

RESOLUTION NO. 29197

A RESOLUTION AUTHORIZING THE MAYOR TO EXECUTE A TERMINATION AGREEMENT WITH THE UNIVERSITY OF CHATTANOOGA FOUNDATION, INC. AND THE UNIVERSITY OF TENNESSEE, ON BEHALF OF ITS CHATTANOOGA CAMPUS, IN SUBSTANTIALLY THE FORM ATTACHED, FOR THE CANCELLATION AND TERMINATION OF THE SHARED USE AGREEMENT DATED APRIL 9, 2009, FOR THE USE OF THE GOLF PRACTICE FACILITY LOCATED AT 2453 HICKORY VALLEY ROAD.

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF CHATTANOOGA, TENNESSEE, That it is hereby authorizing the Mayor to execute a Termination Agreement with the University of Chattanooga Foundation, Inc. and the University of Tennessee, on behalf of its Chattanooga Campus, in substantially the form attached, for the cancellation and termination of the Shared Use Agreement dated April 9, 2009, for the use of the golf practice facility located at 2453 Hickory Valley Road.

ADOPTED: October 3, 2017

/mem

TERMINATION AGREEMENT

This TERMINATION AGREEMENT (this "**Agreement**") is made effective April __, 2017 (the "**Termination Date**") by and among **UNIVERSITY OF CHATTANOOGA FOUNDATION, INC.**, a Tennessee not-for-profit corporation (the "Foundation"), **THE UNIVERSITY OF TENNESSEE, ON BEHALF OF ITS CHATTANOOGA CAMPUS**, an instrumentality of the State of Tennessee ("UTC"), and the **CITY OF CHATTANOOGA**, a municipal corporation of the State of Tennessee ("City").

BACKGROUND

A. The First Tee of Chattanooga, Inc. ("First Tee"), the Foundation, UTC and City entered that certain Shared Use Agreement dated April 9, 2009 (the "**Shared Use Agreement**") to describe the parties' shared use of certain golf Practice Facility, as described and defined in the Shared Use Agreement.

B. Effective December 31, 2016, First Tee lost its local Charter and is no longer able to perform its duties and obligations under the Shared Use Agreement.

C. The remaining parties now desire to cancel and terminate the Shared Use Agreement and release each other from their respective obligations under the Shared Use Agreement.

AGREEMENT

In consideration of the mutual promises and covenants contained herein, and other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Termination of Lease. The Shared Use Agreement is hereby terminated effective as of the Termination Date. From and after the Termination Date, the Shared Use Agreement will be of no further force or effect, and the rights and obligations of each of the parties thereunder shall terminate.

2. Release of Obligations. The parties hereby release each other from their respective duties and obligations under the Shared Use Agreement and release each other from any claims, demands, damages, or causes of action of any kind related to the Shared Use Agreement.

3. Miscellaneous.

a) This Agreement sets forth the entire understanding of the parties with respect to the subject matter contained herein and shall constitute the entire agreement between them with respect to those matters.

b) This Agreement has been entered into and shall be governed, construed and interpreted pursuant to and in accordance with the laws of the State of Tennessee without regard to its conflicts of law rules.

c) This Agreement may be executed in counterparts, each of which is deemed an original, but all of which constitutes one and the same agreement.

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed as of the day and year first above written.

CITY OF CHATTANOOGA, TENNESSEE

By: _____
ANDY BERKE, *Mayor*

**THE UNIVERSITY OF TENNESSEE, ON
BEHALF OF ITS CHATTANOOGA CAMPUS**

By: _____
Printed Name: _____
Title: _____

**UNIVERSITY OF CHATTANOOGA
FOUNDATION, INC.**

By: _____
Printed Name: _____
Title: _____