

RESOLUTION OF THE
TUSCALOOSA COUNTY ROAD IMPROVEMENT COMMISSION, INC.

RESOLUTION NO. 26-009

APPROVING MODIFICATIONS TO ORGANIZATIONAL DOCUMENTS

RECITALS: The members (collectively, the “Commission”) of the Tuscaloosa County Road Improvement Commission, Inc., a public corporation (“TCRIC”), constitute the governing board of TCRIC. The Commission desires to make certain modifications to the certificate of incorporation of TCRIC (the “Certificate”) bylaws of TCRIC (the “Bylaws”).

NOW, THEREFORE, THE RECITALS CONSIDERED, BE IT RESOLVED by the Commission as follows:

(1) APPROVAL: The Commission hereby approves:

(a) an amendment to the Certificate in substantially the same form as the Amendment to Certificate of Incorporation attached hereto as Exhibit A, which exhibit is incorporated herein by this reference, to change the name of TCRIC to “Tuscaloosa County Road Improvement Authority”; and

(b) the modifications to the Bylaws shown in redline in the copy of the Bylaws attached hereto as Exhibit B, which exhibit is incorporated herein by this reference.

(2) AUTHORIZATION TO EXECUTE AND OTHER ACTIONS: The Chairman and Secretary of TCRIC are authorized, directed, and empowered:

(a) to execute an amendment to the Certificate changing the name of TCRIC to “Tuscaloosa County Road Improvement Authority”, with such revisions as the Chairman may deem necessary, helpful, or appropriate, in his discretion; and

(b) to execute a clean copy of the Bylaws containing the revisions shown in Exhibit B; and

(c) to execute and submit a written application to the governing bodies of the City of Tuscaloosa, Alabama (“Tuscaloosa”), the City of Northport, Alabama (“Northport”), and Tuscaloosa County, Alabama (the “County” and collectively with Tuscaloosa and Northport, the “Participating Governments”) in the name and on behalf of TCRIC requesting the Participating


Governments to adopt a resolution approving the proposed amendment to the Certificate; and


(d) following the adoption of a resolution approving the proposed amendment to the Certificate by the Participating Governments, the Chair and the Secretary of TCRIC are further authorized, directed, and empowered to sign and file in the Office of the Probate Judge of Tuscaloosa County, Alabama a certificate in the name and on behalf of TCRIC, under its seal, reciting the adoption of resolutions by TCRIC and the Participating Governments approving the amendment to the Certificate and setting forth the amendment to the Certificate.

(3) ANCILLARY ACTIONS AND DOCUMENTS: The officers of TCRIC, or any of them, are authorized, directed, and empowered to take such other actions and to execute, deliver, attest, and seal for and on behalf of TCRIC for and in the name and behalf of TCRIC such other and further documentation as such officer determines, in such officer's discretion, to be necessary, helpful, convenient, or desirable in order to give effect to, carry out and consummate the actions authorized, empowered, and directed by this Resolution. The exercise of discretion by any officer of TCRIC shall be conclusively presumed by such officer's execution or delivery of any incidental document hereto.

IN WITNESS WHEREOF, the undersigned hereby attest that the foregoing Resolution was duly adopted by members of the Tuscaloosa County Road Improvement Commission, Inc., a public corporation, effective as of March 30, 2026.

TUSCALOOSA COUNTY ROAD IMPROVEMENT
COMMISSION, INC.

By: 
Judge Ward D. (Rob) Robertson, III
Its Chairman

ATTEST:
By: 
Walt Maddox
Its Secretary

[FORM OF AMENDMENT TO CERTIFICATE OF INCORPORATION ATTACHED]

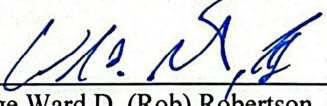
STATE OF ALABAMA §
 § ss.
TUSCALOOSA COUNTY §

**AMENDMENT OF THE
CERTIFICATE OF INCORPORATION
OF THE
TUSCALOOSA COUNTY ROAD IMPROVEMENT COMMISSION, INC.**

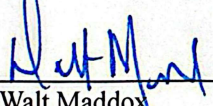
KNOW ALL PERSONS BY THESE PRESENTS that, in accordance with the provisions of section 11-81-270 of the *Code of Alabama* (1975), as amended, the Certificate of Incorporation (the "Certificate") of the Tuscaloosa County Road Improvement Commission, Inc., a public corporation (the "Corporation"), which Certificate is recorded in Deed Book 2022, beginning at Page 29951 in the Office of the Probate Judge for Tuscaloosa County, Alabama and which Certificate contains the articles of incorporation of the Corporation, is amended to change name of the Corporation from the Tuscaloosa County Road Improvement Commission, Inc. to the Tuscaloosa County Road Improvement Authority and to change the short-hand references in the Certificate to the Corporation from the Commission to the Authority. The balance of the Certificate is hereby affirmed.

IN WITNESS WHEREOF, the undersigned hereby attest and certify that the members of the Corporation constitute the governing board of the Corporation and that the members of the Corporation duly adopted the foregoing amendment to the Certificate effective as of March 30, 2026.

TUSCALOOSA COUNTY ROAD
IMPROVEMENTCOMMISSION, INC.

By: 
Judge Ward D. (Rob) Robertson, III
Its Chairman

ATTEST:

By: 
Walt Maddox
Its Secretary

This Instrument Prepared By:
J Marland Hayes
HAYES INGRAM LLC
600 Lurleen B. Wallace Blvd. S., Suite 160
Tuscaloosa, AL 35401
205.710.4229

[FORM OF MODIFICATIONS TO BYLAWS ATTACHED]

**BY-LAWS
OF THE
TUSCALOOSA COUNTY ROAD IMPROVEMENT AUTHORITY-
COMMISSION, INC.**

**ARTICLE I
NAME, AREA, PURPOSE, AND STATEMENT OF NONDISCRIMINATION**

SECTION I - NAME

The name of the public corporation is Agency shall be Tuscaloosa County Road Improvement ~~Commission, Inc.~~ Authority (hereinafter the "Authority Commission") formerly known as Tuscaloosa County Road Improvement Commission. At the discretion of the Members (hereinafter defined), the Authority may adopt and utilize one or more trade names or sobriquets for the Authority, including, but not limited to, "TCRIC".

SECTION II - AREA

The area within which the Authority shall conduct its business and activities is Tuscaloosa County, Alabama.

SECTION III - PURPOSE AND OBJECTIVES

The purpose of the Authority is to provide oversight for the prioritization and financing of public road and bridge construction and maintenance projects in Tuscaloosa County as financed by the tax proceeds allocated for use pursuant to Act 2021-408 of the Alabama Legislature [codified in Sections 11-81-260 to -279 of the Code of Alabama (1975)] Section 11A of Act No. 2015-202, (hereinafter the "Act"), ~~as amended by Act 2021-279,~~ and as authorized by Alabama law. The Authority was reincorporated pursuant to the Act as evidenced by that certain Certificate of Incorporation dated December 2, 2022 (as amended, the "Articles of Incorporation"), which certificate is recorded in Deed Book 2022 beginning at Page 29951 in the Office of the Probate Judge for Tuscaloosa County, Alabama.

SECTION IV - NON-DISCRIMINATION

All affairs of the Authority shall be carried on without discrimination as to race, sex, creed, age, marital status, national origin, or disability.

ARTICLE II - MEMBERS' ORGANIZATIONAL STRUCTURE

SECTION I - SIZE

The purpose, affairs, and business of the Authority shall be administered and governed by ~~by a Commission consisting of~~ seven (7) official, voting members (hereinafter "Members") and one (1) *ex officio*, unofficial, advisory, and nonvoting member. The Members shall function as the "board of directors" of the Authority under the Act and each Member shall be a "director" under the Act. For clarification, the *ex officio*, unofficial, advisory, and nonvoting member of the Authority shall not be one of the Members and shall not be considered a "director" under the Act.

SECTION II - COMPOSITION

The Authority shall be composed of the persons appointed or elected to the following positions as set forth in the Act:

- a. The Mayor of the City of Tuscaloosa, or his or her appointee, who shall be a resident of the city and serve a term of office coextensive with the term of office of the mayor;
- b. The Mayor of the City of Northport, or his or her appointee, who shall be a resident of the city and serve a term of office coextensive with the term of office of the mayor;
- c. The Chair of the Tuscaloosa County Authority, or his or her appointee, who shall be a resident of the county and serve a term of office coextensive with the term of office of the chair;
- d. One member appointed by the West Alabama Chamber of Commerce, who shall be a resident of Tuscaloosa County and shall serve a term of office of four (4) years from the date of appointment. The appointment shall be evidenced by an instrument signed by the chair of the Chamber of Commerce and delivered to the Authority, and to the Tuscaloosa City Council for confirmation;
- e. The Executive Director of the Tuscaloosa County Economic Development Authority (“TCEDA”), or his or her appointee, who shall serve a term of office of four (4) years from the date of appointment. The acceptance or appointment shall be evidenced by an instrument signed by the Executive Director and delivered to the Authority, and to the Northport City Council for confirmation. Should the position of Executive Director become vacant, the Executive Committee of the TCEDA may appoint an interim representative, who shall serve until an Executive Director is engaged, and such interim appointment shall be evidenced by an instrument signed by the Chair of the Executive Committee and delivered to the Authority, and to the Northport City Council for confirmation;
- f. One member of the Tuscaloosa County Legislative Delegation, selected by a majority of the members of the delegation, who shall be a minority and a resident of Tuscaloosa County, and serve a term of office coextensive with the term of office of the members of the delegation. The selection shall be evidenced by an instrument signed by a majority of the members of the delegation and delivered to the Authority, and to the Tuscaloosa County Authority for confirmation;
- g. One member of the Tuscaloosa County Legislative Delegation, selected by a majority of the members of the delegation, who shall be a resident of Tuscaloosa County, and serve a term of office coextensive with the term of office of the members of the delegation. The selection shall be evidenced by an instrument signed by a majority of the members of the delegation and delivered to the Authority, and to the Tuscaloosa County Authority for confirmation; and
- h. The Director of the Alabama Department of Transportation, or his or her appointee, who shall serve in an *ex officio*, unofficial, advisory, and nonvoting capacity, and shall serve a term of office coextensive with the term of office of the Governor.

SECTION III - TERM

Members shall serve for the terms set out in the Act (as amended) and the Articles of Incorporation. Each Member shall continue in office until his successor has been duly appointed as provided in these Bylaws or by the provisions of the Act.

A vacancy on the Authority shall be filled promptly by the entity that made the appointment

that falls vacant. Each Member appointed to a vacant position shall be appointed for the unexpired term of the Member's predecessor in that position. Any Member may be reappointed to serve in the same manner as the original appointment, subject to the requirements of the Act.

SECTION IV - RESIGNATION AND REMOVAL

A Member may resign at any time upon giving written notice to the Authority and the entity that appointed the Member. In the event that the Chairman of the Authority resigns prior to the expiration of his or her term, the Authority shall be informed at or before the next regularly-scheduled Authority meeting.

A Member may be removed from the Authority if the Member does not possess at the time the Member is appointed, or does not maintain, the qualifications required by the Act, the Articles of Incorporation, or these Bylaws, or if the Member violates any of the foregoing. In addition, a Member who cannot discharge their duties for a substantial portion of the term for which he or she is appointed because of illness or disability, or a Member who is absent from more than one-third of the regularly scheduled Authority meetings during a given calendar year, may be removed.

If the Chairman or Vice Chairman is made aware that a potential ground for removal of a Member exists, the Chairman or Vice Chairman shall notify the entity that appointed such Member of the potential ground for removal. A Member can be removed based on either a unanimous vote of the members of the Authority or upon receipt by the Authority of a notice of removal from the entity that appointed such Member. In such a case, the appropriate designating agency shall appoint a replacement.

SECTION V - COMPENSATION OF MEMBERS

Members of the Authority shall receive no compensation for their services, but they shall be entitled to reimbursement for their actual and reasonable expenses incurred in the performance of their official duties. Notwithstanding the foregoing, Members shall not be reimbursed for the expense of travel to and from meetings of the Authority nor shall any expense be reimbursed unless approved in advance by resolution of the Authority.

SECTION VI - CONFLICT OF INTEREST

a. The Members and the Administrator (as hereinafter defined), if applicable, have a fiduciary duty to the Authority. If any matter in which any Member or the Administrator may have a financial interest, or stand to gain personally, comes before the Authority, those affected should recuse themselves during voting.

b. No Member shall be an employee of the Authority or an immediate family member of any employee of the Authority. For purposes of this provision, "immediate family member" shall mean a parent, child (including an adopted child), spouse, or sibling (including siblings by adoption) of an employee of the Authority.

c. A Member shall not: (1) accept or solicit any gift, favor, or service that might reasonably tend to influence that Member in the discharge of official duties on behalf of the Authority or that the Member knows or should know is being offered with the intent to influence the Member's official conduct; or (2) accept other compensation that could reasonably be expected to impair the Member's independence of judgment in the performance of the Member's official duties.

ARTICLE III - MEETINGS OF THE MEMBERS

SECTION I - REGULAR MEETINGS

Regular monthly meetings of the Authority shall be held in Tuscaloosa County, at a specific site, date, and time to be determined by the Chairman. Any regular meeting may be postponed if it is determined that such meeting is unnecessary or that a quorum will not be achieved.

SECTION II - SPECIAL MEETINGS

Special meetings may be called by the Chairman or any three (3) Members, upon compliance with all applicable notice requirements. The Chairman or Members calling any such special or emergency meeting shall also determine the date, time, location, and agenda for such meeting.

SECTION III - AGENDA AND VOTING PROCEDURE

a. Agenda items shall be set by the Chairman, except that: (1) the agendas of meetings called by three Members shall be set by those Members; and (2) at the request of any two Members, an item shall be added to the agenda of any regular or special meeting, subject to applicable notice requirements.

b. All meetings of the Authority shall be conducted in accordance with the procedures adopted by the Authority. The Chairman at any time may change the order of items to be considered from that set forth in the notice of meeting, provided that all agenda items that require a vote by the Authority shall be considered at the meeting for which they have been posted. To the extent procedures prescribed by applicable statutes, the Act, or these Bylaws conflict with procedures adopted by the Authority, the statutes, Act, or these Bylaws shall govern.

c. A majority of the total number of the Authority constitutes a quorum, and the vote of a majority of the Members present at a meeting at which a quorum is present will be necessary for any action taken by the Authority. No vacancy in the membership of the Authority will impair the right of a quorum to exercise all of the rights and to perform all of the duties of the Authority. Therefore, if a vacancy occurs, a majority of the Members then serving in office will constitute a quorum. If no quorum exists at the time of a scheduled meeting, a majority of the Members present may adjourn the meeting without further notice.

d. No Member may be counted as present by proxy nor may any Member vote by proxy at any meeting or on any question before the Authority of Members.

e. Attendance for quorum purposes and voting by any Member by audio and/or video conferencing is permissible, subject to applicable Alabama law.

SECTION IV - NOTICE

a. All meetings of the Authority shall be conducted in accordance with the Alabama Open Meetings Act.

b. Notice of a regular meeting shall be given to the Authority at least ten (10) days in advance to each Member, specifying the place, day, and hour of such meeting. Notice may be made in any reasonable manner, including by telephone.

c. Notice of a special meeting shall be given to the Authority at least three (3) days in advance to each Member, specifying the place, day, and hour of such meeting. Notice may be made in any reasonable manner, including by telephone.

d. A draft of the agenda for regular Authority meetings shall be circulated to each

Member at least five (5) days in advance with supporting meeting materials to be circulated to each Member at least three (3) days in advance. A draft of the agenda ~~and~~ for special Authority meetings shall be circulated to each Member no less than two (2) days in advance.

e. Whenever any notice is required to be given to any Member by statute or by these Bylaws, a written waiver of such notice signed by the person or persons entitled to such notice, whether before or after the time required for such notice, shall be deemed equivalent to the giving of such notice.

f. Attendance of a Member at a meeting of the Authority or a committee thereof will constitute a waiver of notice of such meeting, except that a Member will not be considered in attendance when the Member appears at such a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

SECTION IV - ACTION WITHOUT MEETING

Any action which may be taken by the Members at a meeting of the Authority may be taken without a meeting if a written consent setting forth the action so taken is signed by all the Members. Such a consent shall have the effect of a unanimous affirmative vote of the Members, and the signature of a Member thereon shall constitute a waiver of any notice otherwise required to such Member.

ARTICLE IV - COMMITTEES OF THE AUTHORITY

The Authority may establish such committees as it deems necessary for study, investigative, development, and advisory purposes. Each such committee shall be comprised of two or more Members, appointed by the Chairman. The Chairman shall serve as a non-voting, ex-officio member of each committee. In the event of a vacancy, the replacement appointed by the designating agency shall also fill the vacancy on any committee.

All committees shall keep regular minutes of their proceedings and report to the Authority as required. The designation of a committee of the Authority and the delegation thereto of authority shall not operate to relieve the Authority, or any Member, of any responsibility imposed upon the Authority or the individual Member by law. To the extent applicable, the provisions of these Bylaws relating to meetings, quorums, and procedure shall govern the meetings of the Authority's committees.

All contracts and expenditures of the Authority may be first reviewed by a committee but must be adopted by a vote of the Authority.

ARTICLE V - OFFICERS OF THE AUTHORITY

SECTION I - GENERAL

The Authority shall elect a Chairman, ~~and a Vice-Chairman, and a Secretary as officers~~ ~~as Officers~~ of the Authority (hereinafter referred to as "Officers"). The Authority may also elect such other Officers as the Authority may determine are necessary or convenient. The Authority shall elect such Officers no later than September 30th of each year and each Officer shall serve a one-year term coinciding with the following fiscal year unless terminated earlier by death, resignation, removal or disability. Each Officer shall be eligible to succeed himself. The Authority may remove any Officer,

with or without cause, at any meeting of the Authority of Members. Subject to the ongoing discretion of the Members to otherwise direct, the expectation is that the Chairman, Vice-Chairman, and Secretary shall (1) be chosen from among the Mayor of the City of Northport (or his or her appointee), the Mayor of the City of Tuscaloosa (or his or her appointee), and the Chair of the Tuscaloosa County Authority (or his or her appointee) and (2) such Officer positions shall rotate each year, with the immediate past Chairman becoming Secretary, the immediate past Vice-Chairman becoming Chairman, and the immediate past Secretary becoming Vice-Chairman.

SECTION II - DUTIES

Each Officer shall have the duties usual and customary to his office or as hereafter set by resolution of the Authority of Members, including, but not limited to, the following:

a. Chairman: The Chairman shall preside at all meetings of the Authority and shall have the general supervision and management of the business of the Authority. The Chairman shall see that all orders and resolutions are carried into effect. The Chairman may only execute instruments and documents on behalf of the Authority upon resolution of the Authority; provided, however, that the Chairman shall have the authority to execute routine or day-to-day documents and instruments without resolution of the Authority, such as, for example, service agreements obligating the Authority to \$5,000.00 or less or contract renewals for a term of one year or less.

b. Vice-Chairman: The Vice-Chairman shall perform those duties assigned to him or her by the Authority and shall, in the absence or disability of the Chairman, perform the duties and exercise the powers of the Chairman. The Vice-Chairman may only execute instruments and documents on behalf of the Authority upon resolution of the Authority; provided, however, that in the absence or unavailability of the Chairman, the Vice-Chairman shall have the authority to execute routine or day-to-day documents and instruments without resolution of the Authority on the same basis as the Chairman.

c. Secretary: The duties of the Secretary are to: (1) record in writing, or cause to the recordation in writing, all proceedings of the Authority, (2) attest bonds, documents, and instruments delivered by the Authority as requested by the Chairman or the Vice-Chairman of the Authority, (3) affix the corporate seal to any document or instrument delivered by the Authority as requested by the Chairman or the Vice-Chairman of the Authority, (4) to certify records and documents of the Authority and matters of incumbency of the Officers; and (5) such other duties as the Authority may from time to time assign to the Secretary. The Authority may delegate some or all of the duties of the Secretary to the Administrator, if any, of the Authority.

SECTION III - COMPENSATION

Officers of the Authority shall receive no compensation for their services, but they shall be entitled to reimbursement for their actual and reasonable expenses incurred in the performance of their official duties. Notwithstanding the foregoing, Officers shall not be reimbursed for the expense of travel to and from the Authority's place of business, or any meetings among the Officers, any committee, or meetings of the Authority. No expense shall be reimbursed unless approved in advance by resolution of the Authority.

ARTICLE VI - EMPLOYMENT BY THE AUTHORITY

The Authority may hire an administrator, accountant(s), financial advisor(s), legal counsel, and/or other positions as needed. The Authority shall employ an auditing and/or accounting

personnel to complete an annual audit in accordance with generally accepted governmental auditing practices. The audit shall be presented annually at an Authority meeting.

The person retained or employed by the Authority, if any, as an administrator shall be referred to herein as the “Administrator”. The Administrator shall: (1) manage day-to-day operations of the Authority, (2) implement the strategic plans of the Members, (3) oversee any other staff, consultants, and other professionals retained or employed by the Authority, (4) act as the primary liaison between the Authority and third parties, including the Alabama Department of Transportation, (5) oversee the implementation of the budget of the Authority and, when necessary, propose amendments to the budget for consideration by the Members, and (6) handle such other duties as the Members may from time to time assign to the Administrator.

ARTICLE VII - REPORTING OF THE AUTHORITY

The Authority may prepare quarterly or mid-year reports but shall prepare an annual report on the Authority’s activities during the preceding fiscal year describing all anticipated and issued bonds, the status of ongoing projects, the financial condition of the Authority, all project schedules, and the status of the Authority’s performance. All reports shall be posted and maintained on the Authority’s website, and as requested by the Members of the Authority.

The annual report shall be submitted to the Authority for review and approval not later than its February meeting each year. Not later than March 31st following the conclusion of the preceding fiscal year, the Authority shall publish the annual report, as adopted by the Authority. The annual report shall be provided to Tuscaloosa County’s legislative delegation, the governing bodies of the cities of Tuscaloosa and Northport, the Tuscaloosa County Authority, the Director of the Alabama Department of Transportation, and the general public through online and/or hard copy publication.

ARTICLE VIII - INDEMNIFICATION

SECTION I - STANDARDS FOR INDEMNIFICATION

The Authority shall indemnify, defend, and hold harmless any Member or Officer (and any former Member or Officer) made a party to any lawsuit, administrative hearing or proceeding, criminal trial, mediation, arbitration, or other adversarial process because he is or was a Member or Officer of the Authority, from and against any liability, loss, expense, or other expenditure incurred with respect to such proceeding if:

- a. the individual conducted himself in good faith; and
- b. the individual reasonably believed,
 - i. in the case of conduct in his official capacity as a Member or Officer of the Authority, that the conduct was in the Authority’s best interests; and
 - ii. in all other cases, that the conduct was at least not opposed to the Authority’s best interests; and
- c. in the case of any criminal proceeding, the individual had no reasonable cause to believe that his conduct was unlawful.

The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of

nolo contendere or its equivalent is not, of itself, determinative that the Member or Officer did not meet the standard of conduct described in this Article VIII, Section I.

Irrespective of anything else to the contrary in these Bylaws, the Authority shall not indemnify any person in connection with a proceeding by or in the name of the Authority in which the Member or Officer was adjudged liable to the Authority, or in connection with any other proceeding charging improper personal benefit to the Member or Officer, whether or not involving action in his official capacity, in which the Member or Officer was adjudged liable on the basis that personal benefit was improperly received by him.

SECTION II - MANDATORY INDEMNIFICATION

The Authority shall indemnify any Member or Officer (or any former Member or Officer) who was successful, on the merits or otherwise, in the defense of any proceeding, or of any claim, issue, or matter in such proceeding, where they were a party due to membership on the Authority, against reasonable expenses incurred in connection with the same.

ARTICLE IX - INSURANCE

The Authority shall also have the power to purchase and maintain insurance on its own behalf, insuring the Authority against all losses, liabilities, and other expenditures resulting from the action (or inaction) of any Member or Officer, former Member or Officer, employee, or agent of the Authority.

ARTICLE X - BUDGET PROCESSES

a. No later than September 30th of each year, the Authority shall adopt a budget for the following fiscal year, enacted by the passage of a resolution. Budgeted expenditures cannot exceed budgeted revenue and fund balance. Expenditures must be authorized by an existing budget, or budget amendment, before being incurred. While a working budget may project the budgeted expenditures and revenues of the Authority beyond one (1) fiscal year, only one (1) fiscal year of expenditures shall be adopted by the Authority pursuant to this Article.

b. The annual budget adopted pursuant to paragraph (a) may be amended by resolution. Budget amendments shall be considered and voted upon by the Authority as agenda items consistent with Article III, Section III and Article XI, paragraph (b) herein. Resolutions regarding proposed budget amendments shall include an explanation for variance from the adopted budget, such as greater actual revenue than budgeted, change in an anticipated due date of project costs, etc.

c. No expenditures within a particular fiscal year shall be authorized until the Authority adopts a budget for the fiscal year, pursuant to paragraph (a) above.

ARTICLE XI - MISCELLANEOUS

a. All contracts and purchases on behalf of the Authority shall be entered into and made at the express resolution of the Authority, including, but not limited to, long-term capital indebtedness. Any authorization for a Member, Officer, or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority shall be confined to a

specific instance authorized by resolution of the Authority.

b. No agreement, contract or other document that requires a vote of the Authority shall be presented for a vote of the Authority without it first being circulated by email or other means of express delivery to all voting members at least ~~five (5)~~ three (3) days prior to the meeting at which it will be considered for adoption. When possible, any such proposal shall be presented and discussed at one Authority meeting and then presented for a vote at a subsequent Authority meeting to allow adequate time for review and comment by Members and their legal counsel. This requirement may be waived, however, upon vote of the Authority consistent with these Bylaws.

c. These Bylaws may be amended or repealed and new Bylaws may be adopted by a majority vote of the Members at any meeting of the Authority.

d. The Authority will not by agreement or otherwise, waive or impugn upon its sovereign immunity.

e. The fiscal year for the Authority shall be October 1st - September 30th.

f. All funds of the Authority shall be deposited from time to time to the credit of the Authority in such banks, trust companies, or other depositories as the Authority of Members may elect.

g. The Authority shall have the right to retain all or any part of any assets or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Members of the Authority, as authorized by law and its Articles of Incorporation; ~~provided, however, that no action shall be taken by or on behalf of the Authority if such action is a prohibited transaction or would result in the denial of the tax exemption under section 503 or section 504 of the Internal Revenue Code and its regulations, as they now exist or as they may hereafter be amended.~~

ARTICLE XII - ADOPTION

These By-Laws were adopted by the Members of the Authority effective as of March 30, 2026. Tuscaloosa County Road Improvement Commission, Inc., _____, 2023.

Judge Ward D. "Rob" Robertson, III
Its Glenda Webb, Chairman

Attest: _____
Walter Maddox
Its Secretary/TCRIC Administrator