

RESOLUTION NO. 2020- 415

**A RESOLUTION BY THE BOARD OF COUNTY COMMISSIONER OF ST JOHNS COUNTY, FLORIDA, AMENDING THE TERMS, PROVISIONS, CONDITIONS OF ITS EXISTING AGREEMENT WITH ST. JOHNS COUNTY CULTURAL COUNCIL (CULTURAL COUNCIL), INC., AND AUTHORIZING THE CHAIR TO EXECUTE THE AMENDMENT ON BEHALF OF ST. JOHNS COUNTY**

**WHEREAS**, on March 1, 2020, the State Surgeon General and State Health Officer declared that a Public Health Emergency exists in the State of Florida as a result of COVID-19; and

**WHEREAS**, on March 9, 2020, the Governor issued Executive Order 2020-52 declaring a state of emergency for the entire State of Florida as a result of COVID-19; and

**WHEREAS**, on March 16, 2020, President Donald J. Trump and the Centers for Disease Control and Prevention (CDC) issued the "15 Days to Slow the Spread" guidance advising individuals to adopt far-reaching social distancing measures; and

**WHEREAS**, on March 17, 2020, St. Johns County Emergency Proclamation No. 2020-1 declared a state of local emergency, pursuant to Chapter 252, Florida Statutes and St. Johns County Ordinance No. 2019-40, because of the severe threat that COVID-19 poses to St. Johns County, Florida; and

**WHEREAS**, pursuant to section 252.38(3)(a)(5), Florida Statutes, the Board of County Commissioners has extended the state of local emergency; and

**WHEREAS**, on April 1, 2020, the Governor issued Executive Order 20-91, directing all persons in the State of Florida to limit their movements and personal interactions outside of their homes to only those necessary to obtain or to provide essential services or conduct essential activities; and

**WHEREAS**, one of the purposes of the local, state and federal directives is to slow the potential for direct and community spread of COVID-19; and

**WHEREAS**, in 2018, the County and the Cultural Council entered into an agreement, providing for management of the Arts, Culture and Heritage grant program and professional advertising, marketing and promotional services aimed at attracting tourists to all and any part of the geographic area within St. Johns County (Agreement); and

**WHEREAS**, the local, state and federal responses to COVID-19 have significantly impacted travel throughout the state, and particularly to and within the County; and

**WHEREAS**, the County and the Contractor mutually seek to amend the Agreement to revise the Annual Contract Price, modify the payment schedule and revise the Administrative Overhead Expenses provisions for the Fiscal Year 2021.

**NOW THEREFORE, BE IT RESOLVED** by the Board of County Commissioners of St. Johns County, Florida, that:

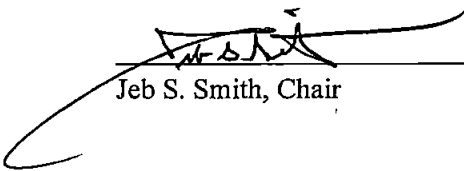
1. The above recitals are incorporated by reference into the body of this Resolution, and such

Recitals are adopted as Finding of Fact.

2. The Board of County Commissioners (Board) hereby approves the terms and conditions contained in the proposed amendment, attached hereto and incorporated herein.
3. Board authorizes the Chair to execute an amendment in substantially the same for and format as attached hereto.
4. To the extent that there are typographical errors that do not change the tone, tenor, or context of this Resolution, then this Resolution may be revised without subsequent approval of the Board of County Commissioners.

**PASSED AND ADOPTED** by the Board of County Commissioners of St. Johns County, Florida, this 20 day of May, 2020.

**BOARD OF COUNTY COMMISSIONERS  
OF ST. JOHNS COUNTY, FLORIDA**

  
\_\_\_\_\_  
Jeb S. Smith, Chair

RENDITION DATE 10/21/20

**ATTEST: Brandon J. Patty, Clerk of the  
Circuit Court and Comptroller**

By: Pam Halterman  
Deputy Clerk



**THIS AGREEMENT AMENDMENT (Amendment)** is entered into on this \_\_\_\_ day of October, 2020, by and between **St. Johns County, Florida**, a political subdivision of the State of Florida ("**County**"), by and through its Board of County Commissioners, whose address is 500 San Sebastian View, St. Augustine, Florida 32084, and **St. Johns County Cultural Council, Inc.**, a not-for-profit corporation organized and existing under the laws of the State of Florida ("**Cultural Council**") whose primary business address is 29 Old Mission Avenue, St. Augustine, Florida 32084.

**RECITALS:**

**WHEREAS**, on March 1, 2020, the State Surgeon General and State Health Officer declared that a Public Health Emergency exists in the State of Florida as a result of COVID-19; and

**WHEREAS**, on March 9, 2020, the Governor issued Executive Order 2020-52 declaring a state of emergency for the entire State of Florida as a result of COVID-19; and

**WHEREAS**, on March 16, 2020, President Donald J. Trump and the Centers for Disease Control and Prevention (CDC) issued the "15 Days to Slow the Spread" guidance advising individuals to adopt far-reaching social distancing measures; and

**WHEREAS**, on March 17, 2020, St. Johns County Emergency Proclamation No. 2020-1 declared a state of local emergency, pursuant to Chapter 252, Florida Statutes and St. Johns County Ordinance No. 2019-40, because of the severe threat that COVID-19 poses to St. Johns County, Florida; and

**WHEREAS**, pursuant to section 252.38(3)(a)(5), Florida Statutes, the Board of County Commissioners has extended the state of local emergency; and

**WHEREAS**, on April 1, 2020, the Governor issued Executive Order 20-91, directing all persons in the State of Florida to limit their movements and personal interactions outside of their homes to only those necessary to obtain or to provide essential services or conduct essential activities; and

**WHEREAS**, one of the purposes of the local, state and federal directives is to slow the potential for direct and community spread of COVID-19; and

**WHEREAS**, in 2018, the County and the Cultural Council entered into an agreement, providing for management of the Arts, Culture and Heritage grant program, and professional advertising, marketing and promotional services aimed at attracting tourists to all and any part of the geographic area within St. Johns County (Agreement); and

**WHEREAS**, the local, state and federal responses to COVID-19 have significantly impacted travel throughout the state, and particularly to and within the County; and

**WHEREAS**, the County and the VCB mutually seek to amend the Agreement for Fiscal Year 2021 (October 1, 2020 through September 30, 2021) to revise the Annual Contract Price, modify the payment schedule and relax the Administrative Overhead Expenses provisions.

**NOW THEREFORE**, for valuable consideration, the sufficiency of which is hereby acknowledged, the County and the Cultural Council agree that the Agreement shall be amended as follows:

1. The above Recitals are incorporated into the body of this Agreement, and such Recitals are adopted as findings of fact.

2. The Annual Contract Price for Fiscal Year 2021 is hereby revised to \$ \$813,651.

3. The County shall pay the Contract Price as provided in the amended pay schedule attached hereto as "Amended Attachment C," and incorporated herein.

4. For the duration of Fiscal Year 2021, Article 8, Subparagraph c.2 regarding the maximum amount of the Annual Contract Price that may be allocated to fund Administrative Overhead Expenses shall not exceed **thirty three percent (33%)**. The parties hereby specifically acknowledge and understand that, unless otherwise mutually agreed in writing, this modification to Administrative Overhead Expenses shall only be effective beginning October 1, 2020 through September 30, 2021.

5. To the extent that there is any conflict between the terms contained in the Agreement and this Amendment, this Amendment shall govern.

6. With the exception of the revisions and modifications detailed in this Amendment, all terms, conditions and provisions contained in the Agreement remain in full force and effect.

7. This Amendment shall effective upon the date of full execution by the parties hereto.

**[Remainder of Page Intentionally Left Blank]**

IN WITNESS WHEREOF, the parties have hereto executed this Agreement on the date and year below written.

**St. Johns County, Florida**  
**by and through its**  
**Board of County Commissioners**

By: \_\_\_\_\_  
Jeb S. Smith, Chair

Date: \_\_\_\_\_

**St. Johns County**  
**Cultural Council, Inc.**

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

Title \_\_\_\_\_

Date: \_\_\_\_\_

Legal Review:

By: \_\_\_\_\_  
Office of the County Attorney

ATTEST: St. Johns County Clerk of Court

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

AMENDED ATTACHMENT C  
PAYMENT SCHEDULE OF FISCAL YEAR 2021 ANNUAL CONTRACT PRICE

<u>Invoice Date</u>	<u>Payment Due</u>
October 1, 2020	\$ 113,651
October 15, 2020	\$ 100,000
November 15, 2020	\$ 90,000
December 15, 2020	\$ 80,000
January 15, 2021	\$ 70,000
February 15, 2021	\$ 60,000
March 15, 2021	\$ 50,000
April 15, 2021	\$ 50,000
May 15, 2021	\$ 50,000
June 15, 2021	\$ 50,000
July 15, 2021	\$ 50,000
August 15, 2021	\$ 50,000
<b>Total</b>	<b>\$ 813,651</b>