

**AMENDED AND RESTATED
ARTICLES OF ASSOCIATION
NORTHWEST COLORADO COUNCIL OF GOVERNMENTS/ ECONOMIC DEVELOPMENT DISTRICT**

**ARTICLE I
General Provisions**

101. Establishment of Northwest Colorado Council of Governments/Economic Development District

- A. The Member Jurisdictions of Northwest Colorado Council of Governments (“Council” or “NWCCOG”) hereby establish an organization known as the Northwest Colorado Council of Governments/Economic Development District (NWCCOG/EDD). The NWCCOG/EDD will serve as an Association of Governments pursuant to Article XIV, Section 18 of the Colorado Constitution, and Section 29-1-201 et seq., 29-1-401 and 29-1-402, Colorado Revised Statutes; and as an Economic Development District pursuant to U.S Code Title 42 Chapter 38, Subchapter II Establishment of Economic Development partnerships. The geographic area of the NWCCOG/EDD shall comprise the Counties of Eagle, Grand, Jackson, Pitkin, and Summit.
- B. The purposes and functions of the NWCCOG/EDD shall comprise regional council of government activities, set forth in Article II, and economic development activities set forth in Article III.

102. The NWCCOG/EDD regional council of government activities shall be under the authority of the Council as described in Article II, and the Economic Development District activities shall be under the authority of the EDD Board.

103. The activities of the Council and the EDD shall be coordinated by a Coordination Team comprising 2 individuals from the Council and 2 individuals from the EDD Board.

**ARTICLE II
Purpose, Function and Powers of the Council**

201. Purpose

The Council shall promote regional cooperation and coordination among local governments and between levels of government for the geographic area comprising the Counties of Eagle, Grand, Jackson, Pitkin, and Summit, hereinafter referred to as the "Region".

The need for a Council of Governments is based on the recognition that people in the Region form a single community and are bound together not only physically, but economically and socially. It is the purpose of the Council through its participating membership, staff and

programs, to provide local public officials with the means of responding more effectively to the local and regional problems of this Regional community.

In order to assure the orderly and harmonious development of the Region, and to provide for the needs of future generations, it is necessary for the Council to serve as an advisory coordinating agency to harmonize the activities of Federal, State, County and Municipal agencies within the Region, and to render assistance and service and create public interest and participation for the benefit of the Region.

A regional approach to problem solving and service delivery offers economies of scale, reduces redundancies, and allows each of the member jurisdictions access to funds not available when acting alone. Cooperative efforts among local governments enhance the capacity to address regional issues in the most cost-effective way.

202. Functions

The Council shall promote regional coordination and cooperation through activities designed to:

- A. Strengthen local governments and their individual capacities to deal with local problems.
- B. Serve as a forum to identify study and resolve area-wide problems.
- C. Develop and formulate policies involving Regional problems.
- D. Promote intergovernmental cooperation through such activities as reciprocal furnishing of services, mutual aid and parallel action as a means to resolve local, as well as Regional, problems.
- E. Provide the organizational framework to ensure effective communication and coordination among governmental bodies.
- F. Serve as a vehicle for the collection and exchange of Regional information.
- G. Develop Regional comprehensive plans.
- H. Serve as a spokesman for local governments on matters of Regional and mutual concern.
- I. Encourage action and implementation of Regional plans and policies by local, State and Federal agencies.

- J. Provide, if requested, mediation in resolving conflicts between members and other parties.
- K. Provide a mechanism for delivering financial assistance, in the form of loans, or otherwise, to public or private, for profit or nonprofit ventures, deemed to be in the public interest and to fulfill the purposes and functions of the Council,.
- L. Provide technical and general assistance to members within its staff and financial capabilities. These services are inclusive of, but not limited to:
 - 1. Identify issues and needs which are Regional and beyond the realistic scope of any one local government.
 - 2. Compile and prepare, through staff and from members, the necessary information concerning the issues and needs for Council discussion and decision.
 - 3. Debate and concur in a cooperative and coordinated Regional action to meet the need or issue.
 - 4. Implement the details of the cooperative action among affected member governments, using such devices as interlocal contracts and agreements, parallel ordinances or codes, joint performance of services, transfers or consolidations of functions, or special subordinate operating agencies.
 - 5. And, in general,
 - a. Arrange contracts among officials on an intergovernmental basis.
 - b. Publish reports on functional programs.
 - c. Publish current information of Regional interest.
 - d. Provide advice and assistance on physical land use planning and other functional programs.
 - e. Sponsor Regional training programs.
 - f. Negotiate cooperative agreements.
 - g. Sponsor or oppose legislation on behalf of the Region and its units of local government.

203. Powers

The Council shall, for the purpose of fulfilling its purposes and functions, be a body politic and corporate, and as such, be subject to all rights, duties and obligations as such may affect the members of such Council whereby its activities are of a Regional, area-wide or multi-governmental nature and further, shall constitute the entity to perform those Regional or area-wide functions which may be authorized by Federal or State statute. To effectuate such powers, the Council shall:

- A. Be the approving and contracting agent for all Federal and State regional grants, as required.
- B. Constitute the governmental entity for the purpose of receiving State or Federal assistance to area-wide or Regional governmental entities through designation as grantee for such grants.
- C. Constitute the governmental entity for any existing entities that are Regional in nature and any new entity, Regional in nature, which may be required to be created as a new board or commission by State or Federal statute and, to consummate such purpose, these Articles shall be amended from time to time.
- D. Serve as the Area Clearinghouse and Project Notification Review Agency.
- E. Serve as the Regional Planning Commission pursuant to Section 30-28-105, C.R.S.
- F. Exercise all powers set forth in Section 29-1-201, et seq., C.R.S., and Article XIV, Section 18, Colorado Constitution.
- G. Accept contributions from member local governments or from any other source, commit them to a general fund or funds, or a special fund or funds, and disburse the same for such purposes as the Council may direct at the time the fund or funds are established or at any time thereafter.
- H. Revolving Loan Fund. Subject to the approval of the Board of Directors, a Revolving Loan Fund may be created to assist in the financing of either public or private, for profit or nonprofit ventures, where the retention or creation of employment and the consequent public revenue or benefit to the health, safety and welfare of the Region is deemed by the Board to be in the public interest. The Board shall appoint a Revolving Loan Fund committee of nine persons, one from each county in the service area, under criteria as it shall establish. The Board shall also appoint nine alternates in the event of the inability of any committee member to attend a meeting. The NWCCOG Executive Staff or senior staff member shall serve as a non-voting, ex-officio member of the loan fund committee. The Revolving Loan Fund will create policy for review and approval of its loans including criteria established by agencies of origination from which

capitalization of the Revolving Loan Fund is achieved. In addition, such loans shall be made in full compliance with the Colorado Constitution, the Colorado Revised Statutes and applicable Federal law and regulations. The Revolving Loan Fund committee shall adopt Bylaws for the conduct of its affairs and the administration of the Revolving Loan Fund. Such Bylaws shall not be effective until approved by the Board of Directors of the Council.

204. Membership

- A. Initial Membership. The Council shall be composed of the following Counties and Municipal Corporations ("Member Jurisdictions"):
 - 1. Counties: Eagle, Grand, Jackson, Pitkin, and Summit
 - 2. Municipal Corporations: Aspen, Basalt, , Dillon, Eagle, Fraser, Frisco, Granby, Grand Lake, Gypsum, Hot Sulphur Springs, Kremmling, Minturn, Montezuma, Red Cliff, Silverthorne, Vail, Walden, and Winter Park, Glenwood Springs, Steamboat Springs, and Carbondale.
- B. Additional Members. Any other municipal corporations within the Region are eligible to become members of the Council by subscribing to these Articles of Association and Council Bylaws and paying the applicable assessment of dues.

205. Termination of Membership

Any member government may withdraw from membership in the Council as follows:

- A. A resolution or ordinance shall be adopted by the governing body of the Member Jurisdiction, following notice and public hearing, including findings that it is in the best interest of the public to withdraw from membership in the Council.
- B. Written notice of intent to withdraw from the Council by the governing body of the Member Jurisdiction shall be submitted to the Executive Committee, together with a copy of the duly adopted ordinance or resolution, by June 15, of the year prior to the effective date of withdrawal which date shall be January 1. Provision of services and all other rights and privileges of membership shall remain in effect from the date of written notice of the intent to withdraw and shall terminate on the effective withdrawal date. Any withdrawing Member Jurisdiction shall make a written request to the Executive Director of the Department of Local Affairs and the Governor to revise the designation of Planning and Management Region XII to reflect the member's withdrawal from NWCCOG.

206. Council Bylaws

The Council, acting by resolution at any regular or special meeting, may enact or amend Bylaws in order to efficiently conduct its affairs including creation of and delegation of authority to an Executive Committee, establishment of representation and voting rights of members on the Council, establishing responsibilities of officers and key personnel. Such Bylaws may not contravene or supersede any provision of these Articles.

ARTICLE III

Purpose, Function, and Powers of the Economic Development District

301. Purpose.

The EDD shall promote regional cooperation, intergovernmental cooperation, and coordination on economic development activities among local governments and private sector for the geographic area of the District. The geographic area of the District shall include the Counties of Eagle, Grand, Jackson, Pitkin, and Summit Counties and all of the incorporated municipalities within these counties.

302. Functions

Economic Development functions shall include: Directing the activities of the Economic Development District towards the accomplishments of the goals, objectives, and action plans continued in the Comprehensive Economic Development Strategy; apply for funding that supports these efforts, convene organizations and individuals who purpose is also to work on strengthening the economy within the define region, oversee and operate the District with regarding to fiscal management, budgeting, reporting, and employee hiring, firing and supervision. The EDD Board will be required to cooperate on the hiring, supervision and termination of the joint Executive Director. The District is responsible for updating of the CEDS and other such economic development activities as directed by the EDD Board.

303. EDD Board

- A. All economic development functions of the NWCCOG/EDD shall be directed by the EDD Board.
- B. The EDD Board shall consist of no less than fifty-one percent (51%) governmental representatives and no less than thirty-five percent (35%) non-governmental representatives. The membership shall comprise the following representation:
 1. One (1) elected official, or their chief administrative official, from each county within the District, to be appointed by the individual county.

2. Six (6) representatives of the municipalities located within Region 12, to be elected by ballot vote of the Council.
3. One (1) representative from a non-governmental stakeholder organization from each county within the District, to be appointed by the individual county.
4. One (1) representative of the Colorado Mountain College, to be appointed by the College President.
5. One (1) representative from the State office of Workforce Development, to be appointed by the Colorado Workforce Center.
6. One (1) representative from the resort industry, to be appointed in the first year by the NWCCOG Council and thereafter to be appointed by the EDD Board of Directors
7. One (1) representative from the health care industry, to be appointed in the first year by the NWCCOG Council, and thereafter to be appointed by the EDD Board of Directors
8. One (1) representative from each Member Jurisdiction located outside of Region 12, appointed by the jurisdiction.
9. Each appointing authority may also appoint or elect one alternate for each representative it appoints or elects to the Board.

304. Bylaws

The EDD Board acting by resolution at any regular or special meeting may enact or amend Bylaws in order to efficiently conduct its affairs including creation of and delegation of authority to an Executive Committee, establishment of representation and voting rights on the Board and, establishing responsibilities of officers and key personnel. Such Bylaws may not contravene or supersede any provision of these Articles.

ARTICLE IV **Effective Date and Amendment**

401. Articles: Effective Date

These Amended and Restated Articles of Association shall regulate and govern the affairs of the NWCCOG/EDD. These Articles shall become effective upon their adoption by the Council and the EDD Board and ratification by a majority of the Member Jurisdictions of the Council.

402. Articles: Amendment

These Articles may be amended by resolution approved by the Council and the EDD Board, provided that at least one week's notice in writing be given to all Council members and EDD Board members, setting forth such amendment, and that the approved amendment be ratified by a majority of the Member Jurisdictions of the Council, and the private and public sector entities within the Economic District.