

## EXHIBIT A

### ARTICLES OF INCORPORATION O F T H E OAKLAND COUNTY ZOOLOGICAL AUTHORITY

These Articles of Incorporation are executed and adopted by the Oakland County Board of Commissioners (Board) pursuant to Act 49, Public Acts of Michigan 2008, ("Act"), for the purpose of establishing a Zoological Authority under Section 6 of Article IX of the State Constitution of 1963.

#### ARTICLE I Name

The name of the corporation and authority is the Oakland County Zoological Authority (the "Authority").

#### A R T I C L E I I Incorporating Unit

The incorporating unit of the Authority is the County of Oakland, a municipal corporation of the State of Michigan.

#### ARTICLE III Purposes

The purposes for which the Authority is organized are as follows:

- A. To contract for zoological services with an accredited zoological institution to the extent authorized by these Articles and to levy a tax as authorized by Section 13 of the Act; to enter into contracts incidental or necessary for the accomplishment of the purposes of the Act, to contract for or retain professional services.
- B. To conduct any and all such activities and exercise any and all such powers as are authorized by the Act and Articles of Incorporation which are necessary or convenient to the achievement of the foregoing and in furtherance of the purposes of the Authority.

#### ARTICLE IV Zoological Authority Area

The territory encompassed within the boundaries of the County of Oakland, State of Michigan, shall comprise the area of the Authority.

ARTICLE V  
POWERS, DUTIES, AND LIMITATIONS

Section 1 - As provided in the Act, the Authority is a public body corporate with power to sue and be sued in any court of the State of Michigan as authorized by law and shall be considered to be an agency and instrumentality of the State of Michigan.

Section 2 - The Authority shall have all powers necessary to carry out the purposes of its formation and all things incident to carrying out the purpose of its formation, including those specific powers specified by the Act, except as limited herein, and the power to provide, or cause to be provided, zoological services within the Zoological Authority area. The enumeration of specific powers in these articles shall not be construed as a limitation on the general powers of a constitutional authority under Section 6 of Article IX of the state constitution of 1963.

Section 3 - The Authority shall have the power to enter into an agreement with the Detroit Zoological Society, a Michigan nonprofit corporation (the "Society"), to provide, or cause to be provided, zoological services within the Authority Area.

Section 4 - Taxes; Expenses; Transfer of Proceeds

Subject to the conditions and limitations in these Articles, the Authority may levy a tax as provided in Section 13 of 2008 Public Act 49.

- A. The Authority and an accredited zoological institution shall enter into a contract for zoological services before any vote for a tax levy under Section 13 of 2008 Public Act 49 occurs.
- B. Proceeds from a tax levied pursuant to this section shall first be used to pay the necessary and reasonable expenses of the Authority, including but not limited to: Authority Board operating expenses; expenses incurred in relation to elections under Sections 13 and 21 of the Act and costs of insurance, legal, auditing and other professional services.
- C. Within 10 business days of the receipt of the funds from the local property tax collecting unit for a tax levied under this Act, the Authority shall cause the funds received, less expenses identified in Article V.4.B, to be transferred to the contracted accredited zoological institution.

Section 5 - The Authority shall not contract with the Detroit Zoological Society and/or any other accredited zoological institution without having first received from the Society and/or such other accredited zoological institution a binding contractual commitment to provide, within one year of any contracting, a certified financial audit and/or performance audit of the Society and/or such other institution. The parameters of any performance audit shall be set by the Oakland County Board of Commissioners or any subsequently to be formed Board of Commissioners Zoological Authority Task Force, said audits to be paid for by the Society and/or such other accredited zoological institution.

Section 6 - The Authority shall not utilize the property tax provisions of the Act without first obtaining the approval of the Oakland County Board of Commissioners, separately for each proposed ballot proposal, both as to the amount and duration of any levy. Said approval shall be evidenced by affirmative vote of a majority of the members elected to and serving on the County Board of Commissioners.

Section 7 - The Authority may levy a tax as provided in 2008 Public Act 49.

Section 8 - The Authority shall include in any contract or other agreement with the Detroit Zoological Society provisions stating that any such contract is immediately terminated without penalty to the Authority as of the date the management agreement between the City of Detroit and the Detroit Zoological Society dated on or about March 1, 2006, entitled "MEMORANDUM OF AGREEMENT" is terminated for any reason including but not limited to termination as described in Sections 7.5 or 7.6 of the March 1, 2006, Memorandum of Agreement. The Authority may not contract with the Detroit Zoological Society in the absence of a binding management agreement authorizing the Society to manage and operate the City of Detroit Zoo under the terms and conditions set forth in Section III of the March 1, 2006, Memorandum of Agreement.

Section 9 - The Authority shall have the power to finance the cost of any election called by the Authority from any funds available to the Authority for which such use is not prohibited by law. The Authority shall have the obligation to reimburse the county and municipalities conducting elections for the actual costs incurred in any election for a tax under Section 13 of the Act.

Section 10 - Prior to any election proposing a tax levy in support of the Authority, the Authority shall enter into a contract with the County of Oakland requiring the Authority to reimburse the County of Oakland and the local governmental units within Oakland County for all costs incurred in connection with the election.

Section 11 - The Authority shall have the power to jointly exercise with any other public agency any power, privilege, or authority that they share in common and that each may exercise separately. A joint exercise in power may be made by the Authority's approval of a contract or contracts in the form of an inter-local agreement under the Urban Cooperation Act, MCL 124.501 et seq. Said agreements may provide for the creation of separate legal or administrative entities to administer or execute the agreement. Members appointed to or serving on the governing body of an entity described in this section shall not be required to relinquish their office or employment by reason of such service.

Section 12 - Insurance; Indemnification; Immunities

- A. The Authority, its Board members, employees, volunteers, and agents shall be entitled to all privileges and immunities authorized by law for actions taken in good faith in the course of and within the scope of their appointment or employment.
- B. Authority Board appointees of the County Executive and Board of Commissioners shall be covered by Oakland County resolutions and policies governing liability insurance and indemnification.
- C. The Authority shall obtain all necessary and convenient insurance for Board members and Authority employees, the expenses for which shall be paid by the Authority as a necessary and proper expense under Article V.4.B.

Section 13 - Unless provided otherwise by these Articles, no enumeration of powers in these Articles shall in any way limit or restrict the general power of the Authority as provided by law.

## ARTICLE VI

### Members and Voting Rights

Section 1 - Voting Members

The Authority shall be composed of the following voting members:

- A. Two members shall be appointed by the County Executive and serve a two-year term.
- B. Three members, who shall serve one year terms, shall be

appointed by the Chairperson of the Oakland County Board of Commissioners, subject to the consent of the Oakland County Board of Commissioners.

- C. The Chairperson of the Board of Commissioners and the County Executive may also appoint persons to serve as alternate member(s) for each of the members they have appointed pursuant to Section 1 of this Article. An alternate member appointed pursuant to this Section may serve as a voting member of the Authority at any time the primary member is absent or when a vacancy exists in his/her seat.
- D. Members and alternate members appointed pursuant to this Section shall be persons who are residents of the County of Oakland, State of Michigan, and may not be employees, directors, officers, or elected or appointed officials of the City of Detroit, the Detroit Zoological Society, or of Wayne, Macomb or Oakland County government(s).

#### Section 2 - Vacancies; Removal from Office

- A. A vacancy occurs on the Authority on the happening of any of the events set forth in Section 3 of 1846 RS 15, MCL 201.3 as amended.
- B. The County Executive or Board of Commissioners shall fill a vacancy of an Authority member in the manner provided for original appointments in Section 1 of this article.
- C. Members of the Authority may be removed by the County Board of Commissioners for good cause after a public hearing.

#### Section 3 - Quorum; Adoption of Bylaws; and Transaction of Business

- A. A majority of the members of the Authority serving as voting members pursuant to Section 1 of Article VI, or their alternates, shall constitute a quorum for the transaction of business.
- B. Unless a different voting requirement is required by the Act, these Articles, or Authority bylaws, the Authority may act to adopt or amend bylaws and rules of procedure governing its meetings and to transact any business of the Authority or take any action with an affirmative vote of a majority of all members.
- C. A member of the Authority shall not receive compensation for services but is entitled to reimbursement for reasonable expenses, including expenses for travel

previously authorized by the Authority, and incurred in the discharge of his or her duties.

- D. The business that the Authority may perform shall be conducted at a public meeting of the Authority held in compliance with the Open Meetings Act, 1976 PA 267, MCL 15.261 to 15.275. Public notice of the time, date, and place of the meeting shall be given in the manner required by the Open Meetings Act, 1976 PA 267, MCL 15.261 to 15.275.
- E. A writing prepared, owned, or used by the Authority in the performance of an official function shall be made available in compliance with the Freedom of Information Act, 1976 PA 442, MCL 15.231 to 15.246.
- F. The Authority may adopt bylaws to govern its procedures.

#### Section 4 - Amendments to the Articles of Incorporation

- A. These Articles may be amended by an affirmative vote of a majority of the Oakland County Board of Commissioners and the written approval of the Oakland County Executive.
- B. Before the proposed amendments to the Articles are adopted by the Board of Commissioners, the amendments shall be published not less than once in a newspaper generally circulated in the county.

### ARTICLE VII Officers and Chief Operating officer

Section 1 - The Authority shall elect, by a majority vote of the Board, a member of the Board to serve as Chairperson, and a member of the Board to serve as Secretary of the Authority. Except as otherwise specifically set forth in these Articles, the qualifications, powers, duties, and terms of office of the Chairperson and Secretary shall be as set forth in the Bylaws of the Authority. At any time when Bylaws have not been adopted, officers shall serve a term of one year or until their successors are elected.

Section 2 - The Chairperson of the Authority shall preside at all meetings. The Chairperson shall, under the direction of the Authority, execute and deliver all documents and take all steps that the Chairperson may deem necessary or advisable to effectuate the actions and policies of the Authority.

Section 3 - The Secretary shall keep the minutes of all meetings of the Authority and committees thereof in a format accessible

for review by the Authority and the public. The Secretary shall do and perform such other duties as are incidental to these Articles or the Bylaws of the Authority.

Section 4 - The Authority shall appoint the Oakland County Treasurer as the Treasurer of the Authority. The Treasurer shall perform all acts incidental to the position of treasurer as are incidental to these Articles or the Bylaws of the Authority.

Section 5 - The Authority may appoint a member of the Authority or another person to be an Executive Director and the principal administrator for the Authority. The Executive Director may sign and execute all bonds, contracts, checks, and other obligations in the name of the Authority when so authorized by the Authority. The Executive Director shall have power over the management of the properties and business of the Authority and employees thereof, and shall direct the enforcement of all resolutions, rules, and regulations of the Authority. With the approval of the Authority, the Executive Director shall have the authority to appoint such employees and agents as necessary to carry out the purposes of the Authority under the general policy direction of the Authority. The Executive Director shall perform such other duties as may be fixed by or incidental to these Articles or the Bylaws of the Authority. The Executive Director shall serve at the pleasure of the Authority.

Section 6 - The books and records of the Authority shall be open to inspection and audit by duly authorized representatives of each member, the County of Oakland, and the State of Michigan at all reasonable times.

#### ARTICLE VIII AUDITS, BUDGETS, DEFICITS, DEPOSITS

Section 1 - The Authority shall obtain an annual audit and report on the audit and auditing procedures in the manner provided by Sections 6 to 13 of the Uniform Budgeting and Accounting Act, 1968 PA 2, MCL 141.426 to 141.433. The audit shall also be in accordance with generally accepted government auditing standards as promulgated by the United States General Accountability Office and shall satisfy federal regulations relating to federal grant compliance audit requirements.

Section 2 - The Authority shall prepare budgets and appropriations acts in the manner provided by Sections 14 to 19 of the Uniform Budgeting and Accounting Act, 1968 PA 2, MCL 141.434 to 141.439.

Section 3 - The state treasurer, the attorney general, a prosecuting attorney, bank, certified public accountant, certified public accounting firm, or other person shall have the

same powers, duties, and immunities with respect to the Authority as provided for local units in Sections 6 to 20 of the Uniform Budgeting and Accounting Act, 1968 PA 2, MCL 141.426 to 141.440.

Section 4 - If the Authority ends a fiscal year in a deficit condition, the Authority shall file a financial plan to correct the deficit condition in the same manner as provided in Section 21(2) of the Glenn Steil State Revenue Sharing Act of 1971, 1971 PA140, MCL 141.921.

Section 5 - The Authority may authorize funds of the Authority to be invested or deposited in any investment or depository authorized under Section 1 of 1943 PA 20, MCL 129.91.

## A R T I C L E   I X

### Publication and Printing of Articles of Incorporation

Upon approval by the Board, the County Clerk of the County of Oakland (the "County Clerk") shall endorse these Articles in substantially the form required by the Act and cause a copy of these Articles of Incorporation to be filed with the Secretary of State as provided by Section 7 of the Act. The County Clerk shall be responsible for any other publications and filings required by the Act.

## A R T I C L E   X

### Term and Dissolution

Section 1 - The term of existence of the Authority shall be perpetual or until terminated in accordance with this Article or as otherwise provided by law.

Section 2 - The Authority shall terminate upon the adoption of a resolution of termination by a majority of the Oakland County Board of Commissioners. However, if the Board of Commissioners votes to terminate the Authority under this section and all of the following apply: (a) a tax levy has been authorized under Section 13 of the Act; and (b) a contract for zoological services has been entered into; and (c) said contract has not been terminated, the tax shall continue to be levied in the Authority area for whichever is shorter: the time period originally authorized for the levy or the term of the contract.

Section 4 - These Articles shall become effective and the Authority shall become operative upon the filing of these articles with the Secretary of State by the County Clerk as provided under Section 7 of the Act.



IN WITNESS WHEREOF, the Chairperson of the Oakland County Board of Commissioners has executed these Articles of Incorporation on the \_\_\_\_\_day of \_\_\_\_\_ 2008.

THE COUNTY OF OAKLAND

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

Bill Bullard, Jr., Chairperson  
Oakland County Board of Commissioners

MR #08090 as amended per MR #08223