

WESTERN REGIONAL OFF-TRACK BETTING CORPORATION

Minutes of the regular meeting of the Board of Directors of the Western Regional Off-Track Betting Corporation, (“Western”) held on the 27th day of February 2025 and commencing at 11:44 a.m. in the *Boardroom*, Corporate Headquarters at 8315 Park Road Batavia, New York.

Participating was:

Absent:

Erie	Timothy Callan	Wayne	Vacant
Monroe	James Wilmot	Livingston	Vacant
Buffalo	Crystal Rodriguez-Dabney	Winter	Niagara
Rochester	Dennis Bassett	Bombardo	Oswego
Chautauqua	Vincent Horrigan		
Steuben	Michael Horton		
Cattaraugus	Mark Burr		
Cayuga	Terrance Baxter		
Genesee	Charles Zambito		
Wyoming	Susan May		
Orleans	Edward Morgan		
Seneca	Kyle Black		
Schuyler	Paul Bartow		

constituting the Directors of all participating municipalities

Also participating were Byron W. Brown, President & CEO; Steven M. Casey, Chief Administrative Officer/Chief of Staff; Scott P. Kiedrowski, Chief Operating Officer; Sean S. Schiano, Vice President – Operations; Ryan Hasenauer, Vice President-Business Development, Danielle N. Fleming, Vice President-Human Resources; John M. Owens, Associate Council; Steven Haigh, Internal Auditor, Zachary Elliott, Controller, Michael DeGeorge, Director of Communications, Howard Owens, The Batavian.

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

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

Chairman Bassett asked Director May to lead the assemblage in the Pledge of Allegiance.

Approval of Previous Minutes:

Chairman Bassett called for amendments, additions, deletions, or corrections to the minutes of the previous meeting of January 24, 2025. There being none, a motion was made by Director Rodriguez-Dabney and seconded by Director Burr to approve January 24, 2025, minutes as submitted. The minutes were approved unanimously by voice vote.

Personnel Committee Report:

Committee Vice-Chairperson Horrigan reported that the Personnel Committee meeting was held on Wednesday February 26, 2025, at 1:25 p.m.

Director Horrigan reported that at 1:25 p.m. a motion was made by Director Morgan, seconded by Director May to enter into Executive Session for the discussion of the legal, 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 Executive Session ended at 2:00 p.m.

Director Horrigan reported that Ms. Danielle Fleming, Vice President- Human Resources provided an update on the ongoing union contract negotiations.

Director Horrigan reported that Mr. Brown, and Ms. Fleming, provided an update on the search for a Chief Financial Officer. Search Committees for the open Chief Financial Officer, General Counsel, and Director of IT positions will be formed by Chairman Bassett.

Finance Committee Report:

Committee Chairman Horton reported that the Finance Committee meeting was held on Wednesday February 26, 2025, at 1:00 p.m.

Director Horton reported that Mr. Zachary Elliott, Controller-WROTBC-Operations, reviewed the December 2024 Chief Financial Officer Reports with Committee members. Mr. Elliott discussed the results of operations for branches and Batavia Downs. The Corporation will distribute \$31,528.91 in surcharge revenues to member municipalities for December and \$558,464.25 in 4th quarter earnings.

Finance Committee Report continued:

Director Horton reported that Mr. Elliott reviewed the Regional VGM Numbers for January.
The Finance Committee meeting adjourned at 1:23 p.m.

Advertising & Promotions Committee Report:

Committee Chairperson May called the Advertising & Promotions Committee meeting to order on Wednesday February 26, 2025, at 3:32 p.m.

Director May reported that Mr. Ryan Hasenauer, Vice President-Business Development, reviewed images of upcoming hotel offers.

Director May reported that Mr. Hasenauer reviewed the use of Radio and TV to help drive traffic for events was demonstrated, specifically the Thurman Thomas Tailgate Parties. Also, reviewed were February's Radio and TV total spend and corresponding events, and Upcoming charitable sponsorships for February – April.

The Advertising and Promotions Committee meeting adjourned at 3:48 p.m.

Batavia Downs Operations Committee Report:

Committee Chairman Morgan reported the Batavia Downs Operations Committee meeting was held on Wednesday February 26, 2025, at 3:50 p.m.

Director Morgan reported that Mr. Sean S. Schiano, Vice President – Operations, provided gaming statics to the Committee.

Director Morgan reported that Resolution 24-2025 was presented for IK Systems Inc. Western sent the request for proposals to nine (9) vendors and received only one response from IK Systems Inc. as follows:

2025 \$66,730.00
2026 \$70,240.00
2027 \$73,940.00
2028 \$77830.00; and
2029 \$81,925.00 for a five-year total cost of \$370,665.0

Batavia Downs Operations Committee Report continued:

Upon motion by Director Morgan and seconded by Director Burr, a roll call vote was taken and passed to accept the proposal from IK Systems Inc. for a five-year total cost of \$370,665.00. Ayes: 13; Nays: 0; Absent: 2; Bombardo, Winter; Vacant: 2; Livingston, Wayne. **See Resolution 24-2025.**

Director Morgan reported that Resolution 25-2025 was presented for Global Payments Gaming Services to obtain services to provide for electronic checks, personal checks, cash advance on bank accounts or credit card services at the cashier cage at a cost not to exceed \$160,000.00 for the period from February 1, 2025, through January 31, 2026.

Upon motion by Director Morgan and seconded by Director Zambito, a roll call vote was taken and passed to obtain services from Global Payments Gaming Services at a cost not to exceed \$160,000.00 for the period from February 1, 2025, through January 31, 2026. Ayes: 13; Nays: 0; Absent: 2; Bombardo, Winter; Vacant: 2; Livingston, Wayne. **See Resolution 25-2025.**

Director Morgan that Resolution 26-2025 was presented for Advance Hood Cleaning to accept the bid from Advanced Hood Cleaning Solutions at a cost of \$28,000.00 for the period from March 1, 2025, through February 28, 2030, with an annual increase not to exceed 10%.

Upon motion by Director Morgan and seconded by Director Zambito, a roll call vote was taken and passed to accept the bid from Advanced Hood Cleaning Solutions at a cost of \$28,000.00 for the period from March 1, 2025, through February 28, 2030, with an annual increase not to exceed 10%. Ayes: 13; Nays: 0; Absent: 2; Bombardo, Winter; Vacant: 2; Livingston, Wayne. **See Resolution 26-2025.**

Director Morgan provided a brief update on the two phases of the Boiler Replacement and reported bid specifications are being completed.

The Batavia Downs Operations committee meeting adjourned at 4:07 p.m.

Legal Committee Report:

Committee Chairperson Rodriguez-Dabney reported the Legal Committee meeting was held on Wednesday February 26, 2025, at 2:24 p.m.

Legal Committee Report continued:

Director Rodriguez-Dabney made a motion to enter into Executive Session at 2:24 p.m. seconded by Director Zambito for the discussion of the legal, 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. A voice vote was taken and passed unanimously.

Director Rodriguez-Dabney reported that the Legal Committee came out of Executive Session at 3:30 p.m.

The Legal Committee meeting adjourned at 3:30 p.m.

Branch Operations Committee:

Committee Vice-Chairperson Rodriguez-Dabney reported the Branch Operations Committee meeting was held on Thursday February 27, 2025, at 8:30 a.m.

Director Rodriguez-Dabney reported that at 8:30 a.m. she made a motion to enter into Executive Session seconded by Director Baxter for the discussion of the legal, 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.

Director Rodriguez-Dabney reported that the Executive Session ended at 9:10 a.m.

Director Rodriguez-Dabney reported that Mr. Kiedrowski provided a branch analysis update to the Committee.

The Branch Committee meeting adjourned at 9:10 a.m.

Audit Committee Report:

Director Zambito reported that the Audit Committee did not meet.

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Legislative Committee Report:

Committee Vice-Chairperson Baxter reported the Legislative Committee meeting was held on Thursday February 27, 2025, at 9:23 a.m.

Director Baxter reported that he made a motion to enter into Executive Session at 9:23 a.m. seconded by Director Rodriguez-Dabney for the discussion of the legal, 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.

Director Baxter reported that a discussion was led by Mr. Byron W. Brown, President & CEO and Mr. Steven M. Casey, Chief Administrative Officer/Chief of Staff, outlining Reform measures for transparency purposes that include Merit Raise Process, Record Board Meetings, Buffalo Bills Suite, Travel Policy, Procurement Policy, Job Postings, Tipping Policy, Free Play Policy, and Gift Card Policy to improve and continue to grow WROTBC.

Upon motion by Director Baxter, seconded by Director Wilmot, a roll call vote was taken and passed to approve the reform outline as edited. Ayes: 13; Nays: 0; Absent: 2; Bombardo, Winter; Vacant: 2; Livingston, Wayne. **See Resolution 27-2025.**

The Legislative Committee meeting adjourned at 11:30 a.m.

Insurance Committee Report:

Director Horrigan reported that the Insurance Committee did not meet.

New Business:

The next meeting is scheduled for March 26 and 27, 2025 respectively.

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Adjournment:

Upon motion by Director Crystal Rodriguez-Dabney, seconded by Director Horton, the meeting was adjourned at 12:03 p.m.

Respectfully submitted,

Scott P. Kiedrowski, Chief Operating Officer
Secretary to the Board

/pma

Resolution #24-2025 shall take effect immediately upon adoption.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, motion was made by Director Morgan and seconded by Director Burr which results were as follows:

	<u>Aye</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>
Timothy Callan	[X] 24	[]	[]	[]
James Wilmot	[X] 20	[]	[]	[]
Crystal Rodriguez-Dabney	[X] 10	[]	[]	[]
Dennis Bassett	[X] 8	[]	[]	[]
Elliott Winter	[] 8	[]	[]	[X]
Vincent W. Horrigan	[X] 5	[]	[]	[]
Mark Bombardo	[] 4	[]	[]	[X]
Michael Horton	[X] 3	[]	[]	[]
Wayne Vacant	[] 3	[]	[]	[X]
Mark Burr	[X] 3	[]	[]	[]
Terrance Baxter	[X] 3	[]	[]	[]
Livingston Vacant	[] 2	[]	[]	[X]
Charles Zambito	[X] 2	[]	[]	[]
Susan May	[X] 1	[]	[]	[]
Edward Morgan	[X] 1	[]	[]	[]
Kyle Black	[X] 1	[]	[]	[]
Paul Bartow	[] 1	[]	[]	[X]

The Resolution was thereupon duly adopted.

RESOLUTION - #24-2025

WHEREAS, it is the corporate responsibility of the Western Regional Off-Track Betting Corporation ("Western") to operate its various locations including its Batavia Downs Gaming location in a safe and efficient manner, while providing the best experience available to our patrons and employees; and

WHEREAS, Western needs to provide for the On-Site Maintenance Program of the Security and Surveillance System to include on-site day services-report to review for center system archives, workstations, server, software and SAN devices and to test/inspect all hardware, access controls and alarms; and

WHEREAS, Western sent the request for proposals to nine (9) vendors and received only one response; and

WHEREAS, IK Systems Inc, Victor, NY submitted a response as follows:

2025 \$66,730.00;
2026 \$70,240.00;
2027 \$73,940.00;
2028 \$77,830.00; and
2029 \$81,925.00 for a five year total cost of \$370,665.00; and

WHEREAS, staff recommends that the Board of Western obtain the service from IK Systems Inc for a five year term; and now therefore

BE IT RESOLVED, that Western's Board of Directors agrees to obtain the service from IK Systems Inc for a five year total cost of \$370,665.00, and

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

Respectfully submitted,

Dated: February 27, 2025

Batavia, New York

Resolution #25-2025 shall take effect immediately upon adoption.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, motion was made by Director Morgan and seconded by Director Zambito which results were as follows:

	<u>Aye</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>
Timothy Callan	[X] 24	[]	[]	[]
James Wilmot	[X] 20	[]	[]	[]
Crystal Rodriguez-Dabney	[X] 10	[]	[]	[]
Dennis Bassett	[X] 8	[]	[]	[]
Elliott Winter	[] 8	[]	[]	[X]
Vincent W. Horrigan	[X] 5	[]	[]	[]
Mark Bombardo	[] 4	[]	[]	[X]
Michael Horton	[X] 3	[]	[]	[]
Wayne Vacant	[] 3	[]	[]	[X]
Mark Burr	[X] 3	[]	[]	[]
Terrance Baxter	[X] 3	[]	[]	[]
Livingston Vacant	[] 2	[]	[]	[X]
Charles Zambito	[X] 2	[]	[]	[]
Susan May	[X] 1	[]	[]	[]
Edward Morgan	[X] 1	[]	[]	[]
Kyle Black	[X] 1	[]	[]	[]
Paul Bartow	[] 1	[]	[]	[X]

The Resolution was thereupon duly adopted.

RESOLUTION - #25-2025

WHEREAS, it is the corporate responsibility of the Western Regional Off-Track Betting Corporation ("Western") to operate its various locations including its Batavia Downs Gaming location in a safe and efficient manner, while providing the best experience available to our patrons and employees; and

WHEREAS, Western needs to provide for electronic checks, personal checks, cash advance on bank accounts or credit card services at the cashier cage for February 1, 2025 through January 31, 2026; and

WHEREAS, Global Payments Gaming Services d/b/a Pavilion Payment Check Services (Global) is bonded for this service; and

WHEREAS, staff recommends that the Board of Western obtain the service from Global at a cost not to exceed \$160,000.00 for the period from February 1, 2025 through January 31, 2026; and now therefore

BE IT RESOLVED, that Western's Board of Directors agrees to obtain the service from Global at a cost not to exceed \$160,000.00 for the period from February 1, 2025 through January 31, 2026, and

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

Respectfully submitted,

Dated: February 27, 2025
Batavia, New York

Resolution #26-2025 shall take effect immediately upon adoption.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, motion was made by Director Morgan and seconded by Director Burr which results were as follows:

	<u>Aye</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>
Timothy Callan	[X] 24	[]	[]	[]
James Wilmot	[X] 20	[]	[]	[]
Crystal Rodriguez-Dabney	[X] 10	[]	[]	[]
Dennis Bassett	[X] 8	[]	[]	[]
Elliott Winter	[] 8	[]	[]	[X]
Vincent W. Horrigan	[X] 5	[]	[]	[]
Mark Bombardo	[] 4	[]	[]	[X]
Michael Horton	[X] 3	[]	[]	[]
Wayne Vacant	[] 3	[]	[]	[X]
Mark Burr	[X] 3	[]	[]	[]
Terrance Baxter	[X] 3	[]	[]	[]
Livingston Vacant	[] 2	[]	[]	[X]
Charles Zambito	[X] 2	[]	[]	[]
Susan May	[X] 1	[]	[]	[]
Edward Morgan	[X] 1	[]	[]	[]
Kyle Black	[X] 1	[]	[]	[]
Paul Bartow	[] 1	[]	[]	[X]

The Resolution was thereupon duly adopted.

STATE OF NEW YORK)
) SS:
COUNTY OF GENESEE)

I, the undersigned Secretary of Western Regional Off-Track Betting Corporation ("Western"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on February 27, 2025 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of Western had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of Western present throughout said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed, or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 27th day of February 2025.

Scott P. Kiedrowski, Secretary

RESOLUTION - #26-2025

WHEREAS, it is the corporate responsibility of the Western Regional Off-Track Betting Corporation ("Western") to operate its various locations including its Batavia Downs Gaming location in a safe and efficient manner, while providing the best experience available to our patrons and employees; and

WHEREAS, Western needs to arrange for the cleaning of kitchen hoods at the Clubhouse, Homestretch, Fortunes, 34 Rush and the Genesee Room for the period from March 1, 2025 through February 28, 2030; and

WHEREAS, Advanced Hood Cleaning Solutions, Livonia, New York submitted the only bid pursuant to public bid dated February 11, 2025; and

WHEREAS, staff recommends that Western accept the bid from Advanced Hood Cleaning Solutions at a cost of \$28,000.00 for the period from March 1, 2025 through February 28, 2030 with an annual increase not to exceed 10%; and now therefore

BE IT RESOLVED, that Western's Board of Directors accepts the bid from Advanced Hood Cleaning Solutions at a cost of \$28,000.00 for the period from March 1, 2025 through February 28, 2030 with an annual increase not to exceed 10%; and

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

Respectfully submitted,

Dated: February 27, 2025
Batavia, New York

Resolution #27-2025 shall take effect immediately upon adoption.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, motion was made by Director Baxter and seconded by Director Wilmot which results were as follows:

	<u>Aye</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>
Timothy Callan	[X] 24	[]	[]	[]
James Wilmot	[X] 20	[]	[]	[]
Crystal Rodriguez-Dabney	[X] 10	[]	[]	[]
Dennis Bassett	[X] 8	[]	[]	[]
Elliott Winter	[] 8	[]	[]	[X]
Vincent W. Horrigan	[X] 5	[]	[]	[]
Mark Bombardo	[] 4	[]	[]	[X]
Michael Horton	[X] 3	[]	[]	[]
Wayne Vacant	[] 3	[]	[]	[X]
Mark Burr	[X] 3	[]	[]	[]
Terrance Baxter	[X] 3	[]	[]	[]
Livingston Vacant	[] 2	[]	[]	[X]
Charles Zambito	[X] 2	[]	[]	[]
Susan May	[X] 1	[]	[]	[]
Edward Morgan	[X] 1	[]	[]	[]
Kyle Black	[X] 1	[]	[]	[]
Paul Bartow	[] 1	[]	[]	[X]

The Resolution was thereupon duly adopted.

STATE OF NEW YORK)
) SS:
COUNTY OF GENESEE)

I, the undersigned Secretary of Western Regional Off-Track Betting Corporation ("Western"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on February 27, 2025 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of Western had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of Western present throughout said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed, or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 27th day of February 2025.

Scott P. Kiedrowski, Secretary

Resolution #27-2025

WHEREAS, WROTB is a public benefit corporation owned and operated by 15 Western New York counties and the cities of Rochester and Buffalo, with headquarters in Batavia, New York, and

WHEREAS, the corporation employs over 400 individuals, and owns and operates 8 branches, as well as Batavia Downs Gaming, a standard bred racetrack, and a hotel on the Batavia premises, and

WHEREAS, WROTB wishes to enact certain reforms to provide for greater accountability, transparency and efficiency, and

WHEREAS, the Administration and staff of WROTB have prepared a written reform package to enact a series of reforms, and

NOW, THEREFORE, BE IT RESOLVED, that Western's Board of Directors hereby adopts the reforms set forth and presented by the Administration and Staff as edited; and

BE IT FURTHER RESOLVED, that an officer of Western is authorized to execute any document needed to reflect the Board's actions.

Respectfully submitted,

Dated: February 27, 2025
Batavia, New York