

RESOLUTION NO.

A RESOLUTION OF THE MAYOR AND CITY COMMISSION OF THE CITY OF MIAMI BEACH, FLORIDA, APPROVING THE ASSIGNMENT OF INTEREST OF COCA-COLA REFRESHMENTS USA, INC. (BOTTLER) TO COCA-COLA BEVERAGES FLORIDA, LLC (ASSIGNEE), IN CONNECTION WITH THAT CERTAIN AGREEMENT BETWEEN THE CITY, BOTTLER AND COCA-COLA NORTH AMERICA, A DIVISION OF THE COCA-COLA COMPANY, DATED MARCH 14, 2012; SAID ASSIGNMENT BEING SUBJECT TO ASSIGNEE ASSUMING ALL OF BOTTLER'S OBLIGATIONS UNDER THE AGREEMENT AND THE EXECUTION BY BOTTLER AND ASSIGNEE OF AN ASSIGNMENT DOCUMENT IN THE FORM ACCEPTABLE TO THE CITY ATTORNEY; AND FURTHER AUTHORIZING THE CITY MANAGER TO EXECUTE ANY NECESSARY DOCUMENTS TO EFFECTUATE THE ASSIGNMENT OF THE AGREEMENT.

WHEREAS, the City, Coca-Cola Refreshments USA, Inc. (Bottler) and Coca-Cola North America, a division of The Coca-Cola Company, entered into an agreement dated March 14, 2012; and

WHEREAS, the partnership allows the City the opportunity to leverage its strong brand presence by collaborating with Coca-Cola in a manner that generates good publicity and marketing for the City, while at the same time generating revenue or providing savings to the City; and

WHEREAS, Bottler has entered into an asset purchase agreement, which includes the transfer of the exclusive distribution rights for Coca-Cola products in the State of Florida to Coca-Cola Beverages Florida, LLC (Assignee) in a transaction to be completed on or around February 24, 2017; and

WHEREAS, as a result of this transaction, Assignee will own all of Bottler's operations, including all equipment and facilities, and will continue to operate the bottling services as Bottler had been doing previously; and

WHEREAS, once the transaction is complete, all of Bottler's right, title and interest in and to the Contract will be assigned and transferred to Assignee as part of a transition to new ownership, and Assignee will assume the obligations and liabilities of Bottler under the Contract; and

WHEREAS, at the February 8, 2017 City Commission meeting, the Mayor and City Commission considered whether or not to consent to the Assignment and the City Commission directed the Administration to refer the item to the Finance and Citywide Projects Commission Committee (the Committee); and

WHEREAS, at the February 8, 2017 City Commission meeting, the representative for the Assignee agreed to provide the City until March 2, 2017, in which to make a decision as to whether or not consent to the Assignment; and

WHEREAS, at the February 17, 2017 Committee meeting, the Finance and Citywide Projects Commission Committee recommended that the Administration not consent to the Assignment, and to have the matter considered by the full City Commission.

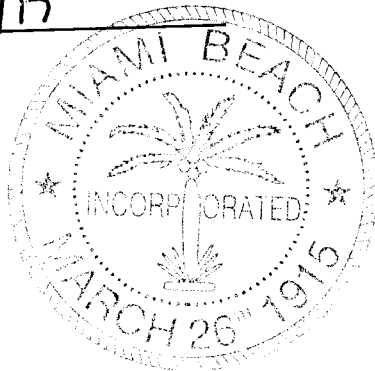
WHEREAS, at the March 1, 2017 City Commission meeting, the Administration recommended approving the assignment of Bottler's interest in the Contract to Assignee, subject to the parties executing any required assignment documents in the form acceptable to the City Attorney.

NOW, THEREFORE, BE IT DULY RESOLVED BY THE MAYOR AND CITY COMMISSION OF THE CITY OF MIAMI BEACH, FLORIDA, that the Mayor and City Commission hereby approve the assignment of interest of Coca-Cola Refreshments USA, Inc. (Bottler) to Coca-Cola Beverages Florida, LLC (Assignee), in connection with that certain agreement between the City, Bottler and Coca-Cola North America, a division of The Coca-Cola Company, dated March 14, 2012; said assignment being subject to assignee assuming all of Bottler's obligations under the agreement and the execution by Bottler and Assignee of an assignment document in the form acceptable to the City Attorney; and further authorize the City Manager to execute any necessary documents to effectuate the assignment of the agreement.

PASSED and ADOPTED this 1 day of March, 2017.

ATTEST:

JS 3/24/17
CITY CLERK



[Signature]
MAYOR

APPROVED AS TO
FORM & LANGUAGE
& FOR EXECUTION

Reel 3-15-17
City Attorney RLP Date

MIAMI BEACH

COMMISSION MEMORANDUM

TO: Honorable Mayor and Members of the City Commission
FROM: Jimmy L. Morales, City Manager
DATE: March 1, 2017

SUBJECT: A RESOLUTION OF THE MAYOR AND CITY COMMISSION OF THE CITY OF MIAMI BEACH, FLORIDA, ACCEPTING THE RECOMMENDATION OF THE FINANCE AND CITYWIDE PROJECTS COMMISSION COMMITTEE, AND DECLINING THE CONSENT TO THE ASSIGNMENT OF INTEREST OF COCA-COLA REFRESHMENTS USA, INC. (BOTTLER) TO COCA-COLA BEVERAGES FLORIDA, LLC (ASSIGNEE), IN CONNECTION WITH THAT CERTAIN AGREEMENT BETWEEN THE CITY, BOTTLER AND COCA-COLA NORTH AMERICA, A DIVISION OF THE COCA-COLA COMPANY, DATED MARCH 14, 2012.

RECOMMENDATION

Adopt the resolution.

ANALYSIS

In March, 2012, the City entered into an agreement (Contract) with Coca-Cola Refreshments USA, Inc. (Bottler) and Coca-Cola North America, a division of The Coca-Cola Company. This partnership allows the City the opportunity to leverage its strong brand presence by collaborating with Coca-Cola in a manner that generates good publicity and marketing for the City, while at the same time generating revenue or providing savings to the City. Pursuant to the attached letter, dated January 4, 2017, the Administration was notified that Coca-Cola Refreshments USA, Inc. had entered into an agreement to transfer the exclusive distribution rights in the State of Florida for Coca-Cola products to Coca-Cola Beverages Florida, LLC (Assignee) in a transaction to be completed on or around February 24, 2017. As a result of this asset/purchase, Assignee will own all of Bottler's operations, including all equipment and facilities, and will continue to operate the bottling services as Bottler had been doing previously. Upon completion of the transaction, all of Bottler's, right, title and interest in and to the Contract will be assigned and transferred to Assignee as part of a transition to new ownership, and Assignee will assume the obligations and liabilities of Bottler under the Contract.

Per Commission direction following the February 8th meeting, the Communications team presented the item for review at the February 17th Finance & Citywide Projects Committee. Committee motioned to decline, in writing, the approval of the assignment.

CONCLUSION

The Administration recommends upholding the recommendation of the finance and citywide projects commission committee, and authorizing the city manager to decline, in writing, the approval of the assignment.

Legislative Tracking

Marketing and Communications

ATTACHMENTS:**Description**

- ▯ Coca-Cola Letter
- ▯ Resolution



January 4, 2017

City of Miami Beach
1700 Convention Center Drive
Miami Beach, FL 33138

RE: **Agreement** (the "Contract"), dated **January 1, 2012**, by and between Coca-Cola Refreshments USA, Inc. ("CCR") and City of Miami Beach

Dear Valued Customer:

As you know from our prior communications, CCR has entered into an agreement to transfer the exclusive distribution rights in your area for products generally supplied from CCR's Big Pine Key, Brevard, Daytona, Gainesville, Hollywood, Jacksonville, Orlando, South Dade, and West Palm Beach Florida sales centers (the "Territory") to Coca-Cola Beverages Florida, LLC ("CCBF") in a transaction we expect to complete on or around February 24, 2017 (the "Transaction"). When the Transaction is complete, all of CCR's right, title and interest in and to the Contract will be assigned and transferred to CCBF as part of a smooth transition to new ownership, and CCBF will assume the obligations and liabilities of CCR under the Contract (collectively, the "Assignment").

You should expect very little, if any, change in your service and relationship with your local Coca-Cola bottler as a result of the Transaction. It is our goal to make this transition as seamless as possible. To this end and to make sure our files are complete, we ask for your formal consent to the Assignment. By consenting to the Assignment, you agree and acknowledge that the Contract remains in full force and effect after the completion of the Transaction and that there is no default or breach by any party under the Contract as a result of the Assignment or the Transaction.

We would greatly appreciate that you indicate your consent by countersigning in the space below. Once signed, please email a PDF copy of this letter to, Alex Da Silva (aidasilva@coca-cola.com).

This Assignment will become effective when the Transaction is complete. Should the Transaction not close for any reason, this consent to assignment will be null and void. We very much appreciate your prompt attention to this request. If we do not receive a written response from you by February 24, 2017, you will be deemed to have consented to the Assignment.

Please feel free to contact me via email listed above if you have any questions. Thank you in advance for your time.

Sincerely,
Alex Da Silva
SOF Transition Lead-Sales

CONSENTED TO AND AGREED:

City of Miami Beach

By: _____
Name: _____
Title: _____
Date: _____