

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 22th day of April, 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
Livingston	Thomas P. Wamp
Monroe	Richard D. Bianchi
Niagara	Elliott Winter
Orleans	Edward F. Morgan
Oswego	Ronald B. Darrow
Steuben	Vacant
Wayne	Ken Lauderdale
Wyoming	Susan May

Absent:

Buffalo	Parmer-Garner
Cayuga	Lattimore
Genesee	Siebert
Rochester	Bassett
Schuyler	Barnes
Seneca	Ricci

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; Todd Haight, Director/GM Live Racing/Branch Ops Specialist; Mike Pettinella, The Batavian.

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 May 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 March 25th, 2021. There being none, a motion was made by Director Lauderdale and seconded by Director Haberer to approve the February minutes as submitted. The minutes were approved unanimously by voice vote.

2. **Communications:**

There were no communications.

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 April 21, 2021 at 1:05 p.m. and the following business was discussed.

A motion was made by Director Winter to enter into Executive Session at 1:05 p.m., seconded by Director Morgan, 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.

At 1:54 p.m. a motion to exit Executive Session was made by Director Winter, seconded by Director Bianchi.

The Personnel meeting was adjourned at 1:54 p.m.

5. **Finance Committee Report:**

Committee Chairman Lauderdale reported that the Finance Committee meeting was held on Wednesday April 21, 2021 at 2:02 p.m. and the following business was discussed.

Mr. Henry F. Wojtaszek, President & CEO, Mrs. Jacquelyne A. Leach, Chief Financial Officer and Mr. Rajat Shah, of Harris Beach, PLLC presented Resolution #25-2021 reviewing the KeyBank Forbearance Agreement with members which addresses the Corporation's loan debt covenant default status which occurred as a result of the Covid shutdown on Western's operations. Staff recommends entering into a Forbearance Agreement with KeyBank Corporation.

Upon motion by Director Lauderdale, seconded by Director Darrow, and carried unanimously for Resolution #25-2021 to be carried to the full Board.

Upon motion by Director Lauderdale and seconded by Director Morgan a roll call vote was taken. The motion passed to enter into a Forbearance Agreement with KeyBank Corporation. Ayes: 10; Nays: 0; Vacant: 1; Steuben; Absent: 6; Parmer-Garner, Lattimore; Siebert; Bassett, Barnes; Ricci. **See Resolution #25-2021.**

Mr. Wojtaszek and Mr. Shah reviewed the Hart Hotel Inc. Management Agreement with members. Staff recommends entering into a management agreement with Hart Hotels Inc. to manage the operation of the Hotel at Batavia Downs for a contract period ending December 31, 2023 not to exceed a monthly fee of \$7,000.00.

Upon motion by Director Lauderdale, seconded by Director Wamp, and carried unanimously for Resolution #26-2021 to be carried to the full Board

Upon motion by Director Lauderdale and seconded by Director Winter a roll call vote was taken. The motion passed to enter into a management agreement with Hart Hotels Inc. to manage the operation of the Hotel at Batavia Downs for a contract period ending December 31, 2023 not to exceed a monthly fee of \$7,000.00. Ayes: 9; Nays: 1; Hendrickson; Vacant: 1; Steuben; Absent: 6; Parmer-Garner, Lattimore; Siebert; Bassett, Barnes; Ricci. **See Resolution #26-2021.**

5. Finance Committee Report:

Mr. Wojtaszek, Mrs. Leach and Mr. Shah updated the Committee on the Corporation's efforts to secure funding for the acquisition of the hotel as well as refinancing all current corporate debt obligations.

Mrs. Leach stated that in accordance with the Investment Policy and Guidelines of the Corporation adopted by the Board of Directors in April 26, 2018, the Corporation's 2020 Investment Report was submitted for discussion. Mrs. Leach also provided current information on the Corporation's loan balances.

After the report was reviewed and discussed among the Committee, it was moved by Director Winter, seconded by Director Darrow and carried unanimously that the Corporate Investment Report for calendar year 2020 be moved to the full Board for approval.

Mrs. Leach reviewed March 2021 Chief Financial Officer Report with Committee members. Mrs. Leach discussed the results of operations for branches and Batavia Downs. The Corporation will distribute \$80,241 in surcharge revenues to member municipalities for March. For the first quarter 2021 the Corporation will distribute \$174,752 in operational earnings to member municipalities.

Mrs. Leach also reviewed the March 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 March 6th as compared to same period 2020 and 2019.

The Finance Committee meeting adjourned at 2:55 p.m.

6. Advertising Committee Report:

Committee Chairperson May reported that the Advertising & Promotions Committee meeting was held on Wednesday April 21, 2021 at 2:55 p.m. and the following business was discussed.

6. Advertising Committee Report:

Mr. Todd Haight, Director/GM Live Racing/Branch Ops Specialist delivered a presentation on the betting handle surrounding OTB events.

A discussion was held regarding the closing of Canadian Tracks due to the shutdown. Mr. Haight mentioned several drivers would be coming to the United States to race.

Mr. Ryan Hasenauer, Director of Marketing-WROTBC & Video Gaming, discussed the 2021 Batavia Downs Concert Series highlighting some of the logistics.

Mr. Hasenauer discussed a plan for an increase in hotel offers to current players.

Mr. Hasenauer reported that several gaming machine vendors have been very forthcoming with prize money for promotions.

Mr. Hasenauer presented Resolution #24-2021 for Mark It Smart for various items to be given away to patrons in the amount not to exceed \$254,664.00

Upon motion by Director May and seconded by Director Haberer a roll call vote was taken. The motion passed to purchase various items to be given away to patrons from Mark It Smart in the amount not to exceed \$254,664.00. Ayes: 10; Nays: 0; Hendrickson; Vacant: 1; Steuben; Absent: 6; Parmer-Garner, Lattimore; Siebert; Bassett, Barnes; Ricci. **See Resolution #24-2021**

The Advertising & Promotions Committee meeting adjourned at 3:11 p.m.

7. Legislative Committee Report:

Committee Chairman Hendrickson reported the Legislative Committee meeting was held on Wednesday April 21, 2021 at 3:53 p.m. and the following business was discussed.

Mr. Wojtaszek led a discussion with regard to the Sports Betting bill. He is awaiting an update that will provide more information.

7. **Legislative Committee Report continued:**

Mr. Wojtaszek discussed the Capital Acquisition Fund that Western is not included in.

The Legislative Committee meeting adjourned at 4:01 p.m.

8. **Insurance Committee Report:**

The Insurance Committee did not meet.

9. **Audit Committee Report:**

Committee Vice-Chairman Haberer reported the Audit Committee meeting was held on Wednesday April 21, 2021 at 4:02 p.m. and the following business was discussed.

Committee Vice-Chairman Haberer reported that The Bonadio Group reviewed the 2020 Draft Audited Financial Statements.

A motion by Director Bianchi and seconded by Director Morgan the Committee entered into Executive Session at 4:13 p.m. and came out of Executive Session at 4:15 p.m.

Upon motion by Director Haberer and seconded by Director Darrow a voice vote was taken. The motion passed to approve the 2020 Draft Audited Financial Statements. Ayes: 10; Nays: 0; Hendrickson; Vacant: 1; Steuben; Absent: 6; Parmer-Garner, Lattimore; Siebert; Bassett, Barnes; Ricci.

The Audit Committee meeting adjourned at 4:15 p.m.

10. Batavia Downs Operations Committee Report:

Committee Chairman Morgan reported the Batavia Downs Operations Committee meeting was held on Wednesday April 21, 2021 at 3:15 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. He also informed the members of concerns in the next year with Horsemen's Integrity & Safety Act (HISA).

Mr. Haight presented the Resolution #23-2021 for Hanson Aggregates for the purchase of resurfacing material for the racetrack in the amount not to exceed \$40,000.00

Upon motion by Director Morgan and seconded by Director Wamp a roll call vote was taken. The motion passed to purchase resurfacing material for the racetrack in the amount not to exceed \$40,000.00 from Hanson Aggregates. Ayes: 10; Nays: 0; Hendrickson; Vacant: 1; Steuben; Absent: 6; Parmer-Garner, Lattimore; Siebert; Bassett, Barnes; Ricci. **See Resolution #23-2021**

Mr. Wojtaszek provided a Batavia Downs Concert Series update that will include twelve concerts beginning June 11, 2021 and every Friday through August 27, 2021.

Mr. Wojtaszek provided an update of a time frame of the Hotel purchase.

The Batavia Downs Committee meeting adjourned at 3:50 p.m.

11. Branch Operations Committee Report:

Committee Vice-Chairman Darrow reported the Branch Operations Committee meeting was held on Thursday April 22, 2021 at 9:30 a.m. and the following business was discussed.

11. Branch Operations Committee Report continued:

Mr. Sean Schiano, Director of Branch Operations reported that Maintenance is prepping Branches for the Kentucky Derby. Our Buffalo maintenance employee resigned and in an effort to save money, management is coordinating using our two maintenance employees based in Rochester to cover all Branches.

Mr. Schiano reported that Station 26 in Cohocton, Steuben County, is open this week and ready for the Derby. Mr. Schiano added that Maintenance,

Jim Ingalsbe and United Tote staff did a great job in getting this location up so quickly. Mr. Schiano and Dina Pane will be visiting all locations to deliver Derby boxes and be sure that all locations have adequate supplies for Derby.

Mr. Schiano reported that Batavia Bets continues to grow, handling \$1.5 million in March, up \$577,000 or 60%. Through April 18, Batavia Bets has handled over \$1 million and is up \$525,000 or 103%. Year to date, handle is \$5.4 million, up over \$2 million, or 60%. Mr. Schiano added that compared to 2019 handle in March was up \$462,000 in April, up \$387,000, and year to date up over \$2.5 million.

Mr. Schiano reported that due diligence continues for the sales of the properties at McKinley Parkway in Buffalo and Jefferson Road in Monroe County.

The Branch Operations Committee adjourned at 9:40 a.m.

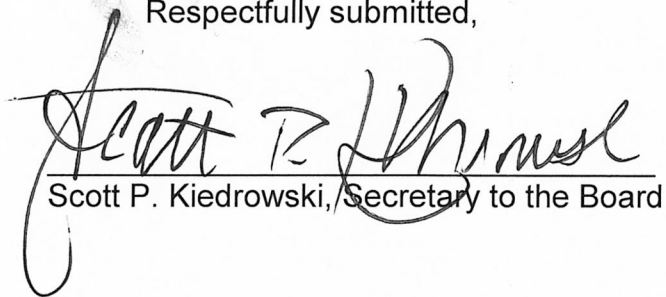
12. New Business:

The Committees and Board meetings are scheduled for May 26 & 27, 2021 respectively.

13. **Adjournment:**

Director Haberer made a motion to adjourn which Director Darrow seconded. The meeting was adjourned at 10:24 a.m.

Respectfully submitted,



Scott P. Kiedrowski, Secretary to the Board

/pma

RESOLUTION #23-2021

WHEREAS, it is the responsibility of Western Regional Off-Track Betting Corporation ("Western") to maintain the physical condition of the horse racing track at Batavia Downs; and

WHEREAS, Western as needed resurfaces and re-banks the racetrack prior to the beginning of the race season; and

WHEREAS, Hanson Aggregates ("Hanson") a NYS OGS Contractor can provide the matching material needed to resurface the racetrack at a cost not to exceed \$40,000.00; and

WHEREAS, Staff recommends that the Board of Directors of Western authorize payment to Hanson in the amount not to exceed \$40,000.00 for the purchase of the resurfacing material for the racetrack; and, therefore be it

BE IT RESOLVED, that the Board of Directors of Western hereby authorize the payment of an amount not to exceed \$40,000.00 to Hanson for the purchase of resurfacing material needed to resurface and re-bank the horse racetrack at Batavia Downs and further; and be it further

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

Respectfully submitted,



Edward Morgan, Chairman
Batavia Downs Operations Committee

Dated: April 22, 2021
Batavia, New York

WESTERN REGIONAL OFF-TRACK BETTING CORPORATION

The question of the adoption of the foregoing Resolution # 23 - 2021 was duly put to a vote on roll call, which resulted as follows:

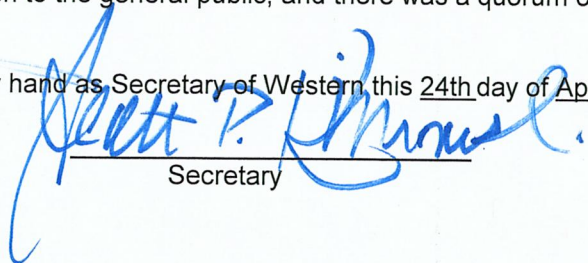
Motion by Directo Morgan, seconded by Director Wamp

AYE	NAY	ABSTAIN	ABSENT		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	Darrow
			X		Rochester	Bassett
			X		Schuyler	Barnes
			X		Seneca	Ricci
				X	Steuben	
X					Wayne	Lauderdale
X					Wyoming	May

AYES 10 NAYS _____ ABSTAIN _____ ABSENT 6 VACANT 1

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 April, 2021.



 Secretary

RESOLUTION #24-2021

WHEREAS, as part of its ongoing patron attraction and retention program, Western Regional Off-Track Betting Corporation ("Western") purchases various promotional items that are given away to patrons of Batavia Gaming; and

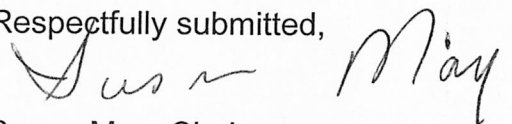
WHEREAS, Western has sent out an RFP requesting pricing for various items and Mark-It-Smart Inc. ("Smart") was the lowest responsible bidder to purchase those items set forth in the attached schedule to this resolution.

WHEREAS, Staff requests that the Board approve the above referenced purchases to be used as promotional items from Smart to be given away to various patrons of Batavia Gaming in an amount not to exceed each of the specific amounts set forth in the attached schedule, and in the total amount of \$254,664.00; and therefore

BE IT RESOLVED, that the Board of Directors of Western hereby acknowledges and approves that Western enter into a series of purchase agreements with Smart for the purchase of the various promotional items set forth in the attached schedule to be given away to various patrons of Batavia Gaming in an amount not to exceed each of the specific amounts set forth above, and in the total amount of \$254,664.00; and further

RESOLVED, that the Board of Directors of Western hereby authorizes an officer of Western to execute any such agreements in furtherance of this resolution.

Respectfully submitted,



Susan May, Chairperson
Advertising & Promotions Committee

Dated: April 22, 2021
Batavia, New York

WESTERN REGIONAL OFF-TRACK BETTING CORPORATION

The question of the adoption of the foregoing Resolution # 24 - 2021 was duly put to a vote on roll call, which resulted as follows:

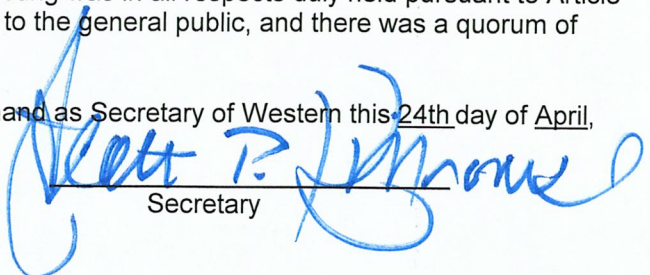
Motion by Directo May, seconded by Director Haberer

AYE	NAY	ABSTAIN	ABSENT		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	Darrow
			X		Rochester	Bassett
			X		Schuyler	Barnes
			X		Seneca	Ricci
				X	Steuben	
X					Wayne	Lauderdale
X					Wyoming	May

AYES 10 NAYS _____ ABSTAIN _____ ABSENT 6 VACANT 1

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 April, 2021.



 Secretary

RESOLUTION #25-2021

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 perform such other acts and engage in such other activities as may be necessary and proper in furtherance of carrying out any of its corporate purposes; and

WHEREAS, Western Regional Off-Track-Betting Corporation (the “*Corporation*”) owns Batavia Downs Gaming; and

WHEREAS, in April 2012, the New York State Lottery approved a certain \$27,000,000.00 expansion plan for the benefit of Batavia Downs Gaming (the “*Plan*”); and

WHEREAS, by resolution duly adopted on June 27, 2013 (Resolution 58-2013), the Corporation authorized the issuance of up to \$23,000,000.00 principal amount Variable Rate Tax-Exempt and Taxable Revenue Bonds (the “*2013 Bonds*”) for the purpose of financing a portion of the costs related to the Plan; and

WHEREAS, by subsequent resolution duly adopted on September 17, 2013 (Resolution 69-2013), the Corporation authorized the reduction of the principal amount of the 2013 Bonds in an amount not to exceed \$20,000,000.00 and further authorized granting a security interest to First Niagara Bank, N.A. (the “*Agent*”) (now KeyBank N. A. as successor-in-interest by merger to First Niagara Bank, N.A.); and

WHEREAS, the Corporation issued: (i) that certain \$14,400,000.00 principal amount Variable Rate Tax-Exempt Revenue Bond, Series 2013, to First Niagara Bank, N.A.; (ii) that certain \$3,000,000.00 principal amount Variable Rate Tax-Exempt Revenue Bond, Series 2013 to Evans Bank, N. A.; and (iii) that certain \$2,000,000.00 principal amount Variable Rate Taxable Revenue Bond, Series 2013 (collectively the “*Bonds*”), to Cattaraugus County Bank (collectively the “*Holder*s”); and

WHEREAS, in connection with the Bonds, the Corporation is obligated to the Agent and the Holders pursuant to, among other documents that certain Credit Agreement dated as of October 1, 2013, by and among the Corporation, the Agent and the Holders, as amended by Amendment No. 1 to Credit Agreement, dated as of May 6, 2014; Amendment No. 2 to Credit Agreement, dated as of February 9, 2015; and Waiver and Amendment No. 3 to Credit Agreement dated as of May 1, 2020, each by and among the Corporation, the Agent and the Holders (as so amended, the “*Credit Agreement*”) and

WHEREAS, as a consequence of certain Existing Events of Default (as defined in the Forbearance Agreement, hereinafter defined), the Corporation now desires to enter into that certain Forbearance Agreement with the Agent and the Holders (the “*Forbearance Agreement*”), under which the Agent and the Holders will agree to forbear from exercising their respective rights, recourses and remedies for a limited period of time, all on the terms and conditions set forth in the Forbearance Agreement, and

WHEREAS, the Board of Directors of the Corporation (the “*Board of Directors*”) has determined that the terms and conditions of the Forbearance Agreement are fair, just and reasonable to the Corporation and desire to enter into such Agreement subject to the terms and conditions agreed upon by the Board of Directors; and

WHEREAS, as a condition to entering into the Forbearance Agreement, the Agent and the Holders require further amendment be made to the Credit Agreement (“*Amendment No. 4*”), which among other things, modifies the terms of the Credit Agreement to provide for alternative reference rates to be used in place of the London Interbank Offered Rate; and

WHEREAS, the Board of Directors has determined that the terms and conditions of the Amendment No. 4 are fair, just and reasonable to the Corporation and desire to enter into such Agreement subject to the terms and conditions agreed upon by the Board of Directors; and

WHEREAS, the Board of Directors deems the execution and delivery of the Forbearance Agreement and the Amendment No. 4 to the Credit Agreement and all other agreements, certificates, documents and instruments now or hereafter executed and/or delivered under or in connection with the transactions contemplated by each of the foregoing and the effectuation of the transactions contemplated by each, to be in the furtherance of the purposes of the Corporation and in the best interests of the Corporation; and

NOW THEREFORE LET IT BE:

RESOLVED, that the form Forbearance Agreement 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 Corporation or Jacquelyne Leach in her capacity as Chief Financial Officer of the Corporation (each an “*Authorized Officer*”) be and they hereby are each directed, authorized and empowered, in the name and on behalf of the Corporation, to execute and deliver the Forbearance 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 this Corporation and in its name, and any and all other documents required in connection with such Agreement; and be it further

RESOLVED, that the form Amendment No. 4 to the Credit Agreement 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 Corporation, to execute and deliver the Amendment No. 4 to the Credit 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 this Corporation and in its name, and any and all other documents required in connection with such Agreement; and be it further

RESOLVED, that the Authorized Officers of the Corporation be and are, and each acting alone is, hereby authorized to do and perform any and all such acts, including the preparation, delivery and execution of any and all agreements, documents and certificates, as such Authorized Officers shall deem necessary or advisable, to carry out the purposes and intent of the foregoing resolutions; and be it further

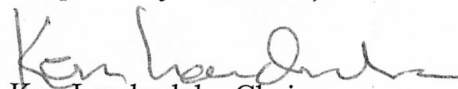
RESOLVED, that the omission from these resolutions of any agreement and/or other arrangement contemplated by any of the agreements, documents and/or instruments described in the foregoing resolutions and/or any action to be taken in accordance with any requirements of any of the agreements, documents 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 it is 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 Corporation (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 Corporation.

Dated: April 22, 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 # 25 - 2021 was duly put to a vote on roll call, which resulted as follows:

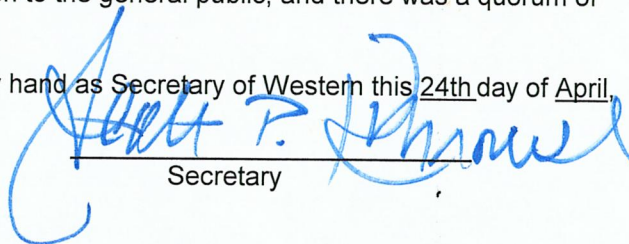
Motion by Directo Lauderdale, seconded by Director Morgan

AYE	NAY	ABSTAIN	ABSENT		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	Darrow
			X		Rochester	Bassett
			X		Schuyler	Barnes
			X		Seneca	Ricci
				X	Steuben	
X					Wayne	Lauderdale
X					Wyoming	May

AYES 10 NAYS _____ ABSTAIN _____ ABSENT 6 VACANT 1

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 April, 2021.



 Secretary

RESOLUTION #26-2021

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 perform such other acts and engage in such other activities as may be necessary and proper in furtherance of carrying out any of its corporate purposes; and

WHEREAS, Western Regional Off-Track-Betting Corporation (the “*Corporation*”) owns Batavia Downs Gaming; and

WHEREAS, by resolution duly adopted on February 25, 2021 (Resolution 14-2021), the Corporation authorized the purchase of The Hotel at Batavia Downs (the “*Hotel*”) from ADK Hospitality, LLC in an amount not to exceed \$8,000,000.00; and

WHEREAS, the Board of Directors of the Corporation (the “*Board of Directors*”) also deems it desirable and in the best interests of the Corporation to execute and deliver a note to ADK Hospitality, LLC, for the principal sum of \$7,500,000.00 (the “*Note*”), the proceeds of which are intended to be used to acquire the Hotel; and

WHEREAS, the Board of Directors has determined that the terms and conditions of the Note are fair, just and reasonable to the Corporation and desire to enter into the Note subject to the terms and conditions agreed upon by the Board of Directors; and

WHEREAS, in connection with the acquisition of the Hotel, the Board of Directors deems it desirable and in the best interests of the Corporation to enter into a hotel management agreement by and between Hart Hotels, Inc. (Manager) and the Corporation, pursuant to which Hart Hotels, Inc. shall manage the Hotel at the direction of the Corporation (the “*Hotel Management Agreement*”); and

WHEREAS, the Board of Directors has determined that the terms and conditions of the Hotel Management Agreement are fair, just and reasonable to the Corporation and desire to enter into such Agreement subject to the terms and conditions agreed upon by the Board of Directors; and

WHEREAS, the Board of Directors deems the execution and delivery of the PSA (defined below), the Note and the Hotel Management Agreement and all other agreements, certificates, documents and instruments now or hereafter executed and/or delivered under or in connection with the transactions contemplated by each of the foregoing (collectively, the “*Hotel Purchase*”

Agreements”) and the effectuation of the transactions contemplated by each of the Hotel Purchase Agreements, to be in the furtherance of the purposes of the Corporation and in the best interests of the Corporation; and

NOW THEREFORE LET IT BE:

RESOLVED, that the Corporation be, and it hereby is, authorized to acquire the Hotel and related Property as that term is defined in that certain Agreement of Purchase and Sale by and between the Corporation (Buyer) and ADK Hospitality, LLC (Seller) (the “*PSA*”), as presented to the Board of Directors and a copy of which is attached hereto as Annex A for a purchase price of approximately \$7,500,000.00; and be it further

RESOLVED, that the Corporation enter into the PSA and all other agreements, leases, easements and other documents referred to therein, including such other instruments and documents necessary and proper to consummate the closing of the transaction contemplated thereby; and be it further

RESOLVED, that Henry Wojtaszek in his capacity as President and General Counsel of the Corporation or Jacquelyne Leach in her capacity as Chief Financial Officer of the Corporation (each an “*Authorized Officer*”) be and they hereby are each directed, authorized and empowered, in the name and on behalf of the Corporation, to take such action as may be necessary to effectuate the purchase of the Hotel and Property under the terms of the PSA; and are hereby authorized, directed and empowered to execute and deliver the PSA, 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 this Corporation and in its name, and any and all other documents required in connection with the purchase under the PSA; and be it further

RESOLVED, that the Note, as presented to the Board of Directors and a copy of which is attached hereto as Annex B shall be consummated and the Authorized Officers are authorized, directed and empowered, in the name and on behalf of the Corporation, to execute and deliver the Note, 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; and be it further

RESOLVED, that the Corporation enter into that certain Hotel Management Agreement, as presented to the Board of Directors and a copy of which is attached hereto as Annex C and that the Authorized Officers of the Corporation are hereby authorized, directed and empowered, in the name and on behalf of the Corporation, to execute and deliver the Hotel Management 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 this Corporation and in its name, and any and all other documents required in connection with such Agreement; and be it further

RESOLVED, that the Authorized Officers of the Corporation be and are, and each acting alone is, hereby authorized to do and perform any and all such acts, including the preparation,

delivery and execution of any and all agreements, documents and certificates, as such Authorized Officers shall deem necessary or advisable, to carry out the purposes and intent of the foregoing resolutions; and be it further

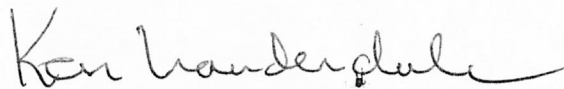
RESOLVED, that the omission from these resolutions of any agreement and/or other arrangement contemplated by any of the agreements, documents and/or instruments described in the foregoing resolutions and/or any action to be taken in accordance with any requirements of any of the agreements, documents 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 it is 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 Corporation (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 Corporation.

Dated: April 22, 2021

Batavia, New York

Respectfully submitted,

A handwritten signature in black ink that reads "Ken Lauderdale". The signature is written in a cursive style with a long, sweeping underline.

Ken Lauderdale, Chairman
Finance Committee

WESTERN REGIONAL OFF-TRACK BETTING CORPORATION

The question of the adoption of the foregoing Resolution # 26 - 2021 was duly put to a vote on roll call, which resulted as follows:

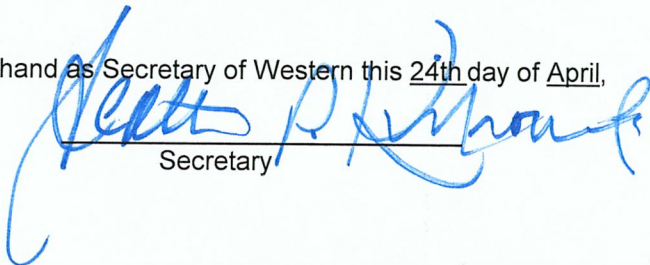
Motion by Directo Lauderdale, seconded by Director Winter

AYE	NAY	ABSTAIN	ABSENT		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	Darrow
			X		Rochester	Bassett
			X		Schuyler	Barnes
			X		Seneca	Ricci
				X	Steuben	
X					Wayne	Lauderdale
X					Wyoming	May

AYES 9 NAYS 1 ABSTAIN _____ ABSENT 6 VACANT 1

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 April, 2021.


 Secretary