A RESOLUTION

BY

00- R -2005

A RESOLUTION TO APPROVE A PROPOSED AMENDMENT TO THE RAPID TRANSIT CONTRACT AND ASSISTANCE AGREEMENT OF SEPTEMBER 1, 1971 BETWEEN THE CITY OF ATLANTA, FULTON AND DEKALB COUNTIES AND THE METROPOLITAN ATLANTA RAPID TRANSIT AUTHORITY SO AS TO EFFECT CERTAIN CHANGES IN THE SYSTEM AS DESCRIBED IN THE RAPID TRANSIT CONTRACT AND ASSISTANCE AGREEMENT; TO APPROVE A WRITTEN AMENDMENT TO THE RAPID TRANSIT CONTRACT AND ASSISTANCE AGREEMENT INCORPORATING THEREIN THE ACTION HEREBY TAKEN AND TO AUTHORIZE THE MAYOR TO EXECUTE SUCH AMENDMENT; TO SPECIFY AN EFFECTIVE DATE FOR THIS RESOLUTION; TO RESCIND CONFLICTING RESOLUTIONS AND FOR OTHER PURPOSES.

WHEREAS, the City of Atlanta (the "City"), Fulton and DeKalb Counties and the Metropolitan Atlanta Rapid Transit Authority (the "Authority") previously have entered into a Rapid Transit Contract and Assistance Agreement (the "Contract") dated September 1, 1971 which incorporated the Engineering Report, dated September 1, 1971, setting forth the proposed Rapid Transit System (the "System") for the Metropolitan Atlanta area which was approved at the November 9, 1971 referendum; and

WHEREAS, the Authority, Atlanta, Fulton and DeKalb, in accordance with Sections 4(d) and 5 of the Contract, have previously made eleven amendments to the Contract making changes to the System; and

WHEREAS, the Authority's Board of Directors has adopted certain changes (as more fully described in "Exhibit A" attached hereto) to the text of the Contract; and

WHEREAS, the Authority's Board of Directors has adopted certain changes (as described in "Exhibit A") to the System which will effect a deviation from the System described in the Engineering Report; and

WHEREAS, the Contract requires approval of any such changes in the text of the Contract, of any such deviations from the Engineering Report and of any such extensions beyond the Metropolitan Area by a majority of the votes entitled to be cast thereon under the Contract, and the Authority has requested that the City vote its approval of such changes by appropriate formal action.

THE COUNCIL OF THE CITY OF ATLANTA, GEORGIA HEREBY RESOLVES as follows:

That the Mayor be authorized to execute, on behalf of the City of Atlanta, the 12th Amendment to the Rapid Transit Contract and Assistance Agreement between the City of Atlanta, Fulton and DeKalb counties and the Metropolitan Atlanta Rapid Transit Authority (hereinafter sometimes called the "Authority"or "MARTA"). Said Amendment shall:

1) Add the following extensions to the MARTA lines:

   a. Extend the West line through west Fulton County to the interchange of I-20 and Fulton Industrial Boulevard;

   b. Extend the North line further through north Fulton County;

   c. Extend the rail service to the south DeKalb County along I-20 to the Turner Hill area.

2) Maintain the rate of the local sales and use tax for transit service at one percent until 2047; and

3) Extend the Contract and Agreement between the City of Atlanta, Fulton and DeKalb Counties, and the Authority to July 31, 2050.

Be it further resolved that all Resolutions and parts of resolutions in conflict herewith are hereby rescinded.

EXHIBIT A

TWELFTH AMENDMENT TO RAPID TRANSIT CONTRACT AND ASSISTANCE AGREEMENT

THIS AMENDMENT, made and entered into as of the day of , 2000, by, between, and among Fulton County, a political subdivision of the State of Georgia (hereinafter sometimes called "Fulton"), DeKalb County, a political subdivision of the State of Georgia (hereinafter sometimes called "DeKalb"), the City of Atlanta, a municipal corporation of the State of Georgia (hereinafter sometimes called "Atlanta"), and the Metropolitan Atlanta Rapid Transit Authority (hereinafter sometimes called the "Authority"), a public body corporate and a joint instrumentality of Fulton, DeKalb, Clayton County, Gwinnett County, and Atlanta, organized and existing under an Act of the General Assembly of the State of Georgia, approved March 10, 1965, Ga. Laws 1965, p. 2243, as the said Act has been amended (hereinafter sometimes referred to as the "Act");

WITNESSETH THAT:

Whereas, the Authority, Atlanta, Fulton, and DeKalb have previously entered into a Rapid Transit Contract and Assistance Agreement as of the first day of September, 1971 (hereinafter called the "Contract"), which sets forth and delineates the respective duties, obligations, and commitments of the parties hereto to each other with respect to construction, development, and implementation of the Authority's rapid transit system (hereinafter called the "System") and incorporates by reference the Engineering Report dated September, 1971, which embodies preliminary plans and recommendations for the acquisition and construction of the System; and

Whereas, The Authority, Atlanta, Fulton, and DeKalb, in accordance with Sections 4(d) and 5 of the Contract, have previously made eleven amendments to the Contract making changes to the System; and

Whereas, Section 2(d) of the Contract, as heretofore amended, provides that Fulton and DeKalb shall levy a retail sales and use tax for rapid transit purposes at the maximum rate permitted by law from time to time during the full term of the Contract, and recites that the maximum rate of the said tax shall be one percent until June 30, 2032, and one-half of one percent thereafter; and

Whereas, the General Assembly by an Act (H.B. 1615) approved March 16, 2000, amended Section 25 of the Act to provide that the maximum rate of the said tax shall be one percent until and including June 30, 2047, and shall thereafter be reduced to one-half of one percent; and

Whereas, the Authority, Atlanta, Fulton, and DeKalb desire to amend Section 2(d) of the Contract to conform to the said amendment of Section 25 of the Act, and to extend the term of the Contract until June 30, 2050; and

Whereas, the Authority, Atlanta, Fulton, and DeKalb desire to amend the Engineering Report to change the alignment of the West Line, so that it will extend west from the Hamilton E. Holmes Station, formerly the Hightower Station, along the existing railroad, then northwestward joining the south side of I-20, and then along I-20 to a station located in the southwest quadrant of the interchange of I-20 and Fulton Industrial Boulevard; and to extend the North Line from the North Springs Station, along Ga. St. Rte. No. 400, to Windward Parkway, with stations at Holcomb Bridge Road, North Point Mall, and Windward Parkway; and to extend a rail line to south DeKalb County along I-20 to the Turner Hill area; and

Whereas, on , 2000, the Authority adopted the aforesaid changes to the System and amendments to the Contract and the Engineering Report as described in Exhibit A attached hereto; and

Whereas, pursuant to Sections 4(d) and 5 of the Contract, approval by Fulton, DeKalb, and Atlanta of the said amendments to the Contract and changes to the Engineering Re-

port has been given by appropriate and duly adopted resolutions, by DeKalb on , 2000, by Fulton on , 2000, and by Atlanta on , 2000; and

Whereas, pursuant to the said resolutions of approval and in accordance with the desires of the parties, Fulton, DeKalb, Atlanta, and the Authority hereby incorporate, establish, and bind each other to such amendments to the Contract and to the Engineering Report and provide evidence of their mutual agreement thereto:

NOW THEREFORE, in consideration of the premises and the undertakings hereinafter set forth, Fulton, DeKalb, Atlanta, and the Authority, each acting by and through its authorized officers, pursuant to a resolution or ordinance duly adopted and properly passed by its governing body, covenant and agree as follows:

Section 1. Fulton, DeKalb, Atlanta, and the Authority do hereby amend the second sentence of Subsection 2(d) of the Contract, as heretofore amended, by inserting after the following:

> "and as further amended by Act 779 (H. B. 1502) approved March 13, 1990 (Ga. L. 1990, p. 3860,"

the following:

> "and as further amended by an Act (H. B. 1615) approved March 16, 2000,"

and by striking the following"

> "until and including June 30, 2032,"

and by inserting in lieu thereof the following"

> "until and including June 30, 2047,"

so that when so amended the second sentence of Subsection 2(d) of the Contract shall read as follows:

> "It is understood and agreed that the Act of the General Assembly of the State of Georgia approved March 16, 1971 (Ga. Laws 1971, p. 2082), as amended by Act 623 (H. B. 515) approved April 16, 1979 (Ga. Laws 1979, p. 4634), and as further amended by Act 449 (H. B. 339) approved March 29, 1983 (Ga. Laws 1983, p. 1079), and as further amended by Act 779 (H. B. 1502) approved March 13, 1990 (Ga. Laws 1990, p. 3860), and as further amended by an Act (H. B. 1615) approved March 16, 2000, which authorizes the levy of the aforesaid retail sales and use tax for rapid transit purposes, provides for a maximum rate of taxation of one percent until and including June 30, 2047, and at a maximum rate of one-half of one percent thereafter and that, to the fullest extent permitted by law, those entities which, from time to time, shall lend monies to the Authority shall be deemed to have relied for repayment security on this contract and agreement and they shall be third party beneficiaries hereof, such reliance relating particularly to the covenants of Fulton, DeKalb, Clayton and Gwinnett hereby expressed that the rates of taxation to be levies during the full term of this contract and agreement shall not be less than the maximum rates now set forth in the aforesaid Act."

Section 2. Fulton, DeKalb, Atlanta, and the Authority recognize and acknowledge that while the Constitution and laws of the State of Georgia authorize a term of the Contract not to exceed fifty years, the Contract presently will expire at midnight on August 31, 2040. Fulton, DeKalb, Atlanta, and the Authority hereby agree that the term of the Contract shall be extended and is hereby extended to expire at midnight on July 31, 2050.

Section 3. Fulton, DeKalb, Atlanta, and the Authority do hereby amend the Contract and the Engineering Report so as to make and incorporate certain substantial deviations from the Engineering Report as more fully described in Exhibit A attached hereto and by this reference made a part hereof.

It is hereby agreed that such changes constitute substantial deviations from the Engineering Report and, as required by the Contract, have been and hereby are appropriately and duly approved. It is further agreed that the final location and design of such changes in the Engineering Report shall be determined by the Authority in accordance with such approved environmental studies as may be required by State or federal law and regulations.

Section 4. The Engineering Report shall be deemed modified to the extent, and only to the extent, as is specifically provided herein. Any specific term or provision herein shall prevail over any inconsistent general or specific term or provision of the Engineering Report.

Section 5. The effective date of this amendment to the Contract and Engineering Report is , 2000, the said amendment having been approved on or before that date by a majority of Fulton, DeKalb, and Atlanta.

IN WITNESS WHEREOF, the parties hereto, each acting through its duly authorized officer, have caused this Amendment to the Rapid Transit Contract and Assistance Agreement to be executed in several counterparts, each of which may be considered an original without the presentation of the others, as of the day and year first above written.

[*Signatures are on the following pages.*]

Approved as to form:

_____
County Attorney

ATTEST:

_____
Clerk

FULTON COUNTY:

By: _____
Chairman, Board of Commissioners

Approved as to form:

_____
County Attorney

ATTEST:

_____
Clerk, Board of Commissioners

DeKALB COUNTY:

By: _____
Chief Executive Officer

Approved as to form:

_____
City Attorney

ATTEST:

_____
City Clerk

CITY of ATLANTA:

By: _____
Mayor

Approved as to form:

METROPOLITAN ATLANTA
RAPID TRANSIT AUTHORITY:

_____
Counsel

By: _____
General Manager/CEO

ATTEST:

_____
Secretary

EXHIBIT A

AMENDMENT TO THE METROPOLITAN ATLANTA
RAPID TRANSIT PLAN

The report summarizing the comprehensive transit plan for the Atlanta Metropolitan Area and referred to in the Rapid Transit Contract and Assistance Agreement by and between the Metropolitan Atlanta Rapid Transit Authority, the City of Atlanta, Fulton County, and DeKalb County as the "Engineering Report", dated September, 1971, as amended, is hereby further amended to provide for the following modifications:

1. The station on the West Line now shown to be located at Fairburn Road in the Adamsville community is relocated to a site at the interchange of I-20 and Fulton Industrial Boulevard, and the West Line is extended accordingly. The third and fourth sentences of the third paragraph of Section 2.1.1.6 are deleted, and the following is substituted: "The line continues west along the existing railroad, then northwestward joining the south side of I-20, and then along I-20 to a station located in the southwest quadrant of the interchange of I-20 and Fulton Industrial Boulevard."

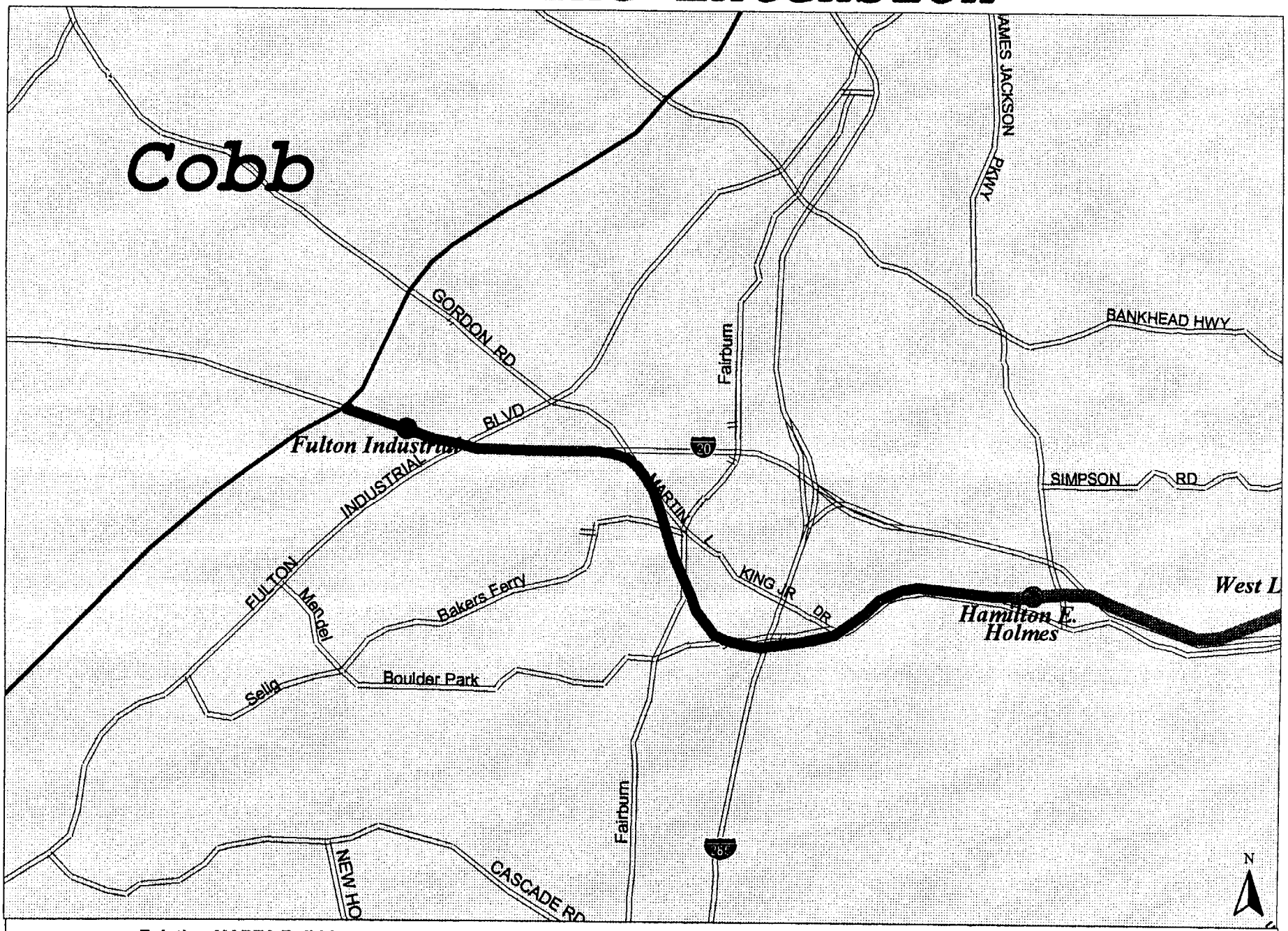
2. The North Line is extended from the North Springs Station to Windward Parkway. Section 2.1.1.10, which was inserted by the Ninth Amendment to the said Contract, is amended by adding the following at the end: "The line then continues along Ga.-400 to Windward Parkway, with stations at Holcomb Bridge Road, North Point Mall, and Windward Parkway."

3. To extend rail service to the southern part of DeKalb County, the following is inserted immediately after Section 2.1.1.10: "2.1.1.11 <u>South DeKalb Service.</u> A rail line shall extend to south DeKalb County along I-20 to the Turner Hill area."

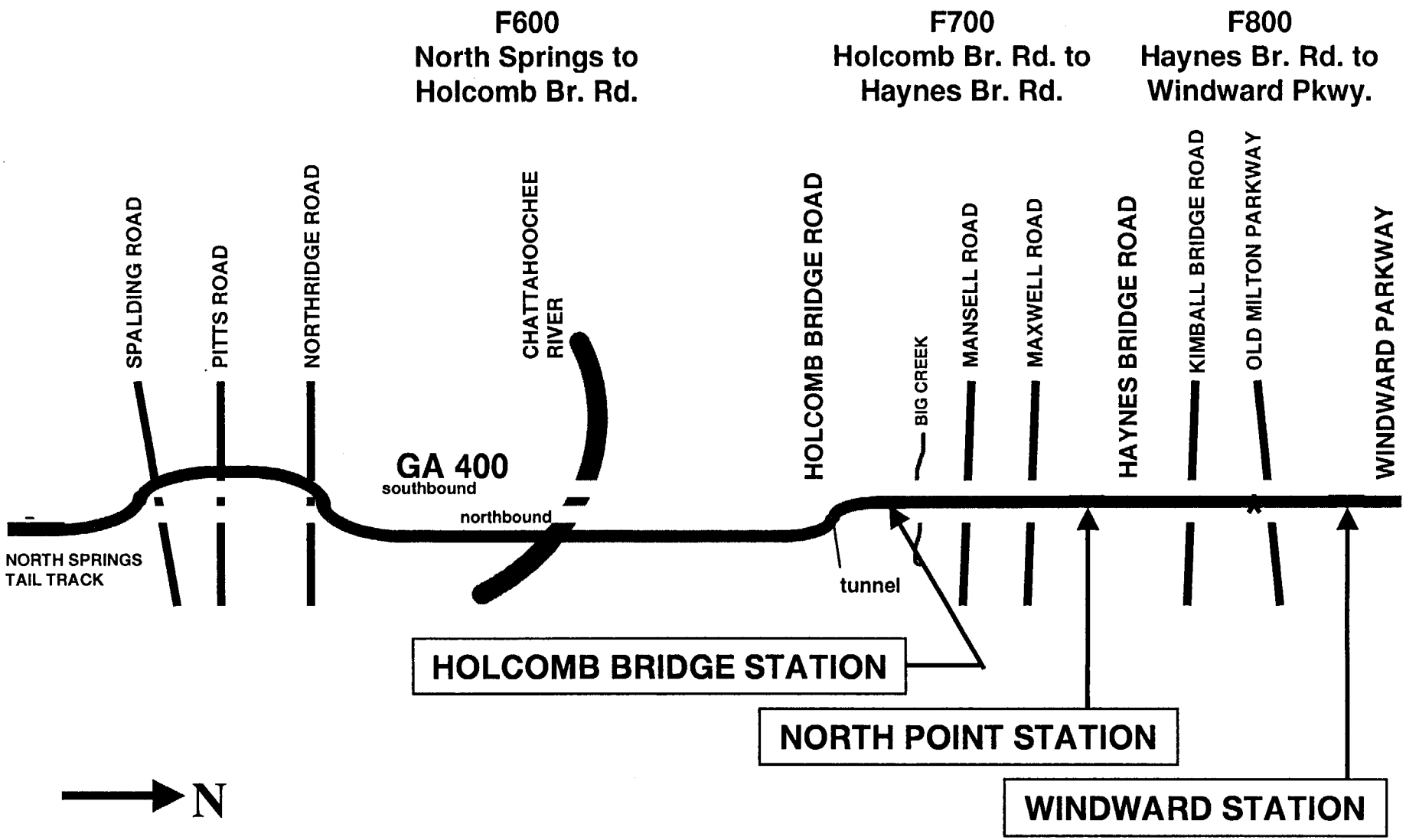
4. The order of priority of constructing extensions to the rail transit system shall be first the West Line, and second the North Line, and the line to south DeKalb County, all as hereinabove provided. This Sequence of Construction supersedes anything to the contrary in Section 5.2.1, as amended by the Ninth Amendment to the said Contract.

5. Figure 1 attached to Exhibit A of the Eleventh Amendment to the aforesaid Rapid Transit Contract and Assistance Agreement is deleted, and a new Figure 1, dated February, 2000, which is attached hereto, is substituted.

West Line Extension



Existing MARTA Rail Line
Existing MARTA Rail Station
Proposed MARTA Station
Proposed West Line Corridor
Regional Interstates
Roads of Significance



EAST SIDE / MEDIAN ALIGNMENT

[*Drawing to be attached.*]