TOWN COUNCIL STUDY SESSION AGENDA
May 22, 2023
5:00 PM

I. Study Session Items

1. Operation of Golf Cars on Public Town Roadways Ordinance - Wynn/Williams/Tsurapas - 30 minutes
2. Snow Operations Season Debrief - Williams/Gilbert/Borzillo - 30 minutes
3. Municipal Code 13.10.090 - Utilities Ordinance Amendment Discussion - Fussa/Matthews/Nerger - 15 minutes
4. Holiday/Decorative Lighting Discussion - Matthews/Fussa - 15 minutes
5. Greater Parker Foundation Overview - Kivela - 1 hour

II. Staff Updates

III. Town Council Updates/Items

IV. Study Session Follow-Up Items to Council

These items are not intended for discussion, but are another resource to provide follow-up information to the Town Council and public.

1. April 2023 Contracts Memo - Engineering and Public Works

MEMORANDUM

TO:	Honorable Mayor and Councilmembers
FROM:	Jamie Wynn, Deputy Town Attorney Tom Williams, Director Eng/PW Jim Tsurapas, Chief of Police
DATE:	May 22, 2023
SUBJECT:	Operation of Golf Cars on Public Town Roadways Ordinance

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ISSUE:

For Town Council discussions regarding an addition to the Parker Municipal Code based on prior Town Council direction for a draft ordinance regarding the operation of golf cars on public Town roadways as well as recommended related updates to the Code based on the drafted addition.

FISCAL/BUDGET IMPACT:

Staff time and expenses related to the inspection and permitting process and costs of materials for the issuance of permits, that may be offset, in part, by fees charged for the inspection and permitting process.

BACKGROUND:

On April 10, 2023, staff appeared before Town Council at a study session based on a citizen inquiry regarding the use of golf cars on Town roadways. As a result of this discussion, Town Council directed staff to draft an ordinance regarding the operation of golf cars on public Town roadways and return to a future study session to obtain Town Council input regarding the draft ordinance.

Staff, having reviewed various ordinances for other Colorado municipalities related to the operation of golf cars on municipal roadways, as well as in discussion about specific safety concerns in the Town itself, has completed a draft ordinance with the recommended considerations should the Town Council direct staff to move forward with placing the draft ordinance on a future Town Council agenda. In drafting the ordinance, staff also recognized other Code provisions that would need to be updated for consistency with the potential newly drafted addition to the Code.

RECOMMENDATION:

For Town Council discussion and direction.

REQUESTED DIRECTION:

For Town Council discussion and direction on whether to move forward with the drafted ordinance and related updates to the provisions of the Parker Municipal Code.

ATTACHMENT:

1. DRAFT Golf Car Use on Town of Parker Roadways Map
2. Draft Town Golf Cars Proposed Ordinance Updates

Golf Car Use on Town of Parker Roadways

Compark
Cottonwood
Crown Point
Stonegate
Challenger Park Estates
Rec Center
Clarke Farms
Bradbury Ranch
Regency
Auburn Hills
Jordan Crossing
Heirloom
Antelope Heights
Horse Creek
Salisbury Park
Horseshoe Ridge
Country Meadows
Pine Bluffs
Parker North
Parker Vista
Hidden River
Idyllwilde
Rowley Downs
Saddlebrook Farm
Quail Creek
Canterberry Crossing
Anthology
Stroh Ranch
Robinson Ranch
Looking Glass
Meadowlark
Trails at Crowfoot

GRASSLANDS DR
UPLAND DR
PRAIRIE TRAIL DR
CHAMBERS RD
COMPARK BLVD
BELFORD AVE
SANDREED CIR
ACER DR
COTTONWOOD DR
LANCELEAF ST
PARKERHOUSE RD
E470
PARKER RD
VALLEY HI DR
PONDEROSA AVE
COTTONWOOD WAY
BROMPTON WAY
KINGSFONT WAY
CROWN CREST BLVD
SILVERADO DR
CARLSON DR
PINE LN
WINTERGREEN PKWY
RECREATION DR
CHALLENGER PARK
VILLAGE CENTER DR
JORDAN RD
PONDEROSA DR
LINCOLN AVE
TWENTY MILE RD
PROGRESS LN
DRANSFELD RD
MOUNTAIN MAN DR
PARKER RD
PARKGLENN WAY
PLAZA DR
CROWSHOE DR
PROGRESS WAY
LONGS WAY
CLARKE RD
PONY EXPRESS DR
PINE DR
SUMMERSET LN
CROSSROADS DR
VICTORIAN DR
PILGRIMS PL
PIKES PEAK AVE
PIKES PEAK DR
PACE CENTER DR
TORREYS PEAK DR
QUAIL CREEK DR
MAINSTREET
E PARKER RD
STONEHENGE PKWY
MELLOW PARK DR
OMAHA AVE
SEBERT CIR
RODEO CIR
PARKER SQUARE DR
SOLAR CIR
HILLTOP RD
TALLMAN DR
RIVA RIDGE DR
CANTERBERRY PKWY
CANTERBERRY TRL
CLUB DR
CLUBHOUSE DR
SKYLINE RIDGE DR
COCKRIEL DR
NATE DR
J MORGAN BLVD
CLARKE FARMS DR
MAINSTREET
NEW TOWNE PKWY
AUBURN ST DR
BRADBURY RANCH DR
BRADBURY PKWY
NEWLIN GULCH BLVD
EARLY IRIS DR
TODD DR
MOSSENBOCKER RD
CHAMBERS RD
HEIRLOOM PKWY
DOUBLE ANGEL RD
ELAND AVE
PRAIRIE GOAT LN
STORM VIEW DR
RED SKY DR
PRAIRIE WIND LN
GREAT PLAINS WAY
FIREFLY LN
HESS RD
PARDEE ST
TRIBLE CROWN DR
FRENCH CREEK AVE
KEYSER CREEK AVE
STROH RD
PARKER RD
JENSLOW PKWY
SPIRIT TRAIL BLVD
CHAMBERS RD
CROWFOOT VALLEY RD
BAYOU GULCH RD
N PINERY PKWY

DISCLAIMER: Golf car(t) restrictions and allowed use on Town of Parker roadways will change over time as per new development, roadway widening, changes in speed limits, intersection signal additions or changes, and other roadway operational improvements. ANY AND ALL DATA shown or depicted on this map is for visual representation only and may not be accurate.

It is the sole responsibility of the golf car(t) operator to read, understand, and fully comply with Town ordinance #xxx.xxxx (link)

Golf Car Restrictions and Allowed Use

- NO GOLF CARS - HIGHWAY BY OTHERS
- NO GOLF CARS - ARTERIAL ROADWAY - NO GOLF CARS REGARDLESS OF SPEED LIMIT
- NO GOLF CARS - ROADWAY RESTRICTED REGARDLESS OF SPEED LIMIT FOR SAFETY REASONS
- GOLF CARS ALLOWED - RESIDENTIAL COLLECTOR WITH SPEED LIMIT 35 OR LESS
- GOLF CARS ALLOWED - LOCAL OR RESIDENTIAL ROADWAY WITH SPEED LIMIT 35 OR LESS
- ROADWAY BY OTHERS
- PARKER TOWN BOUNDARY

N W E S

0 0.5 1 Mile

Map Update: May 10, 2023

7.03.025 – Operation of golf cars on public Town roadways

(1) For purposes of this Section, *golf car* shall mean a self-propelled vehicle not designed primarily for operation on roadways and that has: (a) a design speed of less than twenty (20) miles per hour; (b) at least three (3) wheels in contact with the ground; (c) an empty weight of not more than one thousand three hundred (1300) pounds; and (d) a carrying capacity of not more than four (4) persons.

(2) Unless specifically authorized in this Municipal Code, golf cars are not allowed on any Town roadway, sidewalk, park land, trail, or any other public property. Golf cars shall only be allowed if in compliance with the provisions set forth in this Municipal Code and, when applicable, only after issuance of the appropriate permit(s) pursuant to the provisions of this Municipal Code.

(3) Any person driving a golf car on public roadways where such use is permitted in this Chapter shall be subject to all of the duties and penalties applicable to the driver of a motor vehicle as set forth in this Municipal Code and applicable state statutes, except those provisions that by their very nature, can have no application. Said operators shall also comply with the provisions of this Chapter and shall comply with any other applicable Municipal Code provisions regulating the operation of golf cars.

(4) Golf cars will be allowed on the roadways of the Town with the following restrictions:

(i) Golf cars shall be prohibited from traveling on public Town roadways with a speed in excess of thirty five (35) miles per hour and, unless otherwise restricted, may only be used on public Town roadways with speeds of thirty five (35) miles per hour or less.

(ii) Golf cars shall be prohibited from traveling on roadways that have four or more total lanes, with the exception of Canterberry Parkway.

(iii) Golf cars shall not be driven upon any private roadways without express permission of the owner of such private roadway.

(iv) Golf cars shall not be driven upon any roadways located within the Town, but owned or maintained by the County or State, unless such use is specifically authorized by County or State laws.

(v) Golf cars shall be prohibited from traveling on any roadway that is not a residential roadway.

(a) For purposes of this Section, a *residential roadway* is defined as a public street or road that primarily serves local traffic and provides access to homes, schools and parks within a residential neighborhood.

(vi) In addition to any restrictions otherwise included in this Section, golf cars shall not be permitted to travel on any roadways specifically designated on the Town of Parker Map of Prohibited Roadways for Golf Car Use, which is located on the Town of Parker's website.

(vii) A golf car may be operated to directly cross a Town roadway that has a speed limit greater than thirty five (35) miles per hour at an at grade crossing to continue

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traveling along a roadway with a speed limit equal to or less than thirty five (35) miles per hour provided that such crossing occurs only at an intersection equipped with traffic signals and such crossing shall take place only at such time when motor vehicle traffic may legally cross and it is safe for the golf car to cross. No golf cars are permitted at any time on state highways or limited access highways.

(viii) Golf car drivers must obey all traffic laws and parking regulations otherwise applicable to motor vehicles, including, if applicable, emissions inspections.

(5) All golf cars used on the Town's roadways shall have the following operational equipment:

(i) Head lamps;

(ii) Front and rear turn signals;

(iii) Tail lamps;

(iv) Stop lamps;

(v) Reflect reflectors – one red on each side as far to the rear as practicable and one red reflector on the rear of the golf car;

(vi) An exterior mirror mounted on the driver's side of the vehicle or an interior mirror, such mirrors shall provide a free an unobstructed view of the roadway for a distance of at least two hundred feet to the rear of the golf car;

(vii) Windshield;

(viii) Seat belts (type one or two) at all seat positions;

(ix) Parking brake;

(x) Horn or warning device;

(xi) Slow-moving vehicle emblem per Model Traffic Code, Section 234; and

(xii) Parker golf car permit sticker on the rear.

(6) Golf cars shall be driven in the right-hand lane. When being overtaken by another vehicle, golf cars shall be driven as close to the right-hand side of the roadway as practicable. Where a bicycle lane or paved shoulder suitable for bicycle riding is present, persons operating golf cars shall drive in the bicycle lane or paved shoulder, except under the following circumstances:

(i) When overtaking and passing a bicycle or vehicle proceeding in the same direction;

(ii) When preparing for a left turn at an intersection or into a private road or driveway; or

(iii) When reasonably necessary to avoid hazardous conditions, including, but not limited to, fixed or moving objects, parked or moving vehicles, pedestrians, or animals.

(7) Permits required.

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(i) Golf Car Vehicle Permit. Prior to use on Town roadways, a golf car shall be inspected for safety and required equipment by the Parker Police Department every three years and shall have a valid and current Parker Police Department issued permit sticker located on the rear of the golf car. This permit is specific only for the use of golf cars as explicitly authorized in this Section 7.03.025.

(ii) Golf car drivers must provide proof of a currently valid unencumbered driver's license and complying insurance at the time of permitting and at all times when operating the golf car on Town roadways.

(a) The insurance must be consistent with the Motor Vehicle Insurance limits required by Colorado Statute, and must specifically cover the use of the golf car on roadways.

(iii) Fees for the inspection and Town permit shall be established by Town Council resolution.

(8) Unauthorized use of golf cars.

(i) Any person without a currently valid unencumbered driver's license may not operate a golf car.

(ii) Golf cars shall not be operated between sunset and sunrise, or at any time when, due to insufficient lights or unfavorable atmospheric conditions, persons and vehicles on the roadway are not clearly discernable at a distance of one thousand (1000) feet ahead.

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7.03.020 - Restrictions on use.

(a) It is unlawful for any person to operate any licensed or unlicensed motor vehicle or recreational vehicle, whether registered or unregistered, in any of the following places, unless the property is posted for the specific use of motor vehicles and recreational vehicles as a recreational area:

(1) On any public property within the corporate limits of the Town, unless such operation is specifically authorized by the Town Administrator or designee, as part of a community event under Chapter 10.08 of this Code, or by the Town Council by resolution. This provision is not intended to prevent the operation of motorized vehicles on these properties by a Town, special district, metropolitan district or homeowners/business owners association employee or agent for the purpose of maintaining, repairing or patrolling the properties;

(2) On any property located within the Town and owned or maintained by the County, except upon roadways specifically designated for the operation of motor vehicles, unless such operation is specifically authorized by the County Commissioners or their designee and a **County-issued** permit has been obtained therefor;

(3) On any park land or other property located within the Town and owned or maintained by any recreation or park district, or by any metropolitan district or special district, or homeowners/business owners association, except upon roadways specifically designated for the operation of **the specific type of** ~~**motor**~~ vehicles, unless such operation is specifically authorized by the executive director or association president, or ~~**his or her**~~ **their** designee, and a permit **related to the specific type of vehicle and the specific use** has been obtained **from the proper entity** therefor;

(4) On any property or other property located within the Town and owned or maintained by a school district or any college or university, except upon roadways specifically designated for the operation of motor vehicles, except where such operation is specifically authorized by the superintendent or chief executive officer of the school or school district or his or her designee and a permit has been obtained therefor. This prohibition shall not apply to the movement of school buses or other vehicles duly authorized to be operated or moved in or upon any school grounds;

(5) On any railroad right-of-way;

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(6) On any private property within the Town, except by the property owner only, unless the property is conspicuously posted at least every two hundred fifty (250) feet designating the property as a motor vehicle and recreational vehicle area or park. The Town Administrator or designee may issue a permit for such use and may set out rules and regulations for the usage that may be in the best interest of the health, safety and welfare of the users and the citizens of the Town. The permit shall set forth the effective date of the use, hours of the use, the name of the property owner or his or her agent, and any specific conditions attached to the permit. A copy of the order is to be delivered to the Police Department prior to the effective date of the authorization, together with a telephone number where the property owner or his or her agent may be reached on a twenty-four-hour basis;

(7) On any other publicly or privately owned parks, ball fields, recreation areas, bike trails, horse trails, lake areas, easements, sidewalks or areas dedicated to or commonly used for pedestrian traffic, unless such operation is specifically authorized by Town Council resolution; provided, however, that a children's play vehicle may be operated on any sidewalk adjacent to private property or sidewalks adjacent to any public street that is not a state highway. This provision is not intended to prevent the operation of motorized vehicles on these properties by an employee or agent of the owner, metropolitan district, special district, or homeowners/business owners association for the purpose of maintaining, repairing or patrolling the properties;

(8) On any gulch, dry creek bed, drainage way or one-hundred-year floodplain within the Town. One-hundred-year floodplain is that area specifically defined by maps and charts located in the Town Planning Department.

(b) Nothing in this Section is intended to prevent the lawful operation of any motor vehicle or recreational vehicle on any public street, highway or alley in accordance with other applicable ordinances of the Town or statutes of the State.

(c) It is unlawful for any person knowingly to allow the use of his or her property in a manner prohibited by this Section or to allow such use without the proper authorization or permit required by this Section. Each day of use in a manner prohibited by this Section or without a proper authorization or permit shall constitute a separate offense.

(Ord. 5.06.42.1 §1, 2020; Ord. 5.06.42 §1, 2018; Ord. 5.06.36 §2, 2012; Ord. 5.06.4 §2(2-22), 1989)

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12.02.100 - Use of motorized vehicles.

(a) It is unlawful for any unauthorized person to operate any motorized vehicle on any park lands, except on designated roadways which are open to public use.

(b) It is unlawful for any unauthorized person to operate a motorized vehicle upon any roadway located upon any park lands which is designated as a "service road."

(c) Exceptions to this Section are only as specifically authorized by a valid permit **related to the use of such vehicles on park lands that is** issued by the Parker Police Department, or as otherwise specifically authorized in this Chapter 12.02 or in Chapter 7.03 of this Code. **Section 7.03.025 of this Municipal Code does not authorize any additional use of golf cars on any park lands, trails, or sidewalks.**

(Ord. 12.03.6 §2, 2021; Ord. 12.03.4 §3, 2004; Ord. 12.03 §1(10), 1989)

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MEMORANDUM

TO:	Honorable Mayor and Councilmembers
FROM:	Tom Williams, Director Eng/PW Jim Gilbert, Deputy Director of Operations Scott Borzillo, Operations Manager, Streets & Stormwater Maintenance
DATE:	May 22, 2023
SUBJECT:	Snow Operations Season Debrief

ISSUE:

The Public Works and Engineering (PW&E) department will present on the 2022/2023 snow season and provide Council with information related to levels of service. Council will have the opportunity to discuss and provide feedback to the department on this subject.

FISCAL/BUDGET IMPACT:

Fiscal impacts are dependant on the direction provided by the Town Council. Snow mitigation budgets may be impacted (increased or decreased) based on the Town Council's discussion and direction. The cost of snow mitigation materials is continuing to increase, and staff believes that, even with current level of service expectations, an increase in this budget moving forward will be necessary.

BACKGROUND:

Over the previous several years, the PW&E department has provided updates and adjustments to our snow mitigation practices. In 2017, Town Council provided direction to adjust the threshold from 10 inches to 6 inches for performing snow plow operations on residential streets. Additionally, a previous discussion with Town Council identified a desire to increase snow mitigation efforts through the use of materials during average events on collector and arterial roadways.

This presentation will provide details to Town Council about snow mitigation priorities, residential plowing and revised operational plan, a review of the 2022-2023 snow season and a quick update on the status of median maintenance.

RECOMMENDATION:

Staff recommends the ability to contract additional snow mitigation resources during average snow events (greater than 2") and increase the amount budgeted for materials in upcoming years.

REQUESTED DIRECTION:

Provide the PW&E department with feedback related to the Town's snow mitigation efforts.

ATTACHMENT:

None

MEMORANDUM

TO:	Honorable Mayor and Councilmembers
FROM:	John Fussa, Community Development Director Bryce Matthews, Assistant Director - Planning Stacey Nerger, Senior Planner
DATE:	May 22, 2023
SUBJECT:	Municipal Code 13.10.090 - Utilities Ordinance Amendment Discussion

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ISSUE:

Staff wishes to discuss proposed amendments to Section 13.10.090, Utilities, of the Parker Municipal Code to refine standards for utility easements.

FISCAL/BUDGET IMPACT:

None.

BACKGROUND:

The Town Council approved Ordinance No. 3.362 on October 17, 2022 to amend Section 13.10.090, Utilities, of the Parker Municipal Code concerning standards for utility easements. Staff has administered the amended standards for utility easements during the past seven (7) months and has had the opportunity to determine how well they work in consultation with applicants. Overall, the amended standards work well in meeting Town goals for utility easements but staff has determined there is a need for revisions to add definitions, improve clarity and refine standards.

The proposed amendments to Section 13.10.090, Utilities, of the Parker Municipal Code are attached for review. Staff will summarize the proposed amendments to utility easement standards at the Study Session.

RECOMMENDATION:

Staff recommends that Town Council provide direction to proceed with the proposed amendments to Section 13.10.090, Utilities, of the Parker Municipal Code.

REQUESTED DIRECTION:

Staff requests Town Council direction regarding the proposed amendments to Section 13.10.090, Utilities, of the Parker Municipal Code.

ATTACHMENT:

1. 13.10.090 Utilties_Redlines_051623

ORDINANCE NO. 3.362, Series of 2023~~2~~

TITLE: A BILL FOR AN ORDINANCE TO AMEND SECTION 13.10.090 OF THE PARKER MUNICIPAL CODE CONCERNING UTILITIES

NOW, THEREFORE, THE TOWN COUNCIL OF THE TOWN OF PARKER, COLORADO, ORDAINS:

Section 1. Section 13.02.010 of the Parker Municipal Code is amended to ~~read~~ add a new defined term as follows:

On-site Utilities and Equipment means all improvements, facilities, equipment and appurtenances for service to the development and/or service to individual lots as part of an approved plat, replat or site plan. Equipment may include, but is not limited to transformers, switchboxes, cabinets and other appurtenances that provide service. Equipment does not include street lights.

Section 2. Section 13.10.090 of the Parker Municipal Code is amended to read as follows:

13.10.090 Utilities.

(a) All O~~o~~n-site U~~u~~tilities and Equipment ~~serving a subdivision or single use~~ shall be placed underground. ~~On-site utilities shall include improvements, facilities, equipment and appurtenances for service to individual lots as part of a plat, replat or site plan.~~ The cost of undergrounding utilities shall be borne by the development.

(b) On-site U~~u~~tilities and Equipment for the provision of service to residential use(s) shall only ~~incorporate~~ utilize side-yard and rear-yard utility easement(s) ~~only~~ for service to individual lots except~~.~~:

(1) Where located in the required shared sidewalk and utility easement adjacent to a local residential street, ~~and~~ not to exceed six (6) feet in width; or

(2) Pocket utility easements no larger than the typical width of an individual residential lot or 50 feet wide (measured from side lot line to side lot line), whichever is less and ten feet in depth (measured from the back/inside of the sidewalk and utility easement); or

(3) When located within tracts for parks, open space and landscape and buffer tracts where equipment is screened by landscaping.

(c) On-site U~~u~~tilities and Equipment for the provision of service to residential use(s) ~~such as pedestals, transformers or other equipment~~ may be placed above ground if located in a rear-yard utility easement only. ~~Said~~ On-site Utilities and ~~elements~~Equipment shall be placed at or near the rear corner where the rear-yard and side-yard utility easements meet to the maximum extent practicable.

(d) On-site U~~u~~tilities and Equipment for the provision of service to nonresidential use(s) ~~such as pedestals, transformers or other equipment~~ may be placed above ground in a rear-yard or side-yard ~~utility easement~~ only.

(1) Where a nonresidential property has three (3) or more frontages on a street and the applicant can demonstrate that a side and/or rear location is not feasible, the Town may consider an above ground location in the front yard adjacent to the street with the lowest Average Daily Traffic (ADT) volume. Equipment shall be set back to the greatest extent practicable from the corner and screened in accordance with the Town-approved plans.

(e) Where the placement of above-ground On-site Utilities and ~~e~~Equipment in the rear-yard, or rear-yard utility easement is infeasible, such ~~elements~~ equipment may be placed above ground in the side-yard, or side-yard utility easement; provided it is located in the side-yard ~~utility easement~~ between the rear of the principal structure and the rear property line. Said ~~elements~~ equipment shall be placed at or near the rear corner where the rear-yard and side-yard ~~utility easements~~ meet to the maximum extent practicable.

(f) Meters and related conduit may be placed above ground if mounted to the principal structure and integrated into the overall building architecture, painted to match the building or screened from view. Meters should be located on the side or rear façade of a building to the greatest extent practicable.

(g) All above-ground equipment visible from Town streets and rights-of-way shall be screened in accordance with a Town-approved ~~landscaping~~ plat, replat or site plan.

(h) Where an applicant is unable to comply with Subsections (a) through (g) above, the applicant may apply to the Town Council for approval of a modification or waiver of the standards, subject to a demonstration that:

(1) There is a hardship related to the exceptional narrowness, shallowness or shape of a specific piece of property, or by reason of exceptional topographic conditions or other extraordinary and exceptional situation or condition of such piece of property; or

(2) The utility has refused to provide service and said decision is upheld by the Colorado Public Utilities Commission.

(i) Street-lights and underground electric service to street-lights are permitted in the front-yard.

(j) All structures and uses, except for temporary uses authorized by this Title, shall be served by public water and sewer facilities.

Section 2. Safety Clause. The Town Council hereby finds, determines and declares that this Ordinance is promulgated under the general police power of the Town of Parker, that it is

promulgated for the health, safety and welfare of the public, and that this Ordinance is necessary for the preservation of health and safety and for the protection of public convenience and welfare. The Town Council further determines that the Ordinance bears a rational relation to the proper legislative object sought to be obtained. The Town Council further finds that the title to this Ordinance was posted in two public places two days before the Town Council meeting, as provided by Section 7.5e. of the Town of Parker Home Rule Charter.

Section 3. Severability. If any clause, sentence, paragraph or part of this Ordinance or the application thereof to any person or circumstances shall for any reason be adjudged by a court of competent jurisdiction invalid, such judgment shall not affect application to other persons or circumstances.

Section 4. This Ordinance shall become effective ten (10) days after final publication.

INTRODUCED AND PASSED ON FIRST READING this _____ day of _____, 2023~~2~~.

_____
Jeff Toborg, Mayor

ATTEST:

_____
Chris Vanderpool, Town Clerk

ADOPTED ON SECOND AND FINAL READING this _____ day of _____, 2023~~2~~.

_____
Jeff Toborg, Mayor

ATTEST:

_____
Chris Vanderpool, Town Clerk

APPROVED AS TO FORM:

_____
Kristin Hoffmann, Town Attorney

MEMORANDUM

TO:	Honorable Mayor and Councilmembers
FROM:	Bryce Matthews, Assistant Director - Planning John Fussa, Community Development Director
DATE:	May 22, 2023
SUBJECT:	Holiday/Decorative Lighting Discussion

ISSUE:

The Town Code currently limits holiday/decorative lighting to being displayed not more than 60 days per year. With new lighting technology that is more permanent, affordable and programmable, businesses are adding permanent decorative/holiday lighting systems that they are using beyond the permitted code timelines. Staff is seeking policy guidance on this issue because the current section of the Land Development Ordinance (LDO) regarding lighting is 25 years old.

FISCAL/BUDGET IMPACT:

N/A

BACKGROUND:

The Town of Parker initially added *Section 13.10.140, Lighting Standards,* to the LDO in 1998 and the Section was last amended in 2003. The purpose of adding lighting standards to the LDO was to reduce light pollution and mitigate the negative impacts of lighting glare and spillover upon adjacent properties.

One of the requirements set forth in the LDO is a requirement to shield light sources (bulbs, luminaires). Over the past few years, the Town has received a number of site plan applications that have requested decorative neon lighting or LED light banding on buildings. The Town has consistently responded that this type of lighting must be shielded so that the light source is not directly visible. The shielding of lights directs the illumination downward or upward on the building.

In addition, the Town allows for non-residential holiday lighting as follows:
Decorative lighting displays, i.e., holiday lights, that do not display a commercial message; provided: (i) that such displays comply with the lighting standards set forth in Section 13.10.140 of this Title; and (ii) that such displays may not be displayed for longer than two (2) consecutive months per year in all zoning districts except such displays are allowed year-round in the Historic Center and Pikes Peak Center design districts of the Greater Downtown District;

With programmable decorative lighting becoming more available and affordable, a number of businesses have added decorative lighting along roof lines, eaves and in trees that are permanent in nature and are not turned off after the current 60-day time limit. Examples of this situation include Richies Car Wash, Coffee Cabin, Casa Mariachi, the large tree at the intersection of Parker Road and Cottonwood Drive as well as other locations throughout Town. In addition, the new technology allows a variety of color changes and movement.

This Town Code does not apply to residential areas regarding holiday lights or 'Jelly Lights'. Residential lighting restrictions, if applicable, are in Homeowners' Association (HOA) covenants and the Hoa's perform enforcement in their communities.

Staff is seeking guidance on this issue because there are a number of local businesses that are utilizing the new lighting technology referenced above resulting in violations of the Town Code for lighting. Staff believes it is appropriate to have a policy discussion about this issue to determine whether the current standards should be retained or they should be amended to be more permissive and allow local businesses greater use of holiday/decorative lighting. Finally, staff is seeking Town Council input in advance of the LDO Modernization Project completion because several local businesses have added lighting that violates the Town Code to their properties recently and this appears to be a trend that will continue in the future.

There are two (2) options in response to the issue summarized above:

1. No Change to Code: Properties that have existing decorative/holiday lights up have already received a letter making them aware of the current standards. The Town would follow up with a notice of violation.
2. Change Policy and Code: If the Town Council supports a more permissive approach, staff will draft a Code amendment with updated standards for holiday/decorative lighting for Council consideration.

If the Town Council directs option #2 above, staff recommends the following:

1. That the Code not allow moving, flashing or strobing lights. This would be similar to the existing sign code. It is understood that moving, flashing and strobing lights can be a distraction to drivers and a significant nuisance to residential uses.
2. Provide standards for the brightness of lights, shielding to mitigate nuisances and their proximity to residential uses.
3. Clarify that additional forms of lighting such as LED and neon are permitted subject to standards.
4. Require Town review of expanded holiday/decorative lighting through a site plan amendment/adjustment (administrative).

RECOMMENDATION:

Staff believes it is appropriate to amend the LDO to allow expanded holiday/decorative lighting subject to standards. Staff requests direction to amend the Code for lighting and, where there is overlap, the Sign Code regarding holiday/decorative lighting. If Town Council supports amending the LDO, staff also requests Council input on the issues that the Code amendment should address.

REQUESTED DIRECTION:

Staff requests Town Council input and direction about amending the LDO to allow greater use of holiday/decorative lighting.

ATTACHMENT:

None

MEMORANDUM

TO: Honorable Mayor and Councilmembers

FROM: Michelle Kivela, Town Manager

DATE: May 22, 2023

SUBJECT: Greater Parker Foundation Overview

ISSUE:
The purpose of this item is to provide background information and an overview on the Greater Parker Foundation (GPF), as well as, review GPF documents.

FISCAL/BUDGET IMPACT:
None at this time.

BACKGROUND:
At the March 3, 2023 Mayor and Council Retreat, staff presented on the Greater Parker Foundation (GPF). At that time, there were several questions regarding the GPF structure and opportunities to further utilize the Foundation for grants and other fundraising activities. Staff would like to review and discuss several GPF documents (attached) and determine any required next steps or actions.

A presentation will be provided at the Study Session providing additional and detailed information.

RECOMMENDATION:
Informational only

REQUESTED DIRECTION:
Informational

ATTACHMENT:
1. Amended and Restated Articles of Incorporation
2. GPF Bylaws
3. GPF/TOP Cooperation Agreement
4. GPF/TOP MOU
5. GPF Board Policy Manual

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GREATER PARKER FOUNDATION

Article I.
Name

The name of the corporation is Greater Parker Foundation.

Article II.
Purposes and Powers

2.01 Purposes.

The corporation is organized and will be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Further, within the meaning of Section 509(a)(3) of the Internal Revenue Code, the corporation is organized and will be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the Town of Parker, a Colorado home rule municipality ("*Parker*").

2.02 Powers.

In furtherance of the corporate purposes and objectives stated above, the corporation will have and may exercise all of the powers conferred upon nonprofit corporations organized under the laws of Colorado and may do everything necessary or convenient to accomplish its purposes and objectives, subject to the restrictions on powers stated below, and to any limitations prescribed by law.

2.03 Restrictions on Powers.

(a) Private Inurement. No part of the net earnings of the corporation will inure to the benefit of or be distributable to any director or officer of the corporation or any other individual, except that reasonable compensation may be paid for services rendered to or for the benefit of the corporation affecting one or more of its purposes. Further, no director or officer of the corporation, or any other individual, may share in any distribution of any of the corporate assets upon dissolution of the corporation or otherwise.

(b) Lobbying and Political Activity. The corporation will not engage in more than an insubstantial amount of activities that consist of carrying on propaganda or attempting to influence legislation. However, if the corporation is eligible to make and has properly made the election for Section 501(h) of the Internal Revenue Code to apply, the corporation may carry on the activities

permitted by Section 501(h), but only to the extent the activities will not result in denial of exemption under Section 501(h). The corporation will not participate or intervene in any political campaign, including the publication or distribution of statements, on behalf of or in opposition to any candidate for public office.

(c) Dissolution. Upon dissolution of the corporation, all of the corporation's assets remaining after payment of or provision for all of its liabilities will be distributed to Parker, for exclusively public purposes.

(d) Nonqualifying Activities. The corporation will not carry on any activities not permitted to be carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(e) Internal Revenue Code. All references in these articles of incorporation to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Article III.
Members

The corporation will have no voting members. The corporation will have no capital stock.

Article IV.
Board of Directors

4.01 General.

The management of the affairs of the corporation will be vested in the board of directors of the corporation, except as provided in the Colorado Revised Nonprofit Corporation Act, these articles of incorporation, or the bylaws of the corporation. The number of directors, their qualifications, their terms of office and the manner of their selection will be as provided in the bylaws of the corporation.

4.02 Liability of Directors.

No director will be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director, except for the following: (a) any breach of the director's duty of loyalty to the corporation; (b) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (c) acts specified in C.R.S. Section 7-128-403, as it now exists or may be amended; or (d) any transaction from which the director directly or indirectly derived an improper personal benefit. If the Colorado Revised Nonprofit Corporation Act is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the

corporation, in addition to the limitation on personal liability provided in this Section, will be further eliminated or limited to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act. Any repeal or modification of this Section will be prospective only and will not adversely affect any right or protection of a director of the corporation existing at the time of repeal or modification.

Article V.
Bylaws

The bylaws of the corporation may be amended or repealed and new bylaws adopted in the manner provided in the bylaws. The bylaws of the corporation may contain any provisions for managing and regulating the affairs of the corporation that are consistent with law and these articles of incorporation, as these articles may be amended. However, no bylaw will have the effect of giving any director or officer of the corporation or any other individual, any proprietary interest in the corporation's property, whether during the term of the corporation's existence or upon its dissolution.

Article VI.
Amendments

The board of directors of the corporation will have the power and authority at any time to amend these articles of incorporation by a majority vote of all voting directors in office, subject to the prior approval of the Parker Town Council, by resolution of the Parker Town Council.

Approved by the Parker Town Council pursuant to Resolution 21-044, Series 2021.

AMENDED AND RESTATED
BYLAWS

OF

GREATER PARKER FOUNDATION

December 3, 2021

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AMENDED AND RESTATED
BYLAWS
OF
GREATER PARKER FOUNDATION

Article I.
Nondiscrimination Policy

The corporation shall make its services, facilities, and programs available to all persons regardless of race, color, religion, sex, national origin, age, disability, or other characteristic protected by law, and the corporation shall not in any way discriminate against any person on the basis of color, religion, sex, national origin, age, disability, or other characteristic protected by law.

Article II.
Offices

2.01 Business Offices.

The corporation will continuously maintain a principal office located in the Town of Parker, Colorado. The street address and mailing address, if different, of the principal office will be the address specified in the corporation's business record accessible on the Colorado Secretary of State's website. The corporation may change the location of the principal office at any time by filing a statement of change with the Colorado Secretary of State. The corporation may maintain business offices in other locations as well.

2.02 Registered Office.

The corporation will continuously maintain a registered agent and registered agent address located in Colorado, which need not be the address of the principal office. The registered agent address must be the street address and mailing address, if different, of the registered agent's home or usual place of business. The corporation may change the registered agent or address at any time by filing a statement of change with the Colorado Secretary of State.

Article III.
Membership

3.01 No Members.

The corporation will have no voting members but may have such classes of nonvoting members as the board of directors determines. All references to "members" in these bylaws are to such nonvoting members. The board of directors will determine the qualifications, rights, privileges,

limitations, and obligations of the members; however, no members in their capacity as members may vote or otherwise participate in the management of the corporation.

3.02 Designation of Members.

The board of directors will determine the process for electing, designating or appointing new members.

3.03 Membership Dues.

The board of directors may establish membership dues, which may vary by class, and may establish rules and procedures for the manner and method of payment, the collection of delinquent dues, and the proration or refund of dues in appropriate cases.

3.04 Transfer of Membership.

Membership in the corporation is nontransferable. Members will have no ownership rights or beneficial interests of any kind in the assets of the corporation.

Article IV.
Board of Directors

4.01 Powers and Authority.

(a) General Powers. All corporate powers will be exercised by or under the authority of, and the business and affairs of the corporation will be managed by, its board of directors, unless the Colorado Revised Nonprofit Corporation Act, the corporation's articles of incorporation, or these bylaws provide otherwise.

(b) Reserved Powers. Notwithstanding anything in these bylaws to the contrary, the following actions by the corporation will require the prior approval of the Town of Parker, a Colorado home rule municipality ("*Parker*"), by resolution of the Parker Town Council ("*Town Council Resolution*"):

(1) Any grant or distribution of the corporation's income or assets to any recipient other than Parker.
(2) Any amendment to the corporation's articles of incorporation or these bylaws.
(3) The adoption of or any change to the mission, vision, and values of the corporation.
(4) The adoption of or any material change to the strategic plan of the corporation.
(5) The adoption of or any material change to a material corporate policy of the corporation (e.g., conflict of interest, compensation/performance evaluation, whistleblower, gift acceptance, naming/sponsorship).

(6) The adoption of or any material change to the annual budget of the corporation (both operating and capital), material being defined as any change within a specific budget category of 10% or more, individually or in the aggregate, or any change in the total budget.
(7) Any contract that exceeds $25,000 in amount or 12 months in duration.
(8) Any loan, installment purchase, lease-purchase agreement, line of credit, or other liability or indebtedness that is shown on the liability side of the corporation's balance sheet determined in accordance with Generally Accepted Accounting Principles.
(9) Any mortgage, pledge, or other encumbrance of the corporation's property.
(10) Any plan of merger, consolidation, or voluntary dissolution of the corporation.
(11) The sale, lease, exchange, or other disposition of all or substantially all of the gross property and assets of the corporation.
(12) The creation of controlled or owned subsidiaries or affiliates of the corporation.

4.02 Number and Qualifications.

The board of directors will have two to ten directors, as determined from time to time by Town Council Resolution. At least two and no more than two directors must be members of the Parker Town Council ("*Council Directors*"). Directors must be individuals who are age 18 or older. Directors need not be residents of Parker.

4.03 Appointed Directors.

Except for ex officio directors designated under Section 4.04, all directors will be appointed by Town Council Resolution in conjunction with the Town Council's annual retreat held in January of each year. Council Directors will serve for one-year terms. Other directors will serve for staggered two-year terms. In both cases, the terms will commence on February 1 and expire on January 31. For directors serving staggered two-year terms, approximately half will have terms expiring in odd years and the other half in even years. The Parker Town Council may assign partial terms of one-year to directors filling vacancies to balance the board. Directors will serve until their terms expire, and thereafter until their successors have been duly appointed and qualified, or until their death, resignation, or removal.

4.04 Ex Officio Directors.

The Town Administrator of Parker (the "*Town Administrator*") and the Finance Director of Parker (the "*Finance Director*"), or their respective designees, will be ex officio directors of the corporation without voting rights, but will be entitled to notice of and to participate in any meeting of the board of directors.

4.05 Resignation.

A director may resign at any time by giving written notice to the Parker Town Council and either the board chair or the secretary. The resignation does not have to be accepted to be effective, unless the notice specifies otherwise. The resignation will be effective upon receipt, unless the notice specifies a later effective date. If a resignation has a later effective date, the Parker Town Council may by Town Council Resolution permit the director to remain in office until the effective date and fill the pending vacancy with a deferred effective date or may remove the director before the effective date and fill the resulting vacancy. A director will be considered to have resigned if a court of competent jurisdiction determines they are incapacitated. In addition, a director will be considered to have resigned if they fail to attend three or more consecutive meetings of the board of directors without being excused by the board chair, and their failure to attend is confirmed by the affirmative vote of the board of directors.

4.06 Removal.

The Parker Town Council may by Town Council Resolution remove an appointed director at any time, with or without cause, by giving written notice of the removal to the director and to the corporation. The removal will be effective when the notice is received by both the director and the corporation unless the notice states a later effective date.

4.07 Vacancies.

The Parker Town Council may, at its option, by Town Council Resolution fill any vacancy occurring on the board of directors, whether by reason of death, resignation, or removal of an appointed director, or by reason of an increase in the number of directors, at any time during the year. A director appointed to fill a vacancy arising from the death, resignation, or removal of an appointed director will serve for the unexpired term of their predecessor in office. A director appointed to fill a vacancy arising from an increase in the number of directors will serve an initial one- or two-year term, as assigned by the Parker Town Council. A director appointed to fill a vacancy will take office upon appointment, unless a later date is specified by the Parker Town Council, and will serve until their term expires, and thereafter until their successor has been duly appointed and qualified, or until their death, resignation, or removal.

4.08 Meetings.

A regular annual meeting of the board of directors will be held during the last quarter of the calendar year on the date, at the time, and at the place within Parker determined by resolution of the board, without further notice than the resolution. The purpose of the meeting will be to elect officers and to transact other business that comes before the meeting. Additional regular meetings may also be held on the date, at the time, and at the place within Parker set forth in a resolution adopted by the board, without further notice than the resolution. Special meetings may be called

by or at the request of the board chair, the president/executive director, or one-third of all directors in office. The person(s) calling the special meeting may fix the date, time, and place of the meeting within Parker. Unless the meeting resolution or notice specifies otherwise, the meeting location will be the Parker Town Hall.

4.09 Notice.

The board chair may change the time and place for any regular meeting of the board of directors (including the regular annual meeting) by providing notice of the change to each director at least one week prior to the meeting. Notice of any special meeting must be given to each director at least 48 hours prior to the meeting. Notice must be given to each director at their business or residential address. Notice may be given in person or by personal delivery; by mail or private carrier; or by telephone, facsimile, email, or other form of digital communication. The method of notice can be different for each director. If mailed, notice will be considered delivered on the earlier of: 1) the date received; 2) five days after its deposit in the United States mail, as evidenced by the postmark, if correctly addressed and mailed first class mail; and 3) the date on the return receipt, if mailed registered or certified mail, return receipt requested, and the receipt is signed by or for the addressee. Notice transmitted by facsimile, email, or other means will be considered delivered upon receipt.

4.10 Waiver of Notice.

A director may waive the required notice of any regular or special meeting of the board of directors before, during, or after the meeting. The waiver must be in writing and signed by the director. A director's attendance at or participation in any meeting will constitute a waiver of notice, unless: 1) at the beginning of the meeting or promptly upon their later arrival, the director objects to holding the meeting or transacting business because of lack of notice or defective notice and does not vote for or assent to action taken at the meeting; or 2) if special notice was required of a particular purpose of the meeting under the Colorado Revised Nonprofit Corporation Act or these bylaws, the director objects to transacting business regarding the purpose for which the special notice was required and does not vote for or assent to action taken at the meeting regarding such purpose.

4.11 Assent to Action.

A director present at any meeting when corporate action is taken will be considered to have assented to all action taken at the meeting unless:

(1) The director objects to holding the meeting or transacting business at the beginning of the meeting or promptly upon their later arrival, and does not vote for or assent to any action taken at the meeting;

(2) The director contemporaneously requests their dissent or abstention as to any specific action taken to be entered in the minutes of the meeting; or

(3) The director causes written notice of their dissent or abstention on any specific action to be received by the presiding officer of the meeting before its adjournment or by the corporation promptly after adjournment.

This right to dissent or abstain is not available to a director who votes in favor of the action taken.

4.12 Quorum and Voting.

A majority of all directors in office immediately before a meeting begins will constitute a quorum for taking action. A majority vote of directors present at a meeting at which there is a quorum will constitute an action of the board of directors, unless the Colorado Revised Nonprofit Corporation Act, the corporation's articles of incorporation, or these bylaws require a greater vote. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting until a quorum is achieved without further notice other than an announcement at the meeting.

4.13 Proxies.

Proxy voting is not permitted.

4.14 Participation by Telephone or Electronic Media.

Directors may participate in any regular or special meeting by, or conduct the meeting through the use of, any means of communication where all directors participating can hear each other during the meeting. A director participating in this manner will be considered present in person at the meeting.

4.15 Written Action in Lieu of Meeting.

Any action required or permitted to be taken at a meeting of the board of directors may be taken without a meeting by following the process set forth in this Section. An action so taken will have the same force and effect as an action taken at a meeting of the board.

(a) Notice of Vote. Written notice must be delivered to each director setting forth: 1) the action to be voted upon; 2) the time by which the director must respond; and 3) a statement

that failing to respond by the time stated will have the same effect as abstaining in writing and failing to demand a meeting.

(b) Response by Director. In response to the written notice, a director may: 1) vote in writing for the action; 2) vote in writing against the action; 3) abstain in writing from voting; 4) fail to respond; or 5) demand in writing action not be taken without a meeting. The response must be in a form sufficient to inform the corporation of the director's identity; the director's vote, abstention or demand; and the proposed action to which the vote, abstention, or demand relates. A director's right to demand a meeting will be waived unless the corporation receives the demand by the time stated in the written notice. All signed written instruments to effect action under this Section must be filed with the minutes of the meetings of the board of directors.

(c) Action Taken. An action will be considered taken under this Section only if, at the end of the time stated in the written notice: 1) the affirmative votes in writing for the action received by the corporation and not revoked equal or exceed the minimum number of votes that would be necessary to take action at a meeting, assuming all directors in office were present and voted; and 2) the corporation has not received a written demand by a director, other than a demand that has been revoked, that action not be taken without a meeting. Unless the written notice to the directors states a different effective date, action taken under this Section will be effective at the end of the time stated in the written notice for director response.

(d) Method of Delivery. Communications under this Section may be sent or received by the corporation by facsimile, email, or other form of digital communication. Communications provided under this Section are not effective until received.

4.16 Compensation.

The corporation will not pay directors for their services as directors of the corporation. However, their reasonable expenses incurred for performance of their official functions may be paid or reimbursed by the corporation, so long as such payment or reimbursement is allowed under the corporation's expense reimbursement policies or approved by the board. In addition, the corporation may pay reasonable compensation to directors for services rendered to or for the benefit of the corporation in any other capacity, so long as such payment is approved by the board of directors in accordance with the corporation's conflict of interest policy. However, no payment of compensation or payment or reimbursement of expenses may be made in any manner to result in the imposition of any liability under Section 4958 of the Internal Revenue Code.

4.17 Board Committees and Advisory Boards.

(a) Creation. By resolution adopted by a majority of all directors in office, the board of directors may establish standing or ad hoc committees or advisory boards, composed of such members and having such officers as the board designates in the resolution. The name, objectives,

and responsibilities of each committee or advisory board will be as set forth in the resolution or charter.

(b) Reliance on Committees; Limitations on Authority. The delegation of authority to any standing or ad hoc committee or advisory board will not relieve the board of directors or any director from any responsibility or standard of conduct imposed by law or these bylaws. If any such committee or advisory board has a voting member who is not then also a director of the corporation, it may exercise no power or authority reserved to the board of directors by the Colorado Revised Nonprofit Corporation Act, the corporation's articles of incorporation or these bylaws. Further, it will have no authority to incur any corporate expense or make any representation or commitment for the corporation unless express authority is provided in these bylaws or the charter or resolution establishing the committee or advisory board, or unless express approval is given by the board of directors or the president/executive director or finance director of the corporation, and the expense or commitment complies with any expenditure policies of the corporation.

(c) Rules and Procedures. Rules governing procedures for meetings of any standing or ad hoc committee or advisory board will be the same as those set forth in these bylaws or the Colorado Revised Nonprofit Corporation Act for the board of directors, unless the board of directors determines otherwise in the resolution or charter establishing or governing the committee or advisory board.

Article V.
Officers

5.01 Designation and Qualification.

The officers of the board of directors may include a chair, a vice chair, a treasurer, and such other officers and assistant officers as the board considers necessary or useful (the "*Board Officers*"). The officers of the corporation will include a president/executive director, a finance director, a secretary, and such other officers and assistant officers as the board considers necessary or useful (the "*Staff Officers*"). One person may hold more than one office at a time. The Board Officers must be appointed directors of the corporation, other than Council Directors. The Staff Officers need not be appointed directors. All officers must be individuals who are age 18 or older.

5.02 Election and Tenure.

Board Officers will be elected by the board of directors at each annual meeting. If the election is not held at the annual meeting, it must be held as soon after the annual meeting as convenient. Board Officers will hold office until their successors have been duly appointed and qualified, or their death, resignation, or removal.

5.03 Resignation.

Any officer may resign at any time, subject to their rights or obligations under any existing contracts between the officer and the corporation, by giving written notice to the Parker Town Council and either the chair, the president/executive director, or the secretary. The resignation does not have to be accepted to be effective, unless the notice specifies otherwise. The resignation will be effective upon receipt, unless the notice specifies a later effective date. If a resignation has a later effective date, the board of directors may permit the officer to remain in office until the effective date and fill the pending vacancy with a deferred effective date, or the board may remove the officer before the effective date and fill the resulting vacancy. An officer will be considered to have resigned if a court of competent jurisdiction determines they are incapacitated.

5.04 Removal.

The board of directors may remove a Board Officer at any time, with or without cause, by a majority vote of all directors in office. The board may remove a Staff Officer, who is not an employee of Parker, from office with or without cause, with notice to the Parker Town Council. Staff Officers who are employees of Parker may be removed for cause only, with notice to the Parker Town Council. Removal will not affect any contract rights of the officer removed. However, the election or appointment of an officer will not by itself create contract rights.

5.05 Authority and Duties.

The officers of the corporation will have the power and authority and will perform the duties specified below, either directly or by delegation to and oversight of other employees or agents of the corporation.

(a) Chair. The chair of the board, if any, will preside at all meetings of the board of directors; work with the president/executive director to see that all resolutions of the board are carried into effect; act as the spokesperson for the board in its dealings with the public; and perform all other duties incident to the office of the president and as may be assigned by the board.

(b) Vice Chair. The vice chair, if any, will assist the chair and carry out special assignments as requested by the board of directors or the chair. At the request of the chair, or in the chair's absence or inability or refusal to act, the vice chair will perform the duties of the chair and when so acting will have all the authority of and be subject to all the restrictions on the chair. The vice chair will also perform all other duties customary to that office or as assigned by the chair or the board.

(c) President/Executive Director. The president/executive director, subject to the direction and supervision of the board of directors, will have general and active control of the corporation's affairs and business, general responsibility for all day-to-day operations of the

corporation, and general supervision of its employees and agents. The president/executive director will develop, direct, and supervise implementation of specific programs and activities that will further the corporation's purposes, and report on those programs and activities to the board. The president/executive director will see that all resolutions of the board are carried into effect. In the absence of a separate chair or vice chair, the president/executive director will be responsible for carrying out those functions. The president/executive director will also perform all other duties customary to that office or as assigned by the board.

(d) Finance Director. The finance director, subject to the direction and supervision of the president/executive director, will be the principal financial officer of the corporation with general responsibility for the financial affairs of the corporation. The finance director will: 1) be responsible for care and custody of all the corporation's funds, securities, evidences of interest or indebtedness, valuable papers and documents, and other personal property, and deposit, hold, and administer the same in accordance with corporate policy; 2) give and receive receipts and acquittances for moneys paid to or received on account of the corporation and for debts or obligations discharged; 3) pay from the corporation's funds on hand all bills, payrolls, and other proper debts of the corporation, as they become due; 4) create, implement, and monitor fiscal and budgetary policies designed to protect the corporation's financial health while fulfilling corporate strategy; 5) supervise the corporation's controller; 6) monitor compliance with all requirements imposed on the corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code; 7) prepare and furnish to the president/executive director and the board of directors statements of account showing the financial position of the corporation and the results of its operations; and 8) make such financial reports to the president/executive director and the board as they may request from time to time. The finance director will also perform all other duties customary to that office or as assigned by the president/executive director or by the board.

(e) Secretary. The secretary will see that minutes of the proceedings of the board of directors and any board committees are kept, that all notices are duly given as provided in these bylaws or the Colorado Revised Nonprofit Corporation Act, and that the corporate records are kept in good order in accordance with these bylaws and applicable law. The secretary will also perform all other duties customary to that office or as assigned by the president/executive director or the board. Assistant secretaries, if any, will have the same duties and authority as the secretary, subject to the direction and supervision of the secretary.

Article VI.
Fiduciary Matters

6.01 Indemnification.

The corporation will indemnify each person who is or was a director, officer, employee, or volunteer of the corporation to the fullest extent allowed under the Colorado Revised Nonprofit Corporation Act, and may purchase insurance insuring its obligations under this Section or

otherwise protecting the persons intended to be protected by this Section. Any repeal or modification of this Section will be prospective only and will not adversely affect any right or indemnification of any person who is or was a director, officer, employee, or volunteer of the corporation existing at the time of the repeal or modification. The corporation may, but is not obligated to, indemnify any agent of the corporation not otherwise covered by this Section to the fullest extent allowed under the Colorado Revised Nonprofit Corporation Act. However, the corporation will not indemnify any person, nor advance any expense or purchase any insurance, in any manner or to any extent that would jeopardize or be inconsistent with the corporation's status as an organization described in Section 501(c)(3) of the Internal Revenue Code, or that would cause the imposition of any liability under Section 4958 of the Internal Revenue Code.

6.02 Standards of Conduct.

(a) Discharge of Duties. Each director must discharge their duties as a director, including their duties as a member of a committee of the board of directors, and each officer with discretionary authority must discharge their duties under that authority, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner they reasonably believe to be in the best interests of the corporation.

(b) Reliance on Others. In discharging their duties, a director or officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: 1) officers or employees of the corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented; 2) legal counsel, a public accountant, or another person as to matters the director or officer reasonably believes are within that person's professional or expert competence; or 3) as to a director, a committee of the board of directors of which the director is not a member if the director reasonably believes the committee merits confidence. A director or officer is not acting in good faith if they have knowledge concerning the matter in question that makes reliance otherwise permitted by this Section unwarranted.

(c) Liability to Corporation. A director or officer will not be liable to the corporation in their capacity as a director or officer for any action taken or omitted to be taken as a director or officer if, in connection with the action or omission, they performed the duties of the position in compliance with this Section.

6.03 Unlawful Distributions to Directors and Officers.

The corporation is not permitted to make Distributions to directors or officers. A "*Distribution*" for this purpose is the payment of a dividend or any part of the income or profits of the corporation to the directors or officers, but it does not include payment of reasonable compensation for services rendered. Any director who votes for or assents to a distribution made in violation of this Section will be liable to the corporation for the distribution, if they did not perform

their duties in compliance with the general standards of conduct in Section 6.02. A director who is liable under this Section for a distribution is entitled to contribution from every other director who could be liable under this Section for the distribution, and from each person who accepted the distribution knowing the distribution was made in violation of the Colorado Revised Nonprofit Corporation Act.

6.04 Loans to Directors and Officers.

The corporation is not permitted to make loans to directors or officers. Any director or officer who assents to or participates in making any loan in violation of this Section will be liable to the corporation for the amount of the loan until the loan is repaid in full.

Article VII.
Books and Records

7.01 Permanent Records.

The corporation will keep as permanent records minutes of all meetings of the board of directors, a record of all actions taken by the board without a meeting, a record of all actions taken by a board committee in place of the board, and a record of all waivers of notices of meetings of the board or any board committee.

7.02 Accounting Records.

The corporation will maintain appropriate accounting records.

7.03 Records in Written Form.

The corporation will maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

7.04 Records Maintained at Principal Office.

The corporation will keep a copy of each of the following records at its principal office: 1) the corporation's articles of incorporation; 2) these bylaws; 3) a list of the names and business or home addresses of the current directors and officers; 4) a copy of the most recent corporate report delivered to the Colorado Secretary of State; 5) financial statements, if any, prepared for at least the last three years; 6) the corporation's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; 7) the corporation's annual tax information returns for at least the last three years; and 8) all other documents or records required to be maintained by the corporation at its principal office under applicable law or regulation.

Article VIII.
Miscellaneous

8.01 Definitions.

Under these bylaws, the term "*Colorado Revised Nonprofit Corporation Act*" refers to the Colorado Revised Nonprofit Corporation Act, as amended from time to time, and the corresponding provisions of any subsequent laws. It includes, to the extent incorporated therein, the Colorado Corporations and Associations Act, as amended from time to time, and the corresponding provisions of any subsequent laws. The term "*Internal Revenue Code*" refers to the Internal Revenue Code of 1986, as amended from time to time, and the corresponding provisions of any subsequent laws.

8.02 Fiscal Year.

The fiscal year of the corporation will begin on January 1 and end on December 31 of each year.

8.03 Contracts.

Contracts of the corporation may be entered into by officers or agents of the corporation authorized by the board of directors, and this authority may be general or specific.

8.04 Corporate Expenditures.

All expenditures of the corporation must comply with the Town of Parker's expenditure policies and procedures in effect from time to time.

8.05 Conveyances and Encumbrances.

Subject to Section 4.01(b), property of the corporation may be assigned, conveyed, or encumbered by officers or agents of the corporation authorized to do so by the board of directors, and authorized persons will have power to execute and deliver all instruments of assignment, conveyance, and encumbrance. However, the sale, exchange, lease, or other disposition of all or substantially all of the property and assets of the corporation will be authorized only in the manner prescribed by the Colorado Revised Nonprofit Corporation Act.

8.06 Designated Contributions.

The corporation may accept any contribution, gift, grant, bequest or devise with such designation, restriction or condition as may be imposed by the donor, so long as the designation, restriction or condition is consistent with the corporation's general tax-exempt purposes. However, the corporation reserves all right, title and interest in and to and control of such contributions,

including authority over the ultimate expenditure of such contributions, so long as such expenditure is consistent with the donor-imposed designation, restriction, or condition or applicable law.

8.07 Amendments.

The board of directors has the power and authority to amend or repeal these bylaws and adopt new bylaws by the affirmative vote of a majority of all directors in office, subject to the prior approval of the Parker Town Council by Town Council Resolution.

(END)

BYLAWS CERTIFICATE

The undersigned certifies that they are the Secretary of the Greater Parker Foundation, a Colorado nonprofit corporation, and they may execute this certificate on behalf of the corporation. The undersigned further certifies the document attached to this certificate is a complete and correct copy of the bylaws currently in effect for the corporation.

Dated: _____, 2021

Printed Name: Chris Vanderpool,
Secretary

Approved by the Parker Town Council pursuant to Resolution 21-044, Series 2021.

TOWN OF PARKER / GREATER PARKER FOUNDATION
COOPERATION AGREEMENT

THIS AGREEMENT is made and entered into this 2nd day of August 2012, by and between the Greater Parker Foundation, a Colorado nonprofit corporation (the "Foundation") and the Town of Parker, a Colorado municipal corporation (the "Town") (individually a "Party" and collectively the "Parties").

WHEREAS, the Foundation is a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, which is organized and operated for the exclusive benefit of the Town; and

WHEREAS, the Parties desire to set forth terms governing the Foundation's use of Town employees, facilities and resources in carrying out the Foundation's purpose.

NOW, THEREFORE, in consideration of the mutual promises and covenants as set forth below, the sufficiency of which are hereby acknowledged, the Parties agree as follows:

I. EMPLOYEES

A. The Foundation may use Town employees to support Foundation-related work, with the prior authorization of the Town Administrator. Other than as contemplated by Subsection B below, work performed by Town employees for the Foundation shall be limited to administrative functions authorized by the Town Administrator (such as taking minutes, filing records, and assisting with mailings), and shall be performed during the employees' regular work hours and days. The Parties intend to limit Town employee work for the Foundation to nonovertime hours.

B. With prior authorization of the Town Administrator, the Foundation may use Town employees to perform executive or management level positions on behalf of the Foundation. The specific duties of such positions shall be set forth in a separate written document executed by an authorized representative of the Foundation and the Town Administrator, and may include, but shall not be limited to positions as the Foundation's executive director, treasurer, secretary, or manager. Such positions shall be performed by Town employees who are exempt from the overtime regulations of the Fair Labor Standards Act (the "FLSA"). The duties performed by these Town employees on behalf of the Foundation shall be of such a nature so as to not jeopardize their exempt status under the FLSA.

C. Town employees shall remain the exclusive employees of the Town for all purposes including compensation, benefits, discipline and insurance (including workers' compensation). Town employees shall be subject to the Town's employment policies, practices and procedures, and the Foundation shall have no authority, disciplinary or otherwise, over Town employees. The Foundation shall comply with all the Town's employee-related requirements during the Foundation's use of Town employees, including without limitation the Town's nondiscrimination and harassment policies. Any issues regarding employee performance with respect to Foundation-related work shall be addressed with the Town Administrator. At the request of the Town Administrator, the Foundation shall provide the Town Administrator reports

regarding the Foundation's use of Town employees. The reports shall be provided on a schedule requested by the Town Administrator, but no more frequently than bi-monthly, and shall be in sufficient detail for the Town Administrator to ascertain the specific employees performing work for the Town and the estimated amount of time each employee dedicated to Foundation work during the reporting period.

II. FACILITIES AND RESOURCES

A. With prior approval of the Town Administrator, the Town may provide the Foundation with meeting and office space owned or controlled by the Town, office equipment and supplies, including computers and IT equipment, and related maintenance services (collectively, "Facilities"). All Facilities loaned to the Foundation by the Town shall remain property of the Town. All Facilities acquired by the Foundation shall remain property of the Foundation. The Foundation shall comply with all applicable Town policies related to the use of office space within the Town's buildings.

B. Town employees may use their Town email accounts when conducting Foundation business, provided they use reasonable efforts to notify third parties the communication is on behalf of the Foundation.

III. DOCUMENTS

The Parties' documents and records shall not be commingled, and shall be secured in a manner mutually acceptable to the Foundation and the Town Administrator. The Foundation's use of Town facilities and resources (including Town email accounts) shall not cause any Foundation document to become a public record under the Colorado Open Records Act, C.R.S. § 24-72-200.1, *et seq.*, as amended. It is the express intent of the Parties that Foundation documents shall remain at all times and for all purposes Foundation-owned and controlled documents, which are not subject to the custody or control of the Town's custodian of records. The Foundation acknowledges that it shall have no access to any information possessed by the Town or its employees which is designated as confidential by the Town, or otherwise protected from disclosure by the Colorado Open Records Act, C.R.S. § 24-72-200.1, *et seq.*, as amended.

IV. RELATIONSHIP OF PARTIES

This Agreement does not and shall not be construed to:

1. Create a relationship of joint venturers, partners, or employer-employee between the Parties;
2. Authorize officials, representatives, consultants or employees of either Party to act as agents of the other Party; or
3. Permit a Party to assume the debts, obligations or liabilities of the other in the absence of an express written agreement.

V. TERM AND TERMINATION

This Agreement shall commence on the Effective Date and shall terminate upon thirty (30) days' written notice from either Party.

VI. MISCELLANEOUS

A. Governing Law and Venue. This Agreement shall be governed by the laws of the State of Colorado, and any legal action concerning the provisions hereof shall be brought in Douglas County, Colorado.

B. No Waiver. Delays in enforcement or the waiver of any one or more defaults or breaches of this Agreement by the Foundation shall not constitute a waiver of any of the other terms or obligations of this Agreement.

C. Integration. This Agreement and any attached exhibits constitute the entire Agreement between the Parties, superseding all prior oral or written communications.

D. Third Parties. There are no intended third-party beneficiaries to this Agreement.

E. Notice. Any notice under this Agreement shall be in writing, and shall be deemed sufficient when directly presented or sent pre-paid, first class United States mail to the party at the following addresses:

The Foundation: Greater Parker Foundation
Attn: Denise Zoglmann
20120 East Mainstreet
Parker, Colorado 80138

The Town: Town of Parker
G. Randolph Young, Town Administrator
20120 E. Mainstreet
Parker, Colorado 80138

F. Severability. If any provision of this Agreement is found by a court of competent jurisdiction to be unlawful or unenforceable for any reason, the remaining provisions hereof shall remain in full force and effect.

G. Modification. This Agreement may only be modified upon written agreement of the Parties.

H. Assignment. Neither this Agreement nor any of the rights or obligations of the Parties hereto shall be assigned by either party without the written consent of the other.

I. No Waiver of Governmental Immunity Act. The parties hereto understand and agree that the Town, its officials, officers and employees, are relying on, and do not waive or intend to waive by any provisions of this Agreement, the monetary limitations or any other rights, immunities and protections provided by the Colorado Governmental Immunity Act, C.R.S. § 24-10-101, *et seq.*, as from time to time amended, or otherwise available to the Town.

IN WITNESS WHEREOF, the Parties hereto have executed this Agreement on the date first set forth above.

TOWN OF PARKER, COLORADO

By: _____
G. Randolph Young, Town Administrator

ATTEST:

Susan Sorlien, Deputy
~~Carol Baumgartner~~, CMC, Town Clerk
Susan Sorlien

GREATER PARKER FOUNDATION

By: _____
Mike Waid, President Director

TOWN OF PARKER / GREATER PARKER FOUNDATION
MEMORANDUM OF UNDERSTANDING

THIS MEMORANDUM OF UNDERSTANDING ("MOU") is made and entered into this 8th day of May, 2013, by and between the Greater Parker Foundation, a Colorado nonprofit corporation (the "Foundation") and the Town of Parker, a Colorado municipal corporation (the "Town") (individually a "Party" and collectively the "Parties").

WHEREAS, the Parties entered into a Cooperation Agreement dated August 2, 2012 (the "Cooperation Agreement") which set forth terms under which the Foundation may make use of the Town's employees, facilities and resources; and

WHEREAS, the Parties desire to set forth additional details in this MOU related specifically to the services the Town will provide to the Foundation pursuant to the MOU.

NOW, THEREFORE, it is the understanding of the Parties as follows:

The Town shall provide the following services to the Foundation, pursuant to the limitations set forth in the Cooperation Agreement:

1. The Town Finance Department shall maintain the financial records of the Foundation, and shall file all required state and federal tax returns, including IRS Form 990 on behalf of the Foundation. The Foundation shall be responsible for delivery to the Town Finance Department of all documentation required for the maintenance of the Foundation's financial records and preparation of the Foundation's tax returns.

2. The Town Risk Management Department shall procure insurance coverage for the Foundation, which shall include coverage limits agreed upon by the Foundation's Board of Directors. The Foundation shall be pay for the costs of such insurance coverage.

3. The Town Clerk shall manage and maintain Foundation documents pursuant to the Foundation document retention schedule attached hereto as **Exhibit A**. The Town Clerk's duties set forth in the Section 3 are expressly subject to the terms in Section III of the Cooperation Agreement.

4. This MOU may be terminated upon thirty (30) days advance written notice.

IN WITNESS WHEREOF, the Parties hereto have executed this MOU on the date first set forth above.

TOWN OF PARKER, COLORADO

By: _____
G. Randolph Young, Town Administrator

ATTEST:

_____
Carol Baumgartner, CMC, Town Clerk

APPROVED AS TO FORM:

James S. Maloney, Town Attorney

GREATER PARKER FOUNDATION

By: _____
President

APPROVED AS TO FORM:

Jeff Parker, Esq.

EXHIBIT A

GREATER PARKER FOUNDATION

RECORD RETENTION AND DESTRUCTION POLICY

STATEMENT OF POLICY

This policy covers all records and documents, regardless of physical form, contains guidelines for how long certain documents should be kept and how records should be destroyed. The policy is designed to ensure compliance with federal and state laws and regulations, to eliminate accidental or innocent destruction of records and to facilitate the operation of the Greater Parker Foundation ("Foundation") by promoting efficiency and freeing up valuable storage space.

RETENTION SCHEDULE AND ADMINISTRATION

The Foundation's Record Retention Schedule is set forth below. Pursuant to agreement with the Town of Parker, the Town Clerk of the Town of Parker (the "Clerk") shall administer this policy. The Board of Directors of the Foundation may make modifications to the Record Retention Schedule from time to time to ensure that it is in compliance with local, state and federal laws and includes the appropriate document and record categories for the Foundation.

ELECTRONIC DOCUMENTS AND RECORDS

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files that fall into one of the document types set forth below will be maintained for the appropriate amount of time. If an employee has sufficient reason to keep an email message, the message should be printed in hard copy and kept in the appropriate file or moved to an "archive" computer file folder to avoid destruction of the message.

SUSPENSION OF RECORD DISPOSAL IN THE EVENT OF LITIGATION OR CLAIMS

No director, officer, employee, volunteer or agent of the Foundation shall destroy, dispose of, conceal, or alter any record or document while knowing that it is or may be relevant to an anticipated or ongoing investigation or legal proceeding conducted by or before a federal, state or local government agency, including tax and regulatory agencies, law enforcement agencies, and civil and criminal courts, or an anticipated or ongoing internal investigation, audit or review conducted by the Foundation.

During the occurrence of an anticipated or ongoing investigation or legal proceeding as set forth above, the Board of Directors of the Foundation shall suspend any further disposal of documents until such time as the Board of Directors, with the advice of counsel, determines otherwise. The Board of Directors shall take such steps as necessary to promptly inform all staff of any suspension in the further disposal of documents.

RECORD RETENTION SCHEDULE

A. Accounting and Finance

Record Type	*Retention Period*
Accounts Payable ledgers and schedules	7 years
Accounts Receivable ledgers and schedules	3 years
Annual Audit Reports and Financial Statements	Permanent
Annual Audit Records, including work papers and other documents that relate to the audit	3 years after completion of audit
Bank Statements and Canceled Checks	3 years
Expense Records	3 years
General Ledgers	30 Years
Electronic Payment Records	3 years
Notes Receivable ledgers and schedules	7 years
Investment Records	7 years after sale of investment

B. Corporate Records

Record Type	*Retention Period*
Annual Reports to Secretary of State/Attorney General	Permanent
Articles of Incorporation	Permanent
By-laws	Permanent
Board Meeting and Board Committee	Permanent
Minutes	Permanent
Board Policies/Resolutions	Permanent
IRS Application for Tax-exempt Status (Form 1023)	Permanent
IRS Determination Letter	Permanent
State Sales Tax Exemption Letter	Permanent
Contracts (after expiration)	7 Years
Licenses and Permits	Permanent

C. Employee Documents

Record Type	*Retention Period*
Benefit Plans	Permanent
Employee Files	Termination + 7 years
Employment applications, resumes and other forms of job inquiries, ads or notices for job opportunities	3 years
Forms I-9	3 years after hiring, or 1 year after separation
Employment Taxes	7 years
Payroll Registers (gross and net)	7 years
Time Cards/Sheets	5 years
Unclaimed Wage Records	6 years
Retirement and Pension Records	Permanent

D. Property Records

Record Type	*Retention Period*
Lease Agreement	Permanent
Property Insurance Policies	Permanent

E. Tax Records

Record Type	*Retention Period*
Tax-Exemption Documents and Related Correspondence	Permanent
IRS 990 and 990T tax returns	Permanent
Tax Bills, Receipts, Statements	7 years
Tax Workpaper Packages - Originals	7 years
Sales/Use Tax Records	4 years

F. Grant Records

Record Type	*Retention Period*
Original grant proposal	Duration of grant + 6 years after completion of grant
Grant agreement and subsequent modifications, if applicable	Duration of grant + 6 years after completion of grant
All requested IRS/grantee correspondence including determination letters and "no change" in exempt status letters	Duration of grant + 6 years after completion of grant
Final grantee reports, both financial and Narrative	Duration of grant + 6 years after completion of grant
All evidence of returned grant funds	Duration of grant + 6 years after completion of grant
All pertinent formal correspondence including opinion letters of counsel	Duration of grant + 6 years after completion of grant
Report assessment forms	Duration of grant + 6 years after completion of grant
Documentation relating to grantee evidence of invoices and matching or challenge grants that would support grantee compliance with the grant agreement	Duration of grant + 6 years after completion of grant
Pre-grant inquiry forms and other documentation for expenditure responsibility grants	Duration of grant + 6 years after completion of grant
Grantee work product produced with the grant funds	Duration of grant + 6 years after completion of grant

G. Contribution Records

Record Type	*Retention Period*
Records of Contributions	Permanent
The Foundation's or other documents evidencing terms of gifts	Permanent

BOARD POLICY MANUAL

OF

GREATER PARKER FOUNDATION

November 30, 2022

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1 INTRODUCTION

1.1 Purpose of Manual

This Board Policy Manual ("**Manual**") sets forth all the standing (on-going) policies ("**Board Policies**") adopted by the Board of Directors (the "**Board**") of the Greater Parker Foundation ("**GPF**") pertaining to the governance of the organization.

The Board has adopted this Manual in order to: a) consolidate all standing governance policies into one place; b) facilitate the quick orientation and education of new directors and key staff about current governance policies; c) eliminate redundant or conflicting governance policies over time; d) allow for ease of reviewing current governance policy while simultaneously considering new issues; and e) guide directors and key staff through clear, pro-active governance policies.

1.2 Hierarchy of Governing Documents

This Manual fits into the hierarchy of governing documents of GPF (collectively, the "**Governing Documents**") as follows:

1. Articles of Incorporation
2. Bylaws
3. Manual

In the event of a conflict between Board Policies, the Policy that is more specific to the situation will control.

1.3 Higher Authority

This Manual and the Board Policies contained herein are expected to be consistent with each other and are each subject to all applicable laws and regulations.

1.4 Transition

Except for time-limited or procedural-only Board decisions, which are recorded in regular Board minutes, all standing governance policies are to be included or referred to in this Manual. Whether adopted part by part or as a complete document, as soon as some version of the Manual is approved by a vote of the Board, those policies are deemed to supersede any past policies that might be found in old minutes or any compilation of board policies over the years, unless a prior Board resolution or contract obligates GPF to retain a specific policy.

2 ORGANIZATIONAL CONTEXT

2.1 Mission

GPF was established to enhance programs and projects that benefit the Parker community. GPF supports parks, recreation and open space, education, public safety, cultural arts, and historical legacy.

2.2 Vision

[Reserved]

2.3 Values

[Reserved]

2.4 Non-Discrimination

GPF shall make its services, facilities, and programs available to all persons regardless of race, color, religion, sex, national origin, age, disability, or other characteristic protected by law, and GPF shall not in any way discriminate against any person on the basis of color, religion, sex, national origin, age, disability, or other characteristic protected by law.

3 BOARD OF DIRECTORS

3.1 Fiduciary Oversight

3.1.1 *Overview*. The Board is the governing body of GPF, charged with ultimate authority over the business and affairs of GPF. Because the Board as a whole and the individual directors hold positions of trust with respect to GPF, Colorado law imposes certain standards of conduct and management on them. Specifically, directors must carry out their functions and responsibilities:

> In good faith; with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and in a manner they reasonably believe to be in the best interests of GPF. CRS § 7-128-401(1).

This statute codifies the common law fiduciary duties of care, loyalty, and obedience. Together, the statute and the common law provide the standards by which all actions of the Board and individual directors are judged. The Board as a whole and individual directors are expected to adhere to them in both their decision-making and oversight responsibilities.

3.1.2 *Duty of Care.* The duty of care requires directors to be reasonably informed about GPF's programs and mission, to participate meaningfully in decisions, and to do so in good faith and with the diligence, attention, care, and skill of an ordinarily prudent person in a like position under similar circumstances.

3.1.3 *Duty of Loyalty.* The duty of loyalty requires directors to exercise their powers in the best interests of GPF, placing the interests of GPF before their own private interests or the interests of another person or entity, especially an entity with which they have a formal relationship. The duty of loyalty is the same for all directors, whether elected or appointed. In practice, the duty of loyalty is carried out by disclosing conflicts of interest and adhering to GPF's Conflict of Interest Policy; avoiding the use of organizational opportunities for personal gain or benefit; and maintaining the confidentiality of information about GPF.

3.1.4 *Duty of Obedience*. The duty of obedience requires directors to comply with applicable federal, state, and local laws, comply with GPF's Governing Documents, and remain the guardian of GPF's mission.

3.2 Board Responsibilities

Board members are responsible for serving as good stewards of the GPF mission and resources, in accordance with their fiduciary duties. To this end, the Board's responsibilities

include, subject to any advance approvals required by the Town of Parker Town Council (the "**Town Council**") under Section 4.01(b) of the Bylaws:

3.2.1 *Define and uphold GPF's mission, vision, and values.*

a. Periodically review the mission, vision, and values to ensure they are clearly stated, current, useful, valid, and honest;
b. Ensure that the mission, vision, and values guide strategic planning and day-to-day operations of GPF; and
c. Serve as ambassadors for GPF and its mission.

3.2.2 *Provide overall leadership and multi-year strategic direction for GPF.*

a. Participate in and approve decisions that set the strategic direction of GPF; and
b. Formally approve the goals and objectives of GPF; use them as a guide for budgeting and other priorities; and track and monitor their progress.

3.2.3 *Ensure that funds are secured to finance the current and future programs of GPF.*

a. Ensure the availability of reliable and diverse revenue sources;
b. Assist development staff in assessing fundraising targets and goals;
c. Establish clear obligations regarding the Board's personal financial commitment and fundraising commitment;
d. Help open doors through personal and professional networks; and
e. Help identify, cultivate, and steward potential donors.

3.2.4 *Oversee the financial affairs of GPF in a responsible manner, in accordance with established policies.*

a. Review, approve, and track an annual budget;
b. Receive and review periodic financial statements;
c. Ensure internal controls for cash management are followed;
d. Ensure an independent financial audit is conducted and review the auditor's report each year;
e. Review federal tax filings before filing;
f. Ensure GPF is not subjected to unnecessary risk;
g. Ensure and monitor adequate operational reserves and endowments; and
h. Review and approve the investment policy and oversee investment performance.

3.2.5 *Advance the ethical and legal integrity of GPF.*

a. Ensure GPF operates in a transparent, accountable manner, in accordance with the Governing Documents;
b. Ensure GPF adheres to legal standards and ethical norms, including compliance with all legal and regulatory requirements; and
c. Monitor and ensure legal compliance for maintaining nonprofit and tax-exempt status, including the filing of periodic reports and any required state and local filings regarding charitable solicitations, sales and use tax, unrelated business income tax, and property tax.

3.2.6 *Ensure good governance practices.*

a. Establish, periodically review, and amend as necessary the Governing Documents;
b. Identify, recruit, and conduct due diligence on nominees to the Board following the Nomination Policy;
c. Provide effective orientation for new directors and in-service board education and training for existing directors as needed;
d. Select Board officers and follow an orderly succession process to ensure continuing governance capability and leadership vitality;
e. Conduct an annual Board self-evaluation and evaluate and implement opportunities for improvement;
f. Hold periodic retreats and workshops focused on broad direction and policy considerations for the organization;
g. Properly identify and manage conflicts of interest in accordance with the Conflict of Interest Policy; and
h. Ensure each director understands their fiduciary duties.

3.2.7 *Select, support, and evaluate GPF's president/executive director, who supervises all paid and volunteer staff, and is responsible for all day-to-day operations within the organization.*

a. Develop a job description; and when the Board is ready to hire a president/executive director who is not also an employee of the Town of Parker, lead the search process, conduct due diligence on candidates, and make the final hiring decision;
b. Ensure appropriate succession planning for the president/executive director;
c. Provide personal and organizational support for the president/executive director;
d. Provide the president/executive director with frequent, substantive, and constructive feedback;
e. Undertake a formal annual performance review of the president/executive director, guided by mutually agreed upon annual goals and objectives; and

f. When the Board is ready to hire a president/executive director who is not also an employee of the Town of Parker, establish and periodically review the president/executive director's compensation, following IRS "safe harbor" measures when possible.

3.2.8 *Monitor and enhance the community and professional image of GPF.*

a. Strategically communicate GPF's story and contribute to a healthy and accurate public image for the organization; and
b. Accept and respond as appropriate to feedback, suggestions, complaints, and concerns on what GPF does well and what it can do better.

3.2.9 *Ensure effective organizational planning and performance and monitor GPF's professional delivery of programs and services.*

a. Understand GPF's signature programs vs. those that are least consequential to its mission; stay informed about and ensure current and proposed offerings align with GPF's mission; and decide among competing priorities;
b. Assess the operational effectiveness, appropriateness, financial condition, and programmatic activity of GPF's offerings, focusing on organizational impact;
c. Evaluate user satisfaction data and cost-benefit analyses for GPF's programs; and
d. Support staff in the successful completion of their responsibilities.

3.3 Directors' Individual Commitments

3.3.1 Each director commits to:

a. Understand and discharge his or her fiduciary duties to GPF (Section 3.1).
b. Carry out his or her responsibilities as a director (Section 3.2).
c. Spend enough time to perform Board and committee responsibilities (estimate of at least six hours per month).
d. Attend Board meetings regularly and notify the Board Chair in advance when unable to attend. Per the Bylaws, a director will be considered to have resigned if they fail to attend three or more consecutive meetings of the Board without being excused by the Board Chair, and their failure to attend is confirmed by the affirmative vote of the Board.
e. Unless excused by the Board Chair, serve on at least one standing committee of the Board.
f. Understand that any operational volunteer support they offer to GPF will be under the direction and supervision of the president/executive director or a responsible staff person.

3.3.2 Directors are encouraged to donate to GPF annually, whether it be monetary or in-kind donations (including volunteer service), according to their personal means and actively

participate in and support GPF's fundraising efforts by attending and assisting with fundraising activities.

3.4 Board Meetings

[Reserved]

3.5 Resources

Directors are encouraged to become familiar with the following resources to further understand their duties and responsibilities:

Colorado Revised Nonprofit Corporation Act, CRS §§ 7-128-401, 7-128-403, and 7-128-403 -- https://altitude.law/resources/pdf/colorado-revised-nonprofit-act/

GPF's Bylaws

Practices and Principles for Nonprofit Excellence in Colorado -- https://www.coloradononprofits.org/resources/principles-practices

Colorado Secretary of State E-Learning Module -- https://www.sos.state.co.us/pubs/charities/boardTrainingModules.html

Legal Responsibilities of Nonprofit Boards, BoardSource Governance Series -- https://boardsource.org/product/legal-responsibilities-of-nonprofit-boards-third-edition/

Ten Basic Responsibilities of Nonprofit Boards, BoardSource Governance Series -- https://boardsource.org/product/ten-basic-responsibilities-nonprofit-boards/

4 BOARD COMMITTEES

[Reserved]

5 BOARD OFFICERS

[Reserved]

6 BOARD NOMINATION POLICY

6.1 Purpose and Scope

6.1.1 ***Purpose.*** This Section of the Manual constitutes GPF's Board Nomination Policy (referred to in this Section as the "**Policy**"). Its purpose is to guide and assist GPF in building and maintaining a diverse and dynamic Board that can help GPF best accomplish its charitable mission in a manner that is consistent with its values.

6.2 Board Composition

6.2.1 GPF currently has a two-member Board, which can expand to up to 10 members. Per the Bylaws, all directors are appointed by the Town Council in conjunction with the Town Council's annual retreat. Two directors must be members of the Town Council. These are referred to as "**Council Directors**". The remainder are referred to as "**At-Large Directors**."

6.3 Desired Qualifications and Characteristics

6.3.1 GPF requires all directors to have the highest professional and personal ethics; to have the ability to understand and fulfill their fiduciary obligations to GPF, in accordance with GPF's Governing Documents and all applicable legal and regulatory requirements; to devote sufficient time to effectively carry out their duties; to develop a good working relationship with the other members of the Board and committees of the Board, and with officers and senior staff of GPF; and to provide insights and practical wisdom based on their experience and expertise. GPF requires all directors to make an annual gift to GPF according to their individual means, and to support the fundraising efforts of GPF.

6.3.2 GPF will strive to have a diverse and inclusive Board, consistent with its non-discrimination policy (Section 2.4); a Board that is broadly representative of the many groups and interests GPF serves; and a Board with a variety of experiences, talents, community connections, and skill sets that are useful to GPF.

6.4 Nominee Recruitment and Evaluation Process

6.4.1 ***Recruitment Generally.*** The Board as a whole is responsible for cultivating and identifying potential individuals to serve as At-Large Directors, although as the Board expands, some or all of this function may be delegated to a Governance Committee. GPF staff should also maintain a continuing awareness of the need to cultivate and identify potential At-Large Directors.

6.4.2 ***Board Composition Matrix.*** The Board will develop, maintain, and continuously refine a Board Composition Matrix, in substantially the form of Appendix A, that both assesses the

composition of the Board at a particular point in time, and assists the Board in identifying gaps in that composition where recruitment efforts should be targeted.

6.4.3 ***Public Call.*** Prior to consideration of nominations for At-Large Directors, the Board is encouraged to make a public call for nominations for interested persons to serve on the Board, via its website or other local media channels. Interested individuals should submit a standard application that includes information on their background, experience, and interests.

6.4.4 ***Evaluation of Candidates.*** The Board will review and consider all nominations that come in through the public call process, as well as nominations that come in through other channels, and will use the Board Composition Matrix to assess those individuals against the current Board's composition and needs, in developing a slate of candidates to recommend to the Town Council for appointment to the Board.

6.5 Appointment of Directors

6.5.1 Notwithstanding anything in this Policy to the contrary, the Town Council will have the option to appoint individuals to the Board who are not included on the slate recommended by the Board.

7 CONFLICT OF INTEREST POLICY

7.1 Purpose and Scope

7.1.1 ***Purpose.*** This Section of the Manual constitutes GPF's Conflict of Interest Policy (referred to in this Section as the "**Policy**"). Its purpose is guide and assist GPF in handling actual or potential conflicts of interest between GPF and those holding positions of authority within the organization, to ensure its interests are adequately protected. This Policy supplements, but does not replace, federal and state laws governing conflicts of interest applicable to tax-exempt nonprofit corporations. Nothing in this Policy will cause a transaction or other action of the Foundation to become void or voidable if the transaction or action is not otherwise void or voidable under those laws.

7.1.2 ***Scope.*** This Policy applies to the following persons ("**Responsible Persons**"):

a. Members of the Board;
b. Members of any committee with Board-delegated powers;
c. Officers of the Foundation; and
d. Other individuals holding senior staff positions within the Foundation.

7.2 Definitions

7.2.1 ***Conflict of Interest.*** A "Conflict of Interest" occurs when a Responsible Person's private interest interferes in any way with the Foundation's interest. The conflict can arise directly, as is the case when the Responsible Person's own private interest is involved, or indirectly, as is the case when the private interest of a Related Person (as defined below) is involved. Either way, the private interest may make it more difficult for the Responsible Person to perform their work objectively and effectively, even if there is no improper personal benefit to the Responsible Person or Related Person. The following are examples of conflicts of interest, though not exhaustive:

a. A contract, transaction, or financial relationship of any kind between the Foundation and a Responsible Person or Related Person (e.g., supply of goods or services, purchase or lease of property, loan, or other extensions of credit).
b. Receipt of gifts, entertainment, or other favors by a Responsible Person or Related Person, given because of the Responsible Person's position with the Foundation, from anyone doing or seeking to do business with the Foundation or receiving or seeking some benefit from the Foundation in return. This does not include, however, accepting items of nominal or insignificant value consistent with good business ethics.
c. Receipt of a non-financial benefit by a Responsible Person or Related Person that would not be available but for the Responsible Person's position with the Foundation (e.g.,

preferential treatment, access to or use of nonpublic information for personal benefit, adoption of a policy that provides significant personal benefits).

For the avoidance of doubt, a "Conflict of Interest" does not include a standard gift, grant, or contribution by a Responsible Person or a Related Person to the Foundation, "standard" meaning a gift, grant, or contribution which may be accepted by the president/executive director without further approval by the Board or the Town Council under the Gift Acceptance Policy.

7.2.2 ***Related Person.*** A "Related Person" includes a person that has one of the following relationships with a Responsible Person:

a. "Family Member," defined as a spouse or domestic partner; descendant and their spouse or domestic partner; ancestor and their spouse or domestic partner; and sibling and their spouse or domestic partner and descendants; in each case, whether by blood, marriage, or adoption.
b. "Related Organization," defined as an organization (for-profit or nonprofit) in which the Responsible Person or a Family Member either serves as an officer, director, trustee, or general partner or in similar capacity (whether paid or volunteer); or has a business or financial relationship that, in view of all the circumstances, could call into question the objectivity of the Responsible Person with respect to the matter to be decided.
c. "Related Trust or Estate," defined as a trust or estate in which a Responsible Person or Related Person has a beneficial interest.
d. "Other Close Personal Relationship," defined as an interpersonal relationship that in frequency and intimacy of interaction consistently exceeds that which would normally be considered typical of a casual acquaintance, and that in view of all the circumstances could call into question the objectivity of the Responsible Person with respect to the matter to be decided.

7.3 Policy and Procedures

7.3.1 ***Disclosure.*** Each Responsible Person is obligated to a) scrutinize on an ongoing basis, their interests, positions, and relationships, and those of Related Persons, to identify potential Conflicts of Interest and; b) promptly disclose to the Board when it arises any situation that might reasonably be viewed as a potential Conflict of Interest.

Disclosure is required even if the Responsible Person does not believe that a potential Conflict of Interest constitutes an actual Conflict of Interest. Further, if one Responsible Person has reason to believe another Responsible Person has failed to disclose a potential Conflict of Interest, such Responsible Person has a duty to report the potential Conflict of Interest.

7.3.2 ***Evaluation.*** The Board is responsible for determining whether a potential Conflict of Interest constitutes an actual Conflict of Interest. If practicable, the conflicted Responsible Person will be given an opportunity to make a presentation to the Board and respond to questions regarding the potential Conflict of Interest, but they must be absent from actual deliberation and voting as to whether the potential Conflict of Interest is an actual Conflict of Interest, and they must not attempt to exert personal influence with respect to the vote, either during or outside the meeting.

If the Board determines a potential Conflict of Interest, as defined in this Policy, is not an actual Conflict of Interest, as defined in this Policy, that finding must be recorded in the minutes of the meeting. However, no further special action is required as to the matter involving the potential Conflict of Interest. If the Board determines that a potential Conflict of Interest is an actual Conflict of Interest, the matter should proceed as set forth under the next paragraph.

7.3.3 ***Decision-Making.*** If the Board determines a potential Conflict of Interest is an actual Conflict of Interest under the preceding paragraphs, it may nevertheless approve the matter involving the Conflict of Interest so long as:

a. All facts material to the Conflict of Interest from the standpoint of the Foundation have been disclosed or are otherwise known to the Board in advance of the decision.
b. The Board in good faith authorizes, approves, or ratifies the matter by the affirmative vote of a majority of all the disinterested directors at a meeting at which a quorum is present, even though the disinterested directors are less than a quorum.

Although the conflicted Responsible Person may make a presentation at any Board meeting at which matter involving a Conflict of Interest is to be taken and respond to questions, they must be absent from actual deliberation and voting on the matter and must not attempt to exert personal influence with respect to the matter, either during or outside the meeting.

Arrangements involving an actual Conflict of Interest that provide for ongoing or continuing services or sales on an as-needed basis should be reviewed and approved by the Board periodically, but do not require a transaction-by-transaction approval.

7.3.4 ***Documentation.*** The following information is to be documented in the corporate records with respect to any vote by the Board on a matter involving an actual Conflict of Interest:

a. The name of the Responsible Person having an actual Conflict of Interest.
b. The fact of the Responsible Person's disclosure of material facts relating to the Conflict of Interest.
c. The fact of the Responsible Person's departure from the meeting during deliberation and voting on the matter involving the Conflict of Interest.

d. The names of persons who were present for deliberation and voting on the matter involving the Conflict of Interest.
e. A statement to the effect that the Board decided to proceed with the matter involving the Conflict of Interest for the Foundation's benefit, despite the Conflict of Interest, and that the Board determined the matter was fair and reasonable to the Foundation.

7.3.5 ***Annual Reaffirmation.*** Each Responsible Person will be required, upon adoption of this Policy, or election or appointment, and at least annually thereafter, to sign a statement affirming or reaffirming that they have received a copy of the Policy, have read and understood the Policy, and agree to comply with the Policy. The annual statement may include other specific questions pertaining to this Policy that must be answered. See Appendix B for the annual statement.

7.3.6 ***Violations.*** Any violation of this Policy may cause significant harm to the reputation of the Foundation, in addition to legal and financial liability. If a Responsible Person has reason to believe another Responsible Person has failed to comply with this Policy, they shall promptly inform the Board, and the Board shall promptly investigate and afford the affected Responsible Person an opportunity to respond. If after hearing the response and making such further investigation as may be warranted in the circumstances the Board determines there was a failure to comply with the requirements of this Policy, the Board will take such disciplinary and corrective action as it deems appropriate, including removal from their position.

7.3.7 ***Intermediate Sanctions.*** To the extent feasible, Conflicts of Interest should be handled under the Treas. Reg. § 53.4958-6 "rebuttable presumption" process, in addition to this Policy. Please refer to the checklist attached as Appendix C to help facilitate compliance with that process.

8 GIFT ACCEPTANCE POLICY

8.1 Purpose and Scope

8.1.1 ***Purpose.*** This Section constitutes GPF's Gift Acceptance Policy (referred to in this Section as the "**Policy**"). GPF solicits gifts from individuals, businesses, foundations, and governmental agencies to secure the future growth and mission of GPF. Certain types of gifts, however, pose special issues and risks to GPF and must be reviewed prior to acceptance. The purpose of this Policy is to provide guidance as to the types of gifts that can be accepted without review, those that require review by the Development Committee (if any), the Board, or legal counsel, and those that GPF is not in a position to accept.

8.1.2 ***Scope.*** This Policy applies to all gifts received by GPF for programs, services, or operating expenses.

8.2 Definition of Gift and Related Terms

8.2.1 Gifts to GPF may come in a variety of forms, including cash, marketable securities, products and services, and, on a very limited basis, real and personal property.

8.2.2 Gifts may be current or deferred. The most common types of deferred gifts are bequests and multi-year-pledges.

8.2.3 Gifts received by GPF may be unrestricted as to purpose or use, or they may be restricted for a particular program or activity to which the funds or resources must be directed. However, GPF's ability to accept such restricted gifts will depend on the nature and extent of the restriction.

8.2.4 In all cases, a gift is an irrevocable transfer of money or property to GPF.

8.3 Standards of Conduct

8.3.1 GPF holds itself to a high standard of ethical conduct and will abide by its Conflict of Interest Policy in accepting any gift.

8.3.2 GPF urges prospective donors to consult with personal legal and financial advisors in matters relating to their gifts and the resulting tax and estate planning consequences.

8.4 Types of Gifts Accepted

8.4.1 ***Cash gifts***, in the form of cash, check, money order, or wire transfer, will be accepted without review unless the president/executive director, in their judgment, determines that the gift involves special circumstances requiring review by the Board. All checks should be made

payable to the Greater Parker Foundation. In no event should a check be made payable to an employee, agent, or volunteer for the credit of GPF. GPF does not currently have the capacity to accept cash gifts by credit card, but may add such capacity in the future.

8.4.2 ***Marketable securities,*** such as publicly traded securities, commercial paper, Treasury bills, and other money market instruments, will be accepted without review unless the president/executive director, in their judgment, determines that the gift involves special circumstances requiring review by the Board. Such securities may be transferred to an account maintained by GPF at one or more brokerage firms. As a rule, all publicly traded securities and commodities will be sold upon receipt unless otherwise directed by the Board.

In some cases, marketable securities may be restricted by applicable securities laws. The Board will review and approve these types of gifts prior to acceptance. These securities will be sold at the first available opportunity, unless otherwise directed by the Board.

8.4.3 ***Restricted gifts*** impose a legal obligation on GPF to use the gift for a particular program or purpose directed by the donor. To provide GPF with maximum flexibility in the pursuit of its mission, donors will typically be encouraged to make unrestricted gifts to GPF. Restricted gifts may be accepted by the president/executive director without further approval if a) the gift restriction is for a particular program or purpose previously approved by the Board and Town Council as a funding priority for GFP, and b) the gift restriction does not impose restrictions beyond basic identification of the program or purpose funded (e.g., for the Town's cultural program). If the restricted gift is more than $5,000.00, it must also be approved by the Town Manager to ensure the Town can utilize the entire gift in accordance for the restricted program or purpose. All other restricted gifts must be approved by both the Board and the Town Manager. If a gift is deemed too restrictive to be useful or desirable, the donor will be counseled to remove or modify the restrictions. If no agreement can be reached, the gift will be declined.

8.4.4 ***Gifts "in memory of"*** or ***"in honor of"*** persons by name will be treated as unrestricted unless the donor requests otherwise.

8.4.5 ***Gifts involving minor "naming rights,"*** i.e., the right or opportunity of the donor to place their name or the name of a loved on a brick, plaque, or other small object, may be accepted by the president/executive director without further review if received as part of a Board-approved fundraising campaign.

8.4.6 ***Gifts of personal property*** may be accepted may be accepted by the president/executive director without further review if received as part of a Board-approved fundraising event, such as a silent auction or raffle.

8.4.7 ***In-kind gifts of goods and services*** may be accepted by the president/executive director without further review unless, in their judgment, the gift involves special circumstances requiring review by the Board.

8.5 Types of Gifts Not Accepted

8.5.1 Currently, GPF is not able to accept gifts other than those described in Section 8.4, without both Board and Town Council approval. Such gifts include, without limitation:

a. ***Non-marketable securities and closely-held business interests,*** such as debt and equity positions in non-publicly traded companies, and interests in sole proprietorships, partnerships, limited partnerships, limited liability companies, and S corporations.
b. ***Real property gifts,*** including developed property, undeveloped property and gifts subject to a prior life interest.
c. ***Tangible and intangible personal property,*** such as art and collectibles, motor vehicles, copyrights, and other intellectual property, unless described in Section 8.4.6.
d. ***Bargain sales,*** i.e., transfers of property partially by gift and partially by sale.
e. ***Gifts involving "naming rights," beyond those described in Section 8.4.5.*** This would include, for example, gifts that allow the donor or their designee the right or opportunity to name any building, outdoor or interior area, space, feature, substantial object, program, or activity.

8.5.2 GPF reserves the right to refuse any gift that: 1) is contrary to GPF's Articles of Incorporation or Bylaws; 2) would result in GPF losing its 501(c)(3) status; 3) is too difficult or expensive to administer in relation to its value; 4) is for a purpose outside GPF's mission; or 5) would result in any unacceptable consequences to GPF. The decision to decline a gift for any reason may occur at any level, i.e., by the president/executive director or by the Board.

8.6 Legal Counsel

GPF will seek the advice of legal counsel in matters relating to gift acceptance when appropriate. Review by counsel is generally recommended for the types of gifts requiring both Board and Town Council approval, as described in Section 8.5.1; gifts involving a significant use/purpose restriction, to assist the Board and Town Council in determining the restrictions do not hamper the usefulness or desirability of the gift; and other gifts in which use of counsel is deemed appropriate by the president/executive director, the Board, the Town Manager, or the Town Council.

8.7 Acknowledging, Reporting and Recognizing Gifts

8.7.1 *Acknowledgement/Receipts.* To provide donors with the supporting documentation needed to claim a charitable contribution for their gift, GPF will provide donors with written

acknowledgement of any gift. The president/executive director is responsible for this task. For acknowledgement purposes, GPF will follow the following guidelines:

a. *For cash gifts* of at least $250, acknowledgement will include the amount of the gift, the date of receipt, if no goods or services were provided by GPF to the donor in exchange for the gift, a statement to that effect, and if goods or services were provided by GPF, a good faith estimate of the value of such goods or services provided by GPF;
b. *For non-cash gifts*, acknowledgement will include a description of the gift property *(but not an indication as to its value)*, the date of receipt, if no goods or services were provided by GPF to the donor in exchange for the gift, a statement to that effect, and if goods or services were provided by GPF, a good faith estimate of the value of such goods or services provided by GPF; and
c. *For quid pro quo gifts of cash or property* over $75 in value, which are payments or transfers that are part charitable contribution, part payment for goods or services, acknowledgement will follow the appropriate format listed above, and also will include (i) a statement that the amount of the contribution that is deductible for federal tax purposes is limited to the excess amount of the contribution over the value of the goods or services provided by GPF; and (ii) a good faith estimate of such goods or services provided by GPF.

If requested by the donor, for cash gifts of less than $250, GPF will provide the donor with a receipt evidencing their donation.

8.7.2 *Reporting.* For reporting purposes, GPF will follow the following guidelines:

a. *Valuation of gifts* for internal bookkeeping purposes only *(as GPF does not indicate value of gifts received by GPF for gift acknowledgement purposes)* will occur as of the date the donor relinquished control of the asset to GPF. The amount reported on GPF's books should be arrived at without regard to the donor's personal estimation of the gift's value, the worth and date of the gift reported by the donor to the IRS, or the value placed on it by the IRS in reference to the individual's personal tax liability. GPF may, but is not be required to, use the Partnership for Philanthropic Planning Guidelines for Reporting and Counting Charitable Gifts, IRS Publication 526 Charitable Contributions, IRS Publication 561 Determining the Value of Donated Property, or similar guidelines;
b. The *gift's date* will be defined as the date the donor irrevocably relinquished control of the property to GPF;
c. *Appraisals* of property are the responsibility of the donor; and
d. *IRS filings* must be made with respect to certain non-cash gifts. GPF will make all such filings within the specified time frame. Specifically, if a donor makes a gift of property (other than certain publicly traded securities) valued at more than $5,000, GPF must acknowledge that gift *(but not indicate agreement as to the value of the gift claimed by*

the donor) on IRS Form 8283, which the donor is responsible for preparing and filing. If GPF disposes of such property within three years of receipt, GPF is responsible for preparing and filing IRS Form 8282. Special filing requirements also apply for gifts of intellectual property that produce income during any given year (see Form 8899) and gifts of motor vehicles, boats and airplanes valued at more than $500 (see Form 1098-C).

8.7.3 *Recognition.* Suitable recognition for major gifts, including mention in the Annual Report, will be given to donors at the discretion of the Board, subject to relevant guidelines. GPF will respect the wishes of donors wishing to support GPF anonymously and will take reasonable steps to safeguard those donors' identity, subject to applicable law.

8.8 Resources

IRS Form 8282 and Instructions
IRS Publication 561 (Determining the Value of Donated Property)
IRS Publication 526 (Charitable Contributions)

9 ADMINISTRATION

This Manual is approved by the Board and any changes require Board approval. The Board reserves the right to amend or supplement this Manual at any time. Except to the extent administration of a particular policy included or referred to in this Manual is delegated to another Board committee, the Governance Committee is responsible for oversight and periodic review of this Manual and recommending any changes to the Board, as appropriate. If there is no Governance Committee, the responsibility falls to the Board as whole.

Adopted by Board of Directors:

_____

Printed Name: Chris Vanderpool, Secretary

APPROVAL
Original version approved November 30, 2022 effective immediately

GREATER PARKER FOUNDATION
BOARD COMPOSITION MATRIX

Board Matrix Worksheet	Current Board Members	Prospective Board Members	Total Board Members
Areas of Expertise/Leadership Qualities			
Administration/Management			0
Finance/Accounting/Investment			0
Fundraising/Development			0
Legal			0
Public Relations			0
Marketing/Communications/Public Relations			0
Human Resources			0
Strategic Planning			0
Technology			0
Programming (arts, entertainment, education)			0
Hospitality			0
Preservation			0
Sustainability			0
Architect/Engineer			0
Real Estate			0
Community Builder			0
Other			0
Resources			
Donor			0
Access to Donors			0
Access to Other Resources (foundations, corporate partners)			0
Availability for Active Participation (donor visits, grant writing)			0
Community Connections			
Town of Parker			0
Neighbors			0
Arts & Culture			0
Open Space			0
Education			0
Philanthropy			0
Small Business			0
Corporate Partners			0
Other			0
Personal Style			
Visionary Leader			0
Strategist			0
Implementor			0
Good Communicator			0
Constructive Protagonist			0
Consensus Builder			0
Age			
18 – 34			0
35 – 50			0
51 – 65			0
Over 65			0
Gender			
Male			0
Female			0
LGBTQ/Non-binary			0
Race/Ethnicity			
African American			0
Asian/Pacific Islander			0
Caucasian			0
Latinx			0
Native American			0
Other			0

Greater Parker Foundation
Annual Statement

1. Conflict of Interest policy

Please indicate whether you received a copy of GPF's Conflict of Interest policy, read and understand the policy, and agree to comply with it.

_____ _____
YES NO

2. Concerns About Policy

Do you have any concerns about the ability of yourself or others to comply with the requirements of the Conflict of Interest Policy?

_____ _____
Yes No

If yes, please describe your concerns, including any ways in which the Board may be able to help.

_____
_____

3. Policy Violations

If you suspect any violations of the Conflict of Interest Policy by any Responsible Persons, have you reported such suspected violations to the Board?

_____ _____
Yes No

I certify that the information set forth above is complete and accurate to the best of my knowledge and belief. I also agree that I will promptly inform the Board of any actual or apparent violation of the Conflict of Interest Policy that arises and that has not been disclosed in this Questionnaire in accordance with the Conflict of Interest Policy.

_____
Signature

_____
Date

Greater Parker Foundation
Rebuttable Presumption Checklist
(Non-Compensation Transactions)
(Attach to Minutes of Authorized Body)

1. Name of disqualified person:_____

2. Description of transaction: _____

3. Terms of transaction:

   (a) Consideration:_____

   (b) Term:_____

   (c) Other:_____

   _____

   _____

4. Total consideration approved:_____

5. Description of types of comparability data relied upon (e.g., current independent appraisals; offers from competitive and open bidding process):

   (a) _____

   (b) _____

   (c) _____

   (d) _____

6. Office and file where comparability data is kept:_____

7. How comparability data relied upon was obtained:

   _____
   _____
   _____

8. Range of value per comparability data:

_____
_____
_____

9. Explanation for any deviation from range of value per comparability data:

_____
_____
_____

10. Date transaction was approved by authorized body:_____

11. Members of the authorized body who were present (indicate with X if voted in favor):

_____
_____
_____
_____

12. Names of and actions (if any) by members of authorized body having a conflict of interest:

_____
_____
_____

13. Date of preparation of this Checklist (must be prepared by the later of next meeting of authorized body, or 60 days after authorized body approved compensation):

_____

14. Date of approval of this Checklist by authorized body (must be within reasonable time after preparation of documentation above): _____

PARKER
COLORADO

MEMORANDUM

TO: Mayor and Town Council

FROM: Tom Williams, PE, Director of Engineering/Public Works

THROUGH: Michelle Kivela, Town Manager

DATE: May 1, 2023

SUBJECT: April Contracts

The following contracts (over $50,000 under $100,000) were approved in April 2023:

Trade Contract Agreement for 2023 Townwide Roadway Reconstruct Program-Construction Management with Alfred Benesch & Company dated April 5, 2023.

The intent of this contract is to provide the Town of Parker with additional oversight, inspection and material testing as needed to complete this project.

Project Cost: $73,650.00