

CHAUTAUQUA INSTITUTION BOARD OF TRUSTEES
Hultquist, Chautauqua Institution, Chautauqua, NY
8:30 a.m. Saturday, August 29, 2015

MINUTES

Members Present

Jim Pardo – Chair	Ron Kilpatrick
Karen Arrison	Candace Littell Maxwell
Jill Bellowe	Bob Metzgar
Cathy Bonner (ex officio)	Jack McCredie
Don Boswell	Greg Miller
Jim Brady	John Milos
Christine Brueschke	Shelia Penrose
Hugh Butler	Sheila Penrose
Carolyn Byham	Tim Renjilian – V. Chair
Laura Currie	David Rosen
Jennifer DeLancey	Dede Trefts
Bonnie Gwin	
John Haughton	
Bob Jeffrey	

Others Present

Sherra Babcock	Richard Moore
Sebby Baggiano	Deborah S. Moore
Rindy Barmore	George Murphy
Tom Becker	Bill Neches
Judith Claire	Sam Price
Steve Dechert	John Shedd
Matt Ewalt	Jordan Steves
Geof Follansbee	
Robert Franklin	
Geof Follansbee	
Kyle Keogh	
Marty Merkley	
Richard Miller (honorary trustee)	

Mr. Pardo opened the meeting with a word of prayer and welcomed Ms. Cathy Bonner, the new Chair of the Foundation Board of Directors, and Mr. Kyle Keogh and Ms. Judith Claire, the two Class A Trustee-elects.

I. Minutes

There being no corrections or additions to the minutes, the minutes of the May 2, 2015, meeting of the Board of Trustees stood approved as presented.

II. Chairman Report

Mr. Pardo briefly reviewed the agenda for today's meeting.

He referred to the two motions that were passed by the Members at the Corporation's annual meeting.

Mr. Pardo referred the motion regarding open meetings and greater Board transparency to the Nominating & Governance Committee with a request that the Committee consider the request contained in the motion and strive to make an interim report to the Board at its November meeting and a final recommendation to the Board at its February meeting.

Mr. Pardo referred the motion regarding a possible alternative Amphitheater design to the Asset Policy Committee with a request that the Committee consider the request contained in the motion and strive to make a final recommendation to the Board at its November meeting.

Mr. Pardo noted that he will ask the Nominating & Governance Committee to consider changes to the By-Laws to create a Marketing Committee and to modify the time periods within which nominees for the position of Class A Trustee and Class B Trustee would be identified so as to allow, among other things, a more orderly process for the completion by nominees of the Conflict of Interest and Related Party Transaction Statement that is now required by new York law.

Finally, Mr. Pardo provided a high level summary of the Institution's census and revenue for the 2015 Season and various financial data relating to the operation of the Hotel and food service venues.

III. Committee Reports

Audit

Ms. Maxwell stated that the Audit Committee reviewed the Conflict of Interest and Related Party Transaction Statements received from Mr. Keogh, Ms. Claire and Mr. Klingensmith and found no issues. The Form 990 has been reviewed by the Committee and accepted and will be posted on the Trustee website for access by the Board. The Committee also approved the engagement of BWB as the Institution's auditor for 2015.

Nominating & Governance

Recommendation for Re-Election of Chair of the Board

Upon the recommendation of the Nominating & Governance Committee and on motion made, seconded and carried, the Board of Trustees unanimously approved the election of Mr. James Pardo as Chairman of the Board of Trustees for a second two-year term and as a member of the Board of Trustees (to the class of 2017) pursuant to the Institution's By-Laws.

Recommendation for Election to the Class of 2019

Upon the recommendation of the Nominating & Governance Committee, and on motion made, seconded and carried, the Board of Trustees unanimously approved the re-election of Mr. Don Howell, Ms. Carolyn Byham, Ms. Bonnie Gwin and Mr. John Milos., each for a four-year term to the Board of Trustees (to the class of 2019).

Upon the recommendation of the Nominating & Governance Committee, and on motion made, seconded and carried, the Board of Trustees unanimously approved the election of Ms. Judith Claire and Mr. Kyle Keogh, each for a four-year term to the Board of Trustees (to the class of 2019).

Due to unfortunate passing of the Ms. Laurie Miller, the Board has a vacancy. Ms. Gwin stated that the committee has approached Mr. Larry Thompson regarding his possible service as a Class A Trustee, and the Committee anticipates that it will recommend his election at the November Board meeting to fill the unexpired term of Ms. Miller. Ms. Gwin provide a brief background on Mr. Thompson.

Mr. James Klingensmith was elected as a Class B Trustee at the annual meeting of the Corporation in August.

IV. Committee Assignments

The Board received the 2015 – 2016 Committee Assignments. Mr. Pardo noted that Mr. Tim Renjilian is ineligible to continue his service as Vice-Chair of the Board because his term on the Board will end prior to the Vice-Chair's two-year term under the By-Laws. Mr. Pardo thanked Mr. Renjilian for his service as Vice Chair during the last two years.

On motion made, seconded and carried, the Board of Trustees unanimously approved the election of Ms. Dede Trefts to serve as the Vice-Chair of the Board of Trustees for a two-year term.

On motion made, seconded and carried, the Board of Trustees unanimously approved the slate of members of the Executive Committee and the selection of John Milos and Tim Renjilian to serve on the Committee at the discretion of the Chairman of the Board.

On motion made, seconded and carried, the Board of Trustees unanimously approved the slate of members of the Architectural Review Board.

V. Recognition of Mr. Merkley

Mr. Pardo recognized Mr. Merkley for his outstanding dedication, commitment and remarkable programmatic vision while at Chautauqua. Mr. Merkley will retire at the end of September as Vice President of Programming after serving in that capacity for 25 years.

VI. Amphitheater Project

Recommendation of Special Committee

Mr. Pardo noted that the Board at its May meeting approved the creation of a Special Committee of the Board to deal with all Amphitheater issues between the Board's May and August meetings. That Committee has met 14 times since the end of the Board's May meeting and yesterday's last meeting of the Committee. Mr. Pardo thanked the members of the Special Committee for serving in that role, for their dedication, and for the time given by them to the work of the Committee.

Mr. Pardo indicated that the Special Committee has voted unanimously to recommend that the Board approve the form of resolution that was distributed to the Board by email prior to the Board meeting and that is attached to these minutes. Ms. Currie will formally make that recommendation on behalf of the Special Committee later in the meeting.

Mr. Pardo stated that he will seek comments and questions from each Board member after each of the presentations conclude during today's meeting and that he will not proceed to the next topic or presentation until all questions and comments are addressed to the satisfaction of the Board.

Project Goals

Mr. Becker made a presentation to the Board on the goals of the proposed Amphitheater project, noting the overall goal to envision, design and construct an Amphitheater that our children and grandchildren will inhabit and the subsidiary goals and objectives to address the issues of safety and accessibility, audience respect, respect for artists and presenters, institutional sustainability, and a commitment to history.

Design Development

Mr. Marty Serena reviewed in detail the process and phases of the project from the initial conception, discussed the design changes and modifications made over time and when and why those changes were made, and reviewed the final design bid and the alternate bids being considered. He outlined the changes made to the design based on community input this past season. Mr. Serena reviewed the final Amphitheater design in detail through use of a power point presentation that was distributed to the Board for inclusion in the meeting materials binder. In reviewing the alternate bid designs, and upon discussion and recommendation of the Board, alternate number 16 (delete orchestra pit with mechanical lift as indicated on drawings) was removed. Mr. Serena noted that, in the current design, the exiting pedestrian bridge (Peter's Bridge) behind the back of the house would be eliminated. Mr. Serena discussed the reasons for eliminating the bridge and reviewed the difficulties in design relating to a possible replacement structure. While there currently is no specific solution, the design team continues to study whether there exists a viable alternative bridge design that will work, and the issue remains on the table for consideration.

Preservation

Mr. Serena reviewed the design as it relates to the preservation reports from the preservation architect (Ted Lownie) and the analysis and recommendations from the original Amphitheater Study Group and Amphitheater Advisory Group. Mr. Serena provided a detailed design report relating to the efforts undertaken to save the central roof support structure, including the existing trusses. This included analyses that were undertaken with LPCiminelli, Old Structures, Inc. and others. The various design options that were identified to save the central roof support structure would directly and adversely affect the safety of the workers, would extend the time frame of the project by several months, and would add approximately \$800,000 to \$2 million to the project's overall costs. The most promising alternative design would require the removal and dismantling of all of the trusses, which then would have to be removed to an off-site location, refabricated, returned to the site, and reinstalled. Once all of that was done, it was determined by preservation experts that the project still would not qualify as a rehabilitation project under the Department of Interior Standards because of, among other things, the amount of roof-related material that would need to be removed and altered.

Mr. Murphy reviewed the Institution's work with Bonnie Halda and others of the National Parks Service and her recommendation for the creation of a Preservation Panel made up of several members of local and national preservation organizations. The Preservation Panel's final report, among other things, recommended that the Institution limit its programming in the Amphitheater as a means of obtaining a preservation result for the structure. The report also stated that, if all of the Institution's goals for the project were to be met, then there exists no preservation option available to the Institution with regard to the Amphitheater.

Proposed Construction Contract

Mr. Shedd discussed the methodology for the bid process, the role of LP Ciminelli as construction manager, and the nature of a Guaranteed Maximum Price contract. Mr. Moore, the Institution's special legal counsel, made a presentation and answered questions from Trustees.

Legal Considerations

Mr. Moore and Mr. Price each made presentations to the Board, questions were asked, and discussions were had.

Board Process and Permitting

Detailed discussions occurred at the Board regarding the risk of potential litigation relating to the project, the permitting process relating to the proposed project, and the Special Committee's work with Staff to ensure that the project complies with the requirements of the Institution's Architectural Land Use Regulations even though those regulations, by their terms, do not apply to projects on Institution owned property.

Public Input, Community Engagement & Communications – 2011-2015

Mr. Murphy referred to the communications report submitted by The Ricochet Group that outlined the public input, community engagement and overall communications conducted from 2011 through the present time. In 2015, twenty-seven community sessions were held during "Week Zero" through the end of the Season. The sessions included tours of the Amphitheater Project, educational sessions on the history of the Amphitheater, and a look at the operational challenges of those that use the Amphitheater in their work. The Friday sessions focused on panel discussions with various professionals and staff. In addition, special educational sessions were held during the Season for owners of property along the proposed construction ingress and egress routes and adjacent to the proposed construction site. Communications with the community generally, and with those particular property owners especially, will continue in the off-Season.

Funding

Mr. Follansbee noted that the Institution's fundraising efforts are approximately \$3 million away from the total current projected costs for the project. In terms of endowment, the staff will review the estimates and, when available, the bids, to determine the extent of the required endowment, which is currently estimated at \$3.5 million. There will be a broad based community effort to raise the funds for endowment. All of these issues will be further presented to the Board in November as part of the presentation on the Capital Improvements Checklist.

Mr. Pardo discussed the cash flow expectations for the project. The Foundation has offered to serve as the funding conduit to ensure that the Institution can meet the project's cash needs in a timely manner given the anticipated timing of cash receipts from donors. Ms. Bonner and Mr. Pardo will work within their respective executive committees and boards to come to a final agreement on the funding of cash flow. Mr. Pardo anticipates involving the Amp-Related Special Committee, the Asset Policy Committee, and the Executive Committee in the discussion and final recommendation.

Risk Mitigation

Ms. Maxwell noted that the Risk Mitigation Plan is a work in progress and is being updated as the project moves forward and decisions are made. The plan will be presented to the Board at its November meeting. She referred to a construction schedule timeline and noted that the Institution is committed to moving several items in the schedule up in terms of timing to assist in mitigating risk. Business interruption issues were reviewed.

Post-August 29 Communication's Plan

Mr. Murphy referred to the Post-August 29th Communication's Plan, which focusses on the next 9 months of media communications to both the general public and the Chautauqua community. We have contracted with Hennes Communication, which is based in Cleveland, to assist with the media messaging. The Ricochet Group will continue to assist with the community communications. A press conference has been scheduled for today following the Board meeting to announce the Board's decision.

Call the Question

After substantial questions and discussion on all of the presentations and the issues relating thereto, Mr. Pardo called the question. On behalf of the Special Committee, Ms. Currie the recommend that the Board approve the form of resolution that was distributed to the Board by email prior to this Board meeting and that is attached to these minutes.

Mr. Pardo announced that, to ensure clarity, he would accept separate motions on each substantive part of the proposed resolution.

On motion made, seconded, and carried, the Board of Trustees approved in its entirety that portion of the attached resolution captioned "Background" (including Appendix A referenced therein) and that portion of the attached resolution captioned "Findings and Conclusions."

On motion made, seconded, and carried, the Board of Trustees approved the first of the specific resolutions appearing on the attached resolution, which reads as follows:

NOW, THEREFORE, BE IT RESOLVED, THAT

The board hereby reaffirms as in the best interest of the Institution and its stated purpose that any significant renovation, modification, alteration, improvement, rehabilitation, reconstruction, or other significant change to the current Amphitheater meet, to the maximum extent possible within the available level of privately committed philanthropy, the primary and overriding project goal and the project's various subsidiary goals and objectives, all as hereinabove identified;

On motion made, seconded, and carried, the Board of Trustees approved the second of the specific resolutions appearing on the attached resolution, which reads as follows:

IT IS FURTHER RESOLVED THAT

The Chautauqua Institution, acting through its President, Thomas Becker, or his designees, be, and it hereby is, authorized to solicit bids for the construction of a renewed Amphitheater (and for any and all related services incidental thereto, including, without limitation, site preparation and demolition activities), based on (a) the design (including alternative designs) presented to the Board at is August 29, 2015, meeting and (b) such other and additional alternative designs as the institution believes to be proper and prudent (collectively, the "To-Be-Bid-Project") (with notice of the details of any such other and additional alternative designs to be given to the Board or its Executive Committee or Special Committee contemporaneously with the solicitation of bids thereon);

On motion made, seconded, and carried, the Board of Trustees approved the third and final of the specific resolutions appearing on the attached resolution, which reads as follows:

IT IS FURTHER RESOLVED THAT

The Chautauqua institution, acting through its President, Thomas Becker, or his designees, be, and it hereby is, authorized to seek the issuance by local or state governmental bodies of such demolition, building, or other similar permits or licenses as may be necessary or desirable in connection with the construction of the To-Be-Bid-Project (and for any and all related services incidental thereto, including, without limitation, site preparation and demolition activities).

VII. Recognition of Trustees

Mr. Pardo recognized Mr. Jack McCredie, Ms. Jennifer DeLancey and Ms. Jill Bellowe, each of whom is retiring from the Board after completing their respective terms as Trustees. He noted that they have each contributed a great deal to the Board and the community, and he read the following resolutions:

John W. McCredie Jr.

WHEREAS, Jack McCredie has served the Chautauqua Institution as a member of its Board of Trustees for eight years, 2007-2015, serving on the Program Policy Committee and the Personnel Committee, and a member of the Executive Committee, and served as Chair & Vice Chair of the Nominating & Governance Committee from 2011- 2015; and

WHEREAS, Mr. McCredie has been devoted to the best interests of the Institution throughout his service on the Board; and

WHEREAS, Mr. McCredie has been dedicated to the improvement of Board governance and the recruitment of new leadership on the Board of Trustees during his service as Chair of the Nominating & Governance Committee; and

WHEREAS, Mr. McCredie has been a strong and effective voice on the Board, in general, and the Executive Committee, in particular, by often raising and promoting the perspective of multi-generational families and by consistently encouraging the highest standards of fidelity and service to the Institution; NOW, THEREFORE BE IT

RESOLVED, that in deep gratitude for Mr. McCredie's exemplary service to the Chautauqua Institution, we, the Board of Trustees, do hereby record upon the permanent records of the Institution our sincere thanks and appreciation.

Jennifer A. DeLancey

WHEREAS, Jennifer DeLancey has served the Chautauqua Institution as a member of its Board of Trustees for eight years, 2007-2015, serving on the Program Policy Committee, the Personnel Committee, and the Asset Policy Committee; and

WHEREAS, as a Trustee elected by the members of the Chautauqua Corporation, Ms. DeLancey has been an effective advocate in bringing the concerns of the Chautauqua community to the attention of the Board of Trustees and has been equally effective in articulating the activities and decisions of the Board to the Chautauqua community; and

WHEREAS, in particular Ms. DeLancey has been a strong and effective voice on the Personnel Committee and has, on that committee, consistently demonstrated the highest level of leadership, commitment and oversight to the policies adopted by the Board, NOW, THEREFORE, BE IT

RESOLVED, that in deep gratitude for Ms. DeLancey's exemplary service to the Chautauqua Institution, we, the Board of Trustees, do hereby record upon the permanent records of the Institution our sincere thanks and appreciation.

Jill W. Bellowe

WHEREAS, Jill Bellowe has served the Chautauqua Institution as a member of its Board of Trustees for eight years, 2007-2015, serving as a member of the Nominating & Governance Committee, the Personnel Committee and the Executive Committee, and, as Chair of the Program Policy Committee from 2009-2014; and

WHEREAS, Ms. Bellowe has at all times been devoted solely to the best interests of the Institution throughout her service on the Board; and

WHEREAS, through her imagination, creativity, and perseverance as Chair of the Program Policy Committee, Ms. Bellowe demonstrated leadership of and commitment to Chautauqua's programming and to the Board's oversight and assessment role relating thereto; and

WHEREAS, Ms. Bellowe's strong and effective voice coupled with her demand for and encouragement of consistently high standards made her a particularly effective member of the Board, in general, and the Executive Committee, in particular, NOW THEREFORE, BE IT

RESOLVED, that in deep gratitude for Ms. Bellowe's exemplary service to the Chautauqua Institution, we, the Board of Trustees, do hereby record upon the permanent records of the Institution our sincere thanks and appreciation.

VIII. Recommendation for Special Committee

The Special Committee of the Board expired upon the approval of the attached resolution by the Board of Trustees at today's meeting. Mr. Pardo recommended that the Special Committee be reformed and authorized to deal with issues related to the Amphitheater Project that arise between today's Board meeting and the next regularly scheduled Board meeting in November. Mr. Pardo further recommended that the membership of the reformed Special Committee include all members of the former Special Committee and also include Mr. David Rosen. He cited the expertise that each member of the Special Committee would bring to the Committee and its work. Mr. Pardo noted in closing his expectation that, should the Amphitheater Project be approved by the Board in November, he likely would ask the Board to permit the reformed Special Committee to continue its existence until the opening of the 2016 Season and, perhaps, beyond.

On motion made, seconded and carried, the Board of Trustees approved the reformation of the Amphitheater-Related Special Committee to deal with all issues related to the Amphitheater Project that arise between today's Board meeting and the next regularly scheduled Board meeting in November, with such Special Committee to include Mr. James Pardo, Ms. Laura Currie, Ms. Candace Littell Maxwell, Mr. John Milos, Mr. Robert Jeffrey, Mr. Ron Kilpatrick and Mr. David Rosen.

IX. Executive Session

On motion made, seconded and carried, the Board of Trustees went into executive session inviting Ms. Bonner, Mr. Miller, Mr. Price, and Mr. Becker to remain present and to participate.

There being no further business the meeting was adjourned.

Respectfully submitted,

Rindy S. Barmore
Corporate Secretary
Chautauqua Institution Board of Trustees

AUGUST 29, 2015
RESOLUTION OF THE BOARD OF TRUSTEES

Background

Mission and Purpose of the Institution

WHEREAS; the Chautauqua Institution is a mission-based, programmatically-intense, 501(c)(3) not-for-profit organization; and

WHEREAS; the Charter of the Chautauqua Institution of 1902 provides, among other things, that “[t]he purpose and object of [the Chautauqua Institution] shall be to promote the intellectual, social, physical, moral and religious welfare of the people. . . . [and, t]o this end, it may hold meetings and provide for recreation, instruction, health and comfort on its grounds at Chautauqua;” and

1893 Amphitheater History

WHEREAS; the first Amphitheater structure built in the current location was constructed in 1879; and

WHEREAS; that first Amphitheater was demolished in 1892 because of wear and tear, poor sight lines, and excessive noise from the flat roof and was thereafter replaced by the current Amphitheater; and

WHEREAS; the current Amphitheater was constructed in 1893, but has been the subject of an extensive history of not fewer than fifteen renovations, modifications, improvements, and significant changes over the years such that a substantial portion of the original 1893 Amphitheater structure has been either reconstructed and/or replaced entirely; and

WHEREAS; renovations, modifications, improvements, and significant changes to the original 1893 Amphitheater structure include the installation of the Massey Memorial Organ in 1907, the enlargement and redesign of the original thrust stage in 1921, the major renovations and changes undertaken in 1954 (which included a new concrete floor in the front of the house, the widening of the stage by twelve feet, and the addition of public restrooms), installation of new trusses and roof bracing in 1978, the installation in 1979 of a stainless steel, standing seam roof and of a new control room and related catwalk in the ceiling/attic space, the installation of bleachers, one additional row of bench seating, and poured concrete ramps in 1981, and the complete demolition, redesign and replacement of the stage and speaker’s podium in 2002; and

Development and Import of the Strategic Plan

WHEREAS; in 2005 the Board of Trustees (the “Board”) began a comprehensive strategic planning process by which it would determine how, consistent with its mission, the Chautauqua Institution could best continue its dedication to the exploration of the best of human values and the enrichment of life; and

WHEREAS; during the period from 2005 through 2009 the Board’s strategic planning included, among other things, focus groups, various task forces, study groups and community outreach; and

WHEREAS; as a result of the strategic planning process, a Strategic Plan was adopted by the Board in February, 2010; and

WHEREAS; the Board’s Strategic Plan concluded, in part, that the ability of the Institution to continue to produce its then-existing level of programming and maintain adequately its grounds and facilities required a heightened commitment to financial sustainability; and

WHEREAS; in relation to the specific initiative surrounding financial sustainability, the Board’s Strategic Plan established as a strategic goal for the period of 2010-2018 the funding of “new facilities and major upgrades to existing facilities solely through philanthropy;” and

WHEREAS; the Board’s Strategic Plan also concluded, in part, that support of the Institution’s mix of programming required continued attention to the programmatic facilities on the Grounds of the Institution; and

WHEREAS; in relation to the specific initiative surrounding the Institution’s mix of programming, the Board’s Strategic Plan established as a strategic goal for the period of 2010-2018 the upgrading of facilities “critical to program presentation . . . including the Amphitheater;” and

Project-Related Process from 2011 to the Present

WHEREAS; subsequent to its adoption of the Strategic Plan, the Board in February, 2011, discussed and “approved the creation of an Amphitheater Study Group for the purpose of exploring the challenges inherent in the building, to examine the critical issues central to its rehabilitation, restoration and reconstruction, and to set a framework for a design process to envision the Amphitheater for generations to come;” and

WHEREAS; thereafter the Institution formed a fifteen-person Amphitheater Study Group composed of architects, preservationists, community designers, former Institution staff, and various community volunteers to explore the functionality, size, sustainability, safety, and historic character of the Amphitheater, its connectivity within the community, and its comfort and welcoming nature to patrons and those who work or present there; and

WHEREAS; on November, 5, 2011, the Amphitheater Study Group issued its Report, which was presented to the Board at its November, 2011, meeting, and

WHEREAS; at the Board retreat attendant to its February, 2012, meeting, the Board (a) received a further report from the Amphitheater Study Group and (b) focused on the establishment of an Amphitheater Advisory Group that would continue the work of the prior Amphitheater Study Group, the members of which would include, among others, current and former trustees, current and former members of the Chautauqua Foundation, other members of the Chautauqua community, and Tania Werbizky of the Preservation League of New York State; and

WHEREAS; at its February, 2012, meeting the Board (a) received the recommendation from Institution Staff that Marty Serena (architect), Mitchell Kurtz (theater architect), Michael Conroe (architect), and Mark Permar (community designer), each of whom had served with passion and dedication as a member of the Amphitheater Study Group, be engaged as part of the initial Amphitheater project design team, and (b) authorized the Institution to employ architects, engineers, and consultants to be part of a design team to prepare a schematic design for the upgrading of the Amp, and

WHEREAS; at its May, 2012, meeting the Board received a presentation from the Amphitheater project design team on the preliminary schematic design for the Amphitheater; and

WHEREAS; at its August, 2012, meeting, the Board, on recommendation of the Asset Policy Committee and after confirming the availability of adequate committed and earmarked philanthropy, authorized the Institution to proceed to the design and development stage for the Amphitheater project; and

WHEREAS; at its February, 2013, meeting the Board received a presentation from the Amphitheater project design team on the status of its design and development stage work on the Amphitheater project; and

WHEREAS; at its May, 2013, meeting the Board received an Analysis and Scope Report dated February 2013 from the Amphitheater project design team, comments on that Analysis and

Scope Report from the Preservation League of New York State, and an updated status report on the Amphitheater project from the Amphitheater project design team; and

WHEREAS; at its August, 2013, meeting the Board received a report from President Becker regarding the status of the Amphitheater project, including current cost estimates, the use of a publicly displayed project model in Smith Memorial Library during the 2013 Chautauqua Season, the community Q&A sessions conducted by Mr. Heinz and Mr. Shedd throughout the Season, the status of fundraising regarding the proposed project, and the retention of an historic preservation architect to advise the Institution; and

WHEREAS; at its November, 2013, meeting the Board approved the Promise Campaign that, among other things, called for the Institution to raise \$30 million for a proposed Amphitheater project; and

WHEREAS; at its February, 2014, meeting, the Board, on recommendation of the Asset Policy Committee and after confirming the availability of adequate committed and earmarked philanthropy, approved amendments to the 2014 capital budget to permit the Institution to proceed to develop construction and bidding documentation for the Amphitheater project; and

WHEREAS; in February, 2014, HHL Architects, the firm of historic preservation architects hired to advise the Institution, issued its Review and Commentary on the completion of the design development phase of the proposed Amphitheater project; and

WHEREAS; at its May, 2014, meeting the Board received an update on the status of fundraising for the proposed Amphitheater project; and

WHEREAS; at its November, 2014, meeting the Board received an update on the status of the proposed Amphitheater project; and

WHEREAS; at its February, 2015, meeting the Board received a further update on the status of the proposed Amphitheater project; and

WHEREAS; at its May, 2015, meeting the Board received a further update on the status of the proposed Amphitheater project; and

WHEREAS; at its May, 2015, meeting the Board established a six-member Special Committee to address issues relating to the Amphitheater project that might arise between the conclusion of the May, 2015, Board meeting and the commencement of the August, 2015, Board meeting; and

WHEREAS; during that period the Special Committee met by telephone or in person on fourteen separate occasions and during those meetings, among other things, received updated reports regarding the proposed Amphitheater project from President Becker, members of the Institution Staff, counsel for the Institution, LP Ciminelli, and Serena Sturm Architects; and

WHEREAS; throughout the 2015 Chautauqua Season the Institution engaged in an extensive series of nearly thirty separate community engagement sessions over a ten-week period relating to the proposed Amphitheater project, many of which were professionally facilitated, at which one or more members of the Board were at all times present, and the results of which were compiled, summarized, and presented to the Board in advance of its August, 2015, meeting; and

Goals of the Amphitheater Project

WHEREAS; the primary, overriding goal for the Amphitheater project - to envision, design and construct an Amphitheater that will meet the community's needs for the next 100 years - has remained largely unchanged from the goal initially given to the 2011 Amphitheater Study Group - to envision, design and construct an Amphitheater that our children and grandchildren will inhabit; and

WHEREAS; the subsidiary goals and objectives for the Amphitheater project also remain fundamentally consistent with those considered by the Amphitheater Study Group in 2011, as the Institution through the Amphitheater project seeks to address the issues of safety and accessibility, audience respect, respect for artists and presenters, institutional sustainability, and a commitment to history; and

WHEREAS; the Institution seeks to remedy issues of safety and accessibility by, among other things, addressing structural concerns within the Amphitheater and meeting the needs of those who are differently abled or who have physical limitations; and

WHEREAS; the Institution seeks to provide increased respect to its audience by, among other things, reducing poor sight lines, enhancing the comfort of benches and seating, and improving access to the Amphitheater bowl; and

WHEREAS; the Institution seeks to provide increased respect for its artists and presenters by, among other things, enhancing the Amphitheater's back-of-the-house facilities and introducing an orchestra pit that supports collaborative, interdisciplinary artistic work; and

WHEREAS; the Institution seeks to achieve institutional sustainability by, among other things, enhancing its ability to provide an evolving array of programs and increasing seating and standing capacities; and

WHEREAS; by renewing the Amphitheater the Institution seeks also to ensure a commitment to history by showing a genuine respect for its history of place and purpose while continuing the historic evolution of the structure; and

Role of National Park Service, Historic Preservation Panel, and Historic Structures Engineer

WHEREAS; the Secretary of the Interior designated the Chautauqua Institution in June, 1989, as a Historic Landmark District under the themes of architecture and education - the Institution having previously been listed in June, 1973, on the National Register of Historic Places; and

WHEREAS; throughout 2015 the Institution has consulted directly with representatives of the National Park Service (a bureau of the Department of the Interior), including Bonnie Halda, the Chief of Preservation Assistance for the Northeast Region, and her colleague, Kathryn Schlegel, Historic Landscape Architect for the National Park Service, regarding, among other things, the impact of the proposed Amphitheater project's design on historic preservation-related issues, alternative designs, and mitigation alternatives; and

WHEREAS; the National Park Service has recognized the Institution's "strong commitment to preserving and maintaining" Chautauqua as a National Historic Landmark District "and the extensive and high-quality programming that is critical to maintaining a successful and on-going community," and it has "recommend[ed] that the use and function of the Amphitheater remain in its current place at the heart of the district;" and

WHEREAS; at the suggestion of the National Park Service's representatives, the Institution in 2015 assembled a panel of six historic preservation experts representing five regional preservation firms and organizations to identify character defining features of the current Amphitheater and to review with the Institution how those features might be included or, if currently included, might be better included in the project's design; and

WHEREAS; on August 6, 2015, the historic preservation panel issued its report to the Institution in which, among other things, it noted (a) if the [I]nstitution truly wishes to preserve the [A]mphitheater as a (sic) historic building, it will have to limit programming in it" and (b) if the Institution "decides that *every* program goal must be met in the existing building, there may be no way to preserve the historic [Amphitheater];" and

WHEREAS; the National Park Service also recommended that the Institution consult with a professional engineer with expertise in historic structures to determine whether significant structural issues exist with the Amphitheater; and

WHEREAS; in response to that suggestion the Institution retained Old Structures, Inc., which prepared two reports for the Institution; and

WHEREAS, in its August 8, 2015, report, Old Structures, Inc. concluded that, while the Amphitheater is safe to use this summer, there exist short-term concerns about stress on the Amphitheater during the winter as well as longer-term concerns about eccentricity and snow-and-wind-induced stress and drift; and

WHEREAS, in its August 19, 2015, report, Old Structures, Inc. provided two possible options for saving the existing roof structure of the Amphitheater while still accomplishing the project goals that were given to the design team and incorporated into the current project design; and

WHEREAS, LP Ciminelli, the Institution's construction consultant, evaluated the options contained in earlier drafts of the August 19, 2015, Old Structures, Inc. report and concluded that both options would make the Amphitheater project technically infeasible by extending the construction schedule into a summer programming season, dramatically increasing project costs, and expanding construction and safety risks; and

WHEREAS; on August 6, 2015, members of the Special Committee, counsel for the Institution, President Becker, and members of the Institution's senior staff met with Ms. Halda and Ms. Schlegel to discuss, among other things, the impact of the proposed Amphitheater project's design on historic preservation-related issues, including the Institution's existing designation as a National Historic Landmark District, the reports, conclusions and recommendations from the historic preservation panel and Old Structures, Inc., and alternative designs, including that proffered by CJS Architects; and

WHEREAS; subsequent to that meeting the Special Committee directed that the Institution survey the Amphitheater in a manner consistent with Secretary of the Interior Standard's so that the Amphitheater can be included in the Historic American Building Survey (HABS) and the Historic American Engineering Record (HAER) Collections in the Library of Congress; and

Additional Expert Input and Advice

WHEREAS; the Board has received assistance from a variety of experts and has reviewed and considered, without limitation, the specific materials more particularly identified on Appendix A to this Resolution.

Findings and Conclusions

BASED, THEREFORE, UPON the foregoing, the Board:

RECOGNIZES and agrees with Ms. Halda of the National Park Service that the existing Amphitheater, while a prominent structure within the Chautauqua National Historic District, “is only one of many buildings that comprise that District [and] has been substantially improved and altered over the years to accommodate programmatic changes and to meet structural requirements;” and

RECOGNIZES that the Board is responsible to act in furtherance of the Institution’s stated purpose as provided in its Charter of 1902 as adopted by the New York State legislature; and

FINDS that the Institution’s vitality depends on its ability to provide an evolving array of programs that meet the needs and desires of current and future audiences, and that, as the primary venue for that evolving array of programs, the Amphitheater must be structurally and technologically sustainable for the next 100 years; and

FINDS that the Amphitheater is a fundamentally critical facility in which to promote and advance the Institution’s stated purpose and that the renewal of the Amphitheater is necessary to properly and adequately support its purpose and ensure its long-term viability; and

FINDS that the location of the Amphitheater should not be changed from its current situs; and

FINDS that the Amphitheater as currently constructed cannot be adapted on a reasonable basis to all intended uses; and

FINDS that the public interest, and the furtherance of its stated purpose as provided in its 1902 Charter, require demolition of the existing structure to allow reconstruction of the Amphitheater as proposed; and

FINDS that the Amphitheater project as currently proposed constitutes a design that does and will meet both the primary and overriding project goal and the project's various subsidiary goals and objectives by, among other things, enhancing the safety of artists, presenters, staff and patrons, enhancing the experience and comfort of patrons, significantly improving accessibility through enhanced and substantial compliance with the Americans with Disability Act and current building code requirements, supporting and sustaining Chautauqua's programmatic requirements for the next 100 years, and retaining the Amphitheater as the heart of the Chautauqua community; and

FINDS that it is necessary and appropriate to permit the Institution, subject to further Board review and approval as early as its regularly scheduled meeting in November, 2015, including review for compliance with the Institution's Capital Improvements Checklist, to proceed with certain limited steps related to the current Amphitheater project design so as to confirm the estimated construction costs associated with the project by putting the current Amphitheater project design out for bids and to maintain the project on a timeline that would enable construction of such project to commence during the 2015-2016 offseason and to be completed during the 2016-2017 offseason and so as to allow the 2017 Chautauqua programming season to be timely opened in a renewed Amphitheater.

NOW, THEREFORE, BE IT RESOLVED THAT

The Board hereby reaffirms as in the best interest of the Institution and its stated purpose that any significant renovation, modification, alteration, improvement, rehabilitation, reconstruction, or other significant change to the current Amphitheater meet, to the maximum extent possible within the available level of privately committed philanthropy, the primary and overriding project goal and the project's various subsidiary goals and objectives, all as hereinabove identified; and

IT IS FURTHER RESOLVED THAT

The Chautauqua Institution, acting through its President, Thomas Becker, or his designees, be, and it hereby is, authorized to solicit bids for the construction of a renewed Amphitheater (and for any and all related services incidental thereto, including, without limitation, site preparation and demolition activities), based on (a) the design (including alternative designs) presented to the Board at its August 29, 2015, meeting and (b) such other and additional alternative designs as the Institution believes to be proper and prudent (collectively, the "To-Be-Bid-Project") (with notice of the details of any such other and additional alternative designs to be given to the Board or its Executive Committee or Special Committee contemporaneously with the solicitation of bids thereon); and

IT IS FURTHER RESOLVED THAT

The Chautauqua Institution, acting through its President, Thomas Becker, or his designees, be, and it hereby is, authorized to seek the issuance by local or state governmental bodies of such demolition, building, or other similar permits or licenses as may be necessary or desirable in connection with the construction of the To-Be-Bid-Project (and for any and all related services incidental thereto, including, without limitation, site preparation and demolition activities).

This 29th day of August, 2015.

APPENDIX A

Materials in Volume One of the Amphitheater Renewal Project Board Binder Dated August 29, 2015

February 6, 2010, Strategic Plan and Related Minutes of the February 6, 2010, Meeting of the Board of Trustees

Fall 2010 Campaign Plan and Related Minutes of the November 6, 2010, Meeting of the Board of Trustees

Minutes of the February 5, 2011, Meeting of the Board of Trustees, and Related (a) February 4, 2011, Retreat Agenda, (b) Chautauqua Institution Historic Designation, (c) Amphitheater Process Memorandum to the 2011 Amphitheater Study Group; and (d) October 18, 2010, Letter from Jeffrey Simpson

November 5, 2011, Final Report of the Amphitheater Study Group (and its attachments) and Related Minutes of the November 5, 2011, Meeting of the Board of Trustees

February, 2012, Amphitheater Study Presentation and Related (a) Minutes of the February 4, 2012, Meeting of the Board of Trustees and (b) February 29, 2012, Memorandum from Thomas Becker regarding Establishment of Amphitheater Advisory Group

Materials in Volume Two of the Amphitheater Renewal Project Board Binder Dated August 29, 2015

May 5, 2012, Amphitheater Schematic Design Board Presentation

Minutes of the August 25, 2012, Meeting of the Board of Trustees and of the August 24, 2012, Meeting of the Asset Policy Committee of the Board of Trustees

February 1, 2013, Chautauqua Amphitheater Rehabilitation Presentation

May 4, 2013, Memorandum from Thomas Becker and attached (a) February 2013 Analysis and Scope Report, (b) March 25, 2013, Comments from Preservation League of New York State, and (c) May 2, 2013, Chautauqua Amphitheater Rehabilitation Presentation

Minutes of the August 24, 2013, Meeting of the Board of Trustees

January 9, 2011, Platform for the Promise Campaign and its attachments and related Minutes of the November 2, 2013, Meeting of the Board of Trustees

Minutes of the February 8, 2014, Meeting of the Board of Trustees and of the January 31, 2014, Meeting of the Asset Policy Committee of the Board of Trustees

Minutes of the May 3, 2014, Meeting of the Board of Trustees

November 7, 2014, Amphitheater Update

January 30, 2015, Amphitheater Update Presented at February, 2015, Board of Trustees Meeting

May 1, 2015, Amphitheater Update

Materials in Volume Three of the Amphitheater Renewal Project Board Binder Dated August 29, 2015

August 12, 2015, Memorandum from John Shedd Regarding Amphitheater Renewal Project Goals

Chautauqua Amphitheater Structural History

August 14, 2015, Memorandum from Marty Serena regarding Amphitheater Project Design Changes

February 2014 Review and Commentary from HHL Architects (Ted Lownie)

December 29, 2014, Letter from Bonnie Halda of the National Park Service

April 14, 2015, Letter from Bonnie Halda of the National Park Service

August 6, 2015, Historic Preservation Panel Report and related (a) August 13, 2015, Chautauqua Institution Press Release and (b) August 12, 2015, Chautauqua Institution Panel Recommendations & Institution Responses

August 6, 2015, Chautauqua Institution Evaluating Design Ideas

August 8, 2015, Old Structures, Inc. Report – Structural Analysis of Existing Building and Related August 10, 2015, Communication from Chautauqua Institution

August 3, 2015, Old Structures, Inc. Report – Existing Roof and related (a) August 12, 2015, Memorandum from John Shedd, (b) December 12, 2014, Memorandum from LP Ciminelli, (c) August 3, 2015, Memorandum from Marie Ennis and Gabriel Pardo, (d) July 28, 2015, Memorandum from Gabriel Pardo, (e) July 30, 2015, Letter from Marty Serena, (f) Unsigned August 3, 2015, letter from Old Structures, Inc., (g) July 28 and 29, 2015, emails from Steven P. Dechert, (h) July 27, 2015, email from Michael V. Trachtenberg, (i) July 16, 2015, email from John Shedd, (j) July 15, 2015, email from Gabriel Pardo, and (k) unsigned August 3, 2015, letter from Old Structures, Inc.

August 12, 2015, memorandum from John Shedd regarding Design Changes Considered Following Community Input

August, 2015, Ricochet Group, LLC, Report on Community Engagement & Communications

Seven (7) Articles from the Chautauquan Daily regarding Community Engagement & Communications Sessions

August 14, 2015, Memorandum from George Murphy regarding Artistic Director Comments on the Amphitheater Design

August 13, 2015, Staff Assessment of Amphitheater Project Pursuant to the Architectural and Land Use Regulations.

July 16, 2015, Construction Schedule

Materials Otherwise Distributed Prior to or At the Board of Trustees Meeting on August 29, 2015

August 19, 2015, Old Structures, Inc. Report - Part II and Related August 21, 2015, Communication from Chautauqua Institution

August 25, 2015, Letter from Bonnie Halda of the National Park Service

August 29, 2015, Amphitheater Renewal Communications Plan: Post-2015 Season

August 29, 2015, Chautauqua Amphitheater Board Presentation (Serena Sturm)

August 29, 2015, Board Presentation Materials (Serena Sturm) relating to Preservation/ Rehabilitation-Related Alternatives