

**MINUTES FROM A REGULAR MEETING OF THE
COUNCIL OF MUSCLE SHOALS, ALABAMA, HELD
December 20, 2010**

The Council of Muscle Shoals, Alabama met at the City Hall in said City at 5:15 p.m. on the 20th day of December, 2010 being the regularly scheduled time and approved place for said meeting. The meeting was called to order by David Bradford, Mayor of the City. The invocation was given by Ricky Williams. On roll call the following members were found to be present or absent, as indicated:

PRESENT: JOE PAMPINTO, JERRY KNIGHT GRISSOM, JAMES HOLLAND
ALLEN NOLES, DAVID H. BRADFORD
ABSENT: NEAL WILLIS

Richard Williams, City Clerk, was present and kept the minutes of the meeting.

David Bradford, Mayor of the City, 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.

Upon motion duly made by Council Member Holland seconded by Council Member Noles and unanimously adopted, the Council waived the reading of the minutes of the previously held regular meeting and work session of December 6, 2010 and approved the minutes as written.

Mayor Bradford announced that the next item of business was consideration of a resolution approving the amendment of the certificate of incorporation of the Health Care Authority of North Alabama d/b/a Healthgroup of Alabama.

Council Member Noles introduced the following resolution which was presented in the meeting and moved for its adoption:

STATE OF ALABAMA
COLBERT COUNTY

RESOLUTION NUMBER 2472 - 10

**A RESOLUTION APPROVING AN APPLICATION SEEKING
PERMISSION TO AMEND THE CERTIFICATE OF INCORPORATION OF
THE HEALTH CARE AUTHORITY OF NORTH ALABAMA d/b/a
HEALTHGROUP OF ALABAMA**

**WHEREAS, THE CITY COUNCIL OF THE CITY OF MUSCLE SHOALS,
ALABAMA (herein called the "City Council") FINDS AS FOLLOWS:**

Section 1. Findings. The Chairman and Secretary of **THE HEALTH CARE AUTHORITY OF NORTH ALABAMA**, d/b/a **HEALTHGROUP OF ALABAMA** (herein called the "Authority") have filed with the Council an Application to Amend the Certificate of Incorporation of Authority under Section 22-21-315 of the *Code of Alabama*, 1975, as amended, a copy of which has been made a part of the minutes of this meeting of the City Council.

Section 2. Form of First Amendment to Certificate of Incorporation. The proposed First Amendment to Certificate of Incorporation is attached hereto as Exhibit "A."

Section 3. The Chairman and Secretary of the Authority have requested that a proper resolution be adopted by the City Council to approve and adopt the First Amendment to Certificate of Incorporation and authorize the Chairman and Secretary to proceed to sign and file the First Amendment to Certificate of Incorporation for the Authority.

NOW THEREFORE, BE IT RESOLVED by the City Council that said Application, which the City Council has reviewed, is regular in all respects and complies with all requirements of the laws of Alabama.

BE IT FURTHER RESOLVED, that permission is hereby granted to the Chairman and Secretary and they shall be and hereby are authorized to proceed to sign and acknowledge and cause to be filed for record the First Amendment to Certificate of Incorporation attached hereto as Exhibit "A."

The form of First Amendment to Certificate of Incorporation attached to the aforesaid Application and set forth above is hereby approved by the City Council.

EXHIBIT "A"

**FIRST AMENDMENT TO CERTIFICATE OF INCORPORATION OF
THE HEALTH CARE AUTHORITY OF NORTH ALABAMA**

**FIRST AMENDMENT TO CERTIFICATE OF INCORPORATION
OF THE HEALTH CARE AUTHORITY OF
NORTH ALABAMA D/B/A HEALTHGROUP OF ALABAMA**

TO: THE HONORABLE JUDGE OF PROBATE OF COLBERT COUNTY, ALABAMA

The undersigned authorized to further the public interests of five North Alabama health care authority hospitals, *i.e.*, **The Health Care Authority of the City of Huntsville d/b/a Huntsville Hospital; The Health Care Authority of Morgan County - City of Decatur d/b/a Decatur General Hospital; The Healthcare Authority of Athens - Limestone County d/b/a Athens-Limestone Hospital; and The Marshall County Health Care Authority db/a Marshall Medical Center North and Marshall Medical Center South; (herein collectively referred to as the "Authority Hospitals")**, hereby amend the Certificate of Incorporation of The Health Care Authority of North Alabama (the "Corporation") pursuant to the provisions of Section 22-21-315, et seq. of the Code of Alabama, 1975, as amended (the "Code"). The chairman and

secretary do make, sign and file this First Amendment to Certificate of Incorporation under the provisions of said Code as follows:

1. The name of the corporation shall be THE HEALTH CARE AUTHORITY OF NORTH ALABAMA d/b/a HEALTHGROUP OF ALABAMA.

2. The Health Care Authority of Lauderdale County and the City of Florence shall be removed as member of The Health Care Authority of North Alabama as of June 30, 2010.

3. Colbert County - Northwest Alabama Health Care Authority d/b/a Helen Keller Hospital and Red Bay Hospital shall be added as a new member of The Health Care Authority of North Alabama effective July 1, 2010.

4. The Health Care Authority of North Alabama hereby amends the number of Board of Directors and the manner of appointment as follows:

The number of directors of the Corporation shall be eleven (11) directors. The Board of Directors shall consist of one (1) director from each Authority Hospital, one (1) At-Large Director, and five (5) directors who are the Chief Executive Officers from each Authority Hospital who shall serve in an ex officio capacity on the Board. The directors shall be appointed as follows:

a. Each Authority Hospital shall nominate three (3) persons for each director ("Authority Director") to the Board of Directors of the Corporation.

b. One (1) director designated as the At-Large director (the "At-Large Director") shall be appointed by the Muscle Shoals City Council from three (3) names presented to the Muscle Shoals City Council from the Board of Directors of the Corporation.

c. The remaining five (5) directors shall be the Chief Executive Officers of the Authority Hospitals (the "CEO Directors") who shall serve in an ex officio capacity for a term concurrent with employment as the CEO of the Authority Hospital but shall be reappointed every six (6) years. The Corporation shall provide the names of the CEO Directors to the Muscle Shoals City Council.

d. The term of office of each Authority Director and At-Large Director shall be two (2) years.

e. The Board of Directors of the Corporation shall not more than ninety (90) days nor less than ten (10) days prior to the expiration of the term of office of the Authority Director or At-Large Director, submit to the City, in writing, a list of the names of the person(s) proposed by resolution duly adopted by the Board of Directors of the Corporation as nominees for such Authority Director or At Large Director; provided, that the Board of Directors shall in such resolution propose the names of not less than three (3) persons for each director position; and provided further, that no name shall be so proposed by the Board of Directors if: (i) the election of such person by the City would contravene any provision of this Certificate of Incorporation or of law applicable to the Corporation, or (ii) such person is otherwise not qualified hereunder or

under applicable provisions of law to occupy the place or seat in question. The City shall appoint a person to occupy the place or seat in question only from the list of persons whose names were so submitted to it by the Board of Directors of the Corporation.

f. In accordance with applicable provisions of the aforesaid Code, (a) any director whose term of office shall have expired prior to the election of a successor thereto shall continue to hold office until his successor shall be so elected, and (b) any director elected to fill a vacancy on the Board of Directors of the Corporation (resulting from the death or resignation of director or cause other than the expiration of the stated term of a director) shall be elected to serve for the unexpired term applicable to such vacancy.

5. All other sections of the Certificate of Incorporation shall remain valid and in force as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned have hereunto subscribed their signatures, in their respective official capacities hereunder noted, this 16th day of November, 2010.

s/s John D. Davis

Chairman
s/s Richard A. Finch

Secretary

Council Member Grissom seconded the motion and upon said motion being put to a vote, all voted "AYE" and "NAYS" were none.

Mayor Bradford announced that the Resolution had been approved.

Mayor Bradford announced that the next item of business was consideration of a resolution appointing members of the board of directors for the Health Care Authority of North Alabama d/b/a Healthgroup of Alabama.

Council Member Grissom introduced the following resolution which was presented in the meeting and moved for its adoption:

STATE OF ALABAMA
COLBERT COUNTY

RESOLUTION NUMBER 2473 -10

A RESOLUTION APPROVING BOARD OF DIRECTORS FOR THE HEALTH CARE AUTHORITY OF NORTH ALABAMA d/b/a HEALTHGROUP OF ALABAMA

WHEREAS, The City Council of the City of Muscle Shoals, Alabama is the appointing authority for members of the Board of Directors of the Health Care Authority of North Alabama, and

WHEREAS, The Health Care Authority of North Alabama has submitted the following nominees for appointment to the Board of Directors:

Athens-Limestone Hospital (1 Seat – Place #1)

Jim Moffatt
Steve Smith
Gail Newton

Decatur General (1 Seat – Place #2)

Nicholas B. Roth
Debra Bryant
James E. King

Helen Keller Hospital (1 Seat – Place #3)

Larry Collum
M. Patrick Smith
Larry Farmer

Huntsville Hospital (1 Seat – Place #4)

Phil Bentley
Mike Goodman
Jean Templeton

Marshall Health System (1 Seat – Place #5)

Donald Slappey, M.D.
Randall Ferguson
Julian S. Sparks, M.D.

At Large (1 Seat – Place #6)

Steve Nesbitt
Doug Ruggles
John Conn

NOW, THEREFORE BE IT RESOLVED by the City Council of Muscle Shoals, Alabama that the following candidates for appointment to the Board of Directors of The Health Care Authority of North Alabama are hereby approved:

Place #1	Jim Moffatt
Place #2	Nicholas B. Roth
Place #3	Larry Collum
Place #4	Phil Bentley
Place #5	Donald Slappey, M.D.
Place #6	Steve Nesbitt

Council Member Pampinto seconded the motion and upon said motion being put to a vote, all voted “AYE” and “NAYS” were none.

Mayor Bradford announced that the Resolution had been approved.

Mayor Bradford announced that the next item of business was consideration of a resolution declaring structures located at 412 Tia Juana Street as a public nuisance and authorizing their removal.

Council Member Pampinto introduced the following resolution which was presented in the meeting and moved for its adoption:

STATE OF ALABAMA
COLBERT COUNTY

RESOLUTION NUMBER 2474 – 10

A RESOLUTION FINDING BUILDING IN AN UNSAFE CONDITION TO THE EXTENT IT IS A PUBLIC NUISANCE AND FURTHER ORDERING SAID BUILDING TO BE DEMOLISHED PURSUANT TO SECTION 11-40-31 *et.seq.* OF THE CODE OF ALABAMA

WHEREAS, notice, dated September 14, 2010, was given pursuant to Section 11-40-31 of the Code of Alabama by the Building Official of the City to the owners of the property, namely Heath Utley and Martha Utley that the building and/or structure situated within the corporate limits of the City of Muscle Shoals, Alabama and having an address of 412 Tia Juana Street is unsafe to the extent it is a public nuisance; and

WHEREAS, the legal description of the property upon which the said building and/or structure is situated is as follows, to wit:

The West 25 feet of Lot 9, all of Lot 10 and the East 30 feet of Lot 11 in Block 5, in what is known as Lake View Highlands, a subdivision in Colbert County, Alabama, known and designated according to the map of said subdivision as recorded in the Office of the Judge of Probate of Colbert County, Alabama.

WHEREAS, the above described property is currently being assessed for ad valorem taxes by the said Heath Utley and Martha Utley; and

WHEREAS, the owners of the property, namely Heath Utley and Martha Utley, have failed to file a written request for a hearing before the City Council as provided by Section 11-40-32 of the Code of Alabama;

BE IT HEREBY RESOLVED by the City Council that, upon the evidence presented unto it by the City's Building Official, the City Council does find that the building and/or structure located within the corporate limits of the City of Muscle Shoals, Alabama at 412 Tia Juana Street, is in an unsafe condition to the extent that it constitutes a public nuisance.

BE IT FURTHER RESOLVED that the City Council does hereby order the said building and/or structure located within the corporate limits of the City of Muscle Shoals, Alabama at 412 Tia Juana Street, be demolished and that said demolition shall be accomplished by use of the City's own forces or, in the alternative, the City may contract for the demolition.

BE IT FURTHER RESOLVED that subsequent to the demolition of the said building and/or structure the City's Building Official shall make a report to the City Council of the costs thereof.

Council Member Holland seconded the motion and upon said motion being put to a vote, all voted "AYE" and "NAYS" were none.

Mayor Bradford announced that the Resolution had been approved.

Mayor Bradford announced that the next item of business was the City's appointment to the Shoals Solid Waste Authority.

Council Member Holland moved that Mayor Bradford be appointed to the four year term on the Shoals Solid Waste Authority with the term beginning in January, 2011. Council Member Noles seconded the motion and upon said motion being put to a vote the votes were as follows:

AYES: Council Member Pampinto, Council Member Grissom,
Council Member Holland, Council Member Noles

NAYS: None

ABSTAINING: Mayor Bradford

Mayor Bradford announced that the motion had passed and the appointment was approved.

Mayor Bradford announced that the next item of business was consideration of a resolution amending the Project Development Agreement with North American Lighting to grant a six month extension to the full employment requirement of the agreement.

Council Member Noles introduced the following resolution which was presented in the meeting and moved for immediate consideration of its adoption:

STATE OF ALABAMA
COLBERT COUNTY

RESOLUTION NUMBER 2475 - 10

A RESOLUTION AUTHORIZING THE AMENDMENT OF CERTAIN PROVISIONS OF A PROJECT DEVELOPMENT AGREEMENT WITH NORTH AMERICAN LIGHTING, INC.

WHEREAS, the City Council of the City of Muscle Shoals, Alabama has entered into A Project Development Agreement with North American Lighting, Inc., an Illinois corporation; and

WHEREAS, the City has been requested that certain provisions of the Project Development Agreement be amended and the City Council has reviewed the same and has determined that the terms and conditions of the amendment are agreed upon by the City; and

WHEREAS, the City Council has reviewed the contents of an instrument styled Project Development Agreement and finds that said instrument is in due form and proper order and upon consideration of same determines that it is wise and expedient that the City execute and deliver said instrument to North American Lighting, Inc., and

WHEREAS, the City Council finds that other instruments and related documents may be required in connection with said instrument and project and is desirous of authorizing the execution and delivery of other instruments and related documents in connection with the said Project Development Agreement as above described;

BE IT HEREBY RESOLVED that the City Council of the City of Muscle Shoals, Alabama, does hereby approve the amendment to the Project Development Agreement as follows:

Section 1. 1.3 (c) Reduction of Reimbursement Obligation insofar as the City of Muscle Shoals is concerned and as same pertains to the Full Employment Threshold requirement which shall be extended from the existing date of December 31, 2010 unto June 30, 2011.

BE IT FURTHER RESOLVED that the Mayor of the City, David H. Bradford, be, and hereby is, authorized to execute and deliver any required instruments and related documents in connection with the said amendments as herein approved for and on behalf of the City.

BE IT FURTHER RESOLVED that a certified copy of this Resolution be prepared forthwith by the Clerk and delivered unto North American Lighting, Inc. and furthermore shall retain a copy to be kept on file by the said Clerk.

Council Member Grissom seconded the motion and upon said motion being put to a vote, a roll call was had and the vote was recorded as follows:

AYES: Council Member Pampinto, Council Member Grissom,
Council Member Holland, Council Member Noles, Mayor Bradford
NAYS: None

Mayor Bradford announced the vote and declared that the motion for unanimous consent for immediate consideration had been approved. Council Member Noles then moved that the said Resolution be finally adopted, which motion was seconded by Council Member Grissom and, upon said motion being put to a vote, a roll call on final approval was had and the vote recorded as follows:

AYES: Council Member Pampinto, Council Member Grissom,
Council Member Holland, Council Member Noles, Mayor Bradford
NAYS: None

Mayor Bradford thereupon declared said motion carried and that the Resolution had been approved.

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

CITY OF MUSCLE SHOALS, ALABAMA
a Municipal Corporation

MAYOR

COUNCIL MEMBER - PLACE ONE

COUNCIL MEMBER - PLACE TWO

COUNCIL MEMBER - PLACE THREE

COUNCIL MEMBER - PLACE FOUR

COUNCIL MEMBER - PLACE FIVE

ATTEST:

CITY CLERK