

**GRAND JUNCTION CITY COUNCIL
WORKSHOP**

**MONDAY, JULY 13, 2009 11:30 A.M.
ADMINISTRATION CONFERENCE ROOM
2ND FLOOR CITY HALL
250 N. 5TH STREET**

1. **Review of Grand Valley Regional Transportation Committee (GVRTC)**
[*Attach W-1*](#)
2. **Review of Chamber Transportation Committee**
[*Attach W-2*](#)
3. **Review Grand Junction Economic Partnership (GJEP)**
[*Attach W-3*](#)
4. **Review of Colorado Association of Ski Towns (CAST)**
[*Attach W-4*](#)
5. **Downtown Development Authority Financing**
6. **Adjourn**

GVTRC

Grand Valley Regional Transportation Committee

Established:

Established in December, 2002 by Intergovernmental Agreement between the City, Mesa County, City of Fruita and Town of Palisade.

Mission/Purpose:

To meet federal and state requirements and to speak with one “regional voice” regarding the matters dealt with in the agreement such as: integrating the work, plans and decisions of the GVTRC into the master plans, growth plans, and similar planning efforts of each party.

Purpose:

1. To insure the Transportation Planning Region (TPR) represents the parties’ priorities, issues and concerns with one voice to others, including CDOT.
2. To assist CDOT, the Federal highway Administration (FHWA) and the Federal Transit Administration (FTA) in prioritizing the many requests for funding in Mesa County, the Grand Valley and the local CDOT Region.
3. To promote active involvement by each party in the planning, development and implementation of the long range plan for the TPR.
4. To promote on-going consultation among the parties in transportation and transit planning from a regional perspective.
5. To establish a mechanism for the administration of GVT.
6. To establish a decision-making mechanism for the MPO, in light of the purposes of the agreement, consistent with federal requirements.
7. To present a clear regional voice to the public on transportation and transit issues.
8. To define the relationship between the GVTRC and the staff of the county that has been doing the work of the MPO, the state required planning for this region pursuant to 43-1-1102 C.R.S. (the TPR plan), transit support and planning and transportation planning for the Grand Valley ever since the MPO was first formed in the 1980s. Such staff is termed the “Regional Transportation Planning Office” staff.

Membership/Terms:

Each party of the IGA is a member. Each entity may designate a representative. No set terms.

Meetings:

Meetings are the 4th Monday of every month at 3:00 p.m. at 525 S. 6th Street (the new transfer facility).

Other information:

The GVRTC has a Technical Advisory Committee (TAC) that is comprised of the staff of the members and other experts and person with expertise. The TAC provides technical recommendations and policy advice to the GVRTC.

Attachments:

Intergovernmental Agreement which includes the bylaws.

**Intergovernmental Agreement
Creating the
Grand Valley Regional Transportation Committee
And Adopting Rules and Bylaws**

THIS AGREEMENT creating the GRAND VALLEY REGIONAL TRANSPORTATION COMMITTEE (hereinafter referred to as "GVRTC") and adopting bylaws and process rules is agreed to, made and entered into this 17 day of ~~December~~2002, by and between THE COUNTY OF MESA, COLORADO, (hereinafter referred to as "County"), THE CITY OF GRAND JUNCTION, COLORADO, (hereinafter referred to as "Grand Junction"), THE CITY OF FRUITA, COLORADO (hereinafter referred to as "Fruita"), and the TOWN OF PALISADE, COLORADO, (hereinafter referred to as "Palisade").

RECITALS.

- A. The Federal Transit Act (49 USC 5301 *et seq.*), and federal laws dealing with federal aid highways (23 USC §§134 and 135) require the County and Grand Junction, as members of the Grand Junction/Mesa County MPO, to develop and implement transportation plans within their respective jurisdiction.
- B. As a result of the 2000 Census, the lands within Palisade and areas between Palisade and Grand Junction are now defined as part of the "urban" area that makes up the federally designated "Grand Junction/Mesa County Metropolitan Planning Organization" ("MPO").
- C. As a result of the 2000 Census, the lands within and nearby to Fruita are defined as an "urban cluster."
- D. The parties conclude that, notwithstanding federally mandated Census tracts and boundaries, and federally directed definitions, the part of the Grand Valley from Palisade to Fruita, including the lands in each municipality (for this Agreement hereinafter referred to as the "Grand Valley"), actually operates and should be treated as one inter-related and integrated whole, at least for transit and transportation planning purposes.
- E. Regardless of the boundary of the federally defined Grand Junction Urbanized Area, each party recognizes that its transportation policy and improvement decisions affect the other parties, and that each party has a stake in the administration, policies and activities of the MPO.

- F. Both because of federal mandates, and because it is the correct thing to do, the parties recognize the need to involve property owners and residents of Mesa County in transportation planning and the priority-setting of which projects should be built and in what sequence, and similar transportation and transit questions.
- G. The parties agree that it is in their best interests to work together to continue past efforts to meaningfully involve each entity and their citizens in transportation planning and management processes.
- H. Currently each party has been interested in, and has funded at least in part, the management and operations of the Grand Valley's transit system. That transit system, known as Grand Valley Transit ("GVT"), is owned and directed by Mesa County, and operated through a contract between Mesa County and a contractor.
- I. Mesa County desires, and the parties are willing, to include the policy aspects, and other "big picture" issues to be addressed by the four parties hereto, otherwise as part of the work of the GVRTC leaving unchanged the current transit arrangement, including Mesa County's relationship with its contractor/operator.
- J. The parties desire that the new structure provided for in this Agreement will provide a regional decision-making structure that can implement the federal and state mandated (and encouraged) planning, coordination, operating and funding "missions," while recognizing that each party must retain its fiscal decision making and each must continue to comply with its individual constitutional and statutory requirements.
- K. One of the purposes of this Agreement is to create one body and process to meet federal and state requirements and to speak with one "regional voice" regarding the matters dealt with in this Agreement. The parties do so with full appreciation that "regional" means different things for different purposes. For MPO purposes, "regional" means the Grand Valley, as defined herein. For state law relating to transportation planning "regional" means all of Mesa County.
- L. The parties acknowledge that federal law requires that the MPO and other planning efforts require the consideration, if not direct participation, of other entities and businesses involved in the federally mandated "multi-modal" view of modern transportation planning and funding. Examples of other entities whose interests must be considered are railroads, freight carriers, airport, private bus companies, pedestrians and bicyclists.
- M. The parties agree to name the new forum or group that is being created by this Agreement the "Grand Valley Regional Transportation Committee" ("GVRTC").

- N. The parties agree to integrate the work, plans and decisions of the GVRTC into the master plans, growth plans, and similar planning efforts of each party. For example, the 20 year planning that is contemplated by various federal laws and regulations will be the planning efforts (typically evidenced by a master or growth plan) of each party. Such efforts are intended to make sure that the planning done by the GVRTC is integrated into and with other planning processes in the Grand Valley for each party.
- O. State law requires that all regions of the state adopt short- and long-term transportation plans. § 43-1-1101, *et seq.*, C.R.S. Mesa County is one of such regions (hereinafter termed the Transportation Planning Region (“TPR”)). The local government planning for Mesa County’s TPR has been performed by the MPO and the local staff of Mesa County’s Transportation Planning Office.
- P. This Agreement is authorized by §29-1-203, C.R.S.

NOW, THEREFORE, in consideration of their mutual promises contained herein, and other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, THE PARTIES AGREE as follows:

1. THE PURPOSE OF THE GVRTC IS:

- A. To insure that the TPR represents the parties’ priorities, issues and concerns with one voice to other, including Colorado Department of Transportation (“CDOT”). [§§ 43-1-1102, CRS and 2 CCR 604-2].
- B. To assist the CDOT, the Federal Highway Administration (“FHWA”) and the Federal Transit Administration (“FTA”) in prioritizing the many requests for funding in Mesa County, the Grand Valley, and the local CDOT Region.
- C. To promote active involvement by each party in the planning, development and implementation of the long range plan for the TPR.
- D. To promote on-going consultation among the parties in transportation and transit planning from a regional perspective.
- E. To establish a mechanism for the administration of GVT.
- F. To establish a decision-making mechanism for the MPO, in light of the purposes of this Agreement, consistent with federal requirements. [23 USC §§ 134 and 135].

- G. To present a clear regional voice to the public on transportation and transit issues. [23 USC §§ 134 and 135; 23 CFR 450.300 and 23 CFR 450.200].
- H. To define the relationship between the GVRTC and the staff of the County that has been doing the work of: the MPO; the state required planning for this region pursuant to § 43-1-1102, C.R.S. (termed the TPR plan); transit support and planning [49 USC 5301 *et seq.*] and transportation planning for the Grand Valley ever since the MPO was first formed in the 1980s. Such staff is termed the "Regional Transportation Planning Office" staff.

2. THE OBJECTIVES OF THE GVRTC ARE TO:

- A. Consistent with the different needs, resources and populations of each, consider the differences of each party while continuing the cooperative and comprehensive coordination of their respective transportation planning activities and transportation projects.
- B. Use the forum established by the creation of the GVRTC to achieve maximum benefits from available resources, to reduce duplication of effort and to obtain better overall coordination of transportation planning and management.
- C. Create one decision-making clearinghouse for TPR regional transportation "plans" or "planning", the MPO plans and GVT issues and policies.
- D. Grant sufficient authority to the GVRTC so that the other objectives can be met, without unlawfully usurping the decisions and functions of each individual party.
- E. Speak "with one voice" regarding regional transportation, planning and transit issues to CDOT, federal agencies (including the FTA and the FHWA), Mesa County's federal and state legislative delegations and other interested parties.
- F. Facilitate active communication between and among the parties and their citizens, and other "stakeholders," regarding transportation, planning and transit issues and policies.
- G. Provide needed policies for the administration of the GVT, in accordance with the transit element of the Regional Transportation Plan.
- H. Coordinate local funding efforts for regional transportation projects.
- I. Coordinate the study and initiation of regional transportation funding mechanisms.

- J. Through open information sharing, provide regional coordination and funding of transportation projects.

3. THE PROCEDURES AND BYLAWS FOR THE GVRTC ARE AS FOLLOWS:

- A. The GVRTC is to act as a regional transportation planning committee that sets and recommends transportation policy for regional initiatives, regional priorities and regional projects, as contemplated by 23 USC §§ 134 and 135.
- B. The GVRTC will seek the advice and technical support of the respective staffs of the parties, which staffs together are called the Technical Advisory Committee ("TAC"), for technical analysis in all decisions. Until separate rules or bylaws are adopted for the TAC, the TAC shall continue to operate on the informal basis that has been the case for many years.
- C. The GVRTC shall adopt:
 - 1. Annual Unified Planning Work Program (UPWP) and any amendments. [23 CFR 450.310]
 - 2. Annual Transportation Improvement Program ("TIP"). [23 CFR 450.324]
 - 3. The 20 year long range transportation plans, as required by federal and state law. [23 USC §§ 134 and 135; 43-1-1101 *et seq.* C.R.S.].

4. THE GVRTC HAS THE AUTHORITY TO:

- A. Recommend such day-to-day and other administrative decisions and plans of the RTPPO staff that would not usurp the policy and fiscal decisions reserved to the parties.
- B. Develop and communicate with federal, state and other interested parties regarding the adopted plans and policies of the parties, such as are listed in (C), above.
- C. Act as the administrative head and recommending authority for:
 - 1. Non-policy decisions and work relating to the MPO, TPR, and GVT.

2. The annual contracts with CDOT to execute the Consolidated Planning Grant (CPG).
 3. The Regional Planning contracts (RPC) that fund the execution of the UPWP. [23 CFR 450.200, *et seq.* and 23 CFR Section 450.300 *et seq.*]
- D. Act as the policy-making authority for the GVT including having recommendation authority over budget, operations and administration of the GVT to the Board of Commissioners.
 - E. Recommend levels of local match for administration, capital projects and operations of the GVT to the Members. "Members" shall hereinafter mean "the parties hereto."
 - F. Recommend to the Members levels of match for CDOT Consolidated Planning Grant contracts to the Members.

5. MEMBERSHIP AND RELATED RULES:

Each party to this Agreement is a Member of the GVRTC. The Members may allow other entities, persons and stakeholders to fully participate in all or a portion of the activities and functions of the GVRTC, but to add a voting Member, this Agreement must be amended. The GVRTC shall act by majority vote of its Members.

6. MEMBERSHIP RULES

- A. The GVRTC may impose such conditions upon each new Member as it deems necessary to preserve the structure and integrity of the GVRTC, including, but not limited to, requiring financial support for its continued operation.
- B. A Member may withdraw from the GVRTC (and thereby terminate this Agreement with regard to such Member) upon the giving of not less than sixty (60) days written notice to the Chair of the GVRTC. No such withdrawal shall serve to excuse the payment of any sums or performance of any obligations agreed to be paid prior to the withdrawal.
- C. Each Member shall act through its designated representative, a designated alternate who shall act in the absence of the representative, or in the absence of both the representative and the alternate, another designee. Each Member shall determine, pursuant to each Member's own rules and requirements, the qualifications and designations of such Member's representative, alternate and designee.

D. Representation by Others:

1. The GVRTC may approve state, federal and other public or private members upon a unanimous vote of the GVRTC. Such memberships may be granted for one or more issues, subjects or other particular purposes. The GVRTC may terminate any such membership at any time without cause being stated.
2. Other public or private entities involved in transportation or transit may participate in meetings as determined by the majority vote of the members of the GVRTC. A majority of the Members of the GVRTC may terminate such participation at any time without cause being stated.
3. The Chair of the GVRTC or the TAC or other officer may require that any person who desires to participate as a Member or other member must provide written evidence of authority from the Member.

E. Officers, Meetings.

1. The officers of the GVRTC shall consist of a Chair and a Vice Chair who shall not be representatives of the same Member.
2. Each officer will serve a term of one (1) year, with the term to run from June 1 through May 31. Nominations and election of officers will be held during the first meeting held in June. The majority vote of the Members present at the time of the vote will determine the officers.
3. Vacancies in any office may be filled by a majority vote of the Members at any regular meeting of the GVRTC.
4. The duties of the officers shall be as follows:
 - a. The Chair shall preside at all meetings of the GVRTC.
 - b. The Vice Chair shall serve in the absence of the Chair, and, in addition, shall assist the Chair and perform such other duties as may be assigned by the GVRTC, or Chair.
 - c. The Chair will represent the GVRTC on the State Transportation Advisory Committee to review Regional and State transportation plans, amendments, and updates to the State Plan. [2 CCR 604-2]
 - d. The Chair will advise CDOT on the needs of the transportation system in Colorado.

e. The Chair, or in the Chair's absence, the Vice Chair, may designate another to act in his/her stead.

5. The Director of the RTPO, and his/her staff, shall act as the secretary and treasurer for the GVRTC. The secretary and treasurer shall not be considered "officers" for the purposes of this Agreement.

F. Meetings and Voting.

1. The GVRTC shall meet monthly, at a time and place established at the previous meeting of the GVRTC, or at a time and place determined by an officer, with reasonable notice to all Members and to the public. Public notices for the GVRTC shall be given by the Director at the RTPO offices.

2. An officer may call meetings at other times and locations as may be needed.

3. All meetings will be open to the public and each Member shall post in conformity with the open meetings laws. § 24-6-401 and §24-72-101, *et seq.*, C.R.S.

4. The GVRTC may vote to go into executive session for any purpose authorized and consistent with the Colorado Open Meetings Law. §24-6-401, *et seq.*, C.R.S.

5. All votes must be performed in person by the Representative, Alternate or designee of a Member.

6. Three or more Members shall constitute a quorum.

G. Appeals.

1. Any Member can veto any GVRTC decision or action by a majority vote of the Member's governing board if such vote is within 30 days of the GVRTC decision or action.

2. If a veto occurs, the Member shall notify the Chair and RTPO Director within two (2) business days (in case the veto occurs on a Friday) twenty-four (24) hours of the veto, and shall thereafter forthwith consult in good faith with the other Members, to obtain a reasonable remedy or resolution.

3. The issue will not be resolved, and the decision or action shall be held in abeyance, until all Members have reached agreement, at which point the Members shall vote again to decide the issue or to take action.
4. Any other objections to items of consideration by the GVRTC will be handled through the procedures established by the Members from time-to-time.

H. Technical Advisory Committee.

1. A Technical Advisory Committee (TAC) comprised of the staff of the Members, and other experts and persons with expertise, is established.

The TAC shall provide technical recommendations and policy advice to the GVRTC. [2 CCR 604-2].

2. The Members shall determine from time-to-time, by either formal or informal means, who shall serve and participate as a member of the TAC. Normally, the members of the TAC would include staff from counties, municipalities, state and federal agencies and/or from any public and private entities involved in transportation or transit.
3. The TAC shall be responsible for reviewing and recommending for approval by the GVRTC the following:
 - a. Unified Planning Work Program and amendments. [23 CFR 450.314].
 - b. Transportation Improvement Programs and amendments consisting of projects utilizing federal and state funds and reflective of the jurisdiction they represent.
 - c. Long range regional transportation and transit plans.
 - d. Policies and programs as may be directed by the GVRTC.
 - e. Any CDOT requests for ranking of regional transportation projects.
4. The TAC shall conduct its business within the guidelines established by GVRTC from time-to-time. The TAC shall make its recommendations to the GVRTC, based on a majority of the members attending the TAC meeting.
5. Meeting locations of the TAC will be determined by the TAC members. Notice thereof shall be given by the Director and shall be posted at the RTPO offices.

6. The TAC shall conduct meetings at least quarterly.
7. The Director of the RTPO, or his or her designee, shall serve as Chair of the TAC.

I. Sub-Committees.

1. The GVRTC may establish working sub-committees as is necessary and shall provide for the appointment of the membership of said committees. These appointments shall be in accordance with state and/or federal requirements.

J. Staffing and Support.

1. The administration and coordination of the needs of the GVRTC shall be provided by the RTPO staff.
2. To provide for the operation of the GVRTC activities, the RTPO Director shall act as staff support of the GVRTC. The Director shall appoint and assign titles and duties to the RTPO staff for the completion of GVRTC activities.
3. The RTPO Director will be appointed and supervised by the Mesa County Administrator.
4. Mesa County will enter into contracts with CDOT for planning funding and with a transit operator for operations of GVT.
5. Mesa County shall act as the budget authority for the GVRTC and the RTPO.
6. The Director shall be the custodian of records for the GVRTC.

K. Budget, Finance and Administrative Services.

1. Each year the GVRTC shall recommend to the Mesa County Board of Commissioners ("BOCC"), a budget for the operation of the GVRTC.

2. Administrative costs related to the GVRTC and RTPO operations and costs for activities shown below shall be clearly separate from costs for technical studies or activities which benefit particular Members.
3. The GVRTC shall recommend to its Members joint funding for the administrative costs of the GVRTC, after appropriate federal and state grants are spent.
4. Examples of administrative activities of the RTPO are:
 - a. Maintain and distribute the GVRTC meeting minutes.
 - b. Make necessary meeting arrangements.
 - c. Compile information for GVRTC consideration.
 - d. Prepare applications and contracts for "pass-through" federal and/or state grants.
 - e. Prepare billings under federal and state grants.
 - f. Conduct audits as indicated by federal and state laws and regulations.
 - g. Maintain financial records adequate to sustain such audits.
 - h. Provide administrative support for the GVRTC in its role as an MPO, TPR and as the contract transit service administrator.
 - i. Participation in the State Transportation Advisory Committee, as directed by GVRTC.
 - j. Coordinate information exchange between the Members and their staff, CDOT, FHWA, FTA, State and federal legislators.
 - k. Other administrative duties as needed by the GVRTC.
 - l. Prepare a recommended budget through the Unified Planning Work Program, for review by the GVRTC. The budget year shall follow timelines required by federal and state contracts.
5. No Independent Powers.
 - a. The GVRTC is not empowered to contract for, or accept grants, funds, gifts or services from any federal, state, local public or private source or in connection with any program or purpose of which the GVRTC exists.
 - b. For contracts and purchases other than described above, the GVRTC shall work through the Mesa County Purchasing Department, as approved by the BOCC.
 - c. GVRTC shall have no power to neither borrow any money nor pledge any assets.

6. Mesa County shall provide the GVRTC with the financial, auditing and other services required by law including an annual audit of GVRTC's financial transactions and expenditures, or as otherwise required by law.
7. Project costs not deemed by the GVRTC to be administrative in nature shall be paid by the Member benefiting from the project.
8. The benefiting Members shall pay any local match required by a state or federal grant. The GVRTC shall decide which Members benefit by agreement between the GVRTC and the benefiting Members.
9. Mesa County shall be the financial, human resources, purchasing, and budgetary authority for the GVRTC.

L. Repeal of prior agreements and resolutions.

1. All other resolutions and agreements adopted by Grand Junction and Mesa County which are in conflict herewith, including but not limited to the Memorandum of Agreement between the City of Grand Junction and Mesa County signed on July 2, 1984, are hereby repealed.

IN WITNESS WHEREOF, this Agreement has been executed the day and year first above written.

THE COUNTY OF MESA, COLORADO

By:

Kathryn H Hall 12-17-2002
Kathy Hall, Chair, Mesa County
Board of County Commissioners

ATTEST:

Marcita Todd

THE CITY OF GRAND JUNCTION,
COLORADO

By:

Cindy Enos - Matty
Cindy Enos Martinez, Mayor
Grand Junction City Council

ATTEST:

Stephanie Lunn

THE CITY OF FRUITA, COLORADO

By:

E. James Adams
E. James Adams, Mayor
City of Fruita City Council

ATTEST:

Margaret Johnson

THE TOWN OF PALISADE, COLORADO

By:

Geraldine L. Burdick
~~Dean Smith~~, Mayor *pro tem*
Town of Palisade, Board of Trustees

ATTEST:

Judy Lockwood

Chamber Transportation Committee

Established:

In 1994.

Mission/Purpose:

Recognizing the link between efficient transportation and new jobs, economic growth, and community safety, the Chamber's Transportation Committee focuses on improving the local transportation infrastructure.

Membership/Terms:

Open to Chamber members.

Meetings:

The committee meets the 3rd Friday of each month.

Other information:

None.

Attachments:

This is a standing committee and does not have by-laws.

GJEP

Grand Junction Economic Partnership

Established:

On November 28, 1984, Mesa County Economic Development, Inc. was formed and on September 21, 2001 changed their name to Grand Junction Economic Partnership.

Mission/Purpose:

The Grand Junction Economic Partnership is a private non-profit incorporated organization and the official economic development agency of the Grand Junction area. This partnership represents the cities of Grand Junction and Fruita, the Town of Palisade, and Mesa County.

Purpose

The Grand Junction Economic Partnership is the first point of contact for someone looking to expand or relocate their company to the Grand Junction area. They provide the resources, information and services someone would need to make the right decision for their company. Their comprehensive list of services is available to someone at no cost or obligation.

Functions

People are encouraged to contact GJEP for any assistance they may need. Some of the services they provide are:

- Area overviews and custom tours
- Market information and data
- Site selection assistance
- Labor market analysis
- Custom research
- Financial contacts
- Employment recruitment
- Workforce development assistance
- Customized job-training programs
- Access to public officials and regulatory authorities
- Coordination of state and local incentive and financial assistance programs
- Building and build-to-suit coordination
- Communications and media contacts

Membership/Terms:

Three to twenty-two members with the three reserved for the immediate past chair of the board, a representative from the Grand Junction City Council (either a Council member or the City Manager) and a representative from the Mesa County Commissioners (either a Commissioner or the County Administrator).

Meetings:

Meetings are the 4th Wednesday of every month at 7:00 a.m. at the GJEP office.

Attachments:

By-laws



BYLAWS

January 28, 2009

INDEX

Article I	Name	1
Article II	Purposes	1
Article III	Investment	2
Article IV	Board of Directors	2
Article V	Officers, Directors & Their Election	4
Article VI	Duties of Officers	5
Article VII	Duties of Directors	6
Article VIII	Meetings	7
Article IX	Fiscal Year	7
Article X	Special & Standing Committees	8
Article XI	Rules of Order	8
Article XII	Indemnification	9
Article XIII	Amendments	10

BYLAWS

GRAND JUNCTION ECONOMIC PARTNERSHIP, INC.

As of

January 28, 2009

ARTICLE I

NAME

The name of the Corporation shall be:

Grand Junction Economic Partnership, Inc. and it is sometimes referred to in these Bylaws as the Corporation.

ARTICLE II

PURPOSES

The purposes for which the Corporation is formed is to promote the common interests of all residents of Mesa County, Colorado, including its businesses, cities and towns, for the enhancement of economic conditions and the economic base of the county, encouraging development of new businesses and local industry, improvement of employment opportunities for the residents of the county, and the specific charitable purpose of lessening the burden on local government in promoting economic development. In particular, the Corporation is organized as a not-for-profit corporation pursuant to the provisions of Sections 501(c) of the United States Internal Revenue Code. The Corporation is not formed for any pecuniary or financial gain and no part of its assets, income or profit of the Corporation shall be distributable,

or inure to the benefit of the Directors and Officers of the Corporation except to the extent permitted by the not-for-profit corporation laws of the State of Colorado and the United States Internal Revenue Service. The Corporation shall not devote any of its activities or assets to conduction propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in, intervene in (including the publishing of or distributing of statements) any political campaign on behalf of, or in opposition to any candidate for public office. The Corporation shall not discriminate against any person on the grounds of race, color, creed, national origin, sex or disability.

ARTICLE III

INVESTMENT

Any individual who subscribes to the purposes and basic policies of the Corporation may become an investor in the Corporation, subject only to compliance with the provisions of the bylaws. Investment in the Corporation shall be available without regard to race, color, creed, national origin, sex or disability.

The Corporation shall conduct enrollment of investors as specified by the Board of Directors.

Only investors in good standing of the Corporation shall be eligible to participate in its business meetings, or to serve in any of its elective or appointive positions.

ARTICLE IV

BOARD OF DIRECTORS

The Board of Directors shall consist of three (3) to twenty-two (22) members of the Corporation together with ex-officio members (or their successors) for which provision is made hereafter. Three (3) of the twenty-two (22) Board member positions will be reserved for: (i) the

immediate past Chairman of the Board who will serve for one year or until his successor as Chairman shall be eligible as immediate past Chairman, (ii) one representative designated by the City Council of Grand Junction, who shall be either a Council Member or the City Manager, and (iii) one representative designated by the Mesa County Board of Commissioners, who shall be either a Commissioner or the County Administrator.

There shall be eleven (11) ex-officio, non-voting, members of the Board of Directors, to wit:

1. A representative designated by the Downtown Development Authority; and
2. A representative designated by Mesa State College; and
3. A representative designated by the City Council of Fruita; and
4. A representative designated by the Town Council of Palisade; and
5. A representative designated by the Grand Junction Visitors and Convention Bureau; and
6. A representative designated by the Western Colorado Community College; and
7. A representative designated by the Grand Junction Area Chamber of Commerce; and
8. A representative designated by School District #51; and
9. A representative designated by Industrial Developments Inc.; and
10. A representative designated by the Western Colorado Business Development Corporation; and
11. A representative designated by the Mesa County Workforce Center.

All members of the Board of Directors shall serve until election and qualification of their successors.

The Board of Directors shall manage and control the business and property of the Corporation. The Board of Directors shall have all powers as specified by law to administer, govern and control the Corporation.

Board Members shall be elected to three (3) year terms. Inasmuch as the representative of the City of Grand Junction and Mesa County, as well as all ex-officio members of the Board,

are appointed because of their representative capacity, in the event any such Board member ceases to be the designated representative of the agency who appointed such Director, such person's membership on the Board of Directors shall terminate.

ARTICLE V

OFFICERS, DIRECTORS AND THEIR ELECTION

The officers of the Corporation shall consist of the Chairman, Vice Chairman, Secretary, Treasurer, Immediate Past Chairman and President. Officers of the Corporation will serve as the Executive Committee. In addition, the Chairman may appoint up to two members-at-large, selected from the Board of Directors, to the Executive Committee, for a one year term.

ELECTION OF DIRECTORS. There shall be a nominating committee composed of at least three members of the Board of Directors who shall be selected by the Chairman, one of whom shall be designated as the Chairman of the Nominating Committee. The Nominating Committee shall nominate one eligible person for each vacancy on the Board of Directors (excluding the Directors designated by the City of Grand Junction and Mesa County, who shall be appointed in accordance with Article IV) and shall report its nominees at a regular meeting of the Board of Directors. At such meeting additional nominations for election to the Board of Directors may be made from the floor. Those persons receiving the greatest number of votes of the Board of Directors present shall be elected to the Board of Directors. Only those persons who have signified their consent to serve, if selected, shall be nominated for or elected to the Board of Directors. Directors so elected shall take office on January 1st following their election.

VACANCY. A vacancy occurring in any office or on the Board of Directors shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Board of Directors present at the election meeting.

ELECTION OF OFFICERS. The Nominating Committee designated above shall also nominate one eligible person for each officer position on the board of directors. At a regular

meeting each year, officers of the Corporation shall be elected by the Board of Directors. The Chairman, Vice Chairman, Secretary/Treasurer, Immediate Past Chairman and President shall be members of the Board of Directors. The President of the Corporation may be one person. The Secretary and Treasurer of the Corporation may be one person. Officers elected by the Board of Directors shall take office effective January 1st of the year of their election and serve for a term of one year and until the election and qualification of their respective successors.

REMOVAL. A member of the Board of Directors or an officer may be removed from the Board or from such office by a 2/3rds majority of the members of the Board of Directors at a regular meeting or at a special meeting of the Board of Directors called for such purpose.

ARTICLE VI

DUTIES OF OFFICERS

The Chairman shall preside at all meetings of the Corporation and of the Board of Directors at which he may be present; shall perform such other duties as may be prescribed in these Bylaws or assigned to him by the Corporation or by the Board of Directors and shall coordinate the work of the Officers and committees of the Corporation in order that the Purposes may be promoted.

The Vice Chairmen shall act as aides to the Chairman and the First Vice Chairman shall perform the duties of the Chairman in the absence or disability of that officer to act. The Second Vice Chairman shall perform the duties of the Chairman in the absence or disability of both the Chairman and the First Vice Chairman.

The President shall be the Chief Executive Officer of the Corporation. Such person shall be responsible to the Board for the competent discharge of all duties normally attached to such office. The President may execute all legal documents for the Corporation as authorized by appropriate resolution of the Board of Directors.

The Secretary shall perform such duties as may be delegated to such person.

The Treasurer shall have custody of all of the funds of the Corporation; shall keep a full and accurate account of receipts and expenditures; and shall make disbursements in accordance with the approved budget, as authorized by the Corporation, the Board of Directors, or a special committee. The Treasurer shall present a financial statement at every meeting of the Corporation and at other times when requested by the Board of Directors and shall make a full report at the annual meeting. The Treasurer shall be responsible for the maintenance of such books of account and records as conform to the requirements of the Bylaws.

The Treasurer's accounts shall be examined annually by an auditor or an auditing committee of not less than three members, who, satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report.

ARTICLE VII

DUTIES OF DIRECTORS

The Board of Directors shall perform duties as follows:

- § Determine policy, mission, goals and strategies for the Corporation
- § Review and adopt strategic plan, annual action plan and monitor progress for the Corporation.
- § Review and adopt annual budget for the Corporation.
- § Employ, terminate and monitor performance of President.
- § Conduct fund raising for the Corporation.

The Secretary shall perform such duties as may be delegated to such person.

The Treasurer shall have custody of all of the funds of the Corporation; shall keep a full and accurate account of receipts and expenditures; and shall make disbursements in accordance with the approved budget, as authorized by the Corporation, the Board of Directors, or a special committee. The Treasurer shall present a financial statement at every meeting of the Corporation and at other times when requested by the Board of Directors and shall make a full report at the annual meeting. The Treasurer shall be responsible for the maintenance of such books of account and records as conform to the requirements of the Bylaws.

The Treasurer's accounts shall be examined annually by an auditor or an auditing committee of not less than three members, who, satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report.

ARTICLE VII

DUTIES OF DIRECTORS

The Board of Directors shall perform duties as follows:

- § Determine policy, mission, goals and strategies for the Corporation
- § Review and adopt strategic plan, annual action plan and monitor progress for the Corporation.
- § Review and adopt annual budget for the Corporation.
- § Employ, terminate and monitor performance of President.
- § Conduct fund raising for the Corporation.

ARTICLE VIII

MEETINGS

Regular meetings of the Board of Directors shall be held at such times and places fixed by the Board of Directors at its first meeting in each year. The time and place of such meetings shall be specified by the Chairman. Unless provided otherwise by the Board of Directors, three (3) days notice shall be given to each member of the Board of Directors in the event a scheduled meeting is changed as to time and place.

Special meetings may be called by the President or by a majority of the members of the Board of Directors on three (3) day written notice. If a special meeting is called by a majority of the Board of Directors, such notice shall be in writing or by electronic mail and delivered to the Board of Directors specifying the time and place of such meeting as set forth in said notice.

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business in any meeting of the Corporation.

The annual meeting of the Board of Directors and the Corporation shall be the meeting held during March in each year.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Corporation shall commence on January 1st and terminate on the next succeeding December 31st.

ARTICLE X

STANDING AND SPECIAL COMMITTEES

The Board of Directors may create such standing committees as it may deem necessary to promote the purposes and carry on the work of the Corporation. The term of each Chairman shall be one year and until the election and qualification of his successor. The scope of the committee's work needs approval of the Board of Directors and no committee work shall be undertaken without the consent of the Board of Directors.

Both the Chairman and the President shall be members *ex-officio* of all committees.

Standing Committees of the Corporation are:

- § Executive Committee
- § Finance Committee
- § Marketing Committee
- § Nominating Committee
- § Prospect Committee
- § Trustee Committee

ARTICLE XI

RULES OF ORDER

All questions of parliamentary procedure shall be settled according to "Roberts' Rules of Order" whenever they are not consistent with the Articles of Incorporation or the Bylaws of this organization.

ARTICLE XII

INDEMNIFICATION

AGREEMENT TO INDEMNIFY. Any person (including the heirs, executors and administrators of such person) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action or suit by or in the right of the Corporation to procure a judgment in its favor), by reason of the fact that (a) he is or was a Director or Officer of the Corporation, or (b) he is or was a Director or Officer of the Corporation and is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation, if, as and to the extent authorized by the laws of the State of Colorado, against expenses (including attorneys' fees), judgments, fines and amount paid in settlement actually and reasonably incurred by him in connection with the defense of settlement of such action, suit or proceeding. The Corporation may indemnify any person (including heirs, executors and administrators of such person) who is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the extent and under the circumstances provided by the foregoing sentence. The indemnification provided by this Article XII and by the laws of the State of Colorado shall not be deemed exclusive of any other rights which any person indemnified may be entitled under any bylaws, agreement, vote of members or disinterested directors or otherwise.

LIABILITY INSURANCE. To the extent permitted by the Colorado Corporation Code, the Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of the Colorado Corporation Code.

ARTICLE XIII

AMENDMENTS

These bylaws may be amended by a two-thirds majority vote of the Board of Directors. No amendments shall be voted on at a meeting at which it is proposed, but shall lie over until the next succeeding meeting of the Board.

Amended and Approved January 28, 2009.

CAST

Colorado Association of Ski Towns (CAST)

Established:

In June of 1979, representatives from Aspen, Breckenridge, Crested Butte, Dillon, Frisco, Mount Crested Butte, Snowmass Village, Steamboat Springs, Telluride and Vail agreed to form an association to assure that their mutual problems could be resolved more satisfactorily through a joint effort, and to insure that their need were better understood by elected and appointed officials of Colorado and the nation.

Critical issues identified at this initial meeting included housing, transportation, a balanced economy, and relationships with the USFS, ski corporations and the State of Colorado.

The intent of the Association was also to work distinctively from, but in cooperation with the Colorado Municipal League to ensure that resort needs were addressed.

Mission/Purpose:

The Colorado Association of Ski Towns is an organization of 25 municipalities whose economy is largely dependent upon tourism. Members include the mayors and managers of the resort towns.

The Association was formed in part to recognize that resort communities face unique challenges in providing municipal services to residents and visitors.

Member municipalities share the benefits of our diverse knowledge, experience and leadership through meetings, conferences, surveys and other informational venues, as decided by the members.

CAST members use the power of the coalition to seek support for legislation that will benefit and sustain the mountain communities. We support actions that keep our communities livable, protect our pristine environment, and promote community-based land use, mass transit, affordable housing, and sustainable tourism. Our goal is to foster growth that will ensure an exceptional quality of life for citizens and a positive experience for visitors.

Membership/Terms:

Any Colorado municipality impacted by skiing may be a member. There is a five-member board of directors selected annually who typically serve for two years.

Meetings:

At least one annual meeting must be held. They typically hold five meetings per year.

Other information:

CAST has adopted a climate change policy and a legislative policy. Those may be reviewed at <http://www.coloradokitowns.org/index.cfm?method=c.policies>

Attachments:

Articles of Organization, there are no separate by-laws.

AMENDED ARTICLES OF INCORPORATION

COLORADO ASSOCIATION OF SKI TOWNS

NAME AND ORGANIZATIONAL AUTHORITY

Name

The name of this Corporation shall be the Colorado Association of Ski Towns, hereinafter the "Association".

Organization

These Articles of Incorporation shall regulate and govern the affairs of the Association. The Association is organized pursuant to Article XIV, Section 18 of the Colorado Constitution, Sections 29-1-201, et seq., 29-1-401 and 29-1-402, CRS, and the Colorado Nonprofit Corporation Act, Section 7-21-101 et seq., CRS.

PERIOD OF DURATION

The duration of the Corporation shall be perpetual.

OBJECTS AND PURPOSES

The objects and purposes of the Association shall be as follows:

To foster cooperation among cities and towns immediately impacted by the skiing and tourism industry.

To study the needs of and render services to member municipalities in respect to their relationship to the ski and tourism industry.

To assist in securing legislation enactments beneficial to member municipalities and to oppose legislation injurious thereto.

POWERS

To sue or defend in the name of the Association any actions or proceedings in law or in equity when deemed advisable.

To hold conferences or meetings, at such times and places as may be determined, for the discussion of mutual affairs of member municipalities and to adopt measures for the betterment thereof.

To secure the services of necessary staff persons, set their duties, responsibilities and functions, and their salaries, as the Association deems appropriate to carry out its functions.

To acquire by gift, devise, bequest, purchase or otherwise real and personal property or any interest therein, both tangible and intangible, and interests therein, with or without restriction of use, in accordance with the corporate purposes.

To hold for investment or in trust and to sell, lease, encumber or dispose of any such real estate or interest therein, personal property or other proper evidences of indebtedness of any person, firm, partnership, association or corporation.

To receive grants, gifts, bequests, and all other monies from any public or private source, and to devote the same to the objects and purposes of the corporation.

In general, to do all acts and things necessary and proper and expedient for the welfare and benefit of municipalities and the citizens thereof impacted by the skiing and tourism industry.

To do any and all acts permitted to corporations under the laws of the State of Colorado.

MEMBERSHIP

Participating Members

Any incorporated city or town in the State of Colorado impacted by the skiing and tourism industry and desiring to become a Participating Member of the Association may do so upon signifying its desire to do so.

Associate Members

Any governmental entity or political subdivision in the State of Colorado, other than a city or town impacted by the skiing and tourism industry, may become an Associate Member of the Association upon application and payment of the prescribed annual membership fee. Any incorporated city or town impacted by the skiing and tourism industry outside the State of Colorado may become an Associate Member of the Association upon the favorable vote of at least two-thirds of the Participating Members voting at a regular or special meeting, provided the request shall first have been submitted in writing to the Participating Members at least fourteen (14) days prior to the meeting at which it is to be considered, and payment of the annual membership fee prescribed for out-of-state Associate Members.

Honorary Members

Honorary membership may be conferred by approval of at least two-thirds of the Participating Members. Honorary Members shall not be entitled to vote.

MEMBERSHIP FEES

Fee Schedule

The annual membership fee for each class of membership shall be in such sum as shall be fixed from time to time by the Participating Members, upon the recommendation of the Board of Directors. No fees shall be prescribed for honorary members. No change in the membership fee schedule shall be effective until it has been approved at an annual meeting.

Payment of Fees – Date Due

All membership fees shall be payable annually in advance of March 1. Failure on the part of any Participating or Associate Member to tender payment prior to May 1 of the same year shall constitute termination of membership in the Association, unless prior arrangements for payment at a later date have been approved by the Board of Directors.

A Participating or Associate Member may withdraw from membership upon written notice to the Association, but upon such withdrawal shall not receive a refund for any portion of its membership fee.

MEETINGS AND VOTING

Annual Meeting

A regular annual meeting of all Participating Members shall be held at the time and place of the Colorado Municipal League annual conference unless otherwise determined and directed by the membership.

Special Meetings

Special meetings of Participating Members may be called: (1) by any officer of the Association or (2) upon receipt of written request by three Participating Members. A written notice of the time and place of each such special meeting shall be delivered by electronic mail or U.S. mail to each Participating Member at least fourteen (14) days in advance of the time set for the meeting; provided, however, that failure to receive such notice shall not invalidate proceedings at such meeting.

Quorum

The presence of a majority of all Participating Members shall constitute a quorum at any regular annual or special meeting.

Voting

Only Participating Members may vote on the affairs of the Association. Each Participating Member shall be entitled to one voting representative which shall be either its Mayor or his or her designee, or its Manager or his or her designee. No person may cast a vote or participate in the affairs of the Association as a representative of more than one participating city or town.

Proxy Voting

Proxy voting is not permitted.

OFFICERS

Qualifications

The Participating Members shall elect five (5) officers, which shall be voting representatives of Participating Members and shall consist of a President, Vice President, Secretary/Treasurer, Member-at-large/Elected and Member-at-large/Appointed. The President and Vice President must be an elected official on the governing body of a Participating Member.

Duties of President

The President shall preside at all meetings of the Association and shall be the chief officer of the Association.

Duties of Vice President

In the absence of the President, the Vice President shall assume the duties and exercise the powers of the President.

Duties of Secretary/Treasurer

The Secretary/Treasurer shall be responsible for the accurate record of proceedings of all meetings of the Association and shall be responsible for submission of an annual financial report. The Board of Directors may delegate one or more of the duties and functions of this office to a staff person or persons.

Member-at-Large/Appointed

The Member-at-Large/Appointed shall be a non-elected appointed chief administrator of a Participating Member.

Member-at-Large/Elected

The Member-at-Large/Elected shall be an elected member of the governing body of a Participating Member.

Vacancies

Should any officer resign or otherwise become ineligible to serve as an officer, the remaining officers may appoint a person with the qualifications required hereby to serve until the next annual meeting.

BOARD OF DIRECTORS

Membership

The business and affairs of the Association shall be managed by a Board of Directors, consisting of five (5) persons, who shall be the officers of the Association, as constituted from time to time, as set forth in Article VIII hereof. No employee of the Association shall be eligible to serve on the Board of Directors.

Powers and Duties

The powers of the Board of Directors shall include the authority to accept property and interests in property and the authority to retain any necessary staff, employer or contractors to accomplish the purpose and objectives of the Association as expressed in the Articles of Incorporation.

Annual Meeting

The annual meeting of the Board of Directors shall be held at the same place and on the same date as the annual meeting of Participating Members and at such time as the Board of Directors shall determine.

Meetings

Meetings of the Board of Directors may be called at any time by the president, vice-president, or by any three members of the Board of Directors, at such time and place as may be designated by those calling such meeting. Written notice of the time and place of every meeting shall be delivered by electronic mail, or by U.S. mail to each member of the Board of Directors at least three days before the date fixed, or given in person or by telephone at least one day before the date fixed. A reasonable effort shall be made to describe the business or purpose of the meeting in the notice; however, unless specifically required by law, neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice for the meeting for business transacted to be valid.

Quorum

A quorum at all meetings of the Board of Directors shall consist of three (3) members, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Board of Directors, but a smaller number may adjourn from time to time without further notice until a quorum is secured.

Action Without a Meeting

Any action required by law to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by a majority of the members of the Board of Directors, which consent may be signed in counterparts.

Participation by Telephone

Any member of the Board of Directors may participate in a meeting of the Board by means of a conference telephone network or similar communications method by which all persons participating in the meeting can hear each other may be conducted. Participation in the manner described in this Section shall constitute presence in person at such meeting, if each person participating in the meeting shall approve the minutes thereof.

Compensation

No member of the Board of Directors shall receive compensation for his or her service on the Board, but may be reimbursed for reasonable expenses incurred in connection with service to the Association, subject to the approval of the Board.

Communication with Membership

The Board of Directors shall cause copies of the minutes and proceedings of Board and membership meetings to be circulated to the membership promptly following such meetings.

COMMITTEES

Committees: Conditions and Existence

All committees shall comply with any conditions imposed by the membership. Such committees shall continue in existence until discontinued by action of the membership.

Advisory Committees

The Association may establish advisory committees as necessary from time to time as determined by the membership upon the recommendation of the Board of Directors.

Meetings

Each committee shall hold meetings at such times and places as they find necessary.

Organization

The membership of each committee shall elect a president and a vice president. Terms of office shall be one year or until the committee's function ceases, whichever is shorter.

EFFECTIVE DATE; AMENDMENT

Effective Date

These Articles shall become effective upon their adoption by the Association and ratification by a majority of the Participating Members thereof.

Amendment of Articles

These Articles may be amended at any regular meeting or a special meeting by two-thirds vote of all Participating Members voting, provided: (1) the proposed amendment shall have first been prepared in writing and submitted to the Participating Members on or before fourteen (14) days prior to the regular or special meeting at which it is to be considered, and (2) written copies of such amendments are distributed to member delegates at the meeting. Such amendments shall go into effect immediately. If, within sixty (60) days after the adoption of any amendment, one-third or more of the Participating Members protest against such amendment, the amendment shall be automatically suspended until the next annual or special meeting, when it may be taken up again for reconsideration and vote as in the first instance.

DISSOLUTION

Procedure

If, at any annual meeting, three-fourths of the total membership of Participating Members vote to dissolve the Association, the Association shall be dissolved within sixty (60) days of the date on which the vote to dissolve was taken.

Financial Settlement

Except as required by law, assets of the Association shall, upon dissolution or final liquidation, be distributed in furtherance of the corporate purpose set forth above as the membership shall determine; and in no case shall such assets be distributed to the members or officers except in payment or reimbursement for expenses which are valid Association obligations.

Adopted on June 13, 1985 in Vail, Colorado.

Amended on August 12, 1988 in Breckenridge, Colorado.

Amended on August 27, 2004 in Snowmass Village, Colorado.

Paul Strong, President