

AMENDED AND RESTATED BY-LAWS
OF
RIVERFRONT RECAPTURE, INC.

ARTICLE I

Offices

Section 1. The Principal Office.

The principal office of the Corporation shall be located in Hartford, Connecticut.

Section 2. Other Offices.

The Corporation may have such other offices either within or without the State of Connecticut, as the Board of Directors may designate.

ARTICLE II

Board of Directors

Section 1. General Powers.

The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Election, Appointment, Term and Numbers.

The Corporation shall not have shareholders but shall be governed by a Board of Directors. The Board shall consist of two types of Directors: "Elected Directors" and "Ex-Officio Directors." The Board of Directors should include individuals who, as a group, possess the following qualities: access to financial support; entrepreneurial skills; marketing skills; expertise in programming, physical planning and development; cultural and ethnic diversity; experience in

management of, or advocacy for, public parks; knowledge of the Riverfront organization; and a willingness to invest time and energy advancing the goals and objectives of the Riverfront organization.

In addition, the Board may include Honorary Board Members.

Elected Directors

The number of Elected Directors of the Corporation shall be determined by the Elected Directors, but in no case shall the number of Elected Directors be less than ten (10) nor more than fifty (50). Individuals shall become Elected Directors by vote of the Elected Directors and Ex-Officio Directors then in office. Three classes of Elected Directors, as equal in number as possible, should be maintained to minimize the potential disruption caused by a transition of the majority of the Elected Directors. The successors to the Elected Directors shall be chosen by the vote of a majority of the Directors voting at a meeting. The Directors, by the concurring vote of a majority of the remaining Directors then in office, though such remaining Directors are less than a quorum, may at any time fill any vacancy between elections which may occur for the unexpired term of Elected Directors. The Directors then in office may elect additional Elected Directors (within the limits specified) at the Annual Meeting of the Corporation, at any regular meeting of the Board, or at a special meeting of the Board called for the purpose or by action taken by unanimous written consent of the Directors then in office. Said additional Elected Directors shall be assigned so as to make the classes of Elected Directors as equal in number as possible. The term of each Elected Director shall not exceed three years but Elected Directors may serve until their successors shall have been chosen and may serve renewable terms.

In addition, any Director may resign from the Board upon written notice to the Chair, at any time.

Ex-Officio Directors

In addition to the Elected Directors, the Board of Directors may appoint up to ten (10) Ex-Officio Directors who shall serve because of their particular office. The Ex-Officio Directors shall have full voting powers as members of the Board of Directors. The Ex-Officio Directors shall include the Chief Executive Officer or the senior staff designee of the City of Hartford and the Town of East Hartford; either the Chief Executive Officer or the Chief Elected Officer of the Towns of Wethersfield and Windsor, as determined from time to time by each such Town; the Chairperson and Chief Executive Officer of the Metropolitan District Commission; the Executive Director of the Capitol Region Council of Governments; an individual to be appointed by the Hartford Court of Common Council; an individual to be appointed by the East Hartford Town Council; and such other individuals or classes of individuals as may be added from time to time by the Board at any meeting. The Board of Directors, by the concurring vote of a majority of the Directors in office may appoint additional Ex-Officio Directors (within the limits specified) at a special meeting called for that purpose or by action taken by unanimous written consent.

Honorary Board Members

The Directors may from time to time designate an individual who has been particularly supportive of Riverfront Recapture, Inc. as an Honorary Board Member to serve for one or more renewable two-year periods. An Honorary Board Member who is subsequently elected to the

Board shall cease to be an Honorary Board Member for the duration of his or her active service. An Honorary Board Member may serve on a committee of the Board while continuing to serve as an Honorary Board Member. Honorary Board Members shall have the privilege of attending meetings and receive mailings and other information deemed appropriate from time to time by the Executive Committee or the Board. Honorary Board Members shall not have voting rights and, for purposes of determining the number of Elected Directors, the presence of a quorum at Board meetings, the number of Directors voting on any matter, and the like, Honorary Board Members shall not be counted. In no event shall the Honorary Board Members have any legal authority or responsibility to act on behalf of the Corporation.

Section 3. Meetings of the Board of Directors.

The Board of Directors shall hold its annual meeting at such hour and place as it may appoint on the fourth Thursday in April, if not a legal holiday, otherwise on the next business day following, or some other date as fixed by it. Provided a quorum is present, the first order of business shall be the election of Elected Directors to succeed those whose term has just expired, and the appointment of any new Ex-Officio Directors. Upon the occurrence of such events, the new Directors shall immediately succeed their predecessors whose terms shall thereupon expire. Should a quorum not be present at said meeting, the Director or Directors present shall effect adjournment until such time as there shall be a quorum present, the Directors whose terms have just expired shall continue in office until their successors shall have been chosen and shall qualify.

Although the expectation is that the Board of Directors will meet quarterly, all regular and special meetings of the Board of Directors shall be held at such times and places as it may determine, or upon the call of the Chair of the Board, Vice Chair(s), or the President or one-third of the Directors then in office. Written or oral notice of the time and place of each meeting of the Board of Directors, and, to the extent required by applicable law, the purpose of the meeting, shall be delivered to each Director not less than three days before such meeting by the persons authorized to call the same or by the Secretary; provided, however, such notice for any meeting may be waived in writing by any Director either before or after the time stated herein. Waiver shall also be deemed to have been received from a Director who attends a meeting other than for the purpose of objecting to lack of such notice.

One-third of the voting members of the Board of Directors shall constitute a quorum at any meeting of the Board. Except as otherwise provided in Section 4 below, a majority of the Committee members shall constitute a quorum at any Committee meeting.

Any action which may be taken at a meeting of the Board of Directors or any Committee may be taken upon the telephonic consent within the meeting or the written consent of all the Directors or all the members of the Committee, as the case may be.

All actions of the Board of Directors at any meeting at which a quorum is present shall be by majority vote of those present except as in these By-Laws or the Certificate of Incorporation otherwise provided.

Section 4. Executive Committee.

There shall be an Executive Committee of the Board of Directors which shall consist of the Chair of the Board, the Vice Chair(s), the President, the Secretary, the Treasurer, the Chief Executive Officer of Hartford or senior staff designee, the Chief Executive Officer of East Hartford or senior staff designee, the Chairperson and Chief Executive Officer of the Metropolitan District Commission, the Executive Director of the Capitol Region Council of Governments, and the Chairs of all Standing Committees. In addition, up to five (5) other members of the Board may be designated to serve on the Executive Committee as at-large members by majority vote of Directors present at a meeting.

The Executive Committee shall have strategic planning responsibilities. The Executive Committee shall advise the Board to support the Board's decision-making processes. The Executive Committee shall oversee policy development pertaining to ethics, security guidelines, human resources, and environmental and regulatory requirements. The Executive Committee shall also be responsible for ensuring that issues brought to the Board's attention move forward and are assigned to the appropriate Board Committee(s).

The Executive Committee shall recommend to the Board policies and procedures for the Corporation. The Executive Committee shall be responsible for overseeing implementation of Board decisions. The Executive Committee shall also facilitate coordination of the matters of the Corporation.

The Executive Committee shall be responsible for identifying and reviewing major policy issues facing the Organization, evaluating options, and making recommendations to the full Board at the next Board meeting. The Executive Committee is also responsible for coordinating the work of other Board Committees and reviewing reports drafted by the Corporation's Officers and Directors.

The Executive Committee may make appointments of Board members to a Board Committee upon the recommendations of the Chair of the Committee, who shall have consulted in advance with the President and CEO of the Corporation.

The Executive Committee may participate in hiring the Corporation's staff and contracting with consultants on various issues. The Executive Committee shall serve as a facilitator between the Board and the Corporation's staff to ensure that the mission of the Corporation is accomplished. The Executive Committee shall also support the efforts of the Corporation's staff. It is also expected that the Corporation's staff will keep the Executive Committee informed concerning significant matters and developments.

The Executive Committee shall be responsible for the hiring and oversight of the performance of the President and CEO of the Corporation. The Executive Committee shall conduct a formal annual performance appraisal of the President and CEO of the Corporation.

The Executive Committee is authorized to make emergency decisions between Board meetings. Such decisions will be made on behalf of the Board and do not require Board ratification. Emergency decisions shall be reported out to the Board at the next Board meeting.

The Executive Committee shall meet at such time and place as it may determine or upon call of the Chair of the Board or the Vice Chair(s). Written or oral notice of such meetings shall be delivered to each member not less than two (2) days before such meeting, provided that notice of any meeting may be waived in writing by any member, either before or after the meeting. Waiver shall also be deemed to have been received from a member who attends a meeting other than for the purpose of objecting to the lack of such notice.

One-third, but not less than five (5), of the members of the Executive Committee then serving shall constitute a quorum at any meeting. Except as otherwise provided, any action of the Executive Committee may be taken by a majority vote of the members present, provided a quorum shall be present.

The Executive Committee shall have no authority to amend the Certificate of Incorporation or the By-Laws, to fill vacancies on the Board, or adopt the Corporation's budget.

The Executive Committee shall maintain minutes of its meetings and report its findings to the Board at the next Board meeting.

ARTICLE III

Committees

Section 1. Committee Structure.

In addition to the Executive Committee, the Corporation shall maintain the following Standing Committees:

Audit

Development

Finance and Human Resources

Governance

Government and Community Relations

Park Planning

and their functions are described below:

A. Audit Committee

There shall be an Audit Committee, the number of members of which shall be set at the discretion of the Board. The Chair of this Committee shall be named by the Board of Directors from the Board membership upon the recommendation of the Chair of the Board and shall, by virtue of such appointment, be a member of the Executive Committee. Appointments of Directors to the Committee may be made upon the joint recommendation of the Chair of this Committee and the Executive Committee. Any action of the Committee shall require the concurring vote of a majority of those Directors present at a meeting and counted in a quorum.

Among the responsibilities of the Audit Committee shall be:

- to arrange annually for an independent audit of financial records and receive and transmit to the Board the resulting financial statement and any management recommendations that accompany it; and
- to monitor the adoption of any management recommendations accompanying audited financial statements.

B. Development Committee

There shall be a Development Committee, the number of members of which shall be set at the discretion of the Board. The Chair of this Committee shall be named by the Board of Directors upon the recommendation of the Chair of the Board and shall, by virtue of such appointment, be a member of the Executive Committee. Appointments of Directors, Honorary Board Members, and non-Board members to the Committee may be made upon the joint recommendation of the Chair of this Committee and the Executive Committee; a majority of Committee members shall be Directors. Any non-Directors must sign confidentiality and conflicts of interest statements. Any action of the Committee shall require the concurring vote of a majority of those Board of Director members present at a meeting and counted in a quorum.

Among the responsibilities of the Development Committee shall be:

- to solicit and raise funds, and assist with execution of fundraising plan and outreach to all sources including corporations, foundations, and individuals necessary to assure:
 - annual funding of the Corporation's operating budget;
 - the funding of special capital projects; and
 - adequate funding for programs and activities sponsored by the Corporation;

- to assist with development and implementation of plans to raise endowment funds to support the Corporation; and
- to recommend, and assist with, income-generating programs and activities.

C. Finance and Human Resources Committee

There shall be a Finance and Human Resources Committee, the number of members of which shall be set at the discretion of the Board. The Chair of this Committee shall be named by the Board of Directors from the Board membership upon the recommendation of the Chair of the Board and shall, by virtue of such appointment, be a member of the Executive Committee. Appointments of Board members to the Committee may be made upon the joint recommendation of the Chair of this Committee and the Executive Committee. Any action of the Committee shall require the concurring vote of a majority of those Directors present at a meeting and counted in a quorum.

Among the responsibilities of the Finance and Human Resources Committee shall be:

- to prepare annual capital and operating budgets for approval by the Board of Directors and monitor the organization's adherence to them;
- to establish the job description and qualifications of the President and select and recommend a candidate for approval by the Board;
- to advise the President on the selection, hiring and management of staff;
- to recommend personnel policies for approval by the Board, including policy on salaries, benefits and contracts;
- to oversee the insurance program to include the selection and oversight of brokers; and

- to select an investment manager and monitor performance and asset allocation of the investment portfolio.

D. Governance Committee

There shall be a Governance Committee, the number of members of which shall be set at the discretion of the Board. The Chair of this Committee shall be named by the Board of Directors from the Board membership upon the recommendation of the Chair of the Board and shall, by virtue of such appointment, be a member of the Executive Committee. Appointments of Directors to the Committee may be made upon the joint recommendation of the Chair of this Committee and the Executive Committee. Any action of the Committee shall require the concurring vote of a majority of those Directors present at a meeting and counted in a quorum.

Among the responsibilities of the Governance Committee shall be:

- to monitor, recommend, and evaluate board development in regard to board responsibilities;
- to encourage, monitor, and evaluate board engagement;
- to request Directors complete and submit annual conflicts of interest statements;
- to recommend candidates for election to the Board of Directors; and
- to ensure officer development and succession planning.

E. Government and Community Relations Committee

There shall be a Government and Community Relations Committee, the number of members of which shall be set at the discretion of the Board. The Chair of this Committee shall be named by the Board of Directors from the Board membership upon the recommendation of the Chair of the Board and shall, by virtue of such appointment, be a member of the Executive Committee.

Appointments of Directors, Honorary Board Members, and non-Board members to the Committee may be made upon the joint recommendation of the Chair of this Committee and the Executive Committee; a majority of Committee members shall be Directors. Any non-Directors must sign confidentiality and conflicts of interest statements. Any action of the Committee shall require the concurring vote of a majority of those Directors present at a meeting and counted in a quorum. Among the responsibilities of the Government and Community Relations Committee shall be:

- to develop and recommend strategies for government assistance for all levels of government;
- to introduce, involve, and engage local government (cities and towns), state, and federal officials in the well-being of Riverfront Recapture and its impact on the surrounding community; and
- to introduce, involve, and engage civic and regional boards and institutions in the well-being of Riverfront Recapture and its impact on the surrounding community.

F. Committee on Park Planning

There shall be a Committee on Park Planning, the number of members of which shall be set at the discretion of the Board. The Chair of this Committee shall be named by the Board of Directors from the Board membership upon the recommendation of the Chair of the Board and shall, by virtue of such appointment, be a member of the Executive Committee. Appointments of Directors, Honorary Board Members, and non-Board members to the Committee may be made upon the joint recommendation of the Chair of this Committee and the Executive Committee; a majority of Committee members shall be Directors. Any non-Directors must sign confidentiality

and conflicts of interest statements. Any action of the Committee shall require the concurring vote of a majority of those Directors present at a meeting and counted in a quorum.

Among the responsibilities of the Committee on Park Planning shall be the following:

- to manage and coordinate the overall park management program of the corporation including: planning, development, and implementation, as well as daily, on-going, and infrastructure maintenance;
- to review and provide assistance as necessary in preparing applications for government funding of riverfront parks and related construction projects;
- to manage the expenditure of government and other funds for construction and maintenance projects in the primary area;
- to advise and assist the President in representing the Corporation's interests before government agencies and legislative bodies on matters of planning and development.

G. Other Standing Committees and Subcommittees.

The Board of Directors may appoint such other Standing Committees of the Board as it deems appropriate. Each such Standing Committee shall have and may exercise such authority as shall be provided in the resolution appointing it, subject to any limitations set forth in the Certificate of Incorporation, these By-Laws or applicable law. The Chair of such Standing Committee shall be a member of the Executive Committee. In addition, each Standing Committee may create Subcommittees on specific topics (such as Corporate Giving, Economic Development, etc.). The Chairs of the Subcommittees shall be named by the Executive Committee upon the recommendation of the Chair of the appropriate Standing Committee. Any such Subcommittee

shall not be a Committee of the Board of Directors, and may not exercise any powers of the Board.

Section 2. Ad hoc Committees

The Executive Committee may from time to time appoint Ad hoc Committees with duties, powers and responsibilities as may be assigned by the Executive Committee. Ad hoc Committees may be created for a specific or limited term, and may include (by way of example and not limitation) Sponsorships, Boat House, and Environmental.

ARTICLE IV

Officers

Section 1. Number.

The officers of the Corporation shall be a Chair of the Board, up to three (3) Vice Chairs, a President, a Treasurer, a Secretary, and such other officers as the Board may appoint including, but not limited to, one or more Assistant Treasurers, one or more Assistant Secretaries, and such other officers under appropriate titles as the Board of Directors may deem necessary or appropriate.

Section 2. Election.

At each Annual Meeting, the Board of Directors shall choose from among the Directors a President and Chief Executive Officer, a Chair of the Board, up to three (3) Vice Chairs, a Treasurer, a Secretary, and such other officers as it may deem necessary or appropriate, each to serve for a term of one year or until their successor shall be elected.

Section 3. Compensation and Duties.

The Board of Directors or a Committee appointed by it shall fix the compensation of all employees and agents of the Corporation.

Section 4. The Chair of the Board of Directors.

The Chair shall preside at all meetings of the Board of Directors of the Corporation, shall oversee implementation of orders and resolutions of the Board of Directors and shall have such additional duties and powers as he or she is called upon to perform. The Chair shall be an ex-officio member of all Standing Committees, shall have full voting powers, and shall be counted in a quorum.

Section 5. The Vice Chair(s).

The Vice Chair(s) shall assist the Chair in the implementation of decisions and directions of the Chair of the Board and may serve as Chairs of Standing Committees. In the absence of the Chair of the Board, a Vice Chair shall preside at all meetings of the Directors, and shall exercise all other powers and perform all other duties of the Chair. If more than one Vice Chair is elected, the Executive Committee shall designate a rotation order of as to which Vice Chair will assume the powers and perform the duties of the Chair in the Chair's absence. At the direction of the Executive Committee, any Vice Chair may be designated as an ex-officio member of any Standing Committee, shall have full voting powers, and shall be counted in a quorum.

Section 6. The President.

The President shall be the Chief Executive Officer of the Corporation and shall have general charge of the day-to-day conduct of the business of the Corporation, subject to the direction of the Board of Directors. In the absence of the Chair and Vice Chair(s), the President shall preside at meetings of the Board of Directors of the Corporation.

Section 7. The Secretary.

The Secretary shall be custodian of the corporate records and of the seal of the Corporation, shall keep minutes of meetings of the Board of Directors, authenticate corporate records and generally perform all duties incident to the office of Secretary as well as such other duties as from time to time may be assigned to him or her by the Board of Directors, the Chair of the Board or the Vice Chair(s).

Section 8. The Treasurer.

The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as may be selected in accordance with the provisions of Article IV of the By-Laws; and in general perform all of the duties as from time to time may be assigned to him or her by the Board of Directors, the Chair of the Board or the Vice Chair(s).

Section 9. The Assistant Secretaries and Assistant Treasurers.

The Assistant Secretaries and Assistant Treasurers, if any, shall assist the Secretary and Treasurer, respectively, in the discharge and execution of their respective duties. In the absence or inability to act as the Secretary or the Treasurer, his or her Assistant shall act in his or her stead. The Assistant Secretaries and Assistant Treasurers shall perform such other duties as from time to time may be assigned to them by the Board of Directors, the Chair of the Board or the Vice Chair(s).

ARTICLE V.

Contracts, Loans, Checks and Deposits

Section 1. Contracts.

The Board of Directors or the Executive Committee may authorize or delegate to another Committee within the purview of that Committee's authority, the power to authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or specific. When the execution of any contract or other instrument has been authorized by the Board of Directors, the Executive Committee or another Committee without specification of the executing officers, the Chair of the Board, the Vice Chair(s), the President, or the Treasurer, may execute the same in the name of and on behalf of the Corporation, and may affix the corporate seal thereto.

Section 2. Loans.

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or specific.

Section 3. Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation as may from time to time be determined by the Board of Directors or the Executive Committee.

Section 4. Deposit.

All funds of the Corporation not otherwise deployed shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors or the Executive Committee may designate.

ARTICLE VI

Section 1. Corporate Seal.

The Corporation shall have a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the word "SEAL," and may use the same by causing it or a facsimile thereof to be impressed, affixed, or otherwise reproduced.

ARTICLE VII

Amendment of Certificate of Incorporation and By-Laws, Removal of Directors, Sale of Assets, Dissolution, Indemnification.

Section 1. Amendment of Certification of Incorporation and By-Laws.

The Certification of Incorporation and any of these By-Laws may be amended, altered or repealed, and new Certificate of Incorporation or By-Laws may be adopted at any regular or special meeting of the Board of Directors called for such purpose; provided, however, the notice of such meeting sets forth the proposed action to be taken; and provided further, that the resolution accomplishing such amendment, alteration, repeal or adoption shall be adopted by a vote of at least a majority of the Directors then in office; and provided further, that no such amendment, alteration, repeal or adoption shall serve to revoke or substantially curtail the purposes for which the Corporation is organized, or in the event of dissolution, shall govern the ultimate disposition of the assets of the Corporation, as set forth in the Certificate of Incorporation.

Section 2. Removal of Directors.

Directors may be removed from office at any regular or special meeting of the Board of Directors, with or without cause, provided, however, the notice of such meeting sets forth the proposed action to be taken; and provided further, that the resolution accomplishing such removal shall be adopted by a vote of at least two-thirds of the Directors then in office.

Section 3. Sale of Assets.

No sale or other disposition of all or substantially all of the assets of the Corporation shall be made without due authorization by the Board of Directors at a regular or special meeting called for such purpose; provided, however, the notice of such meeting shall set forth the proposed action to be taken; and provided further, that the resolution authorizing such sale shall be adopted by a vote of at least two-thirds of the Directors then in office.

Section 4. Dissolution.

Except as otherwise provided by law, the Corporation shall not be dissolved without due authorization by the Board of Directors at a regular or special meeting called for such purposes; provided, however, the notice of such meeting shall set forth the proposed action to be taken, and provided further, that the resolution authorizing dissolution shall be adopted by a vote of at least two-thirds of the Directors then in office. Any assets shall be distributed to one or more tax-exempt organizations in accordance with the Certificate of Incorporation of the Corporation.

Section 5. Indemnification.

The Corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by the Connecticut Revised Nonstock Corporation Act. The Corporation may purchase and maintain insurance providing greater indemnification than that permitted by the Connecticut Revised Nonstock Corporation Act on behalf of any individual who is or was a director, officer, employee or agent of the Corporation.

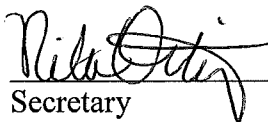
ARTICLE VIII

Waivers of Notice

Section 1. Waivers of Notice.

Whenever any notice of time, place, purpose or any other matter, including any special notice or form of notice, is required or permitted to be given to any person by law or under the provisions of the Certificate of Incorporation or By-Laws of the Corporation, or a resolution of Directors, a written waiver thereof signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be equivalent to the giving of such notice. The Secretary of the Corporation shall cause any such waiver to be filed with or entered upon the records of the meeting. The attendance of any person at a meeting without protesting, prior to or at the commencement of the meeting, shall be deemed to be a waiver by him or her of the lack of notice of such meeting.

Certified by the Secretary of the Corporation as the Amended and Restated By-Laws of the Corporation as adopted on April 26, 2001 (as revised and adopted April 24, 2014).


Secretary