



NEW YORK STATE OLYMPIC REGIONAL DEVELOPMENT AUTHORITY

Resolution # 427

**RESOLUTION APPROVING AND ADOPTING A
GOVERNANCE COMMITTEE CHARTER**

At a meeting of the Board of Directors of the Olympic Regional Development Authority (ORDA) held on August 20, 2021, the Chair offered the following resolution:

WHEREAS, pursuant to Public Authorities Law § 2824, the ORDA Board of Directors is charged with establishing written policies and procedures regarding the corporate governance of ORDA; and

WHEREAS, pursuant to Public Authorities Law § 2824 (7) and the ORDA By-Laws, Article II Section 4, respectively, the ORDA Board of Directors is required to establish a Governance Committee, and the ORDA Board Chair is authorized to establish other committees and to select their members; and

WHEREAS, by Resolution #417 duly passed by the Board of Directors on June 25, 2021, the ORDA Board of Directors established a Governance Committee comprised of three members appointed by the Chair and approved by the Board in accordance with the ORDA By-Laws Article II Section 1; and

WHEREAS, at a meeting of the Governance Committee held on August 20, 2021 the Governance Committee voted to accept and submit to the full Board for adoption and approval, the Governance Committee Charter that is annexed hereto and made a part hereof as if fully restated herein, which sets out the purpose and composition of the Committee, the schedule and process for its meetings, the powers and duties of the Committee, and its reporting responsibilities to the Board of Directors, and

WHEREAS, the Governance Committee seeks approval by the Board to adopt the Governance Committee Charter attached hereto; and

NOW THEREFORE BE IT RESOLVED, that after careful consideration and due deliberation, the ORDA Board of Directors hereby approves and adopts the attached Governance Committee Charter, effective immediately, which will be posted with Board materials on the ORDA website, for access by the public.

SO RESOLVED,

MOVED BY: *Diane Munro*

SECONDED BY: *Bill Beaney*

and

ADOPTED BY the following vote:

Kelly Cummings
Bill Beane
Cliff Donaldson
Steve Hunt
Betty Little
Art Lussi
Diane Munro
Chris Pushkarish
Teff Stefanke
Elger Tatum

Excused/Abstained:

Andy Lack (A)
Frank Cardinale (E)

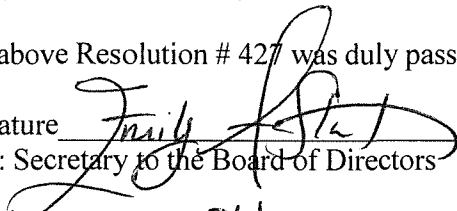
Against:

Emily Stanton, Secretary to the Board, being duly sworn, deposes and says:

The above Resolution # 427 was duly passed by the Board of Directors on August 20, 2021.

Signature

Title: Secretary to the Board of Directors



Sworn before me this 24 day of August 2021
Notary Public, State of New York



KASEY L. DONAHUE
Notary Public, State of New York
Qualified in Essex County
No. 01DO6322116
My Commission Expires March 30, 2023



ORDA BOARD OF DIRECTORS GOVERNANCE COMMITTEE CHARTER

I. Purpose

The purpose of the Governance Committee is to: keep the Board of Directors informed of current best practices in corporate governance by reviewing corporate governance trends for their applicability to ORDA, and updating ORDA's corporate governance principles and practices accordingly; advise those responsible for appointing directors to the Board on the skills, qualities, and professional or educational experiences necessary to be effective Board members; monitor and evaluate Board effectiveness; address potential ethical and/or conflict of interest issues affecting Board members; review and recommend by-laws which include rules and procedures for conduct of Board business; and perform such other responsibilities as the Board shall assign to it.

II. Composition

The Committee shall consist of three (3) independent members of the Board as designated by the Chair and approved by the Board of Directors in accordance with the By-Laws. The Chair of the Board shall appoint the Chair of the Governance Committee. The Chair of the Board may appoint himself or herself to serve as a voting member of the Committee but shall not be permitted to serve as Chair of the Committee. Each voting member of the Governance Committee shall be an independent member as that term is defined in subdivision two of section 2825 of the Public Authorities Law. All Governance Committee members should be knowledgeable in matters pertaining to governance including practices to address transparency, independence, accountability, fiduciary responsibilities, and management oversight. Governance Committee members shall serve until the end of the term of their appointment to the Board of Directors, except that, a committee member may resign and continue to serve as a Board Member. In the event of a vacancy on the committee,

the Board Chair shall appoint a successor who shall be approved by the Board of Directors at its next regularly scheduled meeting.

III. Meetings of the Governance Committee

A. The Governance Committee shall meet at least twice in a fiscal year, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in the charter. A majority of the Governance Committee members present or participating through videoconference shall constitute a quorum.

B. Members of the Governance Committee are expected to attend each committee meeting, in person or via such videoconferencing technology as may be available for the purpose of conducting such meetings. The Governance Committee may invite other individuals, such as members of management, auditors or other technical experts, to attend meetings and provide pertinent information, as necessary.

C. Meeting agendas shall be prepared prior to every meeting and announced to the public at least five (5) calendar days prior to the date of the scheduled meeting. The agenda and meeting materials, including any necessary briefing materials, shall be provided to Governance Committee members at least two (2) business days before the scheduled Governance Committee meeting, and all such public meeting materials shall be posted on the ORDA website for public access. Email may be used as a valid means of providing such materials to members of the Governance Committee.

D. The Governance Committee may act only on the affirmative vote of a majority of the Committee members or by unanimous consent. Minutes of all Governance Committee meetings shall be recorded.

E. Meetings of the Governance Committee are open to the public, and the Committee shall be governed by the rules regarding public meetings as set forth in the applicable provisions of the Public Authorities Law and Article 7 of the Public Officers Law as they relate to public notice and the conduct of executive session.

IV. Powers and Duties of the Governance Committee

It shall be the responsibility of the Governance Committee to:

A. Make recommendations on the structure of Board meetings and the skills and experience that should be required of potential board members, and develop and

recommend to the Board the number and structure of committees to be created by the Board;

B. Develop and provide recommendations to the Board regarding Board member education, including new member orientation and regularly scheduled board member training to be obtained from State-approved trainers;

C. Develop and recommend to the Board any policies or other documents relating to effective ORDA governance, and regularly review and update such policies or documents, including but not limited to:

- a. the ORDA Mission Statement;
- b. the rules and procedures for conducting the business of the ORDA Board such as the ORDA By-Laws;
- c. the promotion of honest and ethical conduct by ORDA's directors, officers, and employees, and enhance public confidence in the authority, which such policies shall be at least as stringent as the laws, rules, and regulations applicable to State officers and employees;
- d. the procurement of goods and services, including policies relating to the disclosure of persons who attempt to influence ORDA's procurement process;
- e. the acquisition of real property or interests therein, and the disposition of real and personal property;
- f. the protection of whistleblowers from retaliation;
- g. equal opportunity and affirmative action policies;
- h. time and attendance, and salary and compensation, for ORDA's chief executive and management;

D. Recommend, and review on an annual basis, performance measurements by which the performance of ORDA and the achievement of its goals articulated in its Mission Statement may be evaluated;

E. Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the Committee deems necessary, and with Board approval, solicit at ORDA's expense, persons having special competencies, including legal, accounting, or other consultants as the Committee deems necessary to fulfill its responsibilities;

F. Meet with and obtain any information it may require from ORDA senior management to accomplish these responsibilities.

V. Reporting

A. A report of any meeting of the Governance Committee shall be prepared and presented to the Board at its next regularly scheduled meeting following any meeting of the Committee.

B. The Governance Committee shall review and report to the Board, at least annually, on the compensation and benefits for the President & CEO and other ORDA senior officials, any proposed changes to the Governance Charter; and a self-evaluation of the Governance Committee's functions.



NEW YORK STATE OLYMPIC REGIONAL DEVELOPMENT AUTHORITY

Resolution # 428

RESOLUTION APPROVING AND ADOPTING CERTAIN POLICIES

At a meeting of the Board of Directors of the Olympic Regional Development Authority (ORDA) held on August 20, 2021, the Chair offered the following resolution:

I. Defense and Indemnification

WHEREAS, pursuant to Public Authorities Law § 2824 (1) (f), the ORDA Board of Directors is charged with establishing a defense and indemnification policy and disclosing such policy to any and all prospective Board members; and

WHEREAS, it is both necessary and desirable for ORDA to amend and update its existing Defense and Indemnification Policy (“Policy”); and

WHEREAS, annexed hereto and made a part hereof as if fully restated herein, is ORDA’s proposed revised Policy for the defense and indemnification of Members, officers, and employees of ORDA; and

WHEREAS, the Policy provides that defense and indemnification for actions or proceedings against ORDA Members, officers, and directors shall be provided through the procurement of insurance as part of ORDA’s annual program of insurance; and

WHEREAS, the Policy further provides that such insurance shall not supplant any indemnification by the State that is conferred on any Member, officer, or employee under Public Officers Law § 17; and

II. Code of Ethics

WHEREAS, pursuant to Public Authorities Law § 2824, the ORDA Board of Directors is charged with establishing written policies and procedures governing the conduct of ORDA and ORDA personnel; and

WHEREAS, by Resolution Nos. 11, 29, and 179, the Board of Directors has previously adopted a Code of Ethics Policy for ORDA members and employees; and

WHEREAS, ORDA has found and determined that it is both necessary and desirable to revise its existing Code of Ethics (Code) to update it in accordance with current ethics law and policy; and

WHEREAS. The Governance Committee has reviewed the revised Code of Ethics and has recommended that the Board of Directors approve and adopt such revised Code; and

WHEREAS, annexed hereto and made a part hereof as if fully restated herein, is ORDA's proposed revised Code of Ethics containing provisions governing conflicts of interest, gifts, outside employment or activities, political activities, prohibitions on nepotism, the designation of policy makers, and requirements of annual financial disclosure; and

NOW THEREFORE BE IT RESOLVED, that after careful consideration and due deliberation, the ORDA Board of Directors hereby approves and adopts the attached Defense and Indemnification Policy and Code of Ethics Policy, effective immediately, each of which will be posted with Board materials on the ORDA website for access by the public.

SO RESOLVED,

MOVED BY: Art Lussi

SECONDED BY: Betty Little

and

ADOPTED BY the following vote:

Kelly Cummings
Bill Beaney
Cliff Donaldson
Steve Hunt
Betty Little
Art Lussi
Diane Munro
Chris Pushkarsh
Jeff Stefancko
Elmer Tatum

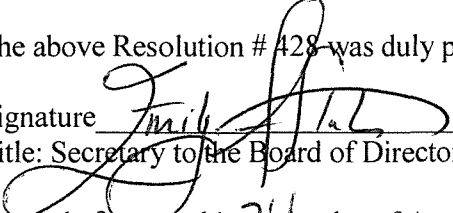
Excused/Abstained:

Frank Cardinale (E)
Andy Lack (A)

Against:

Emily Stanton, Secretary to the Board, being duly sworn, deposes and says:

The above Resolution # 428 was duly passed by the Board of Directors on August 20, 2021.

Signature 
Title: Secretary to the Board of Directors

Sworn before me this 24 day of August 2021
Notary Public, State of New York



KASEY L. DONAHUE
Notary Public, State of New York
Qualified in Essex County
No. 01DO6322116
My Commission Expires March 30, 2023



DEFENSE AND INDEMNIFICATION POLICY

I. Purpose and Definition.

The purpose of this Policy is to provide for the defense and indemnification of Members, officers, and employees of the New York State Olympic Regional Development Authority (ORDA).

II. General Scope of Indemnification.

ORDA shall, to the fullest extent permitted by law, indemnify any person who becomes a party to an action or proceeding by reason of the fact that they were or are a Board Member (Member), officer, or employee of ORDA, and arising out of such Member's, officer's, or employee's action(s) within the scope of their employment in the exercise or carrying out of any of ORDA's purposes and powers (Applicable Standard of Conduct), against judgments, penalties, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred, unless the conduct of such Member, officer, or employee, in the matters at issue in such action or proceeding, is found not to have met the Applicable Standard of Conduct.

III. Insurance.

ORDA shall, to the fullest extent permitted by law, provide defense and/or indemnification under the terms of this Policy through the purchase and maintenance of insurance procured annually as part of the ORDA program of insurance. Outside of such insurance ORDA assumes no independent obligation to indemnify any ORDA Member, officer, or employee, under the terms of this Policy. If a claim for coverage is denied by the carrier(s) of such policy or policies of insurance, ORDA shall have no independent liability for the costs associated with either the defense or indemnification of any Member, officer, or employee, in any action or proceeding against them. This policy does not create any contractual obligation on the part of ORDA in this regard.

IV. Applicability of this Article.

A. The provisions of this Policy shall inure only to Members, officers, and employees of ORDA, as defined herein, shall not enlarge or diminish the rights of any other party to an action or proceeding, and shall not impair, limit or modify the rights and obligations of any insurer under any policy of insurance.

B. The provisions of this Policy shall be in addition to and shall not supplant any indemnification by the State heretofore or hereafter conferred upon any Member, officer, or employee by Section 17 of the Public Officers Law, or otherwise.

C. This Policy shall be applicable, to the fullest extent permitted by law, to any claim for indemnification made after its adoption as a Policy Resolution of ORDA, whether the action or proceeding to which such claim relates commenced, or the matters at issue therein occurred, before or after the adoption of this Policy. It is contemplated that no subsequent amendment, supplement or repeal of this Policy which deprives a Member, officer, or employee of any substantial right or benefit conferred herein will be made applicable with respect to any claim for indemnification arising out of conduct of such Member, officer, or employee occurring or alleged to have occurred after the adoption of this Policy and prior to such amendment, supplement or repeal.



CODE OF ETHICS

I. Introduction

It is the policy of the Olympic Regional Development Authority ("ORDA") to conduct all of its activities pursuant to the highest standards of public integrity and ethical conduct. So as to emphasize the standards of ethical conduct expected of all members and employees of ORDA, the Board of Directors has adopted in its By-Laws at Article III (Conflicts of Interest), and by Resolution Nos. 11, 79, 179, a Code of Ethics ("Code").

The Code establishes the parameters of permissible activity by ORDA members and employees, specifically proscribes certain activities, and establishes the administrative structure through which such matters shall be identified and resolved.

In general, any questions regarding the application of the Code, or any doubts regarding the propriety of any action planned or taken by ORDA, its members or employees, shall be brought to the attention of ORDA's General Counsel. ORDA's General Counsel will refer breaches of the Code, or other matters, as appropriate, to the Joint Commission on Public Ethics (JCOPE) and/or such other authority as may be appropriate under the circumstances.

II. Public Officers Law

The Ethics in Government Act was enacted in 1987 to eliminate abuse and corruption in State government and to restore the public's trust and confidence in public institutions. Under the Act, restrictions were imposed on the business and professional activities of State officers and employees, both during and after their State employment. The Act also requires certain public employees to file an annual statement of financial disclosure to JCOPE.

All members and employees of ORDA are subject to the ethics provisions as set forth in Public Officers Law §§73, 73-a, and 74. The rules of ethical conduct as set forth in the Code are to be considered as supplemental to those contained in §§ 73, 73-a, and 74 of the Public Officers Law, and such law is paramount and controlling to the extent, if any, that it is more restrictive or limiting than the Code.

III. Conflicts of Interest

Members and employees of the Authority shall avoid actual, apparent, or potential conflicts of interest in the exercise of their official duties and responsibilities, as well as their private and individual interests. Such conflicts of interest may include:

- A. Soliciting, accepting, or receiving any gift, whether in the form of money, service, loan, travel, entertainment, hospitality, promise, or in any other form, under circumstances in

which it could be reasonably inferred that the gift was intended to influence the member or employee of ORDA, or could reasonably be expected to influence such member or employee in the performance of their official duties, or as a reward for any official action;

B. Accepting outside employment which would impair the member or employee of the Authority's independence of judgement in the exercise of his/her official duties, or which would require or result in the disclosure of confidential information gained by reason of State position, employment or authority;

C. Soliciting or obtaining significant interest or investment in business enterprises that act as ORDA sponsors or suppliers, other than those interests or investments held prior to service as a member or employee of the Authority;

D. Taking part, as a member or employee of ORDA, in the identification, negotiation, selection, acquisition or determination of any procurement, contract, transaction, or other matter with any business entity in which such member, employee, or representative has a direct or indirect financial interest that might reasonably tend to conflict with the proper discharge of his/her official duties.

ORDA's Code mandates complete disclosure, in writing, of any such conflict. This requirement includes a detailed recitation of the nature and extent of any direct or indirect financial or other interest such member or employee of ORDA may have in any entity currently doing or attempting to do business with ORDA, and must be submitted to ORDA's General Counsel. Every effort must be made to identify and mitigate the appearance or existence of a conflict of interest at the earliest stage of any ORDA business transaction, and prior to any final action.

***NOTE:** A conflict of this type shall preclude any member of the ORDA Board of Directors from voting upon such business before the Board, and shall require all members and employees of ORDA to refrain from any involvement in the transaction of such business at any level. Any and all inquiries regarding the application of this requirement should be immediately referred to the ORDA General Counsel.*

IV. Nepotism

Public Officers Law § 73 (14) prohibits a State employee from participating in any decision to hire, promote, discipline, or discharge a relative who is, or is under consideration to become, a State employee. This law effectively prohibits a State employee from directly or indirectly supervising a relative. A relative is defined under the law as any person living in the same household as the member or employee, or any person who is a direct descendant of the member's or employee's grandparents, as well as the spouse of such descendant. **No ORDA employee may work in a direct chain of supervision as a relative.**

Any relative of an ORDA employee who wishes to seek employment with ORDA must do so without any involvement by their ORDA-employed relative. Any ORDA employee who has a relative seeking employment with ORDA is barred from participating in any manner in any part of the hiring process.

V. Gifts

No ORDA member or employee may accept any gift of more than nominal value from persons or entities who do business with the State (impermissible source). The term "nominal value" has been defined by JCOPE as something having a fair market value of \$15 or more. The term "gift" includes (but is not limited to) meals, refreshments, entertainment, money, services,

loans, travel, lodging, a promise with monetary value, and agreeing to change the terms of a debt.

In addition, no member or employee should accept anything of any value (even if less than \$15) where it could be reasonably inferred that the gift is intended to influence the recipient in the performance of their duties, or was given as a sign of appreciation for carrying out their official duties (creating an actual or apparent conflict of interest or appearance of improper influence).

No member or employee may direct a gift from an impermissible source to a third party, including a charitable organization, their spouse or their child.

VI. Outside Employment or Activities

No ORDA member or employee shall engage in any outside business activity, transaction, or employment that would conflict with the public interest. In addition, no ORDA member or employee shall engage in any outside business activity that would reflect adversely on the integrity of such member or employee, or ORDA itself.

No employee may participate in any outside employment or business activity without first seeking written approval from both their supervisor and ORDA's General Counsel. Actions associated with any outside business activity, transaction, or employment are not permitted during normal work hours, and ORDA premises, equipment, supplies, or resources of any kind may not be used to accomplish such activity.

VII. Political Activities

ORDA members and employees are encouraged to take an interest in local, State, and national political affairs, and to participate in such affairs, on their own time, in the manner they see fit. However, the Public Officers Law generally prohibits an individual who is serving in a policy making position from serving as an officer of any political party or political organization (note - a "political organization" is defined to mean an organization that is affiliated with or subsidiary to a political party, but does not include campaign or fundraising committees), from serving as a member of any political party committee including serving as a political party district leader or member of a national committee of a political party, and from giving or raising contributions to the Governor's political campaign.

Any participation by an ORDA employee in permitted political activities must be conducted in the following manner:

- A. The employee must be clearly acting as an individual, not as a representative of ORDA;
- B. The activities must not interfere with the employee's job duties;
- C. The activities must not be done on ORDA time;
- D. The activities must not involve the use of ORDA premises, resources, facilities, equipment or supplies.

In general, ORDA members and employees are charged to pursue a course of conduct that will maintain the public's trust and confidence in civil servants and public institutions, and which complies with all applicable local, State and federal laws.

Any member or employee with an interest in outside political activities or questions about these requirements should contact ORDA's General Counsel.

VIII. Policy Makers

ORDA's Board of Directors will, on an annual basis, pass a resolution identifying those employees who are designated as policy makers by ORDA. All Board Members are subject to the requirement for filing an annual statement of financial disclosure.

IX. Financial Disclosure

In accordance with Public Officers Law § 73-a, JCOPE requires that any employee designated by ORDA as a policymaker, or any employee whose salary exceeds the annual threshold, file an Annual Financial Disclosure Statement (FDS). Pursuant to the Public Officers Law, a failure to file this Statement in a timely manner may subject a required filer to a civil penalty of up to ten thousand dollars (\$10,000.00), and/or disciplinary action initiated by ORDA.

ORDA will track the compliance of members and employees with this requirement, and those members and employees who are subject to this requirement will be notified by JCOPE of the requirement to file a FDS.

Information about the annual filing requirements, including changes in salary thresholds can be found at <https://jcope.ny.gov/fds-filing-information-and-forms>.

Any questions on these requirements should be directed to ORDA's General Counsel, or to JCOPE at 800-873-8442 or by email at ethel@jcope.ny.gov.



NEW YORK STATE OLYMPIC REGIONAL DEVELOPMENT AUTHORITY

Resolution # 429

**RESOLUTION GRANTING APPROVAL FOR THE PRESIDENT & CEO TO
ENTER INTO AGREEMENTS FOR
WATER SYSTEM UPGRADES AT GORE MOUNTAIN**

At a meeting of the Board of Directors of the Olympic Regional Development Authority (ORDA) held on August 20, 2021, the Chairperson offered the following resolution:

WHEREAS, pursuant to Public Authorities Law § 2611 (14), the New York State Olympic Regional Development Authority (ORDA) has the power “[t]o develop and construct, or participate in the development and construction of, a facility or facilities, whether or not owned by the authority, and to operate, maintain and manage any such facilities, for the training and housing of amateur athletes in connection with the United States Olympic training center program and the authority’s conduct of national and international sporting events”; and

WHEREAS, Gore Mountain is one of the facilities ORDA operates, maintains and manages pursuant to Public Authorities Law § 2611 (14); and

WHEREAS, the operation of Gore Mountain requires a potable water source; and

WHEREAS, existing potable water source at Gore Mountain has been contaminated by road salt; and

WHEREAS, ORDA has identified a new source of potable water consisting of the existing artesian well located near the electrical substation and air compressor building; and

WHEREAS, in order to make use of this new source of potable water, it must be connected to the existing water storage reservoir that currently serves the Base Lodge area; and

WHEREAS, ORDA is in the process of developing the plans and specifications required for all work required to connect the artesian well to the existing water storage reservoir and for the commissioning of this system in accordance with New York State Department of Health standards (the “Project”); and

WHEREAS, the scope of work will include all labor, equipment, materials and temporary facilities for the Project, including, but not limited to, providing and installing approximately 6,000 linear feet of subsurface 4” diameter water line and necessary appurtenances, including fittings, gate valves, fire hydrant assemblies, and final connection points, and upgrading the existing

chlorination system, pump control system, and electrical system; and

WHEREAS, the Project is required for the health and safety of ORDA staff and the general public and is also part of a continuing effort to provide upgrades and improvements to ORDA facilities that are necessary to ensure the continued success of ORDA; and

WHEREAS, to do this ORDA will need to be able to commit to the expenditure of funds necessary for the expenses related to the Project as soon as funds are made available; and

WHEREAS, based on the development work performed to date, it is anticipated that the cost of the Project will exceed the amount of \$250,000.00; and

WHEREAS, the President & CEO has requested that the Board commit the requisite capital for the Project; and

WHEREAS, multiple contracts will be required to complete the Project, with the possibility of a single contract exceeding the amount of \$250,000.00 and others falling within the authority of the President & CEO to sign without the necessity of Board approval; and

WHEREAS, to ensure that Gore Mountain is open to the public on or about November 26, 2021, so as to conserve the public resources previously invested by ORDA at Gore Mountain, the Project must be completed prior to November 4, 2021, to accommodate the planned commencement of snow making; and

WHEREAS, the President & CEO must be ready and have the authority to act by entering into the contracts required for the Project to enable ORDA to be prepared for the opening of Gore Mountain in November of 2021;

WHEREAS, the President & CEO therefore requests the authority from the Board of Directors to execute all contracts required for the Project without having to wait until the next regularly scheduled Board meeting for approval to do so; and

WHEREAS, at the first regularly scheduled Board meeting that is held after the date on which such contracts are executed, the President & CEO will report the full details of said contracts to the Board; and

WHEREAS, pursuant to ORDA's By-Laws, Art. VI § 2, which requires that the President & CEO obtain Board approval prior to entering into contracts, the value of which will be in excess of \$250,000.00 or more over the life of the contract, the President & CEO has requested authority to enter into the proposed contracts to ensure timely completion of the Project;

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors hereby authorizes the President & CEO to invest the necessary capital for expenses related to the Project as is described more fully herein, including, but not limited to, the authority to enter into contracts whether or not any contract amount exceeds \$250,000.00; and

BE IT FURTHER RESOLVED that at the next meeting of the Board of Directors which is held after the date on which such contracts are executed, the President & CEO will report to the Board the amount and type of all contracts entered into to implement the work of the Project; and

BE IT FURTHER RESOLVED that, the Board of Directors hereby authorizes the President & CEO to enter into the proposed contracts under the circumstances and incorporating the terms described above.

SO RESOLVED,

MOVED BY: Betty Little

SECONDED BY: Elinor Tatum
and

ADOPTED BY the following vote:

Kelly Cummings
Bill Bearely
Cliff Donaldson
Steve Hunt
Betty Little
Art Lussi
Diane Munro
Chris Pushkarsh
Jeff Stepanko
Elinor Tatum

Excused/Abstained:

Andy Lack (A)
Frank Cardinale (E)

Against:

Emily Stanton, Secretary to the Board, being duly sworn, deposes and says:

The above Resolution # 429 was duly passed by the Board of Directors on August 20, 2021.

Signature [Signature]
Title: Secretary to the Board of Directors

Sworn before me this 24 day of August 2021
Notary Public, State of New York

[Signature]

KASEY L. DONAHUE
Notary Public, State of New York
Qualified in Essex County
No. 01DO6322116
My Commission Expires March 30, 2023



NEW YORK STATE OLYMPIC REGIONAL DEVELOPMENT AUTHORITY

Resolution # 430

RESOLUTION GRANTING APPROVAL FOR THE PRESIDENT & CEO TO ENTER INTO AN AGREEMENT WITH THE LAKE PLACID OLYMPIC MUSEUM

At a meeting of the Board of Directors of the Olympic Regional Development Authority (ORDA) held on August 20, 2021, the Chair offered the following resolution:

WHEREAS, pursuant to Section 2611 of the Public Authorities Law, ORDA is empowered to enter into contracts and to execute all instruments necessary or convenient for the conduct of ORDA business, and to do all things necessary, convenient, or desirable to carry out its purposes; and

WHEREAS, the Lake Placid Olympic Museum (“LPOM”) was formed pursuant to Section 216 of the New York State Education Law to collect, preserve, and interpret objects related to Lake Placid's winter sports and winter Olympic heritage, and to research, document, and disseminate information on Olympic Winter Games, with an emphasis on locally hosted 1932 and 1980 Olympic Winter Games, winter Olympians from the Lake Placid area or Olympic region who have competed in Olympic Winter Games since the founding of the Olympic Winter Games in 1924, the role of the Lake Placid Club and the Sno Birds in bringing the Olympic Winter Games to Lake Placid, and the history of Lake Placid's Olympic venues; and

WHEREAS, LPOM’s mission is to educate the world about the Olympic movement and Lake Placid's rich winter sports history in order to promote the values of the Olympic Games to the broadest possible audience; and

WHEREAS, since the end of the 1980 Olympic Winter Games, LPOM has overseen the operation of a museum in Lake Placid, New York (hereinafter, the “Olympic Museum”); and

WHEREAS, pursuant to and in accordance with prior agreements between ORDA and LPOM, the Olympic Museum has been operated in space provided by ORDA at the Olympic Center located at 2634 Main Street, Lake Placid, New York 12946 (hereinafter, the “Olympic Center”); and

WHEREAS, ORDA acknowledges and believes that the existence and oversight of an Olympic Winter Games museum by LPOM, through services and support provided by ORDA, will foster and substantially advance ORDA's statutory purposes and objectives, will contribute to the diversity of ORDA's comprehensive and coordinated program of activities for active use and enjoyment of the Olympic facilities, and will provide a unique and meaningful opportunity to improve the physical fitness, and athletic and recreational education of the public; and

WHEREAS, ORDA’s Board of Directors has previously adopted a resolution which sets forth, in furtherance of ORDA's purposes, ORDA's desire to promote and commemorate the 1932 and 1980 Olympic Winter Games hosted by Lake Placid and to educate the public

concerning the Games, and to preserve the historic winter sports heritage of the region, and thereby resolved, in pertinent part, that ORDA may make appropriate and suitable space available for LPOM in the Olympic Center in Lake Placid and other ORDA facilities or venues, and to provide the support necessary for the operation of the Olympic Museum, including, but not limited to, its management, maintenance, promotional and marketing activities, housing, insurance, and the satisfaction of any other obligations and operational needs of the museum including adequate and qualified personal services, headed by a trained and experienced museum professional; and

WHEREAS, ORDA is in the process of an exhaustive and comprehensive renovation of the Olympic Center (hereinafter, the “OC Renovation”), including the space formerly occupied by the Olympic Museum; and

WHEREAS, as part of the OC Renovation, ORDA has allocated approximately 5,151 square feet of space consisting of museum space (4,280 s.f.), museum offices (312 s.f.) and archive storage (559 s.f.) (hereinafter, the “New Museum Space”); and

WHEREAS, the New Museum Space provides an ideal opportunity for the redesign of the Olympic Museum with beautifully designed elements and exhibits creating a state-of-the-art museum experience with experiential learning centers, interactives, 3D visualization experiences, directional speakers, large photomurals and artistic displays for artifacts, all of which will support the emotional cord in tandem with the level of pride the Olympic Games carried from their ancient origins and still carry today; and

WHEREAS, under the terms of the proposed Agreement ORDA will retain the revenue generated as a result of museum visitation; and

WHEREAS, in furtherance of the redesign of the Olympic Museum, LPOM solicited a request for proposals for concept redesign of the Olympic Museum from three museum design firms; and

WHEREAS, after review of the proposals from the three museum design firms, LPOM selected Hadley Exhibits Inc. (hereinafter, the “Hadley Exhibits”) to prepare a proposal for the redesign of the Olympic Museum; and

WHEREAS, on or about June 14, 2021, Hadley Exhibits provided to LPOM a proposal for the redesign and build-out of the Olympic Museum in the amount of \$1,422,999.00 (hereinafter, the “Hadley Proposal”); and

WHEREAS, LPOM has vetted the Hadley Proposal and believes it is an optimal solution at a reasonable price; and

WHEREAS, the redesign of the Olympic Museum as set forth in the Hadley Proposal as part of the OC Renovation will foster and substantially advance ORDA's statutory purposes and objectives, will contribute to the diversity of ORDA's comprehensive and coordinated program of activities for active use and enjoyment of the Olympic facilities, and will provide a unique and meaningful opportunity to improve the physical fitness and athletic and recreational education of the public; and

WHEREAS, ORDA and LPOM desire to redefine the services and support to be provided by ORDA to LPOM and the Olympic Museum by entering into an agreement in furtherance of and to effectuate the foregoing; and

WHEREAS, pursuant to ORDA's By-Laws, Art. VI § 2, which requires that the President & CEO obtain Board approval prior to entering into agreements the value of which will be in excess of \$250,000.00 or more over the life of the contract, the President & CEO has requested authority to enter into the proposed Agreement with LPOM; and

THEREFORE, BE IT RESOLVED that the Board of Directors hereby authorizes the President & CEO to execute the proposed Agreement with LPOM under the circumstances and incorporating the terms described above.

SO RESOLVED,

MOVED BY: Cliff Donaldson

SECONDED BY: Betty Little

and

ADOPTED BY the following vote:

Kelly Cummings
Bill Beaney
Cliff Donaldson
Steve Hunt
Art Lussi
Diane Munro
Chris Pushkarsh
Jeff Stefaniko
Elinor Tatum
Betty Little

Excused/Abstained:

Andy Lack (A)
Frank Cardinale (E)

Against:

Emily Stanton, Secretary to the Board, being duly sworn, deposes and says:

The above Resolution # 430 was duly passed by the Board of Directors on August 20, 2021.

Signature Emily Stanton

Title: Secretary to the Board of Directors

Sworn before me this 24 day of August 2021

Notary Public, State of New York

Kasey L. Donahue

KASEY L. DONAHUE
Notary Public, State of New York
Qualified in Essex County
No. 01DO6322113
My Commission Expires March 30, 2022



NEW YORK STATE OLYMPIC REGIONAL DEVELOPMENT AUTHORITY

Resolution # 431

**RESOLUTION GRANTING APPROVAL FOR THE PRESIDENT & CEO TO ENTER
INTO AN AGREEMENT WITH THE UNITED STATES OLYMPIC AND
PARALYMPIC COMMITTEE**

At a meeting of the Board of Directors of the Olympic Regional Development Authority (ORDA) held on August 20, 2021, the Chair offered the following resolution:

WHEREAS, Lake Placid has hosted two Olympic winter games, one in 1932 and one in 1980, and ORDA was created for the purpose of preserving this history and continuing this legacy at the Olympic facilities; and

WHEREAS, as a result, pursuant to Public Authorities Law (PAL) § 2606, ORDA has been charged with, among other things, instituting a comprehensive, coordinated program of activities to utilize the Olympic facilities, to use and maintain the facilities for physical fitness and athletic education, to manage and operate an integrated year-round program and wide range of national and international athletic training and competitive opportunities to effectively utilize the Olympic facilities, and to manage and maintain one or more facilities for the training and housing of amateur athletes in connecting with the United States Olympic and Paralympic Committee's (USOPC) training center program and to conduct national and international sports events; and

WHEREAS, among other things ORDA was given the authority: under PAL § 2611 (3) to lease real and personal property or any interest therein for its corporate purposes; under PAL § 2611 (7) to enter into contracts and leases necessary for the conduct of its business; under PAL § 2611 (10) to charge fees for the use of Olympic facilities; under PAL § 2611 (14) to develop, construct, operate, maintain, and manage facilities for the training and housing of amateur athletes in connection with the USOPC training center program and for ORDA's conduct of national and international sporting events; and under PAL § 2611 (16) to take such other steps as may be "necessary, convenient or desirable to carry out its purposes and for the exercise of the powers granted [to it]"; and

WHEREAS, USOPC and ORDA have had a long-standing, positive, and mutually beneficial relationship that, since 1994, has been memorialized in agreements for the use of ORDA's facilities as training and competition venues for Olympic and aspiring Olympic athletes, and the housing of USOPC athletes at the Lake Placid Olympic and Paralympic Training Center (OPTC), and both USOPC and ORDA desire to continue and to improve that relationship through the proposed Agreement; and

WHEREAS, as a result of this relationship, 51% of the Team USA athletes who competed at the 2018 Winter Olympics at PyeongChang, trained at the ORDA Facilities that are the subject of the proposed Agreement; and

WHEREAS, as a result of this relationship and the modernization of the Olympic venues, four (4) winter sports United States national teams are making Lake Placid their home for high performance and training; and

WHEREAS, the proposed Agreement will supersede and replace those prior agreements and all subsequent amendments to those agreements; and

WHEREAS, the proposed Agreement will commence on or about September 1, 2021 and will run until April 30, 2026 with the option to renew for additional four (4)-year terms; and

WHEREAS, under the terms of the proposed Agreement, the USOPC will pay to ORDA an annual fee of \$600,000 for the High Performance Program that is the subject of the proposed Agreement, and in addition will invest \$200,000 per year for operational updates and technology in the ORDA facilities, as well as for any emergency preparation that may be necessary to support High Performance Program events; and

WHEREAS, the proposed Agreement provides for additional terms and conditions under which ORDA and the USOPC will implement a High Performance Program for Team USA Athletes to utilize the OPTC including:

- Biannual meetings at which the USOPC and ORDA will discuss and agree on the summer and winter high performance program schedules, and program support elements such as coaching and administration;
- Events strategy and future events bidding;
- International programs and exchanges;
- OPTC center needs and ORDA capital improvement plans;
- Developmental athlete programs and needs;
- Marketing plans and programs that will utilize the Olympic marks and Olympic brand; and

WHEREAS, in addition the proposed Agreement incorporates elements designed to address the United States Center for Safe Sport athlete safety requirements, including training and background checks for certain ORDA employees; and

WHEREAS, the proposed Agreement provides the right to the USOPC to use the OPTC to house Team USA and other athletes, and further defines the rights and responsibilities of ORDA and the USOPC with respect to the use and occupancy of the OPTC; and

WHEREAS, the proposed Agreement includes a Marketing Agreement Appendix that defines the rights and responsibilities of ORDA with respect to its use of the Olympic marks and

Olympic brand in managing, operating, and promoting the Olympic facilities; and

WHEREAS, this revenue-generating agreement will result in revenue to ORDA of over \$250,000 annually, and ORDA's By-Laws, Art. VI § 2 requires that the President & CEO obtain Board approval prior to entering into agreements the value of which will be in excess of \$250,000.00 or more over the life of the contract, as a result of which the President & CEO has requested authority to enter into the proposed Agreement with the USOPC; and

THEREFORE, BE IT RESOLVED that the Board of Directors hereby authorizes the President & CEO to execute the proposed Agreement with the USOPC under the circumstances and incorporating the terms described above.

SO RESOLVED,

MOVED BY: Cliff Donaldson

SECONDED BY: Diane Munro

and

ADOPTED BY the following vote:

Kelly Cummings
Bill Beaney
Cliff Donaldson
Steve Hunt
Betty Little
Art Lussi
Diane Munro
Chris Pushkarsh
Jeff Stefaniko
Elinor Tatum

Excused/Abstained:

Andy Lack (A)
Frank Cardinale (E)

Against:

Emily Stanton, Secretary to the Board, being duly sworn, deposes and says:

The above Resolution # 431 was duly passed by the Board of Directors on August 20, 2021.

Signature Emily Stanton
Title: Secretary to the Board of Directors

Sworn before me this 24 day of August 2021
Notary Public, State of New York

[Signature]

KASEY L. DONAHUE
Notary Public, State of New York
Qualified in Essex County
No. 01DO632211E
My Commission Expires March 30, 2023