

ARTICLES OF INCORPORATION
OF
SAGINAW AREA STORM WATER AUTHORITY

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**ARTICLES OF INCORPORATION
of
SAGINAW AREA STORM WATER AUTHORITY**

These Articles of Incorporation (the “Articles”) are adopted by the incorporating municipal corporations for the purpose of creating an authority under the provisions of Act No. 233, Michigan Public Acts of 1955, as amended, MCLA 124.281 (the “Enabling Act”).

ARTICLE I

Name

The name of the Authority is “Saginaw Area Storm Water Authority” (“ Authority”). The registered office of the Authority shall be located as designated by the Authority Board of Trustees (the “Board”), from time to time.

ARTICLE II

Member Municipalities

The municipal corporations creating this Authority are as follows:

Bridgeport Charter Township
Buena Vista Charter Township
Carrollton Township
Kochville Township
City of Saginaw
Saginaw Charter Township
Spaulding Township
Thomas Township
Tittabawassee Township
City of Zilwaukee
County of Saginaw Road Commission
County of Saginaw

all of which are hereby designated as the Incorporating Municipalities. In addition, any Municipalities which are admitted as Member Municipalities prior to June 30, 2002, shall be designated as Incorporating Municipalities. The Incorporating Municipalities, together with new Member Municipalities which are admitted under Article XX, shall constitute the “Member Municipalities” or “Members”.

ARTICLE III

Purpose

The purpose of the Authority is to provide its Member Municipalities with assistance in maintaining compliance with the laws and regulations of the United States and the State of Michigan which pertain to the regulation of storm water discharges, including by way of illustration, but not exclusion, the following:

1. Provide public education and outreach regarding the impacts of polluted storm water runoff discharges;
2. Provide public participation and involvement in the implementation and development of storm water discharge permits and programs;
3. Assist member municipalities in the detection and elimination of illicit discharges of storm water;
4. Establish uniform standards, policies, and procedures for erosion and sediment control,

all in accordance with the Enabling Act. In addition the Authority is authorized to perform any other functions permitted by the Enabling Act.

ARTICLE IV

Powers

The Authority shall be a body corporate with power to sue or to be sued in any court of this state. It shall be comprised of the territory lying within the corporate boundaries of its Member Municipalities. It shall possess all of the powers granted by statutes now in effect or

hereafter adopted or amended, and by these Articles, which powers are necessary to carry out the purposes of its incorporation, and those incident thereto. The enumeration of any powers in these Articles or in the Enabling Act shall not be construed as a limitation upon its general powers unless the context shall clearly indicate otherwise.

ARTICLE V.

Corporate Seal

The Authority shall have a corporate seal in a form approved by the Board of Trustees.

ARTICLE VI

Existence

The Authority shall continue in existence perpetually or until dissolved by a vote of two-thirds (2/3) of the Members or by law. The Authority shall not, however, be dissolved if such dissolution would or could operate as an impairment of any municipal bonds issued by the Authority or other contracts of the Authority.

ARTICLE VII

Fiscal Year

The fiscal year of the Authority shall commence and end at such times as provided in the bylaws.

ARTICLE VIII

Board. Trustees. Term of Office. Officers. Removal

A. Board Membership. The governing body of the Authority shall be a Board of Trustees (the “Board”), which shall consist of one voting representative (“Trustee”) for each Member Municipality who shall be appointed by a majority vote of the governing body of the Member Municipality making the appointment.

B. Term of Office. Members of the first Board shall be appointed within thirty days after these Articles become effective, and their terms shall be staggered and expire on December 31 of the years as follows:

Member Municipality	Year of Expiration
Bridgeport Charter Township	2003
Buena Vista Charter Township	2004
Carrollton Township	2005
Kochville Township	2006
City of Saginaw	2003
Saginaw Charter Township	2004
Spaulding Township	2005
Thomas Township	2006
Tittabawassee Township	2003
City of Zilwaukee	2004
County of Saginaw Road Commission	2005
County of Saginaw	2006

Following the initial term of office, the term of each Trustee appointed by a Member Municipality shall be for a term of four (4) years and shall commence on January 1 immediately following the expiration of the term of the Trustee appointed by such Member Municipality.

C. Alternate Trustee. Each Member Municipality shall also appoint an alternate Trustee by majority vote of the governing body. An alternate Trustee may attend meetings of the Board but may vote only in the absence of the Trustee appointed by the alternate's respective Member Municipality.

D. Oath and Compensation. Each Trustee shall file an oath of office with the Clerk of the Member Municipality from which the Trustee is appointed. Trustees shall serve without compensation, but the Board may by majority vote of its total membership authorize payment of actual expenses incurred by any Trustee in connection with the business of the Authority.

E. Organizational and Annual Meeting. The members of the first Board shall qualify by filing their oaths of office and shall meet for the purpose of organization within forty-five days after the effective date of these Articles. Thereafter the Board shall meet for such purpose on the third Wednesday in December of each year at the time and place fixed for holding of

regular meetings. At each such organizational meeting the Board shall select a Chairman and 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 offices of Secretary and Treasurer may, but need not, be combined and held by one person. Such officers shall serve until the next annual organizational meeting or until their respective successors shall be selected and qualified.

Failure to hold meetings or appoint or select Trustees or officers as herein provided shall not render invalid any action taken by the Board or its officers. No appointment of any Trustee or election of any officer, and no action taken at any meeting shall be invalid because it did not occur within or at the time specified in these Articles or the Bylaws.

F. Removal and Resignation of Trustee. A Trustee or alternate Trustee may be removed for cause at any time by majority vote of the legislative body of the Member Municipality which appointed the Trustee. Any officer of the Board may be removed as an officer at any time by majority vote of the total membership of the Board. A Trustee may resign by providing prior written notice to the Chairman and Secretary of such resignation. An officer may resign from an office by providing prior written notice to the Chairman and the Secretary of such resignation.

ARTICLE IX

Vacancy of Board Trustee

In the event of a vacancy on the Board, the legislative body of the Member Municipality which appointed the Trustee or alternate Trustee whose position has become vacant shall fill the vacancy for the unexpired term. In the event of a vacancy in an 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 the officer's place except that in the event of the temporary absence or disability of the Chairman, the Vice-Chairman shall so act.

ARTICLE X.

Meetings and Bylaws

A. Regular and Special Meetings. Regular meetings of the Board shall be held at such time and place as determined by the Board or in the Bylaws. Special meetings of the Board may be called by the Chairman or one-third of the total Trustees, by serving written notice of the time, place and purpose thereof, upon each member of the Board personally, or by leaving it at the trustee's place of residence, at least twenty-four 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 the Trustee's 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 has been given as provided above. Any member of the Board may waive notice of any meeting either before or after the holding thereof. Written consent to any action taken by the Board shall have the same effect as if the consenting member had been present and had voted in favor of such action at a duly called and noticed meeting.

B. Quorum. At least a majority of the members of the Board shall be required to constitute a quorum. The Board shall act by motion, resolution, regulation, ordinance, or consent to action. For the passage of any resolution or ordinance providing for the issuance of bonds or other indebtedness, an affirmative vote of at least two-thirds (2/3) of the members of the Board shall be required. Other action, except as hereinafter provided in Article XX, shall be by affirmative vote of a majority of the members of the Board.

C. Bylaws and Rules. The Board shall have the right from time to time to adopt and amend Bylaws and Rules governing the Board's procedure. The Bylaws and Rules shall not conflict with the terms of any statute or with these Articles. 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. Each Trustee in attendance shall be required to vote upon all matters unless the Trustee shall be disqualified therefrom.

D. Conflict of Interest. No Trustee may vote upon any matter in which the Trustee has a personal interest. No Trustee shall have a financial interest in any contract with the Authority. Each Trustee shall execute a disclosure at least annually which sets forth all known conflicts on which the Trustee may be called upon to vote as a member of the Board.

ARTICLE XI

Duties of Officers, Annual Budgets, Committees, and Depository

A. Chairman and Vice Chairman. The Chairman of the Board shall be the presiding officer thereof. In the absence or disability of the Chairman, the Vice Chairman shall perform the duties of the Chairman.

B. Secretary. The Secretary shall be the recording officer of the Board, and shall keep and maintain books, records, and accounts of the Authority's business and affairs and shall keep minutes of the meetings of the Board.

C. Treasurer. The Treasurer shall be custodian of the funds of the Authority and shall file a bond conditioned upon the faithful performance of the duties of the office of Treasurer. The cost of the bond shall be paid by the Authority.

The officers of the Board shall have such other powers and duties as maybe conferred upon them by the Board, and as provided in the Bylaws.

D. Budget. The Board shall, prior to the first Monday of November of each year, prepare, adopt and file with the legislative bodies of the Member Municipalities, an annual budget for the next fiscal year covering the proposed expenditures to be made for the organization and operation of the Authority. The formula which is used for the apportionment of operational costs shall be based reviewed annually by the Board. The annual budget shall set forth the necessary funds required from each Member Municipality for the next fiscal year.

E. Committees. The Board may, by resolution passed by a majority of the whole Board, appoint committees of one or more Trustees, authority as specified by the Board in the resolution making such appointments. The Board may designate one or more Trustees as

alternate members of a committee who may replace an absent or disqualified member at a meeting-of a committee.

F. Banking. All monies of the Authority shall be deposited in a bank or banks, to be designated by the Board, and all checks or other forms of withdrawals therefrom in any amount shall be signed by two officers of the Board as shall be designated in the Bylaws or by resolution of the Board.

ARTICLE XII

Power to Acquire Property

The Authority shall have power to acquire property necessary for its purpose by purchase, construction, lease, gift, devise, or condemnation, either within or without its corporate limits. It may hold, manage, control, sell, exchange, or lease such property. For the purpose of condemnation, it may proceed under the provisions of any statute which grants a municipality or public body the authority to acquire private property for public use.

ARTICLE XIII

Power to Execute Contracts

The Authority may individually, or jointly with member municipalities, enter into contracts, providing for the acquisition, construction, improvement, enlargement, extension, operation, and financing of a property necessary to carry out its purposes, as authorized and provided in the Enabling Act. The Authority may, subject to the prior approval of two-thirds (2/3) the Member Municipalities, enter into contracts with any Member or Non-member Municipality for services which relate to the purposes of this Authority, or any other service authorized by the Enabling Act. The contract shall provide for reasonable charges or rates for such service furnished. No contract shall be for a period exceeding two years.

ARTICLE XIV

Issuance of Bonds

For purposes of obtaining funds for the acquisition, purchase, construction, improvement, enlargement, or extension of property, facilities or services, or any other project authorized by the Enabling Act, the Authority may, by ordinance or resolution duly adopted by the Board, issue its negotiable bonds, secured by the contractual full faith and credit pledges of each contracting member municipality, in accordance with and subject to the provisions of the Enabling Act and the quorum requirements under these Articles.

ARTICLE XV

Hiring of Employees

The Board shall have power to secure all necessary services and to hire all necessary employees to carry out the functions of the Authority and to fix the compensation therefore.

ARTICLE XVI

Annual Audit

The Board shall cause an annual audit to be made of its financial transactions by an independent certified public accountant and shall furnish at least five copies thereof to each Member Municipality.

ARTICLE XVII

Publication of Articles

The Articles or any amendments thereto, shall be published once in a newspaper having general circulation within the territorial limits of the Authority. One printed copy of the Articles, certified with the date and place of publication, shall be filed with both the Michigan Secretary of State and the Clerk of the County of Saginaw within thirty (30) days after the execution thereof has been completed. The Secretary of the Authority is hereby designated as the person to cause the Articles to be published, certified, and filed. If the Secretary is unable to act or neglects to act, then a person designated by the Board, shall perform these duties.

ARTICLE XVIII

Effective Date of Authority

The Authority shall become effective upon execution of these articles by all Incorporating Municipalities and completion of all procedures provided in Article XVII. The effective date of subsequent amendments to these Articles of Incorporation shall be the date of filing of certified copies and publication of the Amendment as provided in Article XVII.

ARTICLE XIX

Amendments

Amendments may be made to these Articles of Incorporation at any time by approval of two thirds (2/3) of the legislative bodies of the Member Municipalities of which the Authority is composed. All amendments shall be endorsed, published, and certified. Printed copies thereof shall be filed in the same manner as the original Articles of Incorporation, except that the filed and printed copies shall be certified by the Secretary of the Board or such person as he may designate by the Board. The Secretary of the Board or such person designated by the Board, shall cause the Amended Articles to be published and filed as previously set forth.

ARTICLE XX

New Member Municipalities

Any municipal corporation may be permitted to become a member of the Authority by resolution of the Board and approval by two-thirds (2/3) of all the then member Trustees appointed by the Member Municipalities.

ARTICLE XXI

Withdrawal

A Member Municipality may withdraw from the Authority at any time by filing with the Chairman or Secretary of the Authority a resolution of withdrawal approved by a majority of the

members of its legislative body. However, such municipality will not be relieved of any contractual obligations assumed by the Municipality as the result of its membership in the Authority, including but not limited to its pledge of full faith and credit for the payment of any obligation.

ARTICLE XXII

Captions and Bylines

The captions and bylines used in these Articles are for the convenience of reference only and in no way define, limit, or describe the scope or intent of these Articles.

ARTICLE XXIII

Adoption

These Articles will have been deemed to be adopted by the legislative bodies of all of the following Member Municipalities:

Bridgeport Charter Township
Buena Vista Charter Township
Carrollton Township
Kochville Township
City of Saginaw
Saginaw Charter Township
Spaulding Township
Thomas Township
Tittabawassee Township
City of Zilwaukee
County of Saginaw Road Commission
County of Saginaw

CERTIFICATION

STATE OF MICHIGAN)

COUNTY OF SAGINAW)SS

I, the undersigned, the duly qualified and acting Secretary of the Saginaw Area Storm Water Authority, Saginaw County, Michigan, do hereby certify that the foregoing is a true and complete copy of the Authority's Articles of Incorporation, as amended, effective the date published in the _____, Saginaw, Michigan.

IN WITNESS, I have affixed my official signature on this _____ day of _____, 2002.

Secretary

CERTIFICATION OF ADOPTION

[Buena Vista Charter Township]
Saginaw County, Michigan

The foregoing Articles of Incorporation of the Saginaw Area Storm Water Authority were adopted by the Board of Trustee of Buena Vista Charter Township at a meeting duly held on the _____ day of _____, 2002.

Supervisor

Clerk

CERTIFICATION OF ADOPTION

[Bridgeport Charter Township]
Saginaw County, Michigan

The foregoing Articles of Incorporation of the Saginaw Area Storm Water Authority were adopted by the Board of Trustees of Bridgeport Charter Township at a meeting duly held on the _____ day of _____, 2002.

Supervisor

Clerk

CERTIFICATION OF ADOPTION

[Carrollton Township]
Saginaw County, Michigan

The foregoing Articles of Incorporation of the Saginaw Area Storm Water Authority were adopted by the Board of Trustees of Carrollton Township at a meeting duly held on the _____ day of _____, 2002.

Supervisor

Clerk

CERTIFICATION OF ADOPTION

[Kochville Township]
Saginaw County, Michigan

The foregoing Articles of Incorporation of the Saginaw Area Storm Water Authority were adopted by the Board of Trustees of Kochville Township at a meeting duly held on the _____ day of _____, 2002.

Supervisor

Clerk

CERTIFICATION OF ADOPTION

[City of Saginaw]
Saginaw County, Michigan

The foregoing Articles of Incorporation of the Saginaw Area Storm Water Authority were adopted by the City Council of the City of Saginaw at a meeting duly held on the _____ day of _____, 2002.

Mayor

Clerk

CERTIFICATION OF ADOPTION

[Saginaw Charter Township]
Saginaw County, Michigan

The foregoing Articles of Incorporation of the Saginaw Area Storm Water Authority were adopted by the Board of Trustees of Saginaw Charter Township at a meeting duly held on the _____ day of _____, 2002.

Supervisor

Clerk

CERTIFICATION OF ADOPTION

[Spaulding Township]
Saginaw County, Michigan

The foregoing Articles of Incorporation of the Saginaw Area Storm Water Authority were adopted by the Board of Trustees of Spaulding Township at a meeting duly held on the _____ day of _____, 2002.

Supervisor

Clerk

CERTIFICATION OF ADOPTION

[Thomas Township]
Saginaw County, Michigan

The foregoing Articles of Incorporation of the Saginaw Area Storm Water Authority were adopted by the Board of Trustees of Thomas Township at a meeting duly held on the _____ day of _____, 2002.

Supervisor

Clerk

CERTIFICATION OF ADOPTION

[Tittabawassee Township]
Saginaw County, Michigan

The foregoing Articles of Incorporation of the Saginaw Area Storm Water Authority were adopted by the Board of Trustees of Tittabawassee Township at a meeting duly held on the _____ day of _____, 2002.

Supervisor

Clerk

CERTIFICATION OF ADOPTION

[City of Zilwaukee]

Saginaw County, Michigan

The foregoing Articles of Incorporation of the Saginaw Area Storm Water Authority were adopted by the City Council of the City of Zilwaukee at a meeting duly held on the _____ day of _____, 2002.

Mayor

Clerk

CERTIFICATION OF ADOPTION

[County of Saginaw Road Commission]

Saginaw County, Michigan

The foregoing Articles of Incorporation of the Saginaw Area Storm Water Authority were adopted by the Board of the County of Saginaw Road Commission at a meeting duly held on the _____ day of _____, 2002.

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Chairman

Secretary

CERTIFICATION OF ADOPTION

[County of Saginaw]

Saginaw County, Michigan

The foregoing Articles of Incorporation of the Saginaw Area Storm Water Authority were adopted by the County of Saginaw Board of Commissioners at a meeting duly held on the _____ day of _____, 2002.

Chairman

Clerk