

CALIFORNIA HORSE RACING BOARD
1010 HURLEY WAY, SUITE 300
SACRAMENTO, CA 95825
(916) 263-6000
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REGULAR MEETING

of the California Horse Racing Board will be held on Thursday, November 17, 2011, commencing at 9:00 a.m., in the Sunset Room at the Hollywood Park Race Track, 1050 South Prairie Ave., Inglewood, California. The meeting will open at 9:00 a.m., then the Board will adjourn into Closed Session with the regular meeting commencing at 10:00 a.m. or as soon after the business of Closed Session is concluded. The audio portion only of the California Horse Racing Board regular meeting will be available online through a link at the CHRb website (www.chrb.ca.gov) under "Webcasts."

AGENDA

Action Items:

1. **Closed Session:** For the purpose of receiving advice from counsel, considering pending litigation, reaching decisions on administrative licensing and disciplinary hearings, and personnel matters, as authorized by section 11126 of the Government Code.
 - A. The Board may convene a Closed Session to confer with and receive advice from its legal counsel regarding the pending litigation described in the attachment to this agenda captioned "Pending Litigation," as authorized by Government Code section 11126(e).
 - B. The Board may convene a Closed Session to confer with and receive advice from its legal counsel regarding the pending administrative licensing or disciplinary matters described in the attachment to this agenda captioned "Pending Administrative Adjudications," as authorized by Government Code section 11126(e).
 - C. The Board may convene a Closed Session for the purposes of considering personnel matters as authorized by Government Code section 11126, (a).
2. Approval of the minutes of the regular meeting of October 6, 2011.
3. **Public Comment:** Communications, reports, requests for future actions of the Board. **Note:** Persons addressing the Board under this item will be restricted to three (3) minutes for their presentations.
4. Presentation of the California Horse Racing Board Resolution to John C. Harris.

5. Discussion and action by the Board regarding the distribution of race day charity proceeds of the Pacific Racing Association in the amount of \$160,436 to 14 beneficiaries.
6. Discussion and action by the Board on the nomination of a member to the Board of Directors of the California Thoroughbred Horsemen's Foundation, Inc.
7. Discussion and action by the Board regarding an update on the status of the proposed amendment of CHRB Rule 1846.5, Postmortem Examination, which would have required the preceding six months of veterinary records be submitted within 48 hours after submission of the Necropsy Submission Form.
8. Discussion and action by the Board regarding a report on the status of the Jockey Pension Fund Plan presented by the Jockey's Guild, Inc. and the executive staff of the Board, pursuant to Business and Professions Code section 19604.
9. Discussion and action by the Board regarding a report from the Huntington Ambulance Company representative concerning the requirement for paramedics in the on track ambulance.
10. Discussion and action by the Board regarding the Notice of Intent filed by the California Thoroughbred Horsemen's Association to decertify the Thoroughbred Owners of California as the organization recognized by the California Horse Racing Board, pursuant to Business and Professions Code section 19613 and CHRB Rule 2040, and related matters.
11. Discussion and action by the Board regarding the allocation of the 2012 precise race dates and overlap with Pacific Racing Association at Golden Gate Fields and the Humboldt County Fair Race meeting at Ferndale.
12. Discussion and action by the Board on the Application for License to Conduct a Horse Racing Meeting of the Los Angeles Turf Club at Santa Anita Park Race Track, commencing December 26, 2011 through April 22, 2012, inclusive.
13. Discussion and action by the Board on the Application for License to Conduct a Horse Racing Meeting of the Pacific Racing Association at Golden Gate Fields, commencing December 26, 2011 through June 17, 2012, inclusive.
14. Discussion and action by the Board on the Application for License to Conduct a Horse Racing Meeting of the California Exposition and State Fair Harness Association at Cal-Expo, commencing December 26, 2011 through June 30, 2012, inclusive.
15. Discussion and action by the Board on the Application for License to Conduct a Horse Racing Meeting of the Los Alamitos Quarter Horse Racing Association at Los Alamitos Race Course, commencing December 30, 2011 through December 23, 2012, inclusive.

16. Discussion and action by the Board on the Application for Approval to Conduct Advance Deposit Wagering (ADW) of ODS Technologies, L.P., dba TVG, for an out-of-state multi-jurisdictional wagering hub, for a period of up to two years.
17. Discussion and action by the Board on the Application for Approval to Conduct Advance Deposit Wagering (ADW) of Churchill Downs Technology Initiatives Company, dba Twinspires.com, for an out-of-state multi-jurisdictional wagering hub, for a period of up to two years.
18. Discussion and action by the Board on the Application for License to Conduct Advance Deposit Wagering (ADW) of XpressBet, LLC, for a California multi-jurisdictional wagering hub, for a period of up to two years.

Additional information regarding this meeting may be obtained from the CHRB Administrative Office, 1010 Hurley Way, Suite 300, Sacramento, CA 95825; telephone (916) 263-6000; fax (916) 263-6042. This notice is located on the CHRB website at www.chrb.ca.gov. *Information for requesting disability related accommodation for persons with a disability who require aid or services in order to participate in this public meeting, should contact Jacqueline Wagner.

CALIFORNIA HORSE RACING BOARD

Keith Brackpool, Chairman
David Israel, Vice Chairman
Jesse H. Choper, Member
Bo Derek, Member
Jerry Moss, Member
Richard Rosenberg, Member
Kirk E. Breed, Executive Director

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**PENDING LITIGATION
NOVEMBER 2011**

SUPERIOR COURT LITIGATION

- A. **Patrick Gleason vs. Anne Glasscock and the California Horse Racing Board**
Superior Court of California, County of Sacramento, Case No. 34-2010-00076781
- B. **Jeff Mullins vs. CHRB, et al**
Superior Court of California, County of San Diego, Case No. 37-2010-00092212
- C. **Morteza Atashkar vs. CHRB**
Superior Court of California, County of Sacramento, Case No. 34-2011-00102154
- D. **San Luis Rey Racing, Inc., vs. CHRB, et al**
Superior Court of California, County of San Diego, Case No. 37-2011-00096586
- E. **Joy Marie Scott vs. CHRB**
Superior Court of California, County of Los Angeles, Case No. BS133823

UNITED STATES DISTRICT COURT

- F. **Douglas O'Neill vs. CHRB, Kirk E. Breed, et al**
Central District of California Western Division, Case No. CV11-1972 GW

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PENDING ADMINISTRATIVE ADJUDICATIONS
NOVEMBER 2011

CASE

- A. Appeal of the Board of Stewards Official Ruling #071, Hollywood Park Racing Association, dated July 14, 2011
Jockey Joseph Talamo
Case No. SAC 11-0019

- B. Appeal of the Board of Stewards Official Ruling #97, Del Mar Thoroughbred Club, dated September 8, 2010
Trainer Peter Miller
Case No. OAH 2011020025

- C. Appeal of the Board of Stewards Official Ruling #51, Pacific Racing Association, dated May 5, 2011
Trainer Alexander Sywak
Case No. OAH 2011060963

CALIFORNIA HORSE RACING BOARD

NOVEMBER 17, 2011
REGULAR BOARD MEETING

There is no board package material for Item 1

PROCEEDINGS of the Regular Meeting of the California Horse Racing Board held at the Santa Anita Park Race Track, Baldwin Terrace Room, 285 West Huntington Drive, Arcadia, California, on October 6, 2011.

Present: Keith Brackpool, Chairman
David Israel, Vice-Chairman
Jesse H. Choper, Member
Jerry Moss, Member
Robert Miller, Staff Counsel

MINUTES

Chairman Brackpool asked for approval of the minutes of the Regular Meeting of August 25, 2011. Vice-Chairman Israel motioned to approve the minutes. Commissioner Choper seconded the motion, which was unanimously carried.

PUBLIC COMMENT

Robert Miller, CHRB Staff Counsel, stated on April 15, 2011, the Board received a communication from the California Thoroughbred Horsemen's Association (CTHA). The CTHA informed the Board it wished to proceed with a petition to decertify the Thoroughbred Owners of California (TOC) as the organization empowered by the Board to represent thoroughbred owners. Under Board Rule 2040, Horsemen's Organizations for Owners or Trainers, the CTHA would have six months to obtain the signatures of 10 percent of qualified TOC members agreeing to the decertification. The CTHA submitted the required number of petition signatures and CHRB staff reviewed the petitions to ensure the signatures were qualified. Three hundred persons who signed the petitions were randomly chosen to receive letters requesting verification of their signatures. The 300 verifications would provide a 95 percent confidence factor that the remaining signatures were valid. The CHRB was currently

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receiving replies from the selected individuals. Mr. Miller stated some of the respondents indicated they did not sign the petition, or they did not remember signing the petition. If a selected individual did not respond to the Board's enquiry, his petition signature would be compared to the signature on his license application. At the November 2011 Regular Board Meeting staff would provide a report regarding its efforts to verify the petition signatures. If the Board determined there were sufficient verified signatures to proceed with an election, a decision would be made as to how and when such election would be held. The TOC requested time to address the Board regarding the decertification process. That opportunity would be granted at the November 2011 Regular Board Meeting. Other interested parties may make a presentation at that time. All persons and organizations wishing to make comments at that time must submit their comments in writing to the CHRB on or before November 1, 2011, so the Commissioners would have time to review the materials prior to the November 2011 Regular Meeting. Todd Jones of the Huntington Ambulance Service stated he wished to talk about Rule 1468, Ambulance Service. He stated his organization worked at the tracks for many years, and specialized in working with horseracing related services. However, there was a recent requirement for paramedics to be assigned to the ambulances at the racetrack. Mr. Jones commented he thought the change did not take into consideration the consequences of replacing the emergency medical technicians (EMT). The difference between the two professions was slightly advanced emergency care. Given the opportunity paramedics could provide a little more extensive care, but the critical and lifesaving issue was getting injured track personnel to the emergency room where there would be an advanced level of care. The problem with using paramedics was that they could only transport one patient at a time. If several jockeys went down, that would mean the track had to depend on responses from different cities and counties

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and the response time could take between 15 and 20 minutes. On the other hand, EMTs could transport more than one person at a time. Chairman Brackpool stated the issue was important to the Board and should be placed on a future agenda for a fuller discussion. Michael Wellman, a horse owner, spoke about his concerns regarding the ongoing efforts by the CTHA to decertify the TOC. Aase Headley, a licensed horse owner, spoke about the CTHA initiative to decertify the TOC, as well as her perception of the TOC's efforts to convince horsemen to vote against decertification. Rick Baedeker of Southern California Off-Track Wagering, Inc. spoke about the opening of a new minisatellite wagering facility at the Original Roadhouse Grill in Santa Maria. Commissioner Choper stated he understood the concerns of the two persons who spoke about the TOC decertification. There was a lot of rhetoric about the process; however, elections were messy businesses. In addition, the Board was simply pursuing legislative mandates and regulations in conducting its investigation of the petition signatures and in conducting an election. It was clear that the process was on schedule, and the Board was doing its best to ensure that, consistent with statutory authority, there would be a fair election. The last thing the industry wanted was for the CHRB to start censoring, reviewing, and monitoring the speech that occurred in a public election. The industry needed to be patient and to understand that all the Board was doing was following previously established rules and trying to assure a fair election.

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PUBLIC HEARING AND DISCUSSION BY THE BOARD REGARDING THE PROPOSED AMENDMENT OF CHRB RULE 1433, APPLICATION FOR LICENSE TO CONDUCT A HORSE RACING MEETING, TO REVISE THE FORM CHRB-17, APPLICATION FOR LICENSE TO CONDUCT A HORSE RACING MEETING, AND THE FORM CHRB-18, APPLICATION FOR LICENSE TO CONDUCT A HORSE RACING MEETING OF A CALIFORNIA FAIR.

Jacqueline Wagner, CHRB staff, said the proposed amendment to Rule 1433, Application for License to Conduct a Horse Racing Meeting, was noticed for the requisite 45-day public comment period; no comments were received. Ms. Wagner said staff recommended the Board adopt the amendment as presented. Chairman Brackpool stated the proposed amendment to Rule 1433 had been discussed at great length. He commended Vice-Chairman Israel and Commissioner Rosenberg for the work they did on the regulation. There were real improvements in the applications, especially with regards to financial information. Vice-Chairman Israel motioned to adopt the amendment to Rule 1433. Commissioner Moss seconded the motion, which was unanimously carried.

DISCUSSION AND ACTION BY THE BOARD REGARDING THE PROPOSED AMENDMENT TO CHRB RULE 1632, JOCKEY'S RIDING FEE, TO REVISE THE JOCKEY RIDING FEE SCALE PURSUANT TO BUSINESS AND PROFESSIONS CODE SECTION 19501.

Jacqueline Wagner, CHRB staff, said the proposal to amend Rule 1632, Jockey's Riding Fee, was made pursuant to Business and Professions Code section 19501, which required a specified increase in jockeys' riding fees by January 1, 2012. Ms. Wagner said that in accordance with the statute, the losing jockeys' fees would be increased by \$10.00 and the three lowest fees would be increased by \$5.00. Chairman Brackpool asked why the fees were increasing in 2012 if the enabling legislation was enacted in 2007. Ms. Wagner stated the legislation provided for a series

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of raises in the jockeys' riding fees. The proposal before the Board represented the last mandated raise. Darrell Haire of the Jockey's Guild stated the enabling legislation covered a five year period. The current amendment was the third and final mandated increase. Chairman Brackpool stated his question had more to do with process. If the legislation mandated the change, and the Board approved two previous changes, why did it have to go out for another 45-day period? Ms. Wagner said staff was looking at a method of expediting the regulation that would avoid a 45-day comment period and ensure the regulation was in place by January 2012. She added the legislation was very specific about when the increases would take place, so each required a separate action by the Board. Chairman Brackpool motioned to direct staff to continue the regulatory process to amend Rule 1632. Commissioner Moss seconded the motion, which was unanimously carried.

DISCUSSION BY THE BOARD REGARDING A SUMMARY OF THE 2011 CHAPTERED HORSE RACING LEGISLATION.

Chairman Brackpool asked for an explanation of "chaptered" and "enrolled" bills. Jacqueline Wagner, CHRB staff, said an enrolled bill was a bill that passed both houses of the legislature and was ready for signature. A chaptered bill was a bill that passed through both houses of the legislature and was signed by the governor (or allowed to become law without a signature) and then was chaptered by the Secretary of State. Chairman Brackpool commented that 2011 legislation contained bills that implemented minor changes to Horse Racing Law.

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DISCUSSION AND ACTION BY THE BOARD ON THE APPLICATION TO CONDUCT A HORSE RACING MEETING OF THE HOLLYWOOD PARK RACING ASSOCIATION, LLC (T) AT HOLLYWOOD PARK, COMMENCING NOVEMBER 9, 2011 THROUGH DECEMBER 18, 2011, INCLUSIVE.

Jacqueline Wagner, CHRB staff, said the Hollywood Park Racing Association (HPRA) proposed to operate a race meeting at Hollywood Park Race Track from November 9, 2011 through December 18, 2011, for a total of 26 days, three days less than in 2010. The meeting would operate four to five days per week and the first post time would be 12:30 p.m. daily. Ms. Wagner stated the only item missing from the application was the California Thoroughbred Trainers (CTT) horsemen's agreement. Staff recommended the Board approve the application contingent upon receipt of the CTT horsemen's agreement. Diane Grealish of HPRA said the most exciting thing currently going on at HPRA was its concert series. The racetrack had a tremendous turnout in the spring that brought in 15,000 to 20,000 guests. HPRA was able to double the size of its email database through sign-ups of its Loyalty Club, which brought in 22,000 additional email addresses. The signups skewed to a younger demographic, which was what HPRA's consumer research indicated it needed to aggressively pursue. The HPRA meeting would open with two concerts on November 11 and 18, 2011. Other events at HPRA would be the turf festival, and the Cash Call Futurity, which would take place on HPRA's closing weekend, December 17, 2011. Chairman Brackpool asked how the conversion rate of the concert attendees was progressing. Ms. Grealish stated a large concert was hosted towards the end of the HPRA spring meeting, so the success of any conversion efforts would be known in the fall of 2011. HPRA anticipated a large turn out because schools would be in session. Chairman Brackpool commented the estimated purse program was higher than the previous meeting's, but the overnight stakes purses were considerably lower. He asked if the lower rate was worked out

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with the horsemen. Eual Wyatt stated the horsemen and HPRA believed that for the short fall meeting it was important to put more money into overnight purses than in overnight stakes. The percentage was about 20 percent to 25 percent higher than the 2010 fall meeting. Mr. Wyatt added HPRA would run two overnight stakes, and it could add additional stakes in consultation with the Thoroughbred Owners of California (TOC). Chairman Brackpool asked if HPRA increased its purse payments during its spring 2011 meeting. Mr. Wyatt said the purses were significantly increased during the last portion of the meeting. Chairman Brackpool asked if there was a carryover from the spring 2011 meeting. Mr. Wyatt said there was a carryover of approximately \$470,000. That money was included in the \$6,078,000 for purses. Commissioner Choper asked what the basis for the increase in purses was. Mr. Wyatt stated there was a significant increase in purse money attributable to Senate Bill 1072, which was enacted in 2010. Chairman Brackpool asked how many horses were in training in 2011 as opposed to the number of horses in 2010. Mr. Wyatt stated he did not recall the number of horses in training in 2010, but there were currently over 1,000 horses on the grounds. Commissioner Choper said HPRA issued a fact sheet that presented a positive view of HPRA relative to the remainder of California's industry. He asked what HPRA was doing correctly that the remainder of the industry could adopt. Jack Liebau of HPRA said his organization may have had a perfect summer. The introduction of the Pick Five and related items considerably helped the meeting. Mr. Liebau stated Santa Anita had a rough opening, which may have affected its meeting, but Del Mar did well. He added he did not have any explanations as to why. Commissioner Choper asked if the \$.50 Pick Five with the low takeout affected the total handle, and to what extent it might have cannibalized other wagers. Mr. Liebau stated the wager had more of a positive impact on purses than on HPRA's bottom line. It was not a profitable wager for the racetrack. It

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did provide some national publicity and drew attention to the track. The wager did contribute to the handle, and it helped the interior wagers or lays on the Pick Five. Commissioner Choper said the question regarding the Pick Five was its popularity. Mr. Liebau stated the wager was popular because of the lower takeout, and it helped HPRA compete with tracks that were also showcasing lower takeouts on particular wagers. Commissioner Moss said the thought the Pick Five was a good marketing tool. It was good for horseracing because it caused excitement about new ways of wagering or just having a good time. It would also lead to other tracks thinking of ways to make fans feel a little special. Carlo Fisco of the CTT stated the horsemen's agreement was outstanding because of the ambulance issue. The CTT was negotiating with HPRA, who was trying to finalize its proposal with its anticipated emergency services provider. Until that proposal was available the CTT would not fully understand how HPRA will address several outstanding issues. Mr. Wyatt said HPRA was working with the CTT to resolve any issues remaining with the horsemen's agreement. However, HPRA was looking to the Board for some direction regarding the ambulance service. HPRA was under the impression that the Board required it to have a paramedic ambulance service. Was that the case, or might that change? Chairman Brackpool stated Del Mar started with paramedics, and Santa Anita also had them. The Board's position was that it would also ask HPRA to have paramedics. The issue raised some interesting points that needed to be discussed, but on the other hand, the hearing would not be held until midway into the HPRA meeting. So, Chairman Brackpool said he believed the Board would require HPRA to have paramedics. The discussion would be held in November 2011, and the Board could consider whether having paramedics would be a uniform requirement. Mr. Wyatt stated in the past HPRA did not allow training if there was no ambulance on the grounds. There may be a way to make the response time shorter, or in some instances entirely

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alleviate that need. However, HPRA's position would not change, because in good conscious it could not allow horses on the track without an ambulance. Vice-Chairman Israel asked if the CTT had any issues with the HPRA policy. Mr. Fisco stated that Del Mar allowed horses on the track if it was closed to accommodate an ambulance. He stated horses were directed away from the injury site, and were allowed to walk onto the track. GGF allowed the outriders oversight in such situations, and they kept things moving at a slow pace. The problem with HPRA's policy was the time it took for the ambulance to deliver the injured party to the hospital and return to the track. The track was closed the entire time. Chairman Brackpool commented HPRA's policy must have been in place a long time. He asked if the issue was a new concern of the CTT. Mr. Fisco stated the issue had been simmering for many years. Mr. Wyatt said HPRA was trying to adopt new policies depending on the emergency provider. There were currently different proposals that were being considered. Now that HPRA understood it must have paramedics it would very shortly approach the CTT with a proposal. Vice-Chairman Israel said it was difficult to imagine a problem because the Centinela Medical Center was practically in HPRA's parking lot. Mr. Fisco stated that was true, but by the time the ambulance left the track and made the transfer 15 to 20 minutes had passed. On occasion, it took 30 to 45 minutes for the horses to get back on the track. In the mean time, all the horses were milling around and acting up. The delays cut training time and trainers complained. Mr. Liebau said Del Mar had a fire station on the track. At Santa Anita, there was a fire station on the corner of Huntington and Baldwin. That was where those transfers took place. HPRA was trying to work towards a solution, but it was concerned about someone getting hurt on the track. Chairman Brackpool stated the issue was something the parties needed to negotiate. If the Board approved the application, it would be contingent upon a resolution. Lou Raffetto of TOC said HPRA was seeking four-day weeks

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with the exception of the last two weeks which would be five-day weeks. He stated the four-day weeks were working well, as fields were full. TOC was concerned the five day weeks would create a horse shortage with fields that were not as solid. Additionally, HPRA might enter a situation wherein they could have to cancel the fifth days, which would send a negative signal across the country. The TOC believed the four-day week was working, and it would like HPRA to maintain that schedule to keep field size up. Vice-Chairman Israel commented in the past HPRA was aggressive about its field size. He stated he preferred to be optimistic and think HPRA did a thorough assessment of the horse population. Mr. Liebau said the horse population had increased. Del Mar had larger field sizes and ran five days a week. In addition, HPRA was closing on December 18, 2011, and there would be no more racing until December 26, 2011, so the extra days would not impact Santa Anita. Mr. Liebau commented hourly workers were impacted by the four-day weeks, and the couple of extra days would be appreciated. Chairman Brackpool stated the Board supported five-day race weeks. It was inquiring about the horse population because it was an issue of concern, and it was vital to the success of the five-day race week. If there was an increase in available horses, it was probably very feasible to run five days. Mr. Liebau said he thought HPRA could run two five-day weeks, and that was probably conservative. The additional days would also be in the best interests of HPRA's employees. Commissioner Choper asked how HPRA accounted for an increase in the horse population. Mr. Liebau stated HPRA had an improved purse structure, and there seemed to be more claiming activity. Commissioner Choper asked if fewer people were taking horses out of state. Mr. Liebau said he did not hear about many people leaving the state, and Del Mar ran a successful ship-in program. Chairman Brackpool motioned to approve the application of HPRA to operate

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a race meeting, subject to the use of paramedics and the completion of a horsemen's agreement.

Commissioner Choper seconded the motion, which was unanimously carried.

DISCUSSION AND ACTION BY THE BOARD REGARDING THE ALLOCATION OF RACE DATES AND RELATED ISSUES OF 2012.

Chairman Brackpool stated the Board encouraged the parties to work amongst themselves rather than dictate race dates. The industry handled the issue in a professional and cooperative manner. There was some very helpful debate about what future racing calendars should look like as opposed to the 2012 racing calendar. He said the item would commence with the proposed 2012 quarter horse and harness racing calendars. Rick English of Los Alamitos Race Course (LARC) said the proposed 2012 quarter horse racing calendar requested the same number of racing days as the 2011 calendar (155 days), but not the same individual race dates. Chairman Brackpool asked how the three-day race weeks were working for LARC. Mr. English stated the three-day weeks were working well. Field sizes had increased slightly and LARC could offer a better product to its customers. The handle had also increased slightly on a per day basis. Chairman Brackpool asked if there were any differences in the proposed 2012 harness race dates, as opposed to the 2011 race dates. Jacqueline Wagner, CHRB staff, stated the California Exposition and State Fair Harness Racing Association (CHRA) only requested race dates for the first half of 2012. The request was from December 26, 2011 through June 16, 2012. The association would return to the Board at a later date to request race dates for the remainder of 2012. Alan Horowitz of the California Harness Horsemen's Association said his organization was not privy to the CHRA's plans for 2012. There were rumors that CHRA was not doing well and the race dates request was a reflection of its difficulties. Vice-Chairman Israel said the

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request did not indicate if CHRA planned to run three days a week or more. Chairman Brackpool said the individual race dates would be decided when the application was submitted. The race dates allocation for the year involved blocks of time. Mr. Horowitz commented that in the many years he had been involved in horseracing he never saw a request for only half of a possible race date allocation. Chairman Brackpool stated it may indicate a deeper problem between the race meet operator and the harness horsemen. The Board would not allocate any more dates than CHRA requested, so the parties might wish to come to an agreement before November or December 2011 when CHRA submitted its application for a race meeting. Mr. Horowitz said he did not believe there was a rift between the parties; it was more of a financial issue. Chairman Brackpool stated he understood that was the issue, but the horsemen did not seem to be in sync with what CHRA was asking and there needed to be a dialogue to resolve the issue. Chairman Brackpool said the Board would look at the proposed 2012 Northern California race dates. He stated the Board would focus on the remaining disagreements or conflicts that had yet to be resolved. He asked what the California Authority of Racing Fairs (CARF) believed were the remaining issues. Chris Korby of CARF stated there was one variance in the calendar proposed by his organization that he believed all parties agreed to, and that was the two weeks in late September 2012 for the San Joaquin County Fair (SJCF). In addition, Mr. Korby said the Alameda County Fair (ACF) expressed its interest in absorbing one weekend in mid June that was traditionally run by SJCF. The Friday, Saturday and Sunday occurred the weekend before ACF's traditional race dates. That would be in mid June 2012. Under one proposal the three days would go to Golden Gate Fields (GGF); however, ACF would like the dates. Mr. Korby stated CARF was asking for the Board to consider granting the three days to ACF. If GGF would like something different, the parties could discuss the issues. Vice-Chairman Israel asked

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whose dates SJCF was taking in September. Mr. Korby stated GGF normally ran at that time, and because GGF was losing the two weeks in September it did not wish to lose the three days in June 2012 to ACF. Mr. Korby said the next issue with the proposed 2012 Northern California race dates calendar was the Humboldt County Fair (HCF) race dates. In mid-August 2012 HCF wished to run one week with no overlap, and a second week with certain overlap dates to be determined. Vice-Chairman Israel commented the CARF proposal had a three-day overlap, while the GGF proposal had an overlap of six days with four days without overlap. Mr. Korby stated between CARF, HCF and GGF there was concurrence about the one week with no overlap. However, the Thoroughbred Owners of California (TOC) did not agree with the idea. He added that aside from the two issues, the proposed 2012 Northern California race dates calendar was essentially the same as the 2011 calendar. Vice-Chairman Israel asked if GGF agreed to the SJCF move to September 2012. Joe Morris of GGF stated his organization agreed to the September move. Chairman Brackpool stated the San Joaquin Farm Bureau (Bureau) sent a letter to the Board strongly advocating against the SJCF move to September 2012. Nanette Martin of the San Joaquin Fair Board (SJFB) said the Bureau was a group of working farmers in the San Joaquin Valley that was interested in all aspects of farming. She stated the SJFB had been discussing the SJCF move to September since 2010, so the Bureau's letter came as a surprise. The SJFB was working with the Bureau to address its concerns about the livestock show, which was traditionally held in June. The Department of Education, 4H Clubs and FSA Clubs were involved. The goal was to ensure all children could show at the livestock show in September. Ms. Martin added children were already breeding animals for the September 2012 show. Chairman Brackpool asked if a majority of the SJFB favored the move to September. Ms. Martin stated the SJFB unanimously favored the move. Chairman Brackpool said the next issue

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was the three race days in dispute between ACF and GGF. The race dates would have been run by SJCF in June, but since SJCF would move to September, the dates were available. Mr. Morris said in 2011 GGF ran 154 days. The 2012 GGF request, including the three disputed days, was 154 days. Mr. Korby stated the three days requested by ACF would be an increase over the number of days it ran in 2011. Lou Raffetto of TOC stated GGF was giving up eight race days in September in a tradeoff with SJCF that resulted in GGF getting four race days in June – the 14th through the 17th. In addition, he said he did not believe ACF had a fair running during the three days in question. Rick Pickering of the ACF said his organization did not intend to open the fair early. He added he wished to point out that when Bay Meadows closed GGF received 18 additional weeks of racing; ACF did not receive any of those race dates. Chairman Brackpool commented he was inclined to give the race dates to GGF for 2012, and revisit the issue in 2013. Commissioner Choper asked how many race days ACF had in 2011. Mr. Pickering said ACF had 13 days of racing in 2011. In 2012 ACF was requesting 16 days of live racing. Commissioner Choper stated ACF currently had three weeks of racing as opposed to two weeks prior to the closure of Bay Meadows. Chairman Brackpool asked what ACF's performance results were for 2011 versus 2010. Mr. Pickering stated the average daily handle was up close to 9 percent, but total handle was down about 1.5 percent. He said attendance was relatively flat. Chairman Brackpool said that given the economy ACF's numbers were impressive. However there could be a very different outcome if the fair was taking place at an inopportune time. The Board was providing ACF with a roadmap of what 2013 might look like. It was not a matter of favoring GGF with dates over the fair. GGF gave up dates to SJCF, so an equitable solution would be to give GGF the three days in 2012. The final issue was HCF. Stuart Titus of HCF said in 2011 HCF had two non-overlapped days and an agreement with GGF

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to split the host fees on the third day. HCF ran five days overlapped for a total eight race days during its meeting. In 2012 HCF was requesting five days of no overlap and three days with overlap. Mr. Titus stated CARF was in agreement with HCF. Chairman Brackpool commented it was the same eight days as in 2011, but the difference was that HCF wanted five days without overlap. Mr. Raffetto said GGF and TOC were in agreement on a race schedule for HCF that would have six days of overlap and four days of non-overlap; the four days were two Wednesdays and two Thursdays. HCF would actually end up with ten racing days in 2012 – if it chose to race that many days. Chairman Brackpool stated HCF might have real trouble filling ten days of racing. Mr. Titus said “yes.” Chairman Brackpool stated the number of days offered by GGF and TOC were not very different from the CARF proposal; the difference was the particular days rather than the aggregate. GGF and TOC were offering Wednesdays and Thursdays rather than a weekend. Mr. Korby said there was a logistical issue with the first Wednesday. The issue was the amount of time between the closing of Santa Rosa and whether there would be enough horses at HCF to maximize the effect of running without overlap. Chairman Brackpool stated there were two issues: the first issue was that Del Mar offered a product its patrons wanted to wager on while the HCF product struggled. The GGF product was a little more acceptable. The second issue was distribution of the host fees. The solution offered in 2011 was to offer the product of GGF and HCF to patrons at Del Mar while GGF gave up some of its host fees to make that happen. He asked if there was not a similar solution for 2012. The issue was only a couple of days. Mr. Morris said GGF was not sure which days HCF was requesting. Vice-Chairman Israel stated HCF was asking to run without overlap on August 15 through August 19, 2012; it wished to be dark and simulcast only on August 22 and 23, 2012; and it wanted overlap on August 24 through August 26, 2012. Meanwhile, the TOC proposal

Proceedings of the Regular Meeting of October 6, 2011

had HCF running without overlap on August 15 and 16, and August 22 and 23, 2012. HCF would be overlapped every other day of its race meeting. Mr. Morris stated GGF did not believe it was in a financial position to be supplementing HCF. He added he had not had an opportunity to meet with anyone from HCF, but he was willing to hold discussions. Commissioner Choper said the difference in the two proposed schedules was between a Friday and a Sunday. He asked if one day was better than another. Mr. Morris stated Sunday was better than Friday. Commissioner Choper said there might be some room for movement. Vice-Chairman Israel asked how much money was lost by owners on a daily basis when HCF ran without overlap. Mike Ernst of Del Mar Thoroughbred Club stated that when HCF ran without overlap there was a per-day decline in purses and commissions in Southern California of approximately \$20,000. If GGF and HCF ran concurrently, that amount of money would be generated. Mr. Korby said the same impasse existed in 2011 and CARF was able to facilitate discussions. He stated CARF would be happy to act in the same capacity and return to the Board with a solution. Chairman Brackpool said that would be a discussion better held over a couple of days rather than discussed for two minutes before the Board. Vice-Chairman Israel asked who objected to repeating the 2011 solution. Mr. Raffetto said it cost GGF \$30,000 to split the one day of host fees with HCF. GGF indicated it was not willing to do that again. The objection to repeating the 2011 solution was coming from GGF. Chairman Brackpool stated the Board would approve the 2012 Northern California race dates calendar with SJCF moving to September 2012, and GGF receiving the three days that were also requested by ACF. In the meantime, CARF, HCF and GGF would meet to resolve their issue and return to the Board in November 2011 with an agreement. Stuart Titus of HCF said the agreement with CARF for HCF 2012 race dates contained some sacrifices on the part of HCF. He stated his organization agreed to start its fair and race meet one week

Proceedings of the Regular Meeting of October 6, 2011

later to take pressure off of the Sonoma County Fair and the overall industry to spread out the available horses. The offer also contained the caveat that if HCF received its first five days without overlap it would forgive in the second week any money that might be due it from GGF, as mandated by legislation. In 2012 there would be a much reduced supplemental purse fund at HCF. Mr. Titus said HCF would be happy to meet with the parties to attempt to reach a solution. He added the 2011 HCF race schedule would not work financially in 2012, so the five days without overlap were critical. For different reasons neither GGF nor HCF was interested in repeating the 2011 deal. Carlo Fisco of the California Thoroughbred Trainers (CTT) stated his organization supported GGF's request for the three days in June, as opposed to granting the days to ACF. The CTT also supported GGF with regards to its issue with HCF. Chairman Brackpool stated the Board would deal with the proposed 2012 Southern California race dates. He commented one point of confusion was the arrangement between Hollywood Park (HP) and Santa Anita (SA) regarding the Breeders' Cup. HP wanted to start racing the day after Breeders' Cup, but that did not seem to make much sense because it would involve a lot of maneuvering. Chairman Brackpool said there was also a letter that stated in lieu of HP racing one less week in 2012, SA would support the allocation of six weeks of racing to HP in November and December of 2013. Jack Liebau of HP stated HP agreed to be the alternate site for the Breeders' Cup, and the idea was that if HP gave up a week in 2012, it would be compensated – subject to the approval of the Board – in 2013. Chairman Brackpool stated the proposed 2012 SA race dates were from December 26, 2011 through April 24, 2012, which was substantially the same dates as in 2011. HP would start on April 25, 2012 through July 17, 2012. Del Mar Turf Club would run July 18, 2012 through September 5, 2012. Fairplex Park Pomona would run September 6, 2012 through September 25, 2012. SA would run from September 26, 2012 through November 3,

Proceedings of the Regular Meeting of October 6, 2011

2012. Hollywood Park would run November 5, 2012 through December 24, 2012. Mr. Raffetto stated the TOC was in agreement with the proposed 2012 Southern California race dates schedule, as presented. Chairman Brackpool commented that November 2 and 3, 2012 would be Breeders' Cup at SA. He stated when the SA license application came before the Board the two days would be handled slightly different. John Barr of the Oak Tree Racing Association stated his organization supported the proposed 2012 Southern California race dates calendar. Chairman Brackpool motioned to approve the 2012 Southern California race dates calendar as presented. Commissioner Moss seconded the motion, which was unanimously carried. Vice-Chairman Israel motioned to approve the 2012 harness racing calendar through June 16, 2012. Commissioner Moss seconded the motion, which was unanimously carried. Commissioner Choper motioned to approve the 2012 quarter horse racing calendar. Vice-Chairman Israel seconded the motion, which was unanimously carried. Chairman Brackpool motioned to approve the 2012 Northern California racing calendar subject to the resolution of the HCF-GGF issue, which would return to the Board in November 2011. Commissioner Moss seconded the motion, which was unanimously carried.

MEETING ADJOURNED AT 11:58 A.M.

Proceedings of the Regular Meeting of October 6, 2011

A full and complete transcript of the aforesaid proceedings are on file at the office of the California Horse Racing Board, 1010 Hurley Way, Suite 300, Sacramento, California, and therefore made a part hereof.

Chairman

Executive Director

CALIFORNIA HORSE RACING BOARD

NOVEMBER 17, 2011
REGULAR BOARD MEETING

There is no board package material for Item 3

CALIFORNIA HORSE RACING BOARD

NOVEMBER 17, 2011
REGULAR BOARD MEETING

There is no board package material for Item 4

STAFF ANALYSIS
DISCUSSION AND ACTION BY THE BOARD REGARDING THE
DISTRIBUTION OF RACE DAY CHARITY PROCEEDS OF
PACIFIC RACING ASSOCIATION ON BEHALF OF GOLDEN GATE FIELDS IN THE
AMOUNT OF \$160,436 TO 14 BENEFICIARIES

Regular Board Meeting
November 17, 2011

BACKGROUND

Business and Professions Code section 19550 states the Board shall require each licensed racing association that conducts 14 or less weeks of racing to designate three racing days, and each licensed racing association that conducts more than 14 weeks of racing to designate five racing days during any one meeting, to be conducted as charity days by the licensee for the purpose of distribution of the net proceeds therefrom to beneficiaries through the distribution agent. No racing association shall be required to pay to a distributing agent for the purpose of distribution to beneficiaries more than an amount equal to two-tenths of one percent of the association's total on-track handle on live races conducted by the association at the meeting. Business and Professions Code section 19555 requires that proceeds are to be distributed to beneficiaries within 12 calendar months after the last day of the meet during which charity days were conducted. Business and Professions Code section 19556 provides that the distributing agent shall make the distribution to beneficiaries qualified under this article. At least 20 percent of the distribution shall be made to charities associated with the horse racing industry. An additional five percent shall be paid to a welfare fund and another five percent shall be paid to a non-profit corporation, the primary purpose of which is to assist horsemen and backstretch personnel who are being affected adversely as a result of alcohol or substance abuse. In addition to the above distributions, a separate 20 percent shall be made to a nonprofit corporation or trust, the directors or trustees of which shall serve without compensation except for reimbursement for reasonable expenses, and which has as its sole purpose the accumulation of endowment funds, the income on which shall be distributed to qualified disabled jockeys.

ANALYSIS

Pacific Racing Association (PRA) is requesting approval to distribute race day charity proceeds generated from December 26, 2008 through June 12, 2011 at Golden Gate Fields race meetings. From the net race day charity proceeds PRA is proposing to distribute \$160,436. The list of organizations selected and amount to be distributed is listed on the attachment. Staff notes that approximately 93 percent of the proceeds will be given to horse racing related organizations. Distributions of all funds from PRA were enjoined by the Bankruptcy Court, along with other funds required to be distributed under California law. The Bankruptcy proceedings were concluded as to PRA on April 30, 2010 pursuant to an Order of the Bankruptcy Court confirming Magna Entertainment Corporations plan of reorganization. The shares of PRA were thereby acquired by MI Developments, Inc. and thereafter on June 30, 2011 by a subsidiary of The Stonach Group. For this reason, PRA was not able to distribute proceeds within 12 calendar months after the last day of the each during which charity days were conducted as required by Business and Professions Code section 19555.

RECOMMENDATION

This item is presented for Board discussion and action. Staff recommends the Board approve the charity race day distribution as presented.

Golden Gate Fields

September 20, 2011

California Horse Racing Board
1010 Hurley Way, Suite 300
Sacramento, California 95825

Re: Golden Gate Fields' Charity Days

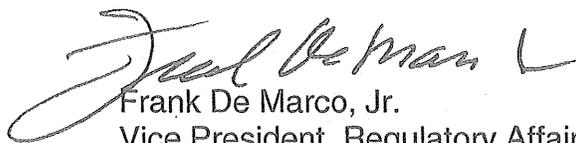
Ladies/Gentlemen:

Pacific Racing Association, doing business as "Golden Gate Fields," has determined the beneficiaries of proceeds from "Charity Days" races conducted at Golden Gate Fields during its meets from December 26, 2008 to June 12, 2011. The net proceeds from the "Charity Days" totaled \$160,436. Attached hereto is the list of the organizations selected as the beneficiaries of the Charity Days proceeds and the amount to be distributed to each.

Please note that approximately 93% of the distributions are to horse related charities.

Should you have any questions regarding the distributions or the matters set forth herein, please do not hesitate to contact the undersigned.

Very truly yours,



Frank De Marco, Jr.
Vice President, Regulatory Affairs

FDM:mr

Enclosures

Golden Gate Fields
 Distribution of Charity Days Proceeds
 2008-2011 Meets
 December 26, 2008 to June 12, 2011

I.	<u>Horse Related Charities – BP 19556(b)</u>	
	Racetrack Chaplaincy of America	\$ 11,221
	Edwin J. Gregson Foundation	89,833
II.	<u>Welfare Fund for Backside Personnel – BP 19641(b)</u>	
	California Thoroughbred Horsemen's Foundation	8,022
III.	<u>Fund for Substance or Alcohol Abuse – BP 19556(b)</u>	
	Winners Foundation	8,022
IV.	<u>Disabled Jockeys Fund – BP 19556(c)</u>	
	Permanently Disabled Jockeys' Fund	32,088
V.	<u>Other Qualified Charities</u>	
	Albany Community Center	1,000
	Albany Unified School District	1,000
	Albany YMCA	5,000
	Friends of Albany Library	500
	School Care	1,000
	Fix Our Ferals	250
	Canter California	1,000
	Glen Ellen Vocational Academy	500
	CA Retirement Management Account	<u>1,000</u>
	Total	<u>\$160,436</u>

CHRB Analysis

Golden Gate Fields 2009-2011 Charity Day Proceeds

Nonprofit Organization	Background	Amount	Proposed Disbursement Percentage	Percentage Required by the Horse Racing Law (from the 2/10 of 1%)	Notes
Disabled Jockeys Fund	This is a statutorily mandated distribution per Business and Professions Code Section 19556 (c). It provides support to disabled jockeys, as it name implies.	32,088	20%	minimum of 20%	d
Race Track Chaplaincy of America	The Race Track Chaplaincy administers to the spiritual, emotional and physical needs of the men, women and children of the race track's backstretch communities. The chaplaincy provides counseling for alcoholism and domestic violence situations, as well as support for those accused of crimes.	11,221	7%		a
Winners Foundation	The Winners Foundation provides confidential assistance on a one-to-one basis to employees and family members of California race tracks who are seeking help for alcohol, gambling and drug addiction. Each situation is geared to best support an individual's desire to change his or her life for the better. The Foundation has developed a large referral base and maintains close relationships with community based services such as anonymous 12 step groups, city and county assistance agencies, detox centers, halfway houses and out-patient and in-patient hospital treatment programs. This service is provided to any employee or family member of anyone involved in the California Thoroughbred horse racing community, free of charge. This includes backstretch workers, as well as all employees of Del Mar, Fairplex, Golden Gate Fields, Hollywood Park, Oak Tree, Santa Anita and the California Association of Racing Fairs.	8,022	5%	minimum of 5%.	c

Edwin J. Gregson Foundation	A nonprofit charitable foundation organized for the purpose of improving the lives of backstretch workers and their immediate family members at California race tracks. The organization provides backstretch workers with many educational programs, including "English as a second language," bible studies and provides numerous programs, including computer training programs at its recreation facility, computer games and various magazines in English and Spanish. It organizes family outings for the workers and their children, including trips to Magic Mountain in Valencia, California, Raging Waters, Galaxy soccer games, Dodger baseball games and excursions to the Long Beach Aquarium. The organization also maintains a recreational hall at Santa Anita Park for the benefit of the backside workers and their children.	89,833	56%		a
California Thoroughbred Horsemen's Foundation	CTHF is a 501(c)(3) nonprofit foundation that provides assistance to the low income backstretch community occupied with the care of Thoroughbred race horses at California's major race tracks and fair circuits and CHRB recognized off-track training centers. The organization maintains three clinics throughout the state which see over 10,000 people each year, including numerous children who are prepared medically to return to school each year.	8,022	5%	minimum of 5%	b
Total to Equine Related Charities		149,186	93%	minimum of 50%	

Albany Community Center	Principal Service activities include: Headstart full and half-day programs, preschool, school age and parent education programs. Over 350 families are served between 250-270 days a year. Social Development programs include teen reach youth programs at Albany Park area elementary and high schools, life skills for youth, parenting and violence prevention for adults and housing assistance and referral programs. 300 families are served between 220-250 days a year. The education program includes literacy programs for adults and teens, citizenship classes and community technology programs 2200 individuals are served over 48 weeks a year. The workforce development department services veterans and others in locating jobs and preparing themselves to enter the workforce.	1,000			&
Albany Unified School District	Each Albany school has a PTA or PTSA that provides support and funding at that school. This donation is targeted to support enrichment programs at the elementary school level, including chess, art and music.	1,000			&
Albany YMCA	Area directly impacts the entire community. Contributions	5,000			&
Friends of Albany Library	The Friends of the Albany Library ("FAL") is a 501 (c)(3) public benefit non-profit corporation, staffed entirely by volunteers. Our main purpose is to support the Albany Library, which we fund by selling donated books.	500			&
School Care	SchoolCARE is a 501(c)(3) nonprofit corporation, committed to providing long-term funding to ensure that the high standards of education in Albany are maintained, despite state budget cuts. Since 2001, when it was established by a group of concerned parents and community members, SchoolCARE has provided more than \$2.5 million to equitably support all of Albany's K-12 schools.	1,000			&

Fix Our Ferels	<p>The primary objective of Fix Our Ferels is to provide free spay/neuter clinics for unowned and feral cats in San Francisco East Bay communities, in order: " to greatly reduce the number of these cats and mitigate their suffering from starvation and disease," to create an economically feasible way for communities to humanely reduce the population of stray cats, thus easing neighborhood tensions and fostering compassion, and" to relieve local animal control facilities of the financial and psychological burden of euthanizing healthy but homeless cats. Fix Our Ferels is recognized by the Internal Revenue Service as a Section 501(c)3 non-profit organization, EIN# 94-3297241. All donations are 100% tax deductible</p>	250			&
Canter California	<p>CANTER stands for The Communication Alliance to Network Thoroughbred Ex Racehorses. CANTER started as a solution to help racehorses find new careers by connecting buyers and sellers through posting racehorses for sale on the Internet. The program quickly became a national web-based phenomenon. Since the first CANTER Michigan program started in 1997, it and has grown to include chapters in California, Illinois, the Mid Atlantic Region, the New England Region, Ohio and Pennsylvania. All the CANTER programs are all-volunteer organizations with 501 (c)3 non profit status.</p>	1,000			&

Glen Ellen Vocational Academy	GEVA was founded to provide homes for injured, retired, and abused horses, or horses just in need of a home. We are dedicated to preventing the inhumane and needless slaughter and abuse of horses. GEV A was also founded for the equally important mission of providing training in the skills necessary to humanely and safely work with horses. Our goal is to be able to accept all horses in need, and through our "adoption program" place them in loving homes. GEVA inc. is a nonprofit organization with a 501 (c)(3) status granted by the IRS, which means that any donations to the foundation are TAX DEDUCTIBLE.	500			&
CARMA	CARMA is dedicated to the goal of providing funding for the rehabilitation, retraining and/or retirement of Thoroughbred horses that have raced in California. It is only through the cooperation and assistance of the entire industry that this can be accomplished. California Retirement Management Account (CARMA), a charitable 501 (c)(3) organization was created to raise money for retired California racehorses.	1,000			&
Total to Non-Equine Related		11,250			
Total to 14 charities		160,436			

Notes:

- a 20% to charities associated with the horse racing industry (BP 19556 (b))
- b 5% to welfare fund for backstretch personnel (BP 19556 (b))
- c 5% to nonprofit organization to assist horsemen and backstretch personnel affected by alcohol and substance abuse (BP 19556 (b))
- d 20% to nonprofit organization that benefits qualified disabled jockeys (BP 19556 (c) (1))
- e overall a minimum of 50% of the charity distribution should go to horse racing industry related nonprofit
- & Other qualified charities

STAFF ANALYSIS
DISCUSSION AND ACTION BY THE BOARD
ON THE NOMINATION OF A MEMBER TO THE
BOARD OF DIRECTORS OF THE
CALIFORNIA THOROUGHBRED HORSEMEN'S FOUNDATION, INC.

Regular Board Meeting
November 17, 2011

BACKGROUND

Business and Professions Code section 19440 provides that the Board shall have all powers necessary and proper for it to carry out the purposes of the Horse Racing Law. Business and Professions Code section 19641 states that any redistributable money in a pari-mutuel pool subject to payment to a claimant pursuant to section 19598, but not successfully claimed within that period, shall be paid as specified, and an estimated payment equal to 20 percent of the preceding year's unclaimed redistributable money shall be distributed to the welfare fund as specified. Board Rule 2049, Designation and Approval of Horsemen's Welfare Fund, sets forth the requirements for the establishment and designation of a charitable corporation to administer the horsemen's welfare fund for the benefit of horsemen. Rule 2049 requires that the charitable corporation have a minimum of five, and a maximum of nine directors who are subject to Board approval. At least 40 percent of the directors must have no financial interest in horse racing as a licensed horse owner, trainer, or assistant trainer. Additionally, they may not be current members of the horsemen's organization.

The California Thoroughbred Horsemen's Foundation (CTHF) is a self-administered charitable program dedicated to assisting financially needy backstretch workers and their primary dependents. The CTHF offers medical and dental care; prescriptions; eye testing and glasses; financial aid; social programs; free clothing and household items. The CTHF also provides services and support through the California Thoroughbred Trainers, the Winners Foundation and the Chaplaincy program. The CTHF is regulated by the CHRB and is funded principally through the receipt of unclaimed winning pari-mutuel ticket revenues. Additionally, donations and support are received from thoroughbred tracks, the Thoroughbred Owners of California and individual donors.

ANALYSIS

The CTHF has nominated Jorge Gutierrez, a licensed thoroughbred trainer, owner, and agent for its open board member position. The nomination will bring the CTHF board to a total of nine members, which is the maximum under the provisions of Rule 2049. In accordance with Rule 2049(a) the nomination has been submitted to the CHRB for approval.

Mr. Gutierrez was nominated for a two-year term, which will expire on June 30, 2013.

RECOMMENDATION

This item is presented for Board discussion and action.

Staff recommends the Board approve the nomination as submitted.

CALIFORNIA THOROUGHBRED HORSEMEN'S FOUNDATION, INC.

"Assisting Horsemen in Need"

October 31, 2011

KEN SMOLE
President

DAVID NAFTZGER
Vice President

MARY FORNEY
Secretary

Board of Directors
ROBERT BEAN
MARY FORNEY
JOHN GARCIA
RICHARD GUTH, M.D.
ED HALPERN
DAVID NAFTZGER
GEORGE NICHOLAW
KEN SMOLE

In Memoriam
NOBLE THREEWITT

Director Emeritus
LEONARD DORFMAN

KEVIN BOLLING
Executive Director

ROBERT FORGNONE
Counsel

Kirk Breed
Executive Director
California Horse Racing Board
1010 Hurley Way, Suite 300
Sacramento, CA 95825

Dear Mr. Breed,

During the recent Board of Directors' meeting of the California Thoroughbred Horsemen's Foundation, Inc., nominations were held for an open board position. The following individual was nominated for a two-year term, expiring June 30, 2013:

Jorge Gutierrez Licensed Thoroughbred Trainer, Owner, Agent

Pursuant to Rule 2049(a) of the California Horse Racing Board Rules and Regulations, the nomination is submitted to the CHRB for approval. This nomination brings the board to a total of nine members.

This nominee for the CTHF Board of Directors is also a director of the California Thoroughbred Trainers (CTT); and therefore, pursuant to Rule 2049(a), forty percent (40%) of the CTHF directors do not have a financial interest in horse racing as a "licensed horse owner, trainer, or assistant trainer and are not a current member" of the CTT.

Please let me know if there is anything we can do to assist in the process. I look forward to hearing from you.

Sincerely,



Kevin Bolling
Executive Director

CALIFORNIA HORSE RACING BOARD
TITLE 4, CALIFORNIA CODE OF REGULATIONS
ARTICLE 23. CHARITY FOUNDATIONS AND WELFARE FUNDS
RULE 2049 DESIGNATION AND APPROVAL OF HORSEMEN'S WELFARE FUND

Regular Board Meeting
November 17, 2011

2049. Designations and Approval of Horsemen's Welfare Fund.

The horsemen's organization acknowledged by the Board under Rule 2040 of this division shall establish a charitable corporation to administer its welfare fund for the benefit of horsemen. The charitable corporation shall register with the Registry of Charitable Trusts and be in compliance with the provisions of the Uniform Supervision of Trustees for Charitable Purposes Act (Government Code Sections 12580 et seq.). The Board shall designate the charitable corporation as the "welfare fund" for the purposes intended under Section 19641(b) of the Business and Professions Code (B&P Code); if:

(a) The charitable corporation shall have a minimum of five and a maximum of nine directors or trustees who are subject to Board approval. The charitable corporation may not be a subsidiary or division of the horsemen's organization. The directors or trustees of the charitable corporation may be common directors of the horsemen's organization if at least forty percent of the directors or trustees of the charitable corporation have no financial interest in horse racing as a licensed horse owner, trainer, or assistant trainer and are not a current member of the horsemen's organization. The charitable corporation shall select at least one director or trustee without financial interest in horse racing pursuant to B&P Code Section 19641.2(c). The term of a director or trustee is two years. A director or trustee may serve succeeding terms.

(b) The charitable corporation shall establish its fiscal year to be July 1 through June 30 and shall establish a principal office for the conduct of its activities and as the repository for its

records. Its records shall be open to inspection by the Board during normal business hours. The corporation shall publish a report of its activities biennially.

(c) The directors or trustees shall appoint an administrator of the welfare fund who shall procure a license from the Board and perform the duties directed by the directors or trustees.

(d) The directors or trustees shall establish a constitution or bylaws setting forth criteria for eligibility of the beneficiaries of the various programs and activities to be funded under Section 19641(b) of the B&P Code and submit to the Board on or before October 31 of each year a proposed schedule of expenditures from the fund for the next fiscal year specifying therein the categories, programs or activities for which funds will be expended.

Authority: Section 19440,
Business and Professions Code.

Reference: Section 19641 and 19641.2,
Business and Professions Code;
Section 9.00, Chapter 324,
Statutes of 1983 (Budget Act of 1983).

STAFF ANALYSIS
DISCUSSION AND ACTION BY THE BOARD REGARDING AN UPDATE
ON THE STATUS OF THE PROPOSED AMENDMENT OF CHRB
RULE 1846.5, POSTMORTEM EXAMINATION,
WHICH WOULD HAVE REQUIRED THE PRECEDING SIX MONTHS
OF VETERINARY RECORDS BE SUBMITTED WITHIN 48 HOURS
AFTER SUBMISSION OF THE NECROPSY SUBMISSION FORM

Regular Board Meeting
November 17, 2011

BACKGROUND

Business and Professions Code section 19440 states that the Board shall have all powers necessary and proper to enable it to carry out fully and effectually the purposes of horse racing law. Business and Professions Code section 19444 provides that in performing its responsibilities the Board may conduct research to determine more fully the cause and prevention of horse racing accidents, the effects of drug substances on race horses, and the means for detection of foreign drug substances. Board Rule 1846.5, Postmortem Examination, requires that every horse which suffers a fatal injury on the racetrack, or which dies or is euthanized within an area under the jurisdiction of the Board, shall undergo a postmortem examination. The regulation is silent on whether a copy of the horse's veterinary records may be required by the Board. Such records may provide valuable information and insight in conjunction with the postmortem examination.

At the April 2011 Medication and Track Safety Committee (committee) meeting the committee discussed a proposed amendment of Rule 1846.5, Postmortem Examination, which would require submission of certain veterinary medical records to the official veterinarian within 48 hours of submitting the CHRB-72, Necropsy Submission Form. The committee recommended that the proposed amendment be forwarded to the full Board for approval to initiate a 45-day public comment period. At the April 2011 Regular Board Meeting staff was directed to initiate a 45-day public comment period regarding the proposed amendment.

At the July 2011 Regular Board meeting a hearing was held for the adoption of the proposed amendment of Rule 1846.5. After discussion and hearing comments from the industry representatives, the Board determined that it would put over the proposal until veterinarians, staff counsel and the Equine Medical Director could meet to address the industry's concerns.

On October 26, 2011, an informal committee, which was composed of interested industry representatives, the Equine Medical Director and Staff Counsel, met at Santa Anita Park Race Track to discuss the proposed amendment of Rule 1846.5. After considerable discussion, the committee formed a work group to formulate changes in the proposed text that may be acceptable to all parties. The work group will present a suggested text at a future Medication and Track Safety Committee meeting.

RECOMMENDATION

This item is presented for Board discussion and action. Attached is a copy of the text of the proposed amendment to Rule 1846.5 as it was originally presented.

CALIFORNIA HORSE RACING BOARD
TITLE 4. CALIFORNIA CODE OF REGULATIONS
ARTICLE 15. VETERINARY PRACTICES
AMENDMENT OF
RULE 1846.5. POSTMORTEM EXAMINATION
AS ORIGINALLY PROPOSED

Regular Board Meeting
November 17, 2011

1846.5. Postmortem Examination.

(a) Every horse which suffers a fatal injury on the racetrack in training or in competition, or which dies or is euthanized within an area under the jurisdiction of the Board, shall undergo a postmortem examination at a diagnostic laboratory which is under contract with the Board to determine the injury or sickness which resulted in euthanasia or natural death.

(b) Test samples may be obtained from the carcass upon which the postmortem examination is to be conducted and sent to the diagnostic laboratory for testing for foreign substances or their metabolites, and natural substances at abnormal levels. When practical, test samples shall be procured prior to euthanasia.

(c) The costs associated with transportation to the diagnostic laboratory of any horse which has died under the provisions of subparagraph (a) shall be the responsibility of the racing association conducting the meeting where the death occurred or the training center or racetrack where death occurred when no meeting is in progress. The services of the official veterinarian and the laboratory testing of postmortem samples for standard necropsy and special equine necropsy examinations shall be made available by the Board without charge to the owner. The cost of any additional necropsy examination(s) requested by the owner or trainer are the responsibility of the requesting individual.

(d) Requests for each postmortem shall be filed with the official veterinarian by the owner's or trainer's veterinarian within one hour of the death and shall be submitted on a Necropsy Submission Form, CHRB-72, (Rev. 06/04), hereby incorporated by reference, and which is available at all official veterinarian offices. The trainer is co-responsible to supply all information to complete CHRB-72.

(e) If the official veterinarian is not available, the owner's or trainer's veterinarian must phone the diagnostic laboratory within one hour of the death and fax CHRB-72 to the laboratory as notification that the horse is due for necropsy. On the official veterinarian's next scheduled work day, the owner's or trainer's veterinarian shall give the original CHRB-72 to the official veterinarian.

(1) Within 48 hours of the submission of the CHRB-72, the owner's or trainer's veterinarian shall provide the official veterinarian with the preceding six months of veterinary records that pertain to the horse submitted for the postmortem examination.

(2) Any veterinary medical records provided to the Board shall be considered confidential and their contents shall not be disclosed except in a proceeding before the stewards or the Board, in exercise of the Board's jurisdiction or in the analysis of injuries and illnesses causing fatalities as approved by the Executive Director and the Equine Medical Director.

(f) The racing association, racetrack or training center will notify the transporter within one hour of death to have the horse conveyed to the designated laboratory for necropsy.

(g) Upon completion of the postmortem examination the diagnostic laboratory shall file a written report with the Executive Director, the Equine Medical Director and

the official veterinarian.

(h) Each owner and trainer accepts responsibility for the postmortem examination provided herein as a requisite for maintaining an occupational license.

Authority: Section 19440,
Business and Professions Code.

Reference: Section 4857 and 19444(c),
Business and Professions Code.

STAFF ANALYSIS
DISCUSSION AND ACTION BY THE BOARD
REGARDING A REPORT ON THE STATUS OF THE
JOCKEY PENSION FUND PLAN
PRESENTED BY THE JOCKEY'S GUILD, INC.
AND THE EXECUTIVE STAFF OF THE BOARD,
PURSUANT TO BUSINESS AND PROFESSIONS CODE SECTION 19604

Regular Board Meeting
November 17, 2011

BACKGROUND

Business and Professions Code section 19604(i) provides that advance deposit wagering (ADW) distributions shall be proportionally reduced, and 50 percent of the amount deducted shall be distributed to the CHRB to establish and administer jointly with the organization certified as the majority representative of California licensed jockeys, a defined retirement plan for jockeys who retired from racing on or after January 1, 2009. Monies generated by ADW distributions pursuant to this statute have been held by CHRB in an interest bearing account.

ANALYSIS

In November 2010 the Board approved the adoption of a defined jockeys retirement plan (Plan). To implement the Plan, a competitive bidding process was initiated to name a third party Plan Administrator. The process was overseen by the California Horse Racing Board (CHRB) staff. The Pentegra Retirement Services group, a financial planning firm based in White Plains, New York, was selected to serve as Plan Administrator. The selection was made jointly by representatives of the Jockey's Guild and the CHRB, and was based upon cost of services, investment track record, and ability to serve a diverse retiree community. Representatives of the CHRB and the Jockey's Guild were named as Plan Trustees. After a thorough review of investment options, the Trustees selected a fifty percent equity/fifty percent fixed income asset allocation portfolio to be shared by each participating jockey. To serve as the Plan Auditor, the Los Angeles accounting firm of Miller, Kaplan and Arase was selected after a Request for Proposals issued by the Jockey's Guild.

After the Plan was approved by the Board in November 2010, extensive efforts were undertaken to enroll all California licensed jockeys in 2010 and 2011. Jockeys were contacted at race tracks in California and requested to complete Plan enrollment agreements. Unfortunately, after information was extracted from the enrollment agreements, the Pentegra Retirement Services group inadvertently destroyed them. Consequently, the outside law firm which drafted the Plan document cannot validate which jockeys enrolled in 2010 and which jockeys enrolled in 2011. The outside law firm advised the best course of action is for the Board to rescind the 2010 Plan and adopt the 2011 Plan attached. The recession of the 2010 Plan and the adoption of the 2011 will not affect jockey retirement allocations which are already in place. Jockeys will be receiving their retirement account reports as specified in the Plan. Presently the funds generated

by Business and Professions Code section 19604(i) are held by the State of California in an interest bearing account. Upon Board approval of the 2011 Plan document, the funds will be transferred to Pentegra for investment, and efforts to enroll additional Plan participants will continue.

RECOMMENDATION

Staff recommends the Board adopt a motion to rescind the 2010 Jockey Pension Plan document, and to adopt the 2011 plan document for the California Jockeys Retirement Plan.

DISCUSSION AND ACTION BY THE BOARD
REGARDING A REPORT FROM THE
HUNTINGTON AMBULANCE COMPANY REPRESENTATIVE
CONCERNING THE REQUIREMENT FOR
PARAMEDICS IN THE AMBULANCE

Regular Board Meeting
November 17, 2011

BACKGROUND

Business and Professions Code section 19440 provides that the Board shall have all powers necessary and proper to enable it to carry out fully and effectually the purposes of this chapter. Responsibilities of the Board shall include licensing of each racing association and all persons, other than the public at large, who participate in a horse racing meeting with pari-mutuel wagering. Business and Professions Code section 19460 states all licenses granted under this chapter shall contain such conditions as are deemed necessary or desirable by the Board for the best interests of horse racing and the purposes of this chapter. Board Rule 1468, Ambulance Service, provides that the association shall provide the services of an ambulance and its properly qualified attendants at all times during the running of races at its meeting, or during the hours the association acts under an agreement as an auxiliary training and stabling facility for a host association.

At its February 2011 Regular Meeting the Board discussed a proposed amendment to Rule 1433, Application for License to Conduct a Horse Racing Meeting. The purpose of the amendment was to update and revise the forms CHRB-17, Application for License to Conduct a Horse Racing Meeting, and CHRB-18, Application for License to Conduct a Horse Racing Meeting of a California Fair. During the discussion Commissioner Harris raised the issue of the qualifications of persons manning on-track ambulances. He stated there had been concern about the qualifications of the emergency medical personnel versus the Board's expectations. He added the applications needed to reflect the qualifications or certifications of such persons. Commissioner Harris stated the Board was not trying to force extra expenses on the associations, but the issue needed to be addressed. Chairman Brackpool and Commissioner Derek indicated the issue would be discussed at a future Medication and Track Safety Committee meeting. At subsequent Regular Board Meetings Commissioner Derek requested that Del Mar Thoroughbred Club, Pacific Racing Association at Golden Gate Fields, and Pacific Racing Association at Santa Anita Park Race Track agree to ensure that their on-track ambulances were manned by Paramedics. At the October 2011 Regular Board Meeting Hollywood Park Racing Association was informed that since its race meeting would be in progress before the Board could review the issue, it must also ensure it utilized paramedics.

At the October 2011 Regular Board Meeting a representative of the Huntington Ambulance Service spoke about the proposed requirement for the use of paramedics by on-track ambulance services. He stated there were issues that could affect the ability of the ambulance service to quickly transport multiple injured persons to hospitals. While persons certified in Advanced Live Support (ALS) perform more advanced skills such as in-depth patient assessments, cardiac

monitoring and evaluation, defibrillation, advanced airway maintenance such as intubation, drug administration and much more, ALS is limited to transporting one patient at a time. The Basic Life Support (BLS) skills performed by Emergency Medical Technicians include bleeding control, splinting and oxygen therapy. The Huntington Ambulance Service representative stated BLS services could transport more than one person in an ambulance, which he stated would be an advantage when multiple riders were involved in a spill. Chairman Brackpool stated the issue was important and would be looked at more fully at a future Regular Board Meeting.

In amending Rule 1433, the forms CHRB-17 and CHRB-18 have been modified to require the applicant association to attach a certification from the Ambulance Company(s) listed in subsection 14, Emergency Services, certifying that the paramedic staff is licensed with the California Emergency Medical Services Authority. The amendment was adopted by the Board at its October 2011 Regular Meeting and is currently under review by the Office of Administrative Law.

RECOMMENDATION

This item is presented for Board discussion and action. The amended forms CHRB-17 and CHRB-18 only require proof of certification for paramedics. If the Board were to determine that it would allow the use of EMT personnel to man on-track ambulances it may wish to amend forms CHRB-17 and CHRB-18 to require proof of certification for EMTs, as well.

DISCUSSION AND ACTION BY THE BOARD REGARDING THE
NOTICE OF INTENT FILED BY THE
CALIFORNIA THOROUGHBRED HORSEMEN'S ASSOCIATION
TO DECERTIFY THE
THOROUGHBRED OWNERS OF CALIFORNIA
AS THE ORGANIZATION RECOGNIZED BY THE
CALIFORNIA HORSE RACING BOARD,
PURSUANT TO BUSINESS AND PROFESSIONS CODE SECTION 19613
AND CHRB RULE 2040 AND RELATED MATTERS

Regular Board Meeting
November 17, 2011

BACKGROUND

Business and Professions Code section 19613(b) provides that any association other than a fair that conducts a thoroughbred racing meeting shall pay to the owners' organization contracting with the association with respect to the conduct of the racing meetings for administrative expenses and services rendered to owners, an amount as specified, and to a trainers' organization for administrative expenses and services rendered to trainers and backstretch employees and amount, as specified. Board Rule 2040 states that to fulfill its duties to the public in authorizing the conduct of an uninterrupted, orderly race meeting during the licensed term of such meetings, the Board shall acknowledge one respective horsemen's organization that represents horse owners and trainers of each separate breed of racehorse that competes in such meetings except thoroughbreds. The Board shall acknowledge separate horsemen's organizations for owners and trainers of thoroughbred racehorses as defined in section 19613 of the Business and Professions Code. Subsection 2040(b) provides that upon the filing with the Board of a notice of intent by an alternate horsemen's organization to decertify an existing horsemen's organization whose membership is 1500 members or more, the alternate horsemen's organization shall have not more than six months from the date of filing to acquire, on a petition, signatures of 10 percent of the existing organization's licensed members. The alternate horsemen's organization petitioning to decertify an existing horsemen's organization whose membership is fewer than 1500 shall have not more than six months from the date of filing to acquire, on a petition, signatures of 30 percent of the existing organization's licensed members. Subsection 2040(c) states upon receipt of a petition that meets the criteria in subsection (b) of this Rule, the Board shall consider the petition, and shall validate the signatures found on said petition. Validation includes, but is not limited to, verification of current CHRB license numbers and signature verification. Subsection 2040(c)(1) states that if the validated signatures are found to meet the requirements of subsection (b) in this Rule, the Board shall thereupon establish a date and conduct an election among the existing organization's licensed members. Subsection 2040(c)(2) states that if the validated signatures do not meet the requirements of subsection (b) in this Rule, the Board shall notify the alternate and the existing horsemen's organization that no further action shall be taken on the petition. Subsection 2040(d) provides that a deciding vote of 50 percent plus one of the ballots returned shall be used to determine the one organization to be acknowledged as representing the organization's licensed members.

On April 15, 2011, the CHRB received notice from the California Thoroughbred Horsemen's Association (CTHA) that it was going forward with a petition to decertify the Thoroughbred Owners of California (TOC) as the organization certified by the Board as the representative of California's licensed thoroughbred horse owners. Under Board Rule 2040 the CTHA had six months to obtain signatures of 10 percent of the qualified members of the TOC agreeing to the decertification. In August 2011 the CTHA submitted the required number of petition signatures. CHRB staff began the review process to ensure the petition signatures were qualified. Upon completion of the review, CHRB staff randomly selected the names of 300 persons who signed the petition and sent letters requesting verification of their signatures. A total of 300 names were chosen to give the CHRB a 95 percent confidence factor that the remaining signatures were true and correct. If a selected individual does not respond to the verification letter, the petition signature will be compared to the signature on that person's license application. At the October 6, 2011 Regular Board Meeting staff reported the verification process would be completed by November 2011. If it is determined that there are sufficient verified signatures to proceed with an election, a decision would be made regarding how and when an election will be held.

At the October 6, 2011 Regular Board Meeting staff reported the TOC requested an opportunity to address the Board regarding the decertification process. It was announced that the TOC and other interested parties would be afforded an opportunity to address the Board regarding the issue at its November 2011 Regular Meeting.

The TOC and the CTHA have submitted materials regarding the decertification process.

RECOMMENDATION

This item is presented for Board discussion and action. Representatives of the TOC and the CTHA are prepared to address the Board.

STAFF ANALYSIS
DISCUSSION AND ACTION BY THE BOARD
REGARDING THE ALLOCATION OF THE
2012 PRECISE RACE DATES AND OVERLAP
WITH PACIFIC RACING ASSOCIATION AT GOLDEN GATE FIELDS
AND THE HUMBOLDT COUNTY FAIR RACE MEETING AT FERNDALE

Regular Board Meeting
November 17, 2011

BACKGROUND

Business and Professions Code section 19530 provides the Board the authority to allocate racing weeks to an applicant pursuant to the provisions of the horse racing law and to specify such racing days, dates, and hours for horse racing meetings as will be in the public interest, and will subserve the purposes of the law. Business and Professions Code section 19531 states the Board shall make allocations for racing weeks, including simultaneous racing between zones as it deems appropriate. The maximum number of racing weeks that may be allocated for horse racing other than at fairs, shall be as follows: (a) For thoroughbred racing: 44 weeks per year in the northern zone; 42 weeks per year in the central zone; and seven weeks per year in the southern zone. (b) For harness racing: 25 weeks per year in the northern zone. (c) For quarter horse racing: 25 weeks per year in the northern zone. (d) For harness racing and quarter horse racing: a total of 77 weeks per year in the combined central and southern zones. Business and Professions Code section 19532(a) specifies any association licensed to conduct thoroughbred racing in the northern zone may receive no more than 35 weeks of that racing. (b) Any association licensed to conduct thoroughbred racing in the central zone may receive no more than 17 weeks of that racing, except that any association which conducts a split meeting may receive up to 20 weeks of that racing. No more than one such split meeting may be licensed in any one year. Business and Professions Code section 19549 provides the maximum number of racing weeks that may be allocated to a fair shall be four weeks each, except under specified conditions.

Board Rule 1430, Allocation of Racing Weeks and Dates, states the Board shall allocate racing weeks and dates for the conduct of horse racing in this State for such time periods and at such racing facilities as the Board determines will best subserve the purposes of the Horse Racing Law and which will be in the best interests of the people of California in accord with the intent of the Horse Racing Law.

ANALYSIS

At its October 6, 2011 Regular Meeting the Board allocated the quarter horse race dates at Los Alamitos Race Course from December 23, 2011 through December 23, 2012. Cal Expo Harness Racing Association was allocated the block of dates from December 26, 2011 through June 30, 2012.

The Southern California thoroughbred and fair racing circuit were allocated the following 2012 date blocks with the actual live race dates to be determined at the time applications are submitted to the

Board: Los Angeles Turf Club at Santa Anita Park Race Track: December 26, 2011 through April 24, 2012; Hollywood Park Racing Association at Hollywood Park Race Track: April 25 through July 17; Del Mar Thoroughbred Club at Del Mar Race Track: July 18 through September 5; Los Angeles County Fair at Fairplex Park Pomona: September 6 through 25; Pacific Racing Association at Santa Anita Park Race Track: September 26 through November 3; Hollywood Park Racing Association at Hollywood Park Race Track: November 5 through December 24.

The 2012 Northern California thoroughbred and fair circuit were allocated the following date blocks with the actual live race dates to be determined at the time applications are submitted to the Board: Pacific Racing Association at Golden Gate Fields: December 26, 2011, through June 17, 2012; Alameda County Fair at Pleasanton: June 21 through July 8; Cal Expo and State Fair Sacramento: July 11 through 22; Sonoma County Fair at Santa Rosa: July 25 through August 12; San Joaquin County Fair at Stockton: September 19 through 30; and The Big Fresno Fair: October 3 through 14.

Tentative 2012 dates were discussed for Humboldt County Fair at Ferndale (HCF) with the allocation of precise dates being postponed so to give California Authority of Racing Fairs (CARF) and Pacific Racing Association (PRA) an opportunity to meet to resolve the issues and return to the Board with an agreement. PRA and CARF submitted the same proposed 2012 dates of August 15 through 26. PRA proposed a six day overlap; CARF proposed the same dates with three days overlap.

The fall 2012 PRA race dates at Golden Gate Fields have yet to be allocated. PRA proposed October 18 through December 9; CARF proposed October 18 through December 16.

After the October 2011 Regular Board Meeting, representatives of the parties have met twice to discuss this matter; once at Golden Gate Fields on October 22 and again in Sacramento on October 31, 2011.

Golden Gate Fields has put forward a modification of the position it held at the October 2011 Regular Board Meeting. Under Golden Gate Field's modified proposal, Golden Gate Fields will agree that HCF would race solo and act as Host track on Friday August 17, 2012. Golden Gate Fields has also agreed that HCF would have Host status on Wednesday and Thursday for each of the two weeks that HCF has proposed to run in August 2012.

Under this most recent Golden Gate Fields proposal, all Host commissions (100 percent) from Friday, August 17 would flow to HCF. By comparison, in 2011 Golden Gate Fields and HCF shared commissions 50 percent/50 percent for one Friday. Golden Gate Fields stated that it could make no further concessions, citing lost revenues to the track and to horsemen as the reason. TOC concurred in this position.

Golden Gate Fields also added a condition for its offer regarding Friday, August 17, 2012. Its condition is that 2012 would be the last year it would agree to concessions regarding August dates for HCF. In future years, Golden Gate Fields would recommend that HCF move to June or September. TOC also concurred in this position.

Under this proposal from Golden Gate Fields, HCF would act as Host track for five days: Wednesday, August 15; Thursday, August 16; Friday, August 17; Wednesday, August 22 and Thursday, August 23.

Humboldt County Fair did not agree to the Golden Gate Fields/TOC proposal. Humboldt stated the reason that it could not agree to the Golden Gate Fields/TOC proposal was because it would not meet required purses and commissions to conduct meet.

Humboldt maintained its original proposal for five continuous days of Host status in its first week and two days of Host status in its second week as follows: Host status and right to race solo on Wednesday, August 15; Thursday, August 16; Friday, August 17; Saturday, August 18; and Sunday, August 19 of its first week. Then, Host status and right to race solo on Wednesday, August 22 and Thursday, August 23 of its second week. Humboldt cited the necessity of generating a sufficient level of purses and commissions as the reason for maintaining this position.

Golden Gate Fields and TOC did not agree to the HCF proposal. The parties have not been able to reach agreement.

RECOMMENDATION

Staff recommends the Board hear from the parties. Attached are the proposed 2012 Northern California race dates calendars, as proposed at the October 6, 2011, Regular Board Meeting.

PROPOSED - 2012 Northern California Race Dates

[Submitted by Pacific Racing Association and Thoroughbred Owners of California]

December						
Sun	Mon	Tue	Wed	Thu	Fri	Sat
25	26	27	28	29	30	31
4		1				

Pacific Racing Assoc at GGF	December 26 - June 17
LATC at Golden Gate	August 31 - September 16
Pacific Racing Assoc at GGF	October 18 - December 9
Simulcast Only	47

Pleasanton	13
Cal Expo	10
Santa Rosa	15
Fresno	10

Stockton	10
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January						
Sun	Mon	Tue	Wed	Thu	Fri	Sat
1	2	3	4	5	6	7
8	9	10	11	12	13	14
15	16	17	18	19	20	21
22	23	24	25	26	27	28
29	30	31				
16		5				

February						
Sun	Mon	Tue	Wed	Thu	Fri	Sat
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26	27	28	29			
16		5				

March						
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April						
Sun	Mon	Tue	Wed	Thu	Fri	Sat
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17		4				

May						
Sun	Mon	Tue	Wed	Thu	Fri	Sat
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13	14	15	16	17	18	19
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27	28	29	30	31		
17		6				

June						
Sun	Mon	Tue	Wed	Thu	Fri	Sat
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17	18	19	20	21	22	23
24	25	26	27	28	29	30
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July						
Sun	Mon	Tue	Wed	Thu	Fri	Sat
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August						
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15	16	17				
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September						
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October						
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28	29	30	31			
6		4				13

November						
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December						
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Dates below reflect when each association would be considered the "Host"

PRA Winter/Spring	12/26 - 6/19
LATC Summer	8/17 - 9/18
PRA Fall	10/17 - 12/25

Stockton	9/19 - 10/2
Pleasanton	6/20 - 7/10
Cal Expo	7/11 - 7/24

Santa Rosa	7/25 - 8/14
Ferndale (non-overlap)	8/15,16,22,23
Fresno	10/3 - 10/16

**Regular Board Meeting
November 17, 2011**

PROPOSED - 2012 Northern California Race Dates

[Submitted by California Authority of Racing Fairs (CARF)]

December						
Sun	Mon	Tue	Wed	Thu	Fri	Sat
25	26	27	28	29	30	31
4		1				

FRA @ Golden Gate Fields	December 26 - June 10
ATC @ Golden Gate Fields	August 27 - September 30
FRA @ Golden Gate Fields	October 19 - December 15
Simulcast Only	36

Pleasanton	18
Cal Expo	10
Santa Rosa	15
Travis	10

Stockton	10
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January						
Sun	Mon	Tue	Wed	Thu	Fri	Sat
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February						
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16		5				

March						
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April						
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17		4				

May						
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27	28	29	30	31		
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June						
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17	18	19	20	21	22	23
24	25	26	27	28	29	30
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July						
Sun	Mon	Tue	Wed	Thu	Fri	Sat
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22	23	24	25	26	27	28
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August						
Sun	Mon	Tue	Wed	Thu	Fri	Sat
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12	13	14				
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29	30	31				
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September						
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9	10	11	12	13	14	15
16	17	18	19	20	21	22
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October						
Sun	Mon	Tue	Wed	Thu	Fri	Sat
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7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	23	24	25	26	27
28	29	30	31			
10		2				8

November						
Sun	Mon	Tue	Wed	Thu	Fri	Sat
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11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29	30	
18		4				

December						
Sun	Mon	Tue	Wed	Thu	Fri	Sat
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9	10	11	12	13	14	15
16	17	18	19	20	21	22
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30	31					
10		2				

*Requested date block allocation, actual live race dates determined at time of application

STAFF ANALYSIS
November 17, 2011

Issue: APPLICATION FOR LICENSE TO CONDUCT A HORSE RACING MEETING OF THE LOS ANGELES TURF CLUB AT SANTA ANITA DECEMBER 26, 2011 THROUGH APRIL 22, 2012.

Los Angeles Turf Club (LATC) filed its application to conduct a thoroughbred horse racing meeting at Santa Anita.

- December 26, 2011 through April 22, 2012, or 79 days, 9 days more than 2011. The association proposes to race a total of 684 races, or 8.66 per day. In 2011 LATC raced 608 races with an average of 7.63 runners per race. The (actual) average daily purse for the 2011 race meeting was \$441,184. The (estimated) average daily purse for this race meeting is \$427,712.
- The race dates proposed are the dates the Board allocated.

December - 2011						
Sun	Mon	Tue	Wed	Thu	Fri	Sat
				1	2	3
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25 H	26	27	28	29	30	31

January - 2012						
Sun	Mon	Tue	Wed	Thu	Fri	Sat
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15	16	17	18	19	20	21
22	23	24	25	26	27	28
29	30	31				

February - 2012						
Sun	Mon	Tue	Wed	Thu	Fri	Sat
			1	2	3	4
5	6	7	8	9	10	11
12	13	14	15	16	17	18
19	20	21	22	23	24	25
26	27	28	29			

March - 2012						
Sun	Mon	Tue	Wed	Thu	Fri	Sat
				1	2	3
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29	30	31

April - 2012						
Sun	Mon	Tue	Wed	Thu	Fri	Sat
1	2	3	4	5	6	7
8	9	10	11	12	13	14
15	16	17	18	19	20	21
22	23	24	25	26	27	28
29	30					

- Racing 4 days per week, Thursday through Sunday (January – February) and racing 5 days per week, Wednesday through Sunday (March- April, 2012), with the exception of Monday racing on December 26, 2011, January 2 and 16th and February 20, 2012. No less than 7 races weekdays; 9 races Opening Day, weekends and January 2, 2012, January 16, and February 20, 2012, with the option to program 10 races on such days; 11 races Santa Anita Handicap day March 3, 2012 and Santa Anita Derby day April 7, 2012.
- First post 1:00 p.m. all weekdays; 12:30 p.m. weekends and holidays with the following exceptions
 - Saturday, December 26, 2011 (Opening Day) – 12:00 p.m.
 - Saturday, January 28, 2012 (Sunshine Millions) – 11:45 a.m.
 - Sunday, February 5, 2012 (Super Bowl) – 11:00 a.m.
 - Saturday, March 4, 2012 (Santa Anita Handicap) – 12:00 p.m.
 - Saturday, April 7, 2012 (Santa Anita Derby) – 12:00 p.m.

- Wagering program will use CHRB rules and ARCI rules.
 - Early wagering will be 8:30 a.m. to 10:00 a.m. each day.
- The Advance Deposit Wagering (ADW) providers are TVG, Xpressbet and Twinspires the television provider will be TVG.

Pursuant to Business and Professions Code section 19604, specific provisions must be met before an ADW provider can accept wagers.

Summary of B&P code 19604

To accept wagers on races conducted in California from a resident of California.

- The ADW provider must be licensed by the Board.
- A written agreement allowing those wagers exists with the racing association or fair conducting the races on which the wagers are made.
- The agreement shall have been approved in writing by the horsemen's organization responsible for negotiating purse agreements for the breed on which the wagers are made.

To accept wagers on races conducted outside of California from a resident of California.

- The ADW provider must be licensed by the Board.
- There is a hub agreement between the ADW provider and one or both of (i) one or more racing associations or fairs that together conduct no fewer than five weeks of live racing on the breed on which wagering is conducted during the calendar year during which the wager is placed, and (ii) the horsemen's organization responsible for negotiating purse agreements for the breed on which wagering is conducted.

No documents have been received in compliance with Business and Professions Code section 19604.

- Simulcasting conducted with out-of-state racing jurisdictions pursuant to Business and Professions Code Section 19602; and with authorized locations throughout California.
- Request that Jennifer Paige be appointed horse identifier pursuant to CHRB Rule 1525.
- Track safety inspection has been requested and will be completed before the race meeting begins.
- Inspection of backstretch worker housing has been requested and will be completed before the race meeting begins.

Specific information still needed to complete this application includes:

1. Pertinent contract and/or agreements required pursuant to Business and Professions Code section 19604 that allows Los Angeles Turf Club designated ADW providers to accept wagers on races conducted in an outside of California for the applied license term.
2. Vanning and Stabling agreement (expires December 31, 2011)
3. Schedule of charges for "package" plan

RECOMMENDATION:

If the application is considered for approval, staff recommends a contingent approval pending the submission of outstanding items.

STATE OF CALIFORNIA
CALIFORNIA HORSE RACING BOARD
APPLICATION FOR LICENSE TO CONDUCT A HORSE RACING MEETING
CHRB-17 (Rev 12/06)

12-4

Application is hereby made to the California Horse Racing Board (CHRB) for a license to conduct a horse racing meeting in accordance with the California Business and Professions (B&P) Code, Chapter 4, Division 8, Horse Racing Law, and the California Code of Regulations, Title 4, Division 4, CHRB Rules and Regulations.

1. APPLICANT ASSOCIATION

A. Name, mailing address, telephone and fax numbers of association:

Los Angeles Turf Club, Incorporated
Santa Anita Park
285 W. Huntington Drive
Arcadia, CA 91007

Telephone: 626/574-7223
Fax: 626/446-9565

B. Breed of horse: TB QH H

C. Racetrack name: Santa Anita Park

D. Attach a certified check payable to the Treasurer of the State of California in the amount of \$10,000 as deposit for license fees pursuant to B&P Code Section 19490. (Submitted September 28, 2011)

NOTICE TO APPLICANT: Application must be filed not later than 90 days before the scheduled start date for the proposed meeting pursuant to CHRB Rule 1433.

2. DATES OF MEETING

A. Inclusive dates for the entire meeting: Sunday, December 26, 2011 through Sunday, April 22, 2012.

B. Actual dates racing will be held: December 26, 29, 30, and 31;
January 1, 2, 5, 6, 7, 8, 12, 13, 14, 15, 16, 19, 20, 21, 22, 26, 27, 28, 29;
February 2, 3, 4, 5, 9, 10, 11, 12, 16, 17, 18, 19, 20, 23, 24, 25, 26;
March 1, 2, 3, 4, 7, 8, 9, 10, 11, 14, 15, 16, 17, 18, 21, 22, 23, 24, 25, 28, 29, 30, 31;
April 1, 4, 5, 6, 7, 8, 11, 12, 13, 14, 15, 18, 19, 20, 21 and 22.

C. Total number of days or nights of racing: 79 Days

D. Days or nights of the week races will be held: Monday, December 26, 2011
 Wed - Sun Thurs - Sun Mondays: Monday, January 2, 2012
Monday, January 16, 2012
Monday, February 20, 2012

E. Number of days or nights of racing per week:

4 Days: Monday, December 26, 2011 - Sunday, March 4, 2012

Exceptions: 6 Days; Monday, December 26, 2011 - Sunday, January 1, 2012
5 Days; Monday, January 2, 2012 - Sunday, January 8, 2012
5 Days; Monday, January 16, 2012 - Sunday, January 22, 2012
5 Days; Monday, February 20, 2012 - Sunday, February 26, 2012

5 Days: Wednesday, March 7, 2012 - Sunday, April 22, 2012

CHRB CERTIFICATION

Application received: 10/4/11
Deposit received: 10k
Reviewed: *apw*

Hearing date: 11/17/11
Approved date:
License number:

3. RACING PROGRAM

- A. Total number of races: Estimate: 684
- B. Number of races for each day or night: No less than 7 races weekdays; Nine (9) races Opening Day, Weekends, January 2, January 16 and February 20, with the option to program 10 races on such days. Eleven (11) races Santa Anita Handicap day March 3, 2012, and Santa Anita Derby day April 7, 2012.
- C. Total number of stakes races: 48
- D. Attach a listing of all stakes races and indicate the date to be run and the added money or guaranteed purse for each. Note the races that are designated for California-bred horses.
2011-2012 SA Stakes list attached (Exhibit 3-D).
- E. Will provisions be made for owners and trainers to use their own registered colors?
 Yes No If no, what racing colors are to be used:
- F. List all post times for the daily racing program:

	<u>All Weekdays</u>	<u>Weekends & Holidays</u>
Race 1	1:00 p.m.	12:30 p.m.
Race 2	1:30 p.m.	1:00 p.m.
Race 3	2:00 p.m.	1:30 p.m.
Race 4	2:30 p.m.	2:00 p.m.
Race 5	3:00 p.m.	2:30 p.m.
Race 6	3:30 p.m.	3:00 p.m.
Race 7	4:00 p.m.	3:30 p.m.
Race 8	4:30 p.m.	4:00 p.m.
Race 9		4:30 p.m.
Race 10		5:00 p.m. <i>(When Applicable)</i>
Race 11		5:30 p.m. <i>(When Applicable)</i>

Exceptions:

Monday, December 26, 2011	Opening Day	12:00 pm
Saturday, January 28, 2012	Sunshine Millions	11:45 pm
Sunday, February 5, 2012	Super Bowl	11:00 am
Saturday, March 4, 2012	Santa Anita Handicap	12:00 pm
Saturday, April 7, 2012	Santa Anita Derby	12:00 pm

NOTICE TO APPLICANT: Every licensee conducting a horse racing meeting shall each racing day provide for the running of at least one race limited to California-bred horses, to be known as the "California-bred race" pursuant to CHRB Rule 1813. For thoroughbred and quarter horse meetings, the total amount distributed for California-bred stakes races from the purse account, including overnight stakes, shall not be less than 10% of the total amount distributed for all stakes races pursuant to B&P Code Section 19568(b).

4. RACING ASSOCIATION

- A. Association is a: Corporation (complete subsection C)
 LLC (complete subsection D)
 Other (specify, and complete subsection E)
- B. Complete the applicable subsection and attached Addendum, Background Information and Ownership. Addendum A on file with CHRB.

2011-2012 SANTA ANITA STAKES SCHEDULE					
Run Date	Race	Age	Distance	Purse	Cost
Mon, Dec 26	Malibu Stakes (Grade I)	3 YO	7 F	\$250,000	\$215,000
Mon, Dec 26	California Breeders Champion Stakes	2 YO (CA Breds)	7 F	\$100,000	\$85,000
Mon, Dec 26	California Breeders Champion Stakes	F, 2 YO (CA Breds)	7 F	\$100,000	\$85,000
Mon, Dec 26	Arcadia Stakes (Grade II)	4 & UP	1 M (T)	\$150,000	\$125,000
Sat, Dec 31	La Brea Stakes (Grade I)	F, 3 YO	7 F	\$250,000	\$215,000
Sun, Jan 1	Robert J. Frankel Stakes (Grade II)	F/M, 4 & UP	1 1/8 M (T)	\$150,000	\$130,000
Mon, Jan 2	Monrovia Stakes (Grade III)	F/M, 4 & UP	abt 6 1/2 F (T)	\$100,000	\$85,000
Sat, Jan 7	San Pasqual Stakes (Grade II)	4 & UP	1 1/16 M	\$150,000	\$130,000
Sat, Jan 14	Daytona Stakes (Grade III)	4 & UP	abt 6 1/2 F (T)	\$100,000	\$85,000
Sat, Jan 14	Santa Ynez Stakes (Grade II)	F, 3 YO	6 1/2 F	\$150,000	\$130,000
Sun, Jan 15	San Gabriel Stakes (Grade II)	3 & UP	1 1/8 M (T)	\$150,000	\$130,000
Sat, Jan 21	Palos Verdes Stakes (Grade II)	4 & UP	6 F	\$150,000	\$130,000
Sun, Jan 22	La Canada Stakes (Grade II)	F, 4 YO	1 1/16 M	\$150,000	\$130,000
Sat, Jan 28	Sunshine Millions			\$700,000	\$700,000
Sat, Jan 28	Santa Monica Stakes (Grade I)	F/M, 4 & UP	7 F	\$250,000	\$220,000
Sun, Jan 29	Santa Ysabel Stakes (Grade III)	F, 3 YO	1 1/16 M	\$100,000	\$85,000
Sat, Feb 4	Strub Stakes (Grade II)	4 YO	1 1/8 M	\$150,000	\$125,000
Sat, Feb 4	Robert B. Lewis Stakes (Grade II)	3 YO	1 1/16 M	\$200,000	\$170,000
Sun, Feb 5	San Antonio Stakes (Grade II)	4 & UP	1 1/8 M	\$150,000	\$130,000
Sat, Feb 11	San Marcos Stakes (Grade II)	4 & UP	1 1/4 M (T)	\$150,000	\$130,000
Sat, Feb 18	Santa Maria Stakes (Grade II)	F/M, 4 & UP	1 1/16 M	\$150,000	\$130,000
Sun, Feb 19	San Vicente Stakes (Grade II)	3 YO	7 F	\$150,000	\$130,000
Mon, Feb 20	Buena Vista Handicap (Grade II)	F/M, 4 & UP	1 M (T)	\$150,000	\$125,000
Sat, Feb 25	San Carlos Handicap (Grade II)	4 & UP	7 F	\$150,000	\$130,000
Sun, Feb 26	Sensational Star Handicap	4 & UP (CA Breds)	abt 6 1/2 F (T)	\$100,000	\$85,000
Sat, Mar 3	Santa Anita Handicap (Grade I)	4 & UP	1 1/4 M	\$750,000	\$625,000
Sat, Mar 3	Frank E. Kilroe Mile (Grade I)	4 & UP	1 M (T)	\$250,000	\$215,000
Sat, Mar 3	Las Virgenes Stakes (Grade I)	F, 3 YO	1 M	\$250,000	\$220,000
Sat, Mar 10	San Felipe Stakes (Grade II)	3 YO	1/1/16 M	\$300,000	\$250,000
Sun, Mar 11	Las Flores Stakes (Grade III)	F/M, 4 & UP	6 1/2 F	\$100,000	\$85,000
Sat, Mar 17	Santa Margarita Stakes (Grade I)	F/M, 4 & UP	1 1/8 M	\$250,000	\$220,000
Sat, Mar 17	Irish O'Brien Stakes	F/M, 4 & UP (CA Breds)	abt 6 1/2 F (T)	\$100,000	\$85,000
Sun, Mar 18	San Luis Rey Stakes (Grade II)	4 & UP	1 1/2 M (T)	\$150,000	\$130,000
Sat, Mar 24	Tokyo City Cup (Grade III)	4 & UP	1 1/2 M	\$100,000	\$85,000
Sun, Mar 25	Santa Ana Stakes (Grade II)	F/M, 4 & UP	1 1/8 M (T)	\$150,000	\$130,000
Sat, Mar 31	Echo Eddie Stakes	3 YO (CB)	6 1/2 F	\$200,000	\$90,000
Sat, Mar 31	Evening Jewel Stakes	F, 3 YO (CB)	6 1/2 F	\$200,000	\$90,000
Sun, Apr 1	Santa Anita Oaks (Grade I)	F, 3 YO	1 1/16 M	\$250,000	\$220,000
Sat, Apr 7	Santa Anita Derby (Grade I)	3 YO	1 1/8 M	\$750,000	\$580,000
Sat, Apr 7	Potrero Grande Stakes (Grade II)	4 & UP	6 1/2 F	\$150,000	\$130,000
Sat, Apr 7	Providencia Stakes (Grade II)	F, 3 YO	1 1/8 M (T)	\$150,000	\$130,000
Sat, Apr 14	Las Cienegas Handicap (Grade III)	F/M, 4 & UP	abt 6 1/2 F (T)	\$100,000	\$85,000
Sat, Apr 21	Santa Barbara Handicap (Grade II)	F/M, 4 & UP	1 1/4 M (T)	\$150,000	\$130,000
Sat, Apr 21	San Simeon Handicap (Grade III)	4 & UP	abt 6 1/2 F (T)	\$100,000	\$85,000
Sun, Apr 22	San Juan Capistrano Handicap (Grade II)	4 & UP	abt 1 3/4 M (T)	\$150,000	\$130,000
***	ALL RACES ARE GUARANTEED unless indicated			\$8,950,000	\$7,550,000

	Scheduled Overnight Stakes				
Fri, Dec 30	Blue Norther Stakes	F, 2 YO	1 M (T)	\$70,000	
Sat, Dec 31	Eddie Logan Stakes	2 YO	1 M (T)	\$70,000	
Sun, Jan 1	Kalookian Queen Stakes	F/M, 4 & UP	6 1/2 F	\$70,000	
Sun, Jan 8	Paseana Stakes	F/M, 4 & UP	1 1/16 M	\$70,000	
Sat, Jan 21	San Pedro Stakes	3 YO	6 F	\$70,000	
Sat, Feb 4	Sweet Return Stakes	4 & UP	1 M (T)	\$70,000	
Sun, Feb 12	Sweet Life Stakes	F, 3 YO	abt 6 1/2 F (T)	\$70,000	
Sat, Mar 3	Baldwin Stakes	3 YO	abt 6 1/2 F (T)	\$70,000	
Sun, Mar 4	Santana Mile	4 & UP	1 M	\$70,000	
Sat, Mar 10	China Doll Stakes	F, 3 YO	1 M (T)	\$70,000	
Sat, Mar 31	Crystal Water Handicap	4 & UP (Cal Breds)	1 M (T)	\$70,000	
Sun, Apr 8	Santa Lucia Stakes	F/M, 4 & UP	1 1/16 M	\$70,000	
Sun, Apr 15	La Puente Stakes	3 YO	1 1/8 M (T)	\$70,000	
				\$910,000	

C. Corporation

1. Registered name of the corporation: **Los Angeles Turf Club, Incorporated**
2. State where incorporated: **California**
3. Registry or file number for the corporation: **481360**
4. Names of all officers and directors, titles, and the number of shares of the corporation held by each:

The officers and directors of Los Angeles Turf Club, Incorporated hold zero shares.

CEO and Director – Greg Avioli

President - George Haines II

Executive Vice-President, Finance and Director – Lyle Strachan

Vice President Regulatory Affairs and Secretary – Frank DeMarco, Jr.

Vice President Operations and Director – Mike Rogers

Controller - Gina Lavo

5. Names (true names) of all persons, other than the officers and directors listed above, that hold 5% or more of the outstanding shares in the corporation and the number of shares held by each:
MI Developments Investments Inc. – 69,347 Shares as of June 30, 2011.
The shares of MI Developments Investments Inc., are controlled by The Stronach Group, a business entity owned 100% by Frank Stronach.
6. Number of outstanding shares in the corporation: **69,347 Shares**
7. Are the shares listed for public trading? Yes No
If yes, on what exchange and how is the stock listed:
8. Name of the custodian of the list of shareholders and/or the transfer agent for the share holdings of the corporation: **N/A**
9. If more than 50% of the shares are held by a parent corporation or are paired with any other corporation or entity, give the name of the parent and/or paired corporation or entity:
N/A
10. Attach the most recent audited annual financial statement for the licensee, including balance sheet and profit and loss statement, and a copy of a report made during the preceding 12 months to shareholders in the corporation and/or the Securities and Exchange Commission and/or the California Corporations Commission. The licensee may submit the audited consolidated annual financial statements of its parent owner if the parent owner is a publicly traded company and guarantees the obligations of the licensee.
Attached (Exhibit 4-C-10)

D. LLC **N/A**

E. OTHER **N/A**

F. Management and Staff

1. Name and title of the managing officer and/or general manager of the association and the name and title of all department managers and staff, other than those listed in 10B, who will be listed in the official program:
George Haines, President & General Manager
Frank DeMarco, Jr., Vice-President Regulatory Affairs & Secretary

Gina Lavo, VP-Finance, Controller
 Chris Quinn, VP-Sales & Marketing
 Amy Zimmerman, VP-Business Coordination/Director of Broadcasting
 Candace Coder-Chew, Director of Print & Graphics
 Randy Fowler, Director of Food & Beverage
 Randy Hartzell, Director of Mutuels
 Pete Siberell, Director of Community Service & Special Events
 Jason Spetnegal, Director of Facilities
 Ken Walker, Director of Labor Relations
 Mike Willman, Director of Publicity & Public Relations
 Nina Zukin, Director of Information Services
 Jay Cohen, Hornblower
 Trevor Denman, Public Address Commentator/Announcer

2. Name and title of the person(s) authorized to receive notices on behalf of the association and the mailing address of such person(s) if other than the mailing address of the association:

George Haines, President & General Manager

5. PURSE PROGRAM

A. Purse distribution:

1. All races other than stakes:

Current meet estimate:	\$22,683,000	(79 days)
Prior meet actual:	\$20,300,000	(70 days)

Average Daily Purse (5A1 ÷ number of days):

Current meet estimate:	\$ 287,127
Prior meet actual:	\$ 290,000

2. Overnight stakes:

Current meet estimate:	\$ 910,000
Prior meet actual:	\$ 895,000

Average Daily Purse (5A2 ÷ number of days):

Current meet estimate:	\$ 11,519
Prior meet actual:	\$ 12,785

3. Non-overnight stakes:

Current meet estimate:	\$ 7,550,000
Prior meet actual:	\$ 7,675,000

Average Daily Purse (5A3 ÷ number of days):

Current meet estimate:	\$ 95,570
Prior meet actual:	\$ 109,642

B. Stakes races:

1. Purse distribution for all stakes races:

Current meet estimate:	\$ 8,460,000
Prior meet actual:	\$ 8,570,000

Average Daily Purse (5B1 ÷ number of days):

Current meet estimate:	\$ 107,089
Prior meet actual:	\$ 122,428

2. Percentage of the purse distribution for all stakes races that will be distributed for California-bred stakes races:

Current meet estimate: 13%
 Prior meet actual: 13%

Average Daily Purse (5B2 ÷ number of days):

Current meet estimate: .17%
 Prior meet actual: .17%

C. Funds to be generated for all California-bred incentive awards:

Current meet estimate: \$ 2,050,000
 Prior meet actual: \$ 2,050,000

D. Payment to each recognized horsemen's organization contracting with the association and the name(s) of the organization(s):

Recognized Horsemen's Organization

	Prior meet actual:	Current meet estimate:
NTRA	\$ 70,000	\$ 70,000
TOC	\$ 252,000	\$ 266,800
CTT Pension	\$ 252,000	\$ 266,800
CTT Administration	\$ 125,000	\$ 133,400
Total	\$ 699,000	\$ 737,000

E. Amount from all sources to be distributed in the form of purses or other benefits to horsemen (5A+5C+5D):

Current meet estimate: \$33,930,000
 Prior meet actual: \$31,619,000

Average Daily Purse (5E ÷ number of days):

Current meet estimate: \$ 429,494
 Prior meet actual: \$ 451,700

F. Purse funds to be generated from on-track handle and intrastate off-track handle:

Current meet estimate: \$22,674,000
 Prior meet actual: \$22,400,000

Average Daily Purse (5F ÷ number of days):

Current meet estimate: \$ 287,013
 Prior meet actual: \$ 320,000

G. Purse funds to be generated from interstate handle:

Current meet estimate: \$ 8,879,000
 Prior meet actual: \$ 8,400,000

Average Daily Purse (5G ÷ number of days):

Current meet estimate: \$ 112,392
 Prior meet actual: \$ 120,000

H. Bank and account number for the Paymaster of Purses' purse account:

Wells Fargo Regional Commercial Bank, West Covina Office, paid through Paymaster of Purses Account # on file

- I. Name, address and telephone number of the pari-mutuel audit firm engaged for the meeting:
Bowen, McBeth Co., 10722 Arrow Route, Suite 110, Rancho Cucamonga, CA 91730
Telephone: (909) 944-6465

NOTICE TO APPLICANT: All funds generated and retained from on-track pari-mutuel handle which are obligated by law for distribution in the form of purses, breeders' awards or other benefits to horsemen, shall not be deemed as income to the association; shall not be transferred to a parent corporation outside the State of California; and shall, within 3 calendar days following receipt, be deposited in a segregated and separate liability account in a depository approved by the CHRB and shall be at the disposition of the Paymaster of Purses, who shall pay or distribute such funds to the persons entitled thereto. All funds generated from off-track simulcast wagering, interstate wagering, and out-of-state wagering which are obligated by law for distribution in the form of purses and breeders' awards, shall also be deposited within 3 calendar days following receipt, into such liability account. In the event the association is obligated to the payment of purses prior to those obligated amounts being retained from pari-mutuel wagering for such purpose, or as a result of overpayment of earned purses at the conclusion of the meeting, the association shall transfer from its own funds such amounts as are necessary for the Paymaster of Purses to distribute to the horse owners statutorily or contractually entitled thereto. The association is entitled to recover such transferred funds from the Paymaster of Purses' account; and if insufficient funds remain in the account at the conclusion of the meeting, the association is entitled to carry forward the deficit to its next succeeding meeting as provided by B&P Code Section 19615(c) or (d). In the event of underpayment of purses which results in a balance remaining in the Paymaster of Purses'

account at the conclusion of the meeting after distribution of amounts due to horsemen and breeders and horsemen's organizations, the association may carry forward the surplus amount to its next succeeding meeting; provided, however, that the amount so retained does not exceed an amount equivalent to the average daily distribution of purses and breeders' awards during the meeting. All amounts in excess shall be distributed retroactively and proportionally in the form of purses and breeders' awards to the horse owners and breeders having earned purses or awards during the conduct of the meeting.

6. STABLE ACCOMMODATIONS

- A. Number of usable stalls available for racehorses at the track where the meeting is held: 1,950
- B. Minimum number of stalls believed necessary for the meeting: 1,853
- C. Total number of usable stalls to be made available off-site at approved auxiliary stabling areas or approved training centers: 1,500
- D. Name and location of each off-site auxiliary stabling area and the number of stalls to be maintained at each site: Hollywood Park 1,500
- E. Attach each contract or agreement between the association and the person(s) furnishing off-site stabling accommodations for eligible racehorses that cannot be provided stabling on-site.

Current agreement is valid through December 31, 2011; 2012 agreement will be submitted to the Board when finalized.

Complete subsections F through H if the association will request reimbursement for off-site stabling as provided by B&P Code Sections 19607, 19607.1, 19607.2, and 19607.3; otherwise, skip to Section 7.

- F. Total number of usable stalls made available on-site for the 1986 meeting: 1,950
- G. Estimated cost to provide off-site stalls for this meeting. Show cost per day per stall:
\$ 960,000 (\$ 8.00/day/stall; excludes vaning costs)
- H. Estimated cost to provide vaning from off-site stalls for this meeting. Show fees to be paid for vaning per-horse:
\$340,000 - \$180 RT for Hollywood

7. PARI-MUTUEL WAGERING PROGRAM

- A. Pursuant to B&P Code Section 19599, and with the approval of the CHRB, associations may elect to offer wagering programs using CHRB Pari-mutuel Rules, the Association of Racing Commissioners International (RCI) Uniform Rules of Racing, Chapter 9, Pari-mutuel Wagering, or a combination of both. Please complete the following schedule for the types of wagering other than WPS and the minimum wager amount for each:

Use DD for daily double, E for exacta (special quinella), PK3 for pick three, PK4 for select four, PNP for pick (n) pool, PPN for place pick (n), Q for quinella, SF for superfecta, TRI for trifecta, and US for unlimited sweepstakes (pick 9).

TYPE OF WAGERS					APPLICABLE RULES		
Example Race: \$1 E; \$1 Double					CHRB #1959; RCI #VE		
Race #1	\$1E	\$2DD	\$1PK3	\$1PPN	\$0.50PNP5	Superfecta	CHRB #1959, 1957, 1977, 1976.8, 1976.9, 1979.1
Race #2	\$1E	\$2DD	\$1PK3		\$0.50PNP4	Superfecta	CHRB #1959, 1957, 1977, 1979.1, 1976.9
Race #3	\$1E	\$2DD	\$1PK3	\$2PNP6		Superfecta	CHRB #1959, 1957, 1977, 1976.9, 1979.1
Race #4	\$1E	\$2DD	\$1PK3	\$2PNP6		Superfecta	CHRB #1959, 1957, 1977, 1976.9, 1979.1
Race #5	\$1E	\$2DD	\$1PK3	\$2PNP6	\$0.50PNP4	Superfecta	CHRB #1959, 1957, 1977, 1976.9, 1979.1
Race #6	\$1E	\$2DD	\$1PK3	\$2PNP6	\$0.50PNP4	Superfecta	CHRB #1959, 1957, 1977, 1976.9, 1979.1
Race #7	\$1E	\$2DD	\$1PK3		\$0.50PNP4	Superfecta	CHRB #1959, 1957, 1977, 1976.9, 1979.1
Race #8	\$1E	\$2DD	\$1PK3	SuperH5	\$0.50PNP4	Superfecta	CHRB #1959, 1957, 1977, ARCI-004-105, 1976.9, 1979.1.
*Race #9	\$1E	\$2DD		SuperH5		Superfecta	CHRB #1959, 1957; ARCI-004-105; 1979.1.
*Race #10	\$1E	\$2DD		SuperH5		Superfecta	CHRB #1959, 1957; ARCI-004-105; 1979.1.
*Race #11	\$1E	\$2DD		SuperH5		Superfecta	CHRB #1959, 1957; ARCI-004-105; 1979.1.

(*) When Applicable

- Rolling \$2 Daily Doubles beginning with Race #1. (CHRB 1957)
- \$1 Trifecta on all eligible races. (CHRB 1979)
- \$0.10 Superfecta wagering on all qualifying races. (CHRB 1979.1)
- Incoming simulcasts will follow host track format.
- \$1 Place PK8 on 8-race program; Place PK9 on 9-race program, Place PK10 on 10-race program. Alternate runner provision. [All \$1 Wagers] No carryover. Pay all tickets with most winners. (CHRB 1976.8)
- \$2 PNP6 Last six live races 70% Carryover, 30% Minor. Alternate runner provision. (CHRB 1976.9)
- \$0.50 PNP4 starting the second race and the last four live races. Alternate runner provision. (CHRB 1976.9)
- \$0.50 PNP5 starting the first race; minimum wager fifty cents, 14% takeout. One tier payoff; 100% carryover.
- \$1 Pentafecta selecting the first five finishers in a same race. 100% payout on all tickets selecting five winners. No consolation; 100% carryover if no ticket has five winners. Super High-5 will be carded as last race of the day. [Applicable rule: ARCI-004-105 T-PICK (N) POSITION (X) POOLS]

B. Maximum carryover pool to be allowed to accumulate before its distribution OR the date(s) designated for distribution of the carryover pool:
 Unlimited; final distribution April 22, 2012.

C. List any options requested with regard to exotic wagering: N/A

D. Will "advance" or "early bird" wagering be offered? Yes No
 If yes, when will such wagering begin:
 8:30 a.m. – 10:00 a.m.

E. Type(s) of pari-mutuel or totalizator equipment to be used by the association and the simulcast organization, name of the person(s) supplying equipment, and expiration date of the service contract:
 Scientific Games Racing, Brooks Pierce, President Expires: September, 2012

8. ADVANCE DEPOSIT WAGERING (ADW)

A. Identify the ADW provider(s) to be used by the association for this race meeting:

- TVG
- Twin Spires
- XpressBet

Agreements with ADW providers pending; will be submitted to the Board when finalized.

ommingled Locations

West Entertainment

Amwest Accounts
Greenbrier (WV)
Riders Up (SD)
Time Out Lounge (SD)
Triple Crown (SD)
pahoe-Mile High
Colorado phone
na Race Club
ngton I
ntic City Racecourse
kad
noral
noral ADW (Belzovic)
gor Raceway
avia
or Racing OTB
lah Park
ingham
fs RTun Greyhound
alo Raceway
International Ltd.
er Racecourse
terbury Day
ital District OTB
skills OTB
ries Town Race Course
ster Downs & Marina LLC
ster Downs Acct Wagering
rchill Downs
Hipica InTurf
ur d' Alene Casino
ur d' Alene Account
nial Downs
nial Downs Phone Bel
mbus Raceway
necticut OTB
Bradley Teletheater, Bristol
New Britain, Norwalk, Millford
East Haven, Hartford, Putnam
Shoreline Star, Sports Haven
Torrington, Waterbury
Manchester, New London
Willimantic
ohn Martin's Manor Restaurant
Account Wagering
Paragon Casino
o-Chunk Casino and Racebook
Mohegan Sun Casino
Oneida Bingo and Casino
Pony Bar Simulcast Center
Tote Investment Racing
Randall James Racetrack
Millenium Racing
Royal Beach Casino
Divi Carina Bay Casino
Fair Chance
us Christl Greyhound
ress Bayou OTB
ware
a Downs
er Downs
Turf Club (1 to 9)

Ellis Park
Emerald Downs
European Wagering Services
Evangeline Downs
Fair Grounds
Fair Grounds ADW
Fair Meadows
Finger Lakes
Fonner
Freehold
Gillespie County Fair
Greenetrack
Greyhound @ Post Falls
Gulf Greyhound
Gulfstream Park
Global Wagering Solutions
Bwin International Ltd.
Intl Betting Assoc. Ltd
Magna Bel
Racebets
Harrington Raceway
Hawthorne Race Course
Hawthorne ADW
Hazel Park
Hoosier Park
Horseman's Park
Indiana Downs
Evansville OTB
Clarksville OTB
Intl Betting Assoc. Ltd
Intermountain Racing
Keeneland
Keeneland Select ADW
Kentucky Downs
Kentucky OTB
Lebanon
Les Bois (Treasure Valley)
Lewiston OTB's
Lien Games
Chips Lounge and Casino
Howard Johnsons OTB
Rumors OTB
Skydancer Casino OTB
BelAmerica and Offtrackbetting
Lone Star
Louisiana Downs
LVDC
Atlantis Paradise Casino
Avatar Ventures
Pojoaque Cliffs of Gold
Foxwoods Resort Casino
Meskwaki Bingo & Casino
The Stables
Maronas (South America)
Maryland Jockey Club
Maywood
Meadowlands
Meadows The
Meadows The (ADW)
Millers OTB
Mobile Greyhound
Monmouth Park
Montana OTB
Monticello

Mountaineer Park
Mt. Pleasant Meadows
Nassau Regional OTB
Nevada Pari-Mutuel Assoc.
New Jersey Casino Assoc.
Newport Jai Alai
NJ Mobile
Northfield
Cedar Downs OTB
Northville
NY OTB
NYRA
NYRA Account Wagering
Oaklawn
Ocean Downs
Panama
Penn National
Penn National Telebet
Peru
Philadelphia Park
Philly Park Phone Bet
Pinnacle Race Course
Plainridge Race Course
Plainridge Telephone Wagering
Player Mgmt. Group
Pocono Account Wagering
Pocono Downs and OTB
Portland Meadows
Polawatomi Casino/ OTB
Prairie Meadows
Premier Turf Club
Presque Isle Downs
Raceway Park
Racing2Day LLC
Racing2Day (Stan James) International
Remington Park
Remington OTB Network
Retama
Racing & Gaming Services
Riplay de Venezuela (Caliente)
River Downs
Rockingham Park
Rockingham Account
Ruidoso Downs
Running Aces Harness Park
Sam Houston
Valley Greyhound Park
Saratoga Hamess Raceway
Saratoga Bets (ADW)
Scarborough
Scioto Downs
Seabrook Greyhound
Sol Muluel
Southland Greyhound
Sports Creek Raceway
State Fair (Lincoln Race Course, NE)
Suffolk District OTB
Suffolk Downs
Pat's Pizza
Sunland Park
SunRay Park & Casino
Tampa Bay Downs

Taunton-Acct-Wager
Taunton Dog Track
The Downs at Alb
Thisledown
Tioga Downs
Tri-State GH (Mardi Gras)
Turf Paradise
Turfway Park
TVG Network
TVG Yonkers
Twin River Greyhound
TwinSpires
Venezuela OTB
Vernon Downs
Western OTB
Wheeling Downs
Will Rogers Downs
Wyoming
XpressBet
Yavapia Downs
Yonkers Raceway
Yonkers Account
Youbet Group 1
Youbet Illinois
Zia Park

Separate Pool Locations
Caymanas Park, Jamaica
Hippodromo Camarero
MIR Books (Caliente)
LVDC (Nevada)

adian Locations

nibola, Barrie, Charlottetown, Clinton Teletheatre, Dresden, Elmira Raceway, Evergreen Park, Exhibition Park, Flamboro Downs, Fort Erie
er Downs, Frederiction Raceway, Georgian Downs, Grand River, Hanover Raceway, Haslings Park, Hiawatha, Inverness Raceway
artha Downs, Marquis Downs, Mohawk, New Brunswick, Northlands, Northside DownsPicov Downs, Quinte Raceway, Rideau Carlton,
y Mountain Turf Club, Royal Britiana Hub, St. Johns, Sudbury Downs, Summerside, TBC Sandown, TBC Teletheaters
o Raceway, Western Fair, Windsor Raceway, Woodbine, Woodstock/Ontario

9. SIMULCAST WAGERING PROGRAM

- A. Simulcast organization engaged by the association to conduct simulcast wagering:
Southern California Off-Track Wagering, Inc.

- B. Attach the agreement between the associations and simulcast organization permitting the organization to use the association's live audiovisual signal for wagering purposes and providing access to its totalizator for the purpose of combining on-track and off-track pari-mutuel pools.
Agreement on file with CHRB.

- C. California simulcast facilities the association proposes to offer its live audiovisual signal:

Alameda County Fair Barona Valley Ranch Resort & Casino Big Fresno Fair Cabazon Fantasy Springs Casino California State Fair & Exposition Commerce Casino Racebook Fairplex Park Fresno Club One Wagering Facility Hollywood Park Kern County Fair – 15 th DAA Los Alamitos Monterey County Fair – 7 th DAA OC Tavern Sports Bar and Grill Original Roadhouse Grill San Joaquin County Fair Santa Clara County Fair	Shalimar Sports Center, Riverside Fair Shasta District Fair – 27 th DAA Solano County Fair Sonoma County Fair Sports Pavilion at The Farmer’s Fair Sports Pavilion San Bernardino Co. Fair Stanislaus County Fair, Turlock Satellite Surfside Race Place at Del Mar Sycuan Gaming Center The Derby Club, Seaside Park, Ventura Fair The Horseman’s Club, Santa Barbara Co. Fair The Jockey Club at San Mateo Tulare County Fair Viejas Casino & Turf Club Watch & Wager, Antelope Valley Fairgrounds
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- D. Out-of-state wagering systems the association proposes to offer its live audiovisual signal:
See attached (Exhibit 9-D/E).

- E. Out-of-state wagering systems that will combine their pari-mutuel pools with those of the association:
See attached (Exhibit 9-D/E).

- F. For THOROUGHBRED racing associations, list the host track from which the association proposes to import out-of-state and/or out-of-country thoroughbred races. Include the dates imported races will be held, and whether or not a full card will be accepted. If the full card will not be imported, state “selected feature and/or stakes races”:

THOROUGHBRED SIMULCAST RACES TO BE IMPORTED

Name of Host Track	Race Dates	Full Card or Selected Feature and/or Stakes Races
<u>Track</u>	<u>Dates</u>	<u>Races</u>
Australia Racing	December 26, 2011-April 22, 2012	Full or Partial Cards
Beulah	December 26, 2011-April 22, 2012	Full or Partial Cards
Dubai	December 26, 2011-April 22, 2012	Full or Partial Cards
Dubai World Cup	December 26, 2011-April 22, 2012	Full or Partial Cards
Fair Grounds	December 26, 2011-April 22, 2012	Full or Partial Cards
Evangeline	December 26, 2011-April 22, 2012	Full or Partial Cards
Gulfstream Park	December 26, 2011-April 22, 2012	Full or Partial Cards
Hastings Park	December 26, 2011-April 22, 2012	Full or Partial Cards
Hawthorne	December 26, 2011-April 22, 2012	Full or Partial Cards
Indiana Dows	December 26, 2011-April 22, 2012	Full or Partial Cards
Keeneland	December 26, 2011-April 22, 2012	Full or Partial Cards
Laurel Park	December 26, 2011-April 22, 2012	Full or Partial Cards
Lone Star Park	December 26, 2011-April 22, 2012	Full or Partial Cards
Mountaineer Park	December 26, 2011-April 22, 2012	Full or Partial Cards
NYRA – Aqueduct	December 26, 2011-April 22, 2012	Full or Partial Cards
NYRA – Belmont	December 26, 2011-April 22, 2012	Full or Partial Cards
Penn National	December 26, 2011-April 22, 2012	Full or Partial Cards

Philadelphia Park	December 26, 2011-April 22, 2012	Full or Partial Cards
Pimlico - PIM:	December 26, 2011-April 22, 2012	Full or Partial Cards
Portland Meadows -	December 26, 2011-April 22, 2012	Full or Partial Cards
Presque Isle	December 26, 2011-April 22, 2012	Full or Partial Cards
San Houston	December 26, 2011-April 22, 2012	Full or Partial Cards
So. America Racing	December 26, 2011-April 22, 2012	Full or Partial Cards
Sunland Park	December 26, 2011-April 22, 2012	Full or Partial Cards
Tampa Bay Downs	December 26, 2011-April 22, 2012	Full or Partial Cards
Thistledown	December 26, 2011-April 22, 2012	Full or Partial Cards
Turf Paradise	December 26, 2011-April 22, 2012	Full or Partial Cards
Turfway Park	December 26, 2011-April 22, 2012	Full or Partial Cards
United Kingdom	December 26, 2011-April 22, 2012	Full or Partial Cards
Woodbine	December 26, 2011-April 22, 2012	Full or Partial Cards

THOROUGHBRED SIMULCAST RACES TO BE IMPORTED

Name of Host Track Race Dates Full Card or Selected Feature and/or Stakes Races

G. For QUARTER HORSE racing associations, list the host track from which the association proposes to import out-of-state and/or out-of-country quarter horse races. Include the dates imported races will be held, and whether or not a full card will be accepted. If the full card will not be imported, state "selected feature and/or stakes races": N/A

QUARTER HORSE SIMULCAST RACES TO BE IMPORTED

Name of Host Track Race Dates Full Card or Selected Feature and/or Stakes Races

H. For STANDARD BRED racing associations, list the host tracks from which the association proposes to import out-of-state and/or out-of-country harness races. Include the dates imported races will be held, and whether or not a full card will be accepted. If the full card will not be imported, state "selected feature and/or stakes races": N/A

HARNESS SIMULCAST RACES TO BE IMPORTED

Name of Host Track Race Dates Full Card or Selected Feature and/or Stakes Races

I. For ALL racing associations, list imported simulcast races the association plans to receive which use breeds other than the breed of the majority of horses racing at its live horse racing meeting. Include the name of the host track, the dates imported races will be held, and how many races will be imported: N/A

OTHER BREED SIMULCAST RACES TO BE IMPORTED

Name of Host Track Breed of Horse Race Dates Number of Races to be Imported

J. For ALL racing associations, if any out-of-state or out-of-country races will commence outside of the time constraints set forth in B&P Code Section 19596.2 and 19596.3, attach a copy showing the agreement by the appropriate racing association(s). N/A

NOTICE TO APPLICANT: B&P Code Section 19596.2(a) stipulates that on days when live thoroughbred or fair racing is being conducted in the state, the number of thoroughbred races which may be imported by an association or fair during the calendar period the association or fair is conducting its racing meeting cannot exceed a combined daily total of 23 imported thoroughbred races statewide. The limitation of 23 imported thoroughbred races per day statewide does not apply to those races specified in B&P Code Section 19596.2(a)(1), (2), (3) and (4).

NOTICE TO APPLICANT: All interstate wagering to be conducted by an association is subject to the provisions of Title 15, United States Codes, which require specific written approval of the CHRB and of the racing commission having jurisdiction in the out-of-state venue. All international wagering to be conducted by an association is subject to the provision of B&P Code Sections 19596, 19596.1, 19596.2, 19596.3, 19601, 19602, and 19616.1, and will require specific written approval of the CHRB.

Every association shall pay over to the simulcast organization within 3 calendar days following the closing of wagering for any day or night racing program, or upon receipt of the proceeds, such amounts that are retained from off-track simulcast wagering, interstate and out-of-state wagering, and which are obligated by statute for guest commissions, simulcast operator's expenses and promotions, equine research, local government in-lieu taxes, and stabling and vanning deductions. Every association shall pay to its Paymaster of Purses' account within 3 calendar days following the closing of wagering for each day or night racing program, or upon receipt of the proceeds, such amounts that are retained or obligated from off-track simulcast wagering, interstate and out-of-state wagering for purses, breeders' awards or other benefits to horsemen. (See Notice to Applicant, Section 5.)

10. CHARITY RACING DAYS

- A. Name and address of the distributing agent (charity foundation) for the net proceeds from charity racing days held by the association:
Board of Directors
Los Angeles Turf Club, Incorporated
285 W. Huntington Drive
Arcadia, CA 91007
- B. Names and addresses of the trustees or directors of the distributing agent:
Los Angeles Turf Club, Incorporated
Frank De Marco, Secretary
285 W. Huntington Drive
Arcadia, CA 91007
- C. Dates the association will conduct races as charity racing days OR:
- D. Will the association pay the distributing agent an amount equal to the maximum required under B&P Code Section 19550(b)? Yes

NOTICE TO APPLICANT: Net proceeds from charity racing days shall be paid to the designated and approved distributing agent within 180 days following the conclusion of the association's race meeting in accordance with the provisions of B&P Code Section 19555. Thereafter, the distributing agent shall distribute not less than 90% of the aggregate proceeds from such charity racing days within 12 calendar months after the last day of the meeting during which the charity racing days were conducted and shall distribute the remaining funds as soon thereafter as is practicable. At least 20% of the distribution shall be made to charities associated with the horse racing industry in accordance with the provisions of B&P Code Section 19556(b).

11. RACING OFFICIALS, OFFICIALS, AND OFFICIATING EQUIPMENT

- A. Racing officials nominated:
- | | |
|-----------------------------|-------------------------------|
| Association Veterinarian(s) | Dr. Dana Stead |
| Clerk of Scales | Kevin Colosi |
| Clerk of the Course | Melanie Stubblefield |
| Film Specialist | Ruben Hernandez |
| Horse Identifier | Jennifer Paige |
| Horseshoe Inspector | Victor Tovar |
| Paddock Judge | Ken Goldberg |
| Patrol Judges | Ruben Hernandez, Ken Goldberg |
| Placing Judges | Bob Moreno, Lisa Jones |
| Starter | Jay Slender |
| Timer | Dane Nelson |
- B. Management officials in the racing department:
- | | |
|-------------------------------------|-----------------|
| VP Racing & Racing Secretary | Rick Hammerle |
| Assistant Racing Secretary | Richard Wheeler |
| Paymaster of Purses | Cece Connor |
| Others (identify by name and title) | |
| Assistant Clerk of Scales | Charles McCaul |
- C. Name, address and telephone number of the reporter employed to record and prepare transcripts of hearings conducted by the stewards:
Ms. Barbara Weinstein
9582 Hamilton Avenue, Suite 265
Huntington Beach CA 92646, Phone: (714) 964-7102

- D. Photographic device to be used for photographing the finish of all races, name of the person supplying the service, and expiration date of the service contract:
Plusmic Corporation USA/Bill O'Brien Expires December 31, 2012.
- E. Photo patrol video equipment to be used to record all races, name of the person supplying the service, and expiration date of the service contract. Specify the number and location of cameras for dirt and turf tracks. **In-house Video System (Exhibit 11-E)**
- F. Type of electronic timing device to be used for the timing of all races, name of the person supplying the service, and expiration date of the service contract:
Electronic timing systems on both dirt and turf courses, maintained and operated by Santa Anita personnel. Systems backed by hand timing.

12. SECURITY CONTROLS

- A. Name and title of the person responsible for security controls on the premises. Include an organizational chart of the security department and a list of the names of security personnel and contact telephone numbers.
Lou Scalera, Chief of Security
Front Side Security Office (626) 574-6406
Stable Security Office (626) 574-6469
Organizational Chart: (Exhibit 12-A)
- B. Estimated number of security guards, gatemen, patrolmen or others to be engaged in security tasks on a regular full-time basis:
- | | |
|----------------------------------|---------------------------------------|
| 1 Chief of Security | 36 Security Guards |
| 1 Stable Security Manager | 1 Fire Marshall |
| 4 Investigators | 13 Gatemen |
| 1 Dispatcher/Child Care | 1 Stable Credentials Secretary |
1. Attach a written plan for enhanced security for graded stakes races, and races of \$100,000 or more, to include the number of security guards in the restricted areas during a 24-hour period and a plan for detention barns.
Security for stakes races will be deployed in accordance with the Race Meet Agreement with the TOC in conjunction with the direction of the CHRB.
2. Detention Barns:
- Attach a plan for use of graded stakes or overnight races.
As defined by our Race Meet Agreement with TOC, CTT and CHRB directives.
 - Number of security guards in the detention barn area during a 24-hour period.
As needed at the direction of the CHRB.
 - Describe number and location of surveillance cameras in detention barn area.
LATC operates a detention barn located at Barn 121, stalls 9, 10, 11, 12, 12A, 14, 20 and 21 with each having a camera installed offering a wide angle view of the entire stall. In addition, on the outside of stalls 4, 7, 12A and 14, cameras have been installed offering wide-angle views of the shed row from both directions. The stable gates are included with the cameras as mentioned above and all of these cameras are controlled by the same measures.

Cameras

- All cameras, except ENG cameras, are BTS LDK 91 or BTS LDK 100 broadcast color cameras.
- All cameras are equipped with Fujinon lens and Vinten camera Support Equipment.
- All cameras (except the 2 wireless) are on triax camera control systems.
- ENG cameras are Sony DVW-700 digital betacams.
- Enclosed saddling stall cameras are high-8 lock-down cameras.

Camera Positions

- | | |
|---|--|
| 1) 3/8 tower on grass 55:1 lens | 11) wireless lower finish line and interviews 14:1 lens |
| 2) 3/8 tower on dirt 55:1 lens | 12) walking ring 14:1 lens |
| 3) hillside/square box on hill grass (remote) 18:1 lens | 13) east saddling barn (remote) 7:1 lens |
| 4) 1/4 tower on both grass and dirt 24:1 lens | 14) west saddling barn (remote) 7:1 lens |
| 5) tight pan camera on both grass and dirt 70:1 lens | 15) studio 18:1 lens |
| 6) loose pan camera on both grass and dirt 36:1 lens | 16) infield speaker pole (remote) 18:1 lens |
| 7) 7/8 tower on grass 55:1 lens | 17) ENG camera 20:1 lens |
| 8) 7/8 tower on dirt 55:1 lens | 18) East saddling barn enclosed saddling stall (lock-down) |
| 9) Winner's circle 24:1 lens | 19) West saddling barn enclosed saddling stall (lock-down) |
| 10) wireless starting gate and saddling barn 18:1 lens | 20) 5/16 Camera outside of main track rail 14:1 lens |

Public

- 250 - 13" Gateway Flat Screen Monitors
- 30 - 42" LG Plasma Monitors
- Over 600 - 9" Sony receivers
- Over 500 - 27" Sony receivers
- Over 350 - 32" Sony receivers
- Over 75 - 13" Sony receivers
- Over 150 - 10" Sony receivers
- 150 - 20" Sony receivers
- 2 - Barco Video Projectors
- 30' x 53' Daktronics Large screen LED video board (New)
- 2 8.8' x 16' Daktronics LED video boards in the paddock (New)
- 2 18' x 32' Barco mobile LED video boards (New)

Control Room Equipment

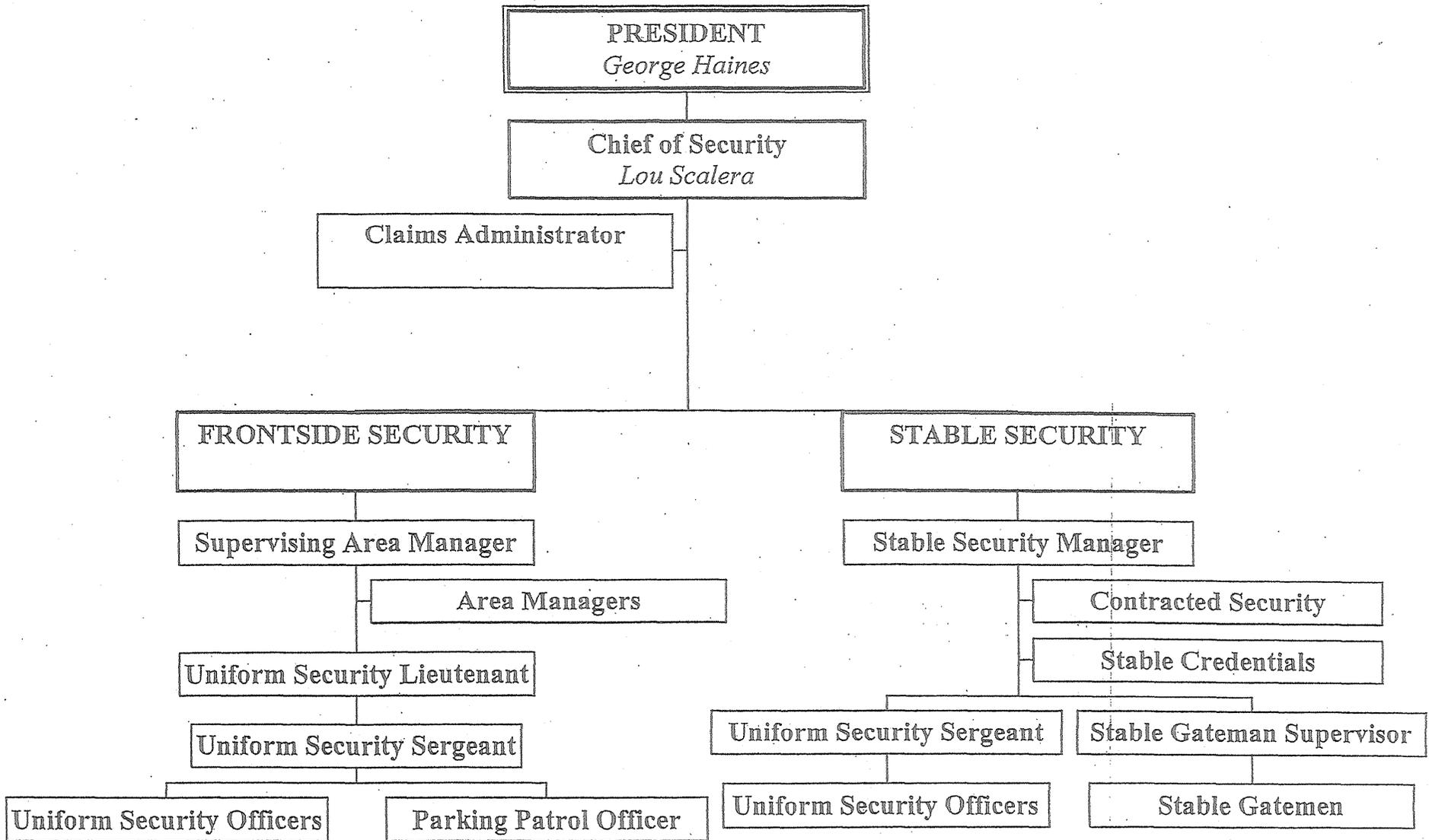
- | | |
|---|--|
| • 1 - Tektronix 4-channel digital profile file server | • GVG video DAs |
| • 1 - Digital Betacam VTP | • 1 - GVG GF-40 character generator/paint system |
| • 2 - Composite Digital Video Tape recorders | • 1 - GVG DSS-4 stillstore |
| • 6 - Betacam record/play VCRs with slo-mo | • 1 - Quanta character generator |
| • 2 - Betacam record/play VCRs | • Sony video monitors |
| • 1 - 3/4" Umatic record/play VCR | • 5 - Tektronix WFM and V-scopes |
| • 1 - 3/4" Umatic VCR | • 1 - GVG 100 video switchers |
| • 5 - Digital Beta cam VCR's | • 2 - Soundcraft Delta audio mixers |
| • 1 - GVG IPS-110 Editor | • 1 - GVG 251 Editor |
| • 2 - Hi 8 record/play VCR | • 30 - Jerold TV Modulators |
| • 6 - VHS record/play VCR | • 2 - Chyron MAX! Graphics Generators |
| • 1 - BTS 128x128 video router with 64x64 stereo audio follow | • 2 - Chyron Maxine! Graphics Generators |
| • 1 - GVG 3000 composite digital switcher w/dual MEs, PVW/PGM | • Abekes Dveous digital effects machine |
| • 1 - Dual channel GVG DPM 700 digital effects system | • Sony DVD Recorder/Players |

Number and location of cameras for dirt and turf tracks:

- 1 Tight Pan
- 1 Loose Pan
- 1 7/8th camera dirt
- 1 7/8th camera turf
- 1 RF Starting Gate camera
- 1 3/8th camera dirt
- 1 3/8th camera turf
- 1 3/16th camera dirt
- 1 3/16th camera turf
- 1 1/4 pole camera
- 1 hillside camera turf
- 1 5/16th camera dirt/turf

SANTA ANITA PARK

Security Live Racing





EMERGENCY MEDICAL PROCEDURES FOR ON-TRACK INJURY TO JOCKEYS

“FIRST RESPONSE”

- In the event of an accident, LATC Trakside Human Ambulance “Unit 41T “ which is manned by LATC-contracted EMTs and is following the horses and jockeys in the race will respond immediately to the site of the accident. The attending EMT’s shall arrive equipped with basic cardiac life support (BCLS), AED, and full C-spine equipment
- An “on-site evaluation” of injuries to the jockey(s) shall be made by Unit 41T.



“ON-SITE EVALUATION”

- Based on the EMT’s “on-site evaluation” of injuries , a decision shall be made to either treat the injured jockey(s) on-site or to transport to Methodist Hospital Emergency Room.
 - If on-site treatment is deemed sufficient, Unit 41T shall transport the injured jockey(s) directly to the First Aid Office where the Track Physician will be primary care provider or,
 - If off-site treatment is deemed necessary Unit 41 will have the Security Department (channel 1) contact the emergency room and advised them of the situation. Unit 41 will then transport jockey(s) to Methodist Hospital Emergency Room.



“INJURY TREATMENT”

- If the injured jockey(s) is treated at the First Aid Office the Track Physician shall be the primary care provider unless or until the Track Physician surrenders custody of the patient based on his/her medical judgment;
 - If deemed necessary Unit 41T will transport the injured jockey(s) to Methodist Hospital.
 - If more than two jockeys need to be transported to the hospital, the City of Arcadia Fire Department will be requested for assistance in transportation.



PROCEDIMIENTO MEDICO de EMERGENCIAS PARA HERIDAS A JINETES EN LA PISTA

“PRIMEROS AUXILIOS”

- En el evento de un accidente, la ambulancia humana de LATC “Unidad 41T” es manejada por las EMT’s contractados por la LATC, seguiran a los caballos y jinetes en la carrera para responder inmediatamente al sitio del accident. El EMT arrivara con el equipo cardiaco basico (BCLS), AED, y equipo para la espina dorsal.
- Un evaluacion de las heridas al jinete seran hechas en sitio del accidente por la Unidad 41T.



“EVALUACION EN EL SITIO DEL ACCIDENTE”

- La decision de transporter al jinete a la sala de emergencias del Hispital Methodista o de ser tratado en la oficina de primeros auxilios del hipodromo sera basada en la evaluacion hecha por el EMT en el sitio del accidente sobre las heridas sufridas.
 - Si el tratamiento es suficiente en el sitio del accidente. La Unidad 41T transportara al jinete directamente a la oficina de primeros auxilios donde el doctor del hipodromo sera el proovedor medico primario.
 - Si se cree que es necesario la Unidad 41T se comunicara con el departamento de seguridad (Canal 1) para que ellos le informen a la sala de emergencias y avisen sobre la situacion. La Unidad 41T entonces transportara el jintete a la Sala de Emergencias del Hospital Methodista.



“TRATAMIENTO DE LAS HERIDAS”

- Si el jinete herido es tratado en la oficina de primeros auxilios, el doctor del hipodromo sera el proovedor medico primario al no ser que el doctor del hipodromo entregue custodia del paciente basado en su dictamen medico;
 - Si se cree necesario la Unidad 41T transportara al jinete al Hospital Methodista.
 - Si mas de dos jinetes necesitan transportacion al hospital, se le pedira a al Departamento de Bomberos de la Ciudad de Arcadia de sus assistancia en la transportacion.



City of
Arcadia

September 13, 2011

California Horse Racing Board
1010 Hurley Way, Suite 300
Sacramento, CA 95825

Fire
Department

RE: Los Angeles Turf Club Fire Clearance (2011-2012 Main Meet)

To Whom It May Concern:

Tony L. Trabbie
Fire Chief

The Arcadia Fire Department, Bureau of Fire Prevention conducted a Fire and Life Safety Inspection of the facilities at Los Angeles Turf Club to be used for the 2011-2012 Main Meet.

It is requested that this letter be accepted as the report of that inspection. During this inspection no serious fire or life safety code violations were noted, and all permitted uses may continue.

In accordance with regulations as adopted by the California Horse Racing Board, this letter may be accepted as a fire clearance from this office for the 2011-2012 Main Meet at Los Angeles Turf Club, Arcadia, California.

Sincerely,

Mark Krikorian
Fire Marshal

cc: George Haines, General Manager, L.A.T.C.
Mary Saenz, Office Operations, L.A.T.C.
Jason Spetnagel, Director of Facilities & Grounds, L.A.T.C.
Ed Martinez, Asst. Facility Manager, L.A.T.C.
Jerry Gardner, Fire Safety Consultant, L.A.T.C.
Mike Miser, Fire Marshal, L.A.T.C.

- E. Name, address and emergency telephone number of the hospital to be used for admittance and treatment of emergency injuries in the event of an on-track injury to a jockey:
- Arcadia Methodist Hospital
300 W. Huntington Drive,
Arcadia, CA 91007
- Phone: (626) 445-4441
- F. Attach, in English and Spanish, the emergency medical plan procedures that will be posted in each jockey's room to be used in the event of an on-track injury to a jockey: See Attached (Exhibit 13-F)
- G. Name of health and safety manager and assistant manager responsible for compliance of health and safety provisions pursuant to B& P Code 19481.3(d):
- George Haines, President
Mary Saenz, Safety Manager
- H. Attach a fire clearance from the fire authority having jurisdiction over the premises.
See Attached (Exhibit 13-H)
- I. Name of the workers' compensation insurance carrier for the association and the number of the insurance policy (if self-insured, provide details):
- Hartford Casualty Insurance, One Hartford Plaza, Hartford, CT 06114
Policy #WC 41-WE BE 1284 Effective: 6/30/2011 Expires: 6/30/2012
- J. Attach a Certificate of Insurance for workers' compensation coverage. The CHRB is to be named as a certificate holder and given not less than 10 days' notice of any cancellation or termination of insurance that secures the liability of the association for payment of workers' compensation.
- Certificate attached (Exhibit J).

NOTICE TO APPLICANT: Every licensee conducting a horse racing meeting shall pursuant to B&P Code 19481.3 maintain, staff, and supply an on-track first aid facility, that may be either permanent or mobile, and which shall be staffed and equipped as directed by the board. A qualified and licensed physician shall be on-duty at all times during live racing, except that this provision shall not apply to any quarter horse racing at the racetrack if there is a hospital situated no more than 1.5 miles from the racetrack and the racetrack has an agreement with the hospital to provide emergency medical services to jockeys and riders. An ambulance licensed to operate on public highways provided by the track shall be available at all times during live racing and shall be staffed by two emergency medical technicians licensed in accordance with Division 2.5 (commencing with Section 1797) of the Health and Safety Code, one of whom may be an Emergency Medical Technician Paramedic, as defined in Section 1797.84 of the Health and Safety Code. (b) Each racing association and racing fair shall adopt and maintain an emergency medical plan detailing the procedures that shall be used in the event of an on-track injury. The plan shall be posted in each jockey room in English and Spanish. (c) Prior to every race meeting, the racing association or racing fair shall contact area hospitals to coordinate procedures for the rapid admittance and treatment of emergency injuries. (d) Each racing association or racing fair shall designate a health and safety manager and assistant manager, who shall be responsible for compliance with the provisions of this section and one of whom shall be on duty at all times when live racing is conducted. The health and safety manager may, at the discretion of the racing association, be the person designated to perform risk management duties on behalf of the association.

14. CONCESSIONAIRES AND SERVICE CONTRACTORS

Names and addresses of all persons to whom a concession or service contract has been given, other than those already identified, and the goods and/or services to be provided by each:

HANDICAPPERS

Bob's Card Incorporated
Tiffany Bohland
6288 Highland Meadows Drive
Medina, OH 44256

(CHRB-25A and CHRB-87 on file with CHRB.)

Ref. No. 320006383914

CERTIFICATE OF INSURANCE

Aon Reed Stenhouse Inc.
20 Bay Street
Toronto ON M6J 2N9
tel 416-868-5500 fax 416-868-5580

Re: For Evidence of Coverage

California Horse Racing Board
Attention: Insurance Department
1010 Hurley Way
Sacramento, CA 95825
USA

Insurance as described herein has been arranged on behalf of the Insured named herein under the following policy(ies) and as more fully described by the terms, conditions, exclusions and provisions contained in the said policy(ies) and any endorsements attached thereto.

Insured

Los Angeles Turf Club, Incorporated dba Santa Anita Park
285 West Huntington Drive
Arcadia, CA 91007
USA

Coverage

US Workers Comp/Employers Liability	Insurer	Twin City Fire Insurance Company	
Policy #	41 WE-BE1284		
Effective	30-Jun-2011	Expiry	30-Jun-2012
Limits of Liability	Bodily Injury - by Accident USD1,000,000 Bodily Injury - by Disease, policy limit USD1,000,000 Bodily Injury - by Disease, each employee USD1,000,000 Workers Compensation As per applicable Law		

Cancellation / Termination

The Insurer will endeavour to provide THIRTY (30) days written notice of cancellation/termination to the addressee except that statutory or policy conditions (whichever prevails) will apply for non-payment of premium.

THIS CERTIFICATE CONSTITUTES A STATEMENT OF THE FACTS AS OF THE DATE OF ISSUANCE AND ARE SO REPRESENTED AND WARRANTED ONLY TO THE INSURED. OTHER PERSONS RELYING ON THIS CERTIFICATE DO SO AT THEIR OWN RISK.

Aon Reed Stenhouse Inc.

Dated: 04-July-2011
Issued By: Townsend, Tyler
Tel: +14168685583

THE POLICY CONTAINS A CLAUSE THAT MAY LIMIT THE AMOUNT PAYABLE
OR, IN THE CASE OF AUTOMOBILE INSURANCE,

THE POLICY CONTAINS A PARTIAL PAYMENT OF LOSS CLAUSE



Ref. No. 320006383933

CERTIFICATE OF INSURANCE

Aon Reed Stenhouse Inc.
20 Bay Street
Toronto ON M5J 2N9
tel 416-868-5500 fax 416-868-5580

Re: Evidence of Insurance

California Horse Racing Board
Attention : Insurance Department
1010 Hurley Way
Sacramento, CA 95825
USA

Insurance as described herein has been arranged on behalf of the Insured named herein under the following policy(ies) and as more fully described by the terms, conditions, exclusions and provisions contained in the said policy(ies) and any endorsements attached thereto.

Insured

Los Angeles Turf Club, Incorporated dba Santa Anita Park
285 West Huntington Drive
Arcadia, CA 91007
USA

Coverage

Commercial General Liability	Insurer	Zurich American Insurance Company	
Policy #	GLO 9302183-09		
Effective	30-Jun-2011	Expiry	30-Jun-2012
Limits of Liability	Bodily Injury & Property Damage, Each Occurrence USD2,000,000 Policy may be subject to a general aggregate and other aggregates where applicable		

US Workers Comp/Employers Liability	Insurer	Twin City Fire Insurance Company	
Policy #	41 WE BE1284		
Effective	30-Jun-2011	Expiry	30-Jun-2012
Limits of Liability	Bodily Injury - by Accident USD1,000,000 Bodily Injury - by Disease, policy limit USD1,000,000 Bodily Injury - by Disease, each employee USD1,000,000 Workers Compensation As per applicable Law		

THIS CERTIFICATE CONSTITUTES A STATEMENT OF THE FACTS AS OF THE DATE OF ISSUANCE AND ARE SO REPRESENTED AND WARRANTED ONLY TO THE INSURED. OTHER PERSONS RELYING ON THIS CERTIFICATE DO SO AT THEIR OWN RISK.

Aon Reed Stenhouse Inc.



Dated: 04-July-2011
Issued By: Townsend, Tyler
Tel: +14168885583

THE POLICY CONTAINS A CLAUSE THAT MAY LIMIT THE AMOUNT PAYABLE
OR, IN THE CASE OF AUTOMOBILE INSURANCE,
THE POLICY CONTAINS A PARTIAL PAYMENT OF LOSS CLAUSE



Winners Card Corp.
% Don Harris
924 Knob Hill Avenue
Redondo Beach, CA 90277-4538

(CHRB-25A and CHRB-87 on file with CHRB.)

Duke Racing Selections
c/o Harry Acquarelli
4615 Trieste Drive
Carlsbad, CA 92008

(CHRB-25A and CHRB-87 on file with CHRB.)

Today's Racing Digest, Inc.
Jason Karches
2080 Las Palmas Drive
Carlsbad, CA 92009

(Exempt from CHRB-25A and CHRB-87)

Triangle Turf Winners
William Archer
1 Scott Street
Gardnerville, NY 89410

(CHRB-25A and CHRB-87 on file with CHRB.)

15. ON-TRACK ATTENDANCE/FAN DEVELOPMENT

A. Describe any promotional plans: **Marketing (Exhibit 15-A)**

B. Number of hosts and hostesses employed for meeting:

1. **Patron Service Representatives (through Group Sales) 1-4 per day, depending on total groups' bookings by day, that offers handicapping assistance for newcomers.**
2. **Patron Service Representatives (through Operations) 4-12 per day, depending on needs.**
3. **Hosts & Hostesses, 15 weekdays, 18-20 weekends**

C. Describe facilities set aside for new fans:

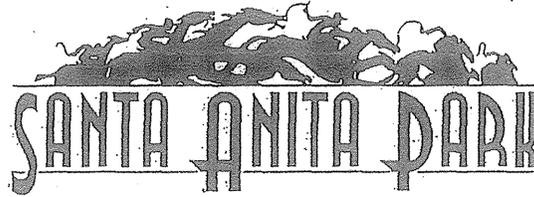
1. **Newcomers' Seminar offers a daily handicapping seminar one hour before first post (locations vary).**
2. **Baldwin Terrace which over looks the Top O' the Stretch from the Mezzanine level hosts the Jim Quinn All-Day Seminar's.**
3. **Fans Forum located in the East Paddock Gardens hosts a handicapping seminar every Saturday and Sunday.**

D. Describe any improvements to the physical facility in advance of the meeting that directly benefit:

Fans: **New 53'x29' video display board in the infield.**
 Two new video display boards in the horse paddock.
 New Sirona's Pizza Kitchen serving made to order pizza, sandwiches and desserts.
 Sirona's is located in the south grandstand overlooking the walking ring and paddock.

Horsemen: **Renovation of race track.**

Facilities in the restricted areas: **Continuing repair program to improve overall conditions.**



SANTA ANITA MARKETING PROGRAM FOR 2012

Santa Anita Park understands the responsibility it has to promote and proudly present horse racing to fans in the metropolitan Los Angeles area. This track is as iconic and historic a sports and entertainment palace in L.A. as is Dodgers Stadium, the Rose Bowl or the Hollywood Bowl. It's all about the show.

Beginning December 26, 2011, we look forward to putting on a particularly exciting show. We have a newly reconstituted racetrack surface that has been well received and praised during early morning training hours.

We have the fullest barns that Los Angeles tracks have seen in several meets, leading to expectations for bigger fields and better racing.

This leads to better betting propositions for horseplayers and coincides with the Santa Anita debut of the highly popular fifty cent Players' Pick 4 with a dramatically lower 14% takeout.

We kick off the new year as a renewed, spectacular on-track venue and as one of the nation's premier simulcasting signals over the winter and spring.

Here are some of the early highlights in development:

New state of the art HD Daktronic Boards

A giant new state of the art infield board will be installed at the conclusion of the Santa Anita autumn meet. The board will be as wide as the current board at 53 feet but ten feet shorter at 30 feet to allow full uninterrupted camera coverage of the action down the backstretch.

Additionally, two new Daktronic boards will be stationed in the paddock gardens on either side of the walking ring to replace the current boards. The new ones will be 9' x 16'.

The older boards will be moved into the infield for special infield events.

(exhibit A)

Social Networking

Stronach Entertainment Group has engaged a full time Social Media Director to work with the track on plans to enhance the social media experience for the Santa Anita customer be it Twitter, Facebook, LinkedIn, Tumbler, Four Square, on the website or E-Mail.

Innovative marketing efforts have led to productive partnerships with so of the most popular discount deals sites such as Groupon, Living Social, Yelp, Travelzoo and Daily Candy. Deals have been tailored to the specific demographics of their 200,000 plus local subscribers by making use of inventory which would most likely would go unsold.

(exhibit.B)

Zenyatta Remembered

A life size statue of horse racing's greatest race mare, Zenyatta, will be unveiled during the winter/spring meet in ceremonies that will include a presentation of her spectacular career highlights.

(exhibit C)

Live At Clocker's Corner

Popular horsewoman Jennifer Metz will host live programming at Clocker's Corner Saturdays and Sundays during the meet. She will identify horses working and introduce and interview horsemen.

LUCK

The highly anticipated new cable television series LUCK will premier in late January on HBO and run for nine Sundays. Luck was shot at Santa Anita. Santa Anita and Stronach Entertainment representatives have been working closely with HBO's marketing and p.r. team to promote the series and host special events on track and on HRTV. The opening episode will likely coincide with Sunshine Millions, a series of stakes run at both Santa Anita and Gulfstream on the same day. A special LUCK pick six wager involving Santa Anita and HRTV is in the planning stages.

(exhibit D)

Wagering Application

Santa Anita is working on the development of a wagering application which would allow bets to be made by fans at the track directly into the pari-mutuel pools.

Sirona's Pizza Kitchen

A fresh, new pizzeria and restaurant will open in the seating space next to Sirona's Bar that will feature honest-to-goodness, high quality, genuine Italian pizza.

Two pizza ovens will provide three different thin crust pies. Also being offered will be hearty cheese steak sandwiches and Sirona burritos as well as beer and soft drinks. The television monitors will show football and all sports as well as racing.

(exhibit E)

Apron Bars

New beverage stops at themed bars set up on the Santa Anita apron with a spectacular view of the races

Group Events

Group sales is still an outstanding way to introduce horse racing to novices. The setting is spectacular and the wagering is easy when a newcomer is sharing the excitement with friends. Santa Anita offers everything from gourmet dining to hot dogs and beer. And group visitors receive bounceback passes to return on their own and are added to our direct mail list.

(exhibit F)

Food Truck Festivals

The introduction of food truck festivals at Santa Anita in 2011 proved to be extraordinary popular. We engaged 23 trucks for our first venture and expanded to over 70 trucks on the next two to handle the demand. We use paid media as well as social media to grab large crowds. We had over 14,000 foodies in the infield for our most popular food truck event.

(exhibit G)

Live Entertainment

A concert series on the Sirona's stage is designed to continue placing younger people into the development pipeline and also provide entertainment for our pizza kitchen customers. The musical acts booked would be geared toward local followings.

Santa Anita is proud, too, that the prestigious California Philharmonic will be making its new 2012 home at Santa Anita Park.

Other events would include Family Fun Days including an Easter Egg Hunt, the St. Pat's Pitch sponsored by Budweiser, carnival games, our playground, the mascots Winnie and Lucky, pony rides, Budweiser Clydesdales and petting zoos.

There really is nothing in horse racing to match the Seabiscuit Tour, a genuine backstretch tourist attraction that includes a visit with Fighting Ferrari, the horse that played Seabiscuit in the movie of the same name.

Finally, Santa Anita expects to engage a major Los Angeles based Event Company to help with our attraction efforts.

(exhibit H)

Diversity Marketing

In 2001, Santa Anita engaged the leading Asian marketing firm in Los Angeles, Intertrend, to work with us on an Asian marketing effort. Another phase, will take place in 2012.

(exhibit I)

On Track To Beat Cancer

Closing Day in spring 2011 provided a unique experience that we expect to hold again in 2012. On Track To Beat Cancer was dedicated to raising money for our neighbor, City of Hope, by allowing racing fans to take a walk down the Santa Anita stretch following the final race of the meet in exchange for a donation to City of Hope. With the help of Commissioner Derek and much of the CA horse racing industry, we raised \$85,000 and provided a memorable experience for over 2,000 fans.

(exhibit J)

Bark at the Park

This has been a popular event at some minor league baseball parks. Our tentative plans include choosing a day and inviting racing fans to bring their dogs into the infield for contests, games and special events for dog lovers.

Film, Television and Photo Shoots

With season one of Luck wrapped up, we're anticipating the start of season two. Santa Anita has been the location of the 2002 Oscar nominated Seabiscuit and (scenes shot here) for Public Enemies, Finding Amanda, Bobby, 90210, Brothers and Sisters, Cold Case, Jockeys, The Closer, Two and a Half Men, Pushing Daisies and the new series, Prime Suspect, as well as commercials for Alleve, Allstate, AT&T, Claritin, Disney, Geico, Mercedes Benz, Miller High Life, Sentient Flight Group, Timex and Vitamin Water.

(exhibit K)

Partners

Santa Anita has been aggressively seeking new corporate partnerships over the last year. In the meantime, we have renewed through 2013 with San Manuel Indian Bingo and Casino and we continue relationships with Grey Goose, Pepsi Cola, Emirates, Maker's Mark, Los Alamitos, Budweiser and the Daily Racing Form.

In addition Santa Anita and the Westfield Santa Anita shopping mall promote and advertise each other. This fall, racetrack promotional signage hangs at the mall's center court.

(exhibit L)

Rewarding the Faithful and Making Big Days Bigger

As we continue to seek new fans for racing we always make certain that the existing customers are treated with dignity and respect and appreciation. We also are very proud of our biggest stakes days and protect them with ancillary events that build crowds such as food festivals or premium giveaway items. The effort, always, is to convert newcomers into participating racing fans.

Santa Anita created the equivalent of the first frequent flyer program for horse racing back in 1995 and it has been the gold standard ever since. The Thoroughbreds Club offers a tiered pricing structure that lowers the cost of admission based on a fan's total visits. The more visits, the lower the cost. Thoroughbreds also receive special promotional gifts for loyalty and mystery mutuel vouchers and admission passes via direct mail. For our best bettors, in coordination with the California Marketing Committee, financial rewards are based on monthly play. We also host weekly handicapping contests as well the popular on-line elimination tournament, SHOWVIVOR.

(exhibit M)

We're looking ahead to a strong, solid season beginning Monday, December 26th. Our goal is to make the Great Race Place Better Than Ever.

16. SCHEDULE OF CHARGES

A. Proposed charges, note any changes from the previous year:

Admission (general)	\$ 5.00	
Admission (clubhouse)	\$ 8.50	
Admission (turf club)	\$ 20.00	
Reserved seating (clubhouse)	\$ 5.00	Reserved seating (general) Free (Sold on premium days only.)
	\$ 7.50	(Daily box seat, sold every day.)
Parking (general)	\$ 4.00	
Parking (preferred)	\$ 6.00	
Parking (valet)	\$ 10.00	
Programs (on-track)	\$ 2.50	(from \$2.25)
(off-track)	\$ 2.50	(from \$2.25)

B. Describe any "Season Boxes" and "Turf Club Membership" fees:

Turf Club Season admission:	\$ 750	One Card
	\$1,175	Two Cards
Season Box Seat:	\$ 360	per seat

C. Describe any "package" plans such as combined parking, admission and program:
LATC is reviewing package options and will submit to the Board once a determination has been made.

17. JOCKEYS/DRIVERS' QUARTERS

A. Check the applicable amenities available in the jockeys/drivers' quarters:

<input checked="" type="checkbox"/> Corners (lockers and cubicles)	How many	<input type="text" value="40+"/> 40+
<input checked="" type="checkbox"/> Showers	<input checked="" type="checkbox"/> Steam room, sauna or steam cabinets	<input checked="" type="checkbox"/> Lounge area
<input checked="" type="checkbox"/> Masseur	<input checked="" type="checkbox"/> Food/beverage service	<input checked="" type="checkbox"/> Certified platform scale

B. Describe the quarters to be used for female jockeys/drivers:
Same amenities as above, but in separate quarters.
They share food and beverage service area.

18. BACKSTRETCH EMPLOYEE HOUSING

A. Inspection of backstretch housing will be completed prior to the beginning of the race meet.

B. Number of rooms used for housing on the backstretch of the racetrack: 445

- C. Number of restrooms available on the backstretch of the racetrack:
29 Restrooms (116 toilets, 99 lavatories, 45 urinals, 64 showers)
- D. Estimated ratio of restroom facilities to the number of backstretch personnel: 47

19. TRACK SAFETY

- A. Total distance of the racecourse - measured from the finish line counterclockwise (3' from the inner railing) back to the finish line:

5,200

 feet.
- B. Describe the type(s) of materials used for the inner and outer railings of the race course, the type of inner railing supports (i.e., metal gooseneck, wood 4" x 4" uprights, offset wood 4" x 4" supports, etc.), the coverings, if any, on the top of the inner railing, and the approximate height of the top of the inner railing from the level of the race course.
Inside rail of the main track has metal goosenecks with a 6 inch aluminum rail and covering. Main track outside rail is a 4 inch round rail on a metal gooseneck. Turf Course has metal gooseneck with a 4 inch round rail with safety netting. The outside turf rail is a 2 inch metal rail.
- C. Name of the person responsible for supervision of the maintenance of the racetrack safety standards pursuant to CHRB Rule 1474:
George Haines, President & General Manager
- D. Attach a Track Safety Maintenance Program pursuant to CHRB Rule 1474. On file.
- E. If the association is requesting approval to implement alternate methodologies to the provisions of Article 3.5, Track Safety Standards, pursuant to CHRB Rule 1471, attach a Certificate of Insurance for liability insurance which will be in force for the duration of the meeting specified in Section 2. The CHRB is to be named as a certificate holder and given not less than 10 days' notice of any cancellation or termination of liability insurance. Additionally, the CHRB must be listed as additionally insured on the liability policy at a minimum amount of \$3 million per incident. The liability insurance certificate must be on file in the CHRB headquarters office prior to the conduct of any racing. N/A

20. DECLARATIONS

- A. All labor and lease agreements and concession and service contracts necessary to conduct the entire meeting have been finalized except as follows (if no exceptions, so state): No exceptions.
- B. Attach each horseman's agreement pursuant to CHRB Rule 2044.
CTT Agreements pending final approvals.
- C. Attach a lease agreement permitting the association to occupy the racing facility during the entire term of the meeting. (In the absence of either a lease agreement or a horsemen's agreement, a request for an extension pursuant to CHRB Rule 1407 shall be made). N/A
- D. All service contractors and concessionaires have valid state, county or city licenses authorizing each to engage in the type of service to be provided and have valid labor agreements, when applicable, which remain in effect for the entire term of the meeting except as follows (if no exceptions, so state): No exceptions.
- E. Absent natural disasters or causes beyond the control of the association, its service contractors, concessionaires or horsemen participating at the meeting, no reasons are believed to exist that may result in a stoppage to racing at the meeting or the withholding of any vital service to the association except as follows (if no exceptions, so state): No exceptions.

NOTICE TO APPLICANT: Pursuant to CHRB Rules 1870 and 1871, the CHRB shall be given 15 days' notice in writing of any intention to terminate a horse racing meeting or the engagements or services of any licensee, approved concessionaire, or approved service contractor.

21. CERTIFICATION BY APPLICANT

I hereby certify under penalty of perjury that I have examined this application, that all of the foregoing statements in this application are true and correct, and that I am authorized by the association to attest to this application on its behalf.

George Haines

Print Name



Signature

President

Print Title

October 3, 2011

Date

STAFF ANALYSIS
November 17, 2011

Issue: APPLICATION FOR LICENSE TO CONDUCT A HORSE RACING MEETING OF THE PACIFIC RACING ASSOCIATION AT GOLDEN GATE FIELDS DECEMBER 26, 2011 THROUGH JUNE 17, 2012.

Pacific Racing Association (PRA) filed its application to conduct a thoroughbred horse racing meeting at Golden Gate Fields (GGF):

- December 26, 2011 through June 17, 2012, or 101 days, 2 day more than 2011. The association proposes to race a total of 868 races, or 8.59 races per day. In 2011 PRA raced 8.56 races per day with an average of 6.68 runners per race during the 2011 winter/spring meet. The (actual) average daily purse for the 2011 winter/spring race meeting was \$161,240. The (estimated) average daily purse for this meet is \$161,630.
- The race dates proposed are the dates the Board allocated.

December - 2011						
Sun	Mon	Tue	Wed	Thu	Fri	Sat
				1	2	3
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29	30	31

January - 2012						
Sun	Mon	Tue	Wed	Thu	Fri	Sat
1	2	3	4	5	6	7
8	9	10	11	12	13	14
15	16	17	18	19	20	21
22	23	24	25	26	27	28
29	30	31				

February - 2012						
Sun	Mon	Tue	Wed	Thu	Fri	Sat
			1	2	3	4
5	6	7	8	9	10	11
12	13	14	15	16	17	18
19	20	21	22	23	24	25
26	27	28	29			

March - 2012						
Sun	Mon	Tue	Wed	Thu	Fri	Sat
				1	2	3
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29	30	31

April - 2012						
Sun	Mon	Tue	Wed	Thu	Fri	Sat
1	2	3	4	5	6	7
8	9	10	11	12	13	14
15	16	17	18	19	20	21
22	23	24	25	26	27	28
29	30					

May - 2012						
Sun	Mon	Tue	Wed	Thu	Fri	Sat
		1	2	3	4	
5	6	7	8	9	10	11
12	13	14	15	16	17	18
19	20	21	22	23	24	25
26	27	28	29	30	31	

June - 2012						
Sun	Mon	Tue	Wed	Thu	Fri	Sat
					1	2
3	4	5	6	7	8	9
10	11	12	13	14	15	16
17	18	19	20	21	22	23
24	25	26	27	28	29	30

- Racing 4 days per week. Racing Thursday through Sunday, with 8 races weekdays and 9 weekends and holidays. If horse population permits may run additional races over the four days.
- First post 12:45 p.m. daily with the following exceptions:
 - Monday, December 26, 2011 (Opening Day) – 12:15p.m
 - Saturday, January 28, 2012 (Sunshine Millions) – 12:00p.m.

- Sunday, February 5, 2012 (Super Bowl) – 11:15a.m.
 - Saturday, March 3, 2012 (Santa Anita Big Cap) – 12:15p.m.
 - Saturday, April 7, 2012 (Santa Anita Derby) – 12:15p.m.
 - Saturday, May 5, 2012 (Kentucky Derby) – 11:45 a.m.
 - Saturday, May 19, 2012 (Preakness) – 11:45 a.m.
 - Saturday, June 9, 2012 (Belmont Stakes) – 11:45 a.m.
 - Request the option to change post times to coordinate north/south signals.
- Wagering program will use CHRB and ARCI rules.
 - Early wagering will not be offered.
 - Advance Deposit Wagering (ADW) providers are Xpressbet, TwinSpires and TVG.

Pursuant to Business and Profession Code section 19604, specific provisions must be met before an ADW provider can accept wagers.

Summary of B&P code 19604

To accept wagers on races conducted in California from a resident of California.

- The ADW provider must be licensed by the Board.
- A written agreement allowing those wagers exists with the racing association or fair conducting the races on which the wagers are made.
- The agreement shall have been approved in writing by the horsemen's organization responsible for negotiating purse agreements for the breed on which the wagers are made.

To accept wagers on races conducted outside of California from a resident of California.

- The ADW provider must be licensed by the Board.
- There is a hub agreement between the ADW provider and one or both of (i) one or more racing associations or fairs that together conduct no fewer than five weeks of live racing on the breed on which wagering is conducted during the calendar year during which the wager is placed, and (ii) the horsemen's organization responsible for negotiating purse agreements for the breed on which wagering is conducted.

No documents have been received in compliance with Business and Professions Code section 19604.

- Simulcasting conducted with out-of-state racing jurisdictions pursuant to Business and Professions Code Section 19602; and with authorized locations throughout California.
- Request Patrick Kealy be appointed horse identifier pursuant to CHRB Rule 1525.
- Track safety inspection has been requested and will be completed before the race meeting begins.
- Inspection of backstretch worker housing has been requested and will be completed before the race meeting begins.

Specific information still needed to complete this application:

1. Pertinent contract and/or agreements required pursuant to Business and Professions Code section 19604 that allows Pacific Racing Association designated ADW providers to accept wagers on races conducted in an outside of California for the applied license term.
2. California Thoroughbred Trainers agreement.

Specific information, which will need updating during the proposed race dates:

1. Berkeley fire clearance (expires December 29, 2011).
2. Albany fire clearance (expires December 31, 2011).
3. Vanning and stabling agreement (expires December 31, 2011).

RECOMMENDATION:

If the application is considered for approval, staff recommends a contingent approval pending the submission of outstanding items.

STATE OF CALIFORNIA
 CALIFORNIA HORSE RACING BOARD
 APPLICATION FOR LICENSE TO CONDUCT A HORSE RACING MEETING
 CHRB-17 (Rev 12/06)

Application is hereby made to the California Horse Racing Board (CHRB) for a license to conduct a horse racing meeting in accordance with the California Business and Professions (B&P) Code, Chapter 4, Division 8, Horse Racing Law, and the California Code of Regulations, Title 4, Division 4, CHRB Rules and Regulations.

1. APPLICANT ASSOCIATION

A. Name, mailing address, telephone and fax numbers of association:

Pacific Racing Association

1100 Eastshore Highway

Berkeley, California 94710

Phone (510) 559-7300

Administration Fax (510) 559-7464

B. Breed of horse: TB QH H

C. Racetrack name: Golden Gate Fields

D. Attach a certified check payable to the Treasurer of the State of California in the amount of \$10,000 as deposit for license fees pursuant to B&P Code Section 19490. On file with the Board.

NOTICE TO APPLICANT: Application must be filed not later than 90 days before the scheduled start date for the proposed meeting pursuant to CHRB Rule 1433.

2. DATES OF MEETING

A. Inclusive dates for the entire meeting: December 26, 2011 through June 17, 2012

B. Actual dates racing will be held: December 26, 29-31; January 1-2, 6-8, 12-15, 16, 20-22, 26-29; February 2-5, 9-12, 16-19, 20, 24-26; March 1-4, 8-11, 15-18, 22-25, 29-31; April 1, 5-8, 12-15, 19-22, 26-29; May 3-6, 10-13, 17-20, 24-27, 28; June 1-3, 7-10, 14-17.

C. Total number of days or nights of racing: 101 days

D. Days or nights of the week races will be held:

Wed - Sun Tues - Sat Other (specify) (Thursdays - Sundays)

Exceptions: Racing Mondays December 26, 2011, January 2, 2012, January 16, 2012, February 20, 2012, and May 28, 2012. Dark on Thursdays January 5, January 19, 2012, February 23, 2012 and May 31, 2012.

E. Number of days or nights of racing per week: 4 days per week.

CHRB CERTIFICATION

Application received: 10/31/11
 Deposit received: on file
 Reviewed: *apw*

Hearing date: 11/17/11
 Approved date:
 License number:

3. RACING PROGRAM

- A. Total number of races: 868
- B. Number of races for each day or night: 8.59 will be the average throughout the meet; we propose to conduct 8 races on weekdays and 9 races on weekends and holidays. If the horse population permits, we may run additional races over the four days.
- C. Total number of stakes races: 10
(9 Non-Overnight Stakes, 1 Overnight Stake)
- D. Attach a listing of all stakes races and indicate the date to be run and the added money or guaranteed purse for each. Note the races that are designated for California-bred horses. Stakes schedule attached.
- E. Will provisions be made for owners and trainers to use their own registered colors?
 Yes No If no, what racing colors are to be used:
- F. List all post times for the daily racing program:

- Race 1 12:45 p.m.
- Race 2 1:15 p.m.
- Race 3 1:45 p.m.
- Race 4 2:15 p.m.
- Race 5 2:45 p.m.
- Race 6 3:15 p.m.
- Race 7 3:45 p.m.
- Race 8 4:15 p.m.
- Race 9 4:45 p.m.
- Race 10 5:15 p.m. (When applicable)

Exceptions:

Monday, December 26, 2011	Opening Day	12:15 p.m.
Saturday, January 28, 2012	Sunshine Millions	12:00 noon
Sunday, February 5, 2012	Super Bowl	11:15 a.m.
Saturday, March 3, 2012	Santa Anita Big Cap	12:15 p.m.
Saturday, April 7, 2012	Santa Anita Derby	12:15 p.m.
Saturday, May 5, 2012	Kentucky Derby	11:45 a.m.
Saturday, May 19, 2012	Preakness	11:45 a.m.
Saturday, June 9, 2012	Belmont Stakes	11:45 a.m.

Request the option to change post time schedules in order to coordinate North/South signals.

NOTICE TO APPLICANT: Every licensee conducting a horse racing meeting shall each racing day provide for the running of at least one race limited to California-bred horses, to be known as the "California-bred race" pursuant to CHRB Rule 1813. For thoroughbred and quarter horse meetings, the total amount distributed for California-bred stakes races from the purse account, including overnight stakes, shall not be less than 10% of the total amount distributed for all stakes races pursuant to B&P Code Section 19568(b).

4. RACING ASSOCIATION

- A. Association is a: Corporation (complete subsection C)
 LLC (complete subsection D)
 Other (specify, and complete subsection E)

Golden Gate Fields Stakes Schedule
Winter/Spring 2012

California Derby
Three Year Olds
\$100,000 G
One Mile and One Sixteenth
Runs Saturday, January 14, 2012
Closes Thursday, January 5, 2012

California Oaks
Three Year Old Fillies
\$100,000 G
One Mile and One Sixteenth
Runs Saturday, January 21, 2012
Closes Thursday, January 12, 2012

El Camino Real Derby GIII
Three Year Olds
\$200,000 G
One Mile and One Furlong
Runs Saturday, February 11, 2012
Closes Thursday, February 2, 2012

San Francisco Mile GIII
Four Year Olds and Upward
\$150,000 G
One Mile (Turf)
Runs Saturday, April 28, 2012
Closes Thursday, April 19, 2012

Golden Poppy
Three Year Old Fillies
\$75,000 G
One Mile and One Sixteenth (Turf)
Runs Saturday, May 5, 2012
Closes Thursday, April 26, 2012

Alcatraz
Three Year Olds
\$75,000 G
One Mile and One Sixteenth (Turf)
Runs Saturday, May 12, 2012
Closes Thursday, May 3, 2012

Golden Gate Fields Stakes Schedule
Winter/Spring 2012

Berkeley GIII
Four Year Olds and Upward
\$100,000 G
One Mile and One Sixteenth
Runs Monday, May 28, 2012
Closes Thursday, May 17, 2012

Campanile
Fillies, Three Years Old (CA)
\$100,000 G (Inc \$25,000 CBRF & \$12,500 CMC)
One Mile (Turf)
Runs Saturday, June 2, 2012
Closes Thursday, May 24, 2012

Silky Sullivan
Three Year Olds (CA)
\$100,000 G (Inc \$25,000 CBRF & \$12,500 CMC)
One Mile (Turf)
Runs Saturday, June 9, 2012
Closes Thursday, May 31, 2012

Lost In The Fog
Two Year Olds
\$50,000 A (Overnight)
Five Furlongs
Runs Saturday, June 16, 2012
Closes Thursday, June 7, 2012

B. Complete the applicable subsection and attached Addendum, Background Information and Ownership. On File.

C. CORPORATION

1. Registered name of the corporation: **Pacific Racing Association**
2. State where incorporated: **California**
3. Registry or file number for the corporation: **Federal ID #94-1585367**
California ID #173-1919-5
4. Names of all officers and directors, titles, and the number of shares of the corporation held by each:
Greg Avioli, CEO (Director/Officer)
Lyle Strachan, Executive Vice President, Finance (Director/Officer)
Mike Rogers, President, Operations (Director/Officer)
Joe Morris, Vice President Operations/Sales & Interim General Manager (Officer)
George Haines, President (Officer)
Frank DeMarco Jr., Vice President Regulatory Affairs and Secretary (Officer)
Gina Lavo, Controller (Officer)
Peter W. Tunney, Executive Vice President (Officer)
Calvin Rainey, Vice President and Assistant General Manager (Officer)
5. Names (true names) of all persons, other than the officers and directors listed above, that hold 5% or more of the outstanding shares in the corporation and the number of shares held by each:
MI Developments Investments, Inc. – 69,347 shares: as of June 30, 2011
The shares of MI Developments Investments, Inc. are controlled by the Stronach Group, a business entity owned 100% by Frank Stronach.
6. Number of outstanding shares in the corporation: **69,347**
7. Are the shares listed for public trading? Yes No
If yes, on what exchange and how is the stock listed:
8. Name of the custodian of the list of shareholders and/or the transfer agent for the share holdings of the corporation: **Not applicable**
9. If more than 50% of the shares are held by a parent corporation or are paired with any other corporation or entity, give the name of the parent and/or paired corporation or entity: **N/A**
10. Attach the most recent audited annual financial statement for the licensee, including balance sheet and profit and loss statement, and a copy of a report made during the preceding 12 months to shareholders in the corporation and/or the Securities and Exchange Commission and/or the California Corporations Commission. The licensee may submit the audited consolidated annual financial statements of its parent owner if the parent owner is a publicly traded company and guarantees the obligations of the licensee. **Audited PRA 2010 financials attached; will forward audited 2011 PRA financials upon receipt.**

D. LLC

1. Registered name of the LLC: **Not applicable**
2. State where articles of organization are filed: **Not applicable**
3. Registry or file number for the LLC: **Not applicable**
4. Names of all officers and directors, titles, and the number of shares of the LLC held by each:
Not applicable
5. Names (true names) of all members, other than the officers and directors listed above, that hold 5% or more of the outstanding shares in the LLC and the number of shares held by each:
6. Are the shares listed for public trading? Yes No
If yes, on what exchange and how is the stock listed:
7. If more than 50% of the shares are held by a parent corporation or are paired with any other

corporation or entity, give the name of the parent and/or paired corporation or entity: **Not applicable**

8. Attach the most recent audited annual financial statement for the licensee, including balance sheet and profit and loss statement, and a copy of a report made during the preceding 12 months to shareholders in the LLC and/or the Securities and Exchange Commission and/or the California Corporations Commission. **Not applicable**

E. OTHER

1. Name(s) of partners/sole proprietor: **Not applicable**
 2. If a partnership, attach partnership agreement. **Not applicable**

F. Management and Staff

1. Name and title of the managing officer and/or general manager of the association and the name and title of all department managers and staff, other than those listed in 10B, who will be listed in the official program:

Greg Avioli, Chief Executive Officer

Lyle Strachan, Executive Vice President, Finance

Mike Rogers, President, Operations

Joe Morris, Vice President Operations/Sales, Interim General Manager

George Haines, President

Frank DeMarco, Jr., Vice President Regulatory Affairs and Secretary

Peter W. Tunney, Executive Vice President

Calvin Rainey, Vice President, Assistant General Manager

Adam Njaa, Controller

Jerry Aldoroty, Director of Hospitality and Sales

Bryan Wayte, Mutuel Manager

Tom Ferrall, Publicity Manager

Merry Scalzo, Director of Operations

Dan Cirimele, Marketing Manager

T.W. Johnson, Security Manager

Michael Wrona, Announcer

Juan Meza, Track Superintendent

Richard Somers, Price Maker

William Vassar, Track Photographer

Robert Hemmer, Operations Manager

David Seftel, M.D., Track Physician

2. Name and title of the person(s) authorized to receive notices on behalf of the association and the mailing address of such person(s) if other than the mailing address of the association:

Joe Morris, Vice President Operations/Sales, Interim General Manager

5. PURSE PROGRAM

- A. Purse distribution: *Prior meet actual represents 12/26/10 – 6/12/11 (99 Days)*

1. All races other than stakes:
 Current meet estimate: **\$13,571,370.00**
 Prior meet actual: **\$13,450,900.00**

Average Daily Purse (5A1 ÷ number of days):

Current meet estimate: \$134,370.00
 Prior meet actual: \$135,867.68

2. Overnight stakes: (Doesn't include \$50,000 CBRF and \$25,000 CMC)
 Current meet estimate: \$50,000.00
 Prior meet actual: \$75,000.00

Average Daily Purse (5A2 ÷ number of days):
 Current meet estimate: \$495.05
 Prior meet actual: \$757.58

3. Non-overnight stakes:
 Current meet estimate: \$925,000.00
 Prior meet actual: \$677,150.00

Average Daily Purse (5A3 ÷ number of days):
 Current meet estimate: \$9,158.42
 Prior meet actual: \$6,839.90

B. Stakes races:

1. Purse distribution for all stakes races:
 Current meet estimate: \$975,000.00
 Prior meet actual: \$752,150.00

Average Daily Purse (5B1 ÷ number of days):
 Current meet estimate: \$9,653.47
 Prior meet actual: \$7,597.47

2. Percentage of the purse distribution for all stakes races that will be distributed for California-bred stakes races:
 Current meet estimate: 20.5%
 Prior meet actual: 6.7%

Average Daily Purse (5B2 ÷ number of days):
 Current meet estimate: .20%
 Prior meet actual: .07%

- C. Funds to be generated for all California-bred incentive awards:
 Current meet estimate: \$1,239,986.00
 Prior meet actual: \$1,237,658.18

- D. Payment to each recognized horsemen's organization contracting with the association and the name(s) of the organization(s):

Recognized Horsemen's Organization

Current meet estimate:		Prior meet actual:	
TOC (NTRA Contribution)	\$ 221,660.39	TOC (NTRA Contribution)	\$ 214,991.90
TOC	\$ 126,663.08	TOC	\$ 122,852.52
CTT (Administration)	\$ 63,331.54	CTT (Administration)	\$ 61,426.26

CTT (Pension)	<u>\$ 126,663.08</u>	CTT (Pension)	<u>\$ 122,852.52</u>
Total	<u>\$ 538,318.09</u>		<u>\$ 522,123.20</u>

- E. Amount from all sources to be distributed in the form of purses or other benefits to horsemen (5A+5C+5D):

Current meet estimate: \$16,324,674.09

Prior meet actual: \$15,962,831.38

Average Daily Purse (5E ÷ number of days):

Current meet estimate: \$161,630.44

Prior meet actual: \$161,240.72

- F. Purse funds to be generated from on-track handle and intrastate off-track handle:

Current meet estimate: \$11,382,861.00

Prior meet actual: \$11,196,916.40

Average Daily Purse (5F ÷ number of days):

Current meet estimate: \$112,701.59

Prior meet actual: \$113,100.17

- G. Purse funds to be generated from interstate handle:

Current meet estimate: \$3,284,245.00

Prior meet actual: \$3,226,533.58

Average Daily Purse (5G ÷ number of days):

Current meet estimate: \$32,517.28

Prior meet actual: \$32,591.25

- H. Bank and account number for the Paymaster of Purses' purse account:

Wells Fargo Bank - Account # On File

- I. Name, address and telephone number of the pari-mutuel audit firm engaged for the meeting:

Bowen & McBeth, 10722 Arrow Route, Suite 110, Rancho Cucamonga, California 91730,
(909) 944-6465

NOTICE TO APPLICANT: All funds generated and retained from on-track pari-mutuel handle which are obligated by law for distribution in the form of purses, breeders' awards or other benefits to horsemen, shall not be deemed as income to the association; shall not be transferred to a parent corporation outside the State of California; and shall, within 3 calendar days following receipt, be deposited in a segregated and separate liability account in a depository approved by the CHRB and shall be at the disposition of the Paymaster of Purses, who shall pay or distribute such funds to the persons entitled thereto. All funds generated from off-track simulcast wagering, interstate wagering, and out-of-state wagering which are obligated by law for distribution in the form of purses and breeders' awards, shall also be deposited within 3 calendar days following receipt, into such liability account. In the event the association is obligated to the payment of purses prior to those obligated amounts being retained from pari-mutuel wagering for such purpose, or as a result of overpayment of earned purses at the conclusion of the meeting, the association shall transfer from its own funds such amounts as are necessary for the Paymaster of Purses to distribute to the horse owners statutorily or contractually entitled thereto. The association is entitled to recover such transferred funds from the Paymaster of Purses' account; and if insufficient funds remain in the account at the conclusion of the meeting, the association is entitled to carry forward the deficit to its next succeeding meeting as provided by B&P Code Section 19615(c) or (d). In the event of underpayment of purses which results in a balance remaining in the Paymaster of Purses' account at the conclusion of the meeting after distribution of amounts due to horsemen and breeders and horsemen's organizations, the association may carry forward the surplus amount to its next succeeding meeting; provided, however, that the amount so retained does not exceed an amount equivalent to the average daily distribution of purses and breeders' awards during the meeting. All amounts in excess shall be distributed retroactively and proportionally in the form of purses and breeders' awards to the horse owners and breeders having earned purses or awards during the conduct of the meeting.

6. STABLE ACCOMMODATIONS

- A. Number of usable stalls available for racehorses at the track where the meeting is held: **1325**
- B. Minimum number of stalls believed necessary for the meeting: **2000**
- C. Total number of usable stalls to be made available off-site at approved auxiliary stabling areas or approved training centers: **680**
- D. Name and location of each off-site auxiliary stabling area and the number of stalls to be maintained at each site: **Pleasanton – 680 Stalls**
- E. Attach each contract or agreement between the association and the person(s) furnishing off-site stabling accommodations for eligible racehorses that cannot be provided stabling on-site. **On file.**

Complete subsections F through H if the association will request reimbursement for off-site stabling as provided by B&P Code Sections 19607, 19607.1, 19607.2, and 19607.3; otherwise, skip to Section 7.

- F. Total number of usable stalls made available on-site for the **1986** meeting: **1405**
- G. Estimated cost to provide off-site stalls for this meeting. Show cost per day per stall:
Stabling costs for this meet: \$1,309,000.00
Stabling costs per day per stall: \$10.30
- H. Estimated cost to provide vanning from off-site stalls for this meeting. Show fees to be paid for vanning per-horse:
Vanning fees for this meet: \$105,570.00 **Vanning fee per horse: \$115.00**

7. PARI-MUTUEL WAGERING PROGRAM

- A. Pursuant to B&P Code Section 19599, and with the approval of the CHRB, associations may elect to offer wagering programs using CHRB Pari-mutuel Rules, the Association of Racing Commissioners International (RCI) Uniform Rules of Racing, Chapter 9, Pari-mutuel Wagering, or a combination of both. Please complete the following schedule for the types of wagering other than WPS and the minimum wager amount for each:

Use DD for daily double, E for exacta (special quinella), PK3 for pick three, PK4 for select four, PNP for pick (n) pool, PPN for place pick (n), Q for quinella, SF for superfecta, TRI for trifecta, and US for unlimited sweepstakes (pick 9).

	TYPE OF WAGERS	APPLICABLE RULES
Example Race:	\$1 E; \$1 Double	CHRB #1959; RCI #VE
Race #1	\$2 DD*; \$1 E; \$2 Q; \$1 PK3+; \$1 TRI++; \$1 PPN%; \$.10 SF#; \$.50 PNP!	CHRB#1957; 1959; 1958; 1977; 1979; 1976.8; 1979.1; 1976.9
Race #2	\$2 DD*; \$1 E; \$2 Q; \$1 PK3+; \$1 TRI++; \$1 PPN%; \$.10 SF#; \$.50 PNP!	CHRB#1957; 1959; 1958; 1977; 1979; 1976.8; 1979.1; 1976.9
Race #3	\$2 DD*; \$2 PNP@; \$1 E; \$2 Q; \$1 PK3+; \$1 TRI++; \$.10SF#; \$1 PPN%; \$.50 PNP!	CHRB#1957; 1976.9; 1959; 1958; 1977; 1979; 1979.1; 1976.8; 1976.9
Race #4	\$2 DD*; \$2 PNP@; \$1 E; \$2 Q; \$1 PK3+; \$1 TRI++; \$.10 SF# \$1 PPN%; \$.50 PNP!	CHRB#1957; 1976.9; 1959; 1958; 1977; 1979; 1979.1; 1976.8; 1976.9. 1976.9
Race #5	\$2 DD*; \$2 PNP@; \$1 E; \$2 Q; \$1 PK3+; \$1 TRI++; \$.10 SF# \$1 PPN%; \$.50 PNP!; Super H5^, \$.50 PNP^	CHRB#1957; 1976.9; 1959; 1958; 1977; 1979; 1979.1; 1976.8; 1976.9; ARCI #004-105 (Subsection T Pick (n) Position (x) Pools, 1976.9
Race #6	\$2 DD*; \$2 PNP@; \$1 E; \$2 Q; \$1 PK3+; \$1 TRI++; \$.10 SF# \$1 PPN%; \$.50 PNP!; \$.50 PNP^	CHRB#1957; 1976.9; 1959; 1958; 1977; 1979; 1979.1; 1976.8; 1976.9, 1976.9
Race #7	\$2 DD*; \$2 PNP@; \$1 E; \$2 Q; \$1 PK3+; \$1 TRI++; \$.10 SF#	CHRB#1957; 1976.9; 1959; 1958; 1977; 1979; 1979.1; 1976.8;

Big Fresno Fair, Fresno
 California State Fair & Exposition, Sacramento
 Club One, Fresno
 Kern County Fair, Bakersfield
 Monterey County Fair, Monterey
 San Joaquin County Fair, Stockton
 San Mateo Event Center, San Mateo
 Santa Clara County Fair, San Jose
 Shasta District Fair, Anderson
 Solano County Fair, Vallejo
 Sonoma County Fair, Santa Rosa
 Stanislaus County Fair, Turlock
 Tulare County Fair, Tulare

Barona Casino, Lakeside
 California Mid-State Fair, Paso Robles
 Del Mar Thoroughbred Club, Del Mar
 Derby Club at Seaside Park, Ventura
 Fairplex Park, Pomona
 Hollywood Park, Inglewood
 Indian Fantasy Springs Casino, Indio
 Los Alamitos Racecourse, Los Alamitos
 National Orange Show, San Bernardino
 Santa Anita Park, Arcadia
 Santa Barbara County Fair, Santa Maria
 Shalimar Sports Center, Indio
 Sports Pavilion, Lake Perris
 Sports Pavilion, Victorville
 Sycuan Casino, El Cajon
 Commerce Casino, City of Commerce
 Viejas Casino, Alpine

- D. Out-of-state wagering systems the association proposes to offer its live audiovisual signal:
 Pacific Racing Association/Golden Gate Fields
 December 26, 2011 – June 17, 2012
 Out-of-State & International Imports - Full or Partial Card (Subject to Change)

<u>OUT-OF-STATE TRACK</u>
AQUEDUCT
ARLINGTON
BELMONT
CALDER RACECOURSE
CHURCHILL DOWNS
FAIRGROUNDS
GULSTREAM PARK
HAWTHORNE RACECOURSE
KEENELAND
LAUREL
LONE STAR PARK
PIMLICO
OAKLAWN
PORTLAND MEADOWS
SUNLAND PARK
TAMPA BAY DOWNS
TURF PARADISE
TURFWAY PARK
<u>INTERNATIONAL TRACK</u>
WOODBINE
HASTINGS
SAN ISIDRO
MARONAS

E. Out-of-state wagering systems that will combine their pari-mutuel pools with those of the association:

Am West Entertainment	Fonner Park	Potawatomi Bingo Casino
Arapahoe Park	Freehold Racing	Portland Meadows
Arima Race Club	Gillespie County Fair	Prairie Meadows
Arlington Park	Greenetrack Greyhound	Premier Turf Club
Atlantic City Racecourse	Greyhound @ Post Falls	Presque Isle Downs
Atokad	Gulf Greyhound	Racebets
Balmoral Park	Global Wagering Solutions	Raceway Park
Bangor Raceway	Gulfstream Park	Racing2Day, LLC
Batavia	Harrington Raceway	Remington Park
Bettor Racing	Hawthorne Racecourse	Retama Park
Beulah Park	Hazel Park	Racing & Gaming Services
Birmingham Greyhound	Hoosier Park	River Downs Jockey Club
Bluffs Run Greyhound	Horseman's Park	Rockingham Park
Buffalo Raceway	Indiana Downs	Ruidoso Downs
Bwin International Ltd.	International Betting Assoc. Ltd.	Running Aces Harness
Calder Racecourse	Intermountain (Sandy Downs)	Sam Houston Park
Canterbury Park	Keeneland Association	Saratoga Raceway
Capital District OTB	Kentucky Downs	Scarborough Downs
Catskills OTB	Kentucky OTB	Scioto Downs
Charlestown Race Course	Lebanon Raceway	Seabrook Greyhound
Chester Downs	Les Bois (Treasure Valley)	Sol Mutuel
Churchill Downs	Lewiston OTB's	Southland Park
Club Hipica In Turf	Lein Games, LLC	Sportech Venue
Coeur d' Alene	Lone Star	Sports Creek Raceway
Colonial Downs	Louisiana Downs	State Fair (Lincoln Racecourse)
Columbus Raceway	LVDC (NV)	Suffolk Downs
Connecticut OTB	Magna Bet	Sun Gaming of NM
Corpus Christi Greyhound	Maronas (South America)	Sunland Park
Cypress Bayou OTB	Maryland Jockey Club	Tampa Bay Downs
Delaware Park	Maywood	Taunton
Delta Downs	Meadowlands	The Downs at Albuquerque
Dover Downs	Meadows The	Thistledown
eBet Technology	Millers OTB	Tioga Downs
Elite Turf Club	Mobile Greyhound	Tri-State GH (Mardi Gras)
Ellis Park	Monmouth Park	Turf Paradise
Emerald Downs	Montana OTB	Turfway Park
European Wagering Service	Monticello Raceway	TVG Network
Evangeline Downs	Mt. Pleasant Meadows	Twin River Greyhound
Fair Grounds	Mountaineer Park	TwinSpires
Fair Meadows	Nassau Regional OTB	Venezuela OTB
Finger Lakes	Nevada Pari-Mutuel Assoc.	Vernon Downs
<u>Canadian Locations:</u>	New Jersey Casino Assoc.	Western OTB
Assiniboia, Charlottetown, Clinton TeleTheatre,	Newport Jai Alai	Wheeling Downs
Dresden, Elmira Raceway, Evergreen Park,	NJ Mobile	Will Rogers Downs
Exhibition Park, Flamboro Downs, Fort Erie,	Northfield Park	XpressBet, Inc.
Fraser Downs, Frederiction Raceway, Georgian	Northville Downs	Yavapia Downs
Downs, Grand River, Hanover Raceway, Hastings	NYRA	Yonkers Raceway
Park, Hiawatha Horse Park, Inverness Raceway,	Oaklawn	Zia Park
Kawartha Downs, Marquis Downs, Mohawk, New	Ocean Downs	
Brunswick, Northlands, Northside Downs, Picov	Panama	Separate Pools:
Downs, Quinte Raceway, Rideau Carlton, Rocky	PARX Racing (Philadelphia Park)	Camarero
Mountain Turf Club, Royal Britiana Hub, St. Johns	Penn National Race Course	Jamaica
Raceway, Sudbury Downs, Summerside, TBC	Peru	MIR Brooks (Caliente)
Sandown, and TBC Teletheatres, Truro Raceway,	Phumelela Gold International	
Western Fair, Windsor Raceway, Woodbine,	Plainridge Racecourse	
Woodstock/Ontario	Pocono Downs and OTB	

F. For THOROUGHBRED racing associations, list the host track from which the association proposes to import out-of-state and/or out-of-country thoroughbred races. Include the dates imported races will be held, and whether or not a full card will be accepted. If the full card will not be imported, state "selected feature and/or stakes races":

NOTICE TO APPLICANT: B&P Code Section 19596.2(a) stipulates that on days when live thoroughbred or fair racing is being conducted in the state, the number of thoroughbred races which may be imported by an association or fair during the calendar period the association or fair is conducting its racing meeting cannot exceed a combined daily total of 23 imported thoroughbred races statewide. The limitation of 23 imported thoroughbred races per day statewide does not apply to those races specified in B&P Code Section 19596.2(a)(1), (2), (3) and (4).

THOROUGHBRED SIMULCAST RACES TO BE IMPORTED

Name of Host Track	Race Dates	Full Card or Selected Feature and/or Stakes Races
See 8D above.	TBD	

- G. For QUARTER HORSE racing associations, list the host track from which the association proposes to import out-of-state and/or out-of-country quarter horse races. Include the dates imported races will be held, and whether or not a full card will be accepted. If the full card will not be imported, state "selected feature and/or stakes races":

QUARTER HORSE SIMULCAST RACES TO BE IMPORTED

Name of Host Track	Race Dates	Full Card or Selected Feature and/or Stakes Races
Los Alamitos	Per CHRB calendar	Full Card

- H. For STANDARD BRED racing associations, list the host tracks from which the association proposes to import out-of-state and/or out-of-country harness races. Include the dates imported races will be held, and whether or not a full card will be accepted. If the full card will not be imported, state "selected feature and/or stakes races":

HARNESS SIMULCAST RACES TO BE IMPORTED

Name of Host Track	Race Dates	Full Card or Selected Feature and/or Stakes Races
Cal Expo Harness	Per CHRB calendar	Full Card

- I. For ALL racing associations, list imported simulcast races the association plans to receive which use breeds other than the breed of the majority of horses racing at its live horse racing meeting. Include the name of the host track, the dates imported races will be held, and how many races will be imported:

OTHER BREED SIMULCAST RACES TO BE IMPORTED

Name of Host Track	Breed of Horse	Race Dates	Number of Races to be Imported
None			

- J. For ALL racing associations, if any out-of-state or out-of-country races will commence outside of the time constraints set forth in B&P Code Sections 19596.2 and 19596.3, attach a copy showing the agreement by the appropriate racing association(s). **Not applicable.**

NOTICE TO APPLICANT: All interstate wagering to be conducted by an association is subject to the provisions of Title 15, United States Codes, which require specific written approval of the CHRB and of the racing commission having jurisdiction in the out-of-state venue. All international wagering to be conducted by an association is subject to the provision of B&P Code Sections 19596, 19596.1, 19596.2, 19596.3, 19601, 19602, and 19616.1, and will require specific written approval of the CHRB.

Every association shall pay over to the simulcast organization within 3 calendar days following the closing of wagering for any day or night racing program, or upon receipt of the proceeds, such amounts that are retained from off-track simulcast wagering, interstate and out-of-state wagering, and which are obligated by statute for guest commissions, simulcast operator's expenses and promotions, equine research, local government in-lieu taxes, and stabling and vanning deductions. Every association shall pay to its Paymaster of Purses' account within 3 calendar days following the closing of wagering for each day or night racing program, or upon receipt of the proceeds, such amounts that are retained or obligated from off-track simulcast wagering, interstate and out-of-state wagering for purses, breeders' awards or other benefits to horsemen. (See Notice to Applicant, Section 5.)

10. CHARITY RACING DAYS

- A. Name and address of the distributing agent (charity foundation) for the net proceeds from charity racing days held by the association: **Pacific Racing Association is agent for distribution.**
- B. Names and addresses of the trustees or directors of the distributing agent:

Pacific Racing Association will act as its own distributing agent.

- C. Dates the association will conduct races as charity racing days OR:
- D. Will the association pay the distributing agent an amount equal to the maximum required under B&P Code Section 19550(b)? Yes

NOTICE TO APPLICANT: Net proceeds from charity racing days shall be paid to the designated and approved distributing agent within 180 days following the conclusion of the association's race meeting in accordance with the provisions of B&P Code Section 19555. Thereafter, the distributing agent shall distribute not less than 90% of the aggregate proceeds from such charity racing days within 12 calendar months after the last day of the meeting during which the charity racing days were conducted and shall distribute the remaining funds as soon thereafter as is practicable. At least 20% of the distribution shall be made to charities associated with the horse racing industry in accordance with the provisions of B&P Code Section 19556(b).

11. RACING OFFICIALS, OFFICIALS, AND OFFICIATING EQUIPMENT

A. Racing officials nominated:

Association Veterinarian(s)	Sara Sporer, D.V.M (Track Veterinarian) Forrest Franklin, D.V.M. (CHRB Veterinarian) Diane Isbell, D.V.M. (Examining Veterinarian)
Clerk of Scales	Ken Sjoldal
Assistant Clerk of Scales	Ross Allardyce
Clerk of the Course	Tina Walker-Bryant
Film Specialist	Ella Robinson
Horse Identifier	Patrick Kealy
Horseshoe Inspector	Butch Fyllingness
Paddock Judge	Linda Anderson
Patrol Judge/Steward's Aide	Tammy McDuffie-Morris
Patrol Judge	Joshua Wyatt
Placing Judges	Ella Robinson & Steve Martinelli
Starter	Todd Stephens
Timer	Richard Somers

B. Management officials in the racing department:

Director of Racing	Sean Greely
Racing Secretary	Sean Greely
Assistant Racing Secretary	C. Gregory Brent, Jr.
Associate Racing Secretary	David Jerkens
Paymaster of Purses	Patricia Prospero
Others (identify by name and title)	
Main Track Superintendent	Juan Meza
Turf Track Superintendent	Calvin Rainey
Price Maker	Richard Somers
Stable Superintendent	Carrie Fawcett

- C. Name, address and telephone number of the reporter employed to record and prepare transcripts of hearings conducted by the stewards: **Christine Niccoli
Niccoli Reporting Service, 619 Pilgrim Drive, Foster City, CA 94404-1707, (650) 573-9339**
- D. Photographic device to be used for photographing the finish of all races, name of the person supplying the service, and expiration date of the service contract:

Plusmic Corp., USA, Bill O'Brien, Expires: December 31, 2011; will forward new contract upon receipt.

- E. Photo patrol video equipment to be used to record all races, name of the person supplying the service, and expiration date of the service contract. Specify the number and location of cameras for dirt and turf tracks.

Pegasus Communications, Inc, Jim Porep, Jr., System maintained in house, Equipment contract expires: March 5, 2013

- F. Type of electronic timing device to be used for the timing of all races, name of the person supplying the service, and expiration date of the service contract:

Electronic timer is installed and maintained by on-site staff.

12. SECURITY CONTROLS

- A. Name and title of the person responsible for security controls on the premises. Include an organizational chart of the security department and a list of the names of security personnel and contact telephone numbers.

T.W. Johnson, Security Manager is responsible for security on site.

Security Department organizational chart is attached.

Security Department phone number (510) 559-7370

Stable Security phone number (510) 559-7533

T.W. Johnson cell phone number (510) 418-3161

- B. Estimated number of security guards, gatemen, patrolmen or others to be engaged in security tasks on a regular full-time basis: 29

1. Attach a written plan for enhanced security for graded/stakes races, and races of \$100,000 or more, to include the number of security guards in the restricted areas during a 24-hour period and a plan for detention barns. Attached

2. Detention Barns:

A. Attach a plan for use of graded stakes or overnight races.

6 hour surveillance prior to race in Graded Stakes with purses of \$100,000 or over
24 hour surveillance in detention barn for Trainers with high-test results and repeat offenders

B. Number of security guards in the detention barn area during a 24-hour period.

Four Security Guards

C. Describe number and location of surveillance cameras in detention barn area.

Attached

3. TCO2 Testing:

A. Number of races to be tested, and number of horses entered in each race to be tested.

Will follow CHRB staff directives.

B. Plan for enhanced surveillance for trainers with high-test results.

Contractual obligations with TOC, CTT, and CHRB directives will be followed.

Attachment to Golden Gate Fields License Application
11 (E):

Track Camera Equipment:

There are a total of seven (7) cameras placed at the following strategic locations around the race track:

7/8 Pole

3/8 Pole

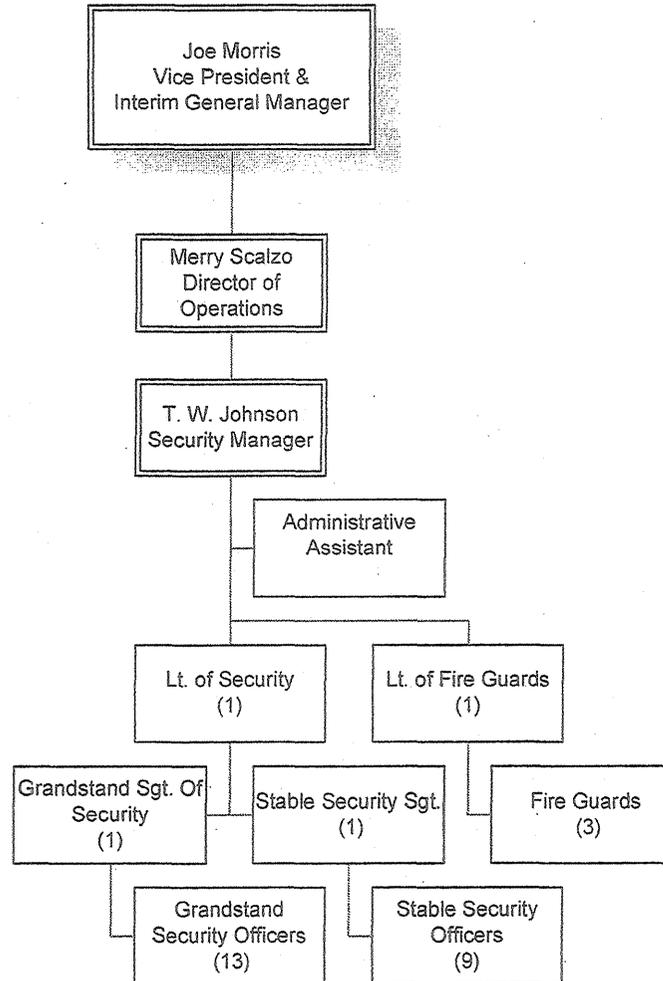
1/4 Pole

Paddock

Starting Gate

(2) Pan Cameras on Roof

**GOLDEN GATE FIELDS
SECURITY DEPARTMENT ORGANIZATIONAL CHART
ATTACHMENT 12A**



Attachment to Golden Gate Fields License Application
12B (1) and 12B (2):

SECURITY CONTROLS

Graded Stakes and Races of \$100,000 or more

The following procedures have been put in place at Los Angeles Turf Club / Golden Gate Fields to ensure that proper security surveillance guidelines for races of \$100,000 or more are followed:

- Carrie Fawcett, Stable Superintendent, provides a list of starters to T. W. Johnson, Director of Security which includes the following information:
 1. Name of horse
 2. Name of trainer
 3. Barn number
 4. Stall number
- Supplemental security staff, provided by a licensed security contractor and licensed by the CHRB, are called in the morning of the race to meet with the Director of Security for the following instruction:
 - A. An overview of the race track operating procedures
 - B. A briefing of their duties throughout the day
 - C. All guards are asked to sign out for their specific video camera
 - D. A form is provided by the CHRB to each guard which is to be signed by the attending veterinarian when administering medication to bleeders.
 - E. Each guard is given a video camera to record ALL activities involving individuals entering and exiting their assigned stall. Instruction is given to first record the posted number on the stall to confirm that the camera is directed at the assigned horse.
 - F. Instruction is given to monitor any and all suspicious activity and to contact the Director of Security if and when suspicious activity occurs.
 - G. Guards are instructed to position themselves as close to the horse's stall without jeopardizing safety.
 - H. The horse and handler will be followed on foot by each guard to the receiving barn before the race.
 - I. After all horses are safely in the receiving barn, the guards are instructed to meet in the Security office with the Director of Security. The guards sign that they have returned their video camera and participate in a discussion of the day's surveillance activities.
- Surveillance videotapes are saved until all test results have received a negative result.

C. Plan for detention barns for repeat offenders.

In compliance with our Race Meet Agreement with TOC and at the direction of the CHRB.

D. Number of security personnel assigned to the TCO2 program.

As needed per the advice of CHRB staff.

C. Describe the electronic security system:

1. Location and number of video surveillance cameras for the detention barn and stable gate.

Attached

D. For night racing associations. Describe emergency lighting system: **Not Applicable.**

13. EMERGENCY SERVICES

A. Name, address and emergency telephone number of the ambulance service to be used during workouts and the running of the races:

**Brad Winding Turf Rescue, LLC, 19615 Barclay Road, Castro Valley, CA 94546,
(510) 581-8470**

B. Name, address and emergency telephone number of the ambulance service to be used during workouts at auxiliary sites:

Pleasanton – American Medical Response, 640-143rd Ave., San Leandro, CA 94577, 510-895-7600

C. Describe the on-track first aid facility, including equipment and medical staffing: **Attached**

D. Name and emergency telephone number of the licensed physician on duty during the race meeting:
(If quarter horse racing association see D(1):

Dr. David Seftel

Office Number: 510-559-7375, Cell Number: 650-520-6204

1. Name address and emergency telephone number of hospital located within 1.5 miles of the racetrack, which whom an agreement is in place to provide emergency medical services:

N/A

E. Name, address and emergency telephone number of the hospital to be used for admittance and treatment of emergency injuries in the event of an on-track injury to a jockey:

Alta Bates Summit Medical Center, 2450 Ashby, Berkeley, CA 94705 (510) 204-4444

F. Attach, in English and Spanish, the emergency medical plan procedures that will be posted in each jockey's room to be used in the event of an on-track injury to a jockey: **Attached.**

G. Name of health and safety manager and assistant manager responsible for compliance of health and safety provisions pursuant to B& P Code 19481.3(d):

Roy Roenbeck, Director of Safety and Compliance

Calvin Rainey, Assistant General Manager, serves as Assistant Safety Manager.

H. Attach a fire clearance from the fire authority having jurisdiction over the premises.

Berkeley fire clearance valid through December 29, 2011 (attached); will forward 2012 fire clearance to Board upon receipt.

Albany fire clearance valid through December 31, 2011 (attached); will forward 2012 fire clearance to Board upon receipt.

I. Name of the workers' compensation insurance carrier for the association and the number of the insurance policy (if self-insured, provide details): **Twin City Fire Insurance Company,**



GOLDEN GATE FIELDS
Description of GGF Medical Clinic
(Live Racing)

Services (Mission)

- Pre-race examinations on jockeys;
- Preventive & curative medical services for jockeys;
- Urgent care facility for jockeys;
- Assist CHRB in assessment of any impaired individuals.

Staffing

- Physician Medical Director (“Track Physician”).

Equipment

- Advanced cardiac life support (ACLS) equipment;
- 12-Lead EKG;
- Lung function testing equipment;
- Ultrasound (for internal organ injury assessment);
- Blood work & hematology supplies & equipment;
- Basic surgical care supplies & equipment.

Availability

- One-hour before first posted race until one-to-two hours following last posted race;
- Extended hours for necessary follow-up care and/or upon request from track management or CHRB.

**Attachment to Golden Gate Fields License Application
12B (2) and 12C (1):**

Detention Barn Surveillance:

Barn #44 contains 27 stalls and is utilized as our Transit and Detention Barn. The surveillance system in place contains cameras strategically placed to monitor entrances and exits along with a camera monitoring each stall.

The camera equipment is connected to a digital recording system which is kept in a secured area with a power back-up in place.

Stable Gate Surveillance:

Cameras are strategically placed to monitor all activities at the Main Stable Gate and the Horsemen Walk-In Gate.



EMERGENCY MEDICAL PROCEDURES

-MORNING TRAINING-

FOR ON-TRACK INJURY TO JOCKEYS OR EXERCISE RIDERS

"FIRST RESPONSE"

- In the event of an accident, the Outriders shall immediately contact the on-track GGF Human Ambulance using Radio Channel #1 ("Rider Down"); *(or the accident may very well be witnessed directly by the Ambulance Crew);*
- The on-track GGF Human Ambulance (manned by GGF-contracted medical personnel) shall respond immediately to the site of the accident;
- The attending contracted medical personnel shall arrive equipped with advanced cardiac life support (ACLS) and other necessary acute medical treatment equipment & supplies;
- An "on-site evaluation" of injuries to the jockey(s) or exercise rider(s) shall be made by the attending contracted medical personnel.



"ON-SITE EVALUATION"

- Based on the attending contracted medical personnel "on-site evaluation" of injuries, a decision shall be made to either treat the injured jockey(s) or exercise rider(s) on-site or to request emergency medical transport for off-site treatment at a hospital trauma center;
 - If on-site treatment is deemed sufficient, the GGF Human Ambulance shall provide the injured jockey(s) or exercise rider(s) with appropriate medical treatment; or,
 - If off-site treatment is deemed necessary, "911" shall be used to summon a City of Albany Fire Dept. ambulance *(a Fire Dept. truck shall also respond).*



"INJURY TREATMENT"

- If an injured jockey(s) is treated on-site:
 - the attending contracted medical personnel shall provide medical treatment until surrendering custody of the patient based on his/her medical judgment;
 - the Track Physician of the GGF Medical Clinic shall likewise be notified either via telephone or when arriving on-site (live race days only).
- If an exercise rider(s) is treated on-site:
 - the attending contracted medical personnel shall provide medical treatment until surrendering custody of the patient based on his/her medical judgment;
- If the City of Albany Fire Dept. ambulance is summoned to respond, the injured jockey(s) or exercise rider(s) shall be transferred to this ambulance at either of the two following locations for transport to a local hospital;
 - If the injuries are deemed less severe, the jockey(s) or exercise rider(s) will be transported by the GGF Human Ambulance to an off-track location for pick-up by the City of Albany Fire Dept. ambulance; or,
 - If the injuries are deemed severe and the jockey(s) or exercise rider(s) cannot be moved, the City of Albany Fire Dept. ambulance will be escorted by GGF security personnel directly onto the track for patient pickup.



"POST INJURY ACTIVITIES"

- The incident must be reported immediately to the appropriate CHSA representative;
- In consultation with the attending contracted medical personnel, an "Accident/Injury Investigation Report" must be completed by track management following completion of the above-noted procedures.

Should the GGF Human Ambulance need to leave the track premises, for whatever reason(s), all morning training must be delayed until a city-chartered or other substitute ambulance is on-site and available for on-track medical service.



EMERGENCY MEDICAL PROCEDURES

-LIVE RACING-

FOR ON-TRACK INJURY TO JOCKEYS

"FIRST RESPONSE"

- In the event of an accident, the Stewards and/or Outriders shall immediately contact the Track Physician ("Jockey Down") using Radio Channel #7 (*or the accident may very well be witnessed directly by the Track Physician*);
- The on-track GGF Human Ambulance (manned by GGF-contracted contracted medical personnel) and the Track Physician (transported via the GGF "chase" or "Vet" truck) shall respond immediately to the site of the accident;
- The attending medical professionals shall arrive equipped with advanced cardiac life support (ACLS) and other necessary acute medical treatment equipment & supplies;
- An "on-site evaluation" of injuries to the jockey(s) shall be made by the Track Physician.



"ON-SITE EVALUATION"

- Based on the Track Physician's "on-site evaluation" of injuries, a decision shall be made to either treat the injured jockey(s) on-site or to request emergency medical transport for off-site treatment at a hospital trauma center;
 - If on-site treatment is deemed sufficient, the GGF Human Ambulance shall transport the injured jockey(s) directly to the GGF Medical Clinic; or,
 - If off-site treatment is deemed necessary, "911" shall be used to summon a City of Albany Fire Dept. ambulance (*a Fire Dept. truck shall also respond*).



"INJURY TREATMENT"

- If the injured jockey(s) is treated at the GGF Medical Clinic, the Track Physician shall be the primary care provider unless (or until) the Track Physician surrenders custody of the patient based on his/her medical judgment;
- If the City of Albany Fire Dept. ambulance is summoned to respond, the injured jockey(s) shall be transferred to this ambulance (*accompanied by the Track Physician*) at either of the two following locations for transport to a local hospital;
 - If the injuries are deemed less severe, the jockey will be transported by the GGF Human Ambulance to an off-track location for pick-up by the City of Albany Fire Dept. ambulance; or,
 - If the injuries are deemed severe and the jockey(s) cannot be moved, the City of Albany Fire Dept. ambulance will be escorted by GGF security personnel directly onto the track for patient pickup.



"POST INJURY ACTIVITIES"

- The incident must be reported immediately to the appropriate CHSA representative;
- In consultation with the Track Physician, an "Accident/Injury Investigation Report" must be completed by track management following completion of the above-noted procedures.

Should the GGF Human Ambulance need to leave the track premises, for whatever reason(s), racing must be delayed until a city-chartered or other substitute ambulance is on-site and available for on-track medical service.

PROCEDIMIENTOS MÉDICOS DE EMERGENCIA -ENTRENAMIENTO MATUTINO-

PARA HERIDAS A JINETES O JINETES DE EJERCICIO EN LA PISTA

"PRIMEROS AUXILIOS"

- En caso de accidente, los paradores deberán contactarse de inmediato con la Ambulancia para pacientes humanos del Golden Gate Fields (GGF) a través del canal de radio n.º 1 (por "jinete caído") (o tal vez el equipo de la ambulancia presencia el accidente directamente);
- La Ambulancia del GGF (con personal médico contratado del GGF) deberá actuar de inmediato en el lugar del accidente;
- El personal médico contratado que asista deberá contar con conocimientos en soporte vital cardiovascular avanzado (SVCA) y demás equipos y suministros necesarios de tratamiento médico inmediato;
- Dicho personal llevará a cabo una "evaluación en el lugar" de las heridas del jinete o del jinete de ejercicio.



"EVALUACIÓN EN EL LUGAR"

- De acuerdo con la evaluación de las heridas que realice el personal médico contratado en el lugar, se tomará una decisión acerca de tratar al jinete o jinete de ejercicio herido en dicho lugar o bien solicitar un transporte médico para emergencias para llevar a cabo un tratamiento en un centro de traumatología;
 - Si se considera suficiente el tratamiento en el lugar, la Ambulancia del GGF deberá proporcionar el tratamiento médico correspondiente al jinete o jinete de ejercicio herido o
 - Si es necesario un tratamiento fuera del predio, se deberá utilizar el "911" para llamar una ambulancia del Departamento de Bomberos de la ciudad de Albany (también podrá actuar un camión del Departamento de Bomberos).



"TRATAMIENTO DE HERIDAS"

- Si se trata un jinete herido en el lugar:
 - el personal médico contratado que asista deberá proveer tratamiento médico hasta que derive al paciente de acuerdo con su criterio médico;
 - también se deberá notificar al médico de la pista de la Clínica Médica del GGF ya sea por vía telefónica o cuando llegue al lugar (únicamente los días de carreras).
- Si se trata un jinete de ejercicio en el lugar:
 - el personal médico contratado que asista deberá proveer tratamiento médico hasta derivar al paciente de acuerdo con su criterio médico;
- Si se llama a la ambulancia del Departamento de Bomberos de la ciudad de Albany para brindar atención, se trasladará al jinete o jinete de ejercicio herido en dicha ambulancia hasta una de las siguientes ubicaciones para trasladarlo a un hospital local;
 - Si las heridas se consideran poco graves, se trasladará al jinete o jinete de ejercicio en la Ambulancia del GGF fuera de la pista para que lo recoja la ambulancia del Departamento de Bomberos de la ciudad de Albany o
 - Si las heridas se consideran graves y no se pueden movilizar al jinete o jinete de ejercicio, el personal de seguridad del GGF escoltará la ambulancia del Departamento de Bomberos de la ciudad de Albany directamente hacia la pista para que recoja al paciente.



"ACTIVIDADES POSTERIORES A LAS HERIDAS"

- Se debe informar el incidente de inmediato al representante correspondiente de la Asociación de jinetes de California (CSHA, por su sigla en inglés);
- Con el asesoramiento del personal médico contratado que asista, la gerencia debe completar un "Informe de investigación de accidentes/ heridas" luego de que se completen los procedimientos que se apuntaron anteriormente.



PROCEDIMIENTOS MÉDICOS DE EMERGENCIA
-DURANTE LAS CARRERAS-
PARA HERIDAS A JINETES EN LA PISTA

"PRIMEROS AUXILIOS"

- En caso de accidente, los comisarios de carreras y/o los paradores deberán contactarse de inmediato con el médico de la pista (por "jinete caído") a través del canal de radio n.º 7 (o tal vez el médico de la pista presencia el accidente directamente);
- La Ambulancia para pacientes humanos del Golden Gate Fields (GGF) que se encuentra en la pista (con personal médico contratado del GGF) y el médico de la pista (que se trasladará en el camión escolta o veterinario del GGF) deberán atender al jinete de inmediato en el lugar del accidente;
- Los profesionales médicos que asistan deberán contar con conocimientos en soporte vital cardiovascular avanzado (SVCA) y demás equipos y suministros necesarios de tratamiento médico inmediato;
- El médico de la pista llevará a cabo una "evaluación en el lugar" de las heridas del jinete.



"EVALUACIÓN EN EL LUGAR"

- De acuerdo con la evaluación de las heridas que realice el médico en la pista, se tomará una decisión acerca de tratar al jinete herido en dicho lugar o bien solicitar un transporte médico para emergencias para llevar a cabo un tratamiento en un centro de traumatología;
 - Si se considera suficiente el tratamiento en el lugar, la Ambulancia del GGF deberá trasladar al jinete herido directamente a la Clínica Médica del GGF o
 - Si es necesario un tratamiento fuera del predio, se deberá utilizar el "911" para llamar una ambulancia del Departamento de Bomberos de la ciudad de Albany (también podrá actuar un camión del Departamento de Bomberos).



"TRATAMIENTO DE HERIDAS"

- Si el jinete herido recibe tratamiento en la Clínica Médica del GGF, el médico de la pista deberá ser el que provea asistencia primaria a menos que (o hasta que) derive al paciente de acuerdo con su criterio médico;
- Si se llama la ambulancia del Departamento de Bomberos de la ciudad de Albany para brindar atención, se deberá trasladar al jinete herido en dicha ambulancia (*acompañado por el médico de la pista*) hasta una de las siguientes ubicaciones para trasladarlo a un hospital local;
 - Si las heridas se consideran poco graves, se trasladará al jinete en la Ambulancia del GGF fuera de la pista para que lo recoja la ambulancia del Departamento de Bomberos de la ciudad de Albany o
 - Si las heridas se consideran graves y no se puede movilizar al jinete, el personal de seguridad del GGF escoltará la ambulancia del Departamento de Bomberos de la ciudad de Albany directamente hacia la pista para que recoja al paciente.



"ACTIVIDADES POSTERIORES A LAS HERIDAS"

- Se debe informar el incidente de inmediato al representante correspondiente de la Asociación de jinetes de California (CSHA, por su sigla en inglés);
- Con el asesoramiento del médico de la pista, la gerencia debe completar un "Informe de investigación de accidentes/ heridas" luego de que se completen los procedimientos que se apuntaron anteriormente.

Si la Ambulancia del GGF debe retirarse del predio, por cualquier motivo, se debe demorar la carrera hasta que una ambulancia de la ciudad u otra de reemplazo se encuentre en el lugar y disponible para brindar servicio médico en la pista.

Policy # 41 WE BE1284

- J. Attach a Certificate of Insurance for workers' compensation coverage. The CHRB is to be named as a certificate holder and given not less than 10 days' notice of any cancellation or termination of insurance that secures the liability of the association for payment of workers' compensation. **Workers' Compensation certificate of insurance is attached; valid through June 30, 2012.**

NOTICE TO APPLICANT: Every licensee conducting a horse racing meeting shall pursuant to B&P Code 19481.3 maintain, staff, and supply an on-track first aid facility, that may be either permanent or mobile, and which shall be staffed and equipped as directed by the board. A qualified and licensed physician shall be on duty at all times during live racing, except that this provision shall not apply to any quarter horse racing at the racetrack if there is a hospital situated no more than 1.5 miles from the racetrack and the racetrack has an agreement with the hospital to provide emergency medical services to jockeys and riders. An ambulance licensed to operate on public highways provided by the track shall be available at all times during live racing and shall be staffed by two emergency medical technicians licensed in accordance with Division 2.5 (commencing with Section 1797) of the Health and Safety Code, one of whom may be an Emergency Medical Technician Paramedic, as defined in Section 1797.84 of the Health and Safety Code. (b) Each racing association and racing fair shall adopt and maintain an emergency medical plan detailing the procedures that shall be used in the event of an on-track injury. The plan shall be posted in each jockey room in English and Spanish. (c) Prior to every race meeting, the racing association or racing fair shall contact area hospitals to coordinate procedures for the rapid admittance and treatment of emergency injuries. (d) Each racing association or racing fair shall designate a health and safety manager and assistant manager, who shall be responsible for compliance with the provisions of this section and one of whom shall be on duty at all times when live racing is conducted. The health and safety manager may, at the discretion of the racing association, be the person designated to perform risk management duties on behalf of the association.

14. CONCESSIONAIRES AND SERVICE CONTRACTORS

Names and addresses of all persons to whom a concession or service contract has been given, other than those already identified, and the goods and/or services to be provided by each:

Tip Sheets	Jack's Blue Card, 127 Sun Avenue, Hayward, CA 94544
Armored Car Services	Loomis Armored Car, P.O. Box 44196, San Francisco, CA 94144
Track Physician	Dr. David Seftel, Conocen Corp., 20066 Austin Lane, Castro Valley, CA 94546
Official Program	Del Mar Graphics, 1100 Eastshore Highway, Albany, CA 94706
Jockey's Laundry	F. Lorene Dutton, Bailey's Mobile Laundry, 3263 Vineyard Ave., Pleasanton, CA 94566
Starting Gate	Mike Costello, United Puett Starting Gate Co., P.O. Box 18, S. Salem, NY 10590
Track Photographer	Bill Vassar, Vassar Photography, 1167 Sapphire Drive, Livermore, CA 94550

15. ON-TRACK ATTENDANCE/FAN DEVELOPMENT

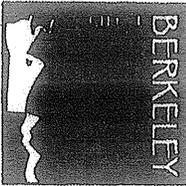
- A. Describe any promotional plans: (2012 PRA Marketing Plan attached). The tentative 2012 Winter/Spring promotional/giveaway schedule is listed below (subject to change):

December 30, 2011

- Senior Friday – Seniors 62 and Older will receive FREE Club House or FREE Grandstand Admission with a THOROUGHBREDS card.

January 1, 2012

- \$1 Day – Fans will receive \$1 General Admission, \$1 General Parking, \$1 Program, \$1



Department of Fire and Emergency Services
Division of Fire Prevention

Date: 30 December 2010

Merry Scalzo
Director of Operations
Golden Gate Fields
1100 Eastshore Highway
Albany, CA 94706
Phone (510) 559-7325
Fax (510) 559-7465

Subject: Fire & Life Safety Inspection – Golden Gate Fields - Stables

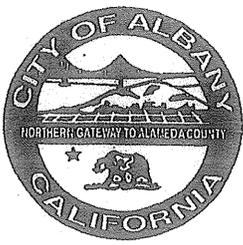
On December 29, 2010 the Berkeley Fire Prevention Division conducted an annual inspection of the Golden Gate Field Horse Stables. This inspection will be valid through December 29, 2011. Our fire life safety report indicates that there are no outstanding violations noted or corrections need to be made at this time.

Should you have any questions regarding the annual inspection please call my office (510.981-5582) at your convenience.

Thank you for your time and I look forward to speaking with you in the near future.

A handwritten signature in black ink, appearing to read "Stan Fernandez".

Stan Fernandez
Fire Inspector / Investigator



City of Albany

1000 SAN PABLO AVE. • ALBANY, CALIF. 94706 • TELEPHONE (510) 528-5775 • FAX (510) 528-5774

FIRE DEPARTMENT
FIRE PREVENTION BUREAU

13 May 2011

Calvin Rainey
Vice-President and Assistant General Manager
Golden Gate Fields
1100 Eastshore Highway
Albany, CA 94706

Dear Mr. Rainey,

The Albany Fire Prevention Bureau conducted a Fire and Life Safety inspection under the Fire Prevention Code, NFPA 1, and the Fundamental Requirements listed in the *Life Safety Code*, NFPA 101, Chapter 2, the 2010 California Fire Code and California Code of Regulations, on April 27 and May 1, 2011. Most areas of Golden Gate Fields Race Track, within the jurisdiction of the Albany Fire Department have been inspected. Areas include the Administration Offices, kitchens, public areas and non-public areas of the Club House & Turf Club, public areas and non-public areas of A & B Decks, snack shops on all levels, underground level and Jockeys building. The Corporation Yard and the Equine Hospital will have their inspection completed soon.

GENERAL

These buildings are in good condition. Housekeeping in the public and non-public areas are well maintained, fire extinguishers, exit/panic hardware, egress doors are in operational condition. Multiple exit signs and emergency illumination devices need batteries replaced to remain in operational condition. All Fire & Life Safety general requirements are being maintained.

Letter of Correction Notices for GGF Main Building – Administration Offices, kitchens, public areas and non-public areas of the Club House & Turf Club, public areas and non-public areas of A & B Decks, snack shops on all levels, underground level, Jockeys building, Corporation Yard and the Equine Hospital shall follow under separate cover.

Conditional Fire Clearance

Conditional fire clearance is granted to Golden Gate Fields/ Pacific Racing Association for the

June 13, 2011 – December 31, 2011. During the course of the June 2011 – December 2011 Racing Season, the Albany Fire Prevention Bureau will conduct periodic Fire & Life Safety Inspections. If a flagrant Fire or Life Safety violation is discovered during GGF's June 2, 2011 – December 18, 2011 racing season, their fire clearance shall be revoked.

If you have any questions, please do not hesitate to contact me at (510) 528-5775.

Sincerely,



Brian J. Crudo
Battalion Chief/Fire Marshal

cc: Ed Tubbs, Fire Chief
Colleen Germek, C.H.R.B.
Peter Tunney, Executive Vice-President, GGF
Robert Hartman, General Manager, GGF
Merry Scalzo, Director of Operations, GGF
Roy Roenbeck, Director of Safety and Compliance, GGF

Ref. No. 320006384699

CERTIFICATE OF INSURANCE

Aon Reed Stenhouse Inc.
20 Bay Street
Toronto ON M5J 2N9
tel 416-868-5500 fax 416-868-5580

Re: Evidence of Insurance

California Horse Racing Board
Attention : Insurance Department
1010 Hurley Way
Sacramento, CA 95825
USA

Insurance as described herein has been arranged on behalf of the Insured named herein under the following policy(ies) and as more fully described by the terms, conditions, exclusions and provisions contained in the said policy(ies) and any endorsements attached thereto.

Insured

Pacific Racing Association dba Golden Gate Fields
1100 Eastshore Highway
Albany, CA 94706
USA

Coverage

Commercial General Liability	Insurer	Zurich American Insurance Company	
Policy #	GLO 9302183-09		
Effective	30-Jun-2011	Expiry	30-Jun-2012
Limits of Liability	Bodily Injury & Property Damage, Each Occurrence USD2,000,000 Policy may be subject to a general aggregate and other aggregates where applicable		
US Workers Comp/Employers Liability	Insurer	Twin City Fire Insurance Company	
Policy #	41-WE BE1284		
Effective	30-Jun-2011	Expiry	30-Jun-2012
Limits of Liability	Bodily Injury - by Accident USD1,000,000 Bodily Injury - by Disease, policy limit USD1,000,000 Bodily Injury - by Disease, each employee USD1,000,000 Workers Compensation As per applicable Law		

THIS CERTIFICATE CONSTITUTES A STATEMENT OF THE FACTS AS OF THE DATE OF ISSUANCE AND ARE SO REPRESENTED AND WARRANTED ONLY TO THE INSURED. OTHER PERSONS RELYING ON THIS CERTIFICATE DO SO AT THEIR OWN RISK.

Aon Reed Stenhouse Inc.

Dated : 04-July-2011
Issued By: Townsend, Tyler
Tel : +14168685583



THE POLICY CONTAINS A CLAUSE THAT MAY LIMIT THE AMOUNT PAYABLE
OR, IN THE CASE OF AUTOMOBILE INSURANCE,

THE POLICY CONTAINS A PARTIAL PAYMENT OF LOSS CLAUSE



Hot Dog, \$1 Soda, and \$1 Beer.

January 6, 2012

- Senior Friday – Seniors 62 and Older will receive FREE Club House or FREE Grandstand Admission with a THOROUGHBREDS card.
- Day on Us - Fans on GGF Mailing List will receive two Complimentary Turf Club Admission Passes, Valet Parking, Program and a Tip Sheet.

January 7, 2012

- Day on Us - Fans on GGF Mailing List will receive two Complimentary Turf Club Admission Passes, Valet Parking, Program and a Tip Sheet.

January 8, 2012

- \$1 Day – Fans will receive \$1 General Admission, \$1 General Parking, \$1 Program, \$1 Hot Dog, \$1 Soda, and \$1 Beer.

January 13, 2012

- Senior Friday – Seniors 62 and Older will receive FREE Club House or FREE Grandstand Admission with a THOROUGHBREDS card.

January 14, 2012 – California Derby Day

- Hooded Sweatshirt where all fans will receive one giveaway item with paid admission while supplies last.

January 15, 2012

- \$1 Day – Fans will receive \$1 General Admission, \$1 General Parking, \$1 Program, \$1 Hot Dog, \$1 Soda, and \$1 Beer.

January 20, 2012

- Senior Friday – Seniors 62 and Older will receive FREE Club House or FREE Grandstand Admission with a THOROUGHBREDS card.
- Day on Us – Fans on GGF Mailing List will receive two Complimentary Turf Club Admission Passes, Valet Parking, Program, and a Tip Sheet.

January 21, 2012

- Day on Us - Fans on GGF Mailing List will receive two Complimentary Turf Club Admission Passes, Valet Parking, Program and a Tip Sheet.

January 22, 2012

- \$1 Day – Fans will receive \$1 General Admission, \$1 General Parking, \$1 Program, \$1 Hot Dog, \$1 Soda, and \$1 Beer.

January 26, 2012

- Direct Mail – Fans on GGF Mailing List will receive two Complimentary Turf Club Passes and Valet Parking.

January 27, 2012

- Direct Mail – Fans on GGF Mailing List will receive two Complimentary Turf Club Passes and Valet Parking.
- Senior Friday – Seniors 62 and Older will receive FREE Club House or FREE Grandstand Admission with a THOROUGHBREDS card.

January 28, 2012 – Sunshine Millions

- Mystery Mutuel Voucher

January 29, 2012

- \$1 Day – Fans will receive \$1 General Admission, \$1 General Parking, \$1 Program, \$1 Hot Dog, \$1 Soda, and \$1 Beer.

February 3, 2012

- Senior Friday – Seniors 62 and Older will receive FREE Club House or FREE Grandstand Admission with a THOROUGHBREDS card.

February 5, 2012 – Super Bowl Sunday

- Television giveaway where all fans will receive one giveaway item with paid admission while supplies last.
- \$1 Day – Fans will receive \$1 General Admission, \$1 General Parking, \$1 Program, \$1 Hot Dog, \$1 Soda, and \$1 Beer.

February 10, 2012

- Senior Friday – Seniors 62 and Older will receive FREE Club House or FREE Grandstand Admission with a THOROUGHBREDS card.

February 11, 2012 – El Camino Real Derby Day

- Gym bag giveaway where all fans will receive one giveaway item with paid admission while supplies last.

February 12, 2012

- \$1 Day – Fans will receive \$1 General Admission, \$1 General Parking, \$1 Program, \$1 Hot Dog, \$1 Soda, and \$1 Beer.

February 17, 2012

- Senior Friday – Seniors 62 and Older will receive FREE Club House or FREE Grandstand Admission with a THOROUGHBREDS card.

February 18, 2012

- Day on Us - Fans on GGF Mailing List will receive two Complimentary Turf Club Admission Passes, Valet Parking, Program and a Tip Sheet.

February 19, 2012 – Chinese New Year

- Day on Us - Fans on GGF Mailing List will receive two Complimentary Turf Club Admission Passes, Valet Parking, Program and a Tip Sheet.
- Chinese New Year celebration with red envelopes filled with a Mystery Mutuel Voucher with paid admission while supplies last, live Chinese entertainment; Lion Dancers, Acrobats, Fortune Telling, and Tea Tasting.
- \$1 Day – Fans will receive \$1 General Admission, \$1 General Parking, \$1 Program, \$1 Hot Dog, \$1 Soda, and \$1 Beer.

February 20, 2012 – Presidents' Day

- Day on Us - Fans on GGF Mailing List will receive two Complimentary Turf Club Admission Passes, Valet Parking, Program and a Tip Sheet.

February 24, 2012

- Senior Friday – Seniors 62 and Older will receive FREE Club House or FREE Grandstand Admission with a THOROUGHBREDS card.

February 26, 2012

- \$1 Day – Fans will receive \$1 General Admission, \$1 General Parking, \$1 Program, \$1 Hot Dog, \$1 Soda, and \$1 Beer.

March 1, 2012

- Direct Mail – Fans on GGF Mailing List will receive two Complimentary Turf Club Passes and Valet Parking.

March 2, 2012

- Senior Friday – Seniors 62 and Older will receive FREE Club House or FREE Grandstand Admission with a THOROUGHBREDS card.
- Direct Mail – Fans on GGF Mailing List will receive two Complimentary Turf Club Passes and Valet Parking.

March 4, 2012

- \$1 Day – Fans will receive \$1 General Admission, \$1 General Parking, \$1 Program, \$1 Hot Dog, \$1 Soda, and \$1 Beer.

March 9, 2012

- Senior Friday – Seniors 62 and Older will receive FREE Club House or FREE Grandstand Admission with a THOROUGHBREDS card.

March 10, 2012

- Day on Us - Fans on GGF Mailing List will receive two Complimentary Turf Club Admission Passes, Valet Parking, Program and a Tip Sheet.

March 11, 2012

- \$1 Day – Fans will receive \$1 General Admission, \$1 General Parking, \$1 Program, \$1 Hot Dog, \$1 Soda, and \$1 Beer.

March 16, 2012

- Senior Friday – Seniors 62 and Older will receive FREE Club House or FREE Grandstand Admission with a THOROUGHBREDS card.

March 17, 2012

- Day on Us - Fans on GGF Mailing List will receive two Complimentary Turf Club Admission Passes, Valet Parking, Program and a Tip Sheet.

March 18, 2012

- \$1 Day – Fans will receive \$1 General Admission, \$1 General Parking, \$1 Program, \$1 Hot Dog, \$1 Soda, and \$1 Beer.

March 23, 2012

- Senior Friday – Seniors 62 and Older will receive FREE Club House or FREE Grandstand Admission with a THOROUGHBREDS card.

March 24, 2012

- Day on Us - Fans on GGF Mailing List will receive two Complimentary Turf Club Admission Passes, Valet Parking, Program and a Tip Sheet.

March 25, 2012

- \$1 Day – Fans will receive \$1 General Admission, \$1 General Parking, \$1 Program, \$1 Hot Dog, \$1 Soda, and \$1 Beer.

March 29, 2012

- Direct Mail – Fans on GGF Mailing List will receive two Complimentary Turf Club Passes and Valet Parking.

March 30, 2012

- Senior Friday – Seniors 62 and Older will receive FREE Club House or FREE Grandstand Admission with a THOROUGHBREDS card.
- Direct Mail – Fans on GGF Mailing List will receive two Complimentary Turf Club Passes and Valet Parking.

April 1, 2012

- \$1 Day – Fans will receive \$1 General Admission, \$1 General Parking, \$1 Program, \$1 Hot Dog, \$1 Soda, and \$1 Beer.

April 5, 2012

- Direct Mail – Fans on GGF Mailing List will receive two Complimentary Turf Club Passes and Valet Parking.

April 6, 2012

- Senior Friday – Seniors 62 and Older will receive FREE Club House or FREE Grandstand Admission with a THOROUGHBREDS card.
- Direct Mail – Fans on GGF Mailing List will receive two Complimentary Turf Club Passes and Valet Parking.

April 7, 2012 – Santa Anita Derby

- Mystery Mutuel Voucher

April 8, 2012

- \$1 Day – Fans will receive \$1 General Admission, \$1 General Parking, \$1 Program, \$1 Hot Dog, \$1 Soda, and \$1 Beer.
- Easter – Family Day

April 13, 2012

- Senior Friday – Seniors 62 and Older will receive FREE Club House or FREE Grandstand Admission with a THOROUGHBREDS card.

April 15, 2012

- \$1 Day – Fans will receive \$1 General Admission, \$1 General Parking, \$1 Program, \$1 Hot Dog, \$1 Soda, and \$1 Beer.

April 20, 2012

- Senior Friday – Seniors 62 and Older will receive FREE Club House or FREE Grandstand Admission with a THOROUGHBREDS card.

April 22, 2012

- \$1 Day – Fans will receive \$1 General Admission, \$1 General Parking, \$1 Program, \$1 Hot Dog, \$1 Soda, and \$1 Beer.

April 27, 2012

- Senior Friday – Seniors 62 and Older will receive FREE Club House or FREE Grandstand Admission with a THOROUGHBREDS card.

April 28, 2012 – San Francisco Mile

- Wiener Nationals

April 29, 2012

- \$1 Day – Fans will receive \$1 General Admission, \$1 General Parking, \$1 Program, \$1 Hot Dog, \$1 Soda, and \$1 Beer.

May 3, 2012

- Direct Mail – Fans on GGF Mailing List will receive two Complimentary Turf Club Passes and Valet Parking.

May 4, 2012 – Kentucky Oaks

- Senior Friday – Seniors 62 and Older will receive FREE Club House or FREE Grandstand Admission with a THOROUGHBREDS card.
- Direct Mail – Fans on GGF Mailing List will receive two Complimentary Turf Club Passes and Valet Parking.

May 5, 2012 – Kentucky Derby

- Mystery Mutuel Voucher
- Hat Contest
- Triple Crown Handicapping Challenge

May 6, 2012

- \$1 Day – Fans will receive \$1 General Admission, \$1 General Parking, \$1 Program, \$1 Hot Dog, \$1 Soda, and \$1 Beer.

May 11, 2012

- Senior Friday – Seniors 62 and Older will receive FREE Club House or FREE Grandstand Admission with a THOROUGHBREDS card.

May 13, 2012

- \$1 Day – Fans will receive \$1 General Admission, \$1 General Parking, \$1 Program, \$1 Hot Dog, \$1 Soda, and \$1 Beer.
- Mother's Day Brunch
- Live Entertainment (Spring Concert Series) – Fans will enjoy the excitement of "Pride

& Joy” performing throughout the race day.

May 17, 2012

- Direct Mail – Fans on GGF Mailing List will receive two Complimentary Turf Club Passes and Valet Parking.

May 18, 2012

- Senior Friday – Seniors 62 and Older will receive FREE Club House or FREE Grandstand Admission with a THOROUGHBREDS card.
- Direct Mail – Fans on GGF Mailing List will receive two Complimentary Turf Club Passes and Valet Parking.

May 19, 2012 – Preakness

- Mystery Mutuel Voucher.
- Triple Crown Handicapping Challenge.

May 20, 2012

- \$1 Day – Fans will receive \$1 General Admission, \$1 General Parking, \$1 Program, \$1 Hot Dog, \$1 Soda, and \$1 Beer.
- Live Entertainment (Spring Concert Series) – Fans will enjoy the excitement of “Love Fool” performing throughout the race day.

May 25, 2012

- Senior Friday – Seniors 62 and Older will receive FREE Club House or FREE Grandstand Admission with a THOROUGHBREDS card.

May 27, 2012

- \$1 Day – Fans will receive \$1 General Admission, \$1 General Parking, \$1 Program, \$1 Hot Dog, \$1 Soda, and \$1 Beer.
- Live Entertainment (Spring Concert Series) – Fans will enjoy the excitement of “Busta Groove” performing throughout the race day.

May 28, 2012 – Memorial Day

- BBQ set giveaway where all fans will receive one giveaway item with paid admission while supplies last.
- Family Day – Pony rides, petting zoo, Bounce Houses, Face Painters, etc.
- Live Entertainment (Spring Concert Series) – Fans will enjoy the excitement of “Busta Groove” performing throughout the race day.

June 1, 2012

- Senior Friday – Seniors 62 and Older will receive FREE Club House or FREE Grandstand Admission with a THOROUGHBREDS card.

June 3, 2012

- \$1 Day – Fans will receive \$1 General Admission, \$1 General Parking, \$1 Program, \$1 Hot Dog, \$1 Soda, and \$1 Beer.
- Live Entertainment (Spring Concert Series).

June 7, 2012

- Direct Mail – Fans on GGF Mailing List will receive two Complimentary Turf Club Passes and Valet Parking.

June 8, 2012

- Senior Friday – Seniors 62 and Older will receive FREE Club House or FREE Grandstand Admission with a THOROUGHBREDS card.
- Direct Mail – Fans on GGF Mailing List will receive two Complimentary Turf Club Passes and Valet Parking.

June 9, 2012 – Belmont Stakes

- Mystery Mutuel Voucher.

- Triple Crown Handicapping Challenge.
- Wine Festival.

June 10, 2012

- \$1 Day – Fans will receive \$1 General Admission, \$1 General Parking, \$1 Program, \$1 Hot Dog, \$1 Soda, and \$1 Beer.
- Live Entertainment (Spring Concert Series) – Fans will enjoy the excitement of “The Cheeseballs” performing throughout the race day.

June 17, 2012 – Closing Day

- \$1 Day – Fans will receive \$1 General Admission, \$1 General Parking, \$1 Program, \$1 Hot Dog, \$1 Soda, and \$1 Beer.
- Live Entertainment (Spring Concert Series)

B. Number of hosts and hostesses employed for meeting:

3 Customer Service Representatives
 5 Group Sales Representatives

C. Describe facilities set aside for new fans:

Customer Service – Our customer service center is open year round with trained customer service representatives to assist fans with general racing information, maintain our frequent fan club known as the THOROUGHBREDS, and assist with XpressBet sign ups and account maintenance.

Mutuel Newcomer Window - A specific Mutuel teller window has been created which includes a hand-selected Mutuel clerk trained in customer service.

Group Sales Contest Area – All group attendees can enter contests for prizes which creates a festive atmosphere where people can mingle and share their handicapping prowess.

D. Describe any improvements to the physical facility in advance of the meeting that directly benefit:

1. Horsemen

- Ongoing barn and roadway renovations in the barn area.
- Groom/horsemen BBQ area in the barn area complete with picnic tables, BBQ facilities, awning and horseshoe pit.

2. Fans

- Added 19 new televisions in the Top of the Stretch; 15 42” plasma televisions and four 50” plasma televisions.
- Added three 50” plasma televisions in the Club House wagering area, Club #2.

3. Facilities in the restricted areas: Equine Hospital

16. SCHEDULE OF CHARGES

A. Proposed charges, note any changes from the previous year:

Admission (general)	\$6.00 – Bundled price includes free program
Admission (club house)	\$8.00 – Bundled price includes free program
Admission (turf club)	\$10.00 Weekdays – Bundled price includes free program
Admission (turf club)	\$15.00 Weekends/Holidays – Bundled price includes free program
Reserved seating (general)	N/A

Reserved seating (clubhouse)	\$3.00 (Free with Thoroughbreds card)
Parking (general)	\$4.00
Parking (preferred)	\$8.00
Parking (valet)	\$8.00
Programs (on-track)	\$2.50
(off-track)	\$2.50

Thoroughbred Club Members

Bundled Pricing includes free program

General Admission:		Club House Admission:	
1-10 Visits	\$5.00	1-10 Visits	\$6.00
11-20 Visits	\$4.00	11-20 Visits	\$5.00
21-30 Visits	\$3.00	21-30 Visits	\$4.00
31-40 Visits	\$2.00	31-40 Visits	\$3.00
Over 40 Visits	\$1.00	Over 40 Visits	\$2.00
		Reserved seating	Free

Thoroughbred Club Prepaid Admission/Program Packages

TB Club Members can purchase a minimum of 30 Prepaid G/A admissions @ \$2.00 each

TB Club Members can purchase a minimum of 15 Prepaid C/H admissions @ 4.00 each

B. Describe any "Season Boxes" and "Turf Club Membership" fees:

Turf Club – Full Season Single Membership	\$ 1,000.00
Turf Club – Full Season Dual Membership	\$ 2,000.00
Top of the Stretch – Full Season Membership	\$ 500.00
Club House Box (4 seats, no admission)	\$ 450.00
Club House Season Pass (Admission only)	\$ 400.00
Grandstand Season Pass (Admission only)	\$ 200.00

C. Describe any "package" plans such as combined parking, admission and program: None

17. JOCKEYS/DRIVERS' QUARTERS

A. Check the applicable amenities available in the jockeys/drivers' quarters:

<input checked="" type="checkbox"/> Corners (lockers and cubicles)	How many	<input type="text" value="23"/>
<input checked="" type="checkbox"/> Showers	<input checked="" type="checkbox"/> Steam room, sauna or steam cabinets	<input checked="" type="checkbox"/> Lounge area
<input checked="" type="checkbox"/> Masseur	<input checked="" type="checkbox"/> Food/beverage service	<input checked="" type="checkbox"/> Certified platform scale

B. Describe the quarters to be used for female jockeys/drivers:

Fifteen by twenty foot room accessed from a community hallway. The room has a television and bed with an attached shower room, sink and toilet.

18. BACKSTRETCH EMPLOYEE HOUSING

- A. Inspection of backstretch housing will be completed prior to the beginning of the race meet.

CHRB to provide name of CHRB inspector and date of last inspection conducted with Stable Superintendent, Carrie Fawcett.

- B. Number of rooms used for housing on the backstretch of the racetrack: **128**

- C. Number of restrooms available on the backstretch of the racetrack:
18 with showers, 7 in office areas.

- D. Estimated ratio of restroom facilities to the number of backstretch personnel:
1 restroom for every 12 people.

19. TRACK SAFETY

- A. Total distance of the racecourse - measured from the finish line counterclockwise (3' from the inner railing) back to the finish line:

5,280

 feet.

- B. Describe the type(s) of materials used for the inner and outer railings of the race course, the type of inner railing supports (i.e., metal gooseneck, wood 4" x 4" uprights, offset wood 4" x 4" supports, etc.), the coverings, if any, on the top of the inner railing, and the approximate height of the top of the inner railing from the level of the race course.

Inner and outer railings are metal gooseneck. Coverings are Rider Protection Rail by Horsemen's Track & Equipment, Inc. Approximate height of the top of the inner railing is 42 inches.

- C. Name of the person responsible for supervision of the maintenance of the racetrack safety standards pursuant to CHRB Rule 1474:

Juan Meza

- D. Attach a Track Safety Maintenance Program pursuant to CHRB Rule 1474. **On file.**

- E. If the association is requesting approval to implement alternate methodologies to the provisions of Article 3.5, Track Safety Standards, pursuant to CHRB Rule 1471, attach a Certificate of Insurance for liability insurance which will be in force for the duration of the meeting specified in Section 2. The CHRB is to be named as a certificate holder and given not less than 10 days' notice of any cancellation or termination of liability insurance. Additionally, the CHRB must be listed as additionally insured on the liability policy at a minimum amount of \$3 million per incident. The liability insurance certificate must be on file in the CHRB headquarters office prior to the conduct of any racing. **Not applicable.**

20. DECLARATIONS

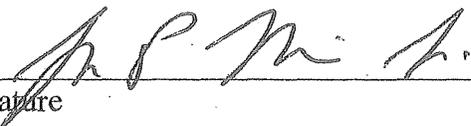
- A. All labor and lease agreements and concession and service contracts necessary to conduct the entire meeting have been finalized except as follows (if no exceptions, so state): **No exceptions.**
- B. Attach each horsemen's agreement pursuant to CHRB Rule 2044.
CTT Agreement will be forwarded to the Board upon receipt.
TOC Agreement will be forwarded to the Board upon receipt.
- C. Attach a lease agreement permitting the association to occupy the racing facility during the entire term of the meeting. (In the absence of either a lease agreement or a horsemen's agreement, a request for an extension pursuant to CHRB Rule 1407 shall be made). **Not applicable.**
- D. All service contractors and concessionaires have valid state, county or city licenses authorizing each to engage in the type of service to be provided and have valid labor agreements, when applicable, which remain in effect for the entire term of the meeting except as follows (if no exceptions, so state): **No exceptions.**
- E. Absent natural disasters or causes beyond the control of the association, its service contractors, concessionaires or horsemen participating at the meeting, no reasons are believed to exist that may result in a stoppage to racing at the meeting or the withholding of any vital service to the association except as follows (if no exceptions, so state): **No exceptions.**

NOTICE TO APPLICANT: Pursuant to CHRB Rules 1870 and 1871, the CHRB shall be given 15 days' notice in writing of any intention to terminate a horse racing meeting or the engagements or services of any licensee, approved concessionaire, or approved service contractor.

21. CERTIFICATION BY APPLICANT

I hereby certify under penalty of perjury that I have examined this application, that all of the foregoing statements in this application are true and correct, and that I am authorized by the association to attest to this application on its behalf.

Joseph P. Morris, Jr
Print Name


Signature

V.P. ops & sales, Stronach Group
Print Title Int. G.M., Golden Gate

9-29-11
Date

STAFF ANALYSIS

November 17, 2011

Issue: APPLICATION FOR LICENSE TO CONDUCT A HORSE RACING MEETING OF THE CALIFORNIA EXPOSITION AND STATE FAIR DECEMBER 26, 2011 THROUGH JUNE 16, 2012.

The California Exposition and State Fair (Cal Expo) filed its application to conduct a harness horse racing meeting at Cal Expo:

- December 26, 2011 through June 16, 2012, or 70 days, 5 days more than it raced during the same period in 2011. The association proposes to race a total of approximately 770 races. The (actual) average daily purse for the 2011 meet during the same time period is \$32,204. The (estimated) average daily purse for this meet is \$32,124.
- The race dates proposed are the dates allocated:

December - 2011						
Sun	Mon	Tue	Wed	Thu	Fri	Sat
				1	2	3
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25 H	26	27	28	29	30	31

January - 2012						
Sun	Mon	Tue	Wed	Thu	Fri	Sat
1 H	2	3	4	5	6	7
8	9	10	11	12	13	14
15	16	17	18	19	20	21
22	23	24	25	26	27	28
29	30	31				

February - 2012						
Sun	Mon	Tue	Wed	Thu	Fri	Sat
			1	2	3	4
5	6	7	8	9	10	11
12	13	14	15	16	17	18
19	20	21	22	23	24	25
26	27	28				

March - 2012						
Sun	Mon	Tue	Wed	Thu	Fri	Sat
				1	2	3
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29	30	31

April - 2012						
Sun	Mon	Tue	Wed	Thu	Fri	Sat
1	2	3	4	5	6	7
8	9	10	11	12	13	14
15	16	17	18	19	20	21
22	23	24	25	26	27	28
29	30					

May - 2012						
Sun	Mon	Tue	Wed	Thu	Fri	Sat
		1	2	3	4	5
6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28	29	30	31		

June - 2012						
Sun	Mon	Tue	Wed	Thu	Fri	Sat
					1	2
3	4	5	6	7	8	9
10	11	12	13	14	15	16
17	18	19	20	21	22	23
24	25	26	27	28	29	30

- Racing 3 nights per week, Thursday through Saturday.
- The California Exposition and State Fair requests the authorization to request administrative approval from the CHRB for additional racing dates (not to exceed 4 nights per week) or a reduction of racing dates dependent upon the number of available racehorses.

- First post 5:30 p.m. daily.
 - 5:30 p.m. Thursdays
 - 6:00 p.m. Friday and Saturday
 - The association requests authorization to alter post times as needed to compliment Los Alamitos, night thoroughbred and imported race schedules.
- Wagering program will use CHRB and ARCI rules.
 - Early wagering will begin at 10:00 a.m. each day.
- Advance Deposit Wagering (ADW) providers are Xpressbet, TwinSpires and TVG.

Pursuant to Business and Profession Code section 19604, specific provisions must be met before an ADW provider can accept wagers.

Summary of B&P code 19604

To accept wagers on races conducted in California from a resident of California.

- The ADW provider must be licensed by the Board.
- A written agreement allowing those wagers exists with the racing association or fair conducting the races on which the wagers are made.
- The agreement shall have been approved in writing by the horsemen's organization responsible for negotiating purse agreements for the breed on which the wagers are made.

To accept wagers on races conducted outside of California from a resident of California.

- The ADW provider must be licensed by the Board.
- There is a hub agreement between the ADW provider and one or both of (i) one or more racing associations or fairs that together conduct no fewer than five weeks of live racing on the breed on which wagering is conducted during the calendar year during which the wager is placed, and (ii) the horsemen's organization responsible for negotiating purse agreements for the breed on which wagering is conducted.

Documents received in compliance with Business and Professions code 19604:

- A copy of the license agreement between ODS Technologies, L.P. dba TVG Network and Cal State Fair (Sacramento) dba Cal Expo has been provided to CHRB.
- Simulcasting conducted with out-of-state racing jurisdictions pursuant to Business and Professions Code Section 19602; and with authorized locations throughout California.
- Request Carl Sobey is appointed as horse identifier pursuant to CHRB Rule 1525.
- Track safety inspection has been requested and will be completed before the race meeting begins.
- Inspection of backstretch worker housing has been requested and will be completed before the race meeting begins.

Specific information still needed to complete this application includes:

1. Pertinent contract and/or agreements required pursuant to Business and Professions Code section 19604 that allows Xpressbet and Twinpires to accept wagers on Cal Expo races.
2. Fire clearance

RECOMMENDATION:

If the application is considered for approval, staff recommends a contingent approval pending the submission of outstanding items.

STATE OF CALIFORNIA
 CALIFORNIA HORSE RACING BOARD
 APPLICATION FOR LICENSE TO CONDUCT A HORSE RACING MEETING
 CHRB-17 (Rev 12/06)

Application is hereby made to the California Horse Racing Board (CHRB) for a license to conduct a horse racing meeting in accordance with the California Business and Professions (B&P) Code, Chapter 4, Division 8, Horse Racing Law, and the California Code of Regulations, Title 4, Division 4, CHRB Rules and Regulations.

1. APPLICANT ASSOCIATION

A. Name, mailing address, telephone and fax numbers of association:

California Exposition & State Fair

1600 Exposition Blvd.

Sacramento, CA 95815- 916-263-3000 Fax- 916-263-3304

B. Breed of horse: TB QH H

C. Racetrack name: Cal Expo

D. Attach a certified check payable to the Treasurer of the State of California in the amount of \$10,000 as deposit for license fees pursuant to B&P Code Section 19490. On File

NOTICE TO APPLICANT: Application must be filed not later than 90 days before the scheduled start date for the proposed meeting pursuant to CHRB Rule 1433.

2. DATES OF MEETING

A. Inclusive dates for the entire meeting: December 26, 2011 through June 16, 2012

B. Actual dates racing will be held:

December- 30, 31

January- 6, 7, 12, 13, 14, 20, 21, 26, 27, 28,

February- 2, 3, 4, 9, 10, 11, 16, 17, 18, 24, 25,

March- 1, 2, 3, 8, 9, 10, 15, 16, 17, 22, 23, 24, 29, 30, 31

April- 5, 6, 7, 12, 13, 14, 19, 20, 21, 26, 27, 28

May- 3, 4, 5, 10, 11, 12, 17, 18, 19, 24, 25, 26

June- 1, 2, 7, 8, 9, 14, 15, 16

C. Total number of days or nights of racing: 70 nights

D. Days or nights of the week races will be held:

Wed - Sun Tues - Sat Other (specify)

Thursday, Friday, and Saturday nights with the exception of:

Thursday- January 5, January 19, February 23, May 31

E. Number of days or nights of racing per week:

3 nights per week with the exception of the weeks listed in item 2D above.

We respectfully request the authorization to request administrative approval from the CHRB for additional racing dates (not to exceed 4 nights per week) or a reduction of racing dates dependent upon the number of available racehorses.

CHRB CERTIFICATION

Application received: 10/26/11
 Deposit received: on file
 Reviewed: *apu*

Hearing date: 11/17/11
 Approved date:
 License number:

3. RACING PROGRAM

- A. Total number of races:
Approximately 770 (average of 11 per night)
- B. Number of races for each day or night:
Thursday- 8 to 10
Friday- 10 to 15
Saturday- 10 to 15
Above estimated number of races does not include non-betting or qualifying races that may occur prior to the first race of any racing program.
- C. Total number of stakes races:
16
- D. Attach a listing of all stakes races and indicate the date to be run and the added money or guaranteed purse for each. Note the races that are designated for California-bred horses.

California Sires Stakes Races- Spring 2012- For Cal Bred Three Year Olds -

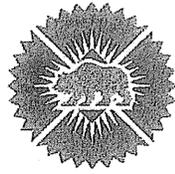
Round 1- April 13-14, 2012	4 Races \$15,000 Each
Round 2- April 27-28, 2012	4 Races \$15,000 Each
Round 3- May 11-12, 2012	4 Races \$15,000 Each
Round 4- May 25-26, 2012	4 Races \$15,000 Each

- E. Will provisions be made for owners and trainers to use their own registered colors?
 Yes No If no, what racing colors are to be used: Drivers Colors
- F. List all post times for the daily racing program:
Attached

NOTICE TO APPLICANT: Every licensee conducting a horse racing meeting shall each racing day provide for the running of at least one race limited to California-bred horses, to be known as the "California-bred race" pursuant to CHRB Rule 1813. For thoroughbred and quarter horse meetings, the total amount distributed for California-bred stakes races from the purse account, including overnight stakes, shall not be less than 10% of the total amount distributed for all stakes races pursuant to B&P Code Section 19568(b).

4. RACING ASSOCIATION

- A. Association is a: Corporation (complete subsection C)
 LLC (complete subsection D)
 Other (specify, and complete subsection E)
- B. Complete the applicable subsection and attached Addendum, Background Information and Ownership.
- C. CORPORATION
 1. Registered name of the corporation:
 2. State where incorporated:
 3. Registry or file number for the corporation:
 4. Names of all officers and directors, titles, and the number of shares of the corporation held by



CALEXPO

◆ ◆ ◆ ◆ ◆ ◆ ◆ ◆

HORSE RACING

Post Time Schedule- Cal Expo Harness Meet 12/26/11 – 06/16/12

	Thursdays	Fridays	Saturdays
Race 1-	5:30 PM	6:00 PM	6:00 PM
Race 2-	5:50 PM	6:20 PM	6:20 PM
Race 3-	6:10 PM	6:40 PM	6:40 PM
Race 4-	6:30 PM	7:00 PM	7:00 PM
Race 5-	6:50 PM	7:20 PM	7:20 PM
Race 6-	7:10 PM	7:40 PM	7:40 PM
Race 7-	7:30 PM	8:00 PM	8:00 PM
Race 8-	7:50 PM	8:20 PM	8:20 PM
Race 9-	8:10 PM	8:40 PM	8:40 PM
Race 10-	8:30 PM	9:00 PM	9:00 PM
Race 11-	8:50 PM	9:20 PM	9:20 PM
Race 12-	9:10 PM	9:40 PM	9:40 PM
Race 13-	9:30 PM	10:00 PM	10:00 PM
Race 14-	9:50 PM	10:20 PM	10:20 PM
Race 15-	10:10 PM	10:40 PM	10:40 PM

Respectfully request authorization to alter post time schedule as needed to compliment Los Alamitos, Night Thoroughbred, and imported race schedule.

each:

5. Names (true names) of all persons, other than the officers and directors listed above, that hold 5% or more of the outstanding shares in the corporation and the number of shares held by each:
6. Number of outstanding shares in the corporation:
7. Are the shares listed for public trading? Yes No
If yes, on what exchange and how is the stock listed:
8. Name of the custodian of the list of shareholders and/or the transfer agent for the share holdings of the corporation:
9. If more than 50% of the shares are held by a parent corporation or are paired with any other corporation or entity, give the name of the parent and/or paired corporation or entity:
10. Attach the most recent audited annual financial statement for the licensee, including balance sheet and profit and loss statement, and a copy of a report made during the preceding 12 months to shareholders in the corporation and/or the Securities and Exchange Commission and/or the California Corporations Commission. The licensee may submit the audited consolidated annual financial statements of its parent owner if the parent owner is a publicly traded company and guarantees the obligations of the licensee.

D. LLC

1. Registered name of the LLC:
2. State where articles of organization are filed:
3. Registry or file number for the LLC:
4. Names of all officers and directors, titles, and the number of shares of the LLC held by each:
5. Names (true names) of all members, other than the officers and directors listed above, that hold 5% or more of the outstanding shares in the LLC and the number of shares held by each:
6. Are the shares listed for public trading? Yes No
If yes, on what exchange and how is the stock listed:
7. If more than 50% of the shares are held by a parent corporation or are paired with any other corporation or entity, give the name of the parent and/or paired corporation or entity:
8. Attach the most recent audited annual financial statement for the licensee, including balance sheet and profit and loss statement, and a copy of a report made during the preceding 12 months to shareholders in the LLC and/or the Securities and Exchange Commission and/or the California Corporations Commission.

E. OTHER: FAIR- CALIFORNIA EXPOSITION & STATE FAIR

1. Name(s) of partners/sole proprietor:
2. If a partnership, attach partnership agreement.

F. Management and Staff

1. Name and title of the managing officer and/or general manager of the association and the name and title of all department managers and staff, other than those listed in 10B, who will be listed in the official program:

Norbert Bartosik-	General Manager
David Elliott-	Director of Racing
Kate Phariss-	Racing Supervisor
Glen Harris-	Mutuel Manager
Scott Ehrlich-	Announcer

J. R. Williams- Track Superintendent

2. Name and title of the person(s) authorized to receive notices on behalf of the association and the mailing address of such person(s) if other than the mailing address of the association:
Norbert Bartosik, General Manager/CEO
David Elliott, Director of Racing

5. PURSE PROGRAM

- A. Purse distribution: Current Meet- Based on estimates for 12/26/11 through 6/16/12 (70 days)
Prior Meet- Based on actuals from 12/26/2010 through 6/18/2011 (75 days)
 1. All races other than stakes:
Current meet estimate: \$2,018,949
Prior meet actual: \$2,169,160

Average Daily Purse (5A1 ÷ number of days):
Current meet estimate: \$28,842
Prior meet actual: \$28,922
 2. Overnight stakes: None
Current meet estimate:
Prior meet actual:

Average Daily Purse (5A2 ÷ number of days):
Current meet estimate:
Prior meet actual:
 3. Non-overnight stakes: None
Current meet estimate:
Prior meet actual:

Average Daily Purse (5A3 ÷ number of days):
Current meet estimate:
Prior meet actual:
- B. Stakes races: Final amount to be determined by California Harness Horsemen's Association/California Standardbred Sires Stakes Committee
 1. Purse distribution for all stakes races:
Current meet estimate: \$240,000
Prior meet actual: \$240,000

Average Daily Purse (5B1 ÷ number of days):
Current meet estimate: \$3,429
Prior meet actual: \$3,200
 2. Percentage of the purse distribution for all stakes races that will be distributed for California-bred stakes races:
Current meet estimate: 100%
Prior meet actual: 100%

Average Daily Purse (5B2 ÷ number of days):

Current meet estimate: \$3,429

Prior meet actual: \$3,200

- C. Funds to be generated for all California-bred incentive awards:

Current meet estimate: \$85,493

Prior meet actual: \$91,600

- D. Payment to each recognized horsemen's organization contracting with the association and the name(s) of the organization(s):

Recognized Horsemen's Organization- California Harness Horsemen's Association

Current meet estimate:

Prior meet actual:

Total- \$144,285

Total- \$154,590

- E. Amount from all sources to be distributed in the form of purses or other benefits to horsemen (5A+5C+5D):

Current meet estimate: \$2,248,727

Prior meet actual: \$2,415,350

Average Daily Purse (5E ÷ number of days):

Current meet estimate: \$32,125

Prior meet actual: \$32,205

- F. Purse funds to be generated from on-track handle and intrastate off-track handle:

Current meet estimate: \$2,023,854

Prior meet actual: \$2,173,815

Average Daily Purse (5F ÷ number of days):

Current meet estimate: \$28,912

Prior meet actual: \$28,984

- G. Purse funds to be generated from interstate handle:

Current meet estimate: \$224,873

Prior meet actual: \$241,535

Average Daily Purse (5G ÷ number of days):

Current meet estimate: \$3,212

Prior meet actual: \$3,220

- H. Bank and account number for the Paymaster of Purses' purse account: Bank of the West Account Number(s) (Commissions, Trust-Purses) will be furnished under separate cover upon request.

- I. Name, address and telephone number of the pari-mutuel audit firm engaged for the meeting:
Disher Accountancy Corporation, 1816 Maryal Dr., Sacramento, CA 95864 916-482-4224

NOTICE TO APPLICANT: All funds generated and retained from on-track pari-mutuel handle which are obligated by law for distribution

in the form of purses, breeders' awards or other benefits to horsemen, shall not be deemed as income to the association; shall not be transferred to a parent corporation outside the State of California; and shall, within 3 calendar days following receipt, be deposited in a segregated and separate liability account in a depository approved by the CHRB and shall be at the disposition of the Paymaster of Purses, who shall pay or distribute such funds to the persons entitled thereto. All funds generated from off-track simulcast wagering, interstate wagering, and out-of-state wagering which are obligated by law for distribution in the form of purses and breeders' awards, shall also be deposited within 3 calendar days following receipt, into such liability account. In the event the association is obligated to the payment of purses prior to those obligated amounts being retained from pari-mutuel wagering for such purpose, or as a result of overpayment of earned purses at the conclusion of the meeting, the association shall transfer from its own funds such amounts as are necessary for the Paymaster of Purses to distribute to the horse owners statutorily or contractually entitled thereto. The association is entitled to recover such transferred funds from the Paymaster of Purses' account; and if insufficient funds remain in the account at the conclusion of the meeting, the association is entitled to carry forward the deficit to its next succeeding meeting as provided by B&P Code Section 19615(c) or (d). In the event of underpayment of purses which results in a balance remaining in the Paymaster of Purses' account at the conclusion of the meeting after distribution of amounts due to horsemen and breeders and horsemen's organizations, the association may carry forward the surplus amount to its next succeeding meeting; provided, however, that the amount so retained does not exceed an amount equivalent to the average daily distribution of purses and breeders' awards during the meeting. All amounts in excess shall be distributed retroactively and proportionally in the form of purses and breeders' awards to the horse owners and breeders having earned purses or awards during the conduct of the meeting.

6. STABLE ACCOMMODATIONS

- A. Number of usable stalls available for racehorses at the track where the meeting is held: 1,024
- B. Minimum number of stalls believed necessary for the meeting: 600
- C. Total number of usable stalls to be made available off-site at approved auxiliary stabling areas or approved training centers: N/A
- D. Name and location of each off-site auxiliary stabling area and the number of stalls to be maintained at each site: N/A
- E. Attach each contract or agreement between the association and the person(s) furnishing off-site stabling accommodations for eligible racehorses that cannot be provided stabling on-site. N/A

Complete subsections F through H if the association will request reimbursement for off-site stabling as provided by B&P Code Sections 19607, 19607.1, 19607.2, and 19607.3; otherwise, skip to Section 7.

- F. Total number of usable stalls made available on-site for the 1986 meeting:
- G. Estimated cost to provide off-site stalls for this meeting. Show cost per day per stall:
- H. Estimated cost to provide vanning from off-site stalls for this meeting. Show fees to be paid for vanning per-horse:

7A. PARI-MUTUEL WAGERING PROGRAM

- A. Pursuant to B&P Code Section 19599, and with the approval of the CHRB, associations may elect to offer wagering programs using CHRB Pari-mutuel Rules, the Association of Racing Commissioners International (RCI) Uniform Rules of Racing, Chapter 9, Pari-mutuel Wagering, or a combination of both. Please complete the following schedule for the types of wagering other than WPS and the minimum wager amount for each:

Use DD for daily double, E for exacta (special quinella), PK3 for pick three, PK4 for select four, PNP

for pick (n) pool, PPN for place pick (n), Q for quinella, SF for superfecta, TRI for trifecta, and US for unlimited sweepstakes (pick 9).

Proposed Wagering Format

The following CHRB wagering rules will be in affect, upon approval, during the 2012 Cal Expo harness racing meet.

Type		Rule Number
Exacta	(1E)	1959
Quinella	(2Q)	1958
Trifecta	(1TRI)	1979
Daily Double	(1DD)	1957
Superfecta	(.10SF)	1979.1
PK 3	(1PK3)	1977
PK 4	(1PK4)	1978

- Race 1: 1DD, .10 SF, 1E, 1 TRI,
 Race 2: .10 SF, 1E, 1 TRI, 1PK 4
 Race 3: .10 SF, 1E, 1 TRI, 1PK3
 Race 4: .10 SF, 1E, 1 TRI, 1PK3
 Race 5: .10 SF, 1E, 1 TRI, 1PK3
 Race 6: .10 SF, 1E, 1 TRI, 1PK4 or 1PK3
 Race 7: .10 SF, 1E, 1 TRI, 1PK4 or 1PK3
 Race 8: .10 SF, 1E, 1 TRI, 1PK4 or 1PK3
 Race 9: .10 SF, 1E, 1 TRI, 1PK4 or 1PK3
 Race 10: .10 SF, 1E, 1 TRI, 1PK4 or 1PK3
 Race 11: .10 SF, 1E, 1 TRI, 1PK4 or 1PK3
 Race 12: .10 SF, 1E, 1 TRI, 1PK4 or 1PK3
 Race 13: .10 SF, 1E, 1 TRI, 1 PK3 on 15 race card
 Race 14: .10 SF, 1E, 1 TRI, 1DD on 15 race card
 Race 15: .10 SF, 1E, 1 TRI,

- B. Maximum carryover pool to be allowed to accumulate before its distribution OR the date(s) designated for distribution of the carryover pool: June 16, 2012
- C. List any options requested with regard to exotic wagering: We respectfully request the authority to offer Pik 3 and Pik 4 wagers on different races dependent upon the number of races carded for each night. We will only offer a maximum of three Pik 4 wagers on any racing night. We will offer an early (Races 1 and 2) Daily Double and a late Daily Double on the last two races of any card.
- D. Will "advance" or "early bird" wagering be offered? Yes No
 If yes, when will such wagering begin: 10:00 AM

- E. Type(s) of pari-mutuel or totalizator equipment to be used by the association and the simulcast organization, name of the person(s) supplying equipment, and expiration date of the service contract: Statewide California Service Contract, Sportech, Expiration- September 2012

8. ADVANCE DEPOSIT WAGERING (ADW)

- A. Identify the ADW provider(s) to be used by the association for this race meeting: XPressBet, Twin Spires, and TVG

9. SIMULCAST WAGERING PROGRAM

- A. Simulcast organization engaged by the association to conduct simulcast wagering:
Scotwinc
- B. Attach the agreement between the association and simulcast organization permitting the organization to use the association's live audiovisual signal for wagering purposes and providing access to its totalizator for the purpose of combining on-track and off-track pari-mutuel pools.
On file with the CHRB
- C. California simulcast facilities the association proposes to offer its live audiovisual signal:
All CHRB licensed California simulcast wagering facilities, card rooms, Indian Gaming establishments, mini satellites, and racetracks.
- D. Out-of-state wagering systems the association proposes to offer its live audiovisual signal:
Attached
- E. Out-of-state wagering systems that will combine their pari-mutuel pools with those of the association:
Attached
- F. For THOROUGHBRED racing associations, list the host track from which the association proposes to import out-of-state and/or out-of-country thoroughbred races. Include the dates imported races will be held, and whether or not a full card will be accepted. If the full card will not be imported, state "selected feature and/or stakes races":

NOTICE TO APPLICANT: B&P Code Section 19596.2(a) stipulates that on days when live thoroughbred or fair racing is being conducted in the state, the number of thoroughbred races which may be imported by an association or fair during the calendar period the association or fair is conducting its racing meeting cannot exceed a combined daily total of 23 imported thoroughbred races statewide. The limitation of 23 imported thoroughbred races per day statewide does not apply to those races specified in B&P Code Section 19596.2(a)(1), (2), (3) and (4).

THOROUGHBRED SIMULCAST RACES TO BE IMPORTED

Name of Host Track	Race Dates	Full Card or Selected Feature and/or Stakes Races
--------------------	------------	---

- G. For QUARTER HORSE racing associations, list the host track from which the association proposes to import out-of-state and/or out-of-country quarter horse races. Include the dates imported races will be held, and whether or not a full card will be accepted. If the full card will not be imported, state "selected feature and/or stakes races":
- H. For STANDARD BRED racing associations, list the host tracks from which the association proposes to import out-of-state and/or out-of-country harness races. Include the dates imported races will be held, and whether or not a full card will be accepted. If the full card will not be imported, state "selected feature and/or stakes races":

HARNESS SIMULCAST RACES TO BE IMPORTED

<u>Name of Host Track</u>	<u>Race Dates</u>	<u>Full Card or Selected Feature and/or Stakes Races</u>
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Balmoral Park	TBD	Selected Feature
The Meadowlands	TBD	Selected Feature and Full Card on specific days allowed by statute
Mohawk Raceway	TBD	Selected Feature

ITEM 9E

Cal Expo Harness Meet- Winter/Spring 2012OUT OF STATE SIMULCAST WAGERING LOCATIONS THAT WILL COMBINE THEIR
POOLS WITH CAL EXPO.

American Tab, Oregon
 Atlantic City, New Jersey
 Balmoral Park, Illinois
 Capitol District OTB, New York
 Catskill Region OTB, New York
 Connecticut OTB, Connecticut
 Dairyland Greyhound, Wisconsin
 Downs at Albuquerque, New Mexico
 ExpressBet, California
 Euro Off Track, NA
 European Wagering Services, LTD. Oregon
 Fire Lake Casino, Oklahoma
 Foxwoods Casino, Connecticut
 Fraser Downs, BC, CAN
 Freehold Raceway, New Jersey
 Harrington Raceway, Delaware
 Hastings Park, BC, CAN
 Hawthorne Racecourse, Illinois
 Hazel Park, Indiana
 Hippodrome de Montreal, QUE, CAN
 Hoosier Park, Indiana
 Illinois OTB, Illinois
 Indianapolis Downs, Indiana
 International Racing Group, Curacao
 Ladbrokes at Meadows, Pennsylvania
 Las Vegas Dissemination, Nevada
 Les Bois Park, Idaho
 Lone Star Park, Texas
 Maywood Park, Illinois
 Meadowlands Race Track, New Jersey
 Mesquaki Casino, Iowa
 Mohawk Racetrack, ONT, CAN
 Nassau Region OTB, New York
 Nevada Pari-mutuel Association, Nevada

New Jersey Casinos, New Jersey
 Northfield Park, Ohio
 Northlands Park, BC, CAN
 Northville Downs, Michigan
 Ocean Downs, Maryland
 Penn National Gaming, Pennsylvania
 Philadelphia Park, Pennsylvania
 Plainridge Racecourse, Massachusetts
 Pompano Park, Florida
 Racing Channel, Oregon
 Raceway Park, Ohio
 Racing & Gaming Services, St. Kitts
 Sam Houston Park, Texas
 Saratoga Harness, New York
 Scioto Downs, Ohio
 Southland Greyhound, Arkansas
 Sports Creek Raceway, Michigan
 Suffolk Downs, MA
 Suffolk Regional OTB, New York
 Sunland Park, New Mexico
 Television Games Network (TVG)
 Thistledown, Ohio
 The Downs at Albuquerque, New Mexico
 The Red Mile, Kentucky
 Tri-State Greyhound, WV
 TwinSpires.com
 Western Fair, ONT, CAN
 Western Region OTB, New York
 Windsor Raceway, ONT, CAN
 Woodbine Entertainment. Group, ONT, CAN
 XPressBet. com
 Yonkers Raceway, New York

Schedule V
2012 Cal Expo Harness

OUT OF STATE SIMULCAST WAGERING LOCATIONS

American Tab, Oregon	New Jersey Casinos, New Jersey
Atlantic City, New Jersey	New York City OTB, New York
Balmoral Park, Illinois	Northfield Park, Ohio
Capitol District OTB, New York	Northlands Park, BC, CAN
Catskill Region OTB, New York	Northville Downs, Michigan
Connecticut OTB, Connecticut	Ocean Downs, Maryland
Diaryland Greyhound, Wisconsin	Penn National Gaming, Pennsylvania
Downs at Albuquerque, New Mexico	Philadelphia Park, Pennsylvania
ExpressBet, California	Plainridge Racecourse, Massachusetts
Euro Off Track, NA	Pompano Park, Florida
European Wagering Services, LTD. Oregon	Racing Channel, Oregon
Fire Lake Casino, Oklahoma	Raceway Park, Ohio
Foxwoods Casino, Connecticut	Racing & Gaming Services, St. Kitts
Fraser Downs, BC, CAN	Rosecroft Raceway, Maryland
Freehold Raceway, New Jersey	Sam Houston Park, Texas
Harrington Raceway, Delaware	Saratoga Harness, New York
Hastings Park, BC, CAN	Scioto Downs, Ohio
Hawthorne Racecourse, Illinois	Southland Greyhound, Arkansas
Hazel Park, Indiana	Sports Creek Raceway, Michigan
Hippodrome de Montreal, QUE, CAN	Suffolk Downs, MA
Hoosier Park, Indiana	Suffolk Regional OTB, New York
Illinois OTB, Illinois	Sunland Park, New Mexico
Indianapolis Downs, Indiana	Television Games Network (TVG)
International Racing Group, Curacao	Thistledown, Ohio
Ladbrokes at Meadows, Pennsylvania	The Downs at Albuquerque, New Mexico
Las Vegas Dissemination, Nevada	The Red Mile, Kentucky
Les Bois Park, Idaho	Tri-State Greyhound, WV
Lone Star Park, Texas	TwinSpires.com
Maywood Park, Illinois	Western Fair, ONT, CAN
Meadowlands Race Track, New Jersey	Western Region OTB, New York
Mesquaki Casino, Iowa	Windsor Raceway, ONT, CAN
Mohawk Racetrack, ONT, CAN	Woodbine Entertainment. Group, ONT, CAN
Nassau Region OTB, New York	Yonkers Raceway, New York
Nevada Pari-mutuel Association, Nevada	XPressBet.com

Northfield Park	TBD	Selected Feature
Pompano Park	TBD	Selected Feature
Maywood Park	TBD	Selected Feature
The Meadows	TBD	Selected Feature
Yonkers Raceway	TBD	Selected Feature
Pocono Downs	TBD	Selected Feature
Hoosier Park	TBD	Selected Feature
Harrington Raceway	TBD	Selected Feature
Woodbine Racecourse	TBD	Selected Feature

Name of Host Track Race Dates Full Card or Selected Feature and/or Stakes Races

- I. For ALL racing associations, list imported simulcast races the association plans to receive which use breeds other than the breed of the majority of horses racing at its live horse racing meeting. Include the name of the host track, the dates imported races will be held, and how many races will be imported:

OTHER BREED SIMULCAST RACES TO BE IMPORTED

Name of Host Track Breed of Horse Race Dates Number of Races to be Imported

- J. For ALL racing associations, if any out-of-state or out-of-country races will commence outside of the time constraints set forth in B&P Code Sections 19596.2 and 19596.3, attach a copy showing the agreement by the appropriate racing association(s).

NOTICE TO APPLICANT: All interstate wagering to be conducted by an association is subject to the provisions of Title 15, United States Codes, which require specific written approval of the CHRB and of the racing commission having jurisdiction in the out-of-state venue. All international wagering to be conducted by an association is subject to the provision of B&P Code Sections 19596, 19596.1, 19596.2, 19596.3, 19601, 19602, and 19616.1, and will require specific written approval of the CHRB.

Every association shall pay over to the simulcast organization within 3 calendar days following the closing of wagering for any day or night racing program, or upon receipt of the proceeds, such amounts that are retained from off-track simulcast wagering, interstate and out-of-state wagering, and which are obligated by statute for guest commissions, simulcast operator's expenses and promotions, equine research, local government in-lieu taxes, and stabling and vanning deductions. Every association shall pay to its Paymaster of Purses' account within 3 calendar days following the closing of wagering for each day or night racing program, or upon receipt of the proceeds, such amounts that are retained or obligated from off-track simulcast wagering, interstate and out-of-state wagering for purses, breeders' awards or other benefits to horsemen. (See Notice to Applicant, Section 5.)

10. CHARITY RACING DAYS

- A. Name and address of the distributing agent (charity foundation) for the net proceeds from charity racing days held by the association: Friends of the California State Fair, 1600 Exposition Blvd., Sacramento, CA 95815
- B. Names and addresses of the trustees or directors of the distributing agent:
 Friends of the California State Fair
 1600 Exposition Blvd.
 Sacramento, CA 95815

Mark Kramer	President
Anne Jones	Vice President

Dan Arriola	Treasurer
Pam Howard	Secretary
Harry Moos	Executive Director
Mike Evans	Trustee
Joyce Evans	Trustee
Carla Knee	Trustee
Linda Lopez	Trustee
Sue McKeever	Trustee
William Lopez	Trustee
Glenn McKeever	Trustee

- C. Dates the association will conduct races as charity racing days OR:
- D. Will the association pay the distributing agent an amount equal to the maximum required under B&P Code Section 19550(b)? Yes

NOTICE TO APPLICANT: Net proceeds from charity racing days shall be paid to the designated and approved distributing agent within 180 days following the conclusion of the association's race meeting in accordance with the provisions of B&P Code Section 19555. Thereafter, the distributing agent shall distribute not less than 90% of the aggregate proceeds from such charity racing days within 12 calendar months after the last day of the meeting during which the charity racing days were conducted and shall distribute the remaining funds as soon thereafter as is practicable. At least 20% of the distribution shall be made to charities associated with the horse racing industry in accordance with the provisions of B&P Code Section 19556(b).

11. RACING OFFICIALS, OFFICIALS, AND OFFICIATING EQUIPMENT

- A. Racing officials nominated:

Association Veterinarian(s)-	Dr. Henry Cook
Clerk of Scales-	N/A
Clerk of the Course-	Patricia Peterson
Horse Identifier-	Carl Sobey
Horseshoe Inspector-	John Walker
Paddock Judge-	Walter Petersen
Patrol Judge-	Bill Vallandingham
Placing Judge-	Kathy Poor
Starter-	Bill Vallandingham
Timer-	Kathy Poor

- B. Management officials in the racing department:

Director of Racing-	David Elliott
Racing Supervisor-	Kate Phariss
Racing Secretary-	Fred Kuebler
Assistant Racing Secretary-	Brent Bridges
Paymaster of Purses-	Donna Newman
Others (identify by name and title)	

- C. Name, address and telephone number of the reporter employed to record and prepare transcripts of hearings conducted by the stewards:

Wendy Frazier Reporting, 13136 Ivey Rd., Herald, CA 95638 916-956-3914
- D. Photographic device to be used for photographing the finish of all races, name of the person supplying the service, and expiration date of the service contract:

Plusmic Corp USA, CDV-210 System-Bill O'Brien- Contract expiration July 22, 2012
- E. Photo patrol video equipment to be used to record all races, name of the person supplying the service,

and expiration date of the service contract. Specify the number and location of cameras for dirt and turf tracks.

Pegasus Communications- Jim Porep, President Contract expiration July 22, 2012

Cameras (6)- Upper Pan, Lower Pan, 1/8 Pole Tower Head-On, 5/8 Pole Tower Head-On, Paddock, Winners Circle/Finish Line Ground Level

- F. Type of electronic timing device to be used for the timing of all races, name of the person supplying the service, and expiration date of the service contract:

Automatic electronic timer owned and maintained by Pegasus Communications. Contract expires July 22, 2012.

12. SECURITY CONTROLS

- A. Name and title of the person responsible for security controls on the premises. Include an organizational chart of the security department and a list of the names of security personnel and contact telephone numbers. Chief Robert Craft, 916-263-3000/3120, Organizational chart attached.

- B. Estimated number of security guards, gatemen, patrolmen or others to be engaged in security tasks on a regular full-time basis: 18

1. Attach a written plan for enhanced security for graded stakes races, and races of \$100,000 or more, to include the number of security guards in the restricted areas during a 24-hour period and a plan for detention barns. N/A

2. Detention Barns:

A. Attach a plan for use of graded stakes or overnight races.

B. Number of security guards in the detention barn area during a 24-hour period.

C. Describe number and location of surveillance cameras in detention barn area.

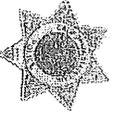
Detention Barn-

The Cal Expo detention barn is a fully secured 20 Stall barn located adjacent to the Test Barn at the south end of the Cal Expo Barn area.

The detention barn will be used in the following events:

1. The stewards request that any trainer's horses in to go be held in the detention barn
2. The association upon receiving findings of TCO2 levels of 37 millimoles per liter of plasma or more, shall require all horses in to go trained by the offending trainer to be housed in the detention barn for a period of not less than 8 hours prior to post time of each horse.
3. All California Sires Stakes horses shall be housed in the detention barn from 12:00 Noon until the designated time the horses are required to report to the paddock.
4. Any horses who exhibit a significant reversal of form from week to week may be required to be housed in the Detention Barn from 12:00 Noon until the designated time the horse is required to report to the paddock.

The detention barn will have one security officer assigned whenever the detention barn is being utilized. The security officer will be on duty before any horse arrives to serve detention and will not be relieved from duty until all horses have left the detention barn.

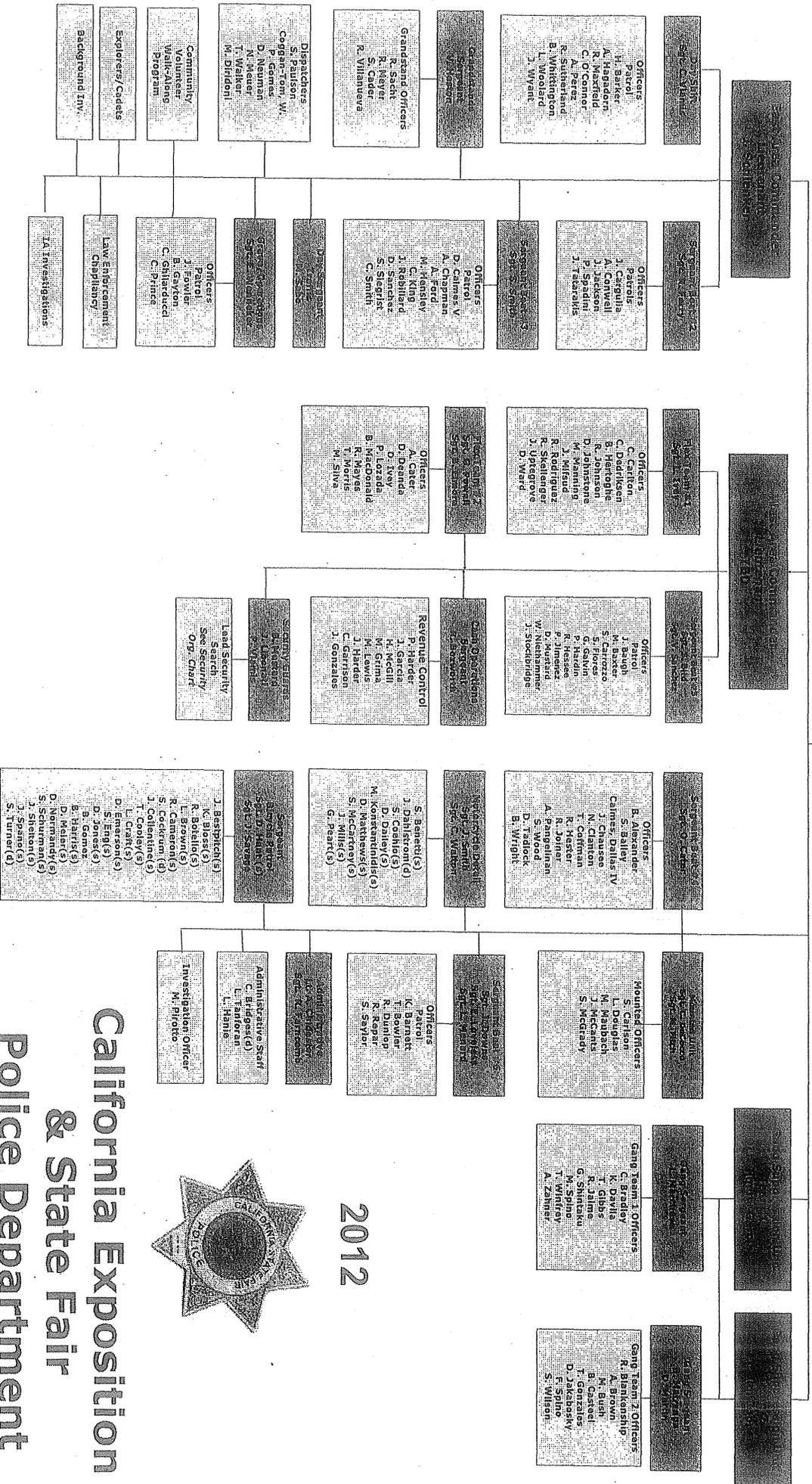
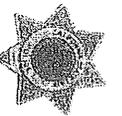


General Manager
Norb Bartosik

Deputy General Manager
Brian May

Robert L. Craft
Chief of Police

Cathy Purcell
Staff Services Analyst



2012



California Exposition
& State Fair
Police Department

There will be a surveillance camera installed at the entrance/exit of the detention barn. The monitor will be placed in the guard shack adjacent to the entrance of the detention barn.

3. TCO2 Testing: Soda Barn

The "Soda" Barn consists of 10 stalls in a secured area on the backside of the "Test" barn.

A. Number of races to be tested, and the number of horses entered in each race to be tested.

Pre Race- Random blood draws will occur for pre race blood testing that will be sent to UC Davis.

Post Race- The winner of each race plus seven random selections from each program, as directed by the CHRB Stewards will have blood drawn and sent to UC Davis for testing.

B. Plan for enhanced surveillance for trainers with high-test results.

Any TCO2 positive tests will result in the sanctions and penalties outlined by the CHRB.

Any horse whose TCO2 levels are in excess of permitted levels mandated by the CHRB shall, in addition, be subject to race out of the detention barn for every start the horse makes for 3 starts after the post race positive result. The trainer of record shall have \$200 deducted from their paymaster account for each of the 3 starts the horse races out of the detention barn. All horses must report to and be located in the detention barn by 12:00 Noon each racing day they are assigned..

C. Plan for detention barns for repeat offenders.

If a trainer receives multiple, more than one, high TCO2 test results, all horses in to go that are listed under the care of that trainer shall all serve time in the detention barn for 30 days from 12:00 Noon until the time that horse is scheduled to report to the paddock.

D. Number of security personnel assigned to the TCO2 program.

There are 10 Gateman positions that can be assigned to the TCO2 program with no more than 2 gatemen serving at one time in the detention barn.

C. Describe the electronic security system:

1. Location and number of video surveillance cameras for the detention barn and stable gate.

One surveillance camera and monitor will be located at both the detention barn and Gate 12 Security gate.

D. For night racing associations. Describe emergency lighting system:

Generator lights are placed in strategic locations around the racetrack and the starting gate lights will be used for the safe exit of all racing participants should a power outage occur.

13. EMERGENCY SERVICES

A. Name, address and emergency telephone number of the ambulance service to be used during workouts and the running of the races:

American Medical Response, 1779 Tribute Rd., Sacramento, CA 95815 916-563-0600

B. Name, address and emergency telephone number of the ambulance service to be used during workouts at auxiliary sites: N/A

C. Describe the on-track first aid facility, including equipment and medical staffing:

Mobile on track first aid facility staffed by two Emergency Medical Technicians and/or Paramedics

D. Name and emergency telephone number of the licensed physician on duty during the race meeting:

(If quarter horse racing association see D(1): N/A

1. Name address and emergency telephone number of hospital located within 1.5 miles of the racetrack, which whom an agreement is in place to provide emergency medical services: N/A

E. Name, address and emergency telephone number of the hospital to be used for admittance and treatment of emergency injuries in the event of an on-track injury to a jockey/driver:

UC Davis Medical Trauma Center-
 2730 Stockton Blvd., Sacramento
 Specializing as a Level 1 Trauma Center
 916-734-2011
 3 Miles

Kaiser Permanente Hospital
 2025 Morse Ave
 Sacramento, CA
 Specializing in orthopedic and cardiac
 treatment 916-973-6600
 2 miles

Sutter Memorial Hospital-
 5151 F Street, Sacramento
 Specializing in cardiac treatment
 916-733-1000
 1 ½ miles

Mercy General Hospital
 4001 J. Street, Sacramento
 Specializing in cardiac treatment
 916-453-4428
 1 ½ miles

F. Attach, in English and Spanish, the emergency medical plan procedures that will be posted in each jockey's room to be used in the event of an on-track injury to a jockey/driver: Attached

G. Name of health and safety manager and assistant manager responsible for compliance of health and safety provisions pursuant to B& P Code 19481.3(d): David Elliott, Kate Phariss

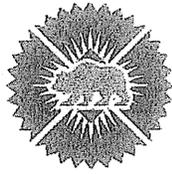
H. Attach a fire clearance from the fire authority having jurisdiction over the premises. Meeting scheduled with State Fire Marshall's office for the week of November 7, 2011. Cal Expo is confident the inspection and clearance can be completed by November 17, 2011.

I. Name of the workers' compensation insurance carrier for the association and the number of the insurance policy (if self-insured, provide details): Self insured through California Fairs Services Authority, certificate on file with CHRB.

J. Attach a Certificate of Insurance for workers' compensation coverage. The CHRB is to be named as a certificate holder and given not less than 10 days' notice of any cancellation or termination of insurance that secures the liability of the association for payment of workers' compensation.

On file

NOTICE TO APPLICANT: Every licensee conducting a horse racing meeting shall pursuant to B&P Code 19481.3 maintain, staff, and supply an on-track first aid facility, that may be either permanent or mobile, and which shall be staffed and equipped as directed by the board. A qualified and licensed physician shall be on duty at all times during live racing, except that this provision shall not apply to any quarter horse racing at the racetrack if there is a hospital situated no more than 1.5 miles from the racetrack and the racetrack has an agreement with the hospital to provide emergency medical services to jockeys and riders. An ambulance licensed to operate on public highways provided by the track shall be available at all times during live racing and shall be staffed by two emergency medical technicians licensed in accordance with Division 2.5 (commencing with Section 1797) of the Health and Safety Code, one of whom may be an Emergency Medical Technician Paramedic, as defined in Section 1797.84 of the Health and Safety Code. (b) Each racing association and racing fair shall adopt and maintain an emergency medical plan detailing the procedures that shall be used in the event of an on-track injury. The plan shall be posted in each jockey room in English and Spanish. (c) Prior to every race meeting, the racing association or racing fair shall contact area hospitals to coordinate procedures for the rapid admittance and treatment of emergency injuries. (d) Each racing association or racing fair shall designate a health and safety manager and assistant manager, who shall be responsible for compliance with the provisions of this section and one of whom shall be on duty at all times when live racing is conducted. The health and safety manager may, at the discretion of the racing association, be the person designated to perform risk management duties on behalf of the association.



CALEXPO

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HORSE RACING

EMERGENCY MEDICAL PROCEDURES Winter/Spring 2012

FOR ON TRACK INJURY TO DRIVERS

"FIRST RESPONSE"

- In the event of an accident, the Starter; Outrider, and/or Ambulance shall respond immediately
- The American Medical Response Ambulance will stop on the track and assess the driver's(s) need.
- The attending medical professionals shall be equipped with advanced cardiac life support (ACLS) and other necessary acute medical treatment equipment and supplies.
- An "on site evaluation" of injuries to the driver(s) shall be made.

"ON SITE EVALUATION"

- Based on the Emergency Medical Response (EMT) team on the American Medical Response Ambulance, an on site evaluation of injuries and a decision shall be made to either treat the injured driver(s) on site or to request emergency medical transport for off site treatment at a hospital trauma center.
- If on site treatment is deemed sufficient, the American Medical Response shall treat the injured drivers(s); or,
- If off site treatment is deemed necessary, a back up ambulance from American Medical Response will be summoned to either take over the duties at the track or transport the injured party to the appropriate medical center.

"INJURY TREATMENT"

- If the injured driver(s) is treated by the EMT on the American Medical Response Ambulance, they will be the primary care provider.
- If a back up ambulance is requested, the injured driver(s) shall be transported to the local appropriate medical facility.

This notice shall be posted in a conspicuous and highly visible location in the driver's room



PRECUDIOS DE EMERGENCIA PARA MANEJADORES/ 2012

"PRIMERA RESPUESTA"

- En caso de un accidente, respondera la ambulancia, el poniador, o, el carrode comensar.
- La Ambulancia respondera par aver lo necesario.
- La Ambulancia tiene el equipo necesario para accidentes.
- Se hara una evaluacion de acuerdo al accidente.

"EVALUACION AL INSTANTE"

- Basandose al (EMT) Emergencia Medica Responsable. Que es la ambulancia. Ellos Aran Una evaluacion al instante. Para ver si se puede tartar al momento o ser transportado, al hospital.

"ATENCION AL ACSIDENTADO"

- El acidentado sera tratado de inmediato por (EMT).
- Sies demaciado grabe el accidente sera transportado por ambulancia al hospital.

En caso de algun corredor acidentado se hara un reporte complete por los encargados del tracke.



April 15, 2011

To: California Horse Racing Board
1010 Hurley Way, Suite 300
Sacramento, CA 95825

Re: California Exposition & State Fair
1600 Exposition Blvd.
Sacramento, CA 95815

Please be advised that the California Exposition & State Fair is a member of the California Fair Services Authority (CFSA), and participates in the following self-insurance and loss pooling programs which are administered by CFSA:

I. COMPREHENSIVE GENERAL LIABILITY PROGRAM

- A. Primary Coverage \$750,000 self-insured retention California Fair Services Authority
Coverage continuous until cancelled
- B. Excess Coverage \$9,250,000 in excess of \$750,000
Coverage provided by Allied World Assurance Company
Term: 01/01/2011 to 01/01/2012

II. WORKERS' COMPENSATION AND EMPLOYERS' LIABILITY

- A. Primary Coverage \$500,000 self-insured retention California Fair Services Authority
Coverage continuous until cancelled
- B. Excess Coverage (a) Workers' Compensation: Statutory Limit in excess of \$500,000
(b) Employers' Liability: \$4,500,000 in excess of \$500,000
Coverage provided by CSAC Excess Insurance Authority
Term: 07/01/2010 to 07/01/2012

CFSA represents to the California Horse Racing Board that within the above limits, terms and provisions of the coverage stated, to the extent provided by law, CFSA will provide defense, payment, and indemnification on loss funding in accordance with the terms of the contractual assumption of the California Exposition & State Fair as set forth in the California Horse Racing Board's "Insurance Requirements".

You will be given at least thirty (30) days notice of any change in the foregoing information. We trust that this commitment will satisfy your insurance requirements.

Please feel free to contact this office on all matters including possible claims.

Sincerely,

Lianne Lewellen
Risk Analyst

14. CONCESSIONAIRES AND SERVICE CONTRACTORS

Names and addresses of all persons to whom a concession or service contract has been given, **other than those already identified**, and the goods and/or services to be provided by each: No changes

15. ON-TRACK ATTENDANCE/FAN DEVELOPMENT

A. Describe any promotional plans:

- * Free Admission- General and Clubhouse
- * Free Parking- General and Preferred
- * \$3 Thursdays- Food Special for \$3 with happy hour from 6:00 to 8:30 PM
- * \$2 Fridays- Food Special for \$2 with happy hour from 6:00 to 8:30 PM
- * \$1 Saturdays- \$1 Hot Dogs, Beer, and Soda and additional dinner special in Clubhouse
- * 15% takeout on Pick 4 wagers on Thursday and Saturday nights
- * Guaranteed Pick 4 Pool of \$10,000 on Thursday and Saturday nights
- * Handicapping Contests on and off track
- * Pick 4 winners rewards program for successful wagers made on track and at TwinSpires.com
- * Starting Gate ride giveaways
- * "Wind Tunnel of Cash" giveaways
- * Continuance of TVG/Cal Expo Thursday night Late Pick 4 promotion (in negotiations)

B. Number of hosts and hostesses employed for meeting: 3

C. Describe facilities set aside for new fans: Information booth and kiosk

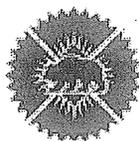
D. Describe any improvements to the physical facility in advance of the meeting that directly benefit:

1. Refurbishment of 3 barns- \$115,000 Barns A, B, and C
2. New Tote Board Face/refurbishment/and signage
3. New Tote Board LED Electronics provided by Sportech
4. New Infield Video Board (Sportech) displaying the video feed, Odds, Will Pays and other tote info.
5. New Finish Line Poles
6. New Paddock Tent
7. New Racetrack Chute Camera location for filming warm ups
8. New speakers for public address system
9. Relamp of all racetrack light fixtures (Approximately 400)
10. New State Vet office in Vet Barn completed
11. New TV monitors purchased and installed (55", 27", and 13" flat screens)

16. SCHEDULE OF CHARGES

A. Proposed charges, note any changes from the previous year:

- Admission (general)- \$0
- Admission (clubhouse)- \$0
- Reserved seating (general)- N/A



CAL EXPO

CHRB License Application
California Exposition & State Fair (Harness)
December 26, 2011 through June 16, 2012

Item 15 Addendum

As an addendum to the information provided in item 15, we offer the following information.

- Cal Expo will continue to offer free admission and free parking after 4:30 for any evening racing program including night racing from Hollywood Park and Los Alamitos. The clubhouse is open on Friday and Saturday nights and admission is always free.
- The weekly food and drink specials will continue to be offered on each racing night.
- We will offer a 15% Takeout on all Pick 4 races (2 per racing night) and we will continue to offer the \$10,000 Late Pick 4 Guarantee on Thursdays and Saturday nights. We will soon be offering a \$10,000 Late Pick 4 Guarantee on Friday nights.
- Our promotional partners for the Late Pick 4 are:

Thursday - TVG televises our Late Pick 4 races on their network on Thursday nights. We are also partners with the United States Trotting Association Strategic Wagering Initiative for the Late Pick 4 Guaranteed amount of \$10,000. We are hopeful this guaranteed amount can be increased.

Friday- The United States Trotting Association Strategic Wagering Committee has offered a partnership for the Friday night Late Pick 4 guaranteed amount of \$10,000. This partnership should take effect on November 11, 2011.

Saturday- Cal Expo and TwinSpires have a continued partnership for the Late Pick 4 on Saturday nights. This rewards program, which in essence creates a net takeout of 0% for winning Pick 4 wagers made on track at Cal Expo or through TwinSpires.com., has been in effect since November 27, 2010 and has proven to be successful.

- We will continue to actively pursue and increase the number of group sales events which includes dinner, drinks, winners circle presentation with winning connections, starting gate rides, group winner's circle photo, and name recognition on the infield video board and public address system.
- We will continue to send weekly email blasts which provide updated information about Cal Expo Racing and events.
- We will continue to offer free racing programs via our website.
- We will continue to offer entries, results, stories, and live video on our website.
- Our website will be undergoing a revamp without going dark in the coming months. The process will include the integration to the main corporate Cal Expo website.

- Reserved seating (clubhouse)- N/A
- Parking (general)- \$0
- Parking (preferred)-\$0
- Parking (valet)-\$0
- Programs (on-track)- \$3.50
- (off-track)- \$4.00

- B. Describe any "Season Boxes" and "Turf Club Membership" fees:
None
- C. Describe any "package" plans such as combined parking, admission and program:
Group sales program including admission, parking, dinner, programs, winners circle photo, and starting gate ride varies in price from \$15.00 to \$30.00 per person dependent upon menu choice

17. JOCKEYS/DRIVERS' QUARTERS

- A. Check the applicable amenities available in the jockeys/drivers' quarters:

<input checked="" type="checkbox"/>	Corners (lockers and cubicles)	How many	<input style="width: 50px;" type="text" value="46"/>
<input checked="" type="checkbox"/>	Showers	<input checked="" type="checkbox"/>	Steam room, sauna or steam cabinets
<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>	Lounge area
<input type="checkbox"/>	Masseur	<input checked="" type="checkbox"/>	Food/beverage service
<input type="checkbox"/>		<input type="checkbox"/>	Certified platform scale
- B. Describe the quarters to be used for female jockeys/drivers:
Same type/separated quarters

18. BACKSTRETCH EMPLOYEE HOUSING

- A. Inspection of backstretch housing will be completed prior to the beginning of the race meet.
- B. Number of rooms used for housing on the backstretch of the racetrack: 104
- C. Number of restrooms available on the backstretch of the racetrack: 8
- D. Estimated ratio of restroom facilities to the number of backstretch personnel: 1/50

19. TRACK SAFETY

- A. Total distance of the racecourse - measured from the finish line counterclockwise (3' from the inner railing) back to the finish line: feet.
- B. Describe the type(s) of materials used for the inner and outer railings of the race course, the type of inner railing supports (i.e., metal gooseneck, wood 4" x 4" uprights, offset wood 4" x 4" supports, etc.), the coverings, if any, on the top of the inner railing, and the approximate height of the top of the inner railing from the level of the race course.

STAFF ANALYSIS
November 17, 2011

Issue: APPLICATION FOR LICENSE TO CONDUCT A HORSE RACING MEETING OF LOS ALAMITOS QUARTER HORSE RACING ASSOCIATION AT LOS ALAMITOS DECEMBER 30, 2011 THROUGH DECEMBER 23, 2012.

Los Alamitos Quarter Horse Racing Association (LAQHRA) filed its application to conduct a quarter horse racing meeting at Los Alamitos.

- December 30, 2012 through December 23, 2012, or 154 days, 3 days more than the 2011 allocated race dates. The association proposes to race a total of 1,400 races. The (estimated) average daily purse for the 2011 meet is \$107,864. The (estimated) average daily purse for this meet is \$106,503. The 2011 meet has not been completed.
- The race dates proposed are the dates the Board allocated.

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18	19	20	21	22	23	24
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December - 2012						
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30	31					

- Racing 3 nights per week, Friday through Sunday, except February 5, 2012. Seven to 15 live races per night and 8 to 16 simulcast races.
 - LAQHRA proposes to begin its Friday programs with simulcast races, while the Saturday and Sunday programs would be a blend of live and simulcast racing dependent on thoroughbred associations scheduling throughout the year.
- First live post 7:00 p.m. Friday and Saturday; 5:30 p.m. Sunday.
 - During Del Mar and Fairplex - Sunday first live post will be determined by the number of races run at those meets.
 - During Hollywood Park (HP) - Los Alamitos will conduct its races between HP races.
- Wagering program will use CHRB and ARCI rules.
 - Early wagering will start at 9:30 a.m. Friday, Saturday and Sunday.
- Advance Deposit Wagering (ADW) providers are TVG.

Pursuant to Business and Profession Code section 19604, specific provisions must be met before an ADW provider can accept wagers.

Summary of B&P code 19604

To accept wagers on races conducted in California from a resident of California.

- The ADW provider must be licensed by the Board.
- A written agreement allowing those wagers exists with the racing association or fair conducting the races on which the wagers are made.
- The agreement shall have been approved in writing by the horsemen's organization responsible for negotiating purse agreements for the breed on which the wagers are made.

To accept wagers on races conducted outside of California from a resident of California.

- The ADW provider must be licensed by the Board.
- There is a hub agreement between the ADW provider and one or both of (i) one or more racing associations or fairs that together conduct no fewer than five weeks of live racing on the breed on which wagering is conducted during the calendar year during which the wager is placed, and (ii) the horsemen's organization responsible for negotiating purse agreements for the breed on which wagering is conducted.

Documents received in compliance with Business and Professions code 19604:

- A copy of the license agreement between ODS Technologies, L.P. dba TVG Network and Los Alamitos Quarter Horse Racing Association has been provided to CHRB.
- Simulcasting conducted with out-of-state racing jurisdictions pursuant to Business and Professions Code Section 19602; and with authorized locations throughout California.
- Request that Juan Garcia is appointed horse identifier pursuant to CHRB Rule 1525.
- Track safety inspection has been requested and will be completed before the race meeting begins.
- Inspection of backstretch worker housing has been requested and will be completed before the race meeting begins.

Specific information which will need **updating** during the proposed race dates:

1. Fire Clearance (expires April 4, 2012).
2. Workers Compensation (expires January 1, 2012).

RECOMMENDATION:

If the application is considered for approval, staff recommends a contingent approval pending the submission of outstanding items.

Application is hereby made to the California Horse Racing Board (CHRB) for a license to conduct a horse racing meeting in accordance with the California Business and Professions (B&P) Code, Chapter 4, Division 8, Horse Racing Law, and the California Code of Regulations, Title 4, Division 4, CHRB Rules and Regulations.

1. APPLICANT ASSOCIATION

- A. Name, mailing address, telephone and fax numbers of association:
Los Alamitos Quarter Horse Racing Association
4961 Katella Ave.
Los Alamitos, CA 90720 714-820-2800 main 714-820-2820 fax
- B. Breed of horse: TB QH H
- C. Racetrack name: Los Alamitos Race Course
- D. Attach a certified check payable to the Treasurer of the State of California in the amount of \$10,000 as deposit for license fees pursuant to B&P Code Section 19490.

NOTICE TO APPLICANT: Application must be filed not later than 90 days before the scheduled start date for the proposed meeting pursuant to CHRB Rule 1433.

2. DATES OF MEETING

- A. Inclusive dates for the entire meeting: December 30, 2011 through December 23, 2012.
- B. Actual dates racing will be held:
December 30, 31, 2011 (2)
January 1, 6-8, 13-15, 20-22, 27-29 (13) July 1, 6-8, 13-15, 20-22, 27-29(13)
February 3-4, 10-12, 17-19, 24-26 (11) August 3-5, 10-12, 17-19, 24-26, 31 (13)
March 2-4, 9-11, 16-18, 23-25, 30, 31 (14) September 1-2, 7-9, 14-16, 21-23, 28-30 (14)
April 6-8, 13-15, 20-22, 27-29 (12) October 5-7, 12-14, 19-21, 26-28 (12)
May 4-6, 11-13, 18-20, 25-27 (12) November 2-4, 9-11, 16-18, 23-25, 30 (13)
June 1-3, 8-10, 15-17, 22-24, 29, 30 (14) December 1-2, 7-9, 14-16, 21-23 (11)
- C. Total number of days or nights of racing: 154
- D. Days or nights of the week races will be held:
 Wed - Sun Tues - Sat Other (specify) Friday through Sunday
- E. Number of days or nights of racing per week: 3 nights, except February 5, 2012.

3. RACING PROGRAM

- A. Total number of races: 1,400 live and 1,800 simulcast = 3,200

CHRB CERTIFICATION	
Application received: 10/3/11	Hearing date: 11/17/11
Deposit received: 10/3/11	Approved date:
Reviewed: <i>apw</i>	License number:

- B. Number of races for each day or night: 7-15 live, 8-16 incoming simulcast
- C. Total number of stakes races: 61
- D. Attach a listing of all stakes races and indicate the date to be run and the added money or guaranteed purse for each. Note the races that are designated for California-bred horses.
- E. Will provisions be made for owners and trainers to use their own registered colors?
 Yes No If no, what racing colors are to be used:
- F. List all post times for the daily racing program:

Race	Friday	Saturday	Sunday	Sunday-Del Mar/Fairplex
1	7:00	7:00	5:30	6:30
2	7:25	7:25	5:55	6:55
3	7:50	7:50	6:20	7:20
4	8:15	8:15	6:45	7:45
5	8:40	8:40	7:10	8:10
6	9:05	9:05	7:35	8:35
7	9:30	9:30	8:00	9:00
8	9:55	9:55	8:25	9:25
9	10:20	10:20	8:50	9:50
10	10:45	10:45	9:15	10:15
11	11:10	11:10	9:40	10:40
12		11:35	10:05	11:05
13		11:59	10:30	11:30
14			10:55	
15			11:20	

First live race Friday scheduled for 7:00pm, Saturday 7:00pm and Sunday 5:30pm.

EXCEPTIONS: During Del Mar and Fairplex meets our Sunday first live post will be determined by the number of races run at Del Mar or Fairplex. It is the intention of LAQHRA to conduct simulcast wagering on no more than eight to sixteen out of state races per racing program, and to adjust our post times to avoid "triple overlap" situations.

At present LAQHRA proposes to begin its Friday programs with simulcast races, while the Saturday and Sunday programs would be a blend of live and simulcast racing dependent on thoroughbred association scheduling throughout the year.

LAQHRA will attempt to schedule post times at least 10 minutes apart from any overlapping thoroughbred races conducted by California racing associations whenever possible.

Friday evenings when Hollywood Park is racing, LAQHRA will conduct its races between the Hollywood Park races until the conclusion of that program.

Incoming simulcast races will be scheduled before and during our live racing program.

NOTICE TO APPLICANT: Every licensee conducting a horse racing meeting shall each racing day provide for the running of at least one race limited to California-bred horses, to be known as the "California-bred race" pursuant to CHRB Rule 1813. For thoroughbred and quarter horse meetings, the total amount distributed for California-bred stakes races from the purse account, including overnight stakes, shall not be less than 10% of the total amount distributed for all stakes races pursuant to B&P Code Section 19568(b).

QUARTER HORSE
STAKES ADDED MONEY
2012

DATE	STAKES	Actual PURSES	Estimated PURSES	new	Difference
1/1/2012	Holiday Handicap		20,000		
1/8/2012	Charger Bar Handicap		100,000		
1/14/2012	Barbara B Handicap		20,000		
1/15/2012	Cypress Handicap		25,000		
2/18/2012	Winter Derby		100,000		
2/19/2012	Winter Championship		125,000		
2/25/2012	Denim N Diamonds		25,000		
2/26/2012	Maiden Stakes		30,000		
3/11/2012	Katella Handicap		25,000		
4/6/2012	Jim Smith		25,000		
4/7/2012	La Primera		35,000		
4/8/2012	El Primero		35,000		
4/22/2012	Kaweah Bar		25,000		
5/5/2012	Dillingham		20,000		
5/12/2012	La Pacifica		25,000		
5/13/2012	Miss Princess		35,000		
5/20/2012	Kindergarten		40,000		
6/3/2012	Bobby's Angel		20,000		
6/9/2012	Ivan Ashment		25,000		
6/16/2012	Claiming Futurity		25,000		
6/24/2012	Ed Burke Million Futurity		250,000		
6/24/2012	Ed Burke Juvenile		30,000		
6/30/2012	Vandy's Flash		25,000		
7/1/2012	Independence Day		25,000		
6/16/2012	Claiming Futurity		25,000		
7/8/2012	Vessels Maturity		125,000		
7/28/2012	Governors Cup Futurity		125,000		
7/28/2012	Governors Cup Derby		100,000		
7/28/2012	California Championship Night		-	(A)	
9/8/2012	Pat Hyland		25,000		
8/18/2012	Merial Distaff		7,500		
8/19/2012	B of A Challenge		15,000		
8/24/2012	Adequan Regional Challenge		7,500		
8/25/2012	Pfizer Challenge		5,000		
8/25/2012	John Deere Juvenile		7,500		
8/26/2012	Golden State Derby		50,000		
9/8/2012	Pat Hyland		25,000		
9/9/2012	Sgt Pepper Feature		25,000		
9/23/2012	Go Man Go		100,000		
9/30/2012	Mildred Vessels		150,000		
10/5/2012	PCQHRA Derby		50,000		
10/5/2012	Blaine Schvaneveldt		40,000		
10/5/2012	Kip Diderickson		17,000		
10/6/2012	PCQHRA Futurity		50,000		
10/12/2012	Autumn Handicap		35,000		
10/20/2012	Wild West Futurity		25,000		
10/28/2012	Boniface Invitational		150,000		
11/2/2012	Town Policy		25,000		
11/3/2012	Los Al Super Derby		250,000		
11/4/2012	Golden State Million Fut		100,000		
11/4/2012	Golden State Juvenile		30,000		
11/17/2012	Corona Chick		25,000		
11/18/2012	Las Damas		35,000		
11/24/2012	Z Wayne Griffin Trial		18,000		
12/14/2012	Paul B Ford Memorial		20,000		
12/15/2012	Champion of Champions		400,000		
12/16/2012	Los Al 2 Million Futurity		200,000		
12/16/2012	Los Al Juvenile Champ.		35,000		
12/21/2012	A Ransom		25,000		
12/22/2012	First Down Dash		35,000		
12/23/2012	So Cal Derby		35,000		

3,502,500

(A) Stakes funded by promotional funds not horsemen's purses

4. RACING ASSOCIATION

- A. Association is a: Corporation (complete subsection C)
 LLC (complete subsection D)
 Other (specify, and complete subsection E)

B. Complete the applicable subsection and attached Addendum, Background Information and Ownership. ON FILE

C. CORPORATION

1. Registered name of the corporation: Horsemen's Quarter Horse Racing Association
2. State where incorporated: California
3. Registry or file number for the corporation: 3019242
4. Names of all officers and directors, titles, and the number of shares of the corporation held by each:
 - Richard M. English Chairman
 - Cathy Monji President/Director
 - John Seibly Vice President/Director
 - G. Michael Lyon Secretary
 - Virginia Hyland Director Emeritus
 - Edward C. Allred Director
 - Daniel Castronova Director
 - R. D. Hubbard Director
 - Anthony Zidich Director
 - Fred Scane Director
5. Names (true names) of all persons, other than the officers and directors listed above, that hold 5% or more of the outstanding shares in the corporation and the number of shares held by each: QUARTER HORSE RACING, INC. 100%
6. Number of outstanding shares in the corporation: 0
7. Are the shares listed for public trading? Yes No
 If yes, on what exchange and how is the stock listed:
8. Name of the custodian of the list of shareholders and/or the transfer agent for the share holdings of the corporation: Wagner, Kirkman, and Blaine
9. If more than 50% of the shares are held by a parent corporation or are paired with any other corporation or entity, give the name of the parent and/or paired corporation or entity: QUARTER HORSE RACING, INC
10. Attach the most recent audited annual financial statement for the licensee, including balance sheet and profit and loss statement, and a copy of a report made during the preceding 12 months to shareholders in the corporation and/or the Securities and Exchange Commission and/or the California Corporations Commission. The licensee may submit the audited consolidated annual financial statements of its parent owner if the parent owner is a publicly traded company and guarantees the obligations of the licensee. On file

D. LLC

1. Registered name of the LLC:
2. State where articles of organization are filed:
3. Registry or file number for the LLC:

4. Names of all officers and directors, titles, and the number of shares of the LLC held by each:
5. Names (true names) of all members, other than the officers and directors listed above, that hold 5% or more of the outstanding shares in the LLC and the number of shares held by each:
6. Are the shares listed for public trading? Yes No
If yes, on what exchange and how is the stock listed:
7. If more than 50% of the shares are held by a parent corporation or are paired with any other corporation or entity, give the name of the parent and/or paired corporation or entity:
8. Attach the most recent audited annual financial statement for the licensee, including balance sheet and profit and loss statement, and a copy of a report made during the preceding 12 months to shareholders in the LLC and/or the Securities and Exchange Commission and/or the California Corporations Commission.

E. OTHER

1. Name(s) of partners/sole proprietor:
2. If a partnership, attach partnership agreement.

F. Management and Staff

1. Name and title of the managing officer and/or general manager of the association and the name and title of all department managers and staff, other than those listed in 10B, who will be listed in the official program:

Richard M. English	Chairman
Cathy Monji	President/Director
Robert Snyder	Controller
Michael Monji	Assistant General Manager
Frank Sherren	Plant Superintendent
Rick Castaneda	Director of Security
Howard Knuchell	Director of Operations
Robert DiGiovanni	Director of Mutuels
Ed Burgart	Track Announcer
Melodie Knuchell	Director Simulcasting/Nominations
Sherry Ray	Paymaster of Purses
Ken Walker	Director of Labor Relations

2. Name and title of the person(s) authorized to receive notices on behalf of the association and the mailing address of such person(s) if other than the mailing address of the association:
Cathy Monji, 4961 Katella Ave., Los Alamitos, CA 90720

5. PURSE PROGRAM

A. Purse distribution:

1. All races other than stakes:

Current meet estimate:	2012	\$11,600,000
Prior meet actual:	2011	\$11,305,568

Average Daily Purse (5A1 ÷ number of days):

Current meet estimate:	154	75,325
Prior meet estimate:	150	75,370

2. Overnight stakes:

Current meet estimate:	2012	N/A
Prior meet actual:	2011	N/A

Average Daily Purse (5A2 ÷ number of days):

Current meet estimate:	154	N/A
Prior meet estimate:	150	N/A

3. Non-overnight stakes:

Current meet estimate:	2012	\$ 3,502,500
Prior meet actual:	2011	\$ 3,525,025

Average Daily Purse (5A3 ÷ number of days):

Current meet estimate:	154	\$ 22,744
Prior meet estimate:	150	\$ 23,500

B. Stakes races:

1. Purse distribution for all stakes races:

Current meet estimate:	2012	\$ 3,502,500
Prior meet actual:	2011	\$ 3,525,025

Average Daily Purse (5B1 ÷ number of days):

Current meet estimate:	154	\$ 22,744
Prior meet estimate:	150	\$ 23,500

2. Percentage of the purse distribution for all stakes races that will be distributed for California-bred stakes races:

Current meet estimate:	2012	15%
Prior meet actual:	2011	15%

Average Daily Purse (5B2 ÷ number of days):

Current meet estimate:	154	N/A
Prior meet estimate:	150	N/A

- C. Funds to be generated for all California-bred incentive awards:
- | | | |
|------------------------|------|------------|
| Current meet estimate: | 2012 | \$ 820,000 |
| Prior meet actual: | 2011 | \$ 816,258 |
- D. Payment to each recognized horsemen's organization contracting with the association and the name(s) of the organization(s):

Recognized Horsemen's Organization

Current meet estimate:	2012	Prior meet actual:	2011
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Total	\$535,000	Total	\$532,756
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- E. Amount from all sources to be distributed in the form of purses or other benefits to horsemen (5A+5B+5C+5D):
- | | | |
|------------------------|------|--------------|
| Current meet estimate: | 2012 | \$16,457,500 |
| Prior meet actual: | 2011 | \$16,179,607 |

Average Daily Purse (5E ÷ number of days):

Current meet estimate:	154	\$ 106,866
Prior meet estimate:	150	\$ 107,864

- F. Purse funds to be generated from on-track handle and intrastate off-track handle:
- | | | |
|------------------------|------|--------------|
| Current meet estimate: | 2012 | \$13,350,000 |
| Prior meet actual: | 2011 | \$13,262,568 |

Average Daily Purse (5F ÷ number of days):

Current meet estimate:	154	\$ 86,688
Prior meet estimate:	150	\$ 88,417

- G. Purse funds to be generated from interstate handle:
- | | | |
|------------------------|------|--------------|
| Current meet estimate: | 2012 | \$ 1,750,000 |
| Prior meet actual: | 2011 | \$ 1,552,496 |

Average Daily Purse (5G ÷ number of days):

Current meet estimate:	154	\$ 11,364
Prior meet estimate:	150	\$ 10,350

- H. Bank and account number for the Paymaster of Purses' purse account:
Bank of the West Account #On File
- I. Name, address and telephone number of the pari-mutuel audit firm engaged for the meeting:
Robert Passero, 230 Old Ranch Rd., Seal Beach, CA 90740

NOTICE TO APPLICANT: All funds generated and retained from on-track pari-mutuel handle which are obligated by law for distribution in the form of purses, breeders' awards or other benefits to horsemen, **shall not** be deemed as income to the association; **shall not** be transferred to a parent corporation outside the State of California; and **shall**, within 3 calendar days following receipt, be deposited in a segregated and separate liability account in a depository approved by the CHRB and shall be at the disposition of the Paymaster of Purses, who shall pay or distribute such funds to the persons entitled thereto. All funds generated from off-track simulcast wagering, interstate wagering, and out-of-state wagering which are obligated by law for distribution in the form of purses and breeders' awards, shall also be deposited within 3 calendar days following receipt, into such liability account. In the event the association is obligated to the payment of purses prior to those obligated amounts being retained from pari-mutuel wagering for such purpose, or as a result of

overpayment of earned purses at the conclusion of the meeting, the association shall transfer from its own funds such amounts as are necessary for the Paymaster of Purses to distribute to the horse owners statutorily or contractually entitled thereto. The association is entitled to recover such transferred funds from the Paymaster of Purses' account; and if insufficient funds remain in the account at the conclusion of the meeting, the association is entitled to carry forward the deficit to its next succeeding meeting as provided by B&P Code Section 19615(c) or (d). In the event of **underpayment** of purses which results in a balance remaining in the Paymaster of Purses' account at the conclusion of the meeting after distribution of amounts due to horsemen and breeders and horsemen's organizations, the association may carry forward the surplus amount to its next succeeding meeting; provided, however, that the amount so retained does not exceed an amount equivalent to the average daily distribution of purses and breeders' awards during the meeting. All amounts in excess shall be distributed retroactively and proportionally in the form of purses and breeders' awards to the horse owners and breeders having earned purses or awards during the conduct of the meeting.

6. STABLE ACCOMMODATIONS

- A. Number of usable stalls available for racehorses at the track where the meeting is held: 1428, growing to 1575-1625.
- B. Minimum number of stalls believed necessary for the meeting: 1428
- C. Total number of usable stalls to be made available off-site at approved auxiliary stabling areas or approved training centers: 0
- D. Name and location of each off-site auxiliary stabling area and the number of stalls to be maintained at each site: N/A
- E. Attach each contract or agreement between the association and the person(s) furnishing off-site stabling accommodations for eligible racehorses that cannot be provided stabling on-site. N/A

Complete subsections F through H if the association will request reimbursement for off-site stabling as provided by B&P Code Sections 19607, 19607.1, 19607.2, and 19607.3; otherwise, skip to Section 7.

- F. Total number of usable stalls made available on-site for the 1986 meeting: N/A
- G. Estimated cost to provide off-site stalls for this meeting. Show cost per day per stall: N/A
- H. Estimated cost to provide vanning from off-site stalls for this meeting. Show fees to be paid for vanning per-horse: N/A

7. PARI-MUTUEL WAGERING PROGRAM

- A. Pursuant to B&P Code Section 19599, and with the approval of the CHRB, associations may elect to offer wagering programs using CHRB Pari-mutuel Rules, the Association of Racing Commissioners International (RCI) Uniform Rules of Racing, Chapter 9, Pari-mutuel Wagering, or a combination of both. Please complete the following schedule for the types of wagering other than WPS and the minimum wager amount for each:

Use DD for daily double, E for exacta (special quinella), PK3 for pick three, PK4 for select four, PNP for pick (n) pool, PPN for place pick (n), Q for quinella, SF for superfecta, TRI for trifecta, and US for unlimited sweepstakes (pick 9).

	TYPE OF WAGERS	APPLICABLE RULES
Example Race:	\$1 E; \$1 Double	CHRB #1959; RCI #VE
Race #1	\$1E, \$1DD, \$1PNP, \$1 TRI, \$1SF,\$1PPN	CHRB 1959, 1957, 1976.9, 1979, 1979.1,1976.8
Race #2	\$1E, \$1PK3, \$1TRI, \$1SF	CHRB 1959, 1977, 1979, 1979.1
Race #3	\$1E, \$1PK3, \$1TRI, \$1SF	CHRB 1959, 1977, 1979, 1979.1
Race #4	\$1E, \$1PK3, \$1TRI, \$1SF, \$1DD	CHRB 1959, 1977, 1979, 1979.1,1957
Race #5	\$1E, \$1PK3, \$1TRI, \$1SF, \$2PNP6,\$1DD	CHRB 1959, 1977, 1979, 1979.1, 1976.9, 1957
Race #6	\$1E, \$1PK3, \$1TRI, \$1SF	CHRB 1959, 1977, 1979, 1979.1
Race #7	\$1E, \$1PK3, \$1TRI, \$1SF	CHRB 1959, 1977, 1979, 1979.1
Race #8	\$1E, \$1PK3, \$1TRI, \$1SF	CHRB 1959, 1977, 1979, 1979.1
Race #9	\$1E, \$1PK3, \$1TRI, \$1SF	CHRB 1959, 1977, 1979, 1979.1
Race #10	\$1E, \$1PK3, \$1TRI, \$1SF	CHRB 1959, 1977, 1979, 1979.1
Race #11	\$1E, \$1PK3, \$1TRI, \$1SF	CHRB 1959, 1977, 1979, 1979.1
Race #12	\$1E, \$1PK3, \$1TRI, \$1SF	CHRB 1959, 1977, 1979, 1979.1
Race #13	\$1E, \$1PK3, \$1TRI, \$1SF	CHRB 1959, 1977, 1979, 1979.1
Race #14	\$1E, \$1TRI, \$1SF, \$1DD	CHRB 1959, 1979, 1979.1, 1957
Race #15	\$1E, \$1TRI, \$1SF	CHRB 1959, 1979, 1979.1,

1. Late daily double will always occur in the last two races of the race card.
2. If there are not enough horses carded in a race to offer a trifecta, we will offer a \$1 quinella, CHRB1958.
3. Late pick four will always be offered on the last four races of the race card, CHRB 1976.9.
4. Rolling pick three begins in the second race of each card and continues through the 3rd to last race of the card.
5. If a field should scratch down to 5 betting interests, LAQHRA requests administrative authority to cancel show wagering when necessary.
 - B. Maximum carryover pool to be allowed to accumulate before its distribution OR the date(s) designated for distribution of the carryover pool: December 23, 2012
 - C. List any options requested with regard to exotic wagering: N/A
 - D. Will "advance" or "early bird" wagering be offered? Yes No
If yes, when will such wagering begin:
Friday, Saturday, Sunday at 9:30am.
 - E. Type(s) of pari-mutuel or totalizator equipment to be used by the association and the simulcast organization, name of the person(s) supplying equipment, and expiration date of the service contract:
Scientific Racing Games, contact person: Terry McWilliams, contract expires 09/24/12
(with our option to extend for 5 one year periods.)

8. ADVANCE DEPOSIT WAGERING (ADW)

- A. Identify the ADW provider(s) to be used by the association for this race meeting:
TVG

9. SIMULCAST WAGERING PROGRAM

- A. Simulcast organization engaged by the association to conduct simulcast wagering:
Southern California Off-Track Wagering, Inc.
- B. Attach the agreement between the association and simulcast organization permitting the organization to use the association's live audiovisual signal for wagering purposes and providing access to its totalizator for the purpose of combining on-track and off-track pari-mutuel pools.
On file
- C. California simulcast facilities the association proposes to offer its live audiovisual signal:

Northern California

Alameda County Fair, Pleasanton
 The Jockey Club At San Mateo
 Big Fresno Fair, Fresno
 California State Fair \$ Expo, Sacramento
 Club One, Fresno
 Golden Gate Fields, Albany
 Kern County Fair, Bakersfield
 Monterey County Fair, Monterey
 San Joaquin County Fair, Stockton
 Santa Clara County Fair, San Jose
 Solano County Fair, Vallejo
 Sonoma County Fair, Santa Rosa
 Stanislaus County Fair, Turlock
 Tulare County Fair, Tulare

Southern California

Barona Casino, Lakeside
 San Bernardino County Fair, Victorville
 Fantasy Springs Casino, (Cabazon), Indio
 Del Mar Thoroughbred Club, Del Mar
 Hollywood Park, Inglewood
 Desert Expo Centre, Indio
 The Farmers Fair, Perris
 Antelope Valley Fair, Lancaster
 Santa Barbara County Fair, Santa Maria
 National Orange Show, San Bernardino
 Fairplex Park, Pomona
 Santa Anita, Arcadia
 Viejas Casino & Turf Club, Alpine
 Sycuan Gaming Center, El Cajon
 Ventura County Fair, Ventura
 Commerce Casino, City of Commerce
 OC Tavern, San Clemente

D. Out-of-state wagering systems the association proposes to offer its live audiovisual signal: Mexico (including Agua Caliente and related books, Juarez and related books, and Hipodromo de las Americas and related books); and those included in E.

E. Out-of-state wagering systems that will combine their pari-mutuel pools with those of the association: The Caribbean Basin (Las Caymanas Park and various books on St. Marten, Jamaica, Barbados, and Trinidad); Dominican Republic (Hipodromo V. Centenario); Canada (Assiniboia Downs, Barrie Downs, Cloverdale Raceway, Dawartja Downs, Elmira Raceway, Flamboro Downs, Kawartha Downs, Marquis Downs, Queensbury Downs, Rideau Carlton, Hippodromo l'Hippodrome de Montreal, Calgary Stampede, Hastings Park, Northland Park, Ontario Jockey Club, Stampede Park, Western Fair, Windsor Raceway, and others); Argentina (La Plata, San Ysidro, Palermo, and related books); Brazil (Jockey Club and related books); Columbia, (LosComuneros); Panama (Codere-PresidenteRemon); Sol Mutuel, Grenada, Uruguay (Maronas Racetrack); Venezuela (La Rinconada and related books); U.S. Virgin Islands (books); Puerto Rico (El Commandante), South Korea, South Africa.

America Tab-OR
 AmWest Entertainment-KY
 Arapahoe Park-CO
 Arima Race Club, Trinidad
 Arlington International Race Course-IL
 Atlantic City Casino Assn.-NJ
 Atlantis Paradise, LVDC
 Avatar Ventures, LVDC
 Balmoral Park-IL
 BetPad, OR
 Beulah Park-OH
 Birmingham Race Course-AL
 Blue Ribbon Downs-OK
 Buffalo Trotting Association-NY
 Calder Race Course-FL
 Capital Sports Pty-Australia
 Canterbury Park-MN
 Capital District OTB-NY
 Catskill Off-Track, NY
 Choctaw Racing Services, OK
 Churchill Downs-KY

Churchill Downs Sports Spectrum-KY
 Cities of Gold, LVDC
 Citizen Band Potawatomi Indian Tribe (LVDC)
 Colonial Downs-VA
 Columbus Races-NE
 Connecticut OTB-CT
 Corpus Christi Greyhound Track-TX
 Cypress Bayou Casino
 Dairyland Greyhound Park-WI
 Day At The Track,
 Delaware Park-DE
 Delta Downs-LA
 DGS Systems Corp, LVDC
 Dover Downs-DE
 Downs at Albuquerque-NM
 Downs at Santa Fe
 Ebet
 Ellis Park-KY
 Elite Turf Club, LVDC
 Emerald Downs, WA
 Eureka Downs, KS

Euro Off-Track, Isle of Man
 Evangeline Downs-LA
 Fair Grounds Racecourse-LA
 Fair Meadows, IA
 Fairmount Park-IL
 Finger Lakes Race Track-NY
 Firelake Entertainment(LVDC) OK
 Fonner Park-NE
 Foxwoods Casino (LVDC)-CT
 Freehold Raceway-NJ
 Garden State Park-NJ
 Geneva Lakes Kennel Club-WI
 Great Lakes Downs-MI
 Greentrack-AL
 Gulf Greyhound Park
 Gulfstream Park-FL
 Harrington Raceway & Simulcast Facility-DE
 Hawthorne Race Course-IL
 Hazel Park-MI
 Hialeah Park-FL
 Hinsdale Greyhound Park, NH
 Hipica De Panama-MIR
 Holiday Beach Hotel (LVDC)-NV
 Hoosier Park-IN
 Ida Racing, ID
 Indiana Downs, IN
 International All Sports, Australia
 International Racing Group, (IRG)
 Jackson Harness Raceway-MI
 Keeneland-KY
 Ladbroke at the Meadows-PA
 Lebanon Trotting Club-OH
 Lewiston OTB-ME
 Les Bois Park-ID
 Lien Games, ND
 Lodge At Belmont
 Lone Star Race Park-TX
 Louisiana Downs-LA
 Manor Downs-TX
 Maryland Jockey Club-MD
 Maywood Park-IL
 Meadowlands, NJ
 Megatote, LVDC
 Meskwaki Casino (LVDC)-NV
 Mobile Greyhound Park-AL
 Monmouth Park-NJ
 Montana Simulcast, MT
 Monticello Raceway-NY
 Mountaineer Park-WV
 Mt. Pleasant Meadows-MI
 Multnomah Greyhound Park-OR
 Nassau Downs OTB-NY
 Nebraska State Fair Park-NE
 New Jersey Sports & Exposition
 New Mexico State Fair-NM
 New York City Off-Track Betting-NY
 New York Racing Association-NY
 Northfield Park-OH
 Northville Downs-MI
 Northville Racing Corp.-MI
 Northwest Racing Associates Ltd.(Emerald)
 Oaklawn Park-AR
 Ocean Downs-MD
 Penn National Race Course-PA
 Philadelphia Park-PA
 Phumelela Gold, South Africa
 Plainridge Racecourse-MA
 Playfair Race Course-WA
 Pojoaque Pueblo Gaming, Inc. (LVDC)-OK
 Portland Meadows-OR
 Potawatomi Indian Tribe, WI
 Prairie Meadows-IA
 Premier Turf Club-ND
 Raceway Park-OH
 Racing & Gaming Services, St Kitts
 Remington Park-OK
 Retama Park-TX
 Rillito Park-AZ
 River Downs-OH
 Rockingham Park-NH
 Ruidoso Downs-NM
 Running Aces Harness Park, MN
 Sam Houston Park-TX
 Sandy Downs, ID
 Saratoga Raceway-NY
 Schenectady OTB-NY
 Scioto Downs-OH
 Silks Corporation, N. Dakota Horse Park, ND
 Sol Mutuel Ltd, S. America
 Southland Greyhound Park-AR
 Spirit Mountain Casino (LVDC)-OR
 Sports Creek Raceway-MI
 Sportsman's Park-IL
 Suffolk Downs-MA
 Suffolk OTB, NY
 Sunland Park Racetrack-NM
 SunRay Park and Casino-NM
 Tampa Bay Downs-FL
 Television Games Network-CA
 The Downs @ Albuquerque
 The Lodge at Belmont, NH
 The Racing Channel,
 The Red Mile, KY
 The Royal Turf Club, Antigua
 The Stables (LVDC)-OK
 Thistledown Racing Club-OH
 Tioga Downs, NY
 TP Racing, LLLP (Turf Paradise)-AZ
 TRN International, PA
 Tucson Greyhound Park-AZ
 Turning Stone Casino-NY
 US Off-Track-OR
 Valley Race Park, TX
 Vernon Downs-NY
 Western Regional OTB-NY
 Wichita Greyhound Park-KS
 Will Rogers Downs-OK
 Wonderland Greyhound Park
 Woodlands-KS
 Wyoming OTB-WY
 Yavapai Downs, AZ
 Yonkers Raceway-NY
 Youbet-Tote Tasmania, Australia

- F. For **THOROUGHBRED** racing associations, list the host track from which the association proposes to import out-of-state and/or out-of-country thoroughbred races. Include the dates imported races will be held, and whether or not a full card will be accepted. If the full card will not be imported, state "selected feature and/or stakes races":

NOTICE TO APPLICANT: B&P Code Section 19596.2(a) stipulates that on days when live thoroughbred or fair racing is being conducted in the state, the number of thoroughbred races which may be imported by an association or fair during the calendar period the association or fair is conducting its racing meeting cannot exceed a combined daily total of 23 imported thoroughbred races statewide. The limitation of 23 imported thoroughbred races per day statewide does not apply to those races specified in B&P Code Section 19596.2(a)(1), (2), (3) and (4).

THOROUGHBRED SIMULCAST RACES TO BE IMPORTED

Name of Host Track	Race Dates	Full Card or Selected Feature and/or Stakes Races
--------------------	------------	---

- G. For **QUARTER HORSE** racing associations, list the host track from which the association proposes to import out-of-state and/or out-of-country quarter horse races. Include the dates imported races will be held, and whether or not a full card will be accepted. If the full card will not be imported, state "selected feature and/or stakes races":

QUARTER HORSE SIMULCAST RACES TO BE IMPORTED

Name of Host Track	Race Dates	Full Card or Selected Feature and/or Stakes Races
Delta Downs	April -July	Selected races
Sam Houston	June-September	Selected races
Prairie Meadows	July-September	Selected races
Remington Park	March-June	Selected races
Ruidoso Downs	May-September	Selected races
Fair Meadows/Tulsa	May-July	Selected races
Hoosier Park	September	Selected races
Red Mile	July-September	Selected races
Evangeline Downs	September-December	Selected races
Lone Star Park	October-December	Selected races
Canterbury Park	May-September	Selected races
Indiana Downs	May-July	Selected races
Emerald Downs	TBA	Selected races
Portland Meadows	TBA	Selected races
Zia Park	TBA	Selected races
Retama Park	TBA	Selected races

- H. For **STANDARD BRED** racing associations, list the host tracks from which the association proposes to import out-of-state and/or out-of-country harness races. Include the dates imported races will be held, and whether or not a full card will be accepted. If the full card will not be imported, state "selected feature and/or stakes races":

HARNESS SIMULCAST RACES TO BE IMPORTED

Name of Host Track	Race Dates	Full Card or Selected Feature and/or Stakes Races
--------------------	------------	---

- I. For **ALL** racing associations, list imported simulcast races the association plans to receive which use breeds other than the breed of the majority of horses racing at its live horse racing meeting. Include

the name of the host track, the dates imported races will be held, and how many races will be imported:

OTHER BREED SIMULCAST RACES TO BE IMPORTED

Name of Host Track	Breed of Horse	Race Dates	Number of Races to be Imported
Balmoral	Standardbred	January-December	Selected races
Maywood	Standardbred	January-December	Selected races
Meadowlands	Standardbred	January - August; November - December	Selected races
Hawthorne	Standardbred	TBA	Selected races
Red Mile	Standardbred	September	Selected races
Scioto Downs	Standardbred	August	Selected races
Pompano Downs	Standardbred	October	Selected races
Dover Downs	Standardbred	TBA	Selected races
The Meadows	Standardbred	TBA	Selected races
Northfield Park	Standardbred	TBA	Selected races
Vernon Downs	Standardbred	TBA	Selected races
Mohawk Raceway	Standardbred	TBA	Selected races
Windsor Raceway	Standardbred	TBA	Selected races
Penn National	Standardbred	TBA	Selected races
Running Aces	Standardbred	TBA	Selected races
Remington Park	Paint	TBA	Selected races
Emerald Downs	Tb, 4 ¼ furlong, \$5000 claimers or less	TBA	Selected races
Hastings	Tb, 4 ¼ furlong, \$5000 claimers or less	TBA	Selected races
Delta Downs	Tb, 4 ¼ furlong, \$5000 claimers or less	TBA	Selected races

- J. For ALL racing associations, if any out-of-state or out-of-country races will commence outside of the time constraints set forth in B&P Code Sections 19596.2 and 19596.3, attach a copy showing the agreement by the appropriate racing association(s). Agreements forwarded as needed.

NOTICE TO APPLICANT: All interstate wagering to be conducted by an association is subject to the provisions of Title 15, United States Codes, which require specific written approval of the CHRB and of the racing commission having jurisdiction in the out-of-state venue. All international wagering to be conducted by an association is subject to the provision of B&P Code Sections 19596, 19596.1, 19596.2, 19596.3, 19601, 19602, and 19616.1, and will require specific written approval of the CHRB.

Every association shall pay over to the simulcast organization within 3 calendar days following the closing of wagering for any day or night racing program, or upon receipt of the proceeds, such amounts that are retained from off-track simulcast wagering, interstate and out-of-state wagering, and which are obligated by statute for guest commissions, simulcast operator's expenses and promotions, equine research, local government in-lieu taxes, and stabling and vaning deductions. Every association shall pay to its Paymaster of Purses' account within 3 calendar days following the closing of wagering for each day or night racing program, or upon receipt of the proceeds, such amounts that are retained or obligated from off-track simulcast wagering, interstate and out-of-state wagering for purses, breeders' awards or other benefits to horsemen. (See Notice to Applicant, Section 5.)

10. CHARITY RACING DAYS

- A. Name and address of the distributing agent (charity foundation) for the net proceeds from charity racing days held by the association:

Los Alamitos Quarter Horse Charity Foundation, 4961 Katella Ave., Los Alamitos, CA 90720

- B. Names and addresses of the trustees or directors of the distributing agent:

Robert Main 4961 Katella Ave., Los Alamitos, CA 90720

Althea Miller 4961 Katella Ave., Los Alamitos, CA 90720

Charles Brain 4961 Katella Ave., Los Alamitos, CA 90720

- C. Dates the association will conduct races as charity racing days are:
September 7, September 14, September 21, October 5, October 12, 2012
- D. Will the association pay the distributing agent an amount equal to the maximum required under B&P Code Section 19550(b)? Yes

NOTICE TO APPLICANT: Net proceeds from charity racing days shall be paid to the designated and approved distributing agent within 180 days following the conclusion of the association's race meeting in accordance with the provisions of B&P Code Section 19555. Thereafter, the distributing agent shall distribute not less than 90% of the aggregate proceeds from such charity racing days within 12 calendar months after the last day of the meeting during which the charity racing days were conducted and shall distribute the remaining funds as soon thereafter as is practicable. At least 20% of the distribution shall be made to charities associated with the horse racing industry in accordance with the provisions of B&P Code Section 19556(b).

11. RACING OFFICIALS, OFFICIALS, AND OFFICIATING EQUIPMENT

- A. Racing officials nominated:
- | | |
|-----------------------------|---------------------------|
| Association Veterinarian(s) | Thomas A. Hackathorn, DVM |
| Clerk of Scales | Glen Miki |
| Film Specialist | Stewards |
| Horse Identifier | Juan Garcia |
| Horseshoe Inspector | James Stump |
| Paddock Judge | Louie Cacioppo |
| Patrol Judges | Louie Cacioppo |
| Placing Judges | Ed Reese, Geoff Waxler |
| Starter | John Baker |
| Timer | Geoff Waxler |
- B. Management officials in the racing department:
- | | |
|-------------------------------------|------------|
| Director of Racing | Ron Church |
| Racing Secretary | Ron Church |
| Assistant Racing Secretary | Ed Reese |
| Paymaster of Purses | Sherry Ray |
| Others (identify by name and title) | |
- C. Name, address and telephone number of the reporter employed to record and prepare transcripts of hearings conducted by the stewards:
Barbara Weinstein, 9582 Hamilton Ave, STE 265, Huntington Beach, CA 92646 714 964-7102
- D. Photographic device to be used for photographing the finish of all races, name of the person supplying the service, and expiration date of the service contract:
Plusmic Corporation USA – Bill O'Brien 12/31/13.
- E. Photo patrol video equipment to be used to record all races, name of the person supplying the service, and expiration date of the service contract. Specify the number and location of cameras for dirt and turf tracks.
Pegasus Communications - Jim Porep 12/26/12, automatically renews yearly
- F. Type of electronic timing device to be used for the timing of all races, name of the person supplying the service, and expiration date of the service contract:
Pegasus Communications - Jim Porep 12/26/12, automatically renews yearly

12. SECURITY CONTROLS

- A. Name and title of the person responsible for security controls on the premises. Include an organizational chart of the security department and a list of the names of security personnel and contact telephone numbers.
Rick Castaneda-Director of Security 714-713-7728 cell
714-820-2663 office
- B. Estimated number of security guards, gatemen, patrolmen or others to be engaged in security tasks on a regular full-time basis: 30
1. Attach a written plan for enhanced security for graded/stakes races, and races of \$100,000 or more, to include the number of security guards in the restricted areas during a 24-hour period and a plan for detention barns. Not used at this time.
 2. Detention Barns: Not used at this time.
 - A. Attach a plan for use of graded stakes or overnight races.
 - B. Number of security guards in the detention barn area during a 24-hour period.
 - C. Describe number and location of surveillance cameras in detention barn area.
 3. TCO2 Testing:
 - A. Number of races to be tested, and number of horses entered in each race to be tested.
 - B. Plan for enhanced surveillance for trainers with high-test results.
 - C. Plan for detention barns for repeat offenders.
 - D. Number of security personnel assigned to the TCO2 program.
- C. Describe the electronic security system: Not used at this time.
1. Location and number of video surveillance cameras for the detention barn and stable gate.
- D. For night racing associations. Describe emergency lighting system: See attached.

13. EMERGENCY SERVICES

- A. Name, address and emergency telephone number of the ambulance service to be used during workouts and the running of the races:
Huntington Ambulance, PO Box 145, Sunset Beach, CA 90742 562-904-1550,
714-325-0363 cell -Stacy O'Brien
- B. Name, address and emergency telephone number of the ambulance service to be used during workouts at auxiliary sites: N/A
- C. Describe the on-track first aid facility, including equipment and medical staffing: Open during live

Organizational Chart 2011 / 2012

Los Alamitos Race Course

Security Dept.

Captain of Security	Rick Castaneda	Office (714) 820-2663 Cell (714) 713-7728
Day Shift Sergeant	Keith Hicks	Office (714) 820-2664 Cell (714) 366-0579
Night Shift Sergeant		
Day Shift Security Officers	Bill Chavez Edgardo Castillo Gerardo Angel Deril Montgomery Bunthoeun Sos Jose Murillo	Mainline Club House Pk Lot Desk Mezz Grandstand ent.
Night Shift Officers	Louie Reid Jackie Dixon Nelson Cuellar Gabriel Castellanos Henry Chambers Ruben Silva Robert Edison	Desk Part Time 2 days a week Mainline Mezz PK Lot Paddock Club House Breaks
Stable Area Officers	Alex Pacheco Faatoulina Tiatia Jose Alvarez Jorge Avina Fernando Gomez	Day stable Night stable Split Shift Night Receiving Barn Graveyard
Off Hour Officers	Albert Cruz Sr. Luis Rivas Frank Wozniak	Grave Yard Split Shift Days

There are 21 Security Officers on staff during the racing season, and 2 Supervisors.

Stable Gate Attendants

April Dudone	Swing Gate
Ronnie White	Day East Gate
Mario Martinez	Spilt Shift
Arturo Sandoval	Night East Gate
Marco Avina	Grave yard Gate
laura Cunningham	Day Gate
Cheri Willett	Part Time 1 day Sunday Swing / Monday Grave
6 Stable Gate Attendants / 1 Part Time	

Emergency Track Lighting System
Los Alamitos Race Course

The main race track lighting system is comprised of (970) 1000 watt 277 volt metal halogen light fixtures. The emergency lighting system is comprised of (305) 1500 watt quartz light fixtures. If the main system experiences a brief loss or interruption of power the metal halogen lights will fail. Due to the type of fixture they may take up to 20 minutes to reach full illumination. In the event of an interruption of this type the back-up emergency quartz lighting system automatically comes on. This happens instantly and the back-up emergency system can remain on for up to 90 minutes.

racetrack hours with basic first aid supplies including an Automated External Defibrillator (AED), manned by two EMT's.

D. Name and emergency telephone number of the licensed physician on duty during the race meeting:
(If quarter horse racing association see D(1):

1. Name address and emergency telephone number of hospital located within 1.5 miles of the racetrack, which whom an agreement is in place to provide emergency medical services:

Los Alamitos Medical Center	West Anaheim Medical Center
3751 Katella Ave	3033 West Orange Ave
Los Alamitos, CA	Anaheim, CA 92804
562-799-3212	714-827-3000

In case of a major accident/head injury they are routed to:

Long Beach Memorial	or	UCI
2801 Atlantic Ave		101 The City Dr
Long Beach, CA 90802		Orange, CA 92868
562-933-2000		714-456-7890

This will be determined by the Paramedics, not the race track or EMT's

E. Name, address and emergency telephone number of the hospital to be used for admittance and treatment of emergency injuries in the event of an on-track injury to a jockey:

Same as D 1.

F. Attach, in English and Spanish, the emergency medical plan procedures that will be posted in each jockey's room to be used in the event of an on-track injury to a jockey:

See attached.

G. Name of health and safety manager and assistant manager responsible for compliance of health and safety provisions pursuant to B& P Code 19481.3(d):

Allie Rodriguez/FLSIG-safety manager
Frank Sherren-safety program director LARC

H. Attach a fire clearance from the fire authority having jurisdiction over the premises.
Our fire clearance inspection is conducted yearly in March, see attached.

I. Name of the workers' compensation insurance carrier for the association and the number of the insurance policy (if self-insured, provide details):

Self-Insured-Finish Line Self Insurance Group, certificate # On File

Administrator: Sig Solutions

PO Box 905

Seal Beach, Ca 90740

J. Attach a Certificate of Insurance for workers' compensation coverage. The CHRB is to be named as a certificate holder and given not less than 10 days' notice of any cancellation or termination of insurance that secures the liability of the association for payment of workers' compensation.

NOTICE TO APPLICANT: Every licensee conducting a horse racing meeting shall pursuant to B&P Code 19481.3 maintain, staff, and supply an on-track first aid facility, that may be either permanent or mobile, and which shall be staffed and equipped as directed by the board. A qualified and licensed physician shall be on duty at all times during live racing, except that this provision shall not apply to any quarter horse racing at the racetrack if there is a hospital situated no more than 1.5 miles from the racetrack and the racetrack has an agreement with the hospital to provide emergency medical services to jockeys and riders. An ambulance licensed to operate on public highways provided by the track shall be available at all times during live racing and shall be staffed by two emergency medical technicians licensed in accordance with Division 2.5 (commencing with Section 1797) of the Health and Safety Code, one of whom may be an Emergency Medical Technician Paramedic, as defined in Section 1797.84 of the Health and Safety Code. (b) Each racing association and racing fair shall adopt and maintain an emergency medical plan detailing



Finish Line Self Insurance Group, Inc.

4961 Katella, Los Alamitos, CA 90720 • phone 714-820-2743 • fax 714-820-2813

Steps Required in Reporting a Workers Compensation Accident

1. Immediately Report an accident to Security AND Finish Line Self Insurance Group (714) 820-2743. You must report the incident within 24 hours.
2. Obtain a treatment authorization form from the Finish Line Self Insurance Group Office or, if on a weekend, from the Security office.
3. Go to the designated clinic for treatment.
Healthpointe Medical Center
7052 Oranewood Ave, Suite 6
Garden Grove (714) 903-1100



Finish Line Self Insurance Group, Inc.

4961 Katella, Los Alamitos, CA 90720 • phone 714-820-2743 • fax 714-820-2813

Pasos Requeridos en Caso de un Accidente

1. Inmediatamente reporten el accidente a seguridad y a la oficina de Finish Line Self Insurance Group (714) 820-2743. Tiene que ser reportado dentro de las primeras 24 horas del incidente.
2. Obtengan la forma de autorización para tratamiento de la oficina de Finish Line Self Insurance Group o, en los fines de semana, de la oficina de seguridad
3. Vayan a la clínica designada
Healthpointe Medical Center
7052 Orangewood Ave, Suite 6
Garden Grove (714) 903-1100

**ORANGE COUNTY FIRE AUTHORITY**

P. O. Box 57115, Irvine, CA 92619-7115 • 1 Fire Authority Road, Irvine, CA 92602

Keith Richter, Fire Chief

(714) 573-6000

www.ocfa.org

April 4, 2011

Los Alamitos Race Course
4961 Katella Av.
Los Alamitos, CA 90720
Attn: Frank Sherren

Dear Mr. Sherren,

This letter is in response to your request for a fire and life safety clearance at the above address. The annual inspections have been completed and I am pleased to report that there is a reasonable degree of fire and life safety present at this time.

If I can be of further assistance, please contact me at 714-229-8805.

Respectfully,

A handwritten signature in black ink, appearing to read "Antonio Aleman".

Antonio Aleman
Senior Fire Prevention Specialist



CERTIFICATE OF LIABILITY INSURANCE

15-25
DATE (MM/DD/YYYY)
12/28/2010

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER
OC Insurance Services
License No. 0589960
4 Montgomery St., 17th Fl.
San Francisco CA 94104

CONTACT NAME: Sara Przemielewski
PHONE (A/C, No, Ext): (415) 957-0600 FAX (A/C, No): (415) 957-0577
E-MAIL ADDRESS: sprzemielewski@maroevich.com
PRODUCER CUSTOMER ID #: 00008325

INSURED
Los Alamitos Race Course
961 Katella Avenue
Los Alamitos CA 90720

INSURER(S) AFFORDING COVERAGE		NAIC #
INSURER A:	National Union Fire Ins Co of	19445
INSURER B:		
INSURER C:		
INSURER D:		
INSURER E:		
INSURER F:		

COVERAGES CERTIFICATE NUMBER: CL10122819235 REVISION NUMBER:

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

TYPE OF INSURANCE	ADDL INSR	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
GENERAL LIABILITY						EACH OCCURRENCE \$
<input type="checkbox"/> COMMERCIAL GENERAL LIABILITY						DAMAGE TO RENTED PREMISES (Ea occurrence) \$
<input type="checkbox"/> CLAIMS-MADE <input type="checkbox"/> OCCUR						MED EXP (Any one person) \$
						PERSONAL & ADV INJURY \$
						GENERAL AGGREGATE \$
GEN'L AGGREGATE LIMIT APPLIES PER:						PRODUCTS - COMP/OP AGG \$
<input type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC						\$
AUTOMOBILE LIABILITY						COMBINED SINGLE LIMIT (Ea accident) \$
<input type="checkbox"/> ANY AUTO						BODILY INJURY (Per person) \$
<input type="checkbox"/> ALL OWNED AUTOS						BODILY INJURY (Per accident) \$
<input type="checkbox"/> SCHEDULED AUTOS						PROPERTY DAMAGE (Per accident) \$
<input type="checkbox"/> HIRED AUTOS						\$
<input type="checkbox"/> NON-OWNED AUTOS						\$
UMBRELLA LIAB						EACH OCCURRENCE \$
<input type="checkbox"/> EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE						AGGREGATE \$
<input type="checkbox"/> DEDUCTIBLE						\$
<input type="checkbox"/> RETENTION \$						\$
WORKERS COMPENSATION AND EMPLOYERS' LIABILITY						WC STATUTORY LIMITS OTH-ER
ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH)						E.L. EACH ACCIDENT \$ 0
If yes, describe under DESCRIPTION OF OPERATIONS below		N/A	XWC1192370	1/1/2011	1/1/2012	E.L. DISEASE - EA EMPLOYEE \$ 0
						E.L. DISEASE - POLICY LIMIT \$ 0

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach ACORD 101, Additional Remarks Schedule, if more space is required)
Coverage extended as of start date below to employees assigned to listed trainer for Horse Racing and Training Codes: 31, 8278

CERTIFICATE HOLDER
California Horse Racing Board
1010 Hurley Way, Suite 300
Sacramento, CA 95825

CANCELLATION
SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.
AUTHORIZED REPRESENTATIVE
S Przemielewski/SPR *Sara Przemielewski*

the procedures that shall be used in the event of an on-track injury. The plan shall be posted in each jockey room in English and Spanish. (c) Prior to every race meeting, the racing association or racing fair shall contact area hospitals to coordinate procedures for the rapid admittance and treatment of emergency injuries. (d) Each racing association or racing fair shall designate a health and safety manager and assistant manager, who shall be responsible for compliance with the provisions of this section and one of whom shall be on duty at all times when live racing is conducted. The health and safety manager may, at the discretion of the racing association, be the person designated to perform risk management duties on behalf of the association.

14. CONCESSIONAIRES AND SERVICE CONTRACTORS

Names and addresses of all persons to whom a concession or service contract has been given, **other than those already identified**, and the goods and/or services to be provided by each:
 Centaur Hot Walkers, Inc., 5761 Ridgeview Ave., Mira Loma, CA 91752

15. ON-TRACK ATTENDANCE/FAN DEVELOPMENT

- A. Describe any promotional plans:
 See attached
- B. Number of hosts and hostesses employed for meeting:
 See attached
- C. Describe facilities set aside for new fans:
 See attached
- D. Describe any improvements to the physical facility in advance of the meeting that directly benefit:
 See attached
 - 1. Horsemen
 - 2. Fans
 - 3. Facilities in the restricted areas

16. SCHEDULE OF CHARGES

- A. Proposed charges, note any changes from the previous year:

Admission (general)	3.00
Admission (clubhouse)	5.00/10.00 (Vessels club)
Reserved seating (general)	N/A
Reserved seating (clubhouse)	N/A
Parking (general)	Free
Parking (preferred)	3.00
Parking (premium)	8.00
Programs (on-track)	3.50
(off-track)	4.00
- B. Describe any "Season Boxes" and "Turf Club Membership" fees:
 See attached
- C. Describe any "package" plans such as combined parking, admission and program:
 N/A

17. JOCKEYS/DRIVERS' QUARTERS

- A. Check the applicable amenities available in the jockeys/drivers' quarters:

<input checked="" type="checkbox"/> Corners (lockers and cubicles)	How many	70
<input checked="" type="checkbox"/> Showers	<input checked="" type="checkbox"/> Steam room, sauna or steam cabinets	<input checked="" type="checkbox"/> Lounge area
<input checked="" type="checkbox"/> Masseur	<input checked="" type="checkbox"/> Food/beverage service	<input checked="" type="checkbox"/> Certified platform scale

CHRB LICENSE APPLICATION

ON TRACK ATTENDANCE/FAN DEVELOPMENT

A. Describe any promotional plans:

1. In 2011, Los Alamitos partnered with Groupon and Clipper Magazine to market the live racing program. With Groupon, Los Alamitos offered a night at the races package valued at \$81.50 for only \$35. The package included passes for two people to the track's Vessels Club, premium parking, \$10 food voucher, \$10 betting voucher, Los Alamitos racing program, souvenir Los Alamitos logo glasses, a trip to the winner's circle and an 8X10 photo of that group's winner's circle visit. Los Alamitos sold over 1,200 of these packages with nearly all purchases made by first-time visitors to the track. Los Alamitos also received great exposure on Groupon – which has over 500,000 subscribers – for free. The Clipper Magazine program was similar to the Groupon package. Guests are treated as VIP and all track personnel has been instructed on the proper first-class treatment of these guests.

Los Alamitos will partner with Groupon, Clipper Magazine and Living Social for a continued program in 2012.

2. In addition to its on-track marketing, Los Alamitos conducts the strongest marketing program of any southern California track for the benefit of its simulcast facilities. In 2012, Los Alamitos is scheduled to conduct nearly 50 handicapping contest for cash prizes worth approximately \$25,000 – our biggest figure yet. Most handicapping contests are held in conjunction with a premium item giveaway, such as cap, t-shirt, long sleeve polo, or sweatshirt. Racing personality Les Onaka is on hand at each of the contests promoting the nighttime Quarter Horse signal via handicapping seminars and question and answer sessions. Photos of winners are posted on the track's Facebook page.

Los Alamitos currently conducts monthly handicapping contests at Commerce Casino. Other sites to host multiple events this year include Hollywood Park, Santa Anita, Surfside, Monterey, Pleasanton, Victorville, Lancaster, San Bernardino, Ventura, San Clemente. Fan data is gathered at each location for future marketing use. Los Alamitos added over 2,000 new patrons to its mailing list via this program.

3. Los Alamitos conducts weekly Saturday handicapping contests, which are free to all patrons. Prizes of \$100 are presented to the top weekly handicapper. Approximately 100 patrons play the weekly contests.

4. Los Alamitos guarantees pools in the early Pick Four every racing night. Currently, Pick Four pools are guaranteed at \$50,000 on Thursdays and \$75,000 on Friday through Sunday.

- a. Los Alamitos employs a full time on-air satellite broadcaster in Chris Wade, who handicaps the nightly racing card. The show is beamed nationwide through the Los Alamitos satellite network.
5. Los Alamitos employs one part-time employee to assist patrons with their Racing Rewards card, which serves as the track's loyalty program. This program rewards its members with cash vouchers for playing the nighttime Los Alamitos racing program with a 1 percent return on their money wagered. In 2011, more than \$30,000 will be awarded to frequent players.
6. Los Alamitos' senior citizen admission prices are \$2 every single day. Los Alamitos also offers free grandstand admission and free general parking every Thursday night. More than 80% of the Los Alamitos parking lot is now available at no charge as part of its free general parking area.
7. Los Alamitos provides Ed Burgart's tipsheet free on its website at www.losalamitos.com.
8. Los Alamitos offers a free nighttime pocket program, which can be downloaded at www.losalamitos.com.
9. Los Alamitos offers a free past performance lines for major Grade 1 races, which can be downloaded at www.losalamitos.com.
10. Los Alamitos markets its night program via the Mike Willman weekly radio shows and has also hired Terry Turrell to provide a nightly handicapping tip sheet in the Los Alamitos Press Telegram.
11. Los Alamitos markets the night program on TVG with a 36-week advertising campaign throughout the year. Los Alamitos works closely with TVG to promote and encourage viewers to visit the racetrack. Vessels Club and general concession menu items are often promoted on TVG to show fans what's available at the racetrack. Los Alamitos has also set up a new studio area in the track's The Vessels Club so that TVG can conduct its "The Quarters" show live from The Vessels Club. Patrons in the track's upscale restaurant are now part of the show, while the provides added exposure to The Vessels Club.
12. Los Alamitos sponsors trivia and handicapping contest on TVGs with "Night At The Track" and "The Late Daily Double Show" packages offered as prizes.
13. The Replay Show is available on TVG mornings on a Friday through Monday basis.
14. Los Alamitos produces a weekly 22 minute preview show of its weekend races that is available on Friday mornings on TVG and all day on Friday at www.losalamitos.com. The show is hosted by Ed Burgart and it features Les Onaka plus a bevy of top

handicappers. Interviews and human interest pieces with local horsemen are also part of the show.

15. Los Alamitos has made available online video of morning workouts of 2-year-olds. Horseplayers find this a useful tool, as they're able to dissect workouts of horses that have yet to make an official start. In addition to the video footage, the site provides breeding information on each horse.

16. Los Alamitos will conduct two statewide mailers featuring mystery mutuel vouchers. Each voucher is worth at least \$5. Vouchers in denominations of \$10, \$20, \$50, \$100, \$500, and \$1,000 are also mailed. In addition \$2,500 vouchers and higher are mailed. In recent years, a \$10,000 mystery voucher was cashed at the Pleasanton simulcast location.

17. Family days at Los Alamitos will be held in mid-July with the running of the popular Wienerschnitzel Wiener National. One-hundred dachshunds compete for prize money and trophies. The annual event receives great pre and post event publicity on the television newscasts. The event annually attracts over 12,000 people, most of which get exposed to the excitement of horseracing for the first time. This event is now imitated by ALL of the fairs conducting live racing as well as Del Mar and even Golden Gate Fields, which is now conducts about 3-4 of these events per year.

18. The Los Alamitos annual Halloween Carnival will be conducted in late fall. This event benefits a local charity, as well as the Los Alamitos Race Track Chaplaincy. A costume contest for kids and adults as well as a ton of carnival games are held in a safe, fun, and family oriented environment. This event provided first-time exposure of horseracing to hundreds of local families each year. Cash prizes are awarded.

19. Premium item giveaway nights will be held in February, July, October, and December including a blanket giveaway in the winter, t-shirt in July, long sleeve T-shirt or hat in October and calendar giveaway in December of 2011.

20. The Los Alamitos racing program recently added the Equibase's Q-R Code to all of its racing programs (on-track and online). The Q-R code allows smartphone users to use their mobile phone on the program pages in order to obtain valuable information like scratches and changes prior to a race and race results and a link to the replay of the race. Los Alamitos receives this service for free courtesy of Equibase. Los Alamitos also offers a traditional race result hotline at 714-995-2222.

21. Los Alamitos will continue its DVD Scrapbook program designed to reward racehorse owners at Los Alamitos. Every time a horse wins a race at Los Alamitos, the owner will receive one DVD - completely free - featuring the horse's winning performance. The DVD includes the post parade, warm-ups, race analysis, actual race, and winner's circle. This has received rave reviews across the board from owners and Los Alamitos Race Course sees it a nice goodwill gesture.

22. The Los Alamitos Facebook currently has over 5,000 friends, one of the largest numbers among Quarter Horse tracks in the nation. The page is updated daily and it featuring handicapping information, race videos, trainer interviews, stakes photos results, etc.

B. Number of hosts and hostesses employed for meeting:

Chris Wade serves as the racing analyst on the Los Alamitos racing broadcast. Wade provides expert handicapping information prior to each race. He provides racing fans with his Pick 4 suggestions, plus tips and hints on how to play the races at Los Alamitos. Several group directors work closely with parties to ensure a fun night at the races. Group parties have race named in their honor and the opportunity to visit the winner's circle for their race.

One information window is open day and night at Los Alamitos Race Course to answer any questions or inquiries about the track or horseracing in general. Fans can also pick up general information and pamphlets at the Racing Rewards Center and Vessels Club free.

C. Describe facilities set aside for new fans:

1. The Finish Line Grill offers casual dining with Mexican food and Hamburgers cooked on an outdoor grill facing the finish line. New picnic tables have been set up outdoors, which are nightly advertised as the perfect place for new fans.
2. The Los Alamitos Gift Shop is open nightly. Fans now have access to new and always changing merchandise for customers of all ages. Horsemen and fans are enjoying this expanded and improved shop that brings Los Alamitos to the level of the shops at Hollywood Park and Santa Anita.
3. The Los Alamitos terraces – one on the mezzanine level and another one on the Vessels Club level- that now bring fans closer to the racing action than ever before in those areas, while providing added comfort to these racing fans' overall experience at the track.

D. Describe any improvements to the physical facility in advance of the meeting that directly benefits horsemen and fans:

1. Three brand new video replay kiosks are available throughout the plant for the benefit of horsemen and fans. The touch-tone kiosks offer replays of the Los Alamitos races, plus selected tracks from around the nation, just minutes after the race has occurred.

2. Permanent message boards continue to operate; one in the infield, which is a full color 8 feet tall by 20 feet wide Daktronics board featuring the broadcast of the Los Alamitos races, prices, pools, and marketing billboards; and one on the main entrance to the track, a two-color board featuring the latest messages and track news to the 1,000s of motorists that make their way up and down Katella Avenue.
3. The grandstand fencing facing the racetrack has been freshly painted.

Private Membership Information

Vessels Presidential \$5,000.00

Membership includes four membership cards - each valid for one admission plus five guests, one private four seat box, four premium parking stickers, guaranteed six seat table in the dining room, and five non-graded race sponsorships. Valid December 30, 2011 to December 23, 2012

Vessels Executive \$3,000.00

Membership includes four membership cards - each valid for one admission, guaranteed four seat table in the dining room, and two preferred parking stickers. Valid December 30, 2011 to December 23, 2012

Vessels Private \$1,500.00

Membership includes one membership card - valid for one admission, one preferred parking sticker, guaranteed four seat table in the dining room, and option to purchase one additional membership card for \$500.00. Valid December 30, 2011 to December 23, 2012.

Vessels Club Single Admissions Offer

- A. 10 Admissions - Save \$15.00 \$ 85.00 (Regular Price \$100.00)
- B. 25 Admissions - Save \$50.00 \$200.00 (Regular Price \$250.00)
- C. 50 Admissions - Save \$150.00 \$350.00 (Regular Price \$500.00)

Vessels Exclusive - Quarter Horse \$3,000

Membership includes one exclusive table for four each day and night of the 2009 Quarter Horse meet, four membership cards - each valid for one admission during the 2009 Quarter Horse meet, and two preferred parking stickers. Valid December 30, 2011 to December 23, 2012

Vessels Private Box - Quarter Horse \$1,500

Membership includes one private four seat box, four membership cards - each valid for one admission during the 2009 Quarter Horse meet, and two preferred parking stickers. Valid December 30, 2011 to December 23, 2012.

Vessels Quarter Horse \$300

Membership includes one membership card , valid for one admission during the 2009 Quarter Horse meet, and guaranteed four seat table in the dining room. Valid December 30, 2011 to December 23, 2012

We have added a spa therapy tub, new lounge/rec area, more lockers, and a new sleep room as part of a 1600 sq ft addition to the jockeys quarters.

- B. Describe the quarters to be used for female jockeys/drivers:
Separate quarters with cubicles, showers, steam box.

18. BACKSTRETCH EMPLOYEE HOUSING

- A. Inspection of backstretch housing will be completed prior to the beginning of the race meet.
B. Number of rooms used for housing on the backstretch of the racetrack:
220 out of 344
C. Number of restrooms available on the backstretch of the racetrack:
13
D. Estimated ratio of restroom facilities to the number of backstretch personnel:
18/1

19. TRACK SAFETY

- A. Total distance of the racecourse - measured from the finish line counterclockwise (3' from the inner railing) back to the finish line:

3300

 feet.
B. Describe the type(s) of materials used for the inner and outer railings of the race course, the type of inner railing supports (i.e., metal gooseneck, wood 4" x 4" uprights, offset wood 4" x 4" supports, etc.), the coverings, if any, on the top of the inner railing, and the approximate height of the top of the inner railing from the level of the race course.
Inner rail is a metal slant rail with metal safety cover, 40" in height from track to top of rail.
Outer rail is a metal gooseneck with 6" X 4" metal tubing.
C. Name of the person responsible for supervision of the maintenance of the racetrack safety standards pursuant to CHRB Rule 1474:
Rick Hughes/Dennis Moore
D. Attach a Track Safety Maintenance Program pursuant to CHRB Rule 1474.
E. If the association is requesting approval to implement alternate methodologies to the provisions of Article 3.5, Track Safety Standards, pursuant to CHRB Rule 1471, attach a Certificate of Insurance for liability insurance which will be in force for the duration of the meeting specified in Section 2. The CHRB is to be named as a certificate holder and given not less than 10 days' notice of any cancellation or termination of liability insurance. Additionally, the CHRB must be listed as additionally insured on the liability policy at a minimum amount of \$3 million per incident. The liability insurance certificate must be on file in the CHRB headquarters office prior to the conduct of any racing.

20. DECLARATIONS

- A. All labor and lease agreements and concession and service contracts necessary to conduct the entire meeting have been finalized except as follows (if no exceptions, so state): No exceptions
B. Attach each horsemen's agreement pursuant to CHRB Rule 2044.
Completed 11/02/11-waiting on signatures

- C. Attach a lease agreement permitting the association to occupy the racing facility during the entire term of the meeting. (In the absence of either a lease agreement or a horsemen's agreement, a request for an extension pursuant to CHRB Rule 1407 shall be made). On file
- D. All service contractors and concessionaires have valid state, county or city licenses authorizing each to engage in the type of service to be provided and have valid labor agreements, when applicable, which remain in effect for the entire term of the meeting except as follows (if no exceptions, so state):
No exceptions
- E. Absent natural disasters or causes beyond the control of the association, its service contractors, concessionaires or horsemen participating at the meeting, no reasons are believed to exist that may result in a stoppage to racing at the meeting or the withholding of any vital service to the association except as follows (if no exceptions, so state): No exceptions

NOTICE TO APPLICANT: Pursuant to CHRB Rules 1870 and 1871, the CHRB shall be given 15 days' notice in writing of any intention to terminate a horse racing meeting or the engagements or services of any licensee, approved concessionaire, or approved service contractor.

21. CERTIFICATION BY APPLICANT

I hereby certify under penalty of perjury that I have examined this application, that all of the foregoing statements in this application are true and correct, and that I am authorized by the association to attest to this application on its behalf.

Edward C. Allred
 Print Name
Owner
 Print Title

Edward C. Allred
 Signature
09/30/11
 Date

STAFF ANALYSIS
November 17, 2011

APPLICATION FOR APPROVAL TO CONDUCT ADVANCE DEPOSIT WAGERING OF
ODS TECHNOLOGIES, L.P., DBA TVG FOR AN OUT-OF-STATE MULTI-
JURISDICTIONAL WAGERING HUB, FOR A PERIOD OF UP TO TWO YEARS.

TVG filed its application as an out-of-state multi-jurisdictional wagering hub to provide Advance Deposit Wagering (ADW). It is currently licensed through December 31, 2011 as an out-of-state multi-jurisdictional wagering hub. TVG Network was acquired by Betfair Group Limited in January 2009.

A bond or other form of financial security in the amount of \$500,000 is required to be submitted with an application for license to conduct advance deposit wagering. TVG, as a current ADW provider, has a \$500,000 bond on file that will expire December 31, 2012.

This application provides for:

TVG has applied for a two-year license beginning January 1, 2012 through December 31, 2013. CHRB Rule 2072, Approval to Conduct Advance Deposit Wagering by an out-of-state Applicant, allows for a two year license term.

- Business and Profession Code section 19604 includes specific provisions that must be met before an ADW provider can accept wagers. These include:

19604 (b)(1) and (2)

No ADW provider may accept wagers on races conducted in California from a resident of California unless all of the following conditions are met:

1. The ADW provider must be licensed by the Board.
2. A written agreement allowing those wagers exists with the racing association or fair conducting the races on which the wagers are made.
3. The agreement referenced in subparagraph (2) shall have been approved in writing by the horsemen's organization responsible for negotiating purse agreements for the breed on which the wagers are made in accordance with the Interstate Horseracing Act (15 U.S.C. Sec. 3001, et seq.), regardless of the location of the ADW provider, whether in California or otherwise, including, without limitation, any and all requirements contained therein with respect to written consents and required written agreements of horsemen's groups to the terms and conditions of the acceptance of those wagers and any arrangements as to the exclusivity between the host racing association or fair and the ADW provider. For purposes of this subdivision, the substantive provisions of the Interstate Horseracing Act shall be taken into account without regard to whether, by its own terms, that act is

applicable to advance deposit wagering on races conducted in California accepted from residents of California.

No ADW provider may accept wagers on races conducted outside of California from a resident of California unless all of the following conditions are met:

1. The ADW provider must be licensed by the Board.
2. There is a hub agreement between the ADW provider and one or both of (i) one or more racing associations or fairs that together conduct no fewer than five weeks of live racing on the breed on which wagering is conducted during the calendar year during which the wager is placed, and (ii) the horsemen's organization responsible for negotiating purse agreements for the breed on which wagering is conducted.

19604 (a)(7)

““Hub agreement” as a written agreement providing for contractual compensation paid with respect to advance deposit wagers placed by California residents on a particular breed of racing conducted outside of California. In the event a hub agreement exceeds a term of two years, then an ADW provider, one or more racing associations or fairs that together conduct no fewer than five weeks of live racing for the breed covered by the hub agreement, and the horsemen's organization responsible for negotiating purse agreements for the breed covered by the hub agreement shall be signatories to the hub agreement. A hub agreement is required for an ADW provider to receive contractual compensation for races conducted outside of California.”

19604 (d)(1) (B)

“The board shall not approve an application for an original or renewal license as an ADW provider unless the entity, if requested in writing by a bona fide labor organization no later than ninety days prior to licensing, has entered into a contractual agreement with that labor organization . . .”

Documents received in compliance with Business and Professions code section 19604:

TVG’s Associate General Counsel, Melanie Sims Frank provided the following statement clarifying the TVG documents. *“The documents are presented as both hub and license agreements. The agreements that we provided to the Board encapsulate all elements of TVG’s relationships with those racing associations. Specifically, Article II provides the written agreement of the racing association for TVG to accept wagers on its races pursuant to B&P Code Section 19604 (b) (1) (B). The agreements are normally approved by the horsemen’s organization on a meet-by-meet basis. The purpose of a “Hub Agreement” in B&P Code Section 19604 is to set forth the agreed upon contractual compensation retained by TVG for wagers by California residents on races conducted outside of California. The contractual compensation for such wagers is set forth in Section 3.1 of the License Agreements that TVG provided to the Board. We provided License Agreements for each breed as required under the law.”*

TVG has provided the Board with a copy of three agreements:

- License Agreement by and Between ODS Technologies, L.P. d/b/a TVG Network and Hollywood Park Racing Association dated as of November 6, 2007 agreement extended through and ending November 5, 2013.
- License Agreement by and Between ODS Technologies, L.P. d/b/a TVG Network and Los Alamitos Quarter Horse Racing Association, Los Alamitos Harness Racing Association, dated as of December 12, 2007 agreement ending December 31, 2018.
- License Agreement by an Between ODS Technologies, L.P. and California State Fair (Sacramento) d/b/a Cal Expo, dated as of March 2008 agreement ending December 31, 2012.

TVG has supplied the Board with a copy of their addendum agreement with Pari-mutuel Employees Guild Local 280 (labor organization), extending the terms and conditions of the labor agreement through December 31, 2012. The agreement may be subject to change pending the outcome of arbitration by Local 280 regarding white label third party websites. Monarch Content Management, LLC, is acting as the negotiating party for the 2012 simulcast wagering agreements between the advance deposit wagering providers and the California thoroughbred racing associations, California Authority of Racing Fairs and the Los Angeles County Fair at Pomona. To date the 2012 contracts and/or agreements required pursuant to Business and Professions Code section 19604 that allow ADW providers to accept wagers on races conducted in and outside of California for the applied license term have not been received. Negotiations are proceeding, with the expectation that the required agreements/contracts will be signed in early December, before the commencement of the 2012 racing season.

There are 14 racing venues approved for racing by the California Horse Racing Board: five thoroughbred racing associations, one quarter horse racing association, one harness facility racing and seven fairs. TVG has provided documentation allowing it to accept wagering for only three of the fourteen.

TVG is listed as an ADW provider on the Los Alamitos Quarter Horse Racing Association (Los Alamitos); California Exposition and State Fair Harness Association (Cal Expo); Pacific Racing Association (PRA) and Los Angeles Turf Club (LATC) race meet application.

The following items are **outstanding** and will need to be submitted and/or resolved before ADW wagers can be accepted:

1. Contract and/or agreements required pursuant to Business and Professions Code section 19604 that allows TVG to accept wagers on the remaining 11 racing venues.
2. Horsemen's Agreement

RECOMMENDATION:

If the application is considered for approval, staff recommends a contingent approval upon the submission of outstanding items.

STATE OF CALIFORNIA
 CALIFORNIA HORSE RACING BOARD (CHRB)
 APPLICATION FOR APPROVAL TO CONDUCT ADVANCE DEPOSIT WAGERING
 CHRB-133 (New 9/01)

Application is made to the CHRB for approval to conduct Advance Deposit Wagering in accordance with the California Business and Professions (B&P) Code and CHRB Rules and Regulations (Rule) and the provisions of the Interstate Horseracing Act, 15 U.S.C. 3001 to 3007.

NOTICE – By submitting the Application the out-of-state Applicant consents to the jurisdiction of California courts and the application of California law as to all California wagers and operations.

Application must be filed not later than 90 days in advance of the date scheduled to conduct Advance Deposit Wagering and must be accompanied by a bond from a surety company admitted in the state of California or other form of financial security in the amount of \$500,000.

1. OUT-OF-STATE MULTI-JURISDICTIONAL WAGERING HUB (out-of-state Hub)

A. Name, mailing address, telephone and fax numbers:

ODS Technologies, L.P. d/b/a TVG Network
 19545 N.W. Von Neumann Drive, Suite 210
 Beaverton, OR 97006
 Tel: (503) 748-3800 Fax: (503) 748-3838

B. Name, title, license number and racing jurisdiction where licensed for all management personnel:

BJ Cosson, Vice President, Operations & Customer Relations, Oregon License # 20730
 Dean Kokko, Manager, Wager Operations, Oregon License # 20705
 Scott Pakel, Manager, Financial Services, Oregon License # 24465
 Grace Kenworthy, Manager, Customer Relations, Oregon License # 14605

C. Name, title and mailing address of the California agent for receipt of service of process:

John Hindman
 General Counsel
 ODS Technologies, L.P. d/b/a TVG Network
 6701 Center Drive West, Suite 160
 Los Angeles, CA 90045

D. Attach the contract with the California racing association or fair and the required horsemen's approval under the Interstate Horseracing Act that permits you to provide Advance Deposit Wagering services and identify the amount of the market access fee to be paid to the California racing association or fair for access to the California market for wagering purposes.

APPENDIX 1 to this document contains 1) an abstract of valid and binding contracts with the following licensed California racing associations: Hollywood Park, Los Alamitos, and Cal Expo that identifies the amount of the market access fee to be paid to the California racing association or fair for access to the California market for wagering purposes; 2) copies of License Agreements between i) Hollywood Park; ii) Los Alamitos; and iii) California State Fair (Sacramento) d/b/a Cal Expo .

CHRB CERTIFICATION

Application received: 9/9/11

Reviewed: *CPW*

Hearing date: 11/17/11
 Approval date:

2. DATES OF OPERATION

- A. Dates Advance Deposit Wagering will be conducted: 365 days/year
- B. Hours Advance Deposit Wagering will be conducted: 24 hours/day

3. BUSINESS STRUCTURE

- A. Corporation (complete subsection B)
- LLC (complete subsection C)
- Other (specify, and complete subsection D)

Complete the applicable subsection

B. CORPORATION

1. Registered name of the corporation:
2. State where incorporated:
3. Registry or file number for the corporation:
4. Name of all officers and directors, titles, and number of shares of the corporation held by each:
5. Names (true names) of all persons, other than the officers and directors listed above, that hold 5% or more of the outstanding shares in the corporation and the number of shares held by each:
6. Number of outstanding shares in the corporation:
7. Are the shares listed for public trading? Yes No
If yes, on what exchange and how is the stock listed:
8. Name of the custodian of the list of shareholders and/or the transfer agent for the share holdings of the corporation:
9. If more than 50% of the shares are held by a parent corporation or are paired with any other corporation or entity, give the name of the parent and/or paired corporation or entity:
10. Attach the most recent annual financial statement for the corporation, including balance sheet and profit and loss statement, and a copy of a report made during the preceding 12 months to shareholders in the corporation and/or the Securities and Exchange Commission and/or the corresponding state where you registered your corporation.
11. Attach a business plan to include a detailed budget that shows anticipated revenue, expenditures and cash flow by month projected for the term of the approval.

C. LLC

1. Registered name of the LLC:
2. State where articles of organization are filed:
3. Registry or file number for the LLC:
4. Names of all officers and directors, titles, and the number of shares of the LLC held by each:
5. Names (true names) of all members, other than the officers and directors listed above, that hold 5% or more of the outstanding shares in the LLC and the number of shares held by each:
6. Are the shares listed for public trading? Yes No
If yes, on what exchange and how is the stock listed:
7. If more than 50% of the shares are held by a parent corporation or are paired with any other corporation or entity, give the name of the parent and/or paired corporation or entity:
8. Attach the most recent annual financial statement for the LLC, including balance sheet and profit and loss statement, and a copy of a report made during the preceding 12 months to shareholders in the LLC and/or the Securities and Exchange Commission and/or the corresponding state where you registered your corporation.
9. Attach a business plan to include a detailed budget that shows anticipated revenue, expenditures and cash flow by month projected for the term of the approval.

D. OTHER

1. Name(s) of partners/sole proprietor:

ODS Holding LLC
6701 Center Drive West, Suite 160
Los Angeles, CA 90045

Limited Partner: TSE US LLC

2. If a partnership, attach partnership agreement.

APPENDIX 2 to this document is a copy of the Limited Partnership Agreement for ODS Technologies, L.P.

Pursuant to California Horse Racing Board Rule 1497 and the California Public Records Act, APPENDIX 2 to this document contains personal financial data used to establish TVG's qualifications for licensure/approval and is not subject to public disclosure.

3. Attach a business plan to include a detailed budget that shows anticipated revenue, expenditures and cash flow by month projected for the term of the approval.

APPENDIX 3 contains the TVG Advance Deposit Wagering Business Plan for the projected term of approval.

4. ESTABLISHING ADVANCE DEPOSIT WAGERING ACCOUNTS – must comply with Rule 2074.

A. List the procedures to establish an Account:

1. Customers must be at least 21 years of age to establish an advance deposit wagering account.
2. Customers can establish an account by telephone by calling 1-888-PLAY TVG, on the Internet at www.tvg.com, by mail, or in person at a TVG retail outlet or racetrack partner by providing the following information:
 - Name
 - Social Security Number
 - Date of Birth
 - Principal Residence Address Including Postal ZIP Code
 - Telephone Number
3. Each application submitted to TVG is subject to electronic verification by a nationally recognized third party information services provider with respect to name, principal residence address including postal zip code, date of birth and Social Security Number. If there is a discrepancy between the application information submitted to TVG and the information provided by the electronic verification described above, or if no information on the applicant is available from such electronic verification, the applicant will be required to provide identification issued by a recognized government agency (driver's license or government ID) showing his or her date of birth and residence address to complete the application process.
4. Provided that the account applicant's information has been positively identified, each applicant is assigned his or her TVG Personal Wagering Account Number and is asked to establish a Personal Identification Number consisting of four (4) numeric characters.

TVG provides each new wagering accountholder with a "Guide to Interactive Wagering" containing standard terms and conditions, deposit and withdrawal information (including customized deposit and withdrawal slips and a direct deposit/withdrawal authorization form) as well as comprehensive information about accessing account information, placing wagers and maintaining the account. APPENDIX 4 contains a TVG "Guide to Interactive Wagering."

B. If an application form is used to establish an Account attach a copy of the form.

A copy of the application form available on www.tvg.com is provided as APPENDIX 5 to this document.

C. Name and address of the third party you will use to verify identity, residence and age verification:

Equifax Credit Information Services
P.O. Box 4472
Atlanta, GA 30302

5. OPERATION OF ADVANCE DEPOSIT WAGERING ACCOUNTS – must comply with Rule 2073.

A. Submit a copy of your plan for operation.

The Plan of Operation is contained in APPENDIX 6 to this document.

B. List the type of deposits you will accept:

Deposits will be accepted in the form of:

1. Check, money order or negotiable order of withdrawal;
2. Cash (at designated financial/retail outlets);
3. Charges made to an account holder's credit card or debit card upon the direct and personal instruction of the account holder, which may be given by telephone or other secure electronic means;
4. Transfer by means of an electronic funds or ACH (Automated Clearing House) transfer from a monetary account controlled by an account holder to his/her account, said account holder may be liable for any charges imposed by the transmitting or receiving entity with such charges to be deducted from the account;
5. Stored value cards; and
6. Wire transfers.

C. Identify any fees or transaction-related charges and the amount that will be assessed:

TVG account holders have the choice of two fee plans.

1. A transaction fee of \$0.25 per wagering transaction (capped at \$19.95 a month) or
2. A monthly subscription fee of \$19.95.

6. SECURITY ACCESS

A. Attach your security access policy and safeguards pursuant to B&P Section 19604 (c) (2). Policy must include the following:

1. Description of the technology to ensure identity, residence, and age verification when an Account is established:

All of the necessary information is contained in the Plan of Operation (APPENDIX 6)

2. Description of the technology to ensure confidentiality of the Means of Personal Identification:

All of the necessary information is contained in the Plan of Operation (APPENDIX 6)

3. Methods and locations available for Account Holders to withdraw funds from their Account:

All of the necessary information is contained in the Plan of Operation (APPENDIX 6)

4. If the Advance Deposit Wagering records will be maintained at a site other than the out-of-state Hub provide the name, address, telephone and fax numbers and the hours of operation:

All of the necessary information is contained in the Plan of Operation (APPENDIX 6)

7. PARI-MUTUEL

A. Name, address and telephone number of the pari-mutuel audit firm:

Oregon Racing Commission
Suite 310
800 N.E. Oregon Street, #11
Portland, OR 97232
(503) 731-4052

B. Type(s) of pari-mutuel or totalizator equipment to be used and the simulcast organization, name of the entity supplying equipment, and expiration date of the service contract:

Totalizator services are provided by contract with Scientific Games Racing, LLC. The contract expires December 31, 2011 with provision for an automatic extension of two years. Please refer to the Plan of Operation in APPENDIX 6 for more details.

C. List the locations of the racing venues on which Advance Deposit Wagering will be accepted:

Ajax Downs, Ajax, ON	Emerald Downs, Auburn, WA	Golden Gate Fields, Berkeley, CA
Arapahoe Park, Aurora, CO	Evangeline Downs, Opelousas, LA	Gulfstream Park, Hallandale Beach, FL
Assiniboia Downs, Winnipeg, MB	Fair Meadows, Tulsa, OK	Hollywood Park, Inglewood, CA
Balmoral Park, Crete, IL	Fairmount Park, Collisville, IL	Laurel Park, Laurel, MD
Beulah Park, Grove City, OH	Finger Lakes, Farmington, NY	Lone Star Park, Grand Prairie, TX
Buffalo Raceway, Hamburg, NY	Fonner Park, Grand Island, NE	Oak Tree, Arcadia, CA
Cal Expo, Sacramento, CA	Fort Erie Race Track, Fort Erie, ON	Pimlico Race Course, Baltimore, MD
Canterbury Park, Shakopee, MN	Fraser Downs, Canada	Portland Meadows, Portland, OR
CARF	Freehold Raceway, Freehold, NJ	Santa Anita Park, Arcadia, CA
Ferndale (Humboldt Co. Fair),	Great Britain	Tampa Bay Downs, Tampa, FL
Fresno (Fresno Fair),	Harras's Chester Casino &	Monticello Raceway, Monticello, NY
Pleasanton (Alameda Co. Fair),	Racetrack, Chester, PA	Mountaineer Park, Chester, WV
Golden Gate Fair,	Harrington Raceway, Harrington, DE	Meadowlands, East Rutherford, NJ
Santa Rosa (Sonoma Co. Fair),	Hastings Racecourse, Vancouver, BC	Monmouth Park, Oceanport, NJ
Stockton (San Joaquin Fair),	Hawthorne Racecourse, Stickney/Cicero, IL	Northfield Park, Northfield, OH
Vallejo (Solano Co. Fair),	Hollywood Park, Inglewood, CA	NYRA
Churchill	Hialeah Park Race Track, Hialeah, FL	Oak Tree, Arcadia, CA
Arlington Park, Arlington Heights, IL	Indiana Downs, Shelbyville, IN	Ocean Downs, Berlin, MD
Calder Race Course, Miami Gardens, FL	Japan Racing Association	Penn National Gaming Inc.
Churchill Downs, Louisville, KY	Keeneland, Lexington, KY	Charles Town, Charles Town, WV
Fair Grounds Race Course, New Orleans, LA	Kentucky Downs, Franklin, KY	Hollywood Slots, Bangor, ME
Hoosier Park, Anderson, IN	Lone Star Park at Grand Prairie, Grand Prairie, TX	Hollywood Casino at Penn National Race Course, Grantville, PA
The Meadows,	Los Alamitos, Los Alamitos, CA	Raceway Park, Toledo, OH
Latin American Racing	Louisiana Downs, Bossier City, LA	Zia Park, Hobbs, NM
Colonial Downs, New Kent, VA	Maywood Park, Maywood, IL	Philadelphia Park, Bensalem, PA
Del Mar, Del Mar, CA	Monarch Content Management	Pocano Downs, Wilkes-Barre, PA
Delaware Park, Wilmington, DE	CARF	Pompano Park, Pompano Beach, FL
Delta Downs, Vinton, LA	Del Mar, Del Mar, CA	Prairie Meadows Racetrack, Altoona, IA
Dover Downs, Dover, DE	Fairplex Park, Pomona, CA	Presque Isle Downs, Erie, PA
Dubai		Remington Park, Oklahoma City,
Ellis Park, Henderson, KY		

OK	Singapore (South Africa & Singapore (Kranji))	Turfway Park, Florence, KY
Retama Park, TX	Suffolk Downs, East Boston, MA	Vernon Downs, Vernon, NY
River Downs, Cincinnati, OH	Sunland Park (Nuevo Sol Turf Club), Sunland Park, NM	Will Rogers Downs, Claremore, OK
Ruidoso Downs, Ruidoso, NM	Tampa Bay Downs, Tampa, FL	Woodbine Racetrack/Mohawk Raceway, Toronto, ON
Running Aces, Columbus, NM	Tioga Downs, Nichols, NY	Wyvern, Australia
Sam Houston Race Park, Houston, TX	Turf Paradise, Phoenix, AZ	Yavapai Downs, Prescott, AZ
Scioto Downs, Columbus, OH		Yonkers, Yonkers, NY

NOTICE – The pari-mutuel system used must use a device or combination of devices authorized and operated exclusively for placing, receiving, or otherwise making a wager and by which a person must subscribe to in order to place, receive or otherwise make a wager; an effective customer and age verification system and the appropriate data security standards to prevent unauthorized access by any person who has not subscribed or who is under the age of 18.

8. CONTRACTS AND AGREEMENTS

- A. List name and address of all organizations you will contract with to facilitate Advance Deposit Wagering that are not provided in other sections of this application:

Scientific Games Racing, LLC
1500 Bluegrass Lakes Parkway
Alpharetta, GA 30004
770.664.3700

Equibase Company LLC
821 Corporate Drive
Lexington KY 40503-2794
(859) 296-3079

Trackmaster, an Equibase Company
851 Fremont Ave. #109
Los Altos, CA 94024
(650) 947-9020

- B. List each contract or agreement to facilitate Advance Deposit Wagering that is not finalized and signed:

9. ADVERTISING

Name and address of the advertising agency you will use:

MEA Digital
1111 6th Ave, 6th Floor
San Diego, California 92101
(T) 619.308.5266 (F) 619.238.8923

NOTICE – Pursuant to Rule 2072 (h) all advertisements shall contain a statement that persons under 18 are not allowed to open or have access to Accounts. All advertisements shall contain contact information for a recognized problem-gambling support organization. Additionally, pursuant to B&P Section 19604 (D) (3) advertisements shall not be deceptive to the public.

10. CERTIFICATION

I hereby certify under penalty of perjury that I have examined this Application, that all of the foregoing statements in this Application are true and correct, and that I am authorized to attest to this Application.

John Hindman
Print Name


Signature

General Counsel
Print Title

Sept 6, 2011
Date

STAFF ANALYSIS

November 17, 2011

APPLICATION FOR APPROVAL TO CONDUCT ADVANCE DEPOSIT WAGERING (ADW) OF CHURCHILL DOWNS TECHNOLOGY INITIATIVES COMPANY DBA TWINSPIRES FOR AN OUT-OF-STATE MULTI-JURISDICTIONAL WAGERING HUB, FOR A PERIOD OF UP TO TWO YEARS.

Twinspires filed its application as an out-of-state multi-jurisdictional wagering hub. It is currently licensed through December 31, 2011 as an out-of-state multi-jurisdictional wagering hub. Churchill Downs Technology Initiatives Company acquired Yobet, a prior ADW licensed provider, in June 2010.

A bond or other form of financial security in the amount of \$500,000 must be submitted with an application for license to conduct ADW. Twinspires, as a current ADW provider, has a \$500,000 bond on file that is continuous until cancelled.

This application provides for:

- Operation normally 24 hours a day, 7 days a week, except December 25. Twinspires has applied for a one-year license. CHRB Rule 2071 and 2072 allows for a two-year license term.

19604 (b)(1) and (2)

No ADW provider may accept wagers on races conducted in California from a resident of California unless all of the following conditions are met:

1. The ADW provider must be licensed by the Board.
2. A written agreement allowing those wagers exists with the racing association or fair conducting the races on which the wagers are made.
3. The agreement referenced in subparagraph (2) shall have been approved in writing by the horsemen's organization responsible for negotiating purse agreements for the breed on which the wagers are made in accordance with the Interstate Horseracing Act (15 U.S.C. Sec. 3001, et seq.), regardless of the location of the ADW provider, whether in California or otherwise, including, without limitation, any and all requirements contained therein with respect to written consents and required written agreements of horsemen's groups to the terms and conditions of the acceptance of those wagers and any arrangements as to the exclusivity between the host racing association or fair and the ADW provider. For purposes of this subdivision, the substantive provisions of the Interstate Horseracing Act shall be taken into account without regard to whether, by its own terms, that act is applicable to advance deposit wagering on races conducted in California accepted from residents of California.

No ADW provider may accept wagers on races conducted outside of California from a resident of California unless all of the following conditions are met:

1. The ADW provider must be licensed by the Board.
2. There is a hub agreement between the ADW provider and one or both of (i) one or more racing associations or fairs that together conduct no fewer than five weeks of live racing on

the breed on which wagering is conducted during the calendar year during which the wager is placed, and (ii) the horsemen's organization responsible for negotiating purse agreements for the breed on which wagering is conducted.

19604 (a)(7)

“"Hub agreement" as a written agreement providing for contractual compensation paid with respect to advance deposit wagers placed by California residents on a particular breed of racing conducted outside of California. In the event a hub agreement exceeds a term of two years, then an ADW provider, one or more racing associations or fairs that together conduct no fewer than five weeks of live racing for the breed covered by the hub agreement, and the horsemen's organization responsible for negotiating purse agreements for the breed covered by the hub agreement shall be signatories to the hub agreement. A hub agreement is required for an ADW provider to receive contractual compensation for races conducted outside of California.”

19604 (d)(1) (B)

“The board shall not approve an application for an original or renewal license as an ADW provider unless the entity, if requested in writing by a bona fide labor organization no later than ninety days prior to licensing, has entered into a contractual agreement with that labor organization . . .”

Pari-mutuel Employees Guild Local 280 (labor organization) has supplied the Board with a copy of their addendum agreement with Twinpires, extending the terms and conditions of the labor agreement through December 31, 2012. The agreement may be subject to change pending the outcome of arbitration by Local 280 regarding white label third party websites. Monarch Content Management, LLC, is acting as the negotiating party for the 2012 simulcast wagering agreements between the advance deposit wagering providers and the California thoroughbred racing associations, California Authority of Racing Fairs and the Los Angeles County Fair at Pomona. To date the 2012 contracts and/or agreements required pursuant to Business and Professions Code section 19604 that allow ADW providers to accept wagers on races conducted in and outside of California for the applied license term have not been received. Negotiations are proceeding, with the expectation that the required agreements/contracts will be signed in early December, before the commencement of the 2012 racing season.

Twinpires is listed as an ADW provider on the California Exposition and State Fair Harness Association; Pacific Racing Association and Los Angeles Turf Club race meet applications.

The following items are outstanding and will need to be submitted and/or resolved before ADW wagers can be accepted:

1. Contract and/or agreements required pursuant to Business and Professions Code section 19604 that allows Twinpires to accept wagers.
2. Horsemen's Agreement
3. Hub Agreement

RECOMMENDATION:

If the application is considered for approval, staff recommends a contingent approval upon the submission of outstanding items.

STATE OF CALIFORNIA
CALIFORNIA HORSE RACING BOARD (CHRB)
APPLICATION FOR APPROVAL TO CONDUCT ADVANCE DEPOSIT WAGERING
CHRB-133 (New 9/01)

Application is made to the CHRB for approval to conduct Advance Deposit Wagering in accordance with the California Business and Professions (B&P) Code and CHRB Rules and Regulations (Rule) and the provisions of the Interstate Horseracing Act, 15 U.S.C. 3001 to 3007.

NOTICE – By submitting the Application the out-of-state Applicant consents to the jurisdiction of California courts and the application of California law as to all California wagers and operations.

Application must be filed not later than 90 days in advance of the date scheduled to conduct Advance Deposit Wagering and must be accompanied by a bond from a surety company admitted in the state of California or other form of financial security in the amount of \$500,000.

1. OUT-OF-STATE MULTI-JURISDICTIONAL WAGERING HUB (out-of-state Hub)

A. Name, mailing address, telephone and fax numbers: Churchill Downs Technology Initiatives Company (dba TwinSpires), 800 W. El Camino Real, Mountain View, CA 94040. Phone (650) 429-2900 Fax: (650) 967-3201

B. Name, title, license number and racing jurisdiction where licensed for all management personnel:
Rohit Thukral, President – licensed in California (294716)
Mike Cody, Vice President – licensed in California (294715)
Brad Blackwell, Vice President – licensed in California (304449) and Kentucky (9212)
Jeremy Clemons, Vice President

C. Name, title and mailing address of the California agent for receipt of service of process:
CT Corporation System
818 West Seventh St.
Los Angeles, CA 90017

D. Attach the contract with the California racing association or fair and the required horsemen's approval under the Interstate Horseracing Act that permits you to provide Advance Deposit Wagering services and identify the amount of the market access fee to be paid to the California racing association or fair for access to the California market for wagering purposes.
See Tab 1

2. DATES OF OPERATION

A. Dates Advance Deposit Wagering will be conducted:
Every day of the year during the license period except December 25th

B. Hours Advance Deposit Wagering will be conducted:
24 hours a day

3. BUSINESS STRUCTURE

- A. Corporation (complete subsection B)
- LLC (complete subsection C)
-

CHRB CERTIFICATION

Application received: 9/6/11
Reviewed: *apu*

Hearing date: 11/17/11
Approval date:

Other (specify, and complete subsection D)

Complete the applicable subsection

B. CORPORATION

1. Registered name of the corporation: Churchill Downs Technology Initiatives Company
2. State where incorporated: Delaware
3. Registry or file number for the corporation: 4284783
4. Name of all officers and directors, titles, and number of shares of the corporation held by each:
 - Rohit Thukral, President
 - Mike Cody, Vice President
 - Brad Blackwell, Vice President

 - Robert Evans, Director
 - William Carstanjen, Director
 - Rebecca Reed, Director
 - Rohit Thukral, Director

No officer or director directly holds any shares of applicant as applicant is a wholly-owned subsidiary of Churchill Downs Incorporated
5. Names (true names) of all persons, other than the officers and directors listed above, that hold 5% or more of the outstanding shares in the corporation and the number of shares held by each: N/A as applicant is the wholly owned subsidiary of a corporate entity
6. Number of outstanding shares in the corporation: 100
7. Are the shares listed for public trading? Yes No

If yes, on what exchange and how is the stock listed:
 Applicant is the wholly-owned subsidiary of Churchill Downs Incorporated (traded as CHDN on Nasdaq)
8. Name of the custodian of the list of shareholders and/or the transfer agent for the share holdings of the corporation: Bradley K. Blackwell
9. If more than 50% of the shares are held by a parent corporation or are paired with any other corporation or entity, give the name of the parent and/or paired corporation or entity:
 Churchill Downs Incorporated holds 100% of the shares of the applicant
10. Attach the most recent annual financial statement for the corporation, including balance sheet and profit and loss statement, and a copy of a report made during the preceding 12 months to shareholders in the corporation and/or the Securities and Exchange Commission and/or the corresponding state where you registered your corporation. Attached at Tab 3 is the most recent Annual Report on Form 10-K for Churchill Downs Incorporated
11. Attach a business plan to include a detailed budget that shows anticipated revenue, expenditures

and cash flow by month projected for the term of the approval. Attached at Tab 4

C. LLC

1. Registered name of the LLC:
2. State where articles of organization are filed:
3. Registry or file number for the LLC:
4. Names of all officers and directors, titles, and the number of shares of the LLC held by each:
5. Names (true names) of all members, other than the officers and directors listed above, that hold 5% or more of the outstanding shares in the LLC and the number of shares held by each:
6. Are the shares listed for public trading? Yes No
If yes, on what exchange and how is the stock listed:
7. If more than 50% of the shares are held by a parent corporation or are paired with any other corporation or entity, give the name of the parent and/or paired corporation or entity:
8. Attach the most recent annual financial statement for the LLC, including balance sheet and profit and loss statement, and a copy of a report made during the preceding 12 months to shareholders in the LLC and/or the Securities and Exchange Commission and/or the corresponding state where you registered your corporation.
9. Attach a business plan to include a detailed budget that shows anticipated revenue, expenditures and cash flow by month projected for the term of the approval.

D. OTHER

1. Name(s) of partners/sole proprietor:
 2. If a partnership, attach partnership agreement.
 3. Attach a business plan to include a detailed budget that shows anticipated revenue, expenditures and cash flow by month projected for the term of the approval.
4. ESTABLISHING ADVANCE DEPOSIT WAGERING ACCOUNTS – must comply with Rule 2074.
- A. List the procedures to establish an Account: See Section 2.1 of the Plan of Operations attached at Tab 6 which complies with Rule 2074
 - B. If an application form is used to establish an Account attach a copy of the form. Attached at Tab 5 is the form of application available online at www.twinspires.com
 - C. Name and address of the third party you will use to verify identity, residence and age verification: Equifax Secure, Inc., 1550 Peachtree St., NW, Atlanta, GA 30309

5. OPERATION OF ADVANCE DEPOSIT WAGERING ACCOUNTS – must comply with Rule 2073.
- A. Submit a copy of your plan for operation. Attached at Tab 6
 - B. List the type of deposits you will accept: ACH, credit card, debit card, Green Dot Money Pack, cash at specified locations, check and money order by mail.
 - C. Identify any fees or transaction-related charges and the amount that will be assessed: 3.98% is applied to credit/debit card transactions by processor and 4.5% is charged for credit card advance transactions process over the phone by the processor. \$25 fee for returned checks.
6. SECURITY ACCESS
- A. Attach your security access policy and safeguards pursuant to B&P Section 19604 (c) (2). Policy must include the following:
 1. Description of the technology to ensure identity, residence, and age verification when an Account is established: Applicant uses Equifax, an independent third party, to provide comprehensive verification of the account information provided by customers. For a more detailed description of verification see Section 2.1.1.1 of the Plan of Operations attached at Tab 6.
 2. Description of the technology to ensure confidentiality of the Means of Personal Identification: See Section 2.1.5 of the Plan of Operations attached at Tab 6.
 3. Methods and locations available for Account Holders to withdraw funds from their Account: Requests for withdrawals may be made online or by phone. Checks are mailed to the address on file within five business days. For more details, see the Plan of Operations attached at Tab 6.
 4. If the Advance Deposit Wagering records will be maintained at a site other than the out-of-state Hub provide the name, address, telephone and fax numbers and the hours of operation: 6130 NE 78th Court, Suite C4, Portland, OR (phone: (503) 253-0234; fax: (503) 253-0140) with hours of operation of 8:30 am to 10:30 pm PST or later depending on the last race of the day. Records are also maintained at 801 Corporate Drive, Lexington, KY (phone: (877) 774-7371) with hours of operation of 9:00 am to 1:00 am EST.

7. PARI-MUTUEL

- A. Name, address and telephone number of the pari-mutuel audit firm: PricewaterhouseCoopers LLP, 500 W. Main St., Suite 1800, Louisville, KY 40202
- B. Type(s) of pari-mutuel or totalizator equipment to be used and the simulcast organization, name of the entity supplying equipment, and expiration date of the service contract: Totalizator services are provided by AmTote International, Inc. The contract expires November, 2012.
- C. List the locations of the racing venues on which Advance Deposit Wagering will be accepted: See the tracks listed at Tab 7 which are subject to annual simulcast agreements.

NOTICE – The pari-mutuel system used must use a device or combination of devices authorized and operated exclusively for placing, receiving, or otherwise making a wager and by which a person must subscribe to in order to place, receive or otherwise make a wager; an effective customer and age verification system and the appropriate data security standards to prevent unauthorized access by any person who has not subscribed or who is under the age of 18.

8. CONTRACTS AND AGREEMENTS

- A. List name and address of all organizations you will contract with to facilitate Advance Deposit Wagering that are not provided in other sections of this application:
 Global Cash Access, 3525 E. Post Rd., Suite 120, Las Vegas, NV 89120
 Green Dot Corporation, 605 E. Huntington Dr., Suite 205, Monrovia, CA 91016
 Roberts Communications Network, Inc., 4175 Cameron St., Suite B-10, Las Vegas, NV 89103
 US-Offtrack, 6130 NE 78th Court, Suite C4, Portland, OR
- B. List each contract or agreement to facilitate Advance Deposit Wagering that is not finalized and signed: N/A

9. ADVERTISING

Name and address of the advertising agency you will use: Hoffman York, 142 East Ontario, Suite 13, Chicago, IL 60611

NOTICE – Pursuant to Rule 2072 (h) all advertisements shall contain a statement that persons under 18 are not allowed to open or have access to Accounts. All advertisements shall contain contact information for a recognized problem-gambling support organization. Additionally, pursuant to B&P Section 19604 (D) (3) advertisements shall not be deceptive to the public.

10. CERTIFICATION

I hereby certify under penalty of perjury that I have examined this Application, that all of the foregoing statements in this Application are true and correct, and that I am authorized to attest to this Application.

Brad Blackwell
 Print Name
 VP
 Print Title

[Signature]
 Signature
 9/11/11
 Date

STAFF ANALYSIS
November 17, 2011

APPLICATION FOR APPROVAL TO CONDUCT ADVANCE DEPOSIT WAGERING (ADW) OF XPRESSBET.COM, FOR AN OUT-OF-STATE MULTI-JURISDICTIONAL WAGERING HUB, FOR A PERIOD OF UP TO TWO YEARS.

XpressBet, LLC (XpressBet) filed its application as an out-of-state multi-jurisdictional wagering hub to provide advance deposit wagering (ADW). It is currently licensed through December 31, 2011 as an out-of-state multi-jurisdictional wagering hub. In June 2011, The Stronach Group (TSG) Developments Investments Inc., acquired the gaming assets previously held by MI Developments Inc. (MID) as part of reorganization. Some of the assets acquired were Santa Anita Park, Golden Gate Fields, XpressBet, AmTote and MID's joint venture interest in HRTV.

A bond or other form of financial security in the amount of \$500,000 is required to be submitted with an application for license to conduct ADW. XpressBet, as a current ADW provider, has a \$500,000 bond on file that will expire December 31, 2011. XpressBet has indicated that the bond will be renewed prior to expiration and a copy of the renewed bond will be promptly provided to CHRB.

This application provides for:

- Operating during all times races are running up to twenty-four hours a day. XpressBet has applied for a one-year license beginning January 1, 2012 through December 31, 2012. CHRB Rules 2071, License to Conduct Advance Deposit Wagering by a California Applicant, and 2072, Approval to Conduct Advance Deposit Wagering by an out-of-state Applicant, provide for a two-year license term.
- Business and Profession Code section 19604 includes specific provisions that must be met before an ADW provider can accept wagers. These include:

19604 (b) (1) and (2)

No ADW provider may accept wagers on races conducted in California from a resident of California unless all of the following conditions are met:

1. The ADW provider must be licensed by the Board.
2. A written agreement allowing those wagers exists with the racing association or fair conducting the races on which the wagers are made.
3. The agreement referenced in subparagraph (2) shall have been approved in writing by the horsemen's organization responsible for negotiating purse agreements for the breed on which the wagers are made in accordance with the Interstate Horseracing Act (15 U.S.C. Sec. 3001, et seq.), regardless of the location of the ADW provider, whether in California or otherwise, including, without limitation, any and all requirements contained therein

with respect to written consents and required written agreements of horsemen's groups to the terms and conditions of the acceptance of those wagers and any arrangements as to the exclusivity between the host racing association or fair and the ADW provider. For purposes of this subdivision, the substantive provisions of the Interstate Horseracing Act shall be taken into account without regard to whether, by its own terms, that act is applicable to advance deposit wagering on races conducted in California accepted from residents of California.

No ADW provider may accept wagers on races conducted outside of California from a resident of California unless all of the following conditions are met:

1. The ADW provider must be licensed by the Board.
2. There is a hub agreement between the ADW provider and one or both of (i) one or more racing associations or fairs that together conduct no fewer than five weeks of live racing on the breed on which wagering is conducted during the calendar year during which the wager is placed, and (ii) the horsemen's organization responsible for negotiating purse agreements for the breed on which wagering is conducted.

19604 (a) (7)

"Hub agreement" as a written agreement providing for contractual compensation paid with respect to advance deposit wagers placed by California residents on a particular breed of racing conducted outside of California. In the event a hub agreement exceeds a term of two years, then an ADW provider, one or more racing associations or fairs that together conduct no fewer than five weeks of live racing for the breed covered by the hub agreement, and the horsemen's organization responsible for negotiating purse agreements for the breed covered by the hub agreement shall be signatories to the hub agreement. A hub agreement is required for an ADW provider to receive contractual compensation for races conducted outside of California."

19604 (d) (1) (B)

"The board shall not approve an application for an original or renewal license as an ADW provider unless the entity, if requested in writing by a bona fide labor organization no later than ninety days prior to licensing, has entered into a contractual agreement with that labor organization . . ."

XpressBet has supplied the Board with a copy of their addendum agreement with Pari-mutuel Employees Guild Local 280 (labor organization), extending the terms and conditions of the labor agreement through December 31, 2012. The agreement may be subject to change pending the outcome of arbitration by Local 280 regarding white label third party websites. Monarch Content Management, LLC, is acting as the negotiating party for the 2012 simulcast wagering agreements between the advance deposit wagering providers and the California thoroughbred racing associations, California Authority of Racing Fairs and the Los Angeles County Fair at Pomona. To date the 2012 contracts and/or agreements required pursuant to Business and Professions Code section 19604 that allow ADW providers to accept wagers on races conducted in and outside of California for the applied license term have not been received. Negotiations are proceeding, with the expectation that the required agreements/contracts will be signed in early December, before the commencement of the 2012 racing season.

XpressBet is listed as an ADW provider on the California Exposition and State Fair Harness Association; Pacific Racing Association and Los Angeles Turf Club race meet applications.

The following items are outstanding and will need to be submitted and/or resolved before ADW wagers can be accepted:

1. Contract and/or agreements required pursuant to Business and Professions Code section 19604 that allow XpressBet to accept wagers.
2. Horsemen's Agreement
3. Hub Agreement
4. Surety bond for term of the license renewal

RECOMMENDATION:

If the application is considered for approval, staff recommends a contingent approval upon the submission of outstanding items.

Application is made to the CHRB for a license to conduct Advance Deposit Wagering in accordance with the California Business and Professions (B&P) Code and CHRB Rules and Regulations (Rule) and comply with the provisions of the Interstate Horseracing Act, 15 U.S.C. 3001 to 3007.

NOTICE – By submitting the Application the out-of-state Applicant consents to the jurisdiction of California courts and the application of California law as to all California wagers and operations.

Application must be filed not later than 90 days in advance of the date scheduled to conduct advance deposit wagering and must be accompanied by a bond or other form of financial security in the amount of \$500,000.

1. OUT-OF-STATE MULTI-JURISDICTIONAL WAGERING HUB (out-of-state Hub)

A. Name, mailing address, telephone and fax numbers:

XpressBet, LLC
200 Race Track Road
Washington, PA 15301
Telephone: (412) 232-6916
Facsimile: (412) 232-6917

B. Name, title, license number and racing jurisdiction where licensed for all management personnel:

Please note that under Oregon law, the following individuals are not required to hold a license issued by the Oregon Racing Commission, but each individual does hold a license issued by the CHRB.

<u>Name</u>	<u>Title</u>	<u>CHRB License No.</u>
Ronald W. Luniewski	President	275875
Dan Newman	Vice President	305020
Lyle Strachan	Executive Vice President	306750
Greg Avioli	Chief Executive Officer	306304
Michael M. Rogers	Vice President	306749

C. Name, title and mailing address of the California agent for receipt of service of process:

CT Corporation System
818 West Seventh Street
Los Angeles, CA 90017

CHRB CERTIFICATION

Application received: 11/1/11
Reviewed: *cap*

Hearing date: 11/17/11
Approval date:

D. Attach the contract with the California racing association or fair and the required horsemen's approval under the Interstate Horseracing Act that permits you to provide Advance Deposit Wagering services and identify the amount of the market access fee to be paid to the California racing association or fair for access to the California market for wagering purposes.

Below is a list of the Race Track licensees with which XpressBet either has contracted or is in the process of contracting for the purpose of offering such licensees' content through XpressBet's advance deposit wagering service. Please find attached as Exhibit 1 a copy of various Race Track licensee agreement, along with a copy of XpressBet's agreement with the Thoroughbred Owners of California.

<u>Race Track</u>	<u>Licensee</u>
Santa Anita Park	Los Angeles Turf Club, Incorporated
Golden Gate Fields	Pacific Racing Association/ Cal Fair
California Expo	Sacramento Harness Association
Sacramento	California State Fair
Stockton	San Joaquin Fair
Fresno	Fresno County Fair
Pleasanton	Alameda County Fair
Vallejo	Solano County Fair
Santa Rosa	Sonoma County Fair
Del Mar	Del Mar Thoroughbred Club
Fairplex Park	Los Angeles County Fair Association
Humboldt	Humboldt County Fair
Los Alamitos Race Course	Los Alamitos
Los Angeles Turf Club	Oak Tree Racing Association
Hollywood Park	Hollywood Park Racing Association, LLC

2. DATES OF OPERATION

A. Dates Advance Deposit Wagering will be conducted:
 XpressBet, LLC will conduct advance deposit wagering January 1, 2012 up to and including December 31, 2012.

B. Hours Advance Deposit Wagering will be conducted:
 While races are run, up to twenty-four (24) hours per day

3. BUSINESS STRUCTURE

- A. Corporation (complete subsection B)
- X LLC (complete subsection C)
- Other (specify, and complete subsection D)

Complete the applicable subsection

B. CORPORATION

- 1. Registered name of the corporation:
- 2. State where incorporated:

3. Registry or file number for the corporation:
4. Name of all officers and directors, titles, and number of shares of the corporation held by each;
5. Names (true names) of all entities and persons, other than the officers and directors listed above, that hold 5% or more of the outstanding shares in the corporation and the number of shares held by each:
6. Number of outstanding shares in the corporation:
7. Are the shares listed for public trading? Yes No
If yes, on what exchange and how is the stock listed:
8. Name of the custodian of the list of shareholders and/or the transfer agent for the share holdings of the corporation:
9. If more than 50% of the shares are held by a parent corporation or are paired with any other corporation or entity, give the name of the parent and/or paired corporation or entity:
10. Attach the most recent annual audited financial statements for the corporation, including balance sheet and profit and loss statement, and a copy of a report made during the preceding 12 months to shareholders in the corporation and/or the Securities and Exchange Commission and/or the California Corporations Commission.
11. Attach a business plan to include a detailed budget that shows anticipated revenue, expenditures and cash flow by month projected for the term of the license.

C. LLC

1. Registered name of the LLC:
XpressBet, LLC
2. State where articles of organization are filed:
Delaware
3. Registry or file number for the LLC:
3373240

4. Names of all officers and directors, titles, and the number of shares of the LLC held by each:

<u>Name</u>	<u>Title</u>	<u>Number of Shares Owned</u>
Ronald W. Luniewski	President	None
Dan Newman	Vice President	None
Greg Avioli	Chief Executive Officer	None
Lyle Strachan	Executive Vice President	None
Michael M. Rogers	Vice President	None

5. Names (true names) of all members, other than the officers and directors listed above, that hold 5% or more of the outstanding shares in the LLC and the number of shares held by each:

The Stronach Group (TSG) Developments Investments Inc., a Delaware Corporation, holds 100% of the membership interests in the LLC and owns 100 shares.

6. Are the shares listed for public trading? Yes No
If yes, on what exchange and how is the stock listed:

7. If more than 50% of the shares are held by a parent corporation or are paired with any other corporation or entity, give the name of the parent and/or paired corporation or entity:

TSG Developments Investments Inc., a Delaware Corporation that is ultimately controlled by the Stronach Trust, based in Ontario Canada. There are several holding companies between XpressBet, LLC and the Stronach Trust established for tax purposes.

8. Attach the most recent annual audited financial statements for the LLC, including balance sheet and profit and loss statement, and a copy of a report made during the preceding 12 months to shareholders in the LLC and/or the Securities and Exchange Commission and/or the California Corporations Commission.

Enclosed is a copy of MID's most recent audited Annual report which XpressBet is a component of the results. Additionally, enclosed is a copy of the XpressBet, LLC Audited Financial Statement Eight Month Period Ending December 31, 2010.

9. Attach a business plan to include a detailed budget that shows anticipated revenue, expenditures and cash flow by month projected for the term of the license.

XpressBet's business plan for 2012 is being provided under separate confidential cover, and it is requested that such business plan remain confidential at all times to the CHRB

D. OTHER - Not Applicable

1. Name(s) of partners/sole proprietor:
2. If a partnership, attach partnership agreement.
3. Attach a business plan to include a detailed budget that shows anticipated revenue, expenditures and cash flow by month projected for the term of the license.

4. ESTABLISHING ADVANCE DEPOSIT WAGERING ACCOUNTS – 18-8
must comply with Rule 2075

- A. List the procedures to establish an Account:
Included in the attached Exhibit 2, Plan of Operation, is the Applicant's *Account Opening Procedures*.
- B. If an application form is used to establish an Account, attach a copy of the form.
Attached as Exhibit 3 is a copy of the application form, similar forms are used for on-site or in-person applications.
- C. Name and address of the third party you will use to confirm identity, residence and age verification:
In respect of wagers placed through the Applicant's internet and telephone account wagering products, the Applicant will make use of the services of TransUnion, LLC to provide identity, residence and age verification services. The address of TransUnion, LLC is set forth below:

TransUnion, LLC
555 W. Adams Street
Chicago, IL 60661

5. OPERATION OF ADVANCE DEPOSIT WAGERING ACCOUNTS – must comply with Rule 2073.

- A. Submit a copy of your plan for operation.
Please see attached as Exhibit 2 is Applicant's *Plan of Operation*.
- B. List the type of deposits you will accept:
In respect of internet and telephone account wagering, the Applicant will accept the following types of deposits: cash deposits made directly, personal checks, cashier's checks, money orders made directly or mailed, debits to an Account Holder's credit card or debit card, and wire and other electronic transfers from a monetary account controlled by Account Holder.
- C. Identify any fees or transaction-related charges and the amount that will be assessed:
For purposes of internet and telephone account wagering, customers will not be charged a monthly membership or wagering fee or a per-call or wager transaction fee. However, customers may be charged a value added transaction fee of \$0.25 per telephone call when dealing with a live teller. Processing fees may be charged in respect of deposits made pursuant to Item 5B above, via credit card cash advance or wire transfers.

To the extent credit cards are used/permitted in connection with internet and telephone account wagering, processing fees for credit card cash advances will be no greater than 6%. High value customers may not be subject to credit card cash advance processing fees.

A wire transfer of less than \$250.00 is subject to a \$5 processing fee. A wire transfer of greater than \$250.00 is not subject to any charge.

Customers requesting special delivery (e.g. courier) may be charged the cost of those services.

As the distribution platforms evolve and future enhancements deliver increased functionality to customers, monthly fees or surcharges may be implemented for added value services.

6. SECURITY ACCESS

A. Attach your security access policy and safeguards pursuant to B&P Section 19604 (c) (2). Policy must include the following:

Please refer to Exhibit 4 for Items 1 – 4.

- 1. Description of the technology to ensure identity, residence, and age verification when an Account is established.
- 2. Description of the technology to ensure confidentiality of the Means of Personal Identification.
- 3. Methods and locations available for Account Holders to withdraw funds from their Account.
- 4. If the Account Deposit Wagering records will be maintained at a site other than the out-of-state Hub provide the name, address, telephone and fax numbers and the hours of operation.

7. PARI-MUTUEL

A. Name, address and telephone number of the pari-mutuel audit firm:

Bowen & McBeth
 10722 Arrow Route, Suite 110
 Rancho Cucamonga, California 91730
 Telephone: 909-944-6465
 Facsimile: 909-980-4788

B. Type(s) of pari-mutuel or totalizator equipment to be used and the simulcast organization, name of the entity supplying equipment, and expiration date of the service contract:

- (i) Types of pari-mutuel or totalizator equipment to be used.
Totalizator equipment and services will be provided to Applicant by AmTote International, Inc. In addition to standard totalizator equipment and services, Applicant will be utilizing (a) IVR – “interactive voice response technology” (an automated touch-tone betting system), provided by AmTote International, Inc. (b) on-line computer wagering technology (c) IVR – natural language voice recognition system provided by AmTote International, Inc. and Applicant is currently operating under an agreement with AmTote International, Inc. which expires on October 31, 2012. XpressBet fully expects to renew a long term agreement with AmTote early in 2012. The CHRB will be notified upon execution.

- (ii) Simulcast Organization
Roberts Communications Network, Inc., and AmTote International, Inc.
- (iii) Name of entity supplying equipment, and expiration date of the service contract.
Equipment to be supplied by:

AmTote International, Inc.
11200 Pepper Road
Hunt Valley, MD 21031-1324
Expiration date: October 31, 2012

- C. List the locations of the racing venues on which Advance Deposit Wagering will be accepted:

Attached as Exhibit 5 is the list of racing venues on which the Applicant currently intends to accept Advance Deposit Wagering. The applicant will update the website as racing venues are confirmed or added.

NOTICE – The pari-mutuel system used must use a device or combination of devices authorized and operated exclusively for placing, receiving, or otherwise making a wager and by which a person must subscribe to in order to place, receive or otherwise make a wager; an effective customer and age verification system and the appropriate data security standards to prevent unauthorized access by any person who has not subscribed or who is under the age of 21.

8. CONTRACTS AND AGREEMENTS

- A. List name and address of all organizations you contracted with to facilitate Advance Deposit Wagering:

AmTote International, Inc.
11200 Pepper Road
Hunt Valley, MD 21031-1324

- B. List each contract or agreement to facilitate Advance Deposit Wagering that is not finalized and signed:

N/A

9. ADVERTISING

Name and address of the advertising agency you will use:

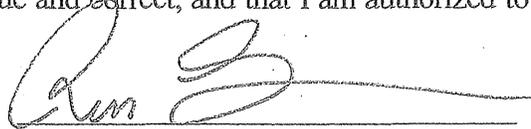
Candelaria Advertising
1545 Idlewood Rd.
Glendale, California 91202

NOTICE – Pursuant to Rule 2072 (h) all advertisements shall contain a statement that persons under 18 are not allowed to open or have access to Accounts. All advertisements shall contain contact information for a recognized problem-gambling support organization. Additionally, pursuant to B&P Section 19604 (D) (3), advertisements shall not be deceptive to the public.

10. CERTIFICATION

I hereby certify under penalty of perjury that I have examined this application, that all of the foregoing statements in this application are true and correct, and that I am authorized to attest to this application.

Ron Luniewski
Print Name:


Signature:

President
Print Title:

8-26-11
Date: