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**Minutes of a Joint Meeting
of the Board of Trustees
and the Management Committee
of the Salt Lake Organizing Committee for
for the Olympic Winter Games of 2002**

January 13, 2000

A joint meeting of the Board of Trustees and the Management Committee of the Salt Lake Organizing Committee for the Olympic Winter Games of 2002, a Utah nonprofit corporation (the "Organizing Committee" or "SLOC"), was held on Thursday, January 13, 2000, at 8:30 a.m., in Room 303 of the State Capitol Building, Salt Lake City, Utah.

There were present Robert H. Garff, Chairman, Mayor Rocky Anderson, Sandy Baldwin, Lane Beattie, Teresa Beck, Dwight Bell (alternate for Mr. Hybl), Luke Bodensteiner, Kenneth Bullock (alternate for Mayor Dolan), Camille Cain, Joseph A. Cannon, R. Don Cash, Keith Christensen, Forrest Cuch, Kathaleen Cutone, Anita DeFrantz (by phone), Randy Dryer, James L. Easton, Spencer F. Eccles (by phone), Dennis D. Ewing, Ed Eyestone (alternate for Mr. Marsh), Maria J. Garcia, Joan Guetschow, Tom Hori, G. Frank Joklik, Nolan Karras (alternate for Governor Leavitt), Karlos Kirby, Don Leonard, Hilary Lindh, Bill Malone, Larry Mankin, Henry Marsh, Jim Morris (by phone), Carol Mushett, Dave Ogrea (alternate for Mr. Schultz), Mayor Brad Olch, Grethe B. Peterson, Margaret Peterson, John Price, Chris Robinson, Mitt Romney, Mike Schlappi, Richard D. Schultz, Dr. Gerald R. Sherratt, Bill Shiebler, Bill Stapleton (by phone), Marty Stephens, Gordon Strachan, Picabo Street, James R. Swartz, Lillian Taylor, Diana Thomas, Richard Velez, Ann Wechsler and Marion Willey.

Also present were Fraser Bullock, Ed Eynon, Kelly J. Flint, James S. Jardine, Brian Katz, Mark Lewis, and Shelley Thomas, as were representatives of the media and members of the public.

Call to Order

Mr. Robert Garff called the meeting to order, and asked Mr. Kelly Flint to keep minutes. He welcomed the members of the Management Committee and the Board of Trustees, and extended a special welcome to Salt Lake City's new mayor, Rocky Anderson. He then took role of those attending by telephone, and confirmed that all members present in person could hear all of the members participating by telephone, and that all telephone participants could hear those present in person.

Mr. Garff reminded the trustees that SLOC is organizing the Olympic Winter Games and the Paralympic Winter Games, noting that many issues involve both events. He then noted the new seating arrangements for the meeting, and reminded the trustees that this is a joint meeting of the Board of Trustees and the Management Committee.

Approval of Minutes

Mr. Garff presented the minutes of the October 14, 1999 joint meeting of the Board of Trustees and the Management Committee, copies of which were distributed in advance of the meeting, noting they were approved previously by the Management Committee. Mr. Don Cash requested that the word "severance" be changed to "termination" throughout the minutes. Upon a motion duly made by Mr. Cash and seconded by Mr. John Price, the trustees approved the correction. Then, upon a motion duly made by Dr. Gerald Sherratt and seconded by Mr. Karlos Kirby, the minutes as amended were unanimously approved by the Board of Trustees.

Mr. Bullock noted that some trustees were failing to vote on some matters, and suggested that all present at the meeting should vote on each matter.

Mr. Garff next presented the minutes of the November 10, 1999 meeting of the Management Committee, copies of which were distributed in advance of the meeting. Upon a motion duly made by Mr. Mitt Romney and seconded by Mr. Jim Swartz, the minutes were unanimously approved by the members of the Management Committee.

Appeal under SLOC's Open Records Policy

Mr. Garff turned to the next item on the agenda—an appeal by Dr. Van Komen under SLOC's Open Records Policy. Mr. Flint noted that materials relating to the matter had been distributed in advance. He reviewed with the Management Committee the request made by Dr. Van Komen for a copy of OPUS's contract with Anheuser Busch, and then described management's decision not to release the contract.

Mr. Flint noted that the contract contains a clause obligating the parties to hold it confidentially, the contract obligates all parties to comply with all applicable laws, SLOC is not a direct party to the contract, and SLOC is obligated by the OPUS agreements to honor confidentiality clauses in sponsor contracts.

Mr. Flint stated that Dr. Van Komen had filed a timely appeal of the decision under SLOC's Open Records Policy. He then responded to questions and a discussion ensued. In the course of the discussion, and in response to a question, Mr. Dick Schultz stated that, if OPUS's members do not object, the USOC would release to the public a copy of the USOC's letter to the Management Committee.

Following the discussion and upon a motion duly made by Mr. Romney and seconded by Mr. Jim Flinn, the members of the Management Committee voted unanimously to deny Dr. Van Komen's appeal.

Additional Appeal Under SLOC's Open Records Policy

Mr. Flint distributed a letter from Mr. Lynn Packer relating to SLOC's Open Records Policy. He noted that SLOC had just received the letter, and therefore could not distribute it in advance of the meeting. He also noted that, as SLOC's Open Meetings Policy prohibit the Management Committee from taking action on any matter not properly placed on the agenda at least 48 hours in advance of the meeting, the Management Committee could not take action on the issues raised in the letter. He stated that management was nevertheless seeking informal guidance from the members of the Management Committee.

Mr. Brian Katz presented the first issue raised in Mr. Packer's letter—a request that SLOC waive document search fees. He reviewed with the trustees the provisions of SLOC's Open Records Policy regarding search fees. He recounted the history of the Policy, the public process through which it was created, and the basis for imposing a search fee. He then responded to questions, and a discussion ensued. In the course of the discussion, management reminded the trustees that SLOC does not maintain central files, noting that to do so would be costly and complex.

Mr. Garff recommended that management deny Mr. Packer's request to waive the search fees. Following further discussion, the members of the Management Committee expressed their unanimous view that SLOC should not waive the search fee.

Mr. Katz then turned to the second issue raised in Mr. Packer's letter—a request that documents Mr. Packer has requested be reviewed and redacted by someone other than Mr. Flint and Mr. Katz. Mr. Katz reviewed the provisions of SLOC's Open Records Policy relating to reviewing and redacting documents, and described Mr. Packer's request. The trustees discussed Mr. Packer's request, the provisions of the Open Records Policy, the cost of engaging outside counsel to conduct the review, and related matters. Mr. Randy Dryer offered to seek an attorney who would provide this service on a one-time pro bono basis. The members of the Management Committee expressed their support for using a pro-bono attorney to conduct the review in this instance.

Amendment to SLOC's Savings Plan

Mr. Flint presented a proposal to amend SLOC's Savings Plan (commonly called the 403(b) plan), copies of which were distributed in advance of the meeting. He then responded to questions, and a discussion ensued. Mr. Don Cash noted that the Human Resources/Compensation Committee had reviewed and endorsed the proposed amendment.

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Following the discussion, and upon a motion duly made by Mr. Marty Stephens and seconded by Mr. Cash, the Management Committee adopted the following resolution upon a unanimous vote:

RESOLVED: That the amendment to Section 1.07(A)(1) of the Salt Lake Organizing Committee Savings Plan presented in this meeting be, and it hereby is ratified and approved, and the Secretary hereby is directed to retain a copy of such amendment with the other plan records.

Mr. Flint noted that similar technical amendments to the Plan were required from time to time, and suggested that the Management Committee may want to delegate authority to management to adopt the same. He also noted that a resolution making such a delegation had been circulated in advance of the meeting,

Mr. Flint reported that the Human Resources/Compensation Committee had endorsed granting such a delegation, subject to certain changes to the proposed resolution. He then reviewed the changes approved by the Human Resources/Compensation Committee, and responded to questions.

Following a discussion, and upon a motion duly made by Mr. Marty Stephens and seconded by Mr. Cash, the Management Committee adopted the following resolution upon a unanimous vote:

RESOLVED: That the President of the Salt Lake Organizing Committee for the Olympic Winter Games of 2002 be, and he hereby is, delegated authority and is hereby authorized hereafter to implement and execute any and all amendments he deems reasonable and necessary from time to time to the Salt Lake Organizing Committee Savings Plan; provided that any amendment of contribution rates or vesting schedules shall require the approval of the Management Committee; and provided, further that all such amendments be reported to the Compensation Committee.

Amendment to SLOC's Employee Retention and Transition Plan

Mr. Flint next presented a proposed amendment to SLOC's Employee Retention and Transition Plan. He then responded to questions, and a discussion ensued. Following the discussion, and upon a motion duly made by Mr. Don Cash and seconded by Ms. Teresa Beck, the Management Committee unanimously approved the following resolution:

RESOLVED: That the amendment to Section 4.1 of the Salt Lake Organizing Committee Employee Retention and Transition Plan presented in this meeting be, and it hereby is ratified and approved, and the Secretary hereby is directed to retain a copy of such amendment with the other plan records.

Mr. Flint noted that similar technical amendments to this Plan were also required from time to time, and again suggested that the Management Committee may want to delegate authority to management to adopt the same. He stated that a resolution making such a delegation had been circulated in advance of the meeting, and that the Human Resources/Compensation Committee had endorsed granting such a delegation, subject to certain changes to the proposed resolution. He reviewed the changes approved by the Human Resources/Compensation Committee, and responded to questions.

Following a discussion, and upon a motion duly made by Mr. Don Cash and seconded by Ms. Teresa Beck, the Management Committee adopted the following resolution upon a unanimous vote:

RESOLVED: That the President of the Salt Lake Organizing Committee for the Olympic Winter Games of 2002 be, and he hereby is, delegated authority and is hereby authorized hereafter to implement and execute any and all amendments he deems reasonable and necessary from time to time to the Salt Lake Organizing Retention and Transition Plan; provided that any amendment of the benefit or vesting schedules shall require the approval of the Management Committee; and provided further that all such amendments be reported to the Compensation Committee.

Amendment to Restated Articles of Incorporation

Mr. Garff turned to the next item on the agenda—a proposal to amend SLOC's Restated Articles of Incorporation. He invited Mr. Flint to present the proposal.

Mr. Flint reminded the trustees that, under the IOC Charter and the Host City Contract, the members of the IOC in the United States are entitled to membership on SLOC's Board of Trustees and Management Committee. He reported that, in December 1999, Mr. Robert Ctvrtlik was elected to fill a position on the IOC Board and therefore is entitled to these positions.

Mr. Flint then reviewed the proposed amendments to SLOC's Restated Articles of Incorporation, copies of which were distributed in advance of the meeting. He noted that Section 9.1 of the Articles needed to be amended to create a position on the Management Committee, in addition to amending Section 8.1 to create a position on the Board of Trustees. He also noted that the proposed amendments were subject to approval by Governor Leavitt, Mayor Anderson and Bank of America.

Following a discussion, and upon a motion duly made by Ms. Grethe Peterson and seconded by Mr. Gordon Strachan, the trustees unanimously voted to amend SLOC's Articles of Incorporation as follows:

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RESOLVED: That Section 8.1 of the Organizing Committee's Restated Articles of Incorporation be, and it hereby is, amended to read as follows, subject to approval by the Governor of the state of Utah, the mayor of Salt Lake City and Bank of America:

Section 8.1 Members of the Board of Trustees. The Board of Trustees shall consist of not more than fifty-four (54) voting Trustees and four (4) non-voting Trustees, as follows:

FURTHER RESOLVED: That Section 9.1 of the Organizing Committee's Restated Articles of Incorporation be, and it hereby is, amended to read as follows, subject to approval by the Governor of the state of Utah, the mayor of Salt Lake City and Bank of America:

Section 9.1 Members of the Management Committee. The Management Committee shall consist of not more than twenty-one (21) voting Trustees and one (1) non-voting Trustee, as follows:

FURTHER RESOLVED: That the officers of the Corporation be, and each hereby is authorized and directed, following receipt of approval of such amendments from the governor of the state of Utah, the mayor of Salt Lake City, and Bank of America, to execute and deliver Articles of Amendment and such other documents, and to take such actions, as such officer or officers, acting in his, her or their discretion, determines is necessary or desirable to effectuate the foregoing resolutions.

Management Report

Mr. Garff invited Mr. Mitt Romney to present management's report. Mr. Romney began by noting the passage of time since the IOC awarded the Games to Salt Lake City, and the need to press forward with the work of planning and conducting the Games. He recited briefly the work that has been done to date, and described the value of the test events. He then reviewed the principal functional areas within SLOC and the personnel managing these functions.

Mr. Romney first outlined the work being conducted by the venue development function under the direction of Grant Thomas and Jerry Anderson. He stated that construction is on schedule, described briefly SLOC's efforts to accommodate disabled persons (noting that management would provide a more detailed report on this subject at a future meeting), reviewed the status of rented venues, and described the temporary facilities required for the Games and Paralympics.

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Mr. Romney next described SLOC's sports function, which is led by Cathy Priestner-Allinger. He noted again the importance of test events in preparing for the Games. He then reported on SLOC's finance function (managed by Fraser Bullock, Gordon Crabtree and Brett Hopkins), information technology department (supervised by Dave Busser, Alice Mahmood and Simon Kingman), and communications function (led by Shelley Thomas).

Mr. Romney recounted the work of Cindy Gillespie and SLOC's federal relations department. He noted the support that SLOC receives from Utah's congressional delegation and the administration, and then described the recently-released draft report of the General Accounting Office. He reported that management is scrutinizing SLOC's requests for federal funding as carefully and in the same manner it reviews SLOC's budget, and that he expected to find ways to reduce the requests.

He noted the efforts being made under Ed Eynon and his department and how they are recruiting world class talent and are continuing to work on the "Our Town Your Town" program. He stated that SLOC had decided not to use Board members as chairpersons for this program in hopes of getting more people involved in the project.

Mr. Romney reviewed the work of the human resources function (managed by Ed Eynon) the legal function (headed by Kelly Flint), and the marketing department (Mark Lewis). He stated that SLOC is looking to hire additional lawyers as the legal burden increases, and then described briefly the donor and marketing programs. He also reported that OPUS expects to have several announcements over the coming weeks, but that it is beginning to run out of categories in which it can sell sponsorships. Finally, he described SLOC's donor program and the pledges received to date.

Mr. Romney then concluded his report, stating that he expects SLOC to be able to meet all its obligations, including the \$40 million endowment that, in reality, would reflect a profit from the Games.

Ms. Joann Klonowski, SLOC's Director of Paralympics, distributed and presented a written report, which she supplemented with oral comments. She noted that SLOC was the first organizing committee to integrate the planning and conduct of both the Olympic Winter Games and the Paralympic Winter Games. She described the Paralympic Winter Games, including the athletic events, the manner in which athletes are classified, the athletes village, opening and closing ceremonies, and other aspects of the Paralympics. She noted OPUS's role and success in selling sponsorships, outlined the agreement reached with International Sports Broadcasting to generate broadcast coverage of the Paralympics, and described the challenges faced by Paralympic athletes. She then responded to questions.

Ms. Mushett congratulated SLOC on its progress, and noted that the IPC would be holding a congress in Salt Lake City.

Mr. Peter Bullock delivered a brief financial report. He noted that a written report had been distributed in advance of the meeting, described the increasing intensity of the planning process, and noted the need to remain focused on the Games and the Paralympics. He then responded to questions.

Legacy Planning

Mr. Romney presented a written report on SLOC's obligations and plans for non-venue legacy facilities, which he supplemented with oral comments. He noted that SLOC is contractually obligated to construct a permanent cauldron at the University of Utah, and to construct a monument to the athletes who will participate in the Games. He reported that, while SLOC had no contractual commitment to build or fund a memorial park, such a park had become traditional. He described potential sites for a park in Salt Lake City, and outlined discussions with the City administration.

Mr. Romney next described an offer that SLOC had received from the Boyer Company to construct a memorial plaza as part of its Gateway project, and displayed renditions prepared by Boyer. He noted that Boyer was offering to construct and maintain the plaza at its sole expense.

Mr. Romney recommended that the Management Committee authorize management to (a) seek the City's input on the proposal, (b) work to be in a position to accept Boyer's offer on a timely basis, and (c) pursue other opportunities to develop similar legacy projects. He then responded to questions, and a discussion ensued.

In the course of the discussion, and in response to questions, Mr. Romney reported that no other party had offered to build or fund a legacy park or plaza in Salt Lake City, and that Park City was pursuing the construction of a memorial plaza in Park City. He confirmed that, as Mr. Kem Gardner had offered either to donate \$1 million under SLOC's donor program or to have Boyer Co. construct and maintain the memorial plaza, accepting the plaza would effectively cost SLOC \$1 million. He also noted that the Boyer plaza would recognize volunteers for and donors to both the Games and the Paralympics.

In response to a question from Mr. John Price, Mr. Romney stated that the Facilities and Environment Committee of the Board should examine other options to obtain donations for other sites and projects. Mr. Price challenged Mr. Gardner to donate the \$1 million in addition to constructing and maintaining the plaza

Following the discussion, and upon a motion duly made by Mr. Romney and seconded by Mr. Jim Swartz, the members of the Management Committee adopted the following resolution, with Mayor Anderson abstaining:

WHEREAS, the Boyer Company has offered to construct and maintain, at its expense, a legacy plaza as part of its Gateway project; and

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WHEREAS, this Management Committee deems it to be in the best interest of the Organizing Committee to accept such gift;

NOW, THEREFORE, BE IT RESOLVED: That the officers of the Organizing Committee be, and each hereby is, authorized and directed to (a) seek Salt Lake City's input on the proposed memorial plaza, (b) work to be in a position to accept Boyer's offer on a timely basis, and (c) pursue other opportunities to develop similar legacy projects at no cost to the Organizing Committee.

Retention of Ray, Quinney & Nebeker

Mr. Garff turned to the next item on the agenda—to consider issues raised in a letter to Mr. Garff from Lillian Taylor regarding legal services provided by Ray, Quinney & Nebeker. He reported that he had received a letter from Ms. Lillian Taylor and a response from Mr. Jim Jardine, copies of both of which were distributed in advance of the meeting. He noted that Ms. Taylor had raised questions regarding the firm's destruction of files relating to the bid committee and concerning the fact that no minutes of bid committee meetings were kept from the fall of 1989 through the fall of 1991. He then invited Mr. Jardine to speak to the trustees.

Mr. Jardine described the history of his and Ray, Quinney & Nebeker's involvement with the bid committee and SLOC, including his appointment as corporate secretary and Kelly Flint's appointment as assistant corporate secretary. He outlined the terms of the firm's engagement by SLOC in 1995, noting that it was nonexclusive and on a matter-by-matter basis.

Mr. Jardine reported that the firm had begun keeping minutes of board meeting upon his appointment as secretary in 1989, and of executive committee meetings when first requested in November 1991. He distributed copies of the bid committee's bylaws as in effect in 1991, and noted that, under the bylaws, the corporate secretary was required to keep minutes only of Board meetings. He also reported that copies of all minutes kept by attorneys at the firm were maintained at SLOC's offices.

Mr. Jardine stated that neither he nor the firm was requested to take minutes of executive committee meetings during the two year period in question, and that, to his knowledge, no meetings of the bid committee's executive committee were held between June 1991 and November 1991. He then responded to questions regarding the keeping of minutes, and a discussion ensued. Mr. Joklik confirmed that no executive meetings were held during that period of 1991.

Mr. Jardine next delivered a report regarding the inadvertent destruction by Ray, Quinney & Nebeker of files relating to the bid committee. He stated that files containing the firm's copies of documents relating to meetings of the bid committee's board and executive committee during 1993, 1994 and 1995 had mistakenly been destroyed by a file clerk in May 1998. He described the firm's records relating to the file destruction, and the firm's internal investigation of the

incident. He stated that he had reported the incident to SLOC and to the Board of Ethics upon its discovery in December 1998, noted that copies of all the minutes in question were in SLOC's files, and reported that SLOC had been able to obtain copies of other documents relating to the meeting in question. He then responded to questions regarding the destruction of these documents.

Mr. Garff invited Ms. Taylor to address the trustees. She began by describing her background and the history of her involvement with SLOC. She then related her continuing concerns regarding the destroyed files and recent media reports that the bid committee had not taken minutes of executive committee meetings for a two year period. She then responded to questions, and a discussion ensued.

In the course of the discussion, the trustees reviewed the requirements for minutes under SLOC's bylaws, the information in the Board of Ethics report regarding the firm's destruction of the files, the maintenance of separate copies of minutes at SLOC's offices, and the related matters. Following the discussion, and upon a motion duly made by Mr. Lane Beattie and seconded by Mr. Jim Swartz, the Management Committee voted unanimously to continue without change and to move to the next item on the agenda.

Municipal Contracts

Mr. Romney next delivered a written and oral report on municipal services required by the Games and the negotiation and status of related service agreements. He outlined SLOC's position that Utah taxpayers should not be required to pay the cost of conducting the Games, that cities and counties should not be burdened with the cost of providing incremental services to the Games, and that incremental tax revenues generated by SLOC and the Games should be credited against the cost of incremental municipal services. He then reviewed the tax revenues anticipated to be generated by the Games, the payments that SLOC will make to governmental entities in Utah, and the types of services that venue cities and counties anticipate providing.

Mr. Romney stated that SLOC and the venue communities need to determine which incremental services truly will be required in connection with the Games (including public safety services and other municipal services) the cost of those incremental services, and who can and should pay such costs. He described potential sources for funding, noted that timing is critical to keeping SLOC's efforts on schedule, and then outlined the following principles for resolving the issues:

1. An appropriate process be put in place to determine which of offered venue city and county services are Games-required.
2. SLOC joint UOPSC and venue cities and counties in preparing a unified public safety plan and budget.

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3. In evaluating the extent of SLOC's responsibility for any Olympic-required local services, consideration be given to the tax revenues the Olympics will generate.

4. The venue communities should not be expected to exclusively bear the costs of Olympic-related services.

5. Through state leadership, executive and/or legislative, timely resolution is achieved as to the financing of venue city and county Olympic-required service costs.

Mr. Romney then responded to questions. A discussion followed, in the course of which the trustees discussed the need for a timely resolution of these issues, the process by which the parties could come to an agreement, the role of federal funding, the need for state and municipal participation in a solution as a condition to receiving federal funding, and the benefits that will accrue to venue communities and the state from the Games and the Paralympics.

In the course of the discussion, Mr. Romney proposed that the state of Utah repeal the sales tax on Games tickets, and that the equivalent revenues, supplemented by funds from SLOC, be used to fund public safety costs incurred by venue and other communities in connection with the Games. Mr. Marty Stephens requested that SLOC prepare a letter to him outlining the proposal.

Following the discussion, Mr. Marty Stephens made a motion, which was seconded by Mr. Nolan Karras, to endorse the five principles articulated by Mr. Romney. The trustees then discussed the motion.

Mayor Anderson made a substitute motion to amend the fifth principle by changing the word "exclusively" to "disproportionate". Mr. Romney seconded the motion. In the course of the discussion that followed, Mr. Stephens suggested instead that the word "costs" in the fifth principle be changed to "net costs". Mayor Anderson accepted the suggestion and amended his motion.

Following the discussion, the members of the Management Committee rejected Mayor Anderson's substitute motion, upon a vote 4 in favor and 10 against, with Mr. Karras, Mr. Bullock and Mr. Easton abstaining.

The members of the Management Committee then adopted Mr. Stephens' original motion to endorse the five principles as presented by Mr. Romney, upon a vote of 15 in favor and no opposed, with Mr. Ken Bullock and Mr. Karras abstaining.

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The trustees next engaged in a discussion of Mr. Romney's proposal for the state to repeal the sales tax on tickets and to use the equivalent funds, together with funds budgeted by SLOC, to pay the costs of public safety services.

Mayor Anderson then distributed written copies of a draft resolution, together with related materials, and moved for its adoption. Ms. Maria Garcia seconded the motion. The trustees discussed whether the motion could properly be considered under SLOC's Open Meetings Policy. In the course of the discussion, Mayor Anderson withdrew his motion.

Trustee Access to Sponsorship Agreements

Mr. Garff turned to the next item on the agenda—the question of whether trustees should have access to copies of OPUS sponsor and supplier agreements. Mr. Garff distributed a written report, and then recounted the history of the issue. He reported the issue had been addressed previously, when the members of the Management Committee informally expressed their consensus that access should be restricted to the Audit Committee. He then noted that OPUS sponsorship contracts contain clauses requiring that they be held confidentially, and that SLOC was not a direct party to the agreements. He then asked whether the Management Committee wished to re-address the matter.

The trustees engaged in a discussion of the need to honor confidentiality agreements, the potential consequences of violating such clauses, the need for trustees to be informed adequately, options for providing sufficient information as an aggregate or in another form, and the appropriate venue or committee in which full agreements may be examined. In the course of the discussion, Mr. Fraser Bullock agreed to provide to the Management Committee a report regarding SLOC's obligations to OPUS sponsors and suppliers.

Following the discussion, and upon a motion duly made by Mr. Romney and seconded by Mr. Jim Easton, the members of the Management Committee unanimously voted not to change the existing policy, under which trustees are provided with aggregate sponsor information, and the Audit Committee is provided with access to complete sponsor and supplier agreements upon request.

Executive Session

Mr. Garff asked whether there was any business to be brought before the meeting other than as described on the agenda. Ms. Teresa Beck and Mr. Nolan Karras noted that they had reports to deliver on behalf of the Audit Committee and the Finance Committee, respectively, but that such reports involved matters properly discussed in executive session. Having determined there was no other business required to be conducted in open session, Mr. Garff noted that the remaining items on the agenda involved personnel matters, the negotiation of contracts and similar matters permitted to be discussed in executive session, and recommended that they be considered in executive session.

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Upon motion duly made by Mr. Jim Swartz and seconded by Ms. Teresa Beck, the members of the Management Committee and the Board of Trustees unanimously voted to close the meeting to the public, and to invite SLOC staff and Olympic officers to attend the executive session.

Confidential minutes of the executive session were kept separately.

Adjournment

There being no further business, the meeting was adjourned upon a motion duly made by Mr. Romney and seconded by Mayor Anderson, and unanimously approved by the trustees.

Kelly J. Flint, Assistant Secretary

**Confidential Minutes of an
Executive Session of a Joint
Meeting of the Board of Trustees
and the Management Committee of
the Salt Lake Organizing Committee
for the Olympic Winter Games of 2002**

January 13, 2000

A joint meeting of the Board of Trustees and the Management Committee of the Salt Lake Organizing Committee for the Olympic Winter Games of 2002, a Utah nonprofit corporation (the "Organizing Committee" or "SLOC") was held on January 13, 2000. The following minutes relate to a portion of the meeting that was duly closed to the public. **The following minutes are confidential and may not be disclosed publicly without approval from the Board of Trustees and the Management Committee.**

Marketing Report

Mr. Romney and Mr. Mark Lewis delivered a report on the status of the OPUS marketing program, the IOC's TOP program, and SLOC's licensed merchandise program. Mr. Lewis recounted the aggregate revenues generated from recent deals, and described the remaining "gap" between budgeted costs and revenues. Mr. Schultz delivered a brief report regarding OPUS, and Mr. Lewis and Mr. Schultz then responded to questions.

Other Business

Ms. Street apologized for her absence from the past meetings and praised SLOC for getting back on track.

Ms. Beck delivered a report regarding the activities of the Audit Committee. She reported that the Committee had met the previous day, and had finalized the audit schedule. She stated that SLOC's change control procedures were working well, and noted that SLOC is in the process of putting in place an internal control self-assessment program. She also stated that the VIK process was working well. She concluded by reporting that Deloitte & Touche had updated the audit committee on new developments in SEC rules and protocols, and that the Audit Committee met with SLOC's outside and internal auditors separately.

Mr. Karras next delivered a report on the activities of the Budget/Finance Committee. He reported that, at the most recent meeting, the Committee members had reviewed management's budget management and review processes, and that the Committee had a high degree of comfort.

**Ethics Policy for the Salt Lake Organizing Committee
for the Olympic Winter Games of 2002**

adopted _____, 1999

It is the policy of the Salt Lake Organizing Committee for the Olympic Winter Games of 2002, ("SLOC" or the "Organizing Committee") to comply with all applicable laws and regulations of government. Furthermore, the Organizing Committee will be run in a business-like and professional manner. SLOC expects and shall require all persons associated with it to conduct Organizing Committee business with integrity and to maintain a high standard of personal conduct in the affairs of the Organizing Committee. All operations of the Organizing Committee shall reflect the high integrity and moral standards of the people in our community and in our state.

The Organizing Committee expects the members of its Board of Trustees, its officers, any standing or special committees or advisory commissions which may be created from time to time by the Board of Trustees or the Management Committee of the Organizing Committee, and its employees (the foregoing persons are hereinafter collectively referred to as "Person(s)"), to recognize and avoid activities or investments which involve, or might appear to involve, a conflict of interest or which might be cause for embarrassment to the Organizing Committee. All Persons shall be expected to observe the guidelines described in this policy.

Any exception to the guidelines described in this policy must be reported to the Ethics Officer or the Management Committee. Any exceptions to these guidelines must be approved before consummating any part of any affected transaction. Failure to follow these guidelines will not only violate this policy, but may also be illegal and possibly result in civil or criminal liability.

A Conflict of Interest

No Person shall have an undisclosed direct or indirect interest in or relationship with any outside organization or person that might affect (or that might reasonably be understood or misunderstood by others as affecting) the objectivity or independence of his or her judgment or conduct in carrying out the duties and responsibilities he or she has in connection with the Organizing Committee's activities.

Anything which could constitute a conflict of interest or unethical conduct on the part of any Person is also a conflict of interest if knowingly engaged in through a third party such as a spouse, a family member or other persons or organizations.

Circumstances in which a conflict of interest would arise include:

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- Material and direct personal involvement with sponsors, suppliers, vendors, contractors, customers, such as, ownership of a material interest in such an entity; acting in any material capacity in such an entity, or acceptance of material payments, services or loans from such an entity.
- Ownership of property affected by Organizing Committee action or acquired as a result of confidential information obtained from SLOC.
- Outside employment which might materially impact job performance or efficiency.
- Outside activities in civic, professional or political organizations which might involve improper and unauthorized divulging of confidential Organizing Committee information.

While it is impossible to list in this policy every circumstance which may suggest a conflict of interest, the following criteria is suggested when deciding whether a particular situation may give rise to a conflict. Persons should avoid any actions which might result in or create the appearance of:

- Using association with the Organizing Committee for private gain, unwarranted preferential treatment to any outside person or organization.
- Impeding the Organizing Committee's efficiency or economy.
- Loss of independence or impartiality.
- Adversely affecting public confidence in the integrity or the reputation of the Organizing Committee.
- Endangering life, health or safety.

As discussed above, the special nature of the Organizing Committee's business may create situations where potential conflicts exist. Any such conflict must be approved before consummating any part of any affected transaction.

Management is directed to institute a process to help identify potential conflicts so that they may be addressed before any transaction is consummated. Such process ~~{include}~~ [includes] disclosure of any known conflicts of interest at least annually by all employees, Trustees, and officers.

The Management Committee [in consultation with the Board of Ethics] shall appoint an Ethics Officer (the "Ethics Officer"), who shall be supervised by the ~~{Board of Ethics}~~ [General Counsel]. The Chair of the Board of Trustees or the President of SLOC may refer to the Ethics Officer for review and decision any questions that may arise concerning conflicts of interest, potential conflicts of interest, gifts or other potential inducements as well as other issues covered by this Policy. Any Person shall be entitled to rely upon the decision of the Ethics Officer. The Ethics Officer shall be entitled to refer difficult questions and issues covered by Paragraph H hereof to the SLOC Board of Ethics for its review and decision.

Nothing in this policy is intended to imply a conflict of interest when the Person has no actual knowledge of the relationship or involvement which may create a conflict. Also, any individual whose sole relationship with the Organizing Committee is membership on an advisory commission and who is not directly involved in negotiations with third parties on behalf of the Organizing Committee shall not be subject to the provisions of this Paragraph A.

B. Improper Use of Assets and Record Keeping

All Persons shall be responsible for preventing the loss, damage, misuse or theft of property, records, funds or other assets belonging to the Organizing Committee. All assets of the Organizing Committee, including its facilities, are to be used exclusively for conducting the activities required by its Articles of Incorporation and Bylaws and are not otherwise to be sold, given away, used personally or disposed of.

Proper use of the funds of the Organizing Committee is a fiduciary responsibility. No Person shall make any illegal or unethical payments (including bribes, kickbacks, graft, unauthorized commissions or unauthorized finder's fees) from the assets or resources of the Organizing Committee, or otherwise.

Each Organizing Committee employee shall keep and maintain accurate and complete written records of any act or transaction which directly or indirectly bears upon the business or activities of the Organizing Committee. No such records shall:

- Fail to record any transaction, whether proper or not.
- Falsify any transaction to disguise aspects of impropriety otherwise recorded correctly.
- Fail to identify the "qualitative" aspects which would have revealed illegality or impropriety.

C. Improper Use of Information

No Person shall use for his or her personal gain or disclose outside the Organizing Committee any confidential information obtained through his or her association with Organizing Committee. Confidential information includes the spoken, written and computer-generated data relating to the Organizing Committee's business. Confidential information also includes the proceedings of non-public meetings of the Board of Trustees, the Management Committee, or Board committees, as well as the advice of the Organizing Committee's legal counsel given to the Organizing Committee.

D. Gifts, Gratuities or Entertainment

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No Person shall seek gifts or gratuities for himself or herself or his or her family or friends from any outside person or organization having, or seeking to have, a relationship with the Organizing Committee. If any Person should receive any unsolicited gifts or gratuities with a value in excess of \$100, such gifts shall be construed to be a contribution to the Organizing Committee and shall be immediately turned over to an officer of the Organizing Committee as a contribution from the original source. A Person may keep unsolicited gifts or gratuities of less than \$100; provided, however, that if any Person receives in any fiscal year of the Corporation (July 1 through June 30) gifts from one person or entity that aggregate more than \$100, that Person shall immediately turn over to an officer of the Organizing Committee all gifts thereafter received.

No Person shall seek entertainment or other favors (loans, services, compensation, etc.) in any form for himself or herself, his or her family or friends, from any person or organization having, or seeking to have, a relationship with the Organizing Committee. Unsolicited entertainment and business courtesies, such as payment for normal meal costs, having a value of less than \$100, are permitted when arising from business connected with the activities of the Organizing Committee. Unsolicited entertainment and business courtesies having a value of more than \$100 may be accepted in conjunction with the conduct of appropriate SLOC business if approved by SLOC's President, a Senior Vice President, or the Ethics Officer. A Person accepting such entertainment or other business courtesies with a value in excess of \$100 shall fully disclose the donor, purpose and amount of such courtesy.

No Person shall give from the assets of the Organizing Committee any gifts, gratuities or entertainment to outside persons or organizations unless approved by the President. The President may approve policies or programs pursuant to which gifts, gratuities or entertainment may be made. All such gifts, gratuities and entertainment shall be fully disclosed as to the parties, purpose and amount. However, minor business courtesies such as payment of normal meal costs, pins, or items under \$25.00, are permitted without the approval of the President when arising from business connected with the activities of Organizing Committee. Entertainment with an individual value in excess of \$100 shall be fully disclosed as to the parties, purpose and amount.

Accurate and complete records in accordance with paragraph B of this policy shall be maintained with respect to any gift, gratuity or entertainment described above, provided, however, that the Organizing Committee shall not be required to keep track of gifts of pins given by SLOC or received by a Person.

[SLOC shall give no tickets, accreditations, parking passes, official transportation or other benefits to any government official or employee for their personal use or to reward their constituents, donors, staff or others associated with the government official or employee; provided, however, that SLOC may give any such benefits to Trustees who also happen to be government officials or employees so long as such benefits are awarded

to Trustees generally; and provided further, SLOC may give such benefits to heads of state and other government officials and their families who attend the Olympic Winter Games or the Paralympic Winter Games in an official capacity at the invitation or request of SLOC.]

E. Political Activities and Contributions

Neither the Organizing Committee nor any Person shall allow SLOC's assets to be used or shall make any direct or indirect payments on behalf of the Organizing Committee to any federal, state, local or foreign political entities or individuals for the purpose of influencing or appearing to influence legislation or governmental decisions, benefitting or appearing to benefit elected or appointed government officials, including, but not limited to, the following:

- Aiding in the election or defeat of candidates for office.
- Improperly influencing any act or decision of an official in his official capacity, including failure to perform his official function.
- Any other illegal or improper political purpose.

However that nothing in this policy shall preclude SLOC from engaging in any lobbying activity that is conducted in accordance with applicable laws, including, without limitation, lobbying laws, disclosure laws and tax laws. The foregoing shall also not preclude the Organizing Committee from normal dealings with government officials in connection with issues which effect the Organizing Committee's conduct of its business.

No Person shall succumb to domestic and foreign political pressures or other forces, such as direct or indirect payments, from outside the Organizing Committee which are received with the purpose of influencing Organizing Committee decisions, actions or inactions in a manner other than in accordance with Organizing Committee authorization.

Although SLOC encourages all Persons to participate in the democratic process, SLOC cannot, does not, and will not endorse any candidate, cause, or party. Consequently, all Persons need to be very careful that any action taken not imply that the Person is acting on behalf of SLOC. For example, any Person endorsing a candidate should not allow his or her affiliation with the Organizing Committee to be reflected on the endorsement.

F. Accounting Records and Reports

All accounting shall conform to applicable generally accepted accounting principles as well as to applicable laws and regulations. The accounting function shall make and keep books, records and accounts, which, in reasonable detail, accurately and fairly reflect all, assets, liabilities, transactions and dispositions of the assets of the Organizing Committee.

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All transactions of the Organizing Committee (including petty cash transactions) shall be so recorded, and no false, deceptive or off-book entries shall be made. All funds belonging to the Organizing Committee, except for minor petty cash funds, must be retained in bank accounts in the name of the Organizing Committee as authorized by the Management Committee. All payments, except for minor petty cash payments, should be made by check or wire transfer as authorized by the Management Committee or its designee.

The Organizing Committee shall also maintain an internal accounting control system which assures that:

- Transactions are executed in accordance with management's general or specific authorizations.
- Transactions are recorded as necessary to (a) permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and (b) maintain accountability for assets.
- Use of assets is permitted only in accordance with management's general or specific authorization.
- The recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences.

The relationship between the Organizing Committee and its independent auditor shall be such that there is a free and open access of accounting information available and necessary for job performance by both parties.

G. Disclosure

It is the responsibility of each Person, upon knowledge of any violation of the guidelines stated above or situation which could potentially be in violation of the guidelines, to report all material facts on the subject to the Ethics Officer or the Management Committee or its designee.

H. Conduct of Trustees, Officers, and Key Employees

In addition to the disclosure and other requirements outlined in Section A hereof, all Trustees, Officers, and Key Employees shall comply with the provisions of this Section H.

1. Definitions:

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(a) "Economic Interest" shall mean any direct monetary benefit accruing to a Trustee, an Officer, or a Key Employee, or an Immediate Family Member of such person, as a result of a contract or transaction to which SLOC is a party or is contemplated to become a party, or any direct or indirect ownership by a Trustee, an Officer, or a Key Employee, or an Immediate Family Member of such person, in a business or other entity which is a party or is contemplated to become a party to a contract or transaction to which SLOC is also a party or is contemplated to become a party. A Trustee, an Officer, a Key Employee, or an Immediate Family Member of such person, shall not be considered to have an Economic Interest in a contract or transaction to which SLOC is a party if such person's only relationship to the contract or transaction is that such person and such person's Immediate Family Members cumulatively are the holders of less than five percent (5%) of the beneficial ownership of the total shares or other equity interests in such business or other entity.

- (b) "Key Employee" shall mean any person holding a position by appointment or employment in the service of SLOC for pay or without pay (including an agent or consultant for SLOC) who exercises significant management discretion or has supervisory control or an audit function with respect to SLOC activities.
- (c) "Immediate Family Members" shall mean the spouse, parents, grandparents, children, brothers, sisters, brothers-in-law, and sisters-in-law of a Trustee, an Officer, or a Key Employee, as the case may be.
- (d) "Beneficial ownership" means the ownership of securities (such as stocks, bonds, limited partnership interests, etc.) and other ownership interests for a Person's own benefit, whether in bearer form or registered in the Person's own name or otherwise, and securities and interests held by others for the Person's benefit (regardless of whether or how they are registered) such as, for example, (a) securities or interests held for the Person by custodians, brokers, relatives, executors, administrators, or trustees, and securities and interests held for the Person's account by pledgees, (b) securities and interests owned by a partnership of which the Person is a member, and (c) securities and interests owned by any corporation which is or should be regarded as the Person's personal holding corporation.
- (e) "Officers" shall mean the Officers of SLOC as outlined in the Bylaws of SLOC, as amended from time to time.
- (f) "Public Sports Facility" shall mean any Utah state-funded ski jump, bobsled run, luge run, speed skating rink, or any other winter sports facility constructed in whole or in part with Utah state funds and for the purpose of hosting the 2002 Olympic Winter Games (the "Games").

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2. Duty of Loyalty. Each Trustee owes fiduciary duties of loyalty and care to SLOC ~~(~~and~~ ahead of other constituencies)~~. For example, membership on SLOC's Board of Trustees or Management Committee is not analogous to a legislator representing a particular constituency; instead, a SLOC Trustee shall make decisions based on the best interest of SLOC rather than the Trustee's original base of support and reasons for appointment to SLOC's Board of Trustees. If a Trustee has a conflict of interest that makes it difficult or impossible to reconcile the duty he or she owes to SLOC and the duty owed to another person or entity, the Trustee should disclose the conflict and act in accordance with the provisions of this Section H.1
 3. Contracts. In addition to the requirements outlined in Paragraph A, above, no Trustee, Officer or Key Employee of SLOC, shall have any undisclosed Economic Interest in the construction, maintenance, operation, engineering, site selection, or management of any Public Sports Facility used or under consideration for use in the Games. In addition, no Trustee, Officer or Key Employee of SLOC shall have an undisclosed Economic Interest in any other contract or transaction to which SLOC is a party. No procurement bid or contract may be awarded to an Immediate Family Member of any Trustee, Officer or Key Employee of SLOC unless the relationship of the Immediate Family Member to such Trustee, Officer or Key Employee has been disclosed to the Management Committee as outlined in Paragraph H.4 below. In addition, an Immediate Family Member of any Trustee, Officer or Key Employee of SLOC shall have no undisclosed Economic Interest in any other contract or transaction to which SLOC is a party.
 4. Disclosure Required. A Trustee, an Officer, and a Key Employee shall make full disclosure of a potential Economic Interest (including a potential Economic Interest of an Immediate Family Member) or a relationship which is required to be disclosed under Paragraph H.3 above as soon as he or she becomes aware of such potential Economic Interest or becomes aware of the need to disclose a relationship outlined in Paragraph H.3 above, and if possible, prior to the time that SLOC enters into a binding contract for such transaction. Disclosure shall be made by a written statement to the Management Committee submitted to the Ethics Officer or the Chair of the Board of Trustees. A Trustee, Officer, or Key Employee who is making a disclosure shall also provide other information requested by the Ethics Officer or the Chair of the Board of Trustees concerning the potential Economic Interest or relationship being disclosed in order to allow the Ethics Officer or the Management Committee to fully understand the nature of the Economic Interest or relationship being disclosed.
 5. Disqualification. In addition to making full disclosure as outlined in Paragraph H.3 above, a Trustee, an Officer, and a Key Employee shall disqualify himself or herself from participating in any official act or action which directly or indirectly affects a business or activity in which he or she or any Immediate Family Member has an Economic Interest or a potential Economic Interest.

- 6. Resignation.** If the Economic Interest disclosed pursuant to Paragraph H.3, above, involves one or more contracts whereby the Organizing Committee will pay in excess of ~~(One Million)~~ [Five Hundred Thousand] Dollars to the Trustee, Officer, Key Employee, the spouse and/or children of any of the foregoing, or to any entity in which such person and his or her spouse and children cumulatively has 5% or greater beneficial ownership interest, then, as a condition to entering into any such contract, the Trustee, Officer or Key Employee must resign his or her position with the Organizing Committee.

Nothing in this Paragraph H.6 shall mandate that a Trustee, Officer or Key Employee resign if, subsequent to entering into a contract with the Organizing Committee, such person acquires or obtains a beneficial ownership interest that would otherwise be prohibited by this Paragraph H.6 (e.g., the person's ~~brother~~ ^{spouse} acquires a 5% or greater beneficial ownership interest in a company that has a multi-million dollar contract with the Organizing Committee). Such Trustee, Officer or Key Employee shall nevertheless report the conflict of interest as required by Paragraph H.3 hereof as soon as practicable.

Any Trustee, Officer or Key Employee who derives a material portion of his or her income (other than in his or her capacity as an employee of SLOC) from any business that has a contract with SLOC should resign his or her position with the Organizing Committee.

I. Board of Ethics.

1. **Creation. Membership.** There is hereby created and established a Board of Ethics which shall consist of five persons chosen by the Management Committee. The members of the Board of Ethics shall not be Trustees, officers or employees of SLOC. The members shall serve without compensation and shall elect a chairperson and effect their own organization internally.
2. **Duties.** The Board of Ethics shall have the following duties:
 - (a) to establish procedures, rules and regulations governing its internal organization and conduct of its affairs;
 - (b) to supervise and advise the Ethics Officer and determine the scope of the Ethics Officer's authority, provided that the Ethics Officer shall be required to submit to the Board of Ethics for its consideration any matter involving an Economic Interest of \$100,000 or more;
 - (c) to render advisory opinions to the Management Committee or the Board of Trustees with respect to the interpretation and application of this Policy as to

whether a particular course of conduct would constitute a violation of the standards imposed herein;

- (d) to receive and hear complaints of violations of the standards required by this Policy;
- (e) to hold such hearings and make such investigations and inquiries as it deems necessary for it properly to carry out its functions and powers;
- (f) to recommend to the Organizing Committee any disciplinary action deemed appropriate to violation of this Policy; and
- (g) to make proposals and recommendations to the Board of Trustees for the adoption of any revisions or amendments to this Policy.

J. Violation of this Policy.

Violation of this Policy may result in disciplinary action against the offender. Such action may include termination of employment, if the offender is an employee, removal of office, if the offender is an officer, or removal from the Board of Trustees, if the offender is a member of the Board of Trustees.

K. No Third Party Beneficiaries.

This policy is for the internal administrative use of SLOC and is solely for SLOC's benefit. It is expressly intended that no third party derive any benefit from this policy.