

ARTICLES OF INCORPORATION OF THE
MARQUETTE COUNTY SOLID WASTE MANAGEMENT AUTHORITY
As amended and Restated on _____, 2024

These Amended and Restated Articles of Incorporation (the “Articles”) are adopted by resolution of the incorporators for the purpose of creating an authority under the provisions of Act No. 233 of the Michigan Public Acts of 1955, as now existing or hereafter amended (“Act 233”), by the City of Marquette, Michigan, the Township of Sands, Michigan, and the County of Marquette, Michigan, pursuant to the agreement of the City of Marquette and the Township of Sands set forth in an Intergovernmental Agreement, Pursuant to Act 233 of 1955, for the Disposal of Solid Waste and the Establishment of a Joint Solid Waste Management Authority dated June 16, 1988 (the “Agreement”).

ARTICLE I

NAME

This authority is named the Marquette County Solid Waste Management Authority (hereinafter, the “Authority”).

ARTICLE II

INCORPORATING MUNICIPALITIES

Section 1. The Authority is created by the City of Marquette (the “City”), the Township of Sands (the “Township”), and the County of Marquette (the “County”).

Section 2. Only “municipalities” as defined in Section 1(d) of Act 233, and located in Marquette County, shall be eligible to be members of the Authority (hereinafter identified as “Constituent Municipalities”). The admission of new Constituent Municipalities shall be effected by amendment to the Articles adopted by the legislative bodies of each existing and new Constituent Municipality.

Section 3. The Authority shall be comprised of the territory lying within the Constituent Municipalities. No change in municipal jurisdiction over any territory within the Authority shall in any manner affect the Authority or its boundaries.

ARTICLE III
PURPOSES

The purposes of the Authority are to acquire, own, extend, improve, construct, operate, establish, implement, and close a solid waste management system as provided in Act 233 in order to satisfy the requirements under Act No. 641 of the Michigan Public Acts of 1978, as amended, for the disposal of solid waste in Marquette County, Michigan.

ARTICLE IV

POWERS AND DUTIES

Section 1. The Authority shall be a municipal authority and a public body corporate with power to sue or to be sued in its own name and plead and be impleaded in any court of the State of Michigan.

Section 2. The Authority may adopt and amend bylaws for the regulation of its affairs and the conduct of its business.

Section 3. The Authority may adopt an official seal and alter its seal at its discretion.

Section 4. The Authority may maintain offices at such places within the State of Michigan and the County of Marquette as it may designate.

Section 5. The Authority may determine the location of any solid waste disposal facility (“Facility”) constructed by it pursuant to the provisions of Act 233 and subject to Act 641 and any regulations promulgated pursuant thereto, and any applicable health laws of the State of Michigan, the Authority may determine the design, standards and the materials of construction, and construct, repair, maintain, operate and closure of the Facility.

Section 6. The Authority shall have the power to acquire private property for use in the implementation of a solid waste management system by purchase, lease, devise, gift or condemnation, either within or without its corporate limits, and to hold, manage, control, sell, exchange, lease and dispose

of such property. For the purpose of condemnation, the Authority may proceed under the provisions of Act No. 149 of the Michigan Public Acts of 1911, as amended, or any other appropriate statute.

Section 7. The Authority shall have power to enter into contracts, for periods not exceeding forty (40) years, with Constituent Municipalities, or other municipalities, for the use by such municipalities of the solid waste disposal services of the Authority (which services may include those provided to non-municipal persons or entities contracting with or through such municipalities).

Section 8. The Authority shall be authorized to contract with Constituent Municipalities or other municipalities for the provision to the Authority of municipal services or the use of municipal facilities. The Authority shall have the power to compensate any such municipality for the reasonable costs of providing such services or facilities and to reimburse any such municipality for any costs incurred pursuant to the exercise or performance of any right or obligation of such municipality set forth in the Agreement.

Section 9. The Authority shall have the power to secure all necessary services to carry out the functions of the Authority and to contract with any person, firm or corporation, and employ consulting engineers, architects, attorneys, accountants, construction, financial, and environmental experts, to provide services to, or perform any part or all of the work of the Authority and to fix the compensation of a Director and any other staff members or employees of the Authority and provide group life insurance, other group insurance, pensions and other benefits for its employees as are customarily provided by the Constituent Municipalities. No officer or employee of any Constituent Municipality shall receive any payment under any contract with the Authority except with the approval of a special majority of the Board of Trustees of the Authority consisting of at least eighty percent (80%) of the entire Board (excluding the Director).

Section 10. The Authority may establish rules and regulations for the use of the Facility or any other project constructed by it under Act 233.

Section 11. The Authority may issue self-liquidating revenue bonds in accordance with the provisions of Act 94 of the Public Acts of 1933, as now or hereafter amended, for the purpose of acquiring, constructing, improving, enlarging or extending the Facility or ancillary facilities as needed for the management and disposal of solid waste in furtherance of the purposes of the Authority. Such bonds shall be payable only from revenues obtained from the operation of the Facility pursuant to contracts to provide solid waste disposal services to Constituent Municipalities or other municipalities, or from any other revenues obtained from the operation of the Authority. In no event shall any such bonds be general obligations of the Authority or of any Constituent Municipality.

Section 12. In furtherance of its purposes, the Authority shall possess the powers set forth in Section 2.1(c)(i-x) of the Agreement as the same may be from time to time amended, and all of the powers granted to such an authority by Act 233 and by any other applicable statute, or incidental to achieving the purposes of its incorporation. No enumeration of powers in the Articles, the Agreement or any other document adopted by or on behalf of the Authority shall be construed as a limitation or restriction on the general powers of the Authority.

ARTICLE V

FISCAL YEAR

The fiscal year of the Authority shall be July 1 through the succeeding June 30 (the “Fiscal Year”).

ARTICLE VI

GOVERNING BODY; SELECTION OF MEMBERS AND OFFICERS

Section 1. The governing body of the Authority shall be a Board of Trustees (hereinafter, the “Board”) consisting of seven (7) members of which two (2) members shall be designated by the governing body of the City of Marquette, one (1) member (who shall be the Chairperson of the Board) shall be

designated by the governing body of Sands Township, three (3) members shall be designated by the Marquette County Board of Commissioners, and one (1) member appointed by the other Board members who shall be a resident of the City of Marquette. The first such member so appointed shall be the Marquette County Prosecuting Attorney, Gary Walker. The above named entities charged with designating members of the Board are hereinafter referred to as the “Designating Entities”.

Section 2. All appointments to the Board shall be made with due regard by each Designating Entity for the appointee’s experience and interest in solid waste management.

Section 3. In order to minimize the potential for conflict of interest, no members of the Board of Trustees, except the representative of Sands Township, shall hold public offices or be public employees of the respective designating bodies or of any Constituent Municipality, or of any User Municipality as defined in the Agreement, or of any entity having a direct contractual relationship with the Authority or any of its Constituent or User Municipalities regarding solid waste collection and/or disposal.

Section 4. Within thirty (30) days from and after the effective date of the Articles, the governing body of each Designating Entity shall designate the respective members to serve on the Board for the following terms: Sands Township (1 member) for 4 years; City of Marquette (2 members) for 2 and 3 years; Marquette County (3 members) for 1, 2, and 3 years; and the Authority (1 member) for 1 year.

Section 5. Each Designating Entity shall, concurrently, appoint an alternate member, who shall have the right to act in the place of the regular member in event of the latter’s absence from any meeting of the Board.

Section 6. At the initial organization meeting of the Board, which shall occur within thirty (30) days after the effective date of the Authority, the Board shall select a Vice-

Chairperson and a Secretary, who shall be members of the Board, and a Treasurer, who may but need not be a member of the Board.

Section 7. Officers of the Board shall serve until the organization meeting of the following year and/or until their respective successor shall be selected, and no person shall continue to serve as Chairperson, Vice-Chairperson or Secretary after ceasing to be a member of the Board.

Section 8. No appointment to the Board and 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 Articles.

Section 9. Any Board member or alternate may be removed at any time by action of the governing body of the Designating Entity having appointed such member or alternate. Any officer of the Board may be removed by action of the Board, for cause shown.

Section 10. In the event of a vacancy on the Board, the governing body of the designating entity entitled to appoint such member shall fill the vacancy for the unexpired term. In the event of a vacancy in any office of the Board, except for the office of Chairperson, such vacancy shall be filled by the Board for the unexpired term. A vacancy in the office of Chairperson shall be filled by appointment of a new member to the Board by the legislative body of Sands Township. In case of the temporary absence or disability of any officer, the Board may appoint an interim replacement to act temporarily in such officer's stead except that, in the event of the temporary absence or disability of the Chairperson, the Vice Chairperson shall so act.

ARTICLE VII

DIRECTOR; STAFF

The Board of Trustees shall appoint a Director ("the Director"), subject to the approval of Sands Township, who shall be the chief administrator of the Authority. The role of the Director and the Director's qualifications is more fully set forth in Section 2.3 of the Agreement. The Board shall appoint other staff or employees as required.

ARTICLE VIII

TERM

Section 1. The Authority shall continue in existence and be binding for a period equal to the longest of (a) forty (40) years, (b) the date on which the bonds or other evidence of indebtedness issued to finance all or any part of the System Facility have been fully amortized and discharged, or (c) through the post-closure period as provided under Act 641.

Section 2. Subject to Section 1 of this Article VIII, in the event of termination of the Agreement, the Authority shall thereupon be dissolved and its assets liquidated and disposed of as provided by law.

ARTICLE IX

ASSUMPTION OF OBLIGATIONS

All contracts, agreements, covenants and obligations of the City, Township, and County in furtherance of the purposes of the Authority, including any costs incurred by the City, Township, or County in furtherance of such purposes prior to the formation of the Authority, shall be assumed by and be binding upon the Authority. Nothing in this Article IX is intended to relieve the City, the Township, the County or any other party of any obligation or responsibility to which such party may have been, or may continue to be, bound by law or under the express terms of the Agreement.

ARTICLE X

AGREEMENT GOVERNS

The Articles hereby incorporate by reference all of the terms and provisions with respect to the purposes, formation, powers, organizational structure and manner of operation of the Authority set forth in the Agreement. In the event of a conflict with respect to any matters affecting the Authority between the provisions of the Agreement and of the Articles, the Agreement shall govern.

ARTICLE XI

PUBLICATION; FILING

Section 1. The Articles upon adoption shall be published once in The Mining Journal, a newspaper of general circulation in the territory encompassed by the Authority.

Section 2. One printed copy of the Articles, certified as a true copy thereof, with the date and place of publication, shall be filed with each of the Michigan Secretary of State and the Clerk of Marquette County, within five (5) days after final approval.

Section 3. The Secretary of the Authority is designated to cause the publication, certification and filing referred to in Sections 1 and 2 of this Article XI.

ARTICLE XII

EFFECTIVE DATE

The Articles shall become effective and be in full force and effect, and the County shall be added as a constituent municipality, upon the last to be satisfied of the requirements for publication, certification and filing set forth in Article XI.

ARTICLE XIII

AMENDMENTS

Amendments may be made to the Articles as provided in Section 6 of Act 233.

IN WITNESS WHEREOF, the City Commission of the City of Marquette, a municipal corporation of the State of Michigan, has adopted these Articles of Incorporation, and has authorized their execution on behalf of the City of Marquette by the Mayor of the City.

CITY OF MARQUETTE

By: _____
 , Mayor

The foregoing Articles of Incorporation were adopted by the City Commission of the City of Marquette, County of Marquette, State of Michigan, at a meeting duly held on the ___ day of _____, _____.

 , Mayor

 , Clerk

Dated: _____, _____

IN WITNESS WHEREOF, the Township Board of the Township of Sands, of the State of Michigan, has adopted these Articles of Incorporation, and has authorized their execution on behalf of the Township Board by the Township Supervisor.

TOWNSHIP BOARD OF THE TOWNSHIP OF SANDS

By: _____
 Township Supervisor

The foregoing Articles of Incorporation were adopted by the Township Board of the Township of Sands, at a meeting duly held on the ___ day of _____, ____.

Township Supervisor

Township Clerk

Dated: _____, ____

IN WITNESS WHEREOF, the Board of Commissioners of the County of Marquette, a municipal corporation of the State of Michigan, has adopted these Articles of Incorporation, and has authorized their execution on behalf of the County of Marquette by the Chair of the Board of Commissioners.

COUNTY OF MARQUETTE

By: _____
, Chair, Board of Commissioners

The foregoing Articles of Incorporation were adopted by the Board of Commissioners of the County of Marquette, State of Michigan, at a meeting duly held on the ___ day of _____, ____.

, Chair, Board of Commissioners

, County Clerk

Dated: _____, ____