

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 24^h day of June, 2021 and commencing at 10:00 a.m. in the *Boardroom*, Corporate Headquarters at 8315 Park Road Batavia, New York.

Participating were:

Cattaraugus	Richard E. Haberer
Chautauqua	Allan Hendrickson
Erie	Francis G. Warthling
Genesee	Richard E. Siebert
Livingston	Thomas P. Wamp
Monroe	Richard D. Bianchi
Niagara	Elliott Winter
Orleans	Edward F. Morgan
Rochester	Dennis Bassett
Seneca	Richard L. Ricci
Wayne	Ken Lauderdale
Wyoming	Susan May

Absent:

Buffalo	Parmer-Garner
Cayuga	Lattimore
Oswego	Vacant
Schuyler	Barnes
Steuben	Vacant

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; Megan Glor, Director of Purchasing/Real Estate; 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 Haberer 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 May 27, 2021. There being none, a motion was made by Director May and seconded by Director Bassett to approve the May 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 thank you note from Meredith Utman, Breast Cancer Coalition Special Events Coordinator, for the donation to the Tee'd Off at Breast Cancer Golf Tournament

3. **Personnel Committee Report:**

Committee Chairman Winter reported that the Personnel Committee meeting was held on Wednesday June 23, 2021 at 1:05 p.m. and the following business was discussed.

A motion was made by Committee Chairman Winter to enter into Executive Session at 1:05 p.m., seconded by Director May, to discuss the medical, financial, credit or employment history of a particular person or corporation or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation.

The Committee came out of Executive Session at 1:50 p.m.

Mr. William White, Vice President - Administration, discussed the need to add the position of Customer Relations Manager, which will have two (2) employees in this position. A motion was made by Director Haberer and seconded by Director May the motion passed to bring the two (2) Customer Relations Manager positions to the full board.

3. **Personnel Committee Report continued:**

Mr. Henry Wojtaszek, President & CEO, presented the Resolution #31-2021 to continue to engage the law firm Harris Beach to represent Western in various matters, including the acquisition of a hotel and bond refinancing in the amount of \$200,000.00.

Upon motion by Director May, seconded by Director Morgan, and carried unanimously for Resolution - #31-2021 to be carried to the full Board.

Upon motion by Director Lauderdale and seconded by Director May a roll call vote was taken. The motion passed to continue to engage the law firm Harris Beach to represent Western in various matters, including the acquisition of a hotel and bond refinancing in the amount of \$200,000.00 Ayes: 12; Nays: 0; Vacant: 2; Oswego; Steuben; Absent: 3 Parmer-Garner, Lattimore; Barnes. **See Resolution #31-2021**

Mr. Wojtaszek presented the Resolution #32-2021 to continue to engage the law firms Hodgson Russ to represent Western in an ongoing personnel matter in the amount of \$100,000.00.

Upon motion by Director May, seconded by Director Ricci, and carried unanimously for Resolution - #32-2021 to be carried to the full Board.

Upon motion by Director Lauderdale and seconded by Director May a roll call vote was taken. The motion passed to continue to engage the law firms Hodgson Russ to represent Western in an ongoing personnel matter in the amount of \$100,000.00. Ayes: 12; Nays: 0; Vacant: 2; Oswego; Steuben; Absent: 3 Parmer-Garner, Lattimore; Barnes. **See Resolution #32-2021**

Mr. Wojtaszek presented the Resolution #33-2021 to continue to engage the Connors LLP Law Firm to represent Western in its efforts to deal with unfounded allegations and an alleged investigation of Western in the amount of \$5,000.00.

2. Personnel Committee Report continued:

Upon motion by Director Haberer, seconded by Director Bianchi, and carried unanimously for Resolution - #32-2021 to be carried to the full Board.

Upon motion by Director Lauderdale and seconded by Director May a roll call vote was taken. The motion passed to continue to use the Connors LLP Law Firm to represent Western in its efforts to deal with unfounded allegations and an alleged investigation of Western in the amount of \$5,000.00. Ayes: 12; Nays: 0; Vacant: 2; Oswego; Steuben; Absent: 3 Parmer-Garner, Lattimore; Barnes. **See Resolution #33-2021**

At 2:10 p.m. a motion to enter back into Executive Session was made by Committee Chairman Winter and seconded by Director Ricci for the discussion of the medical, financial, credit or employment history of a particular person or corporation or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation.

The Committee came out of Executive Session at 3:00 p.m.

In executive session, three matters were discussed and approved. The Board was advised that General Manager of Gaming, Mark Wolf, would be retiring at the end of 2021. It was recommended that the position of General Manager of Gaming be merged with the position of Director of Branch Operations upon Mr. Wolf's departure. It was further recommended that Sean Schiano, who is currently the Director of Branch Operations, assume the merged position. After discussion, a motion to merge the positions of General Manager of Gaming and Director of Branch Operations with Sean Schiano assuming that merged position was made by Director Winter, seconded by Director Lauderdale. The motion passed, Ayes 12; Nays 0; Absent 3 (Parmer-Garner, Barnes, Lattimore) Vacant 2.

In executive session, The Burke Group presented and reviewed their report on Western's compensation structure and set forth various recommendations to the Board. After a general discussion on the report, a motion was made by Director Winter, seconded by Director Ricci to accept and implement the recommendations set forth The Burke Group report. The motion passed. Ayes 12; Nays 0; Absent 3 (Parmer-Garner, Barnes, Lattimore) Vacant 2.

3. Personnel Committee Report continued:

In executive session, a discussion took place regarding health insurance benefits historically provided to the Board of Directors. After a discussion, a motion was made by Director Winter, seconded by Director Morgan eliminating Western sponsored health insurance benefits for Board Member's appointed on or after July 1, 2021. The motion passed. Ayes 12; Nays 0; Absent 3 (Parmer-Garner, Barnes, Lattimore) Vacant 2.

Upon motion by Director May, seconded by Director Bianchi, The Personnel Committee meeting adjourned at 3:00 p.m.

4. Finance Committee Report:

Committee Chairman Lauderdale reported that the Finance Committee meeting was held on Wednesday June 23, 2021 at 3:32 p.m. and the following business was discussed.

Mrs. Jacquelyne A. Leach, Chief Financial Officer presented the Resolution #30-2021. The Resolution is for the renewal of the Monroe County Cleaning Services from C&C Miraculous Cleaning for an additional two (2) years for the period July 1, 2021 through June 30, 2023 in the amount not to exceed \$101,040 or \$50,520 annually.

Upon motion by Director Lauderdale, seconded by Director Bianchi, and carried unanimously for Resolution - #30-2021 to be carried to the full Board.

Upon motion by Director Lauderdale and seconded by Director May a roll call vote was taken. The motion passed to renew the Monroe County Cleaning Services from C&C Miraculous Cleaning for an additional two (2) years for the period July 1, 2021 through June 30, 2023 in the amount not to exceed \$101,040.00 or \$50,520.00 annually. Ayes: 12; Nays: 0; Vacant: 2; Oswego; Steuben; Absent: 3 Parmer-Garner, Lattimore; Barnes. **See Resolution #30-2021**

4. **Finance Committee Report continued:**

Mrs. Leach presented the Resolution – #38-2021. The Resolution is to enter into a host agreement with the Batavia City School District for the year 2021 in the amount of \$27,000 and with the County of Genesee, Town of Batavia & Batavia City School District for tax years 2022 thru 2025 in the total amount of \$46,377.

Upon motion by Director Lauderdale, seconded by Director Winter, and carried unanimously for Resolution #38-2021 to be carried to the full Board.

Upon motion by Director Siebert and seconded by Director Winter a roll call vote was taken. The motion passed to enter into a host agreement with the Batavia City School District for the year 2021 in the amount of \$27,000.00 and with the County of Genesee, Town of Batavia & Batavia City School District for tax years 2022 thru 2025 in the total amount of \$46,377.00. Ayes: 12; Nays: 0; Vacant: 2; Oswego; Steuben; Absent: 3 Parmer-Garner, Lattimore; Barnes. **See Resolution #38-2021**

Mrs. Leach presented the Resolution – #39-2021. The Resolution provides Mr. Wojtaszek and Mrs. Leach authorization to complete the necessary documentation to proceed with the issuance of the 2021 bond series financing and to pay off all existing debt the Corporation currently has outstanding.

Upon motion by Director Bianchi, seconded by Director Winter, and carried unanimously for Resolution #39-2021 to be carried to the full Board.

Upon motion by Director Siebert and seconded by Director Winter a roll call vote was taken. The motion passed to provide Mr. Wojtaszek and Mrs. Leach authorization to complete the necessary documentation to proceed with the issuance of the 2021 bond series financing and to pay off all existing debt the Corporation currently has outstanding. Ayes: 12; Nays: 0; Vacant: 2; Oswego; Steuben; Absent: 3 Parmer-Garner, Lattimore; Barnes. **See Resolution #39-2021**

Mrs. Leach reviewed the May 2021 Chief Financial Officer Report with Committee members. Mrs. Leach discussed the results of operations for branches and Batavia Downs. The Corporation will distribute \$121,737 in surcharge to member municipalities for the month of May.

4. **Finance Committee Report continued:**

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

A motion to adjourn was made by Committee Chairman Lauderdale and seconded by Director Winter. The Finance Committee meeting adjourned at 4:00pm.

5. **Advertising Committee Report:**

Committee Chairperson May reported that the Advertising & Promotions Committee meeting was held on Wednesday June 23, 2021 at 4:00 p.m. and the following business was discussed.

Mr. Todd Haight, Director/GM Live Racing/Branch Ops Specialist delivered a presentation on the betting handle surrounding The Belmont Stakes. He discussed upcoming racing events including this weekend's Stephen Foster Handicap.

Mr. Ryan Hasenauer, Director of Marketing-WROTBC & Video Gaming discussed social media posts related to the reopening of gaming facilities.

Mr. Hasenauer reviewed pictures and statistics from the first two concerts.

Mr. Hasenauer held a discussion regarding the implementation of the new Bally Software.

Mr. Hasenauer presented the Resolution #37-2021 for the purchase of a block of eight (8) tickets with parking from Live Nation Marketing, Inc. a sole source provider for the 2021 concert series at Darien Lake at an amount not to exceed \$25,200.00.

Upon motion by Director May and seconded by Director Siebert a roll call vote was taken. The motion passed to purchase a block of eight (8) tickets with parking from Live Nation Marketing, Inc. a sole source provider for the 2021 concert series at Darien Lake at an amount not to exceed \$25,200.00 Ayes: 12; Nays: 0; Vacant: 2; Oswego; Steuben; Absent: 3 Parmer-Garner, Lattimore; Barnes. **See Resolution #37-2021**

5. **Advertising Committee Report continued:**

The Advertising & Promotions Committee meeting adjourned at 4:11p.m.

6. **Legislative Committee Report:**

Mr. Wojtaszek reported that the Legislative Committee was held on Wednesday June 23, 2021 at 4:16 p.m. and the following business was discussed.

Mr. Wojtaszek reported the NYC Mayoral primary is over, and Legislature is expected to return in the next few weeks to establish Board appointments.

Mr. Wojtaszek reported that the Legislative session is coming to an end with no further action.

Mr. Wojtaszek presented Resolution #35-2021 to continue to engage consulting services with Mercury Public Affairs, LLC. for a six (6) month period from July 1- December 31, 2021 along the same terms in the amount of \$8,000.00 per month.

Upon motion by Director Hendrickson and seconded by Director May a roll call vote was taken. The motion passed to continue to engage consulting services with Mercury Public Affairs, LLC. for a six (6) month period from

July 1- December 31, 2021 along the same terms in the amount of \$8,000.00 per month. Ayes: 12; Nays: 0; Vacant: 2; Oswego; Steuben; Absent: 3 Parmer-Garner, Lattimore; Barnes. **See Resolution #35-2021**

Mr. Wojtaszek presented Resolution #36-2021 to continue to engage consulting services with Upstate Strategic Advisors, LLC. for a six (6) month period from July 1 – December 31, 2021 along the same terms in the amount of 3,500.00 per month.

6. **Legislative Committee Report continued:**

Upon motion by Director Hendrickson and seconded by Director May a roll call vote was taken. The motion passed to continue to engage consulting services with Upstate Strategic Advisors, LLC. for a six (6) month period from July 1 – December 31, 2021 along the same terms in the amount of 3,500.00 per month. Ayes: 12; Nays: 0; Vacant: 2; Oswego; Steuben; Absent: 3 Parmer-Garner, Lattimore; Barnes. **See Resolution #36-2021**

A motion by Director Bianchi and seconded by Director Siebert the Legislative Committee meeting adjourned at 4:21 p.m.

7. **Insurance Committee Report:**

The Insurance Committee did not meet.

8. **Audit Committee Report:**

The Audit Committee did not meet.

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

Committee Chairman Morgan reported the Batavia Downs Operations Committee meeting was held on Wednesday June 23, 2021 at 3:03 p.m. and the following business was discussed.

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

Mr. Haight provided the Committee with a Live Racing update. He is finalizing the number of Live Racing dates for this season.

Mr. Wojtaszek reported that he meets with the hotel management weekly and the transition is progressing nicely.

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

Mr. Wojtaszek presented Resolution #34-2021 to retain a professional concert consultant. Canal Concerts, Inc. will provide the professional services in the amount not to exceed \$35,000.00

Upon motion by Director Haberer and seconded by Director Lauderdale and carried unanimously for Resolution #34-2021 to be carried to the full board.

Upon motion by Director Morgan and seconded by Director May a roll call vote was taken. The motion passed to retain a professional concert consultant. Canal Concerts, Inc. will provide the professional services in the amount not to exceed \$35,000.00. Ayes: 12; Nays: 0; Vacant: 2; Oswego; Steuben; Absent: 3 Parmer-Garner, Lattimore; Barnes **See Resolution #34-2021.**

Upon motion by Director Lauderdale and seconded by Director Haberer the Batavia Downs Operations Committee meeting adjourned at 3:25 p.m.

10. **Branch Operations Committee Report:**

Committee Acting Chairperson Bassett reported the Branch Operations Committee meeting was held on Thursday, June 24, 2021 at 9:33 a.m. and the following business was discussed.

Mr. Sean Schiano, Director of Branch Operations reported that maintenance is busy with lawn care, as well as returning televisions and chairs back to branches with restrictions being lifted.

Mr. Schiano reported that the Batavia Bets handled almost \$2.2 million in May, up over \$1 million or 97%. Through June 20, handle was \$1.2 million which is down \$79,000 or 6% from 2020. Year to date handle is \$9 million up almost \$2.9 million or 47%.

Mr. Schiano reported that the due diligence continues for both the McKinley sale and the Jefferson sale.

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

Mr. Schiano reported on the Grand Opening party at Station 26 in Cohocton, Steuben County, and what a fine tribute it was to Mr. Norman Schneider with Mr. Wojtaszek and a number of Board members present including Chairman Bianchi, Director Wamp, Director Ricci, and the former Steuben Director Mr. John Clifford.

Upon motion by Director Bianchi, seconded by Director Warthling, the Branch Operations Committee adjourned at 9:45 a.m.

11. **New Business:**

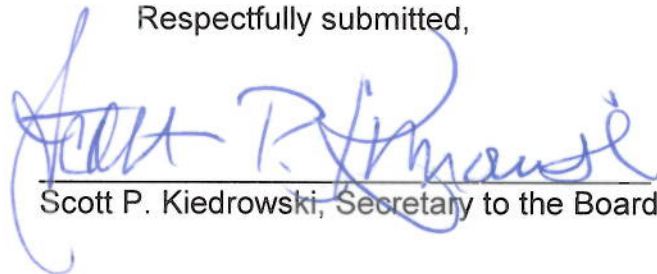
The Committees and Board meetings are scheduled for July 21 and June 22, 2021 respectively.

Chairman Bianchi announced that the Legislative Night at the Races will be held on August 25, 2021.

12. **Adjournment:**

A motion made by Director Haberer to adjourn seconded by Director May the meeting was adjourned at 10:59 a.m.

Respectfully submitted,



Scott P. Kiedrowski, Secretary to the Board

/pma

RESOLUTION #30-2021

WHEREAS, the Western Regional Off-Track Betting Corporation ("Western") maintains facilities in Monroe County, including the City of Rochester, for patronage by its customers; and

WHEREAS, Western previously invited bids for a two (2) year cleaning service contract; with an option to renew; and

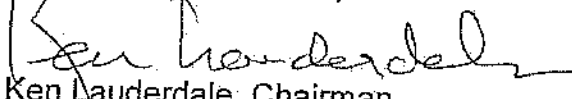
WHEREAS, on June 27, 2019 bid proposals were publicly opened and the Board of Directors accepted the bid of C&C Miraculous Cleaning ("C&C") for such Monroe County Branch cleaning contract; and

WHEREAS, staff is recommending to Western's Board of Directors to exercise the option to renew the agreement with C&C Miraculous Cleaning for an additional two (2) agreement for the period July 1, 2021 through June 30, 2023 in the amount not to exceed \$101,040.00 or \$50,520.00 annually.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of Western hereby exercises its option for a two (2) year cleaning contract extension for the four (4) Monroe County facilities with C&C in the amount not to exceed \$101,040.00 or \$50,520.00 annually; and

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

Respectfully submitted,


Ken Lauderdale, Chairman
Finance Committee

Dated: June 24, 2021
Batavia, New York

WESTERN REGIONAL OFF-TRACK BETTING CORPORATION

The question of the adoption of the foregoing Resolution # 30-2021 was duly put to a vote on roll call, which resulted as follows:

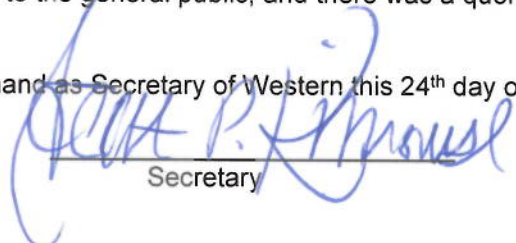
Motion by Director Lauderdale, seconded by Director May

AYE	NAY	ABSTAIN	ABSENT	VACANT	COUNTY	DIRECTOR
			X		Buffalo	Parmer-Garner
X					Cattaraugs	Haberer
			X		Cayuga	Lattimore
X					Chautauqua	Hendrickson
X					Erie	Warthling
X					Genesee	Siebert
X					Livingston	Wamp
X					Monroe	Bianchi
X					Niagara	Winter
X					Orleans	Morgan
				X	Oswego	Vacant
X					Rochester	Bassett
			X		Schuyler	Barnes
X					Seneca	Ricci
				X	Steuben	Vacant
X					Wayne	Lauderdale
X					Wyoming	May

AYES 12 NAYS 0 ABSTAIN 0 ABSENT 3 VACANT 2

I, the undersigned Secretary of the Western Regional Off-Track Betting Corporation ("Western") does hereby certify that the above resolution was duly adopted by the Board of Western, that all Board members had due notice of said meeting, the the meeting was in all respects duly held pursuant to Article 7 of Public Officers Law, that said meeting was open to the general public, and there was a quorum of Board members present throughout the meeting.

IN WITNESS WHEREOF, I have hereunder set my hand as Secretary of Western this 24th day of June, 2021.


 Secretary

RESOLUTION #31-2021

WHEREAS, the Western Regional Off-Track Betting Corporation ("Western") has previously engaged the law firm of Harris Beach to represent Western in regards to various matters, including the acquisition of a hotel and bond refinancing; and

WHEREAS, Western wishes to continue to engage Harris Beach to represent Western in its efforts to negotiate an agreement regarding the purchase of a hotel, as well as the terms of bond refinancing, together with other related matters; and

WHEREAS, Western wishes to engage Harris Beach to continue to provide legal services to Western in the additional amount of \$200,000.00; and now be it

RESOLVED, the Board of Directors of Western wishes to continue to engage the law firm of Harris Beach to provide such continued legal services as outlined above in an additional amount of \$200,000.00; and further

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

Respectfully Submitted,

Elliott Winter, Chairman
Personnel Committee

Dated: June 24, 2021
Batavia, New York

WESTERN REGIONAL OFF-TRACK BETTING CORPORATION

The question of the adoption of the foregoing Resolution # 31-2021 was duly put to a vote on roll call, which resulted as follows:

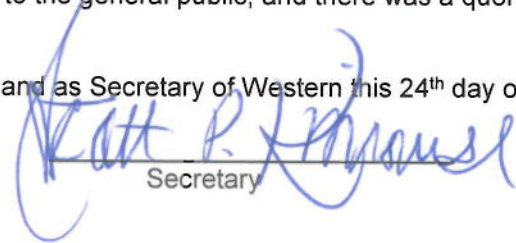
Motion by Director Winter, seconded by Director May

AYE	NAY	ABSTAIN	ABSENT	VACANT	COUNTY	DIRECTOR
			X		Buffalo	Parmer-Garner
X					Cattaraugs	Haberer
			X		Cayuga	Lattimore
X					Chautauqua	Hendrickson
X					Erie	Warthling
X					Genesee	Siebert
X					Livingston	Wamp
X					Monroe	Bianchi
X					Niagara	Winter
X					Orleans	Morgan
				X	Oswego	Vacant
X					Rochester	Bassett
			X		Schuyler	Barnes
X					Seneca	Ricci
				X	Steuben	Vacant
X					Wayne	Lauderdale
X					Wyoming	May

AYES 12 NAYS 0 ABSTAIN 0 ABSENT 3 VACANT 2

I, the undersigned Secretary of the Western Regional Off-Track Betting Corporation ("Western") does hereby certify that the above resolution was duly adopted by the Board of Western, that all Board members had due notice of said meeting, the the meeting was in all respects duly held pursuant to Article 7 of Public Officers Law, that said meeting was open to the general public, and there was a quorum of Board members present throughout the meeting.

IN WITNESS WHEREOF, I have hereunder set my hand as Secretary of Western this 24th day of June, 2021.


 Secretary

RESOLUTION #32-2021

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 \$100,000.00; 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 \$100,000.00; 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: June 24, 2021
Batavia, New York

WESTERN REGIONAL OFF-TRACK BETTING CORPORATION

The question of the adoption of the foregoing Resolution # 32-2021 was duly put to a vote on roll call, which resulted as follows:


Motion by Director Winter, seconded by Director Ricci

AYE	NAY	ABSTAIN	ABSENT	VACANT	COUNTY	DIRECTOR
			X		Buffalo	Parmer-Garner
X					Cattaraugs	Haberer
			X		Cayuga	Lattimore
X					Chautauqua	Hendrickson
X					Erie	Warthling
X					Genesee	Siebert
X					Livingston	Wamp
X					Monroe	Bianchi
X					Niagara	Winter
X					Orleans	Morgan
				X	Oswego	Vacant
X					Rochester	Bassett
			X		Schuyler	Barnes
X					Seneca	Ricci
				X	Steuben	Vacant
X					Wayne	Lauderdale
X					Wyoming	May

AYES 12 NAYS 0 ABSTAIN 0 ABSENT 3 VACANT 2

I, the undersigned Secretary of the Western Regional Off-Track Betting Corporation ("Western") does hereby certify that the above resolution was duly adopted by the Board of Western, that all Board members had due notice of said meeting, the the meeting was in all respects duly held pursuant to Article 7 of Public Officers Law, that said meeting was open to the general public, and there was a quorum of Board members present throughout the meeting.

IN WITNESS WHEREOF, I have hereunder set my hand as Secretary of Western this 24th day of June, 2021.


 Secretary

RESOLUTION #33-2021

WHEREAS, the Western Regional Off-Track Betting Corporation ("Western") has been the subject of media attention based upon unfounded allegations and an alleged investigation of Western; and

WHEREAS, Western has previously engaged the Connors LLP Law Firm to represent Western in its efforts to deal with any such allegations, including to conduct an internal review the allegations, as well as to interact with any authority regarding such matters; and

WHEREAS, the Board of Western wishes to continue to use the Connors LLP Law Firm to handle such matters in an additional amount not to exceed \$5,000.00; and, therefore be it

RESOLVED, that the Board of Directors of Western hereby approve the continued utilization of the Connors LLP Law Firm to represent Western in an additional amount not to exceed \$5,000.00.

Respectfully Submitted,

Elliott Winter, Chairman
Personnel Committee

Dated: June 24, 2021
Batavia, New York

WESTERN REGIONAL OFF-TRACK BETTING CORPORATION

The question of the adoption of the foregoing Resolution # 33-2021 was duly put to a vote on roll call, which resulted as follows:

Motion by Director Winter, seconded by Director Lauderdale

AYE	NAY	ABSTAIN	ABSENT	VACANT	COUNTY	DIRECTOR
			X		Buffalo	Parmer-Garner
X					Cattaraugs	Haberer
			X		Cayuga	Lattimore
X					Chautauqua	Hendrickson
X					Erie	Warthling
X					Genesee	Siebert
X					Livingston	Wamp
X					Monroe	Bianchi
X					Niagara	Winter
X					Orleans	Morgan
				X	Oswego	Vacant
X					Rochester	Bassett
			X		Schuyler	Barnes
X					Seneca	Ricci
				X	Steuben	Vacant
X					Wayne	Lauderdale
X					Wyoming	May

AYES 12 NAYS 0 ABSTAIN 0 ABSENT 3 VACANT 2

I, the undersigned Secretary of the Western Regional Off-Track Betting Corporation ("Western") does hereby certify that the above resolution was duly adopted by the Board of Western, that all Board members had due notice of said meeting, the the meeting was in all respects duly held pursuant to Article 7 of Public Officers Law, that said meeting was open to the general public, and there was a quorum of Board members present throughout the meeting.

IN WITNESS WHEREOF, I have hereunder set my hand as Secretary of Western this 24th day of June, 2021.


 Secretary

RESOLUTION #34-2021

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 and holds concerts at that location; and

WHEREAS, in order to hold the 2021 concert series, Western wishes to retain a professional concert consultant to oversee the setup and presentation of each concert, as more fully described in the attached agreement; and

WHEREAS, Canal Concerts Inc ("Canal") will provide the professional services more fully described in the attached agreement to oversee the 2021 Concert Series at Batavia Downs for the amount of \$3,500.00 per concert, not to exceed the total of \$35,000.00.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Western approve the agreement with Canal to provide set up and oversight services for the 2021 Concert Series in an amount not to exceed \$35,000.00; and

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

Respectfully submitted,



Edward Morgan, Chairman
Batavia Downs Operations Committee

Dated: June 24, 2021
Batavia, New York

CANAL CONCERTS, INC. AGREEMENT

This Agreement made and entered into this 10th day of June 2021, by and between, Batavia Downs Gaming, having a place of business at 831 S Park Rd, Batavia NY 14020, herein referred to as "WROTB", on one hand, and Canal Concerts, Inc., a New York Corporation having a place of business at 4521 E Lake Rd Wilson NY 14172, herein referred to as "CCS" on the other hand also referred to as the "Talent Buyer" and "Promoter".

WITNESSETH

WHEREAS, CCS is a concert and event production company; and contacts Artist's Agency Groups to book shows; and manage the event day of show; and

WHEREAS, CCS and WROTB desire to enter into an Agreement whereby that CCS will run the concert event day of show for WROTB for the 2021 concert series for all shows booked through CCS and CCS will also contact the various Artist's Agencies to book shows for WROTB upon written permission by signature to this agreement to do so.

NOW THEREFORE, in consideration of the covenants, agreements, terms, provisions and conditions set forth herein, the parties intending to be legally bound do now mutually agree, each with the other, as follows:

1. That CCS will not at its own discretion put in any written or verbal offers to any Agency representing any Artist unless given written permission by WROTB to do so. That CCS may freelance and/or subcontract services as long as CCS does not use the WROTB name in doing so.
2. It is mutually understood that if WROTB or any business that WROTB is working with other than CCS places any offer verbal, written or otherwise with any Artist Agency Group all legal and financial responsibility of booking the Artist, including any deposits and final payment to Artist will become that of WROTB.
3. It is understood the CCS is a production company owned solely by Kathleen Paradowski as President.
4. Tickets for all shows will run through the WROTB account.
5. CCS will bring to WROTB Artists' that are offered to the company for booking engagements for WROTB. WROTB will determine which acts they wish CCS to book. CCS will in good faith bring shows for review that is for the good of WROTB and make recommendations. CCS will book and confirm the show; advance the show or contract; be available at the venue before and during the show; and handle any issues that might arise with the band or management. CCS is not responsible for any legal issues with the band, staging or production costs.
6. The Bands rider and hospitality requirements, runner, hotels and day of show expenses for the band are the sole responsibility of WROTB.

7. Once an Artist's offer is submitted and/or accepted by management a contract from Artist is emailed for signature. CCS may sign the contract as part of this agreement. However, by signing the Artist's contract does not make CCS liable for any deposit or required payments or guarantee to the Artist.
8. WROTB agrees to pay any deposit due to Artist by the required date on Artist contract, either by check or wire transfer to Artist or Artist management.
9. WROTB understands and agrees to pay Artist remaining guarantee to Artist day of show. WROTB understands Artist is paid rain or shine. If Artist cancels the show for any reason it is the sole responsibility of WROTB to satisfy the terms of the signed Artist agreement between CCS on behalf of WROTB.
10. WROTB will receive an Artist Rider and Contract which lists all requirements of the Artist. Management of the Artist will need the Rider and Contract signed by WROTB before the show is released; however, once the offer is verbally accepted by the Artist and Artist Management, CCS and WROTB, the rider and contract must be completed and signed.
11. WROTB agrees to pay CCS the fee of \$3,500 per show to run the event day of show rain or shine. This fee is for services which include: oversee and direct set up of venue and staging, book 10 shows, oversee and direct personnel of WROTB in relation to the concert, and on-site consulting day of show. CCS may make suggestions on food and beverage vendors. This agreement is for ten shows and payment is due after each show. This agreement runs concurrent with any future agreements between CCS and WROTB.
12. CCS may charge an additional negotiated fee if CCS solicits and brings a deal for potential sponsors.
13. CCS is a production company that can buy shows for outside entities and businesses. This contract is not exclusive to WROTB.
14. This Agreement is not meant to constitute an employer- employee relationship between CCS and WROTB.

Accepted by:

Henry F. Wojtaszek

Kathleen Paradowska 6/10/21

PRINT NAME

DATE

PRINT NAME

DATE

Henry F. Wojtaszek

K. Paradowska

SIGNATURE WROTB

SIGNATURE CCS

WESTERN REGIONAL OFF-TRACK BETTING CORPORATION

The question of the adoption of the foregoing Resolution # 34-2021 was duly put to a vote on roll call, which resulted as follows:

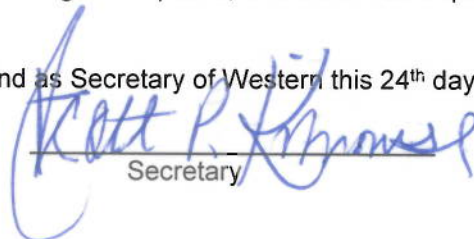
Motion by Director Winter, seconded by Director May

AYE	NAY	ABSTAIN	ABSENT	VACANT	COUNTY	DIRECTOR
			X		Buffalo	Parmer-Garner
X					Cattaraugs	Haberer
			X		Cayuga	Lattimore
X					Chautauqua	Hendrickson
X					Erie	Warthling
X					Genesee	Siebert
X					Livingston	Wamp
X					Monroe	Bianchi
X					Niagara	Winter
X					Orleans	Morgan
				X	Oswego	Vacant
X					Rochester	Bassett
			X		Schuyler	Barnes
X					Seneca	Ricci
				X	Steuben	Vacant
X					Wayne	Lauderdale
X					Wyoming	May

AYES 12 NAYS 0 ABSTAIN 0 ABSENT 3 VACANT 2

I, the undersigned Secretary of the Western Regional Off-Track Betting Corporation ("Western") does hereby certify that the above resolution was duly adopted by the Board of Western, that all Board members had due notice of said meeting, the the meeting was in all respects duly held pursuant to Article 7 of Public Officers Law, that said meeting was open to the general public, and there was a quorum of Board members present throughout the meeting.

IN WITNESS WHEREOF, I have hereunder set my hand as Secretary of Western this 24th day of June, 2021.


 Secretary

RESOLUTION #35-2021

WHEREAS, the Western Regional Off-Track Betting Corporation ("Western") has previously entered into an agreement with Mercury Public Affairs LLC ("Mercury") for purposes of providing Western certain consulting services as a liaison with various government officials; and

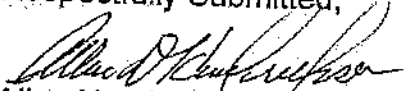
WHEREAS, Western would like to continue to engage Mercury for such purposes; and

WHEREAS, the Board desires to enter into a six (6) month extension to the agreement with Mercury for the amount of \$8,000.00 per month, covering the period from July 1, 2021 through December 31, 2021; and therefore, be it

RESOLVED, that Western agrees to enter into an extension to the agreement with Mercury for the amount of \$8,000.00 per month, covering the six (6) month period from July 1, 2021 through December 31, 2021, along the same terms and conditions of the agreement previously entered into between the parties.

RESOLVED, that an officer of Western is directed to execute such documents as to further this extension to the Agreement.

Respectfully Submitted,


Allan Hendrickson, Chairman
Legislative Committee

Dated: June 24, 2021
Batavia, New York

Mercury

AMENDMENT TO CONTRACT AGREEMENT

This AMENDMENT TO CONTRACT AGREEMENT is made and entered into as of June 22, 2021 to amend the Consulting Services Agreement dated September 1, 2017 between Mercury Public Affairs, LLC ("Consultant") and Western Regional OTB ("Client").

Term. The Term of this Agreement shall be effective as of July 1, 2021 and will continue in effect until December 31, 2021. The Term of this Agreement may continue on a month to month basis thereafter, if agreed upon by both parties in writing.

Compensation. Lobbying fees will continue at a rate of \$8,000.00 per month effective July 1, 2021.

Except as modified hereby, all other terms and conditions of the Agreement shall remain in full force and effect.

MERCURY PUBLIC AFFAIRS, LLC

WESTERN REGIONAL OTB

BY: Michael Mckeon

BY: Henry F. Wojtas

Name: Michael Mckeon

Name: Henry F. Wojtas

Title: Partner

Title: President/CEO WROTB

Date: 7/14/2021

Date: 7/1/21

WESTERN REGIONAL OFF-TRACK BETTING CORPORATION

The question of the adoption of the foregoing Resolution # 35-2021 was duly put to a vote on roll call, which resulted as follows:

Motion by Director Hendrickson, seconded by Director May

AYE	NAY	ABSTAIN	ABSENT	VACANT	COUNTY	DIRECTOR
			X		Buffalo	Parmer-Garner
X					Cattaraugs	Haberer
			X		Cayuga	Lattimore
X					Chautauqua	Hendrickson
X					Erie	Warthling
X					Genesee	Siebert
X					Livingston	Wamp
X					Monroe	Bianchi
X					Niagara	Winter
X					Orleans	Morgan
				X	Oswego	Vacant
X					Rochester	Bassett
			X		Schuyler	Barnes
X					Seneca	Ricci
				X	Steuben	Vacant
X					Wayne	Lauderdale
X					Wyoming	May

AYES 12 NAYS 0 ABSTAIN 0 ABSENT 3 VACANT 2

I, the undersigned Secretary of the Western Regional Off-Track Betting Corporation ("Western") does hereby certify that the above resolution was duly adopted by the Board of Western, that all Board members had due notice of said meeting, the the meeting was in all respects duly held pursuant to Article 7 of Public Officers Law, that said meeting was open to the general public, and there was a quorum of Board members present throughout the meeting.

IN WITNESS WHEREOF, I have hereunder set my hand as Secretary of Western this 24th day of June, 2021.


 Secretary

RESOLUTION #36-2021

WHEREAS, the Western Regional Off-Track Betting Corporation ("Western") has previously entered into an agreement with Upstate Strategic Advisors, LLC. ("Upstate"); and

WHEREAS, Western previously engaged Upstate to act as an independent consultant for purposes of assisting Western to enhance its operations. Upstate will continue to provide professional guidance, strategic advice and to work and perform with the intent to help Western increase their revenue and improve their marketing strategies; and

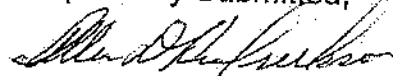
WHEREAS, Western would like to continue to engage Upstate for such purposes; and

WHEREAS, the Board desires to enter into a six (6) month extension agreement with Upstate effective July 1, 2021 through December 31, 2021 at the rate of \$3,500.00 per month; and therefore, be it

RESOLVED, that Western enter into a six (6) month extension agreement with Upstate for the period of July 1, 2021 through December 31, 2021, at the rate of \$3,500.00 per month for the services set forth above; and further

RESOLVED, that an officer of Western is directed to execute such a document necessary as to further this Resolution.

Respectfully Submitted,



Allan Hendrickson, Chairman
Legislative Committee

Dated: June 24, 2021
Batavia, New York



Government,
Community,
and Media
Strategies

June 16, 2021

Henry Wojtaszek
CEO
Western Regional Off-Track Betting Corporation
8315 Park Drive
Batavia, New York 14020

Extended Agreement Between

Western Regional Off-Track Betting Corporation and Upstate Strategic Advisors

Upstate Strategic Advisors agrees to provide lobbying, government affairs and consulting services to **Western Regional Off-Track Betting Corporation** effective July 1, 2021 through December 31, 2021 for a period of six (6) months for a fee of \$3,500. As has been done in the past, the fee will be paid on the first of each month. **Western Regional Off-Track Betting Corporation** will reimburse Upstate Strategic Advisors for reasonable travel expenses such as tolls, overnight accommodations and meals.

In accordance with the New York State Lobbying Act, Upstate Strategic Advisors is required to register with the New York State Joint Commission on Public Ethics (JCOPE). As a client retaining a lobbyist, **Western Regional Off-Track Betting Corporation** will be required to file Client Semi-Annual Reports with the JCOPE. It will be the responsibility of **Western Regional Off-Track Betting Corporation** to file said reports in accordance with JCOPE's requirements.

Signed by:

7/1/21

Western Regional Off-Track Betting Corporation

Date Signed

6/16/2021

Sam Hoyt
President
Upstate Strategic Advisors, LLC
Sam.Hoyt@UpstateStrategicAdvisors.com

Date Signed

WESTERN REGIONAL OFF-TRACK BETTING CORPORATION

The question of the adoption of the foregoing Resolution # 36-2021 was duly put to a vote on roll call, which resulted as follows:

Motion by Director Hendrickson, seconded by Director Lauderdale

AYE	NAY	ABSTAIN	ABSENT	VACANT	COUNTY	DIRECTOR
			X		Buffalo	Parmer-Garner
X					Cattaraugs	Haberer
			X		Cayuga	Lattimore
X					Chautauqua	Hendrickson
X					Erie	Warthling
X					Genesee	Siebert
X					Livingston	Wamp
X					Monroe	Bianchi
X					Niagara	Winter
X					Orleans	Morgan
				X	Oswego	Vacant
X					Rochester	Bassett
			X		Schuyler	Barnes
X					Seneca	Ricci
				X	Steuben	Vacant
X					Wayne	Lauderdale
X					Wyoming	May

AYES 12 NAYS 0 ABSTAIN 0 ABSENT 3 VACANT 2

I, the undersigned Secretary of the Western Regional Off-Track Betting Corporation ("Western") does hereby certify that the above resolution was duly adopted by the Board of Western, that all Board members had due notice of said meeting, the the meeting was in all respects duly held pursuant to Article 7 of Public Officers Law, that said meeting was open to the general public, and there was a quorum of Board members present throughout the meeting.

IN WITNESS WHEREOF, I have hereunder set my hand as Secretary of Western this 24th day of June, 2021.


 Secretary

RESOLUTION #37-2021

WHEREAS, as part of its ongoing patron attraction and retention program, Western Regional Off-Track Betting Corporation ("Western") contracts with local venues to provide entertainment event tickets for a certain level of our patrons, as well as for special promotions; and

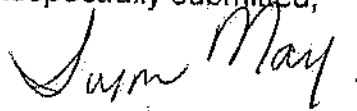
WHEREAS, Western would like to purchase a block of eight (8) tickets with parking from Live Nation Marketing, Inc. for the 2021 concert series at Darien Lake; and

WHEREAS, Staff recommends that Western enter into an agreement with Live Nation for the purchase of a block of eight (8) tickets with parking for the 2021 concert series at Darien Lake at an amount not to exceed \$25,200.00, Live Nation Marketing, Inc. being a sole source provider; and therefore

BE IT RESOLVED, that the Board of Directors of Western hereby approves the purchase of a block of eight (8) tickets with parking from Live Nation Marketing, Inc. for the 2021 concert series at Darien Lake in an amount not to exceed \$25,200.00; and further

RESOLVED, that the Board of Directors of Western hereby authorizes an officer of Western to execute an agreement with Live Nation Marketing, Inc. in furtherance of this resolution.

Respectfully submitted,



Susan May, Chairperson
Advertising & Promotions Committee

Dated: June 24, 2021
Batavia, New York

WESTERN REGIONAL OFF-TRACK BETTING CORPORATION

The question of the adoption of the foregoing Resolution # 37-2021 was duly put to a vote on roll call, which resulted as follows:

Motion by Director May, seconded by Director Siebert

AYE	NAY	ABSTAIN	ABSENT	VACANT	COUNTY	DIRECTOR
			X		Buffalo	Parmer-Garner
X					Cattaraugs	Haberer
			X		Cayuga	Lattimore
X					Chautauqua	Hendrickson
X					Erie	Warthling
X					Genesee	Siebert
X					Livingston	Wamp
X					Monroe	Bianchi
X					Niagara	Winter
X					Orleans	Morgan
				X	Oswego	Vacant
X					Rochester	Bassett
			X		Schuyler	Barnes
X					Seneca	Ricci
				X	Steuben	Vacant
X					Wayne	Lauderdale
X					Wyoming	May

AYES 12 NAYS 0 ABSTAIN 0 ABSENT 3 VACANT 2

I, the undersigned Secretary of the Western Regional Off-Track Betting Corporation ("Western") does hereby certify that the above resolution was duly adopted by the Board of Western, that all Board members had due notice of said meeting, the the meeting was in all respects duly held pursuant to Article 7 of Public Officers Law, that said meeting was open to the general public, and there was a quorum of Board members present throughout the meeting.

IN WITNESS WHEREOF, I have hereunder set my hand as Secretary of Western this 24th day of June, 2021.


 Secretary

RESOLUTION #38-2021

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") was recently purchased by Western from ADK Hospitality LLC ("ADK"); and

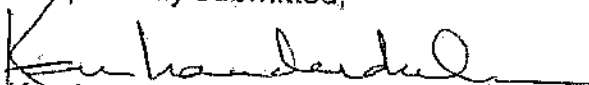
WHEREAS, Western is a New York public benefit corporation that is exempt from paying property taxes on real estate it owns, including the newly purchased Hotel; and

WHEREAS, Western believes in being a good corporate citizen, and as such would like to enter into a Host agreement with the Batavia City School District for the year 2021 in the amount of \$27,000.00 and with the County of Genesee, Town of Batavia & Batavia City School District for tax years 2022-2025 to make annual payments in the total amount of \$46,377.00 annually; and therefore

BE IT RESOLVED, that the Board of Directors of Western approve entering into a Host agreement with the Batavia City School District for the year 2021 in the amount of \$27,000.00 and with the County of Genesee, Town of Batavia & Batavia City School District for tax years 2022-2025 to make annual payments in the total amount of \$46,377.00 for the Hotel; and further

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

Respectfully submitted,


Ken Lauderdale, Chairman
Finance Committee

Dated: June 24, 2021
Batavia, New York

WESTERN REGIONAL OFF-TRACK BETTING CORPORATION

The question of the adoption of the foregoing Resolution # 38- 2021 was duly put to a vote on roll call, which resulted as follows:

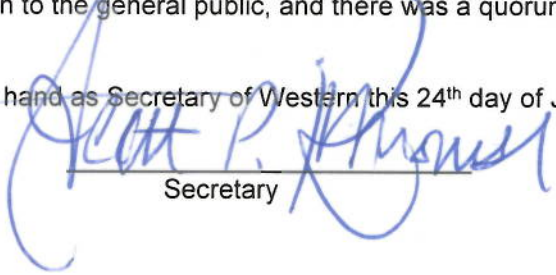
Motion by Director Siebert, seconded by Director Winter

AYE	NAY	ABSTAIN	ABSENT	VACANT	COUNTY	DIRECTOR
			X		Buffalo	Parmer-Garner
X					Cattaraugs	Haberer
			X		Cayuga	Lattimore
X					Chautauqua	Hendrickson
X					Erie	Warthling
X					Genesee	Siebert
X					Livingston	Wamp
X					Monroe	Bianchi
X					Niagara	Winter
X					Orleans	Morgan
				X	Oswego	Vacant
X					Rochester	Bassett
			X		Schuyler	Barnes
X					Seneca	Ricci
				X	Steuben	Vacant
X					Wayne	Lauderdale
X					Wyoming	May

AYES 12 NAYS 0 ABSTAIN 0 ABSENT 3 VACANT 2

I, the undersigned Secretary of the Western Regional Off-Track Betting Corporation ("Western") does hereby certify that the above resolution was duly adopted by the Board of Western, that all Board members had due notice of said meeting, the the meeting was in all respects duly held pursuant to Article 7 of Public Officers Law, that said meeting was open to the general public, and there was a quorum of Board members present throughout the meeting.

IN WITNESS WHEREOF, I have hereunder set my hand as Secretary of Western this 24th day of June, 2021.


 Secretary

RESOLUTION #39-2021

WHEREAS, Article V of the Racing, Pari-Mutuel Wagering and Breeding Law of the State of New York (the "*Enabling Act*") was duly enacted into law by Chapter 865 of the Laws of 1982 of the State of New York, as amended from time to time; and

WHEREAS, the Enabling Act authorizes and provides for the creation of regional off-track betting corporations in the State of New York and empowers such corporations, among other things, to acquire, hold, construct, finance, improve, maintain, operate, own and lease facilities to carry out its corporate purposes; and

WHEREAS, the Enabling Act further authorizes each such corporation to issue its bonds for the purpose of carrying out any of its corporate purposes; and

WHEREAS, Western Regional Off-Track Betting Corporation (the "*Issuer*") intends to issue its up to \$27,000,000 principal amount Tax-Exempt Revenue Bonds (Western Regional Off-Track Betting Corporation Project), Series 2021, in one or more series (the "*Bond*" or the "*Bonds*"), for the purpose of financing, together with other available amounts of the Issuer, the costs of a certain project (the "*Project*") consisting of: (A) the refunding of the Issuer's \$19,400,000 original principal amount of variable rate tax-exempt and taxable bonds, Series 2013 (the "*Series 2013 Bonds*"), the proceeds of which were used for, among other things, (1) the upgrading and improvement of various areas within the Issuer's off-track betting and wagering facilities located at 8315 Park Road, Batavia, New York ("*Batavia Downs*"), including, but not limited to (2) the replacement of existing roofing and roof signs, (3) the upgrading of access points, including escalators, elevators, and the main atrium, (4) the construction of a new valet/bus drop-off area on south wing of Batavia Downs, (5) the upgrading of exterior façade, (6) the relocation of video and electronic gaming activities to the 1st floor of Batavia Downs and the addition of approximately 138 video lottery gaming terminals, (7) the construction of a new restaurant and kitchen in the south area of Batavia Downs, (8) the construction of a new concession area to serve gaming patrons and to be used for live racing/event concessions, (9) the development of a sports bar & grille, (10) the installation of additional kiosks and ATMs in the "Player's Club" area of Batavia Downs, (11) the construction and upgrading of washroom facilities, (12) the construction of a new private dining area to be located next to Grandstands Bar & Grille on the 2nd floor of Batavia Downs, (13) the relocation of the Tim Horton's coffee shop to the 1st floor of Batavia Downs, (14) the redevelopment and enhancement of the Batavia Down's banquet and exhibition spaces, (15) the development of approximately 65,000 square feet of space at the north end of Batavia Downs' current parking lot to accommodate an additional 400 vehicles, (16) the relocation of inter-track wagering to the 2nd floor of Batavia Downs, (17) the relocation of the print shop to 8324 Park Road, Batavia, New York, (18) the relocation of the cage/vault area to the 1st floor of Batavia Downs, (19) the construction of an approximately 9,000 square foot addition, including loft space, to the existing maintenance building at southeast corner of Batavia Downs, and (20) the construction and installation of a new digital surveillance system (such capital improvements to Batavia Downs being collectively referred to as the "*Improvements*"); (B) the refinancing of a note held by ADK Hospitality, LLC, the proceeds of which were used by the Issuer to purchase and acquire the "Hotel at Batavia Down" (land, hotel, furniture, fixtures and equipment, and related improvements) adjacent to the Batavia Downs (the

"Hotel", and together with Batavia Downs and the Improvements, the "*Batavia Downs Facility*") or the reimbursing of such costs incurred by the Issuer, (C) the reimbursing of certain costs incurred by the Issuer for capital expenditures and other improvements of the Hotel post-acquisition, (D) the reimbursing of expenses incurred by the Issuer in connection with a warehouse facility related to its OTB operations (the "*Warehouse Facility*"), (E) the payment or refinancing of all or a portion of the outstanding principal amount of, and the associated prepayment premium or penalty, if any, on the commercial mortgage loan securing the original principal amount of a \$2.2 million loan issued by Tompkins Bank of Castile, (F) the refunding of the Issuer's \$3.5 million original principal amount of tax-exempt bonds, Series 2013 to Tompkins Bank of Castile, (G) the funding of a Debt Service Reserve Fund as security for the Bonds and (H) the payment of certain costs associated with the issuance of the Bonds (all such costs hereinafter referred to collectively as the "*Project Costs*"); and

WHEREAS, the Bonds are being issued pursuant to a certain Indenture of Trust, by and between the Issuer and U.S. Bank National Association (the "*Indenture*"); and

WHEREAS, the Bonds will be purchased by KeyBanc Capital Markets, as underwriter (the "*Underwriter*") pursuant to one or more bond purchase agreements among the Issuer and the Underwriter (the "*Bond Purchase Agreement*"), and the Underwriter may utilize preliminary and/or final limited offering memorandums (the "*Offering Memorandums*") in connection with the offering of the Bonds; and

WHEREAS, to demonstrate compliance with the provisions of the Internal Revenue Code of 1986, as amended (the "*Code*") relating to the issuance of tax-exempt obligations, (A) the Issuer will (1) execute arbitrage certificates dated the date of delivery of the Bonds (the "*Arbitrage Certificates*") relating to certain requirements set forth in Section 148 of the Code, (2) execute completed Internal Revenue Service Form 8038-G (Information Return for Tax-Exempt Governmental Bonds) relating to the Bonds (and "*Information Returns*") pursuant to Section 149(e) of the Code, (3) file the Information Returns with the Internal Revenue Service, and (4) execute tax regulatory agreements dated the date of delivery of the Bonds (the "*Tax Regulatory Agreements*") relating to the requirements in Sections 103, 141, 148 and 149 of the Code and (B) the Underwriter will execute letters (the "*Issue Price Letters*") confirming the issue price of the Bonds for purposes of Section 148 of the Code; and

WHEREAS, as security for the Bonds, among other things, (i) the Issuer has granted to the Trustee a first priority mortgage lien on and security interest in certain properties of the Issuer (the "*Mortgaged Property*"), pursuant to a certain Mortgage and Security Agreement (the "*Mortgage*"); and (ii) the Issuer has pledged certain revenues of the Issuer, including revenue, receipts and income, and all rights to receive the same, in any form and all proceeds thereof, whether now existing or hereinafter coming into existence and whether now received or hereinafter received, exclusive of the Required Payments (as defined in the Indenture, a form of which is attached hereto as Annex A) (collectively, the "*Pledged Revenues*"); and (iii) has granted to the Trustee a first priority lien and security interest in the Issuer's VGM Depository Account and OTB Depository Account, into which such Pledged Revenues are to be deposited, pursuant to a certain Deposit Account Control Agreement, by and between the Issuer and KeyBanc Capital Markets (the "*Deposit Account Control Agreement*"); and

WHEREAS, as additional security for the Bonds, the Issuer will make certain financial and other covenants to the Trustee for the benefit of the holders of the Bonds (the "*Holder*s"), pursuant to a certain Continuing Covenants and Compliance Agreement, by and between the Issuer and the Trustee (the "*Continuing Covenants Agreement*"); and, together with the Indenture, the Bond Purchase Agreement, the Offering Memorandum, the Arbitrage Certificates, the Information Returns, the Tax Regulatory Agreements, the Mortgage, and the Deposit Account Control Agreement, the "*Bond Documents*"); and

WHEREAS, the Project constitutes a "Type II" action under the New York State Quality Review Act and the regulations promulgated thereunder ("*SEQRA*") for which no formal review is necessary; and

WHEREAS, the Issuer reasonably expects that it will (i) pay or incur certain capital expenditures in connection with the Batavia Downs Facility and the Warehouse Facility (the "*2021 Project*") prior to the issuance of the Bonds, (ii) use funds from sources other than proceeds of the Bonds which are or will be available on a short-term basis to pay for such capital expenditures, (iii) reimburse itself for the use of such funds with proceeds of the Bonds and (iv) issue Bonds or other obligations for costs of the 2021 Project in a maximum principal amount not in excess of \$15,000,000.

NOW THEREFORE LET IT BE:

RESOLVED, that the Board of Directors of the Issuer (the "*Board of Directors*") authorizes the Issuer to proceed with the Project and issue the Bonds, and be it further

RESOLVED, that this Resolution shall constitute the adoption of "official intent" (within the meaning of the United States Treasury Regulations Section 1.150-2) with respect to the issuance of the Bonds and the original expenditures which are reasonably expected to be reimbursed from the proceeds of the Bonds, and be it further

RESOLVED, that the Project involves a "Type II" action as said term is defined under SEQRA for which no formal review is necessary, and be it further

RESOLVED, that in consequence of the foregoing, the Issuer hereby determines:

(a) that the Indenture as presented to the Board of Directors in the form of Annex A is hereby approved, and that Henry Wojtaszek in his capacity as President and General Counsel of the Issuer or Jacquelyne Leach in her capacity as Chief Financial Officer of the Issuer (each an "*Authorized Officer*") be and they hereby are each directed, authorized and empowered, in the name and on behalf of the Issuer, to execute and deliver the Indenture, with such modifications and amendments (including, without limitation, any additions, deletions or changes to any schedules or exhibits thereto) as such Authorized Officers may, in their discretion, deem to be necessary or desirable for and on behalf of the Issuer and in its name, and any and all other documents required in connection with such Indenture; and

- (b) that the Mortgage as presented to the Board of Directors in the form of Annex B is hereby approved, and the Authorized Officers be and they hereby are each directed, authorized and empowered, in the name and on behalf of the Issuer, to execute and deliver the Mortgage, with such modifications and amendments (including, without limitation, any additions, deletions or changes to any schedules or exhibits thereto) as such Authorized Officers may, in their discretion, deem to be necessary or desirable for and on behalf of the Issuer and in its name, provided no such amendment or modification materially alters the risk to the Issuer; and
- (c) to grant to the Trustee a first priority mortgage lien on and security interest in the Mortgaged Property pursuant to the Mortgage; and
- (d) to grant to the Trustee a first priority lien on and security interest in the Pledged Revenues; and
- (e) that the Deposit Account Control Agreement as presented to the Board of Directors in the form of Annex C is hereby approved, and the Authorized Officers be and they hereby are each directed, authorized and empowered, in the name and on behalf of the Issuer, to execute and deliver the Deposit Account Control Agreement, with such modifications and amendments (including, without limitation, any additions, deletions or changes to any schedules or exhibits thereto) as such Authorized Officers may, in their discretion, deem to be necessary or desirable for and on behalf of the Issuer and in its name, provided no such amendment or modification materially alters the risk to the Issuer; and
- (f) to grant to the Trustee a first priority lien and security interest in the Issuer's VGM Depository Account and OTB Depository Account granted pursuant to the Mortgage and perfected by the Deposit Account Control Agreement; and
- (g) that the Bond Purchase Agreement as presented to the Board of Directors in the form of Annex D is hereby approved, and the Authorized Officers be and they hereby are each directed, authorized and empowered, in the name and on behalf of the Issuer, to execute and deliver the Bond Purchase Agreement, with such modifications and amendments (including, without limitation, any additions, deletions or changes to any schedules or exhibits thereto) as such Authorized Officers may, in their discretion, deem to be necessary or desirable for and on behalf of the Issuer and in its name, provided no such amendment or modification materially alters the risk to the Issuer; and
- (h) that the Arbitrage Certificates as presented to the Board of Directors in the form of Annex E is hereby approved, and the Authorized Officers be and they hereby are each directed, authorized and empowered, in the name and on behalf of the Issuer, to execute and deliver the Arbitrage Certificates, with such modifications and amendments (including, without limitation, any additions, deletions or changes to any schedules or exhibits thereto) as such Authorized Officers may, in their discretion, deem to be

necessary or desirable for and on behalf of the Issuer and in its name, provided no such amendment or modification materially alters the risk to the Issuer; and

(i) that the Information Returns as presented to the Board of Directors in the form of Annex F is hereby approved, and the Authorized Officers be and they hereby are each directed, authorized and empowered, in the name and on behalf of the Issuer, to execute and deliver the Information Returns, with such modifications and amendments (including, without limitation, any additions, deletions or changes to any schedules or exhibits thereto) as such Authorized Officers may, in their discretion, deem to be necessary or desirable for and on behalf of the Issuer and in its name, provided no such amendment or modification materially alters the risk to the Issuer; and

(j) that the Tax Regulatory Agreements as presented to the Board of Directors in the form of Annex G is hereby approved, and the Authorized Officers be and they hereby are each directed, authorized and empowered, in the name and on behalf of the Issuer, to execute and deliver the Tax Regulatory Agreements, with such modifications and amendments (including, without limitation, any additions, deletions or changes to any schedules or exhibits thereto) as such Authorized Officers may, in their discretion, deem to be necessary or desirable for and on behalf of the Issuer and in its name, provided no such amendment or modification materially alters the risk to the Issuer; and

(k) that the Continuing Covenants Agreement as presented to the Board of Directors in the form of Annex H is hereby approved, and the Authorized Officers be and they hereby are each directed, authorized and empowered, in the name and on behalf of the Issuer, to execute and deliver the Continuing Covenants Agreements, with such modifications and amendments (including, without limitation, any additions, deletions or changes to any schedules or exhibits thereto) as such Authorized Officers may, in their discretion, deem to be necessary or desirable for and on behalf of the Issuer and in its name, provided no such amendment or modification materially alters the risk to the Issuer; and

(l) to issue and deliver the Bonds in the form of Annex I to the Trustee, subject however to the approval of the final terms for the Bonds and the terms and conditions of the Bond Purchase Agreement consistent with this Resolution, and the prior written approval of all terms contained therein, and of the terms of the Bonds, by the Authorized Officer of the Issuer; and

(m) that the Offering Memorandums as presented to the Board of Directors in the form of Annex J is hereby approved, and the Authorized Officers be and they hereby are each directed, authorized and empowered, in the name and on behalf of the Issuer, to execute and deliver the Offering Memorandums, with such modifications and amendments (including, without limitation, any additions, deletions or changes to any schedules or exhibits thereto) as such Authorized Officers may, in their discretion, deem to be necessary or desirable for and on behalf of the Issuer and in its name, provided no such amendment or modification materially alters the risk to the Issuer; and

(n) to use the proceeds of the Bonds to finance a portion of the Project, including payment of a portion of the costs of the acquisition, construction and equipping of the Project and to pay necessary incidental expenses in accordance with the Indenture; and

(o) to execute and deliver all other certificates and documents required in connection with issuance and sale of the Bonds as may be required by the Trustee or otherwise required to accomplish the Project, qualify the interest on the Bonds for tax-exempt status under Section 103 of the Code (collectively, with the Bond Documents, the "*Financing Documents*"), together with such modifications and amendments (including, without limitation, any additions, deletions or changes to any schedules or exhibits thereto) as such Authorized Officers may, in their discretion, deem to be necessary or desirable for and on behalf of the Issuer and in its name, and be it further

RESOLVED, that notwithstanding any other provision of this Resolution, the Issuer covenants that it will make no use of the proceeds of the Bonds or of any other funds which, if such use had been reasonably expected on the date of issue of the Bonds, would cause the Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Code, and be it further

RESOLVED, that the Authorized Officers of the Issuer are hereby authorized and directed for and in the name and on behalf of the Issuer to do all acts and things required or provided by the provisions of the Financing Documents, and to execute and deliver all such additional certificates, instruments and documents, including the Financing Documents and the Information Return, and to do all such further acts and things as may be necessary or in the opinion of the Authorized Officer acting on behalf of the Issuer, desirable and proper to effect the purposes of this Resolution and to cause compliance by the Issuer with all of the terms, covenants, and provisions of the Financing Documents binding upon the Issuer, and be it further

RESOLVED, that due to complex nature of this transaction, the Issuer hereby authorizes its Authorized Officers to approve, execute and deliver such further agreements, documents and certificates as the Issuer may be advised by counsel to the Issuer and/or Bond Counsel to be necessary or desirable to effectuate the foregoing, with such modifications and amendments (including, without limitation, any additions, deletions or changes to any schedules or exhibits thereto) as such Authorized Officers may, in their discretion, deem to be necessary or desirable for and on behalf of the Issuer and in its name, such approval to be conclusively evidenced by the execution of any such agreements, documents or certificates by an Authorized Officer acting on behalf of the Issuer, and be it further

RESOLVED, that the omission from these resolutions of any agreement and/or other arrangement contemplated by and of the agreements, documents and/or instruments described in the foregoing resolutions and/or any action to be taken in accordance with any requirements of any of the agreements, documents and/or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the Authorized Officers to take all actions necessary, desirable, appropriate or advisable to consummate the aforementioned transactions and to carry out the intent and purposes of the foregoing resolutions, and be it further

RESOLVED, that all documents, agreements and instruments previously executed and delivered, and any and all actions previously taken by any director, member, officer, employee or agent of the Issuer (including the Authorized Officers) in connection with or related to the matters set forth in, or reasonably contemplated or implied by, the foregoing resolutions be, and each of them hereby is, adopted, ratified, confirmed and approved in all respects and for all purposes as the acts and deeds of the Issuer, and be it further

RESOLVED, the foregoing approvals and the issuance of the Bonds is hereby explicitly conditioned upon and subject to receipt by the Issuer of all required approvals from the New York State Gaming Commission, the New York State Comptroller's Office and any other New York State agency required to approve the Project and/or the issuance of the Bonds.

Dated: June 24, 2021

Batavia, New York

Respectfully submitted,



Ken Lauderdale, Chairman
Finance Committee

WESTERN REGIONAL OFF-TRACK BETTING CORPORATION

The question of the adoption of the foregoing Resolution # 39-2021 was duly put to a vote on roll call, which resulted as follows:

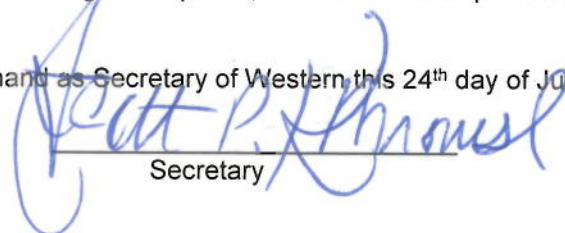
Motion by Director Lauderdale, seconded by Director Winter

AYE	NAY	ABSTAIN	ABSENT	VACANT	COUNTY	DIRECTOR
			X		Buffalo	Parmer-Garner
X					Cattaraugs	Haberer
			X		Cayuga	Lattimore
X					Chautauqua	Hendrickson
X					Erie	Warthling
X					Genesee	Siebert
X					Livingston	Wamp
X					Monroe	Bianchi
X					Niagara	Winter
X					Orleans	Morgan
				X	Oswego	Vacant
X					Rochester	Bassett
			X		Schuyler	Barnes
X					Seneca	Ricci
				X	Steuben	Vacant
X					Wayne	Lauderdale
X					Wyoming	May

AYES 12 NAYS 0 ABSTAIN 0 ABSENT 3 VACANT 2

I, the undersigned Secretary of the Western Regional Off-Track Betting Corporation ("Western") does hereby certify that the above resolution was duly adopted by the Board of Western, that all Board members had due notice of said meeting, the the meeting was in all respects duly held pursuant to Article 7 of Public Officers Law, that said meeting was open to the general public, and there was a quorum of Board members present throughout the meeting.

IN WITNESS WHEREOF, I have hereunder set my hand as Secretary of Western this 24th day of June, 2021.


 Secretary