



CITY COUNCIL AGENDA ITEM

Date: November 26, 2012

To: Brian Kischnick, City Manager

From: Timothy Richnak, Public Works Director

Subject: Revised Articles of Incorporation
Southeastern Oakland County Resource Recovery Authority

Background

- SOCRRA is a municipal corporation founded in the early '50s and last amended in 1976 to process refuse, recyclables and yard waste. SOCRRA consists of twelve member municipalities with a total population of approximately 283,000 and covers an area of 75 square miles.
- These revised article changes involve Name to SOCRRA, Current Member Communities, Statutory required changes, Robert's Rules of Order, Stylistic/Grammar changes and inclusion of headings for quick reference in reading.
- Member cities are Berkley, Beverly Hills, Birmingham, Clawson, Ferndale, Hazel Park, Huntington Woods, Lathrup Village, Oak Park, Pleasant Ridge, Royal Oak and Troy.
- SOCRRA is governed by a twelve member Board of Trustees, one member representing each of the constituent municipalities.
- Attached are a cover memo by Robert Davis SOCRRA's Legal council and 4 Exhibits
 - Memo reference SOCRRA Articles of Incorporation
 - Joint Garbage and rubbish Disposal Act 179 of 1947
 - Articles of Incorporation of the Southeastern Oakland County Incinerator Authority (Amended as of February 1976)
 - Articles of Incorporation of the Southeastern County Resource Recovery Authority (Amended as of _____)
 - Summary of changes to Articles of Incorporation

Recommendation

City Management recommends approval as printed of these revised Articles of Incorporation for the Southeastern Oakland County Resource Recovery Authority. Each of the 12 SOCRRA member communities must approve this identical document.

City Attorney's Review as to Form and Legality

Approved as to Form and Legality:

Lori Grigg Bluhm, City Attorney

**DAVIS BURKET SAVAGE
LISTMAN BRENNAN**

Attorneys at Law

Memo

PRIVILEGED AND CONFIDENTIAL

TO: SOCRRA Board *via electronic mail*
FROM: Robert Charles Davis
RE: SOCRRA Articles of Incorporation
DATE: August 29, 2012

I. INTRODUCTION

The Articles were last amended in February 1976. Since then, the membership has changed, the name has changed, and the law has changed. The Articles need to be updated accordingly.

II. APPROVAL PROCESS

Amending the Articles requires a unanimous vote of the members of the SOCRRA Board and a favorable vote from the legislative body of each member community. This is the same process we followed for the Membership Agreements.

III. GENERAL SUMMARY OF CHANGES

The changes involve the following:

1. Name to SOCRRA;
2. Member Communities;
3. Statutory required changes;
4. Robert's Rules of Order;
5. Stylistic/grammar changes; and
6. Inclusion of headings for quick reference in reading.

All of the changes are detailed on the attached chart.

IV. ENCLOSURES FOR REVIEW

1. Copy of the enabling statute;
2. Copy of existing Articles;
3. Copy of proposed Amended Articles; and
4. Chart of changes to Articles.



Robert Charles Davis

/emm
Attachments

EXHIBIT 1

JOINT GARBAGE AND RUBBISH DISPOSAL
Act 179 of 1947

AN ACT to provide for the incorporation of certain municipal authorities for the collection or disposal, or both, of garbage or rubbish, or both, and for the operation of a dog pound; and to prescribe the powers, rights and duties thereof.

History: 1947, Act 179, Eff. Oct. 11, 1947;—Am. 1955, Act 92, Imd. Eff. June 2, 1955.

The People of the State of Michigan enact:

123.301 Garbage and rubbish disposal and dog pound authority; incorporation by municipality.

Sec. 1. Any 2 or more cities, villages or townships, hereinafter referred to as "municipalities", or any combination thereof, may incorporate an authority for the purpose of the collection or disposal, or both, of garbage or rubbish, or both, and for the establishment and operation of a dog pound, by the adoption of articles of incorporation, by the legislative body of each such municipality. The fact of such adoption shall be endorsed on such articles of incorporation by the mayor and clerk of the city, the president and clerk of the village, or the supervisor and clerk of the township, as the case may be, in form substantially as follows:

"The foregoing articles of incorporation were adopted by the of the of, county, Michigan, at a meeting duly held on the day of, 19.... of said Clerk of said"

The authority shall be comprised of the territory within such incorporating municipalities. The articles of incorporation shall be published at least once in a newspaper designated in said articles and circulating within the authority. One printed copy of such articles of incorporation certified as a true copy by the person or persons designated therefor, with the date and place of such publication, shall be filed with each the secretary of state and the clerk of the county within which such authority or the major portion thereof is located. Such authority shall become effective at the time provided in said articles of incorporation. The validity of such incorporation shall be conclusively presumed unless questioned in a court of competent jurisdiction within 60 days after the filing of such certified copies with the secretary of state and the county clerk.

History: 1947, Act 179, Eff. Oct. 11, 1947;—CL 1948, 123.301;—Am. 1955, Act 92, Imd. Eff. June 2, 1955.

123.302 Authority; articles of incorporation, contents.

Sec. 2. Said articles of incorporation shall state the name of such authority, the names of the various municipalities creating the same, the purpose or purposes for which it is created, the powers, duties and limitations of the authority and its officers, the method of selecting its governing body, officers and employees, the person or persons who are charged with the responsibility of causing the articles of incorporation to be published and printed copies to be certified and filed as above provided or who are charged with any other responsibility in connection with the incorporation of said authority, all of which shall be subject to the provisions of the constitution and statutes of the state of Michigan and particularly of this act.

History: 1947, Act 179, Eff. Oct. 11, 1947;—CL 1948, 123.302.

123.303 Authority; corporate powers; construction of act.

Sec. 3. Such authority shall be a body corporate with power to sue or be sued in any court of this state. It shall possess all the powers necessary to carry out the purposes of its incorporation, and those incident thereto. The enumeration of any powers in this act shall not be construed as a limitation upon such general powers.

History: 1947, Act 179, Eff. Oct. 11, 1947;—CL 1948, 123.303.

123.304 Authority; acquisition, management, sale or lease of land; condemnation.

Sec. 4. For the purposes of its incorporation, the authority may acquire private property by purchase, lease, gift, devise or condemnation, either within or without its corporate limits, and may hold, manage, control, sell, exchange or lease such property. For the purpose of condemnation, it may proceed under the provisions of Act No. 149 of the Public Acts of 1911 as now or hereafter amended, or any other appropriate statute.

History: 1947, Act 179, Eff. Oct. 11, 1947;—CL 1948, 123.304.

123.305 Authority; contracts; time limitations; charges.

Sec. 5. (1) The authority may contract with any municipality that is a part of the authority for the collection

or disposal, or both, by the authority of garbage or rubbish, or both, originating in the municipality, or for the establishment and operation of a dog pound for the municipality, for a period not exceeding 40 years. The charges specified in the contract shall be subject to increase by the authority, if necessary, in order to provide funds to meet its obligations.

(2) For the purposes provided in subsection (1), the authority may also contract with a city, village, or township that is not a part of the authority. The contract may provide for charges greater than those to the municipalities that are a part of the authority. The contract shall be for a period not exceeding 40 years. The charges under the contract shall be subject to change from time to time.

History: 1947, Act 179, Eff. Oct. 11, 1947;—CL 1948, 123.305;—Am. 1955, Act 92, Imd. Eff. June 2, 1955;—Am. 1962, Act 16, Imd. Eff. Mar. 26, 1962;—Am. 1992, Act 106, Imd. Eff. June 25, 1992.

123.306 Authority; right to make subcontracts.

Sec. 6. The authority shall have the power to contract with any person, firm or corporation for the performance by the latter of any part of the work of collecting or disposing, or both, of garbage or rubbish, or both.

History: 1947, Act 179, Eff. Oct. 11, 1947;—CL 1948, 123.306.

123.307 Authority; articles of incorporation, amendment.

Sec. 7. Any city, village or township may become a part of such authority by amendment to the articles of incorporation, adopted by the legislative body of such city, village or township and by the legislative body of each city, village or township of which such authority is composed. Other amendments may be made to such articles of incorporation if adopted by the legislative body of each city, village or township of which the authority is composed. Any such amendment shall be endorsed, published and certified printed copies filed in the same manner as the original articles of incorporation, except that the filed printed copies shall be certified by the recording officer of the authority.

History: 1947, Act 179, Eff. Oct. 11, 1947;—CL 1948, 123.307.

123.308 Power to raise and expend moneys; payment of contracts; taxing power denied authority.

Sec. 8. The legislative body of each city, village or township which is a part of such authority is authorized to raise by tax or pay from its general funds, any moneys required to be paid by the articles of incorporation or by the terms of any contract between it and the authority, unless some other method is provided therefor in such articles of incorporation or contract. The authority shall have no direct taxing power.

History: 1947, Act 179, Eff. Oct. 11, 1947;—CL 1948, 123.308.

123.309 Self-liquidating revenue bonds; issuance.

Sec. 9. For the purpose of acquiring, constructing, improving, enlarging or extending facilities for the collection or disposal, or both, of garbage or rubbish, or both, or for the purpose of refunding bonds previously issued, the authority may issue self-liquidating revenue bonds in accordance with the provisions of Act No. 94 of the Public Acts of 1933, as amended, being sections 141.101 to 141.139 of the Compiled Laws of 1948. No such bonds shall be a general obligation of the authority but shall be payable from revenues only.

History: 1947, Act 179, Eff. Oct. 11, 1947;—CL 1948, 123.309;—Am. 1959, Act 205, Imd. Eff. July 23, 1959.

123.310 Powers additional.

Sec. 10. The powers herein granted shall be in addition to those granted by any statute or charter.

History: 1947, Act 179, Eff. Oct. 11, 1947;—CL 1948, 123.310.

123.311 Entering or extending contract, obligation, bond, or note; sale or transfer of property; determination of current market value; withdrawal of member from qualified authority; payment; dissolution of authority; payment of environmental activities; distribution of assets; articles of incorporation; definitions.

Sec. 11. (1) After the effective date of the 2002 amendatory act that added this section, a qualified authority shall not enter into or extend any contract, obligation, bond, or note that has, or as extended would have, a termination date after the termination date of the authority's most recently approved contract under section 5(1), unless the contract, obligation, bond, or note or extension thereof, is approved by all members.

(2) Within 90 days after a qualified authority decides to sell or transfer real property located within the territory of a member or former member, the member or former member may exercise the right of first refusal to purchase the real property at a price not less than the greater of the real property's current market value or

the highest price offered for the real property in an arm's length, bona fide offer by a third party. The current market value of such real property shall be determined by an appraiser acceptable to the authority and the interested member. Any dispute regarding a determination of current market value shall be resolved by independent arbitration.

(3) Unless its withdrawal would cause an impairment of any contract, a member may withdraw from a qualified authority if all of the following requirements are met:

(a) The legislative body of the member adopts a resolution stating that the authority is no longer effectively serving the member's needs and declaring its decision to withdraw from the authority on a date specified in the resolution.

(b) The withdrawal date specified in the resolution under subdivision (a) is not either of the following:

(i) Less than 60 days after the date the resolution is adopted.

(ii) Within 1 year before the termination date of the authority's most recently approved contract under section 5(1) unless the filings required by subdivision (c) are made more than 1 year before the specified withdrawal date.

(c) The clerk of the member promptly files a certified copy of the resolution adopted under subdivision (a) with the authority and the secretary of state.

(4) By the withdrawal date, the withdrawing member, at its option, either shall pay to the authority the amount of the withdrawing member's fair share of the negative equity of the authority, if any, determined as of the withdrawal date, or shall provide the authority with a bond or other independent, insured guarantee that any such amount will be paid not later than 30 days after the expiration date of the authority's most recently approved contract under section 5(1). This subsection does not relieve the withdrawing member from either of the following:

(a) The member's fair share of any obligation to reimburse the authority following the member's withdrawal for any environmental liabilities subsequently incurred by the authority, to the extent that the environmental liabilities result from the authority's disposal of the withdrawn former member's municipal solid waste, recyclable materials, or yard waste.

(b) The member's payment of any money damages, owed on account of its or the authority's default under a contract under section 6 if the default and damages result directly and solely from the member's withdrawal and are necessary to prevent an impairment of the contract. If 2 or more members withdraw, they are jointly liable for damages under this subdivision.

(c) The member's fair share of any obligation to reimburse the authority following the member's withdrawal for liability incurred by the authority as a result of litigation or arbitration proceedings that were initiated before the date of withdrawal, or litigation or arbitration involving a cause of action arising before the date of withdrawal, if the total amount of the member's fair share of the obligation cannot be exactly determined by the date of withdrawal.

(5) At the option of the authority, by the withdrawal date, the authority shall pay to the withdrawing member the withdrawing member's fair share of the equity of the authority, determined as of the withdrawal date, or shall provide the withdrawing member with a bond or other independent, insured guarantee that such amount will be paid no later than 30 days after the expiration date of the authority's most recently approved contract under section 5(1). If an authority elects to provide such a bond or other guarantee, the withdrawn former member may direct the bonding company or guarantor at any time thereafter to pay from the bond or other guarantee any obligation or liability owed to the authority by the withdrawn former member, including, but not limited to, an obligation described in subsection (4)(a) or (b).

(6) Unless it would cause an impairment of an authority contract under section 6, a qualified authority shall dissolve if both of the following requirements are met:

(a) The legislative bodies of 60% of the members, weighted by the percentage of recent waste delivery, each adopt a resolution stating that the authority is no longer effectively serving the public good for which it was created and directing that the authority be dissolved pursuant to this subsection and subsections (7) to (9).

(b) The clerk of each member whose legislative body adopts a resolution under subdivision (a) promptly files a certified copy of the resolution with the authority and the secretary of state.

(7) Within 6 months after the requirements of subsection (6) are met, the qualified authority shall establish a mechanism to manage and pay for environmental activities required under existing law and cease the activities described in section 1 for which it was incorporated. Within 6 months after ceasing activities described in section 1, the authority shall settle its accounts, including, but not limited to, all vested or accrued employee benefits, employment contracts, collective bargaining agreements, and unemployment compensation, and, subject to subsection (2), shall sell all of its property. In addition, the authority shall establish a mechanism for handling future environmental liabilities. A qualified authority with respect to which the requirements of subsection (6) have been met and a new authority incorporated under subsection

(10) may agree to the assignment of contracts from the qualified authority to the new authority.

(8) After the requirements of subsection (7) are met, the qualified authority shall distribute to each member that member's fair share of the authority's remaining assets.

(9) Upon distribution of the qualified authority's assets under subsection (8), both of the following apply:

(a) The authority is dissolved.

(b) All liabilities of each member and former member of the authority are terminated, except for both of the following:

(i) Any environmental liabilities attributed to the authority to the extent that the environmental liabilities result from the authority's disposal of the member's or former member's fair share of municipal solid waste, recyclable materials, or yard waste.

(ii) The member's fair share of any obligation to reimburse the authority following the dissolution for liability incurred by the authority as a result of litigation or arbitration proceedings that were initiated before the date of dissolution, or litigation or arbitration involving a cause of action arising before the date of dissolution, if the total amount of the member's fair share of the obligation cannot be exactly determined by the time the requirements of subsection (7) are met.

(10) Subsections (6) to (9) do not prevent the incorporation of a new authority by some or all of the members or former members of an authority with respect to which the requirements of subsection (6) have been met.

(11) If, after the effective date of the amendatory act that added this section, a qualified authority is incorporated or amends its articles of incorporation, the qualified authority shall include in its articles the provisions of subsections (3) to (9).

(12) As used in this act:

(a) "Appraiser" means an individual licensed under article 26 of the occupational code, 1980 PA 299, MCL 339.2601 to 339.2637.

(b) "Authority" means an authority incorporated under this act.

(c) "Corrective action" means that term as defined in section 11502 of the natural resources and environmental protection act, 1994 PA 451, MCL 324.11502.

(d) "Environmental liabilities" means the costs of landfill closure and postclosure obligations, the costs of corrective action, response activity costs, and fines, penalties, or damages required or assessed by the state under the natural resources and environmental protection act, 1994 PA 451, MCL 324.101 to 324.90106.

(e) "Equity of the authority" means the total fund equity of the authority excluding contributions of capital attributed to the clean Michigan initiative bond fund as set forth in an audit conducted for this purpose except that liabilities shall be reduced by any estimated liabilities that were included in determining total fund equity.

(f) "Former member" means a member that has withdrawn from a qualified authority under this section or a prior member of a qualified authority that has been dissolved under this section.

(g) "Impairment", in reference to an authority contract, means a material default in the contract that cannot be cured by the payment of monetary damages.

(h) "Member" means a municipality that incorporated a qualified authority under section 1 or that became part of a qualified authority under section 7 and that has not withdrawn from the authority under this section.

(i) "Member's fair share" means the percentage determined by taking the tonnage of municipal solid waste, recyclable materials, and yard waste contributed by the member and disposed of by the authority since its incorporation and dividing that amount by the tonnage of municipal solid waste, recyclable materials, and yard waste contributed by all members and disposed of by the authority since its incorporation, as determined, in the event of a dispute, by statutory and binding arbitration.

(j) "Percentage of recent waste delivery" means the amount of municipal solid waste, recyclable materials, and yard waste generated within a particular member's territory and disposed of by the authority during the latest full calendar year for which the authority disposed of such materials or waste generated within the territory of that member, divided by the sum of such amounts for all members, as determined, in the event of a dispute, by independent arbitration.

(k) "Qualified authority" means an authority that as of the effective date of this section or thereafter is composed of 10 or more members and has a population residing within its territory of 250,000 or more.

(l) "Response activity costs" means that term as defined in section 20101 of the natural resources and environmental protection act, 1994 PA 451, MCL 324.20101.

History: Add. 2002, Act 598, Imd. Eff. Dec. 16, 2002.

Compiler's note: Former MCL 123.311 to 123.319, deriving from Act 345 of 1978, were repealed by Act 60 of 1995, Imd. Eff. May 24, 1995.

EXHIBIT 2

ARTICLES OF INCORPORATION
OF THE
SOUTHEASTERN OAKLAND COUNTY INCINERATOR AUTHORITY
(Amended as of February 1976)

These Articles of Incorporation are adopted by the incorporating municipalities for the purpose of creating an Authority under the provisions of Act No. 179 of the Michigan Public Acts of 1947.

ARTICLE I

The name of this Authority is changed by amendment to this Article from "Southeastern Oakland County Garbage and Rubbish Authority" to "Southeastern Oakland County Incinerator Authority". All contracts, agreements, covenants and obligations of the Southeastern Oakland County Garbage and Rubbish Authority shall remain and be equally effective and binding on the Southeastern Oakland County Incinerator Authority, the purpose of the amendment to this Article being solely to change the original name of the Authority without in any way affecting its corporate existence or its obligations and duties.

ARTICLE II

The names of the municipalities creating this Authority or later becoming a part thereof, and which are now constituent members thereof, are:

City of Berkley	City of Lathrup Village
Village of Beverly Hills	City of Madison Heights
City of Birmingham	City of Oak Park
City of Clawson	City of Pleasant Ridge
City of Ferndale	City of Royal Oak
City of Hazel Park	Township of Royal Oak
City of Huntington Woods	City of Troy

all in Oakland County, Michigan.

ARTICLE III

The purpose of this Authority is the collection and/or disposal of garbage and rubbish.

ARTICLE IV

This Authority shall be a body corporate with power to sue or to be sued in any court of this state. The Authority shall be comprised of the territory lying within the incorporating municipalities. No change in municipal jurisdiction over any territory within the Authority shall in any manner affect the Authority or its boundaries. It shall possess all the powers granted by statute and by these Articles, and all powers necessary to carry out the purpose of its incorporation and these incidents thereto. The enumeration of any powers herein shall not be construed as a limitation upon its general powers unless the context shall clearly indicate otherwise. It shall have a corporate seal.

ARTICLE V

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

ARTICLE VI

The fiscal year of the Authority shall commence on the first day of July in each year and end on the 30th day of June of the preceding year.

ARTICLE VII

The governing body of this Authority shall be a Board of Trustees (sometimes hereinafter referred to as the "Board") which shall be constituted of one (1) representative from each constituent municipality, who shall be appointed by the governing body of such municipality on or before the 15th day of June of each year, and shall serve during the next fiscal year and until his successor is appointed. The members of the Board of Trustees shall serve without compensation but the Board in its discretion may authorize the payment of the actual expenditures of any member, incurred in connection with the business of the Authority. The Board shall meet on the second Wednesday in July of each year, at 2:00 o'clock p.m., at the place of holding the meetings of the Board for the purpose of organization. At such organization meeting, the Board shall select a Chairman, a Vice-Chairman and a Secretary, who shall be members of the Board. At such organization meeting, the Board shall also select a Treasurer, a Finance Director, and an Assistant Secretary, who may or may not be members of the Board. The positions of Treasurer and Assistant Secretary may be held by the same person; or the position of Finance Director and Assistant Secretary may be held by the same person, but in that event such person shall not be authorized to act both as Assistant Secretary and Finance Director in signing and countersigning checks. Such officers

shall serve until the organization meeting of the following year and/or until their respective successors shall be selected. Providing that no person shall serve as Chairman, Vice-Chairman or Secretary after he ceases to be a member of the Board. Within twenty (20) days after this Authority shall become effective, the governing body of each constituent municipality shall select its representative on the Board to serve for the remainder of the then fiscal year and within thirty (30) days after such effective date the Board members shall meet for the purpose of organizing the Board for the balance of such fiscal year. The time and place of such meeting shall be fixed in writing by members of the Board holding at least fifty-one per centum of the voting power of the entire Board, and notice thereof served upon all members in the manner provided in Article X. The agreement for such meeting may name the temporary chairman thereof. The governing body of each constituent municipality shall at the time of appointing its regular representative on the Board of Trustees also appoint an alternate representative who shall have the right to act in the place of the regular representative in event of the latter's absence from any meeting of the Board of Trustees, but his authority shall be limited to the business conducted at such meeting. For any other purpose he shall not be considered a member of the Board. It shall not be necessary to serve notice of meeting upon such alternates. 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.

Any board member or any alternate may be removed at any time by action of the governing body of the municipality which he represents. Any officer may be removed by action of the Board of Trustees.

ARTICLE VIII

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

ARTICLE IX

The number of votes to which each representative on the Board of Trustees shall from time to time be entitled, shall be one vote for each 3,000 tons or fraction thereof, of garbage and rubbish delivered to the Authority during the then preceding fiscal year from the municipality which he represents; Provided that the representative of any municipality which, at any time has not delivered its garbage and rubbish to the Authority's disposal plant for all of the preceding fiscal year, shall be entitled to one vote.

ARTICLE X

Meetings of the Board shall be held at least bi-monthly at such times and place as shall be prescribed by resolution of the Board. Special meetings of the Board may be called by the Chairman, or any three (3) members thereof, by serving written notice of the time, place and purpose thereof, upon each member of the Board, personally, or by leaving it at his place of residence, at least twenty-four (24) 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 (72) hours prior to the time of such meeting, enclosed in a sealed envelope properly addressed to him at his home or office address, with postage fully prepaid thereon. Special meetings of the Board at which all members are present shall be deemed to be valid even though no written notice thereof may have been given as above provided. Any member of the Board may waive notice of any meeting either before or after the holding thereof. The presence of members of the Board holding more than fifty per centum of the total voting power of the entire Board shall be required for a quorum.

The Board shall act by motion, resolution, or ordinance. For the passage of any motion, resolution or ordinance, there shall be required the affirmative vote of members of the Board possessing more than one-half of the total voting power of the entire Board, except where a larger vote is required by these Articles. The Board shall have the right to adopt rules governing its procedures which are not in conflict with the terms of any statute or of these Articles. The Board shall keep a journal of its proceedings, which shall be signed by the Chairman and Secretary. All votes shall be by "Yeas" and "Nays". The journal shall show how each member voted and the total number of votes for and against each motion, resolution or ordinance.

ARTICLE XI

The Board of Trustees shall appoint a General Manager. The General Manager shall be the chief administrative officer of the Authority, and shall perform all of the purely administrative functions of the Authority, unless otherwise delegated in these Articles. All such functions shall be performed in harmony

with the adopted policies of the Board. The General Manager shall serve at the will of the Board and may be removed at any time by action of the Board.

ARTICLE XII

The Chairman of the Board shall be the presiding officer thereof. Except as herein otherwise provided, he shall not have any executive or administrative functions. In the absence or disability of the Chairman, the Vice-Chairman shall perform the duties of the Chairman. The Secretary shall be the recording officer of the Board. The Treasurer shall be custodian of the funds of the Authority. The Finance Director shall be the chief accounting officer of the Authority. All monies shall be deposited in a bank or banks, to be designated by the Board, and all checks or other forms of withdrawal therefrom shall be signed by the Treasurer, Chairman or Secretary of the Board and countersigned by the Finance Director or General Manager. The Assistant Secretary shall under all conditions and circumstances be authorized to act in place of the Secretary. Except as in these Articles otherwise provided, the Assistant Secretary shall have custody of the official records of the Authority. The Treasurer, and such other officers and employees as the Board shall determine, shall give to the Authority a bond in an amount as determined by the Board, or as required by statute, conditioned upon the faithful performance of the duties of their respective offices. The cost of said bonds shall be paid by the Authority. The officers of the Board shall have such other powers and duties as may be conferred upon them by the Board.

ARTICLE XIII

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

ARTICLE XIV

The Authority, and its several constituent municipalities, shall enter into a Contract or Contracts, for the disposal by the Authority of the garbage and rubbish originating in such municipalities, and for payment to the Authority, by the constituent municipality. Such Contract shall be for a period not exceeding thirty (30) years. The charges specified in such a Contract, for services rendered shall be subject to increase by the Authority, if necessary, in order to provide funds to meet its obligations. The Authority may also enter into such a Contract with any non-constituent City, Village or Township, or with any person, firm or corporation, for a reasonable period of time, but the charges thereunder shall be subject to change by the Authority from time to time.

There shall be established a uniform rate per ton for all material delivered to the Authority for disposal; provided, the rate may vary as between different classes of material delivered, in accordance with the regulations of the Authority. The rate shall be uniform for all constituent municipalities, and shall be uniform per ton, regardless of number of tons, for each method of disposal.

There shall be a "Ready-to-Serve Charge" included in the rate structure, which shall be based on the "Maximum Average Day". This "Maximum Average Day" shall be established by first determining the average day, in tons per working day, for each of the sixty (60) months immediately preceding each fiscal year. The "Maximum Average Day" shall be the average day with the greatest tonnage computed as specified above.

The amount paid by the constituent municipalities, to the Authority, as a Ready-to-Serve Charge, and the rates paid by the constituent municipalities for services rendered, shall be established by resolution of the Board. The initial rates shall be included in the Contracts to be entered into by the Authority and each constituent member thereof. Said rates shall be maintained to produce revenue sufficient to pay all operating and other expenses of the Authority, and to meet the conditions of any ordinance authorizing the issuance of revenue bonds, issued in accordance with provisions of Act 94 of the Public Acts of 1933, as new or hereafter amended or issued in accordance with any other act.

ARTICLE XV

The Authority shall have the power to contract with any person, firm or corporation for the performance by the latter of any part of the work of collecting and/or disposing of garbage and/or rubbish.

ARTICLE XVI

For the purpose of acquiring, improving, enlarging or extending facilities for the collection and/or disposal of garbage and/or rubbish, this 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;

provided, that no such bonds shall be a general obligation of the Authority, but shall be payable from revenues only.

ARTICLE XVII

The Board shall have the power to secure all necessary services to carry out the functions of the Authority, and to fix the compensation of all of the employees of the Authority, and to provide Group Life Insurance, other group insurance, pensions and other benefits for the employees as are customarily provided by the constituent municipalities making up this Authority. No officer or employee of any constituent municipality shall receive any compensation from the Authority except by the vote of members of the Board possessing at least two-thirds (2/3) of the total voting power of the entire Board. The Board shall have power to enter into contracts with constituent municipalities, or other municipalities, for the providing of municipal services, to the Authority by such municipalities and for the use by the Authority of facilities of such municipalities and for the payment by the Authority to such municipality of the reasonable cost thereof.

ARTICLE XVIII

The Board shall cause an annual audit to be made of its financial transactions by a certified public accountant, and shall furnish a copy thereof to each constituent municipality.

ARTICLE XIX

If any constituent municipality shall refuse or neglect to enter into a contract for the disposal of its garbage and rubbish through the facilities of the Authority, then the Board by the vote of members thereof possessing at least two-thirds (2/3rds) of the total voting power of the entire Board, may expel such municipality as a constituent part of the Authority. The Board may not modify or cancel any contract upon which its revenues are based, if the same would impair the obligation of any bond contract.

ARTICLE XX

If for any reason the total income of the Authority during any fiscal year shall not be sufficient to satisfy its obligations accruing during such year, including payments to be made to the Bond and Interest Redemption Fund if revenue bonds are outstanding, then the amount of any deficiency shall be prorated among the constituent municipalities, in accordance with the tonnage of garbage and rubbish delivered to the Authority during such fiscal year, which amount shall be considered as an additional charge for disposal services.

ARTICLE XXI

These Articles shall be published once in The Daily Tribune, a newspaper circulating within the Authority. One printed copy of such Articles of Incorporation, certified as a true copy thereof, with the date and place of publication, shall be filed with each the Secretary of State and the Clerk of the County of Oakland, within thirty (30) days after execution has been completed. Edmund H. Waterhouse of the City of Huntington Woods, Michigan, is hereby designated as the person to cause these Articles to be published, certified and filed as aforesaid. In the event he shall be unable to act or shall neglect to act, then Ashton J. Berst of the City of Pleasant Ridge, Michigan, shall act in his stead.

EXHIBIT 3

ARTICLES OF INCORPORATION
OF THE
SOUTHEASTERN OAKLAND COUNTY RESOURCE RECOVERY AUTHORITY
(Amended as of _____)

These Amended Articles of Incorporation (“Articles”) are adopted by the defined Constituent Members for all purposes allowed under the provisions of Act No. 179 of the Michigan Public Acts of 1947, being MCL 123.301, et. seq. (“Enabling Law”). The Effective Date of the Articles is _____, 2012.

ARTICLE I

Legal Name

The name of this Authority shall, for all legal purposes, be Southeastern Oakland County Resource Recovery Authority (“SOCRRA”), with a principal place of business at 3910 W. Webster, Royal Oak, MI 48067. All contracts, agreements, covenants and obligations in any prior name of SOCRRA shall remain and be equally effective and binding on SOCRRA.

ARTICLE II

Constituent Members

The Constituent Members of SOCRRA as of the Effective Date are:

City of Berkley	City of Lathrup Village
Village of Beverly Hills	City of Oak Park
City of Birmingham	City of Pleasant Ridge
City of Clawson	City of Royal Oak
City of Ferndale	City of Troy
City of Hazel Park	
City of Huntington Woods	

All Constituent Members as of the Effective Date are located in the County of Oakland, State of Michigan.

ARTICLE III

Purposes of SOCRRA

The purposes of SOCRRA are all lawful purposes allowed under the Enabling Law and these Articles.

ARTICLE IV

Powers of SOCRRA

SOCRRA shall be a body corporate with the power to sue or to be sued in any Michigan Court, subject to the laws on jurisdiction and venue. SOCRRA shall be comprised of the physical territory lying within the Constituent Members. No change in municipal jurisdiction over any territory within SOCRRA shall in any manner affect SOCRRA or its boundaries unless set forth in a written Amendment to these Articles. SOCRRA shall possess all the powers granted by the Enabling Law, Michigan law and these Articles, and all powers necessary to, and incidental to, carrying out the purposes of SOCRRA. The enumeration of any powers in these Articles shall not be construed as a limitation upon SOCRRA's general powers unless the context of these Articles indicates otherwise. SOCRRA shall have a corporate seal. The powers granted to SOCRRA under the Enabling Law shall be in addition to those granted by any other state statute or these Articles.

ARTICLE V

Definitions

As used herein, all words and phrases, unless specifically defined by law or MCL 123.311(12), shall have their plain meaning.

ARTICLE VI

Dissolution of SOCRRA

SOCRRA shall continue in existence until dissolved in accordance with the Enabling Law.

For this Article VI, the definitions at MCL 123.311(12) shall apply where applicable.

Unless it would cause an impairment of a SOCRRA contract under MCL 123.306, SOCRRA (if SOCRRA is a “qualified authority” as defined at MCL 123.311(12)(K)) shall dissolve if both of the following requirements are met:

- (a) The legislative bodies of 60% of the Constituent Members, weighted by the percentage of recent waste delivery, each adopt a resolution stating that SOCRRA is no longer effectively serving the public good for which it was created and directing that SOCRRA be dissolved pursuant to MCL 123.311(6)-(9); and
- (b) The clerk of each Constituent Member whose legislative body adopts a resolution under subdivision (a) above promptly files a certified copy of the resolution with SOCRRA and the Secretary of State.

Within 6 months after the requirements of MCL 123.311(6) are met, SOCRRA shall establish a mechanism to manage and pay for environmental activities required under existing law and cease the activities described in Article III. Within six (6) months of ceasing activities allowed under Article III, SOCRRA shall settle its accounts, including, but not limited to, all vested or accrued employee benefits, employment contracts, collective bargaining agreements, and unemployment compensation, and, subject to MCL 123.311(2), shall sell all of its property. In addition, SOCRRA shall establish a mechanism for handling future environmental liabilities. If the requirements of MCL 123.311(6) have been met and a new Authority is incorporated under MCL

123.311(10), SOCRRA may agree to the assignment of contracts from SOCRRA to the new Authority.

After the requirements of MCL 123.311(7) are met, SOCRRA shall distribute to each Constituent Member that Constituent Member's fair share of SOCRRA's remaining assets.

Upon distribution of SOCRRA's assets under MCL 123.311(8), both of the following apply:

- (a) SOCRRA is dissolved.
- (b) All liabilities of each Constituent Member and former Constituent Member of SOCRRA are terminated, except for both of the following:
 - (i) Any environmental liabilities attributed to SOCRRA to the extent that the environmental liabilities result from SOCRRA's disposal of the Constituent Member's or former Constituent Member's fair share of municipal solid waste, recyclable materials or yard waste.
 - (ii) The Constituent Member's fair share of any obligation to reimburse SOCRRA following the dissolution for liability incurred by SOCRRA as a result of litigation or arbitration proceedings that were initiated before the date of dissolution, or litigation or arbitration involving a cause of action arising before the date of dissolution, if the total amount of the Constituent Member's fair share of the obligation cannot be exactly determined by the time the requirements of MCL 123.311(7) are met.

MCL 123.311(6)-(9) do not prevent the incorporation of a new Authority by some or all of the Constituent Members or former Constituent Members of an authority with respect to which the requirements of subsection (6) have been met.

ARTICLE VII

Fiscal Year

The fiscal year of SOCRRA shall commence on the first day of July in each year and end on the 30th day of June of the subsequent year.

ARTICLE VIII

The Board

The governing body of SOCRRA shall be a Board of Trustees ("Board") which shall be comprised of one (1) representative from each Constituent Member, who shall be appointed by the governing body of such Constituent Member on or before the 15th day of June of each year, and shall serve during the next fiscal year and until his/her successor is appointed by the Constituent Member. The members of the Board shall serve without compensation but the Board, in its discretion, may authorize the payment of the actual expenditures of any Board member incurred in connection with the actual and approved business of SOCRRA.

The Board shall, at its July meeting of each year, place on its Agenda the issue of "organization". At the July organizational meeting, the Board shall select a Chairperson, a Vice Chairperson and a Secretary, who shall otherwise be existing members of the Board. At such July meeting, the Board shall also select a Treasurer, and a Finance Director, who may or may not be members of the Board. Such officers shall serve until the July organizational meeting of the following year and/or until their respective successors shall be selected. No person shall serve as Chairperson, Vice Chairperson or Secretary after he/she ceases to be a member of the Board.

The governing body of each Constituent Member shall, at the time of appointing its regular representative on the Board, also appoint an alternate representative who shall have the right to act in the place of the regular representative in event of the latter's absence from any meeting of the Board, but his/her authority shall be limited to the

actual business conducted at such meeting whether set forth on the agenda or not. For any other purpose, the alternate shall not be considered a member of the Board. It shall not be necessary to serve any notice of meetings upon such alternates. 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. Any Board member or any alternate may be removed at any time by action of the governing body of the Constituent Member which he/she represents. Any officer of SOCRRA may be removed by action of the Board by a majority vote of the Constituent Members.

ARTICLE IX

Vacancies

In the event of a vacancy on the Board, the governing body of the Constituent Member entitled to such representative shall promptly fill the vacancy for the unexpired term. In the event of a vacancy in any office of the Board, such vacancy shall be promptly filled by the Board for the unexpired term. In the case of the temporary absence or disability of any officer, the Board may appoint a qualified person to temporarily act in his/her stead except that, in the event of the temporary absence or disability of the Chairperson, the Vice Chairperson shall so act immediately.

ARTICLE X

Voting Power

The number of votes to which each representative on the Board of Trustees shall from time to time be entitled, shall be one vote for each 3,000 tons or fraction thereof, of contract waste delivered to the Authority during the then preceding fiscal year from the municipality which he represents; Provided that the representative of any municipality which, at any time has not delivered its contract waste to the Authority's disposal plant for all of the preceding fiscal year, shall be entitled to one vote.

ARTICLE XI

Meetings and Voting

All meetings of the Board shall comply with Michigan's Open Meetings Act, MCL 15.261, et. seq., including all future amendments. Meetings of the Board shall be held monthly at such times and places as shall be prescribed by resolution of the Board. Special meetings of the Board may be called by the Chairperson, or any three (3) Constituent Members of the Board, by serving written notice of the time, place and purpose thereof, upon each member of the Board, personally, or by leaving it at his/her office, at least twenty-four (24) hours prior to the time of such special Board meeting, or by depositing the same in a United States Post Office or mail box within the limits of SOCRRA, at least seventy-two (72) hours prior to the time of such special Board meeting, enclosed in a sealed envelope properly addressed to him/her at his/her home or office address, with postage fully prepaid thereon. Special meetings of the Board at which all Constituent Members are present shall be deemed to be valid even though no written notice thereof may have been given as above provided. Any Constituent Member of the Board may waive notice of any meeting either before or after the holding thereof. The presence of Constituent Members of the Board holding more than fifty per centum of the total voting power of the entire Board shall be required for a quorum.

The Board shall act by motion, resolution or ordinance. For the passage of any motion, resolution or ordinance, there shall be required the affirmative vote of Constituent Members of the Board possessing more than 50% of the total voting power of the entire Board, except where a larger vote is expressly required by these Articles or state statute. The Board shall have the right to adopt, from time to time, rules governing its procedures which are not in conflict with the terms of any statute or of these Articles. Board procedures shall be governed by Robert's Rules of Order, as amended from time to time. The Board shall keep minutes of its proceedings, which shall be approved and

signed by the Chairperson and Secretary. All votes shall be by “Yeas” and “Nays”. The minutes shall show how each Constituent Member voted and the total number of votes for and against each motion, resolution or ordinance.

ARTICLES XII

General Manager

The Board shall select and appoint a General Manager. The General Manager shall be the chief administrative officer of SOCRRA and shall perform all of the purely administrative functions of SOCRRA, unless otherwise expressly delegated in these Articles. All such functions shall be performed in harmony with the adopted policies and direction of the Board. The General Manager shall serve at the will and direction of the Board.

ARTICLE XIII

Bonds and Finances

The Board Chairperson shall be the presiding officer of the Board. Except as provided herein, he/she shall not have any executive or administrative functions. In the absence or disability of the Chairperson, the Vice Chairperson shall perform the duties of the Chairperson. The Secretary shall be the recording officer of the Board. The Treasurer shall be custodian of the funds of SOCRRA. The Finance Director shall be the chief accounting officer of SOCRRA. All monies shall be deposited in a bank or banks, to be designated by the Board, and all checks or other forms of withdrawal therefrom shall be signed by the Treasurer, Chairperson or Secretary of the Board and countersigned by the Finance Director or General Manager. The Treasurer, and such other officers and employees as the Board shall determine, shall give to SOCRRA a bond in an amount as determined by the Board, or as required by statute, conditioned upon the faithful performance of the duties of their respective offices. The cost of said

bonds shall be paid by SOCRRA. The officers of the Board shall have such other powers and duties as may be conferred upon them by the Board.

ARTICLE XIV

Property

SOCRRA shall possess all the powers necessary to carry out the lawful purposes of SOCRRA and all purposes incidental thereto. To carry out its powers and purposes, SOCRRA may acquire real property by purchase, lease, gift, devise or condemnation, either within or without its corporate limits, and may hold, manage, control, sell, exchange or lease such property. For the purpose of condemnation, SOCRRA may proceed under the provisions of Act 149 of the Public Acts of 1911, as now or hereafter amended, or any other appropriate statute or law in Michigan governing condemnation proceedings.

ARTICLE XV

Constituent Member Contracts

SOCRRA, and its Constituent Members, shall enter into a Contract or Contracts, for services performed by SOCRRA, and for payment to SOCRRA, by the Constituent Members. Such Contract shall be for a period not exceeding thirty (30) years. The charges specified in such a Contract, for services rendered, shall be subject to increase by the SOCRRA Board, if necessary, in order to provide funds to meet SOCRRA's obligations. SOCRRA may also enter into such a Contract with any Non-Constituent Member City, Village or Township, or with any person, firm or corporation, for a reasonable period of time to be determined by the Board, but not to exceed thirty (30) years. The charges under any such Contract shall be subject to change by the SOCRRA Board from time to time to meet SOCRRA's obligations.

The amount paid by the Constituent Members to SOCRRA for services rendered shall be established by resolution of the Board. The rate shall be uniform for all

Constituent Members. Said rates shall be maintained to produce revenue sufficient to pay all operating and other expenses of SOCRRA, and to meet the conditions of any ordinance authorizing the issuance of revenue bonds, issued in accordance with provisions of Act 94 of the Public Acts of 1933, as new or hereafter amended or issued in accordance with any other act. The rates shall be reasonably related to the operational expenses and the anticipated capital expenditures.

ARTICLE XVI

Third-Party Contracts

SOCRRA shall have the power to contract with any person, firm or corporation for the performance of the work or any part of the work, of collecting, managing and/or disposing of contract waste, garbage and/or rubbish or otherwise carrying out the lawful purposes of SOCRRA.

ARTICLE XVII

Bonds

For the purpose of acquiring, improving, enlarging or extending facilities for the collection and/or disposal of garbage and/or rubbish, SOCRRA 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; provided, that no such bonds shall be a general obligation of SOCRRA, but shall be payable from revenues only.

ARTICLE XVIII

Employment Contracts

The Board shall have the power to secure all necessary services to carry out the lawful purposes of SOCRRA, and to fix the compensation of all of the employees of SOCRRA, and to provide group life insurance, other group insurance, pensions and other benefits for the employees as determined from time to time by the Board. No

officer or employee of any Constituent Member shall receive any compensation from SOCRRA except as allowed for expenditures under Article VIII above.

ARTICLE XIX

Annual Audit

The Board shall cause an annual audit to be made of its financial transactions by a certified public accountant, and shall furnish in a timely manner a copy thereof to each Constituent Member.

ARTICLE XX

Expulsion

If any Constituent Member shall refuse or neglect to enter into a Contract for SOCRRA to handle its solid waste through the facilities of SOCRRA, then the Board, by the vote of members thereof possessing at least two-thirds (2/3) of the total voting power of the entire Board, may expel such municipality as a constituent part of SOCRRA. The Board may not modify or cancel any contract upon which its revenues are based, if the same would impair the obligation of any bond contract.

ARTICLE XXI

Insufficient Income

If for any reason, the total income of SOCRRA during any fiscal year shall not be sufficient to satisfy its obligations accruing during such year, including payments to be made to the Bond and Interest Redemption Fund if revenue bonds are outstanding, then the amount of any deficiency shall be prorated among the Constituent Members, in accordance with the tonnage of garbage and rubbish delivered to SOCRRA during such fiscal year, which amount shall be considered as an additional charge for disposal services.

ARTICLE XXII

Limitation on Contracts

SOCRRA shall not enter into or extend any contract, obligation, bond, or note that has, or as extended would have, a termination date after the termination date of the authority's most recently approved contract under MCL 123.305 unless the contract, obligation, bond, or note or extension thereof, is approved by all Constituent Members.

ARTICLE XXIII

Sale of Property

Within 90 days after SOCRRA decides to sell or transfer real property located within the territory of a Constituent Member or former Constituent Member, the Constituent Member or former Constituent Member may exercise the right of first refusal to purchase the real property at a price not less than the greater of the real property's current market value or the highest price offered for the real property in an arm's length, bona fide offer by a third party. The current market value of such real property shall be determined by an appraiser acceptable to SOCRRA and the interested existing or former Constituent Member. Any dispute regarding a determination of current market value shall be resolved by independent arbitration.

ARTICLE XXIV

Withdrawal of Constituent Members

For this Article XXIV, the definitions at MCL 123.311(12) shall apply where applicable.

Unless its withdrawal would cause an impairment of any contract, a Constituent Member may withdraw from SOCRRA if all of the following requirements are met:

- (a) The legislative body of the Constituent Member adopts a resolution stating that SOCRRA is no longer effectively serving the Constituent

Member's needs and declaring its decision to withdraw from SOCRRA on a date specified in the resolution.

- (b) The withdrawal date specified in the resolution under subdivision (a) is not either of the following:
 - (i) Less than 60 days after the date the resolution is adopted.
 - (ii) Within 1 year before the termination date of SOCRRA's most recently approved contract under MCL 123.305 unless the filings required by subdivision (c) (immediately below) are made more than 1 year before the specified withdrawal date.
- (c) The clerk of the Constituent Member promptly files a certified copy of the resolution adopted under subdivision (a) with SOCRRA and the Secretary of State.

By the withdrawal date, the withdrawing Constituent Member, at its option, either shall pay to SOCRRA the amount of the withdrawing Constituent Member's fair share of the negative equity of SOCRRA, if any, determined as of the withdrawal date, or shall provide SOCRRA with a bond or other independent, insured guarantee that any such amount will be paid not later than 30 days after the expiration date of the authority's most recently approved contract under MCL 123.305. This provision does not relieve the withdrawing Constituent Member from either of the following:

- (a) The Constituent Member's fair share of any obligation to reimburse SOCRRA following the Constituent Member's withdrawal for any environmental liabilities subsequently incurred by SOCRRA, to the extent that the environmental liabilities result from SOCRRA's disposal of the

withdrawn former Constituent Member's municipal solid waste, recyclable materials, or yard waste.

- (b) The Constituent Member's payment of any money damages, owed on account of its or SOCRRA's default under a contract under MCL 123.306 if the default and damages result directly and solely from the Constituent Member's withdrawal and are necessary to prevent an impairment of the contract. If 2 or more Constituent Members withdraw, they are jointly liable for damages under this provision.
- (c) The Constituent Member's fair share of any obligation to reimburse SOCRRA following the Constituent Member's withdrawal for liability incurred by SOCRRA as a result of litigation or arbitration proceedings that were initiated before the date of withdrawal, or litigation or arbitration involving a cause of action arising before the date of withdrawal, if the total amount of the Constituent Member's fair share of the obligation cannot be exactly determined by the date of withdrawal.

At the option of SOCRRA, by the withdrawal date, SOCRRA shall pay to the withdrawing Constituent Member's fair share of the equity of SOCRRA, determined as of the withdrawal date, or shall provide the withdrawing Constituent Member with a bond or other independent, insured guarantee that such amount will be paid no later than 30 days after the expiration date of SOCRRA's most recently approved contract under MCL 123.305. If SOCRRA elects to provide such a bond or other guarantee, the withdrawn former Constituent Member may direct the bonding company or guarantor at any time thereafter to pay from the bond or other guarantee any obligation or liability owed to SOCRRA by the withdrawn former Constituent Member, including, but not limited to, an obligation described in MCL 123.311(4) (a) or (b).

ARTICLE XXV

Publication of Articles

These Articles shall be published once in a newspaper circulating within the SOCRRA Constituent Member communities. One printed copy of such Articles of Incorporation, certified as a true copy thereof, with the date and place of publication, shall be filed with the Secretary of State and the Clerk of the County of Oakland, within thirty (30) days after execution has been completed.

ARTICLE XXVI

Amendment of Articles

All Amendments to these Articles require a positive vote of the legislative body of each Constituent Member and a unanimous vote of the Board.

ARTICLE XXVII

New Members

A municipality may become a Constituent Member of SOCRRA by a positive vote of that municipality's legislative body and by an Amendment of these Articles consistent with the procedure set forth in Article XXVI above.

EXHIBIT 4

SUMMARY OF CHANGES TO ARTICLES OF INCORPORATION

SECTION OF NEW ARTICLES	SECTION OF OLD ARTICLES	SUMMARY OF CHANGES	REASON FOR CHANGE
Title and Article I	Title and Article I	Name changed to Southeastern Oakland County Resource Recovery Authority ("SOCRRA")	Correct the name of the organization
Each Article		Added heading to identify topic of Article	Clarity
Article II	Article II	Removed Madison Heights and Royal Oak Twp. as members	Correct the members of the organization
Article III	Article III	Purpose broadened to include all lawful purposes allowed under enabling law	Allows SOCRRA to perform other possible functions within the scope of the enabling law
Article IV	Article IV	Expands powers of SOCRRA to include any powers granted under the Enabling Law, any other State Statutes and the Articles	Allows SOCRRA to perform other possible functions, within the scope of the enabling law and State statutes
Article V		Added to describe definitions	Clarity
Article VI	Article V	Completely revised to include dissolution provisions required under change in State law	Required under change in State Law (Public Act 598 of 2002, also known as Senate Bill 3)
Article VII	Article VI	Cleaned up language for clarity only	Clarity
Article VIII	Article VII	Removed second Wednesday at 2:00 requirement for Annual Meeting, removed Assistant Secretary position, deleted obsolete language about start up of Authority	Remove obsolete provisions
Article IX	Article VIII	No change	
Article X	Article IX	No change	
Article XI	Article X	Adopts Robert's Rules of Order and compliance with Michigan Open Meetings Act	Formally adopt the use of Robert's Rules, currently used informally, at all Board meetings. Clarifies that Board meetings will be in compliance with Open Meetings Act
Article XII	Article XI	No change	
Article XIII	Article XII	Deleted Assistant Secretary position	Remove obsolete provision
Article XIV	Article XIII	No change	
Article XV	Article XIV	Broadened rate language to cover all services provided by SOCRRA, delete "Ready-to-Serve Charge"	Provide flexibility to SOCRRA Board to set rates

Article XVI	Article XV	No change	
Article XVII	Article XVI	No change	
Article XVIII	Article XVII	Deleted requirement for staff benefits to be comparable to those of the member communities	Provide flexibility for Board to provide benefits for SOCRRA employees
Article XIX	Article XVIII	No change	
Article XX	Article XIX	No change	
Article XXI	Article XX	No change	
Article XXII		Added to include contract limitation provisions required under change in State law	Required under change in State Law (Public Act 598 of 2002, also known as Senate Bill 3)
Article XXIII		Added to include sale of property provisions required under change in State law	Required under change in State Law (Public Act 598 of 2002, also known as Senate Bill 3)
Article XXIV		Added to include withdrawal provisions required under change in State law	Required under change in State Law (Public Act 598 of 2002, also known as Senate Bill 3)
Article XXV	Article XXI	Deleted requirement to publish Articles in Daily Tribune, eliminates requirements for specific people to publish Articles	Remove obsolete provision, provide flexibility for publication of Articles
Article XXVI		Added to describe revisions to Articles	Clarity
Article XXVII		Added to describe how new members will be added	Clarity