

October 16, 2018

General Terms and Conditions for a Grant Agreement
between
the City of Jacksonville (City) and Jacksonville Zoological Society, Inc. (JZS)
for
FY 19 City Appropriated Funding of \$5 million for Capital
Improvements on City Owned Facilities Operated by JZS

Any substantial change will require Council approval.

- There shall be an executed Grant Agreement (the “Agreement”) between the City and JZS incorporating the following specific terms and conditions, in addition to any other grant provisions, as required by the City’s Office of General Counsel.
- The Agreement shall have a term of 6 years. The City anticipates a 5 year cumulative funding amount of \$25,000,000 for capital improvements on City owned real property (collectively, the “Improvements”), subject to annual appropriations by City Council, with a matching contribution from JZS in equal amounts. In order to remain eligible for each subsequent annual appropriation to the Agreement, JZS must demonstrate it has entered into binding contracts for Improvements committing at least 75% of the current fiscal year’s funds to the authorized projects and be diligently pursuing the same.
- All funding shall be specifically expended for capital improvements on facilities owned by the City of Jacksonville. Documentation shall be provided by JZS verifying City ownership of facilities to receive the funding.
- All funding provided by the City shall only be utilized for services associated with the planning, design and construction of the Improvements as detailed in a scope of work and estimated cost proposal provided by JZS which shall be subject to review and approval by the City prior to disbursement of the funds by the City.
- The City shall have the authority to review and approve all scope of services for the proposed Improvements prior to JZS contracting with any entity for any services.
- The City shall have the authority to review and approve design and/or material specification submittals for all Improvements, and shall be consulted on all cost reduction or value engineering proposals which may be proposed after such review and approval.
- All planning, design and construction services shall be conducted by design professionals, construction companies and/or equipment and material suppliers licensed or certified to conduct business in the State of Florida and the City of Jacksonville.

Second Revised Exhibit 8
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- JZS shall be responsible for ensuring all federal, state or local permits, as may be necessary, are obtained prior to conducting any work.
- JZS shall be responsible for all coordination of the work and shall ensure inspection services as required by jurisdictional agencies, in addition to on-site periodic inspection provided by JZS during execution of the work.
- The City shall only provide funding on a reimbursement basis after receiving from JZS and thereafter reviewing and approving paid invoices from design professionals, contractors, or any other vendor, in addition to receiving proof of payment of said services by JZS, and after inspection of the work by the City. The City will reimburse JZS for 50% of all paid invoices and other authorized costs, with JZS responsible for the remaining 50% to be paid simultaneously. JZS shall document to the City that it has funding available in an amount equal to 50% of the proposed budget at the time each budget proposed scope of work and proposed budget related thereto is submitted to the City for approval.
- Notwithstanding any provision to the contrary in this term sheet, 50% of the verified direct costs associated with only the planning, design and construction of the project recently completed by JZS and known generally as the “African Forest Exhibit” are eligible for reimbursement under the Agreement. JZS shall provide to the City as-built drawings, regulatory permits, paid invoices, a schedule of values, certificate of occupancy or its functional equivalent, and other related documents as necessary in the sole discretion of the City for the City to determine and certify the eligible, reimbursable, verified direct costs for the African Forest Exhibit.
- It is anticipated and acceptable to the City should JZS desire to submit periodic partial payment requests (no more frequently than twice monthly) for reimbursement for partially completed work and prior to final completion of all work.
- The City shall be granted access to the JZS campus at all reasonable times to inspect the work in progress or the final work product.
- JZS shall withhold a minimum 10% retainage on all work, pending final completion and approval of the Improvements
- JZS shall be responsible for maintenance and operation of all Improvements.

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