



AGENCY:	City Council/MID
MEETING DATE:	November 23, 2015
DEPARTMENT:	Administration
PRESENTED BY:	L. Ruffing

AGENDA ITEM SUMMARY

TITLE:

RECEIVE REPORT AND PROVIDE DIRECTION TO STAFF REGARDING MEMORANDUM OF AGREEMENT BETWEEN CITY OF FORT BRAGG, MUNICIPAL IMPROVEMENT DISTRICT NO. 1, AND NOYO CENTER FOR MARINE SCIENCE

ISSUE:

Since 2003, the City of Fort Bragg has pursued creation of the Noyo Center for Marine Science as a key economic development initiative. The Noyo Center for Marine Science will be a self-supporting organization that fosters a greater understanding of science relating to the marine and coastal environments within our community and beyond. The Noyo Center will provide a home for the community's awe-inspiring Blue Whale skeleton and its "Oceanarium" will immerse visitors in the hidden, wondrous and vibrant world of Mendocino's ocean environment. The Noyo Center will provide education programs, citizen-science opportunities and research facilities, and it will be a unique visitor destination.

In 2014, the Noyo Center for Marine Science incorporated as a non-profit public benefit corporation. At this time, staff recommends that the City, the Fort Bragg Municipal Improvement District No. 1 (District), and the Noyo Center non-profit organization enter into a Memorandum of Agreement (MOA) to memorialize the many arrangements and understandings that have evolved over time. The District would be a party to the MOA since the Blue Whale bones are stored at the Wastewater Treatment Facility (WWTF). This item is brought forward for Council/District discussion and direction. It is anticipated that the MOA will be agendized for action by the Council/District on December 14th.

RECOMMENDED ACTION:

Receive report regarding a Memorandum of Agreement with the Noyo Center for Marine Science and provide direction to staff.

ALTERNATIVE ACTION(S):

None are needed. This item is agendized for discussion and to allow the Council/District Board to provide direction regarding the contents of a Memorandum of Agreement with the Noyo Center for Marine Science.

ANALYSIS:

The following is a brief history of the Noyo Center for Marine Science:

- In 2003, the City of Fort Bragg initiated a community-based planning process that identified the establishment of a marine science and education facility on the former Georgia-Pacific mill site as a key community goal for reuse of the site. The marine science and education center was a key economic development strategy and envisioned to serve as a business incubator, educate the public about coastal and marine resources, and attract visitors to Fort Bragg.

- Subsequently, the City obtained a number of economic development grants that funded preparation of a feasibility study, a strategic planning process, and a Detailed Project Program for the Noyo Center for Marine Science.
- Through these planning processes and numerous workshops and meetings regarding the preliminary Mill Site Specific Plan, an area to the south of the Wastewater Treatment Facility (WWTF) and adjacent to the City's Noyo Headlands Park was identified as the appropriate location for the Noyo Center facility. It was seen as an ideal location due to its proximity to the Coastal Trail and the Noyo Headlands Preserve, an undisturbed and protected coastal promontory where public access is restricted to allow research and Native American uses.
- In 2009, a 73-foot blue whale washed ashore just south of Fort Bragg. The skeleton was buried and then exhumed in 2013. The National Oceanic and Atmospheric Agency (NOAA) authorized the City of Fort Bragg to possess the skeleton for public education and display. Since then, the Noyo Center has acquired several other sea mammal skeletons including a 26-foot Orca.
- In 2010, using funds from a Sustainable Communities Grant, the City hired a design team (Bauer & Wiley/Jones & Jones) to prepare conceptual site plans for the Noyo Center facility.
- In 2011, the City completed the purchase of approximately 11.6 acres from Georgia-Pacific LLC for the Noyo Center with a "repayable grant" from the State Coastal Conservancy that has since been repaid with revenues from the former Fort Bragg Redevelopment Agency.
- In 2013, the City Council funded the Noyo Center Executive Director position and initial startup costs for launching the Noyo Center non-profit organization for a two-year period. The investment was intended to help spin-off the Noyo Center into an independent non-profit organization that could focus on achieving the vision for the Noyo Center for Marine Science.
- In 2014, the Noyo Center non-profit was formed as a public benefit corporation and in early 2015, the Internal Revenue Service recognized its non-profit status under section 501(c)(3) of the Internal Revenue Code.
- The Noyo Center is currently focused on (a) fundraising and planning for the Blue Whale project, organizational development, and the Noyo Center facilities; (b) delivering innovative marine science education curriculum to local students; (c) continuing to develop partnerships with research and education institutions (including the California Academy of Science and The Marine Mammal Center).

The proposed MOA would articulate various agreements and understandings that have developed as the Noyo Center for Marine Science has evolved from a City-sponsored economic development initiative to a non-profit organization governed by an independent Board of Directors. The MOA would also include indemnification and hold harmless provisions and insurance requirements to protect the interests of the City, District and Noyo Center. Key provisions of the MOA are drafted as follows:

1. The City intends that the Noyo Center may utilize all of the work products and concepts that have been developed to date and that, as the project evolves over time, the Noyo Center Board of Directors may independently define and refine key concepts, priorities, and direction.
2. The adopted FY 2015/16 City of Fort Bragg Operating Budget appropriates \$150,000 from the Waste Management Community Benefit Fund for a grant to the Noyo Center. Upon execution of this MOA, the funds will be remitted by City to the Noyo Center within 30 days. The Noyo Center agrees that, through its annual budget, as may be amended from time to time, it will clearly identify how the community benefit funds will be expended. The Noyo Center will provide a mid-year and an annual

report to the City Council that identifies progress towards its goals, and provides a financial overview of the organization. The Noyo Center will allow the City, its auditors, or third parties designated by City, to review or inspect its financial records. Noyo Center's financial records will be retained for at least five (5) years after their creation date.

3. The City owns an approximately 11.6-acre parcel of land that is adjacent to Noyo Headlands Park just south of the WWTF.
 - a. The City will allow the Noyo Center to use the property for programs and educational purposes.
 - b. It is envisioned that the Noyo Center will construct and occupy a marine science and education facility on the property. This may involve a long-term lease or transfer of title of the property to the Noyo Center.
 - c. While the property title is held by the City, Noyo Center must obtain City permission prior to engaging in any modifications or improvements to the property.
4. The National Oceanic & Atmospheric Agency (NOAA) has granted the City permission to possess the Blue Whale skeleton for public education and display purposes. Noyo Center will seek permission from NOAA to possess the skeleton for display at the Noyo Center for Marine Science.
 - a. As of November 2015, the Blue Whale skeleton is stored at the WWTF. It is the Parties' intent that the Blue Whale skeleton will be relocated to another storage facility as soon as is practicable.
 - b. The WWTF is uniquely well-suited for the initial bone-cleaning activities for the Noyo Center's specimen collection. Work cleaning or repairing the Blue Whale skeleton, or any other specimen agreed to in advance by the Parties, may be conducted on the premises of the WWTF.
 - c. Noyo Center staff, contractors and volunteers may access the WWTF during normal working hours (Monday-Friday, 8 AM-5 PM). If access is needed after hours or on weekends, the City/District Operations Manager should be notified in advance. Noyo Center access at the WWTF site shall be restricted to the areas where the bones are stored and/or cleaned.
 - d. Noyo Center personnel who have received training may be authorized by the Operations Manager to operate City/District equipment such as a forklift and high pressure washer to assist with bone storage and cleaning operations. Equipment may only be used in accordance with procedures established by the Operations Manager. The use of such equipment by Noyo Center personnel must be coordinated with and approved by the Operations Manager and permission to use equipment may be revoked by the Operations Manager at any time.
 - e. Noyo Center intends to degrease the Blue Whale bones using a specialized "mobile degreasing unit" beginning in 2016. City/District will allow the bone degreasing process to occur on District property at the WWTF or on the City's Noyo Center parcel. All logistics regarding placement and operation of the mobile degreasing unit, including temporary access to and payment for utilities and obtaining required permits and approvals from other agencies, shall be addressed through the issuance of an Encroachment Permit for the temporary use of City/District property. All costs associated with degreasing the bones shall be the sole responsibility of Noyo Center.
5. Noyo Center may conduct on-site educational programs involving the whale bones or other specimens stored at the WWTF. Logistics and specific measures to ensure participant safety are subject to approval by the Operations Manager and must be submitted by Noyo Center at least two weeks in advance. All Noyo Center program participants who enter the WWTF site must sign the City/District "General Release and Waiver of Liability" form. Such forms for participants who are under the age of 18 must be signed by a parent or legal guardian.
6. The City has acquired the former Georgia-Pacific Visitor Center building (also known as the "Chalet") for use as a visitor facility for the Coastal Trail and/or Noyo Center. The Chalet has been moved to a location on the City's Noyo Headlands Park property adjacent to the Noyo Center site. It is the Parties intent that the Chalet will be used by the Noyo Center as a visitor center and for educational

and administrative purposes. A Lease Agreement will be prepared to address the occupancy and use of the Chalet by Noyo Center and will address payment for utilities. Any improvements that Noyo Center makes to the Chalet shall be subject to the prior review and approval of the City's Director of Public Works and shall be paid for solely by the Noyo Center unless cost-sharing by the City is agreed upon in writing and in advance.

7. The MOA will also include provisions regarding indemnifications, hold harmless, insurance, notifications, amendments, termination, etc.

Staff is seeking both general and specific feedback regarding the provisions identified above and/or any other topics that the Council/District Board would like to see addressed in an MOA. Once direction is provided by the Council/District Board, staff and the City Attorney will finalize an MOA for consideration and action by the Council/District Board and the Noyo Center Board of Directors.

FISCAL IMPACT:

The Noyo Center for Marine Science will capitalize on the economic value of our region's natural, cultural and historic resources. It is intended to create jobs and provide indirect support to local businesses. It will help to diversify our economy and increase local tax revenues. The Noyo Center currently provides education programs for local students and sponsors community events for all ages. Once the Oceanarium is operational, it will attract visitors with an interest in natural history, ocean and coastal resources, and environmental conservation.

Over the years, the Noyo Center for Marine Science has been (and continues to be) supported by grants from many different funding sources. In the FY 2015-16 Operating Budget, the City Council appropriated \$150,000 from the Waste Management Community Benefit Fund to assist the Noyo Center as it transitions to an independently-run non-profit organization.

CONSISTENCY:

The Noyo Center for Marine Science is identified as a priority economic development initiative in the City of Fort Bragg's 2014-2019 Economic Development Strategy (Strategy 1.6).

IMPLEMENTATION/TIMEFRAMES:

It is anticipated that the MOA will be agendized for Council/District consideration and action on December 14, 2015.

ATTACHMENTS:

None

NOTIFICATION:

1. Sheila Semans, Noyo Center Executive Director
2. David Alden, Noyo Center Board President

City Clerk's Office Use Only

Agency Action ☐ Approved ☐ Denied ☐ Approved as Amended

Resolution No.: _____ Ordinance No.: _____

Moved by: _____ Seconded by: _____

Vote: _____

☐ Deferred/Continued to meeting of: _____

☐ Referred to: _____