

Minutes
USOC Board of Directors Special Meeting
Denver, Colorado
August 15, 2017

A special meeting of the Board of Directors (the “Board”) of the United States Olympic Committee (“USOC”) took place on August 15, 2017 following notice duly given pursuant to the USOC Bylaws. Present were Larry Probst (Chair and IOC Member, *ex officio*), Robbie Bach, Jim Benson, Scott Blackmun (USOC CEO, *ex officio*), Cheri Blauwet, Anita DeFrantz (IOC Member, *ex officio*), Susanne Lyons, Bill Marolt, Steve Mesler, Dave Ogreaan, Whitney Ping, Angela Ruggiero (IOC Member, *ex officio*), Kevin White, and Robert Wood. Attending by telephone were Dan Doctoroff and Nina Kempel. Attending Board members constituted a quorum of the Board under USOC Bylaws.

Present from the USOC were Alan Ashley, Angela Brunner, Lisa Baird, Morane Kerek, Kevin Penn, and Patrick Sandusky. The minutes were recorded by Christopher McCleary, Secretary.

1. Call to Order and Welcome

The Chair called the meeting to order at 11:00am Mountain Time and thanked the Board for attending this special meeting on the topic of a potential Los Angeles 2028 Games bid and certain key agreements that would be needed to go forward. He noted the importance of the subject matter, the extent of the background work that led to the Board’s decision point, and the importance of a thorough and thoughtful Board review of the matter.

2. Games Bid: Key Agreements

The Chair invited USOC Chief Executive Officer Scott Blackmun to brief the Board on discussions and developments in recent days and weeks concerning the IOC-approved arrangement whereby Paris agrees to seek to host the 2024 Games and Los Angeles agrees to seek to host the 2028 Games, with the IOC awarding both hosting opportunities at its September 13, 2017 IOC Session.

Referring to advance materials for the meeting, Mr. Blackmun described these discussions and developments. He went on to review the role and importance of a number of agreements among the involved parties that are necessary to implement a Los Angeles bid for the 2028 Games. He refreshed the Board in particular on the Host City Contract among the IOC, Los Angeles, and the USOC, and the Joint Marketing Program Agreement and Joint Venture Letter Agreements between the Los Angeles

bid committee and the USOC that would set out the form and operation of a marketing joint venture between those parties.

Mr. Blackmun reminded the Board that the parties had finalized and the Board had approved final versions of all these agreements in connection with the Los Angeles bid for the 2024 Games, and he reviewed the material terms of those agreements. He also refreshed the Board on the set of fundamental bid principles employed by the USOC from the beginning of the 2024 bid process, which underlie those agreement terms. He described party discussions and negotiations over the forms of 2028 versions of these agreements and noted that USOC Board approval would be needed for such 2028 versions of each in order for the 2028 bid plan to go forward.

Supported by other members of USOC staff, Mr. Blackmun led a Board discussion and review of the material terms proposed by the IOC for the 2028 Host City Contract and by the Los Angeles bid committee for the 2028 Joint Marketing Program and Joint Venture Letter Agreements. He provided a detailed review of the new terms proposed by the Los Angeles bid committee for the latter two agreements, and the negotiation process to date.

Extensive Board discussion on these topics covered a range of agreement elements, in particular as to the economic issues and modified operational controls proposed by the Los Angeles bid committee. The Board discussed impacts of the proposal that the marketing joint venture between the USOC and Los Angeles should perform its marketing duties for eight years (2021 – 2028) in a 2028 scenario, rather than the six years (2019-2024) previously agreed in the 2024 scenario.

Referring to advance materials for the meeting, Mr. Blackmun reviewed specific material agreement terms proposed by USOC staff in response to the Los Angeles bid committee’s own contract proposals, for employment in the Joint Marketing Program Agreement and the Joint Venture Letter Agreement. He emphasized that the USOC proposals would be intended to address the Los Angeles bid committee’s needs (and an eventual Los Angeles Games Organizing Committee’s needs) while also ensuring that the USOC can continue to deliver on its mission and duties to American athletes and as prescribed by the Olympic Charter and the Ted Stevens Olympic and Amateur Sports Act, before, during, and after the 2028 Games.

After this discussion, and on a motion duly made and seconded, the Board adopted the following resolution:

WHEREAS, in August 2015 the Board approved the terms of a Bid City Agreement between the USOC and the LA 2024 Bid Committee (“LA24”), which agreement included an appendix setting out the principal business terms under which the USOC and LA24 would create, operate, and share revenue from a marketing joint venture that would operate for a six-year period from 2019 through 2024; and

WHEREAS, USOC and LA24 did execute that Bid City Agreement; and

WHEREAS, in September 2016 the Board approved the terms of a Joint Marketing Program Agreement (“JMPA”) and Joint Venture Letter Agreement (“JVLA”) that, together, captured and finalized the terms from that Bid City Agreement appendix in a form appropriate for submission to the IOC for its approval as part of the 2024 Games bid process; and

WHEREAS, the USOC and LA24 did submit the JMPA and JVLA to the IOC; and

WHEREAS, in August 2017 and consistent with discussions among LA24, the IOC, the USOC, and other interested parties, LA24 determined that instead of bidding for the 2024 Games it should bid for the 2028 Games; and

WHEREAS, the IOC prescribed certain terms to be satisfied in order for LA24 to perfect such a bid to host the 2028 Games, including LA24’s and the USOC’s execution of a tripartite agreement with the IOC, and Paris; a revised 2028 Host City Contract in a form prescribed by the IOC; and 2028 versions of the JMPA and JVLA; and

WHEREAS, LA24 wishes to employ an eight-year period of marketing joint venture operation in a 2028 bid on terms revised from the previous JVLA; and

WHEREAS, the Board wishes to support a Los Angeles bid for the 2028 Games;

NOW, in order therefore to enable the USOC to make necessary commitments and submissions as part of the 2028 Olympic Games bid process, it is hereby

RESOLVED, that Scott Blackmun is authorized to execute a 2028 Host City Contract on the terms discussed at the Board’s meeting of August 15, 2017; and it is further

RESOLVED, that Scott Blackmun is authorized to finalize and execute a 2028 Games Joint Marketing Program Agreement and Joint Venture Letter Agreement on terms at least as favorable as those discussed at the Board’s meeting of August 15, 2017, and specifically is authorized to accept an eight-year joint marketing period.

3. Other Topics

At the Chair’s invitation, Board members engaged in discussion on several administrative points related to the 2028 bid, ongoing USOC strategic planning work, and the next planned meeting of the Board in October.

4. Adjournment

There being no further business, the meeting was adjourned at approximately 12:58pm Mountain Time.

This document constitutes a true and correct copy of the minutes of the August 15, 2017 meeting of the Board of Directors of the United States Olympic Committee.



Christopher McCleary
Secretary

September 12, 2017

Date