



TO: SARA DELGADO, REDEVELOPMENT ASSISTANT, CITY MANAGER, ECONOMIC DEVELOPMENT DIVISION

FROM: ANDREA H. DUENAS, ASSISTANT CITY ATTORNEY **AHD**

THROUGH: SARA HEDGES, CITY ATTORNEY *SH*

RE: REVIEW AS TO FORM AND CORRECTNESS PAD MURAL PROGRAMS ARTIST AND PROPERTY OWNER AGREEMENTS FOR PROPERTY AT 117 N. 5<sup>TH</sup> STREET

CAO RLS FILE: 24-213

DATE: MAY 22, 2024

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I have reviewed the above Request for Legal Services (RLS) related to the Peacock Arts District Mural Program seeking approval of two documents:

- A. Property Owner Agreement between the FPRA and James Goertler; and
- B. Artist Services Agreement between the FPRA and Ivan Garcia

The Property Owner Agreement is approved with my changes (discussed below).

Exhibit A to the Property Owner Agreement (Artist's Limited License) requires changes (discussed below). This office trusts staff to make the necessary changes to the Exhibit and have the document re-executed before attaching it to the Property Owner Agreement.

The Artist Services Agreement is incomplete (missing Exhibit A) – accordingly it cannot be approved at this time and will need to be resubmitted.

Here are my changes/corrections to the Agreements:

A. Property Owner Agreement:

- (1) changed gender references from "his or her" to "their" in the recitals (please update the template)
- (2) changed wall (singular) to walls (plural) in Paragraph 1 due to the corner lot configuration
- (3) supplied missing words in Paragraph 3 (please update template)
- (4) supplied an apostrophe in Paragraph 4 (please update template)
- (5) corrected description of Owner in Paragraph 9 (please update template)

Exhibit A to the Property Owner Agreement (Artist's Limited Release) needs to be revised to clearly identify the artist and the name of the project. If the Artist is to receive proper credit from the Property Owner, these critical items must be properly set forth on the Artist's Limited Release attached to the agreement executed by the Property Owner. These terms should be typed and carefully reviewed for accuracy. (I note the title of the work on the Release differs from the title in the Artist Services Agreement, and the name of the Artist appears as both "Ivan G" and "Ivan Garcia").

## B. Artist Services Agreement (update template where necessary)

- (1) *Recitals*: Deleted improper paragraph breaks in first Recital
- (2) *Scope of Services*: paragraph 2 - deleted extraneous word and changed wall to “walls” due to the corner lot configuration
- (3) *Compensation*: errors corrected in paragraphs 2, 3, and 5
- (4) *Indemnification*: added “.” at end of paragraph.
- (5) *Entirety of Agreement; Choice of Forum*
  - Changed paragraph title to “Entirety of Agreement; Venue; Choice of Law”
  - Corrected grammar in paragraph 1
  - Added “Florida Law” provision to paragraph 2

Exhibit A to the Artist Services Agreement was not submitted with the RLS. Accordingly, the Artist Services Agreement is incomplete and cannot be approved by this office at this time.

## C. Conclusions

I noted that the paragraphs in both agreements are not consistently formatted, the margins are off, and the page numbers are in a different font from the body of the agreements. Please feel free to fix the templates for ease of readability before resubmitting and before submitting future agreements based on this template.

I have uploaded a Redline version of both agreements in WORD so you can see my suggested changes/corrections easily. For your convenience, I have also uploaded a CHANGES ACCEPTED version of both agreements.

- With the suggested changes, and the revision to Exhibit A, the Property Owner’s Agreement is approved as to form and correctness.
- The Artist Services Agreement is **not** approved due to the missing exhibit. Please make my suggested changes to the Artist Services Agreement before resubmitting this RLS.

In the future, please make sure you are following the RLS Policy and Procedures. Multiple contracts should not be submitted in one RLS. They must be submitted separately.

If you have any questions about how to proceed, please do not hesitate to contact this office.

/ahd