

**MINUTES FROM A WORK SESSION OF THE
COUNCIL OF MUSCLE SHOALS, ALABAMA, HELD**

February 20, 2023

The City Council of Muscle Shoals, Alabama met at the Muscle Shoals City Hall auditorium in said City at 5:00 p.m. on the 20th day of February 2023. The following members were found to be present or absent, as indicated:

PRESENT: CHRIS HALL, GINA CLARK, WILLIS THOMPSON, KEN
SOCKWELL, DAVID MOORE

ABSENT: NONE

Ken Sockwell, Council President, presided at the meeting. Mayor Mike Lockhart was also present. Beth Jones, City Clerk, and Kate Isbell, Administrative Assistant/Marketing, were present and kept the minutes of the meeting.

The City Council interviewed the following applicants for appointment of two available spots on the Electric Board:

Brian Barton, James W. Nipper, Kelso G. Sims, Larry D. (Butch) Whitehead, Tommy V. Whatley, Donnie Allen, Reggie Goins, Paula Patterson Michael, Justin Garrett Wall.

Kevin Jackson of DURA Automotive spoke with the Mayor and Council and requested to amend the abatement.

William Scoggins spoke with the Mayor and Council and requested that an ordinance be developed that requires a three sided barrier for garbage and brush for multi-family homes.

Jalen Johnson, Director of Human Resources, presented job descriptions of the Procurement Agent and Director of HR. He announced that the only change was the duty of secretary for the Civil Service Board be moved from Procurement Agent to Human Resources Director.

Brittney Walker, Finance Officer, spoke with the Mayor and Council and requested the alteration of the way tobacco tax is collected. She announced that we are one of the few cities that sells tobacco stamps.

Brittney Walker also spoke with the Mayor and Council and announced that she spoke with Johnny Dill about the issuance of a bond.

The council reviewed agenda items.

There being no further business the meeting was adjourned at 6:15 p.m.

**MINUTES FROM A REGULAR MEETING
OF THE COUNCIL OF MUSCLE SHOALS, ALABAMA, HELD
February 20, 2023**

The City Council of Muscle Shoals, Alabama met at the Muscle Shoals City Hall auditorium in said City at 6:15 p.m. on the 20th day of February 2023 being the scheduled time and place for said meeting. The meeting was called to order by Ken Sockwell, Council President. On roll call the following members were found to be present or absent, as indicated:

PRESENT: CHRIS HALL, GINA CLARK, WILLIS THOMPSON, KEN
SOCKWELL, DAVID MOORE

ABSENT: NONE

Ken Sockwell, Council President, presided at the meeting and declared that a quorum was present and that the meeting was convened and opened for the purposes of transaction of business. Beth Jones, City Clerk and Kate Isbell, Administrative Assistant/Marketing were present and kept the minutes of the meeting.

The invocation was given by James Vance. President Ken Sockwell led in the pledge of allegiance.

Upon motion duly made by Council Member Clark and seconded by Council Member Thompson and unanimously adopted, the Council waived the reading of the minutes of the previously held regular meeting and work session of February 6, and approved the minutes as written.

Mayor Lockhart congratulated the girls and boys' basketball teams that played at Wallace State. He also announced that Parks and Recreation will be hosting some upcoming events.

Council Member Moore made a motion to approve Procurement Agent/Human Resources job descriptions; Council Member Clark seconded that motion.

President Sockwell stated that approval of the resolution was before the Council. Those in favor of the application would indicate so by voting aye and those opposed would indicate by voting nay. Upon said question being put to a vote, a roll call was had, and the vote recorded as follows:

AYES: Council Member Hall, Council Member Clark, Council Member Sockwell, Council
Member Thompson, Council Member Moore

NAYS: None

Council Member Thompson made a motion to approve the resolution on DURA Tax abatement; Council Member Hall seconded that motion.

President Sockwell announced that the next item of business was consideration of approving a resolution to appoint two people to the Electric Board.

Roll call was given to record a vote for the first appointment, and the vote of each Council Member is the following:

Councilmember Hall:	Butch Whitehead
Councilmember Clark:	Butch Whitehead
Councilmember Thompson:	Brian Barton
Councilmember Sockwell:	Butch Whitehead
Councilmember Moore:	Butch Whitehead

Roll call was given to record a vote for the second appointment, and the vote of each Council Member is the following:

Councilmember Hall:	Tommy Whatley
Councilmember Clark:	Tommy Whatley
Councilmember Thompson:	James Nipper
Councilmember Sockwell:	Tommy Whatley
Councilmember Moore:	Tommy Whatley

There being no further business to come before the meeting, upon the motion duly made and seconded the meeting was adjourned.

transaction taxes, except those local construction-related transaction taxes levied for educational purposes or for capital improvements for education and except the 0.5% general sales and use taxes levied by Colbert County, which pursuant to Alabama Act No. 2007-351 cannot be abated, as the same may apply to the fullest extent permitted by the ACT.

Section 2. The period of abatement for the noneducational property taxes shall extend for a period of ten (10) years measured as provided in the Act unless the Company ceases operation for which these property tax abatements are granted. Should the Company cease operation the abatements granted herein are considered null and void.

Section 3. The Granting Authority hereby does not assess a fee associated with the granting of these abatements.

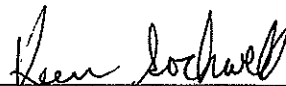
Section 4. The governing body of the Granting Authority is authorized to enter into a Tax Abatement Agreement with the Company to provide for the abatement granted in Section 1.

Section 5. A certified copy of this resolution, with the application and abatement agreement, shall be forwarded to the Company to deliver to the appropriate local taxing authorities (if applicable) and to the Alabama Department of Revenue in accordance with the Act.

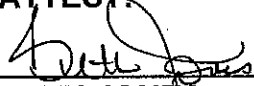
Section 6. The governing body of the Granting Authority is authorized to take any and all actions necessary or desirable to accomplish the purpose of the foregoing of this Resolution.

APPROVED AND ADOPTED this 20th day of February 2023.

CITY COUNCIL OF MUSCLE SHOALS, ALABAMA

By: 


KEN SOCKWELL
President of the Council

ATTEST:


BETH JONES
City Clerk

CERTIFICATION

I, Beth Jones, the duly appointed City Clerk of Muscle Shoals, Alabama, hereby certify that the City Council of Muscle Shoals, Alabama, duly adopted the above and foregoing Resolution at a regular meeting of the Council held on the 20th day of February 2023.



BETH JONES
City Clerk

WHEREAS, the Granting Authority will not issue bonds in connection with the private use industrial development property herein described; and

WHEREAS, for the purposes of abatement of all noneducational property taxes, it has been determined that no portion of the Project has been placed in service or operation by the Company or by a related party, as defined in 26 U.S.C. §267, with respect to the Company prior to the Effective Date of this Agreement; and

WHEREAS, for the purposes of the abatement of all construction-related transaction taxes, no portion of the Project which has been requested for abatement has been purchased prior to the Effective Date of this Agreement; and

WHEREAS, the Project conducts trade or business as described in Section 40-9B-3(a)(10), **Code of Alabama 1975**, as amended; and

WHEREAS, the construction of the project will involve a capital investment of \$74,700,000; and

WHEREAS, the request for abatement of all state and local noneducational property taxes and all construction-related transaction taxes does not include any capitalized repairs, rebuilds, maintenance, replacement equipment, or costs associated with the renovating or remodeling of existing facilities of industrial development property previously placed in service by the Company; and

WHEREAS, the Company is duly qualified to do business in the State of Alabama, and has powers to enter into, and perform and observe the agreements and covenants on its part contained in this Agreement; and

WHEREAS, the Granting Authority represents and warrants to the Company (a) that it has power under that constitution and laws of the State of Alabama (including particularly the provisions of the Act) to carry out the provisions of this Agreement, (b) that the execution of this Agreement on its behalf has been duly authorized by resolution adopted by the governing body of the Granting Authority;

NOW, THEREFORE, the Granting Authority and the Company, in consideration of the mutual promises and benefits specified herein, hereby agree as follows:

1. In accordance with the Act, the Granting Authority hereby grants to the Company an abatement from liability for the following taxes as permitted by the Act:

(a) **Noneducational Property Taxes:** all property taxes that are not required to be used for educational purposes or for capital improvements for education for ten (10) years; however, should the Company cease operation for which these property tax abatements are granted, the abatements granted herein shall be null and void.

(b) **Construction-Related Transaction Taxes:** the transaction taxes imposed by Chapter 23 of Title 40 of the **Code of Alabama 1975** on the tangible personal property and taxable services to be incorporated into the Project, the cost of which may be added to capital account with respect to the Project, except those local construction-related transaction taxes levied for educational purposes or for capital improvements for education, and except the 0.5% general sales and use taxes levied by Colbert County, which pursuant to Alabama Act No. 2007-351 cannot be abated.

2. An estimate of the amount of taxes abated pursuant to this Agreement is set forth below. The Granting Authority and the Company hereby acknowledge that this estimate reflects the amount of taxes

8. Limitations. Notwithstanding any provision contained herein to the contrary, this Agreement is limited solely to the abatement of all state and local noneducational property taxes and all construction-related transaction taxes, except those local construction-related transaction taxes levied for educational purposes or for capital improvements for education, and except the 0.5% general sales and use taxes levied by Colbert County, which pursuant to Alabama Act No. 2007-351 cannot be abated, for the periods specified herein. Nothing in this Agreement shall be construed as a waiver by the Company of any greater benefits that the Project or any portion thereof may have available under provisions of the law other than the Act.

9. Severability. This Agreement may be amended or terminated upon mutual consent of the Company and the Granting Authority. Any such amendment or termination shall not in any manner affect the rights and duties by and between the Company and the Granting Authority.

This Agreement is executed as of the dates specified below.

DUS Operating Inc.

By: _____
Name: _____
Title: _____
Date: February 20, 2023


City Council of Muscle Shoals, Alabama

By: Ken Sockwell
Name: Ken Sockwell
Title: President of the Council
Date: February 20, 2023

STATE OF ALABAMA)
 :
COLBERT COUNTY)

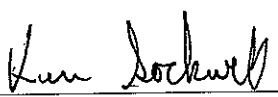
I, Beth Jones, City Clerk of the **City of Muscle Shoals, Alabama**, DO HEREBY CERTIFY that the foregoing is a true and correct copy of a resolution which was duly adopted and approved by the City Council of the City of Muscle Shoals, Alabama, at a regular meeting held the 20th day of February, 2023.

GIVEN under my hand and the official SEAL of Muscle Shoals, this the 20th day of February, 2023.



Beth Jones, City Clerk

APPROVED:



Ken Sockwell
President of the Council

STATE OF ALABAMA)
 :
COUNTY OF COLBERT)

**FIRST AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
GREATER SHOALS BROADBAND COOPERATIVE DISTRICT**

Pursuant to the provisions of Section 11-99B-5 of the Code of Alabama, 1975, as amended, the undersigned District adopts the following First Amendment to the Certificate of Incorporation to reflect the withdrawal of the City of Tuscumbia, Alabama; the City of Muscle Shoals, Alabama; and The Electric Board of the City of Muscle Shoals, Alabama, as members of the District:

I.

The name of the corporation is GREATER SHOALS BROADBAND COOPERATIVE DISTRICT, an Alabama capital improvement cooperative district incorporated under Section 11-99B-3, Code of Alabama, 1975, as amended (the "District").

II.

The Certificate of Incorporation of the District was recorded of record with the Judge of Probate for Lauderdale County, Alabama, in RLPY Book 2022 at Page 31464, on June 1, 2022, and with the Judge of Probate of Colbert County, Alabama, in OFRD Book 2022 at Page 19226, on June 1, 2022.

III.

The Certificate of Incorporation is hereby amended by deleting Section 1 of Article Three in its entirety and substituting the following in lieu thereof:

VI.

All other provisions of the Certificate of Incorporation of the District shall remain in effect and are ratified and reaffirmed hereby.

DATED: _____, 2023.

**GREATER SHOALS BROADBAND
COOPERATIVE DISTRICT**

By: _____
Jim Blasingame, Chairman

ATTEST:

By: _____
_____, Secretary

THIS INSTRUMENT PREPARED BY:

Clinton D. Graves, Esquire
Gilpin Givhan, PC
2660 EastChase Lane, Suite 300
Montgomery, Alabama 36117
(334) 244-1111 Fax (334) 244-1969

STATE OF ALABAMA)
 :
_____ COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that _____, whose name is signed to the foregoing First Amendment to the Certificate of Incorporation and who is known to me, acknowledged before me on this day that, being informed of the contents of the said First Amendment to the Certificate of Incorporation, he executed the same voluntarily.

Given under my hand and official seal of office, this ___ day of _____, 2023.

SEAL

Notary Public
My Commission Expires: _____

STATE OF ALABAMA)

COUNTY OF Colbert)

**FIRST AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
GREATER SHOALS BROADBAND COOPERATIVE DISTRICT**

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III.

The Certificate of Incorporation is hereby amended by deleting Section 1 of Article Three in its entirety and substituting the following in lieu thereof:

"1. The initial authorizing subdivisions of the public corporation are the County of Lauderdale, Alabama; the City of Florence, Alabama; The University of North Alabama; the County of Colbert, Alabama; the City of Sheffield, Alabama; the City of Muscle Shoals, Alabama; the City of Tuscumbia, Alabama; and the Muscle Shoals Electric Board. The City of Muscle Shoals, Alabama; the City of Tuscumbia, Alabama; and the Muscle Shoals Electric Board have since withdrawn as members of the District."

IV.

The Certificate of Incorporation is hereby amended by deleting Article Six in its entirety and substituting the following in lieu thereof:

"1. The District shall be governed by a board of directors (the "Board"), which Board shall be comprised of twenty-one (21) individuals (the "Directors").

STATE OF ALABAMA)
)
Lauderdale COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Jim Blasingame, whose name is signed to the foregoing First Amendment to the Certificate of Incorporation and who is known to me, acknowledged before me on this day that, being informed of the contents of the said First Amendment to the Certificate of Incorporation, he executed the same voluntarily.

Given under my hand and official seal of office, this 3rd day of February, 2023.

[Signature]
Notary Public
My Commission Expires: June 29, 2025

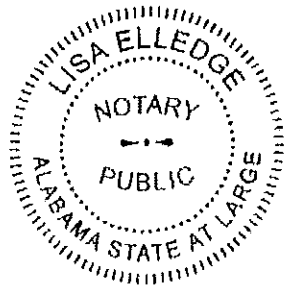
SEAL

STATE OF ALABAMA)
)
Colbert COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Michelle Eubanks, whose name is signed to the foregoing First Amendment to the Certificate of Incorporation and who is known to me, acknowledged before me on this day that, being informed of the contents of the said First Amendment to the Certificate of Incorporation, he executed the same voluntarily.

Given under my hand and official seal of office, this 10 day of February, 2023.

SEAL



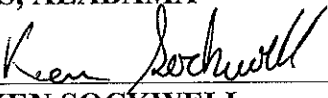
Lisa Elledge
Notary Public
My Commission Expires: 4/23/2025

in a manner consistent with the terms and conditions for the consideration stated herein and pursuant to this Resolution

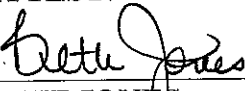
BE IT FURTHER RESOLVED that the title to the vehicle shall be properly executed and delivered, along with the vehicle, to the Town of North Courtland, Alabama, and that all expenses of the transfer of the title shall be borne by the Town of North Courtland, Alabama.

ADOPTED AND APPROVED this 20th day of February, 2023.

CITY COUNCIL OF THE CITY OF MUSCLE SHOALS, ALABAMA

By: 
KEN SOCKWELL
President of the Council

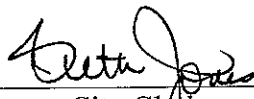
ATTEST:


BETH JONES
City Clerk

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CERTIFICATION

Certified a true and correct copy of the Resolution adopted by the City Council of the City of Muscle Shoals, Alabama at a regular meeting thereof held on the 20th day of February 2023.

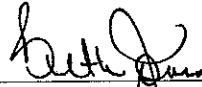
This 20th day of February, 2023.


City Clerk

CERTIFICATE


Certified a true and correct copy of a Resolution adopted by the City Council of the City of Muscle Shoals, Alabama at its meeting held on the 20th day of February 2023.

This 20th day of February 2023.

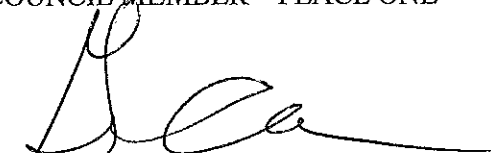


BETH JONES
City Clerk

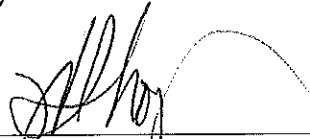
CITY OF MUSCLE SHOALS, ALABAMA
A Municipal Corporation



COUNCIL MEMBER – PLACE ONE



COUNCIL MEMBER – PLACE TWO



COUNCIL MEMBER – PLACE THREE



COUNCIL MEMBER – PLACE FOUR



COUNCIL MEMBER – PLACE FIVE

ATTEST:



BETH JONES, CITY CLERK



KATE ISBELL, ADMINISTRATIVE ASSISTANT/MARKETING