

1 HB611  
2 199976-1  
3 By Representatives McMillan, Simpson, Shiver, Faust and Baker  
4 (N & P)  
5 RFD: Baldwin County Legislation  
6 First Read: 14-MAY-19

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9 A BILL  
10 TO BE ENTITLED  
11 AN ACT  
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13 Relating to Baldwin County; pursuant to the  
14 authority granted by the Alabama Constitution of 1901, as  
15 amended, to provide for the incorporation, organization,  
16 powers, and operation of a toll road and bridge authority as a  
17 public corporation in Baldwin County; to provide for the  
18 certificate of incorporation, board of directors, officers,  
19 and powers of the authority; to authorize the authority to  
20 acquire, design, construct, equip, operate, improve, and  
21 maintain a toll road and bridge project in Baldwin County  
22 connecting the present northern terminus of the Baldwin Beach  
23 Express to U.S. Interstate Highway 65 and other similar  
24 improvements; to authorize the authority to acquire property  
25 by eminent domain; to authorize the authority to regulate the  
26 use and operation of the project, including providing for  
27 penalties and fines for violations of regulations; to

1 authorize the authority to set, revise, and collect tolls,  
2 fees, and charges for the use of the project; to authorize the  
3 authority to issue revenue bonds for the project; and to  
4 provide for the payment of any revenue bonds from the net  
5 proceeds of tolls, fees, and charges.

6 BE IT ENACTED BY THE LEGISLATURE OF ALABAMA:

7 Section 1. Definitions. The following words have the  
8 following meanings:

9 (1) ACT. This act.

10 (2) AUTHORITY. A public body or corporation  
11 incorporated for the purpose of acquiring, designing,  
12 constructing, regulating, building, improving, equipping,  
13 operating, and maintaining the project.

14 (3) BOARD. The board of directors and of the  
15 authority.

16 (4) BONDS. Bonds, warrants, notes, securities,  
17 agreements, financing contracts, or other financial  
18 obligations of the authority, including, without limitation,  
19 refunding bonds, warrants, notes, securities, agreements,  
20 financing contracts, or other financial obligations, payable  
21 out of, and secured by a pledge of, all or any part of the net  
22 revenues to be derived from the operation of the project,  
23 including, without limitation, tolls, charges, and fees  
24 imposed or collected by the authority, or out of any other  
25 funds or amounts pledged to, on behalf, or by the authority.

26 (5) CERTIFICATE. The certificate of incorporation of  
27 the authority.

1           (6) CHAIR. The member of the commission serving from  
2 time to time as elected or appointed chair.

3           (7) CODE. The Code of Alabama 1975, as amended.

4           (8) COMMISSION. The Baldwin County Commission or  
5 other governing body of the county.

6           (9) COST or COSTS. As applied to the project, at any  
7 time and from time to time, any cost shall include the costs  
8 of the authority, including, without limitation, all of the  
9 following:

10           a. The costs of acquisition, preparation, and  
11 design, including engineering, architectural, environmental,  
12 contractor, feasibility, other preliminary work, and  
13 administrative costs, related to the acquisition, design,  
14 engineering, grading, construction, equipping, operation,  
15 regulation, repair, improvement, redesign, reconstruction,  
16 use, or maintenance of the project.

17           b. The cost of the acquisition of all land,  
18 rights-of-way, property, rights, easements, and interests  
19 acquired by, for, or on behalf of the authority.

20           c. The cost of demolishing or removing any buildings  
21 or structures on land so acquired, including the cost of  
22 acquiring any lands to which buildings or structures may be  
23 moved.

24           d. The cost of diverting highways, interchange of  
25 highways, waterways, bridges, and access roads to private  
26 property, including the cost of land for easements therefor.

1 e. The cost of all labor, approvals, authorizations,  
2 permits of any kind, machinery, service providers, and  
3 equipment.

4 f. The cost of financing charges, including interest  
5 prior to and during construction and for two years after  
6 completion of construction.

7 g. The cost of traffic estimates, feasibility  
8 studies, engineering studies, architects, contractors,  
9 environmental analyses and consultants, design, and other  
10 related studies and analyses, and financial and legal counsel  
11 fees and expenses.

12 h. Plans, specifications, surveys, and estimates of  
13 cost and of revenues.

14 i. The cost of other expenses necessary or incident  
15 to determining the feasibility or practicability of  
16 constructing, operating, or maintaining the project.

17 j. The cost of any administrative expense, property,  
18 facility, or equipment, and any other expense as may be  
19 necessary or incident to the construction, operation, repair,  
20 redesign, reconstruction, improvement, equipping, or  
21 maintenance of the project at any time and from time to time.

22 k. The cost of issuing bonds at any time and from  
23 time to time in order to finance the construction, equipping,  
24 operation, regulation, repair, equipment, use, or maintenance  
25 of or for the project.

26 l. The cost of placing the project in operation.

1           m. Any other cost or expenditure necessary or  
2 incidental to the construction, equipping, repair, operation,  
3 regulation, use, and maintenance of the project, the financing  
4 of the project, or the placing of the project into operation,  
5 and the future operation, maintenance, repair, and equipping  
6 of the project.

7           n. Any obligation or expense which may be incurred  
8 by the authority for traffic surveys, borings, preparation of  
9 plans and specifications, and other engineering services in  
10 connection with the planning, construction operation or  
11 maintenance of the project shall be regarded as a part of the  
12 cost of the project.

13           (10) COUNTY. Baldwin County, Alabama.

14           (11) PROJECT. A toll road, street, highway, or  
15 bridge, and all other property, construction, equipment, and  
16 facilities necessary at any time to extend and connect the  
17 present northern terminus of the Baldwin Beach Express to U.S.  
18 Interstate Highway 65, together with any real or personal  
19 property and other related or ancillary properties, equipment,  
20 and facilities, for the use of which by the public tolls,  
21 charges, and other fees are to be collected, or for which  
22 certain payments are to be made in lieu of tolls, charges, and  
23 other fees, including, without limitation, all of the  
24 following:

25           a. Any road, highway, street, or bridge of any kind,  
26 construction, composition, or surface, and any facilities for

1 providing access of any kind to, over, under, or around any  
2 road, highway, street, or bridge.

3 b. Any access road, causeway, parkway, access  
4 bridge, crossing, underpass, viaduct, approach, connection, or  
5 similar property of any description.

6 c. All other necessary supporting roads,  
7 interchanges, properties, construction, components, features,  
8 grading, landscaping, persons, facilities, and equipment,  
9 including those for maintenance, improvements, landscaping,  
10 and repair.

11 d. Facilities, office buildings, toll plazas,  
12 persons, and equipment for collecting tolls, fees, and charges  
13 for the use of the toll road, highway, and bridge, and other  
14 properties and facilities.

15 e. Any land, easement, right-of-way, interest in or  
16 right to land, and contract right or franchise that the  
17 authority shall deem necessary in connection therewith.

18 f. Lighting, landscaping, signage, communication  
19 facilities and other improvements and assets respecting the  
20 promotion or enforcement of safe and/or efficient vehicular  
21 transportation.

22 g. Improvements, property, equipment, and facilities  
23 necessary to improve, repair, reconstruct, redesign, and  
24 continue to improve, repair, reconstruct, and redesign the  
25 project after the initial completion and placing into service  
26 of the project.

1           h. All property, facilities, and equipment necessary  
2 at any time or from time to time in connection with the  
3 project.

4           (12) STATE. The State of Alabama, including the  
5 Department of Transportation, or any one or more of its  
6 various departments, agencies, public corporations,  
7 commissions, or political subdivisions.

8           Section 2. Certificate of Incorporation; Filing;  
9 form and contents; recordation.

10          (a) The chair of the commission shall proceed to  
11 incorporate the authority by filing the certificate for record  
12 in the office of the Judge of Probate of Baldwin County. The  
13 certificate shall state all of the following:

14           (1) That the authority is being incorporated  
15 pursuant to this act.

16           (2) The name of the authority, which shall be "The  
17 Baldwin County Toll Road and Bridge Authority - Baldwin Beach  
18 Express to Interstate 65 Project."

19           (3) The period for the duration of the authority.

20           (4) The location of the principal office of the  
21 authority.

22           (5) The number of directors, which shall be an odd  
23 number not less than three, the qualifications of the  
24 directors, the duration of their respective terms of office,  
25 which shall not be in excess of six years, and the manner of  
26 their election or appointment.



1           (6) Any other matters relating to the authority that  
2 the commission may choose to insert and that are not  
3 inconsistent with the laws of the state.

4           (b) The certificate shall be signed and acknowledged  
5 by the chair of the commission before an officer authorized by  
6 the laws of the state to take acknowledgements to deeds.

7           (c) When the certificate is filed for record, there  
8 shall be attached to it a certificate by the Secretary of  
9 State that the name proposed for the authority is not  
10 identical to that of any other corporation organized under the  
11 laws of the state or so nearly similar thereto as to lead to  
12 confusion and uncertainty.

13           (d) Upon the filing for record of the certificate,  
14 the authority shall come into existence and shall constitute a  
15 public corporation under the name set forth in its  
16 certificate. The judge of probate shall thereupon record the  
17 certificate in an appropriate book in his or her office.

18           Section 3. Certificate of Incorporation; Amendment;  
19 application; approving resolution; filing and recordation of  
20 certificate.

21           (a) The certificate, at any time and from time to  
22 time, may be amended, but only in the manner provided in this  
23 section. The board shall first adopt a resolution proposing an  
24 amendment to the certificate of the authority, which amendment  
25 shall be set forth in full in the resolution and which may  
26 include any matters that might have been included in an  
27 original certificate of incorporation.

1           (b) After the adoption by the board of a resolution  
2 proposing an amendment to the certificate, the chair and the  
3 secretary of the authority shall sign and file with the  
4 commission a written application in the name and on behalf of  
5 the authority, under its seal, requesting the commission to  
6 adopt a resolution approving the proposed amendment, and  
7 accompanied by a certified copy of the resolution adopted by  
8 the board proposing the amendment to the certificate, together  
9 with the documents in support of the application as the chair  
10 may consider appropriate. As promptly as may be practicable  
11 after the filing of the application with the commission, the  
12 commission shall review the application and shall adopt a  
13 resolution either denying the application or approving and  
14 authorizing the proposed amendment. The certificate may be  
15 amended only after the filing of an application therefor and  
16 the adoption by the commission of an approving resolution.

17           (c) The chair and the secretary of the authority  
18 shall sign and file for record in the office of the Judge of  
19 Probate of Baldwin County a certificate in the name and on  
20 behalf of the authority, under its seal, reciting the adoption  
21 of the respective resolutions by the board and by the  
22 commission and setting forth the proposed amendment. The judge  
23 of probate shall thereupon record the certificate in an  
24 appropriate book in his or her office. When the certificate  
25 has been filed and recorded, the amendment shall become  
26 effective, and the certificate shall thereupon be amended to  
27 the extent provided in the amendment.

1           Section 4. Board of directors; qualifications;  
2 election or appointment; terms; vacancies; reimbursement for  
3 expenses; quorum; regular, special, and called meetings;  
4 waiver of notice; record of proceedings; use as evidence;  
5 removal from office.

6           (a) The authority shall have a board of directors  
7 composed of the number of directors provided in the  
8 certificate, as most recently amended. All powers of the  
9 authority shall be exercised and the authority shall be  
10 governed by the board. The board shall consist of directors  
11 appointed by the commission having the qualifications and  
12 serving for the terms of office, all as shall be specified in  
13 the certificate of the authority.

14           (b) If, at the expiration of any term of office of  
15 any director, a successor thereto shall not have been elected  
16 or appointed, then the director whose term of office shall  
17 have expired shall continue to hold office until his or her  
18 successor shall be so elected or appointed. If, at any time  
19 there should be a vacancy on the board, whether by death,  
20 resignation, incapacity, disqualification or otherwise, a  
21 successor director to serve for the unexpired term applicable  
22 to the vacancy shall be elected or appointed by the  
23 commission. Each election or appointment of a director,  
24 whether for a full term or to complete an unexpired term,  
25 shall be made not earlier than 30 days prior to the date on  
26 which the director is to take office. Any director shall be  
27 eligible for reelection or reappointment.

1 (c) Each director shall serve without compensation,  
2 but shall be reimbursed for expenses actually incurred by him  
3 or her in and about the performance of his or her duties. A  
4 majority of the directors shall constitute a quorum for the  
5 transaction of business, but any meeting of the board may be  
6 adjourned from time to time by a majority of the directors  
7 present or may be so adjourned by a single director if the  
8 director is the only director present at the meeting. No  
9 vacancy in the membership of the board shall impair the right  
10 of a quorum to exercise all the powers and perform all the  
11 duties of the board. The board shall hold regular meetings at  
12 the times as may be announced by the board from time to time,  
13 may hold other meetings at any time and from time to time upon  
14 notice as may be required by the bylaws of the authority, and  
15 upon call of the chair of the authority or a majority of the  
16 total number of directors, shall hold a special meeting, none  
17 of which shall be subject to the provisions of Chapter 25A of  
18 Title 36 of the Code of Alabama 1975, or other similar law.  
19 Whenever any notice is required by the bylaws of the authority  
20 or any other law now existing or hereafter enacted to be given  
21 of any meeting of the board, the notice shall be deemed to  
22 have been conclusively provided for all purposes if it is  
23 posted on the authority's website or in a public place at the  
24 authority's principal office for not less than 24 hours prior  
25 to the time of the meeting. A waiver of notice in writing,  
26 signed, whether before or after the meeting, by the person or  
27 persons entitled to notice, shall be the equivalent to the

1 giving of notice as provided for by the procedure above. Any  
2 matter on which the board is authorized to act may be acted  
3 upon at any regular, special, or called meeting. At the  
4 request of any director, the vote on any question before the  
5 board shall be taken by yeas and nays and entered upon the  
6 record. All resolutions adopted by the board shall constitute  
7 actions of the authority, and all proceedings of the board  
8 shall be reduced to writing and signed by the secretary of the  
9 authority and shall be recorded in the permanent records of  
10 the authority. Copies of the proceedings, when certified by  
11 the secretary of the authority, under the seal of the  
12 authority, shall be received in all courts as prima facie  
13 evidence of the matters and things therein certified.

14 (d) Any director may be impeached and removed from  
15 office in the same manner and on the same grounds provided in  
16 Section 175 of the Constitution of Alabama of 1901, as  
17 amended, and the general laws of the state for impeachment and  
18 removal of the officers referenced in Section 175.

19 (e) No director or officer of the board shall be  
20 subject to any personal, legal, or financial liability with  
21 respect to his or her capacity or service as a director or  
22 officer of the board. No director, officer, or employee of the  
23 board or the authority shall have any personal, official,  
24 legal, or financial liability with respect to the project at  
25 any time while acting in the scope of his or her employment or  
26 office.

1           Section 5. Officers; election; terms; duties. The  
2 officers of the authority shall consist of a chair, a  
3 vice-chair, a secretary, a treasurer, and the other officers  
4 as the board shall deem necessary or desirable. The chair and  
5 the vice-chair of the authority shall be elected by the board  
6 from its membership but neither the secretary, the treasurer,  
7 nor any of the other officers of the authority need be a  
8 director. The offices of secretary and treasurer may, but need  
9 not be, held by the same person. The chair and the vice-chair  
10 of the authority shall be elected by the board for terms of  
11 not exceeding three years each, and the secretary, the  
12 treasurer, and the other officers of the authority shall be  
13 elected by the board for the terms as it deems advisable. The  
14 duties of the chair, vice-chair, secretary, and treasurer  
15 shall be as are customarily performed by the officers and as  
16 may be prescribed by the board. The duties of any other  
17 officers of the authority shall be as are from time to time  
18 prescribed by the board.

19           Section 6. Powers.

20           (a) In addition to all other powers granted  
21 elsewhere in this act, the authority shall have all of the  
22 following powers, together with all other powers incidental or  
23 necessary to the discharge of its purpose:

24           (1) To adopt, alter, amend, and repeal bylaws,  
25 regulations, policies, procedures, and rules, not inconsistent  
26 with this act or its certificate, for the regulation and  
27 conduct of its affairs, personnel, and business.

1           (2) To acquire by purchase, devise, lease, rent,  
2 installment sale, or donation, any equipment or property  
3 necessary for the daily operations of the project and the  
4 daily business of the authority.

5           (3) To maintain a principal office for the conduct  
6 of its business, and, in its discretion, a website for that  
7 purpose.

8           (4) To sue and be sued in its own name in civil  
9 suits and actions, and to defend suits and actions against it;  
10 subject, however, to the provisions of Chapter 93 of Title 11  
11 of the Code of Alabama 1975, which chapter is hereby made  
12 applicable to the authority.

13           (5) To adopt and make use of a corporate seal and to  
14 alter the same at pleasure.

15           (6) To participate in public transportation industry  
16 associations, groups, and conferences, and cooperate with the  
17 state and the federal government on educational, safety, and  
18 road-related initiatives, programs, and conferences.

19           (7) To prepare, initiate, acquire, design, lease,  
20 manage, construct, grade, build, equip, furnish, complete,  
21 operate, regulate, maintain, repair, alter, improve, equip,  
22 expand, and reconstruct the project.

23           (8) To issue bonds to finance the project and the  
24 costs thereof, payable from its tolls, fees, charges, other  
25 revenues, and proceeds of the bonds, and to issue refunding  
26 bonds.

1           (9) To receive funds, things of value, real or  
2 personal property, or assistance of any kind, including labor,  
3 equipment, and materials, from the state, the county, any  
4 other county, municipality, public corporation, political  
5 subdivision, department, or agency in and of the state, or the  
6 federal government or any agency, department, subdivision, or  
7 instrumentality thereof, by appropriation, donation, transfer,  
8 grant, lease, sale, deed, or other means, for the purpose of  
9 paying in whole or in part any bonds, paying the costs of  
10 acquiring, designing, equipping, installing, constructing,  
11 operating, or maintaining the project in whole or in part, or  
12 funding in whole or in part any other costs or expenses of the  
13 project.

14           (10) To fix and revise, from time to time, charge,  
15 and collect tolls, fees, and charges for transit over, under,  
16 around, or through the project, and to provide for the  
17 facilities, personnel, and equipment necessary to accomplish  
18 the purpose.

19           (11) To establish and revise rules for the use of  
20 the project, and to impose violations and or fines for  
21 violations thereof.

22           (12) To receive, acquire, take, dispose of, or hold,  
23 whether by purchase, sale, gift, transfer, foreclosure, lease,  
24 devise, option or otherwise, any real or personal property of  
25 every description, or any interest therein, and to lease,  
26 manage, improve, and dispose of the same by any form of legal  
27 conveyance or transfer.



1           (13) To exercise the power of eminent domain, and to  
2 acquire in the name of the authority, by purchase or  
3 otherwise, on the terms and conditions and in a manner as it  
4 may deem proper, or by condemnation in accordance with the  
5 provisions of Title 18 of the Code of Alabama 1975, and other  
6 provisions of law, insofar as the same may be applicable, any  
7 land and other property or any easement or interest therein,  
8 which it may determine is reasonably necessary for the project  
9 or for its protection, operation, maintenance, and  
10 preservation, or for the construction, relocation,  
11 maintenance, or reconstruction of any access highway, street,  
12 or road; and to acquire by purchase or by condemnation, land  
13 necessary for drainage ditches, clay, sand, and gravel pits,  
14 and lime and stone quarries, together with any other material  
15 of every character that may be necessary in the acquisition,  
16 construction, operation, and maintenance of the project.

17           (14) To designate points of ingress to and egress  
18 from or to the project and to prohibit entrance to or exit  
19 from the project at any point or points not so designated.

20           (15) To make and enter into arrangements, contracts,  
21 and agreements necessary for, or incidental to, the  
22 performance of its duties and the execution of its powers  
23 under this act, including contracts and agreements for  
24 professional services, including construction, financial,  
25 legal, accounting, environmental, maintenance, and repair,  
26 deemed necessary for the purposes by the authority. In  
27 addition to and in conjunction with other authority to enter

1 into contracts as may be provided by law, the authority is  
2 given full authority to enter into contracts, agreements, or  
3 understandings with, but not limited to, individuals,  
4 corporations, partnerships, limited liability companies, or  
5 other private parties; public or private partnerships, or  
6 both, or other similar joint ventures; or the federal  
7 government, any state, agency, governmental or  
8 quasi-governmental body, public corporation, instrumentality,  
9 or subdivision of the United States, the state, the county, or  
10 any other state of the United States, or any agency,  
11 governmental or quasi-governmental body, instrumentality, or  
12 subdivision thereof for the purpose of developing, designing,  
13 operating, maintaining, financing, regulating, equipping,  
14 improving, repairing, and constructing the project, or any  
15 part thereof, including, but not limited to, all of the  
16 following:

17 a. Design-build contracts, design-build-operate  
18 contracts, design-build-own-operate contracts,  
19 design-build-own-operate-maintain contracts, or other similar  
20 arrangements or agreements pursuant to which the design,  
21 right-of-way acquisition, relocation of structures or  
22 utilities, construction, financing, ownership, management, and  
23 operation, or any part or parts thereof, of a project are  
24 accomplished by any of the aforementioned entities by or on  
25 behalf of the authority.

26 b. Leases, licenses, franchises, arrangements,  
27 contracts, concessions, or other agreements for the

1 development, operation, management, equipping, servicing,  
2 repairing, maintenance, landscaping, repair, or undertaking of  
3 all or any part of the project.

4 c. The operation of toll plazas and collection  
5 facilities and the maintenance and repair of the project.

6 (16) To borrow money by issuing bonds as described  
7 herein for the purposes of financing the project and the costs  
8 thereof, and providing for the other capital needs of the  
9 authority from time to time; provided, however, that the  
10 authority shall have no power to mortgage or pledge a  
11 foreclosable interest in any of its properties, equipment, or  
12 accounts.

13 (17) Notwithstanding any law to the contrary,  
14 including, but not limited to, Section 16, for any entity  
15 described in subdivision (15) that owns, leases, manages, or  
16 otherwise operates the project pursuant to an agreement with  
17 the authority, to determine, set, charge, and collect tolls,  
18 shall be subject to the conditions as the authority may  
19 establish.

20 (18) To appoint managers, superintendents,  
21 toll-takers, professionals, service providers, and other  
22 employees and agents as may be necessary, in its judgment, to  
23 the efficient accomplishment of the purposes of this act.

24 (19) To receive and accept from any federal agency,  
25 grants for, or in aid of, the construction, equipping,  
26 operation, regulation, use, and maintenance of the project and  
27 to receive and accept aid or contributions from any source of

1 either money, property, labor, or other things of value, to be  
2 held, used, and applied only for the purposes for which grants  
3 and contributions may be made.

4 (20) To provide for or permit the payment of  
5 so-called pass-through tolls, availability payments, or  
6 similar payments or financing methods. Pass-through tolls and  
7 availability payments mean, generally, any methodology by  
8 which the federal government, the state, or other states of  
9 the United States, or any agency, governmental or  
10 quasi-governmental body, public corporation, subdivision, or  
11 instrumentality thereof agrees to reimburse or pay a project  
12 owner or operator amounts based upon the cost of the project,  
13 actual usage of the project, or other operating standards, as  
14 opposed to imposing a toll directly on the users.

15 (21) To provide for employees and insurance of any  
16 kind as the project or the business, operations, or concerns  
17 of the authority or state law may require.

18 (22) To do all acts and things necessary or  
19 convenient to carry out the powers granted in this act.

20 (23) To adopt and implement investment policies for  
21 the management of the authority's funds; provided, however,  
22 that all the funds of the authority shall be maintained or  
23 invested with qualified depositories under the Security for  
24 Alabama Funds Enhancement (SAFE) Program, Chapter 14A of Title  
25 14 of the Code of Alabama 1975, or covered by FDIC insurance  
26 protection, or guaranteed by the United States of America.

1           (24) To participate as a shareholder in a  
2 corporation, as a joint venturer in a joint venture, as a  
3 general or limited partner in a general or limited  
4 partnership, as a member of a nonprofit corporation, limited  
5 liability company, or public corporation, or as a member,  
6 partner, or owner of any other lawful form of business  
7 organization, in connection with the acquisition, design,  
8 development, construction, equipping, maintenance, leasing,  
9 management, administration, regulation, improvement, or  
10 operation of the project.

11           (25) To lend money to, to assume the indebtedness  
12 of, or to guarantee the indebtedness of any other authority,  
13 governmental entity, public corporation, or nonprofit  
14 organization for the activities of any lawful form of business  
15 organization of which the authority is a member.

16           (26) To make and arrange for loans, contributions to  
17 capital, and other debt and equity financing for the  
18 activities of any lawful form of business organization of  
19 which the authority is a member, and to guarantee loans and  
20 any other obligations for that purpose.

21           (27) To enter into any swap agreement, subject to  
22 the requirements of Article 3 of Chapter 1 of the Code of  
23 Alabama 1975.

24           (28) To organize, direct, participate in, be a  
25 member of, or own an interest in, any other corporation,  
26 partnership, limited liability company, joint venture, or  
27 other form of business organization, whether for-profit or

1 non-profit, in connection with the design, development,  
2 construction, equipping, repair, maintenance, service, or  
3 operation of the project.

4 (29) To enter into any mortgage, security instrument  
5 or agreement, or other document securing any indebtedness or  
6 other obligation of the authority in favor of the holder or  
7 holders of any bonds or other indebtedness of the authority or  
8 an entity of which the authority is a member, owner, partner,  
9 or possesses another ownership interest in; provided, no  
10 mortgage, security instrument, or agreement shall provide a  
11 foreclosable interest on any project or portion thereof.

12 (b) The Legislature hereby declares that all  
13 expenditures made by the authority pursuant to the grant of  
14 power in subsection (a) are for public purposes and shall not  
15 be considered to be a lending of credit or a granting of  
16 public money or thing of value to or in aid of any private  
17 individual, association, company, partnership, or corporation,  
18 within the meaning of any state constitutional or statutory  
19 provision.

20 (c) The authority shall have no power to tax, and no  
21 fee, toll, or charge for use of the project set by the  
22 authority shall be considered a tax.

23 (d) No person who is related to a member of the  
24 authority may have any interest, direct or indirect, in any  
25 agreement or contract entered into pursuant to this subsection  
26 or in any other contract related to the project. No contract  
27 or arrangement for services of any kind of the authority, or

1 any contract entered into by the state, the county, or any  
2 municipality, county, or other political subdivision or  
3 instrumentality in or of the state in order to assist, provide  
4 for, or accommodate, the project, shall be considered to  
5 confer any special benefit, including the grant of any  
6 exclusive franchise on or to any private corporation, company,  
7 partnership, association, or person in violation of any  
8 provision of Alabama law.

9 Section 7. Bonds; issuance; forms; procedures, etc.

10 (a) The authority may, from time to time, provide by  
11 resolution for the issuance of its bonds in one or more series  
12 by competitive or negotiated sale in order to provide funds  
13 for the purposes, needs, and costs of the project, including,  
14 without limitation, the acquisition, design, construction,  
15 equipping, repair, service, maintaining, facilities,  
16 administration, or operation of the project from time to time,  
17 and the refunding of any bonds for any purposes at any time.  
18 The principal of and the interest on any issue of bonds may be  
19 payable from, and be secured by a pledge of, tolls and other  
20 revenues of the authority, funds of the authority derived  
21 under any agreement or other instrument to which the authority  
22 is a party, and other funds or amounts of the authority  
23 pledged thereto or on behalf thereof. The proceeds of any  
24 bonds may be used or pledged for the payment or security of  
25 the principal of or the interest on bonds, including, without  
26 limitation, interest during any period of construction of the  
27 project and up to two years thereafter, for the establishment

1 of reserves to secure payment of debt service on bonds, or for  
2 other corporate purposes as the authority may authorize in the  
3 resolution authorizing the issuance of bonds or in the trust  
4 agreement securing the same.

5 (b) The bonds of each issue shall be dated; shall  
6 mature at the time or times, not exceeding 75 years from their  
7 date or dates, as may be determined by the authority; and may  
8 be made redeemable before maturity, at the option of the  
9 authority, at the price or prices and under the terms and  
10 conditions as may be fixed by the authority prior to the  
11 issuance of the bonds.

12 (c) The authority shall determine the form of the  
13 bonds, and shall fix the denomination or denominations of the  
14 bonds and the place or places of payment of principal and  
15 interest. The bonds shall be signed by the chair of the  
16 authority or shall bear a facsimile signature thereof; and the  
17 official seal of the authority or a facsimile thereof shall be  
18 impressed, imprinted, engraved, or otherwise reproduced  
19 thereon. The official seal or a facsimile thereof shall be  
20 attested by the secretary of the authority or shall bear his  
21 or her facsimile signature. In case any officer whose  
22 signature or a facsimile of whose signature shall appear on  
23 any bonds shall cease to be an officer before the delivery of  
24 the bonds, the signature or facsimile shall nevertheless be  
25 valid and sufficient for all purposes the same as if the  
26 officer had remained in office until delivery.



1 (d) All bonds issued under this act shall have and  
2 are hereby declared to have all the qualities and incidents of  
3 negotiable instruments under the negotiable instruments law of  
4 the state. The bonds may be issued in registered form and  
5 provision may be made for the registration thereof. The  
6 authority may sell the bonds in the manner and for the prices  
7 as it may determine to be for the best interest of the  
8 authority.

9 (e) The authority, out of any funds available  
10 therefor, may purchase its bonds, which shall thereupon be  
11 cancelled.

12 (f) Neither the directors of the authority nor any  
13 person or officer executing the bonds shall be personally  
14 liable on the bonds, or be accountable by reason of the  
15 issuance thereof in accordance with this act.

16 (g) The proceeds of the bonds of each issue shall be  
17 disbursed in the manner and under the restrictions, if any, as  
18 the authority may provide in the resolution authorizing the  
19 issuance of the bonds, or in the trust agreement securing the  
20 bonds.

21 (h) All bonds issued pursuant to this act shall be  
22 considered valid obligations of the authority notwithstanding  
23 any procedural defect relating to the issuance thereof.

24 Section 8. Refunding bonds; purposes. The authority  
25 may provide by resolution for the issuance of refunding bonds  
26 for the purpose of refunding or restructuring any bonds then  
27 outstanding which shall have been issued under the provisions

1 of this act, including the payment of any redemption premium  
2 thereon and any interest accrued or to accrue to the date of  
3 redemption of the bonds.

4 Section 9. Public Assistance of authority; Transfer  
5 of Property to authority.

6 (a) Subject to Sections 10 and 11, the state, the  
7 county, and any other county, municipality, or other political  
8 subdivision in and of the state are authorized to issue bonds,  
9 warrants, notes, agreements, contracts, and obligations in  
10 support of and in connection with the authority, the project,  
11 and the payment of any bonds of the authority.

12 (b) The state, the county, and any other county,  
13 municipality, agency, department, or other political  
14 subdivision in and of the state are hereby authorized to enter  
15 into funding and other agreements with the authority, and the  
16 authority is hereby authorized to enter into the agreements  
17 for the provision of funds to the authority or any affiliate  
18 thereof in connection with the design, development, equipping,  
19 provision, or operation of any project.

20 (c) The state, the county, and any and all counties,  
21 municipalities, and other political subdivisions in and of the  
22 state and all state departments, agencies, and commissions,  
23 notwithstanding any contrary provision of law, are hereby  
24 authorized and empowered to lease, lend, grant, sell, devise,  
25 transfer, or convey to the authority at its request, upon the  
26 terms and conditions as the proper authorities of the  
27 counties, municipalities, political subdivisions, and state

1 departments, agencies, or commissions may deem reasonable and  
2 fair, and without the necessity for any advertisement, order  
3 of court, or other action or formality, other than the regular  
4 and formal action of the authorities concerned, any personal  
5 or real property which may be necessary or convenient to the  
6 effectuation of the authorized purposes of the authority,  
7 which real property may include public roads and other real  
8 property already devoted to public use.

9           Section 10. Obligations not debt of state, county or  
10 any other county, municipality, or political subdivision. All  
11 bonds of the authority, and any bonds, warrants, securities,  
12 or other contracts, agreements, or obligations of the state,  
13 the county, or any other county, municipality, or other  
14 political subdivision, agency, or department in and of the  
15 state issued or entered into in connection with the project,  
16 shall not constitute a debt of the state, the county, or any  
17 other county, municipality, political subdivision, agency, or  
18 department in and of the state, within the meaning of Sections  
19 213, 224, or 225, or any other provision of the Constitution  
20 of Alabama of 1901, as amended.

21           Section 11. No Vote or Election Required. No public  
22 vote or election of any kind shall ever be necessary to  
23 authorize the issuance of any bonds by the authority, or to  
24 authorize the issuance or entering into of any bonds,  
25 warrants, securities, agreements, contracts, or other  
26 obligations by the state, the county, or any other county,  
27 municipality, political subdivision, agency, or department, in

1 and of the state, with respect to the project as provided for  
2 herein, Sections 222 or 104(17), or any other provision of the  
3 Constitution of Alabama of 1901, as amended, notwithstanding.

4 Section 12. Notice of issuance of bonds; limitation  
5 on actions to contest.

6 (a) Any resolution authorizing the issuance of bonds  
7 by the authority under this act may contain a recital that  
8 they are issued pursuant to the provisions of this act, which  
9 recital shall be conclusive evidence that the bonds have been  
10 duly authorized pursuant to the provisions of this act,  
11 notwithstanding the provisions of any other law now in force  
12 or hereafter enacted or amended. Upon the adoption by the  
13 board of any resolution providing for the issuance of bonds,  
14 the authority, in its discretion, may cause to be published,  
15 once a week for two consecutive weeks, in a newspaper then  
16 published in the county, or, if there is no newspaper, then in  
17 a newspaper widely circulated in the county, a notice in  
18 substantially the following form, with any appropriate  
19 changes, to the extent applicable and with the blanks being  
20 properly filled in:

21 "The Baldwin County Toll Road and Bridge Authority -  
22 Baldwin Beach Express to Interstate 65 Project, a public  
23 corporation and instrumentality under the laws of the State of  
24 Alabama, has authorized the issuance of \$ \_\_\_\_\_ principal  
25 amount of revenue bonds of the authority to be dated  
26 \_\_\_\_\_, for purposes authorized in Act \_\_\_\_\_ enacted at  
27 the 2019 Regular Session of the Legislature of Alabama. Any

1 action or proceeding questioning the validity of the revenue  
2 bonds, the source of payment therefor, or any other matter or  
3 contract relative thereto, must be commenced not later than  
4 \_\_\_\_\_, 20\_\_\_, that date being within 14 days after the  
5 first publication of this notice.

6 The Baldwin County Toll Road and Bridge Authority -  
7 Baldwin Beach Express to Interstate 65 Project

8 By \_\_\_\_\_  
9 Chair"

10 (b) Any action or proceeding in any court to set  
11 aside or question the validity of the proceedings for the  
12 issuance of the bonds referred to in the notice or to contest  
13 the validity of any bonds, the source of payment therefor, or  
14 any other matter or contract relative thereto, must be  
15 commenced within 14 days after the first publication of the  
16 notice. After the expiration of that period, no right of  
17 action or defense questioning or attacking the validity of the  
18 proceedings, the bonds, the source of payment therefor, or any  
19 other the matter or contract relative thereto, shall be  
20 asserted, nor shall the validity of the proceedings, the  
21 bonds, the payment source, or relative matters and contracts,  
22 be open to question in any court on any ground whatsoever  
23 except in an action commenced within that period.

24 Section 13. Trust agreements securing bond issues;  
25 authorized provisions protecting holders; pledge of revenues.

26 (a) In the discretion of the authority, any bonds  
27 issued under this act may be secured by a trust agreement by

1 and between the authority and a corporate trustee, which may  
2 be any trust company or bank having the powers of a corporate  
3 trust company, with a corporate trust office located within  
4 the state. The trust agreement or the resolution providing for  
5 the issuance of the bonds, may pledge or assign tolls, fees,  
6 charges, or other revenues to which the authority's right then  
7 exists or which may thereafter come into existence, and the  
8 moneys derived therefrom, and the proceeds of the bonds;  
9 provided, however, that the trust agreement or resolution  
10 shall not convey or mortgage on a foreclosable basis any part  
11 or all of the real property or fixtures on or of the project.  
12 The trust agreement or resolution providing for the issuance  
13 of bonds may contain provisions for protecting and enforcing  
14 the rights and remedies of the bondholders as may be  
15 reasonable and proper and not in violation of law; including  
16 covenants setting forth the duties of the authority in  
17 relation to the acquisition of property and the construction,  
18 improvement, maintenance, equipping, repair, operation, and  
19 insurance of the project; the rates of tolls, fees, and  
20 revenues to be charged; the payment, security, or redemption  
21 of bonds and the custody, safeguarding, and application of all  
22 moneys; and provisions for the employment of consulting  
23 engineers in connection with the construction, equipping,  
24 operation, regulation, use, and maintenance of the project. It  
25 shall be lawful for any bank or trust company incorporated  
26 under the laws of this state which may act as depository of  
27 the proceeds of bonds or of revenues to furnish the

1 indemnifying bonds or to pledge the securities as may be  
2 required by the authority. Any trust agreement or resolution  
3 may set forth the rights and remedies of the bondholders and  
4 of the trustee and may restrict the individual rights of  
5 action by bondholders. In addition to the foregoing, any trust  
6 agreement or resolution may contain other provisions as the  
7 authority may deem reasonable and proper for the security of  
8 the bondholders. All expenses incurred in carrying out the  
9 provisions of any trust agreement may be treated as a part of  
10 the cost of the operation of the project.

11 (b) Any pledge of tolls, other revenues, or moneys  
12 made by the authority shall be valid and binding from the time  
13 the pledge is made. The tolls, other revenues, or moneys so  
14 pledged and thereafter received by the authority, except that  
15 part of the tolls, other revenues, or moneys which are  
16 necessary to maintain the project or projects in good  
17 operating conditions, or to pay the reasonable operating  
18 expenses of the authority, or any judgment rendered against  
19 it, shall immediately be subject to the lien of the pledge  
20 without any physical delivery thereof or further act; and the  
21 lien of any pledge shall be valid and binding as against all  
22 parties having claims of any kind in tort, contract, or  
23 otherwise against the authority, irrespective of whether the  
24 parties have notice thereof. Neither the resolution nor any  
25 trust agreement by which a pledge is created need be filed or  
26 recorded except in the records of the authority. If the trust  
27 agreement should be offered for record it shall be filed and

1 recorded without the payment of the mortgage tax required by  
2 Chapter 22 of Title 40 of the Code of Alabama 1975. The  
3 authority, in its discretion, may enter into any supplement to  
4 the trust agreement, which supplement shall be governed, so  
5 far as may be, by the same provisions of this act as are  
6 applicable to the trust agreement.

7 Section 14. Bondholder's and trustee's rights of  
8 enforcement; scope of rights. Any holder of bonds issued under  
9 this act, and the trustee under any trust agreement, except to  
10 the extent that the rights herein given may be restricted by  
11 the trust agreement, by civil action, or proceeding, may  
12 protect and enforce any and all rights under the laws of this  
13 state, or granted hereunder, or under the trust agreement or  
14 the resolution authorizing the issuance of bonds and may  
15 enforce and compel the performance of all duties required by  
16 this act or by the trust agreement or resolution to be  
17 performed by the authority or by any officer thereof,  
18 including the fixing, charging, and collecting of tolls.

19 Section 15. Advertisement for Construction Bids;  
20 Award of Contracts; Non-applicability of competitive bid laws.

21 (a) Before construction is started on the project,  
22 the authority may advertise for sealed bids in the manner as  
23 it determines is most expedient. Notwithstanding anything  
24 contained in this section or in any other provision of state  
25 law to the contrary, solicited proposals under this act with  
26 respect to the project that the authority determines can be  
27 best accomplished on a design-build, design-build-own,



1 design-build-own-operate, or design-build-own-operate-maintain  
2 basis may be evaluated and awarded by the authority based on  
3 its sole discretion.

4 (b) The authority, any and all contracts made by it,  
5 any entity of which the authority is a member, partner, or  
6 owner, and any and all contracts made by it, shall be exempt  
7 from the laws of the state requiring competitive bids for any  
8 contract to be entered into by municipalities, political  
9 subdivisions, or public corporations authorized by them,  
10 including, without limitation, the provisions of Articles 2  
11 and 3 of Chapter 16 of Title 41 of the Code of Alabama 1975.

12 Section 16. Authority to Set and Collect Tolls.

13 (a) The authority may establish, maintain, fix,  
14 revise, charge, and collect tolls for the use of the project  
15 and the different parts or sections thereof, and contract  
16 with, or to lease to or from, any person, company,  
17 partnership, association, agency, department, or corporation,  
18 public or private, desiring the use of any part thereof,  
19 including the right-of-way adjoining the paved portion of  
20 approaches and access highways, streets, or roads for placing  
21 thereon telephone, telegraph, electric light or power lines or  
22 pipe lines for gas and water or for petroleum products or for  
23 any other purpose except for tracks for railroad or railway  
24 use and to fix the terms, conditions, rents, and rates of  
25 charges for such use. Tolls shall be fixed and adjusted to  
26 carry out and perform the terms and provisions of any contract  
27 with or for the benefit of bondholders. Tolls shall not be

1 subject to supervision or regulation by any other commission,  
2 board, bureau, or agency of the state or any county,  
3 municipality, or agency thereof. The use and disposition of  
4 tolls and revenues shall be subject to the provisions of the  
5 resolution authorizing the issuance of the bonds or of the  
6 trust agreement securing the bonds.

7 (b) Anything to the contrary notwithstanding, the  
8 authority shall charge and collect tolls and fees with respect  
9 to the project until any bonds financing the project are fully  
10 retired.

11 Section 17. Use; Regulation; Operation; and  
12 Maintenance of project; Violations; Penalties; Law  
13 Enforcement.

14 (a) The authority may establish, devise, promulgate,  
15 announce, and revise reasonable rules at any time and from  
16 time to time with respect to all aspects of the project. The  
17 rules may relate to vehicular speeds, loads, weights and  
18 sizes, safety devices, rules of the road, and any other  
19 matters as may be necessary and proper to regulate traffic in  
20 the interest of safety and the maximum convenience of the  
21 persons using the project. The rules shall apply according to  
22 their terms to all sections of the project under the  
23 jurisdiction of the authority, and to its structures and other  
24 appurtenances. Insofar as the rules may be inconsistent with  
25 the rules of the state or with the laws of the state relating  
26 to offenses with respect to highways, the rules promulgated by  
27 the authority shall be controlling. The authority may

1       prescribe reasonable rules as it may deem advisable for the  
2       protection and preservation of and for the maintenance and  
3       preservation of good order within the property under its  
4       jurisdiction and control and to prevent unnecessary  
5       trespassing upon or injury to or upon any part of the  
6       right-of-way or other property of the project. The authority  
7       shall not be subject to the provisions of Chapter 22 of Title  
8       41 of the Code of Alabama 1975, the Alabama Administrative  
9       Procedure Act.

10               (b) Any rules shall provide that law enforcement  
11       officers and other emergency vehicles shall be afforded ready  
12       access while in the performance of their official duty to all  
13       property under the jurisdiction of the authority without the  
14       payment of tolls. The rules shall not take effect until  
15       published on the authority's website or posted in a  
16       conspicuous place at the authority's principal office.

17               (c) The authority may utilize any state, county, or  
18       municipal law enforcement officers to secure the project as it  
19       deems necessary. The police officers shall have power to  
20       prefer charges against and make arrests of any person or  
21       persons violating any law of the state, the county, or any of  
22       the bylaws or rules of the authority, as authorized herein on  
23       property owned or controlled by the authority.

24               (d) The authority shall have the power to set,  
25       collect, and enforce the payment of the tolls, fees, and  
26       charges authorized by this act by any lawful means. The  
27       authority, in its discretion, may determine and revise such

1 lawful means at any time and from time to time, which may  
2 include the setting, collection, and enforcement of the tolls,  
3 fees, and charges under the authority, in the manner, and as  
4 provided, of and by Article 6 of Chapter 2 of Title 23 of the  
5 Code of Alabama 1975, the Electronic Toll Collection Act, as  
6 amended. In the event that a court of law having proper  
7 jurisdiction determines that the authority does not have any  
8 authority to set, collect, or enforce the payment of the  
9 tolls, fees, and charges, then the commission, or other  
10 lawfully elected body or other body prescribed or authorized  
11 by law, shall set, collect, or enforce the payment of tolls,  
12 fees, and charges on behalf of, and remit the same to, the  
13 authority.

14 (e) Anything herein to the contrary notwithstanding,  
15 the authority shall have no power to charge penalties and  
16 fines for violations in excess of any maximum amount otherwise  
17 provided for by law.

18 Section 18. Tax Exemption. The exercise of the  
19 powers granted by this act shall be, in all respects, for the  
20 benefit of the people of the county and the state, for the  
21 increase of their commerce and prosperity and for the  
22 improvement of their safety. Since the operation and  
23 maintenance of the project by the authority will constitute  
24 the performance of the essential functions of the county, the  
25 authority shall not be required to pay any taxes or  
26 assessments upon the project or any property acquired or used  
27 by the authority under this act or upon the income therefrom.

1 The project, any property acquired or used by the authority  
2 under this act and the income therefrom, and the bonds issued  
3 under this act, their transfer and the income therefrom,  
4 including any profit made on the sale thereof, shall be exempt  
5 from taxation. All documents recorded by the authority of any  
6 kind shall be exempt from all mortgage, document, and  
7 recording fees, charges, and taxes of the office of the Judge  
8 of Probate of Baldwin County and the Secretary of State.

9 Section 19. Legal Investments. Bonds issued under  
10 this act are hereby made legal investments for all banks and  
11 insurance companies organized under the laws of the state.  
12 Unless otherwise directed by the court having jurisdiction  
13 thereof or the document that is the source of authority, a  
14 trustee, executor, administrator, guardian, or one acting in  
15 any other fiduciary capacity, in addition to any other  
16 investment powers conferred by law and with the exercise of  
17 reasonable business prudence, may invest trust funds in bonds  
18 of the authority.

19 Section 20. Audit; Expenses. The authority shall pay  
20 and provide for a fiscal year audit of its books and records  
21 by any private firm of certified public accountants selected  
22 by the board.

23 Section 21. Non-profit corporation. The authority  
24 shall be a non-profit public corporation and political  
25 subdivision. None of the earnings of the authority shall inure  
26 to the benefit of any private party or person.

1           Section 22. Dissolution of authority. At any time  
2 when the authority does not have any bonds outstanding, the  
3 board may adopt a written resolution, which shall first be  
4 approved in writing by resolution of the commission, duly  
5 entered upon its minutes, declaring that the authority shall  
6 be dissolved. Upon the filing for record of a certified copy  
7 of the resolution in the office of the Judge of Probate of  
8 Baldwin County, the authority shall thereupon stand dissolved,  
9 and in the event that it owned any assets or property at the  
10 time of its dissolution, the title to all its assets and  
11 property, subject to any constitutional provision or  
12 inhibition to the contrary, shall thereupon vest in the  
13 county.

14           Section 23. Construction of act. Insofar as the  
15 provisions of this act may be in conflict or inconsistent with  
16 any provisions of any other law concerning actions authorized  
17 by this act, the provisions of this act shall control and  
18 govern, any other provision of law to the contrary  
19 notwithstanding. Subject to the foregoing, this act does and  
20 shall be construed to provide an additional and alternative  
21 method for the doing of the things authorized thereby and  
22 shall be regarded as supplemental and additional to other  
23 laws.

24           Section 24. The provisions of this act are  
25 severable. If any part of this act is declared invalid or  
26 unconstitutional, that declaration shall not affect the part  
27 which remains.

1                   Section 25. This act shall become effective  
2 immediately upon the ratification of a constitutional  
3 amendment proposed in SB\_\_ or HB\_\_ of the 2019 Regular Session  
4 of the Legislature authorizing the Legislature to provide by  
5 local law for the incorporation in Baldwin County of the toll  
6 road and bridge authority provided by this act.