

House \_\_\_\_\_ Amendment NO. \_\_\_\_\_

Offered By \_\_\_\_\_

1 AMEND House Committee Substitute for Senate Committee Substitute for Senate Bill No. 917, Page 5,  
2 Section 260.242, Line 9, by inserting after all of said line the following:

3  
4 "260.1150. 1. This section shall be known and may be cited as the "Environmental Restoration  
5 Corporation Act".

6 2. A public benefit nonprofit corporation may be formed under the provisions of chapter 355 to  
7 hold, manage, or own environmentally impaired property that is otherwise subject to an ongoing cleanup or  
8 remedial action under the Comprehensive Environmental Response, Compensation, and Liability Act, 42  
9 U.S.C. Section 9601, et seq.; the Missouri hazardous waste management law, sections 260.350 to 260.433;  
10 the Federal Water Pollution Control Act, 33 U.S.C Section 1251, et seq.; or the Missouri clean water law,  
11 sections 644.006 to 644.150, for the purpose of promoting social welfare in Missouri by facilitating efforts to  
12 restore and redevelop such environmentally impaired property.

13 3. Any such nonprofit corporation organized under this section shall, in addition to all powers  
14 conferred by chapter 355, have the following powers, which shall be exercised at the sole and exclusive  
15 discretion of the directors:

16 (1) To adopt bylaws and rules for the regulation of its affairs and the conduct of its business;

17 (2) To adopt an official seal;

18 (3) To sue and be sued;

19 (4) To accept gifts, contributions, disbursements, distributions, donations, endowments, loans,  
20 grants, settlement proceeds, and payments from the federal and state government, and from other sources,  
21 public or private, for carrying out any of its functions, which funds shall not be expended other than for the  
22 purposes provided;

23 (5) To acquire, accept, convey, dispose, encumber, manage, and own any real property that is subject  
24 to any cleanup or remedial action as described in subsection 2 of this section;

25 (6) To make and execute leases, contracts, releases, compromises, and other instruments necessary  
26 or convenient to carry out its purposes;

27 (7) To convey real property when the board of directors finds, at its sole discretion, that it has  
28 acquired all rights, title, and interest in the property within the area designated for cleanup or remediation and  
29 such conveyance is in the public interest. In any such conveyance, the board of directors may impose such  
30 conditions and covenants, including conservation easements, as it determines are reasonable and appropriate;

31 (8) To employ and pay compensation to such employees and agents, including accountants,  
32 attorneys, and others as the board of directors shall deem necessary to further the purposes of such nonprofit  
33 corporation; and

34 (9) To enter into contracts with private or public entities to conduct, implement, manage, oversee,  
35 and regulate any and all activities that may be necessary or required in connection with the management of  
36 the real property and the implementation of any cleanup or remedial action as described in subsection 2 of  
37 this section. Any such contract may include provisions for the delivery of administrative support services to  
38 the corporation and for a reasonable fee to be paid for management services related to the execution and  
39 implementation of any and all activities required by such contract.

Action Taken \_\_\_\_\_ Date \_\_\_\_\_

1       4. Any such nonprofit corporation organized under this section shall be managed and regulated by a  
 2 board consisting of no less than five directors, who shall initially be appointed by the incorporators. Any  
 3 director shall not have any personal liability related to any official acts or obligations of the corporation.  
 4 However, any such immunity shall not apply with regard to any intentional or negligent act or omission that  
 5 results in a violation of any law set forth in subsection 2 of this section. No more than two directors shall be  
 6 employed by a state, county, or local government, and no more than two directors shall be public  
 7 nongovernmental members. The board shall meet at least four times per calendar year. A quorum of the  
 8 board shall consist of three members. An action taken by a majority vote of the board at a meeting where a  
 9 quorum is present shall be an act of the board. All powers and duties conferred upon the directors shall be  
 10 exercised personally by the directors and not by alternates or representatives. All actions of any such  
 11 nonprofit corporation shall be taken at meetings open to the public, except for confidential matters relating to  
 12 personnel, contracts, or litigation.

13       5. If any such nonprofit corporation receives public funds in connection with any specific  
 14 environmental restoration activity at a specific property:

15       (1) The corporation shall allow for reasonable periodic audits by the state auditor with respect to the  
 16 corporation's use of such public funds in relation to the property for which such public funds were received;  
 17 and

18       (2) The corporation shall, upon reasonable request, provide an annual report to the general assembly  
 19 concerning the receipt and use of such public funds.

20       6. Any such nonprofit corporation may include in any conveyance of any real property to any third  
 21 party an environmental covenant in the form as set forth in sections 260.1000 to 260.1039 or a conservation  
 22 easement under section 442.014.

23       7. Prior to acquiring any interest in any real property that is the subject of any environmental  
 24 restoration activities, any such nonprofit corporation shall undertake all reasonable and appropriate due  
 25 diligence activities in accordance with all applicable regulations adopted by the United States Environmental  
 26 Protection Agency in order to qualify the nonprofit corporation as a bona fide prospective purchaser as  
 27 defined in 42 U.S.C. Section 9601(40), as amended. Provided such nonprofit corporation qualifies as a bona  
 28 fide prospective purchaser, such nonprofit corporation shall be immune from any liability of any kind or  
 29 nature under the Missouri hazardous waste management law under sections 260.350 to 260.433; the Missouri  
 30 solid waste management law under sections 260.200 to 260.345; or the Missouri clean water law under  
 31 chapter 644 for any conditions that may exist at, on, or under any such real property; however, such  
 32 corporation shall comply with all applicable regulatory requirements.

33       8. Any such nonprofit corporation owes no duty of care and shall have no liability of any kind or  
 34 nature whatsoever to any trespasser who enters on any real property held, managed, or owned by the  
 35 nonprofit corporation in relation to keeping the land safe for recreational or any other use or to giving any  
 36 general or specific notice or warning with respect to any natural or artificial condition, structure, or personal  
 37 property thereon."; and

38  
 39 Further amend said bill by amending the title, enacting clause, and intersectional references accordingly.