

REPORT (Misc. #95083)

BY: FINANCE AND PERSONNEL COMMITTEE, JOHN P. MCCULLOCH, CHAIRPERSON

IN RE: M.R. #95083, ACT 196 TRANSPORTATION AUTHORITY
ARTICLES OF INCORPORATION

The Finance and Personnel Committee, having reviewed the above-referenced resolution on March 29, 1995, reports with the recommendation that the resolution be adopted with the following amendments:

Page 1 of the Resolution should be amended to add a fourth WHEREAS clause as follows:

"WHEREAS, the Articles of Incorporation provides that the authority shall not utilize the provisions of Section 18 of the Act, MCL 124.468 (Property Taxation), without first obtaining the approval of the Oakland County Board of Commissioners."

Page 2 of the Resolution should be amended to add sections 4, 5, 6, and 7 to the NOW THEREFORE BE IT RESOLVED provisions (as attached).

Page 4 of the Articles, at Article VII, Section 1: General Government recommended that Section 1a be struck, but failed to re-number the paragraphs. Accordingly, the current 1b becomes 1a, and the current 1c become 1b, and the current 1d becomes 1c.

Page 4 of the Articles, at Article VII, Section 1: the new 1b must be amended on line one, following the word "Commissioners" by striking the words "...and the County Executive...". Section 1a., line 4, delete the words recommended by the General Government Committee, "At least one appointee shall be a member of the minority party," and replace with --At least one appointee shall be a member of a political party not in the majority.--

Page 4 of the Articles, at Article VII, Section 2, line 4. must be amended following the word "by", by striking the words "...County Executive or..."

Page 5 of the Articles, at Article VIII, Section 1, line 5, must be amended by inserting the word "and" following the word "Chairperson" and by deleting the words "...and Treasurer" following the word "Secretary."

Chairperson, on behalf of the Finance and Personnel Committee, I move the acceptance of the foregoing Report.

FINANCE AND PERSONNEL COMMITTEE



4. THE OAKLAND COUNTY BOARD OF COMMISSIONERS HEREBY AUTHORIZES THE UTILIZATION OF SECTION 18 OF THE ACT, MCL 124.468 (PROPERTY TAXATION), BY THE OAKLAND COUNTY PUBLIC TRANSPORTATION AUTHORITY FOR THE PURPOSE OF CALLING A SPECIAL ELECTION FOR JUNE 6, 1995 TO PLACE BEFORE THE VOTERS OF THE AUTHORITY THE PROPOSITION OF INCREASING THE LIMITATION ON THE AMOUNT OF TAXES WHICH MAY BE IMPOSED ON TAXABLE PROPERTY IN THE OAKLAND COUNTY PUBLIC TRANSPORTATION AUTHORITY AREA BY 0.33 MILL FOR THE YEARS 1995, 1996 AND 1997, INCLUSIVE, TO SUPPORT PUBLIC TRANSPORTATION WITHIN THE AUTHORITY AREA.

5. THE PROPOSITION TO BE SUBMITTED AT THE SPECIAL ELECTION SHALL BE STATED ON A SEPARATE BALLOT, OR AS A SEPARATE PROPOSITION ON VOTING MACHINE, IN SUBSTANTIALLY THE FOLLOWING FORM:

OAKLAND COUNTY PUBLIC TRANSPORTATION MILLAGE PROPOSAL

SHALL THE LIMITATION ON THE AMOUNT OF TAXES IMPOSED ON TAXABLE PROPERTY IN THE OAKLAND COUNTY PUBLIC TRANSPORTATION AUTHORITY AREA BE INCREASED BY 33 CENTS (\$0.33) PER THOUSAND DOLLARS (\$1,000) (0.33 MILL) OF THE TAXABLE VALUE ON ALL TAXABLE PROPERTY IN THE AUTHORITY AREA FOR THREE (3) YEARS, 1995, 1996 AND 1997, INCLUSIVE, FOR THE PURPOSE OF PROVIDING FUNDS FOR THE SUPPORT OF A PUBLIC TRANSPORTATION SYSTEM SERVING THE GENERAL PUBLIC WITHIN THE AUTHORITY AREA? IT IS ESTIMATED THAT 0.33 MILL IN 1995 LEVIED THROUGHOUT THE COUNTY WOULD RAISE APPROXIMATELY \$10.2 MILLION IN THE FIRST CALENDAR YEAR OF THE LEVY.

6. THE PROPOSITION FORM SHALL BE AMENDED AS NECESSARY TO REFLECT THE WITHDRAWAL OF POLITICAL SUBDIVISIONS FROM THE AUTHORITY IF THE SAME OCCURS.

7. THE COUNTY CLERK IS DIRECTED TO DO ALL THINGS AND PROVIDE ALL SUPPLIES NECESSARY FOR THE SPECIAL ELECTION AS REQUIRED BY LAW TO BE DONE.

Mr. Chairperson, we move the adoption of the foregoing resolution.

March 30, 1995

REPORT (Misc. #95083)

BY: GENERAL GOVERNMENT COMMITTEE - KAY SCHMID, CHAIRPERSON

IN RE: M.R. #95083, ACT 196 PUBLIC TRANSPORTATION AUTHORITY - ARTICLES OF INCORPORATION

To the Oakland County Board of Commissioners
Chairperson, Ladies and Gentlemen:

The General Government Committee, having reviewed the above-referenced resolution on March 27, 1995, reports with the recommendation that the resolution be adopted with the following amendments to the attached Articles of Incorporation:

Article VII, page 3, delete Section 1a.;

Article VII, page 3, Section 1b., first sentence, change "Three" members to --Five--; same section, last sentence, delete the period at the end of the sentence (.) and add the words --at least one appointee shall be a member of the minority party.--

Article VII, page 4, Section 4a., second sentence, add a period (.) following the word "Oakland" and delete the words "and the written approval of the County Executive."

Article VII, page 4, add new Section 6, as follows:

"Section 6. Non-Voting Member. The Oakland County Treasurer shall be a non-voting member of the Board and shall act as the treasurer of the Authority."

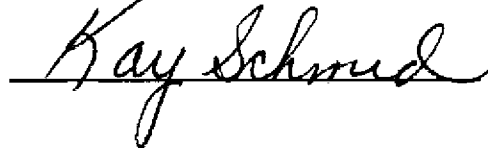
Article VIII, page 5, Section 1, line 3, insert the word --and-- following the word "Chairperson" and delete the words "and Treasurer".

Article VIII, page 5, Section 4, line 3, delete the period (.) at the end of the sentence, and add the words --as required by law--.

Article IX, page 6, line 5, following the words "as provided by the Act.", add the following new sentence --At the Clerk's discretion, the articles may be published in any one of the following newspapers: The Detroit News, The Detroit Free Press, The Oakland Press, The Daily Tribune, and The Eccentric Newspapers.-- and then continue with the remainder of the paragraph.

Chairperson, on behalf of the General Government Committee, I move the acceptance of the foregoing Report.

GENERAL GOVERNMENT COMMITTEE



March 23, 1995

MISCELLANEOUS RESOLUTION: #95083

By: Commissioners Charles E. Palmer and John P. McCulloch

IN RE: ACT 196 PUBLIC TRANSPORTATION AUTHORITY - ARTICLES OF
INCORPORATION

To the Oakland County Board of Commissioners

Mr. Chairperson, Ladies and Gentleman:

WHEREAS, 1986 Public Act 196, (the "Act"), provides that counties may form a public transportation authority under the Act by adoption of Articles of Incorporation by an affirmative vote of a majority of the members elected to and serving on the legislative body of the County ; and

WHEREAS, the County of Oakland, by approval of this resolution adopting the Articles of Incorporation attached hereto as Exhibit A (the "Articles of Incorporation"), desires to incorporate an authority (the "Authority") for the purpose of operating or providing for the operation of a public transportation system pursuant to the Act and the Articles of Incorporation; and

WHEREAS, the County of Oakland (the "County") desires to allow for the option of continuing elderly and handicapped transit services and other services in the County at the level of service provided in the County by the Suburban Mobility Authority for Regional Transportation ("SMART") during the 1994-95 fiscal year of SMART;

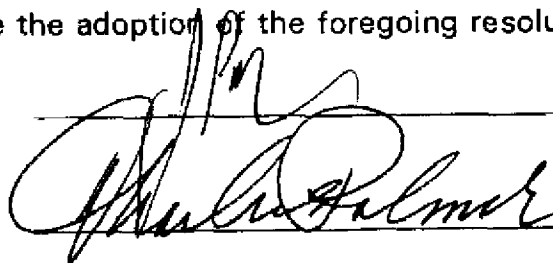
NOW, THEREFORE, BE IT RESOLVED:

1. The Oakland County Board of Commissioners hereby approves the adoption of the Articles of Incorporation of the Oakland County Public Transportation Authority attached hereto as Exhibit A.

2. The Chairperson of the Oakland County Board of Commissioners is authorized and directed to execute the Articles of Incorporation on behalf of the County and to take all actions required or permitted by the County Board of Commissioners by the Articles of Incorporation.

3. The County Clerk is directed to endorse the Articles of Incorporation in substantially the form required by 1986 Public Act 196 (the "Act"), to cause a copy of the Articles of Incorporation to be published and filed in the manner required by the Act and by the Articles of Incorporation, and to take all other actions necessary or required by law and the Articles of Incorporation to effectuate the incorporation of the Authority.

Chairperson, we move the adoption of the foregoing resolution.

A handwritten signature in black ink, appearing to read "Charles E. Palmer", is written over a horizontal line.

ARTICLES OF INCORPORATION
OF THE
OAKLAND COUNTY PUBLIC TRANSPORTATION AUTHORITY

These Articles of Incorporation are executed and adopted by the Oakland County Board of Commissioners pursuant to and in accordance with the provisions of Act 196, Public Acts of Michigan, 1986, as amended (the "Act"), for the purpose of forming a public body corporate as required by the Act.

ARTICLE I
Name

The name of the corporation and authority is the Oakland County Public Transportation Authority (the "Authority").

ARTICLE II
Incorporating Units.

The incorporating unit of the Authority is the County of Oakland, State of Michigan, a municipal corporation of the State of Michigan. The County of Oakland, together with any political subdivision or portion of a city, village or township which may be added to the Authority after its incorporation, shall be considered a "Member".

ARTICLE III
Purposes

The purposes for which the Authority is organized are as follows:

- a. To operate a public transportation system providing public transportation services and public transportation facilities, as defined in by the Act and to the extent authorized by these Articles.
- b. To plan, promote, finance, acquire, improve, enlarge, extend, own, construct, operate, maintain, replace, and contract for public transportation systems and public transportation facilities.
- c. To control, operate, administer, and exercise the franchise of the public transportation system and public transportation facilities, if any.
- d. To conduct any and all such activities and exercise any and all such powers as are authorized by the Act and Articles of Incorporation, which are necessary to the achievement of the foregoing and in furtherance of the purposes of the Authority.

ARTICLE IV
Metropolitan Area

The territory encompassed by all Members of the Authority which has not been withdrawn and released from the Authority shall comprise the Metropolitan Area of the Authority.

ARTICLE V
RELEASE OF POLITICAL SUBDIVISION FROM AUTHORITY

A political subdivision within the boundaries of Oakland County may be released from the Authority and withdraw from the Metropolitan Area of the Authority by utilizing the procedures set forth in Section 8 of the Act, MCL 124.458. The provisions of Section 8 of the Act shall apply to a political subdivision seeking release and withdrawal to the same extent they would apply to a political subdivision that is an incorporating member of a public authority.

ARTICLE VI
POWERS, DUTIES AND LIMITATIONS

Section 1. The Authority, as provided in the Act, shall be a body corporate with power to sue and be sued in any court of the State of Michigan and shall be considered to be an agency and instrumentality of the State of Michigan.

Section 2. The Authority shall have all powers necessary to carry out the purposes of its formation and all things incident to carrying out the purpose of its formation, including those specific powers specified by the Act, except as limited herein, and the power to provide, or cause to be provided, public transportation service and public transportation facilities within or without the Metropolitan Area.

Section 3. The Authority shall have the power to enter into an agreement with the Regional Transportation Coordinating Council ("RTCC") created by Act 204, Public Acts of Michigan, 1967, as amended, or any successor agency thereto, conferring, to the extent RTCC or any successor agency thereto serves under law or by agreement with the Authority as the designated recipient to apply for federal and state transportation operating and capital on the Authority, as a subrecipient of federal and state transportation funds, the right to receive and dispense grant funds from RTCC or successor agency assistance grants.

Section 4. The Authority shall not utilize the provisions of Section 18 of the Act, MCL 124.468 (Property Taxation), without first obtaining the approval of the Oakland County Board of Commissioners, by affirmative vote of a majority of the members elected to and serving on said County Board of Commissioners.

Section 5. The Authority may contract with SMART and/or any other transportation authority or political subdivision, agency or instrumentality of the State, or any private entity, for all or part of the public transportation services it is entitled or required to provide under the Act and these Articles.

Section 6. The Authority shall have the power to jointly exercise with any other public agency any power, privilege or authority which the Authority shares in common with such other public agency and may exercise separately. A joint exercise in power may be made by approval by the Board of a contract or contracts in the form of an interlocal agreement, which agreement may provide for the creation of separate legal or administrative entities to administer or execute the agreement. Members to the governing body of such a legal or administrative entity may be appointed in common with other public agencies party to the interlocal agreement.

Section 7. The Authority shall have the power to finance the cost of any election called by the Board or the governing body of any Member or constituent unit of the Authority for the purpose of authorizing a tax for the purpose of financing the public transportation services to be provided by, or caused to be provided by, the Authority from any funds available to the Authority for which such use is not prohibited by law.

Section 8. Unless provided otherwise by these Articles, no enumeration of powers in these Articles shall in any way limit or restrict the general power of the Authority as provided by law.

ARTICLE VII

Members and Voting Rights

Section 1. Voting Members. The Board of the Authority (the "Board") shall be composed of the following voting members:

a. Two members who shall be appointed by the County Executive and who shall serve at the sole pleasure of the County Executive.

b. Three members who shall be appointed by the Chairperson of the Board of Commissioners, subject to the consent of the Board of Commissioners, who shall serve at the Board of Commissioner's sole pleasure.

c. The Chairperson of the Board of Commissioners and the County Executive shall also appoint persons to serve as an alternate member(s) for each of the members they have appointed pursuant to Section 1 of this Article. An alternate member appointed pursuant to this Section may serve as a voting member of the Board at any time the primary member is absent or when a vacancy exists in their seat on the Board.

D. Members and Alternate members appointed pursuant to this Section shall be persons who are residents of the Metropolitan Area.

Section 2 . Vacancies. Except upon resignation of the member or alternate member, each member or alternate member of the Board appointed pursuant to Section 1 of this Article shall serve as a member or alternate member of the Board until their term is ended by County Executive or Board of Commissioner action.

Section 3. Adoption of Bylaws and Transaction of Business. Unless a different voting requirement is otherwise required by the Act, the Board may act to adopt or amend bylaws and rules of procedure governing its meetings and to transact any business of the Authority or take any action with an affirmative vote from a majority of all members of the Board serving as voting members of the Board pursuant to Section 1 of this Article.

Section 4. Amendments to the Articles of Incorporation. These Articles of Incorporation may be amended in the following manner:

- a. By adoption of a resolution approving the amendment by the Board of Commissioners of the County of Oakland and the written approval of the County Executive.

Section 5. Quorum. A majority of the members of the Board serving as voting members pursuant to Section 1 of this Article VI, or their alternates, shall constitute a quorum for the transaction of business.

ARTICLE VIII
Officers and Chief Operating Officer

Section 1. The Board shall elect, by a vote of the majority of the Board serving as voting members pursuant to Section 1 of Article VI, one or more voting members of the Board to serve as Chairperson, Secretary and Treasurer of the Authority. Except as specifically set forth in these Articles, the qualifications, powers, duties and terms of office of the Chairperson, Secretary and Treasurer shall be as set forth in the Bylaws of the Authority. At any time when Bylaws have not been adopted, officers shall serve a term of one year or until their successors are elected.

Section 2. The Chairperson of the Board shall preside at all meetings of the Board. The Chairperson shall, under the direction of the Board, have the power, on behalf of the Board, to perform all acts, execute and deliver all documents and take all steps that the Chairperson may deem necessary or advisable in order to effectuate the actions and policies of the Board.

Section 3. The Secretary shall keep the minutes of all meetings of the Board and committees thereof in books provided for that purpose. The Secretary shall do and perform such other duties as may be fixed by or incidental to these Articles or the Bylaws of the Authority, or as may be from time to time assigned by the Board.

Section 4. The Treasurer shall perform all acts incidental to the position of treasurer as fixed by or incidental to these Articles or the Bylaws of the Authority or as may be from time to time assigned by the Board.

Section 5. The Board may appoint a Chief Operating Officer of the Authority, who may sign and execute all bonds, contracts, checks and other obligations in the name of the Authority when so authorized by the Board. The Chief Operating Officer shall have power over the management of the properties and business of the Authority and employees thereof, and shall direct the enforcement of all resolutions, rules and regulations of the Board. The Chief Operating Officer shall have the authority to appoint such officers, employees and agents as necessary to carry-out the purposes of the Authority under the general policy direction of the Board. The Chief Operating Officer shall do and perform such other duties as may be fixed by or incidental to these Articles or the Bylaws of the Authority or as may be from time to time assigned by the Board. The chief Operating Officer shall serve at the pleasure of the Board.

Section 6. The books and records of the Authority shall be open to inspection and audit by duly authorized representatives of each Member and the State of Michigan at all reasonable times.

ARTICLE IX
Publication and Printing of Articles of Incorporation

Upon execution by persons listed first above, the County Clerk of the County of Oakland (the "County Clerk") shall endorse these Articles in substantially the form required by the Act and cause a copy of these Articles of Incorporation to be published once in a newspaper of general circulation within the area to be served by the Authority, as provided by the Act. The County Clerk shall be responsible for any other publications and filings required by the Act with the Secretary of State, the County Clerk and the State Department of Transportation.

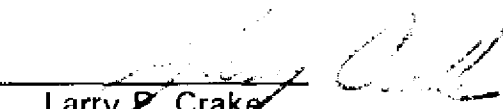
ARTICLE X
Term and Effectiveness

The Term of existence of the Authority shall be perpetual or until terminated in accordance with law.

These Articles shall become effective and the Authority shall become operative upon the publication of these Articles pursuant to Article IX by the County Clerk.

IN WITNESS WHEREOF, the Chairperson of the Oakland County Board of Commissioners has executed these Articles of Incorporation on the 30th day of March, 1995.

THE COUNTY OF OAKLAND

By: 
Larry P. Crake
Chairperson
Oakland County Board of Commissioners

Resolution #95083

March 23, 1995

The Chairperson referred the resolution to the General Government and Finance and Personnel Committees. There were no objections.

Moved by Schmid supported by Pernick the resolution be adopted.

Moved by Schmid supported by McCulloch the Finance and Personnel Committee Report be accepted.

A sufficient majority having voted therefor, the report was accepted.

Moved by Schmid supported by McCulloch the resolution be amended to coincide with the recommendations of the Finance and Personnel Committee.

A sufficient majority having voted therefor, the amendment carried.

Move by Schmid supported by McCulloch the General Government Committee Report be accepted.

A sufficient majority having voted therefor, the report was accepted.

Moved by Schmid supported by McCulloch the resolution be amended to coincide with the recommendations of the General Government Committee.

Corporation Counsel Gerald Poisson reviewed the amendments covered by the General Government Committee Report.

A sufficient majority having voted therefor, the amendment carried.

Moved by Obrecht supported by Douglas to amend the Articles of Incorporation of the Oakland County Public Transportation Authority by adding the following to Article VI:

"Section 9. Oakland County Transportation Authority shall not contribute or transfer its funds to SMART unless municipal credit amounts to all Oakland County municipalities will remain at not less than 1994 levels as adjusted for inflation, and these monies shall come from the SMART State and Federal Funds. Said credits shall continue as long as State and Federal funds exist to support municipal credits."

Discussion followed.

The Chairperson stated a "YES" vote supports the amendment; a "NO" vote does not.

Vote on Obrecht's amendment:

AYES: Amos, Devine, Dingeldey, Douglas, Garfield, Huntton, Johnson, Law, Moffitt, Obrecht, Powers, Schmid, Taub, Wolf. (14)

NAYS: Crake, Holbert, Jacobs, Jensen, Kaczmar, Kingzett, McCulloch, McPherson, Palmer, Pernick, Quarles. (11)

A sufficient majority having voted therefor, the amendment carried.

Moved by Garfield supported by Powers to amend the Articles of Incorporation of the Oakland County Public Transportation Authority by adding the following to Article VI:

"Section 10. Any money raised in Oakland County will be used in Oakland County only."

Discussion followed.

AYES: Devine, Dingeldey, Douglas, Garfield, Huntton, Jacobs, Jensen, Johnson, Kingzett, Law, Moffitt, Obrecht, Powers, Schmid, Taub, Wolf, Amos. (17)

NAYS: Crake, Holbert, Kaczmar, McCulloch, McPherson, Palmer, Pernick,

Quarles. (8)

A sufficient majority having voted therefor, the amendment carried.

Moved by Moffitt supported by Obrecht to amend the Articles Of Incorporation of the Oakland County Public Transportation Authority by changing Article VI, Section 4 to read:

"Section 4. The Authority shall not utilize the provisions of Section 18 of the Act, MCL 124.468 (Property Taxation), without first obtaining the approval, **separately for each proposed occasion of utilization**, of the Oakland County Board of Commissioners, by affirmative vote of a majority of the members elected to and serving on said County Board of Commissioners."

Discussion followed.

A sufficient majority having voted therefor, the amendment carried.

Moved by Moffitt supported by Obrecht to amend the Articles Of Incorporation of the Oakland County Public Transportation Authority by adding the following paragraph to Article VI, Section 5:

"The Authority shall not contract with SMART and/or any other transportation authority without the prior approval of the Oakland County Board of Commissioners by affirmative vote of a majority of the members elected to and serving on said County Board of Commissioners."

Discussion followed.

The Chairperson stated a "YES" vote supports the amendment; a "NO" vote does not.

AYES: Devine, Dingeldey, Douglas, Garfield, Huntoon, Jensen, Johnson, Kingzett, Law, Moffitt, Obrecht, Powers, Schmid, Taub, Wolf, Amos. (16)

NAYS: Holbert, Jacobs, Kaczmar, McCulloch, McPherson, Palmer, Pernick, Quarles, Crake. (9)

A sufficient majority having voted therefor, the amendment carried.

Moved by Moffitt supported by Taub to amend the Articles Of Incorporation of the Oakland County Public Transportation Authority by changing the first paragraph in Article VI, Section 5 to read:

"Section 5. The Authority ~~may~~ shall not contract with SMART and/or any other ~~transportation~~ authority or political subdivision, agency or instrumentality of the State, or any private entity, for all or part of the public transportation services it is entitled or required to provide under the Act and these Articles, ~~without having first received from SMART and/or such other authority a certified financial audit and a certified performance audit, within a year of any contracting, of SMART and/or such other authority with parameters of certified performance audit to be set by the Oakland County Board of Commissioners or any subsequently to be formed Public Transit Alternatives Task Force, said audits to be paid for by SMART and/or such other transportation authority.~~"

Discussion followed.

The Chairperson stated a "YES" vote supports; a "NO" vote does not.

AYES: Dingeldey, Douglas, Garfield, Huntoon, Jensen, Johnson, Kingzett, Law, Moffitt, Obrecht, Powers, Schmid, Taub, Wolf, Amos, Crake, Devine. (17)

NAYS: Holbert, Jacobs, Kaczmar, McCulloch, McPherson, Palmer, Pernick, Quarles. (8)

A sufficient majority having voted therefor, the amendment carried.

Moved by Moffitt supported by Wolf to amend the Articles Of Incorporation of the Oakland County Public Transportation Authority by changing Article VI, Section 2 to read:

"Section 2. The Authority shall have all powers necessary to carry out the purposes of its formation and all ~~things~~ **prerogatives** incident to carrying out the purpose of its formation, including those specific powers specified by the Act, except as limited herein, and the power to provide, or cause to be provided, public transportation service and public transportation facilities within or without the Metropolitan Area."

and further, to amend Article VII, Section 1A to read:

"A. Five members who shall be appointed by the Chairperson of the Board of Commissioners, subject to the consent of the Board of Commissioners, who shall serve at the Board of Commissioner's sole pleasure. At least one appointee shall be a member of the ~~minority party~~ **party not in the majority.**"

A sufficient majority having voted therefor, the amendment carried.

Moved by Powers supported by Obrecht to amend the Articles Of Incorporation of the Oakland County Public Transportation Authority by adding the following paragraph to Article VI:

"Section 11. The Chairperson of the Oakland County Board of Commissioners is authorized and directed to enter into a contract with SMART that will provide for all public transit election costs incurred by the municipalities within Oakland County and the County of Oakland will be reimbursed by SMART and that this contract shall be executed by SMART and delivered to the Oakland County Board of Commissioners on or before our next meeting following the adoption of these articles."

Discussion followed.

Commissioner Powers withdrew his amendment.

Moved by Moffitt supported by Obrecht to amend the Articles Of Incorporation of the Oakland County Public Transportation Authority by changing Article VIII, Section 1 to read:

Section 1. The Board shall elect, by a vote of the majority of the Board serving as voting members pursuant to Section 1 of Article VI, ~~one or more a voting members member~~ of the Board to serve as Chairperson and ~~a voting member of the Board to serve as~~ Secretary of the Authority. Except as specifically set forth in these Articles, the ~~qualifications~~, powers, duties and terms of office of the Chairperson and Secretary shall be as set forth in the Bylaws of the Authority. At any time when Bylaws have not been adopted, officers shall serve a term of one year or until their successors are elected."

A sufficient majority having voted therefor, the amendment carried.

Moved by Law supported by Obrecht to amend the Articles Of Incorporation of the Oakland County Public Transportation Authority by adding the following paragraph to Article VI:

"Section 11. The public transportation authority created herein shall cease and desist all operations, it shall dissolve one week following the certification of the transportation millage election should that millage question fail in Oakland County."

Discussion followed.

A sufficient majority having voted therefor, the amendment carried.

Commissioner Obrecht stated that he did not withdraw his support for Commissioner Powers' amendment; therefore, he requested to have the amendment back before the Board.

The Chairperson stated that Powers' amendment was before the Board.

Discussion followed.

Commissioner Powers withdrew the amendment; Commissioner Obrecht withdrew his support.

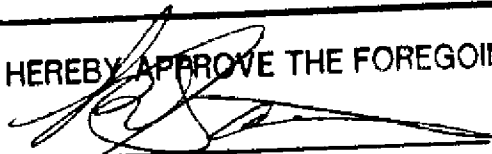
Discussion followed.

Vote on resolution, as amended:

AYES: Holbert, Jacobs, Jensen, Kaczmar, Kingzett, Law, McCulloch, McPherson, Palmer, Pernick, Quarles, Wolf, Crake. (13)

NAYS: Douglas, Garfield, Huntoon, Johnson, Moffitt, Obrecht, Powers, Schmid, Taub, Amos, Devine, Dingeldey. (12)

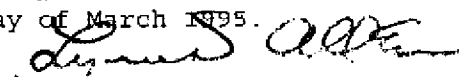
A sufficient majority having voted therefor, the resolution, as amended, was adopted.

I HEREBY APPROVE THE FOREGOING RESOLUTION

L. Brooks Patterson, County Executive
4/3/95
Date

STATE OF MICHIGAN)
COUNTY OF OAKLAND)

I, Lynn D. Allen, Clerk of the County of Oakland, do hereby certify that the foregoing resolution is a true and accurate copy of a resolution adopted by the Oakland County Board of Commissioners on March 30, 1995 with the original record thereof now remaining in my office.

In Testimony Whereof, I have hereunto set my hand and affixed the seal of the County of Oakland at Pontiac, Michigan this 30th day of March 1995.


Lynn D. Allen, County Clerk

Memorandum

TO: JOHN MCCULLOCH, CHAIRPERSON
FINANCE AND PERSONNEL COMMITTEE

FROM: GERALD D. POISSON,
CORPORATION COUNSEL

DATE: MARCH 28, 1995

SUBJECT: AMENDMENTS TO ACT 196 RESOLUTION

Pursuant to your request I have prepared a proposed amended resolution indicating the final amendments (as of this minute of course) that are required for the Act 196 Authority resolution. The following are matters not addressed in the General Government Report which should be addressed in your committee.

1. Page 1 of the Resolution should be amended to add a fourth "WHEREAS" clause noting that Board approval is required before the Authority can call a millage election. (See the attached model.)
2. Page 2 of the Resolution should be amended to add sections 4, 5, 6, and 7 to the 'NOW THEREFORE BE IT RESOLVED'" provisions (See the attached model). These sections give the Authority permission to call a tax election for May 31, 1995, (Section 4); provide a form question to be presented to the voters, (Section 5); provides for reform of the question if communities withdraw, (Section 6) and directs the County Clerk to do all things required by law to be done in aid of the election.
3. Page 4 of the Articles, at Article VII, Section 1: General Government recommended that Section 1a be struck, but failed to re-number the paragraphs. This must be done. Accordingly, the current 1b becomes 1a, and the current 1c becomes 1b, and the current 1d becomes 1c.
4. Page 4 of the Articles, at Article VII, Section 1: the new 1b must be amended on line one, following the word "Commissioners" by striking the words "...and the County Executive...".
5. Page 4 of the Articles, at Article VII, Section 2, line 4 must be

amended following the word "by", by striking the words "...County Executive or..."

6. Page 5 of the Articles, at Section 1, line 5, must be amended by inserting the word "and" following the word "Chairperson" and by deleting the words "...and Treasurer" following the word "Secretary".

I have attached a completed copy of the resolution and articles. All GENERAL GOVERNMENT CHANGES ARE UNDERLINED AND INDICATED IN THIS TYPE, while **ALL PROPOSED FINANCE AND PERSONNEL CHANGES ARE BOLDED IN THIS TYPE**.

Obviously, none of this is confusing.

I have also attached a clean copy with all changes to date. I recommend that you move and adopt that one.

Dark IS Finance
Light IS Gen. Gov

MISCELLANEOUS RESOLUTION: 95-083

By Commissioners Charles E. Palmer and John P. McCulloch

IN RE: ACT 196 PUBLIC TRANSPORTATION AUTHORITY - ARTICLES OF
INCORPORATION

To the Oakland County Board of Commissioners

Mr. Chairperson, Ladies and Gentleman:

WHEREAS, 1986 Public Act 196, (the "Act"), provides that counties may form a public transportation authority under the Act by adoption of Articles of Incorporation by an affirmative vote of a majority of the members elected to and serving on the legislative body of the County ; and

WHEREAS, the County of Oakland, by approval of this resolution adopting the Articles of Incorporation attached hereto as Exhibit A (the "Articles of Incorporation"), desires to incorporate an authority (the "Authority") for the purpose of operating or providing for the operation of a public transportation system pursuant to the Act and the Articles of Incorporation; and

WHEREAS, the County of Oakland (the "County") desires to allow for the option of continuing elderly and handicapped transit services and other services in the County at the level of service provided in the County by the Suburban Mobility Authority for Regional Transportation ("SMART") during the 1994-95 fiscal year of SMART; and

WHEREAS, THE ARTICLES OF INCORPORATION PROVIDES THAT THE AUTHORITY SHALL NOT UTILIZE THE PROVISIONS OF SECTION 18 OF THE ACT, MCL 124.468 (PROPERTY TAXATION), WITHOUT FIRST OBTAINING THE APPROVAL OF THE OAKLAND COUNTY BOARD OF COMMISSIONERS;

NOW, THEREFORE, BE IT RESOLVED:

1. The Oakland County Board of Commissioners hereby approves the adoption of the Articles of Incorporation of the Oakland County Public Transportation Authority attached hereto as Exhibit A.

2. The Chairperson of the Oakland County Board of Commissioners is authorized and directed to execute the Articles of Incorporation on behalf of the County and to take all actions required or permitted by the County Board of Commissioners by the Articles of Incorporation.

3. The County Clerk is directed to endorse the Articles of Incorporation in substantially the form required by 1986 Public Act 196 (the " Act"), to cause a copy of the Articles of Incorporation to be published and filed in the manner required by the Act and by the Articles of Incorporation, and to take all other actions necessary or required by law and the Articles of Incorporation to effectuate the incorporation of the Authority.

4. THE OAKLAND COUNTY BOARD OF COMMISSIONERS HEREBY AUTHORIZES THE UTILIZATION OF SECTION 18 OF THE ACT, MCL 124.468 (PROPERTY TAXATION), BY THE OAKLAND COUNTY PUBLIC TRANSPORTATION AUTHORITY FOR THE PURPOSE OF CALLING A SPECIAL ELECTION FOR JUNE 6, 1995 TO PLACE BEFORE THE VOTERS OF THE AUTHORITY THE PROPOSITION OF INCREASING THE LIMITATION ON THE AMOUNT OF TAXES WHICH MAY BE IMPOSED ON TAXABLE PROPERTY IN THE OAKLAND COUNTY PUBLIC TRANSPORTATION AUTHORITY AREA BY 0.33 MILL FOR THE YEARS 1995, 1996 AND 1997, INCLUSIVE, TO SUPPORT PUBLIC TRANSPORTATION WITHIN THE AUTHORITY AREA.

5. THE PROPOSITION TO BE SUBMITTED AT THE SPECIAL ELECTION SHALL BE STATED ON A SEPARATE BALLOT, OR AS A SEPARATE PROPOSITION ON VOTING MACHINE, IN SUBSTANTIALLY THE FOLLOWING FORM:

OAKLAND COUNTY PUBLIC TRANSPORTATION MILLAGE PROPOSAL

SHALL THE LIMITATION ON THE AMOUNT OF TAXES IMPOSED ON TAXABLE PROPERTY IN THE OAKLAND COUNTY PUBLIC TRANSPORTATION AUTHORITY AREA BE INCREASED BY 33 CENTS (\$0.33) PER THOUSAND DOLLARS (\$1,000) (0.33 MILL) OF THE TAXABLE VALUE ON ALL TAXABLE PROPERTY IN THE AUTHORITY AREA FOR THREE (3) YEARS, 1995, 1996 AND 1997, INCLUSIVE, FOR THE PURPOSE OF PROVIDING FUNDS FOR THE SUPPORT OF A PUBLIC TRANSPORTATION SYSTEM SERVING THE ELDERLY, HANDICAPPED, AND THE GENERAL PUBLIC WITHIN THE AUTHORITY AREA? IT IS ESTIMATED THAT 0.33 MILL IN 1995 LEVIED THROUGHOUT THE COUNTY WOULD RAISE APPROXIMATELY \$10.2 MILLION IN THE FIRST CALENDAR YEAR OF THE LEVY.

6. THE PROPOSITION FORM SHALL BE AMENDED AS NECESSARY TO REFLECT THE WITHDRAWAL OF POLITICAL SUBDIVISIONS FROM THE AUTHORITY IF THE SAME OCCURS.

7. THE COUNTY CLERK IS DIRECTED TO DO ALL THINGS AND PROVIDE ALL SUPPLIES NECESSARY FOR THE SPECIAL ELECTION AS REQUIRED BY LAW TO BE DONE.

Mr. Chairperson, we move the adoption of the foregoing resolution.

ARTICLES OF INCORPORATION
OF THE
OAKLAND COUNTY PUBLIC TRANSPORTATION AUTHORITY

These Articles of Incorporation are executed and adopted by the Oakland County Board of Commissioners pursuant to and in accordance with the provisions of Act 196, Public Acts of Michigan, 1986, as amended (the "Act"), for the purpose of forming a public body corporate as required by the Act.

ARTICLE I
Name

The name of the corporation and authority is the Oakland County Public Transportation Authority (the "Authority").

ARTICLE II
Incorporating Units.

The incorporating unit of the Authority is the County of Oakland, State of Michigan, a municipal corporation of the State of Michigan. The County of Oakland, together with any political subdivision or portion of a city, village or township which may be added to the Authority after its incorporation, shall be considered a "Member".

ARTICLE III
Purposes

The purposes for which the Authority is organized are as follows:

a. To operate a public transportation system providing public transportation services and public transportation facilities, as defined in by the Act and to the extent authorized by these Articles.

b. To plan, promote, finance, acquire, improve, enlarge, extend, own, construct, operate, maintain, replace, and contract for public transportation systems and public transportation facilities.

c. To control, operate, administer, and exercise the franchise of the public transportation system and public transportation facilities, if any.

MARCH 28, 1995

EXHIBIT A

d. To conduct any and all such activities and exercise any and all such powers as are authorized by the Act and Articles of Incorporation, which are necessary to the achievement of the foregoing and in furtherance of the purposes of the Authority.

ARTICLE IV Metropolitan Area

The territory encompassed by all Members of the Authority which has not been withdrawn and released from the Authority shall comprise the Metropolitan Area of the Authority.

ARTICLE V RELEASE OF POLITICAL SUBDIVISION FROM AUTHORITY

A political subdivision within the boundaries of Oakland County may be released from the Authority and withdraw from the Metropolitan Area of the Authority by utilizing the procedures set forth in Section 8 of the Act, MCL 124.458. The provisions of Section 8 of the Act shall apply to a political subdivision seeking release and withdrawal to the same extent they would apply to a political subdivision that is an incorporating member of a public authority.

ARTICLE VI POWERS, DUTIES AND LIMITATIONS

Section 1. The Authority, as provided in the Act, shall be a body corporate with power to sue and be sued in any court of the State of Michigan and shall be considered to be an agency and instrumentality of the State of Michigan.

Section 2. The Authority shall have all powers necessary to carry out the purposes of its formation and all things incident to carrying out the purpose of its formation, including those specific powers specified by the Act, except as limited herein, and the power to provide, or cause to be provided, public transportation service and public transportation facilities within or without the Metropolitan Area.

Section 3. The Authority shall have the power to enter into an agreement with the Regional Transportation Coordinating Council ("RTCC") created by Act 204, Public Acts of Michigan, 1967, as amended, or any successor agency thereto, conferring, to the extent RTCC or any successor agency thereto serves under law or

EXHIBIT A

by agreement with the Authority as the designated recipient to apply for federal and state transportation operating and capital on the Authority, as a subrecipient of federal and state transportation funds, the right to receive and dispense grant funds from RTCC or successor agency assistance grants.

Section 4. The Authority shall not utilize the provisions of Section 18 of the Act, MCL 124.468 (Property Taxation), without first obtaining the approval of the Oakland County Board of Commissioners, by affirmative vote of a majority of the members elected to and serving on said County Board of Commissioners.

Section 5. The Authority may contract with SMART and/or any other transportation authority or political subdivision, agency or instrumentality of the State, or any private entity, for all or part of the public transportation services it is entitled or required to provide under the Act and these Articles.

Section 6. The Authority shall have the power to jointly exercise with any other public agency any power, privilege or authority which the Authority shares in common with such other public agency and may exercise separately. A joint exercise in power may be made by approval by the Board of a contract or contracts in the form of an interlocal agreement, which agreement may provide for the creation of separate legal or administrative entities to administer or execute the agreement. Members to the governing body of such a legal or administrative entity may be appointed in common with other public agencies party to the interlocal agreement.

Section 7. The Authority shall have the power to finance the cost of any election called by the Board or the governing body of any Member or constituent unit of the Authority for the purpose of authorizing a tax for the purpose of financing the public transportation services to be provided by, or caused to be provided by, the Authority from any funds available to the Authority for which such use is not prohibited by law.

Section 8. Unless provided otherwise by these Articles, no enumeration of powers in these Articles shall in any way limit or restrict the general power of the Authority as provided by law.

ARTICLE VII
Members and Voting Rights

Section 1. Voting Members. The Board of the Authority (the "Board") shall be composed of the following voting members:

~~PRIOR LA STRUCK BY GENERAL GOVERNMENT~~

A. FIVE MEMBERS who shall be appointed by the Chairperson of the Board of Commissioners, subject to the consent of the Board of Commissioners, who shall serve at the Board of Commissioner's sole pleasure. AT LEAST ONE APPOINTEE SHALL BE A MEMBER OF THE MINORITY PARTY. AT LEAST ONE APPOINTEE SHALL BE A MEMBER OF A POLITICAL PARTY NOT IN THE MAJORITY.

B. The Chairperson of the Board of Commissioners ~~AND THE COUNTY EXECUTIVE~~ shall also appoint persons to serve as an alternate member(s) for each of the members they have appointed pursuant to Section 1 of this Article. An alternate member appointed pursuant to this Section may serve as a voting member of the Board at any time the primary member is absent or when a vacancy exists in their seat on the Board.

C. Members and Alternate members appointed pursuant to this Section shall be persons who are residents of the Metropolitan Area.

Section 2 . Vacancies. Except upon resignation of the member or alternate member, each member or alternate member of the Board appointed pursuant to Section 1 of this Article shall serve as a member or alternate member of the Board until their term is ended by ~~COUNTY EXECUTIVE OR~~ Board of Commissioner action.

Section 3. Adoption of Bylaws and Transaction of Business. Unless a different voting requirement is otherwise required by the Act, the Board may act to adopt or amend bylaws and rules of procedure governing its meetings and to transact any business of the Authority or take any action with an affirmative vote from a majority of all members of the Board serving as voting members of the Board pursuant to Section 1 of this Article.

Section 4. Amendments to the Articles of Incorporation. These Articles of Incorporation may be amended in the following manner:

- a. By adoption of a resolution approving the amendment by the Board of Commissioners of the County of Oakland. ~~AND~~

THE WRITTEN APPROVAL OF THE COUNTY EXECUTIVE

Section 5. Quorum. A majority of the members of the Board serving as voting members pursuant to Section 1 of this Article VI, or their alternates, shall constitute a quorum for the transaction of business.

SECTION 6. NON-VOTING MEMBER. THE OAKLAND COUNTY TREASURER SHALL BE A NON-VOTING MEMBER OF THE BOARD AND SHALL ACT AS THE TREASURER OF THE AUTHORITY.

ARTICLE VIII

Officers and Chief Operating Officer

Section 1. The Board shall elect, by a vote of the majority of the Board serving as voting members pursuant to Section 1 of Article VI, one or more voting members of the Board to serve as Chairperson AND SECRETARY of the Authority. Except as specifically set forth in these Articles, the qualifications, powers, duties and terms of office of the Chairperson **AND SECRETARY** shall be as set forth in the Bylaws of the Authority. At any time when Bylaws have not been adopted, officers shall serve a term of one year or until their successors are elected.

Section 2. The Chairperson of the Board shall preside at all meetings of the Board. The Chairperson shall, under the direction of the Board, have the power, on behalf of the Board, to perform all acts, execute and deliver all documents and take all steps that the Chairperson may deem necessary or advisable in order to effectuate the actions and policies of the Board.

Section 3. The Secretary shall keep the minutes of all meetings of the Board and committees thereof in books provided for that purpose. The Secretary shall do and perform such other duties as may be fixed by or incidental to these Articles or the Bylaws of the Authority, or as may be from time to time assigned by the Board.

Section 4. The Treasurer shall perform all acts incidental to the position of treasurer as fixed by or incidental to these Articles or the Bylaws of the Authority or as may be from time to time assigned by the Board OR AS MAY BE REQUIRED BY LAW.

Section 5. The Board may appoint a Chief Operating Officer of the

EXHIBIT A

Authority, who may sign and execute all bonds, contracts, checks and other obligations in the name of the Authority when so authorized by the Board. The Chief Operating Officer shall have power over the management of the properties and business of the Authority and employees thereof, and shall direct the enforcement of all resolutions, rules and regulations of the Board. The Chief Operating Officer shall have the authority to appoint such officers, employees and agents as necessary to carry-out the purposes of the Authority under the general policy direction of the Board. The Chief Operating Officer shall do and perform such other duties as may be fixed by or incidental to these Articles or the Bylaws of the Authority or as may be from time to time assigned by the Board. The chief Operating Officer shall serve at the pleasure of the Board.

Section 6. The books and records of the Authority shall be open to inspection and audit by duly authorized representatives of each Member and the State of Michigan at all reasonable times.

ARTICLE IX

Publication and Printing of Articles of Incorporation

Upon execution by persons listed first above, the County Clerk of the County of Oakland (the "County Clerk") shall endorse these Articles in substantially the form required by the Act and cause a copy of these Articles of Incorporation to be published once in a newspaper of general circulation within the area to be served by the Authority, as provided by the Act. AT THE CLERK'S DISCRETION, THE ARTICLES MAY BE PUBLISHED IN ANY ONE OF THE FOLLOWING NEWSPAPERS: THE DETROIT NEWS, THE DETROIT FREE PRESS, THE OAKLAND PRESS, THE DAILY TRIBUNE, THE OBSERVER AND ECCENTRIC NEWSPAPERS. The County Clerk shall be responsible for any other publications and filings required by the Act with the Secretary of State, the County Clerk and the State Department of Transportation.

EXHIBIT A

ARTICLE X

Term and Effectiveness

The Term of existence of the Authority shall be perpetual or until terminated in accordance with law.

These Articles shall become effective and the Authority shall become operative upon the publication of these Articles pursuant to Article IX by the County Clerk.

IN WITNESS WHEREOF, the Chairperson of the Oakland County Board of Commissioners has executed these Articles of Incorporation on the _____ day of _____, 1995.

THE COUNTY OF OAKLAND

By: _____

Larry P. Crake
Chairperson
Oakland County Board of Commissioners

O'Brien v
Douglas

AMENDMENT TO ARTICLE VI.

Section 9. Oakland County Transportation Authority shall not contribute or transfer its funds to SMART unless municipal credit amounts to all Oakland County municipalities will remain at 1994 levels as adjusted for inflation, and these monies ~~are~~ ^{SHALL} ~~understood to~~ come from the State and Federal Funds, ~~coming to~~ ^{SMART} SMART.

must
not
less
than

Douglas said ~~that~~ ^{planning credits} ~~shall~~ continue as long as
st + fed funding ~~remains~~
funds exist (to assist to fund at current level)

(10)

check tapes

#2 Amendment

Harfield
Powers

Article VI.

Section 10. Any money raised in Oakland County will be used in Oakland County. *only.*

EXHIBIT A

ARTICLES OF INCORPORATION
OF THE
OAKLAND COUNTY PUBLIC TRANSPORTATION AUTHORITY

These Articles of Incorporation are executed and adopted by the Oakland County Board of Commissioners pursuant to and in accordance with the provisions of Act 196, Public Acts of Michigan, 1986, as amended (the "Act"), for the purpose of forming a public body corporate as required by the Act.

ARTICLE I

Name

The name of the corporation and authority is the Oakland County Public Transportation Authority (the "Authority").

ARTICLE II

Incorporating Units.

The incorporating unit of the Authority is the County of Oakland, State of Michigan, a municipal corporation of the State of Michigan. The County of Oakland, together with any political subdivision or portion of a city, village or township which may be added to the Authority after its incorporation, shall be considered a "Member".

ARTICLE III

Purposes

The purposes for which the Authority is organized are as follows:

- a. To operate a public transportation system providing public transportation services and public transportation facilities, as defined in by the Act and to the extent authorized by these Articles.
- b. To plan, promote, finance, acquire, improve, enlarge, extend, own, construct, operate, maintain, replace, and contract for public transportation systems and public transportation facilities.
- c. To control, operate, administer, and exercise the franchise of the public transportation system and public transportation facilities, if any.

MARCH 28, 1995

EXHIBIT A

d. To conduct any and all such activities and exercise any and all such powers as are authorized by the Act and Articles of Incorporation, which are necessary to the achievement of the foregoing and in furtherance of the purposes of the Authority.

ARTICLE IV Metropolitan Area

The territory encompassed by all Members of the Authority which has not been withdrawn and released from the Authority shall comprise the Metropolitan Area of the Authority.

ARTICLE V RELEASE OF POLITICAL SUBDIVISION FROM AUTHORITY

A political subdivision within the boundaries of Oakland County may be released from the Authority and withdraw from the Metropolitan Area of the Authority by utilizing the procedures set forth in Section 8 of the Act, MCL 124.458. The provisions of Section 8 of the Act shall apply to a political subdivision seeking release and withdrawal to the same extent they would apply to a political subdivision that is an incorporating member of a public authority.

ARTICLE VI POWERS, DUTIES AND LIMITATIONS

Section 1. The Authority, as provided in the Act, shall be a body corporate with power to sue and be sued in any court of the State of Michigan and shall be considered to be an agency and instrumentality of the State of Michigan.

Section 2. The Authority ^(perogatives) shall have all powers necessary to carry out the purposes of its formation and all things incident to carrying out the purpose of its formation, including those specific powers specified by the Act, except as limited herein, and the power to provide, or cause to be provided, public transportation service and public transportation facilities within or without the Metropolitan Area.

Section 3. The Authority shall have the power to enter into an agreement with the Regional Transportation Coordinating Council ("RTCC") created by Act 204, Public Acts of Michigan, 1967, as amended, or any successor agency thereto, conferring, to the extent RTCC or any successor agency thereto serves under law or

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TAX

MOBILE

any subsequent
to be formed Public Transit
Alternatives Task Force

EXHIBIT A

by agreement with the Authority as the designated recipient to apply for federal and state transportation operating and capital on the Authority, as a subrecipient of federal and state transportation funds, the right to receive and dispense grant funds from RTCC or successor agency assistance grants.

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Section 4. The Authority shall not utilize the provisions of Section 18 of the Act, MCL 124.468 (Property Taxation), without first obtaining the approval of the Oakland County Board of Commissioners, by affirmative vote of a majority of the members elected to and serving on said County Board of Commissioners.

AGAIN

shall not

such other transportation authority

Section 5. The Authority ~~may~~ contract with SMART and/or any other transportation authority or political subdivision, agency or instrumentality of the State, or any private entity, for all or part of the public transportation services it is entitled or required to provide under the Act and these Articles, ~~without having first received from~~

Section 6. The Authority shall have the power to jointly exercise with any other public agency any power, privilege or authority which the Authority shares in common with such other public agency and may exercise separately. A joint exercise in power may be made by approval by the Board of a contract or contracts in the form of an interlocal agreement, which agreement may provide for the creation of separate legal or administrative entities to administer or execute the agreement. Members to the governing body of such a legal or administrative entity may be appointed in common with other public agencies party to the interlocal agreement.

Section 7. The Authority shall have the power to finance the cost of any election called by the Board or the governing body of any Member or constituent unit of the Authority for the purpose of authorizing a tax for the purpose of financing the public transportation services to be provided by, or caused to be provided by, the Authority from any funds available to the Authority for which such use is not prohibited by law.

Section 8. Unless provided otherwise by these Articles, no enumeration of powers in these Articles shall in any way limit or restrict the general power of the Authority as provided by law.

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~~THE~~

The Authority shall not contract with SMART and/or any other ~~transportation authority~~ without ~~the~~ prior approval of the Oakland County Board of Commissioners by affirmative vote of a majority of the members elected to and serving on said County Board of Commissioners;

MARCH 28, 1995

ARTICLE VII
Members and Voting Rights

Section 1. Voting Members. The Board of the Authority (the "Board") shall be composed of the following voting members:

PRIOR LA STRUCK BY GENERAL GOVERNMENT

A. FIVE MEMBERS who shall be appointed by the Chairperson of the Board of Commissioners, subject to the consent of the Board of Commissioners, who shall serve at the Board of Commissioner's sole pleasure. AT LEAST ONE APPOINTEE SHALL BE A MEMBER OF THE MINORITY PARTY *party not in the majority;*

B. The Chairperson of the Board of Commissioners ~~AND THE COUNTY EXECUTIVE~~ shall also appoint persons to serve as an alternate member(s) for each of the members they have appointed pursuant to Section 1 of this Article. An alternate member appointed pursuant to this Section may serve as a voting member of the Board at any time the primary member is absent or when a vacancy exists in their seat on the Board.

C. Members and Alternate members appointed pursuant to this Section shall be persons who are residents of the Metropolitan Area.

Section 2. Vacancies. Except upon resignation of the member or alternate member, each member or alternate member of the Board appointed pursuant to Section 1 of this Article shall serve as a member or alternate member of the Board until their term is ended by ~~COUNTY EXECUTIVE OR~~ Board of Commissioner action.

Section 3. Adoption of Bylaws and Transaction of Business. Unless a different voting requirement is otherwise required by the Act, the Board may act to adopt or amend bylaws and rules of procedure governing its meetings and to transact any business of the Authority or take any action with an affirmative vote from a majority of all members of the Board serving as voting members of the Board pursuant to Section 1 of this Article.

Section 4. Amendments to the Articles of Incorporation. These Articles of Incorporation may be amended in the following manner:

- a. By adoption of a resolution approving the amendment by the Board of Commissioners of the County of Oakland. ~~AND THE WRITTEN APPROVAL OF THE COUNTY EXECUTIVE.~~

EXHIBIT A

Section 5. Quorum. A majority of the members of the Board serving as voting members pursuant to Section 1 of this Article VI, or their alternates, shall constitute a quorum for the transaction of business.

~~SECTION 6. NON-VOTING MEMBER. THE OAKLAND COUNTY TREASURER SHALL BE A NON-VOTING MEMBER OF THE BOARD AND SHALL ACT AS THE TREASURER OF THE AUTHORITY~~

ARTICLE VIII

Officers and Chief Operating Officer

Section 1. The Board shall elect, by a vote of the majority of the Board serving as voting members pursuant to Section 1 of Article VI, ~~one or more~~ voting members of the Board to serve as Chairperson AND SECRETARY of the Authority. Except as specifically set forth in these Articles, the qualifications, powers, duties and terms of office of the Chairperson **AND SECRETARY** shall be as set forth in the Bylaws of the Authority. At any time when Bylaws have not been adopted, officers shall serve a term of one year or until their successors are elected.

Section 2. The Chairperson of the Board shall preside at all meetings of the Board. The Chairperson shall, under the direction of the Board, have the power, on behalf of the Board, to perform all acts, execute and deliver all documents and take all steps that the Chairperson may deem necessary or advisable in order to effectuate the actions and policies of the Board.

Section 3. The Secretary shall keep the minutes of all meetings of the Board and committees thereof in books provided for that purpose. The Secretary shall do and perform such other duties as may be fixed by or incidental to these Articles or the Bylaws of the Authority, or as may be from time to time assigned by the Board.

Section 4. The Treasurer shall perform all acts incidental to the position of treasurer as fixed by or incidental to these Articles or the Bylaws of the Authority or as may be from time to time assigned by the Board OR AS MAY BE REQUIRED BY LAW

Section 5. The Board may appoint a Chief Operating Officer of the Authority, who may sign and execute all bonds, contracts, checks and other obligations in the name of the Authority when so authorized by the Board. The Chief

EXHIBIT A

Operating Officer shall have power over the management of the properties and business of the Authority and employees thereof, and shall direct the enforcement of all resolutions, rules and regulations of the Board. The Chief Operating Officer shall have the authority to appoint such officers, employees and agents as necessary to carry-out the purposes of the Authority under the general policy direction of the Board. The Chief Operating Officer shall do and perform such other duties as may be fixed by or incidental to these Articles or the Bylaws of the Authority or as may be from time to time assigned by the Board. The chief Operating Officer shall serve at the pleasure of the Board.

Section 6. The books and records of the Authority shall be open to inspection and audit by duly authorized representatives of each Member and the State of Michigan at all reasonable times.

ARTICLE IX

Publication and Printing of Articles of Incorporation

Upon execution by persons listed first above, the County Clerk of the County of Oakland (the "County Clerk") shall endorse these Articles in substantially the form required by the Act and cause a copy of these Articles of Incorporation to be published once in a newspaper of general circulation within the area to be served by the Authority, as provided by the Act. AT THE CLERK'S DISCRETION, THE ARTICLES MAY BE PUBLISHED IN ANY ONE OF THE FOLLOWING NEWSPAPERS: THE DETROIT NEWS, THE DETROIT FREE PRESS, THE OAKLAND PRESS, THE DAILY TRIBUNE, THE OBSERVER AND ECCENTRIC NEWSPAPERS. The County Clerk shall be responsible for any other publications and filings required by the Act with the Secretary of State, the County Clerk and the State Department of Transportation.

ARTICLE X

Term and Effectiveness

The Term of existence of the Authority shall be perpetual or until terminated in accordance with law.

These Articles shall become effective and the Authority shall become operative upon the publication of these Articles pursuant to Article IX by the County Clerk.

IN WITNESS WHEREOF, the Chairperson of the Oakland County Board of Commissioners has executed these Articles of Incorporation on the _____ day of _____, 1995.

THE COUNTY OF OAKLAND

By: _____
Larry P. Crake
Chairperson
Oakland County Board of Commissioners