

WESTERN REGIONAL OFF-TRACK BETTING CORPORATION

Minutes of the regular meeting of Board of Directors of the Western Regional Off-Track Betting Corporation, ("Western") held on the 25<sup>th</sup> day of February, 2021 and commencing at 10:00 a.m. in the *Boardroom*, Corporate Headquarters at 8315 Park Road Batavia, New York.

Participating were:

Absent:

Buffalo	Michelle Parmer-Garner	Schuyler Barnes
Cattaraugus	Richard E. Haberer	Steuben Schneider
Cayuga	Paul Lattimore, Jr. – VIA Phone	
Chautauqua	Allan Hendrickson	
Erie	Fran G. Warthling	
Genesee	Richard E. Siebert	
Livingston	Thomas P. Wamp	
Monroe	Richard D. Bianchi	
Niagara	Elliott Winter	
Orleans	Edward Morgan	
Oswego	Ronald B. Darrow - VIA Phone	
Rochester	Dennis Bassett	
Seneca	Richard L. Ricci - VIA Phone	
Wayne	Ken Lauderdale	
Wyoming	Susan May	

constituting the Directors of all participating municipalities.

Also participating were: Henry F. Wojtaszek, President & CEO; Scott Kiedrowski, Vice President Operations; William R. White, Vice President – Administration; Jacquelyne Leach, Chief Financial Officer; Mark Gabriele, Associate General Counsel; Steven Haigh, Internal Auditor; Ryan Hasenauer, Director of Marketing-WROTBC & Video Gaming; Mike Pettinella, The Batavian; Brian Quinn, The Batavia Daily News.

A roll of the membership of the Board having been called, Mr. Kiedrowski declared a quorum present.

Chairman Bianchi proceeded to conduct the meeting following the published Agenda for this regular meeting.

Chairman Bianchi asked Director Hendrickson to lead the assemblage in the Pledge of Allegiance.

1. **Approval of Previous Minutes:**

Chairman Bianchi called for amendments, additions, deletions, or corrections to the minutes of the previous meeting of January 21, 2021. There being none, a motion was made by Director Bassett and seconded by Director May to approve the January minutes as submitted. The minutes were approved unanimously by voice vote.

2. **Communications:**

Mr. Scott P. Kiedrowski, Vice President - Operations informed the Board of the following:

A certificate of Appreciation from The American Red Cross awarded to Batavia Downs Gaming for 2020 Covid-19 Leader & Lifesaver.

A thank you note from Julie Miller for the planning and preparing of the Holiday dinner for employees.

3. **Officers Report:**

There were no Officers reports.

4. **Personnel Committee Report:**

Committee Chairman Winter reported that the Personnel Committee meeting was held on Wednesday February 24, 2021 at 1:05 p.m. and the following business was discussed.

Mr. White informed the Committee on the need for more full-time Security Guards to fill the current vacancies and to help with retention, as many of the new Officers leave within months of being hired – they are leaving for full-time positions elsewhere. This was for informational purposes.

4. **Personnel Committee Report continued:**

Mr. Wojtaszek informed the Committee of the Resolution #15-2021 to continue to engage Hodgson Russ to represent Western in an additional amount of \$75,000.00. A motion was made by Director May, seconded by Director Bianchi and carried unanimously to bring to the full Board.

Upon motion by Director Winter and seconded by Director Morgan a roll call vote was taken. The motion passed to continue to engage Hodgson Russ to represent Western in an additional amount of \$75,000.00. Ayes: 11; Via Phone: 4; Nays: 0; Absent: 2; Barnes; Schneider. **See Resolution #15-2021.**

The Personnel meeting was adjourned at 1:20 p.m.

5. **Finance Committee Report:**

Committee Chairman Lauderdale reported that the Finance Committee meeting was held on Wednesday February 24, 2021 at 1:22 p.m. and the following business was discussed.

Mrs. Jacquelyne A. Leach, Chief Financial Officer reviewed the December 2020 and January 2021 Chief Financial Officer Reports with Committee members. Mrs. Leach discussed the results of operations for branches and Batavia Downs. The Corporation has distributed \$55,455 in surcharge to member municipalities for December and will distribute \$69,342 for January. The Corporation also generated operational earnings of \$81,691 in January.

Mrs. Leach also reviewed the December 2020 and January 2021 Batavia Downs results of operations, and provided information on credits played, net win and free play, food and beverage, and other statistics.

Mrs. Leach reviewed the NYGA Weekly Numbers with Committee members, highlighting Batavia Downs Gaming net win performance through January as compared to same period 2021 and 2020.

5. **Finance Committee Report continued:**

Mrs. Leach handed out Member Municipality Net Revenue Summaries highlighting historical distributions to participating municipalities. These are for informational purposes only and are meant to be distributed amongst your municipality representatives.

The Finance Committee meeting adjourned at 1:40 p.m.

6. **Advertising Committee Report:**

Committee Chairperson May reported that the Advertising & Promotions Committee meeting was held on Wednesday, February 25, 2021 at 1:43 p.m. and the following business was discussed.

Mr. Todd Haight, Director/GM Live Racing/Branch Ops Specialist delivered a presentation on betting handle surrounding OTB events. Kentucky Derby Prep races are more frequent beginning in March. A new marketing campaign designed to increase handle on Buffalo Raceway for Batavia Bets has been very successful despite the number of cancellations.

Mr. Ryan Hasenauer, Director of Marketing-WROTBC & Video Gaming', reported on the success of the theme nights inside Fortunes and the Clubhouse. New events include the Tasting with Tapas as well as the Pop Up Shop Vendor Show.

Mr. Hasenauer presented the Resolution #11-2021 to renew the existing agreement with Mass Park Inc. for the valet and coat attendant services through December 17, 2021.

Upon motion by Director Winter and seconded by Director Morgan a roll call vote was taken. The motion passed to renew the existing agreement with Mass Park Inc. for the valet and coat attendant services through December 17, 2021. Ayes: 11; Via Phone: 4; Nays: 0; Absent: 2; Barnes; Schneider. **See Resolution #11-2021.**

The Advertising & Promotions Committee meeting was then adjourned around 1:55 p.m.

7. **Legislative Committee Report:**

Committee Chairman Hendrickson reported the Legislative Committee meeting was held on Wednesday February 24, 2021 at 3:32 p.m. and the following business was discussed.

Mr. Patrick McCarthy of Mercury Public Affairs and Mr. Sam Hoyt of Upstate Strategic Advisors were on the call and led a discussion regarding the political environment in Albany indicating that the Governor has been under fire for a variety of reasons. This could shift the dynamic in Albany relative to who has the upper hand regarding the budget and other issues. This could most directly affect the sports betting legislation. They also discussed the level of re-opening due to Covid-19 as the Governor is being cautious.

The Legislative Committee meeting adjourned at 3:50 p.m.

8. **Insurance Committee Report:**

The Insurance Committee did not meet.

9. **Audit Committee Report:**

Committee Chairman Bassett reported the Audit Committee meeting was held on Wednesday February 24, 2021 at 2:05 p.m. and the following business was discussed.

Mr. Wojtaszek updated the Committee of the continued efforts with Core Consultancy, LLC to ensure the safety and compliance of the Corporation.

The Audit Committee meeting adjourned at 2:10 p.m.

10. **Batavia Downs Operations Committee Report:**

Committee Chairman Morgan reported the Batavia Downs Operations Committee meeting was held on Wednesday February 24, 2021 at 2:26 p.m. and the following business was discussed.

10. **Batavia Downs Operations Committee Report continued:**

Mr. Mark Wolf, General Manager-Video Gaming provided a gaming floor status update.

Mr. Haight provided the Committee with a Live Racing update.

Mr. Kiedrowski provided the Committee with a Food & Beverage update.

Mr. Wojtaszek presented the Resolution #10-2021 for the purchase of a stage and roof truss, crowd control barricades and two (20 storage containers in the amount of \$129,460.00.

Upon motion by Director Morgan and seconded by Director Hendrickson a roll call vote was taken. The motion passed to purchase a stage and roof truss, crowd control barricades and two (20 storage containers in the amount of \$129,460.00. Ayes: 11; Via Phone: 3; Nays: 1; Via Phone: Lattimore; Absent: 2; Barnes; Schneider. **See Resolution #10-2021.**

Mr. Wojtaszek presented Resolution #12-2021 to enter into separate agreements with various performers to provide entertainment at the 2021 Summer Concert Series at Batavia Downs in an amount not to exceed \$274,000.00.

Upon motion by Director Morgan and seconded by Director Winter a roll call vote was taken. The motion passed to enter into separate agreements with various performers to provide entertainment at the 2021 Summer Concert Series at Batavia Downs in an amount not to exceed \$274,000.00. Ayes: 11; Via Phone: 3; Nays: 1; Via Phone: Lattimore; Absent: 2; Barnes; Schneider. **See Resolution #12-2021.**

Mr. Wojtaszek presented the Resolution #14-2021 to purchase the Hotel at Batavia Downs from ADK Hospitality, LLC. ("ADK") and managed by Hart Hotels.

A discussion was held regarding the Resolution #14-2021.

A motion made by Director Morgan and seconded by Director Winter Abstain; 2; Hendrickson; Haberer; the motion passed to bring the Resolution #14-2021 to the full board.

10. **Batavia Downs Operations Committee Report continued:**

Upon motion by Director Morgan and seconded by Director Winter a roll call vote was taken. The motion passed to approve the purchase of the Hotel from ADK in an amount not to exceed \$8,000,000.00. Ayes: 10; Via Phone: 3; Nays: 1; Via Phone: Lattimore; Abstain: 1; Hendrickson; Absent: 2; Barnes; Schneider. **See Resolution #14-2021.**

The Batavia Downs Committee meeting adjourned at 3:30 p.m.

11. **Branch Operations Committee Report:**

Committee Chairperson Parmer-Garner reported the Branch Operations Committee meeting was held on Thursday February 25, 2021 at 9:30 a.m. and the following business was discussed.

Mr. Schiano provided a Branch update reporting that the Maintenance Department has been busy with snow removal and preventative winter maintenance.

Mr. Schiano provided an E-Z Bet update reporting that the Grand Opening party for Hunt's Pub in Mumford, Monroe County, will be Friday, March 12, 2021. The request to move Page's in Buffalo, Erie County, should be approved any day now. Station 26 in Cohocton, Steuben County, is submitting their application next week. Mr. Schiano and Ms. Pane are still working with a couple of interested parties as they begin to open up operations.

Mr. Schiano provided a Batavia Bets update reporting that Batavia Bets was up \$581,000.00 or 67% in January, and is up month to date in February \$317,000.00 or 43%. Year to date, Batavia Bets is up almost \$900,000.00 or 56%.

Mr. Schiano provided a Real Estate update reporting that the Delaware sale has a tentative close date of March 3, 2021. The Jefferson sale continues their due diligence.

The Resolution #13-2021 was presented to the Board to approve and accept the offer of the sale of the property located at 969 McKinley Parkway, Buffalo, New York for \$900,000.00.

11. **Branch Operations Committee Report continued:**

Upon motion by Director Parmer-Garner and seconded by Director Lauderdale a roll call vote was taken. The motion passed to approve and accept the offer of the sale of the property located at 969 McKinley Parkway, Buffalo, New York for \$900,000.00. Ayes: 11; Via Phone: 4; Nays: 0; Abstain: 0; Absent: 2; Barnes; Schneider. **See Resolution #13-2021.**

The Branch Operations Committee adjourned at 9:35 a.m.

12. **Unfinished Business:**

There was no unfinished business.

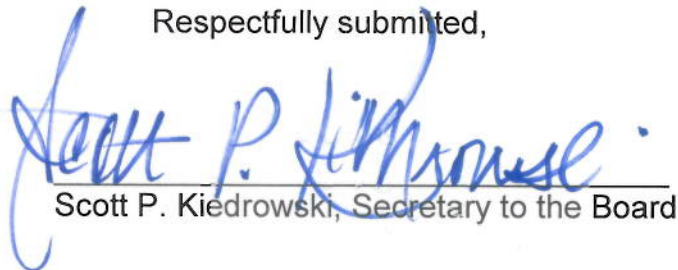
13. **New Business:**

The Committees and Board meetings are scheduled for March 24 & 25, 2021 respectively.

14. **Adjournment:**

Director Hendrickson made a motion to adjourn which Director Morgan seconded. The meeting was adjourned at 10:30 a.m.

Respectfully submitted,



Scott P. Kiedrowski, Secretary to the Board



## **RESOLUTION #10-2021**

**WHEREAS**, the Western Regional Off-Track Betting Corporation ("Western") is the owner and operator of Batavia Downs Gaming located at 8315 Park Road, Batavia, New York which holds an annual concert series at that location; and

**WHEREAS**, in order to hold its annual concert series, Western is required to provide various equipment, including a stage and truss, crowd control barricades and storage container; and

**WHEREAS**, in prior years, Western has leased these items from Audio Images Sound & Lighting ("Audio"), in order to hold the concert series; and

**WHEREAS**, staff of Western believe that purchasing these items would result in a cost savings for Western; and

**WHEREAS**, Audio, in response to Western's bid request, would sell Western the stage and roof truss, various barricades and two (2) storage containers for the amount of \$129,460.00.

**NOW, THEREFORE, BE IT RESOLVED** that the Board of Directors of the Western approve the purchase of a stage and roof truss, crowd control barricades and two (2) storage containers all for use at Western's annual concert series for the amount of \$129,460.00; and

**IT IS FURTHER, RESOLVED** that an officer of Western is directed to execute such documents as to further this resolution.

Respectfully submitted,

Edward Morgan, Chairman  
Batavia Downs Operations Committee

Dated: February 25, 2021  
Batavia, New York

## RESOLUTION #11-2021

**WHEREAS**, it is the Corporate responsibility of the Western Regional Off-Track Betting Corporation ("Western") to operate its Batavia Downs Gaming location in an efficient manner, while providing the best experience available to our patrons; and

**WHEREAS**, Western had previously entered into a series of agreements with Mass Park Inc. ("Mass Park") to provide valet services and coat room attendant services at its Batavia Gaming location; and

**WHEREAS**, Western has the option to renew the existing agreement with Mass Park for the period to expire on December 17, 2021; and

**WHEREAS**, the Board of Directors of Western previously approved an extension of the agreement with Mass Park through February 28, 2021; and

**WHEREAS**, staff is recommending that the Board authorize and approve the extension of the valet and coat attendant services agreement with Mass Park through December 17, 2021; and

**BE IT RESOLVED**, that Western's Board of Directors authorizes and approves the extension of the valet and coat attendant services agreement with Mass Park through December 17, 2021 at no additional cost; and

**BE IT FURTHER RESOLVED**, that an officer of Western is hereby authorized to execute an agreement that reflects the Board's actions.

Respectfully submitted,

Susan May, Chairperson  
Advertising & Promotions Committee

Dated: February 25, 2021  
Batavia, New York

AMENDMENT #1 TO VALET PARKING SERVICES AGREEMENT

This Amendment to the Valet Parking Services Agreement dated March 1, 2015 between Mass Park Inc. d/b/a Valet Park of America (VPA) and Western Regional Off-Track Betting Corporation d/b/a Batavia Downs Gaming (BDG) is entered into by and between VPA and BDG to modify the terms of the existing agreement as follows:

3. **COST OF SERVICE:** The cost of services to BDG is as follows: *AS OF:*  
a. Valet Service: \$15.50 per hour per attendant *OCTOBER - \$17.75*  
b. Coat Room Service: \$14.50 per hour per attendant  
c. Shuttle Service: \$21.50 per hour per shuttle *AS OF:*

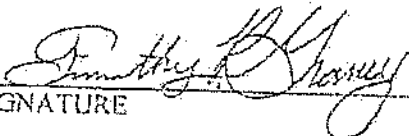
*JAN 2021 - \$20.22*

10. **TERM OF AGREEMENT:** The service to be provided under this agreement shall be for a term of two (2) years commencing on December 18, 2017 and terminating on December 17, 2019. This agreement may be extended for an additional two (2) year term upon mutual agreement of both parties. This agreement may be amended by the mutual accord of both parties, which shall be expressed in writing. Notwithstanding the foregoing, this agreement may be canceled by either party upon sixty (60) days' written notice without cause, prior to the termination date.

This Amendment may be executed in two counterparts, each of which will be an original and together will constitute one and the same instrument.

The parties agree that this Amendment shall be annexed to and made part of the Agreement. Any conflicts arising between this Amendment and the Agreement shall be resolved in favor of this Amendment.

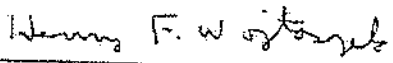
MASS PARK, INC. D/B/A  
VALET PARK OF AMERICA

  
SIGNATURE

Timothy P. Graney  
PRINT NAME

Vice President of Operations  
TITLE

WESTERN REGIONAL OFF-TRACK BETTING  
CORP. D/B/A BATAVIA DOWNS GAMING

  
SIGNATURE

Henry F. Wojtaszek  
PRINT NAME

President & CEO  
TITLE

## **RESOLUTION #12-2021**

**WHEREAS**, as part of its ongoing patron attraction and retention program, Western Regional Off-Track Betting Corporation ("Western") wishes to contract with a number of nationally known performers to provide entertainment at its 2021 Summer Concert Series at its Batavia Downs location; and

**WHEREAS**, Western will contract with such performers for a total cost for the 2021 Summer Concert Series in an amount not to exceed \$274,000.00; and

**WHEREAS**, Staff requests authorization to enter into a series of separate agreements with the various nationally known performers who will provide the entertainment at the 2021 Summer Concert Series at its Batavia Downs; and therefore

**BE IT RESOLVED**, that the Board of Directors of Western hereby approves that Western enter into a series of agreements with various nationally known performers to provide entertainment at Western's 2021 Summer Concert Series in an amount not to exceed \$274,000.00; and further

**RESOLVED**, that the Board of Directors of Western hereby authorizes an officer of Western to execute all such agreements with the various performers in furtherance of this resolution.

Respectfully submitted,

Edward Morgan, Chairman  
Batavia Downs Operations Committee

Dated: February 25, 2021  
Batavia, New York

## **RESOLUTION #13-2021**

**WHEREAS**, Western Regional Off-Track Betting Corporation ("Western") currently is offering for sale the property located at 969 McKinley Parkway, Buffalo, New York; and

**WHEREAS**, Western has received an offer to purchase that property from Alaskan Properties I LLC, on behalf of itself or an entity formed or to be formed, in the amount of \$900,000.00; and

**WHEREAS**, Staff recommends to the Board of Directors of Western to accept said offer.

**THEREFORE, BE IT RESOLVED**, that the Board of Directors of Western approves and accept the offer of \$900,000.00 from Alaskan Properties I LLC for the real property located at 969 McKinley Parkway, Buffalo, New York; and

**BE IT FURTHER, RESOLVED**, that Board of Directors of Western authorize an Officer to execute a sale contract for this transaction.

Respectfully submitted,

Michelle Parmer Garner, Chairperson  
Branch Operations Committee

Dated: February 25, 2021  
Batavia, New York

## **RESOLUTION #14-2021**

**WHEREAS**, it is the responsibility of the Western Regional Off Track Betting Corporation ("Western") to provide patrons of Batavia Downs Gaming with the best experience when visiting the facility; and

**WHEREAS**, the Hotel at Batavia Downs ("Hotel") is currently owned by ADK Hospitality LLC ("ADK"), and managed by Hart Hotels; and

**WHEREAS**, Western believes that owning the Hotel would allow Western the ability to provide a first-class lodging facility to the visiting patrons of Batavia Downs Gaming; and

**WHEREAS**, staff recommends that Western purchase the Hotel from ADK for the amount not to exceed \$8,000,000; and

**WHEREAS**, the Board of Directors of Western wish to purchase the Hotel from ADK for an amount not to exceed \$8,000,000.00; and therefore

**BE IT RESOLVED**, that the Board of Directors of Western approve the purchase of the Hotel from ADK in an amount not to exceed \$8,000,000.00; and further

**RESOLVED**, that an officer of Western is authorized to execute an agreement to purchase in furtherance of the Board's approval of this resolution.

Respectfully submitted,

Edward Morgan, Chairman  
Batavia Downs Operations Committee

Dated: February 25, 2021  
Batavia, New York

## **RESOLUTION #15-2021**

**WHEREAS**, the Western Regional Off-Track Betting Corporation ("Western") has previously engaged the law firm of Hodgson Russ to represent Western in regards to an ongoing personnel matter; and

**WHEREAS**, Western wishes to continue to engage Hodgson Russ to represent Western in its efforts to deal with any such personnel matters, including defending Western against any and all claims or actions brought against it, and to provide a legal defense to any such claim; and

**WHEREAS**, Western wishes to engage Hodgson Russ to continue to provide legal services to Western in the additional amount of \$75,000.00; and now be it

**RESOLVED**, the Board of Directors of Western wishes to continue to engage the law firm of Hodgson Russ to provide such continued legal services as outlined above in an additional amount of \$75,000.00; and further

**RESOLVED**, that the Board of Directors of Western hereby authorizes Western's legal counsel to execute an engagement agreement with Hodgson Russ to represent Western as set forth in this resolution.

Respectfully Submitted,

Elliott Winter, Chairman  
Personnel Committee

Dated: February 25, 2021  
Batavia, New York

## **RESOLUTION #16-2021**

**WHEREAS**, it is necessary for Western Regional Off-Track Betting Corporation ("Western") to advertise and promote its various events, restaurants and promotions as it relates to the operation of the Batavia Gaming facility; and

**WHEREAS**, Cumulus Broadcasting d/b/a 97 Rock ("97 Rock") is offering a Title Sponsorship opportunity to Western for the 97 Rock Tour Bus for the two (2) year period beginning April 2021 through March 2023; and

**WHEREAS**, 97 Rock would provide Western with the list of benefits attached to this resolution at the annual cost of \$20,000.00; and

**WHEREAS**, the Board of Directors of Western wishes to enter into an agreement with 97 Rock to become a title sponsor for 2021-2022 at the annual cost of \$20,000; now therefore be it

**RESOLVED**, that the Board of Directors of Western approve an agreement with 97 Rock to become a title sponsor for the 97 Rock Tour Bus for the two (2) year period April 2021 through March 2023 in the annual amount of \$20,000.00; and further

**RESOLVED**, that an Officer of Western is authorized to execute such agreement in furtherance of the Board's approval.

Respectfully submitted,

Susan May, Chairperson  
Advertising & Promotions Committee

Dated: February 25, 2021  
Batavia, New York