

Board/Commission Colorado Springs Public Improvement Corporation (PIC)

Regular Meeting Day and Time As Called

Approximate number of meetings per month _____

Approximate number of hours involved in service by members per month

Detailed list of duties (please list specific duties):

Background

An ordinance submitted to City Council on February 23, 1998 authorized the creation of a nonprofit corporation to be known as the Colorado Springs Public Improvement Corporation as envisioned in the Woodmen Agreement. The Corporation was organized for the purpose of providing public improvements in and around Colorado Springs including, but not limited to, the design, acquisition, construction, financing, operation, and maintenance of the public improvements. The Corporation has the authority to issue bonds and receive revenue for the purpose of construction of such public improvements.

The Articles of Incorporation provide that City Council may appoint the directors of the Corporation and the Council may remove directors of the Corporation without cause. The Bylaws of the Corporation provide the five directors with skills and experience in the following areas:

- Finance
- Real estate development and/or construction
- Engineering

In addition, one director will be a City employee and one director will be from the citizenry at large.

Registered Office and Agent: The address of the initial registered office of the corporation is c/o R. S. Wells Corporation, Fiddler's Green Center, Bldg. #1, 6399 South Fiddler's Green Circle, #102, Greenwood Village, CO 80111-4974. The name of the initial registered agent at such address is **Ray S. Wells**.

Residency Requirement: Each director must be a resident of the City of Colorado Springs.

Age Requirement: 18 years of age or older

Terms of Office: Of the first Board of Directors, two shall be appointed for two years and three shall be appointed for four years. Any director may be reappointed, provided no director shall serve more than two successive four-year terms.

Meeting Locations: Meetings are held at members' business locations throughout the city.

DUTIES:

1. As an advisory body to City Council, the PIC Board of Directors holds periodic meetings to review recent issues and take actions as warranted.
2. Be available to review documents and/or participate in telephone conference calls.
3. Attend occasional City Council meetings regarding pertinent presentations and special Interest of the Public Improvement Corporation.

BYLAWS
OF
COLORADO SPRINGS
PUBLIC IMPROVEMENTS CORPORATION

ARTICLE I
OFFICES AND AGENTS

1.01 Principle Office. The principal office of the Corporation may be located within or without the State of Colorado, as designated by the Board of Directors. Until any such designation, the principal office of the Corporation shall be located at c/o R.S. Wells Corp., 6040 Greenwood Plaza Blvd., Suite 120, Greenwood Village, Colorado 80111-4801. The Corporation may have other offices and places of business at such places within or without the State of Colorado as shall be determined by the directors.

1.02 Registered Office. The registered office of the Corporation required by the Colorado Nonprofit Corporation Act (the "Act") must be maintained in the State of Colorado and may be, but need not be, identical with the principal office if located in Colorado. The address of the registered office of the Corporation may be changed from time to time as provided in the Act.

1.03 Register Agent. The Corporation shall maintain a registered agent in Colorado as required by the Act. Such agent may be changed from time to time as provided in the Act.

ARTICLE II
STATEMENT OF PURPOSE

The purposes for which the Corporation is formed are set forth in the Articles of Incorporation. The Corporation shall adhere to the purposes set forth in the Articles of Incorporation, and shall not deviate from such purposes.

ARTICLE III
MEMBERSHIP

The Corporation shall have no members.

(c) Federal tax exempt obligations of the corporation shall be issued only in full compliance with applicable federal and state law, and the corporation shall take all such action as is reasonably necessary to comply with such procedures and laws for the issuance of federal tax exempt obligations.

(d) The corporation shall grant to the City of Colorado Springs, Colorado, all rights and powers reasonably necessary with respect to ownership and possession of property of the corporation financed with federal tax exempt obligations to cause such federal tax exempt obligations and the corporation to comply with applicable federal law, including the right to approve obligations of the corporation prior to their issuance.

(e) The corporation shall be managed at all times with policies and practices that provide for equal rights, privileges and opportunities to any person regardless of race, sex, religion or national origin.

SEVENTH: Registered Office and Agent. The address of the initial registered office of the corporation is c/o R.S. Wells Corp., 6040 Greenwood Plaza Blvd., Suite 120, Greenwood Village, Colorado 80111-4801. The name of its initial registered agent at such address is Ray S. Wells.

EIGHTH: Officers and Directors.

(a) **Board of Directors.** The management of affairs of the corporation shall be vested in a Board of Directors, except as otherwise provided in the Colorado Nonprofit Corporation Act, these articles of incorporation or the bylaws of the corporation. There shall be five directors, all of the same class and each a resident of the City of Colorado Springs. The initial Board shall be appointed by the City Council of the City of Colorado Springs, Colorado. Any vacancy occurring in the Board of Directors shall be filled by an appointee of the City Council of the City of Colorado Springs, Colorado. The City Council of Colorado Springs, Colorado, shall have to remove, with or without cause, any director of the corporation.

(b) **Officers.** The officers of the corporation shall be as required by law and shall be appointed by and serve at the pleasure of the Board of Directors.

(c) **Liability of Directors.** No director shall be personally liable to the corporation for monetary damages for any breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit such director's liability to the corporation for monetary damages for the following: (1) any breach of such director's duty of loyalty to the corporation, (2) any of such director's acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) acts specified in Section 7-24-111, C.R.C. as it now exists or hereafter may be amended (regarding a director's assent to or participation in the making of any loan by the corporation to any director or officer of the corporation), or (4) any transaction from which such director derived an improper personal benefit. If the Colorado Nonprofit Corporation Act hereafter is amended to authorize the further elimination or limitation

4.04 Resignation: Removal.

(a) **Resignation.** Any director may resign at any time by giving written notice to the Chairperson of the Board 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.

(b) **Removal of Directors.** Directors may be removed by the City Council of the City of Colorado Springs, Colorado in its sole discretion with or without cause.

(c) The City Council of the City of Colorado Springs, Colorado shall appoint a director to serve the remaining term of any director who resigns, it removed, or dies while holding office.

4.05 Compensation of Directors. No compensation shall be paid to directors for their services as such, but directors may be reimbursed for actual expenses incurred by them in the performance of their duties. Nothing herein shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor. Compensation of directors shall be limited as provided in the Articles of Incorporation and the Colorado Nonprofit Corporation Act.

**ARTICLE V
MEETINGS OF THE BOARD**

5.01 Place of Meetings. The annual, regular, or special meetings of the Board of Directors or any committee designated by the Board shall be held at the principal office of the Corporation or at any other place within or without the State of Colorado that the Board of Directors or any such committee, as the case may be, may designate from time to time.

5.02 Annual Meeting. Unless otherwise determined by the Board of Directors, the annual meeting of the directors shall be the first meeting of each calendar year as determined by the Board of Directors. The annual meeting of directors shall be held for transacting such business as may come before the meeting.

5.03 Regular Meetings. In addition to the annual meeting, regular meetings of the Board of Directors or any committee designed by the Board shall be held at such time and place as the Board of Directors or any such committee, as the case may be, may designate from time to time by resolution.

5.04 Special Meetings. Special meetings of the Board of Directors or any committee designated by the Board may be called at any time by the Chairperson of the Board of Directors, and shall be called by the Chairperson of the Board of Directors upon receipt of the written request of two (2) of the directors. In addition, the chairperson of any committee designated by the Board may call a special meeting of such committee at any time and shall call a special meeting of such committee upon receipt of the written request of a majority of the members of such committee.

5.09 Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors or any committee designated by the Board at which action on any corporate matter is taken shall be deemed to have assented to the action taken unless his or her dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the 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.

5.10 Chairperson of the Board: Chairperson Elect.

(a) The members of the Board of Directors has the authority to elect a director to serve as Chairperson of the Board of Directors. The term of office of the Chairperson of the Board shall be one (1) year following election at the annual meeting, except as may otherwise be provided by the Board of Directors. The Chairperson of the Board shall preside as chairperson at all meetings of the Board of Directors. In addition, he or she shall have such other duties as the Board may prescribe.

(b) The Board of Directors has the authority to elect a Chairperson Elect of the Board of Directors who shall succeed to the position of Chairperson of the Board upon the expiration of the Chairperson's term in office. If the Chairperson of the Board is absent or unable to act the Chairperson Elect shall temporarily act in his or her place and, in addition, shall have such other duties as the Board may prescribe.

5.11 Committees.

(a) **General Committees.** The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees each of which shall consist of two (2) or more directors, which committees, to the extent provided in the resolution, the Articles of Incorporation, or these Bylaws, shall have all the authority of the Board of Directors, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing these Bylaws; electing, appointing, or removing any member of such committee or any officer or director of the Corporation; amending the Articles of Incorporation; restating the Articles of Incorporations; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon him by law. If any such delegation of authority of the Board of Directors is made as provided herein, all references to the Board of Directors contained in these Bylaws, the Articles of Incorporation, the Act, or any other applicable law or regulation relating to the authority so delegated, shall be deemed to refer to such committee.

(b) **Advisory Committee.** The Board of Directors, by resolution adopted by a majority of the directors, may create an Advisory Committee of the Corporation, the purpose of which committee is to render advice to the Board of Directors from time to time at the request of the Board. The Advisory Committee shall consist of individuals serving as volunteers who support the goals and purposes of the Corporation and desire to provide advice, encouragement, and support to the Corporation. Individuals shall be invited to

serve on, and shall be appointed to, the Advisory Committee by action of the Board of Directors. The Board of Directors, by majority vote, shall choose a director to serve as chairperson of the Advisory Committee. The Advisory Committee shall hold meetings as determined by the Board of Directors. Members of the Advisory Committee shall be under no obligation to contribute money, services, or time to the Corporation, but are free to do so if desired. Members of the Advisory Committee shall have no voting rights or other rights to manage any affairs of the Corporation, nor shall they have any rights to any assets, funds, or property owned by the Corporation, and shall not be entitled to receive any assets, funds, or property of the Corporation upon its dissolution.

5.12 **Informal Action by Directors.** Any action required or permitted to be taken at a meeting of the directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject thereof. Such consent shall have the same force and effect as a unanimous vote of the directors and may be stated as such in any articles or documents filed with the Secretary of State of Colorado under the Act.

5.13 **Telephonic Meetings.** Members of the Board of Directors or any committee designated by the Board may participate in any annual, regular, or special meeting of the Board or committee by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

ARTICLE VI **OFFICERS**

6.01 **General.** The officers of the Corporation shall consist of a Chairperson of the Board (president), a vice-president, a secretary, and a treasurer. In addition, one or more vice-presidents, a Chairperson Elect of the Board of Directors, and such other officers, assistant officers, agents and employees that the Board of Directors may from time to time deem necessary may be elected or appointed by the Board of Directors in any manner prescribed by the Board consistent with these Bylaws. Two or more offices may be held by the same person, except that one person shall not at the time hold the offices of Chairperson of the Board and secretary or the offices of Chairperson of the Board and Chairperson Elect of the Board. All officers of the Corporation shall be natural persons of age eighteen (18) years or older. Officers of the Corporation need not be residents of Colorado.

6.02 **Election and Term of Office.** The officers of the Corporation (other than the Chairperson of the Board if a Chairperson Elect has been previously elected to succeed him) shall be elected for a one year term at the annual meeting by the Board of Directors. Officers shall hold office until their successors are chosen and have qualified unless they are sooner removed from office as provided in these Bylaws.

6.03 Resignation and Removal. Any officer of the Corporation may resign from his or her office at any time by giving written notice to the Chairperson of the Board 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. Resignation of an office by a member of the Board of Directors shall not create a vacancy on the Board of Directors unless the director has also resigned from the Board. Any officer or agent of the Corporation may be removed by the Board of Directors whenever in its judgement the best interests of the Corporation may be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or an agent shall not of itself create contract rights.

6.04 Vacancies. When a vacancy occurs in one of the offices of the Corporation by reason of death, resignation or otherwise, it shall be filled by a resolution of the Board of Directors. The officer so selected shall hold office until his or her successor is chosen and qualified.

6.05 Salaries. Unless otherwise determine by the Board of Directors, officers of the Corporation shall serve without compensation. The salaries of other agents and employees of the Corporation may be fixed by the Board of Directors, or by any committee designated by the Board, or by any officer to whom that function has been delegated by the Board.

6.06 General Duties. All officers and agents of the Corporation, as between themselves and the Corporation, shall have such authority and shall perform such duties in the management of the Corporation as may be provided in these Bylaws or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws. In all cases where the duties of any officer, agent, or employee are not prescribed by the Bylaws or by the Board of Directors, such officer, agent or employee shall follow the orders and instructions of the Chairperson of the Board.

6.07 Chairperson of the Board (President). The Chairperson of the Board (president) shall be the chief executive officer of the Corporation and shall have general supervision of the business and activities of the Corporation. At each annual meeting of the directors, the Chairperson of the Board shall give a report of the business and activities of the Corporation for the preceding fiscal year and shall perform whatever other duties the Board of Directors may from time to time prescribe.

6.08 Vice-Presidents. Each vice-president shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the Chairperson of the Board may from time to time delegate thereto. At the request of the Chairperson, in the case of the Chairperson's absence or inability to act, any vice-president may temporarily act in his or her place. In the case of the death of the Chairperson, or in the case of his or her absence or inability to act without having designated a vice-president or vice-president's to act temporarily in his or her place, the Board of Directors, by resolution, may designate a vice-president or vice-presidents to perform the duties of the Chairperson. If the Corporation has no Chairperson of the Board of Directors, or if the Chairperson is unable to act, the Chairperson Elect, if any, shall exercise such powers and perform such duties. If the Chairperson Elect is unable to so act, all the vice-presidents may exercise such powers and perform such duties.

6.09 Secretary. The secretary shall keep or cause to be kept in books provided for that purpose the minutes of the meetings of the Board of Directors and any committees; shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; shall be custodian of the records and of the seal of the Corporation and see that the seal is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized and in accordance with the provisions of these Bylaws; and, in general, shall perform all duties incident to the office of secretary and such other duties as may, from time to time, be assigned to him by the Board of Directors or by the Chairperson of the Board. In the absence of the secretary or his or her inability to act, the assistant secretaries, if any, shall act with the same powers and shall be subject to the same restrictions as are applicable to the secretary.

6.10 Treasurer. The treasurer shall have custody of corporate funds and securities. The treasurer shall keep full and accurate accounts of receipts and disbursements and shall deposit all corporate monies and other valuable effects in the name and to the credit of the Corporation in the depository or depositories of the Corporation, and shall render an account of his or her transactions as treasurer and of the financial condition of the Corporation to the Chairperson of the Board and/or the Board of Directors upon request. Such power given to the treasurer to deposit and disburse funds shall not, however, preclude any other officer or employee of the Corporation from also depositing and disbursing funds when authorized to do so by the Board of Directors. The treasurer shall, if required by the Board of Directors, give the Corporation a bond in such amount and with such surety or sureties as may be ordered by the Board of Directors for the faithful performance of duties of his or her office. The premiums on such bond may be paid by the Corporation. The treasurer shall have such other powers and perform such other duties as may be from time to time prescribed by the Board of Directors or the Chairperson of the Board. In the absence of the treasurer or his or her inability to act, the assistant treasurers, if any, shall act with the same authority and shall be subject to the same restrictions as are applicable to the treasurer.

6.11 Delegation of Duties. Whenever an officer is absent, or whenever, for any reason, the Board of Directors may deem it desirable, the Board may delegate the powers and duties of an officer to any other officer or officers or to any director or directors.

ARTICLE VII **INDEMNIFICATION**

7.1 Directors and Officers. The Corporation shall indemnify every person who was or is or was threatened to be made a party to any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation, or is or was serving at its request as a director, officer, partner, trustee, employee, or agent of any other corporation or partnership, joint venture, trust, or other enterprise, and his or her personal representatives, against expenses (including attorney's fees), judgements, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, to the full extent permitted by applicable law. Such indemnification may, in the discretion of the board of directors, include advances of his or her expenses in advance of final disposition of such action, suit, or proceeding, subject to the provisions of any applicable statute.

7.2 Employees and Agents. The Corporation, upon resolution of the Board of Directors to do so, may, but is not required to, indemnify and advance expenses to an employee or agent of the Corporation who is not a director or officer to the same extent as a director or officer. Such authority to indemnify and advance expenses may be provided by resolution of the Board of Directors: (a) setting general policy, (b) applicable to specified individuals, or (c) approving a contract containing provisions for such indemnification or advance of expenses, or both, consistent with this Section 7.2, and the Act.

7.3 Applicability. The provisions of this Article shall apply to any person whom the Corporation could have indemnified pursuant to this Article at the time of an act or omission alleged to give rise to liability subject to indemnification, notwithstanding that such person is no longer a director, officer, employee or agent of the Corporation, as the case may be, at the time of the proceeding claiming or alleging such liability. The provisions of this Article shall inure to the benefit of the heirs, executors, administrators and personal representatives of any person whom the Corporation indemnifies pursuant to this Article.

7.3 Non-Exclusivity. The foregoing right of indemnification shall be in addition to any other rights to which a director, officer or other person may be entitled as a matter of law or by agreement or by the Articles of Incorporation.

ARTICLE VIII AMENDMENTS

Except as otherwise required by law, these Bylaws may be amended at any annual or regular meeting of the Board of Directors or at any special meeting called for that purpose, provided that written notice of the proposed amendment shall have been given at least three (3) days prior to such meeting. Any such amendment shall require an affirmative vote of a majority of the members of the Board of Directors present at a duly constituted meeting. Any Director present at a meeting at which an amendment is voted upon shall be deemed to have waived the notice otherwise required by this section.

ARTICLE IX FISCAL MANAGEMENT

9.01 Fiscal Year. The fiscal year of the Corporation shall be such year as shall be adopted by the Board of Directors.

9.02 Books and Accounts. The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of the Board of Directors and any committees having any of the authority of the Board. All such books and records shall be kept at the principal office of the Corporation unless the Board of Directors, by resolution, determines otherwise, subject to any requirements of law. All books and records of the Corporation may be inspected by any director or his or her agent or attorney for any proper purpose at any reasonable time.

9.03 Auditing and Reports. An annual report of affairs of the Corporation for the previous fiscal year shall be submitted to the Board of Directors at each annual meeting, and filed with the secretary of the Corporation. The books and records of the Corporation

may be audited at the expense of the Corporation at such times as may be designated by the Board of Directors.

9.04 Checks and Endorsements. All checks and drafts upon the funds or credit of the Corporation in any of its depositories shall be signed by two directors, or such officers or agents as shall from time to time be determined by resolution of the Board of Directors, but in no event shall fewer than two signatures be required. All checks, notes, bills receivable, trade acceptance, drafts, and other evidences of indebtedness payable to the Corporation shall, for the purpose of deposit, discount or collection, be endorsed by such officer(s) or agent(s) of the Corporation or in such manner as shall from time to time be determined by resolution of the Board of Directors. The Board of Directors may provide for the use of facsimile signatures under specified conditions for any of the foregoing purposes.

9.05 Execution of Instruments. The Chairperson of the Board shall have power to execute on behalf and in the name of the Corporation and deed, contract, bond, debenture, note or other obligations or evidences of indebtedness, or proxy, or other instrument requiring the signature of an officer of the Corporation, except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation in any way, to pledge its credit or to render it liable pecuniary for any purpose or in any amount.

9.06 Fidelity Bonds. The Board of Directors may require that officers and employees of the Corporation having custody or control of corporate funds furnish adequate fidelity bonds. The premium on such bonds may be paid by the Corporation.

ARTICLE X CORPORATE SEAL

The corporate seal shall be in such form as shall be approved by resolution of the Board of Directors. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. The impression of the seal may be made and attested by either the secretary or an assistant secretary for the authentication of contracts or other documents or instruments requiring the seal.

ARTICLE XI
MISCELLANEOUS PROVISIONS

11.01 The headings throughout these Bylaws are for convenience and reference only and shall in no way be deemed to define, limit or add to the meaning of any provision hereof.

11.02 Unless the context clearly indicated otherwise, throughout these Bylaws words used in the singular include the plural, the plural includes the singular, the feminine includes the masculine, the masculine includes the feminine, and the neuter gender includes both the feminine and the masculine.

CERTIFICATE

I, _____, hereby certify that I am Secretary of Colorado Springs Public Improvements Corporation and that the foregoing Bylaws of the Corporation were duly adopted by the Board of Directors of the Corporation on the ____ day of _____, 1998 and approved by the City Council of the City of Colorado Springs, Colorado on the ____ day of _____, 1998.

Secretary