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CITY OF CORAL GABLES, FLORIDA

RESOLUTION NO. 2024-131

A RESOLUTION OF THE CITY COMMISSION AUTHORIZING A THIRD AMENDMENT TO THE LICENSE AGREMENT BETWEEN THE CITY OF CORAL GABLES AND BONJOUR, LLC GRANTING A THIRTY (30) DAY EXTENSION OF THE LICENSE AGREEMENT FOR THE OPERATION OF THE CAFE SPACE AT THE CORAL GABLES GOLF AND COUNTRY CLUB.

WHEREAS, on October 11, 2023, pursuant to Resolution 2023-292, the City Commission waived the competitive process and authorized the City Manager and the City Attorney to negotiate a 90-day License Agreement to engage a Licensee for the operation of the Café Space at the Coral Gables Golf and Country Club (the "Country Club"); and

WHEREAS, on November 21, 2023, pursuant to Resolution 2023-292, the City of Coral Gables (the "Licensor") entered into that certain License Agreement (the "Agreement") with Bonjour, LLC (the "Licensee"), attached as Exhibit A, to allow the Licensee to exclusively use, for purposes of managing the food and beverage service, of that portion of the Country Club that includes the Café Area and Shared Space, for ninety (90) days (11/27/23-2/27/24); and

WHEREAS, pursuant to the authority granted in Resolution No. 2023-292, the Licensor and Licensee entered into a First Amendment to the Agreement and extended the Term of the License for an additional ninety (90) days through midnight on May 27, 2024, under the same terms and conditions of the Agreement; and

WHEREAS, pursuant to Resolution No. 2024-103, the City and Licensee entered into a Second Amendment to the Agreement and extended the term of the Agreement for an additional ninety (90) days through June 27, 2024, under the same terms and conditions of the Agreement; and

WHEREAS, while City staff and Bonjour, LLC's representatives have met to discuss potential terms for a new License Agreement, additional time is needed to continue negotiations and finalize the terms and conditions of a new License Agreement; and

WHEREAS, the City Commission finds that it is in the best interests of the City to waive the competitive process of the Procurement Code pursuant to Section 2-501(d) and extend the Agreement for an additional thirty (30)-day period, upon the same terms and conditions of the Agreement, so that negotiations can continue for a new License

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Agreement upon terms and conditions to be agreed upon that will be subject to City Commission approval;

NOW, THEREFORE, BE IT RESOLVED BY THE COMMISSION OF THE CITY OF CORAL GABLES:

SECTION 1. That the foregoing **"WHEREAS"** clauses are hereby ratified and confirmed as being true and correct and are hereby made a specific part of this Resolution upon adoption hereof.

SECTION 2. That the City Commission waives the competitive process of the Procurement Code with respect to operation of the café space located at the Country Club and authorizes a thirty-day extension of the Agreement with Bonjour, LLC, through July 27, 2024, and provides for an additional thirty (30)-day extension of the Agreement, upon the same terms and conditions of the Agreement, to allow additional time for negotiations to continue for a new License Agreement between the Licensor and the Licensee upon terms and conditions to be agreed upon which will be subject to City Commission approval.

SECTION 3. That this Resolution shall become effective upon the date of its passage and adoption herein.

PASSED AND ADOPTED THIS ELEVENTH DAY OF JUNE, A.D., 2024.
(Moved: Anderson / Seconded: Fernandez)
(Unanimous Voice Vote)
(Agenda Item: D-5)

APPROVED:

DocuSigned by:
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VINCE LAGO
MAYOR

ATTEST:

DocuSigned by:
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BILLY Y. URQUIA
CITY CLERK

APPROVED AS TO FORM AND LEGAL SUFFICIENCY:

DocuSigned by:
Cristina M. Suárez
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CRISTINA M. SUÁREZ
CITY ATTORNEY

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THIRD AMENDMENT TO LICENSE AGREEMENT

THIS THIRD AMENDMENT TO LICENSE AGREEMENT (this "**Amendment**") is made and entered into as of the 6/30/2024 day of June 2024 (the "**Effective Date**"), by and between the CITY OF CORAL GABLES (the "City"), a municipal corporation existing under the laws of the State of Florida, having its principal address at 405 Biltmore Way, Coral Gables, Florida 33134, and BONJOUR, LLC. (the "**Licensee**"), a limited liability company of the State of Florida, having its principal address at 16650 SW 88 Street, Miami, FL 33196.

W I T N E S S E T H:

WHEREAS, pursuant to Resolution No. 2023-292, the City entered into that certain License Agreement dated November 21, 2023 (the "Agreement") to allow Licensee to exclusively use, for purposes of managing the food and beverage service, that portion of the Coral Gables Golf & Country Club (the "Country Club") that includes the Café Area and Shared Space, as defined therein; and

WHEREAS, pursuant to the authority granted in Resolution No. 2023-292, the City and Licensee extended the Term of the License an additional ninety (90) days through midnight on May 27, 2024, under the same terms and conditions of the Agreement.

WHEREAS, pursuant to Resolution No. 2024-103, the City and Licensee entered into a Second Amendment to the Agreement and extended the term of the Agreement for an additional ninety (90) days through June 27, 2024, under the same terms and conditions of the Agreement; and

WHEREAS, the City and the Licensee desire to extend the Agreement for an additional thirty (30) days, commencing on June 28, 2024, and terminating on July 27, 2024, providing also for an additional thirty (30)-day extension of the Agreement if needed to allow time for negotiations to continue for a new License Agreement, under the same term and conditions of the Agreement, as more particularly set forth herein.

NOW, THEREFORE, for and in consideration of the mutual covenants provided herein, and for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by the parties hereto, the parties for themselves and their successors and assigns hereby covenant and agree to amend as follows:

1. **Incorporation of Recitals**. The above recitals are true and correct and are incorporated herein as if set forth in full.

2. **Defined Terms**. All capitalized terms not defined in this Amendment shall have the same meanings as set forth in the Agreement. All references in the Agreement and herein to the term "**Agreement**" shall mean the Agreement as amended by this Amendment.

3. **Extension Term**. The City and the Licensee hereby acknowledge and agree that the initial term of the Agreement as defined under Section 2 of the Agreement is hereby extended, commencing June 28, 2024 through midnight on July 27, 2024, and an additional thirty (30)-day extension of the Agreement if needed to allow time for negotiations to continue for a new License

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Agreement, under the same terms and conditions of the Agreement, unless sooner terminated as provided in the Agreement.

4. Except as provided herein, all terms and conditions of the Agreement remain in full force and effect.

[Signature Pages Follow]

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The parties below have caused this Second Amendment to the License Agreement to be executed under seal as of the date and year first above written.

CITY OF CORAL GABLES,
a municipal corporation of the State of Florida

DocuSigned by:

By: _____
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Name: Amos Rojas Jr.
Title: City Manager
Date: 6/28/2024

Approved as to form and legal sufficiency:

DocuSigned by:

By: _____
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Name: Cristina M. Suárez
Title: City Attorney
Date: 6/28/2024

Attestation of Signatures:

DocuSigned by:

DocuSigned by:

By: _____
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Name: Billy Y. Urquia
Title: City Clerk
Date: 6/30/2024

[Signature Page Follows]

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LICENSEE:

BONJOUR , LLC

By: _____
Name: Jose Antonio Gutierrez Font
Title: Manager
Date: _____