

RESOLUTION NO. 12-14

A RESOLUTION APPROVING AMENDED AND RESTATED ARTICLES OF INCORPORATION AND RESTATED BY LAWS OF RIVERVIEW TECHNOLOGY CORPORATION

Recitals:

The City and Mesa County formed the Riverview Technology Corporation (RTC) accept the donation of, own and manage the former Department of Energy (DOE) site in Grand Junction.

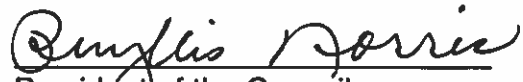
The RTC is charged with, among other things, planning for and utilizing the resources of the site. The RTC was organized in 1999 and now desires to amend and update its bylaws. The proposed amendments 1) reduce the size of the board from 11 to not less than seven and no more than nine members as determined by the Board and 2) provide for electronic voting and proxy.

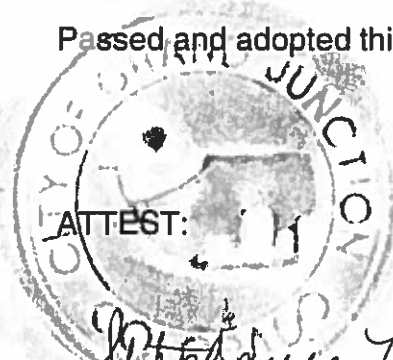

The RTC Board and the Mesa County Board of Commissioners have reviewed and approved the Amended and Restated Articles of Incorporation and Restated Bylaws in the form attached.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF GRAND JUNCTION, COLORADO, AS FOLLOWS:

That the Amended and Restated Articles of Incorporation and Restated Bylaws for the Riverview Technology Corporation (RTC) are hereby accepted and approved.

Passed and adopted this 7th day of May 2014.


President of the Council


ATTEST:

City Clerk

RESTATED BYLAWS

OF

RIVERVIEW TECHNOLOGY CORPORATION, a Colorado Nonprofit Corporation

1. ORGANIZATION.

- 1.1 Riverview Technology Corporation (the "Corporation") was formed to accept a donation of real property from the United States Department of Energy ("DOE"). The DOE wished to donate its property in Mesa County, Colorado to the City of Grand Junction or to Mesa County, Colorado. The DOE had, for decades, operated various atomic and nuclear energy, uranium exploration and development, environmental remediation and restoration, and related programs on the property, resulting in contamination of the property and improvements by various hazardous substances. Accordingly, the City and County were unwilling to accept legal title and the related legal burdens under local, state, and federal environmental laws. The City and the County therefore agreed to form this non-profit corporation to accept the DOE's donation. The Corporation was also charged with developing and implementing plans to maintain and improve the site and to utilize fully the resources of the site, both intellectual and physical, for the benefit of the community, with an emphasis on economic development and job retention and creation. The DOE transferred the property to the Corporation on September 19, 2001.
- 1.2 The Corporation was organized on July 6, 1999 when Articles of Incorporation were filed pursuant to the Act; the Articles were amended on December 14, 1999. Amended and Restated Articles of Incorporation were approved by the Corporation's Board of Directors on November 6, 2013, concurrently with these Bylaws.

The Amended and Restated Articles of Incorporation, and these Restated Bylaws, shall become effective upon the approval of the City Council of the City of Grand Junction, Colorado ("City Council") and the Board of County Commissioners of Mesa County, Colorado ("BOCC"), and with respect to the Amended and Restated Articles of Incorporation, upon filing with the Colorado Secretary of State.

As used in these Bylaws, the term "Articles" includes the Amended and Restated Articles of Incorporation and any future amendments to the Articles. The provisions of the Articles are incorporated by this reference, and shall control over any conflicting provisions of these Bylaws. The

- 1.3 The Corporation shall have perpetual existence.

- 1.4 The Corporation has been recognized as exempt from federal income taxation under Code §501(c)(3), and intends to retain that status. The Corporation is not and does not intend to be or become a private foundation. All terms and provisions of the Articles, these Bylaws, any policies adopted by the Board, and all operations of the Corporation, shall be construed, applied, and carried out in accordance with this intent.
- 1.5 The Corporation is governed by the Colorado Revised Nonprofit Corporation Act, CRS §7-121-101 et seq. (the "Act"). The Corporation shall have all the powers permitted to corporations organized under the laws of Colorado consistent with a corporation to be organized and operated exclusively for charitable, scientific and educational purposes within the meaning of §501(c)(3) or §170(c)(2) of the Internal Revenue Code of 1986 or any superseding section or sections thereof. Consistent with these statements:
 - 1.5.1 The Corporation is not organized for pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends. No part of its net earnings shall inure to the benefit of its directors, officers, or volunteers, but the Corporation shall have the authority to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its charitable purposes.
 - 1.5.2 No director, officer, volunteer shall be entitled to share in any distribution of any of the Corporation's assets upon dissolution of the Corporation or otherwise. The real and personal property of the Corporation is and shall be irrevocably dedicated to the Corporation's charitable purposes.
 - 1.5.3 The Corporation shall not endorse any commercial interest, nor shall the name of the Corporation or the names of any of its officers in their official capacities be used in connection with any commercial concern.
 - 1.5.4 No part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Code §501(c)(3).
 - 1.5.5 The Corporation is committed to a policy of fair representation, and will not discriminate on the basis of race, color, creed, gender, national origin, disability, age, political belief, marital or family status, or sexual orientation.
2. **OFFICES.** The principal office of the Corporation shall be located in the County of Mesa, State of Colorado, at a location to be selected from time to time by the Board of Directors. Until further action by the Board, the principal office of the Corporation will be located at 2591 Legacy Way, Grand Junction, Colorado, 81503.

3. BOARD OF DIRECTORS.

3.1 **General Powers.** Except as otherwise provided in the Articles or these Restated Bylaws, the activities, business and affairs of the Corporation shall be managed by its Board of Directors.

3.2 Board Composition; Appointment.

3.2.1 **Number.** The number of directors constituting the Board of Directors shall be not less than seven (7) nor more than nine (9), as determined from time to time by the Board of Directors.

3.2.2 **Appointment.** All directors shall be appointed to the Board by the joint action of the City Council and the BOCC. To assist the City Council and the BOCC, the Board shall recommend persons to be appointed to fill any vacancies.

3.2.3 **Term.** Directors shall be selected to serve two (2) year terms, and may be reappointed to three (3) additional two-year terms. After a one-year hiatus, a director may be appointed for four (4) more consecutive terms. To ensure continuity, if possible, no more than one-half of the directors' terms will expire at one time. Upon the recommendation of the Executive Committee, the Board of Directors may extend for one additional year the term of a director whose final term will expire, but whose continued involvement as a director will benefit the Corporation.

3.2.4 **Removal.** Any director may be removed from office at any time, with or without cause, by the joint action of the City Council and the BOCC.

3.2.5 **Resignation.** Any director may resign at any time by giving written notice to the President or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.2.6 **Vacancies.** A director appointed to fill a vacancy resulting from a resignation or removal of an existing director shall be elected for the unexpired term of his or her predecessor in office. A director appointed to fill an unexpired term will be eligible to serve four two-year terms in addition to the balance of the unexpired term.

3.2.7 **Ex Officio Members.** The City Council and BOCC shall each appoint *ex officio* directors to the Corporation's Board of Directors. The Board may appoint *ex officio* directors from other organizations interested in the Corporation's activities. *Ex officio* directors are non-voting members of the Board.

3.3 Meetings.

3.3.1 The Board of Directors shall meet at least quarterly. A regular annual meeting of the Board of Directors, for the purpose of electing officers and transacting such other business as may come before the meeting, shall be held in January of each year. At the annual meeting the Board, by resolution, will set the date and hour of regular meetings for the ensuing year.

3.3.2 Special meetings of the Board of Directors may be called by or at the request of any director. The secretary of the Board shall give notice of any special meeting, and the notice shall include the purpose of the special meeting.

3.3.3 All meetings of the Board of Directors shall be held at the Corporation's principal place of business, or at such other location within Mesa County as the President may specify.

3.4 **Quorum and Voting.** A quorum of the Board of Directors shall consist of a majority of the number of directors in office immediately before the meeting begins. Each director is entitled to cast one vote on any matter coming before the Board for decision. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors. If a quorum is not present at a meeting, a majority of the directors present may adjourn the meeting without further notice. The President may elect to vote or to abstain.

3.5 **Telephonic Participation.** The Board of Directors may permit any director to participate in any meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

3.6 **Proxies.** For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a director may be deemed to be present at a meeting and to vote if the director has granted a signed written proxy to another director who is present at the meeting, authorizing the other director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy. Except as provided in this Section 3.6, directors may not vote or otherwise act by proxy.

3.7 **Open Meetings.** The directors of the Corporation shall strive to conduct all meetings of the Board of Directors as though the Corporation was a local government subject to Colorado's Open Meetings Act or any successor statute. Specifically:

- 3.7.1 No meeting of three (3) or more members of the Board at which any business relating to the Corporation may be discussed, or at which any formal action may be taken, shall be held except pursuant to the posting of public notice as a regular or special meeting. At its annual meeting, the board shall designate a conspicuous place for posting of all public notices of meetings of the board, pursuant to CRS §24-6-402(2)(c).
- 3.7.2 Public notices of all annual, regular and special meetings of the Board, setting forth the date, time and place of the meeting and, when available, the agenda for the meeting, will be posted at the designated location, no less than twenty-four (24) hours prior to the date and time of the meeting.
- 3.7.3 All business of the Board shall be conducted only during such annual, regular or special meetings of the Board as are provided for in these Bylaws. All annual, regular and special meetings shall be open to the public, subject to the right of the Board to meet in executive session when permitted by CRS §24-6-402(4).
- 3.7.4 Each annual, regular, and special meeting of the Board will be electronically recorded. Executive sessions shall also be recorded, except when the Board meets in executive session with its attorney and the attorney opines that all or a portion of the discussions constitute a privileged attorney-client communication. Recordings shall be retained for one (1) year, and may be destroyed after that time. Under the secretary's supervision, written minutes summarizing the Board's discussions and including any resolutions adopted by the Board shall be prepared of all annual, regular and special meetings, and of executive sessions (except those executive sessions constituting privileged attorney-client communication).
- 3.7.5 The written minutes of annual, regular and special meetings (but not of executive sessions) shall be open for public inspection, in accordance with the provisions of CRS §§ 24-6-401 *et seq.* ("Open Meetings Law") and §§ 24-72-201 *et seq.* ("Open Records Act").
- 3.7.6 Inadvertent failures to comply with these provisions or the Open Meetings Law or the Open Records Act shall not invalidate any action taken by the Board. Provisions of these Bylaws permitting telephonic participation and proxy voting shall be permitted even if inconsistent with provisions of the Open Meetings Law.
- 3.8 **Presumption of Assent.** A director who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action taken unless his dissent is entered in the minutes of the meeting or unless he files his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or forwards such

dissent by certified mail to the President or Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

3.9 Compensation. No director shall receive any salary or compensation for his or her services. No director shall receive any pecuniary profit from the operations of the Corporation, nor shall any director, or any member of any director's family, receive any compensation from or enter into any contract with the Corporation. A director may from time to time be reimbursed for his or her reasonable expenses incurred in performing his or her duties as a director or officer, provided the expenses are properly documented.

3.10 Executive Committee.

3.10.1 Membership. The Executive Committee of the Board shall be comprised of the President, Vice-President, Secretary, and the previous year's President. The President may appoint other directors to the Executive Committee as he or she deems appropriate.

3.10.2 Powers. The powers of the Executive Committee shall be to prepare the Board meeting agendas, review financial statements of the Corporation, consider personnel matters, make recommendations to the Board, and such other duties as the Board may assign from time to time. The Executive Committee may hire an Executive Director for the Corporation, and if so shall establish the Executive Director's compensation within the budget approved by the Board, shall evaluate the Executive Director's performance, and shall have the authority to discipline or discharge the Executive Director. The President shall report activities of the Executive Committee at each Board meeting.

3.10.3 Meetings. The Executive Committee shall meet on a regular basis as determined by the President, and may conduct special meetings as the need arises. All meetings of the Executive Committee are subject to the requirements of Section 3.7 above.

3.11 Committees. The Board or the President may create one or more committees to provide advice, service, and assistance to the Board on any issue. No committee shall have the authority to exercise any power or authority reserved to the Board of Directors in the Act, the Articles, or these Bylaws. Committees act in an advisory capacity only, and the Board may accept, modify, or reject any or all recommendations presented by a committee. The President shall appoint the chair and members of all committees, and may remove and replace the chair or any committee member in his discretion.

4. OFFICERS AND AGENTS.

- 4.1 **General.** Annually, the directors shall appoint members of the Board of Directors to serve as President, Vice President, and Secretary. No person may hold more than one office. In all cases where the duties of any officer, agent or employee are not defined by these Bylaws or by the Board of Directors, such officer, agent or employee shall follow the instructions of the president.
- 4.2 **Term of Office.** Each officer shall hold office for a period of one year, or until his or her death, resignation or removal. Officers may serve for consecutive terms.
- 4.3 **Removal.** Any officer or agent may be removed by the majority vote of directors at a regular or special meeting.
- 4.4 **Vacancies.** If the office of President becomes vacant, the Vice President shall assume the functions of the office. A vacancy in any other office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term.
- 4.5 **President.** The President shall, subject to the direction and supervision of the Board of Directors, be the chief executive officer of the Corporation and shall have general and active control of its affairs and business and general supervision of its officers, agents and employees. The President shall preside over all meetings of the Board of Directors in accordance with these Bylaws; shall see that all orders and resolutions of the Board of Directors are carried into effect; shall have authority to execute on behalf of the Corporation any deed, contract, bond, debenture, note or other instrument requiring the signature of an officer of the Corporation, except where the execution of an instrument is expressly delegated by the Board to some other officer or agent of the Corporation; shall have the ability to sign checks or otherwise make disbursements from the Corporation depositories; and shall have other powers and duties as may be conferred by the Board or these Bylaws. The President shall appoint the chair of all committees and shall be a voting member of all committees.
- 4.6 **Vice President.** The Vice President shall assist the President and shall perform such duties as may be assigned by the President or by the Board of Directors. In the absence of the President, the Vice President shall have the powers and perform the duties of the President.
- 4.7 **Secretary.** The Secretary shall: (a) oversee the preparation of written minutes of all annual, regular and special meetings of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and (c) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the President or the Board.

5. **STANDARDS OF CONDUCT; CONFLICT OF INTEREST.**

- 5.1 **Standards of Conduct.** Each director shall discharge his or her duties as a director, committee member, or officer in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, in a manner the individual reasonably believes to be in the best interests of the Corporation, and in accordance with applicable law.
- 5.2 **Liability to Corporation.** A director or officer is not liable as such to the Corporation for any action taken, or omitted to be taken, as a director or officer, as the case may be, if, in connection with such action or omission, the director or officer performed the duties of the position in accordance with the standards of conduct set forth in the Articles and these Bylaws.
- 5.3 **Reliance.** In discharging his duties, a director or officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (a) one or more officers or employees of the Corporation, whom the director or officer reasonably believes to be reliable and competent in the matters presented; (b) legal counsel, a public accountant, or another person as to matters the director or officer reasonably believes are within such person's professional or expert competence; or (c) in the case of a director, a committee of which the director is not a member if the director reasonably believes the committee merits confidence. A director or officer is not acting in good faith, however, if the director or officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 5.3 unwarranted.
- 5.4 **Limitation.** As stated in the Articles, a director of this Corporation shall not be personally liable to the Corporation or its members, if any, for monetary damages for breach of fiduciary duty as a director. This provision shall not eliminate or limit the liability of a director to the Corporation or any members for monetary damages otherwise existing for (i) any breach of the director's duty of loyalty to the Corporation or its members; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) acts specified in CRS §7-128-403 or §7-128-501(2); or (iv) any transaction from which the director directly or indirectly derived any improper personal benefit. If the Colorado Revised Nonprofit Corporation Act is hereafter amended to eliminate or limit further the liability of a director, then, in addition to the elimination or limitation of liability provided by this Article, the liability of each director shall be eliminated or limited to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act as so amended. Any repeal or modification of this provision shall not adversely affect any right or protection of a director of the Corporation under this provision as in effect immediately prior to such repeal or modification with respect to any liability that would have accrued, but for this provision, prior to such repeal or modification.
- 5.5 **Not a Trustee.** A director, regardless of title, shall not be deemed to be a trustee with respect to the Corporation or with respect to any property held or administered

by the Corporation, including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

5.6 Liability to Third Parties. The directors, officers, and employees of the Corporation are not, as such, personally liable for the acts, debts, liabilities or obligations of the Corporation. A director or officer, in the performance of duties in that capacity, shall not have any fiduciary duty to any creditor of the Corporation arising only from the status as a creditor.

5.7 Indemnification. The Corporation shall indemnify, to the fullest extent permitted by applicable law in effect from time to time, any person, and the estate and personal representative of any such person, against all liability and expense (including attorneys' fees) incurred by reason of the fact that such person is or was a director or officer of the Corporation, or, while serving as a director or officer of the Corporation, he is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, fiduciary, or agent of, or in any similar managerial or fiduciary position of, another domestic or foreign organization or entity or of an employee benefit plan. The Corporation shall also indemnify any person, and that person's estate and personal representative, if the person is serving or has served the Corporation as director, officer, employee, fiduciary, or agent, to the extent and in the manner provided in any bylaw, resolution of the directors, contract, or otherwise, so long as such provision is legally permissible.

5.8 Conflict of Interest Policy. The Board of Directors shall adopt a conflict of interest policy to protect the Corporation's interests when the Board (or a committee to which the Board has delegated decision-making authority) contemplates entering into a contract, transaction, financial relationship, or other arrangement that might benefit the private interest of an officer, director, or employee of the Corporation, or might result in a possible "excess benefit transaction," as defined in §4958 of the Internal Revenue Code. Upon appointment to the Board, and annually thereafter, each director shall sign an agreement confirming his or her commitment to the conflict of interest policy.

5.9 Loans. The Corporation shall not make any loans to its directors, officers or employees. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until such loan is repaid in full.

5.10 No Interest. No officer or director of the Corporation shall have any right, title or interest in or to any real or personal property or other assets of the Corporation either during its existence or upon its dissolution.

6. FINANCIAL MATTERS.

6.1 Fiscal Year. The fiscal year of the Corporation shall commence on October 1 and end on September 30.

6.2 **Funds.** All funds of the Corporation shall be deposited in financial institutions selected by the Board of Directors. Any withdrawals of funds must follow policies and procedures as established by the Board.

7. **CITY AND COUNTY APPROVAL.** The following actions require the approval of the Corporation's Board of Directors as well as the approval of both the City Council and the BOCC:

(a) Disposition of real property or an interest in real property. A lease of longer than twenty-five (25) years is considered to be a disposition for the purpose of this provision.

(b) Borrowing funds, if the Corporation will grant a security interest in its real property.

(c) Merger or consolidation of the Corporation with another entity.

(d) Amendment of the Articles.

(e) Amendment of these Bylaws.

(f) Those other actions for which the Articles or these Bylaws require approval of the City Council and the BOCC.

8. **DISSOLUTION.**

8.1 By the vote of the Board of Directors, and with the approval of both the City Council and the BOCC, the Corporation may be dissolved.

8.2 The real and personal property of the Corporation is and shall be irrevocably dedicated to exempt charitable purposes set forth in the Articles. Upon dissolution, other than incident to a merger or consolidation with another non-profit and tax-exempt organization, and after payment or provision has been made for the Corporation's liabilities, the assets of the Corporation shall be dedicated to a governmental entity or any other nonprofit, tax exempt organization which is organized exclusively for purposes which qualify for exemption under the provisions of Code §501(c)(3). The Corporation's Board of Directors shall make a written proposal regarding disposition of the Corporation's assets to one or more qualified recipients. The City Council and the BOCC shall jointly decide to which organization(s) the distribution shall be made.

9. **NOTICE.**

9.1 **Notice.** Whenever the Act, the Articles, or these Bylaws require notice to any party, the notice shall be given in writing and shall be either (a) mailed (by depositing the

notice in the United States mail with postage prepaid and addressed to the recipient at the address on file in the Corporation's records), or (b) transmitted by electronic means (such as e-mail or facsimile machine to the e-mail address or facsimile number on file in the Corporation's records); or (c) delivered by hand. Notice given by mail shall be deemed to be delivered three (3) days after being deposited in the United States mail. Notice given by electronic means shall be deemed to be delivered when sent if the sending party has confirmation of successful transmission.

9.2 **Waivers of Notice.** Whenever notice is required by law, by the Articles of Incorporation, or by these Bylaws, a waiver thereof in writing signed by the director or other person entitled to said notice, whether before, at or after the time stated therein, or appearance at such meeting in person, shall be equivalent to such notice, except in the case of attendance at a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

10. MISCELLANEOUS.

10.1 **"Act"** – The Colorado Revised Nonprofit Corporation Act, as amended, CRS §7-121-101 *et seq.*

10.2 **"Articles"** – The Corporation's Articles of Incorporation, as amended or restated from time to time.

10.3 **"Bylaws"** – These Restated Bylaws, as amended or restated from time to time.

10.4 **"Code"** – The Internal Revenue Code of 1986, as amended. Any reference to specific sections of the Code shall include sections of like or similar import which replace the specific sections as a result of changes to the Code made after the date of this Agreement, and shall include applicable Treasury Regulations and other guidance from the Internal Revenue Service.

10.5 **"CRS"** – The Colorado Revised Statutes. Any reference to specific sections of the CRS shall include sections of like or similar import which replace the specific sections as a result of changes to the CRS made after the date of these Bylaws.

10.6 **Construction.** Where the context requires, (a) the masculine gender shall be deemed to include the feminine and the neuter and vice versa, and (b) the singular shall be deemed to include the plural, and vice versa. Headings are inserted only as a matter of convenience and reference, and in no way define or describe the scope of any provision.

10.7 **Seal.** The Corporation may have, but is not required to have, a corporate seal. Any corporate seal of the Corporation shall be circular in form and shall contain the name of the Corporation and the words "Seal, Colorado."

11. ADOPTION; AMENDMENTS.

- 11.1 These Bylaws were adopted and approved at a meeting of the Board of Directors of the Corporation on November 6, 2013. A quorum was present, and at least a majority of the directors present voted in favor of the adoption of these Bylaws. These Bylaws shall be submitted to the City Council and BOCC for approval and shall become effective upon receiving such approval.
- 11.2 The Board of Directors shall have the power to amend these Bylaws, provided that:
- 11.2.1 The action is proposed at an annual, regular or special meeting of the Board;
- 11.2.2 The Board adopts the proposed amendment(s) by the affirmative vote of a majority of the board at a subsequent annual, regular or special meeting;
- 11.2.3 The amendment is approved by both the City Council and the BOCC before the amendment takes effect.

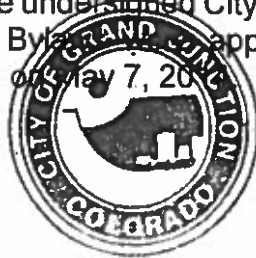
CERTIFICATIONS

The undersigned Secretary of Riverview Technology Corporation certifies that the foregoing Restated Bylaws were adopted by the affirmative vote of at least a majority of the directors present and entitled to vote at a meeting held on November 6, 2013.



Steven Hovland, Secretary

The undersigned City Clerk of the City of Grand Junction certifies that the foregoing Restated Bylaws were approved by the City Council of the City of Grand Junction, Colorado, on May 7, 2013.



Stephanie Tuin, Grand Junction City Clerk

The undersigned Chairman of the Board of County Commissioners of Mesa County, Colorado, certifies that the foregoing Restated Bylaws were approved by the Board of County Commissioners of Mesa County, Colorado, on December 16, 2013.



John Justman, Chairman

ATTACHMENT TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
RIVERVIEW TECHNOLOGY CORPORATION

Pursuant to the provisions of the Colorado Revised Nonprofit Corporation Act, Section 7-121-101 *et seq.*, Colorado Revised Statutes (the "Act"), the Board of Directors of Riverview Technology Corporation, with the approval of the City Council of the City of Grand Junction, Colorado ("City Council") and the Board of County Commissioners of Mesa County, Colorado ("BOCC"), adopts these Amended and Restated Articles of Incorporation ("Restated Articles"). From and after the date when these Restated Articles are filed with the Colorado Secretary of State, they shall be the articles of incorporation of Riverview Technology Corporation.

Amended and Restated Articles of Incorporation

ARTICLE 1. NAME

- 1.1. The name of the nonprofit corporation is Riverview Technology Corporation (the "Corporation").

ARTICLE 2. DURATION

- 2.1. The Corporation shall exist in perpetuity.

ARTICLE 3. PURPOSES AND POWERS

- 3.1. The Corporation was formed to accept a donation of real property from the United States Department of Energy ("DOE"). The DOE wished to donate its property in Mesa County, Colorado to the City of Grand Junction or to Mesa County, Colorado. The DOE had, for decades, operated various atomic and nuclear energy, uranium exploration and development, environmental remediation and restoration, and related programs on the property, resulting in contamination of the property and improvements by various hazardous substances. Accordingly, the City and County were unwilling to accept legal title and the related legal burdens under local, state, and federal environmental laws. The City and the County therefore agreed to form this non-profit corporation to accept the DOE's donation. The Corporation was also charged with developing and implementing plans to maintain and improve the site and to utilize fully the resources of the site, both intellectual and physical, for the benefit of the community, with an emphasis on economic development and job

retention and creation. The DOE transferred the property to the Corporation on September 19, 2001.

- 3.2. The Corporation shall continue to operate for these and related charitable, scientific and educational purposes, but no substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.
- 3.3. The Corporation shall have all the powers permitted to corporations under the laws of Colorado consistent with a corporation to be organized and operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) or Section 170(c)(2) of the Internal Revenue Code of 1986 or any superseding section or sections thereof.
- 3.4. The Corporation is not organized for pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends. No part of its net earnings shall inure to the benefit of any member, director, officer or individual. No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Code §501(c)(3).
- 3.5. The services, activities and opportunities of the Corporation shall be available to all persons regardless of race, color, creed, national origin, sex or handicap.

ARTICLE 4. MEMBERS

- 4.1. The Corporation will not have voting members. Voting power for all purposes will rest with the Corporation's Board of Directors.

ARTICLE 5. DIRECTORS

- 5.1. The corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors of the Corporation, and the manner in which they are selected, shall be fixed by the bylaws.

ARTICLE 6. DISSOLUTION

- 6.1. By the vote of the Board of Directors, and with the approval of both the City Council and the BOCC, the Corporation may be dissolved.
- 6.2. The real and personal property of the Corporation is and shall be irrevocably dedicated to exempt purposes set forth in Article 3. Upon dissolution, other than incident to a merger or consolidation with another non-profit and tax-exempt organization, and after payment or provision has been made for the Corporation's liabilities, the assets of the Corporation shall be dedicated to a governmental entity or any other nonprofit, tax exempt organization which is organized exclusively for purposes which qualify for exemption under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 or any superseding section or sections thereof. The Corporation's Board of Directors shall make a written proposal regarding disposition of the Corporation's assets to one or more qualified recipients. The City Council and the BOCC shall jointly decide to which organization(s) the distribution shall be made.

ARTICLE 7. LIMITATION OF LIABILITY FOR DIRECTORS

- 7.1. A director of this Corporation shall not be personally liable to the Corporation or its members, if any, for monetary damages for breach of fiduciary duty as a director. This provision shall not eliminate or limit the liability of a director to the Corporation or any members for monetary damages otherwise existing for (i) any breach of the director's duty of loyalty to the Corporation or its members; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) acts specified in section 7-128-403 or section 7-128-501(2) of the Colorado Revised Nonprofit Corporation Act; or (iv) any transaction from which the director directly or indirectly derived any improper personal benefit. If the Colorado Revised Nonprofit Corporation Act is hereafter amended to eliminate or limit further the liability of a director, then, in addition to the elimination or limitation of liability provided by this Article, the liability of each director shall be eliminated or limited to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation under this Article as in effect immediately prior to such repeal or modification with respect to any liability that would have accrued, but for this Article, prior to such repeal or modification.

ARTICLE 8. INDEMNIFICATION

- 8.1. The Corporation shall indemnify, to the fullest extent permitted by applicable law in effect from time to time, any person, and the estate and personal representative of any such person, against all liability and expense (including attorneys' fees) incurred by reason of the fact that such person is or was a director or officer of the Corporation, or, while serving as a director or officer of the Corporation, he is or

was serving at the request of the Corporation as a director, officer, partner, trustee, employee, fiduciary, or agent of, or in any similar managerial or fiduciary position of, another domestic or foreign organization or entity or of an employee benefit plan. The Corporation shall also indemnify any person, and that person's estate and personal representative, if the person is serving or has served the Corporation as director, officer, employee, fiduciary, or agent, to the extent and in the manner provided in any bylaw, resolution of the directors, contract, or otherwise, so long as such provision is legally permissible.

ARTICLE 9. AMENDMENT

9.1. The Board of Directors shall have the power to amend these Restated Articles or the Corporation's Bylaws, provided that:

- (a) The action is proposed at an annual, regular or special meeting of the Board;
- (b) The Board adopts the proposed amendment(s) by the affirmative vote of a majority of the board at a subsequent annual, regular or special meeting;
- (c) The amendment is approved by both the City Council and the BOCC before the amendment takes effect or is filed with the Colorado Secretary of State.

ARTICLE 10. DEFINITIONS AND TERMINOLOGY

- 10.1. References in these Restated Articles to the "Code" are to the Internal Revenue Code of 1986, as amended. Any reference to specific sections of the Code shall include sections of like or similar import which replace the specific sections as a result of changes to the Code made after the date of this Agreement, and shall include applicable Treasury Regulations and other guidance from the Internal Revenue Service.
- 10.2. References to any title, article, or section of the Colorado Revised Statutes shall be deemed to be references to any superseding article or provisions of the Colorado Revised Statutes.
- 10.3. Where the context requires, (a) the masculine gender shall be deemed to include the feminine and the neuter and vice versa, and (b) the singular shall be deemed to include the plural, and vice versa. Headings are inserted only as a matter of

convenience and reference, and in no way define or describe the scope of any provision.

CERTIFICATIONS

The undersigned Secretary of Riverview Technology Corporation certifies that the foregoing Restated Bylaws were adopted by the affirmative vote of at least a majority of the directors present and entitled to vote at a meeting held on November 6, 2013.



Steven Hovland, Secretary

The undersigned City Clerk of the City of Grand Junction certifies that the foregoing Restated Bylaws were approved by the City Council of the City of Grand Junction, Colorado, on May 7, 2013.



Stephanie Tuin, Grand Junction City Clerk

The undersigned Chairman of the Board of County Commissioners of Mesa County, Colorado, certifies that the foregoing Restated Bylaws were approved by the Board of County Commissioners of Mesa County, Colorado, on December 16, 2013.



John Justman, Chairman