

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF THE
OAKLAND COUNTY BUILDING AUTHORITY**

These Amended and Restated Articles of Incorporation are adopted and executed by the Incorporating Unit for the purpose of amending and restating the Articles of Incorporation for the Oakland County Building Authority pursuant to Act No. 31 of the Michigan Public Acts of 1948 (First Extra Session), as amended (hereinafter "Act 31"). The County Board of Supervisors adopted the original Articles of Incorporation via Miscellaneous Resolution #4534 and caused the same to be executed on the 10th day of February, 1966. The Authority became effective on the 15th day of February, 1966. The Articles of Incorporation are amended and restated as follows:

**ARTICLE I
NAME**

The name of this Authority is "OAKLAND COUNTY BUILDING AUTHORITY" (hereinafter "Authority").

**ARTICLE II
INCORPORATING UNIT**

The name of the incorporating unit creating the Authority is the County of Oakland, in the State of Michigan (hereinafter "County" or "Incorporating Unit").

**ARTICLE III
PURPOSE**

The Authority shall have the following purposes: to build, acquire, furnish, equip, own, improve, enlarge, lease, operate and maintain a building or buildings, automobile parking lots or structures, recreational facilities, stadiums and the necessary site or sites therefore, together with appurtenant properties and facilities necessary or convenient for the effective use thereof, for use for any legitimate public purpose of the County's; to finance any facility, which may be financed for the County, in such a way as to benefit any city, village, or township in the County, so long as such facility is also being used by the County or an agency to which the County appropriates funds to satisfy a county obligation to provide certain services; and in general to carry on any business in connection therewith and incident thereto not forbidden by the laws of the State of Michigan.

**ARTICLE IV
POWERS AND DUTIES OF AUTHORITY**

Section 1 – Body Corporate: The Authority shall be a body corporate with power to sue and be sued in any court of this state.

Section 2 – Corporate Seal: The Authority shall have a corporate seal.

Section 3 – Corporate Limits: The corporate limits of the Authority shall be the same as those of the County.

Section 4 – Fiscal Year: The fiscal year of the Authority shall be the same as the County of Oakland.

Section 5 – Acquisition of Property: For the purpose of accomplishing the objects of its incorporation, the Authority may acquire property by purchase, construction, lease, gift, devise or condemnation, according to Act 31 (MCL 123.959).

Section 6 – Power to Contract: The Authority and the Incorporating Unit shall have the power to enter into a contract or contracts whereby the Authority will acquire property necessary to accomplish the purposes of this incorporation and contemplated by Act 31 and lease such property to the Incorporating Unit for a period of not to exceed fifty (50) years, or if the Authority issues refunding bonds, the Authority may enter into a contract or contracts under which the Authority will own or continue to own the property acquired, in part or in whole, from the sale of the bonds to be refunded and will lease such property to the Incorporating Unit for a period not to exceed fifty (50) years from the day of issuance of the refunding bonds, which contracts may be either a full faith and credit general obligation of the Incorporating Unit or shall not be a full faith and credit general obligation of the Incorporating Unit. The contract with the Incorporating Unit may also provide the following: (a) that the Incorporating Unit pay all costs and expenses of operation and maintenance of the property and the operating expenses of the Authority, including expenses incidental to the issuance and payment of bonds and (b) that the obligation of the Incorporating Unit under the contract for the payment of any rent shall not be subject to any setoff by the Incorporating Unit or any abatement of cash rent for any cause, including but not limited to casualty that result in the property being untenable. The Incorporating Unit shall have such rights to sublet or assign property leased from the Authority as provided in Act 31.

Section 7 - Bonds: Subject to and pursuant to Act 31, for the purpose of defraying all or part of the cost of building, acquiring, improving, and enlarging any building or buildings, automobile parking lots or structures, recreational facilities and the necessary site or sites therefore, together with appurtenant properties and facilities necessary or convenient for the effective use thereof, and furnishing and equipping the same the Authority may do one of the following: (a) after execution and delivery of a full faith and credit general obligation contract of lease, as provided in Act 31, may by ordinance or resolution, adopted by a majority vote of the elected members of the Commission, issue negotiable bonds in anticipation of the contract obligations of the Incorporating Unit to make cash rent payments to the Authority and may pledge the receipts from such payments for payment of the bonds and the interest thereon or (b) after execution of a contract of lease which is not a full faith and credit general obligation of the Incorporating Unit, as provided in Act 31, may by ordinance or resolution, adopted by a

majority vote of the elected members of the Commission, issue negotiable bonds in anticipation of the contract obligations of Incorporating Unit to make cash rent payments to the Authority and may pledge the receipts from such payments for payment of the bonds and the interest thereon. The bonds shall not be issued unless the property has been leased by the Authority to the Incorporating Unit for a period extending beyond and the last maturity of the bonds and no maturity shall in any event be more than forty (40) years from the date of the bonds. In addition, the Authority shall have the power to issue such other bonds as it may be authorized to issue under the general laws of the State of Michigan. No bonds of the Authority shall be delivered to the purchases thereof until such time as all rights of referendum with respect to said bonds or any contract between the Authority and the Incorporating Unit shall have expired without a referendum petition being filed or, if a referendum petition is filed with respect thereto, until after an election approving said contract or the issuance of the bonds, as may be required by law, shall have been held and the same approved by a majority vote of the electors of the Incorporating Unit voting thereon.

Section 8 – Conveyance of Property: When all bonds issued pursuant to the provisions of Act 31 have been retired, the Authority shall convey title to the property acquired thereunder to the Incorporating Unit according to the directions of the governing body of the Incorporating Unit and according to any contracts/leases between the Authority and Incorporating Unit and, as applicable, the Incorporating Unit shall convey title to such property to the governmental entity, benefiting from financing under these Articles of Incorporation, according to any contracts/subleases between the Incorporating Unit and other governmental entities.

Section 9 – Tax Exempt Status: All property owned by the Authority shall be exempt from taxation by the State or any taxing unit therein.

Section 10 – Power to Finance: The Authority may finance any facility, which may be financed for the County, in such a way as to benefit any city, village, or township in the County, so long as such facility is also being used by the County or an agency to which the County appropriates funds to satisfy a county obligation to provide certain services.

Section 11 – Compliance with Purchasing Policies and Procedures: The Authority shall comply with the County Purchasing Policies and Procedures as adopted and amended by the County Board of Commissioners.

Section 12 – Standards for Authority Property: To ensure that the property acquired by the Authority is properly and adequately constructed, altered, repaired or maintained, the following are required: (a) the County Planning and Building Committee and the Authority shall, prior to issuance, review and approve all request for proposals, request for qualifications, request for quotes, or solicitation of bids to perform work contemplated by the project description contained in the assigning resolution, the Lease, the Sublease, the Continuing Disclosure Certificate, or the Declaration of Official Intent on file with the County Clerk; (b) the County Planning and Building Committee and the Authority

shall review and approve any substantial changes to request for proposals, request for qualifications, request for quotes, or solicitation of bids to perform work that have already been approved by the Planning and Building Committee and Authority; (c) the Authority shall approve all invoices for work performed on Authority property/projects prior to payment; and (d) in its sole discretion, the Authority may require specific terms and conditions in the contracts, leases, or subleases executed pursuant to Act 31, by way of example, terms and conditions related to the construction, alteration, repair, or maintenance of Authority property, terms and conditions related to payment procedures, terms and conditions requiring the lessee or sublessee of Authority property or their representatives to attend Authority meetings, and terms and conditions related to liability and property insurance.

Section 13 – General Powers of Authority: The Authority shall have all the powers granted to authorities under Act 31 now or hereafter amended. The Authority shall possess all the powers necessary to carry out the purpose of its incorporation and those incidents thereto. The enumeration of any powers herein shall not be construed as a limitation upon its general powers unless the context shall clearly indicates otherwise.

Section 14 – Dissolution of Authority: The Authority shall continue in existence until dissolved pursuant to law; provided that it shall not be dissolved if such dissolution would impair any bond or other contract. In event of such dissolution, the title to any property owned by the Authority shall pass to the County.

ARTICLE V **COMMISSION**

Section 1 – Governing Body: The powers of the Authority shall be exercised by its governing body which shall be known as the "Commission."

Section 2 – Composition of Commission: The Commission shall consist of five members. Three members shall be appointed by the Board of Commissioners of the County, each of who shall hold office for a term of three years, except that the terms of the commissioners first appointed shall expire on December 31, 1966, December 31, 1967, and December 31, 1968, respectively and thereafter each commissioner shall be appointed for a full three-year term beginning on January 1 of the first year of the term and expiring on December 31 on the last year thereof. The other two members shall be the Oakland County Executive or his or her designee who is designated in writing to the Authority Chairperson and the County Treasurer or his or her designee who is designated in writing to the Authority Chairperson. Each appointed Commissioner shall serve during the term for which he or she was appointed and thereafter until his successor is appointed.

Section 3 - Eligibility: No member of the County Board of Commissioners shall be eligible for appointment to or membership on the Commission.

Section 4 – Commission Compensation: Members of the Commission shall receive a per diem as established by the Commission and approved by the County Board of Commissioners. The Commission, in its discretion, may authorize the payment of the actual expenditures of any Member incurred in connection with the business of the Authority.

Section 5 – Commission Organizational Meeting: An organizational meeting shall be held in January each year and the Commission shall meet for such purpose on the second Wednesday in January at 9:00 a.m. at the usual place of holding the meetings of the Commission. At such meeting, the Commission shall select a Chairperson, a Vice-Chairperson, and a Secretary who shall be Members of the Commission. The County Treasurer shall be the Authority Treasurer. Such officers shall serve until the organization meeting in the following year and until their respective successors shall be selected.

Section 6 – Commission Officers: The Chairperson of the Commission shall be the presiding officer thereof. 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 Commission. The Treasurer shall be custodian of the funds of the Authority. The Treasurer shall be the chief accounting officer of the Authority and subject to the approval of the Commission may employ or designate such assistants as may be necessary. All moneys shall be deposited by the Treasurer in a bank or banks designated for funds of the County. The Commission shall designate all payments to be made by the Treasurer. The Members of the Commission shall have such other powers and duties as may be conferred upon them by the Commission.

Section 7 – Commission Meetings: Meetings of the Commission shall be held semi-annually or more often if required, at such times and places as shall be prescribed by resolution of the Commission. Special meetings of the Commission may be called by the Chairperson or any two members thereof, by serving written notice of the time, place and purpose thereof upon each member of the Commission personally, or by leaving it at his or her place of residence at least twenty-four hours prior to the time of such meeting, or by depositing the same in a United States post office or mail box within the County of Oakland, at least seventy-two hours prior to the time of such meeting, enclosed in a sealed envelope properly addressed to him or her at their home or office address, with postage fully prepaid thereon. Special meetings of the Commission, 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 Commission may waive notice of any meeting either before or after the holding thereof.

Section 8 – Commission Quorum and Actions: A majority of all Members of the Commission shall be required for a quorum. The Commission shall act by motion, resolution or ordinance. For the passage of any motion, resolution or ordinance there shall be required the affirmative vote of a majority thereof. The Commission shall have the right to adopt rules governing its procedure, provided the same are not in conflict with

the terms of any state statute or of these Articles. The Commission shall keep a journal of its proceedings which shall be signed by the Chairperson and Secretary. All votes shall be by yeas and nays. The journal shall show how each Member voted. Each Member shall be required to vote upon all motions, resolutions and ordinances unless he or she shall be disqualified from voting thereon. No Member of the Commission shall vote upon any motion, resolution or ordinance in which he or she has any personal interest. No commissioner shall be financially interested in any contract with the Authority.

Section 9 – Notice of Meetings: The time and place of all meetings shall be fixed and properly noticed and posted in accordance with Act 267 of the Public Act of 1976 as amended, also known as the Open Meetings Act, by a majority of the Members of the Commission and notice thereof served personally upon all Members, at least twenty-four hours prior to the time of the holding of the meeting.

Section 10 – Validity of Appointment: No appointment to the Commission and no election of an officer of the Commission shall be deemed to be invalid because it was not made within or at the time specified in these Articles.

Section 11 – Commission Vacancy: In event of a vacancy on the Commission, the County Board of Commissioners shall fill the vacancy for the unexpired term. In event of a vacancy in any office of the Commission, such vacancy shall be filled by the Commission for the unexpired term. In case of the temporary absence or disability of any officer, the Commission may appoint some person to temporarily act in his stead except that in case of the temporary absence or disability of the Chairperson, the vice Chairperson shall so act.

Section 12 – General Commission Powers: The Commission shall have power to secure all necessary services to carry out the functions of the Authority and to fix the compensation therefore. The Commission shall cause an Annual Audit to be made of its financial transactions by a certified public accountant, which audit shall be open to public inspection at all reasonable times.

Section 13 – Removal of Commission Members or Officers: Any appointed Member of the Commission may be removed for cause at any time by action of the County Board of Commissioners. Any officer of the Commission may be removed by action of the Commission.

ARTICLE VI **AMENDMENTS**

Section 1 - Amendments: These Articles of Incorporation may be amended as provided by Act 31 or any other applicable state statute; provided that no such amendment shall impair the obligation of any bond or other contract of the Authority.

Section 2 – Amendment Procedure: These Amendments to the Articles of Incorporation, upon their adoption by the County Board of Commissioners shall be executed in duplicate for and on behalf of the County, by the Chairperson of the County Board of Commissioners and the County Clerk. The duplicate executed copies shall be delivered to the County Clerk, who shall file one executed copy in his or her office and the other executed copy with the Secretary of the Authority. Attached to each printed copy shall be a certificate setting forth that the copy is a true and complete copy of the Amendments to Articles of Incorporation on file in his or her office, and the date and place of the publication thereof. The County Clerk shall cause a copy of these Amendments to Articles of Incorporation to be published once in the Oakland Press, or another newspaper circulating within the County of Oakland. These Amendments to Articles of Incorporation shall become immediately effective.