



State of New York  
Franchise Oversight Board  
State Capitol  
Albany, NY 12224

### **Resolution No. 12-05**

**WHEREAS**, Chapter 18 of the Laws of 2008 (i) established the Franchise Oversight Board (the “FOB”) to represent the interests of the People of the State of New York as owner of the Aqueduct Racetrack, Belmont Park Racetrack, and Saratoga Race Course (the “Franchised Racetracks”), and (ii) conferred upon The New York Racing Association, Inc. (“NYRA”) the right and responsibility to, among other things, operate all functions at the Franchised Racetracks; and

**WHEREAS**, pursuant to Racing, Pari-Mutuel Wagering and Breeding Law § 212(8)(a)(iv), the FOB is required to evaluate, review and approve NYRA’s selection of a vendor to provide totalizator services; and

**WHEREAS**, pursuant to Section 2.7 of the Franchise Agreement among NYRA, the State of New York, and the FOB dated as of September 12, 2008 (the “Franchise Agreement”), NYRA has the right to select a vendor to provide totalizator services subject to the review and approval by the FOB of any agreement in connection therewith, and, in reviewing and approving any such agreement, the FOB shall consider a proposed vendor’s ability to reduce totalizator expenses and the general development and production costs of any internet wagering platform of NYRA and any authorized off-track betting corporation; and

**WHEREAS**, NYRA has issued a request for proposals (the “RFP”) to select a vendor to provide totalizator services for a 10-year period and completed its review of the proposals in response to the RFP but is awaiting the appointment of the NYRA reorganization board pursuant to Chapter 457 of the Laws of 2012 prior to requesting FOB approval of NYRA’s selection of a provider of totalizator services; and

**WHEREAS**, the existing agreement between NYRA and United Tote Company for the provision of totalizator services (the “United Tote Agreement”) will expire on October 28, 2012; and

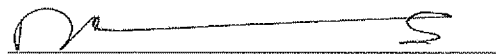
**WHEREAS**, NYRA and United Tote Company have executed a Fifth Amendment to the United Tote Agreement, which provides a 30-day extension but makes no other changes to the terms and conditions of the United Tote Agreement, and NYRA has requested that the FOB approve the Fifth Amendment to the United Tote Agreement.

NOW, THEREFORE, be it resolved that the FOB hereby approves the Fifth Amendment to the United Tote Agreement.

VOTES:

<u>Member</u>	<u>Aye</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>
Robert T. Williams, Chair	x			
John Crotty	x			
Richard Aurelio	x			
Steven Newman	x			

Adopted by the affirmative vote of a majority of the members at a duly constituted meeting of the Franchise Oversight Board on October 19, 2012.



Robert T. Williams  
Chair  
Franchise Oversight Board

October 19, 2012