

# Memorandum



**Date:** October 18, 2005

**To:** Honorable Chairman Joe A. Martinez  
And Members, Board of County Commissioners

Agenda Item No. 9(v)(1)(c)

**From:** George M. Burgess  
County Manager

**Subject:** Resolution approving the Vizcaya Museum and Gardens Short-Term Development Plan

## RECOMMENDATION

It is recommended that the Board of County Commissioners adopt the attached resolution approving the Vizcaya Museum and Gardens (Vizcaya) Short-Term Development Plan, consistent with earlier approvals of renovations and funding for Vizcaya in the Building Better Communities Bond Program.

## BACKGROUND

Board approval of this item is required by the terms of Ordinance 98-112 and Resolution R-649-00. In ongoing efforts to implement the Board's directives, as outlined in the Ordinance, that Vizcaya be operated, maintained, restored and preserved as an accredited museum and National Historic Landmark, the Trust developed and presented to the County Manager and Board a multi-year plan for the restoration of Vizcaya as a part of the County's Building Better Communities Bond Program which was approved by Miami-Dade County voters on November 2, 2004, and recently implemented by the Board on May 17, 2005, in Resolution Nos. R-576-05, R-577-05, and R-595-05.

In December 2002, the Vizcaya Museum and Gardens Trust engaged a professional master planning consultant to advise on the interpretation and development of Vizcaya with the goals of advancing Vizcaya as a premier heritage site, strengthen Vizcaya's standing as a vital community resource, expand and improve visitor services, and support and promote Vizcaya's professional museum functions. The Trust unanimously approved the consultants' development concepts at their meeting on August 31, 2005.

The purpose of the attached resolution is to confirm that the multi-year plan for the renovation of Vizcaya as approved in 2004 by the Board and Miami-Dade voters and funded by the Building Better Communities Bond Program, will be administered as determined by the Board and in accordance with federal, state and local laws and provisions including bond program administrative rules, is also approved by the Board, as required in the Ordinance and the Implementing Resolution.

Alex Muñoz  
Assistant County Manager



**MEMORANDUM**  
(Revised)

**TO:** Honorable Chairman Joe A. Martinez  
and Members, Board of County Commissioners

**DATE:** October 18, 2005

**FROM:** Murray A. Greenberg  
County Attorney

**SUBJECT:** Agenda Item No. 9(v)(1)(c)

Please note any items checked.

- "4-Day Rule" ("3-Day Rule" for committees) applicable if raised
- 6 weeks required between first reading and public hearing
- 4 weeks notification to municipal officials required prior to public hearing
- Decreases revenues or increases expenditures without balancing budget
- Budget required
- Statement of fiscal impact required
- Bid waiver requiring County Manager's written recommendation
- Ordinance creating a new board requires detailed County Manager's report for public hearing
- Housekeeping item (no policy decision required)
- No committee review

Approved \_\_\_\_\_ Mayor

Agenda Item No. 9(v)(1)(c)

Veto \_\_\_\_\_

10-18-05

Override \_\_\_\_\_

RESOLUTION NO. \_\_\_\_\_

RESOLUTION APPROVING THE VIZCAYA MUSEUM AND GARDENS TRUST SHORT-TERM DEVELOPMENT PLAN AS REQUIRED BY THE VIZCAYA MUSEUM AND GARDENS TRUST TRANSITION PLAN AND IMPLEMENTATION GUIDELINES, RESOLUTION NO. R-649-00

**WHEREAS**, the Board of County Commissioners created the Vizcaya Museum and Gardens Trust (Trust) and delegated to it certain powers concerning Vizcaya, including the power to contract for capital improvements, section 2-1115, Code of Miami-Dade County; and

**WHEREAS**, the Board of County Commissioners directed the Trust to obtain from the Board final approval over “(i) development plans, (ii) changes in use and (iii) additions, deletions and renovations involving areas exceeding 1,000 square feet,” Vizcaya Museum and Gardens Trust Transition Plan and Implementation Guidelines, Resolution No. R-649-00, Section VII; and

**WHEREAS**, the Vizcaya Museum and Gardens Trust engaged professional master planning consultants to advise on the interpretation and development of Vizcaya; and

**WHEREAS**, the Trust agreed that the goals of the master planning process were to advance Vizcaya as a premier heritage site, to strengthen Vizcaya’s standing as a vital community resource, to expand and improve visitor services, and to support and promote Vizcaya’s professional museum functions; and

**WHEREAS**, the Trust has approved the consultants' development plans, on the basis that they will significantly advance these goals; and

**WHEREAS**, the Board of County Commissioners allocated part of the Building Better Communities Bond Program for Vizcaya under the project name "Vizcaya's Restoration of Main House and Gardens and Creation of New Educational Center at Vizcaya's Village" and indicated that the funds would be used to "[r]estore and improve [Vizcaya's] historical land marked main house and gardens to make them more accessible and enjoyable for future generations. Vizcaya will restore the nine endangered historic buildings of the Vizcaya Village and open them to the public for the first time, creating an extraordinary new cultural and educational center for Miami-Dade residents and visitors. Vizcaya will renovate the space to be vacated by the Museum of Science for necessary staff offices, collections storage, exhibition galleries, and an auditorium, Miami-Dade County, Resolution R-919-04, Appendix "A," project 290;" and

**WHEREAS**, the Trust now seeks approval for the development plans and renovations in its "Short-Term Plan," as defined on Exhibit A attached, that will be implemented pursuant to the Building Better Communities Bond Program,

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF MIAMI-DADE COUNTY, FLORIDA**, that the Trust is authorized and directed to undertake capital improvements at Vizcaya to achieve its "Short-Term Plan," in accordance with the Building Better Communities Bond Program for Vizcaya under the project name "Vizcaya's Restoration of Main House and Gardens and Creation of New Educational Center at Vizcaya's Village" as described above.

The foregoing resolution was offered by Commissioner \_\_\_\_\_, who moved its adoption. The motion was seconded by Commissioner \_\_\_\_\_ and upon being put to a vote, the vote was as follows:

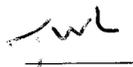
Joe A. Martinez, Chairman	
Dennis C. Moss, Vice-Chairman	
Bruno A. Barreiro	Dr. Barbara Carey-Shuler
Jose "Pepe" Diaz	Carlos A. Gimenez
Sally A. Heyman	Barbara J. Jordan
Dorrin D. Rolle	Natacha Seijas
Katy Sorenson	Rebeca Sosa
Sen. Javier D. Souto	

The Chairperson thereupon declared the resolution duly passed and adopted this 18th day of October, 2005. This resolution shall become effective ten (10) days after the date of its adoption unless vetoed by the Mayor, and if vetoed, shall become effective only upon an override by this Board.

MIAMI-DADE COUNTY, FLORIDA  
BY ITS BOARD OF COUNTY  
COMMISSIONERS

HARVEY RUVIN, CLERK

Approved by County Attorney as  
to form and legal sufficiency.



Thomas W. Logue

By: \_\_\_\_\_  
Deputy Clerk

## **Exhibit A: Vizcaya Museum and Gardens “Short-Term Plan”**

- Restore and enhance Vizcaya’s Main House, Gardens, and grounds, including:
  - Critical structural repairs;
  - Upgrades of security, mechanical, electrical and lighting, plumbing and irrigation, roof, climate control, hurricane protection, life safety, accessibility, and other systems or programs;
  - Restoration of historic architectural, decorative and other artistic, and landscape elements, including historic waterways and hammock trails;
  - Restoration and interpretation of historic staff quarters and historic staff beach;
  - Creation of new ticket booth to better serve visitors; and
  - Improvements to service area for general visitor experience, with conversion of Firehouse to catering kitchen for better site use for events.
- Restore the Vizcaya Village and its grounds, and establish program of adaptive reuse as follows:
  - Heritage goal to be advanced by exterior and site renovations, interpretive programs, and exhibitions on aspects of Vizcaya’s history: automotive and other technologies in Garage, staff life in Superintendent’s House, and agriculture and horticulture in Mule Stable.
  - Community goal to be advanced by multipurpose learning spaces and diverse programs in the Garage in the immediate term, and in the Dairy Building, Mule Stable, Wagon Shed, and in garden to rear of Superintendent’s House thereafter; by artist’s studio(s) in Mechanic’s and Blacksmith’s shops; and by free admission to Village grounds.
  - Visitor Services goal to be advanced through additional restrooms and through the availability of refreshments on the patio behind the Superintendent’s House.
  - Professional goal to be advanced by creation of offices in Dairy Building, West Gate Lodge and Gate House; renovation of East Gate Lodge for continued use as offices; and restoration of Staff Residence for archives, library, collections storage, and related staff offices; Mechanic’s Shop to be used in short term as meeting space.
  - Maintain admission fees and ticketing on east side of road; and provide free admission to Village grounds with ticketing only for special exhibitions and programs there.

## **ARTICLE LXXXI. VIZCAYA GARDENS AND MUSEUM TRUST**

### **Sec. 2-1111. Creation of the Vizcaya Museum and Gardens Trust.**

There is hereby created and established as an agency and instrumentality of Miami-Dade County a revocable trust which shall be named and known as the Vizcaya Museum and Gardens Trust (hereinafter referred to as "the Trust").

(Ord. No. 98-112, § 1, 7-21-98)

### **Sec. 2-1112. Designated facilities.**

A. Facilities designated as Vizcaya Museum and Gardens. As used herein, the term "Vizcaya Museum and Gardens" shall include:

- (1) That certain real property acquired by the County on November 1, 1952 by Warranty Deed, recorded in the public records of Miami-Dade County at Book 3673, Pages 64-69 (main house and surrounding gardens), subject to certain restrictive covenants;
- (2) That certain real property acquired by the County on November 9, 1955 by Warranty Deed, recorded in the public records of Miami-Dade County at Book 4193, Pages 345-351 (Vizcaya Farm Village and surrounding property), subject to certain restrictive covenants; and
- (3) That certain personal property and art objects located in 1952 in the main residential building of Vizcaya, James Deering Estate and subsequently acquired by Miami-Dade County.

(Ord. No. 98-112, § 2, 7-21-98)

### **Sec. 2-1113. Governing body.**

A. Members. The governing body of the Trust shall be a Board of Trustees composed of twenty-four (24) members, none of whom shall be employees of the Trust. The members shall be the following:

- (a) One (1) appointment from each member of the Board of County Commissioners;
- (b) One (1) appointment by the Executive Mayor;
- (c) The Miami-Dade County Manager or his designee;
- (d) The President of the Vizcayans;
- (e) The Chairperson of the Foundation of Villa Vizcaya;
- (f) The President of the Guides;
- (g) The Chairperson of the Black Archives, History and Research Foundation of South Florida, Inc. or designee;

E. Organization of the Board of Trustees.

1. **Officers.** The Trust shall organize after the members thereof have qualified to serve and shall, each fiscal year, elect one (1) of its voting members as chairperson and one (1) of its voting members as vice-chairperson and shall designate a secretary who may or may not be a member of the Board, and such other officers as the Trust may determine to be necessary. In addition, the Trust shall make, adopt and amend by-laws, rules and regulations for its own governance and for the operation, governance, restoration, preservation and maintenance of designated facilities.
2. **Meetings.** The Trust shall hold regular meetings, no less than six (6) times per year, and such other meetings, as it deems necessary. Nine members shall constitute a quorum. Minutes shall be kept of all meetings of the Trust and all meetings shall be duly noticed to the public.
3. **Committees.** The chairperson shall nominate and the Trust shall appoint the chairperson and members of such committees as the Trust shall find helpful to their mission, however, no authority to act or speak in the name of the Trust shall be delegated to a committee. Each committee shall be chaired by a duly appointed member of the Trust; however, committee membership may include persons who are not members of the Trust. The Trust may establish or eliminate committees at its discretion.
4. **Applicability of County rules and procedures.** The Trust shall at all times operate under the Florida Open Government laws, including the "Sunshine Law," public meeting laws and public records laws and shall be governed by all State and County conflict of interest laws, as applicable, including the Miami-Dade County Conflict of Interest and Code of Ethics Ordinance, Sec. 1112-11.1 of the Code of Miami-Dade County.
5. **Voting Requirements.** Trustees may not designate alternates to vote on their behalf or vote by proxy.
6. **Protection from personal liability.** The members of the Trust may be included as insureds within the terms of any comprehensive general and professional liability insurance policies adopted by Miami-Dade County for the benefit of the Trust. Members shall, while acting within the scope of their duties, also be entitled to personal liability protection by Miami-Dade County, to the same extent that Miami-Dade employees and agents have such protection. Through the County Budgetary process, the Trust is empowered to obtain such additional Trust member's liability insurance as the Trust shall determine to be necessary, and the expense of such insurance shall be an expense of the Trust.
7. **Restriction on the Board.** Neither the Trust nor any of its members shall direct or request the appointment of any person to, or his removal from their position by the Executive Director or any of his subordinates, or take part in the appointment or removal of Miami-Dade employees at Vizcaya, provided, however, that the Trust and its members may take such actions regarding the removal and appointment of the Vizcaya Director as provided in this article. Except for the purpose of inquiry, the Trust and its members shall deal with the employees at Vizcaya solely through the Executive Director and neither the Trust nor any members thereof shall give orders to any subordinates of the Executive Director, either publicly or privately. Any willful violation of the provisions of this section by a member of the Trust shall be grounds for his or her removal from office by an action brought in the Circuit Court by the State Attorney of this County. No Board member shall be eligible for the position of Director during or within two (2) years after the expiration of his or her latest term as a Board member.
8. **Attendance requirement.** Notwithstanding any other provision of this Code, any board member shall be automatically removed if, in a given fiscal year:

- (h) A Representative of the Deering/Danielson Family chosen by the Trust;
- (i) The President or Chairperson of the Cultural Affairs Council.
- (j) The Director of the Miami-Dade Park and Recreation Department.
- (k) The Chairperson of the Miami-Dade Hispanic Advisory Board.
- (l) The Chairperson of the Miami-Dade Asian American Advisory Board.

Individuals shall be appointed based on the following criteria:

- (a) Knowledge of and demonstrable service to Vizcaya Museum and Gardens;
- (b) Knowledge of and service to museums;
- (c) Representation of the diverse populations of the Miami-Dade County community;
- (d) Ability to expand involvement in Vizcaya to communities that have historically not utilized and supported Vizcaya; and
- (e) Special expertise in areas of museum collections, architectural preservation, environmental science, history, museum interpretation, landscaping, or historic preservation.

Members of the Trust shall serve without compensation but shall be entitled to reimbursement for necessary expenses incurred in the discharge of their duties. Each member must sign and abide by a code of ethics modeled after the most recent American Association of Museum's Code of Ethics.

B. Vacancies on Board of Trustees. Vacancies on the Board of Trustees shall be filled in the same manner by which the original Trustees were appointed, with a special emphasis on choosing persons who represent the demographic composition of the entire community. When an initial or subsequent vacancy exists, the Executive Director of Vizcaya Museum and Gardens shall notify the appointing entity by registered mail, return receipt requested. Such notice shall inform the appointing entity of the vacancy and the fact that the Board of Trustees shall appoint an individual to serve if the vacancy is not filled within ninety (90) days of receipt of the notice. Upon expiration of ninety (90) days from the date of the delivery of such notice, the Board of Trustees may appoint an individual to serve that position until expiration of the existing term.

C. Qualifications of Members. Each member of the Board of Trustees shall be a United States citizen and a permanent resident and duly qualified elector of Miami-Dade County, unless the Board of County Commissioners waives the residency requirement by a two-thirds ( 2/3) vote of its membership, and shall be of an outstanding reputation of integrity, responsibility, and commitment to serving the community.

D. Tenure and Removal of Members. All members shall serve staggered terms of three (3) years each, provided, however, of the original Board of Trustees, the Trust shall select seven (7) members for a term of one (1) year and seven (7) members for a term of two (2) years and nine (9) members for a term of three (3) years. No trustee shall be permitted to serve more than two (2) consecutive and complete terms of three (3) years each unless so authorized by two-thirds ( 2/3) vote of the full membership of the Board of County Commissioners. Trustees may be removed in accordance with the provisions of Chapter 2-11.38 of the Code of Miami-Dade County.

- (i) He or she is absent from two (2) consecutive meetings without an acceptable excuse;
- (ii) He or she is absent from three (3) of the Board's meetings without an acceptable excuse; or
- (iii) Whether excused or not, he or she misses two-thirds ( 2/3) of the Board's meetings in a given fiscal year. A member shall be deemed absent from a meeting when he or she is not present at the meeting at least seventy-five (75) percent of the time. An "acceptable excuse" is defined as an absence for medical reasons, business reasons, personal reasons, or any other reason which the Trust, by a two-thirds ( 2/3) vote of the membership, deems appropriate. By a two-thirds ( 2/3) vote of the members of the full Board of Trustees, the provisions of this section may be waived.

(Ord. No. 98-112, § 3, 7-21-98; Ord. No. 00-126, § 1, 10-3-00)

### **Sec. 2-1114. Initial transitional scope of Trust authority.**

For the transition period commencing from the effective date of the ordinance from which this article derives to October 1, 2000, the powers of the Trust include the following:

1. Prepare the Mission Statement for the Vizcaya Museum and Gardens. This Mission Statement shall meet AAM requirements and must address the purpose, function, membership, outreach, and aspirations of Vizcaya Museum and Gardens. It shall include short and long-term strategic plans for the operation, maintenance, interpretation, preservation and restoration in perpetuity of the Vizcaya Museum and Gardens, including the Farm Village, as a self-sustaining, AAM accredited museum of fine arts of national stature. Once approved by the Board of County Commissioners, the Mission statement will govern all actions by Miami-Dade County and its agents and employees concerning Vizcaya Museum and Gardens. The Trust may amend the Mission Statement from time to time, which shall be effective upon approval of the Board of County Commissioners.
2. Establish written schedules of rates, charges, and fees relating to Vizcaya, which shall be effective upon approval by the Board of County Commissioners.
3. Develop policies regarding Vizcaya Museum and Gardens which shall be binding on all Miami-Dade County departments, agents, users, and employees once approved by the Board of County Commissioners. The Trust shall develop policies governing and overseeing the management of:
  - (a) The role of support groups, including recognition, affiliation with the Museum and Gardens, creation, dissolution, oversight, audit, reporting requirements, use of the Vizcaya Museum and Gardens name, use of facilities, and community outreach by support groups;
  - (b) Membership programs;
  - (c) Education programs;
  - (d) Fee waivers and reductions;
  - (e) Acceptance of gifts and grants;
  - (f) Outreach programs for Miami-Dade County communities that have historically underutilized the Museum and Gardens;

- (g) Preparation for any accreditation and re-accreditation processes;
- (h) Exhibition policies;
- (i) Appropriate stewardship of the collection and their management.

4. Negotiate and recommend contracts and agreements with support groups, which, upon approval by the Board of County Commissioners, shall govern the support groups. Such contracts shall include: the mission statement of the support group; standards to measure the accomplishments of the support group; terms and conditions for use and access to the Museum and Gardens; Miami-Dade County's and the Trust's authority to inspect and audit books and records of support groups; accounting and disposition of fund raising proceeds; reporting requirements; coordination of support group activities; and other related matters. The agreement with the support groups will address fund raising targets which will be based on the aggregate gross revenues of the support groups and contributions in kind by the Vizcaya Volunteer Guides. It is intended that the aggregate of such support group revenues and contributions in kind by the Volunteer Guides will be not less than five hundred fifty thousand dollars (\$550,000) per year, including amounts in excess of five hundred fifty thousand dollars (\$550,000) carried forward from year to year.

5. Develop such additional appropriate plans and ordinance amendments for the transition of the operation of the Museum and Gardens to a public/private operating partnership similar to the structure of other successful cultural institutions owned by Miami-Dade County.

6. Exercise its powers regarding the budget of the Museum and Gardens as outlined in this article.

7. Advise the County Manager, Mayor, Board of County Commissioners, the Director of the Park and Recreation Department, and the Executive Director of Vizcaya on matters relating to the operation and management of the Museum and Gardens.

(Ord. No. 98-112, § 4, 7-21-98)

### **Sec. 2-1115. Scheduled expanded scope of Trust authority.**

Subject to meeting the requirements set forth in Section 6, after October 1, 2000, the Trust shall have the following additional powers:

1. Power to act. The Trust shall be empowered to sue and be sued, to plead and be impleaded, to contract and be contracted with, and to have an official seal and alter the same. This provision shall not be construed to in any way affect the laws relating to governmental immunity.

2. Contracts. Except as otherwise provided by this chapter, the Trust as agent and instrumentality of Miami-Dade County, shall be authorized to act for Miami-Dade County in the performance and enforcement of all contracts pertaining to the Trust and designated facilities and existing on the effective date of this chapter, and shall additionally be empowered to negotiate and execute, subsequent to the effective date of this chapter, such contracts as are properly within the powers and duties of the Trust subject to the following limitations:

a. The Trust shall not, without prior approval of the Board of County Commissioners, enter into or amend any contract which shall require the expenditure of funds in excess of the amounts appropriated in the contractual services category of the section of the County budget pertaining to the operation of the Trust.

- b. The Trust shall not, without prior approval of the County Commission, enter into or alter any contract the effect of which is to change substantially policies established by the Board of County Commissioners.
  - c. The Trust shall not be authorized to enter into a contract with any labor union or other organization representing employees without first having obtained the approval of the Board of County Commissioners. The County Manager through the County labor relations officer and the County personnel department shall be responsible for the negotiation of labor agreements with organizations representing Trust employees; however, the Trust and the Director shall be authorized to participate in such negotiations.
  - d. The Trust shall comply with the formal bid requirements of Section 4.03(D) of the Charter of Metropolitan Miami-Dade County, Florida, and for such purpose the term "Board" as used in Section 4.03(D) shall be construed to be the "Trust" and the term "Manager" shall be construed to be "the Director."
  - e. For all construction contracts, the Trust shall comply with the provisions of Article 11 of Chapter 10 of the County Code and the administrative procedures adopted pursuant to said section.
  - f. For all purchases of commodities and services, the Trust shall comply with the provisions of Section 2-8.2 of the County code and the administrative procedures adopted pursuant to said section.
  - g. It is specifically provided that contracts and amendments thereto executed by the Trust or other obligations incurred by the Trust, shall not be binding upon Miami-Dade County. In the event that the Trust is abolished, obligations of the Trust shall only be enforceable against Miami-Dade County to the extent that such obligations would have been enforceable with regard to business income which would have come into the possession of the Trust had the Trust not been abolished.
  - h. If the Trust intends to procure goods or services from an entity other than Miami-Dade County, the Trust must also solicit offers from Miami-Dade County. The Trust shall annually present a written report to the Board of County Commissioners that details the date, amounts, and circumstances of each such contract and explains why the offer from Miami-Dade County was not accepted.
3. Property. The Trust shall, subject to prior approval of the County Commission be authorized to purchase or otherwise obtain real property, the title to which shall be vested in Miami-Dade County and the possession and operating control of which shall be held in trust for Miami-Dade County under the provisions of this chapter.

The Trust shall not be authorized to sell, convey, mortgage, or otherwise impair or encumber the title to real property.

The Trust shall not, without having previously obtained the approval of the Commission, destroy, replace, or abandon real property. The Trust shall be authorized to maintain and repair designated facilities and may alter, modify, or make additions to such facilities whenever such changes are necessary for the proper operation and maintenance of such facilities. The Trust may buy and sell personal property provided, however, such personal property that constitutes part of the museum collection of the Trust may be sold only with the concurrence of the Board of County Commissioners.

(Ord. No. 98-112, § 5, 7-21-98)

**Sec. 2-1116. Requirements for complete transition.**

The additional powers and responsibilities shall be exercised by the Trust beyond those described for the initial transition period upon the following being produced and approved by the Board of the County commissioners:

1. A Transitional Plan setting forth the manner in which management of personnel, property and other resources are to be assumed by the Trust from the Park and Recreation Department.
2. Negotiated agreements with all support groups clearly reflecting roles and responsibilities of each in relation to the Trust, including how private fund raising is to be optimized and coordinated with other funding for the benefit of the facilities. Such private fund raising shall conform with the national Standards of Philanthropy established by the National Charities Information Bureau, including the requirement that no less than sixty (60) percent of annual expenses from privately generated funds be dedicated to program activities. The fundraising shall also follow Standards for Charitable Solicitations established by the Council for Better Business Bureaus.
3. By-laws, rules, regulations governing all of the Trust's contemplated activity.
4. Updated mission statement as required by Section 4, Paragraph I of this agreement.
5. Recommended standards of operations, including restoration, preservation and maintenance of the facilities.
6. Audited financial statements for all finances relating to activities supporting the facilities and which are not reflected in the County financial statements.
7. A report of decision-making and business activity indicating the Trusts' demonstrated ability to assume management responsibility of the facilities.
8. A report from the County Manager attesting to compliance with this article and recommendation to proceed with the October 1, 2000 transition.

The above requirements shall be met no later than March 30, 2000. It shall be at the sole discretion of the Board of County Commissioners to determine, at any time, whether to proceed with the complete transition.

(Ord. No. 98-112, § 6, 7-21-98)

### **Sec. 2-1117. Budget and finances.**

1. The Vizcaya Museum and Gardens shall be operated as a proprietary fund. Separate accounts shall be established by the County that will allow for the segregated collection, deposit, maintenance and disbursement of funds derived from the operation of Vizcaya Museum and Gardens. It is intended that funds in such established accounts shall be used for the purpose of supporting the designated facilities, however, nothing shall prevent the use of funds for reimbursement of departmental and county indirect costs in support of the facilities consistent with generally accepted accounting principles as validated by the County's independent external auditor and for Vizcaya Museum and Gardens related activities.
2. The budget for Vizcaya Museum and Gardens shall be prepared by the Director of Vizcaya with the advice and recommendation of the Trust on official county budget forms in a format prescribed by the County Manager, and, for the transition period, shall be incorporated into the proposed budget of the Park and Recreation Department submitted to the County Manager. In the event any changes to the

budget recommended by the Trust are made by any department or the County Manager, the County Manager, with the advice and recommendation of the Trust, shall ensure that the recommendations of the Trust are reported to the County Commission. Effective October 1, 2000, upon meeting the transition requirements of Section 6, the Trust shall prepare the budget for Vizcaya in accordance with this paragraph, but it shall be submitted directly to the County Manager. Nothing contained herein shall be construed to prohibit the Trust from submitting to the County Commission supplemental budget requests which, if approved by the Commission, shall constitute amendments to the official county budget.

(Ord. No. 98-112, § 1, 7-21-98)

### **Sec. 2-1118. Executive Director.**

(a) **Autonomy Within Park and Recreation Department.** The Director of Vizcaya Museum and Gardens shall, for the transition period, report directly to the Director of the Park and Recreation Department. In recognition of the unique status and special needs of Vizcaya, the Vizcaya Director shall be afforded the maximum degree of management autonomy within the departmental structure without compromising necessary command and control requirements. Among other matters, the Executive Director shall have the authority and responsibility to alert the County Manager to any matter necessary and essential to protect the accreditation of the Vizcaya Museum and Gardens or to comply with this article. After October 1, 2000, upon meeting the transition requirements of Section 6, the Director of Vizcaya shall report directly to the Trust.

(b) **Authority and Responsibilities.** Within the confines of reasonable departmental command and control requirements, the Executive Director is authorized to conduct and manage the day-to-day operations of Vizcaya Museum and Gardens, including but not limited to:

1. Maintain the property, collections, and exhibits;
2. Manage all publications and educational programs;
3. Administer all sales programs;
4. Coordinate all membership, volunteer and support groups and programs;
5. Counsel, hire, terminate, and supervise all staff and employees pursuant to Miami-Dade County personnel rules;
6. Serve as Executive Director of the Trust;
7. Prepare and present the annual budget for the Vizcaya Museum and Gardens to the Park and Recreation Department, the County Manager and the Board of County Commissioners, subject to the advice and recommendation of the Trust;
8. File on behalf of Miami-Dade County all reports, applications, and documentation necessary to secure and maintain the accreditation of Vizcaya Museum and Gardens in accordance with County procedures;
9. Apply for and in conjunction with departmental management, serve as fiscal manager of gifts and grants for Vizcaya, in accordance with County procedures;

10. Ensure appropriate publicity and marketing;

11. Implement policy as established by the Board of County Commissioners and the Trust; and undertake such other activities which will further the mission of the Vizcaya Museum and Gardens within the confines of adopted budgets and operating rules and regulations and through appropriate chains of command.

(c) Removal and Appointment. The Director of the Park and Recreation Department, with the approval of the County Manager, shall have the authority to remove the Executive Director. After October 1, 1999, the Director of the Park and Recreation Department, with the approval of the County Manager and the Trust, shall have the authority to remove the Director. After October 1, 2000, upon meeting the transition requirements of Section 1116, the Trust shall have the authority to remove the Director with the concurrence of the County Manger. When a vacancy occurs, the vacancy shall be filled using the following process. No earlier than twenty (20) days and not later than forty-five (45) days from the occurrence of a vacancy, the Trust and the Director of the Park and Recreation Department shall submit the name or names of suitable candidates either jointly or individually to the County Manager, who may appoint from the list, or reject the list and request names of additional candidates. It is the intent that candidates shall be offered by the Trust and department on the basis of a competitive recruitment relying on the requisite level of appropriate experience and training. After October 1, 2000, upon meeting the transition requirements of Section 6, the Trust shall have the power to hire the Executive Director with the concurrence of the County Manager. Prior to October 1, 1999, any interim vacancy shall be filled by the Director of Park and Recreation. After October 1, 1999, any interim vacancy shall be filled by the Director of Park and Recreation, with the approval of the Trust. After October 1, 2000, any interim vacancy shall be filled by the Trust with the concurrence of the County Manager.

(Ord. No. 98-112, § 8, 7-21-98)

### **Sec. 2-1119. Continuing role of the Park and Recreation Department.**

It is intended that the Park and Recreation Department will continue its contribution to the success of the Vizcaya Museum and Gardens. To this end, the Director of the Park and Recreation Department shall have the following responsibilities regarding Vizcaya:

(a) To exercise the powers regarding the removal and appointment of the Director of Vizcaya as described in this ordinance.

(b) In the event of a vacancy, to exercise the powers regarding appointment of an interim Director of Vizcaya as described in this ordinance.

(c) To exercise the powers regarding the budget of Vizcaya described in this ordinance.

(d) To provide management oversight and to provide recommendations to the County Manager and Trust. In recognition of these responsibilities, the Trust and Director of Vizcaya shall ensure that the Director of the Park and Recreation Department is advised of all reports, recommendations, and other actions affecting the management of the facilities in a timely manner. The Park and Recreation Department shall make its expertise and advice available to the Trust and the Director of Vizcaya at the appropriate times.

(Ord. No.  
98-112, §  
10, 7-21-  
98)

**Sec. 2-1121. Liberal construction to effectuate public purpose.**

This article, being for the public purpose and for the long-term welfare of the Vizcaya Museum and Gardens facilities and the present and future citizens of Miami-Dade County, Florida, shall be liberally construed to effect the purposes hereof.

(Ord. No. 98-112, § 11, 7-21-98)

**Sec. 2-1122. Replacement of policy committee by the Trust.**

For the purposes of complying with the deed restrictions, and related agreements governing Vizcaya, the Vizcaya Museum and Gardens Trust shall replace and serve as the Policy Committee.

(Ord. No. 98-112, § 12, 7-21-98)

Secs. 2-1123--2-1130. Reserved.



**TITLE**

ORDINANCE AMENDING ORDINANCE 98-112 RELATING TO THE VIZCAYA MUSEUM AND GARDENS TRUST; EXPANDING THE MEMBERSHIP OF THE TRUST FROM TWENTY-THREE TO TWENTY-FOUR MEMBERS BY ADDING THE CHAIRPERSON OF THE MIAMI-DADE COUNTY ASIAN AMERICAN ADVISORY BOARD; ADJUSTING THE QUORUM; PROVIDING SEVERABILITY, INCLUSION IN THE CODE, AND AN EFFECTIVE DATE

**BODY**

WHEREAS, the strength and breadth of the Board of the Vizcaya Museum and Gardens Trust would be greatly enhanced by adding as a fully voting member the Chairperson of the Asian American Advisory Board; and

WHEREAS, such an addition would recognize the great contribution of Asian Americans to the Miami-Dade County Community,

NOW, THEREFORE, BE IT ORDAINED BY THE BOARD OF COUNTY COMMISSIONERS OF MIAMI-DADE COUNTY, FLORIDA:

Section 1. Section 3 of Miami-Dade County Ordinance 98-112 is hereby amended to read as follows:

Section 3. Governing Body.

A. Members. The governing body of the Trust shall be a Board of Trustees composed of ~~[[twenty-three (23)]]~~ >>twenty-four (24)<< members, none of whom shall be employees of the Trust. The members shall be the following:

- (a) One appointment from each member of the Board of County Commissioners;
- (b) One appointment by the Executive Mayor;
- (c) The Miami-Dade County Manager or his designee;
- (d) The President of the Vizcayans;
- (e) The Chairperson of the Foundation of Villa Vizcaya;
- (f) The President of the Guides;
- (g) The Chairperson of the Black Archives, History and Research Foundation of South Florida, Inc. or designee;
- (h) A Representative of the Deering/Danielson Family chosen by the Trust;
- (i) The President or Chairperson of the Cultural Affairs Council;

(j) The Director of the Miami-Dade Park and Recreation Department;

(k) The Chairperson of the Miami-Dade Hispanic Advisory Board;

>>(l) The Chairperson of the Miami-Dade Asian American Advisory Board.<<

Individuals shall be appointed based on the following criteria:

(a) knowledge of and demonstrable service to Vizcaya Museum and Gardens;

(b) knowledge of and service to museums;

(c) representation of the diverse populations of the >>Miami-<< Dade County community;

(d) ability to expand involvement in Vizcaya to communities that have historically not utilized and supported Vizcaya; and

(e) special expertise in areas of museum collections, architectural preservation, environmental science, history, museum interpretation, landscaping, or historic preservation.

Members of the Trust shall serve without compensation but shall be entitled to reimbursement for necessary expenses incurred in the discharge of their duties. Each member must sign and abide by a code of ethics modeled after the most recent American Association of Museum's Code of Ethics.

\* \* \*

#### E. Organization of the Board of Trustees.

1. Officers. The Trust shall organize after the members thereof have qualified to serve and shall, each fiscal year, elect one of its voting members as chairperson and one of its voting members as vice-chairperson and shall designate a secretary who may or may not be a member of the Board, and such other officers as the Trust may determine to be necessary. In addition, the Trust shall make, adopt and amend by-laws, rules and regulations for its own governance and for the operation, governance, restoration, preservation and maintenance of designated facilities.

2. Meetings. The Trust shall hold regular meetings, no less than six times per year, and such other meetings, as it deems necessary. [[A majority of the duly appointed and sitting members of the Board shall constitute a quorum.]] >>Nine members shall constitute a quorum.<< Minutes shall be kept of all meetings of the Trust and all meetings shall be duly noticed to the public.

Section 2. Severability. If any section, subsection, sentence, clause or provision of this ordinance is held invalid, the remainder of this ordinance shall not be affected by such invalidity.

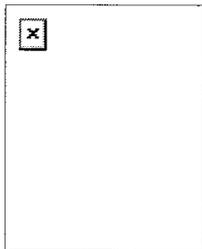
Section 3. Incorporation into Miami-Dade Code. It is the intention of the Board of County Commissioners, and it is hereby ordained that the provisions of this ordinance, including any

sunset provision, shall become and be made a part of the Code of Miami-Dade County, Florida. The sections of this ordinance may be renumbered or relettered to accomplish such intention, and the word "ordinance" may be changed to "section," "article," or other appropriate word.

Section 4. Effective Date. This ordinance shall become effective ten (10) days after the date of enactment unless vetoed by the Mayor, and if vetoed, shall become effective only upon an override by this Board.

Section 5. Sunset Ordinance. This ordinance does not contain a sunset provision.

1 Words stricken through and/or [[double bracketed]] shall be deleted. Words underscored and/or >>double arrowed<< constitute the amendment proposed. Remaining provisions are now in effect and remain unchanged.



## Miami-Dade Legislative Item File Number: 001616

**File Number:** 001616      **File Type:** Resolution      **Status:** Adopted  
**Version:** 0      **Reference:** R-649-00      **Control:** County Commission  
**File Name:** EXPANDED AUTHORITY OF VIZCAYA MUSEUM AND GARDENS TRUST      **Introduced:** 6/13/2000  
**Requester:** County Manager      **Cost:**      **Final Action:** 6/20/2000  
**Agenda Date:** 6/20/2000      **Agenda Item Number:** 10A1

**Notes: Title:** RESOLUTION AUTHORIZING THE VIZCAYA MUSEUM AND GARDENS TRUST TO EXERCISE THE EXPANDED SCOPE OF TRUST AUTHORITY ESTABLISHED IN ORDINANCE 98-112 COMMENCING OCTOBER 1, 2000; AUTHORIZING THE COUNTY MANAGER TO EXECUTE CONTRACTS WITH THE SUPPORT GROUPS; AND APPROVING THE TRANSITION PLAN, REPORTS, RULES, AND OTHER MATTERS [SEE AGENDA ITEM NO. 1D3]

**Indexes:** VIZCAYA      **Sponsors:** NONE  
 MUSEUM

**Sunset Provision:** No      **Effective Date:**      **Expiration Date:**  
**Registered Lobbyist:** None Listed

### Legislative History

Acting Body	Date	Agenda Item	Action	Sent To	Due Date	Returned	Pass/Fail
Board of County Commissioners	6/20/2000	10A1	Adopted				P
<b>REPORT:</b> Ms. Arva Parks McCabe, Chairperson, Vizcaya Museum and Garden Trust, appeared before the Board in connection with and in support of the foregoing resolution. Commissioner Alonso requested the Trust consider providing free admission two times a year and a discounted admission for children on school field trips to Vizcaya. (See related agenda item 1D3, Legislative File No. 001615 )							
County Manager	6/13/2000		Assigned	Steve Spratt	6/20/2000	6/13/2000	
County Manager	6/13/2000		Assigned	County Attorney	6/20/2000		

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**REPORT:** 10A - COUNTY MGR. [This item was reviewed by Tom Loque]

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## Legislative Text

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### **TITLE**

RESOLUTION AUTHORIZING THE VIZCAYA MUSEUM AND GARDENS TRUST TO EXERCISE THE EXPANDED SCOPE OF TRUST AUTHORITY ESTABLISHED IN ORDINANCE 98-112 COMMENCING OCTOBER 1, 2000; AUTHORIZING THE COUNTY MANAGER TO EXECUTE CONTRACTS WITH THE SUPPORT GROUPS; AND APPROVING THE TRANSITION PLAN, REPORTS, RULES, AND OTHER MATTERS

### **BODY**

WHEREAS, in Ordinance 98-112, the Board of County Commissioners created a the Vizcaya Museum and Gardens Trust and established a framework for the Trust to undertake an expanded scope of authority upon certain conditions being met and the upon the County Manager recommending that the transition take place; and

WHEREAS, the conditions have been met and the County Manager has recommended that the transition take place; and

WHEREAS, the transition of authority to the Trust will allow the Trust to operate Vizcaya Museum and Gardens in a manner that meets with the governance requirements of the American Association of Museums thus ensuring that the Museum maintains its prestigious accreditation which helps attract both private and public funds,

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF MIAMI-DADE COUNTY:

Section 1. The Board of County Commissioners authorizes the Vizcaya Museum and Gardens Trust to exercise the expanded scope of Trust authority established in Ordinance 98-112 commencing October 1, 2000 subject to the limitations contained in Section 2 herein.

Section 2. The Board of County Commissioners approves the following items pursuant to Ordinance 98-112 that are contained in the agenda package relating to this item:

a. The Transition Plan and Implementation Guidelines as recommended to be amended by the County Manager.

b. The negotiated agreements with the Vizcayans, the Vizcaya Volunteer Guides, Inc., and the Foundation for Villa Vizcaya, Inc. and the Manager is authorized and directed to execute such agreements on behalf of the Board of County Commissioners in substantially the form attached hereto.

c. The Bylaws, Rules, and Regulations governing the Trust, including the Trustee's Ethics Statement, the Trustee's Disclosure Statement, and Museum Code of Ethics, provided that such materials are in addition to, and in no manner a limitation on, the governing conflict of interest and ethics laws, including but not limited to the Dade County Conflict of Interest and Code of Ethics Ordinance, section 2-11.1 et seq. of the Code of Miami-Dade County.

d. The Updated Mission Statement.

e. The Recommended Standards of Operation, including restoration, preservation, and maintenance of the facilities, including the Membership Program, the Collection Management Policy, the Rental Rules and Regulations, the Commercial Film/Still Photography Rules, the Rental Equipment Company Rules, the Catering Rules, the Personal Photograph Rules, and the Garden Ceremonies Rules.

f. The Financial Statements of the Support Groups, provided that these approvals do not constitute an endorsement of any auditing practice or management's interpretation contained therein, nor waive Miami-Dade County's or the Trust's rights to conduct independently audits and seek appropriate remedies, where applicable.

g. The Report of the Decision-Making and Business activity of the Trust.

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h. The County Manager's Report attesting to compliance with the ordinance and recommending the Board of County Commissioners proceed with the October 1, 2000 transition.

**TITLE**

TO: Honorable Chairperson and Members DATE: June 20, 2000  
Board of County Commissioners  
Subject: Expanded Authority -  
Vizcaya Museum and  
FROM: M.R. Stierheim Gardens Trust  
County Manager

**STAFF RECOMMENDATION**

It is recommended that the Board approve the attached resolution which authorizes the Vizcaya Museum and Gardens Trust (Trust) to exercise the expanded scope of authority established in Ordinance No. 98-112 (attachment i) commencing October 1, 2000 and authorizes the execution of agreements with support groups. This expanded Trust authority further implements the original provisions of Ordinance No. 98-112 based upon the accomplishments of the Trust in the two-year transition period since its creation. Approval of this resolution at this time will allow Vizcaya to meet a critical September 5, 2000 deadline in the accreditation process.

**MANAGER'S BACKGROUND**

In July 1998, the Board adopted a consensus solution to the long-standing accreditation issue for Vizcaya Museum and Gardens in the form of Ordinance No. 98-112. In this ordinance, the Board formally affirmed that it is in the public interest that Vizcaya be operated, maintained, restored, preserved and accredited by the American Association of Museums (AAM) as a museum of fine arts of national stature and recognition for the benefit of the residents of Miami-Dade County and visitors to South Florida. This ordinance has been submitted to the AAM, which has commented favorably on its enactment in its accreditation review last year. The AAM further indicated that, if fully implemented, the new governance structure would likely support reaccreditation of Vizcaya. Conversely, if the expanded authority for the Trust as outlined in the ordinance is not approved, then it is unlikely that AAM reaccreditation will be granted.

The Board established a number of essential conditions which had to be met by the Trust within a specified time period in order for the Board to authorize expanded authority for the Trust. As outlined in my April 19, 2000 memorandum to you (copy attached), the Trust has met these conditions, which are delineated in the memorandum and paragraph 2. a-h of the attached resolution.

It is important to note that neither Ordinance No. 98-112 nor the attached resolution constitutes a relinquishment of ownership or ultimate control of Vizcaya and its operations and future.

One of the conditions imposed by the Board was that the Trust develop and submit for approval a transition plan which would detail the manner in which certain aspects of management of the personnel, property and other resources will be assumed by the Trust. This plan is attached and is based upon following key points:

A. Miami-Dade County through the Board of County Commissioners will continue to own Vizcaya and oversee its operations.

B. The Trust will establish and oversee Museum-specific policies to the extent required to operate, maintain, restore and preserve Vizcaya as an AAM-accredited institution and implement the Museum's mission statement.

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C. The Trust is an agency and instrumentality of Miami-Dade County and shall be accountable directly to Miami-Dade County and subject to its legislative and executive powers.

D. The Trust will act independently with respect to museum operations, personnel, procurement, contracting, construction and development, subject to general County policies and procedures and only to the extent necessary and appropriate in order to effectively and efficiently implement the Museum's mission statement.

E. The Trust, the County, the museum executive director and volunteer support groups will cooperate in good faith in all endeavors to implement the museum's mission statement and operate the institution.

This transition plan delineates the critical powers reserved by the Board to itself which include (1) approval of the Museum mission statement and any amendments thereto; (2) approval of the annual budget of the museum; (3) approval of schedules of rates, charges and fees relating to Vizcaya; (3) appointment of a majority of Trust members; (4) exercise legislative and executive powers over the Trust which is its agent and instrumentality; (5) negotiation of labor agreements with organizations representing Vizcaya employees with the participation of the Trust and museum executive director; (6) control of acquisition or disposition of real and certain personal property; (7) approval of fee waivers for Vizcaya pursuant to Ordinance No. 95-133; and (8) modification or abolishment of the Trust in whole or in part by duly enacted ordinance.

The attached Trust Transition Plan and Implementation Guidelines delineate the specific assignment of responsibilities to the Trust. Vizcaya will continue to be staffed by county employees following county policies and procedures. The operation will be bound by county purchasing guidelines unless independent purchases are specifically authorized by the Procurement Management Director. Such exceptions may only be granted when "the goods and services are uniquely related to the needs of an AAM-accredited museum and therefore not readily or cost effectively available through the county procurement system". The executive director will report to the Trust but will be supervised by the County Manager to ensure appropriate management control and oversight.

The new governance structure adopted by the Board two years ago and now back for further implementation combines the best of both the government sector and the private, non-profit sector for the benefit of Vizcaya. It includes important checks and balances to insure the long-term sustainability of a very important and unique public asset acquired by the County nearly 50 years ago.

I have followed closely and my staff has participated in the work of the Trust over the last two years. The Trust has been ably led by noted historian Arva Parks McCabe and other community leaders, most of which you appointed and are fully representative of our diverse community. Over the last two years, working closely with staff, it has held monthly meetings where quorums were always present and over 50 committee meetings where the core work was done to meet the conditions for expanded authority. For the first time in the facility's history, we have formal operating agreements with the three Vizcaya support groups - the Guides, the Vizcayans, and the Vizcaya Foundation - which provide for coordination of activity and operating standards. These agreements call for continued volunteer support, and funding commitments of \$1.1 million over the next three years and a Farm Village fundraising target of over \$7.5 million. Literally, thousands of hours of work by community volunteers including the Board's appointees have gone into the work product before you.

I am pleased to report to the Board that the Ordinance we recommended in 1998 has produced outstanding results. I believe this Trust has earned our confidence and is deserving of the expanded powers provided for in Ordinance No. 98-112. Your approval is respectfully recommended.

Attachments

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