



CITY of NOVI CITY COUNCIL

Agenda Item D
October 12, 2015

SUBJECT: Approval of Amended and Restated Articles of Incorporation of Resource Recovery and Recycling Authority of Southwest Oakland County (RRRASOC).

SUBMITTING DEPARTMENT: Public Services *RA*

CITY MANAGER APPROVAL: *[Signature]*

BACKGROUND INFORMATION:

In 1989, the cities of Novi, Farmington, Farmington Hills, South Lyon and Walled Lake formed the Resource Recovery and Recycling Authority of Southwest Oakland County (RRRASOC), an intergovernmental municipal solid waste authority. The Authority's purpose is to establish, assist with and operate solid waste management programs that feature intergovernmental cooperation, economies of scale, and a combination of environmental responsibility and fiscal soundness. RRRASOC helps its member communities provide cost-effective, environmentally responsible, and convenient waste and recycling programs, including drop-off centers, household hazardous waste and electronics recycling events, and curbside pick-up collection. RRRASOC maintains a tradition of providing innovative and cost-effective services through cooperation and public/private partnerships, developing award-winning solid waste programs and improving services while controlling costs. The City of Wixom and Lyon Township also became members of the Authority in 1989 and 1990, respectively.

Milford and Milford Township have now asked to join RRRASOC. In turn, Lyon Township, which does not provide its residents with solid waste or recycling services, has asked to withdraw. Pursuant to State law, each of the remaining members of RRRASOC needs to approve amendments to the Authority's Articles of Incorporation that reflect the changes in membership in order to grant these requests.

Attached are proposed Amended and Restated Articles of Incorporation of Resource Recovery and Recycling Authority of Southwest Oakland County, along with a proposed resolution approving and adopting the Amended and Restated Articles. Both the Amended and Restated Articles, which reflect the proposed changes in membership, and the resolution were prepared by RRRASOC's legal counsel, Miller Canfield. The City Attorney has reviewed and approved both documents as to form.

RECOMMENDED ACTION: Adoption of the resolution approving and adopting the Amended and Restated Articles of Incorporation of Resource Recovery and Recycling Authority of Southwest Oakland County, authorizing and directing the Mayor and City Clerk to endorse the fact of the adoption of the Amended and Restated Articles, and rescinding any conflicting resolutions.

	1	2	Y	N
Mayor Gatt				
Mayor Pro Tem Staudt				
Council Member Casey				
Council Member Markham				

	1	2	Y	N
Council Member Mutch				
Council Member Poupard				
Council Member Wrobel				

City of Novi
County of Oakland, State of Michigan

Minutes of a _____ meeting of the City Council of the City of Novi, County of Oakland, State of Michigan, held in the City on the ____ day of _____, 2015, at _:_.m., prevailing Eastern Time.

PRESENT: Members _____

ABSENT: Members _____

The following preamble and resolution were offered by Member _____ and supported by Member _____:

WHEREAS, the City Councils of the Cities of Farmington, Farmington Hills, Novi, South Lyon, Southfield and Walled Lake have previously created the Resource Recovery and Recycling Authority of Southwest Oakland County (the "Authority") pursuant to Act 179, Public Acts of Michigan, 1947, as amended; and

WHEREAS, the City of Wixom and the Charter Township of Lyon subsequently became members of the Authority; and

WHEREAS, the Village of Milford and the Charter Township of Milford has each determined that it is reasonable, necessary and in its best interest to become a member of the Authority; and

WHEREAS, this City Council on behalf of the City of Novi, County of Oakland, State of Michigan (the "City"), together with the City Councils of the Cities of Farmington, Farmington Hills, South Lyon, Southfield, Walled Lake and Wixom, the Village Council of the Village of Milford and the Township Board of the Charter Township of Milford, have deemed it is reasonable and necessary to amend and restate the Articles of Incorporation of the Authority; and

WHEREAS, the Amended and Restated Articles of Incorporation, providing for, among other amendments, the inclusion of the Village of Milford and the Charter Township of Milford in the Authority, have been prepared and have been carefully reviewed by this City Council; and

WHEREAS, it is necessary for this City Council to adopt the Amended and Restated Articles of Incorporation and to provide for other matters relative to the Authority.

NOW, THEREFORE, BE IT RESOLVED THAT:

1. The Amended and Restated Articles of Incorporation of the Authority attached hereto as Exhibit A, be and the same are hereby approved and adopted.

2. The Mayor and City Clerk are hereby authorized and directed to endorse the fact of such adoption upon the Amended and Restated Articles of Incorporation in the form and manner provided therein.

3. That all resolutions and parts of resolutions insofar as they conflict with the provisions of this resolution be and the same hereby are rescinded.

AYES: Members _____

NAYS: Members _____

RESOLUTION DECLARED ADOPTED.

City Clerk

I hereby certify that the foregoing is a true and complete copy of a resolution adopted by the City Council of the City of Novi, County of Oakland, Michigan, at a _____ meeting held on _____, 2015, and that said meeting was conducted and public notice of said meeting was given pursuant to and in full compliance with the Open Meetings Act, being Act 267, Public Acts of Michigan, 1976, and that the minutes of said meeting were kept and will be or have been made available as required by said Act.

City Clerk

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
RESOURCE RECOVERY AND RECYCLING AUTHORITY
OF SOUTHWEST OAKLAND COUNTY**

**(Adopted July, 1989;
Amended November, 1989;
Amended November, 1990;
Amended _____, 2015)**

These Amended and Restated Articles of Incorporation are adopted by the incorporating municipal corporations for the purpose of continuing an AUTHORITY under the provisions of Act 179, Public Acts of Michigan, 1947, as amended (the "Act").

ARTICLE I

The name of this AUTHORITY is "Resource Recovery and Recycling Authority of Southwest Oakland County." The principal office of the AUTHORITY will be located at 20000 W. Eight Mile Road, Southfield, MI 48075. The principal office of the AUTHORITY may be changed from time to time as determined by resolution of the Board of Trustees.

ARTICLE II

The initial Incorporating Municipalities creating this AUTHORITY were the Cities of Farmington, Farmington Hills, Novi, South Lyon, Southfield, and Walled Lake, all designated as the CONSTITUENT MUNICIPALITIES. The City of Wixom and the Charter Township of Lyon were subsequently added as CONSTITUENT MUNICIPALITIES. Upon the approval of these Amended and Restated Articles of Incorporation on _____, 2015, the Village of Milford and the Charter Township of Milford are designated as CONSTITUENT MUNICIPALITIES, and the Charter Township of Lyon shall be considered withdrawn from the AUTHORITY. All CONSTITUENT MUNICIPALITIES are located in the County of Oakland, State of Michigan.

ARTICLE III

The purpose of this AUTHORITY is the collection or disposal, or both, of garbage or rubbish, or both, and to acquire, construct, own, improve, enlarge, repair, remodel, extend, maintain and operate a waste management project or system, in accordance with the authorization of the Act or of any other applicable statute.

ARTICLE IV

This AUTHORITY shall be a body corporate with power to sue or to be sued in any court of this State. The AUTHORITY shall be comprised of the territory within the corporate boundaries of its CONSTITUENT MUNICIPALITIES. No change in municipal jurisdiction over any territory within the AUTHORITY shall in any manner affect the AUTHORITY or its boundaries. It shall possess all of the powers now or hereafter granted by the Act or by any other applicable statute and by these Amended and Restated Articles of Incorporation, and those incident thereto, including specifically, but not limited to, the power to manage billing, collection contracts and franchises, to operate or manage transfer facilities, or to operate or manage

recycling facilities or any other facilities permitted by law, either within or without its corporate limits. The enumeration of any powers herein shall not be construed as a limitation upon its general powers unless the context shall clearly indicate otherwise. The AUTHORITY shall have a corporate seal.

ARTICLE V

This AUTHORITY shall continue in existence perpetually or until dissolved by act of the parties or by law; provided, however, that such AUTHORITY shall not be dissolved if such dissolution could operate as an impairment of any of its contracts.

ARTICLE VI

The fiscal year of the AUTHORITY shall commence on the first day of July in each year and end on the last day of June next following. The fiscal year of the AUTHORITY may be changed from time to time as determined by resolution of the Board of Trustees.

ARTICLE VII

The governing body of this AUTHORITY shall be a Board of Trustees, hereinafter referred to as the BOARD, which shall be made up of one voting representative from each CONSTITUENT MUNICIPALITY. Members of the BOARD shall be the respective Chief Administrative Officer of each of the CONSTITUENT MUNICIPALITIES. Each Member of the BOARD shall also appoint an alternate member who may attend meetings of the BOARD but may vote only in the absence of the Trustee having appointed the alternate. In no event shall the term of the alternate member extend beyond the term of the individual Trustee having appointed the alternate.

The members of the BOARD and such officers thereof who also are members of the BOARD shall be paid no compensation; provided, however, that the BOARD may authorize the payment of the actual expenditures of any member or officer incurred in connection with the business of the AUTHORITY. The BOARD shall meet on the third Wednesday of July of each year at 8:30 o'clock a.m., at the place of holding the meetings of the BOARD, or at such other time and place as the BOARD may determine from time to time by resolution, for the purpose of organization. At such organization meeting the BOARD shall select a Chairman and a Vice-Chairman, who shall be members of the BOARD, and a Secretary and a Treasurer, who may but need not be members of the BOARD. The BOARD may select such Assistant Secretaries and Assistant Treasurers as the BOARD determines appropriate, who may but need not be members of the BOARD. Such officers shall serve until the organization meeting in the following year or until their respective successors shall be selected and qualify.

Within thirty (30) days after the initial organization of the AUTHORITY shall become effective, the members of the BOARD shall meet for the purpose of organizing the BOARD for the balance of such fiscal year. The time and place for such meeting shall be fixed by a majority of the members-elect of the BOARD, and notice thereof served upon all members in the manner provided in Article IX. No selection of an officer of the BOARD shall be deemed to be invalid because it was not made within or at the time specified in these Amended and Restated Articles of Incorporation.

ARTICLE VIII

In the event of a vacancy in a position of Chief Administrative Officer of a CONSTITUENT MUNICIPALITY, the legislative body of such CONSTITUENT MUNICIPALITY shall promptly appoint a representative to the Board on an interim basis, to serve until such time as the vacancy in the position of Chief Administrative Officer shall be filled.

In the event of a vacancy in any office of the BOARD, such vacancy shall be filled by the BOARD for the unexpired term. In case of the temporary absence or disability of any officer, the BOARD may appoint some person temporarily to act in his or her stead except that in the event of the temporary absence or disability of the Chairman, the Vice-Chairman shall so act.

ARTICLE IX

Meetings of the BOARD shall be held at least quarterly, and may be held more often, at such time and place as shall be prescribed by resolution of the BOARD. Special meetings of the BOARD may be called by the Chairman or any two members thereof, by serving written notice of the time, place and purpose thereof, upon each member of the BOARD personally, or by leaving it at his or her place of residence at least eighteen hours prior to the time of such meeting, or by depositing the same in a United States Post Office or mail box within the limits of the AUTHORITY, at least seventy-two hours prior to the time of such meeting, enclosed in a sealed envelope properly addressed to him or her at his or her home or office address, with first class postage fully prepaid. Special meetings of the BOARD at which all members are present shall be deemed to be valid even though no written notice thereof may be given as above specified. Any member of the BOARD may waive notice of any meeting either before or after the holding thereof.

At least a majority of the members-elect of the BOARD shall be required for a quorum. Each member of the BOARD shall have one vote on all matters before the BOARD, except as provided below. On any matter requiring a weighted vote, the number of votes to which each member of the BOARD shall from time to time be entitled shall be calculated by multiplying (i) the quotient, carried to four decimal places, obtained by dividing (A) the total number of tons of solid waste delivered from the CONSTITUENT MUNICIPALITY to the AUTHORITY during the preceding fiscal year by (B) the total number of tons of solid waste delivered from all CONSTITUENT MUNICIPALITIES to the AUTHORITY during the preceding fiscal year, times (ii) 100; provided, however, that no member of the BOARD shall be entitled to more than 49.00% of the total weighted vote eligible to be cast.

In the event that the operation of the formula set forth above would result in one member of the BOARD being entitled to more than 49.00% of the total weighted vote eligible to be cast, that member shall be assigned exactly 49.00% of the total weighted vote eligible to be cast, and the number of votes to which each remaining member shall be entitled shall be calculated by multiplying (iii) the quotient obtained by the formula described in part (i) above excepting that the tonnage of solid waste of the CONSTITUENT MUNICIPALITY represented by the member possessing 49.00% of the total weighted vote shall be subtracted from the denominator described in part (i)(B) above, times (iv) 100, times (v) 51.00%.

For the passage of any resolution or ordinance establishing, imposing or levying rates, charges or fees to users or beneficiaries of the service or services furnished by the solid waste management system, providing for the issuance of bonds, (iii) authorizing the execution of any contract, or (iv) appointing or removing the General Manager, there shall be required a vote of 50% of the members-elect of the BOARD and a majority of the weighted vote of the members-elect of the BOARD. For the passage of any resolution or ordinance establishing the location of disposal facilities, there shall be required a 67% vote of the members-elect of the BOARD and 67% of the weighted vote of the members-elect of the BOARD. For all other matters, a vote of a majority of the members of the BOARD present at any meeting at which a quorum is present shall be sufficient for passage.

Public notices of all regular, special or rescheduled regular meetings of the BOARD shall be given pursuant to the applicable provisions of The Open Meetings Act, being Act 267, Public Acts of 1976, as amended from time to time.

The BOARD shall have the right to adopt rules governing its procedure which are not in conflict with the terms of any statute or of these Amended and Restated Articles of Incorporation. The BOARD shall also have the right to establish rules and regulations for the use of any project constructed by it under the provisions of the enabling acts. The BOARD shall keep a journal of its proceedings, which shall be signed by the Secretary. All votes shall be "yeas" and "nays", except that where the vote is unanimous, it shall only be necessary to so state.

ARTICLE X

The Chairman of the BOARD shall be the presiding officer thereof. Except as herein otherwise provided, he shall not have any executive or administrative functions other than as a member of said BOARD. In the absence or disability of the Chairman, the Vice-Chairman shall perform the duties of the Chairman. The Secretary shall be the recording officer of the BOARD. The Treasurer shall be custodian of the funds of the AUTHORITY. All money shall be deposited in a bank to be designated by the BOARD. The BOARD shall adopt by resolution such procedures for the execution of checks or other forms of withdrawal, for the investment of funds and for such other budgeting and accounting measures, as the BOARD deems appropriate. The officers of the BOARD shall have such other powers and duties as may be conferred upon them by the BOARD.

Bonds issued by the AUTHORITY, and interest coupons relating thereto, if any, shall be executed in the name and on behalf of the AUTHORITY by its Chairman or Vice-Chairman and countersigned by its Secretary or Assistant Secretary by manual or facsimile signature, and the corporate seal of the AUTHORITY or a facsimile thereof shall be printed on or affixed to bonds.

The BOARD shall prepare, adopt and submit to their respective legislative bodies an annual budget covering the proposed expenditures to be made for the organizing and operating of the AUTHORITY and for the necessary funds required from each CONSTITUENT MUNICIPALITY for the next fiscal year, beginning July 1, 1989, such budget to be submitted to each CONSTITUENT MUNICIPALITY on or before May 1 of each calendar year. No budget shall be adopted unless approved by a vote of 50% of the members-elect of the BOARD and by a majority of the weighted vote of the members-elect of the BOARD; provided, however, that no obligation shall be assumed by the AUTHORITY which may then or at any time in the future become in whole or in part the individual liability of any CONSTITUENT MUNICIPALITY

without the prior individual consent of that CONSTITUENT MUNICIPALITY; and provided further, that any CONSTITUENT MUNICIPALITY may withdraw from the AUTHORITY at any time prior to the incurrence of indebtedness by the AUTHORITY for which the CONSTITUENT MUNICIPALITY may incur an individual liability without any obligation whatever, and may also withdraw after the assumption of indebtedness by the AUTHORITY for which the individual CONSTITUENT MUNICIPALITY has by its prior agreement thereto incurred an individual liability, but in such latter withdrawal the consent of the creditor shall be obtained or the individual obligation assumed by the withdrawing member shall be paid by the withdrawing CONSTITUENT MUNICIPALITY on terms satisfactory to the creditor.

The provisions of this Article shall be considered controlling over all other Articles of this instrument.

ARTICLE XI

The BOARD may appoint a General Manager. The General Manager shall be the chief administrative officer of the AUTHORITY, and shall perform all of the purely administrative functions of the AUTHORITY, unless otherwise delegated in these Amended and Restated Articles of Incorporation. All such functions shall be performed in harmony with the adopted policies of the BOARD. The General Manager shall serve at the will of the BOARD and may be removed at any time by resolution of the BOARD.

ARTICLE XII

The AUTHORITY shall possess all powers necessary to carry out the purposes thereof and those incident thereto. It may acquire private property by purchase, lease, gift, devise or condemnation, either within or without its corporate limits, and may hold, manage, control, sell, exchange or lease such property. For the purpose of condemnation it may proceed under the provisions of Act 149, Public Acts of Michigan, 1911, as now or hereafter amended, or, any other appropriate statute.

ARTICLE XIII

The AUTHORITY shall have the power to determine the location of any project constructed by it under the provisions of the Act and to determine, in its discretion the design, standards, and the materials of construction, and construct, maintain, repair and operate the same.

ARTICLE XIV

The AUTHORITY may contract with any person, firm or corporation for the performance by the latter of any part of the work of collecting or disposing of garbage or rubbish. The AUTHORITY and its CONSTITUENT MUNICIPALITIES may enter into a contract or contracts providing for the acquisition, purchase, construction, improvement, enlargement, extension, operation and financing of a solid waste management system as authorized and provided by law. The AUTHORITY may enter into contracts with any non-constituent county, city, village, township or charter township for the furnishing of solid waste management service by any system owned or operated by the AUTHORITY, which contract shall provide for reasonable charges or rates for such service furnished. The AUTHORITY shall have the power to enter into contracts with any CONSTITUENT MUNICIPALITY or other

municipality for the purchase of solid waste management services from such CONSTITUENT MUNICIPALITY or other municipality. No contracts shall be for a period exceeding thirty years.

ARTICLE XV

For the purpose of obtaining funds for the acquisition, construction, improving, enlarging or extending of facilities for the collection or disposal or both of garbage or rubbish or both, or a waste management system, or for the purpose of refunding bonds previously issued, the AUTHORITY may, upon ordinance or resolution duly adopted by it, issue its self-liquidating revenue bonds in accordance with the provisions of Act 94, Public Acts of Michigan, 1933, as amended, being Sections 141.101 to 141.139, inclusive, of the Michigan Compiled Laws, or any other act providing for the issuance of revenue bonds, which bonds shall be payable solely from the revenues of the AUTHORITY. The charges specified in any such contract or contracts shall be subject to increase by the AUTHORITY at any time if necessary in order to provide funds to meet its obligations. Any contract authorized herein shall be for a period of not exceeding forty (40) years.

ARTICLE XVI

The BOARD shall have power to hire all necessary officers and employees to carry out the functions of the AUTHORITY and to fix the compensation therefor; provided, however, that no officer or employee of any CONSTITUENT MUNICIPALITY shall receive any compensation from the AUTHORITY except by the unanimous vote of the members of the BOARD. It is further understood that the BOARD may contract with any CONSTITUENT MUNICIPALITY or some outside governmental agency for the purpose of examining and preparing an eligible register of prospective employees for the several classifications of officers and employees needed to operate such facilities.

ARTICLE XVII

The BOARD shall cause an annual audit to be made of its financial transactions by a certified public accountant and shall furnish a copy thereof to each CONSTITUENT MUNICIPALITY.

ARTICLE XVIII

If any CONSTITUENT MUNICIPALITY shall refuse or neglect to enter into a contract for, or otherwise cause, the disposal of its garbage and rubbish, or both, through the facilities determined by the BOARD, then the BOARD by the weighted vote of the members-elect possessing at least 67% of the total weighted vote eligible to be cast, may expel such municipality as a constituent part of the AUTHORITY. The BOARD may not modify or cancel any contract upon which its revenues are based, if the same would impair the obligation of any bond contract.

ARTICLE XIX

These Amended and Restated Articles of Incorporation shall be published once in the Detroit News/Free Press of Detroit, Michigan, which newspaper has general circulation within

the territory encompassed by the AUTHORITY. One printed copy of the Amended and Restated Articles of Incorporation as printed in the aforementioned newspaper, certified as a true copy thereof as hereinafter provided, with the date and place of publication shown by a publisher's affidavit of publication attached thereto, shall be filed with each of the Secretary of State and the Clerk of the County of Oakland after the execution and publication thereof has been completed.

The Director of Public Services of the City of Novi is hereby designated as the person to cause these Amended and Restated Articles of Incorporation to be published, certified and filed as aforesaid. In the event he or she shall be unable to act or shall neglect to act, then the City Manager of the City of Farmington shall act in his or her stead.

ARTICLE XX

This AUTHORITY shall become effective upon the filing of certified copies of these Amended and Restated Articles of Incorporation, as provided in the preceding Article XIX.

ARTICLE XXI

These Amended and Restated Articles of Incorporation may be amended at any time so as to permit any county, city, village, township, or charter township to become a member of this AUTHORITY, if such amendment to and these Amended and Restated Articles of Incorporation are adopted by the legislative body of such county, city, village, township or charter township proposing to become a member, and if such amendment is adopted by the legislative body of each CONSTITUENT MUNICIPALITY of which the AUTHORITY is composed. Other amendments may be made to these Amended and Restated Articles of Incorporation at any time if adopted by the legislative body of each CONSTITUENT MUNICIPALITY of which the AUTHORITY is composed. Any such amendment shall be endorsed, published, and certified and printed copies thereof filed in the same manner as the original Articles of Incorporation, except that the filed and printed copies shall be certified by the recording officer of this AUTHORITY.

THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION have been adopted by the incorporating municipalities, as hereinafter set forth in the following endorsements, and in witness whereof the designated officials of each CONSTITUENT MUNICIPALITY have endorsed thereon the statement of such adoption.

The foregoing Amended and Restated Articles of Incorporation were adopted by the City Council of the City of Farmington, County of Oakland, State of Michigan, at a meeting duly held on the ____ day of _____, 2015.

Mayor
City of Farmington

Clerk
City of Farmington

The foregoing Amended and Restated Articles of Incorporation were adopted by the City Council of the City of Farmington Hills, County of Oakland, State of Michigan, at a meeting duly held on the ____ day of _____, 2015.

Mayor
City of Farmington Hills

Clerk
City of Farmington Hills

The foregoing Amended and Restated Articles of Incorporation were adopted by the City Council of the City of Novi, County of Oakland, State of Michigan, at a meeting duly held on the ____ day of _____, 2015.

Mayor
City of Novi

Clerk
City of Novi

The foregoing Amended and Restated Articles of Incorporation were adopted by the City Council of the City of South Lyon, County of Oakland, State of Michigan, at a meeting duly held on the ____ day of _____, 2015.

Mayor
City of South Lyon

Clerk
City of South Lyon

The foregoing Amended and Restated Articles of Incorporation were adopted by the City Council of the City of Southfield, County of Oakland, State of Michigan, at a meeting duly held on the ____ day of _____, 2015.

Mayor
City of Southfield

Clerk
City of Southfield

The foregoing Amended and Restated Articles of Incorporation were adopted by the City Commission of the City of Walled Lake, County of Oakland, State of Michigan, at a meeting duly held on the ____ day of _____, 2015.

Mayor
City of Walled Lake

Clerk
City of Walled Lake

The foregoing Amended and Restated Articles of Incorporation were adopted by the City Council of the City of Wixom, County of Oakland, State of Michigan, at a meeting duly held on the ____ day of _____, 2015.

Mayor
City of Wixom

Clerk
City of Wixom

The foregoing Amended and Restated Articles of Incorporation were adopted by the Village Council of the Village of Milford, County of Oakland, State of Michigan, at a meeting duly held on the ____ day of _____, 2015.

Village President
Village of Milford

Village Clerk
Village of Milford

The foregoing Amended and Restated Articles of Incorporation were adopted by the Township Board of the Charter Township of Milford, County of Oakland, State of Michigan, at a meeting duly held on the ____ day of _____, 2015.

Township Supervisor
Charter Township of Milford

Township Clerk
Charter Township of Milford

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