

RESOLUTION NO. \_\_\_\_\_

**A RESOLUTION OF THE MAYOR AND CITY COMMISSION OF THE CITY OF MIAMI BEACH, APPROVING THE SECOND AND FINAL RENEWAL TERM UNDER THE MANAGEMENT AGREEMENT WITH MIAMI NEW DRAMA INC. (MIND), DATED OCTOBER 4, 2016, FOR THE OPERATION, MANAGEMENT, MAINTENANCE AND PROMOTION OF THE COLONY THEATRE, FOR TWO YEARS (2) AND 364 DAYS, COMMENCING OCTOBER 1, 2023 AND ENDING SEPTEMBER 29, 2026, AS FURTHER EXTENDED PURSUANT TO RESOLUTION NO. 2023-32713, AND MEMORIALIZED IN AMENDMENT NO. 3 TO THE MANAGEMENT AGREEMENT, TO RUN FOR A PERIOD COTERMINOUS WITH THE TERM OF THE LEASE WITH MIND FOR THE OPERATION AND MANAGEMENT OF THE COLLINS PARK CULTURAL ARTS FACILITY, WHILE MAINTAINING THE CITY'S CONTRIBUTION TO MIND FOR THE OPERATION OF THE THEATRE IN FY 2023-2024, IN THE TOTAL SUM NOT TO EXCEED \$500,000.00, INCLUSIVE OF ANNUAL UTILITY CONTRIBUTIONS IN THE AMOUNT NOT TO EXCEED \$80,000.00, AND WITH THE CITY CONTRIBUTION EACH YEAR THEREAFTER, CONTINGENT UPON FUNDING APPROVAL DURING THE CITY'S BUDGETARY PROCESS FOR EACH SUBSEQUENT FISCAL YEAR; AND FURTHER AUTHORIZING THE CITY MANAGER TO EXECUTE ANY DOCUMENTS REQUIRED TO MEMORIALIZE THE APPROVALS SET FORTH IN THIS RESOLUTION.**

**WHEREAS**, MIND is a not-for-profit 501(c)3 presenting and producing organization committed to theatrical excellence and theater- making as a means of social engagement, cultural conversation and human interaction; and

**WHEREAS**, MIND's productions include an eclectic mix of original plays, musicals, classics and world premieres, including work commissioned specifically for Miami New Drama. These productions utilize a mix of the best local, national and international talent to incubate work from scratch; and

**WHEREAS**, on September 14, 2016, the Mayor and the City Commission adopted Resolution No. 2016- 29569, approving an agreement with Miami Theater Hub, Inc. ("Miami New Drama") for the operation, management, maintenance and promotion of the Colony Theatre (the Facility"); and

**WHEREAS**, on October 4, 2016, the City and Miami Theater Hub, Inc., a Florida not-for-profit corporation, d/b/a Miami New Drama ("Mind") entered into a Management Agreement, having an initial term of two (2) years, commencing on October 1, 2016 and expiring on September 30, 2018, with the following renewal terms, at the option of the City: the first renewal term for five (5) years, expiring on September 30, 2023; and the second and final renewal term for two (2) years and 364 days, commencing on October 1, 2023 and expiring on September 29, 2026 ("Management Agreement"); said Management Agreement providing for an annual City contribution to MIND, in the amount of \$170,000.00, subject to funding approval by the City Commission, plus an annual reimbursement for utility bills, in the amount not to exceed \$80,000.00; and

**WHEREAS**, on May 17, 2017 the Mayor and City Commission adopted Resolution No. 2017-29858, approving Amendment No. 1 to the Management Agreement to include six parking spaces at Municipal Parking Lot No. P25, located at 17th Street and Lenox Avenue, at no charge to MIND; and

**WHEREAS**, on August 29, 2017, Miami Theater Hub, Inc. changed its name to Miami New Drama, Inc., without a reference to a fictitious name; and

**WHEREAS**, on February 22, 2018, the City submitted the Facility to condominium ownership; and

**WHEREAS**, on July 20, 2018, the Finance and Citywide Projects Committee recommended increasing the City's contribution by \$330,000.00, for a total annual contribution of \$500,000.00 (including an annual City utility contribution, in the amount not to exceed \$80,000.00) to MIND, subject to funding approval during each City fiscal year; and

**WHEREAS**, on October 17, 2018, the Mayor and City Commission adopted Resolution No. 2018-30567, approving, in substantial form, Amendment No. 2 to the Management Agreement, which was executed on December 24, 2018; said Amendment containing the following essential terms: (I) increasing the City's contribution to MIND for the operation of the Theatre for FY 2018-2019 to the total annual sum not to exceed \$ 500,000.00, inclusive of an annual utility contribution, in the amount not to exceed \$80,000.00, and, thereafter, contingent upon funding approval of the City's contribution during the City's budgetary process for each subsequent fiscal year; (II) updating MIND's name to reflect Miami New Drama, Inc; (III) updating the legal description of the facility to reflect Unit 3 of the Colony Theatre Condominium; (IV) approving the first renewal term, for five (5) years, commencing October 1, 2018 and ending September 30, 2023; V) enhancing the performance measures to include an educational division and public outreach, which will include providing free tickets offered annually for senior centers throughout Miami Beach and 1,000 free or discounted tickets for seniors ages 62 and older) and for youth (ages 13-22) throughout Miami Beach; and (VI) requiring MIND to acknowledge the City as an instrumental benefactor of the Theatre during each performance and in all marketing materials; and

**WHEREAS**, on October 27, 2021, the City Commission adopted Resolution No. 2021-31914, approving a new lease with MIND for the operation and management of the Collins Park Cultural Arts Facility ("Collins Park Lease"), located at 340 23<sup>rd</sup> Street, for an initial term of five (5) years, with two (2) additional five year terms at the option of MIND, and the final five (5) year term at the option of the City and by mutual agreement of the parties; said Lease being subject to the City Commission appropriating \$4,750,000.00 on or before October 1, 2024; and further authorizing an amendment to the Management Agreement (Amendment No. 3) to extend the term of the Management Agreement for a period to run coterminous with the term of the Collins Park Lease, which Lease was executed on April 18, 2022; and

**WHEREAS**, on April 18, 2022, the City and MIND executed Amendment No. 3 to the Management Agreement; said amendment: (1) providing for an automatic extension of the term of the Management Agreement for a period to run coterminous with the term of the Collins Park Lease, upon the approval of the appropriation of the \$4,750,000.00 contemplated by the Collins Park Lease, provided that if the Collins Park Lease was terminated for any reason (other than for an uncured default under the Collins Park Lease), the Management Agreement would continue until the expiration of the first renewal term, subject to the exercise of the second renewal term; and (2) including a cross collateralization provision, which provides that an uncured default under the Collins Park Lease shall constitute a default under the Management Agreement and vice versa; and

**WHEREAS**, on July 26, 2023, the Mayor and City Commission adopted Resolution No. 2023-32713, appropriating \$7,670,000.00 to the Collins Park Cultural Center project from Series 2023B Arts & Culture GOB (Fund 395); and

**WHEREAS**, since the amount of the appropriation to the Project exceeded the required appropriation amount under the Collins Park Lease, the Management Agreement has now been automatically extended pursuant to Amendment No. 3; and

**WHEREAS**, the City Manager recommends that the Mayor and City Commission approve the second and final renewal term of the Management Agreement, extending the Management Agreement through and including September 29, 2026, as further extended pursuant to Resolution No. 2023-32713, and memorialized in Amendment No. 3, to run coterminous with the term of the Collins Park Lease, while maintaining the City's contribution to MIND for the operation of the theatre in FY 2023-2024, in the total sum not to exceed \$500,000.00, inclusive of annual utility contributions in the amount not to exceed \$80,000.00, and with the City contribution each year thereafter, contingent upon funding approval during the City's budgetary process for each subsequent fiscal year.

**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 second and final renewal term under the Management Agreement with Miami New Drama Inc. (MIND), dated October 4, 2016, for the operation, management, maintenance and promotion of the Colony Theatre, for two years (2) and 364 days, commencing October 1, 2023 and ending September 29, 2026, as further extended pursuant to Resolution No. 2023-32713, and memorialized in Amendment No. 3 to the Management Agreement, to run for a period coterminous with the term of the Lease with MIND for the operation and management of the Collins Park Cultural Arts Facility, while maintaining the City's contribution to MIND for the operation of the theatre in FY 2023-2024, in the total sum not to exceed \$500,000.00, inclusive of annual utility contributions in the amount not to exceed \$80,000.00, and with the City contribution each year thereafter, contingent upon funding approval during the City's budgetary process for each subsequent fiscal year; and further authorize the City Manager to execute any document required to memorialize the approvals set forth in this Resolution.

**PASSED AND ADOPTED** this 13<sup>th</sup> day of September, 2023.

\_\_\_\_\_  
Dan Gelber, Mayor

**ATTEST:**

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Rafael E. Granado, City Clerk

APPROVED AS TO  
FORM & LANGUAGE  
& FOR EXECUTION

\_\_\_\_\_  
City Attorney

8-30-23  
\_\_\_\_\_  
Date