

RESOLUTION NO. 2023 – 57

A RESOLUTION TO APPROVE AN APPLICATION FOR
AND TO AUTHORIZE THE FORMATION OF
THE SOLID WASTE DISPOSAL AUTHORITY
OF THE CITY AND COUNTY OF CULLMAN, ALABAMA
AND TO APPOINT
MEMBERS OF THE BOARD OF DIRECTORS
OF THE SAID AUTHORITY

BE IT RESOLVED by the Mayor and City Council (the "Council") of the City of Cullman, Alabama (the "City") as follows:

ARTICLE 1
Certain Defined Terms

For purposes hereof:

Applicants means collectively the natural persons signatory to the Application.

Application means the Application filed with the City pursuant to the Authorizing Act for formation of the Authority in form and of content as attached hereto as Appendix A.

Authority means The Solid Waste Disposal Authority of the City and County of Cullman, Alabama, proposed to be formed as a public corporation pursuant to the Authorizing Act.

Authorizing Act means Chapter 89A of Title 11 of the Code of Alabama 1975, as amended.

Certificate of Incorporation means the proposed Certificate of Incorporation of the Authority in form and of content as attached to the Application.

ARTICLE 2
Representations

The Council, upon evidence duly presented to and considered by it, has found and determined, and does hereby find, determine and declare as follows:

- (a) The Applicants are natural persons each of whom is over the age of 21 years and is a duly qualified elector of the City.
- (b) The Application has been duly executed by the Applicants and properly filed with the Council as provided by the Authorizing Act.
- (c) The Certificate of Incorporation is attached to the Application.

(d) The Council has reviewed the contents of the Application and the Certificate of Incorporation.

(e) The Council has determined, and declares, that it is wise, expedient and necessary that the Authority be formed as a public corporation pursuant to the Authorizing Act.

ARTICLE 3
Approval; Authorization; and Ratification

(a) The Council hereby approves the form and content of the Certificate of Incorporation.

(b) The Council authorizes the Applicants to proceed to form the Authority by the filing for record of the Certificate of Incorporation in accordance with the Authorizing Act including, without limitation, Section 11-89A-4 thereof.

(c) The Council ratifies and confirms all prior action taken, and all certificates, documents, petitions, proceedings and public notices delivered, by or on behalf of the Council or the City in furtherance of the transactions herein authorized.

ARTICLE 4
Appointment of Directors by City

The Council does hereby elect and appoint the following named persons as directors of the Authority, for the term of office ending on the date set opposite the name thereof or on such date as the respective successor thereof is elected and qualified:

Place	Name	Year of End of Term
Two	Johnny Cook	2025
Four	Woody Jacobs	2027

ARTICLE 5
Effect of Resolution

The Council authorizes this Resolution to take effect immediately and repeals any provision of any resolution, order, ordinance, or proceeding of the City to the extent of any conflict or inconsistency thereof with the provisions of this Resolution.

Adopted and approved this 24th day of July, 2023.

/s/ Jenny Folsom
President of City Council
City of Cullman

Adopted and approved this 24th day of July, 2023.

/s/ Woody Jacobs
Mayor
City of Cullman

Appendix A
Application

**APPLICATION FOR AUTHORITY TO INCORPORATE
A SOLID WASTE DISPOSAL AUTHORITY**

JULY 17, 2023

TO THE GOVERNING BODIES OF CULLMAN COUNTY, ALABAMA, AND THE CITY OF CULLMAN, ALABAMA:

We, the undersigned natural persons, each of whom is over the age of 21 years, make application to form a solid waste disposal authority pursuant to Chapter 89A of Title 11 of the Code of Alabama 1975 (the "Enabling Law") and file this Application:

1. This application is filed with the governing body of:
 - (a) Cullman County, Alabama; and
 - (b) the City of Cullman, Alabama.
2. The applicants propose to incorporate an authority pursuant to the provisions of the Enabling Law.
3. The proposed location of the principal office of the authority (and its post office address) shall be:

2805 Alabama Highway 69 South
Cullman, Alabama 35057

4. Each of the applicants is a duly qualified elector of Cullman County, Alabama or the City of Cullman, Alabama.
5. The proposed certificate of incorporation of the authority is attached hereto as Appendix I and by this reference thereto is incorporated into, and made a part of, this application.
5. The applicants request that the governing body of Cullman County, Alabama, and the governing body of the City of Cullman, Alabama, each adopt a resolution declaring that it is wise, expedient, and necessary that the proposed authority be formed, approving its certificate of incorporation and authorizing the applicants to proceed to form the proposed authority by the filing for record of a certificate of incorporation in accordance with the provisions of Section 11-89A-4 of the Enabling Law.

IN WITNESS WHEREOF, each of the undersigned have executed this Application, under seal, on and as of the date and year first above written.

/s/ *Woody Jacobs*
Name: Woody Jacobs

/s/ *John W. Cook*
Name: John W. Cook

/s/ *Clarence J. Clemons*
Name: Clarence J. Clemons

/s/ *Corey N. Freeman*
Name: Corey N. Freeman

APPENDIX I
Proposed Certificate of Incorporation

CERTIFICATE OF INCORPORATION
OF
THE SOLID WASTE DISPOSAL AUTHORITY OF
THE CITY AND COUNTY OF CULLMAN, ALABAMA

_____, **2023**

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, in order to form a public corporation as a solid waste disposal authority pursuant to the provisions of Chapter 89A of Title 11 of the Code of Alabama 1975, do hereby file for record this certificate of incorporation on the date and year first above written:

ARTICLE ONE
DEFINITIONS

For purposes hereof:

Authority means The Solid Waste Disposal Authority of the City and County of Cullman, Alabama.

Bylaws means the Bylaws of the Authority as at any time in effect.

City means the City of Cullman, Alabama.

County means the County of Cullman, Alabama.

Determining Subdivisions means collectively the City and the County.

Enabling Law means Chapter 89A of Title 11 of the Code of Alabama 1975.

**ARTICLE TWO
INCORPORATORS**

The names of the undersigned persons forming the Authority, each of whom is over the age of 21 years and is a duly qualified elector of the County, are set forth under the respective signatures thereof on this Certificate of Incorporation.

**ARTICLE THREE
NAME OF AUTHORITY**

The name of the Authority shall be “The Solid Waste Disposal Authority of the City and County of Cullman, Alabama.”

A certificate by the Secretary of State of the State of Alabama stating that the name proposed for the Authority is not identical to that of any other corporation organized under the laws of the State of Alabama or so nearly similar thereto as to lead to confusion and uncertainty is attached hereto as Exhibit A and made a part hereof.

**ARTICLE FOUR
DURATION**

The period for the duration of the Authority shall be perpetual, subject to the provisions of the Enabling Law.

**ARTICLE FIVE
DETERMINING SUBDIVISIONS**

The determining subdivisions are the City and the County.

On July 18, 2023, the governing body of the County adopted a resolution and order approving and authorizing the incorporation of the Authority in accordance with the Enabling Law, a certified copy of which is attached hereto as Exhibit B and made a part hereof.

On July 24, 2023, the governing body of the City adopted a resolution approving and authorizing the incorporation of the Authority in accordance with the Enabling Law, a certified copy of which is attached hereto as Exhibit C and made a part hereof.

**ARTICLE SIX
PRINCIPAL OFFICE**

The location of the principal office of the Authority (and its post office address) shall be:

2805 Alabama Highway 69 South
Cullman, Alabama 35057

**ARTICLE SEVEN
ENABLING LAW**

The Authority is organized pursuant to the Enabling Law.

**ARTICLE EIGHT
POWERS**

The Authority shall have and may exercise all authority and powers conferred on corporations of like nature by the Enabling Law and all other powers conferred upon corporations generally by the laws of Alabama not in conflict with the Enabling Law, provided the exercise of any of such powers may be subject to the prior approval by resolution of each of the Determining Subdivisions as provided in the Bylaws.

**ARTICLE NINE
BOARD OF DIRECTORS**

The Authority shall be governed, and all powers of the Authority shall be exercised, by a board of directors or pursuant to its authorization.

The Determining Subdivisions must appoint or elect not less than a majority of the members of the board of directors of the Authority.

The board of directors of the Authority shall consist of a total number of five (5) persons, each of whom shall be assigned a specific numbered place on the board of directors and shall be appointed for the term applicable to such place, subject to the operation of the Enabling Law with respect to the officers of the Determining Subdivisions, as follows:

1. The Director for Place One shall be appointed by the governing body of the County for an initial term of two (2) years, and each successor thereof for a term of six (6) years.
2. The Director for Place Two shall be appointed by the governing body of the City for an initial term of two (2) years, and each successor thereof for a term of six (6) years.
3. The Director for Place Three shall be appointed by the governing body of the County for an initial term of four (4) years, and each successor thereof for a term of six (6) years.
4. The Director for Place Four shall be appointed by the governing body of the City for an initial term of four (4) years, and each successor thereof for a term of six (6) years.
5. The Director for Place Five shall be appointed by the Directors holding Place One, Place Two, Place Three and Place Four for an initial term of six (6) years and each successor thereof for a term of six (6) years.

Any officer of the City, and any officer of the County, may serve as a member of the board of directors until the first to expire of the term applicable to the place on the board of directors to which such officer is appointed or the tenure of such officer.

ARTICLE TEN
TITLE TO PROPERTY UPON DISSOLUTION

Upon dissolution of the Authority as provided by the Enabling Law, title to all property (real, personal and mixed) of the Authority shall pass to and be vested in the Determining Subdivisions as tenants in common.

ARTICLE ELEVEN
BYLAWS

The Authority may adopt and amend the Bylaws from time to time pursuant to the Enabling Law and with the prior approval by resolution of each of the Determining Subdivisions.

ARTICLE TWELVE
NONPROFIT CORPORATION

The Authority shall be a nonprofit corporation and no part of the net earnings thereof remaining after payment of its expenses shall inure to the benefit of any individual, firm or corporation, or any other governmental entity or nongovernmental entity (whether or not organized for profit); provided, the Authority may distribute the net earnings thereof to the Determining Subdivisions as provided in the Enabling Law and the Bylaws.

IN WITNESS WHEREOF, each of the undersigned incorporators has signed this certificate of incorporation on the date and year of the respective acknowledgement thereof.

/s/ _____

Name: _____

/s/ _____

Name: _____

/s/ _____

Name: _____

/s/ _____

Name: _____