



# Larry H. Miller

## Employee Handbook

### Miller Automotive Operations

Arizona  
California  
Colorado  
Idaho

New Mexico  
Utah  
Washington

This handbook contains important information about our company, policies, procedures and benefits. It is important that all employees fully understand the information contained in this handbook. If an employee cannot read English proficiently, he or she should contact the Miller Management Corporation at (801) 563-4100 to make translation arrangements.

Aviso a Empleados: Este manual contiene información importante sobre nuestra compañía, reglas, procedimientos y beneficios. Es importante para nosotros que todos los empleados entiendan completamente la información contenida en este manual. Si un empleado no puede leer Inglés bien, el o ella debe ponerse en contacto con un miembro de la gerencia mayor al (801) 563-4100 para obtener ayuda en la traducción.

# Welcome

Welcome to the Larry H. Miller Group of Companies. We're pleased to have you on board! I know you will find yourself among one of the best employee groups in the country.

We began in 1979 as a single Toyota dealership. From the nucleus of a single location with fewer than 30 employees, we have become a collection of businesses ranging from automobile dealerships, to movie theatres, to a racetrack. In over 30 years, the organization has grown to over 10,000 employees in over 22 states.

Much of our success is rooted in the dedication and perseverance of our employees. Their belief in our management principles, and willingness to go the extra mile, makes our employees the best asset we have to offer consumers.

While I may not be able to sit down with you personally, please know that your hard work is noticed and appreciated, and your feedback regarding how we can improve our business operations is welcome.

As for my part, it is my goal to you that I will continue to work diligently to lead this company in new directions which may provide additional opportunities for you. I want to provide you with a workplace where you are safe, respected, and never asked to compromise your integrity.

I ask that you help us protect the legal, financial, and moral well being of this company. It is important that we all strive to make every one of our entities profitable and well respected in our communities.

We have built something special, and I invite you to share it with us.

Sincerely,



Clark Whitworth  
President



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## ► PURPOSE OF THIS HANDBOOK

This handbook explains the policies and conditions of your employment with a company that is a free-standing company that is part of a group of corporations (hereinafter referred to as the “Larry H. Miller Group of Companies”). This handbook is designed to acquaint you with information about working conditions, employee benefits, and some of the policies affecting your employment. This handbook is intended to provide an overview of the Company’s personnel policies and procedures and does not necessarily represent all such policies or procedures.

It is important that you familiarize yourself with its contents because the handbook describes many of your responsibilities as an employee and outlines the programs developed to benefit employees. One of our objectives is to provide a work environment that is conducive to both personal and professional growth.

The Company’s personnel policies are guidelines and not legally binding on the employer and the Company reserves the right to depart from those policies and guidelines or change them at its sole discretion. This does not apply to the Mutual Arbitration Agreement or Company Vehicle Deductible Form. The Arbitration Agreement and Company Vehicle Deductible Form are enforceable and binding upon the employee and Company.

Where not prohibited by state statute, employment is “at-will.” An employee may quit for any reason or no reason at all and employer may terminate employment relationship at any time with or without cause or notice. The at-will status of employees at the Company may not be altered by any oral or written statement or promise by anyone except in a written contract signed by the employee and the Chief Executive Officer of the Company.

This handbook is for general guidance only. The policies and procedures expressed in this handbook do not create a binding contract or any other obligation or liability on the Company. Any written material distributed to employees pursuant to state or federal law does not impose any contractual liability on the Company. Further, the Company is not bound by any promises or commitments to an employee except for those made in a written contract signed by the employee and the Chief Executive Officer of the Company, except that this statement does not apply to the Mutual Arbitration Agreement and Company Vehicle Deductible form provided separately from this Handbook, which are intended to be enforceable and bind both Company and Employee. The Company reserves the right to change its policies and procedures at any time for any reason in its sole discretion.

No employee handbook can anticipate every circumstance or question about policy. After reading this handbook, if you have any questions, please contact your Human Resource Vice President or the Sr. Vice President of Human Resources for the Miller Management Corporation at (801) 563-4100. Please note that the need may arise to revise, supplement, or rescind portions of this handbook at any time.

## ► EQUAL EMPLOYMENT OPPORTUNITY POLICY

The philosophy of the Larry H. Miller Group of Companies is to fill open positions with the most qualified candidates available. It is the policy of the Larry H. Miller Group of Companies to comply with all federal, state, and local laws and regulations, and to grant equal employment opportunities to all qualified persons without regard to race, sex, gender, sexual orientation, religion, age, color, national origin, physical or mental disability, genetic disposition, military or veteran’s status, or any other basis protected by federal, state or local law.

### **At-Will Employment**

This handbook is not intended to create any contractual obligation between the Larry H. Miller Group of Companies and its employees or the employees that it manages. Where not prohibited by state statute, employment is “at-will,” which means the employee may quit for any reason or no reason at all and the employer may terminate the employment relationship at any time for any lawful reason, with or without cause or notice. This statement does not apply to the Mutual Agreement to Arbitrate Claims or Company Vehicle Use Deductible Form, provided separately from this Handbook, which are intended to be enforceable and bind both Company and Employee.

# Our History

Larry, a native of Salt Lake City, married his high school sweetheart, Gail Saxton in 1965, three years after graduating from West High School. They raised five children, have 24 grandchildren, and four great-grandchildren.

Larry H. Miller began his automotive career at a Salt Lake City jobber store in 1963 and later joined Peck and Shaw Toyota/GMC in Murray in 1968. Larry moved his family to Denver, Colorado in 1970 where he was a Parts Manager for four-and-a-half years, General Manager for two years, and an Operations Manager over a five-dealership network for two years.

In 1979, he returned to Salt Lake City to purchase Toyota of Murray. The Larry H. Miller Group of Companies now sells 18 different automobile brands at over 55 dealership locations in seven western states. Specializing in the sale of new and used automobiles, each dealership also offers financing and insurance products through Prestige Financial Services and the Landcar Agency. Our dealerships are supplied with printing and chemicals through Performance Automotive, now merged with Saxton Horne Communications, which handles advertising and media services for all Miller properties.

Our group entered the sports industry with the acquisition of the Utah Jazz in 1985-86. Miller believed if he didn't purchase the team on behalf of the community, it would be sold to out-of-town investors or moved to another state, and Utah would never have another NBA team.

Miller's unwavering personal commitment to professional sports in Utah also led to the development of eight additional properties within Miller Sports and Retail Properties.

Our most visible contribution to downtown Salt Lake City is EnergySolutions Arena, formerly known as the Delta Center, which was built in 1990. The building is one of the few arenas in the country designed principally for basketball. In March of 2003, the Zions Bank Basketball Center was opened. It is one of the premier basketball training and practice facilities in the country.

In 1993, the company purchased the independent television station KJZZ and in 2007 took over the operation of 1320 KFAN radio and KFAN2 1230 AM in Salt Lake City.

Miller entered into the movie theater and restaurant businesses in 1999 by developing the Jordan Commons complex in Sandy, Utah with a 10-story office tower, the Mayan Restaurant, and Megaplex Theatres at Jordan Commons. The organization expanded with management of Megaplex Theatres at the Gateway in Salt Lake City, the purchase of Megaplex Theatres at Thanksgiving Point in Lehi, the building of Megaplex Theatres at the District in South Jordan and Megaplex Theatres at The Junction in Ogden, and most recently Megaplex Theatres at Legacy Crossing in Centerville.



## March 25, 1965

Married Gail Saxton



## April 5, 1979

Purchased First Dealership,  
Toyota of Murray



## 1985-86

Purchased the Utah Jazz



Miller's dedication to sports also led him to purchase the Salt Lake Stingers in February 2005. He decided to bring classic baseball back to Salt Lake City by renaming and rebranding the team the Salt Lake Bees.

Fanzz retail apparel and sports memorabilia stores are located in 12 states and offer merchandise from the NCAA, NBA, NFL, and MLB.

All-Star Catering provides food and beverage services for all Miller properties as well as outside venues and companies.

In 2005, Miller broke ground on his most ambitious project to date. Miller Motorsports Park is a 500-acre, state-of-the-art road racing facility for automobiles, motorcycles, and karts in Tooele, Utah. Located just 25 minutes west of Salt Lake City International Airport, the park boasts a 4.5 mile road course – the longest in the U.S.

A dynamic entrepreneur and business leader, Miller was also known for his charitable efforts. Miller coined the phrase, "Go about doing good until there is too much good in the world." In 1995, Larry and Gail established Larry H. Miller Charities. The non-profit operates as the charitable division of our group of companies. Funding for contributions come from our businesses, our employees, and fund raisers in the community.

The Millers believe their legacy isn't in business as much as it is in creating opportunities for good jobs and higher education. As a part of this goal, the Miller family provides close to 300 college scholarships each year.

The organization and community was saddened when Larry passed away on February 20, 2009 following a long and challenging battle with diabetes. He will be remembered by so many people whose lives were touched and enriched by his generosity and vision.

**"Go about doing good until there's too much good in the world."**

**– Larry H. Miller**

**May 22, 1990**

Delta Center Ground-breaking



**1999**

Developed Jordan Commons



**March 30, 2005**

Purchased Salt Lake Stingers



**April 26, 2005**

Miller Motorsports Park Ground-breaking





### July 2008

Greg Miller, Chief Executive Officer of the Larry H. Miller Group of Companies



### January 2014

Clark Whitworth, President and Chief Financial Officer, Miller Management Corporation

## The Legacy Lives On

The same values that helped Larry H. Miller find success were passed on to his son, Greg, who took the reigns of the company as CEO in July 2008.

Greg Miller began working in the family business in 1979 when his father, Larry H. Miller, purchased his first auto dealership — a Toyota store in Murray, Utah. Greg began his career by sweeping floors and working in the parts department when he was just 13 years old.

During Greg's tenure as CEO, the company experienced unprecedented growth, doubling its revenue and increasing in total employees. The Larry H. Miller Group of Companies included more than 80 companies across the United States.

In March 2015, the Miller Family reorganized the Group in order to transition to a corporate structure ensuring continued growth well into the future.

As a 25-year veteran of the company, Clark Whitworth was named President and CFO of the Miller Management Corporation, overseeing all Group operations and reporting to the Board of Directors.

Clark began his career with the LHM Group in 1987 working on special projects including financing the Delta Center (now EnergySolutions Arena) as well as implementing 401(k) and financial administration, resulting in his appointment in the early 1990s as Chief Financial Officer for Miller Automotive Operations and Miller Family Real Estate.

Before joining the LHM Group, Clark worked in public accounting at Peat, Marwick, Mitchell & Co. in New Orleans and for Deloitte in Salt Lake City. He subsequently accepted a position with the Rick Warner Group of Companies in Salt Lake City, where he gained significant experience in the automotive industry.

He completed his bachelor's degree in accounting from Utah State University in just three years and is a Certified Public Accountant. Clark has also taught a course on business turnarounds for the MBA program at the University of Utah and served on the board of trustees for Larry H. Miller Charities.

Clark's current role as President and CFO will be to strategically direct the Larry H. Miller Group's operations toward planned growth and profitability.





OUR MISSION

**TO ENRICH  
LIVES**

OUR VISION

**TO BE THE  
BEST PLACE  
IN TOWN  
TO WORK  
AND THE  
BEST PLACE  
IN TOWN  
TO DO  
BUSINESS**

OUR VALUES

**INTEGRITY**  
Do The Right Thing

**HARD WORK**  
Give Your Best Every Day

**STEWARDSHIP**  
Preserve And Grow The Base

**SERVICE**  
Give Of Yourself

GUIDING PRINCIPLES

Protect the legal, financial and moral well-being of the company.

Be a student. Be a teacher. Be a leader.

Have a little fun. Make a little money. Take care of the customer.

Remember, our business is a means to an end.

Go about doing good until there's too much good in the world.

# Discounts

**Employees receive \$1.50 off** the current price of evening and matinee shows for immediate family members at Megaplex Theatres.

**Employees also receive 10% discount** at the food court.

## ▶ AUTOMOTIVE REPAIRS

Employees and their immediate family (persons living in the same household) receive discounts on personal auto repairs and service from the Larry H. Miller Group of Companies. **Parts are available to employees for cost plus 10% and labor is the retail labor rate less 25%.**

Employees and their immediate family will receive a **10% discount off labor and will pay cost plus 10% on parts for work performed at a Larry H. Miller Body Shop if the employee is paying for the repairs.** There is no discount on sublet items, paint, materials, or on insurance claims (due to contracts between the insurance companies and the insured).

## ▶ ENERGYSOLUTIONS ARENA / JORDAN COMMONS DISCOUNTS

Employee discounts are available for many events or services at EnergySolutions Arena, Megaplex Theatres and food courts.

Discount movie tickets are available for all films. **Employees receive \$1.50 off the current price of evening and matinee shows for immediate family members** (significant others, children, parents or siblings).

See your payroll administrator for details or call the Miller Management Corporation at (801) 563-4100 for arena events. All tickets are subject to availability.

**Employees receive a 10% discount at the food court.**

When requesting discounts, proof of your current employment may be required. If you live outside of Utah and are planning a trip to the area, call the Miller Management Corporation for ticket availability.



## ▶ FANZZ DISCOUNT

**All employees receive a 25% discount off regularly-priced merchandise at Fanzz sports apparel stores,** located in major malls along the Wasatch Front in Utah, and in California, Colorado, Delaware, Idaho, Illinois, Indiana, Iowa, Kansas, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Mexico, Ohio, Oregon, Pennsylvania, Texas, Washington, Wisconsin and Wyoming. Bring proof of current employment with you, such as a business card, name tag, pay stub, etc.

## ▶ VEHICLE PURCHASE / LEASE DISCOUNT

We hope our employees would not think of buying a vehicle from anywhere but one of the Larry H. Miller automotive dealerships and as such, receive the benefit of the Group's employee purchase program. As one of the largest dealer groups in the country, nearly every make and model is available at a special employee price.

## ▶ GUIDELINES

Employees will be offered competitive wholesale prices on their trade-in.

As a general rule, each employee is entitled to purchase two vehicles per year. Vehicles must be for the personal use of the employee, spouse or legal dependants, and not for resale. Title and registration cannot be in the name of anyone other than the employee, except vehicles may be jointly registered in the names of the employee and spouse or employee and dependent.



The Group's management fee is waived for employee purchases and leases. The lease acquisition fee for employees is at dealership cost (no mark up) and no pre-assessed cost. Manufacturer rebates are returned to the employee. Employees will be charged documentary fees on purchases and leases. Contact the Miller Management Corporation for a complete and current copy of the purchase/lease guidelines.

Employees should contact their **General Manager** or the **Miller Management Corporation** at **(801) 563-4100** for a referral to the appropriate contact at each dealership.

### ▶ **NEW VEHICLES**

An employee's price for a new vehicle is dealer invoice plus state sales tax, license fees, documentary fees, and any dealer accessory add-ons. All customer incentives will also be deducted from the price of purchase. Due to high demand, some makes and models may be exempt from the employee discount or may be offered on an order-only basis at the automotive General Manager's discretion.

### ▶ **USED VEHICLES**

Retail used units are available for \$500 over dealer cost.

### ▶ **FINANCING**

Employees purchasing a new or used vehicle from a Larry H. Miller dealership, will receive special financing not to exceed cost plus .5%.

### ▶ **INSURANCE**

Employees will receive special pricing when purchasing an insurance-related product offered by Total Care Auto including:

Service Contract	Dealership cost + \$100
GAP Protection	Dealership cost + \$50
Appearance Protection Products	Dealership cost + \$50
Vehicle Theft Registration	Dealership cost + \$50
Pre-Paid Maintenance	Based upon dealership's cost at standard customer pricing contingent upon maintenance plan and fuel type (gas or diesel) purchased.



## Holiday Match

**Set aside one percent (1%)**

**Get another one percent (1%) match from the Company up to a maximum of \$1,000**

All employees (except as designated by Senior Management or by State regulation) have the option of participating in the Holiday Match. Employees who elect to set aside one percent (1%) of their earnings up to a maximum of \$100,000 gross wages will receive that back on or after Thanksgiving plus another one percent (1%) match from the Company. In the event an employee leaves employment prior to the bonus distribution date, the Company's one percent (1%) match is not considered to be earned and deemed to be forfeited.

*\*Due to restrictions in California law the Holiday Match is not available to California employees.*

## Insurance and Retirement Benefits

The Larry H. Miller Group of Companies offers a cafeteria plan that allows employees to choose their benefits from a "flexible benefits menu," including health insurance, dental insurance, voluntary vision, and reimbursement accounts (Cafeteria-Plan 125 account). A cafeteria plan, as established by the IRS, allows employers to offer an array of benefits to employees on a pre-tax basis. The Company also offers employees basic life insurance, dependent and spouse voluntary life insurance, voluntary short term disability insurance, and basic and voluntary long-term disability insurance. An employee assistance program is also provided. See the Company's Benefit Guide for benefit descriptions.

Full-time employees are eligible to participate in the Group's plans after a designated waiting period has been satisfied, as identified in the plan documents.

All enrollment elections must be received by the employee's benefits administrator prior to an employee's effective date. Enrollment forms submitted after an employee's eligibility effective date cannot be implemented. The next eligibility period is at annual enrollment. An annual enrollment is offered each year, whereby you may evaluate your personal and family benefit situation and decide which benefits meet your needs. Once you elect or waive coverage, the election is in place for the entire plan year and cannot be changed unless there is a qualifying event (you get married or divorced, you add a dependent child, your spouse or child dies, your spouse gains or loses coverage through his or her employer, or your dependent gains or loses eligibility for coverage). You have 30 days from the qualifying event date to add or delete the individual member.

For complete information regarding benefits, limitations, and exclusions, as well as a description of grievance procedures and binding arbitration of disputes, refer to the sponsor plan document provided by the insurance carriers. Plan documents and group policies are on file at Miller Management Corporation and posted online at [employee.lhm.com](http://employee.lhm.com) and [portal.adp.com](http://portal.adp.com). The plan document always

governs a member's eligibility and benefit coverage. Please see your respective Office Manager or Human Resources representative for any questions regarding the Company's benefits.

All cafeteria elected benefits are cancelled on the last day of the month of an employee's termination. However, you are eligible to continue insurance coverage under the Consolidated Omnibus Budget Reconciliation Act (COBRA) and/or respective state extension. Following employment termination, you will be notified in writing regarding this right. Under the Patient Protection and Affordable Care Act (ACA), you have the option to purchase health insurance through Federal and/or state exchanges as an alternative to COBRA coverage.

### ► MOVING? GETTING MARRIED? NEW BABY?

For benefits and tax purposes, notify your payroll administrator immediately of any change in your status, such as address, marital status, family additions, etc.

### ► RETIREMENT – 401(K)

The Larry H. Miller Associates Retirement Plan offers eligible employees the opportunity to participate in a Traditional 401(k) and/or Roth 401(k).

Effective 1/1/2015, employees are eligible to participate at:

- Age 21
- The 1st of the month following 60 consecutive days of full-time employment.
- Completion of a minimum of 1000 hours from initial anniversary date; thereafter minimum hour requirement is based on calendar year (applies to part-time employees).

A 401(k) plan offers eligible employees a systematic and tax-deferred way to save for retirement while benefiting from a Company match of 50 cents for every dollar an employee invests on the first 6% of the employee's income (the maximum employer contribution is 3% of an employee's annual wage). Participants may elect a deferral contribution between 1 to 50% of their income.

Eligible participants will be automatically enrolled in the Larry H. Miller Associates Retirement Plan at a minimum 1% deferral rate. Participants may continue to elect up to 50% deferral, or waive participation. Employees may change their deferral contribution on a monthly basis. Federal tax laws and the IRS place annual maximum limitations on your pre-tax contributions. See the 401(k) employee guide for additional information.

Because each individual's circumstances are unique, participants may want to seek advice from a qualified tax professional when planning for retirement to decide which plans to elect, fund options to select and the contribution amount which best fits his or her retirement needs. Contact your respective Office Manager or Human Resources representative for more information regarding the 401(k) Retirement Plan.

## IS IT POSSIBLE TO CHANGE INSURANCE?

You can change your enrollment benefit elections only during specified enrollment periods unless you experience one of these qualifying events:

- You get married or divorced.
- You add a dependent child (birth, adoption, or change in custody).
- Your spouse or dependent dies.
- Your spouse gains or loses coverage through his or her employer.

If any of the above events occur, see your payroll administrator. Changes must be made within 30 days of the event.



### ► WORKERS' COMPENSATION INSURANCE

The Larry H. Miller Group of Companies, in accordance with state law, provides Workers' Compensation insurance for employees in case of applicable work-related illness or injury. Workers' Compensation insurance is intended to provide medical care and pay for lost time resulting from an injury or illness sustained in the course of employment. It is important to immediately report all work-related accidents, injuries, and illnesses, no matter how minor they may seem at the time, to your supervisor. When a work-related injury occurs, the injured employee will be returned to work consistent with applicable law.

Workers' Compensation only covers activities related to and within the course and scope of employment. Coverage is not available for injuries that occur during your voluntary participation in any activity that is not part of your work-related duties, even if the activity is sponsored by the employer or attended by other employees.

All employees should remember that it may be a crime to knowingly file a false or fraudulent claim for Workers' Compensation benefits, or to knowingly submit false or fraudulent information in connection with any Workers' Compensation claim. Employees who engage in Workers' Compensation fraud will be subject to discipline up to and including termination of employment.



# Leave/Time Off

## ► FAMILY AND MEDICAL LEAVE

The Larry H. Miller Group of Companies complies with the requirements of the U.S. Department of Labor Family and Medical leave Act (FMLA). Eligible employees may take up to 12 work weeks of unpaid leave in a calendar year for one or more of the following reasons:

- Birth and care of the employee's newborn child
- Placement of an adopted or foster care child with the employee
- Care for the employee's spouse, son, daughter, or parent with a serious health condition
- Employee's own serious health condition
- For any qualifying exigency arising out of the fact that a spouse, son, daughter, or parent is a military member on covered active duty or call to covered active duty status
- An eligible employee may also take up to 26 work weeks of leave during a calendar year to care for a covered service member with a serious injury or illness, when the employee is the spouse, son, daughter, parent, or next of kin of the service member.

\*The Larry H. Miller Group of Companies complies with all respective state leave requirements.

To be eligible for FMLA leave, you must have worked for the Larry H. Miller Group of Companies for 12 months; completed 1,250 working hours during the preceding year before the start of leave, and work at a worksite with 50 or more employees or where there are 50 or more Larry H. Miller employees within 75 miles of the worksite.

It is the Larry H. Miller Group of Companies' policy that you are required to use earned vacation leave, and sick leave where use is consistent with the sick leave policy, during FMLA leave. Vacation and sick leave time may accrue during an approved FMLA leave.

When making a request for FMLA leave, you need to make your request to your respective Office Manager/Dealership Human Resources representative. You must complete the applicable certification form which supports your request for FMLA. You must provide 30 days advance written notice, when possible. Your employer will notify you of your leave eligibility within five business days of your leave request. You will be informed in writing of your rights and responsibilities, including medical certification requirements, rights to use paid leave, insurance premium obligations, and job restoration rights and obligations. A final FMLA designation of leave will be provided within five business days after your employer receives the medical certification. If your leave requires a medical certification, you may be required to get a second or third medical opinion at the employer's expense. If there are deficiencies in the applicable medical certification, you will be notified in writing and given seven days to respond. If the deficiencies are not corrected within that time period, your leave may be denied. With your permission, your employer is authorized to communicate directly with your medical provider.

## **APPLICABLE FMLA FORMS WHICH REQUIRE COMPLETION INCLUDE:**

- Certification of Health Care Provider for Employee's Serious Health Condition
- Certification of Health Care Provider for Family Member's Serious Health Condition
- Notice of Eligibility and Rights & Responsibilities
- Designation Notice
- Certification of Qualifying Exigency For Military Family Leave
- Certification for Serious Injury or Illness of Covered Service Member - or Military Family Leave
- Larry H. Miller FMLA Forms: Promissory Note, and Fitness for Duty Form

Visit [dol.gov](http://dol.gov) and [employee.lhm.com](http://employee.lhm.com) for the forms.

Under some circumstances, employees may take FMLA leave on an intermittent or reduced schedule basis when medically necessary to care for a serious health condition of the employee or the employee's child, parent, registered domestic partner or child of a registered domestic partner in states which recognize registered domestic partners or spouses. When leave is needed for planned medical treatment, the employee must make a reasonable effort to schedule treatment so as not to unduly disrupt the employer's operations.

During a FMLA leave, you have the option of maintaining your health coverage under the existing terms and conditions of the health plan. If your leave is substituted for "paid leave" through vacation or sick pay, your portion of health insurance premiums will continue to be payroll-deducted if you have authorized the deductions in writing. If your leave is "unpaid leave" you will need to remit your portion of premiums directly to payroll by the first of each month in order to continue your benefits. Prior to returning to work from FMLA after leave for your own serious health condition, a fitness for duty form is required and must be completed by your health care provider. Employees will be restored to their original or equivalent position with equivalent pay, benefits, and other employment terms. The use of FMLA leave cannot result in the loss of any employment benefit and other employment terms that accrued prior to the start of an employee's leave. However, if a bonus or other payment is based on the achievement of a specified goal, such as hours worked, products sold, or perfect attendance, and an employee has not met the goal due to FMLA, the payment for such bonus may be denied.

If you do not return to work when your FMLA leave ends, you may have voluntarily resigned your position. The Larry H. Miller Group of Companies does not offer or administer any other leave of absence provision beyond FMLA and any other leave as specifically noted in this handbook.

For additional information about FMLA leaves of absence, please contact your respective Office Manager/Human Resource representative.

## **▶ APPLICABLE FMLA FORMS WHICH REQUIRE COMPLETION INCLUDE:**

- Certification of Health Care Provider for Employee's Serious Health Condition
- Certification of Health Care Provider for Family Member's Serious Health Condition
- Notice of Eligibility and Rights & Responsibilities
- Designation Notice
- Certification of Qualifying Exigency for Military Family Leave
- Certification for Serious Injury or Illness of Covered Service Member - or Military Family Leave
- Larry H. Miller FMLA Forms: Promissory Note, and Fitness for Duty Form

**Visit [dol.gov](http://dol.gov) and [employee.lhm.com](http://employee.lhm.com) to obtain further details, conditions and forms.**



## ► FUNERAL LEAVE

The Larry H. Miller Group of Companies has established the following guidelines concerning bereavement leave for full-time employees:

When the death of a spouse, registered domestic partner or child of a registered domestic partner (in states which recognize registered domestic partners), or child occurs, the employee will be granted leave with pay for the day of the death to one day following the funeral day, up to a maximum of seven days. All additional days that may be required will be subtracted from vacation time.

When the death of another immediate family member occurs such as mother, mother-in-law, step-mother, father, father-in-law, step-father, brother, brother-in-law, step-brother, sister, sister-in-law, or step-sister, leave will be granted with pay for one day prior to the funeral, the day of the funeral, and the day following the funeral. Any additional days that may be required will be subtracted from vacation time.

For deaths in an employee's family that do not include immediate family, such as grandmother, grandfather, aunt, uncle, niece, or nephew, leave will be granted with pay for the day of the funeral only. Any additional days that may be required will be subtracted from vacation time.

All other requests for leave concerning death will be subtracted from earned vacation time. If you require bereavement leave, you must contact your supervisor immediately to make arrangements.

## ► HOLIDAYS

Full-time employees, NOT including commissioned sales people and sales management, will be paid for the following holidays each year; New Year's Day, Memorial Day, Independence Day, Pioneer Day (Utah employees), Labor Day, Thanksgiving and Christmas Day.

Due to the nature of our industries, there will be times when it is necessary for employees to work on scheduled holidays. In that case, managers may operate with a reduced staff and offer the eligible employees who must work an alternative day off or holiday pay (an extra day's pay).

Employees must have been employed full-time for 90 consecutive calendar days to be eligible for holiday pay.

If you are sick or on vacation during your scheduled shift before or after the holiday, you will be paid for the holiday only if the vacation day was previously approved or if the sick day was approved (a note from a health care provider may be required; however, medical notes are not required to contain any diagnosis information.)

Employees who leave the Company are entitled to compensation for unused earned holiday pay.

## Paid Holidays

- New Year's Day
- Memorial Day
- Independence Day
- Pioneer Day (Utah employees)
- Labor Day
- Thanksgiving Day
- Christmas Day



## **Military Leave**

Employees called for duty in an active National Guard, US Reserve or similar military unit, the company will grant you appropriate military leave in accordance with applicable state and federal laws.

### ▶ **JURY DUTY LEAVE**

Jury or witness duty is compelled by a court order or subpoena and is NOT a civil, traffic, or criminal court appearance on your behalf. Jury or witness duty pay will apply only to scheduled working hours. You must report to work daily before and after court attendance whenever reasonably possible. You will not be terminated, nor will any adverse employment action be taken, as a result of witness or jury duty.

Employees who have completed a minimum of 30 days of employment may request up to two weeks of paid jury or witness leave over any two-year period. Otherwise, the leave is unpaid, however, you may use any accrued vacation. Any fees paid by the court or other authority for jury duty should be returned to the Company during a paid jury or witness duty leave.

You will be paid for witness duty only if you have been subpoenaed. You will be required to provide a copy of the summons from the court requesting your appearance for jury duty or as a witness to your respective Office Manager/ Human Resource representative. You may also be required to provide updated documentation during the leave or upon return to work.

### ▶ **MILITARY LEAVE**

If you are called for duty in an active National Guard, U.S. Reserve, or similar military unit, the Company will grant you appropriate military leave in accordance with applicable state and federal laws. Notify your supervisor as soon as possible. The Larry H. Miller Group of Companies complies with the provisions outlined in the Uniformed Services Employment and Reemployment Rights Act of 1994 (USERRA). The Group will pay the difference between the service person's rate of pay and the employee's rate of pay for service personnel who are not "actively" deployed, and will include such terms of duty such as "summer camp," or intermittent duty.

For more information regarding Military Leave, please refer to the posting of your rights under the Uniformed Services Employment and Reemployment Rights Act ("USERRA") and contact your respective Office Manager/Human Resource representative

### ▶ **SICK LEAVE**

Paid sick leave is available for full-time, exempt, and non-commissioned hourly employees.

Eligible employees will accrue sick leave at the rate of one-half day per month (or six days per year), up to a maximum accrual of 18 days (based on an eight-hour work day).

Accrual begins on the first day of the first full month of employment. Employees can use their accrued sick leave after they have accumulated at least ½ day. Days can only be used after they have been accrued. Employees will be paid for sick leave at their regular rate of pay. Unless required by state law, no payment will be made for unused sick leave at the time of termination.

An employee can take sick leave only if he or she is ill and unable to work, has a medical appointment or is needed to care for an ill child, ill parent, ill spouse or a child or spouse of a registered domestic partner (in states that recognize registered domestic partners).

Employees may be required to produce written documentation from a health care provider of the need for sick leave; however, medical notes are not required to contain any diagnosis information.

Employees will not accrue sick leave while on leave without pay (unless the leave is covered by FMLA or is otherwise required by law). Employees must call in and speak with a supervisor when reporting sick leave.

Earned sick leave is not paid to a terminated employee.

Anyone who abuses the sick leave policy is subject to disciplinary action, up to and including termination.

### ► PERSONAL TIME OFF (PTO)

Full-time employees are eligible for paid time off (PTO).

After an employee's five-year anniversary of full-time employment, an employee earns one day PTO. After an employee's 10-year anniversary of full-time employment, an employee earns two days PTO (based on an eight-hour work day).

PTO is earned on the employee's anniversary date.

PTO must be taken within the year in which it is earned. PTO may not be carried over.

Employees are entitled to use PTO at the convenience of the department in which they are employed. Terminated employees are entitled to receive compensation for earned but unused PTO. (California Employees: please refer to the Miller Automotive Operations California Addendum for further details.)

### ► VOTING TIME OFF

The Larry H. Miller Group of Companies encourages employees to fulfill their civic responsibilities by participating in elections. Generally, employees are able to find time to vote either before or after their regular work schedule. If employees are unable to vote during their non-working hours, they should make arrangements in advance with their supervisor.

### After 5 Years of Full-time Employment

= 1 Day of PTO

### After 10 Years of Full-time Employment

= 2 Days of PTO

(based on an eight-hour work day).

## DEALERSHIPS

### After 1 Year of Employment

= 5 Days of Vacation

### After 2 Years of Employment

= 7 Days of Vacation

### After 3–4 Years of Employment

= 10 Days of Vacation

### After 5–9 Years of Employment

= 12 Days of Vacation

### After 10+ Years of Employment

= 15 Days of Vacation

## ► VACATION LEAVE

Full-time employees are eligible for paid vacation time as follows:

Vacation time is accrued and earned on an anniversary year basis. Vacation begins to accrue on the 1st of the month following an employee's hire date.

Vacation is based and calculated on a 40-hour work week (eight hours per day; five days per week).

Vacation time must be used prior to end of anniversary year. A maximum of one week (five days) can be carried over. Unused vacation which is not used is lost.

If employees have earned more than five days of vacation time, they must use at least one week as time off. After that, non-managerial employees may sell back any time over one week for cash prior to the end of the calendar year (the value is defined below). This compensation is subject to all applicable federal and state taxes.

### VACATION TIME VALUATION:

- Exempt/Salaried personnel will receive their normal base compensation excluding any special form of compensation such as incentives and bonuses
- Commissioned employee compensation will be determined by taking the previous calendar year's total earnings including bonuses and dividing by 52
- Non-exempt/Hourly employees will receive their rate of pay at the time the vacation was earned times the regular hours worked per week

Terminated employees are entitled to compensation for earned but unused vacation time. If more time has been used than accrued, the overage will be deducted from the employee's final paycheck and or billed.



# Policies and Procedures

## COMPANY / CUSTOMER VEHICLE POLICY

It is the policy of the Larry H. Miller Group of Companies that an employee may not drive his or her vehicle or Company vehicles, demos, rental vehicles in use by Company ("Company Vehicles") or Customer Vehicles on Company business, unless doing so is part of the employee's job responsibilities, the employee has been authorized to drive a demo, or the employee has received prior authorization from his/her supervisor. Only individuals authorized by a supervisor can be passengers in vehicles travelling on Company business, and all such passengers are required to wear seatbelts. Company Vehicles and Customer Vehicles must not be used by employees for personal purposes under any circumstances other than those authorized to drive demo vehicles. Employees shall be responsible for all loss incurred as a result of his or her unauthorized use of a Company Vehicle or Customer Vehicle, including but not limited to damage to the vehicle and any potential liability claims.

If a Company or customer vehicle incurs any damage while under the charge of a particular employee, that employee will be responsible for reporting the damage immediately. Employees must also immediately report vehicle defects and needed repairs to management so repairs can be made. Vehicles are not to be operated unless in a safe operating condition.

If an employee receives a traffic citation while operating a Company or customer vehicle, he or she is responsible to pay any fine or penalty. If an employee is involved in a traffic accident while operating a Company

Vehicle or Customer Vehicle, he or she must call a police officer to the scene of the accident and report the accident to the General Manager immediately. If the employee is at fault for an accident, the Company retains the right to seek reimbursement from the employee for any losses resulting from the accident. A second at-fault accident will prohibit an employee from driving Company Vehicles.

The Larry H. Miller Group of Companies requires that any employee using a cell phone while driving to conduct business be done in a safe manner and in accordance with all applicable state and local laws.

Regardless of circumstance, employees may not use, send, or receive text-based electronic communications relating to Company business while driving. Such text-based electronic communications includes, but is not limited to, text messages, instant messages and e-mail.

*Any accident in which you are involved in while distracted by any mobile/electronic medium, or under the influence of alcohol or drugs, will result in disciplinary action, up to and including termination.*

Violation of any policy regarding vehicles and driving is subject to immediate disciplinary action, up to and including termination.

## DISCIPLINARY INFORMATION

The following is a partial list of conduct that could result in disciplinary action, up to and including termination. This list is provided to give employees examples of unacceptable conduct. However, it is not an extensive list as it is not possible to list every situation that might warrant disciplinary action

or lead to termination. Please note that, as an at-will employee, you can be terminated with or without cause at any time for any lawful reason.

- Unauthorized removal of any Company property from the premises or unauthorized use of Company equipment.
- Careless or willful destruction of, or damage to, Company property or the property of an employee or customer.
- Possessing, consuming, or being under the influence of alcoholic beverages on Company time or premises.
- Possessing, distributing, or use of illegal drugs at any time.
- Gambling on Company time or premises.
- Failing to report to work without adequate notice and/or justification, and/or excessive unexcused absences and tardiness.
- Willful falsification of Company, personnel, employment, financial, or other records.
- Insubordination or failure to carry out reasonable job assignments or job requests of management.
- Unsatisfactory performance.
- Failure to report accidents or damage to Company property to management.
- Violence, fighting with or hitting another employee, bullying or other similar disorderly conduct during working hours – or – provoking or threatening injury to one's self or others on Company premises or during working hours.

Engaging in any such behaviors may result in disciplinary action up to and including termination.

## DRRESS GUIDELINES

The Larry H. Miller Group of Companies believes in creating a proper, positive atmosphere for our customers and employees. Employees must dress in a professional and conservative manner. Employees must present a professional, well-groomed and business-like appearance. Employees are expected to maintain appropriate standards of grooming, personal hygiene and dress during working hours and while on Company property. Apparel, personal grooming, and hygiene should not distract others (such as clothing not fitting appropriately, cleanliness and/or body odors) or create a safety hazard. Managers may establish and answer specific questions about proper dress and grooming applicable to the nature of a particular job. All applicable federal or state safety and health laws pertaining to dress and grooming shall be observed by every employee.

Managers shall determine acceptable dress standards for their work environment. Some items that are considered unprofessional and not acceptable: Halter tops, see-through shirts, midriffs, dresses or blouses with low neck lines or open backs, dresses, skirts or shorts that are too short, leggings, bathing suit-type apparel in Lycra or Spandex, sweat pants, sweat shirts, jeans, flip-flops, clothing with holes, unkempt or unclean clothing or body hygiene, radical hair dyes or excessive body piercing. Blouses or shirts should be buttoned and waist lines covered. This list does not cover every possible situation, and serves only to provide examples.

The Larry H. Miller Group of Companies does not discriminate against employees who require accommodations for religious dress and grooming, including the wearing of religious clothing, head or face coverings, jewelry, artifacts or any other item, including facial or body

hair, which is a part of the employee's required religious observance. If you need a reasonable accommodation of the foregoing dress and grooming policies due to religious reasons, medical necessity or other reasons, contact your respective Office Manager/ Human Resources representative.

## DRIVING OFFENSES POLICY

The Larry H. Miller Group of Companies reserves the right to request that employees who have access to or drive Company Vehicles or Customer Vehicles present a current driver's license for inspection, and to periodically check employees' Motor Vehicle Records. You must immediately advise of any change in the status of your driving record, including any citations for DUIs or other moving violations to the Office Manager or Human Resources representative. The Company may, at its sole discretion, determine that an employee has an unacceptable driving record, and review the employee's employment accordingly. Non-compliance with this policy could result in discipline up to and including termination of an employee who has access to Company Vehicles or Customer Vehicles. Employees who have access to Company Vehicles or Customer Vehicles are advised that:

- 1 If You Are Charged with a Violation** — of any statute or ordinance prohibiting the operation of any motor vehicle while under the influence of alcohol or any illegal drug, you are required to immediately report the arrest or charge to your immediate supervisor.
- 2 Failure to Report** — Any employee who is charged with or arrested for any offense covered by paragraph one, but who fails to report the offense within 24 hours to their immediate supervisor, will

be subject to disciplinary action, up to and including termination.

- 3 Driver's License Suspension** — Possession of a valid driver's license is a pre-requisite for use of Company and customer vehicles. An employee required, by their job description, to drive a vehicle to perform his or her job duties must maintain a valid driver's license. Any employee whose driving privileges are canceled, revoked, or suspended must immediately cease to use Company and customer vehicles and should not use or operate any vehicle during the period of cancellation, revocation, or suspension. Employees who operate a Company or customer car during a period of cancellation, revocation, or suspension will be subject to disciplinary action, up to and including termination.
- 4 Insurance** — An employee required to drive a vehicle in order to perform his or her job duties must also maintain adequate personal vehicle insurance and comply with the Larry H. Miller Motor Vehicle Record Policy. See your Manager or Payroll Administrator for details.
- 5 Termination** — Employees whose job duties require them to drive a Customer or Company vehicle and who are convicted of or plead guilty or no contest to any DUI offense will be subject to disciplinary action, up to and including termination.

In order to qualify for insurance coverage under the policy of the Larry H. Miller Group of Companies, the employee is required to maintain a

satisfactory driving record, as set forth in the MVR Guidelines. The Company will conduct an annual review of the driving records for these employees in order to ensure compliance with the MVR Guidelines. See your Office Manager or Human Resource representative for the MVR Guidelines.

Failure to maintain a satisfactory driving record and personal insurance at required policy limits will be subject to disciplinary action, up to and including termination.

## DRUG & ALCOHOL POLICY

The Larry H. Miller Group of Companies is aware of the significant social and production costs of drug and alcohol abuse. We are concerned about the detrimental effects of alcohol and drug dependency, particularly to the extent that drug and alcohol dependency can cause increased hazards to employees and others.

An employee who is under the influence of alcohol or illegal drugs (including the use of prescription drugs without a prescription) while on the job poses serious safety and health risks, not only to the user but to all those who work or come into contact with the user. Similarly, the possession, manufacture, sale, or distribution of alcohol or illegal drugs in the workplace also poses unacceptable safety and health risks and is prohibited. Employees may be disciplined, up to and including termination, even for a first offense, if any of the following are done on Company time, while on Company property, or while performing duties for the Company:

- Using, possessing, manufacturing, selling, transferring, purchasing, or distributing illegal drugs (or attempting such conduct).

- Being under the influence of alcohol and/or illegal drugs (including the use of prescription drugs without a prescription).
- Possessing or consuming alcohol.

The legal and proper use of controlled substances, such as prescription drugs prescribed by a licensed physician, or over-the-counter medications, is allowed. However, an employee should consult with his or her health care provider about a medication's effects on his/her ability to safely perform job duties. Employees are not permitted to work while impaired by any drugs or when doing so would result in an unsafe workplace. Employees requiring an accommodation or requiring assistance with drug or alcohol problems should contact their respective Office Manager/Human Resources representative.

**DRUG TESTS.** The Company's drug policy specifies that employees are subject to testing for the illegal presence of alcohol and drugs. Employees who test positive for the prohibited use of alcohol or drugs, or who refuse to participate in drug tests, will be subject to disciplinary action, up to and including termination. Upon an offer of employment a prospective employee must successfully pass a drug screen. Where not prohibited by statute, employees are subject to random drug testing and when transferring from one Larry H. Miller organization to another. The Larry H. Miller Group of Companies also drug tests employees following an accident or if there is reasonable suspicion that an employee may be using drugs.

An employee's consent to submit to drug testing is required. An employee's refusal to consent may result in termination of employment. Testing of employees will occur during or

immediately before or after a regular work period. Any time spent for the purposes of drug testing will be deemed work time and employees will be compensated. The Company is also responsible for the cost of the drug test.

Employees will be given an opportunity to provide any relevant information regarding a positive drug test directly to the Company's drug testing administrator. Employees are entitled, upon request, to obtain written copies of their test results.

The Group reserves the right to update its drug testing policy from time to time. Please see your office manager or Human Resource representative for a complete and current policy.

**REPORTING CONVICTIONS.** If an employee is convicted for a violation of any Federal or State criminal drug statute, where the violation occurred on Company's premises, the employee is required to inform his or her supervisor within five days following conviction (a finding of guilt, a plea of no contest, or the imposition of a sentence by a judge or jury in any Federal or State court.) An employee's conviction on a charge of illegal sale or possession of any controlled substance while off Company property is considered a violation of the drug and alcohol policy and must be reported immediately to an employee's supervisor as such convictions negatively affect the Larry H. Miller Group of Companies, even when conduct is off duty.

**ENFORCEMENT OF POLICY & VIOLATIONS.** The Larry H. Miller Group of Companies reserves the right to inspect all portions of its premises, equipment and employee belongings for drugs, alcohol or other contraband, with or without prior notice in order to ensure a work environment free of prohibited

substances. Employees should have no expectation of privacy for personal belongings brought on the premises.

Questions regarding the drug policy should be made to your Office Manager, Human Resource Representative, or the Sr. V.P. of Human Resources at the Miller Management Corporation, 801.563.4100.

## EMPLOYEE EMERGENCY AID & RESOURCE COMMITTEE

The Employee Emergency Aid & Resource Committee helps employees of the Larry H. Miller Group of Companies with emergency situations that result in an urgent hardship requiring the immediate need for financial assistance or relief due to an unforeseen circumstance. The average value of the disbursement is no more than \$2,500 per occurrence.

The program is intended to assist employees with emergent expenses, such as utilities, transportation, food or emergency household repairs. It can also address financial hardship caused by:

- The potential loss of primary residence due to an unforeseen financial circumstance or a disaster.
- The death of an employee or immediate family member.
- A serious illness or injury suffered by an employee or immediate family member
- Being the victim of a domestic, criminal or civil crime.

To qualify, an employee must be over 18 years old, continuously working full or part-time with the Larry H. Miller Group of Companies for one previous year with a minimum of 250 hours

worked. Only one request for the same financial hardship may be submitted per family per rolling 12-month period. If an employee becomes aware of another employee's financial hardship, s/he may submit a request on his or her behalf.

To request financial assistance for yourself or another employee, visit [employee.lhm.com/EEARC](http://employee.lhm.com/EEARC) or see your human resource/office manager or payroll administrator for a form. Completed forms require written documentation verifying the emergent hardship (for example, a work estimate, damage estimate, copies of bills). Completed forms along with substantiated documentation should be submitted to Jay Francis at [jfrancis@lhm.com](mailto:jfrancis@lhm.com).

## ELECTRONIC COMMUNICATION & SOCIAL MEDIA POLICY

As a condition of employment, if you use a personal computer, computer software, email, voice mail, text messages, the Internet, or any other electronic medium including cell phones to perform your job, you are responsible for their proper use. All communications, documents and stored information transmitted, received or contained on the Company's systems, including cell phones and computers, are the Company's property. These and any future electronic mediums are for the sole purpose of performing work and not for personal use.

Upon termination of employment, an employee shall not remove any software or data from Company-owned computers, and must completely remove all data collected, downloaded and/or created on personal computers used for Company business that relate in any manner

to its business. Upon request, a terminating employee shall provide proof that such data has been removed.

All employees must be aware of and comply with the Electronic Communications Guidelines.

Internet access is for business purposes only. Internet users must not access sites that may bring the Company into disrepute. Management is able to determine which employees are accessing certain sites. If the sites are not work-related, appropriate disciplinary action may be taken. Employees are specifically advised that access to Internet sites which are designated as adult-oriented, including but not limited to pornographic, obscene, gambling, or dating services, is strictly prohibited. Employees are prohibited from purchasing, downloading, copying or sharing unlicensed computer software or copyrighted information that is not authorized for reproduction from any source, including, without limitation, file sharing services.

The use of the Company's equipment for access to such sites and prohibited usage will be grounds for disciplinary action, up to and including termination. Under no circumstance is an employee authorized to use Company-owned equipment to engage in any activity that is illegal under local, state, federal, or international law or for the purpose of an individual's personal gain.

Employees should have no expectation of privacy in connection with their access and use of such Company-provided equipment and systems, regardless of whether such information is stored on the Company's systems or by an outside provider.

The Larry H. Miller Group of Companies will periodically monitor



electronic devices and transmissions for quality control and training purposes, for ensuring compliance with and investigating violations of its policies, and for any other reason deemed appropriate. The Company reserves the right to monitor, access, and inspect Company-provided computers, e-mails, voicemails, and other electronically stored documents and data that are used by employees, whether on the premises or elsewhere, including but not limited to employees' laptops, smartphones, portable "jump" or USB drives, external hard drives, host computers, file servers, workstations, stand alone computers, software, facsimile transmissions, and internal or external communication networks. By placing any Company files or information on your otherwise personal electronic equipment or systems (including, but not limited to e-mail accounts, laptops, smartphones, and external hard drives), you consent to the Company's monitoring of such equipment or systems. In addition, personal computers or devices should only be used consistent with the Use of Personal Computer or Device at Work Policy and Agreement.

Employees must provide all passwords and access codes for computers used for Company business to the IT Manager. Changing passwords or creating new passwords without notifying the IT Manager is strictly prohibited.

Equipment or systems may not be used to create, communicate, download, or store any material that may be offensive, pornographic or obscene, gambling-related, hostile, intimidating, or threatening. Use of email, computer, Internet, phone, and voice-mail systems will be held to the same standards as all other business communications, including compliance with the Employment Policy. Internet

users must not attempt to obscure the origin of any message or download material under an assumed Internet address. Do not use Company email or computers to sign up for non-work related online offers or services.

Employees (other than Company management involved in investigations) may not use codes, passwords, or other means to gain access to email, voice mail, or computerized information belonging to others. Employees shall not share or give out their email, exchange, domain, or username and password, as this can lead to someone using an account in an inappropriate manner. Company information is proprietary and the property of the Company and may not be communicated to any party without a specific business purpose. Employees will be held responsible for all inappropriate use of their computer and any inappropriately stored data, regardless of whether the employee downloaded those materials. Do not allow your family members or friends to borrow or use any Company-owned electronic equipment.

Personal use of Company owned computers, email, voice mail, and all other electronic equipment, media, and services should be reasonable, as determined by Company management. Company owned equipment and services may not be used for personal financial gain, such as a side business, or for any activity that may constitute a conflict of interest. Personal use of Company equipment that the Company determines to be unreasonable may be grounds for disciplinary action, up to and including termination.

Employees are prohibited from making any defamatory statements about any Larry H. Miller employee, customer, vendor, affiliate, or competitor. All software purchased by the

Company is the property of the purchasing entity, and its use is limited to the software's licensing instructions. Employees are specifically prohibited from copying, downloading, or using any software in violation of the software's applicable license agreement.

All computer files are the intellectual property of the Larry H. Miller Group of Companies. Should you, during the course of employment or upon or after termination of employment, attempt to take and/or use any such intellectual property, or transfer such intellectual property to any third party, or retain such intellectual property, you will be in violation of Larry H. Miller Group of Companies' rights regarding such intellectual property. In such event, Larry H. Miller Group of Companies shall exercise all legal remedies to protect its rights in and to such property.

Only Company owned or leased hardware and software are authorized for employee use. Any personal hardware or software, such as an iPod or iTunes, is strictly prohibited from being downloaded or attached to Company equipment. Any network devices that are not purchased and approved through the Information Systems Department will not be allowed to connect to the network. The purpose of this policy is to protect the security of the Company's network systems from viruses and other corruption.

It is the intent and practice of the Larry H. Miller Group of Companies to comply with all laws, regulations and policies that serve to protect the interests of its employees.

The Company makes reasonable efforts through its mainframe computer systems to guard against

unwanted and inappropriate email to its employees. Firewalls and spam filters are set at the highest levels possible to prevent sexually explicit emails and junk mail from entering employee emails. While a reasonable attempt is made, the senders of such inappropriate and unwanted materials can slip through our filters. Once made aware of such an occurrence, every effort is made to block those specific violators. Employees should notify the IT Department of the sender's address and delete the email from their system.

## USE OF PERSONAL COMPUTER OR DEVICE AT WORK

The Larry H. Miller Group of Companies prohibits employees from using any personal computer or electronic device (personal device) for work purposes, or to connect to the Company's computer network, without the Company's express authorization. Employees who have been authorized to use a personal device will be required to sign an Agreement regarding such use, which may be terminated at any time, and for any reason, at the Company's sole discretion.

Employees authorized to use a personal device must agree that the Company may monitor the personal device, including the data stored and transmitted with it, and acknowledge that they have no expectation of privacy with respect to the personal device. Employees further must allow the Company to install necessary security and management software, including but not limited to virus and malware scanning software and VPN tools, and agree to comply with Company security requirements, including where Company information is stored, and to physically secure the personal device against theft,

loss, or any unauthorized use, which must be reported immediately to the Office Manager.

Employees authorized to use personal devices must also agree to preserve any data on it that must be preserved by the Company, as well remove any data upon the Company's request. If preservation is necessary, for example for litigation purposes, the employee must agree to allow the Company to copy the entire personal device. At separation of employment, or if the personal device is lost or stolen, the employee agrees that the Company may remove all data and information stored on the personal device, including personal information.

When a personal device is used for work purposes, such use must comply with all Company policies, including but not limited to policies against discrimination and harassment, electronic communication and social media policies, etc. Any violation of the Company's personal device policy or agreement, or other policies, could lead to disciplinary action, up to and including termination.

**SOCIAL MEDIA.** It is the Social Media Policy of the Larry H. Miller Group of Companies that all Group Employment and Electronic Policies, including but not limited to anti-discrimination and harassment policies, apply to all online activity including use of social media.

**MONITORING.** Employees are advised that the Company reserves the right to use lawful methods of investigation to determine whether any employee has engaged in conduct which interferes with or adversely affects the Company's business and/or reputation. Moreover, all electronic mediums owned or serviced by the Company are the property of the Company, and an employee has no privacy rights when using Company property for personal use.

**PRODUCTIVITY.** Personal use of social media during work hours must not interfere with an employee's work or productivity, as determined by the Company.

**POSTED CONTENT.** Each employee is responsible for his or her postings and other communications, and should consider some of the risks and rewards that are involved. Any conduct that adversely affects the employee's job performance or the performance of fellow associates, or otherwise adversely affects members, customers, vendors, or others who work on behalf of the Company may result in disciplinary action up to and including termination. Inappropriate postings that may include discriminatory remarks, harassment, and threats of violence or similar inappropriate or unlawful conduct will not be tolerated. If you decide to post complaints or criticism, avoid using statements, photographs, video, or audio that reasonably could be viewed as malicious, obscene, threatening, or intimidating, that disparage customers, members, associates or suppliers, or that might constitute harassment or bullying. Examples of such conduct might include offensive posts meant to intentionally harm someone's reputation or posts that could contribute to a hostile work environment on the basis of race, sex, disability, religion or any other status protected by law or Company policy.

**COMPANY REPRESENTATION ON SOCIAL MEDIA SITES.** Employees may not publish statements, comments, or press releases on behalf of the Company without express written authorization. An employee should make clear in his or her personal use of social media that they are not speaking on behalf of the Company.

**CONFIDENTIAL AND PROPRIETARY INFORMATION.** Employees may not publish or otherwise disclose confidential or proprietary Company information to its customers, vendors, employees on social media sites, or any other medium.

**COPYRIGHT AND FAIR USE.** Company names, logos, and trademarks are the property of the Company and may not be used by an employee for any purpose without the Company's expressed written permission.

**USER ACCESS.** Employees shall not use their Company domain email address to create or maintain social media accounts.

The company's communication and Social Media Policy shall not be interpreted or applied in a manner that interferes with an employee's Constitutional rights or rights under the National Labor Relations Act. Employees have the right to use social media, for example, to engage in concerted, protected activity under the National Labor Relations Act.

## CONFIDENTIALITY & TRADE SECRETS

During the course of your employment, the Larry H. Miller Group of Companies may provide or make available to you certain proprietary information (Information) belonging to the Company, including but not limited to:

- Customer lists.
- Computer techniques and programs designed by or developed for the Company.
- Sales levels and other financial information.
- Interest rate spread deals with lenders.
- Correspondence, agreements, and vehicle allocations from

manufacturers, distributors, vendors, or suppliers.

- Marketing plans.
- Payroll or personnel records of past or present employees.
- Corporate strategy.

Such Information constitutes the trade secrets of the Larry H. Miller Group of Companies, as it: (a) is highly confidential and derives independent economic value from not being generally known to the public; and (b) is the subject of reasonable efforts to maintain its secrecy. Note that such Information need not be in writing to be considered a trade secret. As an employee, you must:

- 1 Regard and preserve the Information as highly confidential and the trade secrets of the Company or of its customers/manufacturers/distributors/vendors/suppliers.
- 2 Not disclose, or permit to be disclosed, any of the Information to any person or entity, absent written consent and approval.
- 3 Not photocopy or duplicate, and will not permit any person to photocopy or duplicate, any of the Information without written consent and approval.
- 4 Not make any use of Information for your own benefit or the benefit of any person or entity other than the Company.
- 5 Return all Information to the Company immediately upon request for same.
- 6 Not use the Information, after the termination or resignation of your employment, to solicit the Company's customers or its employees.

- 7 Immediately contact the Company if any customer contacts you after the termination or resignation of your employment.

Similarly, employees are strictly forbidden from using any illegal or unethical methods to gather competitive information. This includes stealing proprietary information or trade secret information from the Company's competitors or attempting to induce disclosure of such information by past or present employees of any such competitors.

## INFORMATION SECURITY

The Larry H. Miller Group of Companies collects and utilizes confidential and nonpublic personal information (NPI) from customers during the ordinary course of its business. The Company is committed to protecting this information from unauthorized access, use, or disclosure, and has adopted policies and procedures to address company and employee responsibilities for handling and protecting NPI.

Employees have the following responsibilities and agree to:

- 1 Access NPI only when necessary to accomplish the responsibilities of employment.
- 2 Disclose NPI only to persons who have been authorized to receive it and have a business purpose for it.
- 3 Keep confidential all knowledge of NPI gained through employment duties.
- 4 If assigned a password, maintain the secrecy of the password and not tell or allow others to view or use the password

- 5 Log off computer terminals prior to leaving and not leave a terminal in “active session.”
- 6 “Lock” any terminal equipped with a locking device prior to leaving the terminal.
- 7 Immediately notify a supervisor in the event of any unauthorized accessing of NPI or suspicious activity by any person.
- 8 Upon termination, not copy or remove any NPI for any reason whatsoever.

## PUNCTUALITY & ATTENDANCE

Employees are expected to be punctual, to be on time and prepared for work, work as scheduled and demonstrate consistent and regular attendance.

Employees unable to report for work must personally notify their supervisor as soon as possible prior to the start of the shift and communicate each day of absence. It is important to directly speak with your supervisor or designated contact rather than leaving a voice message. In an emergency situation, the employee should contact his/her supervisor as soon as feasible after the emergency. Regular communication with your direct supervisor is required even if you are on an approved leave of absence.

## EMPLOYEE TIME CLOCK GUIDELINES

All non-exempt employees are required to accurately record all time worked (whether completed on the premises or elsewhere). Company time does not include any time worked during meal periods or rest breaks. Employees may not perform non-Company work on Company time.

The following time recording procedures are required to be followed by all non-exempt employees. Employees must:

- 1 Clock “in” immediately before starting any of your duties for a shift, and clock “out” immediately after finishing all of your duties for that shift.
- 2 Clock out before beginning any meal period, and clock in before returning to work after any meal period.
- 3 NOT perform any work while clocked out. Should you inadvertently fail to clock “in” or “out” for any shift, or should circumstances arise which require you to perform work while clocked out, you must keep track of this extra time worked and notify your supervisor immediately so that he/she can adjust your time records to reflect all time worked. Both you and your supervisor must initial any such changes.
- 4 Not work more than eight hours in a single day or more than 40 hours in a single week without prior authorization from your supervisor.
- 5 Sign and date your timesheet at the end of each pay period to acknowledge that your time records are correct.
- 6 Be responsible for reviewing and confirming the accuracy of your time and payroll records. You must promptly report any suspected errors to your direct supervisor and Payroll Administrator for review and, where appropriate, correction.
- 7 Not punch, alter, or record another employee’s time.

Similarly, you may not allow another employee (except for your immediate supervisor) to punch, alter, or record your time. Violations of this provision may be subject to disciplinary action, including termination.

It is an employee’s responsibility to accurately clock in and clock out for every shift worked. Employees may not begin work until clocking in and must stop working before clocking out. If an employee forgets to clock in or out, is not able to clock in or out, or if he or she believes their time records are not recorded accurately, the employee must immediately notify his or her supervisor so the time can be accurately recorded for payroll purposes. The Company relies on the accuracy of employee time entries in order to pay employees on a timely and correct basis.

Employees are not required to perform any work when off-duty. However, your supervisor may allow you to engage in work-related communications when you are off-duty. For example, an employee may be permitted to make or return work-related phone calls and/or send or reply to work-related emails and texts. If you choose to engage in work-related communications when you are off-duty, you must have your supervisor’s approval, accurately track your time and turn it in to your supervisor for the applicable payroll period.

## OVERTIME

Employees may be required to work overtime as necessary. When possible, advance notification to the employee will be provided. All overtime work by non-exempt employees must receive their supervisor’s prior authorization; however, overtime compensation will be paid to all non-exempt employees in accordance with Federal and State laws. If prior authorization is not obtained, non-exempt employees will be subject to

discipline up to and including termination of employment. Only actual hours worked in a given workday or workweek apply in calculating overtime. Time off on sick leave, vacation leave, or any leave of absence will not be considered hours worked for purposes of performing overtime calculations.

### PAY DAYS

Pay periods and paydates vary by Larry H. Miller business enterprise. Any questions about paychecks should be immediately brought to the attention of your Payroll Administrator.

If a payday falls on a weekend or holiday, employees are paid on the previous business day. Commissioned employees may be paid on a different basis, which is explained in applicable, written pay plans.

### PAYROLL DEDUCTIONS

State and federal laws requires certain deductions on your behalf. Amounts withheld vary according to your earnings, marital status, and number of exemptions. Required deductions include: (1) Social Security (FICA); (2) Medicare; (3) Federal income tax; (4) State income tax; and, (5) California State disability insurance (SDI) (including paid family leave insurance (PFL)). Voluntary deductions for the employee portion of health insurance premiums, and other deductions made for your benefit elections, must be authorized by you in writing.

### EMPLOYMENT POLICY

It is the policy of the Larry H. Miller Group of Companies to comply with all Federal, State, and local laws and regulations, and to grant Equal Employment Opportunities to all qualified persons without regard to race, sex, gender, sexual orientation, religion, age, color, national origin, physical or mental disability, genetic disposition, military or veterans' status,

or any other basis protected by Federal, State or local laws. The philosophy of the company is to fill open positions with the most qualified candidate available, train and retain productive employees. Equal employment opportunity will be extended to all persons in all aspects of the employer-employee relationship from pre-hire through termination. Physical or mental disabilities which do not interfere with performing the essential tasks of a job, with or without reasonable accommodation, are not considered in employment decisions. When notified, the Group will engage in an interactive process to determine when a reasonable accommodation, without due hardship, is necessary for an otherwise qualified applicant or employee with a known physical or mental disability.

Where not prohibited by State Statute, the Larry H. Miller Group of Companies does not engage in a probationary employment period or progressive discipline practice. The Company is an "at will" employer, which means both the employee and the employer may terminate its relationship at any time. Employees may quit at any time for any reason or no reason at all; and, the Company may terminate the employee's employment at any time for any lawful reason or no reason at all.

**The Larry H. Miller Group of Companies prohibits all forms of discrimination and harassment against any individual based on race, sex (including pregnancy, childbirth and related medical conditions), gender (including identity and expression), sexual orientation, religion (including dress and grooming practice), age, color, national origin, or mental or physical disability, genetic disposition, military or veterans' status or any other basis protected by Federal, State or local law. The Larry H. Miller Group of**

**Companies also prohibits abusive conduct of the employer or employee in the workplace. All employees must comply with this policy. Additionally, the Company will not tolerate a client and/or outside vendor to harass any employee.**

**Violations of this policy will be treated as disciplinary matters. "Harassment" includes, but is not limited to, inappropriate graphic, verbal, or physical conduct or displays that demonstrate hostility or aversion toward an individual because of his/her protected class**

### SEXUAL HARASSMENT

It is the policy of the Larry H. Miller Group of Companies to prohibit the sexual harassment of any employee, client, or vendor (of the same or different gender—male or female), by another employee, client, or vendor. Sexual harassment may include a range of subtle and not-so-subtle behaviors such as visual conduct (leering, gestures, graphics or pictures), verbal comments (offensive epithets, slurs, jokes), unwanted sexual advances (suggestive or physical).

Prohibited Sexual Harassment may include:

- Making unwelcome sexual advances or requests for sexual favors, or other verbal or physical conduct of a sexual nature, a condition of an employee's employment;
- Making submission to or rejections of such conduct the basis for employment decisions affecting the employee; or
- Creating an intimidating, hostile or offensive working environment by such conduct which unreasonably interferes with an individual's work performance.

### HOW TO FILE A COMPLAINT, NOTICE OF ACCOMMODATION, OR ASK A QUESTION

We encourage any employee to raise questions he or she may have regarding the **need for a reasonable accommodation or to report any form of unlawful discrimination, harassment or abusive conduct with his/her General Manager, Immediate Supervisor, the Human Resource Manager at his/her location, VP of Human Resources, General Counsel or Associate Counsel for the Larry H. Miller Group of Companies, or Lynda Jeppesen, Sr. VP, Human Resources for the Larry H. Miller Group of Companies, 801.563.4100.** Any employee who believes he or she has been the subject of any form of unlawful discrimination, harassment, or abusive conduct should report the alleged act immediately to one of the individuals designated above, including the need for any accommodation necessary to perform essential job requirements as a result of a physical or mental disability.

Any employee who has direct knowledge of any unlawful discrimination, harassment, or abusive conduct has an obligation to report the allegation to a designated contact. Individuals with supervisory responsibility are required to report such conduct or behavior immediately, regardless of how they learned of it. If any one of the designated contacts is the subject of a report, the reporting employee should address the matter to one of the other designated contacts. Any individual who knowingly makes a false report or knowingly provides false information during an investigation will be subject to appropriate disciplinary action.

#### CONFIDENTIALITY

An investigation of all complaints will be undertaken immediately in a confidential manner. Employees are encouraged to cooperate in the investigation of any complaint. Once

a complaint has been reported, there is an obligation by management to investigate the allegation(s).

#### RESULTS OF THE INVESTIGATION

Any supervisor, agent or other employee who has been found, after appropriate investigation, to have discriminated against or sexually harassed another employee will be subject to appropriate sanctions and discipline depending on the circumstances, which may include termination.

#### NO RETALIATION PROTECTION

It is the law and the policy of this Company not to retaliate against any employee regarding a charge of employment discrimination or harassment. An employee is protected from any adverse employment action, such as demotion or termination, for engaging in a legally protected activity, such as reporting a claim of discrimination or harassment. Protection against employee retaliation applies not only to the complaining employee, but applies to all other employees who might participate in any investigation. This protection applies regardless of the validity of the complaining employee's charge. All claims reporting will be handled as outlined above.

#### LACTATION ACCOMMODATION POLICY

It is the policy of the Larry H. Miller Group of Companies to provide a reasonable accommodation, in accordance with applicable law, to a female employee for the purpose of lactation. The accommodation includes, but is not limited to, additional unpaid break time and a private space. Employees are encouraged to contact their respective Office Manager or Human Resources representative to discuss a reasonable accommodation.

### ETHICS & INTEGRITY

Employee conduct, actions, and dealings with others at work make a statement about our company and creates an "image" of our organization. We ask for your commitment to keep our image positive and that your conduct reflects professionalism, courtesy, and integrity at all times.

The following topics outline our standards of ethical practice. This summary does not completely address all the ethical decisions you might face and is intended only as a guide. If you have questions about a particular situation, see your manager, an Automotive Operations Manager, or the Director of Human Resources for the Larry H. Miller Group of Companies. Full disclosure is always the best policy.

#### PROTECTING COMPANY ASSETS

Supplies, equipment, and information are company assets. Employees who have access to proprietary and confidential information must take every precaution to keep it confidential.

#### CONFLICTS OF INTEREST

The Larry H. Miller Group of Companies wishes to avoid conflicts of interest. An employee may hold other employment, so long as the employee is still able to effectively meet the performance standards of his or her position. Employees must disclose all outside employment to the Company in writing. If the Company determines that an employee's outside work interferes with his/her performance or the ability to meet job requirements, the employee may be asked to terminate the outside employment if he/she wishes to remain employed. Additionally, an employee is required to obtain written approval from the General Manager before beginning any outside job that could create a

potential conflict of interest. Please contact the General Manager if you have a financial interest in any outside entity, to ensure that none of these interests pose a conflict of interest with your employment.

### ACCEPTING GIFTS

Employees cannot accept or solicit any benefit (gift) from a current or potential business vendor or supplier that might compromise or even appear to compromise his or her assessment of the vendor or supplier. If at any time you have information or knowledge involving either unethical or illegal behavior on the part of another employee, including individuals in more senior or supervisory positions, we encourage you to report this information promptly to your General Manager, Automotive Operations Manager, or Senior Vice President of Human Resources for the Larry H. Miller Group of Companies.

Once made aware, management will investigate all allegations promptly, objectively, and confidentially. The Larry H. Miller Group of Companies will take no adverse action against any employee for bringing these matters to its attention, and it will take reasonable steps to protect employees against retaliation and reprisal from other employees including an offending supervisor. Based on the results of the investigation, management will take appropriate corrective action.

Employees having access to customer information are strictly prohibited from sharing, disclosing, intentionally viewing or accessing, or causing to be viewed or accessed any customer information to any person or entity. No form of customer information (verbal, written, or electronic) may be removed from the dealer's place of business. An employee who violates this policy is subject to disciplinary action, up to and including termination.

### MUTUAL ARBITRATION AGREEMENT

Any claim, otherwise ripe to be heard by a court of competent jurisdiction, (excluding, any workers' compensation issue) related to employment with Company (including, but not limited to, Employee claims of discrimination under Federal or State law, and claims of wrongful termination) will be resolved by binding arbitration as set forth in the Arbitration Agreement. In accordance with the Arbitration Rules of the American Arbitration Association and judgment upon the award rendered by the arbitrator may be entered in any court having jurisdiction.

### NEPOTISM POLICY

The purpose of the nepotism policy is to promote a work environment free from conflict of interest and favoritism. Any situation where management has either a consensual or familial relationship with an employee may result in an issue which interferes in a manager's ability to act or make equitable decisions.

The Larry H. Miller Group of Companies reserves the right to determine when a consensual or familial relationship exists. "Familial relationship" means relationships of closeness such as spouse, registered domestic partner (in states which recognize registered domestic partners), parent, child, sibling, grandparent, grandchild, aunt, uncle, niece, nephew, first cousin, step-father/mother/brother/sister, father/mother/brother/sister-in-law, or any other individual as determined by the Larry H. Miller Group of Companies at its sole discretion. "Consensual" means any other individual living within the same household or closely identified with

each other. There may be instances when a conflict of interest occurs due to the relationship or potential influence between job positions, even though there is not a direct reporting relationship. Management reserves the right to manage these situations.

Except in circumstances where explicit authorization has been obtained from the respective president or designated division official of a Larry H. Miller Company, no employee should directly supervise or participate in any employment action with another individual with whom there is or has been a consensual relationship or familial relationship. Employment action includes involvement in the hiring, evaluation, promotion, pay plan, or discipline of another employee.

This policy affects applications for employment on and after March 1, 2010. Familial relationships which existed prior to this date are grandfathered. In the event of a possible conflict situation, the Larry H. Miller Group of Companies reserves the right to manage this policy at its sole discretion. Nothing in this policy should be interpreted to prohibit or restrict any individual's right to marry.

### REHIRE POLICY

Any individual eligible for rehire requires the prior approval of the respective Operations Director and/or the President of the employee's business enterprise. Employees who terminate and are rehired within 14 calendar days at the same company or another entity within the Larry H. Miller Group of Companies can be reinstated in the benefits plan on their rehire date and will not lose time of service for purposes of calculating vacation and sick time benefits. This applies only if the employee was a plan participant at the time of termination. The employee will be covered for the same benefits he or she had at time of termination, unless it is a new plan year.

If a former employee was not a plan participant at time of termination, he or she must satisfy the plan's waiting period in order to participate in the plan from his or her rehire date.

Employees who are rehired within 14 days will not lose time of service for the purposes of calculation of 401(k) eligibility, vacation, or sick time. The employee will, however, need to start over for accrual of time for LHM service awards.

## SAFETY

Safety is a great concern for all of us as we deal with customers, co-workers, and ourselves. It is everyone's duty to act responsibly and use common sense to avoid accidents. Poor housekeeping is a major cause of accidents. A common sense rule is that if something looks or feels unsafe, then it probably requires your attention. Open drawers, liquid on the floor, cluttered stairways, and torn carpet can all be taken care of with your attention or the attention of your supervisor. Don't dismiss problems. Neglect and indifference are inexcusable.

If you see an accident or become involved in one, follow the steps listed below:

- 1 If the accident is life threatening, get medical attention immediately.
- 2 Report the accident to your supervisor.
- 3 If medical treatment is necessary, follow your supervisor's instructions.
- 4 Fill out an Accident Form and a First Report of Injury Form.

For safety reasons, service departments and collision centers are restricted to employees only

during normal business hours and are completely restricted to everyone after normal business hours.

## RETURN TO WORK POLICY

It is the policy of the Larry H. Miller Group of Companies to maintain and support a Return to Work program. Our Return to Work program is intended to assist employees in recovering from a work-related injury, while at the same time, allowing an injured employee to remain as a productive and integral part of the Larry H. Miller Group of Companies. When a work-related injury occurs, our ultimate goal is to return that injured employee to work in a productive and essential capacity as soon as possible. We are committed to maintaining a safe workplace for our employees. But, safety is also your responsibility. If you become injured on the job your supervisor will assist with filing an incident report; be involved in the subsequent accident investigation to identify and eliminate any hazards that may have been associated with your injury; and assist in the return-to-work process.

It is the Company's policy to identify return to work duties in the form of either changed duties within the scope of a current position, other available duties for a worker who is qualified, or through a reduced work-hours schedule for employee who temporarily become unable to perform all, or portions, of their regular work assignments due to work-related injury or illness. If an injured employee refuses the light duty assignment, wage benefits could be jeopardized.

## SMOKING POLICY

Smoking is prohibited in all enclosed buildings and facilities of the Larry H. Miller Group of Companies. Managers may choose to allow smoking only in designated outdoor areas which meet state requirements. This includes the

use of e-cigarettes. E-cigarettes may only be used in designated outdoor smoking areas. It is an employee's responsibility to be familiar with and follow the policy at the facility where he or she works.

## TRANSFERS

Transfers from one company to another within the Larry H. Miller Group of Companies must be approved in writing in advance of the transfer. If you want to transfer to another dealership or another Larry H. Miller company, regardless of department or position, you should first contact your immediate supervisor or General Manager and acquire his or her consent or approval. An approved transfer requires the signatures of both general managers involved. Employees who transfer from one company to another must successfully pass a drug test and background check consistent with applicable law. If either General Manager feels that a transfer is not beneficial to all parties concerned, the decision to transfer must be made by an Operations Manager or the President of the respective business enterprise.

## OFF-DUTY SOCIAL AND RECREATIONAL ACTIVITIES

From time-to-time, the Larry H. Miller Group of Companies may sponsor social or recreational activities for its employees. Your attendance is completely voluntary and is not work-related. Neither the Company nor its insurers will be liable for any injury that arises out of your voluntary participation in any off-duty recreational, social, or athletic activity that is not part of your work-related duties. At the Company's option, you may be asked to sign a waiver indicating the above.



## POLICY AGAINST WORKPLACE VIOLENCE

The Larry H. Miller Group of Companies is committed to providing a workplace that is free from all acts of violence or threats of violence. All such acts and threats, even those made in apparent jest, will be taken seriously, and will lead to disciplinary action up to and including termination. A threat includes, but is not limited to, any indication of intent to harm a person or damage property. Threats may be direct or indirect, and they may be communicated verbally or nonverbally. All threats will be thoroughly investigated and all complaints that are reported to management will be treated with as much confidentiality as possible.

In addition, no weapons of any type are allowed in Company offices, other work places, or while conducting Company business. This policy also applies to concealed weapons and firearms of any kind.

Employees must immediately report any incident which may be threatening to an employee or co-workers or any event which an employee reasonably believes is threatening or violent to a supervisor or manager, so that the Company may take appropriate action or precautions. An employee will not be discriminated or retaliated against as a result of making a truthful complaint or report about a credible threat of violence made against themselves, their family members, or other employees.

## SEPARATION OF EMPLOYMENT

Upon leaving employment, employees are required to return all assigned Company property in his/her possession, including, but not limited to, identification cards, computers, keys and uniforms.



# Employee Recognition

## ▶ LARRY H. MILLER CHARITIES

The Larry H. Miller Group of Companies believes in the team concept, and charitable giving is a part of that. The Larry H. Miller Charities Board was formed in October 1995 focusing on youth and children's issues with an emphasis on health and education. Funding for the organization comes from three sources: contributions from every entity in the Group, special fund raising events, and employee contributions. The "Give Us Five" program is an opportunity to contribute to Larry H. Miller Charities by payroll deduction. All employee contributions are voluntary, and all of the money donated by employees stays in their communities. The Board of Larry H. Miller Charities is made up of employees and meets monthly.



## ▶ SERVICE AWARDS

The Larry H. Miller Group of Companies' employees receive special recognition from the company to acknowledge 5, 10, 15, 20, 25 and 30+ years of service.

## ▶ SOCIETY OF EXCELLENCE AWARDS

The most outstanding performers in the Larry H. Miller Group of Companies are selected to join the elite Society of Excellence. These top employees are honored at an annual awards banquet.

## ▶ TRAINING

Employees are encouraged to take advantage of formal training opportunities, meetings, and seminars sponsored by the Larry H. Miller Group of Companies.

The goal of our training program is to increase productivity by offering the right training to the right employee at the right time. We believe this is a key factor in our success, and a well-trained workforce will set us apart from our competition.



# Scholarship Program

The purpose of the Larry H. Miller Education Foundation is to provide educational assistance to selected dependents of full-time employees of the Larry H. Miller Group of Companies.

Scholarship funds are for post-high school education for dependents of employees who have been continuously employed with the Larry H. Miller Group of Companies full-time for at least two years prior to the beginning date of the school term.

Dependents interested in obtaining assistance through the Larry H. Miller Education Foundation are required to fill out an application and submit it to the selection committee of the Foundation prior to the deadline. To be eligible for the scholarship, applicants must meet the minimum standards for admission to the accredited educational institution the applicant intends to attend. The dependent must maintain a 2.5 grade point average in order to maintain the scholarship. The scholarship funds are for dependent children of employees only and do not apply toward graduate school programs.

The deadlines to apply for funding are July 1st (for the next academic year—Fall, Winter, Spring, and Summer semesters or quarters); October 1st (for Winter, Spring, and/or Summer semesters or quarters); and March 1st (for Spring and/or Summer semesters or quarters). Once admitted into the program, recipients must carry the required number of credits each semester/quarter to be considered full-time at their school. Recipients whose hours fall below full-time status will be responsible to remit scholarship monies advanced on their behalf for that semester/quarter. Scholarship recipients must submit a renewal application along with a certified transcript no later than the applicable deadline for the next academic year. Dependents renewing scholarships are required annually to complete a renewal application by July 1st and meet all scholarship criteria.

The Foundation's Board of Trustees may modify eligibility or application requirements at any time without notice. For details about the program or to obtain an application, contact your Payroll Administrator or apply online at [scholarship.lhm.com](http://scholarship.lhm.com).

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