

**COOPERATIVE PARTICIPATION AGREEMENT
BETWEEN THE
ALABAMA SECRETARY OF STATE
AND
BALDWIN COUNTY**

WHEREAS, this Cooperative Participation Agreement (hereinafter referred to as "Agreement") is entered into between the Alabama Secretary of State (hereinafter referred to as "Secretary of State"), Baldwin County Commission and Baldwin County Judge of Probate (hereinafter collectively referred to as "Baldwin County"); and

WHEREAS, during the 2015 Regular Session, the Alabama Legislature enacted Act No. 2015-479 (now codified at Section 36-14-19, Code of Alabama (1975) and hereinafter referred to as "Act" which is attached hereto as **Exhibit A**); and

WHEREAS, in general, the Act authorizes a new online electronic filing capability which will benefit citizens and businesses and expedite the recordation of certain documents, with the State of Alabama and Baldwin County Probate Court, applicable to the formation and administration of business and nonprofit entities under Title 10A, Code of Alabama (1975); and

WHEREAS, the Act authorizes the Secretary of State to develop a program for the administration of an electronic processing system for the recordation of statutorily-required filing activities of business and nonprofit entities (hereinafter referred to as "Program") and authorizes a county to voluntarily participate in the Program at no cost by written agreement executed between the county commission, the county's judge of probate, and the Secretary of State; and

WHEREAS, the Act authorizes the Secretary of State to contract with a vendor to provide the electronic processing services which may include, but not be limited to, the online filing of forms, online recording, payment of fees through credit or debit cards, and other service related to the administration of the electronic process; and

WHEREAS, pursuant to the Act, the Secretary of State has developed a Program for electronically processing the recordation of filing activities of business and nonprofit entities as required under Title 10A, Code of Alabama (1975), and by this Agreement, sets forth the processes and protocol to be administered by the Secretary of State and Baldwin County to implement the Program in Baldwin County; and

WHEREAS, pursuant to the Act, the Secretary of State has entered into a contract with a vendor to provide electronic processing services, which include, but are not limited to, enabling citizens and entities to apply online to complete statutorily-required filing activities of business and nonprofit entities whose web-based access is user-friendly, secure and capable of accepting payments by credit card and Automated Clearing House (ACH); and

WHEREAS, the Baldwin County Commission and Baldwin County Judge of Probate desire to participate in the electronic processing Program developed by the Secretary of State and, furthermore, all parties agree to adhere to the processes and protocol for implementation and administration of the Program at the Baldwin County level as set forth herein; NOW THEREFORE

IN CONSIDERATION of these premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto AGREE as follows:

1. RECITALS

The above recitals and statements are incorporated as part of this Agreement, and shall have the effect and enforceability of all other provisions herein.

2. RESPONSIBILITIES OF THE SECRETARY OF STATE

The Secretary of State expressly agrees to:

- (a) Secure a vendor, at no cost to the state or Baldwin County, to provide electronic processing services to include, but are not limited to, the online filing of forms, online recording, payment of fees through credit or debit cards, and any other service related to the administration of the electronic process.
- (b) Establish the electronic protocol for the payment of all State of Alabama recording fees prescribed under Title 10A, Code of Alabama (1975).
- (c) Establish the electronic protocol, with the vendor for Baldwin County, for the payment of all Baldwin County recording fees, whether provided by general law, general law of local application, or local law, to be collected and, thereafter, remitted, including all data associated with the local recording fees, to Baldwin County once a week.
- (d) Cooperate with Baldwin County to satisfy any request and provide any information required by it to work collectively with the Secretary of State to establish, implement and maintain a collective protocol to administer the electronic process for the recordation of filing activities by business and nonprofit entities required under Title 10A, Code of Alabama (1975) as set forth herein.

3. RESPONSIBILITIES OF BALDWIN COUNTY

The Baldwin County Commission and Baldwin County Judge of Probate expressly agree to:

- (a) Cooperate with the Secretary of State to establish, implement and maintain a collective protocol to administer the electronic process for the recordation of filing activities by business and nonprofit entities required under Title 10A, Code of Alabama (1975) as set forth herein.
- (b) Annually provide the Secretary of State and its vendor information on the Baldwin County filing fee schedule including a reference to the corresponding general law, general law of local application, or local law or other statutory authority related to each filing fee.
- (c) Notify the Secretary of State and its vendor of any changes to the Baldwin County filing fee schedule, by legislative or other local action, no less the fifteen (15) business days prior to a change in filing fees taking effect.
- (d) Provide to the Secretary of State and its vendor bank account information in order to properly route and deposit funds from the state's vendor to Baldwin County.

4. TERM OF AGREEMENT

This Agreement shall be effective upon full execution of the parties and shall continue unless terminated pursuant to Section 6 herein.

5. AMENDMENTS

This Agreement may be amended or revised from time to time by mutual written agreement between the parties.

6. TERMINATION OF AGREEMENT

Consistent with the Act, this Agreement may be terminated without cause or reason and at any time by the Secretary of State or Baldwin County upon one hundred and twenty (120) days' written notice to the other parties. Upon written notice of termination, the Secretary of State shall instruct the electronic process vendor that it shall finalize and transmit all final recording fees collected, and all data related thereto, to the applicable county not more than thirty (30) days after the date on which use of the electronic system ceases.

7. SATISFACTION OF LAWS

Consistent with the Act, the cooperation between the Secretary of State and Baldwin County, as related to this Agreement, shall satisfy any and all fee and filing requirements whether prescribed by general law, general law of local application, or local law applicable to the participating county, and, furthermore, fulfill any and all statutory requirements of a county commission, judge of probate, and the Secretary of State as it relates to filing activities of business and nonprofit entities.

8. NOTICES

Any notice or other communication between the parties may be in writing or email.

If to the Secretary of State:
Elaine Swearengin, Business Entities Director
Alabama Secretary of State
Post Office Box 5616
Montgomery, Alabama 36130
elaine.swearengin@sos.alabama.gov – Email
(334) 242-7221 – Phone

If to the Secretary of State's Vendor:
Lyndsey Johnson, Project Manager
Alabama Interactive
100 North Union Street, Suite 630
Montgomery, Alabama 36104
lyndsey@alabamainteractive.org – Email
(334) 261-1979 – Phone

If to Baldwin County:
Sarah Peden, Deputy Chief Clerk
Office of Judge of Probate
Post Office Box 459
Bay Minette, Alabama 36507
speden@baldwincountyal.gov – Email
(251) 580-2511 – Phone

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the dates as indicated, respectively, hereinbelow.

ALABAMA SECRETARY OF STATE

J. H. Merrill
By: John H. Merrill, Secretary of State
Date: July 12, 2017

BALDWIN COUNTY COMMISSION

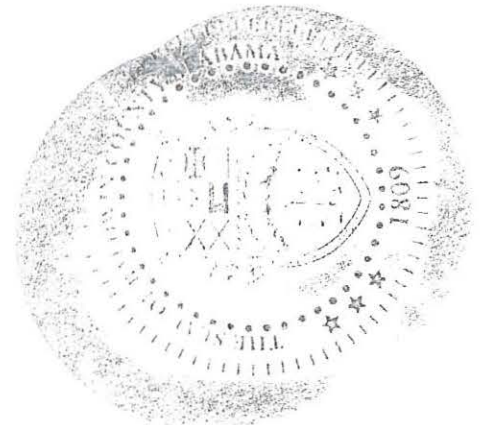
T. Christopher Elliott
By: T. Christopher Elliott, Chairman
Date: 7-5-2017

ATTEST:

Ronald J. Cink
By: Ronald J. Cink, County Administrator
Date: 7-5-2017

JUDGE OF PROBATE OF BALDWIN COUNTY

Tim Russell
By: Tim Russell, Judge of Probate
Date: 7-5-2017



Code of Alabama

Title 36. Public Officers and Employees. (Refs & Annos)

Chapter 14. Secretary of State. (Refs & Annos)

Ala.Code 1975 § 36-14-19

§ 36-14-19. Electronic recordation process for business entity filings.

Currentness

(a) The Secretary of State shall develop a program to facilitate the administration of an electronic process for the recordation of filing activities by business and nonprofit entities required under Title 10A. A county may participate in the program in accordance with this section. Under the program, the Secretary of State may contract with a vendor to provide electronic processing services which may include, but are not limited to, the online filing of forms, online recording, payment of fees through credit or debit cards, and any other service related to the administration of the electronic process, as determined by the Secretary of State. The Secretary of State may also develop a certification process to allow third parties to provide these electronic processing services. All recording fees, whether established by general law, general law of local application, or local law, shall be collected by the vendor and the fees, applicable to the county, including all data associated with the local recording fees, shall be remitted by the vendor to each participating county no less than twice per month.

(b) A county may participate in the program by written agreement between the county commission, judge of probate, and the Secretary of State. Any agreement shall be a voluntary decision made exclusively by the county. The Secretary of State or the applicable county may terminate an agreement at any time upon 120 days' written notice. Upon written notice of termination, the Secretary of State shall instruct the electronic process vendor that it shall finalize and transmit all final recording fees collected, and all data related thereto, to the applicable county not more than 30 days after the date on which use of the electronic system ceases.

(c) The cooperation between the Secretary of State and a county shall be at no additional cost to the county or the state.

(d) The cooperation between the Secretary of State and a county as provided for in this section shall satisfy any and all fee and filing requirements whether prescribed by general law, general law of local application, or local law applicable to the participating county, and, furthermore, fulfill any and all statutory requirements of a county commission, judge of probate, and the Secretary of State as it relates to filing activities of business entities.

(e) A judge of probate may continue to provide filing services pursuant to current procedures and is in no way bound or obligated to participate in the electronic process for the recordation of filing activities as provided for by this section.

Credits

§ 36-14-19. Electronic recordation process for business entity filings., AL ST § 36-14-19

(Act 2015-479, p. 1646, § 1.)

Ala. Code 1975 § 36-14-19, AL ST § 36-14-19
Current with Acts from the 2017 Regular Session effective through May 23, 2017

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