

**SECOND AMENDED  
ARTICLES OF INCORPORATION  
OF THE  
DOWNRIVER UTILITY WASTEWATER AUTHORITY**

These Articles of Incorporation are adopted by the incorporating municipal corporations for the purpose of creating and governing an Authority under the provisions of Act 233, Public Acts of Michigan, 1955, as amended.

**ARTICLE I**

The name of this Authority is "Downriver Utility Wastewater Authority." The principal office of the Authority will be located at 797 Central St., Wyandotte, MI 48192.

**ARTICLE II**

The names of the constituent municipal corporations in this Authority are: The City of Allen Park, The City of Belleville, The Charter Township of Brownstown, The City of Dearborn Heights, The City of Ecorse, The City of Lincoln Park, The City of River Rouge, The City of Riverview, The City of Romulus, The City of Southgate, The City of Taylor, The Charter Township of Van Buren and the City of Wyandotte.

**ARTICLE III**

The purpose of this Authority will be to own and operate a sewage disposal system, particularly the Downriver Wastewater Treatment System (the "System") in accordance with the authorization of Act 233, Public Acts of Michigan, 1955, as amended, and in addition to all other powers granted by any charter or other statute. Further, that is to serve residents of the Townships and Cities efficiently, economically, and to reduce costs

where reasonably possible, with a good quality and uniform system for wastewater collection and treatment that will adequately serve their needs.

#### ARTICLE IV

This Authority is a body corporate with power to sue or to be sued in any court of this State. It shall be comprised of the territory embraced within the corporate boundaries of its constituent municipalities as set forth in Exhibit 2. It shall possess all of the powers granted by statute now in effect or hereafter adopted or amended, and by these Articles, and those incident thereto. The enumeration of any powers herein shall not be construed as a limitation upon its general powers unless the context shall clearly indicate otherwise. It shall have a corporate seal.

#### ARTICLE V

This Authority shall continue in existence perpetually or until dissolved by act of the parties or by law: Provided, however, that it shall not be dissolved if such dissolution would or could operate as an impairment of its bonds or of any of its contracts.

#### ARTICLE VI

The fiscal year of the Authority shall commence on the 1<sup>st</sup> day of July in each year and end on the 30<sup>th</sup> day of June of the following year.

#### ARTICLE VII

The governing body of the Authority shall be a Commission consisting of thirteen (13) members, which shall be made up of the Mayors or Supervisors of each constituent municipality or their designees. Each constituent municipality shall also designate a member of its legislative body or other designee as an alternate Commissioner, who shall

exercise all powers of that municipality's Commissioner in his or her absence or disability. Provided, however, that any designee must be either an elected official or municipal employee for the community to be represented. Each Mayor, Supervisor or their designee shall qualify by taking the constitutional oath of office and filing it with his or her respective City or Township Clerk. The alternate Commissioner shall be designated by the legislative bodies of the constituent municipalities by motion recorded in its minutes

Annually, at its January meeting, or as soon thereafter as practical, the Commission shall select a Chair and Vice Chair, who shall be members of the Commission, and a Secretary and a Treasurer, who may but need not be members of the Commission. Such officers shall serve until the organizational meeting of the following year, or until their respective successors shall be selected and qualify. No appointment to the Commission and no selection of an officer of the Commission shall be deemed to be invalid because it was not made within or at the time specified in these Articles. The Commissioners shall serve without compensation.

#### ARTICLE VIII

In the case of temporary absence or disability of any Commissioner, the alternate Commissioner from that municipality shall act in his or her stead. In the event of a vacancy in any office of the Commission, such vacancy shall be filled by the Commission for the unexpired term. In case of the temporary absence or disability of any officer, the Commission may appoint some person temporarily to act in his or her stead except that in the event of the temporary absence or disability of the Chair, the Vice Chair shall so act.

## ARTICLE IX

Meetings of the Commission shall be held at such time and place as shall be prescribed by resolution of the Commission and shall be open to the public. Special meetings of the Commission may be called by the Chair or any two Commissioners, by serving written notice of the time, place and purpose thereof, upon each Commissioner, personally, by e-mail or by leaving it at his or her place of residence, at least twenty-four hours prior to the time of such meeting, or by depositing same in a United States Post Office or mail box within the geographic limits of the Authority, at least seventy-two hours prior to the time of such meeting, enclosed in a sealed envelope properly addressed to him or her at his or her home or office address, with postage fully prepaid. Special meetings of the Commission at which all members are present, or which all absent members receive notice, shall be deemed to be valid even though no written notice thereof may be given as above specified.

## ARTICLE X

A majority of the Commission (seven (7) members) shall be required for a quorum. The Commission shall act by motion, resolution or ordinance. The Commission shall, whenever possible, arrive at a consensus position on any matter coming before it, without the need for a formal vote. Each Commissioner shall be entitled to one (1) vote on all matters coming before the Authority except that in the event a constituent Municipality fails to timely pay its allocated share of any financial obligation owed to the Authority for a period of 90 days (a "default"), the Commissioner representing that constituent municipality shall lose the right to vote on any issue coming before the Authority if the

default exists for an additional 90 days and until the default is cured by payment in full of the financial obligation. Provided, however, that if the constituent municipality has a good faith dispute as to the amount of its financial obligation, has paid the undisputed amount and has initiated the dispute resolution process adopted by the Authority, as to the disputed amount, then it shall continue to be entitled to vote during the proceeding of the dispute resolution process. Each matter coming before the Commission shall be decided by a majority vote of the Commissioners entitled to vote except as provided below.

The following issues shall require a vote of at least sixty-six (66%) percent of the weighted vote of those entitled to vote and attending the meeting as set forth in the attached Exhibit 1:

- a. Amendment of the Articles of Incorporation, Bylaws or Rules and Regulations of the Authority.
- b. Retention of independent contractors, management personnel, consultants, and/or professionals, including accountants, attorneys and engineers.
- c. Issuance of bonds.
- d. Approval of services to non-constituent municipalities.
- e. Execution of any contract wherein contractual payments are to be pledged as security for bonds.
- f. Assumption of any financial obligations of any constituent municipality.
- g. Approval of any contract for construction or repair which exceeds biannually an amount set by the Board, but not less than Eight Hundred Thousand (\$800,000) Dollars.

- h. Changes to Exhibit 1 attached, which may be amended by the Board no more than annually to reflect sewer use attributed to each community.

#### ARTICLE XI

The Commission shall have the right to adopt rules and regulations for the use of any facility used by it, adopt bylaws for the regulation of its affairs and the conduct of its business which are not in conflict with the terms of any statute or of these Articles. The Commission shall keep a journal of its proceedings. The Commission shall also adopt an alternative dispute resolution procedure. The journal of its proceedings shall be signed by the Chair. All votes shall be "yeas" and "nays", except that where the vote is unanimous it shall only be necessary to so state. Each member shall be required to vote on all matters unless he or she shall be disqualified therefrom. No member may vote on any matters in which he or she has a personal or financial interest.

#### ARTICLE XII

The Chair of the Commission shall be the presiding officer thereof. Except as herein otherwise provided, he or she shall not have any executive or administrative functions other than as a member of said Commission. In the absence or disability of the Chair, the Vice Chair shall perform the duties of the Chair. The Secretary shall be the recording officer of the Commission. The Treasurer shall be custodian of the funds, if any, of the Authority. All monies shall be deposited in a bank or banks, to be designated by the Commission, and all checks or other forms of withdrawal therefrom shall be signed by the Treasurer and either the Chair or Vice-Chair of the Authority. The officers of the

Commission shall have such other powers and duties as may be conferred upon them by the Commission.

The Commission shall prepare, adopt, and submit to each commissioner of the constituent municipalities an annual budget covering the proposed expenditures to be made for the organizing and operation of the Authority, and for the next fiscal year at least, beginning July 1<sup>st</sup>, such budget to be submitted on or before April 1.

#### ARTICLE XIII

The Authority shall possess all the powers necessary to carry out the purposes thereof and those incident thereto. It may acquire property by purchase, construction, lease, gift, devise or condemnation, either within or without its corporate limits, and may hold, manage, control, sell, exchange or lease such property. For the purpose of condemnation it may proceed under the provisions of Act 149, Public Acts of Michigan, 1911, as now or hereinafter amended, or any other appropriate statute.

#### ARTICLE XIV

The Authority and/or its constituent municipalities may enter into a contract or contracts providing for the acquisition, purchase, construction, improvement, enlargement, extension, operation, management, administration and financing of a sewage disposal system as authorized and provided in Act 233, Public Acts of Michigan, 1955, as amended. The Authority may enter into contracts with any non-constituent municipality, as authorized and provided in said Act, for the furnishing of sewer service from any facilities owned or operated by the Authority, which contract shall provide for

reasonable charges or rates for such service furnished. No contracts shall be for a period exceeding forty (40) years.

#### ARTICLE XV

For the purpose of obtaining funds for the acquisition, construction, improving, enlarging or extending of a sewage disposal system, the Authority and/or its constituent municipalities may, upon ordinance or resolution duly adopted by it, issue its negotiable bonds, secured by the contractual full faith and credit pledges of each contracting municipality, in accordance with and subject to the provisions of Act 233, Public Acts of Michigan, 1955, as amended.

#### ARTICLE XVI

The Authority may issue self-liquidating revenue bonds in accordance with the provisions of Act 94, Public Acts of Michigan, 1933, as amended, being Sections 141.101 to 141.139, inclusive, of the Compiled Laws of 1948, or any other act providing for the issuance of revenue bonds, which bonds shall be payable solely from the revenues of the sewage disposal. The charges specified in any contract or contracts securing said bonds shall be subject to increase by the Authority at any time if necessary in order to provide funds to meet its obligations. Any contract authorized herein shall be for a period of not exceeding forty (40) years.

#### ARTICLE XVII

The Authority may employ such personnel and employees as it may consider desirable, and may retain from time to time the services of accountants, attorneys and engineers, and fix the compensation therefore.



#### ARTICLE XVIII

The Authority shall cause an annual audit to be made of its financial transactions by a certified public accountant and shall furnish a physical or electronic copy to each Commissioner.

#### ARTICLE XIX

A Summary of these Articles shall be published on the Authority's website and once in a newspaper which has general circulation within the limits of the Authority. One printed copy of such Articles of Incorporation, certified as a true copy thereof, with the date and place of publication shall be filed with both the Secretary of State and the County Clerk of the County of Wayne within thirty (30) days after the execution thereof has been completed.

The Commission Secretary is hereby designated as the person to cause these Articles to be published, certified and filed as aforesaid. In the event he shall be unable to act or shall neglect to act, then the Attorney for the Commission shall act in his stead.

#### ARTICLE XX

This Authority, its Articles of Incorporation and any Amendment to the Articles of Incorporation shall become effective upon the filing of certified copies of these documents, as provided in the preceding Article.

#### ARTICLE XXI

These Articles of Incorporation may be amended at any time so as to permit any other municipality to become a constituent municipality of this Authority, if such amendment to and the Articles of Incorporation are adopted by the legislative body of

such other municipality, and if such amendment is adopted by the unanimous vote of the municipalities of which the Authority is composed. Other amendments may be made to these Articles of Incorporation at any time if adopted by a vote of at least sixty-six percent (66%) of the weighted vote, of those entitled to vote at the meeting, as set forth in Exhibit 1. Any such amendment shall be posted on the Authority's website.

These Second Amended Articles have been adopted by the incorporating municipalities, as hereinafter set forth in the following endorsements, and in witness whereof the Mayor and Clerk in the respective Cities and the Supervisor and Clerk in the respective Townships, have endorsed thereon this statement of such adoption.

The foregoing Second Amended Articles of Incorporation were adopted by the City Council of the City of Allen Park, Wayne County, Michigan at a regular meeting duly held on the 8th day of October, 2024.

THE CITY OF ALLEN PARK

BY: Gail McLeod  
Gail McLeod 10/08/24 10:53:25 -11:00 AM  
Mayor

By: Michael I. Mizzi  
Michael I. Mizzi 10/08/24 11:50:00 AM  
Clerk

The foregoing Second Amended Articles of Incorporation were adopted by the City Council of the City of Belleville, Wayne County, Michigan at a regular meeting duly held on the 3rd day of February, 2025.

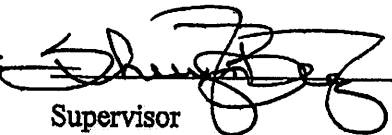
THE CITY OF BELLEVILLE

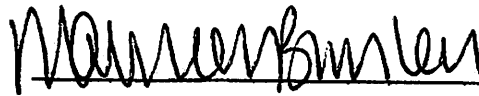
By: *Kenneth R Voigt*  
Kenneth R Voigt [Jul 19, 2025 12:22 EDT]  
Mayor

By: *Briana Hootman*  
Briana Hootman [Jul 8, 2025 12:57 EDT]  
Clerk

The foregoing Second Amended Articles of Incorporation were adopted by the Board of Trustees of the Charter Township of Brownstown, Wayne County, Michigan at a regular meeting duly held on the 7th day of October, 2024.

THE CHARTER TOWNSHIP OF  
BROWNSTOWN

By:   
Supervisor

By:   
Clerk

The foregoing Second Amended Articles of Incorporation were adopted by the City Council of the City of Dearborn Heights, Wayne County, Michigan at a regular meeting duly held on the 13th day of May, 2025.

THE CITY OF DEARBORN HEIGHTS

By: Bill Bazzi  
CITY CLERK (L.D. 8. 1925 11/11/1931)

Mayor

Lynne M. Senia

By: \_\_\_\_\_

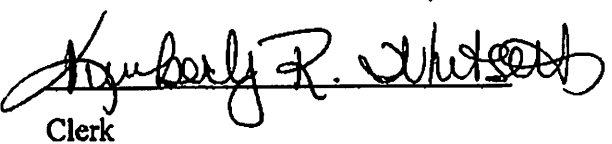
Clerk

The foregoing Second Amended Articles of Incorporation were adopted by the City Council of the City of Ecorse, Wayne County, Michigan at a regular meeting duly held on the 4th day of February, 2025.

THE CITY OF ECORSE

By: 

Mayor

By: 

Clerk

The foregoing Second Amended Articles of Incorporation were adopted by the City Council of the City of Lincoln Park, Wayne County, Michigan at a regular meeting duly held on the 13th day of January, 2025.

**THE CITY OF LINCOLN PARK**

Signature: Maureen Tobin  
Maureen Tobin Jan 20, 2025 11:11 PM

Email: tobinm@citylp.com

By: \_\_\_\_\_

Mayor

Signature: Kerry Kehrer  
Kerry Kehrer Jan 20, 2025 11:16 PM

Email: kkehrer@citylp.com

By: \_\_\_\_\_

Clerk



The foregoing Second Amended Articles of Incorporation were adopted by the City Council of the City of River Rouge, Wayne County, Michigan at a regular meeting duly held on the 1st day of October, 2024.

THE CITY OF RIVER ROUGE

By: *William L. Campbell*  
William L. Campbell (Jul 9, 2025 12:14 EDT)  
Mayor

By: *Brian Johnson*  
Brian Johnson (Jul 7, 2025 17:52 EDT)  
Clerk

The foregoing Second Amended Articles of Incorporation were adopted by the City Council of the City of Riverview, Wayne County, Michigan at a regular meeting duly held on the 7th day of October, 2024.

THE CITY OF RIVERVIEW

Signature: Andrew M. Swift  
Andrew M. Swift (Not a, 2023 11-23 (01))

Email: [aswift@cityofriverview.com](mailto:aswift@cityofriverview.com)

By: \_\_\_\_\_

Mayor

Signature: Shane Anne Harrison  
Shane Anne Harrison (Not a, 2023 11-23 (01))

Email: [sharrison@cityofriverview.com](mailto:sharrison@cityofriverview.com)

By: \_\_\_\_\_

Clerk

The foregoing Second Amended Articles of Incorporation were adopted by the City Council of the City of Romulus, Wayne County, Michigan at a regular meeting duly held on the 14th day of October, 2024.

THE CITY OF ROMULUS

By: Robert McCraight  
Robert McCraight 10/24/2024 11:38 AM  
Mayor

By: Ellen Langberg  
Clerk

The foregoing Second Amended Articles of Incorporation were adopted by the City Council of the City of Southgate, Wayne County, Michigan at a regular meeting duly held on the 18th day of September, 2024.

THE CITY OF SOUTHGATE

By: Joseph G. Kuspa  
Joseph G. Kuspa (Jul 10, 2025 11:35 EDT)  
Mayor

By: Janice M. Ferencz  
Janice M. Ferencz (Jul 10, 2025 11:41 EDT)  
Clerk

The foregoing Second Amended Articles of Incorporation were adopted by the City Council of the City of Taylor, Wayne County, Michigan at a regular meeting duly held on the 15th day of October, 2024.

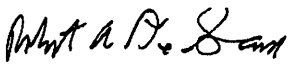
THE CITY OF TAYLOR


By: *Timothy O. Woolley*  
Timothy O. Woolley (Jul 2, 2025 10:12 EDT)  
Mayor

By: *Cynthia A. Bower*  
Cynthia A. Bower (Jun 24, 2025 16:00 EDT)  
Clerk

The foregoing Second Amended Articles of Incorporation were adopted by the City Council of the City of Wyandotte, Wayne County, Michigan at a regular meeting duly held on the 30th day of September, 2024.


THE CITY OF WYANDOTTE

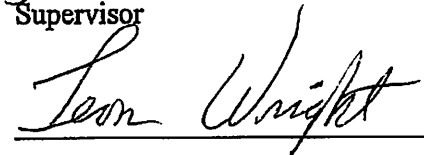
By:   
Mayor

By:   
Lawrence S. Stoc (Jul 8, 2025 08:47 EDT)  
Clerk

The foregoing Second Amended Articles of Incorporation were adopted by the Board of Trustees of the Charter Township of Van Buren, Wayne County, Michigan at a regular meeting duly held on the 3rd day of December, 2024.

THE CHARTER TOWNSHIP OF VAN BUREN

By:   
Supervisor

By:   
Clerk

**EXHIBIT 1 – WEIGHTED VOTE/TO BE REVISED**

| <b>MUNICIPALITY</b> | <b>SYSTEM CAPACITY (% OF OWNERSHIP FOR WWTP CAPITAL IMPROVEMENTS)</b> |
|---------------------|---|
| Allen Park          | 8.473%  |
| Belleville          | 1.236%  |
| Brownstown          | 6.355%  |
| Dearborn Heights    | 4.413%  |
| Ecorse              | 3.967%  |
| Lincoln Park        | 12.136%   |
| River Rouge         | 4.854%  |
| Riverview           | 3.094%  |
| Romulus             | 14.121%   |
| Southgate           | 10.371%   |
| Taylor              | 18.314%   |
| Van Buren Township  | 2.295%  |
| Wyandotte           | 10.371%   |
| TOTAL               | 100.000%  |

\*Based on Judge Feikens' 1994 Financing Order



## **EXHIBIT 2 – SERVICE AREA MAP**

