



NEW YORK STATE OLYMPIC REGIONAL DEVELOPMENT AUTHORITY

Resolution # 437

RESOLUTION APPROVING UPDATES TO ORDA GOVERNANCE COMMITTEE CHARTER AND ORDA AUDIT COMMITTEE CHARTER

At a meeting of the Board of Directors of the Olympic Regional Development Authority (ORDA) held on February 25, 2022, the Board 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), the Board of Directors is required to establish a Governance Committee, and pursuant to ORDA By-Laws, Article II, Section 4, the 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 Board of Directors established a Governance Committee comprised of three members appointed by the Board Chair and approved by the Board of Directors in accordance with the ORDA By-Laws Article II Section 1; and

WHEREAS, by Resolution #427 duly passed by the Board of Directors on August 20, 2021, the Board of Directors adopted the Governance Committee Charter, which set 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, Governance Committee Charter Article IV provides, in part, that “It shall be the responsibility of the Governance Committee to . . . develop and recommend to the Board the number and structure of committees to be created by the Board;” and

WHEREAS, Governance Committee Charter Article II provides, in part, that “The Committee shall consist of three (3) independent members of the Board”; and

WHEREAS, Public Authorities Law § 2824 (7) provides, in part, that a governance committee shall be comprised “of *not less than three* independent members” (emphasis added); and

WHEREAS, the Governance Committee has found and determined that it is both necessary and desirable to revise the Governance Committee Charter to provide that “The

Committee shall consist of not less than three independent members of the Board” in accordance with Public Authorities Law § 2824 (7); and

WHEREAS, pursuant to Public Authorities Law § 2824 (4) and ORDA By-Laws, Article II, Section 3, the Board of Directors is required to establish an Audit Committee, and pursuant to ORDA By-Laws, Article II, Section 1, the Board Chair is authorized to select the members of the Audit Committee; and

WHEREAS, the Board of Directors has established an Audit Committee comprised of three members appointed by the Board Chair and approved by the Board of Directors in accordance with the ORDA By-Laws Article II Section 1; and

WHEREAS, the Board of Directors has adopted an Audit Committee Charter effective as of June 25, 2018, which set 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, Audit Committee Charter provides, in part, that “The Audit Committee shall be composed of three Board Members”; and

WHEREAS, Public Authorities Law § 2824 (4) provides, in part, that an audit committee shall be comprised “of *not less than three* independent members” (emphasis added); and

WHEREAS, the Governance Committee has found and determined that it is both necessary and desirable to revise the Audit Committee Charter to provide that “The Audit Committee shall consist of not less than three independent Board Members” in accordance with Public Authorities Law § 2824 (4); and

WHEREAS, at a duly called meeting of the Governance Committee held on February 4, 2022, the Governance Committee adopted a resolution to approve the aforesaid changes to the Governance Committee Charter and the Audit Committee Charter and advise the Board of Directors to adopt the Charters as revised;

WHEREAS, annexed hereto and made a part hereof as if fully set forth herein, are proposed revised charters for the Governance Committee and the Audit Committee setting forth the aforesaid changes (the “Revised Charters”);

WHEREAS, the Governance Committee seeks approval of the Board of Directors to adopt the Revised Charters;

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

SO RESOLVED,

MOVED BY: Chris Pushkarsh

SECONDED BY: Elinor Tatum

and

ADOPTED BY the following vote:

Kelly Cummings

Cliff Donaldson

Frank Cardinale

Steve Hunt

Betty Little

Art Lussi

Diane Munro

Chris Pushkarsh

Joseph Zalewski

Elinor Tatum

Excused/Abstained:

Bill Beaney

Andy Lack

Against:

Renee Fitzgerald, Secretary to the Board, being duly sworn, deposes and says:

The above Resolution # 437 was duly passed by the Board of Directors on February 25, 2022.

Signature 

Title: Secretary to the Board of Directors

Sworn before me this 28th day of February, 2022.



Notary Public, State of New York

EDWARD KOWALEWSKI, JR.
Notary Public, State of New York
No. 02KO4982911
Qualified in Saratoga County
Commission Expires June 10, 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 not less than 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 an 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.



ORDA BOARD OF DIRECTORS AUDIT COMMITTEE CHARTER

I. Purpose

The Audit Committee is selected by the Board of the NYS Olympic Regional Development Authority (ORDA) to assist the Board in fulfilling its oversight responsibilities regarding the integrity of ORDA's financial statements, the qualifications and selection of the independent auditors, the performance of the annual audit of financial statements, and the performance of ORDA's internal audit functions relative to financial and regulatory recordkeeping, reporting and compliance.

II. Composition

The Audit Committee shall consist of not less than three (3) Board Members, each of whom shall meet the criteria for director independence set forth below. To the extent practicable the Audit Committee members shall be familiar with corporate financial and accounting practices. The Committee, including the Chair, shall be established by the Board, and shall serve until replaced. A Member shall be considered to be independent if he or she, is not and has not been, a paid employee of ORDA and has not had a significant business or other financial relationship with ORDA.

III. Meetings

The Audit Committee shall meet a minimum of twice a year and may meet more frequently as determined by the Chair or by a majority of Committee members.

IV. Charge

The Audit Committee shall be charged with the following:

- Reviewing and approving the authority's financial statements.
- Overseeing the Authority's internal controls and compliance systems.
- Appointing, compensating and overseeing outside auditors retained by the authority.
- Resolving disagreements with respect to and overseeing compliance with accounting

policies and principles.

- Reviewing management reports on internal controls and the attestation of such reports by the authority's outside auditors.
- Investigating compliance with the authority's policies and/or referring instances of noncompliance to the State Inspector General (or, where applicable, the authority's Inspector General) for investigation.
- Shall establish procedures for receipt, retention, investigation and/or referral to the State Inspector General of complaints received by the authority regarding accounting, internal controls and auditing.
- Shall establish policies and procedures to ensure that every director, officer, employee of the authority shall report promptly to the State Inspector General any information concerning allegations of corruption, fraud, criminal activity, conflicts of interest or abuse by the directors, officers or employees of the authority or any persons having business dealings with the authority. The audit committee shall review all reports and draft reports delivered by the State Inspector General to the authority and shall serve as a point of contact with such Inspector General.
- At least one member of the committee should be a financial expert and this shall be disclosed in the annual report of the authority.
- Review reports from the Director of Finance with respect to accounting policies, practices and procedures utilized in the preparation of the quarterly and annual financial statements, significant accounting developments and issues, and other financial information having a significant impact upon the financial status of the organization; discussing with management any material issues raised by the independent auditors or identified variances from generally accepted accounting practices; solicitation and evaluation of recommendations for improvement to procedures, controls and policies governing financial reporting and accounting processes at ORDA.
- Oversight of the internal audit function with respect to financial, legal, and regulatory compliance issues, and other areas of significant financial risk and exposure to ORDA; reviewing with the independent auditors and ORDA staff, the effectiveness and adequacy of ORDA's procedures, policies and practices for internal audit and control, and evaluating and identifying methods of improving such controls; monitoring the independence and authority of the internal audit process, and the reporting relationship to the Audit Committee; reviewing and approving annually and periodically the internal

audit plans for ORDA; overseeing an effective and continuing internal audit and review program to mitigate financial and regulatory risk areas; reviewing results and reports of internal audits and reporting to the Board thereon.

- Periodic review with the general counsel, financial officer, and outside counsel, where necessary, to review legal and regulatory matters having a material impact on the financial statements, compliance policies, regulatory notices or inquiries received, and other matters of a legal or regulatory nature affecting ORDA.

V. Reporting

The Audit Committee will prepare and, through its Chair, submit periodic reports of the Committee's work and findings to the Board. Said report will contain recommendations for Board actions when appropriate.

VI. Committee Support

ORDA staff will provide the Committee with support as needed and requested.

VII. Limitation of Audit Committee's Role

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that ORDA's financial statements and disclosures are presented fairly in all material respects and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of ORDA staff and its auditors.



NEW YORK STATE OLYMPIC REGIONAL DEVELOPMENT AUTHORITY

Resolution # 438

RESOLUTION APPROVING THE CHAIR'S APPOINTMENT OF THE MEMBERS OF THE COMMITTEES OF THE ORDA BOARD OF DIRECTORS

At a meeting of the Board of Directors of the Olympic Regional Development Authority ("ORDA") held on February 25, 2022, the Chair offered the following resolution:

WHEREAS, pursuant to the By-Laws of the New York State Olympic Regional Development Authority ("ORDA By-Laws"), Article II, Section 2, the ORDA Board of Directors ("ORDA Board") is required to have an Executive Committee that consists of "not less than three members [who are] authorized to transact the AUTHORITY'S business between meetings of the Board of Directors, subject to any limitation imposed by the Board", the Chair of which shall be the Chair of the Board, and at least one of the members of which shall be one of the members of the Board designated by the Town of North Elba, and the duties of which further include the responsibility to recommend a program of insurance for ORDA to the full Board, as well as certain financial and budget preparation responsibilities; and

WHEREAS, pursuant to both Public Authorities Law § 2824 (4) and ORDA By-Laws, Article II, Section 3, the ORDA Board is required to have an Audit Committee that consists of at least three independent members with the skill necessary to understand the duties and functions of the audit committee, which among other things includes the responsibility for the hiring of an independent auditor and the oversight of the annual audit process for the Authority; and

WHEREAS, pursuant to the ORDA By-Laws, Article II, Section 4, the ORDA Board Chair is authorized to establish other committees and select their members; and

WHEREAS, pursuant to Public Authorities Law § 2824 (7), the ORDA Board is required to have a Governance Committee comprised of at least three members, the duties and functions of which include reviewing and keeping the Board informed of best governance practices, corporate board trends, and ethical and conflict of interest rules, recommending updates to the authority's corporate governance principles, recommending by-laws that include rules and procedures for the conduct of Board business, and advising appointing authorities on the skills and experiences required of potential Board members; and

WHEREAS, pursuant to ORDA By-Laws, Article II, Section 1, the Chair is to appoint the members of the Board Committees, subject to approval by the Board; and

WHEREAS, the Chair has made the following additional appointments to the following Committees:

- Executive Committee – Cliff Donaldson
- Audit Committee – Frank Cardinale
- Governance Committee – Art Lussi

NOW, THEREFORE, BE IT RESOLVED that the Board hereby approves the Chair’s appointments to the named Committees as set forth herein, in accordance with the requirements of the Public Authorities Law and the ORDA By-Laws.

SO RESOLVED,

MOVED BY: Diane Munro

SECONDED BY: Betty Little

and

ADOPTED BY the following vote:

Kelly Cummings
Cliff Donaldson
Frank Cardinale
Steve Hunt
Betty Little
Art Lussi
Diane Munro
Chris Pushkarsh
Joseph Zalewski
Elinor Tatum

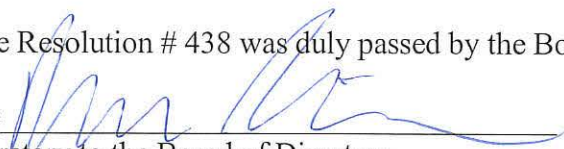
Excused/Abstained:

Bill Beaney
Andy Lack

Against:

Renee Fitzgerald, Secretary to the Board, being duly sworn, deposes and says:

The above Resolution # 438 was duly passed by the Board of Directors on February 25, 2022.

Signature 
 Title: Secretary to the Board of Directors

Sworn before me this 28th day of February, 2022.



 Notary Public, State of New York

EDWARD KOWALEWSKI, JR.
 Notary Public, State of New York
 No. 02KO4982911
 Qualified in Saratoga County
 Commission Expires June 10, 2023



NEW YORK STATE OLYMPIC REGIONAL DEVELOPMENT AUTHORITY

Resolution #440

**RESOLUTION APPROVING A TWO-YEAR EXTENSION OF THE CURRENT ORDA
WORKERS COMPENSATION INSURANCE POLICY**

At a meeting of the Board of Directors of the Olympic Regional Development Authority (ORDA) held on February 25, 2022, the Chair offered the following resolution:

WHEREAS, ORDA currently maintains a Workers Compensation Policy that will expire on January 1, 2023; and

WHEREAS, the fourth term of the current contract began on January 1, 2022; and

WHEREAS, ORDA's premium under year four of the current contract is \$1,484,673; and

WHEREAS, ORDA's Workers Compensation Insurance carrier has offered an incentive to extend the current contract for an additional two years until January 1, 2025; and

WHEREAS, the rate of ORDA's premium is directly tied to the annual loss ratio, which have been improving over the past four years; and

WHEREAS, the operational commitments and market conditions provide an economic incentive to extend the contract for an additional two years; and

WHEREAS, under the terms of the contract extension, ORDA staff projects that future premiums will be less than or equal to its existing premium; and

WHEREAS, the Workers Compensation Carrier, PERMA, has been ORDA's carrier for Workers Compensation Insurance since 2008 and has been working with ORDA to implement programs through which ORDA has and can continue to reduce its Workers Compensation insurance costs; and

WHEREAS, ORDA's insurance broker has advised that as a public authority ski area operator ORDA has insurance needs for which PERMA is uniquely suited to provide the required Workers Compensation coverage; and

WHEREAS, for the foregoing reasons, it is in the best interest of ORDA to extend the Workers Compensation contract term for an additional two years over the current term due to the savings that will accrue to ORDA as a result; and

WHEREAS, the ORDA Executive Committee, whose responsibility it is to oversee ORDA's overall management, operation, policies, practices, and procedures that are necessary for ORDA to conduct its business and accomplish its mission in accordance with its powers and responsibilities as set forth in the Public Authorities Law, has recommended

the approval of the Workers Compensation Insurance contract extension based on the Committee's thorough review and consideration; and

WHEREAS, pursuant to ORDA's by-laws at Article VI § 2, which requires that the President & CEO obtain Board approval prior to entering into any agreements the value of which exceeds \$250,000 over the life of the contract, the President & CEO requests the authority to enter into an agreement to extend the current Workers Compensation Insurance contract by an additional two years until January 1, 2025;

NOW, THEREFORE, BE IT RESOLVED that, the Board of Directors hereby authorizes the President & CEO to enter into an agreement to extend the current Workers Compensation Insurance contract by an additional two years until January 1, 2025, under the terms set forth herein.

MOVED BY: Cliff Donaldson

SECONDED BY: Frank Cardinale

and

ADOPTED BY the following vote:

Excused/Abstained:

Against:

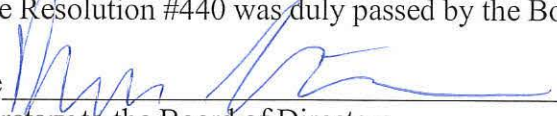
- Kelly Cummings
- Cliff Donaldson
- Frank Cardinale
- Steve Hunt
- Betty Little
- Art Lussi
- Diane Munro
- Chris Pushkarsh
- Joseph Zalewski
- Elinor Tatum
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- Bill Beaney
- Andy Lack
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Renee Fitzgerald, Secretary to the Board, being duly sworn, deposes and says:

The above Resolution #440 was duly passed by the Board of Directors on February 25, 2022

Signature 
Title: Secretary to the Board of Directors

Sworn before me this 28th day of February, 2022.


Notary Public, State of New York



NEW YORK STATE OLYMPIC REGIONAL DEVELOPMENT AUTHORITY

Resolution # 441

RESOLUTION GRANTING APPROVAL FOR THE PRESIDENT & CEO TO ENTER INTO AND FUND AN AGREEMENT WITH THE NEW YORK STATE OFFICE OF GENERAL SERVICES FOR THE PROVISION OF DESIGN AND CONSTRUCTION SERVICES AND COMMITTING CAPITAL AND GRANTING CONDITIONAL APPROVAL FOR THE PRESIDENT & CEO TO ENTER INTO AGREEMENTS WITH THE NEW YORK STATE OFFICE OF GENERAL SERVICES FOR IMPROVEMENTS TO ORDA VENUES AND FACILITIES

At a meeting of the Board of Directors of the Olympic Regional Development Authority (ORDA) held on February 25, 2022, the Chair offered the following resolution:

WHEREAS, the STATE OF NEW YORK is the owner of certain real property (“Property”), the care and custody of which is administered by the NEW YORK STATE DEPARTMENT OF ENVIRONMENTAL CONSERVATION (“DEC”); and

WHEREAS, located on the Property is the Olympic Sports Complex, Belleayre Mountain Ski Center, Gore Mountain Ski Center, and Whiteface Mountain Ski Center (individually, a “Venue” and, collectively, the “Venues”); and

WHEREAS, pursuant to certain Venue specific Memoranda of Understanding between DEC and ORDA, ORDA manages the Property and the improvements located thereon; and

WHEREAS, ORDA is the owner of certain real property and improvements constituting the Olympic Training Center located at 196 Old Military Road, Lake Placid, New York 12946; and

WHEREAS, as part of ORDA’s continuing effort to provide upgrades and improvements to ORDA facilities that are necessary to ensure the continued success of ORDA operations, ORDA intends to undertake certain renovation projects at the Venues on the Property and at the Olympic Training Center (individually, a “Project” and, collectively, the “Projects”); and

WHEREAS, OGS routinely provides design and construction services to State agencies and is capable of providing such services to ORDA in connection with the Projects; and

WHEREAS, ORDA has determined that it is in its best interest to obtain certain construction, construction-permitting services, construction inspections, and certification services (the “Services”) from OGS in connection with the Projects; and

WHEREAS, ORDA and OGS desire to enter into a Cost Reimbursement and Escrow Account Agreement (“OGS Agreement”) to set forth the parties’ agreement for the payment of design, construction, and certain out-of-pocket costs that may be incurred by OGS in connection with its performance of the Services necessary for the Projects; and

WHEREAS, the OGS Agreement provides generally that requests for Services for specific Projects will be initiated using OGS’ standard procedures; that ORDA agrees to pay the reasonable and documented design and construction and out-of-pocket fees, costs, and expenses that may be incurred by OGS in connection with its performance of the Services in relation to each Project (the “Costs”); that ORDA will make an initial deposit of Seven Hundred Fifty Thousand Dollars (\$750,000.00) into an Escrow Account managed by OGS; that payment to OGS for the Costs incurred by OGS for Projects will be paid out of the Escrow Account; and that when the balance remaining in the Escrow Account is Two Hundred Fifty Thousand Dollars (\$250,000.00) or less, upon written notice from OGS, ORDA will replenish the balance in the Escrow Account up to the amount of Seven Hundred Fifty Thousand Dollars (\$750,000.00); and

WHEREAS, ORDA’s Office of Environmental, Planning and Construction (“OEPC”) has identified a number of projects which could be completed by OGS under the OGS Agreement including, but not limited to, the following:

- Gore Mountain - replacement of 8,000 gallon diesel fuel tank; and
- Belleayre Mountain - remove or abandon in place 30,000 underground diesel fuel tank at Overlook Lodge, remove 1,000 underground fuel oil tank at Carpenter’s Shop, remove underground diesel fuel and gasoline tanks at Carpenter’s Shop, and replace with new fuel island, above ground diesel fuel tanks, and above ground gasoline tank at Maintenance Garage; and

WHEREAS, OEPC expects there to be additional projects for fiscal year 2022-2023 which could be performed by OGS under the OGS Agreement; and

WHEREAS, all of the foregoing projects are part of a continuing effort to provide upgrades and improvements to ORDA facilities that are necessary to ensure the continued success of ORDA operations; and

WHEREAS, OEPC has budgeted the amount of \$3,000,000.00 for the projects to be performed by OGS under the OGS Agreement; and

WHEREAS, the President & CEO has requested that the Board commit the requisite capital for the projects to be performed by OGS under the OGS Agreement; 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 and fund the OGS Agreement as provided for therein, subject to approval by the Office of the State Comptroller and the Office of the Attorney General;

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors hereby authorizes the expenditure of funds and commits the capital for the projects as is described more fully herein; and

BE IT FURTHER RESOLVED that, subject to the approval of the OGS Agreement by the Office of State Comptroller and the Office of the Attorney General, the Board of Directors hereby authorize the President & CEO to enter into and fund the OGS Agreement under the circumstances and incorporating the terms described above; and

BE IT FURTHER RESOLVED that at subsequent meetings of the Board of Directors, the President & CEO will report to the Board the projects performed by OGS under the OGS Agreement and the values thereof.

SO RESOLVED,

MOVED BY: Diane Munro

SECONDED BY: Frank Cardinale

and

ADOPTED BY the following vote:

- Kelly Cummings
- Cliff Donaldson
- Frank Cardinale
- Steve Hunt
- Betty Little
- Art Lussi
- Diane Munro
- Chris Pushkarsh
- Joseph Zalewski
- Elinor Tatum
- _____
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Excused/Abstained:

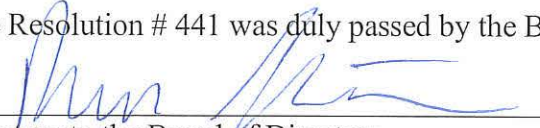
- Bill Beaney
- Andy Lack
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Against:

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Renee Fitzgerald, Secretary to the Board, being duly sworn, deposes and says:

The above Resolution # 441 was duly passed by the Board of Directors on February 25, 2022.

Signature 
Title: Secretary to the Board of Directors

Sworn before me this 29th day of February, 2022.


Notary Public, State of New York

EDWARD KOWALEWSKI, J.H.
Notary Public, State of New York
No. 02KO4982911
Qualified in Saratoga County
Commission Expires June 10, 2023



NEW YORK STATE OLYMPIC REGIONAL DEVELOPMENT AUTHORITY

Resolution # 442

**RESOLUTION COMMITTING CAPITAL AND GRANTING APPROVAL FOR
THE PRESIDENT & CEO TO ENTER INTO AGREEMENTS FOR ELECTRICAL
UPGRADES TO THE OLYMPIC CENTER**

At a meeting of the Board of Directors of the Olympic Regional Development Authority (ORDA) held on February 25, 2022, the Chair offered the following resolution:

WHEREAS, ORDA desires to enter into a proposed Agreement entitled “Medium Voltage Service Contract” (ARN.21.002) for necessary electrical upgrades and improvements to the Olympic Center (the “Project”); and

WHEREAS, the Project work will include the replacement of an outdated proprietary “Square D” brand legacy main service disconnect and emergency transfer switch and related equipment with a new code compliant “Square D” auto-remote main service disconnect and emergency transfer switch and related equipment; and

WHEREAS, the Project work shall include all labor, equipment, materials, tools, and temporary facilities for the Project, the scope of which will include, but not be limited to:

- Auto-Remote Main Service Disconnect and Emergency Transfer Switch Replacement and Upgrades Equipment/Materials and Service Contract (ARN.21.002.004), to be provided by Schneider Electric USA, Inc. (“Schneider”) – Schneider is the manufacturer, distributor and supplier of the “Square D” electrical equipment and shall provide a new 600 Amp, 15.5 kV auto-remote main service disconnect/emergency transfer switch and related equipment; metal clad switchgear assemblies; and design, standard start-up, and installation support and commissioning services.
- Auto-Remote Main Service Disconnect and Emergency Transfer Switch Replacement and Upgrades Installation Contract (ARN.21.002.005), to be performed by Northline Utilities, LLC (“Northline”) – Northline is performing the demolition and removal of the outdated proprietary “Square D” brand legacy main service disconnect and emergency transfer switch and related equipment; the installation and wiring of the new “Square D” electrical equipment which shall provide a new 600 Amp, 15.5 kV auto-remote main service disconnect/emergency transfer switch and related equipment; and metal clad switchgear assemblies.

WHEREAS, the Project is part of a continuing effort to provide upgrades and improvements to ORDA facilities that are necessary to ensure the continued safety and success of ORDA operations; and

WHEREAS, the Project will replace antiquated electrical systems that are undersized for the Olympic Center’s current electrical needs, will increase safety by providing a remote breaker that will disconnect the medium voltage from a remote location to help prevent injury to the operator, and will replace obsolete existing components that are no longer manufactured or available; and

WHEREAS, following a posting on the New York State Contract Reporter, Northline submitted a unit price proposal for ORDA’s consideration, and said bid was determined to be the lowest responsible bidder for the Project; and

WHEREAS, pursuant to the terms of the proposed Agreements, the lump sum cost of the Project will be \$835,373.00:

WHEREAS, the anticipated final completion date for the Project is approximately October 31, 2022 and prior to the 2023 FISU World University Games; and

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

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors hereby authorizes the expenditure of funds and commits the capital for the Project as is described more fully herein; and

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

MOVED BY: Cliff Donaldson

SECONDED BY: Betty Little

and

ADOPTED BY the following vote:
Kelly Cummings
Cliff Donaldson
Frank Cardinale
Steve Hunt
Betty Little

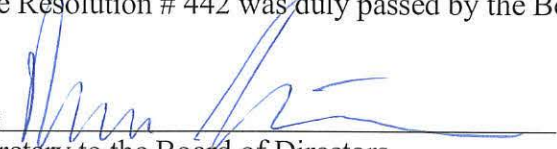
Excused/Abstained:
Bill Beaney
Andy Lack

Against:

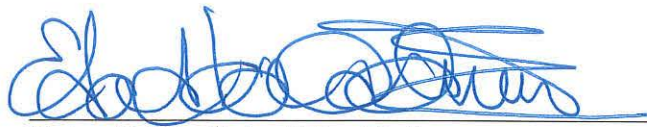
Art Lussi
Diane Munro
Chris Pushkarsh
Joseph Zalewski
Elinor Tatum

Renee Fitzgerald, Secretary to the Board, being duly sworn, deposes and says:

The above Resolution # 442 was duly passed by the Board of Directors on February 25, 2022.

Signature 
Title: Secretary to the Board of Directors

Sworn before me this 28th day of February, 2022.



Notary Public, State of New York

EDWARD KOWALEWSKI, JR.
Notary Public, State of New York
No. 02KO4982911
Qualified in Saratoga County
Commission Expires June 10, 2023



NEW YORK STATE OLYMPIC REGIONAL DEVELOPMENT AUTHORITY

Resolution # 443

**RESOLUTION COMMITTING CAPITAL AND GRANTING APPROVAL FOR THE
PRESIDENT & CEO TO ENTER INTO AN AGREEMENT FOR THE PURCHASE OF
SNOWMAKING EQUIPMENT**

At a meeting of the Board of Directors of the Olympic Regional Development Authority (“ORDA”) held on February 25, 2022, the Board Chair offered the following resolution:

WHEREAS, ORDA desires to enter into a proposed Agreement that calls for the purchase of new snowmaking equipment from HKD Snowmakers (the “Agreement”) for ORDA’s Belleayre Mountain, Gore Mountain and Whiteface Mountain Venues (the “Venues”); and

WHEREAS, the Agreement includes the purchase of 770 HKD Impulse low energy, high performance snowguns, 4 HDK Volt low energy snowguns, and related equipment (the “Snowmaking Equipment”); and

WHEREAS, following a request for qualifications in the New York State Contract Reporter (“NYSCR”), HKD Snowmakers submitted the only responsive proposal that met ORDA’s minimum specifications and requirements as prescribed in the NYSCR posting; and

WHEREAS, HKD Snowmakers was determined to provide the best value for ORDA; and

WHEREAS, the purchase of the Snowmaking Equipment is part of a continuing effort to provide upgrades and improvements to ORDA facilities, which include increasing energy efficiency and snowmaking capacity at the Venues; and

WHEREAS, pursuant to the terms of the Agreement, the total lump sum value of the Snowmaking Equipment will be \$4,960,089.50; and

WHEREAS, the purchase of the Snowmaking Equipment will qualify for up to 50% utility efficiency incentives totaling \$2,480,044.75, which could bring the total cost of the Snowmaking Equipment after incentives to \$2,480,044.75; and

WHEREAS, the President & CEO has requested that the Authority commit the requisite capital for the purchase of the Snowmaking Equipment so as to enable entry into the Agreement; 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 Agreement;

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors hereby authorizes the expenditure of funds and commits the capital for the Agreement as is described more fully herein; and

BE IT FURTHER RESOLVED that the Board of Directors hereby authorizes the President & CEO to enter into the Agreement upon the terms and amounts provided for herein.

SO RESOLVED,

MOVED BY: Diane Munro

SECONDED BY: Betty Little

and

ADOPTED BY the following vote:

Kelly Cummings

Cliff Donaldson

Frank Cardinale

Steve Hunt

Betty Little

Art Lussi

Diane Munro

Chris Pushkarsh

Joseph Zalewski

Elinor Tatum

Excused/Abstained:

Bill Beaney

Andy Lack

Against:

Renee Fitzgerald, Secretary to the Board, being duly sworn, deposes and says:

The above Resolution # 443 was duly passed by the Board of Directors on February 25, 2022.

Signature [Handwritten Signature]

Title: Secretary to the Board of Directors

Sworn before me this 28th day of February, 2022.

[Handwritten Signature]

Notary Public, State of New York

EDWARD KOWALEWSKI, JR.
Notary Public, State of New York
No. 02KO4982911
Qualified in Saratoga County
Commission Expires June 10, 2023