

**Naples Garden Club
and
Naples Botanical Garden
OPERATING AGREEMENT**

March 30, 2021

This Operating Agreement outlines the collaborative working relationship between Naples Garden Club (NGC) and Naples Botanical Garden (the Garden).

USE OF SPACE AND ACCESS

The Garden is pleased to support NGC with complimentary space rental for its activities as outlined in this document, which is valued at more than \$75,000 annually.

Events

NGC may reserve Garden facilities (Kapnick Hall, SLC Tent Plaza, etc.) up to 3 years in advance for:

- Naples Garden Club House & Garden Tour
- Naples Flower Show
- Educational events

Club meetings

- NGC may reserve Kapnick Hall for its 6 annual club meetings. The Garden reserves the right with 30-day notice to request meetings be moved to Buehler Auditorium if necessary to accommodate mission-related or fundraising events.
- NGC may bring outside refreshments for its 6 club meetings that involve only NGC members and their guests. Outside alcoholic beverages are not allowed as it violates the terms of the Garden's liquor license.
- Garden staff will set up signage, tables and chairs for club meetings, provide assistance with audio-visual equipment, and handle cleanup and trash disposal.

Garden admission

NGC members and guests who are not members of Naples Botanical Garden will have complimentary admission to the Garden on the days they are attending NGC events or are working on NGC projects.

Office Space

NGC has office space in the Garden's Administration Building and the Garden welcomes this use at no cost. The Garden will properly maintain the office building and the shed. Both spaces will be under the sole and exclusive use of NGC for five years beginning July 1, 2020, unless the building becomes unsafe or no longer exists. If organizational growth, construction or other capital projects compel Garden to assume that space then NGC will be given fair notice of one year prior to the eviction.

Philanthropy

In recognition of the generous financial commitment of NGC to the creation of the Idea Garden, “Naples Garden Club Idea Garden” will remain the name of this physical feature for as long as it exists at the Garden.

In recognition of the generous financial commitment of NGC to the construction of the Horticulture Campus, a naming opportunity will be provided that will last for as long as the structure exists. Garden staff will present a list of naming opportunities to NGC when final design is completed.

In consideration of its in-kind gift of facilities and services, the Garden remains a priority of NGC’s philanthropic support. Grants to the Garden are considered outside the NGC grant review process. There is no guarantee of a grant being made each year, nor the amount of any such grant.

NAPLES GARDEN CLUB IDEA GARDEN

The NGC Idea Garden Committee will:

- Serve as the point of coordination with a designated Garden staff member for all matters related to the Idea Garden.
- Collaborate with Garden staff to develop an annual plan and budget.
- Collaborate with Garden staff regarding the development and scheduling of programs for visitors.
- Recruit NGC members to volunteer in the Idea Garden: Gardening, maintenance, presenting programs, and serving as docents. These volunteers agree to become official Garden volunteers and participate in required volunteer training sessions.
- Provide input and feedback on plantings, displays and exhibits in the Idea Garden.

Naples Botanical Garden is responsible for:

- Labor and expenses of ongoing horticulture, maintenance, repairs, cleaning, disposal, and other operating needs of the Idea Garden
- Producing and setting up directional signage on days of Idea Garden programs
- Setup of tables, chairs, and other needs in Idea Garden
- Assisting NGC members with load-in, load-out and unexpected needs
- Volunteer training sessions four times annually for NGC Provisionals and Idea Garden volunteers

The Garden will own all plants, supplies and equipment except those pots and plants presented on a temporary basis by members, the Idea Cart and all tools purchased by NGC for use by its volunteers. Currently, both organizations contribute funds for plant material each year and this will continue.

The Garden must approve all plant material, displays, designs, and modifications to structures and facilities before installation.

The Garden must approve all signage, handouts, educational programs, lesson plans, activities and docent information before introduction to the public.

MAJOR EDUCATIONAL EVENTS

NGC produces events such as national floral design speakers. For these events, NGC is responsible for:

- Producing and promoting all elements of educational workshops and presentations, including registration and check-in

Naples Botanical Garden is responsible for:

- Providing space in Kapnick Hall or Buehler Auditorium
- Setup of tables, chairs, stage, and other needs
- Cleaning of restrooms during and after event
- Cleaning and trash disposal after event
- Assisting NGC members with load-in, load-out and unexpected needs
- Management of parking lot traffic
- Wayfinding and other customer service needs for participants, including on-site signage

NGC will pay a fee to the Garden for these services, which are above and beyond daily operating expenses. The amount is noted in the Addendum.

NAPLES GARDEN CLUB HOUSE & GARDEN TOUR

NGC's Naples House & Garden Tour Committee will serve as the point of coordination with a designated Garden staff member for all matters related to the Naples Garden Club House & Garden Tour.

NGC is responsible for:

- Planning and producing the Naples Garden Club House & Garden Tour, including management of all financial transactions
- Staffing the SLC Tent Entrance, registration, check-in, refreshment areas, and other duties not assigned to Garden staff
- Solicitation, recognition and stewardship of sponsors
- Acknowledging Naples Botanical Garden on Naples Garden Club House & Garden Tour materials
- Providing one complimentary program ad to the Garden

- Including Garden promotional information in the participant goodie bag
- Providing two tickets to the Garden for its use

Naples Botanical Garden is responsible for:

- Providing use of two classrooms, the SLC Tent Plaza, and areas of the parking lot for participant parking and buses
- Meeting with the NGC Committee as needed to plan the event
- Setup of tables, chairs, and other needs
- Cleaning of restrooms during and after event
- Cleaning and trash disposal during and after event
- Assisting NGC members with load-in, load-out and unexpected needs
- Management of parking lot traffic
- Wayfinding and other customer service needs for participants, including on-site directional signage
- Listing the Naples Garden Club House & Garden Tour on the Garden web site calendar of activities
- Free annual memberships for prize drawings

When the traditional Home & Garden Tour format above is implemented, NGC will pay the Garden a fee for these services, which are over and above daily operating expenses (noted in the Addendum). NGC will allow a Garden membership sales table/booth in the event area. The Garden will not charge admission for Naples Garden Club House & Garden Tour participants on the day of the event. The Garden may but is not required to provide items for the participant goodie bags.

NAPLES FLOWER SHOW

The name “Naples Flower Show” is and shall remain owned by NGC.

The Naples Flower Show Committee will serve as the point of coordination with a designated Garden staff member for all matters related to the event, including development of a budget and timeline.

NGC is responsible for:

- Producing a Standard Flower Show as defined by the National Garden Club, including the theme, schedule, exhibits, judging and prizes
- Solicitation, recognition and stewardship of sponsors
- Developing the invitation list for the Naples Flower Show Preview Party
- Recruiting NGC members and volunteers to assist with event management, including but not limited to setup, registration, raffle sales, etc.

Naples Botanical Garden is responsible for:

- Providing use of Kapnick Hall, SLC Tent Plaza, classrooms and other areas
- Meeting with the Naples Flower Show Committee as needed to plan the event
- Recruitment, contracting, billing & collection, and coordination of vendors
- Graphic design and production of various promotional materials, signage, handouts and Preview Party invitation (NGC retains the right to approve annual show logo/theme design)
- Fulfilling the requirements of the Preview Party planned jointly by the NGC Flower Show Committee and the Garden (including producing and mailing invitations, on-site directional signage, parking lot management, check-in, bar, hors d’oeuvres, entertainment)
- Marketing for the event, including advertising and media relations
- Recruiting and training volunteers for the Flower Show, which usually requires 300 hours of volunteer support.
- Setup of tables, chairs, booths, and other needs in Kapnick Hall and SLC Tent Plaza
- Cleaning of restrooms during event
- Cleaning and trash disposal in classrooms and staging areas, Kapnick Hall, SLC Tent Plaza and adjacent areas during and after event
- Assisting NGC members with load-in, load-out and unexpected needs
- Management of parking lot traffic
- Wayfinding and line management, including on-site directional signage

Addendum 2021-22 Season

Fees paid to the Garden

NGC Office Space rental	\$0
Event space rental	\$0
Club meeting space rental	\$0
Major Educational Events <i>National floral design speakers, etc.</i>	\$1,000 per event
Naples House & Garden Tour	\$8,000 <i>(for full traditional show format)</i>

Direct Expenses

NGC will reimburse the Garden requests for expenses that are directly related to NGC activities, such as rentals, supplies for programs and signage, and maintenance and security of the NGC office and outdoor areas (costs are allocated across Garden departments according to square footage). This will not exceed \$5,000 per year. An invoice will be submitted to NGC with documentation of expenses.

Financial Arrangements for the Naples Flower Show

Naples Garden Club and Naples Botanical Garden produce the Naples Flower Show in partnership using this financial formula. Revenues and expenses will be split 50/50.

REVENUES	
Admission - (1/2 of General Admission sales)*	
Vendors	
Sponsors	
Preview Party:	
Tickets sold	
Garden pays for its Preview Party guests	
TOTAL REVENUES	
EXPENSES	
Printing	
Promotional/Advertising	
Fire Watch	
Staging	
Judges Awards	
Judges Luncheon	
Preview Party	
Misc.	
NBG Staff support**	\$20,000
TOTAL EXPENSES	
NET INCOME (LOSS)	

Net Income (Loss) is shared evenly between Naples Garden Club and Naples Botanical Garden.

*50% of daily admission revenue on each of the Naples Flower Show days will be assumed to be Flower Show revenue. The remainder is considered Garden daily visit revenue.

**Staff expense directly related to Flower Show, over and above Garden daily operations. This amount is \$20,000 for the 2022 Flower Show.

Special Projects

From time to time, NGC may have special projects that require additional services. If the Garden is able to provide these services, a mutually acceptable fee will be negotiated. NGC may also utilize other vendors for special projects and services such as construction of set pieces, etc.