

**Join us! In an effort to enhance meetings, the City Council invites you to join and/or participate in a variety of ways: Via computer Zoom meetings (no app is necessary), telephone, email and/or text! See details on page 2.**

**Vestavia Hills  
City Council Agenda  
June 9, 2021  
Special Meeting  
4:00 PM**

1. Call to Order
2. Roll Call
3. Invocation – Mayor Ashley C. Curry
4. Pledge Of Allegiance
5. Approval Of The Agenda

**Old Business**

**New Business**

6. Ordinance 3008-A – An Ordinance Amending Ordinance Number 3008 To Join An Additional Municipality In Formation Of The Cahaba Solid Waste Disposal Authority.

**New Business (Requesting Unanimous Consent)**

**First Reading (No Action To Be Taken At This Meeting)**

7. Citizens Comments
8. Adjournment

## **SPECIAL NOTICE CONCERNING CITY COUNCIL MEETINGS**

**Due to the COVID-19 safety advice given by the ADPH, the City Council work sessions and meetings are available via video-conference and teleconference. If you choose not to attend in person, you may still participate. Following are instructions for three options to participate remotely.**

### **COMPUTER PARTICIPATION (view/participate in real time)**

To participate in by videoconference, click <https://us02web.zoom.us/j/4555343275>. When the Zoom.us window opens in your browser, click “Allow” so that the page may open to a waiting room. The host will open the meeting and bring all into the meeting room at that time. All participants will be automatically muted upon entrance to the meeting. If you wish to speak during time(s) identified for public input, activate the “Raise Hand” feature and unmute yourself by toggling the mute button. When the Mayor recognizes you and gives you the floor, state your name and address for the record and then you may address the Council.

Using the icons on the Zoom screen, you can:

- Mute/unmute your microphone (far left)
- Turn on/off camera (“Start/Stop Video”)
- View Participants – opens a pop-out screen that includes the “Raise Hand” icon that you may use to raise a virtual hand
- Change your screen name displayed in the participant list and video window
- Toggle between “speaker” and “gallery” views – “Speaker view” shows the active speaker; “Gallery view” tiles all of the meeting participants

### **TELEPHONE PARTICIPATION (view/participate in real time)**

To participate by telephone, dial 312.626.6799 and enter the meeting ID: 455 534 3275. All participants will be automatically muted upon entrance to the meeting. If you wish to speak during time(s) identified for public input, press \*6 on your phone keypad to unmute yourself. Then state your name and wait for the Mayor to recognize you. When the Mayor recognizes you and gives you the floor, state your name and address for the record and then address the Council.

### **TEXT AND/OR EMAIL (prior to the meeting or in real time)**

If you do not wish to join the meeting but would like to ask a question or make a statement regarding an item on the agenda, you may email the City Council directly at [City.Council@vhal.org](mailto:City.Council@vhal.org). You may also text your question/statement to City Council at 205.517.1370. Both of these options are available prior to and during each work session and meeting. Be sure to provide your name and address for the record and your comments will be recited to the City Council as the corresponding item is being addressed. Note: As a matter of record, your name and address are required. If identification is not provided, your comment/question will not be presented.

**ORDINANCE NUMBER 3008-A**

**AN ORDINANCE AMENDING ORDINANCE 3008 TO  
JOIN AN ADDITIONAL MUNICIPALITY IN  
FORMATION OF THE CAHABA SOLID WASTE  
DISPOSAL AUTHORITY**

**BE IT THEREFORE ORDAINED**, on this 9<sup>th</sup> day of June, 2021, by the City Council of the City of Vestavia Hills, Alabama in a specially called meeting with a quorum present as follows:

**Section 1.** The City Council of the City of Vestavia Hills finds and determines it necessary to amend Ordinance 3008 and authorize formation of the Cahaba Solid Waste Disposal Authority with an additional municipality, the City of Pelham, Alabama. All other provisions of Ordinance 3008 remain in full force and effect.

**Section 2.** This Ordinance shall take effect immediately upon publication hereof as provided by law.

ADOPTED this 9<sup>th</sup> day of June, 2021

\_\_\_\_\_  
Mayor

ATTEST: \_\_\_\_\_  
City Clerk

**CERTIFICATION**

I, the undersigned city Clerk of the City of Vestavia Hills, Alabama hereby certify that the foregoing Ordinance No. 3008-A amending Ordinance 3008 constitutes a true, correct and complete copy of said Ordinance adopted by the City Council of the City of Vestavia Hills, Alabama on the 9<sup>th</sup> day of June, 2021, pertaining to the matters set out therein, as same appear in the records of the City.

Under signature as City Clerk and under seal of the City of Vestavia Hills, this \_\_\_\_ day of June, 2021.

[SEAL]

\_\_\_\_\_  
City Clerk

**CERTIFICATE OF INCORPORATION  
OF  
A SOLID WASTE DISPOSAL AUTHORITY**

**MAY \_\_, 2021**

**KNOW ALL MEN BY THESE PRESENTS:**

That the undersigned, in order to incorporate the **CAHABA SOLID WASTE DISPOSAL AUTHORITY** (hereinafter referred to as the "Authority") a public corporation under and pursuant to the provisions of Chapter 89A of Title 11 of the Code of Alabama (1975) (hereinafter referred to as the "Enabling Act"), do hereby make, sign, execute, acknowledge and file this Certificate of Incorporation:

**ARTICLE ONE**

*Authorization of Incorporation  
Incorporators*

1.01 The names of the determining subdivision(s) authorizing incorporation and formation of this Authority who duly adopted the same by resolution are:

<b>Determining Subdivision(s)</b>	<b>Resolution Number</b>	<b>Date of Adoption</b>
<i>City of Hoover, Alabama</i>	6454-21	<i>May 3, 2021</i>
<i>City of Trussville, Alabama</i>	2021-26	<i>May 24,, 2021</i>
<i>City of Mountain Brook, Alabama</i>	2021-066	<i>May 24, 2021</i>
<i>City of Vestavia Hills, Alabama</i>	3008	<i>May , 2021</i>
<i>City of Pelham, Alabama</i>	_____ - _____	<i>_____ __, 2021</i>

and other such jurisdictions as amended, where a certified copy of each resolution is attached hereto as **Exhibit " \_\_ "** and made a part hereof.

1.02 Each incorporator of the authorizing determining subdivision as undersigned are duly qualified electors of the same and are identified as follows:

- City of Hoover, Alabama
- Incorporator 1:*
- Incorporator 2:*
- Incorporator 3:*

**ARTICLE TWO**

*Name Reservation and Powers Vested*

- 2.01 The Authority is established as a separate legal entity and public body corporate. The name of the Authority shall be "**CAHABA SOLID WASTE DISPOSAL AUTHORITY**". Attached hereto as **Exhibit "A"** is a Certificate by the Alabama Secretary of State, that the name proposed for the Authority is not identical with that of any other corporation in the state or so nearly similar thereto as to lead to confusion and uncertainty.
- 2.02 The Authority is vested with all powers as contained in the Enabling Act and shall have in addition, all powers conferred on corporations generally by the law of Alabama not in conflict with the provisions of the Enabling Act and contained herein, including specifically, the powers conferred on a nonprofit corporation enumerated in Section 10A-1-2.11, Code of Alabama, 1975 or as set forth in Chapter 3 of Title 10A, Code of Alabama (1975), not otherwise in conflict with the Enabling Act.

**ARTICLE THREE**

*Board of Directors: Number, Qualification*

- 3.01 A Board of Directors (hereinafter referred to as the "Board") shall govern the Authority and the number of directors of the Authority shall consist of five (5) members. Each appointment of a director (with exception of the initial directors named herein) whether a full term or to complete an unexpired term, shall be made not earlier than thirty (30) days prior to the date on which the director is to take office. Any appointed director may be eligible for reappointment by the determining subdivision pursuant to such qualifications as determined by each determining subdivision, subject to the limitations provided herein and contained in the Enabling Act, as amended.

**ARTICLE FOUR**

*Term and Appointment*

- 4.01 Members of the Board shall serve a minimum of a three (3) year term in office, except such initial term of office may be less than three (3) years. Otherwise, the term of appointment shall not exceed a six (6) year term and each determining subdivision may determine the length of appointment time not to exceed the timeframe as provided by the Enabling Act and as stated herein.
- 4.02 The Mayor for the governing body of each determining subdivision shall appoint one (1) member. Upon expiration of his or her term, a board director is eligible for reappointment, unless said term of office expires or lapses by virtue of other provisions contained in this certificate. In accordance with the below listing, each member appointment shall be as follows:

<b>Seat</b>	<b>Jurisdiction</b>
<i>Place 1</i>	<i>City of Hoover, Alabama</i>
<i>Place 2</i>	<i>City of Trussville, Alabama</i>
<i>Place 3</i>	<i>City of Mountain Brook, Alabama</i>
<i>Place 4</i>	<i>City of Vestavia Hills, Alabama</i>
<i>Place 5</i>	<i>City of Pelham, Alabama</i>

- 4.03 *Expiration of Term of Office.* In a year in which the term of a member of the board of directors is to expire, his term shall not expire until (i) the adjournment of the annual meeting of the board of directors for that year, and (ii) unless a successor is appointed or there is a decrease in the number of members of the board of directors resulting elimination of the member seat on the board of directors. An officer of a determining subdivision may serve as a member of the board of directors only for the term for which the director is appointed or during the director's tenure as an officer of such determining subdivision, which ever expires first.
- 4.04 *Required Ethics Training.* All Directors must complete an Alabama Ethics Law course during their first year on the Board, Any reappointments of the same Director shall not be excluded from this requirement.
- 4.05 *Absences.* If a director is absent for more than half of the board's meetings in a twelve-month period, the director may be removed from the Board by a vote of the respective City Council of the determining subdivision for their appointed Director in accordance with the by-laws of the authority.
- 4.06 *Vacancies.* If at any time there should be a vacancy on the board of directors, whether by death, resignation, incapacity, disqualification, or otherwise, a successor director to serve for the unexpired term applicable to such vacancy shall be appointed by the governing body of the determining subdivision that appointed the predecessor director. In the event, a governing body of the determining subdivision that appointed a predecessor director does not desire to appoint its member to the board of directors, a resolution from said determining subdivision indicating their desire to no longer participate in the Authority must occur. Upon receipt thereof, the Board shall resolve the seat vacant and subsequently request by resolution of all remaining determining subdivisions amendment to the incorporation to fill the vacancy or otherwise dissolve the Authority.
- 4.07 *Limitations on appointment.* The Authority is established as a benefit for its members and if a determining subdivision appoints a director but chooses not to utilize the Authority for services within its jurisdiction by either (i) within 365 days following expiration of solid waste collection agreement which exists at time of formation (where applicable) or (ii) fails to utilize the services for any subsequent renewal of any contract for solid waste collection between the Authority and that determining subdivision, this will constitute a disqualification of its director to serve on the Board, where the determining subdivision will surrender its voting seat. This limitation on appointment shall remain in effect for the duration of the Authority's existence and any determining subdivision no longer utilizing the services of the Authority for a period of one year at any time will be subject to disqualification. A resolution of the Board indicating disqualification of a member shall be forwarded to all determining subdivisions. As soon as practicable thereafter (but not more than 40 days), each determining subdivision shall pass an amendment to fill the vacancy or otherwise dissolve the Authority.

**ARTICLE FIVE**

*Principal Office*

- 5.01 Initially, the location of the principal office of the Authority shall be Hoover City Hall, 100 Municipal Lane, Hoover, Alabama 35216 and the registered agent shall be the City Clerk of the City of Hoover, Office of the City Clerk. Thereafter, the Authority shall designate a new registered agent at its first regular meeting.

**ARTICLE SIX**

*Duration*

- 6.01 The duration of the Authority shall be perpetual, subject to Section 11-89A-21 of the Code of Alabama, as amended and the provisions of the Enabling Act.

**ARTICLE SEVEN**

*By-Laws and Officers*

- 7.01 The Board shall adopt by-laws for the Authority within three (3) months of its incorporation. The Authority shall have all of the powers, duties, functions, rights, privileges, immunities, and responsibilities of a solid waste authority pursuant to the Enabling Act.
- 7.02 The Board shall elect as officers of the Authority from time to time as deemed necessary and shall have President, Vice President, and Secretary/Treasurer from the members of the Authority. All officers shall serve for terms of one year terminating at the next annual meeting of the board of directors or until their successors are elected and qualified.
- 7.03 Any one or more person may be engaged by the Authority to serve as assistant secretary (including recording secretary) or assistant treasurer of the Authority and may be given duties of the keeping books, records, minutes, giving of notices as required by By-Laws, and any such other duties or functions of the office of secretary or treasurer as the Board of Directors may determine. An assistant secretary or assistant treasurer may be elected by the board of directors and serve at the pleasure of the board of directors.

**ARTICLE EIGHT**

*Organization Pursuant to Statute*

- 8.01 The Authority shall be organized and operated as a solid waste authority under the provisions of the Enabling Act.

**ARTICLE NINE**

*Nonprofit Designation*

- 9.01 The Authority shall be a public corporation, and no part of the net earnings thereof shall inure to any individual, firm or corporation, pursuant to the provisions of §11-89A-16, §11-

89A-18, and the provisions of the Enabling Act, as amended person or entity of any nature whatsoever.

### **ARTICLE TEN**

#### *Meetings and Reports*

- 10.01 The Authority shall convene, at minimum, bi-annually, and may convene such called meetings as necessary to conduct business of the Authority. The Authority shall provide an annual public report of activities to each determining subdivision who makes up the Solid Waste Disposal Authority at least one month prior to the end of each fiscal year of said City. Said report shall provide information related to the activities and finances of the Authority, including such other information as any member city may request and a tally of attendance of Directors to each called meeting of the Board.

### **ARTICLE ELEVEN**

#### *No Obligation of Determining Subdivisions*

- 11.01 The Authority shall not obligate a determining subdivision nor shall any obligation of the Solid Waste Disposal Authority constitute an obligation of any determining subdivision. The same shall apply for any other municipalities who become members by unanimous vote of the members of the Solid Waste Disposal Authority and that subsequent amendment by each determining subdivision who subsequently becomes a part of the Authority hereafter.

### **ARTICLE TWELVE**

#### *Dissolution and Distribution therefrom*

- 12.01 The Authority may be dissolved by joint action of the Authority and each governing subdivision who appointed a director; and upon completion of the following (1) payment of all liabilities of the Authority, (2) the title to all funds and properties owned by the Authority is conveyed and distributed on a pro rata basis to each member city, and (3) a dissolution is recorded with the Probate Court of Jefferson County, Alabama attaching thereto the resolution of the Authority and its member cities indicating dissolution, dissolution shall then occur.

### **ARTICLE THIRTEEN**

#### *Amendments to Certificate and By-Laws*

- 13.01 The Authority shall have the power to adopt, alter, and repeal by-laws, regulations and rules, and amendments to the Certificate of Incorporation, not inconsistent with the provisions of Chapter 89A of Title 11, Code of Alabama, 1975, as amended, for the regulation and conduct of its affairs and business. Removal of a member from the Authority shall require an amendment to the Certificate of Incorporation as approved by the determining subdivisions of the Authority and require simultaneous amendment by

resolution and subsequent recording of the same with the Probate Court of Jefferson County, Alabama.

## **ARTICLE FOURTEEN**

### *Filing*

14.01 The Authority is a collaboration of the City of Hoover, Alabama and such other determining subdivisions as provided in Section 1.01 of Article 1 to assist one another in addressing the increasing costs of solid waste removal for their respective residents. As a result, this Authority will not exist until the requisite minimum three (3) members one from each determining subdivision, establishes by such resolution to form the Authority and a copy of the same is filed simultaneously with the Judge of Probate by all determining subdivisions wishing to participate in the formation thereof. Once recording of this occurs, the Authority will exist in accordance with the provisions of the Enabling Act. Thereafter each determining subdivision may then by agreement enter into a contract with the Authority in accordance with the Enabling Act and other applicable laws of the State of Alabama. Exhibits to be filed are as follows:

- (a) A copy of applications of the incorporators;
- (b) A copy of the resolutions of the determining subdivisions;
- (c) A certificate by the Secretary of State that the name proposed for the Authority is not identical to that of any other corporation organized under the laws of the state or so nearly similar thereto as to lead to confusion and uncertainty; and
- (d) A copy of this Certificate of Incorporation.

## **ARTICLE FIFTEEN**

### *Signatures*

15.01 Each of the incorporators named below has provided a notarized signature as indicated of this Certificate of Incorporation on and as of the date and year above first written.

IN WITNESS WHEREOF, I have set my hand and seal on this \_\_\_\_ day of \_\_\_\_\_, 2021.

\_\_\_\_\_  
**PRINT NAME:**

**STATE OF ALABAMA**

**JEFFERSON COUNTY**

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify, that \_\_\_\_\_, a resident of the City of \_\_\_\_\_, Alabama, whose name is signed to the foregoing Certificate of Incorporation, and who is known to me, acknowledged to me on this day, that being informed of the contents of the document, executed the same voluntarily on the day of the same bears date.

Given under my hand and official seal this the \_\_\_\_ day of \_\_\_\_\_, 2021.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

IN WITNESS WHEREOF, I have set my hand and seal on this \_\_\_\_ day of \_\_\_\_\_, 2021.

\_\_\_\_\_  
**PRINT NAME:**

**STATE OF ALABAMA**

**JEFFERSON COUNTY**

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify, that \_\_\_\_\_, a resident of the City of \_\_\_\_\_, Alabama, whose name is signed to the foregoing Certificate of Incorporation, and who is known to me, acknowledged to me on this day, that being informed of the contents of the document, executed the same voluntarily on the day of the same bears date.

Given under my hand and official seal this the \_\_\_\_ day of \_\_\_\_\_, 2021.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

IN WITNESS WHEREOF, I have set my hand and seal on this \_\_\_\_ day of \_\_\_\_\_, 2021.

\_\_\_\_\_  
**PRINT NAME:**

**STATE OF ALABAMA**

**JEFFERSON COUNTY**

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify, that \_\_\_\_\_, a resident of the City of \_\_\_\_\_, Alabama, whose name is signed to the foregoing Certificate of Incorporation, and who is known to me, acknowledged to me on this day, that being informed of the contents of the document, executed the same voluntarily on the day of the same bears date.

Given under my hand and official seal this the \_\_\_\_ day of \_\_\_\_\_, 2021.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

**APPLICATION FOR INCORPORATION OF  
A SOLID WASTE DISPOSAL AUTHORITY  
(pursuant to Ala. Code §§ 11-89A-1 through 11-89A-25, as amended)**

**WHEREAS**, the undersigned applicant is a resident of the City of Vestavia Hills, Alabama and does hereby present for consideration this Application for Incorporation of a Solid Waste Disposal Authority (the “Authority”) pursuant to the laws of the State of Alabama and as in accordance with Chapter 89A of Title 11 of the Code of Alabama (1975), as amended (the “Enabling Act”);

**WHEREAS**, the Authority is to be comprised of the following determining subdivisions: City of Hoover, Alabama; City of Trussville, Alabama; City of Mountain Brook, Alabama; City of Vestavia Hills, Alabama; City of Pelham, Alabama; and such other cities as the City Council determines necessary.

**WHEREAS**, the undersigned applicant does represent unto the governing body of the City of Vestavia Hills, Alabama as follows:

- (a) The foregoing application is submitted and filed with the governing body of the City of Vestavia Hills, Alabama, and the undersigned represents that a substantially similar applications have been or will be filed with the governing bodies of Cities of Hoover, Trussville, Mountain Brook, and Pelham.
- (b) The undersigned, along with the applicants to the aforementioned proposed determining subdivisions, proposes to form and incorporate the Authority to be known as the Cahaba Solid Waste Disposal Authority, pursuant to the provisions of the Enabling Act (a copy of the name reservation is attached);
- (c) The proposed location of the initial principal office of the Authority shall be the Hoover City Hall, 100 Municipal Lane, Hoover, Alabama 35216; and
- (d) The undersigned is a duly qualified elector of the City of Vestavia Hills, Alabama and all of the other applicants are duly qualified electors of either Cities of Hoover, Trussville, Mountain Brook, or Pelham, Alabama.

**(e)**

**NOW THEREFORE IN CONSIDERATION OF THE FOREGOING**, the undersigned requests that the governing body of the City of Vestavia Hills, Alabama, adopt a resolution declaring that it is wise, expedient and necessary that the proposed authority be formed; that it approves the proposed form of the certificate of incorporation of the proposed Authority (copy attached hereto); that it authorizes the undersigned applicant to join together with the other applicants of the proposed determining subdivisions and proceed to form the proposed authority by filing for record of a certificate of incorporation in accordance with the provisions of the laws of the State of Alabama.

This \_\_\_\_\_ day of \_\_\_\_\_, 2021

\_\_\_\_\_  
Signature

Print Name:

Address: