



City of Coral Gables
CITY COMMISSION MEETING
February 8, 2011

ITEM TITLE:

Second and Final Reading. An Ordinance of the City of Coral Gables Commission authorizing entering into an Amended and Restated Agreement for Operation of the Coral Gables Museum with Coral Gables Museum, Corp., with regard to City owned property at 285 Aragon Avenue, Coral Gables, Florida; and providing for severability, repealer, codification and an effective date.

DEPARTMENT HEAD RECOMMENDATION:

Approval

BRIEF HISTORY:

Resolution No. 2006-184 (as amended), passed and adopted on October 10, 2006, authorizes the execution of an Agreement for Operation of the Coral Gables Museum with Coral Gables Museum Corp. (CGM) for construction and operation of a City museum at 285 Aragon Avenue, Coral Gables, Florida, and the parties entered into an Agreement for Operation of the Coral Gables Museum effective as of December 14, 2006 (the "Original Agreement"), which Resolution shall be ratified by the proposed Ordinance.

Since the Original Agreement was executed, the structure of the museum operation has been more specifically defined, and the museum building was dedicated on October 15, 2010. Therefore, the following amendments are recommended to the Original Agreement:

- Add language regarding use and mission to assist Museum in grant writing and obtaining liquor license.
- Clean up defined terms.
- Clarify that CGM accepts the premises "as is", with the exception of punchlist items.
- Clarify that CGM may license the operation of the museum store, and that the City may provide merchandise to the museum to sell, with the City's cost to obtain such merchandise being remitted quarterly after sale.
- Clarify that CGM may serve food and beverages at events, but may not operate a restaurant without City approval.
- Clarify that CGM shall have the right to provide naming opportunities for portions of the facility, with the exception of the exterior of the historic building known as the Municipal Building.

- Allow CGM to handle the schedule for use of the shared facilities, including the community room, provided that it gives priority to regularly scheduled City board and committee meetings.
- Allow the City to store a portable dais, if it chooses to do so, on site, and use chairs provided by CGM for meetings.
- Clarify use of the archive/sister city room for viewing archive materials of the City and displaying items owned by the City, and provides that such room will have appropriate chairs and tables.
- Provide that the City will purchase up to \$10,000 of furnishings for the archive/sister city room, which furnishings shall remain the property of the City.
- Clarify CGM's right to license use of the facility (other than the City's portion) for events and to other organizations for not more than one week periods, provided such scheduling does not conflict with City use.
- Add standard hazardous material language, which also allows CGM to have standard amounts of cleaning materials on site.
- Clarify obligation of CGM to maintain appropriate collection records, and that City retains copyright for items loaned to CGM by the City.
- Clarify that the City will own all furniture, fixtures, collections, etc. upon expiration or earlier termination of the agreement.
- Clarify CGM's need for approval to perform alterations.
- Clarify CGM and City repair and utility obligations.
- Add that CGM will pay 25% of the electrical costs for the facility, and the City will pay 75%.
- Add standard language that if laws change and the non-profit CGM becomes subject to taxes, that CGM will be responsible for such taxes.
- Change insurance provision to City's standard language, except that the City will maintain property coverage for the building, and will maintain commercial general liability insurance on the City's portion of the building.
- Clarify that the City will hire or fund a receptionist position for the facility.
- Add standard record-keeping language.
- Add standard language regarding the relationship of the parties and remove language regarding the City Historical Resource Director operating the museum, and provide that upon request, the City, at its option, may provide interim staff on a temporary basis for a short period of time acceptable to the City to assist during a vacancy or temporary absence of the museum director.
- Modify the City's obligation to reimburse the unamortized value of any real property or improvements incorporated into the Facility if the City exercises its early right of termination to an obligation to commit to invest the unamortized value of funds donated for construction of a museum to historic uses within the City.
- Add standard notice language, default language, and other standard miscellaneous contract provisions such as successors and assigns, City's control of lawsuits, mechanic's liens, personal property loss, estoppels, casualty, condemnation, no waiver, right of entry, surrender, trial by jury, invalidity of provision, time of the essence, attorney's fees, brokerage, authority to execute, radon gas, counterparts,

survival, etc.

The basic deal terms were presented to Property Advisory Board on November 2, 2010, and the Board recommended approval. The museum board has also approved the proposed amendment. The proposed ordinance provides that the Commission allow future amendments to the Amended and Restated Agreement for the Operation of the Coral Gables Museum, other than amendments to the Term, be approved by Resolution.

This item passed on first reading with four unanimous votes of the Commissioners present on January 11, 2011, and was deferred at the January 25, 2011. Between first and second reading, a minor changes not substantive in nature were made to the mission statement mainly to address the target audience for the museum, to Article VI, Section B. to allow the City to provide stackable chairs, and to correct a typographical error with regard to the reference in Article XXII.

LEGISLATIVE ACTION:

Date	Resolution/Ordinance No.	Comments
October 10, 2006	Resolution No. 2006-184	Authorization for Agreement

ADVISORY BOARD/COMMITTEE RECOMMENDATION(S):

Date	Board/Committee	Comments
November 2, 2010	Property Advisory Board	Approval

FINANCIAL INFORMATION: (If Applicable)

No.	Amount	Source of Funds
N/A		

APPROVED BY:

Department Director	City Attorney	City Manager
		

ATTACHMENT(S):

1. **Proposed Ordinance**
2. **Proposed Amended and Restated Agreement for the Operation of the Coral Gables Museum**
3. **Excerpt minutes from the Property Advisory Board on November 2, 2010.**
4. **Global Comparison**
5. **Minor changes made between first and second readings**