

**Minutes of the 2nd Members Meeting of the Franchise Oversight Board
Held on October 17, 2008 at 12:00 P.M. Conference Room 143, State Capitol,
Albany, New York**

Members Present:

Laura Anglin, Chair
Gordon Medenica, Member
Sylvia Hamer, Member
Mike Avella, Member
Steven Newman, Member

The Chair called the meeting to order at 12:03 p.m. and asked the Members of the Board to identify themselves for the record. Following introductions, the Chair proceeded to the first item on the agenda, which was approval of the Board's meeting minutes for September 12, 2008. The Chair asked the Members if they had any questions or comments related to the minutes.

Member Newman requested to abstain from voting on the minutes since he was not yet a Member of the Board.

The Chair asked for a motion to approve the minutes. Member Medenica offered the motion, seconded by Member Avella and the motion was adopted unanimously.

The Chair proceeded to the next item on the agenda, consideration and approval of Resolution 08-2, providing approval of the By-Laws for the Franchise Oversight Board. The Chair requested that the Governor's Counsel, David Rose, present this item to the Board.

Mr. Rose thanked the Chair and presented the By-Laws to the Members. Mr. Rose stated that the By-Laws currently before the Members were modeled after the By-Laws for the Non-Profit Racing Association Oversight Board. The Chair asked if the Members had any questions.

Member Newman indicated that he had a few comments. Member Newman noted that the By-Laws state that Members shall appoint the Secretary and Administrative Officer. Member Newman added that this role presumes to be one person. Member Newman suggested that the By-Laws shouldn't preclude the Board from appointing additional personnel if necessary. The Chair noted that any changes to the By-Laws would be limited to Article 3, Section 4, unless there were other comments elsewhere.

Member Newman made a further suggestion for section 5, which requires the Secretary and Administrative Officer to be responsible for the oversight of the Board's contracting and procurement practices. Member Newman questioned if the Administrative Officer is responsible for overseeing the process then who is responsible for carrying it out. Mr. Rose suggested that the wording be revised to "carrying out the Oversight Board's

contracting and procurement practices and processes." Mr. Rose asked if the change would be acceptable to the Members. The Members indicated that that change was acceptable.

Member Newman further asked whether requests for a meeting should specify verbal or written requests. The Chair suggested that the Members leave the option for either a verbal or written request unless the Members have a concern with that. The Members indicated they were fine with the language staying the same.

The Chair asked if the Members had further comments. Member Newman asked whether the term "practicable" in Article 4, Section 5 that discusses videoconferencing also means convenient. Mr. Rose believed that to be the case.

The Chair asked if the Members had any other comments or questions. Hearing none, the Chair asked for a motion to approve the Resolution 08-2. Member Avella offered the motion, seconded by Member Medenica and the Resolution was adopted unanimously.

The Chair proceeded to the next item on the agenda, consideration and approval of Resolution 08-3, authorizing the Chair to seek appointees for the Local Advisory Boards. The Chair called upon Mr. Rose to summarize the Resolution and present it to the Board.

Mr. Rose stated that Section 212, subdivision 6 of Chapter 18 of the Laws of 2008 requires the Franchise Oversight Board to establish Local Advisory Boards for each of the racetracks. Mr. Rose added that the statute specifically provides for the makeup for the Aqueduct and Saratoga Racetracks. Mr. Rose detailed that the Members of the Saratoga Local Advisory Board were as follows: 5 Members of the Saratoga Board of Supervisors, 5 Members appointed by the Mayor of the City of Saratoga and 5 Members appointed by the New York Racing Association. Mr. Rose added that the Members of the Aqueduct Local Advisory Board were as follows: 9 Members for the Queens Community Board 10, 3 Member for the VLT Operator and 3 Members from the New York Racing Association.

Member Avella asked for clarification as to whether this Resolution applied to Belmont as well. Mr. Rose noted that parties were working on getting a selection process for Belmont. Mr. Rose added that for the time being this Resolution would allow the Chair to communicate with Saratoga and Aqueduct, who would be providing appointments in accordance with the statute.

The Chair noted that as Mr. Rose had pointed out, membership for the Belmont Advisory Board had not been resolved and this Resolution would authorize the Chair to contact Saratoga and Aqueduct.

The Chair asked if the Members had any questions or comments related to the Resolution or the draft letter. The Chair asked for a motion to approve the Resolution. Member Medenica offered the motion, seconded by Member Avella and the motion was adopted unanimously.

The Chair moved to the next item on the agenda, consideration and approval of Resolution 08-4, providing for the appointment of Board Officers. The Chair again called upon Mr. Rose to present the item to the Board. Mr. Rose explained that the Resolution would provide for the appointment of George A. Westervelt to serve as the Secretary and Administrative Officer of the Board.

The Chair noted that the Board acknowledges George's great service before in this capacity as the Secretary and Administrative Officer of the Non-Profit Racing Association Oversight Board.

The Chair asked if the Members had any questions or comments. Member Newman noted that in the 10 months since he met George, he has been wonderful to work with and is pleased that he will continue in this role.

The Chair agreed and asked if the Members had any further comments or questions. Hearing none, the Chair asked for a motion to approve the Resolution. Member Medenica offered the motion, seconded by Member Avella and the motion was adopted unanimously.

The Chair stated that Resolution 08-4 was the last item on the agenda for the meeting. The Chair asked whether there was any further business to come before the Board.

Member Newman explained that since the legislation provides the Board a great deal of responsibility, it might be useful to figure out what staff and consulting might be needed to complete the Board's work.

The Chair agreed but suggested that a plan be formulated going forward of what the needs of the Board will be. The Chair explained that in tough fiscal times, it would make the most sense to maximize our current resources and then figure out what, at a minimum, the Board would need to ensure that expenses are kept reasonable.

Member Avella asked if the expectation was to have some reliance on the staff and resources of the Member's appointing authorities. The Chair agreed that that was the expectation.

There being no further business, the Chair made a motion to adjourn; Member Medenica seconded the motion and the meeting was adjourned at 12:19 p.m.