AGREEMENT BETWEEN THE CITY OF COSTA MESA AND THE HEROES HALL VETERANS FOUNDATION TO PROVIDE ONE-TIME GRANT FUNDING TO ASSIST WITH THE CONSTRUCTION OF A ORANGE COUNTY MILITARY MUSEUM LOCATED AT THE ORANGE COUNTY FAIRGROUNDS

THIS AGREEMENT, entered into this 1st day of November, 2016 (Execution Date) by and between the CITY of COSTA MESA, a California municipal corporation ("CITY") and the HEROES HALL VETERANS MUSEUM, a 501(C)(3) non-profit corporation of the State of California (CORPORATION) is made in light of the following:

MISSION STATEMENT

It is the stated goal of this AGREEMENT to have a working partnership between the CITY and CORPORATION so as to provide a one-time grant to assist with the development and construction of museum that will honor all Orange County Veterans and tell of the rich history that exists to all future generations that visit the museum.

RECITALS

A. CITY is a municipal corporation duly organized and validly existing under the Constitution and the laws of the State of California.

B. CORPORATION is a non-profit 501(C)(3) of the State of California located in Orange County, California, and is organized and exists pursuant to the laws of the State of California.

C. CORPORATION is requesting one-time funding to assist with the development and construction of a veterans museum.

D. CORPORATION is authorized to enter into this AGREEMENT pursuant to the laws of the State of California.

E. CITY and CORPORATION are joining together in a collaborative effort to provide mutual assistance to share Orange County's rich military history and honor all those that have served in the military.

F. CITY has determined that the veterans museum will be a cultural asset to its citizens and that the grant made pursuant to this AGREEMENT is in the public interest.

AGREEMENT

NOW THEREFORE, CITY and CORPORATION agree as follows:

1. TERM

The term of this AGREEMENT shall commence on November 1, 2016. This AGREEMENT shall expire upon issuance of the one-time payment of $25,000.

2. CITY SERVICES

a. Services - General. CITY will provide no additional services other than the issuance of the one-time assistance payment.

3. CORPORATION DUTIES

In addition to other duties specified in this AGREEMENT, it is the duty of the CORPORATION to ensure that the funding is utilized in accordance to the provisions set forth herein.

4. FUNDING

CITY will make a one-time grant payment to the CORPORATION for the development and construction of a military museum that will honor local veterans and preserve Orange County's rich military history. The grant payment will be $25,000 and will be issued upon the execution of this AGREEMENT

5. INDEMNIFICATION.

CORPORATION agrees to defend, indemnify and hold CITY, its elected and appointed officials, officers, and employees harmless against and from any and all losses, claims, actions, damages, expenses or liabilities, including reasonable attorney's fees, arising out of or in any way connected with the CORPORATION's negligent performance of this Agreement. CORPORATION assumes workers' compensation liability for injury or death of its officers, agents, employees and volunteers, and assumes no workers' compensation responsibility for the elected and appointed officials, officers, and employees of the CITY.

6. ASSIGNMENT

This AGREEMENT may not be assigned or transferred by either Party without the express written consent of the other Party.

7. NOTICE / REPRESENTATIVES

The CITY and CORPORATION have designated the following representatives to receive notices and act in their agency's behalf in the administration of this AGREEMENT.

CITY	Chief Executive Officer City of Costa Mesa 77 Fair Drive Costa Mesa, CA 92626
CORPORATION	HEROES Hall Veteran's Foundation 88 Fair Drive Costa Mesa, CA 92626

8. NO THIRD PARTY BENEFICIARY

This AGREEMENT, including, but not limited to, the indemnification provisions, is for

the benefit of the Parties only and does not create, nor is it intended to create, any benefit or liability to third parties.

IN WITNESS THEREOF, the Parties have caused this AGREEMENT to be executed as of the date set forth above.

CITY OF COSTA MESA

By: _____ Date: 12/12/16
Mayor

HEROES HALL VETERANS MUSEUM FOUNDATION

By: _____ Date: 11/17/16

By: _____ Date: _____

ATTEST:

_____ Date 12/15/16
City Clerk, City of Costa Mesa

CITY: APPROVED AS TO FORM:

_____
City Attorney
City of Costa Mesa