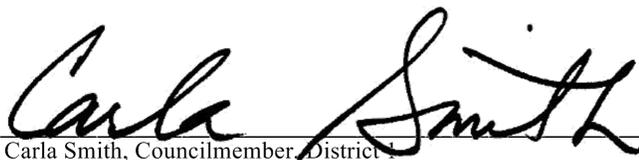




CITY COUNCIL  
ATLANTA, GEORGIA

14-O-1185

SPONSOR SIGNATURES



Carla Smith, Councilmember, District 1

**AN ORDINANCE BY COUNCIL MEMBER YOLANDA ADREAN WAIVING ANY CONFLICTING PROVISIONS OF ARTICLE X, DIVISION 14 OF THE CITY OF ATLANTA CODE OF ORDINANCES AND AUTHORIZING THE MAYOR TO EXECUTE APPROPRIATE DOCUMENTS CONVEYING TEMPORARY CONSTRUCTION EASEMENTS TO THE ATLANTA-FULTON COUNTY ZOO, INC., (“ZOO ATLANTA”) TO ALLOW FOR ZOO ATLANTA’S CONSTRUCTION OF AN AMPHIBIAN AND REPTILE COMPLEX AT THE ATLANTA ZOO AND AUTHORIZING THE MAYOR, ON BEHALF OF THE CITY OF ATLANTA TO ENTER INTO A SECOND AMENDMENT TO THE INTERGOVERNMENTAL AGREEMENT BETWEEN THE CITY OF ATLANTA, FULTON COUNTY AND THE CITY OF ATLANTA AND FULTON COUNTY RECREATION AUTHORITY FOR THE PURPOSE OF REPLACING EXHIBIT A TO THE INTERGOVERNMENTAL AGREEMENT; AND FOR OTHER PURPOSES.**

Whereas, the City of Atlanta (the “City”) is the owner of approximately 36.42 acres of land located in Grant Park which is operated as a public zoo (the “Zoo”) and which is leased by the City to the City of Atlanta and Fulton County Recreation Authority (the “Authority”) pursuant to an Intergovernmental Agreement between the City, the Authority and Fulton County dated March 27, 1992 (the “Agreement”) and

Whereas, the Zoo is operated by Zoo Atlanta pursuant to an operating agreement between the Authority and Zoo Atlanta; and

Whereas, Zoo Atlanta desires to construct an amphibian and reptile complex at the Zoo (the Project”); and

Whereas, in order to construct the Project, Zoo Atlanta has requested temporary construction easements from the City as shown on Exhibit A attached hereto; and

Whereas, the project will greatly benefit the Zoo and its visitors; and

**NOW, THEREFORE, THE CITY COUNCIL OF THE CITY OF ATLANTA, GEORGIA, HEREBY ORDAINS:**

SECTION 1: That the Mayor, on behalf of the City is hereby authorized to execute appropriate documents conveying temporary construction easements in favor of Zoo Atlanta to enable the Project.

SECTION 2: That Article X, Division 14 of the Atlanta City Code is hereby waived to the extent of any conflict with this ordinance.

SECTION 3: That the Mayor, on behalf of the City is hereby authorized to enter into a second amendment to the Agreement with the Authority and Fulton County in substantially similar form as attached hereto as Exhibit B.

SECTION 4: That except as expressly set forth in the second amendment the Agreement shall remain unchanged.

SECTION 5: That the City Attorney is directed to prepare appropriate documents for execution by the Mayor.

SECTION 6: That the documents will not become binding on the City and the City will incur no obligation or liability under them until they have been executed by the Mayor, approved as to form by the City Attorney and delivered to Zoo Atlanta, the Authority and Fulton County.

SECTION 7: All ordinances or parts of ordinances in conflict herewith are hereby waived to the extent of the conflict.



Prepared by and upon  
recording return to:

Douglass P. Selby, Esquire  
Hunton & Williams LLP  
Bank of America Plaza, Suite 4100  
600 Peachtree Street, N.E.  
Atlanta, Georgia 30308-2216

THIS SPACE FOR RECORDERS USE ONLY

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**SECOND AMENDMENT TO  
GOVERNMENTAL AGREEMENT REGARDING  
THE ATLANTA ZOO**

**THIS SECOND AMENDMENT**, dated as of the 2<sup>nd</sup> day of April, 2014, to that certain Governmental Agreement Regarding the Atlanta Zoo (the "Governmental Agreement") made and entered into as of June 1, 2007, as amended by the First Amendment, dated as of January 25, 2010 (the "First Amendment"), among the **CITY OF ATLANTA**, a municipal corporation of the State of Georgia (the "City"), **FULTON COUNTY**, a political subdivision of the State of Georgia (the "County"), and the **CITY OF ATLANTA AND FULTON COUNTY RECREATION AUTHORITY**, a body corporate and politic and a political subdivision of the State of Georgia (the "Authority");

**WITNESSETH:**

**WHEREAS**, the City, the County and the Authority entered into the Governmental Agreement, pursuant to which an approximately 36.42-acre parcel of land, improvements thereon and associated facilities at Grant Park owned by the City (the "Leasehold") are leased to the Authority and currently operated as a public zoo (the "Atlanta Zoo") for amusement and educational purposes;

Attachment: Second Amendment Exhibit B (14-O-1185 : Amending Zoo Agreement and Authorizing Construction Easement)

**WHEREAS**, the Leasehold is currently operated by Atlanta-Fulton County Zoo, Inc. (“Zoo Atlanta”), pursuant to an Operating Agreement for the Atlanta Zoo, dated as of June 1, 2007, between the Authority and Zoo Atlanta; and

**WHEREAS**, the Authority is permitted to alter the Leasehold pursuant to Section 3.3 of the Governmental Agreement and is permitted, pursuant to Section 1005 of the Resolution of the Authority adopted on May 9, 2007 (the “Bond Resolution”) to substitute, add or release portions of the Zoo, provided that such amendment does not adversely affect the obligations of the City and County to make payments with respect to the Authority’s Revenue Bonds, Zoo Series 2007A and the Authority’s Taxable Revenue Bonds, Zoo Series 2007B (together, the “Bonds”) as provided in Section 10 of the Governmental Agreement or the obligations of the Zoo Board to make payments with respect to the Bonds as provided in Section 6 of the Operating Agreement; and

**WHEREAS**, the City and Zoo Atlanta desire to amend the Leasehold that is currently set forth in Exhibit A-1 of the First Amendment by replacing it, in its entirety, with the Leasehold description attached hereto as Exhibit A; and

**NOW, THEREFORE**, in consideration of the premises and the mutual covenants, conditions and promises hereinafter set forth and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby do covenant and agree as follows:

1.

**REPLACEMENT OF EXHIBIT A-1 of the FIRST AMENDMENT**

The Governmental Agreement is hereby amended by replacing Exhibit A-1 of the First Amendment with Exhibit A attached hereto and incorporated herein by reference, which reflects changes to the Leasehold.

2.

**AGREEMENT TO REMAIN IN EFFECT**

Except as expressly set forth herein, the Governmental Agreement and First Amendment as heretofore existing shall remain in full force and effect. Nothing contained herein shall be construed to alter, amend or diminish the obligations of the City, County and Zoo Board with respect to the repayment of the Bonds.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties have caused this Second Amendment to be executed by their respective duly authorized officers and their seals to be affixed, all as of the date first above written.

ATTEST:

CITY OF ATLANTA

\_\_\_\_\_  
MUNICIPAL CLERK (SEAL)

\_\_\_\_\_  
KASIM REED, MAYOR

RECOMMENDED:

APPROVED:

\_\_\_\_\_  
Commissioner  
Department of Parks, Recreation,  
And Cultural Affairs

\_\_\_\_\_  
Chief Procurement Officer

APPROVED AS TO FORM:

\_\_\_\_\_  
Senior Assistant City Attorney

Signed, sealed and delivered  
in the presence of:

\_\_\_\_\_  
Unofficial Witness

\_\_\_\_\_  
Notary Public  
My commission Expires:

[NOTARY SEAL]

Signatures Continued on Next Page

Attachment: Second Amendment Exhibit B (14-O-1185 : Amending Zoo Agreement and Authorizing Construction Easement)

[Signature Page – Second Amendment to Governmental Agreement Regarding the Atlanta Zoo]

**FULTON COUNTY**

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

Approved as to form:

ATTEST: \_\_\_\_\_  
Clerk to Commission

\_\_\_\_\_  
County Attorney

Signed, sealed and delivered  
in the presence of:

\_\_\_\_\_  
Unofficial Witness

\_\_\_\_\_  
Notary Public  
My commission Expires:

[NOTARY SEAL]

Attachment: Second Amendment Exhibit B (14-O-1185 : Amending Zoo Agreement and Authorizing Construction Easement)

[Signature Page – Second Amendment to Governmental Agreement Regarding the Atlanta Zoo]

**CITY OF ATLANTA AND FULTON  
COUNTY RECREATION AUTHORITY**

Signed, sealed and delivered  
in the presence of:

Vivienne Ken  
Unofficial Witness

BY: James B. Hays A  
Chairperson

David Travis Kelly  
Notary Public  
My commission Expires: January 17, 2015

ATTEST: Linda Jones  
Secretary  
[SEAL]

[NOTARY SEAL]



Attachment: Second Amendment Exhibit B (14-O-1185 : Amending Zoo Agreement and Authorizing Construction Easement)

**SECRETARY'S CERTIFICATE**

I, the undersigned Secretary of City of Atlanta and Fulton County Recreation Authority, and keeper of the records and seal thereof, DO HEREBY CERTIFY that the foregoing pages of typewritten matter constitute a true and correct copy of the Resolution adopted 03/17/14, by a majority of the Members of the Authority in a meeting duly called and assembled in accordance with the By-Laws and procedures of the Authority, which meeting was open to the public and at which a quorum was present and acting throughout and the original of the foregoing Resolution appears on record in the Minute Book of the Authority which is in my custody and control.

Given under my hand and seal of the City of Atlanta and Fulton County Recreation Authority, this 2 day of April, 2014.



*[Handwritten Signature]*  
Secretary

Attachment: Second Amendment Exhibit B (14-O-1185 : Amending Zoo Agreement and Authorizing Construction Easement)

**EXHIBIT A**

[Leasehold Description]