Articles of Incorporation
Recreational Authority of Roseville and Eastpointe

ARTICLE I

NAME

The name of the Authority shall be and is the "Recreational Authority of Roseville and Eastpointe", hereinafter referred to as the Authority.

ARTICLE II

DEFINITIONS

Expressly Defined Terms: The terms "authority," "board," "participating municipality," "recreational purposes," "and territory of the Authority" as used in these Articles of Incorporation shall be now or hereafter defined in Section 3 of the Michigan Public Act 321 of 2000, as amended hereafter referred to as "Act 321", that being MCL 123.1131, *et seq.* Other terms shall have such meaning as may be specified in the various provisions of these Articles of Incorporation, and shall otherwise have the meanings customarily ascribed to them, considering the context and subject matter of these Articles of Incorporation.

ARTICLE III

PARTICIPATING MUNICIPALITIES AND TERRITORY

The participating and creating municipalities of the Authority are the City of Eastpointe, a Michigan Municipal Corporation, and the City of Roseville, a Michigan Municipal Corporation, both of which are hereby designated and referred to in these Articles as the "participating municipalities." The territory of the Authority shall include all of the combined territory of the participating municipalities. A municipality may become a participating municipality in the Authority only upon an affirmative vote of the Recreation Authority and the proposed participating municipality. If the Authority has been authorized to levy a tax, the addition of another participating municipality shall be contingent upon approval by the electors of the proposed municipality of a tax, equivalent to that which is being levied by the municipalities in millage rate and term at the time the proposed municipality becomes a participating municipality.

ARTICLE IV

PURPOSE

The purpose of the Authority shall be to construct, operate, maintain and/or improve recreational facilities, including but not limited to, parks, swimming pools, recreation centers, auditoriums and any other facilities authorized by Section 5 of Act 321, to acquire land for recreation purposes authorized by Section 5 of Act 321, and to provide recreational services as authorized by Act 321.

ARTICLE IVa

INITIAL ASSET CONTRIBUTION

The initial asset contribution of the participating municipalities, consisting of real and personal property, shall be limited to the following:

1. City of Roseville: Recreation Center
   18185 Sycamore, Roseville, MI 48066
   Parcel Identification No. 14-17-453-025
   Legal Description (see Exhibit A)

2. City of Eastpointe: Community Center
   16435 Eight Mile Road, Eastpointe, MI 48021
   Parcel Identification No. 50-14-31-459-001
   Legal Description (see Exhibit B)

This initial asset contribution may be modified by the majority vote of the legislative bodies of the participating municipalities.

ARTICLE V

POWERS

The Authority shall possess all the powers specified in Act 321, subject to the limitations of authority as provided by law and/or limitations as specified in these Articles of Incorporation, including the power to:

1. Acquire and hold, by purchase, lease with or without option to purchase, grant, gift, devise, land contract, installment purchase contract, bequest, or other legal means, real and personal property inside or outside the territory of the authority. The property may include franchises, easements, or rights of way on, under, or above any property. The authority may pay for the property from, or pledge for the payment of the property, revenue of the authority.
2. Apply for and accept grants or contributions from individuals, the federal government or any of its agencies, this state, a municipality, or other public or private agencies to be used for any of the purposes of the authority.
3. Hire full-time or part-time employees and retain professional services.
4. Provide for the maintenance of all of the real and personal property of the authority.
5. Assess and collect fees for services provided by and expenses incurred by the authority.
6. Receive revenue as appropriated by the legislature of this state or a participating municipality.
7. Enter into contracts incidental to or necessary for the accomplishment of the purposes of the authority.

ARTICLE VI

TERM

The Authority shall continue in existence perpetually or until dissolved by the majority vote of each of the then participating municipalities. A participating municipality shall not withdraw from the Authority during the period for which the Authority has been authorized to levy a tax by the electors of the Authority.

ARTICLE VII

FISCAL YEAR

The fiscal year of the Authority shall commence on the first day of July in each year and shall end on the last day of June of the subsequent year.

ARTICLE VIII

GOVERNING BOARD

The Authority shall be directed and governed by a five (5) member Board of Trustees, known as the "Recreational Authority of Roseville and Eastpointe Board" and hereinafter sometimes referred to as the "Board".

1. Membership of Board: The Board shall be made up of:
   a. Two (2) members selected by the legislative body of each participating municipality, each of whom shall be a registered voter or city administrator of said participating municipality; and,
   b. A neutral fifth member selected by the four (4) members of each participating municipality.
   c. The term of each member shall be three (3) years, provided, however, the membership of the first duly appointed Board shall be subject to the following: One (1) member of each participating municipality as provided in 1a, above, and the neutral fifth member as provided in 1b, above, shall be for a term of three (3) years. The remaining two (2) members shall serve for a period of two (2) years.
2. Oath of Office: Each member of the Board shall qualify by taking the constitutional oath of office and filing it with the clerk of his or her respective participating municipality.
3. First Board; Organizational Meeting; Subsequent Board Members: The members of the first Board shall be selected within forty five (45) days after the effective date of the incorporation of this Authority. Within sixty (60) days after the effective date of the incorporation of the Authority, the members of the first Authority Board shall qualify by taking the constitutional oath of office and shall meet for the purpose of organization. At such organizational meeting, the Board shall select a Chairperson and a Vice Chairperson, each of whom shall be a member of the Board. The Board shall further select a Secretary and Treasurer, each of whom shall not be members of the Board. All officers shall serve until the organizational meeting of the following year, which shall be

held each year in February, or until their respective successors shall be selected and qualify.

4. No selection to the Authority and no selection of an officer shall be deemed to be invalid because it was not made within the times or at the time specified in these Articles.

ARTICLE IX

COMPENSATION

Pursuant to the requirements of Act 321, members of the Board shall not be compensated for their service by the Authority. Each member of the Board shall, however, be entitled to reimbursement for all expenditures made by him or her in carrying out official duties as may be approved by the Board and to the extent authorized by the budget for the Authority for each fiscal year.

ARTICLE X

VACANCY

A vacancy occurs on the Board on the happening of any of the events set forth in MCL 201.3. Appointed members of the Board, if any, may be removed by the appointing authority for good cause after a public hearing. Vacancies shall be filled in the same manner as the original appointment for the unexpired term. In the event of a vacancy on the Board, the appointing authority selecting such representative shall fill the vacancy as expeditiously as possible.

ARTICLE XI

MEETINGS

Meetings of the Authority shall be held as required and at least monthly at such time and place as shall be prescribed by resolution of the Board. Each member of the Board shall have one vote. Special meetings of the Board may be called by the Chairperson, or any two (2) members thereof, by written notice at least twenty-four (24) hours prior to the time of such meeting. Any member may waive notice of any special meeting either before or after the holding thereof.

Any meeting of the Board shall be held, and any notice therefore shall be given, in accordance with the provisions of Act 267, Public Acts of Michigan, 1976, as amended (the Open Meetings Act).

A majority of the members of the Board shall constitute a quorum, which shall be required in order to conduct a meeting of the Board. The Board shall act by motion or resolution. A vote of the majority of the members of the Board who are present at any meeting, at which a quorum is present, shall be sufficient for passage of any motion or resolution. However, any decision regarding the annual budget, revenue sources, financing, property tax levy, capital expenditures, projected revenues, projected expenditures, budget and budget amendments, must be supported by a vote of the majority of the members of the Board. Any decision regarding a property tax levy shall also require the vote of at least one board member of each participating municipality.

The Board shall have the right to adopt rules governing its procedures, which are not in conflict with the terms of any statute of the State of Michigan or of these Articles of Incorporation. The Board shall keep a record of its proceedings, which record shall be signed by the Secretary and open to the public. All votes shall be "Yes," "No" or "Abstain," provided where the vote is unanimous, it shall only be necessary to so state.

A writing prepared, owned, or used by an authority in the performance of an official function shall be made available in compliance with the freedom of information act, 1976 PA 442, MCL 15.231 to 15.246.

ARTICLE XII

DUTIES OF BOARD AND OFFICERS

The Chairperson of the Board shall be the presiding officer thereof, and shall be permitted, with the consent of the Board, to appoint committees of the Board as necessary. Except as herein otherwise provided, the Chairperson and Board Members shall not have any executive or administrative functions other than as a member of the Board. 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 for the Board. The Board shall establish qualifications for such office, such as the capability of carrying out the duties of office, including, without limitation, compliance with the Freedom of Information Act and other state laws relating to record keeping and management.

The Treasurer shall be the custodian of the funds of the Authority and shall give to it a bond conditioned upon the faithful performance of the duties of his or her office. All money 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 two (2) persons, which persons shall be the Secretary, the Treasurer or their respective designees, as approved by the Board of Directors. All authorized signatories shall give a bond conditioned upon the faithful performance of the prescribed duties. The Authority shall pay the cost of the bonds. The Board shall establish qualifications for such office, including the capability of carrying out the duties of office as provided by law and these Articles of Incorporation.

ARTICLE XIII

REVENUE SOURCES, BUDGETING, AND FINANCING THE AUTHORITY

Revenue Sources

The Authority shall have the power to assess and collect fees, rents, tolls, excises, and service charges; to borrow money and issue revenue bonds in accordance with the provisions of Act 94, Public Acts of Michigan, 1933, as amended; to borrow money and issue bonds on the credit of the Authority a sum not to exceed 2 mills of the taxable value of the taxable property within the territory of the Authority for the purpose of acquiring, owning, purchasing, constructing, maintaining or operating a system of parks and recreational facilities or any combination thereof;

and to appropriate money annually for Authority purposes and to lay and collect taxes for Authority purposes in a sum not to exceed one (1) mill provided that it is approved in each participating municipality by a vote of the electorate, as provided in Act 321, and to raise revenue by any other levy or bond issuance authorized by Act 321. The term of any bond, note, land contract, installment purpose contract or other borrowed money shall not extend beyond the last day of the fiscal year of a property tax authorized under Article XIII.

Financing the Authority

A. Property Tax Levy

The Authority may levy a tax on all taxable property within the territory of the Authority as authorized by Section 11 of Act 321. For so long as the Authority is funded by a levy as authorized by Section 11 of Act 321, the imposition of such a levy shall preclude the Authority from requiring any further financial contributions from each participating municipality. Nothing in this paragraph shall be construed as preventing a participating municipality, by action of its governing body, from providing additional contributions to the Authority, for either general or a specific use.

Prior to making a final determination to levy a tax, as provided above, the Board must receive the approval of the legislative body of each participating municipalities. Additionally, the Authority may levy the tax only upon the approval of a majority of the electors in each of the participating municipalities of the Authority.

B. Borrow Money/Issue Bonds Or Notes

The Authority may borrow money and issue bonds or notes to finance the acquisition, construction and improvement of a public park, including the acquisition of sites and the acquisition and installation of furnishings and equipment. Prior to making a final determination to borrow money or issue bonds or notes, as provided above, the Board must receive the approval of the legislative body of each participating municipality. The Authority shall not borrow money or issue bonds or notes for a sum that, together with the total outstanding bonded indebtedness of the authority, exceeds 2 mills of the taxable value of the taxable property within the district as determined under section 27a of the general property tax act, 1893 PA 206, MCL 211.27a. Bonds or notes issued by the Authority are a debt of the Authority and not of the participating municipalities. A tax levied to pay a bond or note obligation by the Authority under Act 321 shall not exceed five (5) years without the approval of a majority of the electors in each of the participating municipalities of the authority.

Budgeting

The Board shall prepare a proposed annual operating and capital budget reflecting the projected revenues and projected expenditures of the Authority for the next fiscal year beginning July 1. The Board shall adopt the proposed budget by a majority vote of the members of the Board in such a manner as to assure that said budget is approved prior to July 1 of the year it is to commence. The Board's approval by majority vote shall be the final approval required for the budget. The budget may be amended from time to time upon approval of a majority of the Board. Nothing in this subsection shall be construed to require a participating municipality to fund the Authority with any general fund monies without the approval of said funding by that

participating municipality's governing body, which shall retain the discretion to approve or deny general fund monies to the Authority during the time periods to which this subsection applies. The accounting and budgeting practices of the Authority shall conform with standard accounting practices, the Uniform Budgeting and Accounting Act, Act 2, Public Acts of Michigan, 1968, as amended, and all other applicable provisions of law.

ARTICLE XIV

LIABILITIES

The Authority may contract for all appropriate insurance with an insurance company or may contract for inclusion by a participating municipality in the municipality's insurance coverage. Notwithstanding the above, the Authority's participation in any program of self-insurance will require approval of all participating municipalities.

The Authority must secure and maintain comprehensive general liability insurance, business automobile liability insurance, and if it employs any personnel, workers compensation and employer's liability insurance. The minimum liability level limits for such insurance shall be as follows:

Workers Compensation – Statutory

Employer's Liability - $500,000.00 each person

Business Automobile Liability Combined $5,000,000.00 single limit for bodily injury and property damage

Comprehensive General Liability and Public Official's Liability - $10,000,000.00 each person and $10,000,000.00 each occurrence for bodily injury and $10,000,000.00 each occurrence and $10,000,000.00 aggregate for property damage

The Authority must indemnify any participating municipality against any general losses, damages or liabilities due to the service and activities of the Authority or participation in the Authority up to the Authority's liability insurance policy limits.

ARTICLE XV

PARTICIPATING MUNICIPALITY WITHDRAWAL

A participating municipality shall not withdraw from the Authority during the period that a tax is authorized to be levied by the electors of the Authority.

A participating municipality may withdraw from the Authority, subject to the limitation in the first paragraph of this Article, by resolution of the participating municipality's legislative body approving the withdrawal. A certified copy of the resolution shall be provided to the Board at least three (3) months prior to the beginning of a new fiscal year for the Authority. Such new fiscal year shall serve as the effective date for the withdrawal.

A participating municipality that withdraws from the Authority shall remain liable for a proportion of the debts and liabilities of the Authority incurred while the participating municipality was a part of the Authority. The proportion of the Authority's debts for which a participating municipality remains liable as a result of this withdrawal from the Authority shall be determined by dividing the state equalized value of the real property in the participating municipality by the state equalized value of all real property in the Authority on the effective date of the withdrawal.

Any property owned by the Authority, which is in the possession of the withdrawing municipality or in the possession of personnel who will no longer remain with the Authority as a result of the participating municipality's withdrawal from the Authority, shall be returned to the Authority before the effective date of the withdrawal. The withdrawing municipality shall not be entitled to the return of any credit for any property or money it transferred to or paid to the Authority prior to the withdrawal.

ARTICLE XVI

DISSOLUTION OF AUTHORITY

The Authority may be dissolved by the concurring resolution of the governing body of a majority of the participating municipalities of the Authority at the time of such dissolution. Prior to dissolution of the Authority, any outstanding indebtedness of the Authority, including any bonds issued under Section 21 and/or Section 23 of Act 321 shall be paid. Any assets of the Authority remaining after the payment of any such outstanding indebtedness shall be distributed evenly to the participating municipalities of the Authority at the time of the dissolution. In all instances, the participating municipality in which said real estate is located shall be given the right of first refusal on the purchase of said real estate. In the event of a dissolution following a period of property tax levy by the Authority, any funds obtained via levy, and/or property purchased by such funds, which are subsequently distributed to the participating municipalities pursuant to this Article shall be assigned by the participating municipalities to public purposes consistent with the purposes approved by the electorate for the original levy.

In the event that, at the time of dissolution, the Authority is in possession of lands acquired with, or developed with, in whole or in part, grant funds from the Michigan Natural Resources Trust Fund (hereinafter the "MNRTF"), the rules and regulations governing the disposition of such lands as adopted by the MNRTF Commission, or its designee, shall control. As much as practicable, the participating municipalities shall distribute evenly the assets relating to same in calculating any credits, or set-offs in regards to any dissolution arrangements under this Article.

ARTICLE XVII

EMPLOYEES

The Board may employ such personnel and employees as it may consider desirable and may retain from time to time the services of attorneys, accountants, and other consultants, as the Board considers necessary to carry out the purpose of the Authority.

ARTICLE XVIII

AUDIT

The Board shall obtain an annual audit of the Authority pursuant to Section 27 of the act, being MCL 123.1157. The books and records of the Authority shall be open for inspection by any participating municipality at all reasonable times.

ARTICLE XIX

STATE, FEDERAL AND PRIVATE GRANTS

The Authority shall have the power to apply for and accept grants, loans or contributions from the United States of America or any agency or instrumentality thereof, the State of Michigan or other public or private organizations or foundations; and to do any and all requirements necessary or desirable to secure such financial or other aid or cooperation in carrying out any of the purposes of Act 321. In the event that any grant, loan or contribution shall require a long term obligation as to the use, maintenance, or operation of a specific piece of property, the approval of the governing body of the participating municipality in which such property is located shall be required prior to the acceptance of the grant, loan, or contribution by the Authority.

ARTICLE XX

INVESTMENT

The Treasurer of the Authority when authorized by a resolution of the Board may invest general funds of the Authority. The Board must approve the Treasurer's investment policy. Such investment by the Treasurer shall be made in compliance with the laws of the State of Michigan.

ARTICLE XXI

EXEMPTION FROM TAXATION

The property of the Authority shall be exempt from all taxation and assessments and no writ of attachment or writ of execution shall be levied upon the property of the Authority.

ARTICLE XXII

PUBLICATION

These Articles of Incorporation shall be published not less than once in a newspaper generally circulated within the participating municipalities, before they are adopted. The adoption of these Articles of Incorporation by a participating municipality shall be evidenced by an endorsement on these Articles by the clerk of such participating municipality. Upon adoption of these Articles

of Incorporation by each of these participating municipalities, a printed copy thereof shall be filed with the Secretary of State by the City Clerk of the City of Eastpointe.

ARTICLE XXIII

EFFECTIVE DATE

The Authority shall become effective upon the filing of certified copies of these Articles with the Secretary of State, as provided in the preceding Article.

ARTICLE XXIV

AMENDMENTS

Amendments may be made to these Articles of Incorporation at any time if adopted by the legislative body of each participating municipality of which the Authority is composed. This requirement shall apply to all amendments to the articles, including those which would otherwise be exempted by paragraph (4) of Section 5 of Act 321. Any such amendment shall be published, endorsed, and certified and printed copies thereof filed in the same manner as the original Articles of Incorporation.

ARTICLE XXV

REVERSION OF LEASES OF EXISTING PARK LAND

In the event that any land leased to the Authority shall, during the Authority's stewardship and lease of said lands, be improved or developed, in whole or in part, with the assistance of Michigan Natural Resources Trust Fund ("MNRTF") and/or Land and Water Conservation Fund ("LWCF") monies, the Authority shall, throughout the Authority's stewardship and lease of the lands, be responsible for maintaining said lands in accordance with all grant requirements attendant to funding under the MNRTF and/or LWCF requirements.

In the event of the dissolution of the Authority, or any other termination of the Authority's lease for any reason, the rules and regulations governing the disposition of such lands as adopted by the MNRTF and/or LWCF, shall control. As much as practicable, the participating municipalities shall distribute evenly the assets relating to same in calculating any credits, or set-offs, in regards to any dissolution arrangements under Article XVI.

ARTICLE XXVI

MISCELLANEOUS

These Articles of Incorporation may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. The captions in these Articles of Incorporation are for convenience only and shall not be considered as part of these Articles of Incorporation or in any way limiting or amplifying the terms and provisions hereof.

These Articles have been adopted by the governing bodies of the City of Roseville and City of Eastpointe as set forth in the following endorsements, and in witness whereof the Mayor and Clerk of the City of Roseville and Mayor and Clerk of the City of Eastpointe.

The foregoing Articles of Incorporation were adopted by the City Council of the City of Roseville, Macomb County, Michigan, at a meeting duly held on the 9th day of August, 2011.

John Chirkun, Mayor

Richard Steenland, Clerk

The foregoing Articles of Incorporation were adopted by the City Council of the City Eastpointe, Macomb County, Michigan, at a meeting duly held on the 16th day of August, 2011.

Suzanne Pixley, Mayor

Randy D. Altimus, Clerk

EXHIBIT A

Legal Description

SEC 17 COM AT SE COR SEC 17; TH NO*50'W 1351.30 FT; TH S89*02'W 1338.30 FT TO POB; THS0*52'E 269.80 FT; TH N85*24'W 510.90 FT; TH NO*52' W220.16 FT; TH N89*02'E 508.58 FT TO POB, BEING 2.86 A; ALSO ALL LOTS 10 THRU 14, ROSEVILLE FARMS NO 4 SUB

EXHIBIT B

Legal Description

"RIDGEMONT GOLF COURSE SUBDIVISION" Lots 1 to 6 INCL. ALSO LOTS 23 TO 28 INCL.