

INTERGOVERNMENTAL AGREEMENT CREATING THE NORTHWEST WEXFORD EMERGENCY AUTHORITY

THIS INTERLOCAL AGREEMENT to create The Northwest Wexford Emergency Authority is entered into among:

- Antioch Township, a Michigan general law township, whose address is 4490 N. 19 Road, P.O. Box 690, Mesick, MI 49668-0690;
- Hanover Township, a Michigan general law township, whose address is 203 N. Second St., P.O. Box 145, Buckley, MI 49620-0145;
- Springville Township, a Michigan general law township, whose address is 4785 N. M-37, P.O. Box 323, Mesick, MI 49668-0323; and
- Wexford Township, a Michigan general law township, whose address is 8970 N. 7 Road, Mesick, MI 49668.

(hereinafter referred to individually as a Township and collectively as the Townships).

RECITALS

- A. The Townships are in need of providing fire protection services, rescue services, and emergency medical services (hereinafter referred to as "Emergency Services") to serve their respective townships.
- B. The Townships believe that the most desirable and economic method of furnishing these Emergency Services in their townships is by creating an emergency services authority under Act 57 of the Public Acts of 1988, as amended (the Municipal Emergency Services Act), being MCL 124.601, *et seq* (the Act).
- C. The Townships, therefore, desire to enter into this Agreement, incorporating an emergency services authority in accordance with the Act.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual promises contained herein, the Townships hereby agree to incorporate the following emergency services authority under the terms and conditions provided herein, pursuant to the provisions of the Act:

ARTICLES OF INCORPORATION

I. NAME

The name of the emergency services authority shall be The Northwest Wexford Emergency Authority (the Authority).

II. PURPOSE

The Authority shall provide fire protection services, rescue services, and emergency medical services within the total territory of Antioch Township, Hanover Township, Springville Township, and Wexford Township, all located in Wexford County, Michigan.

III. LEGAL ENTITY

As provided in Section 6 of the Act, the Authority shall be a separate, non-profit body corporate, with power to sue or be sued in any court of this state. The Authority shall possess all the powers necessary to carry out the purposes of its incorporation, and those incident to those purposes. The enumeration of any powers in these Articles of Incorporation shall not be construed as a limitation upon the Authority's general powers.

IV. POWERS

The Authority shall have the following powers, which shall be liberally construed in its favor:

- A. All powers provided in the Act, now or in the future, and all powers which a general law township may possess in connection with the operation or maintenance of fire/rescue services.
- B. To acquire real and personal property by purchase, lease, gift, devise, or condemnation, either within or without its corporate limits.
- C. To hold, manage, control, sell, exchange, or lease the real and personal property it has acquired.
- D. To condemn private property under Act No. 149 of the Public Acts of 1911, being sections 213.1 to 213.25 of the Michigan Compiled Laws, and the uniform condemnation procedures act, Act No. 87 of the Public Acts of 1980, being sections 213.51 to 213.77 of the Michigan Compiled Laws.
- E. To hire, manage, discipline, and discharge employees and/or volunteers, including but not limited to a fire chief, ambulance director, fire fighters, and ambulance personnel, and clerical staff as shall be necessary for the proper and efficient operation and maintenance of the Emergency Services, and to engage

the services of attorneys, accountants, and consultants as the Authority considers necessary to carry out the purposes of the Authority.

- F. To adopt bylaws and rules of administration to accomplish the purposes of the Act, including but not limited to establishing rules and regulations for the governance of the Authority's employees and/or volunteers and for the care and management of the Authority's equipment and property.
- G. To adopt ordinances that allow the Authority to assess fees on owners or occupants of property who receive Emergency Services to cover the costs of providing those services under this act. An ordinance adopted under this subdivision shall be rescinded if, within 60 days from the date the ordinance is adopted, 1/3 or more of the municipalities affected by the ordinance vote to rescind the ordinance.
- H. To apply for and accept grants, loans, or contributions from the federal government or any of its agencies, the state, or other public or private agencies to be used for any of the purposes of the Act and to do any and all things within its express or implied powers necessary or desirable to secure that financial or other aid or cooperation in the carrying out of any of the purposes of the Act.
- I. To enter into any contracts with other entities not prohibited by law.
- J. To investigate emergency services requirements, needs, and programs and engage, by contract, consultants as may be necessary and cooperate with the federal government, state, political subdivisions, and other authorities in those investigations.
- K. To carry over fund balances from year to year consistent with sound financial management for capital improvements, equipment purchases, contingencies and other similar purposes for which contingency fund balances are customary.
- L. To take any additional action or make any policy necessary to implement these powers or carry out the purpose of the Authority.

V. LIMITATIONS

The Authority may not obligate any of the Townships to pay any debt of the Authority, except as provided in these Articles of Incorporation.

VI. BOARD OF DIRECTORS

The Authority shall be governed by a Board of Directors (the Authority Board). The Authority Board shall exercise final authority regarding the powers of the Authority. The Authority Board may delegate to its staff, volunteers and committees such powers as it deems appropriate, as long as such delegation does not create a conflict of interest or is otherwise unlawful. The Authority Board shall be comprised of five (5) members. The Township Board of each Township shall appoint one (1) member to the Authority Board, who shall serve without a term and at the pleasure of the Township Board making the appointment. The four (4) appointed Authority Board members shall then appoint one (1) additional Authority Board member, who should, but is not required to, have a background in fire and/or emergency services and who shall also serve without a term and at the pleasure of the Authority Board making the appointment. This additional Board member, however, need not be a resident of any of the Townships. A quorum of the Authority Board necessary to conduct business shall be three (3) board members. All decisions of the Authority Board shall be made by the vote of a majority of the entire Authority Board appointed and serving (three votes). The Authority Board may create such offices and committees as it deems appropriate. The Authority Board shall set its schedule for meetings, but at a minimum shall meet at least quarterly each year. The Authority Board may pay its members a per diem payment. The Authority Board may also reimburse its members, officers, volunteers, and employees for expenses which have been incurred on behalf of the Authority. The Authority Board shall adopt bylaws governing its rules of procedure. The Authority Board shall also comply with the Open Meetings Act, as amended, and the Freedom of Information Act, as amended.

VII. DURATION

The Authority shall continue indefinitely unless it is dissolved as provided by these Articles.

VIII. FINANCES

The Authority Board shall have budgetary and financial control over the Authority. However, the Authority shall adopt a line item budget. A copy of the Authority budget must be given to each Township Board at least thirty (30) days before the budget is adopted by the Authority Board. The Authority shall be financed primarily by millage

requested by the Authority under Section 12 of the Act and approved by the electorate within the authority district. The Townships, however, agree that they shall continue to levy and collect, to the maximum extent allowed by law, any extra-voted millage previously approved by the electorate in the respective townships, and that they shall pay to the Authority annually the revenue collected as a result of these millage levies. In the event the Authority's revenues are insufficient to cover its expenses, the Townships shall contribute money to the Authority necessary to pay its expenses on a pro rata basis based on the total taxable value of each township. The funds obtained by any millage may be supplemented by charges for services or any other method authorized by law, including such supplemental payments by the Townships as the Townships in their sole discretion may elect. At its own expense, the Authority shall have its financial records audited at least every two (2) years an auditor selected by the Authority Board.

IX. FISCAL YEAR

The fiscal year of the Authority shall begin on July 1 each year, or such other time as determined by the Authority Board.

X. WITHDRAWAL/DISSOLUTION

- A. No Township may elect to withdraw from the Authority unless and until all of the following conditions are satisfied:
 - 1. Any bonded indebtedness of the Authority, including indebtedness to the United States as the result of bonds purchased through the authority of the U.S. Department of Agriculture, Rural Development, is discharged; and,
 - 2. All outstanding obligations each Township has to the Authority are discharged and all outstanding obligations the Authority has to each Township are discharged;
- B. After the conditions of paragraph A, above, have been satisfied, any Township may withdraw from the Authority following the procedures of this paragraph. Any withdrawal shall not have the effect of dissolving the Authority, unless all Townships withdraw.
 - 1. Before a Township may vote on a resolution concerning withdrawal from the Authority, it must publish in a newspaper of general circulation within

the township a public notice that the Township is considering withdrawing from the Authority. The notice shall be published at least ten (10) days before the meeting.

2. The effective date of the resolution to withdraw shall be at least six (6) months after the meeting at which the resolution was passed.
 3. Any Township withdrawing from the Authority shall reimburse the Authority for all expenses, including actual and reasonable attorney fees, incurred by the Authority to update these Articles of Incorporation or any other document necessary as a result of the withdrawal.
 4. A certified copy of the resolution to withdraw shall be sent by certified mail to the chair of the Authority Board and the clerk of the other Townships. The resolution must be mailed at least six (6) months before the effective date of the resolution.
 5. If all Townships elect to dissolve the Authority, then each Township shall follow the public notice and publication requirements of subsection 1, above. The Townships shall agree on the effective date of the dissolution. No mailing of the resolutions to dissolve the Authority is required.
- C. A Township that withdraws from the Authority shall continue to be subject to pay any tax levied in its jurisdiction by the Authority for the duration of the period of that authorized tax.
- D. A Township that withdraws from the Authority shall remain liable for a proportion of the normal debts and liabilities of the Authority up to the effective date of the withdrawal, but shall not be liable for any capital expenditures incurred by the Authority between the date the resolution to withdraw was adopted and the effective date of the withdrawal. The proportion of the Authority's debt for which a withdrawing Township remains liable shall be determined by dividing the taxable value of the real and personal property in the withdrawing Township by the taxable value of all real and personal property in the Authority as a whole before any withdrawal.
- E. Upon dissolution, debts of the Authority shall be paid and the net assets shall be divided among the Townships on a pro rata basis based on the total taxable

value of each township. Each Township shall also be subject to the obligations imposed by the Act. If the Authority's assets are insufficient to pay all of the Authority's debts, then each Township shall remain liable on a pro rata basis based on the total taxable value of each township for a proportion of the debts and liabilities of the Authority incurred while the Township was a part of the Authority.

XI. PUBLICATION/FILING

The Clerk for Hanover Township shall be responsible for publishing these Articles of Incorporation in the _____ newspaper and for filing a certified copy of these articles with the Secretary of State as required by the Act.

XII. EFFECTIVE DATE

The Authority shall become effective on March 14, 2022.