

**PRE-MEETING AGENDA
MOUNTAIN BROOK CITY COUNCIL**

**CITY HALL COUNCIL CHAMBER (A108)
56 CHURCH STREET
MOUNTAIN BROOK, AL 35213**

FEBRUARY 13, 2023, 6:15 P.M.

As a matter of convenience, members of the public are invited to listen, observe and participate in public meetings by Internet video conference. Presenters and others interested in a particular matter for discussion are encouraged to attend the meeting in-person. The City is not responsible for technical issues that may occur that interfere with the virtual meeting. The City Council, at its sole discretion, may proceed with its in-person business meeting regardless of whether virtual attendees can hear and/or observe the proceedings. The City intends to make the meeting available by way of the Zoom app (re: Meeting ID 801-559-1126, password 02132023)

1. Paving List for FY-2023 – Ronnie Vaughn. (See attached information. This item may be added to the formal agenda.)
2. Drainage bids for Canterbury/Surrey project and Cherry/Lorena/Euclid projects-Mark Simpson of Schoel Engineering (See attached information. This item may be added to the formal agenda.)
3. Appointment for members of the 1st Responders Foundation – Vince Schilleci. (See attached information. This item may be added to the formal agenda.)
4. Junior High Field Improvement Plans – Mike Culwell of Brasfield and Gorrie (See attached information.)
5. Executive Session

2023 Mountain Brook Paving List

Caldwell Mill Road - From Pumphouse to bridge

Caldwell Mill Lane

Sterlingwood Drive

Old Leeds Circle

Lane Park Road - Full Length from Cahaba Road to Country Club Road

Dexter Avenue - From Church Street to Vine Street

Carla Circle

Peachtree Street - Euclid to Dexter

Chabad Center - Leased parking for Overton Park

Forest Glen Drive

Northcote Circle

Northcote Drive - Dover to Warrington

North Woodridge Road - Sedley Drive to 3518

Oakdale Drive - Deep mill short section coming up the hill



February 8, 2023

City of Mountain Brook
56 Church Steet
Mountain Brook, AL 35213-3700

Attn: Mr. Sam Gaston

Project Reference: Cherry St, Euclid Ave, Lorena Ln and Fairmont Dr Drainage Improvements
Construction Proposals
Bid No. 20230109 - 838

Mr. Gaston:

We are in receipt of the bids for work to perform certain necessary drainage improvements at Cherry St, Euclid Ave, Lorena Ln and Fairmont Dr. Only one bid was submitted, and that was by Gillespie Construction, LLC for the total amount bid of \$917,360.00. The submitted information appears to be in accordance with the bid requirements and the contractor has the required experience and qualifications, as stipulated.

Based on this, Schoel recommends consideration of award of this project to Gillespie Construction, LLC.

Yours very truly,

SCHOEL ENGINEERING CO., INC.

A handwritten signature in black ink, appearing to read "Alex Pattillo", with a stylized flourish at the end.

Alex Pattillo, P.E.

Cc: Mr. Ronald Vaughn, Public Works Director

Attachments: Proposal forms from each contractor



February 8, 2023

City of Mountain Brook
56 Church Steet
Mountain Brook, AL 35213-3700

Attn: Mr. Sam Gaston

Project Reference: Canterbury and Surrey Roads Drainage Improvements
Construction Proposals
Bid No. 20230109 - 836

Mr. Gaston:

We are in receipt of the bids for work to perform certain necessary drainage improvements at Canterbury and Surrey Roads. In total, two proposals have been submitted. The bids were prepared based on construction plans and technical specifications prepared by Schoel.

The proposals received are listed in the following table.

| Contractor | Price |
|-----------------------------|---------------|
| Gillespie Construction, LLC | \$ 317,375.00 |
| Southeastern Sealcoating | \$ 371,276.00 |

Each bidder holds a general contractor's license suitable for the type of work to be performed.

Based on the submitted bids, Schoel recommends consideration of award of this project to Gillespie Construction, LLC.

Yours very truly,

SCHOEL ENGINEERING CO., INC.

Alex Pattillo, P.E.

Cc: Mr. Ronald Vaughn, Public Works Director

Attachments: Proposal forms from each contractor

STATE OF ALABAMA

DOMESTIC NONPROFIT CORPORATION
CERTIFICATE OF FORMATION

PURPOSE: In order to form a Nonprofit Corporation under Sections 10A-1-3.05 and 10A-3-3.02 of the *Code of Alabama 1975*, this Certificate of Formation and the appropriate filing fees must be filed with the Office of the Secretary of State. The information required in this form is required by Title 10A.

INSTRUCTIONS: Mail 2 copies of this completed form along with a self-addressed, stamped envelope to:

*Secretary of State, Business Services, P.O. Box 5616, Montgomery, Alabama 36103.

*Include a check, money order, or credit card payment for the \$200.00 processing fee.

*The Secretary of State shall pay the sum of \$100.00 to the county treasurer for the county in which the office of the initial registered agent for that entity is located.

*You may file the Certificate of Incorporation online in the time it takes to type this request.

*The Certificate will not be registered if the credit/debit card does not authorize and will be removed from the index if the check is dishonored (\$30 fee).

This form must be typed and will not be accepted via email.

1. The name of the corporation: Mountain Brook First REsponder Foundation

2. *A copy of the Name Reservation certificate from the Office of the Secretary of State must be attached.*

3. This nonprofit corporation (MUST check one):

has Members or has no Members

4. Street (No PO Boxes) address of principal office of the corporation: 101 Hoyt Lane, Mountain Brook, AL 35213

Mailing address of principal office (if different from street address):

5. The name of the registered agent (only one agent): Vincent J. Schilleci III

Street (No PO Boxes) address of registered office (must be located in Alabama):

1901 Sixth Avenue North, Suite 1700, Birmingham, AL 35203

*COUNTY of above address: Jefferson

Mailing address in Alabama of registered office (if different from street address):

(For SOS Office Use Only)

This form was prepared by: (type name and full address)

Vincent J. Schilleci III
Maynard Cooper & Gale, P.C.
1901 Sixth Avenue North
Suite 1700
Birmingham, AL 35203

DOMESTIC NONPROFIT CORPORATION CERTIFICATE OF FORMATION

6. Purpose for which corporation is formed: The purpose for which the corporation is formed is outlined on the
Attachment to Certificate of Formation _____;
the purpose includes the transaction of any lawful business for which nonprofit corporations may be incorporated
in Alabama under Title 10A, Chapter 3 of the Code of Alabama.

7. Period of duration shall be perpetual unless stated otherwise by an attached exhibit.

8. The name(s) of the Incorporator(s): Vincent J. Schilleci III _____

Street (**No PO Boxes**) address of Incorporator(s): 1901 Sixth Avenue North, Suite 1700, Birmingham, AL 35203 _____

Mailing address of Incorporator(s) – (if different from street address): _____

Attach a listing if more Incorporators need to be added (type “see attached” in the name line).

9. The number of Directors constituting the initial Board of Directors is 5 _____.
The initial Directors names and addresses must be listed in this Certificate of Formation.

Director’s Name: See Attachment to Certificate of Formation _____

Street (**No PO Boxes**) address of Director: _____

Mailing address of Director(s) - (if different from street address): _____

Director’s Name: _____

Street (**No PO Boxes**) address of Director: _____

Mailing address of Director(s) - (if different from street address): _____

Director’s Name: _____

Street (**No PO Boxes**) address of Director: _____

Mailing address of Director(s) - (if different from street address): _____

DOMESTIC NONPROFIT CORPORATION CERTIFICATE OF FORMATION

Attach listing if more Directors need to be added (type “see attached” in the name line for the first Director on this form).

10. Unless an attachment to this Certificate of Formation provides that a change in the number of directors shall be made only by amendment to the Certificate of Formation, a change in the number of directors made by amendment to the bylaws shall be controlling. In all other cases, whenever a provision of the Certificate of Formation is inconsistent with a bylaw, the provision of the Certificate of Formation shall be controlling.

Attached are any other provisions that are not inconsistent with law relating to organization, ownership, governance, business, or regulation of the internal affairs of the nonprofit corporation, including any provisions for distribution of assets on dissolution or final liquidation.

***County of Registered Agent is requested in order to determine distribution of County filing fees**

_____/_____/_____
Date (MM/DD/YYYY)

Signature as required by 10A-1-3.04

Vincent J. Schilleci III

Typed name of above signature

Incorporator

Typed title/capacity to sign under 10A-1-3.04

Dear Alabama Business Owner:

Recently, the Alabama Legislature passed ACT 2021-223, which is a new law that requires the Secretary of State's Office to collect data about small businesses, minority-owned businesses, and women-owned businesses. Your participation in this survey will aid the state in identifying businesses that may be eligible for assistance or resources.

Please check the boxes that apply to your business:

SMALL BUSINESS:

- Any independently owned and operated business with no more than 50 full-time employees, a majority of whom have their permanent place of residence in the state.

MINORITY-OWNED BUSINESS: (African American, Hispanic, Asian American, or Native American)

- An independently owned and operated business that is at least 51% owned or controlled by one or more minority individuals, a majority of whom have their permanent place of residence in the state.

OR

- A publicly owned business of which at least 51% of the stock is owned and controlled by one or more minority individuals and whose daily management and operations are under the control of one or more of these minority individuals, a majority of whom have their permanent place of residence in the state.

WOMAN-OWNED BUSINESS:

- An independently owned and operated business that is at least 51% owned or controlled by one or more women, a majority of whom have their permanent place of residence in the state.

OR

- A publicly owned business of which daily management and operations are under the control of a woman or group of women, a majority of whom have their permanent place of residence in the state, and who own and control at least 51% of the stock of the business or an equivalent ownership stake.

OTHER:

- Check this box if you prefer not to respond.

If none of these apply to your business, please disregard.

Thank you for your contributions to the State of Alabama.

Secretary of State Credit Card or Prepaid Payment Option/Return/Hold Sheet: If you do not send an acknowledgement copy and a pre-addressed postage paid envelope with the filing you will not receive a receipt from the Secretary of State's Office. Hold for pickup request will have the receipt attached. The document of record will be stamped showing the receipt of the filing fee but will not show convenience fees (these fees are 3% of the total charge plus \$2.00).

Information MUST be typed or filing will be returned without review.

Entity Name: _____

Service Requested: \$200.00 Formation filing fee

Hold at Front Desk for pick-up by: _____

There is no notification service/call for pick-up.

Choose one of the following:

Check/money order is attached-Please make one check payable for each filing to the Alabama Secretary of State. Do not use one check for multiple filings.

Charge fees to prepaid account: Account Number _____
and Account Name _____

Typed Name & Signature of Authorized Individual on Account

Credit Card Type: _____ (Visa, MC, Discover & AmEx)

Card Number: _____ Expiration Mo/Yr.: ____/____ (MM/YY)

Card Holder Name: _____

Complete Billing Address: _____
Street or PO Box

City State Zip

Signature of Card Holder: _____

MUST be Signature of Card Holder

**ATTACHMENT TO
CERTIFICATE OF FORMATION**

OF

**MOUNTAIN BROOK FIRST RESPONDER FOUNDATION
(a nonprofit corporation)
(the "Organization")**

ARTICLE I.

PURPOSES AND POWERS

1.1 Subject to the limitations set out in paragraph 1.2 below, the purposes for which the Organization is organized are:

(a) To engage in exclusively charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law (the "Code").

(b) In connection with the foregoing activities, to solicit, accept, receive, manage and disburse contributions of property, including real property, and income therefrom, and to apply for, accept and expend grants in accordance with their requirements.

(c) To engage in any lawful act or activity for which a corporation may be organized under the Alabama Business and Nonprofit Entity Code and any act amendatory thereof, supplementary thereto or substituted therefor (hereinafter referred to as the "Act"), provided that such act or activity is one permitted by an organization exempt under Section 501(c)(3) of the Code and the regulations promulgated thereunder (the "Regulations").

(d) Without limiting the foregoing, the purpose of the Organization shall include providing financial and other support to all current and future City of Mountain Brook law enforcement officers, firefighters, paramedics and emergency medical technicians ("First Responder) in the event such First Responder experiences a financial hardship due to such First Responder's, or such First Responder's immediate family member's, sickness, injury or death.

1.2 The Organization shall be subject to the following restrictions and limitations, notwithstanding any other provisions of this Certificate:

(a) The Organization shall not carry on any activities not permitted to be carried on by an organization exempt under Section 501(c)(3) of the Code and the

Regulations, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and the Regulations as the same now exist or as they may be hereafter amended from time to time.

(b) No substantial part of the activities of the Organization shall be carrying on propaganda, or otherwise attempting to influence legislation, and no activities of the Organization shall be participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

(c) No part of the net earnings of the Organization shall inure to the benefit of any private person, director, or officer of the Organization, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Organization affecting one or more of its purposes).

(d) If the Organization should be classified as a private foundation within the meaning of Section 509 of the Code, the officers of the Organization shall:

1. Distribute all income of the Organization at such times and in such manner as not to subject the Organization to tax under § 4942 of the Code.
2. Refrain from causing the Organization to engage in any act of self dealing as defined in § 4941(d) of the Code.
3. Refrain from retaining any excess business holdings as defined in § 4943(c) of the Code in a manner that would subject the Organization to tax under § 4943(a) of the Code.
4. Refrain from making any investments in such manner as to subject the Organization to tax under § 4944 of the Code.
5. Refrain from making any taxable expenditures as defined in § 4945(d) of the Code.

1.3 Upon the liquidation or dissolution of the Organization, whether voluntary or involuntary, no private person, director, or officer shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Organization from any source, after the payment of all debts and obligations of the Organization, shall be used and distributed exclusively for purposes within those set forth in paragraph 1.1 of this Certificate (as limited by the provisions of paragraph 1.2 of this Certificate) and within the intendment of Section 501(c)(3) of the Code and the Regulations as the same now exist or as they may be hereafter amended from time to time.

ARTICLE II.

MEMBERS

2.1 The Organization shall have no members or shareholders and shall not issue any shares of stock or certificates or any other evidence of membership.

ARTICLE III.

INTERNAL AFFAIRS

The following provisions for the regulation of the business and for the conduct of the affairs of the Organization and the directors thereof are hereby adopted:

3.1 The initial bylaws of the Organization shall be adopted by the Board of Directors. The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors, except to the extent otherwise provided in the bylaws, which power may be exercised in the manner and to the extent provided in the bylaws. The bylaws may contain any provisions for the regulation and conduct of the affairs of the Organization and the directors not inconsistent with the Act or this Certificate.

3.2 All corporate powers and duties imposed on the Board of Directors by the Act, this Certificate, or the bylaws of the Organization, and the business and affairs of the Organization (the "Powers and Duties"), shall be exercised by or under the authority of, and managed under the direction of, the Board of Directors; provided, however, that pursuant to Section 10A-3-2.08 of the Act, the Board of Directors may confer any Powers and Duties on such other person or persons as the Board of Directors determines in its sole discretion to be in the best interests of the Organization. Directors shall be elected in the manner provided in the bylaws. The number of directors of the Organization shall be fixed from time to time by the bylaws. The number of directors may be increased or decreased from time to time by amendment to the bylaws or in the manner provided for therein, provided that no decrease shall have the effect of shortening the term of any incumbent director. The term of each director in office shall be fixed from time to time by the bylaws, or in the absence of such a bylaw provision, the term of each director shall be one (1) year and until his or her successor shall have been elected and qualified.

3.3 Any contract or other transaction that is fair and reasonable to the Organization and is in furtherance of the Organization's exempt purpose, between the Organization and one or more of its directors, or between the Organization and any corporation, partnership or other entity of which one or more of its directors are shareholders, directors, officers, partners, members or employees, or in which they are financially interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the Organization or any committee thereof that acts upon, or in reference to, the contract or transaction, if either the fact of such interest shall be disclosed or known to the Board of Directors or such committee, as the case may be, and the Board of Directors or such committee shall, nevertheless, authorize or ratify the contract or transaction. The interested director or directors shall not be counted in determining whether a quorum is present and shall not be entitled to vote on such authorization or ratification. This paragraph shall not be construed to invalidate any contract or other transaction that would

otherwise be valid under the common and statutory law applicable to it. Each and every person who may become a director of the Organization is hereby relieved from any liability that might otherwise arise by reason of his or her contracting with the Organization for the benefit of himself or herself or any corporation, partnership or other entity in which he or she may be in any way interested.

3.4 In amplification and not in limitation of the provisions of applicable law:

(a) Pursuant to Sections 10A-20-16.01 et seq., and 6-5-336 CODE OF ALABAMA, 1975, as amended, and the Volunteer Protection Act of 1997, 42 U.S.C. § 14501 et seq., as amended, all non compensated directors, trustees, members of governing bodies, officers and other eligible volunteers of the Organization shall be immune from suit and shall not be subject to civil liability arising from the conduct of the affairs of the Organization except when the act or omission of such person that gives rise to the cause of action amounts to willful or wanton misconduct or fraud or gross negligence.

(b) The Organization shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the Organization), by reason of the fact that he or she is or was a director, officer, employee or agent of the Organization, or is or was serving at the request of the Organization as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such claim, action, suit or proceeding, unless he or she acted intentionally or willfully against the best interests of the Organization. The termination of any claim, action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person acted intentionally or willfully in a manner that was opposed to the best interests of the Organization.

(c) The Organization shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action or suit by or in the right of the Organization to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Organization, or is or was serving at the request of the Organization as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Organization and except that no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for intentional or willful misconduct in the performance of his or her duty to the Organization unless and only to the extent that the court in which such action or suit was brought shall

determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(d) Any indemnification under subsections (b) and (c) (unless ordered by a court) shall be made by the Organization only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in subsections (b) and (c). Such determination shall be made (1) by the Board of Directors by a majority vote of the directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to, such claim, action, suit or proceeding, or (2) if a majority of disinterested directors so directs, by independent legal counsel in a written opinion.

(e) Expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding may be paid by the Organization in advance of the final disposition of such claim, action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if and to the extent that it shall ultimately be determined that he or she is not entitled to be indemnified by the Organization as authorized in this Section. Such undertaking shall be an unlimited, unsecured general obligation of the officer of the Organization and shall be accepted without reference to his ability to make repayment.

(f) The indemnification authorized by this Section shall not be deemed exclusive of and shall be in addition to any other rights to which those indemnified may be entitled under any statute, rule of law, provision of certificate of formation, bylaws, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. No amendment, modification, or repeal of this Section shall diminish the right to indemnification with respect to any claim, cause, or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.

(g) The Organization shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Organization, or is or was serving at the request of the Organization as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Organization would have the power to indemnify him or her against such liability under the provisions of this Section.

3.5 The Organization reserves the right from time to time to amend, alter or repeal each and every provision contained in this Certificate, or to add one or more additional provisions, upon a vote of a majority of the directors in office.

ARTICLE IV.

INITIAL DIRECTORS

2.1 The names and addresses of the initial directors of the Organization are as follows:

| <u>Name</u> | <u>Address</u> | <u>Appointment</u> |
|--------------------|---|--|
| David Faulkner | | City Council |
| Tanya Cooper | | City Council |
| Christopher Mouron | | Mayor |
| TBD | | Mayor |
| Emily Jensen | 101 Hoyt Lane Mountain Brook, AL 35213 | Ex Officio Capacity as Executive Director of the Mountain Brook Chamber of Commerce |



Goodwyn Mills Cawood

2400 5th Avenue South
Suite 200
Birmingham, AL 35233

T (205) 879-4462

www.gmcnetwork.com

Mountain Brook Junior High School Athletics

Scope of Project:

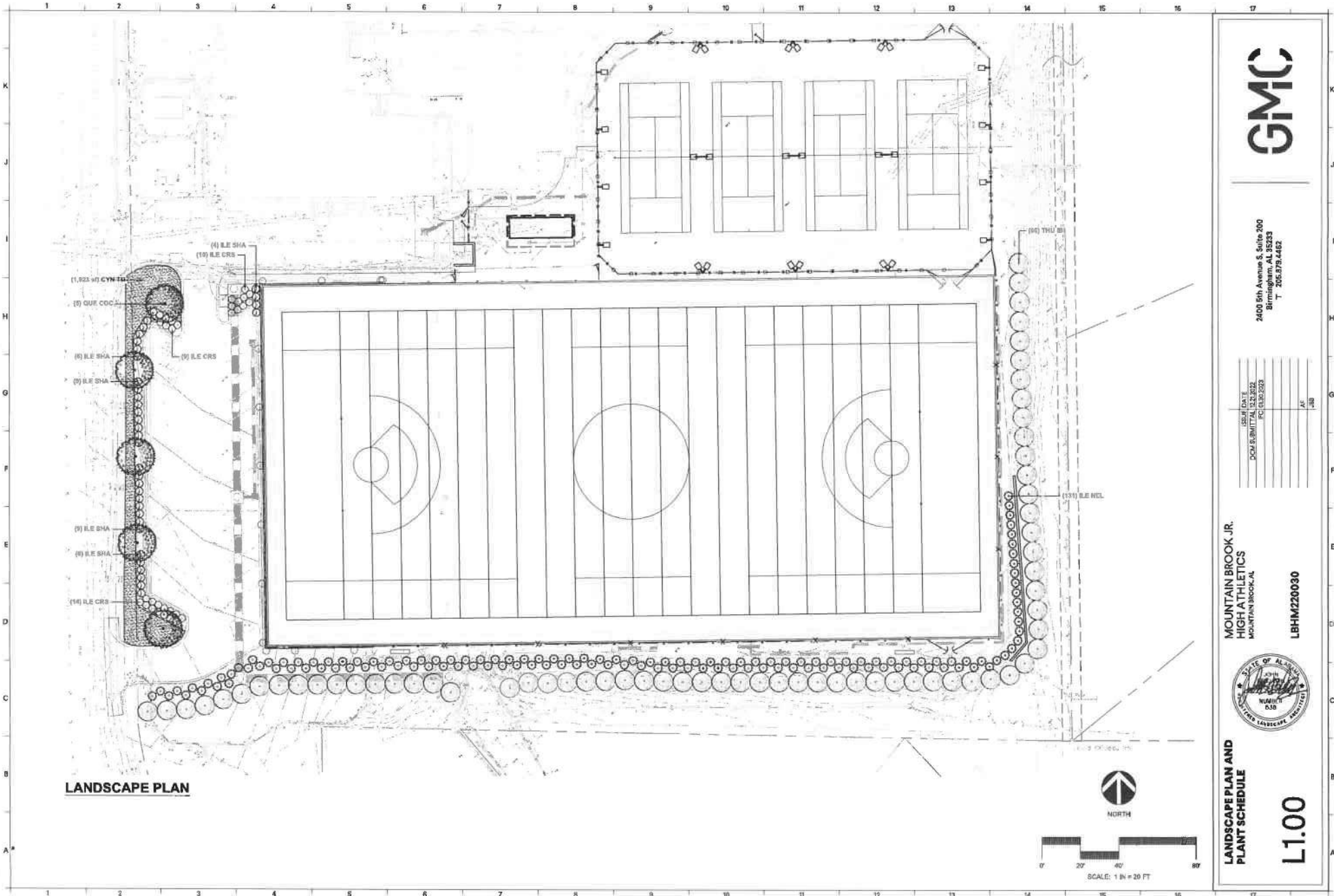
Project to include conversion of existing grass sports field to synthetic turf for multiple sports to include Sports Field Lighting, protective netting and padding. New construction of 4 tennis courts with lighting and new parking lot. A small restroom building to be built on site as well.



MTN. BROOK JUNIOR HIGH SCHOOL ATHLETICS

MOUNTAIN BROOK, ALABAMA 02/10/2023





LANDSCAPE PLAN



2400 5th Avenue S, Suite 200
Birmingham, AL 35233
T 205.879.4482

| | | |
|-------------------------------|---------------|----|
| ISSUE DATE | DATE | BY |
| 08/14/2023 | 08/14/2023 | AL |
| DOUG S. SMITH, AIA, L.S. 2022 | PC 01/02/2023 | AL |
| | | AL |
| | | AL |

**MOUNTAIN BROOK JR.
HIGH ATHLETICS**
MOUNTAIN BROOK, AL

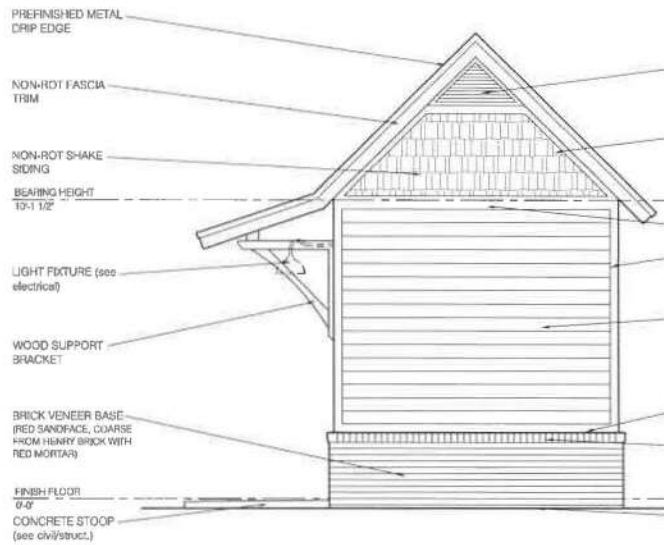
LBHM220030



**LANDSCAPE PLAN AND
PLANT SCHEDULE**

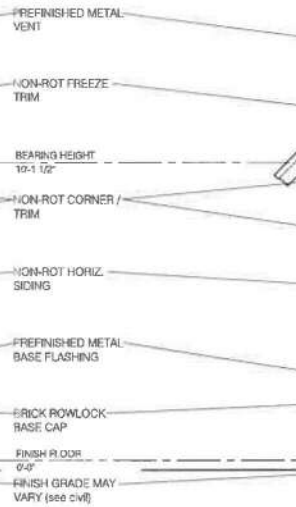
L1.00

This drawing is and shall remain the property of Goodbye, MB and Caswood, Inc., (GMC) and Goodbye MB Caswood LLC (GMC). Unauthorized use of any kind including use on other projects is prohibited. In the event that a conflict arises between the sealed drawings and the electronic files, the sealed drawings will prevail.



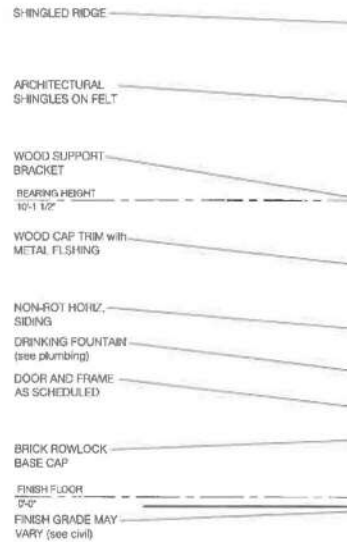
RIGHT SIDE ELEVATION

SCALE: 1/2" = 1'-0"



LEFT SIDE ELEVATION

SCALE: 1/2" = 1'-0"



FRONT ELEVATION

SCALE: 1/2" = 1'-0"



REAR ELEVATION-SIMILAR



2850 East Chase Lane, Suite 200
Montgomery, AL 36117
T. 334.271.5200
gmcnetwork.com

| ISSUE | DATE |
|-------|------|
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MOUNTAIN BROOK, JR.
HIGH ATHLETICS
MOUNTAIN BROOK, AL
GMC Project#FLBHM220030



ELEVATIONS

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