

**RESOLUTION NO. 14-\_\_\_\_\_**

**WHEREAS**, the Certificate of Incorporation of the Huntsville and Madison County Railroad Authority (the "Authority") was filed in the Office of the Judge of Probate for Madison County, Alabama, on May 24, 1984; and

**WHEREAS**, Code of Alabama, §37-13-3 (1975) states in pertinent part in regard to Railroad Authorities, as follows:

The certificate of incorporation of an authority shall state:

"(6) The number of directors, which shall be not less than three, the duration of their respective terms of office (which shall not be in excess of five years), and, subject to the provisions of Section 37-13-5, the manner of their election or appointment; ..."

**WHEREAS**, Code of Alabama, §37-13-5 (1975) states in pertinent part in regard to Railroad Authorities, as follows:

"Each authority shall be governed by a board of directors composed of the number of directors provided in its certificate of incorporation, all of whom shall be selected in accordance with the provisions of this section. ...If there is to be more than one authorizing subdivision, the respective governing bodies of the authorizing subdivisions shall each elect the same number of directors; and one additional director shall be elected jointly by the governing bodies of all the authorizing subdivision."

**WHEREAS**, the Certificate of Incorporation of the Authority, dated May 22, 1984, states in pertinent part as follows:

"(8) The corporate power shall be exercised by a board of directors composed of seven members as hereinafter provided. One of the directors first elected by the Madison County Commission ... for an initial term of one year. Two of the directors first elected shall be elected for an initial term of three years by the Madison County Commission. One of the directors first elected shall be elected by the City Council...for an initial term of two years. Two of the directors first elected shall be elected by the City Council ... for an initial term of four years. One of the directors first elected shall be elected for an initial term of five years jointly by the Madison County Commission and the City Council of the City of Huntsville for an initial term of five years jointly by the Madison County Commission and the City Council of the City of Huntsville. Thereafter the successors ... shall be elected for five year terms by the governing body of bodies making the initial election..."

**WHEREAS**, The City Council of the City of Huntsville, for purposes of clarity and ease in making future appointments, wishes to assign Place Numbers to the positions of the Board appointment by the City Council, as set forth below; and

**WHEREAS**, according to the Certificate of Incorporation, the initial terms of the Board of Directors of the Authority were appointed and should have expired as follows:

Madison County Place 1	Appointed 1984, Expired 1985	1 Year Term
Madison County Place 2	Appointed 1984, Expired 1987	3 Year Term
Madison County Place 3	Appointed 1984, Expired 1987	3 Year Term
Huntsville City Place 1	Appointed 1984, Expired 1986	2 Year Term
Huntsville City Place 2	Appointed 1984, Expired 1988	4 Year Term
Huntsville City Place 3	Appointed 1984, Expired 1988	4 Year Term
Joint County/City Appt.	Appointed 1984, Expired 1989	5 Year Term

With all future appointments in five-year increments from the initial expiration dates; and

**WHEREAS**, for purposes of correcting expiration dates to comply with five-year terms, as set forth in the Certificate of Incorporation of the Authority, the City Council of the City of Huntsville wishes to adjust expiration dates of the members of the Board appointed by the City Council, as set forth below:

City Place 1, Currently held by Debbie Reed Batson; Expired May 22, 2011. Should be appointed for a term expiring May 22, 2016.

City Place 2, Currently held by Jerry Cox; Expired May 22, 2013. Should be appointed for a term expiring May 22, 2018.

City Place 3, Currently held by Mark D. Lumb; Expired May 22, 2013. Should be appointed for a term expiring May 22, 2018.

Joint Place 4, Currently held by Warren Jones; Expired May 22, 2014. Should be appointed by the City Council for a term expiring May 22, 2019.

**BE IT RESOLVED** that all future appointments to the Board shall expire on May 22, calculated in five-year increments from the expiration of the initial term of the appointed Place, as reflected in the chart on page 2 hereof, regardless of the date of appointment.

**ADOPTED** this the 9th day of October, 2014.

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President of the City Council  
of the City of Huntsville,  
Alabama

**APPROVED** this the 9th day of October, 2014.

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Mayor of the City of  
Huntsville, Alabama