



**OLYMPIC REGIONAL
NEW YORK
DEVELOPMENT AUTHORITY**

BOARD OF DIRECTORS MEETING

Olympic Center, Lake Placid, NY

September 25, 2020

1:00 pm

AGENDA

I. INTRODUCTION

- A. Roll Call**
- B. Agenda Review**
- C. Approval of Minutes from August 7, 2020 Board Meeting**
- D. President's Report**

II. OLD BUSINESS

III. NEW BUSINESS

- A. Executive Session for the Purpose of Discussing Proposals for the Mount Van Hoevenberg Food and Beverage Concession License.**

B. Resolutions

- **Resolution # 393 – Resolution Granting Approval for the President & CEO to Enter Into an Agreement for Food and Beverage Concessionaire Services at Mt. Van Hoevenberg**
- **Resolution # 394 – Resolution Committing Capital and Granting Approval for the President & CEO to enter Into Agreements for ORDA 2020-2021 Insurance for Comprehensive General Liability, Umbrella, Property, Equipment Breakdown, Crime, and Auto**
- **Resolution # 395 – Resolution Approving and Adopting a Delegation of Authority Policy for the President & CEO Pursuant to Public Authorities Law § 2611**
- **Resolution # 396 – Resolution Approving and Adopting a Charter for the ORDA Executive Committee**

IV. ADJOURN



OLYMPIC REGIONAL
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**BOARD OF DIRECTORS MEETING
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- **Resolution # 396 – Resolution Approving and Adopting a Charter for the ORDA Executive Committee**

IV. ADJOURN



NYS Olympic Regional Development Authority
Board Meeting
August 7, 2020

Present:

Kelly Cummings, Chair
William Beaney
Clifford Donaldson
Steven Hunt, ESD
Thomas Keegan
Senator Betty Little
Arthur Lussi
Andrew Lack
Diane Munro
Christopher Pushkarsh, OPRHP
Jeffrey Stefanko, DEC
Elinor Tatum

Also Present:

Michael Pratt, President/CEO
Michelle Crew, General Counsel

Introduction:

Chairperson Kelly Cummings called the meeting to order at 1:05 p.m. and welcomed everyone in attendance. Ms. Cummings introduced herself as the new Board Chair and highlighted her long history with ORDA. This includes direct involvement with several capital projects, her attendance at major ORDA events, and being an avid skater, skier, and hiker. Ms. Cummings emphasized ORDA's year-round importance to the upstate economy and how the transformational improvements, which have spanned lifts, lodge, and snowmaking upgrades, and the addition of the mountain coaster and zip line, contribute to those goals.

Ms. Cummings then introduced new board member and long-time N.Y.S. Senator Betty Little as a "true champion of the North Country." Senator Little also shares extensive experience with ORDA, and said she was excited and honored about the role. She said that Gore Mountain is an economic engine to Warren County, and that this was a wonderful time to be joining the Board.

Elinor Tatum is the Editor-in-Chief and Publisher of the NY Amsterdam News who serves on the N.Y.S. Tourism Advisory Council and is a ski instructor at Belleayre Mountain. Ms. Tatum discussed how excited she is about the energy and possibilities around ORDA, and that she was very happy to be in the new Board Member role.

Diane Munro's leadership experience includes her position as Vice Chair on the Coalition for Belleayre Mountain. Ms. Munro said the timing is perfect to maximize ORDA's economic



results, and she emphasized the importance of venue teamwork in accomplishing economic goals.

Thomas Keegan is an entrepreneur in the Hudson Valley; he said that he is excited about the opportunity to join the ORDA board. Mr. Keegan said that he was looking forward to learning more about ORDA, and that Belleayre and Whiteface Mountains have both been an important part of his and his family's experiences.

Ms. Cummings extended her appreciation and acknowledgement to former Board members Jill Broderick and John Parete, and she noted that ORDA had many successes during their tenures.

Ms. Cummings then asked for a roll call, and all members were confirmed as being present. Ms. Cummings explained that the meeting was being videotaped and the recording would be made available on www.orda.org.

Minutes:

On a motion by Mr. Lussi, seconded by Mr. Donaldson, the minutes of the Board of Directors meeting held on June 30, 2020 were approved without changes.

All in favor, motion carried unanimously.

President's Report:

Mr. Pratt reminded everyone that 887 days remained until the Opening Ceremony of the World University Games. He emphasized that ORDA has remained very busy throughout the COVID-19 pandemic, improving and opening venues while getting season passes on sale.

In an update of all venue operations, Mr. Pratt reported that the Whiteface Cloudsplitter Gondola has opened with beautiful new cabins. There was a temporary closure of the Veteran's Memorial Highway due to damage from Hurricane Isaias. The zip lines at the Ski Jumps have been well received and complement the existing gondola and elevator attractions nicely. Gore is open with scenic rides, downhill biking, and hiking. Belleayre Beach opened in early June and its scenic gondola rides have also been successful. Cross-country biking at Mt. Van Hoevenberg is available along with the Museum, and figure skating at the Olympic Center. The ski mountains and Mt. Van Hoevenberg have all been welcoming hikers as well.

The variety of projects throughout the ORDA venues are progressing nicely. At Mt. Van Hoevenberg, these include 5k more trails with snowmaking, an updated stadium for biathlon, the new lodge and its indoor bobsled training facility, and the mountain coaster. Bridge work will allow recreational access to trails during large competitions.

At Belleayre the third floor of the Discovery Lodge will provide additional guest space, and work at the new pump house for snowmaking is underway. This work includes modernizing the electrical infrastructure for improved energy efficiency.



Two lift replacements at Gore Mountain are in progress, as well as a new intake structure at the reservoir which will allow the venue to fully utilize its snowmaking capacity.

Pump house improvements will also allow for full snowmaking capacity at Whiteface Mountain. The Bear Den Lift is progressing along with the Mid Station Lodge. The new and larger lodge will feature beautiful views, more bathrooms, and improved access and experience for all guests. The Roundhouse roof system replacement is underway. Given that work occurs at a location that has an average annual temperature of 32 degrees, teams are working with a short construction window.

A recent Economic Impact Analysis showed that ORDA's annual economic impact has grown over the last three years by 75%, from \$156 million to \$273.6 million. This indicates the positive results that recent investments have generated. The study also determined that ORDA provides a \$22.3 million tax revenue impact.

Despite event cancellations due to COVID-19, the calendar remains full and procedures are being planned in cooperation with the elite sports organizations to keep the future schedule as intact as possible and operate events to current health and safety requirements.

The Training Center is presently open, housing athletes across a variety of high-level sports. The double-size rooms are presently utilized for single occupancy housing.

New Business:

Resolutions:

#391 Resolution Committing Capital and Granting Conditional Approval for the President & CEO to Enter into an Amended Agreement for the Olympic Sports Complex – Transformation Projects Site Work

On a motion by Mr. Beaney, seconded by Mr. Donaldson.

Mr. Pratt explained that this resolution is associated with some changes that have occurred since the construction planning for Mt. Van Hoevenberg in 2018. These include an extension of the bridges over wetland areas, updated specifications for the wells, and necessary alterations for the biathlon range. The resolution also includes electric car charging stations that are funded in part with a NYSERDA grant.

Mr. Pratt explained the interesting history of Mt. Van Hoevenberg and that the new lodge is intended to be named the Mountain Pass Lodge. This name uniquely encompasses all of the multi-sport aspects of the venue, including hiking, skiing, biking, competition, and spectator access.



The 1932 bobsled track featured the famous “Cliffside Corner,” so the new Cliffside Coaster will highlight that piece of history as it follows the entire alignment of the 1980 track.

All in favor, motion carries unanimously, adopted Resolution #391.

#392 Resolution Committing Capital and Granting Approval for the President & CEO to Enter into an Agreement for the Olympic Training Center Roof and Masonry Repairs

On a motion by Ms. Munro, seconded by Mr. Donaldson.

Mr. Pratt explained that some of the roof and masonry repairs and replacements are becoming liabilities and are necessary to maintain the integrity of the building. Mr. Pratt said that conceptual planning for other improvements to the Training Center have been underway and can be brought before the board in the future.

All in favor, motion carries unanimously, adopted Resolution #392.

Chair:

Ms. Cummings concluded the day’s business, reminding the Board of the various trainings available. She announced that the next meeting is scheduled for Friday, September 18, 2020 at 1:00pm. (Note: This date was later updated to Friday, September 25, 2020 at 1:00pm.)

Arthur Lussi asked about updates as to how preparations are progressing for the World University Games. He suggested that the schedules of events could indicate which ones are helpful in preparing for the Games, and then it could be better identified where energy should be focused.

Adjournment:

On a motion by Mr. Beaney, seconded by Mr. Donaldson, the meeting of the Olympic Development Authority Board of Directors was adjourned at 1:44 p.m.



DELEGATION OF AUTHORITY PROCEDURAL MEMO

Pursuant to Public Authorities Law § 2611, I, Mike Pratt, President & CEO of the New York State Olympic Development Authority (“ORDA”), delegate the authority herein described to [Delegate], [Title], on the following terms and conditions:

1. This delegation is for the purpose of delegating the authority given to me by the ORDA Board of Directors pursuant to Public Authorities Law § 2608 and Article I, § 4 of ORDA’s By-Laws, to execute agreements on behalf of ORDA for the procurement of commodities, services, and/or technology. All expenditures must be made in accordance with ORDA’s Purchasing and Procurement Policies, Article 11 of New York State Finance Law, and any other relevant laws, rules and regulations.
2. Upon execution by the undersigned herein, this delegation will be provided to ORDA’s Director of Finance and General Counsel and maintained pursuant to ORDA’s Document Retention Policy. This delegation must be retained even if superseded by an updated delegation.
3. [Delegate] may review and execute, on my behalf, transactions and/or contracts in an amount and duration not to exceed \$50,000 and up to one (1) year in duration. These transactions and/or contracts are necessary to accomplish the objectives permitted pursuant to ORDA’s enabling legislation or by-laws.
4. [Delegate], to whom signatory authority is delegated, has direct knowledge of the needs of the relevant projects, contracts, and/or transactions.
5. The contracts, transactions and/or agreements subject to this delegation includes, but is not limited to, preferred source offerings, OGS centralized services and technology contracts, sole or single source contracts, “open market” procurement (either by discretionary or formal competitive bidding process), trade agreements, ORDA venue event agreements, sponsorship agreements, purchase orders/requisitions, and any other document necessary to engage in any business permitted pursuant to ORDA’s enabling legislation or by-laws.
6. The effective date of this delegation is [specify] and shall run [indicate time limit if any; if none, indicate that it shall run until revoked by President/CEO or his/her successor].
7. All delegations of authority must be reviewed at the beginning of each fiscal year.

8. [Delegate] may not authorize a payment to oneself or benefitting oneself, including but not limited to: personnel transactions, reimbursements, and travel expenditures.

9. I understand that, as President & CEO, I retain ultimate responsibility for assuring that all expenditures are fully allowable and in compliance with ORDA policies and procedures, as well as applicable state and federal laws, rules and regulations.

Mike Pratt, President & CEO

Date:

Acknowledged and agreed:

Name and Title [Delegate]

Date:

cc: Director of Finance
General Counsel



EXECUTIVE COMMITTEE CHARTER

I. Purpose

Pursuant to Article II, Section 2 of the by-laws of the State of New York Olympic Regional Development Authority (ORDA), the purpose of the Executive Committee is to oversee ORDA's overall management and operation to ensure such policies, practices, and procedures as are necessary for ORDA to conduct business and operate its venues in a manner that accomplishes its mission in accordance with its powers and responsibilities as set forth in the Public Authorities Law.

II. Open Meetings Law

Meetings of the Executive 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.

III. Powers and Duties of the Executive Committee

A. It shall be the responsibility of the Executive Committee to:

1. Review the scope and terms of ORDA's insurance policies and liability coverage on an annual basis, and based on such review recommend a program that includes policies of insurance for comprehensive general liability, property, cyber liability, crime, auto, and such other programs of insurance as are necessary to address ORDA's legal and operational needs, and ORDA's obligations under its agreements with other government and nongovernmental entities including:
 - a. The United States Olympic and Paralympic Committee
 - b. The Lake Placid Olympic Museum
 - c. The New York State Department of Environmental Conservation
 - d. The Town of North Elba Parks and Playgrounds District

- e. The Town of Johnsbury
 - f. The Town of Wilmington
2. On an annual basis, in compliance with the process set forth under Section VI herein, review and consult with ORDA staff regarding ORDA's obligations under its agreements with other governmental and nongovernmental entities, keep all such agreements up to date, ensure that ORDA is meeting its obligations under such agreements, and assist ORDA with doing so.
 3. Retain, at ORDA's expense, such outside counsel, experts and other advisors as the Executive committee may deem appropriate and provide advice to the Board regarding the payment structure/salary of such outside counsel, experts, and other advisors.
 4. Report annually to the Board regarding the manner in which the Committee has discharged its duties and met its responsibilities as outlined in this Charter.
 5. Conduct an annual self-evaluation of its performance, including the Committee's effectiveness and compliance with this Charter, and request Board approval for any proposed changes.

B. In accordance with the ORDA by-laws, the Executive Committee shall further have the authority to transact ORDA's business between meetings of the Board of Directors, subject to the following:

1. Such meetings may be called only by the Chair, or in the absence of the Chair, the Vice or Second Vice Chair may call such meetings.
2. A full quorum of the Board is unable to be assembled due to scheduling conflicts, illness, or for any other reason, and there exists a time-sensitive matter or matters that require(s) Board approval.
3. The subject of any meeting called and conducted pursuant to this subsection shall be limited to such time-sensitive matter(s).
4. All such meetings shall be conducted in the same manner, and subject to the same procedural rules, as are set forth herein for regularly scheduled Executive Committee meetings.

IV. Composition of Committee and Selection of Members

- A.** The Executive Committee shall consist of not less than three independent members of the ORDA Board of Directors, who shall constitute a majority on the Committee.

- B.** The composition of the Committee shall be as follows:
 - 1. The Chairperson of the ORDA Board will be the Chairperson of the Executive Committee.
 - 2. The ORDA President and Chief Executive Officer shall be an ex-officio, non-voting member of the Executive Committee.
 - 3. One of the members shall be one of the members of the Board designated by the Town of North Elba.
 - 4. A third member of the Executive Committee shall be a member of the Board appointed by the Chairperson at his or her discretion, based on the qualifications and interests of such Board member, and the needs of the Executive Committee.
 - 5. The Chairperson may appoint such other members of the Executive Committee as he or she deems appropriate, in his or her discretion, based on the needs of the Executive Committee and the skills and interests of such members of the Board as may be interested in serving on the Executive Committee.
 - 6. All members of the Executive Committee shall have the background skill and qualifications necessary to perform its duties as set forth in this Charter.

V. Meetings

- A.** The Executive Committee shall meet at such times as deemed advisable by the Chair, but not less than twice a year.
- B.** Members of the Executive 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.
- C.** The Executive Committee may invite other individuals, such as members of management, auditors or other technical experts to attend meetings and provide pertinent information, as necessary.
- D.** A majority of the Committee members present or participating through videoconference shall constitute a quorum.
- E.** Meeting agendas shall be prepared prior to every meeting and announced to the public at least seven (7) calendar days prior to the date of the scheduled meeting

except that in the case of a meeting scheduled pursuant to subsection III (B) herein, the meeting shall be announced and the agenda provided to the public at least 72 hours prior to the date of such meeting.

- F.** The agenda and meeting materials, including any necessary briefing materials, shall be provided to Executive Committee members at least two (2) business days before the scheduled Executive Committee meeting, and all such public meeting materials shall be posted on the ORDA website for public access, except that, for a meeting scheduled pursuant to subsection III (B) herein, such agenda, meeting materials, and any necessary briefing materials, shall be provided as soon as is practicable under the circumstances, with all public meeting materials posted on the ORDA website for public access, as soon as is practicable prior to the time the meeting is held. Email may be used as a valid means of providing such materials to members of the Executive Committee.
- G.** The Executive Committee may act only on the affirmative vote of a majority of the Committee members or by unanimous consent.
- H.** Minutes of all Executive Committee meetings shall be recorded.
- I.** A report of the Executive Committee's meeting shall be prepared and presented to the Board at its next scheduled meeting following any meeting of the Committee.

VI. Committee Support

ORDA staff will provide the Executive Committee with support as needed and requested by the Committee Chair through the President & CEO.



NEW YORK STATE OLYMPIC REGIONAL DEVELOPMENT AUTHORITY

Resolution # 393

RESOLUTION GRANTING APPROVAL FOR THE PRESIDENT & CEO TO ENTER INTO AN AGREEMENT FOR FOOD AND BEVERAGE CONCESSIONAIRE SERVICES AT MT. VAN HOEVENBERG

At a meeting of the Board of Directors of the Olympic Regional Development Authority (ORDA) held on September 25, 2020, the Chairperson offered the following resolution:

WHEREAS, pursuant to Public Authorities Law § 2611 (12), the New York State Olympic Regional Development Authority (ORDA) has the power “[t]o operate, or contract for the operation of, concession services at any participating Olympic facility or the Belleayre Mountain ski center”; and

WHEREAS, ORDA is completing construction of a new 30,000 square foot base lodge at Mt. Van Hoevenberg that will host visitors to the bobsled track, new mountain coaster, hikers, bikers, and winter Nordic guests; it will contain retail shops, a welcome center, food services, and ticket offices, and is expected to attract business conferences, corporate outings, private functions, and special events which will drive revenue and offer unique Adirondack experiences and products; and

WHEREAS, in addition, the lodge will include a visitor’s lounge that will provide a close-up experience with a new year-round winter training start facility consisting of a state-of-the-art bobsled and skeleton refrigerated indoor push track three stories high and 500 feet long, the first of its kind in the USA, which will also be part of a future bobsled guest ride experience; and

WHEREAS, the new lodge construction will be completed and is scheduled to open on or about November 27, 2020; and

WHEREAS, the mission of Mt. Van Hoevenberg, as administered by ORDA, is to provide safe and enjoyable recreational and interpretive opportunities for all New York state residents and visitors, to be responsible stewards of the valuable Adirondack natural resources, and provide recreational and world class facilities for New York State residents, out-of-state guests, and visiting U.S. and international athletes, and guests; and

WHEREAS, with the goal of furthering the mission at Mt. Van Hoevenberg by providing a first-class food concession at the new lodge, ORDA desires to enter into a proposed agreement with a Licensee that will operate the restaurant/bar concession at the Mt. Van Hoevenberg Lodge (“Licensed Premises”) upon the opening of the new lodge in November 2020; and

WHEREAS, the selected Licensee will create a welcoming food and beverage environment

that provides value options, healthy options, sourced NY products, and food options that encourages guests to buy from and use ORDA services; and

WHEREAS, the Licensee's operations will additionally promote sustainability through the reduced use of packaging and plastics, ban Styrofoam, support and maintain a recycling program, provide and implement an organic waste composting plan, and develop a plan that minimizes waste and trash that leaves the Licensed Premises at Mt. Van Hoevenberg; and

WHEREAS, the term of the proposed agreement will be for a period of five (5) years with an option to extend for an additional five (5) years, depending on performance; and

WHEREAS, Licensee will be the exclusive concessionaire for the Licensed Premises; and

WHEREAS, Licensee will not be designated as the exclusive food service provider or caterer for all of Mt. Van Hoevenberg; and

WHEREAS, ORDA is currently coordinating the competitive bidding and selection of eligible Licensees, after which ORDA staff will enter into negotiations with the selected Licensee over the terms of the License Agreement; and

WHEREAS, the RFP included a sample license which contains substantially all material terms and conditions of the License that will be negotiated upon the selection of the successful Licensee; and

WHEREAS, the President & CEO must be ready and have the authority to act by entering into the negotiated License Agreement as soon as it is ready, to enable ORDA to be prepared the opening of the Licensed Premises in November 2020;

WHEREAS, the President & CEO therefore requests the authority to negotiate and execute License Agreement at the point at which ORDA has been able to obtain the best value for food and beverage concessionaire operations at the Licensed Premises, 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 an agreement is executed, the President & CEO will report the full details of said agreement to the Board; and

WHEREAS, the negotiated License Agreement will be for a new operation, and the value of the agreement is unknown as a result, but over the License Term of five (5) years (and with a possible extension for an additional five years) it is anticipated that the value of the License Agreement will exceed \$250,000.00; 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 at the point at which the price structure is at the best value for ORDA based upon the competitive bidding process; and

THEREFORE, BE IT RESOLVED that the Board of Directors hereby authorizes the expenditure of funds for the proposed agreement for a Licensee to operate the restaurant/bar concession at the Licensed Premises, as is described more fully herein; and

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

SO RESOLVED,

MOVED BY: _____

SECONDED BY: _____

and

ADOPTED BY the following vote:

Excused:

Against:

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

The above Resolution # 393 was duly passed by the Board of Directors on September 25, 2020.

Signature_____

Title: Secretary to the Board of Directors

Sworn before me this _____ day of September 2020

Notary Public, State of New York



NEW YORK STATE OLYMPIC REGIONAL DEVELOPMENT AUTHORITY

Resolution # 394

RESOLUTION COMMITTING CAPITAL AND GRANTING APPROVAL FOR THE PRESIDENT & CEO TO ENTER INTO AGREEMENTS FOR 2020-2021 ANNUAL POLICIES OF INSURANCE

WHEREAS, pursuant to Public Authorities Law § 2611 (15), the New York State Olympic Regional Development Authority (ORDA) is authorized “[t]o procure insurance against any loss or liability in connection with the use, management, maintenance and operation of the participating Olympic facilities and/or Belleayre Mountain ski center, in such amounts and from such insurers, subject to public bidding as it deems desirable”; and

WHEREAS, ORDA uses, manages, owns, maintains, and operates both real and personal property assets at its venues which require insurance coverage to protect the interests of ORDA and the people of the State of New York, and to comply with its legal obligations under, among other things, its agreements with other State and local entities, the Lake Placid Olympic Museum, and the United States Olympic and Paralympic Committee; and

WHEREAS, ORDA enters into annual insurance agreements to satisfy its obligations in this regard, which agreements will expire on September 30, 2020; and

WHEREAS, as a result ORDA desires to enter into proposed agreements for the 2020-2021 annual purchase of the coverage for insurance coverage for Comprehensive General Liability (CGL), Umbrella, Property/Inland Marine, Equipment Breakdown, Crime, and Auto.

WHEREAS, the proposed policies will be billed to ORDA in four separate sets of premiums (1) CGL, Property/Inland Marine, and Equipment Breakdown; (2) Umbrella; (3) Crime; (4) Auto; and

WHEREAS, the proposed cost of the premium for the policy that includes CGL, Property/Inland Marine, Equipment Breakdown will exceed \$250,000.00, with the costs of the premiums for Umbrella, Crime, and Auto will falling below \$250,000.00 each; and

WHEREAS, the term of the proposed agreements shall be one year, commencing on October 1, 2020 and expiring on September 30, 2021; and

WHEREAS, the policies are recommended following a competitive process conducted by ORDA’s insurance representative in multiple insurance markets, through a process that was designed to obtain the best insurance products for ORDA’s interests at the most competitive prices available

under the circumstances; and

WHEREAS, the ORDA Executive Committee, whose responsibility it is to recommend to the Board of Directors an adequate program of insurance for ORDA, has recommended the approval of the proposed agreements based on the Committee’s thorough review and consideration of the process, products, and prices offered as a result of the competitive process described above; and

WHEREAS, based on the recommendation of the Executive Committee, the President & CEO has requested that the Board commit the requisite capital to enter into the proposed agreement for the purchase of the CGL, Property/Inland Marine, and Equipment Breakdown insurance coverage for 2020/2021; 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; and

THEREFORE, BE IT RESOLVED that the Board of Directors hereby authorizes the expenditure of funds and commits the capital for the proposed agreement for the purchase of the CGL, Property/Inland Marine, and Equipment Breakdown insurance coverages, as is described more fully herein; and

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

MOVED BY: _____

SECONDED BY: _____

and

ADOPTED BY the following vote:

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

Excused:

Against:

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

The above Resolution # 394 was duly passed by the Board of Directors on September 25, 2020.

Signature _____

Title: Secretary to the Board of Directors

Sworn before me this _____ day of September 2020

Notary Public, State of New York



NEW YORK STATE OLYMPIC REGIONAL DEVELOPMENT AUTHORITY

Resolution # 395

**RESOLUTION APPROVING AND ADOPTING A DELEGATION OF
AUTHORITY POLICY FOR THE PRESIDENT & CEO PURSUANT TO PUBLIC
AUTHORITIES LAW § 2611**

At a meeting of the Board of Directors of the Olympic Regional Development Authority (ORDA) held on September 25, 2020, the Chairperson offered the following resolution:

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

WHEREAS, pursuant to Public Authorities Law § 2611, ORDA shall have the power to do all things necessary, convenient or desirable to carry out its purposes and for the exercise of the powers granted to it under the law; and

WHEREAS, pursuant to Article I, § 4 of the ORDA By-Laws, the ORDA President & CEO currently has the sole authority to execute contracts, transactions, and/or agreements in the exercise of any power or function of ORDA; and

WHEREAS, pursuant to Article VI, § 2 of the ORDA By-Laws, the President & CEO has the sole authority to enter into agreements valuing up to \$250,000; and

WHEREAS, consistent with the ORDA By-Laws and applicable law, it is ORDA's intent to implement and adopt a procedure for the purpose of delegating the authority given to the President & CEO by the ORDA Board of Directors, thereby making it more convenient and efficient for ORDA to execute certain agreements and to engage in any business permitted pursuant to ORDA's enabling legislation or By-Laws; and

WHEREAS, the delegation of authority will not apply to agreements valued in excess of \$50,000 or apply to agreements with a term in excess of one (1) year in duration; and

WHEREAS, based on the foregoing, it is found and determined that it is necessary, convenient and desirable that ORDA implement and adopt a Delegation of Authority Procedure Memo which is compliant with the ORDA By-Laws and with applicable State laws and regulations; and

WHEREAS, annexed hereto and made a part hereof as if fully restated herein, is ORDA's proposed Delegation of Authority Procedure Memo, which shall be utilized by the President & CEO to delegate authority to appropriate ORDA staff to sign certain agreements on behalf of ORDA;

NOW THEREFORE BE IT RESOLVED, that after careful consideration and due deliberation, the Board of Directors hereby approves and adopts the attached Delegation of Authority Procedure Memo, effective immediately, that will be posted on the ORDA website and implemented across all ORDA venues;

SO RESOLVED,

MOVED BY: _____

SECONDED BY: _____

and

ADOPTED BY the following vote:

Excused:

Against:

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

The above Resolution # 395 was duly passed by the Board of Directors on September 25, 2020

Signature _____
Title: Secretary to the Board of Directors

Sworn before me this _____ day of September 2020
Notary Public, State of New York



NEW YORK STATE OLYMPIC REGIONAL DEVELOPMENT AUTHORITY

Resolution # 396

**RESOLUTION APPROVING AND ADOPTING AN
EXECUTIVE COMMITTEE CHARTER**

At a meeting of the Board of Directors of the Olympic Regional Development Authority (ORDA) held on September 25, 2020, the Chairperson offered the following resolution:

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, Section 2 of the By-Laws of the New York State Olympic Regional Development Authority (ORDA By-Laws) directs the establishment of an Executive Committee, the duties of which are to include recommending an adequate insurance program to the Board, reviewing the monthly financial statement and balance sheet of the authority, the statistics from the ORDA management information system, the monthly budgets, and the preparation of a written analysis of this information for the Board of Directors; and

WHEREAS, the Executive Committee is given the power under the ORDA By-Laws to transact the Authority's business between meetings of the Board of Directors; and

WHEREAS, the Executive Committee is required pursuant to Section 2 of the ORDA By-Laws to be Chaired by the Chairperson of the ORDA Board, and to consist of no less than three members including the Chairperson, one of whom is required to be one of the members of the Board designated by the Town of North Elba; and

WHEREAS, the ORDA President & CEO is required under Section 2 of the By-Laws to be an ex-officio non-voting member of the Executive Committee; and

WHEREAS, for the 2020-2021 fiscal year the Executive Committee shall consist of the following ORDA Board members:

Kelly Cummings, Chair, ORDA Board of Directors;
Arthur Lussi, Town of North Elba designee to the Board of Directors;
Senator Betty Little;
William Beaney;
Michael Pratt, ORDA President & CEO; and

WHEREAS, at a meeting of the Executive Committee on _____, the Committee voted to accept and submit to the full Board for adoption and approval, the Executive Committee Charter that is attached hereto as Exhibit A, which Charter sets out the powers and duties of the Committee, the manner and circumstances under which it will exercise its authority to transact

Authority business between meetings of the full Board of Directors, its composition, and the schedule and process for its meetings, and;

WHEREAS, the Executive Committee seeks approval by the full Board to adopt the Executive Committee Charter attached hereto;

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

SO RESOLVED,

MOVED BY: _____

SECONDED BY: _____

and

ADOPTED BY the following vote:

Excused

Against

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

The above Resolution #396 was duly passed by the Board of Directors on September 25, 2019

Signature _____

Title: Secretary to the Board of Directors

Sworn before me this _____ day of September, 2020

Notary Public, State of New York

ORDA Board of Directors Executive Committee Charter 2020-2021

I. Purpose

Pursuant to Article II, Section 2 of the by-laws of the State of New York Olympic Regional Development Authority (ORDA), the purpose of the Executive Committee is to oversee ORDA's overall management and operation to ensure such policies, practices, and procedures as are necessary for ORDA to conduct business and operate its venues in a manner that accomplishes its mission in accordance with its powers and responsibilities as set forth in the Public Authorities Law.

II. Open Meetings Law

Meetings of the Executive 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.

III. Powers and Duties of the Executive Committee

A. It shall be the responsibility of the Executive Committee to:

1. Review the scope and terms of ORDA's insurance policies and liability coverage on an annual basis, and based on such review recommend a program that includes policies of insurance for comprehensive general liability, property, cyber liability, crime, auto, and such other programs of insurance as are necessary to address ORDA's legal and operational needs, and ORDA's obligations under its agreements with other government and nongovernmental entities including:
 - a. The United States Olympic and Paralympic Committee
 - b. The Lake Placid Olympic Museum
 - c. The New York State Department of Environmental Conservation
 - d. The Town of North Elba Parks and Playgrounds District
 - e. The Town of Johnsbury
 - f. The Town of Wilmington

2. On an annual basis, in compliance with the process set forth under Section VI herein, review and consult with ORDA staff regarding ORDA's obligations under its agreements with other governmental and nongovernmental entities, keep all such agreements up to date, ensure that ORDA is meeting its obligations under such agreements, and assist ORDA with doing so.
3. Retain, at ORDA's expense, such outside counsel, experts and other advisors as the Executive committee may deem appropriate and provide advice to the Board regarding the payment structure/salary of such outside counsel, experts, and other advisors.
4. Report annually to the Board regarding the manner in which the Committee has discharged its duties and met its responsibilities as outlined in this Charter.
5. Conduct an annual self-evaluation of its performance, including the Committee's effectiveness and compliance with this Charter, and request Board approval for any proposed changes.

B. In accordance with the ORDA by-laws, the Executive Committee shall further have the authority to transact ORDA's business between meetings of the Board of Directors, subject to the following:

1. Such meetings may be called only by the Chair, or in the absence of the Chair, the Vice or Second Vice Chair may call such meetings.
2. A full quorum of the Board is unable to be assembled due to scheduling conflicts, illness, or for any other reason, and there exists a time-sensitive matter or matters that require(s) Board approval.
3. The subject of any meeting called and conducted pursuant to this subsection shall be limited to such time-sensitive matter(s).
4. All such meetings shall be conducted in the same manner, and subject to the same procedural rules, as are set forth herein for regularly scheduled Executive Committee meetings.

IV. Composition of Committee and Selection of Members

- A.** The Executive Committee shall consist of not less than three independent members of the ORDA Board of Directors, who shall constitute a majority on the Committee.

- B.** The composition of the Committee shall be as follows:
 - 1. The Chairperson of the ORDA Board will be the Chairperson of the Executive Committee.
 - 2. The ORDA President and Chief Executive Officer shall be an ex-officio, non-voting member of the Executive Committee.
 - 3. One of the members shall be one of the members of the Board designated by the Town of North Elba.
 - 4. A third member of the Executive Committee shall be a member of the Board appointed by the Chairperson at his or her discretion, based on the qualifications and interests of such Board member, and the needs of the Executive Committee.
 - 5. The Chairperson may appoint such other members of the Executive Committee as he or she deems appropriate, in his or her discretion, based on the needs of the Executive Committee and the skills and interests of such members of the Board as may be interested in serving on the Executive Committee.
 - 6. All members of the Executive Committee shall have the background skill and qualifications necessary to perform its duties as set forth in this Charter.

V. Meetings

- A.** The Executive Committee shall meet at such times as deemed advisable by the Chair, but not less than twice a year.
- B.** Members of the Executive 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.
- C.** The Executive Committee may invite other individuals, such as members of management, auditors or other technical experts to attend meetings and provide pertinent information, as necessary.

- D.** A majority of the Committee members present or participating through videoconference shall constitute a quorum.
- E.** Meeting agendas shall be prepared prior to every meeting and announced to the public at least seven (7) calendar days prior to the date of the scheduled meeting except that in the case of a meeting scheduled pursuant to subsection III (B) herein, the meeting shall be announced and the agenda provided to the public at least 72 hours prior to the date of such meeting.
- F.** The agenda and meeting materials, including any necessary briefing materials, shall be provided to Executive Committee members at least two (2) business days before the scheduled Executive Committee meeting, and all such public meeting materials shall be posted on the ORDA website for public access, except that, for a meeting scheduled pursuant to subsection III (B) herein, such agenda, meeting materials, and any necessary briefing materials, shall be provided as soon as is practicable under the circumstances, with all public meeting materials posted on the ORDA website for public access, as soon as is practicable prior to the time the meeting is held. Email may be used as a valid means of providing such materials to members of the Executive Committee.
- G.** The Executive Committee may act only on the affirmative vote of a majority of the Committee members or by unanimous consent.
- H.** Minutes of all Executive Committee meetings shall be recorded.
- I.** A report of the Executive Committee's meeting shall be prepared and presented to the Board at its next scheduled meeting following any meeting of the Committee.

VI. Committee Support

ORDA staff will provide the Executive Committee with support as needed and requested by the Committee Chair through the President & CEO.