000 | 33,930 | 1,805,254 |
| | 2018 | 399,743 | -0- | 804,983 | 325,700 | 29,437 | 1,559,863 |

- (1) In accordance with the SEC executive compensation disclosure rules, the amounts shown in 2020 for stock awards represent the grant date fair value of such awards determined in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, Compensation—Stock Compensation (“FASB ASC Topic 718”), but disregarding the estimate of forfeitures, in connection with service-based RSUs and PSUs granted pursuant to the ELTI Plan to each of our NEOs in 2020. The amounts included in the Stock Awards column for the PSUs granted during 2020 are calculated based on the probable satisfaction of the performance conditions for such awards as of the date of grant. Assuming the highest level of performance is achieved for the 2020 PSUs subject to the Adjusted EBITDA, Cash Flow metrics as well as the TSR modifier, the maximum value of such PSUs at the grant date would be as follows: Mr. Carstanjen—\$8,250,185; Mr. Mudd—\$3,750,084; Ms. Dall—\$1,625,036; and Mr. Miller—\$1,250,028. See Note 11 to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2020 for a discussion of the relevant assumptions used in calculating the amounts reported for 2020.
- (2) Amounts in this column represent payments for performance under the EAIP. Mr. Carstanjen, Mr. Mudd, Ms. Dall, and Mr. Miller received their 2020 EAIP awards in February 2021.
- (3) The table below shows the components of this column for 2020, which include the Company match for each individual’s defined contribution plan contributions, life insurance premiums, and supplemental long-term disability insurance premiums.
- (4) In 2018, the Company approved a special, meaningful, equity award (the “7-Year Grant”) to Mr. Carstanjen and Mr. Mudd. The 7-Year Grant was in addition to participation in the Company’s regular annual long-term incentive program for 2018 and was sized such that it will serve as substantial incentive to retain both executives over the seven-year vesting period and keep both executives focused on the long-term financial and stock price success of the Company. The stock units awarded in the 7-Year Grants were primarily in the form of PSUs (127,587 and 79,743 for Mr. Carstanjen and Mr. Mudd, respectively), with vesting based on the Company’s relative TSR performance versus the Russell 2000 over a three-year performance period (October 30, 2018 through October 29, 2021), with vesting occurring thereafter in 25% annual increments over four years beginning on the fourth anniversary of the grant date, totaling seven years to be fully vested. The remaining stock units awarded were in the form of service-based RSUs (48,711 and 30,444 for Mr. Carstanjen and Mr. Mudd, respectively), which vest in 25% annual increments over four years beginning on the fourth anniversary of the grant date, totaling seven years to be fully vested.

ALL OTHER COMPENSATION FOR FISCAL YEAR ENDED DECEMBER 31, 2020

| Name | Company Contributions Under Defined Contribution Plans ⁽¹⁾ (\$) | Life Insurance Premiums ⁽²⁾ (\$) | Supplemental Long-Term Disability Insurance Premiums ⁽³⁾ (\$) | Total All Other Compensation (\$) |
|-----------------------|--|---|--|-----------------------------------|
| William C. Carstanjen | 11,400 | 4,514 | 1,800 | 17,714 |
| William E. Mudd | 11,400 | 2,847 | 1,501 | 15,748 |
| Marcia A. Dall | 11,400 | 4,152 | 2,688 | 18,240 |
| Austin W. Miller | 11,400 | 4,060 | 2,276 | 17,736 |

- (1) This amount consists of Company contributions to 401(k) plans. In accordance with the adoption of the Deferral Plan, no Company contributions were made to non-qualified deferred compensation plans with respect to 2020.
- (2) Mr. Carstanjen, Mr. Mudd, Ms. Dall and Mr. Miller receive group life coverage equal to two times base salary with a \$3 million maximum. The amounts in this column are the premiums for the NEOs' coverage.
- (3) Mr. Carstanjen, Mr. Mudd, Ms. Dall and Mr. Miller receive long-term disability coverage equal to sixty percent (60%) of their base salary with a \$10,000 per month maximum in the event of a long-term disability. The Company offers supplemental long-term disability income insurance to help fill the gap between the executive's regular monthly net income and the amount that would be paid under the Company's standard long-term disability insurance policy that is available to other salaried employees. The amounts in this column are the premiums for the NEOs' supplemental coverage paid by the Company.

GRANTS OF PLAN-BASED AWARDS FOR FISCAL YEAR ENDED DECEMBER 31, 2020

The grants in the following table are generally described in the Compensation Discussion and Analysis, beginning on page 23.

| Name | Grant Date | Estimated Future Payout under Non-Equity Incentive Plan Awards ⁽¹⁾ | | | Estimated Future Payout under Equity Incentive Plan Awards ⁽²⁾ | | | All Other Stock Awards: Number of Shares of Stock or Units (#) ⁽³⁾ | Grant Date Fair Value of Stock Awards (\$) |
|-----------------------|------------|---|-------------|-----------|---|------------|---------|---|--|
| | | Threshold (\$) ⁽⁴⁾ | Target (\$) | Max (\$) | Threshold (#) | Target (#) | Max (#) | | |
| William C. Carstanjen | | 0 | 2,625,000 | 5,250,000 | | | | | |
| | 02/12/2020 | | | | | | | 20,592 | 3,300,074 |
| | 02/12/2020 | | | | 10,296 | 20,592 | 51,480 | | 3,757,010 |
| William E. Mudd | | 0 | 1,375,000 | 2,750,000 | | | | | |
| | 02/12/2020 | | | | | | | 9,360 | 1,500,034 |
| | 02/12/2020 | | | | 4,680 | 9,360 | 23,400 | | 1,707,732 |
| Marcia A. Dall | | 0 | 700,000 | 1,400,000 | | | | | |
| | 02/12/2020 | | | | | | | 4,056 | 650,015 |
| | 02/12/2020 | | | | 2,028 | 4,056 | 10,140 | | 740,017 |
| Austin W. Miller | | 0 | 440,000 | 880,000 | | | | | |
| | 02/12/2020 | | | | | | | 3,120 | 500,011 |
| | 02/12/2020 | | | | 1,560 | 3,120 | 7,800 | | 569,244 |

- (1) Represents annual incentive bonus opportunities under the EAIP for each of the NEOs. See “Executive Annual Incentive Plan” beginning on page 31. Actual bonus payments for 2020 are listed under Non-Equity Incentive Plan Compensation in the 2020 Summary Compensation Table on page 41.
- (2) Represents the PSUs granted under the ELTI Plan to each of the NEOs, which vest based on the Company’s performance with respect to Adjusted EBITDA for compensation purposes and the cash flow metric over the 2020-2022 performance period. The vesting of these awards is also subject to a TSR modifier which could increase or decrease the number of shares earned under an award by 25%, as more fully explained on pages 36-37.
- (3) Represents RSUs granted under the ELTI Plan to each of the NEOs, which are scheduled to vest in 1/3 increments on each of December 31, 2020, 2021 and 2022, subject generally to the NEO’s continued employment through the applicable vesting date.
- (4) Because the EAIP targets were set in February 2020, prior to the time when the Company could have anticipated or known the impact of the impending COVID-19 pandemic, the Compensation Committee determined to retain the core EAIP design but recalibrate the threshold-to-target performance curve in order to directly link the payout benefit with accountability for actual performance as set forth under Executive Annual Incentive Plan on page 33.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END FOR FISCAL YEAR ENDED DECEMBER 31, 2020

The following table provides information regarding unvested stock awards held by each of the NEOs on December 31, 2020. As of such date, none of our NEOs held any outstanding option awards.

| Name | Stock Awards | | | |
|-----------------------|---|---|---|---|
| | Number of Shares or Units of Stock That Have Not Vested (#) | Market Value of Shares or Units of Stock That Have Not Vested (\$) ⁽¹⁾ | Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#) | Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) ⁽¹⁾ |
| William C. Carstanjen | 72,797 ⁽²⁾ | 14,180,128 | 181,898 ⁽³⁾ | 35,431,911 |
| William E. Mudd | 41,073 ⁽²⁾ | 8,000,610 | 103,391 ⁽³⁾ | 20,139,533 |
| Marcia A. Dall | 4,636 ⁽²⁾ | 903,046 | 10,343 ⁽³⁾ | 2,014,713 |
| Austin W. Miller | 3,748 ⁽²⁾ | 730,073 | 6,549 ⁽³⁾ | 1,275,680 |

- (1) Based on the December 31, 2020 closing price of CHDN of \$194.79 per share.
- (2) Represent awards under the ELTI Plan consisting of RSUs for continued employment periods from January 1, 2019 - October 30, 2025. The 72,797 RSUs for Mr. Carstanjen vest as follows: 17,222 units on December 31, 2021; 6,864 on December 31, 2022; 12,177 on October 30, 2022; 12,177 on October 30, 2023; 12,177 on October 30, 2024 and 12,180 on October 30, 2025. The 41,073 RSUs for Mr. Mudd vest as follows: 7,509 units on December 31, 2021; 3,120 units on December 31, 2022; 7,611 on October 30, 2022; 7,611 on October 30, 2023; 7,611 on October 30, 2024 and 7,611 on October 30, 2025. The 4,636 RSUs for Ms. Dall vest as follows: 3,284 units on December 31, 2021 and 1,352 units on December 31, 2022. The 3,748 RSUs for Mr. Miller vest as follows: 2,708 units on December 31, 2021 and 1,040 units on December 31, 2022.
- (3) Represent awards under the ELTI Plan consisting of PSUs for certain performance periods from January 1, 2019 through December 31, 2022. The 181,898 PSUs for Mr. Carstanjen are subject to vesting on the following dates, subject to meeting the performance criteria at the end of each applicable performance period: 33,719 units on December 31, 2021; 20,592 units on December 31, 2022; 31,897 units on October 30, 2022; 31,897 units on October 30, 2023; 31,897 units on October 30, 2024 and 31,896 units on October 30, 2025. The 103,391 PSUs for Mr. Mudd are subject to vesting on the following dates, subject to meeting the performance criteria at the end of each applicable performance period: 14,288 units on December 31, 2021; 9,360 units on December 31, 2022; 19,936 units on October 30, 2022; 19,936 units on October 30, 2023; 19,936 units on October 30, 2024 and 19,935 units on October 30, 2025. The 10,343 PSUs for Ms. Dall are subject to vesting upon meeting the performance criteria at the end of the following performance periods: 6,287 units on December 31, 2021 and 4,056 on December 31, 2022. The 6,549 PSUs for Mr. Miller are subject to vesting upon meeting the performance criteria at the end of the following performance periods: 3,429 on December 31, 2021 and 3,120 on December 31, 2022. For purposes of this table, the PSUs are reported assuming target performance.

STOCK VESTED FOR FISCAL YEAR ENDED DECEMBER 31, 2020

The following table provides information concerning vesting of stock awards during 2020 for each of the NEOs. None of our NEOs held any stock options during 2020.

| | Stock Awards | |
|-----------------------|--|---|
| | Number of Shares Acquired on Vesting (#) | Value Realized on Vesting (\$) ⁽²⁾ |
| William C. Carstanjen | 70,051 | \$15,826,344 ⁽¹⁾ |
| William E. Mudd | 30,869 | \$ 6,343,279 |
| Marcia A. Dall | 16,209 | \$ 3,622,552 ⁽¹⁾ |
| Austin W. Miller | 14,227 | \$ 2,781,531 |

- (1) Pursuant to the Deferral Plan, Mr. Carstanjen deferred 6,864 shares on vesting and Ms. Dall deferred 1,352 shares on vesting, which are excluded from these amounts and reported in the table under the "Nonqualified Deferred Compensation Plan for Fiscal Year Ended December 31, 2020."
- (2) The RSUs vested reflect the market value of the stock on the day the stock vested. The 2018 PSU awards were settled based upon the closing price of the Company's common stock on February 10, 2021 (\$211.37 per share) after certification by the Compensation Committee.

NONQUALIFIED DEFERRED COMPENSATION FOR FISCAL YEAR ENDED DECEMBER 31, 2020

The following table provides information regarding the deferred settlement of RSUs granted to certain NEOs pursuant to the 2016 Omnibus Stock Incentive Plan, in accordance with the Deferral Plan adopted by the Company, effective January 1, 2020 and compensation that had been previously deferred by the NEOs pursuant to the terms of the Company's legacy nonqualified deferred compensation plan.

| Name | Executive Contributions in Last Fiscal Year (\$) ⁽¹⁾ | Registrant Contributions in Last Fiscal Year (\$) | Aggregate Earnings (Losses) in Last Fiscal Year (\$) | Aggregate Withdrawals Distributions (\$) | Aggregate Balance at Last Fiscal Year End (\$) ⁽¹⁾⁽²⁾ |
|--|---|---|--|--|--|
| William C. Carstanjen | | | | | |
| Deferral Plan | 1,290,338 | -0- | -0- | -0- | 1,290,338 |
| Legacy Nonqualified Deferred Compensation Plan | -0- | -0- | -0- | -0- | -0- |
| William E. Mudd | | | | | |
| Deferral Plan | -0- | -0- | -0- | -0- | -0- |
| Legacy Nonqualified Deferred Compensation Plan | -0- | -0- | 127,050 | -0- | 929,734 |
| Marcia A. Dall | | | | | |
| Deferral Plan | 252,176 | -0- | -0- | -0- | 252,176 |
| Legacy Nonqualified Deferred Compensation Plan | -0- | -0- | 42,171 | -0- | 293,130 |
| Austin W. Miller | | | | | |
| Deferral Plan | -0- | -0- | -0- | -0- | -0- |
| Legacy Nonqualified Deferred Compensation Plan | -0- | -0- | 103,474 | -0- | 1,849,001 |

- (1) Amounts in this column represent the market value of RSUs which vested on December 31, 2020 but were elected to be deferred under the Deferral Plan. For purposes of this disclosure, market value is determined using the December 31, 2020 closing price of CHDN of \$194.79 per share.
- (2) Of the totals in this column, the following totals have been reported in the Summary Compensation Table for previous years:

| Name | 2020 (\$) ⁽²⁾ | Previous Years (\$) |
|-----------------------|--------------------------|------------------------|
| William C. Carstanjen | 1,290,338 | -0- |
| William E. Mudd | -0- | 488,359 |
| Marcia A. Dall | 252,176 | 175,900 |
| Austin W. Miller | -0- | 210,590 ⁽¹⁾ |

- (1) Mr. Miller became an NEO in 2018. Because Mr. Miller's compensation has not previously been reported in the Company's summary compensation tables, deferrals from years prior to 2018 are not reported here.
- (2) Amounts in this column represent the market value of RSUs which vested on December 31, 2020 but were elected to be deferred under the Deferral Plan. For purposes of this disclosure, market value is determined using the December 31, 2020 closing price of CHDN of \$194.79 per share.

The following table provides information regarding elections by the NEOs to defer settlement of RSUs granted to them pursuant to the 2016 Omnibus Stock Incentive Plan, in accordance with the Deferral Plan adopted by the Company, effective January 1, 2020.

| Name | Value of Deferred RSUs ⁽¹⁾⁽²⁾ | Deferral Election on 02/12/2020 Grant |
|-----------------------|--|---------------------------------------|
| William C. Carstanjen | \$1,290,338 | 100% |
| William E. Mudd | -0- | 0% |
| Marcia A. Dall | \$ 252,176 | 100% |
| Austin W. Miller | -0- | 0% |

(1) Includes value of accrued dividends of \$3,945 for Mr. Carstanjen, and \$702 for Ms. Dall.

(2) Amounts in this column represent the market value of RSUs which vested on December 31, 2020 but were elected to be deferred under the Deferral Plan. For purposes of this disclosure, market value is determined using the December 31, 2020 closing price of CHDN of \$194.79 per share.

Under the Deferral Plan, an account has been established and maintained for each participant, and each participant's account has been credited with all RSUs and any applicable dividend equivalents allocated to such participant. A participant's account under the Deferral Plan will be settled on the earlier of: (i) the participant's separation from service with the Company or (ii) the date fixed in such participant's plan participation agreement.

The Nonqualified Deferred Compensation table above shows information about the Company's legacy nonqualified deferred compensation plan. In December 2019, this plan was frozen with respect to future contributions. Participants can elect to receive their deferred compensation balance (i) upon termination of employment through a lump sum payment or (ii) while employed by the Company provided that the initial distribution date is at least five (5) years from the initial participation date, in which case distributions may be made on a monthly basis or in a lump sum.

POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE OF CONTROL

The Company has entered into certain agreements and maintains certain plans that will require the Company to provide compensation to the NEOs in the event of a termination of employment. None of our compensation arrangements with our NEOs provide for single trigger vesting or severance benefit upon a change in control (“CIC”) of the Company without a related or subsequent qualifying termination of employment. The amount of compensation payable to each NEO in each situation as of December 31, 2020 is listed in the table below.

| Name | Cash Severance Payment (\$) | Acceleration & Continuation of Equity Awards (\$) ⁽¹⁾ | Total Benefits (\$) |
|---|-----------------------------|--|---------------------|
| William C. Carstanjen | | | |
| Involuntary or good reason termination | 10,880,595 | 29,560,843 ⁽⁴⁾ | 40,441,438 |
| Change in control without termination | -0- | -0- | -0- |
| Death or Disability | 2,625,000 ⁽²⁾ | 29,560,843 ⁽⁵⁾ | 32,185,843 |
| Involuntary or good reason termination within 2 years CIC | 10,880,595 | 49,612,039 ⁽³⁾ | 60,492,634 |
| William E. Mudd | | | |
| Involuntary or good reason termination | 5,092,736 | 16,504,459 ⁽⁴⁾ | 21,597,195 |
| Change in control without termination | -0- | -0- | -0- |
| Death or Disability | 1,375,000 ⁽²⁾ | 16,504,459 ⁽⁵⁾ | 17,879,459 |
| Involuntary or good reason termination within 2 years CIC | 6,330,236 | 28,140,143 ⁽³⁾ | 34,470,379 |
| Marcia A. Dall | | | |
| Involuntary or good reason termination | 2,102,447 | 1,982,832 ⁽⁴⁾ | 4,085,279 |
| Change in control without termination | -0- | -0- | -0- |
| Death or Disability | 700,000 ⁽²⁾ | 1,982,832 ⁽⁵⁾ | 2,682,832 |
| Involuntary or good reason termination within 2 years CIC | 2,802,447 | 2,917,759 ⁽³⁾ | 5,720,206 |
| Austin W. Miller | | | |
| Involuntary or good reason termination | 1,486,736 | 1,377,944 ⁽⁴⁾ | 2,864,680 |
| Change in control without termination | -0- | -0- | -0- |
| Death or Disability | 440,000 ⁽²⁾ | 1,377,944 ⁽⁵⁾ | 1,817,944 |
| Involuntary or good reason termination within 2 years CIC | 1,981,736 | 2,005,753 ⁽³⁾ | 3,987,489 |

- (1) Represents the market value as of December 31, 2020 of stock awards accelerated or continued in each scenario. For purposes of this disclosure, market value is determined using the December 31, 2020 closing price of CHDN of \$194.79 per share.
- (2) Represents the pro rata bonus for the year of death or disability based on the target bonus the executive was eligible to receive for that year.
- (3) Represents one hundred percent (100%) of all unvested RSU and PSU awards (based on to-date performance as of the termination date) granted under the 2016 Omnibus Stock Incentive Plan and the ELTI Plan.
- (4) Represents (i) continued vesting of all unvested RSUs as of the termination date, plus (ii) continued vesting of all PSUs based on performance through the entire performance period, pro-rated for the time the NEO was employed during that performance period. For purposes of this table, all PSUs values are based on target performance.
- (5) Represents (i) accelerated vesting of all unvested RSUs as of the termination date, plus (ii) continued vesting of all PSUs based on performance through the entire performance period, pro-rated for the time the NEO was employed during that performance period. For purposes of this table, all PSUs values are based on target performance.

Non-Solicit Provisions

The NEOs each entered into an Executive Change in Control, Severance and Indemnity Agreement (the “Change in Control Agreements”) with the Company, replacing all previously executed employment agreements, if any, which were mutually terminated by the Company and each NEO. Pursuant to each of these agreements, each NEO is subject to a two-year non-solicitation period after the termination of their employment with the Company for any reason, during which they may not solicit any employee of the Company to leave employment with the Company or solicit any customer of the Company for the purpose of engaging in business with them that competes with the business engaged in by the Company.

Severance Benefits

The Change in Control Agreements, executed by the NEOs, provide for the following principal severance provisions upon termination by the Company without cause or by the executive upon constructive termination or for good reason (as defined in each agreement):

Mr. Carstanjen and Mr. Mudd. The Change in Control Agreement executed by Mr. Carstanjen and Mr. Mudd in 2018 provides that, upon termination by the Company without cause or by the executive upon constructive termination or for good reason, the executive will be entitled to receive (a) an amount in cash equal to, in the case of Mr. Carstanjen, 2 times and, in the case of Mr. Mudd, 1.5 times the sum of (x) the executive’s annual base salary and (y) the amount of the executive’s annual target bonus for the year in which the executive was terminated, (b) a lump sum amount equal to the prorated in-cycle bonus of executive’s target bonus for the year in which the executive’s termination of employment occurs, (c) treatment of all equity-based awards per the terms of the applicable plan, award or agreement, and (d) a lump sum cash payment equal to the total premiums for medical, dental and vision benefits for a three-month period.

Ms. Dall and Mr. Miller. The Change in Control Agreement executed by Ms. Dall in 2020 and Mr. Miller in 2019 provides that, upon termination by the Company without cause or by the executive upon constructive termination or for good reason, the executive will be entitled to receive (a) an amount in cash equal to 1.5 times the sum of (x) the executive’s annual base salary and (y) the amount of the executive’s annual target bonus for the year in which the executive was terminated, (b) treatment of all equity-based awards per the terms of the applicable plan, award or agreement, and (c) a lump sum cash payment equal to the total premiums for medical, dental and vision benefits for a three-month period.

Change in Control Benefits. The current agreements for the NEOs also provide for the following change in control provisions: if the executive is terminated within two years following a change in control, the NEO will receive severance as provided above, except that the salary and bonus severance multiple shall in each case be 2x.

In the event that any payments to any of the NEOs are subject to the excise tax imposed by Section 4999 of the Code, such payments shall be reduced to one dollar (\$1) below the maximum amount of payments that will not be subject to such tax; provided, however, that the foregoing limitation shall not apply in the event the total payments to the NEO, on an after-tax basis, would exceed the after-tax benefits to the NEO if such limitation applied. The NEO shall bear the expense of any and all excise taxes due on any payments that are deemed to be “excess parachute payments” under Section 280G of the Code.

PAY RATIO

As required by Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, we are providing the following disclosure about the relationship of the annual total compensation of our employees to the annual total compensation of Mr. Carstanjen, our Chief Executive Officer. To understand this disclosure, we think it is important to give context to our operations. Our business is seasonal and relies heavily on seasonal, part-time and hourly workers. In addition, our gaming business operation also employs many part time hourly employees. In total, approximately 76.5% of our workforce consists of hourly employees.

We strive to create a compensation program that is competitive in terms of both the position and the geographic location in which the employee is located. Accordingly, our pay structures vary among employees based on position and geographic location.

Identification of Median Employee

For 2020, we elected to use December 24, 2020 as the date on which to determine our median employee, rather than the December 22nd date that was used for the 2019 pay ratio calculation. This date was chosen because it followed the closing and administrative processing of the 2020 fall race meets at Churchill Downs Racetrack and Arlington Park Racecourse, so seasonal employees utilized only during the race meets (i.e., not during the majority of the year) and not viewed as representative of our general employee base were no longer on the payroll. As of December 24, 2020, we had approximately 5,498 employees. For purposes of identifying the median employee, we ran a report for all year-to-date taxable compensation for employees as of the selection date, and sorted by the total compensation.

Using this methodology, we determined our median employee was a full-time, hourly employee with an annual total compensation of \$26,000. We used base cash compensation as our compensation measure as it is the principal form of compensation delivered to all of our employees and annualized compensation for full-time and part-time employees hired during 2020 who did not work an entire year. In determining the annual total compensation of the median employee, we calculated such employee's compensation in accordance with Item 402(c)(2)(x) of Regulation S-K as required pursuant to SEC executive compensation disclosure rules. This calculation is the same calculation used to determine total compensation for purposes of the 2020 Summary Compensation Table with respect to each of the NEOs.

Ratio (2020)

| | |
|--|--------------|
| Median Annual Total Compensation (excluding CEO) | \$ 26,000 |
| CEO Annual Total Compensation | \$10,491,139 |
| Pay Ratio | 404 to 1 |

SEC rules for identifying the median employee and calculating the pay ratio allow companies to apply various methodologies and assumptions and, as a result, the pay ratio reported by us may not be comparable to the pay ratio reported by other companies.

EQUITY COMPENSATION PLAN INFORMATION⁽¹⁾

| Plan Category | (a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights | (b) Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights | (c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) |
|---|---|---|--|
| Equity compensation plans approved by security holders ⁽²⁾ | 695,591 ⁽³⁾⁽⁴⁾ | -0- | 1,945,164 ⁽⁵⁾ |
| Equity compensation plans not approved by security holders | -0- | -0- | -0- |
| Total | 695,591 | -0- | 1,945,164 |

- (1) This table provides information, as of December 31, 2020, about CHDN Common Stock that may be issued upon the exercise of options and settlement of other equity awards under all compensation plans under which equity securities are reserved for issuance.
- (2) The equity compensation plans of the Company which have been approved by the shareholders of the Company and pursuant to which equity securities are authorized for issuance are the Churchill Downs Incorporated 2000 Employee Stock Purchase Plan ("Stock Purchase Plan") and the Churchill Downs Incorporated 2016 Omnibus Stock Incentive Plan ("2016 Plan").
- (3) Includes 302,181 PSUs and 257,396 RSUs that were outstanding on December 31, 2020 under the 2016 Plan. For purposes of this table, we have included the number of shares issuable under outstanding PSUs assuming performance targets are achieved. Please see the "Compensation Discussion and Analysis" section of this Proxy Statement for further information regarding the 2020 PSUs, including performance metrics applicable to such awards.
- (4) Because each participant in the Stock Purchase Plan has one option each plan year and that option consists of the number of shares which can be purchased, through exercise, at the end of the plan year using compensation deductions made throughout the plan year, no outstanding options, warrants or rights for a specific number of the Company's securities to be issued upon exercise existed at December 31, 2020 and, therefore, none are included in this total for the Stock Purchase Plan.
- (5) Of this total, as of December 31, 2020, 574,653 shares of Common Stock of the Company remained available for future issuance under the Stock Purchase Plan and 1,370,511 shares of Common Stock of the Company remained available for future issuance under the 2016 Plan. Stock awards under the 2016 Plan will be counted against the maximum number of shares as to which stock awards may be granted on a ratio of 1-to-1.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The Company has adopted written policies and procedures for identifying and approving or ratifying related person transactions. The policies and procedures cover all related person transactions required to be disclosed under Item 404 (a) of Regulation S-K. The Audit Committee is responsible for applying the policies and procedures. In evaluating related person transactions, the Audit Committee considers all factors it deems appropriate, including without limitation, whether the related person transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances, the extent of the related person's interest in the transaction, and whether products or services of a similar nature, quantity, or quality are readily available from alternative sources.

Directors of the Company may from time to time own or have interests in horses racing at the Company's tracks. All such races are conducted, as applicable, under the regulations of the Kentucky Horse Racing Commission, the Illinois Racing Board, the Florida Department of Business and Professional Regulation Division of Pari-Mutuel Wagering, the Louisiana State Racing Commission, the Ohio State Racing Commission, the Maryland Racing Commission, and the Pennsylvania State Horse Racing Commission, and no director receives any extra or special benefit with regard to having his or her horses selected to run in races or in connection with the actual running of races.

In its ordinary course of business, the Company may enter into transactions with certain of its officers and directors for the sale of personal seat licenses and suite accommodations at its racetracks, and tickets for its live racing events. The Company believes that each such transaction has been on terms no less favorable for the Company than could have been obtained in a transaction with a third party and no such person received any extra or special benefit in connection with such transactions.

On February 1, 2021, the Company entered into an agreement with CDI Holdings, LLC, an affiliate of The Duchossois Group, Inc ("TDG") to repurchase 1,000,000 shares of the Company's Common Stock from TDG in a privately negotiated transaction at a price per share equal to \$193.94, for an aggregate purchase price of approximately \$193.9 million.

On February 11, 2021, Hunter Rankin was hired as the Senior Director of Racing for the Company to focus on supporting and enhancing the Company's commitment, position and role in the U.S. thoroughbred racing and breeding industry, including implementing the standards and processes outlined in the Horse Racing Integrity and Safety Act across all of the Company's racing properties and representing the Company's interests as an advocate for important issues and policies within the racing and breeding industry. Hunter Rankin is the son of Alex Rankin, Chairman of the Board of the Company and a director of the Company since 2008. Many candidates were considered for the position and Hunter Rankin was selected based on his skill set and prior experience in the racing and breeding industries, his familiarity with the recently enacted Horse Racing Integrity and Safety Act, and the breadth of relationships he has developed with key stakeholders within the racing and breeding industries. Hunter Rankin's annual base salary is \$165,000 and he is entitled to an annual bonus and restricted stock awards at the discretion of the Company, as well as employee benefits consistent with employees in similar positions with the Company.

Other than as described above, since January 1, 2020, no transaction was identified as a related party transaction.

CHURCHILL DOWNS INCORPORATED AUDIT COMMITTEE REPORT

The following is the report of the Company's Audit Committee (the "Committee"), which consisted of five directors in 2020, each of whom has been determined by the Board of Directors (the "Board") to meet the current standards of the SEC and the Nasdaq exchange to be considered an "independent director." The Board has also determined that two members, Daniel P. Harrington and Karole F. Lloyd, are "audit committee financial experts" as defined by the SEC.

The Committee has an Audit Committee Charter (the "Charter"), which was amended, restated and approved by the Board on February 23, 2021. The Charter sets forth certain responsibilities of the Committee, which include oversight of the integrity of the financial statements of the Company, the systems of internal controls over financial reporting which management has established, the independence and performance of the Company's internal and independent auditors, the Company's compliance with financial, accounting, legal and regulatory requirements, and the effectiveness of the Enterprise Risk Management ("ERM") function. The Committee reviews the work of the Company's management, the internal audit staff and the independent auditors on behalf of the Board.

Specifically, the Committee:

- Met four (4) times during the year, during which the Committee reviewed and discussed with management and the independent auditors the Company's interim and annual financial statements for 2020; at each of such meetings, the Committee met in executive session with the Company's Vice President of Internal Audit, independent auditors, General Counsel, CFO, and CEO.
- Discussed with the independent auditors all matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board and the SEC.
- Received the written disclosures and letters from the independent auditors required by applicable requirements of the Public Company Accounting Oversight Board, regarding the independent auditors' communications with the Audit Committee concerning independence, and discussed with the independent auditors the independent auditors' independence.
- Based on the review and discussions referred to in the first three bullets above, the Committee recommended to the Board that the Company's audited financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2020.
- Reviewed and discussed reports from the Company's internal audit department and reports from the Company's legal department.
- Discussed with management and the independent auditors the quality of the Company's internal controls.
- Reviewed and approved all related person transactions, if any.
- Self-evaluated the effectiveness of the Committee.
- Evaluated the effectiveness of the Company's internal audit function.
- Inquired of management, including its internal auditor, and the Company's independent auditors regarding significant risks or exposures, including those related to fraudulent activities, facing the Company; assessed the steps management has taken or proposes to take to minimize such risks to the Company; and reviewed compliance with such steps.
- Reviewed and approved the 2020 audit and non-audit services and related fees provided by the independent auditors, PricewaterhouseCoopers LLP ("PwC"). The non-audit services approved by the Audit Committee were also reviewed to ensure compatibility with maintaining the auditor's independence.
- In February 2020, the Committee selected PwC to be reappointed as independent auditors for the calendar year 2020. The Committee also reviewed and approved the estimated 2020 audit fees for services related to the first quarter of 2020 review.

No portion of this Audit Committee Report shall be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended (the “Securities Act”), or the Securities Exchange Act of 1934, as amended (the “Exchange Act”), through any general statement incorporating by reference in its entirety the Proxy Statement in which this report appears, except to the extent that the Company specifically incorporates this report or a portion of it by reference. In addition, this report shall not be deemed to be filed under either the Securities Act or the Exchange Act.

Members of the Audit Committee

Karole F. Lloyd, *Chair*
Ulysses L. Bridgeman, Jr.
Daniel P. Harrington
Paul C. Varga
R. Alex Rankin, *ex officio*

MULTIPLE SHAREHOLDERS SHARING THE SAME ADDRESS

The SEC has adopted rules that permit companies and intermediaries (e.g., brokers) to satisfy the delivery requirements for proxy statements with respect to two or more shareholders sharing the same address by delivering a single Proxy Statement or Notice addressed to those shareholders. This process, which is commonly referred to as “householding,” potentially means extra convenience for shareholders and cost savings for companies.

At this time, one or more brokers with accountholders who are Company shareholders will be “householding” our proxy materials. A single Proxy Statement or Notice will be delivered to multiple shareholders sharing an address unless contrary instructions have been received from the affected shareholder. Once you have received notice from your broker that they will be “householding” communications to your address, “householding” will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in “householding” and would prefer to receive a separate Proxy Statement or Notice, please notify your broker. You may direct your written request for a copy of the Proxy Statement or Notice to Churchill Downs Incorporated, Attn: Paula Chumbley, 600 N. Hurstbourne Parkway, Ste. 400, Louisville, Kentucky 40222, or at (502) 636-4400. If your broker is not currently “householding” (i.e., you received multiple copies of the Company’s Proxy Statement or Notice), and you would like to request delivery of a single copy, you should contact your broker.

PROPOSALS BY SHAREHOLDERS

Any shareholder proposal that may be included in the Board of Directors' Proxy Statement and proxy for presentation at the annual meeting of shareholders to be held in 2022 must be received by the Company at the principal executive office at 600 N. Hurstbourne Parkway, Ste. 400, Louisville, Kentucky 40222, Attention of the Secretary, no later than November 11, 2021. Pursuant to the Company's Amended and Restated Bylaws, proposals of shareholders intended to be presented at the Company's 2022 annual meeting of shareholders, but not included in the Proxy Statement, must be received by the Company at the principal executive offices of the Company not less than 90 nor more than 120 days prior to the anniversary date of the immediately preceding annual meeting of shareholders. Accordingly, any shareholder proposals intended to be presented at the 2022 annual meeting of shareholders of the Company must be received in writing by the Company at its principal executive offices no later than January 20, 2022, and no sooner than December 21, 2021. Any proposal submitted before or after those dates will be considered untimely, and the Chairman shall declare that the business is not properly brought before the meeting and such business shall not be transacted at the annual meeting.

By Order of the Board of Directors

R. ALEX RANKIN

Chairman

BRADLEY K. BLACKWELL

Senior Vice President,

General Counsel and Secretary

Louisville, Kentucky
March 11, 2021

PLEASE VOTE BY TELEPHONE OR OVER THE INTERNET
IF YOU CANNOT ATTEND VIRTUALLY



2020 Annual Report on Form 10-K

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-K**

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2020

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 001-33998

CHURCHILL DOWNS
INCORPORATED

(Exact name of registrant as specified in its charter)

Kentucky

61-0156015

(State or other jurisdiction of incorporation or organization)

(IRS Employer Identification No.)

600 North Hurstbourne Parkway, Suite 400

Louisville, Kentucky

40222

(Address of principal executive offices)

(Zip Code)

(502) 636-4400

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

| Common Stock, No Par Value | Trading Symbol(s) | The Nasdaq Stock Market LLC |
|----------------------------------|-------------------|---|
| (Title of each class registered) | CHDN | (Name of each exchange on which registered) |

Securities registered pursuant to Section 12(g) of the Act:

None

(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by a check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of February 10, 2021, 38,476,002 shares of the Registrant's Common Stock were outstanding. As of June 30, 2020 (based upon the closing sale price for such date on the Nasdaq Global Select Market), the aggregate market value of the shares held by non-affiliates of the Registrant was \$4,543,867,580.

Portions of the Registrant's Proxy Statement for its Annual Meeting of Shareholders to be held on April 20, 2021 are incorporated by reference herein in response to Items 10, 11, 12, 13 and 14 of Part III of Form 10-K.

CHURCHILL DOWNS INCORPORATED
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For the Year Ended December 31, 2020

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Cautionary Statement Regarding Forward-Looking Information

This Annual Report on Form 10-K ("Report") including the information incorporated by reference herein, contains various "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. The Private Securities Litigation Reform Act of 1995 (the "Act") provides certain "safe harbor" provisions for forward-looking statements. All forward-looking statements made in this Report are made pursuant to the Act. The reader is cautioned that such forward-looking statements are based on information available at the time and/or management's good faith belief with respect to future events, and are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in the statements. Forward-looking statements speak only as of the date the statement was made. We assume no obligation to update forward-looking information to reflect actual results, changes in assumptions or changes in other factors affecting forward-looking information. Forward-looking statements are typically identified by the use of terms such as "anticipate", "believe", "could", "estimate", "expect", "intend", "may", "might", "plan", "predict", "project", "seek", "should", "will", and similar words, although some forward-looking statements are expressed differently. Although we believe that the expectations reflected in such forward-looking statements are reasonable, we can give no assurance that such expectations will prove to be correct. Important factors that could cause actual results to differ materially from expectations include the factors described in Item 1A. Risk Factors, of this Report.

PART I

ITEM 1. BUSINESS

Overview

Churchill Downs Incorporated (the "Company", "we", "us", "our") is an industry-leading racing, online wagering and gaming entertainment company anchored by our iconic flagship event, the Kentucky Derby. We own and operate three pari-mutuel gaming entertainment venues with approximately 3,050 historical racing machines ("HRMs") in Kentucky. We also own and operate TwinSpires, one of the largest and most profitable online wagering platforms for horse racing, sports and iGaming in the U.S and we have seven retail sportsbooks. We are also a leader in brick-and-mortar casino gaming in eight states with approximately 11,000 slot machines and video lottery terminals ("VLTs") and 200 table games. We were organized as a Kentucky corporation in 1928, and our principal executive offices are located in Louisville, Kentucky.

Impact of the COVID-19 Global Pandemic

In March 2020, the World Health Organization declared the COVID-19 outbreak a global pandemic. Considerable uncertainty still surrounds the potential effects of the COVID-19 virus, and the extent of and effectiveness of responses taken on international, national and local levels. Measures taken to limit the impact of COVID-19, including shelter-in-place orders, social distancing measures, travel bans and restrictions, and business and government shutdowns, have resulted and continue to result in significant negative economic impacts in the U.S. and in relation to our business. Although vaccines are now available, their distribution is currently limited and there can be no assurance that these vaccines will be successful in ending the COVID-19 global pandemic. The long-term impact of COVID-19 on the U.S. and world economies and continuing impact on our business remains uncertain, the duration and scope of which cannot currently be predicted.

In response to the measures taken to limit the impact of COVID-19 described above, and for the protection of our employees, customers, and communities, we temporarily suspended operations at our properties in March 2020. In May 2020, we began to reopen our properties with patron restrictions and gaming limitations. One property temporarily suspended operations again in July 2020 and reopened in August 2020, and three properties temporarily suspended operations again in December 2020 and reopened in January 2021.

We implemented a number of initiatives to facilitate social distancing and enhanced cleaning, such as increased frequency of cleaning and sanitizing of all high-touch surfaces, mandatory temperature checks of all guests and team members upon entry and required training for all team members on safety protocols. Certain amenities at our properties have continued to be suspended, including food buffets and valet services, and certain restaurants and food outlets. A summary of the temporary closures and the current status of each property is provided in Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations contained within this Report.

Business Segments

For financial reporting purposes, we aggregate our operating segments into three reportable segments as follows: Churchill Downs, Online Wagering and Gaming. Our operating segments reflect the internal management reporting used by our chief operating decision maker to evaluate results of operations and to assess performance and allocate resources. Financial information about these segments is set forth in Part II, Item 8. Financial Statements and Supplementary Data, Note 21 of notes to consolidated financial statements contained within this Report. Further discussion of financial results by segment is provided in Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations contained within this Report.

We conduct our business through these reportable segments and report net revenue and operating expense associated with these reportable segments in Part II, Item 8. Financial Statements and Supplementary Data, contained within this Report.

Churchill Downs

The Churchill Downs segment includes live and historical pari-mutuel racing related revenue and expenses at Churchill Downs Racetrack and Derby City Gaming.

Churchill Downs Racetrack is the home of the Kentucky Derby and conducts live racing during the year. Derby City Gaming is an HRM facility that operates under the Churchill Downs pari-mutuel racing license at the auxiliary training facility for Churchill Downs Racetrack in Louisville, Kentucky.

Churchill Downs Racetrack and Derby City Gaming earn commissions primarily from pari-mutuel wagering on live races at Churchill Downs and on historical races at Derby City Gaming; simulcast fees earned from other wagering sites; admissions, personal seat licenses, sponsorships, television rights, and other miscellaneous services (collectively "racing event-related services"), as well as food and beverage services.

Churchill Downs Racetrack

Churchill Downs Racetrack is located in Louisville, Kentucky and is an internationally known thoroughbred racing operation best known as the home of our iconic flagship event, the Kentucky Derby. We have conducted thoroughbred racing continuously at Churchill Downs Racetrack since 1875. The Kentucky Derby is the longest continuously held annual sporting event in the U.S. and is the first race of the annual series of races for 3-year-old thoroughbreds known as the Triple Crown.

The demographic profile of our guests, global television viewership and long-running nature of this iconic event are attractive to sponsors and corporate partners, especially those with similar luxury and/or marquee brands. The Kentucky Derby Week generated the tenth consecutive year of earnings growth in 2019. The 2020 Kentucky Derby Week results were severely impacted by the rescheduling of the 146th Kentucky Derby from the first weekend in May to the first weekend in September and without spectators due to the COVID-19 global pandemic.

We conducted 70 live race days in 2018, 74 live racing days in 2019 and 65 live race days, including 41 spectator-free live race days, in 2020. In 2021, we anticipate conducting up to 71 live race days with spectators.

Churchill Downs Racetrack is located on 175 acres and has a one-mile dirt track, a 7/8-mile turf track, a stabling area, and a variety of areas, structures, and buildings that provide seating for our patrons. We also own 83 acres of land at our auxiliary training facility, which is five miles from Churchill Downs Racetrack. The facilities at Churchill Downs Racetrack accommodate seating for approximately 59,000 guests. Churchill Downs Racetrack has one of the largest 4K video boards in the world sitting 80 feet above the ground and measuring 171 feet wide by 90 feet tall. This video board provides views of the finish line and the entire race for on-track guests, including those in the infield and guests along the entire front side of the racetrack. The facility also has permanent lighting in order to accommodate night races. We have a saddling paddock, and the stable area has barns sufficient to accommodate 1,400 horses and a 114-room dormitory for backstretch personnel. The Churchill Downs Racetrack facility also includes a simulcast wagering facility.

In April 2020, we completed a state-of-the-art equine medical center and quarantine barns on the backside area of Churchill Downs Racetrack which reinforces our ongoing commitment to equine and jockey safety and supports our long-term international growth strategy.

In 2002, we transferred title of the Churchill Downs Racetrack facility to the City of Louisville, Kentucky and entered into a 30-year lease for the facility as part of the financing of improvements to the Churchill Downs Racetrack facility. We can re-acquire the facility at any time for \$1.00 subject to the terms of the lease.

Derby City Gaming

In September 2018, we opened Derby City Gaming, an 85,000 square-foot, state-of-the-art HRM facility at the Churchill Downs Racetrack auxiliary training facility in Louisville, Kentucky. On September 3, 2020, Derby City Gaming opened a new 8,000 square-foot outdoor gaming patio on the south side of the property. Derby City Gaming operates under the Churchill Downs Racetrack pari-mutuel racing license, and has approximately 1,225 HRMs, a simulcast center, and a dining facility.

Online Wagering

The Online Wagering segment includes the revenue and expenses for the TwinSpires Horse Racing and the TwinSpires Sports and Casino businesses. Both businesses are headquartered in Louisville, Kentucky.

TwinSpires Horse Racing

TwinSpires Horse Racing operates the online horse racing wagering business for TwinSpires.com, BetAmerica.com, and other white-label platforms; facilitates high dollar wagering by international customers (through Velocity); and provides the Bloodstock Research Information Services platform for horse race statistical data.

TwinSpires is one of the largest and most profitable legal online horse racing wagering platforms in the U.S. TwinSpires accepts pari-mutuel wagers through advance deposit wagering ("ADW") from customers residing in certain states who establish and fund an account from which these customers may place wagers via telephone, mobile applications or through the Internet. This business is licensed as a multi-jurisdictional simulcasting and interactive wagering hub in the state of Oregon. This business also offers customers streaming video of live horse races, as well as replays, and an assortment of racing and handicapping information.

BetAmerica.com is an online wagering business licensed under TwinSpires and also offers wagering on horse racing throughout the U.S. We also provide technology services to third parties, and we earn commissions from white label ADW products and services. Under these arrangements, we typically provide an ADW platform and related operational services while the third-party typically provides a brand name, marketing and limited customer functions.

TwinSpires Sports and Casino

Our TwinSpires Sports and Casino business operates our sports betting and casino iGaming platform in multiple states, including Colorado, Indiana, Michigan, Mississippi, New Jersey, and Pennsylvania. The TwinSpires Sports and Casino business includes the mobile and online sports betting and casino iGaming results and the results of our three retail sportsbooks in Colorado, Indiana and Michigan which utilize a third party's casino license. The results of the two retail sportsbooks at our Mississippi properties, our retail sportsbook at Presque Isle in Pennsylvania and the retail and online BetRivers sportsbook at Rivers Des Plaines, are included in the Gaming segment.

In August 2020, the Company announced the entry into multi-year agreements with GAN Limited ("GAN") and Kambi Group PLC ("Kambi") to provide player account management, casino platform, sports trading and risk management services (collectively, the "GAN / Kambi Platforms"). The Company has transitioned the Mississippi properties to the new Kambi platform and has launched in Michigan with the new GAN / Kambi Platforms. We plan to transition the remaining properties to the new GAN / Kambi Platforms in the first half of 2021.

On September 24, 2020, the Company opened a retail sportsbook at Bronco Billy's Casino in Cripple Creek, Colorado, and on September 25, 2020, the Company opened a retail sportsbook at Island Resort & Casino in Harris, Michigan. The Company launched its mobile and online sportsbook and casino app in Michigan on January 22, 2021 and plans to launch its mobile sportsbook and casino app in Pennsylvania and its mobile sportsbook app in Indiana, subject to regulatory approvals, in the first half of 2021.

On January 5, 2021, the Company announced the transition from the BetAmerica brand to the TwinSpires brand for the Company's sports betting and casino platforms. The Company launched the TwinSpires sportsbook and casino app in Michigan under the TwinSpires brand in January 2021 and the existing Company's sportsbook and casino apps will transition to the TwinSpires brand in the first half of 2021.

Gaming

The Gaming segment includes revenue and expenses for the casino properties and associated racetrack or jai alai facilities which support the casino license. The Gaming segment has approximately 11,000 slot machines and VLTs and 200 table games located in eight states.

The Gaming segment revenue and Adjusted EBITDA includes the following properties:

- Calder Casino and Racing ("Calder")
- Fair Grounds Slots, Fair Grounds Race Course, and Video Services, LLC ("VSI") (collectively, "Fair Grounds and VSI")
- Harlow's Casino Resort and Spa ("Harlow's")
- Ocean Downs Casino and Racetrack ("Ocean Downs")
- Oxford Casino and Hotel ("Oxford")
- Presque Isle Downs and Casino ("Presque Isle")
- Riverwalk Casino Hotel ("Riverwalk")
- Lady Luck Casino Nemaquin ("Lady Luck Nemaquin") management agreement

The Gaming segment Adjusted EBITDA also includes the Adjusted EBITDA related to the Company's equity investments in the following:

- 61.3% equity investment in Rivers Casino Des Plaines ("Rivers Des Plaines")
- 50% equity investment in Miami Valley Gaming and Racing ("MVG")

The Gaming segment generates revenue and expenses from slot machines, table games, VLTs, video poker, retail sports betting, ancillary food and beverage services, hotel services, commission on pari-mutuel wagering, racing event-related services, and other miscellaneous operations.

Calder

Calder is located on 170 acres of land in Miami Gardens, Florida near Hard Rock Stadium, home of the Miami Dolphins. Calder owns and operates a 106,000 square-foot casino with approximately 1,100 slot machines and two dining facilities. Calder also has a fronton for jai alai performances, and a one-mile dirt track, a 7/8-mile turf track, barns and stabling facilities for thoroughbred horse racing.

In February 2018, Calder was issued a jai alai permit by the Department of Business & Professional Regulation ("DBPR") Division of Pari-Mutuel Wagering ("DPW") in Florida. Calder received a jai alai license in May 2018 and conducted live summer jai alai performances in May and June 2019 for the State of Florida's 2018-2019 fiscal year and in August and September 2019 for the 2019-2020 fiscal year. In 2021, in order to attract better jai alai players and operate efficiently, Calder

is planning to conduct jai alai performances in the summer 2021 for the 2020-2021 fiscal year and for the 2021-2022 fiscal year.

In October 2018, the State of Florida DPW issued two separate Final Orders Granting Declaratory Statement in response to two separate Petitions for Declaratory Statements submitted by Calder regarding jai alai. One of the Declaratory Statements was appealed but affirmed by the First District Court of Appeals in September 2019.

There are pending administrative challenges filed by various organizations, including Florida Horsemen's Benevolent and Protective Association, Inc., the Florida Thoroughbred Breeders' & Owners' Association, Ocala Breeders' Sales, and SCF, Inc., related to jai alai and the location of the casino with respect to the racing facility.

We have an agreement with the Stronach Group ("TSG") that expires on April 15, 2021 under which we permit TSG to operate and manage Calder's racetrack and certain other racing and training facilities and to provide live horse racing under Calder's racing permits. During the term of the agreement, TSG pays Calder a racing services fee and is responsible for the direct and indirect costs of maintaining the racing premises, including the training facilities and applicable barns, and TSG receives the associated revenue from the operation.

Fair Grounds and VSI

Fair Grounds Slots and Fair Grounds Race Course are located on 145 acres in New Orleans, Louisiana. Fair Grounds Slots owns and operates a 33,000 square-foot slot facility with approximately 600 slot machines, two concession areas, a bar, a simulcast facility, and other amenities. The Fair Grounds Race Course consists of a one-mile dirt track, a 7/8-mile turf track, a grandstand, and a stabling area. The facility includes clubhouse and grandstand seating for approximately 5,000 guests, a general admissions area, and dining facilities. The stable area consists of barns that can accommodate approximately 1,900 horses and living quarters for approximately 130 people. Fair Grounds Race Course also operates pari-mutuel wagering in thirteen off-track betting facilities ("OTBs") and VSI is the owner and operator of approximately 1,000 video poker machines in twelve OTBs in Louisiana.

Harlow's

Harlow's is located on 85 acres of leased land in Greenville, Mississippi. Harlow's owns and operates a 33,000 square-foot casino with approximately 700 slot machines, 15 table games, a retail sportsbook, a 105-room hotel, a 5,600 square-foot multi-functional event center, and four dining facilities.

Ocean Downs

Ocean Downs is located on 167 acres near Ocean City, Maryland. Ocean Downs owns and operates a 70,000 square-foot casino with approximately 900 VLTs, 18 table games, and three dining facilities. Ocean Downs also conducts approximately 40 live harness racing days each year.

Oxford

Oxford is located on 97 acres in Oxford, Maine. Oxford owns and operates a 27,000 square-foot casino with approximately 950 slot machines, 30 table games, a 100-room hotel, and three dining facilities.

Presque Isle

Presque Isle is located on 270 acres in Erie, Pennsylvania. Presque Isle owns and operates a 153,000 square-foot casino with approximately 1,550 slot machines, 34 table games, a retail sportsbook, a poker room, and four dining facilities. Presque Isle also conducts 100 live thoroughbred racing days each year.

Riverwalk

Riverwalk is located on 22 acres in Vicksburg, Mississippi. Riverwalk owns and operates a 25,000 square-foot casino with approximately 650 slot machines, 15 table games, a retail sportsbook, a five-story 80-room hotel, and two dining facilities.

Lady Luck Nemaquin

On March 8, 2019, the Company assumed the management of Lady Luck Nemaquin, which is located in Farmington, Pennsylvania, approximately one mile from the Nemaquin Woodlands Resort. Lady Luck Nemaquin operates the casino with approximately 600 slot machines, 27 table games, and a dining facility.

Rivers Des Plaines

Rivers Des Plaines is located on 21 acres in Des Plaines, Illinois. Rivers Des Plaines owns and operates a 140,000 square-foot casino with approximately 1,000 slot machines and 69 table games, seven dining and entertainment facilities, and an approximate 5,000 square-foot state-of-the-art BetRivers Sports Bar. In December 2019, Rivers Des Plaines became the first land-based casino in Illinois and, in the third quarter of 2020, completed the expansion of the parking garage. We acquired

61.3% equity ownership in Midwest Gaming Holdings, LLC ("Midwest Gaming"), the parent company of Rivers Des Plaines, in March 2019.

Miami Valley Gaming

MVG is located on 120 acres in Lebanon, Ohio. MVG owns and operates a 186,000 square-foot casino with approximately 1,950 VLTs, four dining facilities, a racing simulcast center, and a 5/8-mile harness racetrack. We have a 50% equity investment in MVG.

All Other

We have aggregated the following businesses as well as certain corporate operations, and other immaterial joint ventures in "All Other" to reconcile to consolidated results:

- Oak Grove Racing, Gaming & Hotel ("Oak Grove")
- Newport Racing & Gaming ("Newport")
- Turfway Park
- Arlington International Racecourse ("Arlington")
- United Tote
- Corporate

Oak Grove

Oak Grove is located on 240 acres in Oak Grove, Kentucky, which is approximately one-hour north of Nashville, Tennessee. Oak Grove owns and operates a 5/8-mile harness racing track and completed the first racing meet in October 2019. On September 18, 2020, the Company opened the simulcast and HRM facility with approximately 1,325 HRMs, event center and food and beverage venues. The 128-room hotel opened on October 15, 2020. The 1,200-person grandstand, 3,000-person capacity outdoor amphitheater and stage, a state-of-the-art equestrian center, and a recreational vehicle park at Oak Grove will open in early 2021. Effective as of September 11, 2020, the Company purchased the remaining noncontrolling interest in WKY Development, LLC, a joint venture that owns Oak Grove, from Keeneland Association, Inc. for \$3.0 million. The Company now longer reports a noncontrolling interest associated with Oak Grove in the accompanying consolidated financial statements.

Newport

On October 2, 2020, the Company opened Newport, located in Newport, Kentucky, after investing approximately \$32.0 million to create a premier entertainment experience as an extension of Turfway Park. Newport has a pari-mutuel simulcast area, a 17,000 square-foot gaming floor with approximately 500 HRMs, and a feature bar.

Turfway Park

Turfway Park is located on 197 acres in Florence, Kentucky. In 2020, the Company approved the final design plans for the HRM and grandstand facility at Turfway Park. The final plans reflect \$200 million of project capital, which includes the Turfway Park Acquisition costs and other previously approved capital. The final plans provide for a 155,000 square foot facility including a grandstand, sports bar, food offerings, and up to 1,200 historical racing machines. The Company has spent approximately \$58.5 million of the planned project capital as of December 31, 2020 to acquire the business and associated land and to demolish the existing grandstand, prepare the site for the next phase of the development, and install a new Tapeta synthetic racetrack.

Arlington

Arlington is located on 326 acres in Arlington Heights, Illinois. Arlington owns and operates a thoroughbred racing operation with nine OTBs. Arlington has a 1 1/8-mile synthetic track, a one-mile turf track and a 5/8-mile training track. The facility includes a grandstand, clubhouse, and suite seating for 7,500 guests, and dining facilities. The stable area consists of barns that can accommodate 2,200 horses and living quarters for 550 people. On February 23, 2021, we launched a process to sell the 326 acres at Arlington Park. The Company is committed to running Arlington Park's 2021 race dates from April 30, 2021 to September 25, 2021.

United Tote

United Tote manufactures and operates pari-mutuel wagering systems for racetracks, OTBs and other pari-mutuel wagering businesses. United Tote provides totalisator services which accumulate wagers, record sales, calculate payoffs and display wagering data to patrons who wager on horse races. United Tote has contracts to provide totalisator services to a number of third-party racetracks, OTBs and other pari-mutuel wagering businesses and also provides these services at our facilities.

Corporate

Corporate includes miscellaneous and other revenue, compensation expense, professional fees and other general and administrative expense not allocated to our segments.

Competition

Overview

We operate in a highly competitive industry with a large number of participants, some of which have financial and other resources that are greater than ours. The industry faces competition from a variety of sources for discretionary consumer spending, including spectator sports, fantasy sports and other entertainment and gaming options. Our brick-and-mortar casinos compete with traditional and Native American casinos, video lottery terminals, state-sponsored lotteries and other forms of legalized gaming in the U.S. and other jurisdictions.

Legalized gambling is currently permitted in various forms in many states and Canada. Other jurisdictions could legalize gambling in the future, and established gaming jurisdictions could award additional gaming licenses or permit the expansion of existing gaming operations. If additional gaming opportunities become available near our racing or gaming operations, such gaming operations could have a material adverse impact on our business.

In May 2018, the United States Supreme Court struck down the 1992 Professional and Amateur Sports Protection Act, which had effectively banned sports wagering in most states. Removal of the ban gives states the authority to authorize sports wagering.

Churchill Downs

In 2020, approximately 28,000 thoroughbred horse races were conducted in the U.S., which was down 24% compared to 2019 due to the impact of almost all of the racetracks across the U.S. being closed for a portion of the year as a result of the COVID-19 global pandemic. Of these races, Churchill Downs Racetrack hosted approximately 650 races, or 2.4% of the total thoroughbred horse races in the U.S. As a content provider, we compete for wagering dollars in the simulcast market with other racetracks conducting races at or near the same times as our races. As a racetrack operator, we also compete for horses with other racetracks running live racing meets at or near the same time as our races. Our ability to compete is substantially dependent on the racing calendar, number of horses racing and purse sizes. In recent years, competition has increased as more states legalize gaming and allow slot machines at racetracks with mandatory purse contributions. Derby City Gaming competes with regional casinos in the area and other forms of legal and illegal gaming.

Online Wagering

TwinSpires Horse Racing

Our TwinSpires Horse Racing business competes with other ADW businesses for both customers and racing content, as well as brick-and-mortar racetracks, casinos, OTBs, and other forms of legal and illegal sports betting.

TwinSpires Sports and Casino

Our TwinSpires Sports and Casino business competes for customers with retail, mobile and online offerings from commercial brick-and-mortar casinos and racetracks. We also compete with daily fantasy sports gaming companies that are expanding into mobile and online sports betting and iGaming, international sports betting businesses looking to expand into the U.S. market, and other forms of legal and illegal sports betting and iGaming operations.

Gaming

Our Gaming properties operate in highly competitive environments and primarily compete for customers with other casinos in the surrounding regional gaming markets. Our Gaming properties compete to a lesser extent with state-sponsored lotteries, off-track wagering, card parlors, online gambling, and other forms of legalized gaming in the U.S.

Human Capital

We believe our human capital is material to our operations and core to the long-term success of the Company as an industry-leading racing, online wagering and gaming entertainment company anchored by our iconic flagship event - The Kentucky Derby. Our focus is on attracting innovative and collaborative team members who want to build their skills in a successful and growing set of businesses focused on creating unique experiences for our guests.

Our People

As of December 31, 2020, we had a total of approximately 7,000 team members, of which 4,000 are full-time employees. As of December 31, 2020, the Churchill Downs segment had 1,900 team members, the Online Wagering segment had 240 team members; and the Gaming segment had 2,200 team members. Nearly one-quarter of the Churchill Downs segment team members are full-time employees and nearly all of the Online Wagering and Gaming segment team members are full-time employees. The Company's corporate staff consists of approximately 180 full-time employees. The number of seasonal employees fluctuates significantly through the course of the year primarily due to the seasonal nature of our businesses. We have the highest level of seasonal team members during the second quarter when we run the Kentucky Derby.

As a result of the COVID-19 global pandemic and the closing of our gaming properties, a significant number of our team members were furloughed beginning in March 2020. The Company provided health, dental, vision and life insurance benefits to furloughed full-time employees through July 31, 2020 and for an additional three months if a full-time employee was re-furloughed as a result of a subsequent property closure period or business capacity limitations. As of December 31, 2020, approximately 500 full-time employees were covered by 16 collective bargaining agreements. We have experienced no material interruptions of operations due to disputes with our team members.

Diversity and Inclusion

We believe that a diverse workforce fosters innovation and cultivates a high performance culture that leverages the unique perspectives of every team member to profitably grow our businesses. The Company's Board of Directors' and executive management team is diverse based on gender and race and also have diverse experiences that individually and collectively create a high-performance culture focused on executing our strategic priorities to effectively and efficiently protect and grow our businesses.

We believe diversity and inclusion helps the Company attract the best talent to grow our businesses and enables our businesses to attract and delight customers and consumers. The Kentucky Derby is a pillar of our community that provides the opportunity for our team members and the community to raise significant funding for charities that support important aspects of our broader communities including fostering diversity and inclusion, food, shelter, education, and health related non-profits. The Company also provides donations to non-profit organizations that support these initiatives within our communities.

Talent Acquisition, Development and Retention

We invest in attracting, developing and retaining our team members. Our philosophy is to communicate a clear purpose and strategy, set challenging goals, drive accountability, continuously assess, develop, and advance talent, and to embrace a leadership-driven talent strategy. Our Company enables team members to grow in their current roles as well as to have opportunities to build new skills in other parts of the Company. We review talent and succession plans with our Chief Executive Officer and Board of Directors periodically throughout the year. The process focuses on accelerating talent development, strengthening succession pipelines, and advancing diversity in gender, race and experience for our most critical roles.

Compensation, Benefits, Safety and Wellness

We strive to offer market competitive salaries and wages for our team members and we offer comprehensive health and retirement benefits to eligible employees. Our core health and welfare benefits are supplemented with specific programs to manage or improve common health conditions and to provide a variety of voluntary benefits and paid time away from work programs. We also provide a number of innovative programs designed to promote physical, emotional and financial well-being. Our commitment to the safety of our employees, customers, and community remains a top priority and we have safety programs at all of our properties to facilitate identification and implementation of safety practices. Refer to our discussion above under "Overview", for additional information on actions we have taken to facilitate social distancing and enhanced cleaning in order to protect our employees, customers, and communities as a result of the COVID-19 global pandemic.

Governmental Regulations and Potential Legislative Changes

We are subject to various federal, state, local, and international laws and regulations that affect our businesses. The ownership, operation and management of our Churchill Downs, Online Wagering, and Gaming segments, as well as our other operations, are subject to regulation under the laws and regulations of each of the jurisdictions in which we operate. The ownership, operation and management of our businesses and properties are also subject to legislative actions at both the federal and state level.

Churchill Downs Regulations

Horse racing is a highly regulated industry. In the U.S., individual states control the operations of racetracks located within their respective jurisdictions with the intent of, among other things, protecting the public from unfair and illegal gambling practices, generating tax revenue, licensing racetracks and operators and preventing organized crime from being involved in the industry. Although the specific form may vary, states that regulate horse racing generally do so through a horse racing commission or other gambling regulatory authority. In general, regulatory authorities perform background checks on all racetrack owners prior to granting the necessary operating licenses. Horse owners, trainers, jockeys, drivers, stewards, judges, and backstretch personnel are also subject to licensing by governmental authorities. State regulation of horse races extends to virtually every aspect of racing and usually extends to details such as the presence and placement of specific race officials, including timers, placing judges, starters, and patrol judges.

The total number of days on which each racetrack conducts live racing fluctuates annually according to each calendar year and the determination of applicable regulatory authorities.

In the U.S., interstate pari-mutuel wagering on horse racing is subject to the Interstate Horseracing Act of 1978, as amended in 2000 ("IHA"). Through the IHA, racetracks can commingle wagers from different racetracks and wagering facilities and broadcast horse racing events to other licensed establishments.

Kentucky

In Kentucky, horse racing tracks and HRM facilities are subject to the licensing and regulation of the Kentucky Horse Racing Commission ("KHRC"), which is responsible for overseeing horse racing and regulating the state equine industry and overseeing the annual licensing and operations of HRMs in Kentucky. Licenses to conduct live thoroughbred and standardbred racing meets, to participate in simulcasting, and to accept advance deposit wagers from Kentucky residents are approved annually by the KHRC based upon applications submitted by the racetracks in Kentucky.

Derby City Gaming is subject to extensive state and local laws and is subject to licensing and regulatory control by the KHRC. Changes in Kentucky laws or regulations may limit or otherwise materially affect the types of HRMs that may be conducted and such changes, if enacted, could have an adverse impact on our Kentucky HRM operations. The failure to comply with the rules and regulations of the KHRC could have a material adverse impact on our business.

TwinSpires Regulations and Potential Legislative Changes

TwinSpires is licensed in Oregon under a multi-jurisdictional simulcasting and interactive wagering totalisator hub license issued by the Oregon Racing Commission and in accordance with Oregon law and the IHA. We also hold advance deposit wagering licenses in certain other states where required. Changes in the form of new legislation or regulatory activity at the state or federal level could adversely impact our mobile and online ADW business.

Sports Betting and iGaming Regulations and Potential Legislative Changes

Federal

In May 2018, the United States Supreme Court struck down the 1992 Professional and Amateur Sports Protection Act, which had effectively banned sports wagering in most states. Removal of the ban gives states the authority to authorize sports wagering. States have begun authorizing sports betting, which we believe will have a positive impact on our business.

In January 2019, the Department of Justice's Office of Legal Counsel ("DJOLC") issued a revised legal opinion regarding the scope of the Interstate Wire Act of 1961 (the "Wire Act"). Under the 2019 revised opinion, the DJOLC stated that the Wire Act applied to all forms of gaming that crosses state lines, including online gambling and online lottery. The new opinion overturned a DJOLC opinion from 2011 which stated the Wire Act applied only to sports betting. In June 2019, a federal district court judge in New Hampshire ruled that the Wire Act applies only to gambling activities on sporting events and does not prohibit other forms of gambling conducted over the internet, including online casino gaming and in January 2021, the U.S. Court of Appeals for the First Circuit affirmed this decision.

Gaming Regulations and Potential Legislative Changes

Casino laws are generally designed to protect casino consumers and the viability and integrity of the casino industry. Casino laws may also be designed to protect and maximize state and local revenue derived through taxes and licensing fees imposed on casino industry participants as well as to enhance economic development and tourism. To accomplish these public policy goals, casino laws establish procedures to ensure that participants in the casino industry meet certain standards of character and fitness. Casino laws also require casino industry participants to:

- Ensure that unsuitable individuals and organizations have no role in casino operations,
- Establish procedures designed to prevent cheating and fraudulent practices,

- Establish and maintain responsible accounting practices and procedures,
- Maintain effective controls over financial practices, including establishment of minimum procedures for internal fiscal affairs and the safeguarding of assets and revenue,
- Maintain systems for reliable record keeping,
- File periodic reports with casino regulators,
- Ensure that contracts and financial transactions are commercially reasonable, reflect fair market value and are arms-length transactions,
- Establish programs to promote responsible gambling and inform patrons of the availability of help for problem gambling, and
- Enforce minimum age requirements.

Typically, a state regulatory environment is established by statute and administered by a regulatory agency with broad discretion to regulate the affairs of owners, managers and persons with financial interests in casino operations. Among other things, casino authorities in the various jurisdictions in which we operate:

- Adopt rules and regulations under the implementing statutes,
- Interpret and enforce casino laws,
- Impose disciplinary sanctions for violations, including fines and penalties,
- Review the character and fitness of participants in casino operations and make determinations regarding suitability or qualification for licensure,
- Grant licenses for participation in casino operations,
- Collect and review reports and information submitted by participants in casino operations,
- Review and approve transactions, such as acquisitions or change-of-control transactions of casino industry participants, securities offerings and debt transactions engaged in by such participants, and
- Establish and collect fees and taxes.

Any change in the laws or regulations of a casino jurisdiction could have a material adverse impact on our casino operations.

Licensing and Suitability Determinations

Gaming laws require us, each of our subsidiaries engaged in casino operations, certain of our directors, officers and employees, and in some cases, certain of our shareholders, to obtain licenses from casino authorities. Licenses typically require a determination that the applicant qualifies or is suitable to hold the license. Gaming authorities have very broad discretion in determining whether an applicant qualifies for licensing or should be deemed suitable. Criteria used in determining whether to grant a license to conduct casino operations, while varying between jurisdictions, generally include consideration of factors such as the good character, honesty and integrity of the applicant; the financial stability, integrity and responsibility of the applicant, including whether the operation is adequately capitalized in the state and exhibits the ability to maintain adequate insurance levels; the quality of the applicant's casino facilities; the amount of revenue to be derived by the applicable state from the operation of the applicant's casino; the applicant's practices with respect to minority hiring and training; and the effect on competition and general impact on the community.

In evaluating individual applicants, casino authorities consider the individual's business experience and reputation for good character, the individual's criminal history and the character of those with whom the individual associates.

Many casino jurisdictions limit the number of licenses granted to operate casinos within the state and some states limit the number of licenses granted to any one casino operator. Licenses under casino laws are generally not transferable without approval. Licenses in most of the jurisdictions in which we conduct casino operations are granted for limited durations and require renewal from time to time. There can be no assurance that any of our licenses will be renewed. The failure to renew any of our licenses could have a material adverse impact on our casino operations.

Casino authorities may investigate any subsidiary engaged in casino operations and may investigate any individual who has a material relationship to or material involvement with any of these entities to determine whether such individual is suitable or should be licensed as a business associate of a casino licensee. Our officers, directors and certain key employees must file applications with the casino authorities and may be required to be licensed, qualify or be found suitable in many jurisdictions. Gaming authorities may deny an application for licensing for any cause that they deem reasonable. Qualification and suitability determinations require submission of detailed personal and financial information followed by a thorough investigation. The

applicant must pay all the costs of the investigation. Changes in licensed positions must be reported to casino authorities. Casino authorities have the ability to deny a license, qualification or finding of suitability and have jurisdiction to disapprove a change in a corporate position.

If one or more casino authorities were to find that an officer, director or key employee fails to qualify or is unsuitable for licensing or unsuitable to continue having a relationship with us, we would be required to sever all relationships with such person. Casino authorities may also require us to terminate the employment of any person who refuses to file appropriate applications.

In many jurisdictions, certain of our shareholders may be required to undergo a suitability investigation similar to that described above. Many jurisdictions require any person who acquires beneficial ownership of more than a certain percentage of our voting securities, typically 5%, to report the acquisition to casino authorities, and casino authorities may require such holders to apply for qualification or a finding of suitability. Most casino authorities, however, allow an "institutional investor" to apply for a waiver. An "institutional investor" is generally defined as an investor acquiring and holding voting securities in the ordinary course of business as an institutional investor, and not for the purpose of causing, directly or indirectly, the election of a member of our board of directors, any change in our corporate charter, bylaws, management, policies or operations, or those of any of our casino affiliates, or the taking of any other action which casino authorities find to be inconsistent with holding our voting securities for investment purposes only. Even if a waiver is granted, an institutional investor generally may not take any action inconsistent with their status when the waiver was granted without once again becoming subject to the foregoing reporting and application obligations.

Any person who fails or refuses to apply for a finding of suitability or a license within the prescribed period after being advised it is required by casino authorities may be denied a license or found unsuitable, as applicable. Any shareholder found unsuitable or denied a license and who holds, directly or indirectly, any beneficial ownership of our voting securities beyond such period of time as may be prescribed by the applicable casino authorities may be guilty of a criminal offense. We may be subject to disciplinary action if, after we receive notice that a person is unsuitable to be a shareholder or to have any other relationship with us or any of our subsidiaries, we:

- (i) pay that person any dividend or interest upon our voting securities,
- (ii) allow that person to exercise, directly or indirectly, any voting right conferred through securities held by that person,
- (iii) pay remuneration in any form to that person for services rendered or otherwise, or
- (iv) fail to pursue all lawful efforts to require such unsuitable person to relinquish voting securities including, if necessary, the immediate purchase of said voting securities for cash at fair market value.

Violations of Gaming Laws

If we violate applicable casino laws, our casino licenses could be limited, conditioned, suspended or revoked by casino authorities, and we and any other persons involved could be subject to substantial fines. A supervisor or conservator can be appointed by casino authorities to operate our casino properties, or in some jurisdictions, take title to our casino assets in the jurisdiction, and under certain circumstances, income generated during such appointment could be forfeited to the applicable state or states. Violations of laws in one jurisdiction could result in disciplinary action in other jurisdictions. As a result, violations by us of applicable casino laws could have a material adverse impact on our casino operations.

Some casino jurisdictions prohibit certain types of political activity by a casino licensee, officers, directors and key employees. A violation of such a prohibition may subject the offender to criminal and/or disciplinary action.

Reporting and Record-keeping Requirements

We are required periodically to submit detailed financial and operating reports and furnish any other information that casino authorities may require. Under federal law, we are required to record and submit detailed reports of currency transactions involving greater than \$10,000 at our casinos and racetracks as well as any suspicious activity that may occur at such facilities. Failure to comply with these requirements could result in fines or cessation of operations. We are required to maintain a current stock ledger that may be examined by casino authorities at any time. If any securities are held in trust by an agent or by a nominee, the record holder may be required to disclose the identity of the beneficial owner to casino authorities. A failure to make such disclosure may be grounds for finding the record holder unsuitable. Gaming authorities may require certificates for our securities to bear a legend indicating that the securities are subject to specified casino laws.

Review and Approval of Transactions

Substantially all material loans, leases, sales of securities and similar financing transactions must be reported to and in some cases approved by casino authorities. We may not make a public offering of securities without the prior approval of certain

casino authorities. Changes in control through merger, consolidation, stock or asset acquisitions, management or consulting agreements, or otherwise are subject to receipt of prior approval of casino authorities. Entities seeking to acquire control of us or one of our subsidiaries must satisfy casino authorities with respect to a variety of stringent standards prior to assuming control. Gaming authorities may also require controlling shareholders, officers, directors and other persons having a material relationship or involvement with the entity proposing to acquire control, to be investigated and licensed as part of the approval process relating to the transaction.

License Fees and Gaming Taxes

We pay substantial license fees and taxes in many jurisdictions in connection with our casino operations which are computed in various ways depending on the type of gambling or activity involved. Depending upon the particular fee or tax involved, these fees and taxes are payable with varying frequency. License fees and taxes are based upon such factors as a percentage of the casino revenue received; the number of gambling devices and table games operated; or a one-time fee payable upon the initial receipt of license and fees in connection with the renewal of license. In some jurisdictions, casino tax rates are graduated such that the tax rates increase as casino revenue increases. Tax rates are subject to change, sometimes with little notice, and such changes could have a material adverse impact on our casino operations.

Operational Requirements

In most jurisdictions, we are subject to certain requirements and restrictions on how we must conduct our casino operations. In certain states, we are required to give preference to local suppliers and include minority and women-owned businesses and organized labor in construction projects to the maximum extent practicable. We may be required to give employment preference to minorities, women and in-state residents in certain jurisdictions. Our ability to conduct certain types of games, introduce new games or move existing games within our facilities may be restricted or subject to regulatory review and approval. Some of our operations are subject to restrictions on the number of gaming positions we may have, and the maximum wagers allowed to be placed by our customers.

Specific State Gaming Regulations and Potential Legislative Changes

Florida

The ownership and operation of casino gaming facilities in the State of Florida is subject to extensive state and local regulation, primarily by the DBPR, within the executive branch of Florida's state government. The DBPR is charged with the regulation of Florida's pari-mutuel, card room and slot gaming industries, as well as collecting and safeguarding associated revenue due to the state. The DBPR has been designated by the Florida legislature as the state compliance agency with the authority to carry out the state's oversight responsibilities in accordance with the provisions outlined in the compact between the Seminole Tribe of Florida and the State of Florida. Changes in Florida laws or regulations may limit or otherwise materially affect the types of gaming that may be conducted and such changes, if enacted, could have an adverse impact on our Florida gaming operation. The laws and regulations of Florida are based on policies of maintaining the health, welfare and safety of the general public and protecting the gaming industry from elements of organized crime, illegal gambling activities and other harmful elements, as well as protecting the public from illegal and unscrupulous gaming to ensure the fair play of devices. The failure to comply with the rules and regulations of the DBPR could have a material adverse impact on our business.

In Florida, licenses to conduct live thoroughbred racing and jai alai, and to participate in simulcast wagering are approved by the DPW, which is responsible for overseeing the network of state offices located at every pari-mutuel wagering facility, as well as issuing the permits necessary to operate a pari-mutuel wagering facility. The DPW also issues annual licenses for thoroughbred, standardbred, and quarter horse races, as well as jai alai, but does not approve the specific live race days.

Illinois

The ownership and operation of casino gaming facilities in the State of Illinois is subject to extensive state and local regulation and is subject to licensing and regulatory control by the Illinois Gaming Board (the "IGB"). The IGB assures the integrity of gambling and gaming in Illinois through regulatory oversight of riverboat and casino gaming, video gaming and sports wagering in Illinois. Changes in Illinois laws or regulations may limit or otherwise materially affect the types of gaming that may be conducted and such changes, if enacted, could have an adverse impact on our Illinois gaming operations. The failure to comply with the rules and regulations of the IGB could have a material adverse impact on our business.

On June 30, 2020, legislation was signed into law by the Governor of Illinois that provides financial relief to the gaming industry. The legislation amends the existing law to allow the lower privilege tax on table games for existing casinos effective as of July 1, 2020 instead of when a newly authorized casino begins operations. The legislation also provides cash flow relief for existing casinos by extending the payment deadline for new gaming positions from July 1, 2020 to July 1, 2021 and extends the payment period and waives interest for reconciliation payments related to the new gaming positions. The legislation delays the payment deadline for the initial sports wagering license from July 1, 2020 to July 1, 2021 and also establishes a lower

privilege tax schedule for a new casino in the Chicago area, which has been authorized but not yet opened. We believe the legislation will have a positive impact on our business operations.

Louisiana

The manufacturing, distribution, servicing and operation of video draw poker devices in Louisiana are subject to the Louisiana Video Draw Poker Devices Control Law and the rules and regulations promulgated thereunder. The manufacturing, distribution, servicing and operation of video poker devices and slot machines are governed by the Louisiana Gaming Control Board (the "Louisiana Board") which oversees all licensing for all forms of legalized gaming in Louisiana. The Video Gaming Division and the Slots Gaming Division of the Gaming Enforcement Section of the Office of the State Police within the Department of Public Safety and Corrections performs the video poker and slots gaming investigative functions for the Louisiana Board. The laws and regulations of Louisiana are based on policies of maintaining the health, welfare and safety of the general public and protecting the gaming industry from elements of organized crime, illegal gambling activities and other harmful elements, as well as protecting the public from illegal and unscrupulous gaming to ensure the fair play of devices. The Louisiana Board also regulates slot machine gaming at racetrack facilities pursuant to the Louisiana Pari-Mutuel Live Racing Facility Economic Redevelopment and Gaming Control Act. Changes in Louisiana laws or regulations may limit or otherwise materially affect the types of gaming that may be conducted and such changes, if enacted, could have an adverse impact on our Louisiana gaming operations. LSRC also issues licenses required for Fair Grounds to operate slot machines at the racetrack and video poker devices at their OTBs. The failure to comply with the rules and regulations of the Louisiana Board or the LSRC could have a material adverse impact on our business.

In Louisiana, licenses to conduct live thoroughbred and quarter horse racing and to participate in simulcast wagering are approved by the Louisiana State Racing Commission ("LSRC"). The LSRC is responsible for overseeing the awarding of licenses for the conduct of live racing meets, the conduct of thoroughbred and quarter horse racing, the types of wagering that may be offered by pari-mutuel facilities and the disposition of revenue generated from wagering. Off-track wagering is also regulated by the LSRC. Louisiana law requires live thoroughbred racing at a licensed racetrack for at least 80 days over a 20-week period each year to maintain the license and to conduct slot operations.

Louisiana law requires live quarter horse racing to be conducted at the racetrack with the addition of the slot machines at Fair Grounds. We conducted quarter horse racing at Fair Grounds for 10 days in each of 2018 and 2019. In 2020, we obtained approval from the LSRC to move the 10 days of quarter horse racing to Evangeline Downs. We expect to conduct quarter horse racing for 10 days in 2021.

Effective July 15, 2020, legislation was signed into law by the Governor of Louisiana that exempts the tax on promotional play up to \$5.0 million for casinos. We believe the legislation will have a positive impact on our business operations.

Maine

The ownership and operation of casino gaming facilities in the State of Maine is subject to extensive state and local regulation and is subject to licensing and regulatory control by the Maine Gambling Control Board (the "MGCB"). The laws, regulations and supervisory procedures of the MGCB are based upon declarations of public policy that are concerned with, among other things: (1) the regulation, supervision and general control over casinos and the ownership and operation of slot machines and table games; (2) the investigation of complaints made regarding casinos; (3) the establishment and maintenance of responsible accounting practices and procedures; (4) the maintenance of effective controls over the financial practices of licensees, including the establishment of minimum procedures for internal fiscal affairs and the safeguarding of assets and revenue and providing for reliable record keeping; and (5) the prevention of cheating and fraudulent practices. The regulations are subject to amendment and interpretation by the MGCB. Changes in Maine laws or regulations may limit or otherwise materially affect the types of gaming that may be conducted and such changes, if enacted, could have an adverse impact on our Maine gaming operations. The failure to comply with the rules and regulations of the MGCB could have a material adverse impact on our business.

Maryland

The ownership and operation of casino gaming facilities in the State of Maryland is subject to extensive state and local regulation and is subject to licensing and regulatory control by the Maryland Lottery and Gaming Control Commission ("MLGCC"), with staff assistance from the Maryland Lottery and Gaming Control Agency ("MLGCA"). The MLGCA oversees all internal controls, auditing, security, surveillance, background investigations, licensing and accounting procedures for each casino in the State of Maryland, including Ocean Downs. Changes in Maryland laws or regulations may limit or otherwise materially affect the types of gaming that may be conducted and such changes, if enacted, could have an adverse impact on our Maryland gaming operations. The failure to comply with the rules and regulations of the MLGCC could have a material adverse impact on our business.

Mississippi

The ownership and operation of casino gaming facilities in the State of Mississippi is subject to extensive state and local regulation, including the Mississippi Gaming Commission (the "Mississippi Commission"). The laws, regulations and supervisory procedures of the Mississippi Commission are based upon declarations of public policy that are concerned with, among other things: (1) the prevention of unsavory or unsuitable persons from having direct or indirect involvement with gaming at any time or in any capacity; (2) the establishment and maintenance of responsible accounting practices and procedures; (3) the maintenance of effective controls over the financial practices of licensees, including the establishment of minimum procedures for internal fiscal affairs and the safeguarding of assets and revenue, providing for reliable record keeping and requiring the filing of periodic reports with the Mississippi Commission; (4) the prevention of cheating and fraudulent practices; (5) providing a source of state and local revenue through taxation and licensing fees; and (6) ensuring that gaming licensees, to the extent practicable, employ Mississippi residents. The regulations are subject to amendment and interpretation by the Mississippi Commission. Changes in Mississippi laws or regulations may limit or otherwise materially affect the types of gaming that may be conducted and such changes, if enacted, could have an adverse impact on our Mississippi gaming operations. The failure to comply with the rules and regulations of the Mississippi Commission could have a material adverse impact on our business.

Ohio

In 2012, the Governor of Ohio signed an Executive Order which authorized the Ohio Lottery Commission (the "OLC") to amend and adopt rules necessary to implement a video lottery program at Ohio's seven horse racing facilities. The ownership and operation of VLT facilities in the State of Ohio is subject to extensive state and local regulation. The laws, regulations and supervisory procedures of the OLC include: (1) regulating the licensing of video lottery sales agents, key gaming employees and VLT manufacturers; (2) collecting and disbursing VLT revenue; and (3) maintaining compliance in regulatory matters. Changes in Ohio laws or regulations may limit or otherwise materially affect the types of gaming that may be conducted and such changes, if enacted, could have an adverse impact on our Ohio gaming operations. The failure to comply with the rules and regulations of the OLC could have a material adverse impact on our business.

Pennsylvania

The ownership and operation of casino gaming facilities in the Commonwealth of Pennsylvania are subject to extensive state and local regulation and are subject to licensing and regulatory control by the Pennsylvania Gaming Control Board ("PGCB") as well as other agencies. The PGCB regulates, oversees and enforces all matters related to gaming activity in Pennsylvania, including, without limitation, operations, internal controls, accounting procedures, auditing, security, surveillance, licensing, background investigations and compliance of each casino in the state. Changes in Pennsylvania laws or regulations may limit or otherwise materially affect the types of gaming that may be conducted and such changes, if enacted, could have an adverse impact on our Pennsylvania gaming operations. The failure to comply with the rules and regulations of the PGCB could have a material adverse impact on our business.

In Pennsylvania, licenses to conduct live thoroughbred racing, to participate in simulcast wagering and to accept advance deposit wagers from Pennsylvania residents are approved by the Pennsylvania State Horse Racing Commission ("PSHRC"). The PSHRC regulates the operations of horse racing, the conduct of pari-mutuel wagering and the promotion and marketing of horse racing in Pennsylvania. As a Category 1 slot machine licensee, Presque Isle is required to conduct live racing on at least 100 days each calendar year. The PSHRC approved Presque Isle for 100 live race days in 2021.

Other Specific State Regulations and Potential Legislative Changes

Kentucky

On February 22, 2021, the Governor of the Commonwealth of Kentucky signed into law Senate Bill 120 which creates a statutory definition of pari-mutuel wagering that includes historical horse racing approved by the KHRC and addresses the Supreme Court of Kentucky's opinion in *The Kentucky Horse Racing Commission, et al v. The Family Trust Foundation of Kentucky, Inc.* regarding the KHRC's historical racing regulations and the validity of operating HRMs pursuant to a license issued by KHRC. For more information, please refer to Item 3, Legal Proceedings. Following this action, we do not believe that any further rulings in this litigation will impact our ability to operate HRM facilities in Kentucky.

Illinois

In Illinois, licenses to conduct live thoroughbred racing and to participate in simulcast wagering are approved by the Illinois Racing Board ("IRB"). The IRB appointed Arlington the dark host track for 60 simulcast host days in 2019 and 2020. Arlington was also awarded 155 live host days in 2019 and 2020.

Environmental Matters

We are subject to various federal, state and local environmental laws and regulations that govern activities that may have adverse environmental effects, such as discharges to air and water, as well as the management and disposal of solid, animal and hazardous wastes and exposure to hazardous materials. These laws and regulations, which are complex and subject to change, include the United States Environmental Protection Agency ("EPA") and state laws and regulations that address the impacts of manure and wastewater generated by Concentrated Animal Feeding Operations ("CAFO") on water quality, including, but not limited to, storm and sanitary water discharges. CAFO and other water discharge regulations include permit requirements and water quality discharge standards. Enforcement of these regulations has been receiving increased governmental attention. Compliance with these and other environmental laws can, in some circumstances, require significant capital expenditures. We may incur future costs under existing and new laws and regulations pertaining to storm water and wastewater management at our racetracks. Violations can result in significant penalties and, in some instances, interruption or cessation of operations.

In the ordinary course of our business, we may receive notices from regulatory agencies regarding our compliance with CAFO regulations that may require remediation at our facilities. On December 6, 2013, we received a notice from the EPA regarding alleged CAFO non-compliance at Fair Grounds Race Course. On October 21, 2019, we reached an agreement in principle, subject to final agreement and regulatory and court approval. If approved, the agreement will include a \$2.8 million penalty, which is included in accrued expense and other current liabilities in our accompanying consolidated balance sheet as of December 31, 2020.

We also are subject to laws and regulations that create liability and cleanup responsibility for releases of hazardous substances into the environment. Under certain of these laws and regulations, a current or previous owner or operator of property may be liable for the costs of remediating hazardous substances or petroleum products on its property, without regard to whether the owner or operator knew of, or caused, the presence of the contaminants, and regardless of whether the practices that resulted in the contamination were legal at the time the contamination occurred. The presence of, or failure to remediate properly, such substances may materially adversely affect the ability to sell or rent such property or to borrow funds using such property as collateral. The owner of a property may be subject to claims by third parties based on damages and costs resulting from environmental contamination emanating from the property.

Marks and Internet Properties

We hold numerous state and federal service mark registrations on specific names and designs in various categories including the entertainment business, apparel, paper goods, printed matter, housewares and glass. We license the use of these service marks and derive revenue from such license agreements.

Available Information

Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, proxy statements and other Securities and Exchange Commission ("SEC") filings, and any amendments to those reports and any other filings that we file with or furnish to the SEC under the Securities Exchange Act of 1934 are made available free of charge on our website (www.churchilldownsincorporated.com) as soon as reasonably practicable after we electronically file the materials with the SEC and are also available at the SEC's website at www.sec.gov.

ITEM 1A. RISK FACTORS

Our operations and financial results are subject to various risks and uncertainties, including those described below, that could adversely affect our business, financial condition, results of operations, cash flows, and the trading price of our common stock.

Economic and External Risks

The current novel coronavirus (COVID-19) global pandemic has adversely affected, and could continue to adversely affect our business, financial condition and financial results. Other major public health issues could adversely affect our business, financial condition and financial results in the future

In March 2020, the World Health Organization declared the COVID-19 outbreak a global pandemic. Considerable uncertainty still surrounds the potential effects of the COVID-19 virus, and the extent of and effectiveness of responses taken on international, national and local levels. Measures taken to limit the impact of COVID-19, including shelter-in-place orders, social distancing measures, travel bans and restrictions, and business and government shutdowns, have resulted and some continue to result in significant negative economic impacts in the U.S. and in relation to our business. The long-term impact of COVID-19 on the U.S. and world economies and continued impact on our business remains uncertain, the duration and scope of which cannot currently be predicted.

Our operating results depend, in large part, on revenues derived from customers visiting our casinos and racetracks. In March 2020, we announced the temporary suspension of operations of all of our wholly-owned gaming properties, certain wholly-owned racing operations, and the two casino properties related to our equity investments. Starting in mid-February, U.S. and international sporting events were cancelled, which reduced our sports betting options for our customers. Horse racing content for wagering on TwinSpire also decreased, although handle increased as our customers wagered more on the content that was available. Although vaccines are now available, distribution is currently limited and there can be no assurance that these vaccines will be successful in ending the COVID-19 global pandemic.

In May 2020, we began to reopen our properties with patron restrictions and gaming limitations. One property temporarily suspended operations again in July 2020 after reopening and reopened in August 2020, and three properties suspended operations in December 2020 and reopened in January 2021. We implemented a number of initiatives to facilitate social distancing and enhanced cleaning, such as increased frequency of cleaning and sanitizing of all high-touch surfaces, mandatory temperature checks of all guests and team members upon entry and required training for all team members on safety protocols. Certain amenities at our properties continue to be suspended, including food buffets and valet services, and certain restaurants and food outlets. We cannot predict how soon our casino and racetrack properties will be able to return to customary operations. Our ability to return to our customary operations will depend, in part, on the actions of a number of governmental bodies over which we have no control. Once all restrictions are lifted, it is unclear how quickly customers will return to our casinos and racetracks, which may be a function of continued concerns over safety and decreased consumer spending due to economic conditions, including job losses.

Certain non-furloughed employees continue to work remotely. An extended period of remote work arrangements could strain business continuity plans, introduce operational risk (including but not limited to cybersecurity risks) and may impair our ability to manage our business. We also outsource certain business activities to third parties. As a result, we rely upon the successful implementation and execution of the business continuity planning of such entities in the current environment. While we seek to monitor the business continuity activities of these third parties, successful implementation and execution of their business continuity strategies are largely outside our control. If one or more of the third parties to whom we outsource certain business activities experience operational failures or business disruption as a result of the impacts from the spread of COVID-19, or claim that they cannot perform, it may have negative effects on our business and financial condition.

The Company reduced planned maintenance and project capital expenditures for 2020 as a result of the temporary property and operations closures and prioritized capital investments based on the highest near-term return opportunities in order to maintain financial flexibility.

We are currently following the recommendations of local and federal health authorities to minimize exposure risk for our various stakeholders, including employees. The full extent of the impact of COVID-19 on our business and operating results will depend on future developments that are highly uncertain and cannot be accurately predicted, including new information that may emerge concerning COVID-19 and the actions required to contain COVID-19, the duration and spread of COVID-19 within the markets in which we operate, the availability of, use of and effectiveness of vaccines, mandates and directives from federal, state and local authorities, the effect of COVID-19 on consumer confidence and spending and our ability to maintain a sufficient workforce. If we do not respond appropriately to the pandemic, or if state and local authorities or customers do not perceive our response to be adequate, we could suffer damage to our reputation and our brand, which could adversely affect our business in the future.

Our business could be adversely affected by the occurrence of extraordinary events, such as terrorist attacks, public health threats, civil unrest, and inclement weather

Our operating results depend, in large part, on revenues derived from customers visiting our casinos and racetracks, which is subject to the occurrence and threat of extraordinary events that may discourage attendance or expose us to substantial liability. Terrorist activity, including acts of domestic terrorism, or other actions that discourage attendance at other locations, or even the threat of such activity, including public concerns regarding air travel, military actions, safety and additional national or local catastrophic incidents, could result in reduced attendance at Churchill Downs Racetrack and at our other locations. A major epidemic or pandemic, outbreak of a contagious equine disease, or the threat of such an event, could also adversely affect attendance and could impact the supply chain for our major construction projects resulting in higher costs and delays of the projects. The COVID-19 global pandemic resulted in the temporary suspension of operations of all of our wholly-owned gaming properties, certain wholly-owned racing operations, and the two casino properties related to our equity investments. Even though our properties have reopened, such properties continue to be subject to operational restrictions that may impact attendance. Riots, civil insurrection or social unrest could adversely affect attendance. For example, during the second and third quarters of 2020, certain areas of Louisville, Kentucky, experienced sustained protests and civil unrest. Similar events in the future could adversely affect attendance at Churchill Downs Racetrack. While we are constantly evaluating our security precautions in an effort to ensure the safety of the public, no security measures can guarantee safety and there can be no assurances of avoiding potential liabilities.

Since horse racing is conducted outdoors, unfavorable weather conditions, including extremely high and low temperatures, heavy rains, high winds, storms, tornadoes and hurricanes, could cause events to be canceled and/or attendance to be lower, resulting in reduced wagering. Climate change could have an impact on longer-term natural weather trends. Extreme weather events that are linked to rising temperatures, changing global weather patterns, sea, land and air temperatures, as well as sea levels, rain and snow could result in increased occurrence and severity of adverse weather events. Our operations are subject to reduced patronage, disruptions or complete cessation of operations due to weather conditions, natural disasters and other casualties. The occurrence or threat of any such extraordinary event at our locations, particularly at Churchill Downs Racetrack and Kentucky Derby and Oaks week, could have a material negative effect on our business and results of operations.

Our business is sensitive to economic conditions which may affect consumer confidence, consumers' discretionary spending, or our access to credit in a manner that adversely impacts our operations

Economic trends can impact consumer confidence and consumers' discretionary spending, including:

- Negative economic conditions and the persistence of elevated levels of unemployment can impact consumers' disposable incomes and, therefore, impact the demand for entertainment and leisure activities.
- Declines in the residential real estate market, increases in individual tax rates and other factors that we cannot accurately predict may reduce the disposable income of our customers.
- Decreases in consumer discretionary spending could affect us even if such decreases occur in other markets. For example, reduced wagering levels and profitability at racetracks from which we carry racing content could cause certain racetracks to cancel races or cease operations and therefore reduce the content we could provide to our customers.

Lower consumer confidence or reductions in consumers' discretionary spending could result in fewer patrons spending money at our racetracks, our online wagering sites and gaming and wagering facilities, and reduced consumer spending overall.

Our access to and the cost of credit may be impacted to the extent global and U.S. credit markets are affected by downward economic trends. Economic trends can also impact the financial viability of other industry constituents, making collection of amounts owed to us uncertain. Our ability to respond to periods of economic contraction may be limited, as certain of our costs remain fixed or even increase when revenue declines.

We are vulnerable to additional or increased taxes and fees

We believe that the prospect of raising significant additional revenue through taxes and fees is one of the primary reasons that certain jurisdictions permit legalized gaming. As a result, gaming companies are typically subject to significant taxes and fees in addition to the normal federal, state, provincial and local income taxes and such taxes and fees may be increased at any time. From time to time, legislators and officials have proposed changes in tax laws or in the administration of laws affecting the horse racing, online wagering and casino industries. Many states and municipalities, including ones in which we operate, are currently experiencing budgetary pressures that may make it more likely they would seek to impose additional taxes and fees on our operations. We are subject to tax in multiple U.S. tax jurisdictions and judgment is required in determining our provision for income taxes, deferred tax assets or liabilities and in evaluating our tax positions. It is not possible to determine the likelihood, extent or impact of any future changes in tax laws or fees, or changes in the administration of such laws; however, if enacted, such changes could have a material adverse impact on our business.

Strategic Risks

Our Company faces significant competition, and we expect competition levels to increase

We face an increasingly high degree of competition among a large number of participants operating from physical locations and/or through online or mobile platforms, including destination casinos, riverboat casinos; dockside casinos; land-based casinos; video lottery; iGaming; sports betting; gaming at taverns in certain states, such as Illinois; gaming at truck stop establishments in certain states, such as Louisiana and Pennsylvania; historical horse racing in Kentucky; sweepstakes and poker machines not located in casinos; fantasy sports; Native American gaming; and other forms of gaming in the U.S. Furthermore, competition from internet lotteries, sweepstakes, illegal slot machines and skill games, fantasy sports and internet or mobile-based gaming platforms, which allow their customers to wager on a wide variety of sporting events and/or play Las Vegas-style casino games from home or in non-casino settings could divert customers from our properties and thus adversely affect our financial condition, results of operations and cash flows. Currently, there are proposals that would legalize internet poker, sports betting and other varieties of iGaming in a number of states. Expansion of land-based and iGaming in other jurisdictions (both regulated and unregulated) could further compete with our traditional and iGaming operations, which could have an adverse impact on our financial condition, results of operations and cash flows.

Our operations also face competition from other leisure and entertainment activities, including shopping, athletic events, television and movies, concerts and travel. Legalized gaming is currently permitted in various forms throughout the U.S. and on various lands taken into trust for the benefit of certain Native Americans in the U.S. and Canada. Other jurisdictions, including states adjacent to states in which we currently have properties, have recently legalized, implemented and expanded gaming. Established gaming jurisdictions could award additional gaming licenses or permit the expansion or relocation of existing gaming operations. Voters and state legislatures may seek to supplement traditional tax revenue sources of state governments by authorizing or expanding gaming in the states that we operate in or the states that are adjacent to or near our existing properties. New, relocated or expanded operations by other persons could increase competition for our operations and could have a material adverse impact on us.

Our Churchill Downs Racetrack and the Kentucky Derby may be adversely affected by changes in consumer preferences, attendance, wagering, and sponsorships

Our Churchill Downs Racetrack is dependent upon the number of people attending and wagering on live horse races. According to industry sources, pari-mutuel handle declined on average 4.6% per year from 2008 to 2014 due to a number of factors, including increased competition from other wagering and entertainment alternatives. From 2015 to 2018, pari-mutuel handle on horse racing has been relatively stable with average annual growth of 1.7%. In 2019 and 2020, pari-mutuel handle decreased on average 1.5% per year due to horse race cancellations from safety concerns in California in 2019 and due to the COVID-19 global pandemic in 2020. If interest in horse racing is lower in the future, it may have a negative impact on revenue and profitability in our Churchill Downs segment. If attendance at and wagering on live horse racing declines, it could have a material adverse impact on our business.

The number and level of sponsorships are important to the success of the Kentucky Derby. Our ability to retain sponsors, acquire new sponsors, and compete for sponsorships and advertising dollars could have a material adverse impact on our business.

An inability to attract and retain key and highly-qualified and skilled personnel could impact our ability to successfully develop, operate, and grow our business

We believe that our success depends in part on our ability to hire, develop, motivate and retain highly-qualified and skilled employees throughout our organization. If we do not successfully hire, develop, motivate and retain highly qualified and skilled employees, it is likely that we could experience significant disruptions in our operations and our ability to successfully develop, operate, and grow our business could be impacted.

Competition for the type of talent we seek to hire is increasingly intense in the geographic areas in which we operate. As a result, we may incur significant costs to attract and retain highly skilled employees. We may be unable to attract and retain the personnel necessary to sustain our business or support future growth.

Certain of our key employees are required to file applications with the gaming authorities in each of the jurisdictions in which we operate and are required to be licensed or found suitable by these gaming authorities. If the gaming authorities were to find a key employee unsuitable for licensing, we may be required to sever the employee relationship, or the gaming authorities may require us to terminate the employment of any person who refuses to file appropriate applications. Either result could significantly impact our operations.

A lack of confidence in the integrity of our core businesses or any deterioration in our reputation could affect our ability to retain our customers and engage with new customers

Horse racing, pari-mutuel wagering and casino gaming businesses depend on the public perception of integrity and fairness in their operations. To prevent cheating or erroneous payouts, necessary oversight processes must be in place to ensure that such activities cannot be manipulated. A lack or loss of confidence in the fairness of our industries could have a material adverse impact on our business.

Acts of fraud or cheating in our gaming businesses through the use of counterfeit chips, covert schemes and other tactics, possibly in collusion with our employees, may be attempted or committed by our gaming customers with the aim of increasing their winnings. Our gaming customers, visitors and employees may also commit crimes such as theft in order to obtain chips not belonging to them. We have taken measures to safeguard our interests including the implementation of systems, processes and technologies to mitigate against these risks, extensive employee training, surveillance, security and investigation operations and adoption of appropriate security features on our chips such as embedded radio frequency identification tags. Despite our efforts, we may not be successful in preventing or detecting such culpable behavior and schemes in a timely manner and the relevant insurance we have obtained may not be sufficient to cover our losses depending on the incident, which could result in losses to our gaming operations and generate negative publicity, both of which could have an adverse effect on our reputation, business, results of operations and cash flows.

Other factors that could influence our reputation include the quality of the services we offer and our actions with regard to social issues such as diversity, human rights and support for local communities. Broad access to social media makes it easy for anyone to provide public feedback that can influence perceptions of us or our properties. It may be difficult to control or effectively manage negative publicity, regardless of whether it is accurate. Negative events and publicity could quickly and materially damage perceptions of us, our properties, or our industries, which, in turn, could adversely impact our business, financial condition or results of operations through loss of customers, loss of business opportunities, lack of acceptance of our company to operate in host communities, employee retention or recruiting difficulties or other difficulties.

We are subject to significant risks associated with our equity investments, strategic alliances and other third-party agreements

We pursue certain license opportunities, development projects and other strategic business opportunities through equity investments, joint ventures, license arrangements and other alliances with third-parties.

Our equity investments are governed by mutually established agreements that we entered into with our co-investors and therefore, we do not unilaterally control the applicable entity or other initiatives. The terms of the equity investments and the rights of our co-investors may preclude us from taking actions that we believe to be in the best interests of the Company. Disagreements with our co-investors could result in delays in project development, including construction delays, and ultimate failure of the project. Our co-investors also may not be able to provide capital to the applicable entity on the terms agreed to or at all, and the applicable entity may be unable to obtain external financing to finance their operations. Also, our ability to exit the equity investments may be subject to contractual and other limitations.

With any third-party arrangement, there is a risk that our partners' economic, business or legal interests or objectives may not be aligned with ours, leading to potential disagreements and/or failure of the applicable project or initiative. We are also subject to risks relating to our co-investors' failure to satisfy contractual obligations, conflicts arising between us and any of our partners and changes in the ownership of any of our co-investors.

Any of these risks could have a material adverse impact on our business.

We may not be able to respond to rapid technological changes in a timely manner, which may cause customer dissatisfaction

Our Online Wagering and Gaming segments are characterized by the rapid development of new technologies and the continuous introduction of new products. Our main technological advantage versus potential competitors is our software lead-time in the market and our experience in operating an Internet-based wagering network. It may be difficult to maintain our competitive technological position against current and potential competitors, especially those with greater financial resources. Our success depends upon new product development and technological advancements, including the development of new wagering platforms and features. While we expend resources on research and development and product enhancement, we may not be able to continue to improve and market our existing products or technologies or develop and market new products in a timely manner. Further technological developments may cause our products or technologies to become obsolete or noncompetitive.

The concentration and evolution of the slot machine manufacturing industry or other technological conditions could impose additional costs on us

The majority of our gaming revenue is attributable to slot, VLTs, and video poker machines operated by us at our casinos and wagering facilities, and there are a limited number of slot machine manufacturers servicing the gaming industry. It is important for competitive reasons that we offer the most popular and up-to-date machine games with the latest technology to our guests. A substantial majority of the slot machines sold in the U.S. in recent years were manufactured by a few select companies, and there has been extensive consolidation activity within the gaming equipment sector. Recently, the prices of new machines have escalated faster than the rate of inflation and slot machine manufacturers have occasionally refused to sell slot machines featuring the most popular games, instead requiring participating lease arrangements in order to acquire the machines. Participating slot machine leasing arrangements typically require the payment of a fixed daily rental. Such agreements may also include a percentage payment of coin-in or net win. Generally, a participating lease is substantially more expensive over the long term than the cost to purchase a new machine. For competitive reasons, we may be forced to purchase new slot machines or enter into participating lease arrangements that are more expensive than the costs associated with the continued operation of our existing slot machines. If the newer slot machines do not result in sufficient incremental revenue to offset the increased investment, it could adversely affect our operations and profitability.

We rely on a variety of hardware and software products to maximize revenue and efficiency in our operations. Technology in the gaming industry is developing rapidly, and we may need to invest substantial amounts to acquire the most current gaming and hotel technology and equipment in order to remain competitive in the markets in which we operate. We rely on a limited number of vendors to provide video poker and slot machines and any loss of our equipment suppliers could impact our operations. Ensuring the successful implementation and maintenance of any new technology acquired is an additional risk.

Our operations in certain jurisdictions depend on agreements with industry constituents including horsemen and other racetracks, and the failure to enter into or maintain these agreements on terms acceptable to us could have a material adverse effect on our business, results of operations and financial condition

Our operations in certain jurisdictions depend on agreements with third parties. If we are unable to renew these agreements on satisfactory terms as they expire, our business may be disrupted. For example, the Interstate Horseracing Act, as well as various state racing laws, require that we have written agreements with the horsemen at our racetracks in order to simulcast races, and, in some cases, conduct live racing. Certain industry groups negotiate these agreements on behalf of the horsemen (the "Horsemen's Groups"). These agreements provide that we must receive the consent of the Horsemen's Groups at the racetrack conducting live races before we may allow third parties to accept wagers on those races. We currently negotiate formal agreements with the applicable Horsemen's Groups at our racetracks on an annual basis. The failure to maintain agreements with, or obtain consents from, the Horsemen's Groups on satisfactory terms or the refusal by a Horsemen's Group to consent to third parties accepting wagers on our races or our accepting wagers on third-parties' races could have a material adverse impact on our business, as such failure will result in our inability to conduct live racing and export and import simulcasting.

From time to time, the Thoroughbred Owners of California, the Horsemen's Group representing horsemen in California, the Florida Horsemen's Benevolent and Protective Association, Inc., which represents horsemen in Florida, and the Kentucky Horsemen's Benevolent and Protective Association have withheld their consent to send or receive racing signals among racetracks. Failure to receive the consent of these Horsemen's Groups for new and renewing simulcast agreements could have a material adverse impact on our business.

We also have written agreements with certain Horsemen's Groups with regards to the proceeds of gaming machines in certain states that may be required to operate such gaming.

We have agreements with other racetracks for the distribution of racing content through both the import of other racetracks' signals for wagering at our properties and the export of our racing signal for wagering at other racetracks' facilities, OTBs, and ADWs. From time to time, we may be unable to reach agreements on terms acceptable to us. As a result, we may be unable to distribute our racing content to other locations or to receive other racetracks' racing content for wagering at our racetracks. The inability to distribute our racing content could have a material adverse impact on our business, results of operations and financial condition.

We intend to expand our TwinSpires Sports and Casino business and there can be no assurance that we will be able to compete effectively, that our expansion initiatives will be successful, or that we will generate sufficient returns on our investment

During the second quarter of 2018, the U.S. Supreme Court overturned the federal ban on sports betting. As a result, several jurisdictions in which we operate legalized sports betting and / or iGaming and additional jurisdictions may do so in the future. The success of our TwinSpires Sports and Casino business is dependent on potential legislation in various jurisdictions that affect the sports betting and iGaming industries in the U.S. We continue to engage with state lawmakers in our other jurisdictions to advocate for the passage of sports betting and iGaming laws with reasonable tax rates and license fees. There can be no assurances when, or if, regulations enabling sports betting and online casino gaming and poker will be adopted, or the terms of such regulations, in certain of the jurisdictions in which we operate.

States or the federal government may legalize online sports betting and iGaming in a manner that is unfavorable to us. If, like Nevada and New Jersey, state jurisdictions enact legislation legalizing online sports betting and iGaming subject to a brick-and-mortar requirement, we may be unable to offer online sports betting and iGaming in such jurisdictions if we are unable to establish an affiliation with a brick-and-mortar casino in such jurisdiction on acceptable terms. In order to compete successfully, we may need to enter into agreements with strategic partners and other third-party vendors and we may not be able to do so on terms that are favorable to us.

If we are unable to obtain, or are otherwise delayed in obtaining, the necessary licenses to operate our TwinSpires Sports and Casino business in U.S. jurisdictions where online sports betting and iGaming are legalized, our ability to grow our business could be materially impacted. Our ability to compete may also be impacted by our failure to obtain approval in the applicable jurisdiction of our technology and service providers in a timely manner and by our failure to efficiently implement and market our TwinSpires Sports and iGaming platform in a state that legalizes online sports betting and / or iGaming. Such failures could impair our business growth in these jurisdictions, which could have a material impact on our business.

Our TwinSpires Sports and Casino business competes in a rapidly evolving and highly competitive market against an increasing number of competitors. The success of our proposed sports betting operations is dependent on a number of factors including the potential that the market does not develop as we anticipate, our ability to gain market share in a newly developing market, the competitive landscape and our ability to compete with new entrants in the market, our ability to implement effective, efficient, and compliant procedures and processes in each jurisdiction, changes in consumer demographics and public tastes and preferences, the performance of and licensing of third-party vendors, and the availability and popularity of other forms of entertainment.

Operational Risks

We may not be able to identify and complete expansion, acquisition or divestiture projects on time, on budget or as planned

We expect to pursue expansion, acquisition and divestiture opportunities, and we regularly evaluate opportunities for development, including acquisitions or other strategic corporate transactions which may expand our business operations.

We could face challenges in identifying development projects that fit our strategic objectives, identifying potential acquisition or divestiture candidates and/or development partners, finding buyers, negotiating projects on acceptable terms, and managing and integrating such acquisition or development projects. As described in further detail below, new developments or acquisitions may not be completed or integrated successfully. The divestiture of existing businesses may be affected by our ability to identify potential buyers. Current or future regulation may postpone a divestiture pending certain resolutions to federal, state or local legislative issues. New properties or developments may not be completed or integrated successfully.

We may experience difficulty in integrating recent or future acquisitions into our operations

We have completed acquisition transactions in the past, and we may pursue acquisitions from time to time in the future. The successful integration of newly acquired businesses into our operations has required and will continue to require the expenditure of substantial managerial, operating, financial and other resources and may also lead to a diversion of our attention from our ongoing business concerns. We may not be able to successfully integrate new businesses, manage the combined operations or realize projected revenue gains, cost savings and synergies in connection with those acquisitions on the timetable contemplated, if at all. Management of the new business operations, especially those in new lines of business or different geographic areas, may require that we increase our managerial resources. The process of integrating new operations may also interrupt the activities of those businesses, which could have a material adverse impact on our business. The costs of integrating businesses we acquire could significantly impact our short-term operating results. These costs could include the following:

- restructuring charges associated with the acquisitions,
- non-recurring transaction costs, including accounting and legal fees, investment banking fees and recognition of transaction-related costs or liabilities, and

- costs of imposing financial and management controls and operating, administrative and information systems.

We perform financial, operational and legal diligence on the businesses we purchase; however, an unavoidable level of risk remains regarding the actual condition of these businesses and our ability to continue to operate them successfully and integrate them into our existing operations. In any acquisition we make, we face risks that include the following:

- the risk that the acquired business may not further our business strategy or that we paid more than the business was worth,
- the risk that the financial performance of the acquired business declines or fails to meet our expectations from and after the date of acquisition,
- the potential adverse impact on our relationships with partner companies or third-party providers of technology or products,
- the possibility that we have acquired substantial undisclosed liabilities for which we may have no recourse against the sellers or third-party insurers,
- costs and complications in maintaining required regulatory approvals or obtaining further regulatory approvals necessary to implement the acquisition in accordance with our strategy,
- the risks of acquiring businesses and/or entering markets in which we have limited or no prior experience,
- the potential loss of key employees or customers,
- the possibility that we may be unable to retain or recruit managers with the necessary skills to manage the acquired businesses, and
- changes to legal and regulatory guidelines which may negatively affect acquisitions.

If we are unsuccessful in overcoming these risks, it could have a material adverse impact on our business.

The development of new venues and the expansion of existing facilities is costly and susceptible to delays, cost overruns and other uncertainties

We may decide to develop, construct and open hotels, casinos, other gaming venues, or racetracks in response to opportunities that may arise. Future development projects may require significant capital commitments and the incurrence of additional debt, which could have a material adverse impact on our business.

Ownership and development of our real estate requires significant expenditures and ownership of such properties is subject to risk, including risks related to environmental liabilities

We own extensive real estate holdings and make significant capital investments to grow our operations. All real estate investments are subject to risks including the following: general economic conditions, such as the availability and cost of financing; local and national real estate conditions, such as an oversupply of residential, office, retail or warehousing space, or a reduction in demand for real estate in the area; governmental regulation, including taxation of property and environmental legislation; and the attractiveness of properties to potential purchasers or tenants. Significant expenditures, including property taxes, debt repayments, maintenance costs, insurance costs and related charges, must be made throughout the period of ownership of real property. Such expenditures may negatively impact our operating results.

We are subject to a variety of federal, state and local governmental laws and regulations relating to the use, storage, discharge, emission and disposal of hazardous materials. Environmental laws and regulations could hold us responsible for the cost of cleaning up hazardous materials contaminating real property that we own or operate (or previously owned or operated) or properties at which we have disposed of hazardous materials, even if we did not cause the contamination. Some of our facilities are subject to CAFO regulations. If we fail to comply with environmental laws or if contamination is discovered, a court or government agency could impose severe penalties or restrictions on our operations or assess us with the costs of taking remedial actions. We recently incurred such a penalty in connection with alleged CAFO non-compliance at Fair Grounds Race Course, as further discussed in Item 3, Legal Proceedings. Enforcement of such regulations have been receiving increased governmental attention and compliance with these and other environmental laws can, in some circumstances, require significant capital expenditures (including with respect to fines).

Our operations rely heavily on technology services, and catastrophic events and system failures with respect to these technology services could cause a significant and continued disruption to our operations

We rely on information technology and other systems to manage our business. A disruption or failure in our technology systems or operations in the event of a cyber-attack, major earthquake, weather event, terrorist attack or other catastrophic event could interrupt our operations, damage our properties and reduce the number of customers who visit our facilities in the affected areas. Security breaches could expose the Company to a risk of loss or misuse of our or our customers' information, litigation and potential liability. In addition, cyber incidents that impact the availability, reliability, speed, accuracy or other proper functioning of our technology systems could impact our operations. A significant cyber incident, including system failure,

security breach, disruption by malware or other damage could interrupt or delay our operations, result in a violation of applicable privacy and other laws, damage our reputation, subject us to litigation, cause a loss of customers or give rise to remediation costs, monetary fines and other penalties, which could be significant.

Our online wagering, HRM and brick-and-mortar casino businesses depend upon our communications hardware and our computer hardware. We have built certain redundancies into our systems to attempt to avoid downtime in the event of outages, system failures or damage. Our systems also remain vulnerable to damage or interruption from floods, fires, power loss, telecommunication failures, terrorist cyber-attacks, hardware or software error, computer viruses, computer denial-of-service attacks and similar events. Despite any precautions we may take, the occurrence of a natural disaster or other unanticipated problems could result in lengthy interruptions in our services. Any unscheduled interruption in the availability of our websites and our services could result in an immediate, and possibly substantial, loss of revenue.

Our business is subject to online security risk, including cyber-security breaches. Loss or misuse of our stored information as a result of such a breach, including customers' personal information, could lead to government enforcement actions or other litigation, potential liability, or otherwise harm our business

We receive, process, store and use personal information and other customer and employee data by maintaining and transmitting customers' personal and financial information, credit card settlements, credit card funds transmissions, mailing lists and reservations information. Our collection of such data is subject to extensive regulation by private groups, such as the payment card industry, as well as governmental authorities, including gaming authorities.

There are numerous federal, state and local laws regarding privacy and the storing, sharing, use, processing, disclosure and protection of personal information and other data, and such privacy laws and regulations continue to evolve. Many states have passed laws requiring notification to customers when there is a security breach for personal data, such as the 2002 amendment to California's Information Practices Act or requiring the adoption of minimum information security standards that are often vaguely defined and difficult to implement. California has adopted the California Consumer Privacy Act of 2018 (the "CCPA"), which went into effect on January 1, 2020, providing California consumers greater control of the information collected, stored, and sold, and other states are considering similar legislation. The CCPA provides a private right of action (in addition to statutory damages) for California residents whose sensitive personal information was breached as a result of a business's violation of its duty to reasonably secure such information. The costs of compliance with these laws may increase as a result of changes in interpretation or changes in law. Any failure on our part to comply with these laws or our privacy policies may subject us to significant liabilities, including governmental enforcement actions or litigation.

Our systems and processes that are designed to protect customer information and prevent data loss and other security breaches, including systems and processes designed to reduce the impact of a security breach at a third-party vendor, may not be successful. Interruptions in our services or a breach of a customer's secure data could cause current or potential users to believe that our systems are unreliable, which could permanently harm our reputation and brand. These interruptions could also increase the burden on our engineering staff, which, in turn, could delay our introduction of new features and services on our websites and in our casinos. Such incidents could give rise to remediation costs, monetary fines and other penalties, which could be significant. We attempt to protect against this risk with our property and business interruption insurance, which covers damage or interruption of our systems, although there is no assurance that such insurance will be adequate to cover all potential losses.

Third-parties we work with, such as vendors, may violate applicable laws or our privacy policies, and such violations may also put our customers' information at risk and could in turn have an adverse impact on our business. We are also subject to payment card association rules and obligations under each association's contracts with payment card processors. Under these rules and obligations, if information is compromised, we could be liable to payment card issuers for the associated expense and penalties. If we fail to follow payment card industry security standards, even if no customer information is compromised, we could incur significant fines or experience a significant increase in payment card transaction costs.

Security breaches, computer malware and computer hacking attacks have become more prevalent in our industry, and hackers and data thieves are increasingly sophisticated and operate large-scale and complex automated attacks. Many companies, including ours, have been the targets of such attacks. Any security breach caused by hacking which involves efforts to gain unauthorized access to information or systems, or to cause intentional malfunctions or loss or corruption of data, software, hardware or other computer equipment, and the inadvertent transmission of computer viruses could harm our business. Though it is difficult to determine what harm may directly result from any specific interruption or breach, any failure to maintain performance, reliability, security and availability of our network infrastructure to the satisfaction of our players may harm our reputation and our ability to retain existing players and attract new players.

The costs to eliminate or address the foregoing security threats and vulnerabilities before or after a cyber-incident could be significant. Our remediation efforts may not be successful and could result in interruptions, delays or cessation of service, and loss of existing or potential suppliers or customers. As threats related to cyber-attacks develop and grow, we may also find it

necessary to make further investments to protect our data and infrastructure, which may impact our results of operations. We have insurance coverage for protection against cyber-attacks, which is designed to cover expenses around notification, credit monitoring, investigation, crisis management, public relations, and legal advice. This insurance coverage may not be sufficient to cover all possible claims, and we could suffer losses that could have a material adverse effect on our business.

Because the techniques used to obtain unauthorized access, disable or degrade service, or sabotage systems, change frequently and often are not recognized until launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures.

Horse racing is an inherently dangerous sport and our racetracks are subject to personal injury litigation

Personal injuries and injuries to horses have occurred during races or workouts, and may continue to occur, which could subject us to negative publicity and / or litigation. Negative publicity may lead some customers to avoid the Company's properties or could cause horse owners to avoid racing their horses at our racetracks. Any litigation resulting from injuries at our properties could be costly and time consuming and could divert our management and key personnel from our business operations. We buy insurance for all of our racetracks; however, our coverage may not be sufficient for all losses. Due to the potential impact of negative publicity and inherent uncertainty related to the outcome of litigation, there can be no assurance that the resolution of any particular claim or proceeding would not have a material adverse effect on our results of operations, financial position or liquidity.

Any violation of the Foreign Corrupt Practices Act, other similar laws and regulations, or applicable anti-money laundering regulations could have a negative impact on us

We are subject to risks associated with doing business outside of the U.S., including exposure to complex foreign and U.S. regulations such as the Foreign Corrupt Practices Act (the "FCPA") and other anti-corruption laws which generally prohibit U.S. companies and their intermediaries from making improper payments to foreign officials for the purpose of obtaining or retaining business. Violations of the FCPA and other anti-corruption laws may result in severe criminal and civil sanctions and other penalties. It may be difficult to oversee the conduct of any contractors, third-party partners, representatives or agents who are not our employees, potentially exposing us to greater risk from their actions. If our employees or agents fail to comply with applicable laws or company policies governing our international operations, we may face legal proceedings and actions which could result in civil penalties, administration actions and criminal sanctions.

Any determination that we have violated any anti-corruption laws could have a material adverse impact on our business. We also deal with significant amounts of cash in our operations and are subject to various reporting and anti-money laundering regulations. Any violation of anti-money laundering laws or regulations by any of our properties could have a material adverse impact on our business.

We are subject to payment-related risks, such as risk associated with the fraudulent use of credit or debit cards which could have adverse effects on our business due to chargebacks from customers

We allow funding and payments to accounts using a variety of methods, including electronic funds transfer ("EFT") and credit and debit cards. As we continue to introduce new funding or payment options to our players, we may be subject to additional regulatory and compliance requirements. We also may be subject to the risk of fraudulent use of credit or debit cards, or other funding and/or payment options. For certain funding or payment options, including credit and debit cards, we may pay interchange and other fees which may increase over time and, therefore, raise operating costs and reduce profitability. We rely on third parties to provide payment-processing services and it could disrupt our business if these companies become unwilling or unable to provide these services to us. We are also subject to rules and requirements governing EFT which could change or be reinterpreted to make it difficult or impossible for us to comply. If we fail to comply with these rules or requirements, we may be subject to fines and higher transaction fees or possibly lose our ability to accept credit or debit cards, or other forms of payment from customers which could have a material adverse impact on our business.

Chargebacks occur when customers seek to void credit card or other payment transactions. Cardholders are intended to be able to reverse card transactions only if there has been unauthorized use of the card or the services contracted for have not been provided. In our business, customers occasionally seek to reverse online gaming losses through chargebacks. Our control procedures to protect from chargebacks may not be sufficient to protect us from adverse effects on our business or results of operations.

Work stoppages and other labor problems could negatively impact our future plans and limit our operational flexibility

Some of our employees are represented by labor unions. A strike or other work stoppage at one of our properties could have an adverse impact on our business and results of operations. From time to time, we have also experienced attempts to unionize certain of our non-union employees. We may experience additional union activity in the future. Any such union organization efforts could cause disruptions in our business and result in significant costs.

Legal and Regulatory Risks

We face risks related to pending or future legal proceedings and other actions

From time to time, we are a party in various lawsuits and judicial and governmental actions. No assurance can be provided as to the outcome of these lawsuits and actions which can be expensive and time consuming. We may not be successful in the defense or prosecution of these lawsuits or actions, which could result in settlements, costs or damages that could have a material adverse impact on our business, financial condition, results of operations, and reputation. Such matters may include investigations or litigation from various parties, including vendors, customers, state and federal agencies, stockholders and employees relating to intellectual property, employment, consumer, personal injury, corporate governance, commercial or other matters arising in the ordinary course of business.

Judicial actions involving third parties may also indirectly impact our business. For example, as described further in Item 3. Legal Proceedings, in this Annual Report on Form 10-K, on September 24, 2020, the Kentucky Supreme Court issued an opinion reversing a prior ruling of the Franklin Circuit Court with respect to the legality of certain Encore/Exacta historical racing machines in operation in Kentucky as of the January 2018 trial date, and holding that wagers placed through such machines are not pari-mutuel and are therefore prohibited under Kentucky law. Although we do not use the Encore/Exacta system in any of our historical racing machine facilities, this opinion, depending on how it is interpreted and enforced or addressed by the legislature may impact our historical racing machine facilities in Kentucky.

We have also been subject to claims in cases concerning or similar to class action allegations. Plaintiffs in such lawsuits often seek recovery of very large or indeterminate amounts, and the magnitude of the potential loss and defense costs relating to such lawsuits may not be accurately estimated. We evaluate all of the claims and proceedings involving us to assess the expected outcome, and where possible, we estimate the potential losses we may incur. In many cases, including class action matters, we may not be able to estimate the potential losses we will incur and/or our estimates may prove to be insufficient. These assessments are made by management based on the information available at the time made and require the use of a significant amount of judgment, and actual outcomes or losses may materially differ. Regardless of whether any claims against us are valid, or whether we are ultimately held liable, such litigation may be expensive to defend and may divert resources away from our operations and negatively impact earnings. We may not be able to obtain adequate insurance to protect us from these types of litigation matters or extraordinary business losses.

Our operations are highly regulated and changes in the regulatory environment could adversely affect our business

We conduct live and historical pari-mutuel wagering, online pari-mutuel wagering through ADWs, casino gaming, online gaming, and sports betting operations, which are subject to extensive state and for some local regulation. These regulatory authorities have broad discretion, and may, for any reason set forth in the applicable legislation, rules and regulations, limit, condition, suspend, fail to renew or revoke a license or registration to conduct our operations or prevent another person from owning an equity interest in the Company. Regulatory authorities have input into our operations, such as hours of operation, location or relocation of a facility, and numbers and types of machines. Regulators may also levy substantial fines against or seize our assets, the assets of our subsidiaries or the people involved in violating gaming laws or regulations. Any of these events could have a material adverse effect on our financial condition, results of operations and cash flows.

We have demonstrated suitability to obtain and have obtained all governmental licenses, registrations, permits and approvals necessary for us to operate our existing businesses. There can be no assurance that we will be able to retain those existing licenses or demonstrate suitability to obtain any new licenses, registrations, permits or approvals. In addition, the loss of a license in one jurisdiction could trigger the loss of a license or affect our eligibility for a license in another jurisdiction. As we expand our operations in our existing jurisdictions or to new areas, we may have to meet additional suitability requirements and obtain additional licenses, registrations, permits and approvals from authorities in these jurisdictions. The approval process can be time-consuming and costly, and we cannot be sure that we will be successful.

Our Churchill Downs segment is subject to extensive state and local regulation, and we depend on continued state approval of legalized pari-mutuel wagering in states where we operate. Our wagering and racing (including HRM) facilities must meet the licensing requirements of various regulatory authorities. To date, we have obtained all governmental licenses, registrations, permits and approvals necessary for operation. However, we may be unable to maintain our existing licenses. The failure to obtain such licenses in the future or the loss of or material change in our business licenses, registrations, permits or approvals may materially limit the number of races we conduct or our racing (including HRM) operations, and could have a material adverse impact on our business. In addition, the loss of a license in one jurisdiction could trigger the loss of a license or affect our eligibility for a license in another jurisdiction.

Regulatory authorities also have input into important aspects of our operations, including hours of operation, location or relocation of a facility, and numbers and types of HRMs. Regulators may also levy substantial fines against or seize our assets or the assets of our subsidiaries or the people involved in violating pari-mutuel laws or regulations. Any of these events could have an adverse impact on our business.

TwinSpires accepts ADWs from customers of certain states who set up and fund accounts from which they may place wagers via telephone, mobile device or through the Internet pursuant to the Interstate Horseracing Act and relevant licenses and consents. The online horse racing wagering business is heavily regulated, and laws governing ADW pari-mutuel wagering vary from state to state. State attorney generals, regulators, and other law enforcement officials may interpret state laws, federal laws, constitutional principles, and the related regulations in a different manner than we do which could have an adverse impact on our business.

Our expansion opportunities with respect to ADW may be limited unless more states amend their laws or regulations to permit ADW. Conversely, if states take affirmative action to make ADW expressly unlawful, this could have a material adverse impact on our business. For example, we ceased accepting wagers from Texas residents in September 2013 due to the enforcement of a Texas law prohibiting ADW. Legal challenges and regulatory and legislative processes can be lengthy, costly and uncertain. We may not be successful in lobbying state legislatures or regulatory bodies to obtain or renew required legislation, licenses, registrations, permits and approvals necessary to facilitate the operation or expansion of our online horse racing wagering business or in any legal challenge to the validity of any restrictions on ADW.

Many states have considered and are considering interactive and Internet gaming legislation and regulations which may inhibit our ability to do business in such states or increase competition for online wagering. Anti-gaming conclusions and recommendations of other governmental or quasi-governmental bodies could form the basis for new laws, regulations, and enforcement policies that could have a material adverse impact on our business. The extensive regulation by both state and federal authorities of gaming activities also can be significantly affected by changes in the political climate and changes in economic and regulatory policies. Such effects could have a material adverse impact to the success of our ADW operations.

Financial Risks

Our debt facilities contain restrictions that limit our flexibility in operating our business

Our debt facilities contain a number of covenants that impose significant operating and financial restrictions on our business, including restrictions on our ability to, among other things, take the following actions:

- incur additional debt or issue certain preferred shares,
- pay dividends on or make distributions in respect of our capital stock, repurchase common shares or make other restricted payments,
- make certain investments,
- sell certain assets or consolidate, merge, sell or otherwise dispose of all or substantially all of our assets,
- create liens on certain assets,
- enter into certain transactions with our affiliates, and
- designate our subsidiaries as unrestricted subsidiaries.

As a result of these covenants, we are limited in the manner in which we conduct our business, and we may be unable to engage in favorable business activities or finance future operations or capital needs.

Any failure to comply with the financial ratios and other covenants in our debt facilities and other indebtedness could have a material adverse impact on our business

Under our debt facilities, we are required to satisfy and maintain specified financial ratios. Our ability to meet those financial ratios can be affected by events beyond our control, and as a result, we may be unable to meet those ratios. A failure to comply with the financial ratios and other covenants contained in our debt facilities or our other indebtedness could result in an event of default which, if not cured or waived, could have a material adverse impact on our business and financial condition. In the event of any default under our debt facilities or our other indebtedness, the lenders thereunder:

- will not be required to lend any additional amounts to us,
- could elect to declare all borrowings outstanding, together with accrued and unpaid interest and fees, to be due and payable and could terminate all commitments to extend further credit, or
- could require us to apply all of our available cash to repay these borrowings.

We have pledged a significant portion of our assets as collateral under our debt facilities. If any of these lenders accelerate the repayment of borrowings, we may not have sufficient assets to repay our indebtedness and our lenders could exercise their rights against the collateral we have granted them.

Our insurance costs may increase, we may not be able to obtain similar insurance coverage in the future, and the extent to which we can recover under our insurance policies for damages sustained at our operating properties in the event of inclement weather and casualty events, all could adversely affect our business

We renew our insurance policies on an annual basis. The cost of coverage may become so high that we may need to further reduce our policy limits or agree to certain additional exclusions from our coverage. If we are unable to obtain sufficient insurance coverage, we could be at risk for increased potential losses, which could be substantial. In addition, our debt instruments and other material agreements require us to meet certain standards related to insurance coverage. If we are unable to obtain sufficient insurance coverage to satisfy these requirements, an event of default could result under these debt instruments or material agreements.

Furthermore, portions of our business are difficult or impracticable to insure. Therefore, after carefully weighing the costs, risks, and benefits of retaining versus insuring various risks, as well as the availability of certain types of insurance coverage, we may opt to retain certain risks not covered by our insurance policies. Retained risks are associated with deductible limits or self-insured retentions, partial self-insurance programs and insurance policy coverage ceilings.

Flooding, blizzards, windstorms, earthquakes, hurricanes or other weather conditions could adversely affect our casino and horse racing locations. We maintain insurance coverage that may cover certain costs that we incur as a result of some natural disasters, which coverage is subject to deductibles, exclusions and limits on maximum benefits. We may not be able to fully collect, if at all, on any claims resulting from extreme weather conditions or other disasters. If any of our properties are damaged or if our operations are disrupted or face prolonged closure as a result of weather conditions in the future, or if weather conditions adversely impact general economic or other conditions in the areas in which our properties are located or from which we draw our patrons, the disruption could have a material adverse impact on our business.

We have "all risk" property insurance coverage for our operating properties which covers damage caused by a casualty loss (such as fire, natural disasters, acts of war, or terrorism). Our level of property insurance coverage, which is subject to policy maximum limits and certain exclusions, may not be adequate to cover all losses in the event of a major casualty. In addition, certain casualty events may not be covered at all under our policies. Therefore, certain acts could expose us to substantial uninsured losses. Any losses we incur that are not adequately covered by insurance may decrease our future operating income, require us to fund replacements or repairs for destroyed property and reduce the funds available for payment of our obligations.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

We own the following real property:

- 100 acres at Churchill Downs and our auxiliary training facility at Derby City Gaming in Louisville, Kentucky
- Arlington International Race Course in Arlington Heights, Illinois
- Oxford in Oxford, Maine
- Riverwalk in Vicksburg, Mississippi
- Calder in Miami Gardens, Florida
- Fair Grounds and certain VSI properties in New Orleans, Louisiana
- Ocean Downs in Ocean City, Maryland
- Derby City Gaming in Louisville, Kentucky
- Presque Isle in Erie, Pennsylvania
- Oak Grove Racing and Gaming in Oak Grove, Kentucky
- Turfway Park in Florence, Kentucky

We lease the following real property:

- Churchill Downs Racetrack in Louisville, Kentucky - we lease 158 acres under a 30-year lease entered into in 2020 where we transferred title of the facility to the City of Louisville, Kentucky, and retained the right to re-acquire the facility at any time or \$1.00, subject to the terms of the lease as part of the financing of the improvements to the facility.
- Harlow's in Greenville, Mississippi - we lease the land on which the casino and hotel are located
- Certain VSI properties in New Orleans, Louisiana
- Lady Luck Nemaocolin in Farmington, Pennsylvania - we lease the building as part of the management agreement
- TwinSpires.com and Brisnet in Lexington, Kentucky
- United Tote in Louisville, Kentucky; San Diego, California; and Portland, Oregon
- Corporate and Online Wagering headquarters in Louisville, Kentucky
- Online Wagering office in Vancouver, Canada
- Newport Racing and Gaming in Newport, Kentucky

ITEM 3. LEGAL PROCEEDINGS

In addition to the matters described below, we are also involved in ordinary routine litigation matters which are incidental to our business.

Kater Class Action Suit

On April 17, 2015, the Cheryl Kater v. Churchill Downs Incorporated class action lawsuit (the "Kater Litigation") was filed in the United District Court for the Western District of Washington (the "Washington District Court") alleging, among other claims, that the Company's "Big Fish Casino" operated by the Company's then-wholly owned mobile gaming subsidiary Big Fish Games, Inc. ("Big Fish Games") violated Washington law, including the Washington Consumer Protection Act, by facilitating unlawful gambling through virtual casino games (namely the slots, blackjack, poker, and roulette games offered through Big Fish Casino), and seeking, among other things, return of monies lost, reasonable attorney's fees, treble damages, and injunctive relief. On January 9, 2018, the Company sold Big Fish Games to Aristocrat Technologies, Inc. ("Aristocrat"), an indirect, wholly owned subsidiary of Aristocrat Leisure Limited, an Australian corporation, pursuant to the Stock Purchase Agreement, dated as of November 29, 2017, by and among the Company, Big Fish Games and Aristocrat (the "Stock Purchase Agreement"). Pursuant to the terms of the Stock Purchase Agreement, the Company agreed to indemnify Aristocrat for the losses and expenses associated with the Kater Litigation for Big Fish Games, which is referred to in the Stock Purchase Agreement as the "Primary Specified Litigation."

After the Washington District Court dismissed the case with prejudice on November 19, 2015, the United States Court of Appeals for the Ninth Circuit reversed and remanded the Washington District Court's dismissal of the complaint on March 28, 2018. The complaint was amended on March 20, 2019, to add Big Fish Games as a party and to assert claims on behalf of an additional plaintiff, Suzie Kelly.

On May 22, 2020, the parties entered into an agreement in principle to settle the Kater litigation and the Thimmegowda litigation (as defined below). The agreement in principle remains contingent on final court approval by the Washington District Court. Under the terms of the settlement, which will take effect only after final court approval of the proposed class settlement: (i) a total of \$155.0 million will be paid into a settlement fund. The Company will pay \$124.0 million of the settlement; Aristocrat will pay \$31.0 million of the settlement; (ii) all members of the nationwide settlement class who do not exclude themselves will release all claims relating to the subject matter of the lawsuits; and (iii) Aristocrat has agreed to specifically release the Company of any and all indemnification obligations under the Stock Purchase Agreement arising from or related to the Kater Litigation and Thimmegowda Litigation, including any claims of diminution of value of Big Fish Games and any claims by any person who opts out of the proposed class settlement.

On August 31, 2020, the Washington District Court granted the parties' motion for preliminary approval. On December 14, 2020, plaintiffs filed a motion for final approval of class action settlement agreement. The Washington District Court entered an order granting final approval of class action settlement on February 11, 2021. The Company's settlement contribution will be made by March 26, 2021.

Thimmegowda Class Action Suit

On February 11, 2019, the Manasa Thimmegowda v. Big Fish Games, Inc. class action lawsuit (the "Thimmegowda Litigation") was filed in the Washington District Court alleging, among other claims, that "Big Fish Casino," which is operated by Big Fish Games, violated Washington law, including the Washington Consumer Protection Act, and seeking, among other things, return of monies lost, reasonable attorney's fees, injunctive relief, and treble and punitive damages.

On May 22, 2020, the parties entered into an agreement in principle to settle the Kater and Thimmegowda Litigations. The agreement in principle with respect to the Thimmegowda Litigation is described above, under the "Kater Class Action Suit." On August 31, 2020, the Washington District Court granted the parties' motion for preliminary approval. On December 14, 2020, plaintiffs filed a motion for final approval of class action settlement agreement. The Washington District Court entered an order granting final approval of class action settlement on February 11, 2021. The Company's settlement contribution will be made by March 26, 2021.

The Kentucky Horse Racing Commission, et al. v. The Family Trust Foundation of Kentucky, Inc.

In 2010, all Kentucky racetracks and the Kentucky Horse Racing Commission (the "KHRC" and together with the Kentucky racetracks, the "Joint Petitioners") sought a declaration from the Franklin Circuit Court (the "Court") that: (i) the KHRC's historical racing regulations are valid under Kentucky law, and (ii) operating historical racing machines ("HRMs") pursuant to a license issued by KHRC would not run afoul of any criminal gaming statutes. The Family Trust Foundation of Kentucky, Inc. (the "Family Foundation") intervened, and the Court subsequently granted summary judgment to the Joint Petitioners holding that the KHRC's historical racing regulations are valid under Kentucky law. Following an appeal to the Kentucky Court of Appeals, in February 2014 the Supreme Court of Kentucky affirmed the Court's decision that the regulations are valid under Kentucky law, but remanded the case to the Court to determine whether operation of HRMs that were licensed during the

pendency of the litigation constitute pari-mutuel wagering. The Court held a trial during the week of January 8, 2018 to determine whether the games from one of the HRM manufacturers (Encore/Exacta) are pari-mutuel, and the Court set a post-trial briefing schedule for the parties. The Court ordered, on August 24, 2017, that this pending litigation directly involves only the HRMs presently in use and any future HRMs proposed by the Company would not be included in the pending case. On October 24, 2018, the Court ruled that the HRMs in question (Encore/Exacta) are a pari-mutuel system of wagering legally permitted under Kentucky law. In November 2018, the Family Foundation filed a notice of appeal and subsequently filed a motion to transfer the appeal directly to the Kentucky Supreme Court, which was granted in June 2019. On September 24, 2020, the Kentucky Supreme Court issued an opinion reversing the Court's opinion. On November 9, 2020, the KHRC and certain other defendants filed petitions for rehearing which was rejected by the Court. On February 3, 2021, the Court set a schedule whereby the parties shall submit proposed judgments for the Court's consideration on or before February 24, 2021, and the parties may then submit responses to the opposing proposed judgments on or before March 5, 2021 before the Court takes the matter under submission and enters a judgment. The Company does not use the Exacta system in any of its historical racing machine facilities in Kentucky. On February 22, 2021, the Governor of the Commonwealth of Kentucky signed into law Senate Bill 120 which creates a statutory definition of pari-mutuel wagering that includes historical horse racing approved by the KHRC and addresses the Supreme Court of Kentucky's opinion. We do not believe that any further rulings in this case will impact our ability to operate HRM facilities in Kentucky.

Lassiter v. Kentucky Downs, LLC, et al.

On December 18, 2020, Robert and Patricia Lassiter filed a complaint against Kentucky Downs, LLC, Keeneland Association, Inc., Turfway Park, LLC, Players Bluegrass Downs, LLC, Appalachian Racing, LLC, Ellis Park Race Course, Inc., The Lexington Trots Breeders Association, Inc., and Churchill Downs Incorporated ("Defendants"). Plaintiffs allege that Defendants' HRMs constitute illegal gambling and assert that they can recover for their losses and the losses of all patrons at those facilities with HRMs over a five-year period under Kentucky Revised Statutes 372.010. After an initial extension of the deadline to respond agreed to by the parties, the Jefferson County Circuit Court granted a further extension through March 31, 2021. The Company intends to defend this matter vigorously and believes that there are meritorious legal and factual defenses against the plaintiffs' allegations and requests for relief.

Louisiana Environmental Protection Agency Non-Compliance Issue

On December 6, 2013, we received a notice from the EPA regarding alleged CAFO non-compliance at Fair Grounds Race Course. On October 21, 2019, we reached an agreement in principle, subject to final agreement and regulatory and court approval. On September 29, 2020, the EPA filed a complaint and proposed consent decree, which was agreed to by both parties. Comments were due by January 11, 2021. If approved, the agreement will include a \$2.8 million penalty, which has been accrued and is included in selling, general and administrative expense in our accompanying consolidated statement of comprehensive (loss) income for the year ended December 31, 2019, and accrued expense and other current liabilities in our accompanying consolidated balance sheets at December 31, 2020 and 2019. The consent decree would also require corrective measures to ensure compliance with applicable federal laws and regulations.

Louisiana Horsemen's Purses Class Action Suit

On April 21, 2014, John L. Soileau and other individuals filed a Petition for Declaratory Judgment, Permanent Injunction, and Damages-Class Action styled John L. Soileau, et. al. versus Churchill Downs Louisiana Horseracing, LLC, Churchill Downs Louisiana Video Poker Company, LLC (Suit No. 14-3873) in the Parish of Orleans Civil District Court, State of Louisiana (the "District Court"). The petition defined the "alleged plaintiff class" as quarter horse owners, trainers and jockeys that have won purses at the "Fair Grounds Race Course & Slots" facility in New Orleans, Louisiana since the first effective date of La. R.S. 27:438 and specifically since 2008. The petition alleged that Churchill Downs Louisiana Horseracing, LLC and Churchill Downs Louisiana Video Poker Company, LLC ("Fair Grounds Defendants") have collected certain monies through video draw poker devices that constitute monies earned for purse supplements and all of those supplemental purse monies have been paid to thoroughbred horsemen during Fair Grounds' live thoroughbred horse meets. La. R.S. 27:438 requires a portion of those supplemental purse monies to be paid to quarter-horse horsemen during Fair Grounds' live quarter-horse meets. The petition requested that the District Court declare that Fair Grounds Defendants violated La. R.S. 27:438, issue a permanent and mandatory injunction ordering Fair Grounds Defendants to pay all future supplements due to the plaintiff class pursuant to La. R.S. 27:438, and to pay the plaintiff class such sums as it finds to reasonably represent the value of the sums due to the plaintiff class. On August 14, 2014, the plaintiffs filed an amendment to their petition naming the Horsemen's Benevolent and Protective Association 1993, Inc. ("HBPA") as an additional defendant and alleging that HBPA is also liable to plaintiffs for the disputed purse funds. On October 9, 2014, HBPA and Fair Grounds Defendants filed exceptions to the suit, including an exception of primary jurisdiction seeking referral to the Louisiana Racing Commission. By Judgment dated November 21, 2014, the District Court granted the exception of primary jurisdiction and referred the matter to the Louisiana Racing Commission. On January 26, 2015, the Louisiana Fourth Circuit Court of Appeals denied the plaintiffs' request for supervisory review of the Judgment. On August 24, 2015, the Louisiana Racing Commission ruled that the plaintiffs did not have standing

or a right of action to pursue the case. The plaintiffs appealed this decision to the District Court, which affirmed the Louisiana Racing Commission's ruling. The plaintiffs filed an appeal of the District Court's decision with the Louisiana Fourth Circuit Court of Appeals, which reversed the Louisiana Racing Commission's ruling and remanded the matter to the Louisiana Racing Commission for further proceedings on June 13, 2018. The Louisiana Fourth Circuit Court of Appeals denied the Fair Grounds Defendants' Motion for Rehearing on July 12, 2018 and the Louisiana Supreme Court denied the Fair Grounds Defendants' Writ of Certiorari seeking review of that decision on November 14, 2018.

The parties had previously attempted to mediate the matter in October 2018 but were unsuccessful. Thereafter, the parties resumed informal settlement discussions, and, as a result, the Company established an accrual for an immaterial amount in the third quarter of 2019. The parties submitted a settlement agreement to the District Court on February 14, 2020, following the Louisiana Racing Commission's approval to transfer the matter to the District Court for approval and administration of the settlement agreement on February 12, 2020. At a hearing on February 18, 2020, the District Court granted preliminary approval of the settlement agreement and set certain deadlines relating to actions to be taken by class members. The settlement agreement requires, among other items, the Fair Grounds Defendants to (i) pay a certain out-of-pocket amount that is within the amount for which we established an accrual in the third quarter of 2019, and (ii) support legislation that allocates a specified amount of video poker purse funds to quarter horse purses for races at Fair Grounds with maximum annual payout caps that are not deemed material. On June 13, 2020, the legislation addressed in the settlement agreement was passed by the legislature and signed into law by the Governor of Louisiana. The settlement includes a release of claims against the Fair Grounds Defendants in connection with the proceeding, although individual plaintiffs may opt-out. If there are opt-out claims in excess of \$50,000, the settlement will be voided, unless the parties agree to stipulate otherwise. The settlement agreement is subject to certain conditions, including court approval. After the parties entered into the settlement, legal counsel for six objecting plaintiffs filed an amended petition with the District Court. After a hearing on July 20, 2020, the District Court dismissed the amended petition. The objecting plaintiffs filed a notice of their intention to seek a writ with the Louisiana Court of Appeals for the Fourth Circuit related to the dismissal of the amended petition, which was denied. The fairness hearing with the District Court relating to the terms of the settlement agreement occurred on October 7, 2020, and November 17, 2020, and the parties have submitted post-trial briefing and proposed final judgments. Objecting plaintiffs have filed a notice of appeal of the February 2020 Order appointing class counsel certifying a class for settlement purposes. On January 28, 2021, the District Court issued a Final Order and Judgement approving the settlement. The objector's appellant brief in support of their appeal of the February 2020 preliminary approval was filed on February 9, 2021, and the Fair Grounds Defendants' brief is due on March 1, 2021. The objectors have until April 9, 2021, to file a notice of appeal of the January 28, 2021 Final Order and Judgment.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED SHAREHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market for Common Stock

The Company's common stock is traded on the Nasdaq Global Select Market under the symbol CHDN. As of February 10, 2021, there were approximately 2,420 shareholders of record.

Dividends

Since joining The Nasdaq Global Select Market in 1993, we have declared and paid cash dividends on an annual basis at the discretion of our Board of Directors. The payment and amount of future dividends will be determined by the Board of Directors and will depend upon, among other things, our operating results, financial condition, cash requirements and general business conditions at the time such payment is considered. We declared a dividend of \$0.622 in December 2020, which was paid in January 2021, and we declared a dividend of \$0.581 in December 2019, which was paid in January 2020.

Issuer Purchases of Common Stock

The following table provides information with respect to shares of common stock that we repurchased during the quarter ended December 31, 2020:

| Period | Total Number of Shares Purchased | Average Price Paid Per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Approximate Dollar Value of Shares That May Yet Be Purchased under the Plans or Programs (in millions)⁽¹⁾ |
|----------------------|---|-------------------------------------|---|---|
| 10/1/2020-10/31/2020 | — | \$ — | — | \$ 147.1 |
| 11/1/2020-11/30/2020 | — | \$ — | — | 147.1 |
| 12/1/2020-12/31/2020 | 17,852 | \$ 194.79 | — | 147.1 |
| Total | 17,852 | \$ 194.79 | — | |

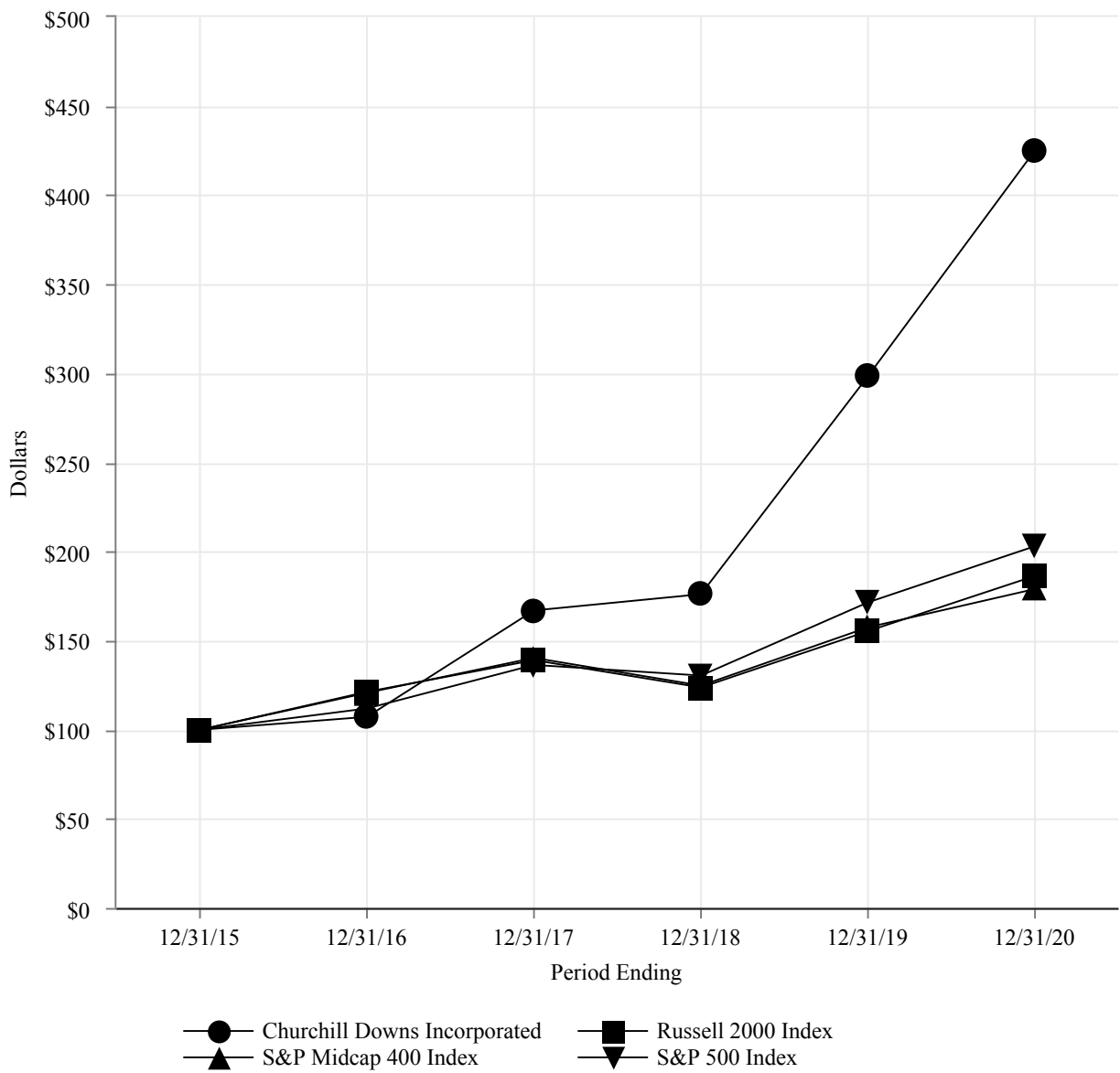
- (1) On October 30, 2018, the Board of Directors of the Company approved a new common stock repurchase program of up to \$300.0 million inclusive of any remaining authorization under the prior program. The repurchase program has \$147.1 million of repurchase authorization remaining that can be used to repurchase shares under plans or programs. The repurchase program has no time limit and may be suspended or discontinued at any time.

Shareholder Return Performance Graph

The following performance graph and related information shall not be deemed "soliciting material" nor to be "filed" with the SEC, nor shall such information be incorporated by reference into any future filings under the Securities Act of 1933 or the Securities Exchange Act of 1934, each as amended, except to the extent we specifically incorporate it by reference into such filing.

The following graph depicts the cumulative total shareholder return, assuming reinvestment of dividends, for the periods indicated for our Common Stock compared to the Russell 2000 Index, S&P Midcap 400 Index, and the S&P 500 Index. We consider the Russell 2000 Index to be our most comparable peer group index. We added the S&P Midcap 400 Index as a comparison beginning in our Annual Report on Form 10-K for the year ended December 31, 2018. The S&P Midcap 400 Index

includes the Company's results and also reflects companies which have a more comparable market capitalization than the S&P 500 Index.



| | <u>12/31/2015</u> | <u>12/31/2016</u> | <u>12/31/2017</u> | <u>12/31/2018</u> | <u>12/31/2019</u> | <u>12/31/2020</u> |
|------------------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|
| Churchill Downs Incorporated | \$ 100.00 | \$ 107.25 | \$ 166.96 | \$ 176.08 | \$ 298.43 | \$ 425.14 |
| Russell 2000 Index | \$ 100.00 | \$ 121.31 | \$ 139.08 | \$ 123.76 | \$ 155.35 | \$ 186.36 |
| S&P Midcap 400 Index | \$ 100.00 | \$ 120.74 | \$ 140.35 | \$ 124.80 | \$ 157.49 | \$ 179.00 |
| S&P 500 Index | \$ 100.00 | \$ 111.96 | \$ 136.40 | \$ 130.42 | \$ 171.49 | \$ 203.04 |

ITEM 6. SELECTED FINANCIAL DATA

| <i>(In millions, except per common share data)</i> | Years Ended December 31, | | | | |
|--|---------------------------------|---------------------------------|---------------------------------|---------------------------------|---------------------------------|
| | 2020^{(a)(f)} | 2019^{(b)(f)(g)} | 2018^{(c)(f)(g)} | 2017^{(d)(f)(g)} | 2016^{(e)(f)(g)} |
| Operations: | | | | | |
| Net revenue | \$ 1,054.0 | \$ 1,329.7 | \$ 1,009.0 | \$ 882.6 | \$ 822.4 |
| Operating income | 60.2 | 215.7 | 188.8 | 145.7 | 172.5 |
| Income from continuing operations, net of tax | 13.3 | 139.6 | 182.6 | 122.4 | 96.7 |
| (Loss) income from discontinued operations, net of tax | (95.4) | (2.4) | 170.2 | 18.1 | 11.4 |
| Net (loss) income attributable to Churchill Downs Incorporated | (81.9) | 137.5 | 352.8 | 140.5 | 108.1 |
| Net income from continuing operations per common share: | | | | | |
| Basic | \$ 0.34 | \$ 3.49 | \$ 4.42 | \$ 2.59 | \$ 1.94 |
| Diluted | \$ 0.33 | \$ 3.44 | \$ 4.39 | \$ 2.55 | \$ 1.92 |
| Balance sheet data at period end: | | | | | |
| Total assets | \$ 2,686.4 | \$ 2,551.0 | \$ 1,725.2 | \$ 2,359.4 | \$ 2,254.4 |
| Total debt, net | 1,622.3 | 1,473.9 | 884.3 | 1,129.2 | 921.7 |
| Total liabilities | 2,319.3 | 2,040.0 | 1,251.9 | 1,719.1 | 1,569.4 |
| Shareholders' equity | 367.1 | 511.0 | 473.3 | 640.3 | 685.0 |
| Shareholders' equity per common share | \$ 9.27 | \$ 12.80 | \$ 11.72 | \$ 13.85 | \$ 13.85 |
| Other data: | | | | | |
| Cash flows from operating activities | \$ 141.9 | \$ 289.6 | \$ 197.8 | \$ 215.1 | \$ 231.4 |
| Capital maintenance expenditures | 23.0 | 48.3 | 29.6 | 33.3 | 30.9 |
| Capital project expenditures | 211.2 | 82.9 | 119.8 | 83.6 | 23.8 |
| Dividends declared per common share | \$ 0.622 | \$ 0.581 | \$ 0.543 | \$ 0.507 | \$ 0.440 |
| Cash dividends paid | \$ 23.4 | \$ 22.2 | \$ 23.7 | \$ 21.5 | \$ 19.1 |
| Common stock repurchases | \$ 27.9 | \$ 93.0 | \$ 532.0 | \$ 179.5 | \$ 27.6 |

The selected financial data presented above is subject to the following information:

- (a) 2020 reflects the impact of the closure of certain properties for different portions of the year as a result of the COVID-19 global pandemic had on the Company's operations. 2020 also includes a \$17.5 million impairment of intangible assets.
- (b) 2019 includes:
 - the results from the dates of acquisition through December 31, 2019 for Presque Isle, Lady Luck Nemacolin, Turfway Park, and the equity investment in Rivers Des Plaines, and
 - \$10.0 million accelerated amortization of the purchase and sale rights related to the Turfway Park Acquisition.
- (c) 2018 includes the \$54.9 million pre-tax gain on the Ocean Downs/Saratoga Transaction and the consolidated results of Ocean Downs after August 31, 2018.
- (d) 2017 includes a \$21.7 million impairment of tangible and intangible assets and a \$20.7 million loss on extinguishment of debt. 2017 also includes a \$57.7 million income tax benefit resulting primarily from the re-measurement of our net deferred tax liabilities as a result of the Tax Cuts and Jobs Acts ("Tax Act").
- (e) 2016 includes a \$23.7 million gain on Calder land sale.
- (f) Big Fish Games is accounted for as discontinued operations from the date of acquisition on December 16, 2014 through December 31, 2020 as a result of the Big Fish Transaction.
- (g) All per share amounts presented were retroactively adjusted to reflect the Stock Split for shareholders of record on January 11, 2019 and with an effective date of January 25, 2019. CHDN stock began trading at the split adjusted price on January 28, 2019.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our consolidated financial condition and results of operations should be read in conjunction with our audited consolidated financial statements and related notes included in Part II, Item 8. Financial Statements and Supplementary Data. The following discussion provides an analysis of our results of operations and reasons for material changes therein for 2020 as compared to 2019. Discussion regarding our financial condition and results of operations for 2019 as compared to 2018 is included in Part II, Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2019, filed with the SEC on February 26, 2020.

Our Business

The Company is an industry-leading racing, online wagering and gaming entertainment company anchored by our iconic flagship event, the Kentucky Derby. We own and operate three pari-mutuel gaming entertainment venues with approximately 3,050 historical racing machines ("HRMs") in Kentucky. We also own and operate TwinSpires, one of the largest and most profitable online wagering platforms for horse racing, sports and iGaming in the U.S. and we have seven retail sportsbooks. We are also a leader in brick-and-mortar casino gaming in eight states with approximately 11,000 slot machines and video lottery terminals ("VLTs") and 200 table games. We were organized as a Kentucky corporation in 1928, and our principal executive offices are located in Louisville, Kentucky.

For financial reporting purposes, we aggregate our operating segments into three reportable segments as follows: Churchill Downs, Online Wagering and Gaming. Our operating segments reflect the internal management reporting used by our chief operating decision maker to evaluate results of operations and to assess performance and allocate resources. For additional information, refer to Note 21 to the notes to consolidated financial statements included in Item 8. Financial Statements and Supplementary Data of this Annual Report on Form 10-K.

Impact of the COVID-19 Global Pandemic

For a discussion of the impact of the COVID-19 global pandemic on our Company, refer to "Impact of the COVID-19 Global Pandemic", in Part I. Item 1. Business section. Below is a summary of the temporary closures and the current status and restrictions of each property:

Churchill Downs

- Churchill Downs Racetrack conducted 65 live racing days during 2020, including 41 spectator-free days in the second and third quarters of 2020, including the 146th Kentucky Oaks and Derby on September 4-5, 2020. Churchill Downs Racetrack suspended simulcast operations on March 15, 2020 and reopened on October 1, 2020.
- Derby City Gaming temporarily suspended operations on March 15, 2020 and reopened on June 8, 2020. Derby City Gaming is currently restricted to 33% of patron capacity.

Gaming

Wholly-Owned Properties

- Calder Casino and Racing ("Calder") temporarily suspended operations on March 16, 2020 and reopened on June 12, 2020. Operations were temporarily suspended again on July 2, 2020 and reopened on August 31, 2020. Calder currently has a temporary ban on food and beverage on the gaming floor and has certain operating hour restrictions.
- Fair Grounds Slots, Fair Grounds Race Course and Video Services, LLC ("VSI") (collectively, "Fair Grounds and VSI"):
 - Fair Grounds Slots temporarily suspended operations on March 16, 2020 and reopened on June 13, 2020, and is currently restricted to 50% of patron capacity;
 - Fair Grounds Race Course conducted 73 live racing days during 2020, including 28 spectator-free days from March 13, 2020 through December 31, 2020; and
 - VSI temporarily suspended operations on March 16, 2020 and reopened on May 18, 2020, and is currently restricted to 50% of patron capacity.
- Harlow's Casino Resort and Spa ("Harlow's") temporarily suspended operations on March 16, 2020 and reopened on May 21, 2020. Harlow's is currently restricted to 50% of patron capacity.
- Ocean Downs Casino and Racetrack ("Ocean Downs") temporarily suspended operations on March 15, 2020 and reopened on June 19, 2020. Ocean Downs is currently restricted to 50% of patron capacity.
- Oxford Casino and Hotel ("Oxford") temporarily suspended operations on March 16, 2020 and reopened on July 9, 2020. Oxford has certain operating hour restrictions and is currently restricted to 200 persons on the gaming floor.

- Presque Isle Downs and Casino ("Presque Isle") temporarily suspended operations on March 16, 2020 and reopened on June 26, 2020. Operations were temporarily suspended again on December 12, 2020 and reopened on January 4, 2021. Presque Isle currently has a temporary ban on alcohol and smoking on the gaming floor and is currently restricted to 50% of patron capacity.
- Riverwalk Casino Hotel ("Riverwalk") temporarily suspended operations on March 16, 2020 and reopened on May 21, 2020. Riverwalk is currently restricted to 50% of patron capacity.

Managed Properties

- Lady Luck Casino Namacolin ("Lady Luck Namacolin") temporarily suspended operations on March 16, 2020 and reopened on June 12, 2020. Operations were temporarily suspended again on December 12, 2020 and reopened on January 4, 2021. Lady Luck Namacolin currently has a temporary ban on alcohol and smoking on the gaming floor and is currently restricted to 50% of patron capacity.

Equity Investments

- Rivers Casino Des Plaines ("Rivers Des Plaines") temporarily suspended operations on March 15, 2020 and reopened on July 1, 2020. Operations were temporarily suspended on November 20, 2020 and remained suspended as of December 31, 2020. Rivers Des Plaines reopened on January 19, 2021. Rivers Des Plaines currently has certain operating hour restrictions and temporary bans on food and beverage within the facility and is restricted to 50% of patron capacity.
- Miami Valley Gaming and Racing ("MVG") temporarily suspended operations on March 14, 2020 and reopened on June 19, 2020. MVG is currently restricted to 63% of patron capacity.

All Other

- Arlington International Racecourse ("Arlington") temporarily suspended operations of the Company's off-track betting facilities ("OTBs") and simulcast operations on March 16, 2020. Four OTBs reopened on June 5, 2020 and the remaining OTBs reopened on various dates in July 2020. Arlington conducted 18 spectator-free live racing days and 12 live racing days with patron restrictions of 300 persons during 2020.
- Turfway Park conducted nine live racing days in March 2020 and five of these live racing days were run spectator-free. Live racing was canceled for the remaining three scheduled racing days in March 2020. Turfway Park also ran 13 live racing dates in December 2020.

On March 25, 2020, as a result of the temporary closures and suspended operations described above, the Company announced the temporary furlough of employees at the Company's wholly-owned and managed gaming properties and certain racing operations. As the Company has reopened these properties, certain employees have returned to work while others remain on temporary furlough due to the capacity restrictions at these properties. The Company provided health, dental, vision and life insurance benefits to furloughed employees through July 31, 2020 and during the subsequent property closure periods.

The Company also implemented a temporary salary reduction for all remaining non-furloughed salaried employees based on a percentage that varies dependent upon the amount of each employee's salary. The most senior level of executive management received the largest salary decrease, based on both percentage and dollar amount. Salaries for non-furloughed employees resumed at the annual base salary beginning with the start of the employee's first full pay period after July 31, 2020.

The Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") provides an employee retention credit ("CARES Employee Retention Credit"), which is a refundable tax credit against certain employment taxes of up to \$5,000 per employee for eligible employers. The tax credit is equal to 50% of qualified wages paid to employees during a quarter, capped at \$10,000 of qualified wages per employee. The Company qualified for the tax credit and received additional tax credits for qualified wages, and the Company recorded a \$2.7 million benefit related to the CARES Employee Retention Credit in operating expense in the accompanying consolidated statement of comprehensive (loss) income for the year ended December 31, 2020. The CARES Act also provides for deferred payment of the employer portion of social security taxes through December 31, 2020, with 50% of the deferred amount due December 31, 2021 and the remaining 50% due December 31, 2022. Approximately \$5.3 million of deferred payments are recorded as liabilities within accrued expense and other current liabilities and other noncurrent liabilities in the accompanying consolidated balance sheet as of December 31, 2020.

Financial Status and Outlook

The Company reduced planned maintenance and project capital expenditures for 2020 as a result of the temporary property and operations closures and prioritized capital investments based on the highest near-term return opportunities in order to maintain financial flexibility.

Refer to "Credit Facilities and Indebtedness" section within this section for additional detail of the Company's borrowings and repayments under our Credit Facility during 2020.

On April 28, 2020, the Company entered into a Second Amendment to the Credit Agreement, which (i) provides for a financial covenant relief period through the date on which the Company delivers the Company's quarterly financial statements and compliance certificate for the fiscal quarter ending June 30, 2021, subject to certain exceptions (the "Financial Covenant Relief Period"), (ii) amends the definition of "Consolidated EBITDA" in the Credit Agreement with respect to the calculation of Consolidated EBITDA for the first two fiscal quarters after the termination of the Financial Covenant Relief Period, (iii) extends certain deadlines and makes certain other amendments to the Company's financial reporting obligations, (iv) places certain restrictions on restricted payments during the Financial Covenant Relief Period, and (v) amends the definitions of "Material Adverse Effect" and "License Revocation" in the Credit Agreement to take into consideration COVID-19.

During the Financial Covenant Relief Period, the Company will not be required to comply with the consolidated total secured net leverage ratio financial covenant and the interest coverage ratio financial covenant. The Company has agreed to a minimum liquidity financial covenant that requires the Company and restricted subsidiaries to maintain liquidity of at least \$150.0 million during the Financial Covenant Relief Period. While the Second Amendment is in effect, the Company agreed to limit Restricted Payments to \$26.0 million.

On February 1, 2021, the Company entered into the Third Amendment to the Credit Agreement to increase the restricted payments capacity during the Financial Covenant Relief Period, as defined in the Second Amendment, from \$26.0 million to \$226.0 million to accommodate a share repurchase from an affiliate of The Duchossois Group, Inc. The Company repurchased the shares using available cash and borrowings under the Company's Revolver.

We continue to assess the situation at our properties and operations on a daily basis; however, we are unable to determine when the current restrictions in place for our properties will be removed.

Based on our current projected operating cash flow needs, interest and debt repayments, and revised maintenance and project capital expenditures, we believe we have adequate cash to fund our business operations, meet all of our financial commitments, and invest in our prioritized key growth capital projects for well beyond the next twelve months.

Kater and Thimmegowda Settlement

Refer to Part I, Item 3, Legal Proceedings, of this Report for discussion of the settlement agreement with respect to the Kater Litigation and Thimmegowda Litigation the Company entered into during 2020.

Key Indicators to Evaluate Business Results and Financial Condition

Our management monitors a variety of key indicators to evaluate our business results and financial condition. These indicators include changes in net revenue, operating expense, operating income, earnings per share, outstanding debt balance, operating cash flow and capital spend.

Our consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles ("GAAP"). We also use non-GAAP measures, including EBITDA (earnings before interest, taxes, depreciation and amortization) and Adjusted EBITDA. We believe that the use of Adjusted EBITDA as a key performance measure of results of operations enables management and investors to evaluate and compare from period to period our operating performance in a meaningful and consistent manner. Our chief operating decision maker utilizes Adjusted EBITDA to evaluate segment performance, develop strategy and allocate resources. Adjusted EBITDA is a supplemental measure of our performance that is not required by, or presented in accordance with, GAAP. Adjusted EBITDA should not be considered as an alternative to, or more meaningful than, net income (as determined in accordance with GAAP) as a measure of our operating results.

Adjusted EBITDA is defined as earnings before interest, taxes, depreciation and amortization, adjusted for the following:

Adjusted EBITDA includes our portion of EBITDA from our equity investments.

Adjusted EBITDA excludes:

- Transaction expense, net which includes:
 - Acquisition and disposition related charges, including fair value adjustments related to earnouts and deferred payments,
 - Calder racing exit costs, and
 - Other transaction expense, including legal, accounting and other deal-related expense.
- Stock-based compensation expense,
- Midwest Gaming's impact on our investments in unconsolidated affiliates from:
 - The impact of changes in fair value of interest rate swaps, and
 - Recapitalization and transaction costs.
- Asset impairments,

- Gain on Ocean Downs/Saratoga Transaction,
- Loss on extinguishment of debt,
- Legal reserves,
- Pre-opening expense, and
- Other charges, recoveries and expenses

For segment reporting, Adjusted EBITDA includes intercompany revenue and expense totals that are eliminated in the consolidated statements of comprehensive (loss) income. See the Reconciliation of Comprehensive (Loss) Income to Adjusted EBITDA included in this section for additional information.

Business Highlights

In 2020, our executive management, leaders, and team members of our Company faced leadership challenges that were unprecedented as a result of the COVID-19 global pandemic.

The Company reacted quickly to significant threats to the Company's long-term financial health by taking the following actions:

- Property closures and re-openings:
 - Implemented immediate employee, customer, and regulatory communications, safety and health protocols, return to work protocols, work-from-home practices and other facility actions to protect our team members, our customers, our communities, and our Company's assets when governmental authorities ordered the closure and subsequent reopening of nearly all of our properties.
 - Furloughed nearly all of our employees at the closed properties during the closure periods and implemented graduated salary reductions based on the level of pay for executive management and all salaried professionals who were not furloughed.
 - Executed immediate operational cost reduction actions to offset the loss of revenue.
 - Immediately prioritized maintenance and project capital and stopped all non-priority capital projects.
- Negotiated a waiver of our financial covenants for our Credit Agreement while retaining the ability to grow organically, make acquisitions, and pay dividends.
- Made the difficult decision – but one that our investors have applauded as the right decision - to run the Kentucky Oaks and Derby without spectators to protect the long-term value of this iconic asset.
- Consistently communicated with equity and debt investors and rating agencies on an ongoing basis regarding the status of the Company's operations, financial health, and long-term strategy to provide reassurance on the long-term financial health and strategic direction of the Company.

Churchill Downs Segment:

- Churchill Downs Racetrack:
 - The Governor of the Commonwealth of Kentucky had banned horse racing and other activities for the first Saturday in May. We negotiated a new date and time frame with NBC on the first weekend in September 2020 and modified our safety protocols to conduct the 146th running of the Kentucky Derby.
 - The Kentucky Oaks and Derby were held on September 4th and 5th without spectators in a challenging environment and delivered positive Adjusted EBITDA despite the loss of ticket revenue, fewer sponsorships, and lower wagering during Derby Week.
 - Our team members implemented extensive COVID-19 testing and processes and procedures to hold a shortened Spring Meet with no spectators and the September Meet and Fall Meet with restrictions on patron capacity.
 - The state-of-the-art equine medical center and quarantine barns on the backside area of our track were completed in April 2020 which reinforces our ongoing commitment to equine and jockey safety and supports our long-term international growth strategy. We also implemented other equine safety initiatives led by our on-staff veterinarian including entry restrictions, medication restrictions, and other actions to improve the safety of the equine athletes and jockeys and supported federal legislation that was resulted in the Horseracing Integrity and Safety Act being signed into law on December 28, 2020.

- Derby City Gaming:
 - Derby City Gaming delivered record Adjusted EBITDA in 2020 despite a temporary closure from March 15, 2020 to June 8, 2020 as a result of the COVID-19 global pandemic.
 - We added a second patio to the facility that allows for smoking and provided an additional 8,000 square-feet of gaming space and 225 HRMs.
 - Our team members developed partnerships with Scientific Games, IGT, and Konami to add their leading game titles on the HRMs at our Derby City Gaming, Oak Grove, Newport, and future HRM facilities.

Online Wagering Segment:

- TwinSpires Horse Racing:
 - Handle grew from \$1.46 billion to \$1.98 billion, up \$521.0 million, or 35.8%, over 2019. Industry handle decreased 1.0%.
 - Net revenue grew from \$291.0 million to \$405.0 million, up \$114.0 million, or 39.2%, over 2019.
 - The business delivered record Adjusted EBITDA of \$126.8 million, up \$48.4 million, or 61.7%, over 2019.
- TwinSpires Sports and Casino:
 - We signed multi-year agreements with GAN Limited and Kambi Group PLC to provide player account management, casino platform, sports trading, and risk management services. We also announced the transition from the BetAmerica brand to the TwinSpires brand.
 - We opened a retail sportsbook at Bronco Billy's Casino in Cripple Creek, Colorado and at Island Resort & Casino in Harris, Michigan. We have also launched our sportsbook and casino app in Michigan.

Gaming

- The Gaming Segment delivered \$176.7 million of Adjusted EBITDA, a decrease of \$104.2 million, 37.1% from 2019 despite multiple property closures and ongoing patron capacity restrictions as a result of the COVID-19 global pandemic.
- The team delivered wholly-owned casino margins of 36.6% in the second half of 2020, up 690 basis points from 2019 excluding properties that were closed during part of the second half of 2020.
- Our leaders and team members developed and implemented changes to our amenities, modified our gaming floors, enhanced our cleaning and safety protocols, provided safety equipment and protective gear to our team members, and conducted extensive training to enable our properties to safely reopen with patron capacity restrictions.

All Other

- Oak Grove - We opened a simulcast and HRM facility in Oak Grove, Kentucky with approximately 1,325 HRMs, a 128-room hotel, an event center, and food and beverage venues. The 1,200-person grandstand, 3,000-person capacity outdoor amphitheater and stage, a state-of-the-art equestrian center, and a recreational vehicle park will open in early 2021.
- Newport Racing and Gaming - We opened a pari-mutuel simulcast area, a 17,000 square foot gaming floor with approximately 500 HRMs, and a feature bar in Newport, Kentucky, as an extension of Turfway Park.
- We entered into an agreement in principle to settle the Kater Litigation and Thimmegowda Litigation where the Company will pay \$124.0 million pre-tax of the settlement and Aristocrat will pay \$31.0 million pre-tax. Aristocrat released the Company of any and all indemnification obligations related to Big Fish Games.
- On March 16, 2020, we entered into the First Amendment to our Credit Agreement which extended the maturity of the Company's Revolver, lowers the pricing schedule for all levels of the pricing grid, and reduces the commitment fee.
- We entered into a Second Amendment to our Credit Agreement to provide financial covenant relief through the financial reporting date for second quarter 2021 and limited restricted payments to \$26.0 million for this period.
- We formed a Diversity Council and conducted Diversity and Inclusion training for leaders and full-time team members in our Company.
- The Company's total shareholder return was 43% for 2020 compared to 20% for the Russell 2000 and 18% for the S&P 500. The Company's five-year total shareholder return for 2020 was 325% compared to 86% for the Russell 2000 and 103% for the S&P 500. The preceding shareholder return calculations assume dividends are reinvested.

We are committed to delivering strong financial results and long-term sustainable growth. We have strong cash flow and a solid balance sheet that supports organic growth as well as potential strategic acquisitions that we believe will create long-term value for our shareholders.

Our Operations

We manage our operations through three reportable segments: Churchill Downs, Online Wagering, and Gaming.

Refer to Part I, Item 1. Business, of this Annual Report on Form 10-K for more information on our segments and a description of our competition and government regulations and potential legislative changes that affect our business.

Consolidated Financial Results

The following table reflects our net revenue, operating income, net (loss) income, Adjusted EBITDA, and certain other financial information:

| <i>(in millions)</i> | Years Ended December 31, | | Change |
|--|--------------------------|------------|------------|
| | 2020 | 2019 | |
| Net revenue | \$ 1,054.0 | \$ 1,329.7 | \$ (275.7) |
| Operating income | 60.2 | 215.7 | (155.5) |
| Operating income margin | 5.7 % | 16.2 % | |
| Net income from continuing operations | 13.3 | 139.6 | (126.3) |
| Net (loss) income attributable to Churchill Downs Incorporated | (81.9) | 137.5 | (219.4) |
| Adjusted EBITDA | 286.5 | 451.4 | (164.9) |

Year Ended December 31, 2020, Compared to the Year Ended December 31, 2019

- Net revenue decreased \$275.7 million driven by a \$251.0 million decrease from Gaming due to the temporary suspension of operations of all of our Gaming properties; a \$131.4 million decrease from Churchill Downs primarily due to running the 146th Kentucky Oaks and Derby without spectators; and a \$11.1 million decrease from All Other primarily due to the temporary suspension of operations at Arlington partially offset by the opening of Oak Grove in September 2020. Partially offsetting these decreases was a \$117.8 million increase from Online Wagering due to an increase in handle from higher net revenue per active player and an increase in active players for our TwinSpires Horse Racing business.
- Operating income decreased \$155.5 million due to a \$109.5 million decrease from Churchill Downs primarily due to running the 146th Kentucky Oaks and Derby without spectators; a \$83.3 million decrease from Gaming due to the temporary suspension of operations of all of our Gaming properties; a \$17.5 million non-cash impairment of the Presque Isle gaming rights and trademark intangible assets; and a \$7.0 million decrease from All Other primarily due to the temporary suspension of operations at Arlington partially offset by the opening of Oak Grove in September 2020. Partially offsetting these decreases were a \$50.3 million increase from Online Wagering due to an increase in handle and net revenue per active player at TwinSpires; a \$7.2 million decrease in selling, general and administrative expense primarily from a reduction in salaries and associated benefits; and a \$4.3 million decrease in transaction expense, net.
- Net income from continuing operations decreased \$126.3 million. The following items impacted comparability of the Company's net income from continuing operations for the year ended December 31, 2020 compared to the prior year: \$14.4 million of after-tax expenses incurred in 2019 that did not recur in 2020, including the impact of the accelerated amortization of the purchase and sale agreement rights related to the Turfway Park Acquisition, Midwest Gaming's recapitalization and transaction costs, and legal reserves; a \$13.3 million tax benefit related to our net operating loss in the current year that the Company intends to offset prior year taxes as a result of the CARES Act; and a \$6.4 million non-cash tax decrease related to the re-measurement of our net deferred tax liabilities based on impact of revenue related to states with higher tax rates. Partially offsetting these decreases was a \$12.0 million non-cash after-tax impact related to our impairment of the Presque Isle intangible assets; a \$1.7 million after-tax increase in expenses related to higher transaction, pre-opening and other expenses; and a \$0.2 million increase from other sources. Excluding these items, net income from continuing operations decreased \$146.5 million primarily due to a \$141.0 million after-tax decrease driven by the results of our operations and equity income from our unconsolidated affiliates and a \$5.5 million after-tax increase in interest expense associated with higher outstanding debt balances.
- Our net income attributable to Churchill Downs Incorporated decreased \$219.4 million due to a \$126.3 million decrease in net income from continuing operations discussed above, a \$93.0 million decrease in net loss from discontinued operations, and a \$0.1 million decrease in net loss attributable to noncontrolling interest. During the

second quarter of 2020, we settled the Kater and Thimmegowda litigations for \$124.0 million pre-tax (\$95.0 million after-tax) which increased our net loss from discontinued operations compared to the prior year period.

- Our Adjusted EBITDA decreased \$164.9 million driven by a \$104.2 million decrease from Gaming due to the temporary suspension of all Gaming property operations; a \$99.4 million decrease from Churchill Downs primarily due to running the 146th Kentucky Oaks and Derby without spectators; and a \$4.3 million decrease from All Other primarily due to the temporary suspension of operations at Arlington. Partially offsetting these decreases was a \$43.0 million increase from Online Wagering due to an increase in handle from higher net revenue per active player and an increase in active players for our TwinSpire Horse Racing business.

Financial Results by Segment

Net Revenue by Segment

The following table presents net revenue for our segments, including intercompany revenue:

| <i>(in millions)</i> | Years Ended December 31, | | Change |
|-----------------------------|---------------------------------|-------------------|-------------------|
| | 2020 | 2019 | |
| Churchill Downs: | | | |
| Churchill Downs Racetrack | \$ 81.0 | \$ 202.8 | \$ (121.8) |
| Derby City Gaming | 79.5 | 86.6 | (7.1) |
| Total Churchill Downs | 160.5 | 289.4 | (128.9) |
| Online Wagering: | | | |
| TwinSpire Horse Racing | 405.0 | 291.0 | 114.0 |
| TwinSpire Sports and Casino | 4.9 | 0.6 | 4.3 |
| Total Online Wagering | 409.9 | 291.6 | 118.3 |
| Gaming: | | | |
| Presque Isle | 75.4 | 139.0 | (63.6) |
| Fair Grounds Slots and VSI | 99.8 | 124.8 | (25.0) |
| Oxford | 44.9 | 101.7 | (56.8) |
| Calder | 51.9 | 99.9 | (48.0) |
| Ocean Downs | 60.3 | 85.9 | (25.6) |
| Riverwalk | 49.1 | 58.9 | (9.8) |
| Harlow's | 41.8 | 55.3 | (13.5) |
| Lady Luck Nemaquin | 20.7 | 29.3 | (8.6) |
| Total Gaming | 443.9 | 694.8 | (250.9) |
| All Other | 74.7 | 84.2 | (9.5) |
| Eliminations | (35.0) | (30.3) | (4.7) |
| Net Revenue | \$ 1,054.0 | \$ 1,329.7 | \$ (275.7) |

Year Ended December 31, 2020, Compared to the Year Ended December 31, 2019

- Churchill Downs revenue decreased \$128.9 million primarily due to a \$121.8 million decrease from Churchill Downs Racetrack from the loss of ticket revenue, fewer sponsorships, and lower wagering during Derby Week as a result of running of 146th Kentucky Oaks and Derby without spectators in a challenging environment, and a \$7.1 million decrease at Derby City Gaming due to the temporary suspension of operations.
- Online Wagering revenue increased \$118.3 million from the prior year primarily due to a \$114.0 million increase at TwinSpire Horse Racing. Although horse racing content for wagering decreased, TwinSpire Horse Racing handle grew \$521.0 million, or 35.8%, compared to prior year, as our customers wagered more on the content that was available. Our TwinSpire Sports and Casino net revenues increased \$4.3 million compared to prior year primarily due to the launch of the casino platform in Pennsylvania and Indiana in late December 2019.
- Gaming revenue decreased \$250.9 million primarily due to the temporary suspension of operations at all of our Gaming properties that reduced the net revenue generated at these properties.
- All Other revenue decreased \$9.5 million primarily due to a \$30.8 million decrease as a result of the temporary suspension of operations and loss of racing days at Arlington and a \$4.2 million decrease as a result of the temporary

suspension of operations at the majority of United Tote customer locations. Partially offsetting these decreases were a \$16.6 million increase at Oak Grove due to the opening of the HRM facility in September 2020 and the hotel in October 2020, a \$5.8 million increase primarily from the increase in Turfway Park handle, and a \$3.1 million increase at Newport due to the opening in October 2020.

Consolidated Operating Expense

The following table is a summary of our consolidated operating expense:

| <i>(in millions)</i> | Years Ended December 31, | | Change |
|---|--------------------------|-------------------|-------------------|
| | 2020 | 2019 | |
| Taxes and purses | \$ 268.3 | \$ 369.7 | \$ (101.4) |
| Content expense | 180.7 | 139.6 | 41.1 |
| Salaries and benefits | 140.5 | 171.2 | (30.7) |
| Selling, general and administrative expense | 114.8 | 122.0 | (7.2) |
| Depreciation and amortization | 92.9 | 96.4 | (3.5) |
| Marketing and advertising expense | 31.4 | 41.8 | (10.4) |
| Impairment expense | 17.5 | — | 17.5 |
| Transaction expense, net | 1.0 | 5.3 | (4.3) |
| Other operating expense | 146.7 | 168.0 | (21.3) |
| Total expense | <u>\$ 993.8</u> | <u>\$ 1,114.0</u> | <u>\$ (120.2)</u> |
| Percent of revenue | 94 % | 84 % | |

Year Ended December 31, 2020, Compared to the Year Ended December 31, 2019

Significant items affecting comparability of consolidated operating expense include:

- Taxes and purses decreased \$101.4 million driven by the temporary suspension of all operations at our Gaming properties and the related decrease in net revenue and a decrease in purses related to the reduction of horse races from the temporary closures of our facilities, partially offset by an increase in taxes and purses driven by the opening of Oak Grove in September 2020 and Newport in October 2020.
- Content expense increased \$41.1 million primarily due to an increase in certain host fees and source market fees for TwinSpires as a result of the increase in handle.
- Salaries and benefits expense decreased \$30.7 million driven primarily by temporary furloughing certain employees and temporarily reducing salaries for all remaining non-furloughed salaried employees through the end of July 2020, partially offset by increased expenses due to the opening of Oak Grove in September 2020 and Newport in October 2020.
- Selling, general and administrative expense decreased \$7.2 million primarily from a temporary reduction in salaries and associated benefits and a decrease in accrued bonuses compared to prior year.
- Depreciation and amortization expense decreased \$3.5 million primarily driven by the amortization of the assignment of the purchase and sale agreement rights associated with the Turfway Park Acquisition that occurred in 2019 and did not recur in 2020, partially offset by capital projects placed into service for Churchill Downs Racetrack and Derby City Gaming, and Turfway Park.
- Marketing and advertising expense decreased \$10.4 million primarily due to the temporary suspension of operations at our brick-and-mortar properties, partially offset by an increase in marketing and advertising spend for TwinSpires Horse Racing and our TwinSpires Sports and Casino business in the Online Wagering segment.
- Impairment of intangible assets increased \$17.5 million driven by a \$15.0 million non-cash impairment charge related to Presque Isle's gaming rights and a \$2.5 million non-cash impairment charge related to Presque Isle's trademark.
- Transaction expense, net was nominal for the year ended December 31, 2020. For the year ended December 31, 2019, transaction expense, net was related to the acquisitions of Presque Isle and Lady Luck Nemaquin.
- Other operating expense includes maintenance, utilities, food and beverage costs, property taxes and insurance and other operating expenses. Other operating expense decreased \$21.3 million primarily driven by the temporary suspension of operations at our brick-and-mortar properties, partially offset by the operating expenses related to

Turfway Park and from the opening of Oak Grove in September 2020 and Newport Racing and Gaming in October 2020.

Adjusted EBITDA

We believe that the use of Adjusted EBITDA as a key performance measure of the results of operations enables management and investors to evaluate and compare from period to period our operating performance in a meaningful and consistent manner. Adjusted EBITDA is a supplemental measure of our performance that is not required by or presented in accordance with GAAP. Adjusted EBITDA should not be considered as an alternative to, or more meaningful than, net income (as determined in accordance with GAAP) as a measure of our operating results.

| <i>(in millions)</i> | Year Ended December 31, | | |
|-------------------------------|--------------------------------|-----------------|-------------------|
| | 2020 | 2019 | Change |
| Churchill Downs | \$ 38.3 | \$ 137.7 | \$ (99.4) |
| Online Wagering | 109.3 | 66.3 | 43.0 |
| Gaming | 176.7 | 280.9 | (104.2) |
| Total segment Adjusted EBITDA | 324.3 | 484.9 | (160.6) |
| All Other | (37.8) | (33.5) | (4.3) |
| Total Adjusted EBITDA | <u>\$ 286.5</u> | <u>\$ 451.4</u> | <u>\$ (164.9)</u> |

Year Ended December 31, 2020, Compared to the Year Ended December 31, 2019

- Churchill Downs Adjusted EBITDA decreased \$99.4 million due to a \$101.0 million decrease at Churchill Downs Racetrack primarily due to the decrease in net revenue as a result of running the 146th Kentucky Oaks and Derby without spectators, partially offset by a \$1.6 million increase from Derby City Gaming due to increased operating efficiencies which more than offset the impact of the temporary closure of the property and ongoing capacity restrictions.
- Online Wagering Adjusted EBITDA increased \$43.0 million primarily due to a \$48.4 million increase driven by an increase in TwinSpires Horse Racing handle, partially offset by a \$5.4 million decrease from a higher level of marketing spend and increased costs associated with the continued build-out of the TwinSpires Sports and Casino business.
- Gaming Adjusted EBITDA decreased \$104.2 million driven by an \$82.9 million decrease at our wholly-owned Gaming properties and a \$21.3 million decrease from our equity investments, both of which were due to decreases in net revenue as a result of the temporary suspension of operations during 2020.
- All Other Adjusted EBITDA decreased \$4.3 million primarily due to a \$7.3 million decrease from lower revenue from Arlington and United Tote, a \$1.6 million decrease from higher expenses at Turfway Park as a result of a full year of operations in 2020, and a \$0.5 million decrease from other sources. Partially offsetting these decreases was a \$5.1 million increase from the opening of Oak Grove in September 2020.

Reconciliation of Comprehensive (Loss) Income to Adjusted EBITDA

| <i>(in millions)</i> | Years Ended December 31, | | Change |
|---|--------------------------|-----------------|-------------------|
| | 2020 | 2019 | |
| Net (loss) income attributable to Churchill Downs Incorporated | \$ (81.9) | \$ 137.5 | \$ (219.4) |
| Net loss attributable to noncontrolling interest | 0.2 | 0.3 | (0.1) |
| Net (loss) income before noncontrolling interest | (82.1) | 137.2 | (219.3) |
| Loss from discontinued operations, net of tax | 95.4 | 2.4 | 93.0 |
| Income from continuing operations, net of tax | 13.3 | 139.6 | (126.3) |
| Additions: | | | |
| Depreciation and amortization | 92.9 | 96.4 | (3.5) |
| Interest expense | 80.0 | 70.9 | 9.1 |
| Income tax (benefit) provision | (5.3) | 56.8 | (62.1) |
| EBITDA | \$ 180.9 | \$ 363.7 | \$ (182.8) |
| Adjustments to EBITDA: | | | |
| Selling, general and administrative: | | | |
| Stock-based compensation expense | \$ 23.7 | \$ 23.8 | \$ (0.1) |
| Legal reserves | — | 3.6 | (3.6) |
| Other, net | 0.8 | 0.4 | 0.4 |
| Pre-opening expense | 11.2 | 5.1 | 6.1 |
| Other income, expense: | | | |
| Interest, depreciation and amortization expense related to equity investments | 38.5 | 32.6 | 5.9 |
| Changes in fair value of Midwest Gaming's interest rate swaps | 12.9 | 12.4 | 0.5 |
| Midwest Gaming's recapitalization and transactions costs | — | 4.7 | (4.7) |
| Other charges and recoveries, net | — | (0.2) | 0.2 |
| Transaction expense, net | 1.0 | 5.3 | (4.3) |
| Impairment of tangible and other intangible assets | 17.5 | — | 17.5 |
| Total adjustments to EBITDA | 105.6 | 87.7 | 17.9 |
| Adjusted EBITDA | \$ 286.5 | \$ 451.4 | \$ (164.9) |

Consolidated Balance Sheet

The following table is a summary of our overall financial position:

| <i>(in millions)</i> | As of December 31, | | Change |
|----------------------------|--------------------|------------|----------|
| | 2020 | 2019 | |
| Total assets | \$ 2,686.4 | \$ 2,551.0 | \$ 135.4 |
| Total liabilities | 2,319.3 | 2,040.0 | 279.3 |
| Total shareholders' equity | 367.1 | 511.0 | (143.9) |

- Total assets increased \$135.4 million driven by a \$144.8 million increase in property and equipment, net, due to the construction of Oak Grove and Newport; a \$34.9 million increase in income taxes receivable as a result of our current year income tax benefit; and a \$3.7 million increase in all other assets. Partially offsetting these increases was a \$28.8 million decrease in cash and cash equivalents primarily driven by our project capital expenditures related to Oak Grove and Newport; and a \$19.2 million decrease in other intangibles primarily due the impairment of Presque Isle gaming rights and trademark.
- Total liabilities increased \$279.3 million driven by a \$146.5 million increase in long-term debt, non-current, primarily driven by borrowings from our senior secured revolving credit facility; a \$124.0 million increase in current liabilities of discontinued operations due to the settlement of Kater and Thimmegowda litigations; and a \$12.9 million increase

in accounts payable primarily driven by timing. Partially offsetting these increases was a \$4.1 million decrease in all other liabilities.

- Total shareholders' equity decreased \$143.9 million driven by a \$81.9 million current year net loss attributable to Churchill Downs Incorporated, \$27.9 million in repurchases of common stock, \$31.4 million in settlement of stock awards, \$25.1 million from our annual dividend declared in December 2020, and a \$1.3 million decrease in other equity components. Partially offsetting these decreases was a \$23.7 million increase resulting from stock-based compensation.

Liquidity and Capital Resources

The following table is a summary of our liquidity and cash flows:

| <i>(in millions)</i> | Year Ended December 31, | | Change |
|----------------------|--------------------------------|-------------|---------------|
| | 2020 | 2019 | |
| Cash Flows from: | | | |
| Operating activities | \$ 141.9 | \$ 289.6 | \$ (147.7) |
| Investing activities | (239.4) | (781.2) | 541.8 |
| Financing activities | 76.0 | 460.8 | (384.8) |

Included in cash flows from investing activities are capital maintenance expenditures and capital project expenditures. Capital maintenance expenditures relate to the replacement of existing fixed assets with a useful life greater than one year that are obsolete, exhausted, or no longer cost effective to repair. Capital project expenditures represent fixed asset additions related to land or building improvements to new or existing assets or purchases of new (non-replacement) equipment or software related to specific projects deemed necessary expenditures.

Year Ended December 31, 2020, Compared to the Year Ended December 31, 2019

- Cash provided by operating activities decreased \$147.7 million driven by a \$138.0 million decrease in operating income related to continuing operations, net of the \$17.5 million non-cash impairment of Presque Isle's intangible assets; a \$17.9 million increase in cash interest paid; and a \$13.7 million decrease from all other operating activities. Partially offsetting these decreases was a \$21.9 million decrease in cash taxes paid. We anticipate that cash flows from operations over the next twelve months will be adequate to fund our business operations and capital expenditures.
- Cash used in investing activities decreased \$541.8 million driven by a \$648.8 million decrease in cash used for our investment and acquisitions in 2019 related to the equity investment in Midwest Gaming, the Presque Isle Transaction, the Turfway Park Acquisition, and other investments in intangible assets, and a \$25.3 million decrease in capital maintenance expenditures. Partially offsetting these decreases were a \$128.3 million increase for capital project expenditures and a \$4.0 million increase in funds used in other investing activities.
- Cash provided by financing activities decreased \$384.8 million driven by a \$450.3 million decrease in net borrowings under our long-term debt obligations primarily related to the issuance of our 2027 Senior Notes in 2019, partially offset by borrowings from our senior secured revolving credit facility during 2020, and a \$19.8 million increase in cash paid to settle stock awards and pay taxes related to the settlement of stock awards. Partially offsetting these decreases was a \$66.6 million decrease in share repurchases in 2020 and an \$18.7 million decrease from other financing activities.

Credit Facilities and Indebtedness

The following table presents our debt outstanding, bond premium and debt issuance costs:

| (in millions) | As of December 31, | | Change |
|---------------------------------------|--------------------|------------|----------|
| | 2020 | 2019 | |
| Term Loan B due 2024 | \$ 388.0 | \$ 392.0 | \$ (4.0) |
| Revolver | 149.7 | — | 149.7 |
| 2027 Senior Notes | 600.0 | 600.0 | — |
| 2028 Senior Notes | 500.0 | 500.0 | — |
| Total Debt | 1,637.7 | 1,492.0 | 145.7 |
| Current maturities of long-term debt | 4.0 | 4.0 | — |
| Total debt, net of current maturities | 1,633.7 | 1,488.0 | 145.7 |
| Issuance cost and fees | (15.4) | (18.1) | 2.7 |
| Net debt | \$ 1,618.3 | \$ 1,469.9 | \$ 148.4 |

Credit Agreement

On December 27, 2017, we entered into a senior secured credit agreement (as amended, the "Credit Agreement") among the Company, the subsidiary guarantors party thereto, JPMorgan Chase Bank, N.A., as Administrative Agent, and the lenders and other financial institutions party thereto. The Credit Agreement provides for a \$700.0 million senior secured revolving credit facility due 2022 (the "Revolver") and a \$400.0 million senior secured term loan B due 2024 (the "Term Loan B"). Included in the maximum borrowing of \$700.0 million under the Revolver is a letter of credit sub facility not to exceed \$50.0 million and a swing line commitment up to a maximum principal amount of \$50.0 million. The Credit Amendment is secured by substantially all wholly-owned assets of the Company. The Company capitalized \$1.6 million of debt issuance costs associated with the Revolver which is being amortized as interest expense over 5 years. The Company also capitalized \$5.1 million of deferred financing costs associated with the Term Loan B portion of the Credit Agreement which is being amortized as interest expense over 7 years.

The interest rates applicable to the Company's borrowings under the Credit Agreement are LIBOR-based plus a spread, as determined by the Company's consolidated total net leverage ratio. The Term Loan B requires quarterly payments of 0.25% of the original \$400.0 million balance, or \$1.0 million per quarter. The Term Loan B may be subject to additional mandatory prepayment from excess cash flow on an annual basis per the provisions of the Credit Agreement. The Company is required to pay a commitment fee on the unused portion of the Revolver determined by a pricing grid based on the consolidated total net leverage ratio of the Company. For the period ended December 31, 2020, the Company's commitment fee rate was 0.30%.

The Company had an outstanding balance of \$149.7 million and had \$545.8 million available on the Revolver on December 31, 2020. The Company had \$67.4 million of cash and cash equivalents on December 31, 2020. On March 16, 2020, we borrowed \$675.4 million on the Revolver to provide the Company with additional financial flexibility. On December 31, 2020, we repaid \$545.0 million of the borrowings on the Revolver.

On March 16, 2020, the Company entered into the First Amendment (the "First Amendment") to the Credit Agreement. The First Amendment extended the maturity of the Company's Revolver from December 27, 2022 to at least September 27, 2024, which is 91 days prior to the latest maturity date of the term loan facility on December 27, 2024. The First Amendment also lowered the upper limit of the applied spreads with respect to revolving loans from 2.25% to 1.75% and for commitment fees with respect thereto from 0.35% to 0.30% and provides a reduced pricing schedule for outstanding borrowings and commitment fees with respect to the Revolver across all other leverage pricing levels. The First Amendment did not alter the Company's borrowing capacity. The Company capitalized \$2.0 million of debt issuance costs associated with the First Amendment which are being amortized as interest expense over the remaining duration of the Revolver.

On April 28, 2020, the Company entered into a Second Amendment to the Credit Agreement, which (i) provides for a financial covenant relief period through the date on which the Company delivers the Company's quarterly financial statements and compliance certificate for the fiscal quarter ending June 30, 2021, subject to certain exceptions (the "Financial Covenant Relief Period"), (ii) amends the definition of "Consolidated EBITDA" in the Credit Agreement with respect to the calculation of Consolidated EBITDA for the first two fiscal quarters after the termination of the Financial Covenant Relief Period, (iii) extends certain deadlines and makes certain other amendments to the Company's financial reporting obligations, (iv) places certain restrictions on restricted payments during the Financial Covenant Relief Period, and (v) amends the definitions of "Material Adverse Effect" and "License Revocation" in the Credit Agreement to take into consideration COVID-19.

During the Financial Covenant Relief Period, the Company will not be required to comply with the consolidated total secured net leverage ratio financial covenant and the interest coverage ratio financial covenant. The Company has agreed to a minimum liquidity financial covenant that requires the Company and restricted subsidiaries to maintain liquidity of at least \$150.0 million during the Financial Covenant Relief Period. While the Second Amendment is in effect, the Company agreed to limit restricted payments to \$26.0 million.

On February 1, 2021, the Company entered into the Third Amendment to the Credit Agreement to increase the restricted payments capacity during the Financial Covenant Relief Period, as defined in the Second Amendment, from \$26.0 million to \$226.0 million to accommodate a share repurchase from an affiliate of The Duchossois Group, Inc. The Company repurchased the shares using available cash and borrowings under the Company's Revolver.

Although the Company was not required to meet the Company's financial covenants under the Credit Agreement on December 31, 2020 (as a result of the Second Amendment), the Company was compliant with all applicable covenants on December 31, 2020.

2027 Senior Notes

On March 25, 2019, we completed an offering of \$600.0 million in aggregate principal amount of 5.50% Senior Unsecured Notes that mature on April 1, 2027 (the "2027 Senior Notes") in a private offering to qualified institutional buyers pursuant to Rule 144A that is exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), and to certain non-U.S. persons in accordance with Regulation S under the Securities Act. The 2027 Senior Notes were issued at par, with interest payable on April 1st and October 1st of each year, commencing on October 1, 2019. The Company used the net proceeds from the offering to repay our outstanding balance on the Revolver portion of our Credit Agreement. In connection with the offering, we capitalized \$8.9 million of debt issuance costs which are being amortized as interest expense over the term of the 2027 Senior Notes.

The 2027 Senior Notes were issued pursuant to an indenture, dated March 25, 2019 (the "2027 Indenture"), among the Company, certain subsidiaries of the Company as guarantors (the "2027 Guarantors"), and U.S. Bank National Association, as trustee. The Company may redeem some or all of the 2027 Senior Notes at any time prior to April 1, 2022, at a price equal to 100% of the principal amount of the 2027 Senior Notes redeemed plus an applicable make-whole premium. On or after such date, the Company may redeem some or all of the 2027 Senior Notes at redemption prices set forth in the 2027 Indenture. In addition, at any time prior to April 1, 2022, the Company may redeem up to 40% of the aggregate principal amount of the 2027 Senior Notes at a redemption price equal to 105.50% of the principal amount thereof with the net cash proceeds of one or more equity offerings provided that certain conditions are met. The terms of the 2027 Indenture, among other things, limit the ability of the Company to: (i) incur additional debt and issue preferred stock; (ii) pay dividends or make other restricted payments; (iii) make certain investments; (iv) create liens; (v) allow restrictions on the ability of certain of our subsidiaries to pay dividends or make other payments; (vi) sell assets; (vii) merge or consolidate with other entities; and (viii) enter into transactions with affiliates.

In connection with the issuance of the 2027 Senior Notes, the Company and the 2027 Guarantors entered into a Registration Rights Agreement to register any 2027 Senior Notes under the Securities Act for resale that are not freely tradable 366 days from March 25, 2019.

2028 Senior Notes

On December 27, 2017, we completed an offering of \$500.0 million in aggregate principal amount of 4.75% Senior Unsecured Notes that mature on January 15, 2028 (the "2028 Senior Notes") in a private offering to qualified institutional buyers pursuant to Rule 144A that is exempt from registration under the Securities Act, and to certain non-U.S. persons in accordance with Regulation S under the Securities Act. The 2028 Senior Notes were issued at par, with interest payable on January 15th and July 15th of each year, commencing on July 15, 2018. The Company used the net proceeds from the 2028 Senior Notes and the Credit Agreement to repay the remaining outstanding amount of our \$600.0 million 5.375% Senior Unsecured Notes that were scheduled to mature on December 15, 2021. In connection with the offering, we capitalized \$7.7 million of debt issuance costs which are being amortized as interest expense over the term of the 2028 Senior Notes.

The 2028 Senior Notes were issued pursuant to an indenture, dated December 27, 2017 (the "2028 Indenture"), among the Company, certain subsidiaries of the Company as guarantors (the "2028 Guarantors"), and U.S. Bank National Association, as trustee. The Company may redeem some or all of the 2028 Senior Notes at any time prior to January 15, 2023, at a price equal to 100% of the principal amount of the 2028 Senior Notes redeemed plus an applicable make-whole premium. On or after such date the Company may redeem some or all of the 2028 Senior Notes at redemption prices set forth in the 2028 Indenture. In addition, at any time prior to January 15, 2021, the Company may redeem up to 40% of the aggregate principal amount of the 2028 Senior Notes at a redemption price equal to 104.75% of the principal amount thereof with the net cash proceeds of one or more equity offerings provided that certain conditions are met. The terms of the 2028 Indenture, among other things, limit the ability of the Company to: (i) incur additional debt and issue preferred stock; (ii) pay dividends or make other restricted

payments; (iii) make certain investments; (iv) create liens; (v) allow restrictions on the ability of certain of our subsidiaries to pay dividends or make other payments; (vi) sell assets; (vii) merge or consolidate with other entities; and (viii) enter into transactions with affiliates.

In connection with the issuance of the 2028 Senior Notes, the Company and the 2028 Guarantors entered into a Registration Rights Agreement to register any 2028 Senior Notes under the Securities Act for resale that are not freely tradable 366 days from December 27, 2017.

Contractual Obligations

Our commitments to make future payments as of December 31, 2020, are estimated as follows:

| <i>(in millions)</i> | <u>2021</u> | <u>2022-2023</u> | <u>2024-2025</u> | <u>Thereafter</u> | <u>Total</u> |
|--|-----------------|------------------|------------------|-------------------|-------------------|
| Dividends | \$ 24.9 | \$ — | \$ — | \$ — | \$ 24.9 |
| Term Loan B | 4.0 | 8.0 | 376.0 | — | 388.0 |
| Interest on Term Loan B ⁽¹⁾ | 8.3 | 16.6 | 8.1 | — | 33.0 |
| Revolver | — | — | 149.7 | — | 149.7 |
| Interest on Revolver ⁽²⁾ | 2.8 | 5.7 | 2.8 | — | 11.3 |
| 2027 Senior Notes | — | — | — | 600.0 | 600.0 |
| 2028 Senior Notes | — | — | — | 500.0 | 500.0 |
| Interest on 2027 Senior Notes | 33.0 | 66.0 | 66.0 | 49.5 | 214.5 |
| Interest on 2028 Senior Notes | 23.8 | 47.5 | 47.5 | 59.4 | 178.2 |
| Operating Leases | 5.5 | 8.1 | 7.4 | 5.5 | 26.5 |
| Minimum Guarantees ⁽³⁾ | 9.0 | 19.0 | 19.0 | 13.2 | 60.2 |
| Total | <u>\$ 111.3</u> | <u>\$ 170.9</u> | <u>\$ 676.5</u> | <u>\$ 1,227.6</u> | <u>\$ 2,186.3</u> |

⁽¹⁾ Interest includes the estimated contractual payments under our Credit Facility assuming no change in the weighted average borrowing rate of 2.15%, which was the rate in place as of December 31, 2020.

⁽²⁾ Assumes no change in the weighted average borrowing rate of 1.90%, which was the rate in place as of December 31, 2020.

⁽³⁾ Includes the maximum estimated exposure where we are contractually obligated to make future minimum payments.

As of December 31, 2020, we had approximately \$3.9 million of unrecognized tax benefits.

Critical Accounting Policies and Estimates

Our significant accounting policies and recently adopted accounting policies are more fully described in Note 2 to the notes to consolidated financial statements included in Item 8. Financial Statements and Supplementary Data of this Annual Report on Form 10-K.

Our consolidated financial statements have been prepared in conformity with GAAP, which requires management to make estimates, judgments and assumptions that we believe are reasonable based on our historical experience, contract terms, observance of known trends in our Company and the industry as a whole and information available from other outside sources. Our estimates affect the reported amounts of assets and liabilities and related disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expense during the reporting period. Actual results may differ from those initial estimates.

Our critical accounting estimates relate to goodwill and certain indefinite-lived intangible assets.

Goodwill and certain indefinite-lived intangible assets

Acquisition of certain identifiable indefinite-lived intangible assets

In conjunction with the acquisition of a business, the Company records identifiable indefinite-lived intangible assets acquired at their respective fair values as of the date of acquisition. Our indefinite-lived intangible assets primarily consist of gaming rights and trademarks. Gaming rights and trademarks are considered indefinite-lived intangible assets that do not require amortization based on our future expectations to operate our gaming facilities and use the trademarks indefinitely, and our historical experience in renewing these intangible assets at minimal cost with various state gaming commissions.

We use various valuation methods to determine initial fair value of our indefinite-lived intangible assets, including the Greenfield method and relief-from-royalty method of the income approach, all of which use significant unobservable inputs, or Level 3 inputs, as defined by the fair value hierarchy. The use of these valuation methods requires us to make significant

estimates and assumptions about future revenue and operating expenses, expected start-up costs, capital expenditures, royalty rate, and the discount rate. The fair values of gaming rights are generally determined using the Greenfield method, which is an income approach methodology that calculates the present value based on a projected cash flow stream. This method assumes that the gaming rights provides the opportunity to develop a casino in a specified region, and that the present value of the projected cash flows are a result of the realization of advantages contained in these rights. Under this methodology, the acquirer is expected to absorb all start-up costs, as well as incur all expenses pertaining to the acquisition and/or the creation of all tangible and intangible assets. The estimated future revenue and operating expenses, start-up costs of the acquired business, and the discount rate are the primary assumptions and estimates used in these valuations. The fair values of trademarks are generally determined using the relief-from-royalty method of the income approach, which estimates the fair value of the intangible asset by discounting the fair value of the hypothetical royalty payments a market participant would be willing to pay to enjoy the benefits of the trademarks. The estimated future revenue, royalty rate, and the discount rate are the primary assumptions and estimates used in these valuations. The discount rates used to discount expected future cash flows to present value are generally derived from the weighted average cost of capital analysis and adjusted for the size and/or risk of the asset.

Assessments of goodwill and indefinite-lived intangible assets

We perform our annual review for impairment of goodwill and indefinite-lived intangible assets on April 1 of each fiscal year, or more frequently if events or changes in circumstances indicate that it is more likely than not the asset is impaired. Adverse industry or economic trends, lower projections of profitability, or a sustained decline in our market capitalization, among other items, may be indications of potential impairment issues which are triggering events requiring the testing of an asset's carrying value for recoverability.

Goodwill and indefinite-lived intangible assets are required to be tested annually or more frequently if events or changes in circumstances indicate that it is more likely than not that an asset is impaired. An entity may first assess qualitative factors to determine whether it is necessary to complete the impairment test using a more likely than not criteria. If an entity believes it is more likely than not that the fair value of a reporting unit is greater than the reporting unit's carrying value, including goodwill, the quantitative impairment test can be bypassed. Alternatively, an entity has an unconditional option to bypass the qualitative assessment and proceed directly to performing the quantitative impairment test. If a quantitative impairment test of goodwill is required, we generally determine the fair value under the market and income valuation approaches using inputs primarily related to discounted projected cash flows and price multiples of publicly traded comparable companies. If a quantitative impairment test of our indefinite-lived intangible assets is required, we generally determine the fair value using the Greenfield method for gaming rights and relief-from-royalty method of the income approach for trademarks. Qualitative factors include macroeconomic conditions, industry and market conditions, cost factors and overall financial performance, among others. These factors require significant judgments and estimates, and application of alternative assumptions could produce materially different results. Evaluations of possible impairment require us to estimate, among other factors, forecasts of future operating results, revenue growth, operating expense, tax rates, start-up costs, capital expenditures, depreciation, working capital, discount rates, long-term growth rates, risk premiums, royalty rates, terminal values, and fair values of our reporting units and assets. The impairment tests for goodwill and indefinite-lived intangible assets are subject to uncertainties arising from such events as changes in competitive conditions, the current economic environment, material changes in growth rate assumptions that could positively or negatively impact anticipated future operating conditions and cash flows, changes in the discount rate, and the impact of strategic decisions. If any of these factors were to materially change, such change may require a reevaluation of our goodwill and indefinite-lived intangible assets. Changes in estimates or the application of alternative assumptions could produce significantly different results.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risks arising from adverse changes in:

- general economic trends; and
- interest rate and credit risk.

General economic trends

Our business is sensitive to consumer confidence and reductions in consumers' discretionary spending, which may result from challenging economic conditions, unemployment levels and other changes in the economy. Demand for entertainment and leisure activities is sensitive to consumers' disposable incomes, which can be adversely affected by economic conditions and unemployment levels. This could result in fewer patrons visiting our racetracks, gaming and wagering facilities, and online wagering sites and/or may impact our customers' ability to wager with the same frequency and to maintain wagering levels.

Interest rate and credit risk

Our primary exposure to market risk relates to changes in interest rates. On December 31, 2020, we had \$537.6 million outstanding under our Credit Agreement, which bears interest at LIBOR based variable rates. We are exposed to market risk on variable rate debt due to potential adverse changes in these rates. Assuming the outstanding balance of the debt facility remains constant, a one-percentage point increase in the LIBOR rate would reduce net income and cash flows from operating activities by \$3.8 million. LIBOR is anticipated to be phased out by the end of 2022. We are unable to predict the use of alternative reference rates and corresponding interest rate risk at this time.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA
CHURCHILL DOWNS INCORPORATED
CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME
for the years ended December 31,

(in millions, except per common share data)

| | <u>2020</u> | <u>2019</u> | <u>2018</u> |
|---|------------------|-----------------|-----------------|
| Net revenue: | | | |
| Churchill Downs | \$ 142.8 | \$ 274.2 | \$ 195.8 |
| Online Wagering | 408.3 | 290.5 | 290.2 |
| Gaming | 441.4 | 692.4 | 449.5 |
| All Other | 61.5 | 72.6 | 73.5 |
| Total net revenue | <u>1,054.0</u> | <u>1,329.7</u> | <u>1,009.0</u> |
| Operating expense: | | | |
| Churchill Downs | 141.9 | 163.8 | 116.3 |
| Online Wagering | 273.3 | 205.8 | 196.1 |
| Gaming | 360.4 | 528.1 | 331.0 |
| All Other | 84.9 | 89.0 | 75.9 |
| Selling, general and administrative expense | 114.8 | 122.0 | 90.6 |
| Impairment of intangible assets | 17.5 | — | — |
| Transaction expense, net | 1.0 | 5.3 | 10.3 |
| Total operating expense | <u>993.8</u> | <u>1,114.0</u> | <u>820.2</u> |
| Operating income | <u>60.2</u> | <u>215.7</u> | <u>188.8</u> |
| Other income (expense): | | | |
| Interest expense, net | (80.0) | (70.9) | (40.1) |
| Equity in income of unconsolidated investments | 27.7 | 50.6 | 29.6 |
| Gain on Ocean Downs/Saratoga transaction | — | — | 54.9 |
| Miscellaneous, net | 0.1 | 1.0 | 0.7 |
| Total other (expense) income | <u>(52.2)</u> | <u>(19.3)</u> | <u>45.1</u> |
| Income from continuing operations before provision for income taxes | 8.0 | 196.4 | 233.9 |
| Income tax benefit (provision) | 5.3 | (56.8) | (51.3) |
| Income from continuing operations, net of tax | 13.3 | 139.6 | 182.6 |
| (Loss) income from discontinued operations, net of tax | (95.4) | (2.4) | 170.2 |
| Net (loss) income | (82.1) | 137.2 | 352.8 |
| Net loss attributable to noncontrolling interest | (0.2) | (0.3) | — |
| Net (loss) income attributable to Churchill Downs Incorporated | <u>\$ (81.9)</u> | <u>\$ 137.5</u> | <u>\$ 352.8</u> |
| Net income (loss) per common share data - basic: | | | |
| Continuing operations | \$ 0.34 | \$ 3.49 | \$ 4.42 |
| Discontinued operations | \$ (2.41) | \$ (0.06) | \$ 4.12 |
| Net (loss) income per common share - basic | <u>\$ (2.07)</u> | <u>\$ 3.43</u> | <u>\$ 8.54</u> |
| Net income (loss) per common share data - diluted: | | | |
| Continuing operations | \$ 0.33 | \$ 3.44 | \$ 4.39 |
| Discontinued operations | \$ (2.41) | \$ (0.06) | \$ 4.09 |
| Net (loss) income per common share - diluted | <u>\$ (2.08)</u> | <u>\$ 3.38</u> | <u>\$ 8.48</u> |
| Weighted average shares outstanding: | | | |
| Basic | 39.6 | 40.1 | 41.3 |
| Diluted | 40.1 | 40.6 | 41.6 |
| Other comprehensive income (loss): | | | |
| Foreign currency translation, net of tax | \$ — | \$ — | \$ 0.6 |
| Change in pension benefits, net of tax | — | — | (0.2) |
| Other comprehensive income | — | — | 0.4 |
| Comprehensive (loss) income attributable to Churchill Downs Incorporated | <u>\$ (81.9)</u> | <u>\$ 137.5</u> | <u>\$ 353.2</u> |

The accompanying notes are an integral part of the consolidated financial statements.

CHURCHILL DOWNS INCORPORATED
CONSOLIDATED BALANCE SHEETS
December 31,

(in millions)

| | 2020 | 2019 |
|---|-------------|-------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 67.4 | \$ 96.2 |
| Restricted cash | 53.6 | 46.3 |
| Accounts receivable, net of allowance for doubtful accounts of \$4.9 in 2020 and \$4.4 in 2019 | 36.5 | 37.3 |
| Income taxes receivable | 49.4 | 14.5 |
| Other current assets | 28.2 | 26.9 |
| Total current assets | 235.1 | 221.2 |
| Property and equipment, net | 1,082.1 | 937.3 |
| Investment in and advances to unconsolidated affiliates | 630.6 | 634.5 |
| Goodwill | 366.8 | 367.1 |
| Other intangible assets, net | 350.6 | 369.8 |
| Other assets | 21.2 | 21.1 |
| Total assets | \$ 2,686.4 | \$ 2,551.0 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| Current liabilities: | | |
| Accounts payable | \$ 70.7 | \$ 57.8 |
| Accrued expenses and other current liabilities | 167.8 | 173.4 |
| Current deferred revenue | 32.8 | 42.5 |
| Current maturities of long-term debt | 4.0 | 4.0 |
| Dividends payable | 24.9 | 23.5 |
| Current liabilities of discontinued operations | 124.0 | — |
| Total current liabilities | 424.2 | 301.2 |
| Long-term debt (net of current maturities and loan origination fees of \$3.2 in 2020 and \$4.0 in 2019) | 530.5 | 384.0 |
| Notes payable (net of debt issuance costs of \$12.2 in 2020 and \$14.1 in 2019) | 1,087.8 | 1,085.9 |
| Non-current deferred revenue | 17.1 | 16.7 |
| Deferred income taxes | 213.9 | 212.8 |
| Other liabilities | 45.8 | 39.4 |
| Total liabilities | 2,319.3 | 2,040.0 |
| Commitments and contingencies | | |
| Shareholders' equity: | | |
| Preferred stock, no par value; 0.3 shares authorized; no shares issued or outstanding | — | — |
| Common stock, no par value; 150.0 shares authorized; 39.5 shares issued and outstanding in 2020 and 39.7 shares in 2019 | 18.2 | — |
| Retained earnings | 349.8 | 509.2 |
| Accumulated other comprehensive loss | (0.9) | (0.9) |
| Total Churchill Downs Incorporated shareholders' equity | 367.1 | 508.3 |
| Noncontrolling interest | — | 2.7 |
| Total shareholders' equity | 367.1 | 511.0 |
| Total liabilities and shareholders' equity | \$ 2,686.4 | \$ 2,551.0 |

The accompanying notes are an integral part of the consolidated financial statements.

CHURCHILL DOWNS INCORPORATED
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
for the years ended December 31, 2020, 2019 and 2018

| <i>(in millions, except per common share data)</i> | Common Stock | | Retained Earnings | Accumulated Other Comprehensive Loss | Noncontrolling Interest | Total Shareholders' Equity |
|---|--------------|----------------|-------------------|--------------------------------------|-------------------------|----------------------------|
| | Shares | Amount | | | | |
| Balance, December 31, 2017 | 46.2 | \$ 7.3 | \$ 634.3 | \$ (1.3) | \$ — | \$ 640.3 |
| Net income | | | 352.8 | | | 352.8 |
| Issuance of common stock | 0.3 | 1.5 | | | | 1.5 |
| Repurchase of common stock | (6.1) | (29.9) | (504.0) | | | (533.9) |
| Taxes paid related to net share settlement of stock awards | (0.1) | | (15.6) | | | (15.6) |
| Issuance of restricted stock awards, net of forfeitures | 0.1 | — | | | | — |
| Stock-based compensation | | 21.1 | | | | 21.1 |
| Adoption of ASC 606 | | | 29.7 | | | 29.7 |
| Cash dividends (\$0.543 per share) | | | (23.0) | | | (23.0) |
| Foreign currency translation adjustment, net of \$(0.1) tax | | | | 0.6 | | 0.6 |
| Change in pension benefits, net of \$(0.1) tax | | | | (0.2) | | (0.2) |
| Balance, December 31, 2018 | 40.4 | — | 474.2 | (0.9) | — | 473.3 |
| Net income | | | 137.5 | | (0.3) | 137.2 |
| Contributions from noncontrolling interest | | | | | 3.0 | 3.0 |
| Issuance of common stock | 0.2 | 1.9 | | | | 1.9 |
| Repurchase of common stock | (0.9) | (25.7) | (67.3) | | | (93.0) |
| Taxes paid related to net share settlement of stock awards | (0.1) | | (11.5) | | | (11.5) |
| Issuance of restricted stock awards, net of forfeitures | 0.1 | — | | | | — |
| Stock-based compensation | | 23.8 | | | | 23.8 |
| Adoption of ASC 842 | | | (0.3) | | | (0.3) |
| Cash dividends (\$0.581 per share) | | | (23.4) | | | (23.4) |
| Balance, December 31, 2019 | 39.7 | — | 509.2 | (0.9) | 2.7 | 511.0 |
| Net loss | | | (81.9) | | (0.2) | (82.1) |
| Purchase of noncontrolling interest | | | (0.5) | | (2.5) | (3.0) |
| Issuance of common stock | 0.1 | 2.4 | | | | 2.4 |
| Repurchase of common stock | (0.2) | (4.3) | (23.6) | | | (27.9) |
| Cash settlement of stock awards | | | (12.7) | | | (12.7) |
| Taxes paid related to net share settlement of stock awards | (0.1) | (3.6) | (15.1) | | | (18.7) |
| Stock-based compensation | | 23.7 | | | | 23.7 |
| Adoption of ASC 326 | | | (0.5) | | | (0.5) |
| Cash dividends (\$0.622 per share) | | | (25.1) | | | (25.1) |
| Balance, December 31, 2020 | <u>39.5</u> | <u>\$ 18.2</u> | <u>\$ 349.8</u> | <u>\$ (0.9)</u> | <u>\$ —</u> | <u>\$ 367.1</u> |

The accompanying notes are an integral part of the consolidated financial statements.

CHURCHILL DOWNS INCORPORATED
CONSOLIDATED STATEMENTS OF CASH FLOWS
for the years ended December 31,

| <i>(in millions)</i> | <u>2020</u> | <u>2019</u> | <u>2018</u> |
|---|-----------------|-----------------|-----------------|
| Cash flows from operating activities: | | | |
| Net (loss) income | \$ (82.1) | \$ 137.2 | \$ 352.8 |
| Adjustments to reconcile net (loss) income to net cash provided by operating activities: | | | |
| Depreciation and amortization | 92.9 | 96.4 | 63.6 |
| Equity in income of unconsolidated affiliates | (27.7) | (50.6) | (29.6) |
| Distributions from unconsolidated affiliates | 30.7 | 38.1 | 19.8 |
| Stock-based compensation | 23.7 | 23.8 | 21.1 |
| Deferred income taxes | 1.1 | 31.5 | 36.5 |
| Impairment of intangible assets | 17.5 | — | — |
| Amortization of operating lease assets | 5.0 | 4.6 | — |
| Gain on Ocean Downs/Saratoga transaction | — | — | (54.9) |
| Gain on sale of Big Fish Games | — | — | (219.5) |
| Other | 4.5 | 2.8 | (1.2) |
| Changes in operating assets and liabilities, net of businesses acquired and dispositions: | | | |
| Income taxes | (34.3) | 2.5 | 13.8 |
| Deferred revenue | (8.3) | (9.3) | (10.3) |
| Current liabilities of discontinued operations | 124.0 | — | — |
| Other assets and liabilities | (5.1) | 12.6 | 5.7 |
| Net cash provided by operating activities | <u>141.9</u> | <u>289.6</u> | <u>197.8</u> |
| Cash flows from investing activities: | | | |
| Capital maintenance expenditures | (23.0) | (48.3) | (29.6) |
| Capital project expenditures | (211.2) | (82.9) | (119.8) |
| Acquisition of businesses, net of cash acquired | — | (206.6) | 13.1 |
| Investments in and advances to unconsolidated affiliates | — | (410.1) | — |
| Acquisition of other intangible assets | — | (32.1) | — |
| Proceeds from sale of Big Fish Games | — | — | 970.7 |
| Other | (5.2) | (1.2) | (10.3) |
| Net cash (used in) provided by investing activities | <u>(239.4)</u> | <u>(781.2)</u> | <u>824.1</u> |
| Cash flows from financing activities: | | | |
| Proceeds from borrowings under long-term debt obligations | 726.1 | 1,236.3 | 135.0 |
| Repayments of borrowings under long-term debt obligations | (580.4) | (640.3) | (381.0) |
| Payment of dividends | (23.4) | (22.2) | (23.7) |
| Repurchase of common stock | (28.4) | (95.0) | (531.4) |
| Cash settlement of stock awards | (12.7) | — | — |
| Taxes paid related to net share settlement of stock awards | (18.7) | (11.5) | (15.6) |
| Repayment of Ocean Downs debt | — | — | (54.7) |
| Big Fish Games earnout and deferred payments | — | — | (58.2) |
| Debt issuance costs | (2.0) | (8.9) | (0.8) |
| Change in bank overdraft | 13.4 | — | (4.4) |
| Other | 2.1 | 2.4 | 1.5 |
| Net cash provided by (used in) financing activities | <u>76.0</u> | <u>460.8</u> | <u>(933.3)</u> |
| Net (decrease) increase in cash, cash equivalents and restricted cash | <u>(21.5)</u> | <u>(30.8)</u> | <u>88.6</u> |
| Effect of exchange rate changes on cash | — | — | (0.8) |
| Cash, cash equivalents and restricted cash, beginning of year | 142.5 | 173.3 | 85.5 |
| Cash, cash equivalents and restricted cash, end of year | <u>\$ 121.0</u> | <u>\$ 142.5</u> | <u>\$ 173.3</u> |

The accompanying notes are an integral part of the consolidated financial statements.

CHURCHILL DOWNS INCORPORATED
CONSOLIDATED STATEMENTS OF CASH FLOWS (continued)
for the years ended December 31,

| <i>(in millions)</i> | <u>2020</u> | <u>2019</u> | <u>2018</u> |
|---|-------------|-------------|-------------|
| Supplemental disclosures of cash flow information: | | | |
| Cash paid during the period for: | | | |
| Interest | \$ 79.6 | \$ 61.7 | \$ 31.1 |
| Income taxes | 1.6 | 23.5 | 48.6 |
| Schedule of non-cash investing and financing activities: | | | |
| Dividends payable | \$ 25.8 | \$ 23.5 | \$ 22.5 |
| Deferred tax liability assumed from equity investment | — | 103.2 | — |
| Property and equipment additions included in accounts payable and accrued expense and other current liabilities | 12.9 | 12.4 | 6.6 |
| Repurchase of common stock in payment of income taxes on stock-based compensation included in accrued expense and other current liabilities | — | 3.9 | 2.5 |
| Repurchase of common stock included in accrued expense and other current liabilities | — | 0.5 | 2.5 |
| Acquisition of Ocean Downs, net of cash acquired | — | — | 115.2 |

The accompanying notes are an integral part of the consolidated financial statements.

1. DESCRIPTION OF BUSINESS

Churchill Downs Incorporated (the "Company", "we", "us", "our") is an industry-leading racing, online wagering and gaming entertainment company anchored by our iconic flagship event, the Kentucky Derby. We own and operate three pari-mutuel gaming entertainment venues with approximately 3,050 historical racing machines ("HRMs") in Kentucky. We also own and operate TwinSpires, one of the largest and most profitable online wagering platforms for horse racing, sports and iGaming in the U.S. and we have seven retail sportsbooks. We are also a leader in brick-and-mortar casino gaming in eight states with approximately 11,000 slot machines and video lottery terminals ("VLTs") and 200 table games. We were organized as a Kentucky corporation in 1928, and our principal executive offices are located in Louisville, Kentucky.

Impact of the COVID-19 Global Pandemic

In March 2020, the World Health Organization declared the COVID-19 outbreak a global pandemic. Considerable uncertainty still surrounds the COVID-19 virus and the potential effects of COVID-19, and the extent of and effectiveness of responses taken on international, national and local levels. Measures taken to limit the impact of COVID-19, including shelter-in-place orders, social distancing measures, travel bans and restrictions, and business and government shutdowns, have resulted and continue to result in significant negative economic impacts in the U.S. and in relation to our business. The long-term impact of COVID-19 on the U.S. and world economies and continuing impact on our business remains uncertain, the duration and scope of which cannot currently be predicted.

In response to the measures taken to limit the impact of COVID-19 described above, and for the protection of our employees, customers, and communities, we temporarily suspended operations at our properties in March 2020. In May 2020, we began to reopen our properties with patron restrictions and gaming limitations. One property temporarily suspended operations again in July 2020 and reopened in August 2020, and three properties temporarily suspended operations again in December 2020 and reopened in January 2021.

We implemented a number of initiatives to facilitate social distancing and enhanced cleaning, such as increased frequency of cleaning and sanitizing of all high-touch surfaces, mandatory temperature checks of all guests and team members upon entry and required training for all team members on safety protocols. Certain amenities at our properties have continued to be suspended, including food buffets and valet services, and certain restaurants and food outlets. A summary of the temporary closures and the current restrictions at each property is provided in Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations contained within this Report.

On March 25, 2020, as a result of the temporary closures and suspended operations described above, the Company announced the temporary furlough of employees at the Company's wholly-owned and managed gaming properties and certain racing operations. As the Company reopened these properties, certain employees have returned to work while others remain on temporary furlough due to the capacity restrictions at these properties. The Company provided health, dental, vision and life insurance benefits to furloughed employees through July 31, 2020 and during the subsequent property closure periods.

The Company also implemented a temporary salary reduction for all remaining non-furloughed salaried employees based on a percentage that varies dependent upon the amount of each employee's salary. The most senior level of executive management received the largest salary decrease, based on both percentage and dollar amount. Salaries for non-furloughed employees resumed at the annual base salary beginning with the start of the employee's first full pay period after July 31, 2020.

The Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") provides an employee retention credit ("CARES Employee Retention Credit"), which is a refundable tax credit against certain employment taxes of up to \$5,000 per employee for eligible employers. The tax credit is equal to 50% of qualified wages paid to employees during a quarter, capped at \$10,000 of qualified wages per employee. The Company qualified for the tax credit and received additional tax credits for qualified wages, and the Company recorded a \$2.7 million benefit related to the CARES Employee Retention Credit in operating expense in the accompanying consolidated statement of comprehensive (loss) income for the year ended December 31, 2020. The CARES Act also provides for deferred payment of the employer portion of social security taxes through December 31, 2020, with 50% of the deferred amount due December 31, 2021 and the remaining 50% due December 31, 2022. Approximately \$5.3 million of deferred payments are recorded as liabilities within accrued expense and other current liabilities and other noncurrent liabilities in the accompanying consolidated balance sheet as of December 31, 2020.

The Company reduced planned maintenance and project capital expenditures for 2020 as a result of the temporary property and operations closures and prioritized capital investments based on the highest near-term return opportunities in order to maintain financial flexibility.

Refer to Note 12, Total Debt, for discussion of from borrowings and repayments on our revolving credit facility (the "Revolver") pursuant to the Credit Agreement, and the amendments entered into during 2020.

Churchill Downs Incorporated
Notes to Consolidated Financial Statements

Based on our current projected operating cash flow needs, interest and debt repayments, and revised maintenance and project capital expenditures, we believe we have adequate cash to fund our business operations, meet all of our financial commitments, and invest in our prioritized key growth capital projects for well beyond the next twelve months.

2. SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Company and subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

We consolidate all subsidiaries in which we have a controlling financial interest and variable interest entities ("VIEs") for which we or one of our consolidated subsidiaries is the primary beneficiary. We consolidate a VIE when we have both the power to direct the activities that most significantly impact the results of the VIE and the right to receive benefits or the obligation to absorb losses of the entity that could be potentially significant to the VIE.

Use of Estimates

Our financial statements have been prepared in conformity with U.S. generally accepted accounting principles ("GAAP"), which requires management to make estimates, judgments and assumptions that we believe are reasonable based on our historical experience, contract terms, observance of known trends in our Company and the industry as a whole and information available from other outside sources. Our estimates affect the reported amounts of assets and liabilities and related disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expense during the reporting period. Actual results may differ from those initial estimates.

Goodwill and Indefinite-Lived Intangible Assets

Goodwill and indefinite-lived intangible assets are required to be tested annually or more frequently if events or changes in circumstances indicate that it is more likely than not that an asset is impaired. An entity may first assess qualitative factors to determine whether it is necessary to complete the impairment test using a more likely than not criteria. If an entity believes it is more likely than not that the fair value of a reporting unit is greater than the reporting unit's carrying value, including goodwill, the quantitative impairment test can be bypassed. Alternatively, an entity has an unconditional option to bypass the qualitative assessment and proceed directly to performing the quantitative impairment test. If a quantitative impairment test of goodwill is required, we generally determine the fair value under the market and income valuation approaches using inputs primarily related to discounted projected cash flows and price multiples of publicly traded comparable companies. If a quantitative impairment test of our indefinite-lived intangible assets is required, we generally determine the fair value using the Greenfield method for gaming rights and relief-from-royalty method of the income approach for trademarks. Qualitative factors include macroeconomic conditions, industry and market conditions, cost factors and overall financial performance, among others. These factors require judgments and estimates, and application of alternative assumptions could produce significantly different results. Evaluations of possible impairment require us to estimate, among other factors, forecasts of future operating results, revenue growth, operating expense, tax rates, start-up costs, capital expenditures, depreciation, working capital, discount rates, long-term growth rates, risk premiums, royalty rates, terminal values and fair market values of our reporting units and assets. Changes in estimates or the application of alternative assumptions could produce significantly different results.

We perform our annual review for impairment of goodwill and indefinite-lived intangible assets on April 1 of each fiscal year, or more frequently if events or changes in circumstances indicate that it is more likely than not the relevant asset is impaired. Adverse industry or economic trends, lower projections of profitability, or a sustained decline in our market capitalization, among other items, may be indications of potential impairment issues, which are triggering events requiring the testing of an asset's carrying value for recoverability. Goodwill is allocated and evaluated for impairment at the reporting unit level, which is defined as an operating segment or one level below an operating segment, referred to as a component. We are required to aggregate the components of an operating segment into one reporting unit if they have similar economic characteristics.

Our gaming rights and trademarks are considered indefinite-lived intangible assets that do not require amortization based on our future expectations to operate our gaming facilities and use the trademarks indefinitely and our historical experience in renewing these intangible assets at minimal cost with various state gaming commissions. The indefinite lived-intangible assets carrying value are tested annually, or more frequently, if indicators of impairment exist, by comparing the fair value of the recorded assets to the associated carrying amount. If the carrying amount of the gaming rights and trademark intangible assets exceed fair value, an impairment loss is recognized.

Property and Equipment

We review the carrying value of our property and equipment to be held and used in our operations whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable from estimated future undiscounted cash

flows expected to result from the asset's use and eventual disposition. Adverse industry or economic trends, lower projections of profitability, or a significant adverse change in legal factors or in the business climate, among other items, may be indications of potential impairment issues. If the undiscounted cash flows exceed the carrying value, no impairment is indicated. If the undiscounted cash flows do not exceed the carrying value, an impairment is recorded based on the fair value of the asset.

Depreciation is calculated using the straight-line method over the estimated useful lives of the related assets as follows: 10 to 40 years for grandstands and buildings, 2 to 10 years for equipment, 2 to 10 years for furniture and fixtures and 10 to 20 years for tracks and other improvements.

Revenue Recognition

On January 1, 2018, the Company adopted Accounting Standards Update ("ASU") No. 2014-09, Revenue from Contracts with Customers ("ASC 606") using the modified retrospective method. The adoption of ASC 606 had no impact on cash provided by or used in operating, financing, or investing activities on our accompanying consolidated statements of cash flows. Due to the adoption of ASC 606, we made certain modifications to the classification of net revenue and operating expenses in the Online Wagering segment primarily due to the fact that under ASC 606, we are the principal in all import revenue contracts. Under ASC 606, in circumstances where we make advance sales and advance billings to customers, we recognize a receivable and deferred revenue when we have an unconditional right to receive payment. Previously, we recognized a receivable and deferred revenue at the time of the advance sale and billing if it was probable we would collect the receivable and recognize revenue.

We generate revenue from pari-mutuel wagering transactions with customers related to live races, simulcast races, and historical races as well as simulcast host fees earned from other wagering sites. Our racetracks that host live races also generate revenue through sponsorships, admissions (including luxury suites), personal seat licenses ("PSLs"), television rights, concessions, programs and parking. Concessions, programs, and parking revenue is recognized once the good or service is delivered.

Our live racetracks' revenue and income are influenced by our racing calendar. Similarly, Online Wagering horse racing revenue and income is influenced by racing calendars. Therefore, revenue and operating results for any interim quarter are not generally indicative of the revenue and operating results for the year and may not be comparable with results for the corresponding period of the previous year. We historically have had fewer live racing days during the first quarter of each year, and the majority of our live racing revenue occurs during the second quarter with the running of the Kentucky Oaks and Kentucky Derby.

For live races we present at our racetracks, we recognize revenue on wagers we accept from customers at our racetrack ("on-track revenue") and revenue we earn from exporting our live racing signals to other race tracks, off-track betting facilities ("OTBs"), and advance deposit wagering providers ("export revenue"). For simulcast races we display at our racetracks, OTBs, and Online Wagering platforms, we recognize revenue we earn from providing a wagering service to our customers on these imported live races ("import revenue"). Online Wagering import revenue is generated through advance deposit wagering which consists of patrons wagering through an advance deposit account. Each wagering contract for on-track revenue, and import revenue contains a single performance obligation and our export revenue contracts contain a series of distinct services that form a single performance obligation. The transaction price for on-track revenue and import revenue is fixed based on the established commission rate we are entitled to retain. The transaction price for export revenue is variable based on the simulcast host fee we charge our customers for exporting our signal. We may provide cash incentives in conjunction with wagering transactions we accept from Online Wagering customers. These cash incentives represent consideration payable to a customer and therefore are treated as a reduction of the transaction price for the wagering transaction. Our export revenue contracts generally have a duration of one year or less. These arrangements are licenses of intellectual property containing a usage-based royalty. As a result, we have elected to use the practical expedient to omit disclosure related to remaining performance obligations for our export revenue contracts. We recognize on-track revenue, export revenue, and import revenue once the live race event is made official by the relevant racing regulatory body.

We recognize revenue we earn from providing a wagering service to our customers on historical races at our HRM facilities. The transaction price for HRM revenue is based on the established commission rate we are entitled to retain for each wager on the HRM. We recognize HRM revenue once the historical race has been completed on the historical racing machine, net of the liability to the pool.

We evaluate our on-track revenue, export revenue, import revenue, and HRM revenue contracts in order to determine whether we are acting as the principal or as the agent when providing services, which we consider in determining if revenue should be reported gross or net. An entity is a principal if it controls the specified service before that service is transferred to a customer.

The revenue we recognize for on-track revenue, import revenue, and HRM revenue is the commission we are entitled to retain for providing a wagering service to our customers. For these arrangements, we are the principal as we control the wagering

Churchill Downs Incorporated
Notes to Consolidated Financial Statements

service; therefore, any charges, including any applicable simulcast fees, we incur for delivering the wagering service are presented as operating expenses.

For export revenue, our customer is the third-party wagering site such as a racetrack, OTB, or advance deposit wagering provider. Therefore, the revenue we recognize for export revenue is the simulcast host fee we earn for exporting our racing signal to the third-party wagering site.

Our admission contracts are either for a single live racing event day or multiple days. Our PSLs, sponsorships, and television rights contracts generally relate to multiple live racing event days. Multiple day admission, PSLs, sponsorships, and television rights contracts contain a distinct series of services that form single performance obligations. Sponsorships contracts generally include performance obligations related to admissions and advertising rights at our racetracks. Television rights contracts contain a performance obligation related to the rights to distribute certain live racing events on media platforms. The transaction prices for our admissions, PSLs, sponsorships, and television rights contracts are fixed. We allocate the transaction price to our sponsorship contract performance obligations based on the estimated relative standalone selling price of each distinct service.

The revenue we recognize for admissions to a live racing event day is recognized once the related event is complete. For admissions, PSLs, sponsorships, and television rights contracts that relate to multiple live racing event days, we recognize revenue over time using an output method of each completed live racing event day as our measure of progress. Each completed live racing event day corresponds with the transfer of the relevant service to a customer and therefore is considered a faithful depiction of our efforts to satisfy the promises in these contracts. This output method results in measuring the value transferred to date to the customer relative to the remaining services promised under the contracts. Certain premium live racing event days such as the Kentucky Derby and Oaks result in a higher value of revenue allocated relative to other live racing event days due to, among other things, the quality of thoroughbreds racing, higher levels of on-track attendance, national broadcast audience, local and national media coverage, and overall entertainment value of the event. While these performance obligations are satisfied over time, the timing of when this revenue is recognized is directly associated with the occurrence of our live racing events, which is when the majority of our revenues recognized at a point in time are also recognized.

Timing of revenue recognition may differ from the timing of invoicing to customers for our long-term contracts for racing event-related services. We generally invoice customers prior to delivery of services for our admissions, PSLs, sponsorships, and television rights contracts. We recognize a receivable and a contract liability at the time we have an unconditional right to receive payment. When cash is received in advance of delivering services under our contracts, we defer revenue and recognize it in accordance with our policies for that type of contract. In situations where the timing of revenue recognition differs from the timing of invoicing, we have determined our contracts do not include a significant financing component. The primary purpose of our invoicing terms is to allow our customers to secure the right to the specific services provided under our contracts, not to receive financing from our customers.

Gaming revenue primarily consists of gaming wager transactions. Other operating revenue, such as food and beverage or hotel revenue, is recognized once delivery of the product or service has occurred.

The transaction price for gaming wager transactions is the difference between gaming wins and losses. Gaming wager revenue is recognized when the wager settles.

The majority of our HRM facilities and casinos offer loyalty programs that enable customers to earn loyalty points based on their play. Gaming and HRM wager transactions involve two performance obligations for those customers earning loyalty points under the Company's loyalty programs and a single performance obligation for customers who do not participate in the program. Loyalty points are primarily redeemable for free wagering activities and food and beverage. For purposes of allocating the transaction price in a gaming or HRM wagering transaction between the wagering performance obligation and the obligation associated with the loyalty points earned, the Company allocates an amount to the loyalty point contract liability based on the stand-alone selling price of the points earned, which is determined by the value of a loyalty point that can be redeemed for wagering activities or food and beverage. For gaming wagering transactions, an amount is allocated to the gaming wager performance obligation using the residual approach as the stand-alone price for wagers is highly variable and no set established price exists for such wagers. For HRM wagering transactions, the amount allocated to the HRM wager performance obligation is the commission rate we are entitled to retain. The loyalty point contract liability amount is deferred and recognized as revenue when the customer redeems the points for a wagering transaction or food and beverage, and such goods or services are delivered to the customer.

Income Taxes

We use estimates and judgments for financial reporting to determine our current tax liability and deferred taxes. In accordance with the liability method of accounting for income taxes, we recognize the amount of taxes payable or refundable for the current year and deferred tax assets and liabilities for the future tax consequences of events that have been recognized in the consolidated financial statements or tax returns.

Adjustments to deferred taxes are determined based upon the changes in differences between the book basis and tax basis of our assets and liabilities and measured using enacted tax rates we estimate will be applicable when these differences are expected to reverse. Changes in current tax laws, enacted tax rates or the estimated level of taxable income or non-deductible expense could change the valuation of deferred tax assets and liabilities and affect the overall effective tax rate and tax provision.

When tax returns are filed, it is highly certain that some positions taken will be sustained upon examination by the taxing authorities, while others are subject to uncertainty about the merits of the position taken or the amount of the position that will be ultimately sustained. The benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions taken are not offset or aggregated with other positions. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of the benefits associated with the tax positions taken that exceeds the amount measured as described above is reflected as a liability for unrecognized tax benefits in the accompanying consolidated balance sheets, along with any associated interest and penalties that would be payable to the taxing authorities upon examination.

Cash and Cash Equivalents

We consider investments with original maturities of three months or less that are readily convertible to cash to be cash equivalents. We have, from time to time, cash in the bank in excess of federally insured limits. Under our cash management system, checks issued but not yet presented to banks that would result in negative bank balances when presented are classified as a current liability in the accompanying consolidated balance sheets.

Restricted Cash and Account Wagering Deposit Liabilities

Restricted cash includes deposits collected from our Online Wagering customers. Other amounts included in restricted cash represent amounts due to horsemen for purses, stakes and awards that are paid in accordance with the terms of our contractual agreements or statutory requirements.

Allowance for Doubtful Accounts Receivable

Upon our adoption of Accounting Standards Update ("ASU") No. 2016-13, Financial Instruments - Credit Losses ("ASC 326") on January 1, 2020, we maintain an allowance for doubtful accounts for current expected credit losses on our financial assets measured at amortized cost which are primarily included in accounts receivable, net in the accompanying consolidated balance sheets. The Company evaluates current expected credit losses on a collective (pool) basis when similar risk characteristics exist. Write-offs are recognized when the Company concludes that all or a portion of a financial asset is no longer collectible. Any subsequent recovery is recognized when it occurs.

Prior to adopting ASC 326, we maintained an allowance for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments. The allowance is maintained at a level considered appropriate based on historical experience and other factors that affect our expectation of future collectability. Uncollectible accounts receivable are written off against the allowance for doubtful accounts receivable when management determines that the probability of payment is remote and collection efforts have ceased.

Internal Use Software

Internal use software costs for Online Wagering software are capitalized in property and equipment, net in the accompanying consolidated balance sheets, in accordance with accounting guidance governing computer software developed or obtained for internal use. Once the software is placed in operation, we amortize the capitalized software over the software's estimated economic useful life, which is generally three years. We capitalized internal use software of approximately \$10.5 million in 2020, \$9.8 million in 2019, and \$9.7 million in 2018. We incurred amortization expense of approximately \$9.4 million in 2020, \$8.8 million in 2019, and \$7.3 million in 2018, for projects which had been placed in service.

Fair Value of Assets and Liabilities

We adhere to a hierarchy for ranking the quality and reliability of the information used to determine fair values. Assets and liabilities that are carried at fair value are classified and disclosed in one of the following three categories: Level 1: Unadjusted quoted market prices in active markets for identical assets or liabilities; Level 2: Unadjusted quoted prices in active markets for similar assets or liabilities, unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active, or inputs other than quoted prices that are observable for the asset or liability; and Level 3: Unobservable inputs for the asset or liability. We endeavor to utilize the best available information in measuring fair value. Financial assets and liabilities are classified based on the lowest level of input that is significant to the fair value measurement.

Investments in and Advances to Unconsolidated Affiliates

We have investments in unconsolidated affiliates accounted for under the equity method. Under the equity method, carrying value is adjusted for our share of the investees' income and losses, amortization of certain basis differences as well as capital contributions to and distributions from these companies. We use the cumulative earnings approach to present distributions received from equity method investees. Distributions in excess of equity method income are recognized as a return of investment and recorded as investing cash inflows in the accompanying consolidated statements of cash flows. We classify income and losses as well as gains and impairments related to our investments in unconsolidated affiliates as a component of other income (expense) in the accompanying consolidated statements of comprehensive (loss) income.

We evaluate our investments in unconsolidated affiliates for impairment whenever events or changes in circumstances indicate that the carrying value of the investment may have experienced an "other-than-temporary" decline in value. If such conditions exist, we compare the estimated fair value of the investment to the investment's carrying value to determine if an impairment is indicated and determine whether the impairment is "other-than-temporary" based on an assessment of all relevant factors, including consideration of our intent and ability to retain our investment until the recovery of the unrealized loss. We estimate fair value using a discounted cash flow analysis based on estimated future results of the investee.

Leases

On January 1, 2019, the Company adopted ASU No. 2016-02, Leases, and subsequently issued additional guidance (collectively, "ASC 842") using the modified transition method. As part of the transition to ASC 842, we elected the package of practical expedients that allowed us to not reassess: (1) whether any expired or existing contracts are or contain leases, (2) lease classification of any expired or existing leases and (3) initial direct costs of any expired or existing leases.

Due to the adoption of ASC 842, we recognize operating lease right-of-use assets ("ROUAs") and lease liabilities for our operating leases with lease terms greater than one year. We do not have any material finance leases or any material operating leases where we are the lessor.

Upon adopting ASC 842, we determine if an arrangement is a lease at inception. Operating and finance leases are included in property and equipment, net; accrued expense and other current liabilities; and other liabilities on our consolidated balance sheets. We generally do not separate lease and non-lease components for our lease contracts. We do not apply the ROUA and leases liability recognition requirements to short-term leases.

Operating lease ROUAs and lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term at the commencement date. These leases do not provide an implicit rate, so therefore we use our incremental borrowing rate based on the information available at the commencement date in determining the present value of future lease payments. The operating lease ROUAs also include any lease payments made prior to commencement and exclude lease incentives and initial direct costs incurred. The lease terms include all non-cancelable periods and may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. Lease expense for minimum lease payments is recognized on a straight-line basis over the lease term.

Debt Issuance Costs and Loan Origination Fees

Debt issuance costs and loan origination fees associated with our term debt, revolver, and notes payable are amortized as interest expense over the term of each respective financial instrument. Debt issuance costs and loan origination fees associated with our term debt and notes payable are presented as a direct deduction from the carrying amount of the related liability. Debt issuance costs and loan origination fees associated with our revolver are presented as an asset.

Casino and Pari-mutuel Taxes

We recognize casino and pari-mutuel tax expense based on the statutory requirements of the federal, state, and local jurisdictions in which we conduct business. All of our casino taxes and the majority of our pari-mutuel taxes are gross receipts taxes levied on the gaming entity. We recognize these taxes as Churchill Downs, Online Wagering, Gaming, and All Other operating expenses in our consolidated statements of comprehensive (loss) income. In certain jurisdictions governing our pari-

mutuel contracts with customers, there are specific pari-mutuel taxes that are assessed on winning wagers from our customers, which we collect and remit to the government. These taxes are presented on a net basis.

Purse Expense

We recognize purse expense based on the statutorily or contractually determined amount that is required to be paid out in the form of purses to the qualifying finishers of horse races run at our racetracks in the period in which wagering occurs. We incur a liability for all unpaid purses that will be paid out on a future live race event.

Self-insurance Accruals

We are self-insured up to certain limits for costs associated with general liability, workers' compensation and employee health coverage, and we purchase insurance for claims that exceed our self-insurance retention or deductible levels. We record self-insurance reserves that include accruals of estimated settlements for known claims ("Case Reserves"), as well as accruals of third-party actuarial estimates for claims incurred but not yet reported ("IBNR"). Case Reserves represent estimated liabilities for unpaid losses, based on a claims administrator's estimates of future payments on individual reported claims, including allocated loss adjustment expense, which generally include claims settlement costs such as legal fees. IBNR includes the provision for unreported claims, changes in case reserves and future payments on reopened claims.

Key variables and assumptions include, but are not limited to, loss development factors and trend factors such as changes in workers' compensation laws, medical care costs and wages. These loss development factors and trend factors are developed using our actual historical losses. It is possible that reasonable alternative selections would produce different reserve estimates.

Advertising and Marketing

We expense the costs of general advertising, marketing and associated promotional expenditures at the time the costs are incurred. We incurred advertising and marketing expense of approximately \$31.4 million in 2020, \$41.8 million in 2019, and \$28.8 million in 2018 in our accompanying consolidated statements of comprehensive (loss) income.

Stock-Based Compensation

All stock-based payments to employees and directors, including grants of performance share units and restricted stock, are recognized as compensation expense over the service period based on the fair value on the date of grant. For awards that have a graded vesting schedule, we recognize expense on a straight-line basis for each separately vesting portion of the award. We recognize forfeitures of awards as incurred.

Computation of Net Income per Common Share

Net income per common share is presented for both basic earnings per common share ("Basic EPS") and diluted earnings per common share ("Diluted EPS"). Basic EPS is based upon the weighted average number of common shares outstanding, excluding unvested stock awards, during the period plus vested common stock equivalents that have not yet been converted to common shares. Diluted EPS is based upon the weighted average number of shares used to calculate Basic EPS and potentially dilutive common shares outstanding during the period. Potentially dilutive common shares result from applying the treasury stock method to unvested stock awards.

Common Stock Share Repurchases

From time-to-time, we repurchase shares of our common stock under share repurchase programs and privately negotiated transactions authorized by our Board of Directors. Share repurchases constitute authorized but unissued shares under the Kentucky laws under which we are incorporated. Our common stock has no par or stated value. We record the full value of share repurchases, upon the trade date, against common stock on our consolidated balance sheets except when to do so would result in a negative balance in such common stock account. In such instances, we record the cost of any further share repurchases as a reduction to retained earnings. Due to the large number of shares of our common stock repurchased over the past several years, our common stock balance frequently will be zero at the end of any given reporting period. Refer to Note 10, Shareholders' Equity, for additional information on our share repurchases.

Recent Accounting Pronouncements - Adopted on January 1, 2020

In June 2016, the Financial Accounting Standards Board ("FASB") issued ASU No. 2016-13, Financial Instruments - Credit Losses, which introduces a new model for recognizing credit losses on financial instruments based on an estimate of current expected credit losses. The new model will apply to: (1) loans, accounts receivable, trade receivables, and other financial assets measured at amortized cost, (2) loan commitments and certain other off-balance sheet credit exposures, (3) debt securities and other financial assets measured at fair value through other comprehensive income, and (4) beneficial interests in securitized financial assets. We adopted ASC 326 on January 1, 2020 using the modified retrospective approach. We recognized the cumulative effect of applying ASC 326 as an opening balance sheet adjustment on January 1, 2020. The comparative

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information has not been retrospectively adjusted and continues to be reported under the accounting standards in effect for those periods. The adoption of ASC 326 did not have a material impact on our business.

In August 2018, the FASB issued ASU No. 2018-15, Intangibles - Goodwill and Other: Internal - Use Software, which aligns the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software. The new guidance also requires an entity to expense the capitalized implementation costs of a hosting arrangement over the term of the hosting arrangement. We adopted this guidance on January 1, 2020. This guidance is consistent with our current accounting policies, and therefore our adoption of this guidance did not have a material impact on our business.

In January 2017, the FASB issued ASU No. 2017-04, Intangibles - Goodwill and Other: Simplifying the Test for Goodwill Impairment. This new guidance simplifies the accounting for goodwill impairments by removing step two from the goodwill impairment test. Instead, if the carrying amount of a reporting unit exceeds the reporting unit's fair value, an impairment loss shall be recognized in an amount equal to that excess. We adopted this guidance on January 1, 2020. The new guidance did not result in a cumulative adjustment upon adoption and there was no impairment recognized under the new guidance for the year ended December 31, 2020.

Recent Accounting Pronouncements - effective in 2021 or thereafter

In March 2020, the FASB issued ASU 2020-04, Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting, which provides optional expedients and exceptions to applying the guidance on contract modifications, hedge accounting, and other transactions, to simplify the accounting for transitioning from the London Interbank Offered Rate (LIBOR), and other interbank offered rates expected to be discontinued, to alternative reference rates. The guidance was effective upon issuance; if elected, it is to be applied prospectively through December 31, 2022. We are currently evaluating the effect the adoption of this new accounting standard will have on our results of operations, financial condition, or cash flows.

In December 2019, the FASB issued ASU 2019-12, Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes, which simplifies the accounting for income taxes by removing certain exceptions to the general principles in ASC Topic 740, Income Taxes. The amendments also improve consistent application of and simplify GAAP for other areas of Topic 740 by clarifying and amending existing guidance. This ASU is effective for public business entities for fiscal years and interim periods beginning after December 15, 2020. The Company does not expect the adoption of this ASU to have a material impact on the Company's consolidated financial statements.

3. ACQUISITIONS

Presque Isle

On January 11, 2019, we completed the acquisition of Presque Isle located in Erie, Pennsylvania from Eldorado Resorts, Inc. ("ERI") for cash consideration of \$178.9 million (the "Presque Isle Transaction") and \$1.6 million of working capital and other purchase price adjustments. The following table summarizes the final fair values of the assets acquired and liabilities assumed, net of cash acquired of \$8.4 million, at the date of the acquisition.

(in millions)

| | Total |
|-------------------------|--------------|
| Current assets | \$ 2.1 |
| Property and equipment | 78.5 |
| Goodwill | 26.1 |
| Intangible assets | 71.2 |
| Current liabilities | (5.2) |
| Non-current liabilities | (0.6) |
| | \$ 172.1 |

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The fair value of the intangible assets consists of the following:

| <i>(in millions)</i> | Fair Value Recognized | Weighted-Average Useful Life |
|-------------------------|----------------------------------|---|
| Gaming rights | \$ 56.0 | N/A |
| Trademark | 15.2 | N/A |
| Total intangible assets | <u>\$ 71.2</u> | |

Current assets and current liabilities were valued at the existing carrying values as these items are short term in nature and represent management's estimated fair value of the respective items on January 11, 2019.

The property and equipment acquired primarily relates to land, buildings, equipment, and furniture and fixtures. The fair value of the land was determined using the market approach and the fair values of the remaining property and equipment were primarily determined using the cost replacement method which is based on replacement or reproduction costs of the assets.

The fair value of the Presque Isle gaming rights was determined using the Greenfield Method, which is an income approach methodology that calculates the present value of the overall business enterprise based on a projected cash flow stream. This method assumes that the gaming rights intangible asset provides the opportunity to develop a casino in a specified region, and that the present value of the projected cash flows is a result of the realization of advantages contained in these rights. Under this methodology, the acquirer is expected to absorb all start-up costs, as well as incur all expenses pertaining to the acquisition and/or the creation of all tangible and intangible assets. The estimated future revenue, future operating expenses, start-up costs, and discount rate were the primary inputs in the valuation. The gaming rights intangible asset was assigned an indefinite useful life based on the Company's expected use of the asset and determination that no legal, regulatory, contractual, competitive, economic, or other factors limit the useful life of the gaming rights. The renewal of the gaming rights in Pennsylvania is subject to various legal requirements. However, the Company's historical experience has not indicated, nor does the Company expect any limitations regarding the Company's ability to continue to renew our gaming rights in Pennsylvania.

The trademark intangible asset was valued using the relief-from-royalty method of the income approach, which estimates the fair value of the intangible asset by discounting the fair value of the hypothetical royalty payments a market participant would be willing to pay to enjoy the benefits of the asset. The estimated future revenue, royalty rate, and discount rate were the primary inputs in the valuation of the trademark. The trademark was assigned an indefinite useful life based on the Company's intention to keep the Presque Isle name for an indefinite period of time.

Goodwill of \$26.1 million was recognized due to the expected contribution of Presque Isle to the Company's overall business strategy. The goodwill was assigned to the Gaming segment and is deductible for tax purposes.

Refer to Note 8, Asset Impairment, for information regarding intangible asset impairments recognized during the first quarter of 2020 related to the Presque Isle gaming rights and trademark.

For the period from the Presque Isle Transaction on January 11, 2019 through December 31, 2019, net revenue was \$138.5 million and net income was not material.

The following unaudited pro forma consolidated financial information for the Company has been prepared assuming the Company's acquisition of Presque Isle occurred as of January 1, 2018. The unaudited pro forma financial information is not necessarily indicative of either future results of operations or results of operations that might have been achieved had the acquisition been consummated as of January 1, 2018. The unaudited pro forma net income giving effect to the Presque Isle Transaction was not materially different than our historical net income.

| <i>(in millions)</i> | Year Ended December 31, | |
|----------------------|--------------------------------|-------------|
| | 2019 | 2018 |
| Net revenue | \$ 1,332.9 | \$ 1,150.8 |

Lady Luck Nemacolin

On March 8, 2019, the Company assumed management and acquired certain assets related to the management of Lady Luck Nemacolin in Farmington, Pennsylvania, from ERI for cash consideration of \$100,000 (the "Lady Luck Nemacolin Transaction"). The Lady Luck Nemacolin Transaction did not meet the definition of a business and therefore was accounted for as an asset acquisition. The net assets acquired in conjunction with the Lady Luck Nemacolin Transaction were not material.

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Turfway Park

On October 9, 2019, the Company completed the acquisition of Turfway Park from Jack Entertainment LLC ("JACK") and Hard Rock International ("Hard Rock") for total consideration of \$46.0 million in cash ("Turfway Park Acquisition"). Of the \$46.0 million total consideration, \$36.0 million, less \$0.9 million of working capital and purchase price adjustments, was accounted for as a business combination. The remaining \$10.0 million was paid to Hard Rock for the assignment of the purchase and sale agreement rights and was accounted for separately from the business combination as an intangible asset and was amortized through expense in the fourth quarter of 2019.

The cash purchase price paid to JACK was \$36.0 million, less \$0.9 million of working capital and purchase price adjustments. The preliminary fair values of the assets acquired and liabilities assumed, net of cash acquired of \$0.6 million, at the date of acquisition were as follows: property and equipment (primarily land) of \$18.8 million, indefinite-lived gaming rights of \$9.8 million, indefinite-lived trademark of \$5.5 million, goodwill of \$2.7 million, and current liabilities of \$2.3 million.

Ocean Downs

On July 16, 2018, the Company announced the entry into a tax-efficient partial liquidation agreement (the "Liquidation Agreement") for the remaining 50% ownership of the Casino at Ocean Downs and Ocean Downs Racetrack located in Berlin, Maryland ("Ocean Downs") owned by Saratoga Casino Holdings LLC ("SCH") in exchange for the Company's 25% equity interest in SCH, which is the parent company of Saratoga Casino Hotel in Saratoga Springs, New York ("Saratoga New York") and Saratoga Casino Black Hawk in Black Hawk, Colorado ("Saratoga Colorado") (collectively, the "Ocean Downs/Saratoga Transaction"). On August 31, 2018, the Company closed the Ocean Downs/Saratoga Transaction, which resulted in the Company owning 100% of Ocean Downs and having no further equity interest or management involvement in Saratoga New York or Saratoga Colorado.

As part of the Ocean Downs/Saratoga Transaction, Saratoga Harness Racing, Inc. ("SHRI") has agreed to grant the Company and our affiliates exclusive rights to operate online sports betting and iGaming on behalf of SHRI in New York and Colorado for a period of fifteen years from the date of the Liquidation Agreement, should such states permit SHRI to engage in sports betting and iGaming, subject to payment of commercially reasonable royalties to SHRI.

We consolidated Ocean Downs upon closing of the Ocean Downs/Saratoga Transaction on August 31, 2018. Prior to the Ocean Downs/Saratoga Transaction, the Company held an effective 62.5% ownership interest in Ocean Downs, and a 25% ownership interest in Saratoga New York and Saratoga Colorado, all of which were accounted for under the equity method. The consideration transferred to SCH to acquire the remaining interest in Ocean Downs was the Company's equity investments in Saratoga New York and Saratoga Colorado, which had an aggregate fair value of \$47.8 million at the acquisition date. Under the acquisition method, the fair values of the consideration transferred and the Company's equity method investment in Ocean Downs, which had a fair value of \$80.5 million at the acquisition date, were allocated to the assets acquired and liabilities assumed in the Ocean Downs/Saratoga Transaction. The Company's carrying values in these equity method investments were significantly less than their fair values, resulting in a pre-tax gain of \$54.9 million, which is included in the accompanying consolidated statements of comprehensive (loss) income. The fair values of the Company's equity method investments in Ocean Downs, Saratoga New York, and Saratoga Colorado were determined under the market and income valuation approaches using inputs primarily related to discounted projected cash flows and price multiples of publicly traded comparable companies.

The following table summarizes the final fair values of the assets acquired and liabilities assumed, net of cash acquired of \$13.1 million, at the acquisition date.

| <i>(in millions)</i> | Total |
|------------------------|-----------------|
| Current assets | \$ 1.9 |
| Property and equipment | 57.4 |
| Goodwill | 20.4 |
| Intangible assets | 95.4 |
| Current liabilities | (5.2) |
| Debt | (54.7) |
| | <u>\$ 115.2</u> |

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The final fair value of the intangible assets consisted of the following:

| <i>(in millions)</i> | <u>Fair Value Recognized</u> | <u>Weighted-Average Useful Life</u> |
|-------------------------|----------------------------------|---|
| Gaming rights | \$ 87.0 | N/A |
| Trademark | 8.3 | N/A |
| Other | 0.1 | 1.3 years |
| Total intangible assets | <u>\$ 95.4</u> | |

Current assets and current liabilities were valued at the existing carrying values due to their short-term nature and represent management's estimated fair value of the respective items on August 31, 2018. The debt of \$54.7 million assumed by the Company was valued at the Company's outstanding principal balance, which approximated fair value on August 31, 2018. The Company subsequently paid off the debt in full on September 4, 2018.

The property and equipment acquired primarily relates to land, buildings, equipment, and furniture and fixtures. The fair values of the property and equipment were primarily determined using the cost replacement method, which is based on replacement or reproduction costs of the assets.

The fair value of the Ocean Downs gaming rights was determined using the Greenfield method, which is an income approach methodology that calculates the present value of the overall business enterprise based on a projected cash flow stream. This method assumes that the gaming rights intangible asset provides the opportunity to develop a casino in a specified region, and that the present value of the projected cash flows is a result of the realization of advantages contained in these rights. Under this methodology, the acquirer is expected to absorb all start-up costs, as well as incur all expenses pertaining to the acquisition and/or the creation of all tangible and intangible assets. The estimated future revenue and operating expenses and start-up costs of Ocean Downs were the primary inputs in the valuation. The gaming rights intangible asset was assigned an indefinite useful life based on the Company's expected use of the asset and determination that no legal, regulatory, contractual, competitive, economic, or other factors limit the useful life of the gaming rights. The renewal of the gaming rights in Maryland is subject to various legal requirements. However, the Company's historical experience has not indicated, nor does the Company expect any limitations regarding the Company's ability to continue to renew the Company's gaming rights in Maryland.

The trademark intangible asset was valued using the relief-from-royalty method of the income approach, which estimates the fair value of the intangible asset by discounting the fair value of the hypothetical royalty payments a market participant would be willing to pay to enjoy the benefits of the asset. The trademark was assigned an indefinite useful life based on the Company's intention to keep the Ocean Downs name for an indefinite period of time.

Goodwill of \$20.4 million was recognized due to the expected contribution of Ocean Downs to the Company's overall business strategy. The goodwill was assigned to the Gaming segment and is not deductible for tax purposes.

In connection with the Ocean Downs/Saratoga Transaction, the Company recorded a deferred tax liability and income tax expense of \$12.6 million. The deferred tax liability represents the excess of the financial reporting amounts of the net assets of Ocean Downs over their respective basis under federal, state, and local tax law expected to be applied to taxable income in the periods such differences are expected to be realized. After the closing of the Ocean Downs/Saratoga Transaction, for the period from September 1, 2018 through December 31, 2018, net revenue for Ocean Downs was \$25.9 million, and net income was not material.

The following unaudited pro forma consolidated financial information for the Company has been prepared assuming the Company's acquisition of the remaining 50% interest in Ocean Downs occurred as of January 1, 2018 and excludes the gain recognized from the Ocean Downs/Saratoga Transaction. The unaudited pro forma financial information is not necessarily indicative of either future results of operations or results of operations that might have been achieved had the acquisition been consummated as of January 1, 2018. The unaudited pro forma net income giving effect to the Ocean Downs/Saratoga Transaction was not materially different than our historical net income.

| <i>(in millions)</i> | <u>Years Ended December 31,</u> |
|----------------------|-------------------------------------|
| | <u>2018</u> |
| Net revenue | \$ 1,065.4 |

4. DISCONTINUED OPERATIONS

On November 29, 2017, the Company entered into a definitive Stock Purchase Agreement (the "Stock Purchase Agreement") to sell the Company's mobile gaming subsidiary, Big Fish Games, Inc. ("Big Fish Games"), a Washington corporation, to Aristocrat Technologies, Inc. (the "Purchaser"), a Nevada corporation, an indirect, wholly owned subsidiary of Aristocrat Leisure Limited, an Australian corporation (the "Big Fish Transaction"). On January 9, 2018, pursuant to the Stock Purchase Agreement, the Company completed the Big Fish Transaction. The Purchaser paid an aggregate consideration of \$990.0 million in cash in connection with the Big Fish Transaction, subject to customary adjustments for working capital and indebtedness and certain other adjustments as set forth in the Stock Purchase Agreement.

The Big Fish Games segment and related Big Fish Transaction meet the criteria for held for sale and discontinued operation presentation. The consolidated statements of comprehensive (loss) income and the notes to consolidated financial statements reflect the Big Fish Games segment as discontinued operations for all periods presented. Unless otherwise specified, disclosures in these consolidated financial statements reflect continuing operations only. The consolidated statements of cash flows includes both continuing and discontinued operations.

The Company received cash proceeds of \$970.7 million which was net of \$5.2 million of working capital adjustments and \$14.1 million of transaction costs. The Company recognized a gain of \$219.5 million upon the sale recorded in income from discontinued operations in the accompanying consolidated statements of comprehensive (loss) income in 2018. The gain consisted of cash proceeds of \$970.7 million offset by the carrying value of Big Fish Games of \$751.2 million. The income tax provision on the gain was \$51.2 million, resulting in an after-tax gain of \$168.3 million.

Kater and Thimmegowda Settlement

On May 22, 2020, we entered into an agreement in principle to settle Cheryl Kater v. Churchill Downs Incorporated ("Kater Litigation") and Manasa Thimmegowda v. Big Fish Games, Inc. (the "Thimmegowda Litigation"). The agreement in principle remains contingent on final court approval by the U.S. District Court for the Western District of Washington (the "District Court"). Under the terms of the settlement, which will take effect only after final court approval of the proposed class settlement:

- i. A total of \$155.0 million will be paid into a settlement fund. The Company will pay \$124.0 million pre-tax of the settlement from the Company's available cash and Aristocrat will pay the remaining \$31.0 million pre-tax of the settlement. The \$124.0 million pre-tax settlement related to the Company is included in loss from discontinued operations, net of tax in the accompanying consolidated statements of comprehensive (loss) income for the year ended December 31, 2020, and on a pre-tax basis in current liabilities of discontinued operations in the accompanying consolidated balance sheet as of December 31, 2020.
- ii. All members of the nationwide settlement class who do not exclude themselves will release all claims relating to the subject matter of the lawsuits.
- iii. Aristocrat has agreed to specifically release the Company of any and all indemnification obligations under the Stock Purchase Agreement arising from or related to the Kater Litigation and the Thimmegowda Litigation, including any claims of diminution of value of Big Fish Games and any claims by any person who opts out of the proposed class settlement.

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The following table presents the financial results of Big Fish Games included in "Income from discontinued operations, net of tax" in the accompanying consolidated statements of comprehensive (loss) income:

| <i>(in millions)</i> | Years Ended December 31, | | |
|--|--------------------------|----------|----------|
| | 2020 | 2019 | 2018 |
| Net revenue | \$ — | \$ — | \$ 13.2 |
| Operating expenses | — | — | 8.4 |
| Selling, general and administrative expense | 0.1 | 3.5 | 6.0 |
| Research and development | — | — | 0.9 |
| Legal settlement | 124.0 | — | — |
| Total operating expense | 124.1 | 3.5 | 15.3 |
| Operating loss | (124.1) | (3.5) | (2.1) |
| Other income | | | |
| Gain on sale of Big Fish Games | — | — | 219.5 |
| Other income | — | — | 0.1 |
| Total other income | — | — | 219.6 |
| (Loss) income from discontinued operations before provision for income taxes | (124.1) | (3.5) | 217.5 |
| Income tax benefit (provision) | 28.7 | 1.1 | (47.3) |
| (Loss) income from discontinued operations, net of tax | \$ (95.4) | \$ (2.4) | \$ 170.2 |

Stock-Based Compensation

As part of the Big Fish Transaction, the vesting dates for all outstanding unvested restricted stock awards, restricted stock unit awards, and performance share unit awards (collectively the "Stock Awards") for certain Big Fish Games' employees were accelerated to vest on the closing date. Most of these Stock Awards would not have vested prior to the closing date of the Big Fish Transaction. Therefore, the related stock-based compensation expense previously recognized through the modification date was reduced to zero and a new fair value of the Stock Awards was established on the date of the announcement of the Big Fish Transaction. The expense was amortized during the period from the date of the announcement to the closing of the Big Fish Transaction.

Total stock-based compensation expense related to Big Fish Games, which includes the accelerated vesting of the Stock Awards and stock options associated with the Company's employee stock purchase plan, was \$3.4 million in 2018.

Earnout Liabilities

As of December 31, 2017, we had \$34.2 million of deferred earnout consideration and \$28.4 million of deferred payments due to the founder of Big Fish Games, both of which were paid on January 3, 2018.

5. PROPERTY AND EQUIPMENT

Property and equipment, net is comprised of the following:

| <i>(in millions)</i> | As of December 31, | |
|-------------------------------------|---------------------------|-----------------|
| | 2020 | 2019 |
| Grandstands and buildings | \$ 785.5 | \$ 625.2 |
| Equipment | 477.9 | 406.5 |
| Tracks and other improvements | 240.7 | 222.3 |
| Land | 164.2 | 162.4 |
| Furniture and fixtures | 89.7 | 79.2 |
| Construction in progress | 23.3 | 52.3 |
| | <u>1,781.3</u> | <u>1,547.9</u> |
| Accumulated depreciation | <u>(721.5)</u> | <u>(635.4)</u> |
| Subtotal | 1,059.8 | 912.5 |
| Operating lease right-of-use assets | 22.3 | 24.8 |
| Total | <u>\$ 1,082.1</u> | <u>\$ 937.3</u> |

Depreciation expense was \$88.0 million in 2020, \$81.4 million in 2019 and \$57.6 million in 2018 and is classified in operating expense in the accompanying consolidated statements of comprehensive (loss) income.

6. GOODWILL

Goodwill, by segment, is comprised of the following:

| <i>(in millions)</i> | Churchill Downs | Online Wagering | Gaming | All Other | Total |
|----------------------------------|----------------------------|----------------------------|-----------------|------------------|-----------------|
| Balances as of December 31, 2018 | \$ 49.7 | \$ 148.2 | \$ 139.1 | \$ 1.0 | \$ 338.0 |
| Additions | — | — | 26.1 | 3.0 | 29.1 |
| Balances as of December 31, 2019 | <u>49.7</u> | <u>148.2</u> | <u>165.2</u> | <u>4.0</u> | <u>367.1</u> |
| Adjustments | — | — | — | \$ (0.3) | (0.3) |
| Balances as of December 31, 2020 | <u>\$ 49.7</u> | <u>\$ 148.2</u> | <u>\$ 165.2</u> | <u>\$ 3.7</u> | <u>\$ 366.8</u> |

In 2019, we established goodwill of \$26.1 million related to the Presque Isle Transaction, and \$3.0 million related to the Turfway Park Acquisition.

We performed our annual goodwill impairment analysis as of April 1, 2020. We assessed goodwill for impairment by performing qualitative or quantitative analyses for each reporting unit. Based on the results of these analyses, no goodwill impairments were identified in connection with our annual impairment testing. During 2020, we recorded an immaterial measurement period adjustment for the Turfway Park Acquisition that impacted the All Other goodwill balance.

7. OTHER INTANGIBLE ASSETS

Other intangible assets, net is comprised of the following:

| <i>(in millions)</i> | December 31, 2020 | | | December 31, 2019 | | |
|-------------------------------------|-----------------------------|-----------------------------|---------------------------|-----------------------------|-----------------------------|---------------------------|
| | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount |
| Definite-lived intangible assets: | | | | | | |
| Favorable contracts | \$ 11.0 | \$ (8.8) | \$ 2.2 | \$ 11.0 | \$ (8.1) | \$ 2.9 |
| Other | 10.4 | (3.5) | 6.9 | 10.5 | (3.3) | 7.2 |
| Customer relationships | 4.7 | (2.2) | 2.5 | 4.7 | (1.6) | 3.1 |
| Gaming licenses | 5.1 | (2.1) | 3.0 | 5.1 | (2.0) | 3.1 |
| | \$ 31.2 | \$ (16.6) | \$ 14.6 | \$ 31.3 | \$ (15.0) | \$ 16.3 |
| Indefinite-lived intangible assets: | | | | | | |
| Trademarks | | | 47.7 | | | 50.2 |
| Gaming rights | | | 288.2 | | | 303.2 |
| Other | | | 0.1 | | | 0.1 |
| Total | | | \$ 350.6 | | | \$ 369.8 |

In 2019, we established indefinite-lived intangible assets of \$56.0 million for gaming rights and \$15.2 million for trademarks related to the Presque Isle Transaction. We also acquired indefinite-lived intangible assets of \$8.0 million for online gaming rights in Pennsylvania related to our Online Wagering operations, \$10.0 million for retail sports betting gaming rights at Presque Isle and online sports betting gaming rights in Pennsylvania, as well as \$3.0 million for other gaming rights at Presque Isle. We also established indefinite-lived intangible assets of \$5.5 million for trademarks and \$9.8 million for gaming rights related to the Turfway Park acquisition.

In 2018, we established indefinite-lived intangible assets of \$87.0 million for gaming rights and \$8.3 million for trademarks related to the Ocean Downs/Saratoga Transaction. We also established definite-lived intangible assets of \$2.3 million relating to the opening of Derby City Gaming and \$0.1 million relating to the Ocean Downs/Saratoga Transaction for other intangibles.

Amortization expense for definite-lived intangible assets was \$4.9 million in 2020, \$15.0 million in 2019, and \$6.0 million in 2018, and is classified in operating expense in the accompanying consolidated statements of comprehensive (loss) income. As described further in Note 3, Acquisitions, we accelerated the amortization for the assignment of the Turfway Park Acquisition purchase and sale agreement rights of \$10.0 million in the fourth quarter of 2019, which is included in All Other in the accompanying consolidated statements of comprehensive (loss) income. We submitted payments of \$2.3 million in 2020 and 2019 for annual license fees for Calder, which are being amortized to expense over the annual license period.

Indefinite-lived intangible assets consist primarily of trademarks and state gaming rights in Maine, Maryland, Mississippi, Louisiana, Pennsylvania and Kentucky.

Refer to Note 8, Asset Impairment, for information regarding intangible asset impairments recognized during the first quarter of 2020.

We performed our annual indefinite-lived intangible assets impairment analysis as of April 1, 2020, which included an assessment of qualitative and quantitative factors to determine whether it is more likely than not that the fair values of the indefinite-lived intangible assets are less than the carrying amount. We concluded that the fair values of our indefinite-lived intangible assets exceeded their carrying value.

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Future estimated aggregate amortization expense on existing definite-lived intangible assets for each of the next five fiscal years is as follows (in millions):

| Years Ended December 31, | Estimated Amortization Expense |
|-------------------------------------|---|
| 2021 | \$ 3.6 |
| 2022 | 2.5 |
| 2023 | 2.4 |
| 2024 | 1.9 |
| 2025 | 1.2 |

Future estimated amortization expense does not include additional payments of \$2.3 million in 2021 and in each year thereafter for the ongoing amortization of future expected annual Calder license fees not yet incurred or paid.

8. ASSET IMPAIRMENT

During the quarter ended March 31, 2020, the Company evaluated whether events or circumstances changed that would indicate it is more likely than not that any of the Company's intangible assets, goodwill, or property and equipment, were impaired ("Trigger Event"), or if there were any other than temporary impairments of our equity investments. Factors considered in this evaluation included, among other things, the amount of the fair value over carrying value from the annual impairment testing performed as of April 1, 2019, changes in carrying values, changes in discount rates, and the impact of temporary property closures due to the COVID-19 global pandemic on cash flows. Because Presque Isle was acquired in 2019, we did not expect the estimated fair value and the carry value to be significantly different. Based on the Company's evaluation, the Company concluded that a Trigger Event occurred related to the Presque Isle gaming rights, trademark, and the reporting unit's goodwill due to the impact and uncertainty of the COVID-19 global pandemic.

The initial fair value of Presque Isle gaming rights in the first quarter of 2019 was determined using the Greenfield Method, which is an income approach methodology that calculates the present value based on a projected cash flow stream. This method assumes that the Presque Isle gaming rights provide the opportunity to develop a casino and online wagering platform in a specified region, and that the present value of the projected cash flows are a result of the realization of advantages contained in these rights. Under this methodology, the acquirer is expected to absorb all start-up costs, as well as incur all expenses pertaining to the acquisition and / or the creation of all tangible and intangible assets. The estimated future revenue, operating expenses, start-up costs, and discount rate were the primary inputs in the valuation.

Based on the Trigger Event, the Company updated the discount rate to reflect the increased uncertainty of the cash flows and updated the projected cash flow stream. As a result, the \$77.6 million carrying value of the Presque Isle gaming rights exceeded the fair value of \$62.6 million and the Company recognized an impairment of \$15.0 million in first quarter of 2020 for the Presque Isle gaming rights (\$12.5 million related to the Gaming segment and \$2.5 million related to the Online Wagering segment).

The Presque Isle trademark was initially valued in first quarter of 2019 using the relief-from-royalty method of the income approach, which estimates the fair value of the intangible asset by discounting the fair value of the hypothetical royalty payments a market participant would be willing to pay to enjoy the benefits of the asset. The estimated future revenue, royalty rate, and discount rate were the primary inputs in the valuation of the trademark.

Based on the Trigger Event, the Company updated the discount rate to reflect the increased uncertainty of the cash flows and updated projected cash flow stream. As a result, the Company recognized an impairment of \$2.5 million in the first quarter of 2020 for the Presque Isle trademark.

The fair value of the Presque Isle reporting unit's goodwill was determined under the market and income valuation approaches using inputs primarily related to discounted projected cash flows and price multiples of publicly traded comparable companies.

In accordance with Accounting Standards Codification 350, Intangibles - Goodwill and Other, the Company performed the impairment testing of the Presque Isle gaming rights and trademark prior to testing Presque Isle goodwill. Based on the Trigger Event, the Company updated the discount rate to reflect the increased uncertainty of the cash flows and updated project cash flow stream. As a result, the Company did not recognize an impairment for Presque Isle goodwill in the first quarter of 2020 because the fair value exceeded the carrying value.

9. INCOME TAXES

Components of the (benefit) provision for income taxes are as follows:

| <i>(in millions)</i> | Years Ended December 31, | | |
|--------------------------------|---------------------------------|----------------|----------------|
| | 2020 | 2019 | 2018 |
| Current (benefit) provision: | | | |
| Federal | \$ (38.7) | \$ 19.2 | \$ 10.1 |
| State and local | 3.0 | 6.0 | 3.8 |
| Foreign | 0.1 | — | — |
| | <u>(35.6)</u> | <u>25.2</u> | <u>13.9</u> |
| Deferred provision: | | | |
| Federal | 28.7 | 16.1 | 35.0 |
| State and local | 1.5 | 15.5 | 2.5 |
| Foreign | 0.1 | — | (0.1) |
| | <u>30.3</u> | <u>31.6</u> | <u>37.4</u> |
| Income tax (benefit) provision | <u>\$ (5.3)</u> | <u>\$ 56.8</u> | <u>\$ 51.3</u> |

Income from continuing operations before provision for income taxes were as follows:

| <i>(in millions)</i> | Years Ended December 31, | | |
|---|---------------------------------|-----------------|-----------------|
| | 2020 | 2019 | 2018 |
| Domestic | \$ 8.2 | \$ 196.4 | \$ 234.2 |
| Foreign | (0.2) | — | (0.3) |
| Income from continuing operations before provision for income taxes | <u>\$ 8.0</u> | <u>\$ 196.4</u> | <u>\$ 233.9</u> |

Our income tax (benefit) expense is different from the amount computed by applying the federal statutory income tax rate to income from continuing operations before taxes as follows:

| <i>(in millions)</i> | Years Ended December 31, | | |
|--|---------------------------------|----------------|----------------|
| | 2020 | 2019 | 2018 |
| Federal statutory tax on earnings before income taxes | \$ 1.7 | \$ 41.2 | \$ 49.1 |
| State income taxes, net of federal income tax benefit | (0.6) | 8.0 | 5.4 |
| Net operating loss carry back - CARES Act | (13.3) | — | — |
| Windfall deduction from equity compensation | (5.1) | (5.2) | (4.7) |
| Non-deductible officer's compensation | 7.3 | 5.5 | 2.6 |
| Re-measurement of deferred taxes | 1.9 | 8.3 | — |
| Uncertain tax positions | 1.7 | (1.0) | — |
| Valuation allowance - state and foreign net operating losses | 1.1 | — | — |
| Other | — | — | (1.1) |
| Income tax (benefit) provision | <u>\$ (5.3)</u> | <u>\$ 56.8</u> | <u>\$ 51.3</u> |

On December 22, 2017, the Tax Cuts and Jobs Act (the "Tax Act") was signed into law. The Tax Act significantly revised the U.S. corporate income tax by, among other things, lowering the statutory corporate tax rate from 35% to 21%, eliminating certain deductions, imposing a one-time tax on accumulated earnings of foreign subsidiaries as of 2017, introducing new tax regimes, and changing how foreign earnings are subject to U.S. tax. The Tax Act also enhanced and extended through 2026 the option to claim accelerated depreciation deductions on qualified property.

The CARES Act provides, among other things, that any net operating loss arising in a tax year beginning in 2018, 2019 or 2020 may be carried back five years or carried forward indefinitely, offsetting up to 100% of taxable income in tax years beginning

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before 2021. The Company intends to carry back our 2020 net operating loss to claim a refund of taxes paid in a year before the statutory corporate tax rate was reduced from 35% to 21% by the Tax Act. Due to the higher statutory rate applied to this net operating loss, the Company recognized an income tax benefit of \$13.3 million for the year ended December 31, 2020.

The Company recognized \$1.9 million during 2020 and \$8.3 million during 2019 of income tax expense from the re-measurement of our net deferred tax liabilities based on an increase in income attributable to states with higher tax rates compared to the prior period.

The Company will generate a capital loss associated with the Kater litigation. We have recorded a \$29.0 million deferred tax asset without a valuation allowance for the capital loss in 2020, as we fully expect to be able to offset the capital loss with previously recognized capital gains.

Components of our deferred tax assets and liabilities were as follows:

| <i>(in millions)</i> | As of December 31, | |
|---|--------------------|------------|
| | 2020 | 2019 |
| Deferred tax assets: | | |
| Capital loss | \$ 29.0 | \$ — |
| Net operating losses and credit carryforward | 9.3 | 3.4 |
| Lease liabilities | 7.7 | 6.8 |
| Deferred compensation plans | 6.7 | 5.9 |
| Deferred income | 5.5 | 4.8 |
| Deferred liabilities | 2.8 | 2.7 |
| Allowance for uncollectible receivables | 1.2 | 1.0 |
| Deferred tax assets | 62.2 | 24.6 |
| Valuation allowance | (1.4) | (0.2) |
| Net deferred tax asset | 60.8 | 24.4 |
| Deferred tax liabilities: | | |
| Equity investments in excess of tax basis | 121.6 | 114.8 |
| Property and equipment in excess of tax basis | 77.9 | 53.4 |
| Intangible assets in excess of tax basis | 65.6 | 60.2 |
| Right-of-use assets | 7.4 | 6.8 |
| Other | 2.2 | 2.0 |
| Deferred tax liabilities | 274.7 | 237.2 |
| Net deferred tax liability | \$ (213.9) | \$ (212.8) |

As of December 31, 2020, we had federal net operating losses of \$3.2 million which were acquired in conjunction with the 2010 acquisition of Youbet.com. The utilization of these losses, which expire in 2025 and 2026, is limited on an annual basis pursuant to Internal Revenue Code § 382. We believe that we will be able to fully utilize all of these losses. We also have state net operating losses of \$7.3 million. We have recorded a valuation allowance of \$1.1 million against the state net operating losses due to the fact that it is unlikely that we will generate income in certain states which is necessary to utilize the deferred tax assets.

The Internal Revenue Service has completed audits through 2012. Tax years 2017 and after are open to examination. As of December 31, 2020, we had approximately \$3.9 million of total gross unrecognized tax benefits, excluding interest of \$0.2 million. If the total gross unrecognized tax benefits were recognized, there would be a \$3.4 million effect to the annual effective tax rate. We anticipate a decrease in our unrecognized tax positions of approximately \$0.8 million during the next twelve months primarily due to the expiration of statutes of limitation.

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A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

| <i>(in millions)</i> | 2020 | 2019 | 2018 |
|---|---------------|---------------|---------------|
| Balance as of January 1 | \$ 1.8 | \$ 2.8 | \$ 2.9 |
| Additions for tax positions related to the current year | 0.1 | 0.1 | 0.1 |
| Additions for tax positions of prior years | 2.6 | — | 0.1 |
| Reductions for tax positions of prior years | (0.6) | (1.1) | (0.3) |
| Balance as of December 31 | <u>\$ 3.9</u> | <u>\$ 1.8</u> | <u>\$ 2.8</u> |

10. SHAREHOLDERS' EQUITY

Stock Repurchase Program

On November 29, 2017, the Board of Directors of the Company authorized a \$500.0 million share repurchase program in a "modified Dutch auction" tender offer (the "Tender Offer") utilizing a portion of the proceeds from the Big Fish Transaction. The Company completed the Tender Offer on February 12, 2018, and repurchased 5,660,376 shares of the Company's common stock at a purchase price of \$88.33 per share with an aggregate cost of \$500.0 million, excluding fees and expenses related to the Tender Offer.

On October 30, 2018, the Board of Directors of the Company approved a new common stock repurchase program of up to \$300.0 million. Repurchases may be made at management's discretion from time to time on the open market (either with or without a 10b5-1 plan) or through privately negotiated transactions. The repurchase program has no time limit and may be suspended or discontinued at any time.

For the year ended December 31, 2020, we repurchased 235,590 shares of our common stock under the October 2018 stock repurchase program at a total cost of \$27.9 million. We had \$147.1 million of repurchase authority remaining under this program at December 31, 2020.

For the year ended December 31, 2019, we repurchased 864,233 shares of our common stock under the October 2018 stock repurchase program at a total cost of \$93.0 million. As of December 31, 2019, we accrued \$0.5 million for the future cash settlement of executed repurchases of our common stock.

For the year ended December 31, 2018, excluding the shares purchased under the Tender Offer, we repurchased 372,282 shares of our common stock under the October 2018 stock repurchase program at a total cost of \$32.0 million.

Privately Negotiated Share Repurchase

Refer to Note 23, Subsequent Events, for information regarding the Company's privately negotiated share repurchase on February 1, 2021.

Stock Split

On October 30, 2018, the Company's Board of Directors approved a three-for-one stock split (the "Stock Split") and an amendment to the Company's Articles of Incorporation to increase the number of shares of common stock the Company is authorized to issue from 50,000,000 shares, no par value, to 150,000,000 shares, no par value. This amendment to the Company's Articles of Incorporation became effective on January 25, 2019 and our common stock began trading at the split-adjusted price on January 28, 2019. All share and per-share amounts in the Company's consolidated financial statements and related notes have been retroactively adjusted to reflect the effects of the Stock Split.

11. STOCK-BASED COMPENSATION PLANS

Our total compensation expense, which includes expense related to restricted stock awards, restricted stock unit awards, performance share unit awards, and stock options associated with our employee stock purchase plan, was \$23.7 million in 2020, \$23.8 million in 2019, and \$17.7 million in 2018. The income tax benefit related to stock-based employee compensation expense was \$1.9 million in 2020, \$2.1 million in 2019, and \$2.7 million in 2018. Our stock-based employee compensation plans are described below.

2016 Omnibus Stock Incentive Plan

We have a stock-based employee compensation plan with awards outstanding under the Churchill Downs Incorporated 2016 Omnibus Stock Incentive Plan (the "2016 Plan") and Executive Long-Term Incentive Compensation Plan, which was adopted pursuant to the 2016 Plan. The 2016 Incentive Plan is intended to advance our long-term success by encouraging stock ownership among key employees and the Board of Directors. Awards may be in the form of stock options, stock appreciation

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rights, restricted stock ("RSA"), restricted stock units ("RSU"), performance share units ("PSU"), performance units, or performance cash. The 2016 Incentive Plan has a minimum vesting period of one year for awards granted.

Restricted Stock, Restricted Stock Units, and Performance Share Units

The 2016 Incentive Plan permits the award of RSAs, RSUs, or PSUs to directors and key employees responsible for the management, growth and protection of our business. The fair value of RSAs and RSUs that vest solely based on continued service under the Plan is determined by the product of the number of shares granted and the grant date market price of our common stock.

RSAs and RSUs granted to employees under the 2016 Plan generally vests either in full upon three years from the date of grant or on a pro rata basis over a three-year term. RSAs are legally issued common stock at the time of grant, with certain restrictions placed on them. RSUs granted to employees are converted into shares of our common stock at vesting. The RSUs granted to directors under the 2016 Plan generally vests in full upon one year from the date of grant. RSUs granted to directors are converted into shares of our common stock at the time of the director's retirement.

In 2018, 2019, and 2020, the Company granted three-year performance and total shareholder return ("TSR") PSU awards (the "PSU Awards") to certain named executive officers ("NEOs"). The two performance criteria for the PSU Awards are: (1) a cumulative Adjusted EBITDA target that was set at the beginning of the plan performance period for the three-year period; and (2) a cash flow metric that is the aggregate of the cash flow targets for the three individual years that is set annually at the beginning of each year. The cash flow metric is defined as cash flow from operating activities, excluding the change in restricted cash, plus distributions of capital from equity investments less capital maintenance expenditures. The Compensation Committee of the Board of Directors (the "Compensation Committee") can make adjustments as it may deem appropriate to these metrics. Measurement against these criteria will be determined against a payout curve which provides up to 200% of performance share units based on the original award.

The PSU Awards may be adjusted based on the Company's TSR performance relative to the TSR performance during the performance period of the Companies remaining in the Russell 2000 index at the end of the performance period as follows:

1. The PSU Awards will increase by 25% if the Company's TSR is in the top quartile;
2. The PSU Awards will decrease by 25% if the Company's TSR is in the bottom quartile; and
3. The PSU Awards will not change if the Company's TSR is in the middle two quartiles.

The maximum number of PSU Awards, including the impact of the TSR performance, that can be earned for a performance period is 250% of the original award.

On February 12, 2020, the Compensation Committee offered, and the NEOs accepted, to settle the 2017 PSU Awards in cash.

In October 2018, the Company granted a special equity award to two NEOs ("7-Year Grant") consisting of PSU Awards that may be adjusted up to 200% based on the Company's relative TSR performance versus the Russell 2000 over a three-year period, and service-based RSU awards, both of which vest which vest in 25% annual increments over four years beginning on the fourth anniversary of the grant date, totaling seven years to be fully vested.

The total compensation cost recognized for PSU Awards is determined using the Monte Carlo valuation methodology, which factors in the value of the TSR when determining the grant date fair value of the award. Compensation cost for the PSU Awards is recognized during the three-year performance and service period based on the probable achievement of the two performance criteria, with the exception of the 7-Year Grant, which compensation cost is recognized during the seven-year service period. All PSUs awards are converted into shares of our common stock at the time the award value is finalized.

A summary of the 2020 RSUs, and PSUs granted to certain NEOs, employees, and the Board of Directors is presented below (shares/units in thousands):

| Grant Year | Award Type | Number of Units Awarded ⁽¹⁾ | Vesting Terms |
|------------|------------|--|--|
| 2020 | RSU | 82 | Vest equally over three service periods ending in 2021, 2022, and 2023 |
| 2020 | PSU | 37 | Three-year performance and service period ending in 2022 |
| 2020 | RSU | 12 | One year service period ending in 2021 |

- (1) PSUs presented are based on the target number of units for the original PSU grant.

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Activity for our RSAs, RSUs, and PSUs is presented below (shares/units in thousands):

| | PSUs | | RSAs and RSUs | | Total | |
|---|------------------------|--|------------------------|--|------------------------|--|
| | Number of Shares/Units | Weighted Average Grant Date Fair Value | Number of Shares/Units | Weighted Average Grant Date Fair Value | Number of Shares/Units | Weighted Average Grant Date Fair Value |
| <i>(in thousands, except grant date values)</i> | | | | | | |
| Balance as of December 31, 2017 | 124 | \$ 51.59 | 316 | \$ 45.51 | 440 | \$ 47.23 |
| Granted | 256 | \$ 68.32 | 193 | \$ 84.78 | 449 | \$ 75.39 |
| Performance adjustment ⁽¹⁾ | 70 | \$ 47.01 | — | \$ — | 70 | \$ 47.01 |
| Vested | (129) | \$ 47.01 | (217) | \$ 46.35 | (346) | \$ 46.60 |
| Canceled/forfeited | — | \$ — | (17) | \$ 54.49 | (17) | \$ 54.49 |
| Balance as of December 31, 2018 | 321 | \$ 65.77 | 275 | \$ 72.03 | 596 | \$ 68.66 |
| Granted | 58 | \$ 92.90 | 130 | \$ 94.42 | 188 | \$ 93.96 |
| Performance adjustment ⁽¹⁾ | 87 | \$ 55.75 | — | \$ — | 87 | \$ 55.75 |
| Vested | (152) | \$ 55.75 | (135) | \$ 68.15 | (287) | \$ 61.57 |
| Canceled/forfeited | — | \$ — | (5) | \$ 77.59 | (5) | \$ 77.59 |
| Balance as of December 31, 2019 | 314 | \$ 72.84 | 265 | \$ 85.07 | 579 | \$ 78.45 |
| Granted | 37 | \$ 182.45 | 94 | \$ 150.12 | 131 | \$ 159.3 |
| Performance adjustment ⁽¹⁾ | 41 | \$ 90.73 | — | \$ — | 41 | \$ 90.73 |
| Vested | (90) | \$ 90.73 | (121) | \$ 90.01 | (211) | \$ 90.32 |
| Canceled/forfeited | — | \$ — | (3) | \$ 121.39 | (3) | \$ 121.39 |
| Balance as of December 31, 2020 | <u>302</u> | <u>\$ 83.40</u> | <u>235</u> | <u>\$ 107.90</u> | <u>537</u> | <u>\$ 94.14</u> |

(1) Adjustment to number of target units awarded for PSUs based on achievement of performance and TSR goals.

The fair value of shares and units vested was \$36.9 million in 2020 and 2019, and \$32.4 million in 2018.

A summary of total unrecognized stock-based compensation expense related to RSAs, RSUs, and PSUs (based on current performance estimates), at December 31, 2020 is presented below:

| <i>(in millions, except years)</i> | December 31, 2020 | Weighted Average Remaining Vesting Period (Years) |
|------------------------------------|-------------------|---|
| Unrecognized expense: | | |
| RSA | \$ 0.8 | 1.02 |
| RSU | 9.9 | 2.29 |
| PSU | 14.2 | 2.72 |
| Total | <u>\$ 24.9</u> | 2.49 |

Employee Stock Purchase Plan

Under the Employee Stock Purchase Plan (the "ESP Plan"), we are authorized to sell, pursuant to short-term stock options, shares of our common stock to our full-time and qualifying part-time employees at a discount from our common stock's fair market value. The ESP Plan operates on the basis of recurring, consecutive one-year periods. Each period commences on August 1 and ends on the following July 31. Compensation expense related to the ESP Plan was not material for any year included in our accompanying consolidated statements of comprehensive (loss) income.

12. TOTAL DEBT

The following table presents our total debt outstanding:

| | As of December 31, 2020 | | |
|---------------------------------------|----------------------------------|------------------------------------|--------------------------------|
| <i>(in millions)</i> | Outstanding Principal | Issuance Costs and Fees | Long-Term Debt, Net |
| Term Loan B due 2024 | \$ 388.0 | \$ 3.2 | \$ 384.8 |
| Revolver | 149.7 | — | 149.7 |
| 2027 Senior Notes | 600.0 | 6.8 | 593.2 |
| 2028 Senior Notes | 500.0 | 5.4 | 494.6 |
| Total debt | 1,637.7 | 15.4 | 1,622.3 |
| Current maturities of long-term debt | 4.0 | — | 4.0 |
| Total debt, net of current maturities | <u>\$ 1,633.7</u> | <u>\$ 15.4</u> | <u>\$ 1,618.3</u> |

| | As of December 31, 2019 | | |
|---------------------------------------|----------------------------------|------------------------------------|--------------------------------|
| <i>(in millions)</i> | Outstanding Principal | Issuance Costs and Fees | Long-Term Debt, Net |
| Term Loan B due 2024 | \$ 392.0 | \$ 4.0 | \$ 388.0 |
| 2027 Senior Notes | 600.0 | 8.0 | 592.0 |
| 2028 Senior Notes | 500.0 | 6.1 | 493.9 |
| Total debt | 1,492.0 | 18.1 | 1,473.9 |
| Current maturities of long-term debt | 4.0 | — | 4.0 |
| Total debt, net of current maturities | <u>\$ 1,488.0</u> | <u>\$ 18.1</u> | <u>\$ 1,469.9</u> |

Credit Agreement

On December 27, 2017, we entered into a senior secured credit agreement (as amended, the "Credit Agreement") with a syndicate of lenders. The Credit Agreement provides for a \$700.0 million senior secured revolving credit facility due 2022 (the "Revolver") and a \$400.0 million senior secured term loan B due 2024 (the "Term Loan B"). Included in the maximum borrowing of \$700.0 million under the Revolver is a letter of credit sub facility not to exceed \$50.0 million and a swing line commitment up to a maximum principal amount of \$50.0 million. The Credit Agreement is collateralized by substantially all of the wholly-owned assets of the Company.

The Company capitalized \$1.6 million of debt issuance costs associated with the Revolver which is being amortized as interest expense over the shorter of the respective debt period or 5 years. The Company also capitalized \$5.1 million of debt issuance costs associated with the Term Loan B portion of the Credit Agreement which is being amortized as interest expense over the shorter of the respective debt period or 7 years.

The interest rates applicable to the Company's borrowings under the Credit Agreement are LIBOR-based plus a spread, as determined by the Company's consolidated total net leverage ratio. The Term Loan B requires quarterly payments of 0.25% of the original \$400.0 million balance, or \$1.0 million per quarter. The Term Loan B may be subject to additional mandatory prepayment from excess cash flow on an annual basis per the provisions of the Credit Agreement. The Company is required to pay a commitment fee on the unused portion of the Revolver as determined by a pricing grid based on the consolidated total net secured leverage ratio of the Company. For the period ended December 31, 2020, the Company's commitment fee rate was 0.30%.

The Credit Agreement contains certain customary affirmative and negative covenants, which include limitations on liens, investments, indebtedness, dispositions, mergers and acquisitions, the making of restricted payments, changes in the nature of business, changes in fiscal year, and transactions with affiliates. The Credit Agreement also contains financial covenants providing for the maintenance of a maximum consolidated secured net leverage ratio (4.0 to 1.0 or 4.5 to 1.0 for the year following any permitted acquisition greater than \$100.0 million) and the maintenance of a minimum consolidated interest coverage ratio of 2.5 to 1.0.

On March 16, 2020, the Company entered into the First Amendment to the Credit Agreement (the "First Amendment"). The First Amendment extended the maturity for the Company's Revolver from December 27, 2022 to at least September 27, 2024,

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which is 91 days prior to the latest maturity date of the Company's term loan facility on December 27, 2024. The First Amendment also lowered the upper limit of the applied spreads with respect to revolving loans from 2.25% to 1.75% and for commitment fees with respect thereto from 0.35% to 0.30% and provides a reduced pricing schedule for outstanding borrowings and commitment fees with respect to the Revolver across all other leverage pricing levels. The First Amendment did not alter the Company's borrowing capacity. The Company capitalized \$2.0 million of debt issuance costs associated with the First Amendment which will be amortized as interest expense over the remaining duration of the Revolver.

The Company had an outstanding balance of \$149.7 million and had \$545.8 million available on the Revolver as of December 31, 2020. The Company had \$67.4 million of cash and cash equivalents as of December 31, 2020.

On April 28, 2020, the Company entered into a Second Amendment to the Credit Agreement (the "Second Amendment"). The Second Amendment (i) provides for a financial covenant relief period through the date on which the Company delivers the Company's quarterly financial statements and compliance certificate for the fiscal quarter ending June 30, 2021, subject to certain exceptions (the "Financial Covenant Relief Period"), (ii) amends the definition of "Consolidated EBITDA" in the Credit Agreement with respect to the calculation of Consolidated EBITDA for the first two fiscal quarters after the termination of the Financial Covenant Relief Period, (iii) extends certain deadlines and makes certain other amendments to the Company's financial reporting obligations, (iv) places certain restrictions on restricted payments during the Financial Covenant Relief Period, and (v) amends the definitions of "Material Adverse Effect" and "License Revocation" in the Credit Agreement to take into consideration COVID-19.

During the Financial Covenant Relief Period, the Company will not be required to comply with the consolidated total secured net leverage ratio financial covenant and the interest coverage ratio financial covenant. The Company has agreed to a minimum liquidity financial covenant that requires the Company and restricted subsidiaries to maintain liquidity of at least \$150.0 million during the Financial Covenant Relief Period. While the Second Amendment is in effect, the Company agreed to limit restricted payments to \$26.0 million.

On February 1, 2021, the Company entered into the Third Amendment to the Credit Agreement to increase the restricted payments capacity during the Financial Covenant Relief Period, as defined in the Second Amendment, from \$26.0 million to \$226.0 million to accommodate a share repurchase from an affiliate of The Duchossois Group, Inc. The Company repurchased the shares using available cash and borrowings under the Company's Revolver. Refer to Note 23, Subsequent Events, for information regarding this transaction.

The interest rate on the Revolver on December 31, 2020 was LIBOR plus 175 points based on the Revolver pricing grid in the Second Amendment and the Company's net leverage ratio as of December 31, 2020. The Term Loan B bears interest at LIBOR plus 200 basis points.

Although the Company was not required to meet the Company's financial covenants under the Credit Agreement on December 31, 2020 (as a result of the Second Amendment), the Company was compliant with all applicable covenants on December 31, 2020.

2027 Senior Notes

On March 25, 2019, we completed an offering of \$600.0 million in aggregate principal amount of 5.50% Senior Unsecured Notes that mature on April 1, 2027 (the "2027 Senior Notes") in a private offering to qualified institutional buyers pursuant to Rule 144A that is exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), and to certain non-U.S. persons in accordance with Regulation S under the Securities Act. The 2027 Senior Notes were issued at par, with interest payable on April 1st and October 1st of each year, commencing on October 1, 2019. The Company used the net proceeds from the offering to repay our outstanding balance on the Credit Agreement. In connection with the offering, we capitalized \$8.9 million of debt issuance costs which are being amortized as interest expense over the term of the 2027 Senior Notes.

The 2027 Senior Notes were issued pursuant to an indenture, dated March 25, 2019 (the "2027 Indenture"), among the Company, certain subsidiaries of the Company as guarantors (the "2027 Guarantors"), and U.S. Bank National Association, as trustee. The Company may redeem some or all of the 2027 Senior Notes at any time prior to April 1, 2022, at a price equal to 100% of the principal amount of the 2027 Senior Notes redeemed plus an applicable make-whole premium. On or after such date, the Company may redeem some or all of the 2027 Senior Notes at redemption prices set forth in the 2027 Indenture. At any time prior to April 1, 2022, the Company may redeem up to 40% of the aggregate principal amount of the 2027 Senior Notes at a redemption price equal to 105.5% of the principal amount thereof with the net cash proceeds of one or more equity offerings provided that certain conditions are met. The terms of the 2027 Indenture, among other things, limit the ability of the Company to: (i) incur additional debt and issue preferred stock; (ii) pay dividends or make other restricted payments; (iii) make certain investments; (iv) create liens; (v) allow restrictions on the ability of certain of our subsidiaries to pay dividends or make other payments; (vi) sell assets; (vii) merge or consolidate with other entities; and (viii) enter into transactions with affiliates.

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In connection with the issuance of the 2027 Senior Notes, the Company and the 2027 Guarantors entered into a Registration Rights Agreement to register any 2027 Senior Notes under the Securities Act for resale that are not freely tradable 366 days from March 25, 2019.

2028 Senior Notes

On December 27, 2017, we completed an offering of \$500.0 million in aggregate principal amount of 4.75% Senior Unsecured Notes that mature on January 15, 2028 (the "2028 Senior Notes") in a private offering to qualified institutional buyers pursuant to Rule 144A that is exempt from registration under the Securities Act, and to certain non-U.S. persons in accordance with Regulation S under the Securities Act. The 2028 Senior Notes were issued at par, with interest payable on January 15th and July 15th of each year, commencing on July 15, 2018. The Company used the net proceeds from the offering to repay a portion of our \$600.0 million 5.375% Senior Unsecured Notes (the "2021 Senior Notes"). In connection with the offering, we capitalized \$7.7 million of debt issuance costs which are being amortized as interest expense over the term of the 2028 Senior Notes.

The 2028 Senior Notes were issued pursuant to an indenture, dated December 27, 2017 (the "2028 Indenture"), among the Company, certain subsidiaries of the Company as guarantors (the "2028 Guarantors"), and U.S. Bank National Association, as trustee. The Company may redeem some or all of the 2028 Senior Notes at any time prior to January 15, 2023, at a price equal to 100% of the principal amount of the 2028 Senior Notes redeemed plus an applicable make-whole premium. On or after such date, the Company may redeem some or all of the 2028 Senior Notes at redemption prices set forth in the 2028 Indenture. At any time prior to January 15, 2021, the Company may redeem up to 40% of the aggregate principal amount of the 2028 Senior Notes at a redemption price equal to 104.75% of the principal amount thereof with the net cash proceeds of one or more equity offerings provided that certain conditions are met. The terms of the 2028 Indenture, among other things, limit the ability of the Company to: (i) incur additional debt and issue preferred stock; (ii) pay dividends or make other restricted payments; (iii) make certain investments; (iv) create liens; (v) allow restrictions on the ability of certain of our subsidiaries to pay dividends or make other payments; (vi) sell assets; (vii) merge or consolidate with other entities; and (viii) enter into transactions with affiliates.

In connection with the issuance of the 2028 Senior Notes, the Company and the 2028 Guarantors entered into a Registration Rights Agreement to register any 2028 Senior Notes under the Securities Act for resale that are not freely tradable 366 days from December 27, 2017.

Future aggregate maturities of total debt are as follows (in millions):

| Years Ended December 31, | | |
|--------------------------|----|---------|
| 2021 | \$ | 4.0 |
| 2022 | | 4.0 |
| 2023 | | 4.0 |
| 2024 | | 525.7 |
| 2025 | | — |
| Thereafter | | 1,100.0 |
| Total | \$ | 1,637.7 |

13. REVENUE FROM CONTRACTS WITH CUSTOMERS

Performance Obligations

As of December 31, 2020, our Churchill Downs segment had remaining performance obligations on contracts with a duration greater than one year relating to television rights, sponsorships, personal seat licenses, and admissions, with an aggregate transaction price of \$131.8 million. The revenue we expect to recognize on these remaining performance obligations is \$32.8 million in 2021, \$36.6 million in 2022, \$23.2 million in 2023, and the remainder thereafter.

As of December 31, 2020, our remaining performance obligations on contracts with a duration greater than one year in segments other than Churchill Downs were not material.

Contract Assets and Contract Liabilities

Contract assets were not material as of December 31, 2020 and 2019.

Contract liabilities were \$53.7 million as of December 31, 2020 and \$63.1 million as of December 31, 2019. Contract liabilities are included in current deferred revenue, non-current deferred revenue, and accrued expense and other current liabilities in the

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accompanying consolidated balance sheets. Contract liabilities primarily relate to our Churchill Downs segment and the decrease was primarily due to revenue recognized for performance obligations related to Churchill Downs Racetrack that were fulfilled in 2020. We recognized \$6.7 million of revenue during the year ended December 31, 2020 that was included in the contract liabilities balance at December 31, 2019. We recognized \$51.2 million of revenue during the year ended December 31, 2019 that was included in the contract liabilities balance at December 31, 2018. We recognized \$53.7 million of revenue during the year ended December 31, 2018 that was included in the contract liabilities balance at January 1, 2018.

Disaggregation of Revenue

In Note 21, Segment Information, the Company has included its disaggregated revenue disclosures as follows:

- For the Churchill Downs segment, revenue is disaggregated between Churchill Downs Racetrack and Derby City Gaming given that Churchill Downs Racetrack's revenues primarily revolve around live racing events while Derby City Gaming's revenues primarily revolve around historical racing events. Within the Churchill Downs segment, revenue is further disaggregated between live and simulcast racing, historical racing, racing event-related services, and other services.
- For the Online Wagering segment, revenue is disaggregated between the TwinSpires Horse Racing business and our TwinSpires Sports and Casino business given that TwinSpires' Horse Racing revenue is primarily related to online pari-mutuel wagering on live race events while the TwinSpires Sports and Casino revenue relates to sports and casino gaming service offerings. Within the Online Wagering segment, revenue is further disaggregated between live and simulcast racing, gaming, and other services.
- For the Gaming segment, revenue is disaggregated by location given the geographic economic factors that affect the revenue of Gaming service offerings. Within the Gaming segment, revenue is further disaggregated between live and simulcast racing, racing event-related services, gaming, and other services.

We believe that these disclosures depict how the amount, nature, timing, and uncertainty of cash flows are affected by economic factors.

14. OTHER BALANCE SHEET ITEMS

Accounts receivable

Accounts receivable is comprised of the following:

| <i>(in millions)</i> | As of December 31, | |
|---|--------------------|---------|
| | 2020 | 2019 |
| Trade receivables | \$ 6.5 | \$ 12.3 |
| Simulcast and online wagering receivables | 26.7 | 20.9 |
| Other receivables | 8.2 | 8.5 |
| | 41.4 | 41.7 |
| Allowance for doubtful accounts | (4.9) | (4.4) |
| Total | \$ 36.5 | \$ 37.3 |

We recognized bad debt expense of \$2.5 million in 2020, \$2.1 million in 2019 and \$1.7 million in 2018.

Accrued expenses and other current liabilities

Accrued expenses and other current liabilities consisted of the following:

| <i>(in millions)</i> | As of December 31, | |
|---------------------------------------|--------------------|----------|
| | 2020 | 2019 |
| Accrued salaries and related benefits | \$ 19.6 | \$ 29.2 |
| Account wagering deposits liability | 38.1 | 28.9 |
| Purses payable | 18.5 | 19.9 |
| Accrued interest | 19.2 | 19.7 |
| Other | 72.4 | 75.7 |
| Total | \$ 167.8 | \$ 173.4 |

15. INVESTMENTS IN AND ADVANCES TO UNCONSOLIDATED AFFILIATES

Investments in and advances to unconsolidated affiliates as of December 31, 2020 and 2019 primarily consisted of a 50% interest in MVG, a 61.3% interest in Rivers Des Plaines (as described further below), and two other immaterial joint ventures.

Miami Valley Gaming

Delaware North Companies Gaming & Entertainment Inc. ("DNC") owns the remaining 50% interest in MVG. Since both we and DNC have participating rights over MVG, and both must consent to MVG's operating, investing and financing decisions, we account for MVG using the equity method.

Our investment in MVG was \$110.1 million as of December 31, 2020 and \$110.8 million as of December 31, 2019. The Company received distributions from MVG of \$20.0 million in 2020, \$23.8 million in 2019 and \$18.8 million in 2018.

Rivers Des Plaines

On March 5, 2019, the Company completed the acquisition of certain ownership interests of Midwest Gaming, the parent company of Rivers Des Plaines to acquire approximately 42% of Midwest Gaming from affiliates and co-investors of Clairvest Group Inc. ("Clairvest") and members of High Plains Gaming, LLC ("High Plains"), an affiliate of Rush Street Gaming, LLC and Casino Investors, LLC ("Casino Investors") for cash consideration of approximately \$406.6 million and \$3.5 million of certain transaction costs and working capital adjustments (the "Sale Transaction"). Following the closing of the Sale Transaction, the parties completed a recapitalization transaction on March 6, 2019 (the "Recapitalization"), pursuant to which Midwest Gaming used approximately \$300.0 million in proceeds from amended and extended credit facilities to redeem, on a pro rata basis, additional Midwest Gaming units held by High Plains and Casino Investors. As a result of the Recapitalization, the Company's ownership of Midwest Gaming increased to 61.3%. High Plains retained ownership of 36.0% of Midwest Gaming and Casino Investors retained ownership of 2.7% of Midwest Gaming.

We also recognized a \$103.2 million deferred tax liability and a corresponding increase in our investment in unconsolidated affiliates related to an entity we acquired in conjunction with our acquisition of the Clairvest ownership stake in Midwest Gaming.

A new limited liability company agreement was entered into by the members of Midwest Gaming as a result of the change in ownership structure. Under the new limited liability company agreement, both the Company and High Plains have participating rights over Midwest Gaming, and both must consent to Midwest Gaming's operating, investing and financing decisions. As a result, we account for Midwest Gaming using the equity method.

The Company's investment in Midwest Gaming is presented at our initial cost of investment plus the Company's accumulated proportional share of income or loss, including depreciation/accretion of the difference in the historical basis of the Company's contribution, less any distributions it has received. Following the Sale Transaction and Recapitalization, the carrying value of the Company's investment in Midwest Gaming was \$835.0 million higher than the Company's underlying equity in the net assets of Midwest Gaming. This equity method basis difference was comprised of \$853.7 million related to goodwill and indefinite-lived intangible assets, \$(13.7) million related to non-depreciable land, \$(9.5) million related to buildings that will be accreted into income over a weighted average useful life of 35.3 years, and \$4.5 million related to personal property that will be depreciated over a weighted average useful life of 3.7 years. As of December 31, 2020, the net aggregate basis difference between the Company's investment in Midwest Gaming and the amounts of the underlying equity in net assets was \$833.3 million.

Our investment in Rivers Des Plaines was \$519.0 million as of December 31, 2020 and \$522.1 million as of December 31, 2019. The Company received distributions from Rivers Des Plaines of \$10.7 million in 2020 and \$14.2 million in 2019.

Ocean Downs

Ocean Downs was accounted for under the equity method prior to August 31, 2018. On August 31, 2018, the Company completed the acquisition of the remaining 50% ownership of Ocean Downs owned by SCH in exchange for liquidating the Company's 25% equity interest in SCH, which is the parent company of Saratoga New York and Saratoga Colorado. As of August 31, 2018, the Company owns 100% of Ocean Downs and has no equity interest or management involvement in Saratoga New York or Saratoga Colorado.

Summarized Financial Results for our Unconsolidated Affiliates

The financial results for our unconsolidated affiliates are summarized below. The summarized income statement information for 2020 and summarized balance sheet information as of December 31, 2020 includes the following equity investments: MVG, Rivers Des Plaines, and one other immaterial joint venture. The summarized income statement information for 2019 and summarized balance sheet information as of December 31, 2019 includes the following equity investments: MVG, Rivers Des Plaines from the transaction date of March 5, 2019, and two other immaterial joint ventures. The summarized income statement information for 2018 includes the following equity investments: MVG, Saratoga New York, Saratoga Colorado, Ocean Downs,

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and two other immaterial joint ventures. The 2018 summarized income statement information includes the results of Ocean Downs, Saratoga New York, and Saratoga Colorado through August 31, 2018.

| <i>(in millions)</i> | December 31, | |
|---|--------------|----------|
| | 2020 | 2019 |
| Assets | | |
| Current assets | \$ 132.8 | \$ 64.0 |
| Property and equipment, net | 267.5 | 256.1 |
| Other assets, net | 244.9 | 240.1 |
| Total assets | \$ 645.2 | \$ 560.2 |
| Liabilities and Members' Deficit | | |
| Current liabilities | \$ 133.5 | \$ 73.3 |
| Long-term debt | 753.5 | 745.0 |
| Other liabilities | 42.3 | 20.6 |
| Members' deficit | (284.1) | (278.7) |
| Total liabilities and members' deficit | \$ 645.2 | \$ 560.2 |

| <i>(in millions)</i> | Years Ended December 31, | | |
|---------------------------------|--------------------------|----------|----------|
| | 2020 | 2019 | 2018 |
| Net revenue | \$ 386.3 | \$ 585.5 | \$ 367.2 |
| Operating and SG&A expense | 252.1 | 411.4 | 271.9 |
| Depreciation and amortization | 17.0 | 13.0 | 22.2 |
| Operating income | 117.2 | 161.1 | 73.1 |
| Interest and other expense, net | (63.1) | (67.0) | (6.3) |
| Net income | \$ 54.1 | \$ 94.1 | \$ 66.8 |

16. LEASES

Our operating leases with terms greater than one year are primarily related to buildings and land. Our operating leases with terms less than one year are primarily related to equipment. Most of our building and land leases have terms of 2 to 10 years and include one or more options to renew, with renewal terms that can extend the lease term from 1 to 5 years or more. Certain of our lease agreements include lease payments based on a percentage of net gaming revenue and others include rental payment adjustments periodically for inflation. The estimated discount rate for each of our leases is determined based on adjustments made to our secured debt borrowing rate.

The components of total lease cost were as follows:

| <i>(in millions)</i> | Year Ended December 31, 2020 | Year Ended December 31, 2019 |
|---|---------------------------------|---------------------------------|
| Short-term lease cost ^{(a) (b)} | \$ 6.5 | \$ 14.3 |
| Operating lease cost ^(b) | 6.6 | 6.7 |
| Finance lease interest expense | 0.1 | — |
| Finance lease amortization expense ^(b) | 0.2 | — |
| Total lease cost | \$ 13.4 | \$ 21.0 |

(a) Includes leases with terms of one month or less

(b) Includes variable lease costs, which were not material

Supplemental cash flow information related to leases are as follows:

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| <i>(in millions)</i> | Year Ended December 31, 2020 | | Year Ended December 31, 2019 | |
|---|---|-----|---|-----|
| Cash paid for amounts included in the measurement of lease liabilities | | | | |
| Operating cash flows from operating leases | \$ | 6.0 | \$ | 5.2 |
| Operating cash flows from finance leases | \$ | 0.1 | \$ | — |
| Financing cash flows from finance lease | \$ | 0.1 | \$ | — |

ROUAs obtained in exchange for lease obligations

| | | | | |
|------------------|----|-----|----|-----|
| Operating leases | \$ | 2.8 | \$ | 3.7 |
| Finance leases | \$ | 5.1 | \$ | 1.5 |

Other information related to operating leases was as follows:

| | As of December 31, | |
|--|---------------------------|-------------|
| | 2020 | 2019 |
| Weighted Average Remaining Lease Term | | |
| Operating leases | 5.9 years | 6.5 years |
| Finance leases | 18.4 years | 14.9 years |
| Weighted Average Discount Rate | | |
| Operating leases | 3.8% | 3.9% |
| Finance leases | 2.9% | 3.9% |

As of December 31, 2020, the future undiscounted cash flows associated with the Company's operating and financing lease liabilities were as follows:

| <i>(in millions)</i> | Years Ended December 31, | | Operating Leases | Finance Leases |
|--|---------------------------------|------|-------------------------|-----------------------|
| 2021 | \$ | 5.5 | \$ | 0.4 |
| 2022 | | 4.3 | | 0.4 |
| 2023 | | 3.8 | | 0.4 |
| 2024 | | 3.8 | | 0.4 |
| 2025 | | 3.6 | | 0.4 |
| Thereafter | | 5.5 | | 6.0 |
| Total future minimum lease payments | | 26.5 | | 8.0 |
| Less: Imputed interest | | 2.8 | | 1.8 |
| Present value of lease liabilities | \$ | 23.7 | \$ | 6.2 |
| Reported lease liabilities as of December 31, 2020 | | | | |
| Accrued expense and other current liabilities (current maturities of leases) | \$ | 4.7 | \$ | 0.2 |
| Other liabilities (non-current maturities of leases) | | 19.0 | | 6.0 |
| Present value of lease liabilities | \$ | 23.7 | \$ | 6.2 |

17. BOARD OF DIRECTOR AND EMPLOYEE BENEFIT PLANS

Board of Directors and Officers Retirement Plan

We provide eligible executives and members of our Board of Directors an opportunity to defer to a future date the receipt of base and bonus compensation for services as well as director's fees through the 2005 Deferred Compensation Plan (the "Deferred Plan"). Our matching contribution on base compensation deferral of executives equals the matching contribution of our profit-sharing plan with certain limits.

Members of our Board of Directors may elect to invest the deferred director fee compensation into our common stock within the Deferred Plan. Investments in our common stock are credited as hypothetical shares of common stock based on the market price of the stock at the time the compensation was earned. Upon the end of the director's service, common stock shares are issued to the director.

On December 13, 2019, the Compensation Committee elected to freeze the Deferred Plan with respect to employee participant deferrals after the 2019 plan year. Members of our Board of Directors may continue to participate in the Deferred Plan.

On December 13, 2019, the Compensation Committee adopted the Churchill Downs Incorporated Restricted Stock Unit Deferral Plan, effective January 1, 2020. Certain individual employees who are management or highly compensated employees of the Company may elect to defer settlement of RSUs granted pursuant to the 2016 Incentive Plan.

Other Retirement Plans

We have a profit-sharing plan for all employees with three months or more of service who are not otherwise participating in an associated profit-sharing plan. We match contributions made by employees up to 3% of the employee's annual compensation and match at 50% any contributions made by the employee up to an additional 2% of compensation with certain limits. We may also contribute a discretionary amount determined annually by the Board of Directors as well as a year-end discretionary match not to exceed 4% of compensation. Our cash contribution to the plan was \$3.7 million in 2020, \$4.1 million in 2019, and \$3.0 million in 2018.

We are a member of a noncontributory defined benefit multi-employer retirement plan for all members of the Pari-mutuel Clerk's Union of Kentucky and several other collectively bargained retirement plans, which are administered by unions. Cash contributions are made in accordance with negotiated labor contracts. Retirement plan expense was \$0.3 million in 2020, \$0.6 million in 2019, and \$0.7 million in 2018. Our policy is to fund this expense as accrued, and we currently estimate that future contributions to these plans will not increase significantly from prior years.

18. FAIR VALUE OF ASSETS AND LIABILITIES

We endeavor to utilize the best available information in measuring fair value. Financial assets and liabilities are classified based on the lowest level of input that is significant to the fair value measurement.

The following methods and assumptions are used to estimate the fair value of each class of financial instruments for which it is practicable to estimate:

Restricted Cash

Our restricted cash accounts that are held in interest-bearing accounts qualify for Level 1 in the fair value hierarchy, which includes unadjusted quoted market prices in active markets for identical assets.

Debt

The fair value of the Company's 2028 Senior Notes and 2027 Senior Notes are estimated based on unadjusted quoted prices for identical or similar liabilities in markets that are not active and as such are Level 2 measurements. The fair value of the Company's Senior Secured Term Loan B due 2024 (the "Term Loan B") and the Revolver approximates the gross carrying value as both are variable rate debt and as such are Level 2 measurements.

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The carrying amounts and estimated fair values by input level of the Company's financial instruments are as follows:

| December 31, 2020 | | | | | |
|--------------------------|------------------------|-------------------|----------------|----------------|----------------|
| <i>(in millions)</i> | Carrying Amount | Fair Value | Level 1 | Level 2 | Level 3 |
| Financial assets: | | | | | |
| Restricted cash | \$ 53.6 | \$ 53.6 | \$ 53.6 | \$ — | \$ — |
| Financial liabilities: | | | | | |
| Term Loan B | 384.8 | 388.0 | — | 388.0 | — |
| Revolver | 149.7 | 149.7 | — | 149.7 | — |
| 2027 Senior Notes | 593.2 | 635.2 | | 635.2 | |
| 2028 Senior Notes | 494.6 | 526.9 | — | 526.9 | — |

| December 31, 2019 | | | | | |
|--------------------------|------------------------|-------------------|----------------|----------------|----------------|
| <i>(in millions)</i> | Carrying Amount | Fair Value | Level 1 | Level 2 | Level 3 |
| Financial assets: | | | | | |
| Restricted cash | \$ 46.3 | \$ 46.3 | \$ 46.3 | \$ — | \$ — |
| Financial liabilities: | | | | | |
| Term Loan B | 388.0 | 392.0 | — | 392.0 | — |
| 2027 Senior Notes | 592.0 | 636.0 | — | 636.0 | — |
| 2028 Senior Notes | 493.9 | 515.2 | — | 515.2 | — |

19. CONTINGENCIES

We are involved in litigation arising in the ordinary course of conducting business. We carry insurance for workers' compensation claims from our employees and general liability for claims from independent contractors, customers and guests. We are self-insured up to an aggregate stop loss for our general liability and workers' compensation coverages.

We review all litigation on an ongoing basis when making accrual and disclosure decisions. For certain legal proceedings, we cannot reasonably estimate losses or a range of loss, if any, particularly for proceedings that are in the early stages of development or where the plaintiffs seek indeterminate damages. Various factors, including but not limited to, the outcome of potentially lengthy discovery and the resolution of important factual questions, may need to be determined before probability can be established or before a loss or range of loss can be reasonably estimated. In accordance with current accounting standards for loss contingencies and based upon information currently known to us, we establish reserves for litigation when it is probable that a loss associated with a claim or proceeding has been incurred and the amount of the loss or range of loss can be reasonably estimated. When no amount within the range of loss is a better estimate than any other amount, we accrue the minimum amount of the estimable loss. To the extent that such litigation against us may have an exposure to a loss in excess of the amount we have accrued, we believe that such excess would not be material to our consolidated financial condition, results of operations, or cash flows. Legal fees are expensed as incurred.

If the loss contingency in question is not both probable and reasonably estimable, we do not establish an accrual and the matter will continue to be monitored for any developments that would make the loss contingency both probable and reasonably estimable. In the event that a legal proceeding results in a substantial judgment against, or settlement by us, there can be no assurance that any resulting liability or financial commitment would not have a material adverse impact on our business.

20. NET INCOME PER COMMON SHARE COMPUTATIONS

The following is a reconciliation of the numerator and denominator of the net income per common share computations:

| <i>(in millions, except per share data)</i> | Years Ended December 31, | | |
|---|--------------------------|-----------|----------|
| | 2020 | 2019 | 2018 |
| Numerator for basic net income (loss) per common share: | | | |
| Net income from continuing operations | \$ 13.3 | \$ 139.6 | \$ 182.6 |
| Net loss attributable to noncontrolling interest | (0.2) | (0.3) | — |
| Net income from continuing operations, net of loss attributable to noncontrolling interests | 13.5 | 139.9 | 182.6 |
| Net (loss) income from discontinued operations | (95.4) | (2.4) | 170.2 |
| Numerator for basic net (loss) income per common share | \$ (81.9) | \$ 137.5 | \$ 352.8 |
| Numerator for diluted net income from continuing operations per common share | | | |
| | \$ 13.5 | \$ 139.9 | \$ 182.6 |
| Numerator for diluted net (loss) income per common share | | | |
| | \$ (81.9) | \$ 137.5 | \$ 352.8 |
| Denominator for net (loss) income per common share: | | | |
| Basic | 39.6 | 40.1 | 41.3 |
| Plus dilutive effect of stock awards | 0.5 | 0.5 | 0.3 |
| Diluted | 40.1 | 40.6 | 41.6 |
| Net (loss) income per common share data: | | | |
| Basic | | | |
| Continuing operations | \$ 0.34 | \$ 3.49 | \$ 4.42 |
| Discontinued operations | \$ (2.41) | \$ (0.06) | \$ 4.12 |
| Net (loss) income per common share - basic | \$ (2.07) | \$ 3.43 | \$ 8.54 |
| Diluted | | | |
| Continuing operations | \$ 0.33 | \$ 3.44 | \$ 4.39 |
| Discontinued operations ⁽¹⁾ | \$ (2.41) | \$ (0.06) | \$ 4.09 |
| Net (loss) income per common share - diluted | \$ (2.08) | \$ 3.38 | \$ 8.48 |

(1) Amounts exclude all potential common equivalent shares for periods when there is a net loss from discontinued operations.

21. SEGMENT INFORMATION

We manage our operations through three reportable segments: Churchill Downs, Online Wagering and Gaming. Our operating segments reflect the internal management reporting used by our chief operating decision maker to evaluate results of operations and to assess performance and allocate resources.

- **Churchill Downs**

The Churchill Downs segment includes live and historical pari-mutuel racing related revenue and expenses at Churchill Downs Racetrack and Derby City Gaming.

Churchill Downs Racetrack is the home of the Kentucky Derby and conducts live racing during the year. Derby City Gaming is an HRM facility that operates under the Churchill Downs pari-mutuel racing license at the auxiliary training facility for Churchill Downs Racetrack in Louisville, Kentucky.

Churchill Downs Racetrack and Derby City Gaming earn commissions primarily from pari-mutuel wagering on live races at Churchill Downs and on historical races at Derby City Gaming, simulcast fees earned from other wagering sites, admissions, personal seat licenses, sponsorships, television rights, and other miscellaneous services (collectively "racing event-related services"), as well as food and beverage services.

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- **Online Wagering**

The Online Wagering segment includes the revenue and expenses for the TwinSpires Horse Racing business and the TwinSpires Sports and Casino business. Both businesses are headquartered in Louisville, Kentucky.

TwinSpires Horse Racing operates the online horse racing wagering business for TwinSpires.com, BetAmerica.com, and other white-label platforms; facilitates high dollar wagering by international customers (through Velocity); and provides the Bloodstock Research Information Services platform for horse racing statistical data.

Our TwinSpires Sports and Casino business operates our sports betting and casino iGaming platform in multiple states, including Colorado, Indiana, Michigan, Mississippi, New Jersey, and Pennsylvania. The TwinSpires sports and casino business includes the mobile and online sports betting and casino results and the results of our three retail sportsbooks in Colorado, Indiana and Michigan which utilize a third party's casino license.

The results of the two retail sportsbooks at our Mississippi properties, our retail sportsbook at Presque Isle in Pennsylvania and the retail and online BetRivers sportsbook in Illinois provided by Rivers Des Plaines and managed by Rush Street Interactive, are included in the Gaming segment.

- **Gaming**

The Gaming segment includes revenue and expenses for the casino properties and associated racetrack or jai alai facilities which support the casino license as applicable. The Gaming segment has approximately 11,000 slot machines and video lottery terminals ("VLTs") and 200 table games located in eight states.

The Gaming segment revenue and expenses includes the following properties:

- Calder Casino and Racing ("Calder")
- Fair Grounds Slots, Fair Grounds Race Course, and Video Services, LLC ("VSI") (collectively, "Fair Grounds and VSI")
- Harlow's Casino Resort and Spa ("Harlow's")
- Lady Luck Casino Nemaquin management agreement
- Ocean Downs Casino and Racetrack ("Ocean Downs")
- Oxford Casino and Hotel ("Oxford")
- Presque Isle
- Riverwalk Casino Hotel ("Riverwalk")

The Gaming segment also includes net income for our ownership portion of the Company's equity investments in the following:

- 61.3% equity investment in Midwest Gaming, the parent company of Rivers Des Plaines in Des Plaines, Illinois
- 50% equity investment in MVG

The Gaming segment generates revenue and expenses from slot machines, table games, VLTs, video poker, retail sports betting, ancillary food and beverage services, hotel services, commission on pari-mutuel wagering, racing event-related services, and / or other miscellaneous operations.

We have aggregated the following businesses as well as certain corporate operations, and other immaterial joint ventures in "All Other" to reconcile to consolidated results:

- Oak Grove
- Newport
- Turfway Park
- Arlington International Racecourse ("Arlington")
- United Tote
- Corporate

Eliminations include the elimination of intersegment transactions. We utilize non-GAAP measures, including EBITDA (earnings before interest, taxes, depreciation and amortization) and Adjusted EBITDA. Our chief operating decision maker utilizes Adjusted EBITDA to evaluate segment performance, develop strategy and allocate resources. Adjusted EBITDA includes the following adjustments:

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Adjusted EBITDA includes our portion of EBITDA from our equity investments.

Adjusted EBITDA excludes:

- Transaction expense, net which includes:
 - Acquisition and disposition related charges, including fair value adjustments related to earnouts and deferred payments;
 - Calder racing exit costs; and
 - Other transaction expense, including legal, accounting, and other deal-related expense;
- Stock-based compensation expense;
- Midwest Gaming's impact on our investments in unconsolidated affiliates from:
 - The impact of changes in fair value of interest rate swaps; and
 - Recapitalization and transaction costs;
- Asset impairments;
- Gain on Ocean Downs/Saratoga Transaction;
- Loss on extinguishment of debt;
- Legal reserves;
- Pre-opening expense; and
- Other charges, recoveries and expenses

We utilize the Adjusted EBITDA metric to provide a more accurate measure of our core operating results and enable management and investors to evaluate and compare from period to period our operating performance in a meaningful and consistent manner. Adjusted EBITDA should not be considered as an alternative to operating income as an indicator of performance, as an alternative to cash flows from operating activities as a measure of liquidity, or as an alternative to any other measure provided in accordance with GAAP. Our calculation of Adjusted EBITDA may be different from the calculation used by other companies and, therefore, comparability may be limited. For segment reporting, Adjusted EBITDA includes intercompany revenue and expense totals that are eliminated in the accompanying consolidated statements of comprehensive (loss) income.

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The tables below present net revenue from external customers and intercompany revenue from each of our segments, Adjusted EBITDA by segment and reconciles comprehensive (loss) income to Adjusted EBITDA:

| <i>(in millions)</i> | Years Ended December 31, | | |
|---|--------------------------|------------|------------|
| | 2020 | 2019 | 2018 |
| Net revenue from external customers: | | | |
| Churchill Downs: | | | |
| Churchill Downs Racetrack | \$ 63.3 | \$ 187.6 | \$ 181.0 |
| Derby City Gaming | 79.5 | 86.6 | 14.8 |
| Total Churchill Downs | 142.8 | 274.2 | 195.8 |
| Online Wagering: | | | |
| TwinSpires Horse Racing | 403.4 | 289.9 | 290.2 |
| TwinSpires Sports and Casino | 4.9 | 0.6 | — |
| Total Online Wagering | 408.3 | 290.5 | 290.2 |
| Gaming: | | | |
| Fair Grounds and VSI | 97.6 | 123.0 | 117.7 |
| Presque Isle | 75.2 | 138.5 | — |
| Ocean Downs | 60.3 | 85.9 | 25.9 |
| Calder | 51.8 | 99.8 | 98.6 |
| Oxford Casino | 44.9 | 101.7 | 102.0 |
| Riverwalk Casino | 49.1 | 58.9 | 54.5 |
| Harlow's Casino | 41.8 | 55.3 | 50.2 |
| Lady Luck Nemaquin | 20.7 | 29.3 | — |
| Saratoga | — | — | 0.6 |
| Total Gaming | 441.4 | 692.4 | 449.5 |
| All Other | 61.5 | 72.6 | 73.5 |
| Net revenue from external customers | \$ 1,054.0 | \$ 1,329.7 | \$ 1,009.0 |
| Intercompany net revenues: | | | |
| Churchill Downs | \$ 17.7 | \$ 15.2 | \$ 12.7 |
| Online Wagering | 1.6 | 1.1 | 1.3 |
| Gaming: | | | |
| Fair Grounds and VSI | 2.2 | 1.8 | 1.6 |
| Presque Isle | 0.2 | 0.5 | — |
| Calder | 0.1 | 0.1 | 0.1 |
| Total Gaming | 2.5 | 2.4 | 1.7 |
| All Other | 13.2 | 11.6 | 11.2 |
| Eliminations | (35.0) | (30.3) | (26.9) |
| Intercompany net revenue | \$ — | \$ — | \$ — |

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Twelve Months Ended December 31, 2020

| <i>(in millions)</i> | Churchill Downs | Online Wagering | Gaming | Total Segments | All Other | Total |
|--|----------------------------|----------------------------|-----------------|---------------------------|------------------|-------------------|
| Net revenue from external customers | | | | | | |
| Pari-mutuel: | | | | | | |
| Live and simulcast racing | \$ 39.4 | \$ 387.5 | \$ 22.9 | \$ 449.8 | \$ 25.3 | \$ 475.1 |
| Historical racing ^(a) | 76.0 | — | — | 76.0 | 17.6 | 93.6 |
| Racing event-related services | 21.0 | — | 3.4 | 24.4 | 0.3 | 24.7 |
| Gaming ^(a) | — | 5.1 | 387.5 | 392.6 | — | 392.6 |
| Other ^(a) | 6.4 | 15.7 | 27.6 | 49.7 | 18.3 | 68.0 |
| Total | <u>\$ 142.8</u> | <u>\$ 408.3</u> | <u>\$ 441.4</u> | <u>\$ 992.5</u> | <u>\$ 61.5</u> | <u>\$ 1,054.0</u> |

Twelve Months Ended December 31, 2019

| <i>(in millions)</i> | Churchill Downs | Online Wagering | Gaming | Total Segments | All Other | Total |
|--|----------------------------|----------------------------|-----------------|---------------------------|------------------|-------------------|
| Net revenue from external customers | | | | | | |
| Pari-mutuel: | | | | | | |
| Live and simulcast racing | \$ 59.0 | \$ 277.1 | \$ 30.7 | \$ 366.8 | \$ 41.1 | \$ 407.9 |
| Historical racing ^(a) | 81.6 | — | — | 81.6 | — | 81.6 |
| Racing event-related services | 118.7 | — | 4.1 | 122.8 | 5.6 | 128.4 |
| Gaming ^(a) | — | 0.6 | 585.2 | 585.8 | — | 585.8 |
| Other ^(a) | 14.9 | 12.8 | 72.4 | 100.1 | 25.9 | 126.0 |
| Total | <u>\$ 274.2</u> | <u>\$ 290.5</u> | <u>\$ 692.4</u> | <u>\$ 1,257.1</u> | <u>\$ 72.6</u> | <u>\$ 1,329.7</u> |

Twelve Months Ended December 31, 2018

| <i>(in millions)</i> | Churchill Downs | Online Wagering | Gaming | Total Segments | All Other | Total |
|--|----------------------------|----------------------------|-----------------|---------------------------|------------------|-------------------|
| Net revenue from external customers | | | | | | |
| Pari-mutuel: | | | | | | |
| Live and simulcast racing | \$ 54.9 | \$ 278.4 | \$ 27.1 | \$ 360.4 | \$ 43.1 | \$ 403.5 |
| Historical racing ^(a) | 13.8 | — | — | 13.8 | — | 13.8 |
| Racing event-related services | 115.2 | — | 3.9 | 119.1 | 5.8 | 124.9 |
| Gaming ^(a) | — | — | 365.9 | 365.9 | — | 365.9 |
| Other ^(a) | 11.9 | 11.8 | 52.6 | 76.3 | 24.6 | 100.9 |
| Total | <u>\$ 195.8</u> | <u>\$ 290.2</u> | <u>\$ 449.5</u> | <u>\$ 935.5</u> | <u>\$ 73.5</u> | <u>\$ 1,009.0</u> |

- (a) Food and beverage, hotel, and other services furnished to customers for free as an inducement to wager or through the redemption of our customers' loyalty points are recorded at the estimated standalone selling prices in Other revenue with a corresponding offset recorded as a reduction in historical racing pari-mutuel revenue for HRMs or gaming revenue for our casino properties. These amounts were \$13.1 million in 2020, \$33.4 million in 2019, and \$26.1 million in 2018.

Churchill Downs Incorporated
Notes to Consolidated Financial Statements

Adjusted EBITDA by segment is comprised of the following:

| <i>(in millions)</i> | Year Ended December 31, 2020 | | |
|---|-------------------------------------|------------------------|-----------------|
| | Churchill Downs | Online Wagering | Gaming |
| Net revenue | \$ 160.5 | \$ 409.9 | \$ 443.9 |
| Taxes and purses | (54.1) | (23.7) | (173.0) |
| Marketing and advertising | (4.1) | (16.5) | (7.5) |
| Salaries and benefits | (26.5) | (13.0) | (75.9) |
| Content expense | (1.0) | (204.9) | (3.5) |
| Selling, general and administrative expense | (7.0) | (8.9) | (25.4) |
| Other operating expense | (29.6) | (33.7) | (60.8) |
| Other income | 0.1 | 0.1 | 78.9 |
| Adjusted EBITDA | <u>\$ 38.3</u> | <u>\$ 109.3</u> | <u>\$ 176.7</u> |

| <i>(in millions)</i> | Year Ended December 31, 2019 | | |
|---|-------------------------------------|------------------------|-----------------|
| | Churchill Downs | Online Wagering | Gaming |
| Net revenue | \$ 289.4 | \$ 291.6 | \$ 694.8 |
| Taxes and purses | (66.5) | (15.3) | (270.3) |
| Marketing and advertising | (7.1) | (12.2) | (21.5) |
| Salaries & benefits | (32.0) | (11.4) | (103.3) |
| Content expense | (2.4) | (152.8) | (6.0) |
| Selling, general and administrative expense | (8.0) | (7.2) | (29.0) |
| Other operating expense | (35.9) | (26.4) | (84.1) |
| Other income | 0.2 | — | 100.3 |
| Adjusted EBITDA | <u>\$ 137.7</u> | <u>\$ 66.3</u> | <u>\$ 280.9</u> |

| <i>(in millions)</i> | Year Ended December 31, 2018 | | |
|---|-------------------------------------|------------------------|-----------------|
| | Churchill Downs | Online Wagering | Gaming |
| Net revenue | \$ 208.5 | \$ 291.5 | \$ 451.2 |
| Taxes and purses | (41.3) | (15.2) | (153.4) |
| Marketing and advertising | (5.7) | (6.0) | (15.5) |
| Salaries & benefits | (23.7) | (9.2) | (68.9) |
| Content expense | (2.2) | (152.0) | (4.1) |
| Selling, general and administrative expense | (5.3) | (5.9) | (18.6) |
| Other operating expense | (28.0) | (24.2) | (60.0) |
| Other income | 0.1 | — | 43.3 |
| Adjusted EBITDA | <u>\$ 102.4</u> | <u>\$ 79.0</u> | <u>\$ 174.0</u> |

Churchill Downs Incorporated
Notes to Consolidated Financial Statements

| <i>(in millions)</i> | Years Ended December 31, | | |
|---|--------------------------|----------|----------|
| | 2020 | 2019 | 2018 |
| Reconciliation of Comprehensive (Loss) Income to Adjusted EBITDA: | | | |
| Comprehensive (loss) income attributable to Churchill Downs Incorporated | \$ (81.9) | \$ 137.5 | \$ 353.2 |
| Foreign currency translation, net of tax | — | — | (0.6) |
| Change in pension benefits, net of tax | — | — | 0.2 |
| Net (loss) income attributable to Churchill Downs Incorporated | (81.9) | 137.5 | 352.8 |
| Net loss attributable to noncontrolling interest | 0.2 | 0.3 | — |
| Net (loss) income before noncontrolling interest | (82.1) | 137.2 | 352.8 |
| Loss (income) from discontinued operations, net of tax | 95.4 | 2.4 | (170.2) |
| Income from continuing operations, net of tax | 13.3 | 139.6 | 182.6 |
| Additions: | | | |
| Depreciation and amortization | 92.9 | 96.4 | 63.6 |
| Interest expense | 80.0 | 70.9 | 40.1 |
| Income tax (benefit) provision | (5.3) | 56.8 | 51.3 |
| EBITDA | \$ 180.9 | \$ 363.7 | \$ 337.6 |
| Adjustments to EBITDA: | | | |
| Selling, general and administrative: | | | |
| Stock-based compensation expense | \$ 23.7 | \$ 23.8 | \$ 17.7 |
| Legal reserves | — | 3.6 | — |
| Other, net | 0.8 | 0.4 | (0.6) |
| Pre-opening expense | 11.2 | 5.1 | 4.8 |
| Other income, expense: | | | |
| Interest, depreciation and amortization expense related to equity investments | 38.5 | 32.6 | 13.9 |
| Changes in fair value of Midwest Gaming's interest rate swaps | 12.9 | 12.4 | — |
| Midwest Gaming's recapitalization and transactions costs | — | 4.7 | — |
| Other charges and recoveries, net | — | (0.2) | — |
| Gain on Ocean Downs/Saratoga transaction | — | — | (54.9) |
| Transaction expense, net | 1.0 | 5.3 | 10.3 |
| Impairment of tangible and other intangible assets | 17.5 | — | — |
| Total adjustments to EBITDA | 105.6 | 87.7 | (8.8) |
| Adjusted EBITDA | \$ 286.5 | \$ 451.4 | \$ 328.8 |
| Adjusted EBITDA by segment: | | | |
| Churchill Downs | \$ 38.3 | \$ 137.7 | \$ 102.4 |
| Online Wagering | 109.3 | 66.3 | 79.0 |
| Gaming | 176.7 | 280.9 | 174.0 |
| Total segment Adjusted EBITDA | 324.3 | 484.9 | 355.4 |
| All Other | (37.8) | (33.5) | (26.6) |
| Total Adjusted EBITDA | \$ 286.5 | \$ 451.4 | \$ 328.8 |

Churchill Downs Incorporated
Notes to Consolidated Financial Statements

The table below presents information about equity in income of unconsolidated affiliates included in our reported segments:

| <i>(in millions)</i> | Years Ended December 31, | | |
|----------------------|---------------------------------|----------------|----------------|
| | 2020 | 2019 | 2018 |
| Gaming | \$ 27.5 | \$ 50.5 | \$ 29.4 |
| All Other | 0.2 | 0.1 | 0.2 |
| | <u>\$ 27.7</u> | <u>\$ 50.6</u> | <u>\$ 29.6</u> |

The table below presents total asset information for each of our segments:

| <i>(in millions)</i> | As of December 31, | |
|----------------------|---------------------------|-------------------|
| | 2020 | 2019 |
| Total assets: | | |
| Churchill Downs | \$ 377.7 | \$ 370.3 |
| Online Wagering | 249.1 | 241.5 |
| Gaming | 957.4 | 1,030.1 |
| Total segment assets | 1,584.2 | 1,641.9 |
| All Other | 1,102.2 | 909.1 |
| | <u>\$ 2,686.4</u> | <u>\$ 2,551.0</u> |

The table below presents total capital expenditures for each of our segments:

| <i>(in millions)</i> | Years Ended December 31, | | |
|------------------------------------|---------------------------------|-----------------|-----------------|
| | 2020 | 2019 | 2018 |
| Capital expenditures: | | | |
| Churchill Downs | \$ 38.2 | \$ 31.4 | \$ 109.6 |
| Online Wagering | 11.6 | 9.7 | 9.7 |
| Gaming | 6.5 | 37.1 | 20.7 |
| Total segment capital expenditures | 56.3 | 78.2 | 140.0 |
| All Other | 177.9 | 53.0 | 9.4 |
| Total capital expenditures | <u>\$ 234.2</u> | <u>\$ 131.2</u> | <u>\$ 149.4</u> |

22. RELATED PARTY TRANSACTIONS

Directors and employees may from time to time own or have interests in horses racing at our racetracks. All such races are conducted under the regulations of each state's respective regulatory agency, as applicable, and no director or employee receives any extra or special benefit with regard to having his or her horses selected to run in races or in connection with the actual running of races. There is no material financial statement impact attributable to directors or employees who may have interests in horses racing at our racetracks.

In the ordinary course of business, we may enter into transactions with certain of our officers and directors for the sale of personal seat licenses, suite accommodations, and tickets for our live racing events. We believe that each such transaction has been on terms no less favorable for us than could have been obtained in a transaction with a third party, and no officer or director received any extra or special benefit in connection with such transactions.

Refer to Note 23, Subsequent Events, for information regarding a related party transaction.

23. SUBSEQUENT EVENTS

Stock Repurchase Agreement

On February 1, 2021, the Company entered into an agreement (the “Stock Repurchase Agreement”) with an affiliate of The Duchossois Group, Inc. (“TDG”) to repurchase 1,000,000 shares of the Company’s common stock for \$193.94 per share in a privately negotiated transaction. The aggregate purchase price was \$193.9 million. The Stock Repurchase Agreement contains customary representations, warranties and covenants of the parties.

The repurchase of shares of common stock from TDG pursuant to the Stock Repurchase Agreement was approved by the Company’s Board of Directors separately from, and will not reduce the authorized amount remaining under, the existing common stock repurchase program from October 2018. The Company repurchased the shares using available cash and borrowings under the Revolver.

Amendment to Credit Agreement

Also, on February 1, 2021, the Company entered into an amendment (the “Third Amendment”) to the Credit Agreement. The Third Amendment increased the amount of certain otherwise restricted payments permitted during the Financial Covenant Relief Period from \$26.0 million to \$226.0 million to accommodate the repurchase of shares of common stock from TDG described above.

Arlington Park

On February 23, 2021, the Company launched a process to sell the 326 acres at Arlington Park.

24. QUARTERLY RESULTS OF OPERATIONS (UNAUDITED)

(in millions, except per common share data)

| | Year Ended December 31, 2020 | | | |
|---|-------------------------------------|-----------------------|----------------------|-----------------------|
| | First Quarter | Second Quarter | Third Quarter | Fourth Quarter |
| Net revenues | \$ 252.9 | \$ 185.1 | \$ 337.8 | \$ 278.2 |
| Operating (loss) income | (11.6) | (0.4) | 49.5 | 22.7 |
| (Loss) income from continuing operations, net of tax | (22.6) | (23.6) | 43.1 | 16.4 |
| (Loss) income from discontinued operations, net of tax | (0.9) | (95.2) | — | 0.7 |
| Net (loss) income per common share - basic ^(c) : | | | | |
| Continuing operations | \$ (0.57) | \$ (0.59) | \$ 1.09 | \$ 0.41 |
| Discontinued operations | \$ (0.02) | \$ (2.41) | \$ — | \$ 0.02 |
| Net (loss) income per common share - basic | <u>\$ (0.59)</u> | <u>\$ (3.00)</u> | <u>\$ 1.09</u> | <u>\$ 0.43</u> |
| Net (loss) income per common share - diluted ^(c) : | | | | |
| Continuing operations | \$ (0.57) | \$ (0.59) | \$ 1.08 | \$ 0.41 |
| Discontinued operations | \$ (0.02) | \$ (2.41) | \$ — | \$ 0.02 |
| Net (loss) income per common share - diluted | <u>\$ (0.59)</u> | <u>\$ (3.00)</u> | <u>\$ 1.08</u> | <u>\$ 0.43</u> |

Churchill Downs Incorporated
Notes to Consolidated Financial Statements

(in millions, except per common share data)

| | Year Ended December 31, 2019 | | | |
|---|-------------------------------------|-----------------------|----------------------|-------------------------------------|
| | First Quarter^(a) | Second Quarter | Third Quarter | Fourth Quarter^(b) |
| Net revenues | \$ 265.4 | \$ 477.4 | \$ 306.3 | \$ 280.6 |
| Operating income | 28.0 | 156.4 | 27.8 | 3.5 |
| Income from continuing operations, net of tax | 11.9 | 108.3 | 15.2 | 4.2 |
| Income (loss) from discontinued operations, net of tax | (0.3) | (1.2) | (0.4) | (0.5) |
| Net income (loss) per common share - basic ^(c) : | | | | |
| Continuing operations | \$ 0.30 | \$ 2.70 | \$ 0.38 | \$ 0.11 |
| Discontinued operations | (0.01) | (0.03) | (0.01) | (0.01) |
| Net income per common share - basic | \$ 0.29 | \$ 2.67 | \$ 0.37 | \$ 0.10 |
| Net income (loss) per common share - diluted ^(c) : | | | | |
| Continuing operations | \$ 0.30 | \$ 2.66 | \$ 0.37 | \$ 0.11 |
| Discontinued operations | (0.01) | (0.03) | (0.01) | (0.01) |
| Net income per common share - diluted | \$ 0.29 | \$ 2.63 | \$ 0.36 | \$ 0.10 |

(a) First quarter of 2019 includes the acquisitions of Presque Isle and Lady Luck Nemaquin, and the equity investment in Midwest Gaming.

(b) Fourth quarter of 2019 includes the acquisition of Turfway Park and \$10.0 million accelerated amortization of the purchase and sale rights related to the Turfway Park Acquisition.

(c) Net (loss) income per common share calculations for each quarter are based on the weighted average number of shares outstanding during the respective period. The sum of the quarters may not equal the full-year income (loss) per share.

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Churchill Downs Incorporated

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Churchill Downs Incorporated and its subsidiaries (the “Company”) as of December 31, 2020 and 2019, and the related consolidated statements of comprehensive (loss) income, shareholders’ equity and cash flows for each of the three years in the period ended December 31, 2020, including the related notes and schedule of valuation and qualifying accounts for each of the three years in the period ended December 31, 2020 listed in the index appearing under Item 15(a)(2) (collectively referred to as the “consolidated financial statements”). We also have audited the Company’s internal control over financial reporting as of December 31, 2020, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2020 and 2019, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2020 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2020, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

Changes in Accounting Principles

As discussed in Note 2 to the consolidated financial statements, the Company changed the manner in which it accounts for leases in 2019 and the manner in which it accounts for revenue from contracts with customers in 2018.

Basis for Opinions

The Company’s management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management’s Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company’s consolidated financial statements and on the Company’s internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Impairment Assessment for the Presque Isle Indefinite-Lived Gaming Rights Intangible Asset

As described in Notes 2, 7, and 8 to the consolidated financial statements, the Company's indefinite-lived gaming rights intangible assets balance was \$288.2 million as of December 31, 2020, of which \$62.6 million relates to the Presque Isle indefinite-lived gaming rights intangible asset. Management performs an annual review for impairment as of April 1 of each fiscal year for its indefinite-lived intangible assets, or more frequently if events or circumstances indicate that it is more likely than not the relevant asset may be impaired. During the quarter ended March 31, 2020, management concluded it was more likely than not that the Presque Isle gaming rights intangible asset may be impaired due to the impact and uncertainty of the COVID-19 pandemic. Management performed an impairment assessment and recognized an impairment of \$15.0 million for the Presque Isle indefinite-lived gaming rights intangible asset. The fair value of the Presque Isle indefinite-lived gaming rights intangible asset was determined by management using the Greenfield Method, which is an income approach methodology that calculates the present value based on a projected cash flow stream. The primary inputs used by management in the estimation of the fair value of the Presque Isle indefinite-lived gaming rights intangible asset included estimated future revenue, operating expenses, start-up costs, and discount rate.

The principal considerations for our determination that performing procedures relating to the impairment assessment for the Presque Isle indefinite-lived gaming rights intangible asset is a critical audit matter are (i) the high degree of auditor judgment and subjectivity in performing procedures relating to the fair value measurement of the gaming rights indefinite-lived intangible asset due to the significant judgment by management when developing the fair value estimate; (ii) significant audit effort in evaluating the significant assumptions related to estimated future revenue, operating expenses, start-up costs, and discount rate; and (iii) the audit effort involved the use of professionals with specialized skill and knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the intangible asset impairment assessment, including controls over management's valuation of the Presque Isle indefinite-lived gaming rights intangible asset. These procedures also included, among others, testing management's process for developing the fair value of the Presque Isle indefinite-lived gaming rights intangible asset; evaluating the appropriateness of the Greenfield Method; testing the completeness and accuracy of underlying data used in the Greenfield Method; and evaluating the reasonableness of significant assumptions used by management related to estimated future revenue, operating expenses, start-up costs, and discount rate. Evaluating management's assumptions related to estimated future revenue, operating expenses, and start-up costs involved evaluating whether the assumptions used were reasonable considering the current and past performance of Presque Isle and relevant third-party economic and industry data. Professionals with specialized skill and knowledge were used to assist in evaluating the appropriateness of the Greenfield Method and evaluating the reasonableness of the discount rate assumption.

/s/ PricewaterhouseCoopers LLP

Louisville, Kentucky

February 24, 2021

We have served as the Company's auditor since 1990.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures designed to ensure that information required to be disclosed in our reports that we filed or submitted under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures.

As required by the Securities and Exchange Commission Rule 13a-15(e), we carried out an evaluation, under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of December 31, 2020. Based upon the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective.

Changes in Internal Control over Financial Reporting

There has been no change in our internal controls over financial reporting during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. Our process for evaluating controls and procedures is continuous and encompasses constant improvement of the design and effectiveness of established controls and procedures.

Management's Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting of Churchill Downs Incorporated, as defined in Rules 13a-15(f) or 15d-15(f) under the Securities Exchange Act of 1934, as amended. Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of Churchill Downs Incorporated's internal control over financial reporting based upon the framework in the *Integrated Control-Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based upon our evaluation under the framework in the *Internal Control-Integrated Framework (2013)* management has concluded that Churchill Downs Incorporated's internal control over financial reporting was effective as of December 31, 2020.

/s/ William C. Carstanjen

William C. Carstanjen

Chief Executive Officer

February 24, 2021

/s/ Marcia A. Dall

Marcia A. Dall

Executive Vice President and

Chief Financial Officer

February 24, 2021

/s/ Chad E. Dobson

Chad E. Dobson

Vice President and

Chief Accounting Officer

February 24, 2021

The effectiveness of the Company's internal control over financial reporting as of December 31, 2020 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears herein.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information with respect to our directors and audit committee is incorporated by reference to the definitive proxy statement on Schedule 14A to be filed with the Securities and Exchange Commission no later than 120 days after December 31, 2020.

We have adopted a Code of Conduct that applies to all directors, employees, and officers, including our Chief Executive Officer, Chief Financial Officer and principal financial officers. This Code of Conduct is available on our corporate website, www.churchilldownsincorporated.com, under the "Corporate Governance" subheading of the "Investors" heading and is also available to shareholders upon request.

Information about our Executive Officers

| Name | Age as of 2/24/2021 | Principal Occupation for the Past Five Years and Position with Churchill Downs Incorporated |
|-----------------------|------------------------|--|
| William C. Carstanjen | 53 | Chief Executive Officer since August 2014; President and Chief Operating Officer from March 2011 to August 2014. |
| William E. Mudd | 49 | President and Chief Operating Officer since October 2015; President and Chief Financial Officer from August 2014 to October 2015; Executive Vice President and Chief Financial Officer from October 2007 to August 2014. |
| Marcia A. Dall | 57 | Executive Vice President and Chief Financial Officer since October 2015; Executive Vice President and Chief Financial Officer of Erie Insurance Group and Erie Indemnity Company, a public corporation (Nasdaq: ERIE), from March 2009 through October 2015. |
| Austin W. Miller | 57 | Senior Vice President of Gaming Operations since August 2013. |

ITEM 11. EXECUTIVE COMPENSATION

The information required by this item with respect to executive compensation is incorporated by reference to the definitive proxy statement on Schedule 14(a) to be filed with the Securities and Exchange Commission no later than 120 days after December 31, 2020; provided, that the Compensation Committee Report will not be deemed to be "filed" with this Report.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED SHAREHOLDER MATTERS

The information required by this item with respect to security ownership of certain beneficial owners and management and related shareholder matters is with respect to securities authorized for issuance under equity compensation plans incorporated by reference to the definitive proxy statement on Schedule 14A to be filed with the Securities and Exchange Commission no later than 120 days after December 31, 2020.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this item with respect to transactions with related persons and director independence matters is incorporated by reference to the definitive proxy statement on Schedule 14A to be filed with the Securities and Exchange Commission no later than 120 days after December 31, 2020.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by this Item with respect to principal accounting fees and services is incorporated by reference to the definitive proxy statement on Schedule 14A to be filed with the Securities and Exchange Commission no later than 120 days after December 31, 2020.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULE

Pages

| | |
|---|------------|
| (a) (1) Consolidated Financial Statements | |
| The following financial statements of Churchill Downs Incorporated for the years ended 2020, 2019 and 2018 are included in Part II, Item 8: | |
| <u>Consolidated Balance Sheets</u> | <u>53</u> |
| <u>Consolidated Statements of Comprehensive (Loss) Income</u> | <u>52</u> |
| <u>Consolidated Statements of Shareholders' Equity</u> | <u>54</u> |
| <u>Consolidated Statements of Cash Flows</u> | <u>55</u> |
| <u>Notes to Consolidated Financial Statements</u> | <u>57</u> |
| <u>Report of Independent Registered Public Accounting Firm</u> | <u>99</u> |
| (2) Schedule II—Valuation and Qualifying Accounts | <u>110</u> |
| All other schedules are omitted because they are not applicable, not significant or not required, or because the required information is included in the consolidated financial statements or notes thereto. | |
| (3) For the list of required exhibits, see exhibit index. | <u>104</u> |
| (b) Exhibits | <u>104</u> |
| <u>See exhibit index.</u> | |
| (c) All financial statements and schedules except those items listed under Items 15(a)(1) and (2) above are omitted because they are not applicable or not required, or because the required information is included in the consolidated financial statements or notes thereto. | |

EXHIBIT INDEX

| <u>Numbers</u> | <u>Description</u> | <u>By Reference To</u> |
|----------------|---|--|
| 3 | (a) Amended and Restated Articles of Incorporation of Churchill Downs Incorporated, as amended and restated on January 25, 2019 | Exhibit 3.2 to Current Report on Form 8-K filed January 17, 2019 |
| | (b) Amended and Restated Bylaws of Churchill Downs Incorporated, as amended July 3, 2012 | Exhibit 3.2 to Current Report on Form 8-K filed July 10, 2012 |
| 4 | (a) Rights Agreement, dated as of March 19, 2008 by and between Churchill Downs Incorporated and National City Bank | Exhibit 4.1 to Current Report on Form 8-K filed March 17, 2008 |
| | (b) Indenture, dated as of December 27, 2017, by and among Churchill Downs Incorporated, the guarantors party thereto and U.S. Bank National Association | Exhibit 4.1 to Current Report on Form 8-K filed December 27, 2017 |
| | (c) Indenture, dated as of March 25, 2019, by and among Churchill Downs Incorporated, the guarantors party thereto and U.S. Bank National Association | Exhibit 4.1 to Current Report on Form 8-K filed March 26, 2019 |
| | (d) Registration Rights Agreement, dated as of December 27, 2017, by and among Churchill Downs Incorporated, the guarantors party thereto and J.P. Morgan Securities LLC | Exhibit 4.2 to Current Report on Form 8-K filed December 27, 2017 |
| | (e) Registration Rights Agreement, dated as of March 25, 2019, by and among Churchill Downs Incorporated, the guarantors party thereto and J.P. Morgan Securities, LLC | Exhibit 4.2 to Current Report on Form 8-K filed March 26, 2019 |
| | (f) Description of the Registrant's Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934*** | |
| 10 | (a) Churchill Downs Incorporated Amended and Restated Supplemental Benefit Plan effective December 1, 1998* | Exhibit 10(a) to Annual Report on Form 10-K for the fiscal year ended December 31, 1998 filed March 31, 1999 |
| | (b) Churchill Downs Incorporated Amended and Restated Deferred Compensation Plan for Employees and Directors* | Exhibit 10(a) to Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2001 filed May 15, 2001 |
| | (c) Lease Agreement, dated as of January 1, 2002, by and between the City of Louisville, Kentucky and Churchill Downs Incorporated | Exhibit 2.1 to Current Report on Form 8-K filed January 6, 2003 |
| | (d) 2005 Churchill Downs Incorporated Deferred Compensation Plan* | Exhibit 10.1 to Current Report on Form 8-K filed June 21, 2005 |
| | (e) 2006 Amendment to 2005 Churchill Downs Incorporated Deferred Compensation Plan* | Exhibit 10.1 to Current Report on Form 8-K filed June 8, 2006 |
| | (f) Churchill Downs Incorporated 2007 Omnibus Stock Incentive Plan* | Exhibit A to Schedule 14A filed April 30, 2007 |
| | (g) Amendment to Churchill Downs Incorporated 2005 Deferred Compensation Plan Adopted June 28, 2007* | Exhibit 10(b) to Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2007 filed August 7, 2007 |
| | (h) Third Amendment to the 2005 Churchill Downs Incorporated Deferred Compensation Plan* | Exhibit 10.2 to Current Report on Form 8-K filed December 19, 2019 |
| | (i) Amended and Restated Terms and Conditions of Performance Stock Awards Issued Pursuant to the Churchill Downs Incorporated 2007 Omnibus Stock Incentive Plan, dated as of December 19, 2008* | Exhibit 10.1 to Current Report on Form 8-K filed December 22, 2008 |
| | (j) First Amendment to the Churchill Downs Incorporated Amended and Restated Incentive Compensation Plan (1997), effective November 14, 2008* | Exhibit 10 (vv) to Annual Report on Form 10-K for the fiscal year ended December 31, 2008 filed March 4, 2009 |

| <u>Numbers</u> | <u>Description</u> | <u>By Reference To</u> |
|-----------------------|--|--|
| (k) | 2005 Churchill Downs Incorporated Deferred Compensation Plan (As Amended as of December 1, 2008)* | Exhibit 10 (ww) to Annual Report on Form 10-K for the fiscal year ended December 31, 2008 filed March 4, 2009 |
| (l) | Churchill Downs Incorporated Executive Severance Policy (Amended Effective as of November 12, 2008)* | Exhibit 10 (xx) to Annual Report on Form 10-K for the fiscal year ended December 31, 2008 filed March 4, 2009 |
| (m) | Form of Churchill Downs Incorporated Restricted Stock Agreement pursuant to the 2007 Omnibus Stock Incentive Plan* | Exhibit 10(LL) to Annual Report on Form 10-K for the fiscal year ended December 31, 2011 filed March 12, 2012 |
| (n) | Churchill Downs Incorporated Executive Annual Incentive Plan, effective January 1, 2013* | Exhibit A to Schedule 14A filed May 3, 2012 |
| (o) | Amendment to the Churchill Downs Incorporated 2007 Omnibus Stock Incentive Plan* | Exhibit B to Schedule 14A filed May 3, 2012 |
| (p) | Form of Restricted Stock Agreement pursuant to the 2007 Omnibus Stock Incentive Plan, dated as of February 9, 2015, by and between Churchill Downs Incorporated and each of William C. Carstanjen and William E. Mudd* | Exhibit 10.1 to Current Report on Form 8-K filed February 12, 2015 |
| (q) | Form of Churchill Downs Incorporated Restricted Stock Unit Agreement pursuant to the 2007 Omnibus Stock Incentive Plan* | Exhibit 10.1A to Current Report on Form 8-K filed September 28, 2015 |
| (r) | Form of Churchill Downs Incorporated Performance Share Unit Agreement pursuant to the 2007 Omnibus Stock Incentive Plan* | Exhibit 10.1B to Current Report on Form 8-K filed September 28, 2015 |
| (s) | Stock Repurchase Agreement, dated as of June 9, 2017, by and between Churchill Downs Incorporated and CDI Holdings, LLC | Exhibit 10.1 to Current Report on Form 8-K filed June 12, 2017 |
| (t) | Amended and Restated Stockholder's Agreement, dated as of June 9, 2017, by and between Churchill Downs Incorporated and CDI Holdings, LLC | Exhibit 10.2 to Current Report on Form 8-K filed June 12, 2017 |
| (u) | Stock Repurchase Agreement, dated February 1, 2021, between Churchill Downs Incorporated and CDI Holdings, LLC | Exhibit 10.1 to Current Report on Form 8-K filed February 2, 2021 |
| (v) | Credit Agreement, dated as of December 27, 2017, by and among Churchill Downs Incorporated, the subsidiary guarantors party thereto, the lenders party thereto, JPMorgan Chase Bank, N.A. and PNC Bank, National Association | Exhibit 4.3 to Current Report on Form 8-K filed December 27, 2017 |
| (w) | First Amendment to Credit Agreement, dated March 16, 2020, among Churchill Downs Incorporated, the subsidiary guarantors party thereto, the lenders party thereto, JPMorgan Chase Bank, N.A., and PNC Bank, National Association | Exhibit 10.1 to Current Report on Form 8-K filed March 16, 2020 |
| (x) | Second Amendment to Credit Agreement, dated April 28, 2020, among Churchill Downs Incorporated, the subsidiary guarantors and the lenders party thereto, and JPMorgan Chase Bank, N.A., and PNC Bank, National Association | Exhibit 10.1 to Current Report on Form 8-K filed April 29, 2020 |
| (y) | Third Amendment to Credit Agreement, dated February 1, 2021, among Churchill Downs Incorporated, the subsidiary guarantors and the lenders parties thereto, and JPMorgan Chase Bank, N.A. | Exhibit 10.2 to Current Report on Form 8-K filed February 2, 2021 |
| (z) | Form of Churchill Downs Incorporated Non-Employee Director Restricted Share Units Agreement* | Exhibit 10(a) to Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2016 filed August 3, 2016 |
| (aa) | Churchill Downs Incorporated 2016 Omnibus Stock Incentive Plan* | Exhibit 10.1 to Current Report on Form 8-K filed April 29, 2016 |

| <u>Numbers</u> | <u>Description</u> | <u>By Reference To</u> |
|-----------------------|--|--|
| (bb) | First Amended and Restated Churchill Downs Incorporated 2000 Employee Stock Purchase Plan* | Exhibit B to Schedule 14A filed March 29, 2016 |
| (cc) | Churchill Downs Incorporated Restricted Stock Unit Deferred Compensation Plan* | Exhibit 10.1 to Current Report on Form 8-K filed December 19, 2019 |
| (dd) | Form of Performance Share Unit Agreement pursuant to the 2016 Omnibus Stock Incentive Plan by and between Churchill Downs Incorporated and each of William C. Carstanjen and William E. Mudd* | Exhibit 10.1 to Current Report on Form 8-K filed November 5, 2018 |
| (ee) | Form of Restricted Stock Unit Agreement pursuant to the 2016 Omnibus Stock Incentive Plan by and between Churchill Downs Incorporated and each of William C. Carstanjen and William E. Mudd* | Exhibit 10.2 to Current Report on Form 8-K filed November 5, 2018 |
| (ff) | Executive Change in Control, Severance and Indemnity Agreement, dated as of October 30, 2018, by and between Churchill Downs Incorporated and William C. Carstanjen* | Exhibit 10.3 to Current Report on Form 8-K filed November 5, 2018 |
| (gg) | Executive Change in Control, Severance and Indemnity Agreement, dated as of October 30, 2018, by and between Churchill Downs Incorporated and William E. Mudd* | Exhibit 10.4 to Current Report on Form 8-K filed November 5, 2018 |
| (hh) | Change in Control, Severance, and Indemnity Agreement, dated as of October 1, 2019, by and between Churchill Downs Incorporated and Austin W. Miller* | Exhibit 10.1 to Current Report on Form 8-K filed October 2, 2019 |
| (ii) | Executive Change in Control, Severance and Indemnity Agreement, dated as of July 27, 2020, by and between Churchill Downs Incorporated and Marcia A. Dall* | Exhibit 10.1 to Current Report on Form 8-K filed July 30, 2020 |
| (jj) | First amendment to the Churchill Downs Incorporated Restricted Stock Unit Deferral Plan, dated as of February 12, 2020* | Exhibit 10(ff) to Annual Report on Form 10-K for the fiscal year ended December 31, 2019 filed February 26, 2020 |
| (kk) | Class Action Settlement Agreement, dated as of July 24, 2020, by and between Kater et al. and Churchill Downs Incorporated et al.** | |
| 21 | Subsidiaries of the Registrant** | |
| 23 | Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm** | |
| 31 | (a) Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002** | |
| | (b) Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002** | |
| 32 | Certification of Chief Executive Officer and Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished pursuant to Rule 13a-14(b))* ** | |
| 101 | INS Inline XBRL Instance Document** | |
| 101 | SCH Inline XBRL Taxonomy Extension Schema Document** | |
| 101 | CAL Inline XBRL Taxonomy Extension Calculation Linkbase Document** | |

| <u>Numbers</u> | <u>Description</u> | <u>By Reference To</u> |
|----------------|--|------------------------|
| 101 DEF | Inline XBRL Taxonomy Extension Definition Linkbase Document** | |
| 101 LAB | Inline XBRL Taxonomy Extension Label Linkbase Document** | |
| 101 PRE | Inline XBRL Taxonomy Extension Presentation Linkbase Document** | |
| 104 | Cover Page Interactive Data File (formatted in inline XBRL and contained in Exhibit 101) | |

* Management contract or compensatory plan or arrangement.

** Filed herewith.

*** Furnished herewith.

ITEM 16. FORM 10-K SUMMARY

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on the Company's behalf by the undersigned, thereunto duly authorized.

CHURCHILL DOWNS INCORPORATED

/s/ William C. Carstanjen

William C. Carstanjen
Chief Executive Officer
(Principal Executive Officer)
February 24, 2021

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

/s/ William C. Carstanjen

William C. Carstanjen
Chief Executive Officer
February 24, 2021
(Director and Principal Executive Officer)

/s/ William E. Mudd

William E. Mudd
President and
Chief Operating Officer
February 24, 2021

/s/ Marcia A. Dall

Marcia A. Dall
Executive Vice President and
Chief Financial Officer
February 24, 2021
(Principal Financial and
Accounting Officer)

/s/ R. Alex Rankin

R. Alex Rankin
February 24, 2021
(Chairman of the Board)

/s/ Ulysses L. Bridgeman

Ulysses L. Bridgeman
February 24, 2021
(Director)

/s/ Robert L. Fealy

Robert L. Fealy
February 24, 2021
(Director)

/s/ Douglas C. Grissom

Douglas C. Grissom
February 24, 2021
(Director)

/s/ Daniel P. Harrington

Daniel P. Harrington
February 24, 2021
(Director)

/s/ Karole F. Lloyd

Karole F. Lloyd
February 24, 2021
(Director)

/s/ Paul C. Varga

Paul C. Varga
February 24, 2021
(Director)

CHURCHILL DOWNS INCORPORATED
SCHEDULE II—VALUATION AND QUALIFYING ACCOUNTS

| <i>(in millions)</i> | Balance Beginning of Year | Change in Accounting Standard | Charged to Expense | Deductions | Balance End of Year |
|----------------------------------|--|--|-----------------------------------|-------------------|------------------------------------|
| Allowance for doubtful accounts: | | | | | |
| 2020 | \$ 4.4 | \$ 0.5 | \$ 2.5 | \$ (2.5) | \$ 4.9 |
| 2019 | 4.0 | — | 2.1 | (1.7) | 4.4 |
| 2018 | 3.6 | — | 3.0 | (2.6) | 4.0 |

| <i>(in millions)</i> | Balance Beginning of Year | Additions | Deductions | Balance End of Year |
|--|--|------------------|-------------------|------------------------------------|
| Deferred income tax asset valuation allowance: | | | | |
| 2020 | \$ 0.2 | \$ 1.2 | \$ — | \$ 1.4 |
| 2019 | 0.2 | — | — | 0.2 |
| 2018 | 0.2 | — | — | 0.2 |

DIRECTORS AND EXECUTIVE OFFICERS

Directors

Ulysses L. Bridgeman, Jr.
Owner & CEO
Heartland Coca-Cola Bottling
Company, LLC

William C. Carstanjen
Chief Executive Officer
Churchill Downs Incorporated

Robert L. Fealy
Managing Director
Limerick Investments, LLC

Douglas C. Grissom
Managing Director
Madison Dearborn Partners

Daniel P. Harrington
President & CEO
HTV Industries, Inc.

Karole F. Lloyd
Former Vice Chair and Southeast
Regional Managing Partner,
Ernst & Young, LLC

R. Alex Rankin
Chairman of the Board,
Churchill Downs Incorporated
Chairman, Sterling G. Thompson Company,
LLC; President, Upson Downs Farm, Inc.

Paul C. Varga
Former Chairman and CEO
Brown-Forman Corporation

Executive Officers

William C. Carstanjen
Chief Executive Officer

William E. Mudd
President & Chief Operating Officer

Marcia A. Dall
Executive Vice President &
Chief Financial Officer

Austin W. Miller
Senior Vice President, Gaming Operations

Directors Emeriti

Charles W. Bidwill, Jr.
Catesby W. Clay
Craig J. Duchossois
Richard L. Duchossois
J. David Grissom
G. Watts Humphrey, Jr.
James F. McDonald
Thomas H. Meeker
Carl F. Pollard
Darrell R. Wells

Corporate Office

Churchill Downs Incorporated
 600 N. Hurstbourne Parkway
 Suite 400
 Louisville, KY 40222

Stock Information

Churchill Downs Incorporated is traded on the NASDAQ Global Market under the ticker symbol "CHDN."

Annual Meeting

Shareholders will attend the Annual Meeting by visiting www.proxydocs.com/CHDN at 9:00 a.m. local time Tues., 4/20/2021.

Transfer Agent and Registrar

American Stock Transfer & Trust Company, LLC
 59 Maiden Lane, Plaza Level
 New York, NY 10038
 Tel: (877) 715-0510

Other Information

Copies of our 2020 Annual Report on Form 10-K and other filings with the Securities and Exchange Commission may be obtained without charge by contacting our corporate office or through our website: www.churchilldownsincorporated.com

CHURCHILL DOWNS
INCORPORATED

600 N. Hurstbourne Parkway, Ste. 400
Louisville, Kentucky 40222
Telephone: 502.636.4400
www.churchilldownsincorporated.com