

Riverview Technology Corporation
Minutes of Special Meeting
October 23, 2001

Attendees:

RTC: Tilman Bishop, Robert Bray, Bob Elliott, Wade Haerle, Knute Knudson, Chris Launer, John Newell, Steve Reimer, Pat Tucker and Dan Wilson.

Others: Thea Chase and Nancy McKenna.

Call to Order and Minutes – Pat Tucker . The meeting was convened at 12:40 p.m. The minutes from the Third Quarterly Meeting of September 19, 2001 were unanimously approved as written upon motion by Chris Launer, seconded by Tilman Bishop.

Financial Report – Thea Chase. There is approximately \$2,000 left in the account, plus the \$150K from the DOE. There are a few invoices to be paid. Pat stated the Memorandum of Understanding between the RTC and the Incubator states that RTC will fund two months of anticipated operating expenses and a check needs to be cut.

Finance Committee Report - Bernie Buescher and Mike Bussey. Neither Bernie nor Mike were present; Pat reported she was unsure as to the status of auditor selection but the insurance has been placed. The Valley Agency was chosen. A review of the policy will be made after a few months of operations. The insurance cost a lot more than was budgeted. Pat stated the bank account has been set up. She and Thea will be working on a more definitive budget based on real numbers and a cash flow projection. Discussion followed regarding the set number agreed to be paid by DOE for services and how to isolate the additional expenses for janitorial, RAD training, etc. and how and when to bill them for this overage.

Governmental Committee Report – Robert Bray. No report to present at this time, he and Knute intend to meet with Donna in the next month; he has no word if a new contractor has been selected yet.

Status Report on Closing – Dan Wilson. The closing has been accomplished, he is waiting on final documents. There will be six sets of signed copies for the permanent files. There is nothing new to report on water and sewer agreement with City. Dan will keep working on the draft document. Obtaining tax free status from the IRS has been delegated to Mike and Bernie. They are working on the 501(c)3 or 4 application. Dan has read the Case on the property tax elimination and feels the case does not hurt our position, we will have to wait for Curtis Belcher's decision in the form of a property tax notice.

Ponds & Wetlands – Tilman Bishop and Dan Wilson. Dan is looking at a proposed lease agreement for the ponds and wetlands. An appraisal must be completed before any dollar figures are proposed. U. S. Fish & Wildlife did not seem to think the backflushing posed a problem for their endangered fish project. Discussion followed on another possible project involving the release and containment of the tamarisk beetle.

Discussion ensued regarding the DOE's occupancy of buildings (#55, #53a, b, and c and #11) without paying for utilities or being in the Lease. Pat will address this with Donna in their next meeting and resolve whether DOE will vacate the buildings or pay for their usage.

Army - John Newell and Dan Wilson. They met with the Army last Thursday and were well received. They want to eventually have ownership of all utilities – no timeframe. The RTC will bill them for services monthly, they are metered separately; effective date should be September 28, 2001.

Oak Ridge - Bob Elliott. Kayenta will become a tenant of the Incubator. RTC will lease the equipment they want at \$414 per month amortized over a 5 year period, with a buy-out after years 1, 2 and 3. Dan asked for direction regarding insurance possibly based on remaining amount of the lease or replacement value of the equipment (\$22K) since they are a start-up. Kayenta has submitted an application for tenancy (in Building #54) and Thea received approval from the WCBDC Executive Committee to charge them 50% of Incubator rate. Discussion followed regarding contamination potential and the requirements which other tenants have to meet, i.e., credit check, \$1M liability insurance, etc. Bob was directed to present Kayenta with the proposal of buying the equipment instead of leasing, thereby resolving the insurance issue.

Lease, WCBDC – Chris Launer and Thea Chase. They have not gotten this done but will begin working on it again next week.

Railroad Access – Wade Haerle and Thea Chase. RTC's application for the transfer of leases for parking lots and pedestrian crossways has been received by the Railroad. There is documentation for Pat to sign regarding the Assignment from Wastren to RTC regarding the parking lots. The pedestrian crossways are being treated in two separate leases with a one-time fee of \$5K each. In the past, the two walkways were covered under one lease at a cost to DOE of \$100 per year. Thea had a conversation with Lisa Sharp of Wastren who had gotten in touch with the Railroad. The Rule regarding pedestrian crossings was enacted last year and they are treating this as a new lease. There is no way to get around paying the \$5K for each pedestrian walkway. The only other option is get DOE to keep the existing lease @ \$100 per year. Ultimately, the RTC wants ownership of the pedestrian walkways in case the DOE pulls out. Discussion continued as to whether the RTC pays the \$10K for the new lease and bills the DOE back, or ask them to continue the existing lease. It was decided to go forward with transmittal to the Railroad on the parking lots and ask DOE to maintain the pedestrian lease. Wade reported there was no action to be taken on the two way road railroad access issue at this time.

Utilities Status – Bob Elliott and Pat Tucker. Pat reported that a meeting had been held with Xcel regarding the maintenance agreement and upgrade of equipment at the site. Bob reported there is a different option made known to us by B & B Electric in terms of upgrading service which costs about half of what was originally anticipated (\$20-25K for gas and \$40-50K for electrical utility upgrades). In the meantime, Xcel wants \$4K per month to be on standby until the system is upgraded. The DOE could be without power for 72 hours if the transformer goes out. Pat has asked Donna for direction as to whether DOE wants to take the risk of being without power or for the standby service; no response has been received yet. The DOE is restricted from paying for a utility infrastructure upgrade. Discussion followed as to how the RTC could

pass the \$4K per month onto the DOE. Fred from Xcel will be putting together a construction proposal for the upgrade and a maintenance contract. There was also a requirement of a 90 day security deposit, but hopefully the RTC will be seen as part of the City and not be required to do this.

Personal Property – Bob Elliott and Tilman Bishop. Quite a bit of the equipment in Building #3022 has been given away to organizations; School Districts #51 and Plateau Valley, Partners, Mesa State College, UTEC, Hilltop, etc. An auction of the more valuable items left is still being considered once the non-profits have taken all they need.

Property Management Status – Thea Chase. The WCBDC has contracts in place for janitorial, yards and grounds, elevator, and trash pickup. Numbers have been gathered for roof repairs which are going to be expensive. Thea stated she needed to get with the Property Management Committee to determine direction. Ken Short, the Maintenance Technician, has winterized the compound and performed other seasonal maintenance and is working quite well with DOE.

NEW BUSINESS.

Investment of Surplus Funds was delegated to the Finance Committee.

Nominating Committee. There was discussion regarding member's terms; Pat had a copy of the Articles of Incorporation. The initial terms for the Board of Directors were :

Craig Little, Tim Carlson, Robert Bray and Wade Haerle end March 1, 2000.

Bob Elliott, Knute Knudson, Jim Richards and Pat Tucker end March 1, 2001.

Tilman Bishop, Bernie Buescher and Chris Launer end March 1, 2002.

Thereafter, all terms shall be three years. According to the Bylaws, Directors may serve two consecutive terms, take a one year hiatus, and then serve two more consecutive terms. Thea and Nancy were directed to research the prior Meetings' Minutes for appointment and term information.

It was decided that Chris, Bernie and Pat would act as the Nominating Committee and need to come up with at least 4 people for nomination. Discussion followed regarding changing the election terms to be at year end versus March, or reflect the fiscal year end of September 30th.

Closing Celebration. It was Pat's idea to have a private celebration for the Directors. Janet Terry felt that a public party should also be held. The celebration will be held here at the Incubator and the City staff will take care of inviting the appropriate dignitaries. The Directors party will follow at Pat's home. Be sure to invite Jack Tillman. Pat offered the timeframe of November 6th through 18th.

Next Meeting. Pat tentatively scheduled the next meeting for December 5th.

There being no further business, the meeting was adjourned at 2:30.