

CITY COUNCIL AGENDA ITEM COVER MEMO

Agenda Item Number _____

Meeting Type: Regular

Meeting Date: 1/28/2016

Action Requested By:
Public Transit

Agenda Item Type
Ordinance

Subject Matter:

Ordinance to declare certain equipment surplus and donated to the Lincoln Village Preservation Corporation through an Agency Appropriation Agreement.

Exact Wording for the Agenda:

Ordinance to declare certain equipment surplus and donated to the Lincoln Village Preservation Corporation through an Agency Appropriation Agreement.

Note: If amendment, please state title and number of the original

Item to be considered for: Action

Unanimous Consent Required: No

Briefly state why the action is required; why it is recommended; what Council action will provide, allow and accomplish and; any other information that might be helpful.

This ordinance declares Public Transit, non-wheelchair lift, modified van surplus and donated the vehicle through an Agency Appropriation Agreement to the Lincoln Village Preservation Corporation. It has met its useful life, federal and local, and was replaced during the last fiscal year. This replacement vehicle we purchased with Federal Transit Administration grant funds, at an 80% match.

Associated Cost:

Budgeted Item: Not applicable

MAYOR RECOMMENDS OR CONCURS: Yes

Department Head: Wall for Tommy Brown

Date: 1/25/16

ORDINANCE NO. 16 -

BE IT ORDAINED by the City Council of the City of Huntsville, Alabama, that the following described property declared surplus and no longer needed for a public or municipal purpose is described as follows:

Equip #021448 2006 Ford Goshen Pacer II
VIN 1FDWE35LX6DA32161

BE IT FURTHER ORDAINED that the MAYOR and City Clerk-Treasurer be, and they are hereby, authorized and directed to dispose of said vehicle owned by the City of Huntsville, Alabama, described herein, by donating it to the LINCOLN VILLAGE PRESERVATION CORPORATION by an Agency Appropriation Agreement. The Mayor and the City Clerk-Treasurer be, and they are hereby, authorized and directed to execute and attest, respectively, for and on behalf of the City of Huntsville, Alabama; and signed by the Mayor, conveyance of the title to said vehicle, when applicable. Said document being permanently kept on file in the office of the City Clerk-Treasurer of the City of Huntsville, Alabama.

ADOPTED this the 28th day of January, 2016.

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

APPROVED this the 28th day of January, 2016.

Mayor of the City of Huntsville,
Alabama

ATTEST:

Kenneth Benion
Clerk-Treasurer

**AGENCY APPROPRIATION AGREEMENT
BETWEEN THE CITY OF HUNTSVILLE AND
LINCOLN VILLAGE PRESERVATION CORPORATION**

STATE OF ALABAMA

COUNTY OF MADISON

AGENCY APPROPRIATION AGREEMENT

THIS AGREEMENT, made and entered into this _____ day of January, 2016, by and between Lincoln Village Preservation Corporation, hereinafter referred to as "AGENCY", and the City of Huntsville, a municipal corporation in the State of Alabama, hereinafter referred to as "CITY".

WITNESSETH:

WHEREAS, Agency provides services which confer a public benefit of a reasonably general character; and,

WHEREAS, City desires to appropriate funds or equipment to Agency to assist with the provision of such services; and,

WHEREAS, the expenditure of funds or equipment appropriated by City to Agency for such services constitutes a legitimate public purpose; and,

WHEREAS, both parties acknowledge the receipt of good and valuable consideration supporting the terms and conditions of this agreement.

NOW, THEREFORE, for and in consideration of the mutual promises and covenants contained herein, the parties agree as follows:

A. Agency will provide the services authorized by its charter, Articles of Incorporation, by-laws, or other applicable documents which govern the scope of its services.

C. City agrees to donate certain equipment, identified on Exhibit A and having been previously declared surplus, to Agency in exchange for the Agency's mutual aid assistance to the City.

D. The parties agree that the services provided by Agency serve a legitimate public purpose.

President of the City Council of
the City of Huntsville, Alabama
Date: _____

E. Agency agrees that it has no authority to obligate any City funds or equipment beyond those appropriated by City for this agreement.

IN WITNESS WHEREOF, the parties hereto have executed this agreement on this the _____ day of January, 2016.

CITY OF HUNTSVILLE, ALABAMA

BY: _____
Tommy Battle
ITS: Mayor

ATTEST:

By: _____
Kenneth Benion
Its: Clerk-Treasurer

AGENCY

BY: Dee Bam
ITS: Assistant Director

WITNESS:

Elizabeth W. [Signature]

EXHIBIT A

021448 2006 Ford Goshen Pacer II
VIN 1FDWE35LX6DA32161

OGDEN UT 84201-0038

In reply refer to: 0441986857
Oct. 13, 2010 LTR 4168C E0
20-0379279 000000 00
00021427
BODC: TE


LINCOLN VILLAGE PRESERVATION
CORPORATION
% JOE MOSELEY
100 CHURCH ST SW STE 100
HUNTSVILLE AL 35801-4955

007405

Employer Identification Number: 20-0379279
Person to Contact: D BRIDGEWATER
Toll Free Telephone Number: 1-877-829-5500

Dear Taxpayer:

This is in response to your Oct. 01, 2010, request for information regarding your tax-exempt status.

Our records indicate that you were recognized as exempt under section 501(c)(03) of the Internal Revenue Code in a determination letter issued in JUNE 2004.

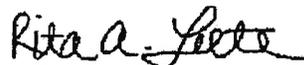
Our records also indicate that you are not a private foundation within the meaning of section 509(a) of the Code because you are described in section(s) 509(a)(1) and 170(b)(1)(A)(vi).

Donors may deduct contributions to you as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

Please refer to our website www.irs.gov/eo for information regarding filing requirements. Specifically, section 6033(j) of the Code provides that failure to file an annual information return for three consecutive years results in revocation of tax-exempt status as of the filing due date of the third return for organizations required to file.

If you have any questions, please call us at the telephone number shown in the heading of this letter.

Sincerely yours,



Rita A. Leete
Accounts Management II

34454

**ARTICLES OF INCORPORATION
OF
LINCOLN VILLAGE PRESERVATION CORPORATION**

COMES NOW the undersigned incorporators desiring to form a nonprofit corporation under and pursuant to the Laws of the State of Alabama, and do hereby adopt and file these Articles of Incorporation in accordance with the provisions of Chapter 3A of Title 10 of the 1975 Code of the State of Alabama as amended.

03 APR -7 11:21
TAX
REVENUE
DEPARTMENT

ARTICLE ONE

NAME

The name of this corporation is LINCOLN VILLAGE PRESERVATION CORPORATION.

ARTICLE TWO

DURATION

The duration of this corporation shall be perpetual unless dissolved by law or action of the corporation.

ARTICLE THREE

PURPOSES

This corporation is organized and shall be operated to buy, acquire, improve, renovate, preserve, develop, lease, own, hold, operate, and sell residential properties to provide safe and affordable housing for low-income individuals and families.

ARTICLE FOUR

MEMBERS

The corporation will not have members.

4.00
1.00
25
2500
1000

42.25

ARTICLE FIVE

BOARD OF DIRECTORS

The number of directors shall be not less than three (3) nor more than nine (9). The number of directors constituting the initial Board of Directors is three. The names and addresses of the persons who are to serve as the initial directors are:

Dr. Robert L. Hash, II
105 Rands Avenue
Huntsville, Alabama 35801

Mike Stanfield
295 Forrest Hills Drive
Brownsboro, Alabama 35741

Wayne Parker
4844 Cove Creek Drive
Huntsville, Alabama 35741

ARTICLE SIX

REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is 105 Rands Avenue, Huntsville, Alabama 35801, and the name of its initial registered agent at such address is Dr. Robert L. Hash, II.

ARTICLE SEVEN

POWERS

The corporation shall be empowered to do and perform such acts as may be necessary or appropriate in carrying out the purposes stated in Article Three hereunder and, in connection

therewith, to exercise any of the powers granted to nonprofit corporations by the Alabama Nonprofit Corporation Act consistent with this corporation's status as an organization exempt from federal income tax under sections 501(a) and 501(c)(3) of the United States Internal Revenue Code of 1986 as amended and to which contributions are deductible under section 170(c)(2) of the United States Internal Revenue Code of 1986 as amended. The Board of Directors of this corporation shall administer and distribute the property held by this corporation in the manner that best serves the charitable and educational purposes for which this corporation is formed.

In furtherance of the purposes of this corporation, this corporation shall have and may exercise any and all powers conferred upon nonprofit corporations by the laws of the State of Alabama, including, but not limited to, the powers enumerated below:

1. To buy, improve, renovate, preserve, develop, mortgage, deal in, lease, own, hold and sell property or any interest therein, both real and personal, wherever situated for the purposes hereinabove enumerated and set forth;

2. To acquire by gift, purchase, or otherwise, and to own, sell, mortgage, or otherwise deal in bonds, negotiable papers, bills, or notes, and to enjoy, trade in, or dispose of said property in any manner whatsoever;

3. To acquire, own, and transfer shares of capital stock, bonds, interest certificates, and other evidences of indebtedness of other corporations, associations, or individuals, and while holder thereof, to exercise the rights of ownership, including the right to vote thereon;

4. To establish lines of credit with banking houses and with others for the purposes hereinbefore enumerated and set forth, and to incur indebtedness and to raise, borrow, and secure the

payment of money in any lawful manner, including the issue and sale, or other disposition, of bonds, warrants, debentures, obligations, and negotiable and transferable instruments, and evidences of indebtedness of any kind, whether secured by mortgage, pledge, deed of trust, or otherwise, for the purpose of adding additional capital or for any other purpose in and about its business or affairs without limit as to amount, except as provided by statute, this to be done pursuant to such terms and conditions and by such officers as the lender may require;

5. To have one or more offices and to conduct any or all of its operations and to promote its objects and purposes within or without the State of Alabama without restrictions as to place or amount;

6. To modify any restriction or condition on the distribution of funds for any specified charitable or educational purposes, or to specified organizations, if in the sole judgment of the Board of Directors (without the approval of any trustee, custodian, or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, obsolete, inappropriate, impracticable, or inconsistent with the charitable and educational purposes of this corporation;

7. To establish and administer trust funds; to convey or transfer any moneys or personal or real properties to any corporate trustee possessing trust powers under the laws of the State of Alabama for the purpose of permitting said trustee to manage and invest such property on behalf of this corporation; and to exercise such control as is consistent with these Articles over property conveyed or transferred by a donor to a trustee, custodian, or agent for the benefit of this corporation; and

8. To replace any participating trustee, custodian, or agent for breach of fiduciary duty under the laws of the State of Alabama or for failure to produce a reasonable return of net income over a reasonable period of time as such shall be determined by the Board of Directors.

The enumeration of the foregoing powers shall not be held to limit or restrict in any manner the general powers conferred upon nonprofit corporations under the laws of the State of Alabama.

Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not carry on any activities inconsistent with its status as a corporation exempt from federal income tax under section 501(c)(3) of the United States Internal Revenue Code of 1986 as amended, or by a corporation contributions to which are deductible under section 170(c)(2) of the United States Internal Revenue Code of 1986 as amended.

ARTICLE EIGHT

BENEFIT TO DIRECTORS AND OFFICERS

No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its directors, officers, or members, but this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereunder.

ARTICLE NINE

DISSOLUTION

The dissolution of this corporation (whether by the transfer of substantially all of the assets or funds of this corporation or otherwise) shall be accomplished consistent with the intent that the assets or funds be held and used for purposes permitted of corporations operating under section 501(c)(3) of the United States Internal Revenue Code of 1986 as amended. Such termination shall

not be effected so as to cause any tax to be imposed under section 507(c) of the United States Internal Revenue Code of 1986 as amended. Subject to the foregoing sentence, in the event of a dissolution of this corporation for any reason, the property then held shall (after payment or provision for payment of all liabilities) be disposed of exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code of 1986 as amended, or to an organization which is organized for charitable and educational purposes and is qualified as exempt from federal income tax under sections 501(a) and 501(c)(3) of the United States Internal Revenue Code of 1986 as amended. Such disposition shall be as the Board of Directors shall select, and with respect to any property not so disposed, as the court which has general jurisdiction for the county in which the principal office of the corporation shall then be located, shall select.

ARTICLES TEN

APPLICABILITY OF FEDERAL REVENUE LAWS

Reference herein to any section of the United States Internal Revenue Code of 1986 as amended includes the corresponding provision or provisions then in effect of any subsequent federal law.

ARTICLE ELEVEN

BYLAWS

Bylaws or other rules for the government and management of this corporation and its business and affairs may be adopted at any time and from time to time by the Board of Directors.

ARTICLE TWELVE

AMENDMENT OF ARTICLES

This corporation reserves the right to alter or amend these Articles of Incorporation by the affirmative vote of a majority of the directors in office at any regular or special meeting of the Board of Directors.

ARTICLE THIRTEEN

INCORPORATORS

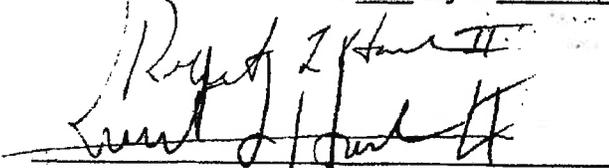
The names and addresses of the incorporators are as follows:

Dr. Robert L. Hash, II
105 Rands Avenue
Huntsville, Alabama 35801

Mike Stanfield
295 Forrest Hills Drive
Brownsboro, Alabama 35741

Wayne Parker
4844 Cove Creek Drive
Huntsville, Alabama 35741

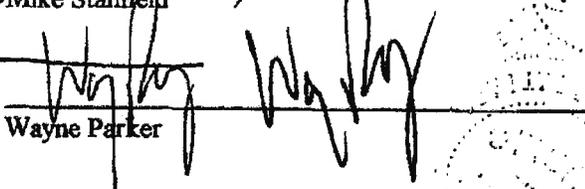
IN WITNESS WHEREOF, we, the undersigned incorporators of the LINCOLN VILLAGE PRESERVATION CORPORATION have hereunto set our hands on this 14th day of June, 2003.



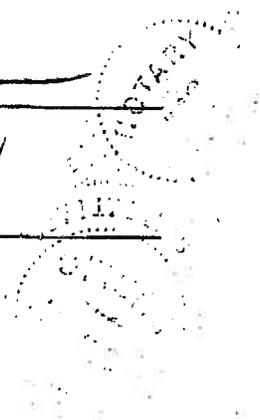
Robert L. Hash, II



Mike Stanfield



Wayne Parker



STATE OF ALABAMA
COUNTY OF MADISON

I, the undersigned authority in and for said County and State, hereby certify that ROBERT L. HASH, II, whose name is signed to the foregoing Articles of Incorporation, and who is known to me, acknowledged before me on this day that, being informed of the contents of the Articles of Incorporation, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 1st day of May, 2003.

Cindy S. Kramer
Notary Public
Expires: 6-30-03

STATE OF ALABAMA
COUNTY OF MADISON

I, the undersigned authority in and for said County and State, hereby certify that MIKE STANFIELD, whose name is signed to the foregoing Articles of Incorporation, and who is known to me, acknowledged before me on this day that, being informed of the contents of the Articles of Incorporation, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 29th day of APRIL, 2003.

Randy L. Reynolds
Notary Public
My Commission Expires 6-27-06

STATE OF ALABAMA
COUNTY OF MADISON

I, the undersigned authority in and for said County and State, hereby certify that WAYNE PARKER, whose name is signed to the foregoing Articles of Incorporation, and who is known to me, acknowledged before me on this day that, being informed of the contents of the Articles of Incorporation, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 2nd day of May, 2003.

Cindy S. Kramer
Notary Public
Expires: 6/30/03

BOOK 0189 PAGE 0369

THIS INSTRUMENT PREPARED BY: S. Dagnal Rowe, WILMER & LEE, P.A., 100 Washington Street, Suite 200 (P. O. Box 2168), Huntsville, Alabama 35801 (35804), 256-533-0202

STATE OF ALABAMA
COUNTY OF MADISON

CERTIFICATE OF INCORPORATION
OF
LINCOLN VILLAGE PRESERVATION CORPORATION

The undersigned, as Judge of Probate of Madison County, State of Alabama, hereby certifies that the original and two copies of the Articles of Incorporation for the incorporation of LINCOLN VILLAGE PRESERVATION CORPORATION, duly signed, have been received in this office and are found to conform to law.

Accordingly, the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of LINCOLN VILLAGE PRESERVATION CORPORATION, and attaches hereto a certified copy of the Articles of Incorporation.

Given under my hand and official seal on this the 7th day of May, 2003.

Tommy Ragland
Judge of Probate

INVESTMENT
TAX
12:11:21
03 MAY - 7 PM 1:21