

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

This Third Amendment ("Amendment") is made effective this 11th day of January, 2016 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, on September 18, 2014, the parties entered into an Amendment to Memorandum of Understanding for Cade Museum and Depot Park setting forth new dates to extend certain dates and timeframes for action; and

WHEREAS, the parties desire to further extend those 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 June 30, 2017 to June 30, 2018.
 - 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 December 31, 2015, to on or before May 31, 2016.
 - c. Section 6 is amended to extend the date for execution of the Development Agreement by the parties from no later than June 30, 2015, to no later than June 30, 2016.
3. Except as modified by this Third Amendment, the terms of the Amended and Restated MOU remain in full force and effect.
4. The Amended and Restated MOU and this Third 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:

Richard M. Les

Witness

Brian [Signature]

Witness

Helen Harns

Witness

Karen E. Puss

Witness

FOUNDATION:

CADE MUSEUM FOUNDATION, INC.

Phoebe Cade Miler

By: Phoebe Cade Miler

Its: CEO

Date: December 28, 2015

CITY:

CITY OF GAINESVILLE

[Signature]

By: Anthony Lyons, Interim City Manager

Date: January, 11, 2016

APPROVED AS TO FORM AND LEGALITY

BY: Lisa C. Bennett

Lisa C. Bennett, Asst. City Attorney II