

**AMENDMENT TO MEMORANDUM OF UNDERSTANDING
FOR CADE MUSEUM & DEPOT PARK**

This Amendment ("Amendment") is made effective this 18th day of September, 2014 between the **City of Gainesville, Florida**, a municipal corporation (the "City"), and the **Cade Museum Foundation, Inc.**, a Florida not-for-profit corporation (the "Foundation").

WHEREAS, the parties entered into a Memorandum of Understanding on October 2, 2012 (the "MOU") that generally set forth the intent of the parties regarding the development of a museum (the "Project") on an approximately two-acre site (the "Site") within the limits of certain real property referred to generally as Depot Park (the "Park"); and

WHEREAS, the parties entered into a First Amendment to the MOU on February 11, 2013. Although the document was titled First Amendment, it was in fact an amended and restated MOU, as by its terms it states that it constitutes the entire agreement between the parties and supersedes the MOU. The First Amendment will hereafter be referred to as the "Amended and Restated MOU"; and

WHEREAS, the parties desire to further amend the Amended and Restated MOU to extend certain dates and timeframes for action; and

NOW, THEREFORE, the parties agree as follows:

1. The recitals above are incorporated as a material part of this Amendment and the Amended and Restated MOU.
2. The Amended and Restated MOU is amended as follows:
 - a. Section 2 is amended to extend the anticipated date for commencement of construction of the Project from October 2, 2014 to no later than June 30, 2017.
 - b. Section 3.d. is amended to extend the date for the City to provide a draft Development Agreement to the Foundation from on or before January 31, 2013, to on or before December 31, 2014.
 - c. Section 6 is amended to extend the date for execution of the Development Agreement by the parties from no later than December 31, 2013, to no later than June 30, 2015.
3. Except as modified by this Amendment, the terms of the Amended and Restated MOU remain in full force and effect.
4. The Amended and Restated MOU and this Amendment constitute the entire agreement between the parties and neither this Amendment nor the Amended and Restated MOU, may be altered, modified or amended unless executed by the parties with the same formalities as this instrument is executed.

IN WITNESS WHEREOF, the parties have executed this Amendment.

Signed, sealed, and delivered
in the presence of:

[Signature]
Witness
[Signature]
Witness

**FOUNDATION:
CADE MUSEUM FOUNDATION, INC.**

[Signature]
By: Chief Operating officer
Its: Jennifer Denault
Date: Sept 11, 2014

**CITY:
CITY OF GAINESVILLE**

[Signature]
Witness
[Signature]
Witness

[Signature]
By: Russ Blackburn, City Manager
Date: 9-18-14, 2014

APPROVED AS TO FORM AND LEGALITY
BY: [Signature]
Lisa C. Bennett, Asst. City Attorney II