ORDA AUDIT COMMITTEE CHARTER

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 record-keeping, reporting and compliance.

COMPOSITION

The Audit Committee shall be composed of three 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.

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.

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 non-compliance 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

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 NYSTAR.

4. 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 NYSTAR; reviewing with the independent auditors and NYSTAR staff, the effectiveness and adequacy of NYSTAR'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 NYSTAR; 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.

5. Insure and review compliance with Foundation Act auditing requirements, including oversight for audit compliance issues of the Regional Partnerships.

6. 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 NYSTAR.

7. Review of this Charter, at least annually, or as conditions dictate.

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.

COMMITTEE SUPPORT

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

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 NYSTAR'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 NYSTAR staff and its auditors.