

**Metropolitan Exposition Recreation Commission**

**Resolution No. 14-12**

For the purpose of approving an amendment to the Food and Beverages Operations Agreement (Agreement).

**WHEREAS**, the Metropolitan Exposition Recreation Commission (MERC) and Aramark are in negotiations for a five year renewal of the Agreement entered into on November 5, 2009; and

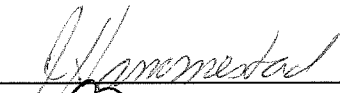
**WHEREAS**, the Agreement expires on June 30, 2014, and MERC requires additional time to negotiate the terms for the extension; and

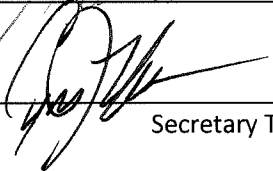
**WHEREAS**, MERC needs an additional sixty days for the completion of the negotiations.

**BE IT THEREFORE RESOLVED**, that the Metropolitan Exposition Recreation Commission:

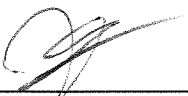
1. Approves the Amendment to the Agreement in a form substantially similar to Attachment A to this Resolution.
2. Delegates authority to the Metro Deputy COO to execute the Amendment on behalf of MERC.

Passed by the Commission on June 4, 2014.

  
\_\_\_\_\_  
Chair

  
\_\_\_\_\_  
Secretary Treasurer

Approved As to Form:  
Alison R. Kean, Metro Attorney

By:   
\_\_\_\_\_  
Nathan A. S. Sykes  
Deputy Metro Attorney

## MERC Staff Report

**Agenda Item/Issue:** For the purpose of extending the Aramark/Giacometti Joint Venture Partnership contract for 60 days while negotiating the remaining five year contract extension.

**Resolution No.:** 14-12

**Presented By:** Scott Cruickshank

**Date:** June 4, 2014

**Background and Analysis:** In November 2009, the Metropolitan Exposition Recreation Commission approved a Food and Beverage Operations Agreement with Aramark/Giacometti Joint Venture Partnership (Aramark). This contract runs from November 5, 2009 to June 30, 2014. Terms of the contract provide for a five year extension provided that MERC deliver a 60 day notice to Aramark of intent to renew. MERC conditioned this notice subject to contract negotiations. MERC has provided Aramark the required 60 day notice and is currently negotiating additional terms for the period July 1, 2014, through June 30, 2019. Because renewal terms are still in negotiations, staff feels that a 60 day extension of the existing contract will provide the necessary time to fully negotiate the terms of the renewal.

**Fiscal Impact:** There is no fiscal impact to this extension.

**Attachments to Resolution and/or Staff Report:** Attachment A, MERC-Aramark Contract extension agreement.

**Recommendation:** Staff recommends that the Metropolitan Exposition Recreation Commission approve a 60 day extension of the existing contract between MERC and Aramark/Giacometti Joint Venture Partnership and authorize the Metro Deputy COO to execute the contract extension agreement.

**FIRST AMENDMENT TO THE FOOD AND BEVERAGE OPERATIONS AGREEMENT**

This Amendment to the Food and Beverage Operations Agreement (“Amendment”) is entered into on this fourth day of June 2014, by and between the Metropolitan Exposition Recreation Commission (“MERC”), and ARAMARK/Giacometti Joint Venture Partnership (“ARAMARK”), a joint venture partnership formed under the laws of the State of Oregon between ARAMARK Sports & Entertainment Services, LLC and Giacometti Partners, Ltd., and Oregon corporation.

**RECITALS**

- A. MERC and ARAMARK entered into the Food and Beverage Operations Agreement (“Agreement”) on November 5, 2009.
- B. MERC and ARAMARK are in negotiations for a five year extension under the Agreement and desire to extend the term of the Agreement that is scheduled to expire on June 30, 2014, for a period of sixty days or until MERC and ARAMARK complete the negotiations for extending the term of the Agreement for an additional five years.

**AGREEMENT**

In consideration of the mutual promises and covenants set forth herein, the Parties hereby agree as follows:

- 1. Extension of Term. The term of the Agreement, as modified by this Amendment, is hereby extended for a period of up to sixty day terminating on August 29, 2014, or upon the completion of the negotiations for the extension of the term of the Agreement.
- 3. Conflicting Terms. In the event a conflict arises between this Amendment and the terms and conditions of the Agreement, the terms and conditions of this Amendment shall control. Except as specifically set forth herein to the contrary, all of the terms and conditions of the Agreement are in full force and effect, shall continue in full force and effect throughout the term and are hereby ratified and confirmed by the parties.

In Witness Whereof, the parties have executed this Amendment as of the date set forth below.

**ARAMARK/Giacometti Joint Venture Partnership**

**METROPOLITAN EXPOSITION RECREATION COMMISSION**

By: \_\_\_\_\_  
Area Manager

By: \_\_\_\_\_  
Scott Robinson  
Metro Deputy Chief Operating Officer

Date: \_\_\_\_\_

Date: \_\_\_\_\_