

RESOLUTION NO. _____

**A RESOLUTION AUTHORIZING AN
AGREEMENT BETWEEN THE VILLAGE OF
DOWNERS GROVE AND THE INDIAN BOUNDARY YMCA TO
JOINTLY CONDUCT THE 2009 DOWNTOWN DOWNERS GROVE MARKET**

BE IT RESOLVED by the Village Council of the Village of Downers Grove as follows:

1. That the form and substance of a proposed Agreement (the "Agreement") between the Village of Downers Grove (the "Village") and the Indian Boundary YMCA of the YMCA of Metropolitan Chicago, (the "YMCA"), providing for the joint sponsorship of the 2009 Downtown Downers Grove Market, and other matters related thereto, as set forth in the form of the Agreement submitted to this meeting with recommendation of the Village Manager, is hereby approved.
2. That the Mayor and Village Clerk are hereby respectively authorized and directed for and on behalf of the Village to execute, attest, seal and deliver the Agreement substantially in the form approved in the foregoing paragraph of this resolution.
3. That proper officials, agents and employees of the Village are hereby authorized and directed to take such further action as they may deem necessary or appropriate to perform all obligations and commitments of the Village in accordance with the provisions of the Agreement.
4. That all resolutions or parts of resolutions in conflict with this resolution or with any provision of the Agreement are hereby repealed.
5. That this resolution shall be in full force and effect from and after its passage in the manner provided by law.

Mayor

Passed:

Attest: _____
Village Clerk

**AN AGREEMENT BETWEEN THE VILLAGE OF
DOWNERS GROVE AND THE INDIAN BOUNDARY YMCA TO
JOINTLY CONDUCT THE 2009 DOWNTOWN DOWNERS GROVE MARKET**

THIS AGREEMENT, made and entered into this ____ day of _____, 2009, between the Village of Downers Grove (the "Village"), a municipal corporation and the Indian Boundary YMCA of the YMCA of Metropolitan Chicago, (the "YMCA"),

WITNESSETH

In consideration of the foregoing recital and of the covenants and conditions contained herein, the parties hereby agree as follows:

1. RIGHTS AND OBLIGATIONS OF THE YMCA

a. The YMCA shall co-sponsor, organize, and conduct the 2009 Downtown Downers Grove Market beginning Saturday, May 9 and running for twenty-four (24) consecutive Saturdays including Saturday, October 17. This agreement in no way guarantees the YMCA joint participation in the Downtown Downers Grove Market for future years.

b. The YMCA shall comply with the Village's "Rules of the Downers Grove 2009 Downtown Downers Grove Market" attached to and made a part of this agreement as Exhibit A. Any changes to the rules must be approved by both parties.

c. At least one representative of the YMCA shall be in attendance during the Downtown Downers Grove Market activities.

d. The YMCA shall implement the "Rules of the Downers Grove 2009 Downtown Downers Grove Market" including the processing of applications from market vendors and collection of the appropriate space reservation fee. The YMCA shall retain all space reservation fees collected.

e. The YMCA shall be responsible for picking up debris and otherwise cleaning the Downtown Downers Grove Market area after each day of activity.

f. The YMCA shall purchase an occurrence based liability insurance policy with limits of not less than \$2,000,000.00 per occurrence naming the Village, its officers, agents, and employees

as additional insured to cover any personal injury or property damage claim, suit, action, or liability whatsoever arising out of the Downtown Downers Grove Market and shall name the Village as an additional insured. Thirty (30) days prior to the first scheduled day of the Market, the YMCA shall provide the Village with proof of insurance as set forth above, which shall remain in full force for the term of this agreement and may not be canceled except upon thirty (30) days written notice to the Village.

g. The YMCA shall keep the Village informed of any problems, accidents, or other critical information concerning the activities of the Downtown Downers Grove Market.

h. In November 2009, the YMCA shall submit to the Village a Market Annual Report including a statement of all revenues and expenditures associated with the 2009 Downers Grove Market.

i. The YMCA shall allow the Village the opportunity to hold a monthly Coffee with the Council Meeting on-site at the Downtown Downers Grove Market.

j. The YMCA may provide, at its option, music during the Downtown Downers Grove Market. No charge shall be assessed by the YMCA for this music.

k. The YMCA may sell or cause to be sold the following items: coffee, canned soda, individually packaged juices, baked goods, flowers subject to review and approval by the YMCA and all applicable requirements of the DuPage County Health Department.

l. The YMCA will be responsible for all costs associated with the upkeep and replacement of the six (6) Downtown Downers Grove Market directional signs which the Village places and removes from the public rights-of-way.

m. The YMCA shall furnish to the Village copies of all Downtown Downers Grove Market Applications, (see Exhibit B), and require vendors to provide an Illinois Tax Identification Number on said application. The Village reserves the right to prohibit a vendor from participation upon failure to provide tax identification information or for failure to remit sales tax.

2. RIGHTS AND OBLIGATIONS OF THE VILLAGE

- a. The Village shall co-sponsor the 2009 Downtown Downers Grove Market beginning Saturday, May 9, and running for twenty-four (24) consecutive Saturdays including Saturday, October 17.
- b. The Village shall place and remove the Downtown Downers Grove Market directional signs on the public rights-of-way in the Village.
- c. The Village shall make available Parking Lot B on the days the Downtown Downers Grove Market is scheduled, subject to construction conditions with the exception of Saturday, June 27, 2008 when the Downtown Downers Grove Market will be relocated to the Indian Boundary YMCA east parking lot.
- d. The Village shall place a temporary Downtown Downers Grove Market sign and a “No Dogs Allowed” sign at each of the three entrances to Parking Lot B each week, prior to the start of the event and remove these signs its conclusion each week.
- e. The Village shall post a sign at the entrance of parking lot B stating no parking 2:00 am – 2:00 pm on Saturdays.
- f. The Village shall make available a 100 foot extension cord each week, however such equipment may not be available during the Bike Race (August 15, 2009).
- g. By 7:00 am, the Village shall bring to the parking lot tables and chairs and then return them at their convenience between 12:30 and 1:00 pm.
- h. By 7:00 a.m. the Village shall have available the power cables and electrical distribution panels required for the adequate provision of electricity to vendor booths, however such equipment may not be available during the Bike Race (August 15, 2009).
- i. The Village reserves the right to restrict or prohibit any behavior that the Village deems to be objectionable, in conflict with the nature of the Downtown Downers Grove Market, or threatens the public health, safety, or welfare. Nothing herein shall require the Village to take any action or create any liability for failure to act.

j. The total cost to the Village for all personnel, services, supplies and equipment shall not exceed \$7,035.00. The YMCA shall pay for all personnel, services, supplies and equipment costs over and above \$7,035.00.

3. INDEMNIFICATION

To the fullest extent permitted by law, the YMCA shall indemnify the Village and its agents, officers, and employees, against all injuries, deaths, losses, damages, claims, suits, liabilities, judgments, costs and expenses, which may arise directly or indirectly from any negligence or from the reckless or willful misconduct of the YMCA, its employees, or its agents. The YMCA shall at its own expense, appear, defend and pay all charges of attorneys and all costs and other expenses arising therefrom or incurred in connection therewith. If any final and unappealable judgment shall be rendered against the Village in any such action, the YMCA shall, at its own expense, satisfy and discharge the same.

4. ASSIGNMENT OF RIGHTS

The YMCA's interests, rights, obligations and responsibilities under this contract may not be transferred or assigned without the prior written consent of the Village.

5. CANCELLATION OR SUSPENSION OF THE FARMERS' MARKET

This agreement may be canceled by the YMCA or the Village by providing thirty (30) day written notice to the other party.

The Downtown Downers Grove Market may be canceled or suspended by the Village without notice in the event of threat to the public health, safety, or welfare, as may be determined in the sole discretion of federal, state or local officials charged with making such determinations. The Village shall not be liable to the YMCA for any losses incurred by such a cancellation or suspension.

6. GOVERNED BY ILLINOIS LAW

Illinois law shall govern the performance and interpretation of this agreement.

7. ILLEGAL OR UNENFORCEABLE PROVISION OF THE CONTRACT

In the event that any provision, term or part of this contract shall be determined by any court of competent jurisdiction to be illegal or unenforceable for any reason whatsoever, the remaining portions of this contract shall remain valid and enforceable between the parties in accordance with their terms.

IN WITNESS WHEREOF, the parties hereto have caused this contract to be duly executed as of the date first written above.

**INDIAN BOUNDARY YMCA OF THE YMCA
OF METROPOLITAN CHICAGO**

BY: _____
(Title)

ATTEST:

(Corporate Secretary)

VILLAGE OF DOWNERS GROVE

BY: _____
Mayor

ATTEST:

Village Clerk

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EXHIBIT A
RULES OF DOWNERS GROVE
2009 DOWNTOWN DOWNERS GROVE MARKET

1. WHO MAY SELL

Any person may participate in the Downtown Downers Grove Market. (Such persons shall be referred to hereafter as "Vendor") provided that person or entity is selling an item allowed in Section 2, below, and further that the person or entity abides by these Rules.

2. WHAT MAY BE SOLD

The Indian Boundary YMCA welcomes applicants from all businesses that provide wholesome unused products that primarily are sold directly to market. Origin of produce must be clearly displayed during all market hours. Vendors who are unable to demonstrate or directly sell their product at market should not apply. Applicants will be screened and selected based on product appropriateness, market density and past participation. Applicants must submit all requested information/documentation and payments to be considered for eligibility

All food vendors must have proper certifications from the *DuPage County Department of Health*. Please contact Ann Williams at (630)221-6114 for any/all necessary applications and information.

All out of state vendors bringing in fruits, vegetables or plants of any kind must also contact *The Illinois Department of Agriculture* at (815)787-5476

3. WHAT CANNOT BE SOLD

The market is not to be used as a business expo, downline recruiting event, home party lead generator. A Please note that the Downtown Downers Grove Market Committee will determine if a particular item is, or is not, appropriate for sale at the market. The criteria for this judgment will be the degree to which the item(s) complements the existing array of products.

4. WHEN

The market will be held every Saturday from May 9, 2009 until October 17, 2009. The hours will be from 7:00 a.m. until 12:30 p.m. Vendors must be in place and no vehicular traffic will be allowed in or out during the selling hours, for safety consideration. Vendors are required to be out of the Village Lots by 3:00 p.m. each Saturday.

5. WHERE

The market will be held in Parking Lot B, located on the north side of Burlington Avenue, just east of the Main Street Railroad Station, with the exception of Saturday, June 27, 2009, when the market will be held in the Indian Boundary YMCA's east parking lot. Public restrooms will be available at the Main Street Train Station Building. (and at the YMCA on June 27, 2009).

6. HOW SPACE IS RESERVED

Application Instructions

- Read the entire application, you will be required to sign the application indicating you agree, understand and are responsible for the content in the application.
- Fill out application completely
- Sign and date Application
- Make a copy of the application and keep for your records
- All food vendors must have proper certifications from the *DuPage County Department of Health*. Please contact Ann Williams at (630)221-6114 for any/all necessary applications and information.
- All out of state vendors bringing in fruits, vegetables or plants of any kind must also contact *The Illinois Department of Agriculture* at (815)787-5476
- E-Mail completed application by March 1, 2009 to mcullen@dreaminteriors.com

All applicants will receive an email acknowledgement of receipt of the application and eligibility status. Vendors that are deemed eligible for participation will receive written confirmation and a contract will be sent to you. Competition is encouraged and controlled at the discretion of The Downtown Downers Grove Market Committee. Please email Marta Cullen at mcullen@dreaminteriors.com if you have any questions or concerns. If you do not receive a reply on your application within two weeks of mailing please call the YMCA at (630)929-2408.

7. MARKET INFORMATION

Dates: Saturdays 7:00 a.m. until 12:30 p.m. May 9 through October 17. Saturday, June 27 the market will be set up in the Indian Boundary YMCA parking lot.

Location: Downers Grove train station parking lot (South Lot) off Burlington Avenue.

Booth Information: A single booth or space is 10 feet wide by 10 feet deep. The boundary of the booth will be defined by the tent poles of the adjacent booth or by measured spaces provided by Market Committee. Vendors must keep all goods within the boundaries of such vendor's booth or designated spaces. No goods or tables will be allowed to extend beyond the boundaries provided and agreed upon. On certain occasions and with pre-approval from the Market Committee a vendor will be allowed to extend and display goods in front of their designated spaces. (Vegetable vendors). Vendors must furnish signage for their booths, listing at a minimum the Vendor's name (business), town and contact information

Time Commitment: Space is available on a part time (individual dates/vendor missing more than 6 dates during a season) or full-time basis for the Downtown Market. Prime booth spaces, consistence spaces from week to week and incentive pricing is available for full time vendors.

Cancellation Policy: Vendors are responsible for payment for all days Vendor commits to. This includes rain dates and no-show dates. Any changes in schedules must be received via email (mcullen@dreaminteriors.com) by 5:00 p.m. Wednesday of the Saturday market. The

YMCA does not offer refunds for cancelled or missed dates. Exceptions may be made in the event of documented emergencies

Vendor Eligibility. The Indian Boundary YMCA welcomes applicants from all businesses that provide wholesome unused products that primarily are sold directly to market. Origin of produce must be clearly displayed during all market hours. Vendors who are unable to demonstrate or directly sell their product at market should not apply. The market is not to be used as a business expo, downline recruiting event, home party lead generator. Applicants will be screened and selected based on product appropriateness, market density and past participation. Selected applicants must submit all requested information/documentation and payments to be considered for eligibility. All decisions regarding eligibility of a vendor for participation will be made solely at the discretion of the market committee and are not contestable by the vendor. All applicants will receive an email response stating such applicant's eligibility or ineligibility to participate in the Downtown Market and when appropriate, a confirmation for the market dates that the applicant has requested. Eligible vendors are responsible for all payments and confirmed dates as well as for the conduct of all persons working in such vendor's booth(s) and may not share or sublet such vendor's booth(s).

Full Time Vendor: A vendor that commits to attending the entire season (at least 19 of the 24 dates—paid in full). Full time vendors are required to pay either in full or in three installments and are eligible for incentive pricing (\$15.00 per booth space). Pending anything unforeseen, full time vendors will be designated the same spaces each week.

Part Time Vendor: A vendor that commits to 18 or fewer weeks is considered part time. Although we will do our best to provide consistency in booth location, the location may change from week to week. Part time vendors pay \$17.00 per booth, per week if paid in full or \$20 per booth at the gate. An installment option is also provided.

Vendor Restrictions: The Downtown Market Committee reserves the right to limit the number of booths rented to a vendor or to limit the participation of a vendor at its sole discretion, and such decision shall not be contested by the vendor. Vendors must be ready to sell at the opening time (7:00 a.m.) of the market and must maintain a presence in their booth until the ending time of the market (12:30 p.m.). Vendors will be banned from the market after the third event of arriving late or leaving early and will forfeit any payments made for the market. There is ample parking north of the railroad tracks. Parking is free for market vendors.

The Illinois State Sales Tax Number must be displayed prominently in any market stall from which goods are being sold. Application for a State of Illinois Sales Tax Number may be obtained by contacting the Illinois Department of Revenue at 1 800-732-8866.

8. CLEANLINESS

Delivery trucks and any other equipment used for transportation or display shall be kept clean at all times. No unwholesome or spoiled articles may be offered for sale. Prior to leaving the market, sellers must remove all waste and refuse from their market space.

9. ENFORCEMENT OF RULES

All decisions regarding eligibility of a vendor for participation will be made solely at the discretion of the Indian Boundary YMCA. All applicants will receive a written response stating such applicant's eligibility or ineligibility to participate in the Market and when appropriate, a confirmation for the market dates that the applicant has been booked.

Eligible vendors are responsible for all payments and confirmed dates as well as for the conduct of all persons working in such vendor's booth(s) and may not share or sublet such vendor's booth(s). A vendor who feels penalized may appeal the decision to the Executive Director of the Indian Boundary YMCA.

Next Steps: Once the application has been submitted, vendors will be notified regarding eligibility. At that time the YMCA will send a contract. A signed contract, confirmation of dates, proof of insurance, and any Department of Public Health licenses must be submitted at that time.

Exhibit B
Downtown Downers Grove Market and Vendor Application 2009

Owners Name: _____

Business Name: _____

Street Address: _____

City: _____ State: _____

Zip Code: _____

*Daytime Phone: _____ Work: _____

Cell Phone: _____ Fax: _____

*E-mail: _____

*Must be completed

Sales Tax Identification (Provide one of the following)

_____ State Tax ID

_____ Fed Tax ID

_____ Social Security Number or letter from
the State of Illinois confirming this business is exempt from sales tax.

Full description of the product(s) you will be selling.

Space: Each booth is 10 x 10. How many booths would you like to contract for? _____

Request to park vehicle within Market selling area

Vehicle; Van _____ Truck _____ Size (by feet) _____

Request for Electricity _____yes _____no

Electricity is needed for the following equipment

You may need your own extension cords

Anticipated Dates---For planning purposes, please share with us your best guess for when you will sell at the market. This agreement does not lock you in. When you sign the final contract, you will commit to dates.

- _____ Saturday, May 9
- _____ Saturday, May 16
- _____ Saturday, May 23
- _____ Saturday, May 30
- _____ Saturday, June 6
- _____ Saturday, June 13
- _____ Saturday, June 20
- _____ Saturday, June 27
- _____ Saturday, July 4
- _____ Saturday, July 11
- _____ Saturday, July 18
- _____ Saturday, July 25
- _____ Saturday, August 1
- _____ Saturday, August 8
- _____ Saturday, August 15
- _____ Saturday, August 22
- _____ Saturday, August 29
- _____ Saturday, September 5
- _____ Saturday, September 12
- _____ Saturday, September 19
- _____ Saturday, September 26
- _____ Saturday, October 3
- _____ Saturday, October 10
- _____ Saturday, October 17

Vendor Signature _____ Date _____

Downtown Downers Grove Market

Thank you for your interest in our Downtown Downers Grove Market. The Indian Boundary YMCA has been conducting the Market with the Village of Downers Grove for more than 10 years. In 2008 we have decided to expand and improve the Market to provide a greater benefit to you the vendor as well as the Village of Downers Grove and the surrounding communities. The Market does have access to electricity. However, there is no access to water. Public toilets are available in the train station. Vendors must provide their own tents and display tables.

What's New?

We are going to considerable lengths this year to enhance the Market in 2009. We listened to our vendors and will close the market at 12:30. We will be communicating with you through weekly e-newsletters. We will continue to promote the market throughout the YMCA, the downtown merchants and the downtown and surrounding communities. We have expanded our carts and will make them available at both ends (and in the middle entrance) of the market.

The YMCA will be providing an information table at the table. This table will be staffed by volunteers as well as YMCA staff. There are a lot of new single family condominiums that have opened adjacent to the market as well as several new businesses and restaurants. This all combined with our focused goal of increasing the number of vendors at the market should greatly increase the traffic at the market in 2009!

Application Instructions

1. Read the entire application, you will be required to sign the application indicating you agree, understand and are responsible for the content in the application.
2. Fill out application completely.
3. Sign and date application.
4. Make a copy of the application and keep for your records.
5. All food vendors must have proper certifications from the *DuPage County Department of Health*. Please contact Ann Williams at (630)221-6114 for any/all necessary applications and information. We will require proof of completed forms and payments made before set up is allowed.
6. All out of state vendors bringing in fruits, vegetables or plants of any kind must also contact *The Illinois Department of Agriculture* at (815)787-5476.
7. E-Mail completed application by March 1, 2009 to mcullen@dreaminteriors.com

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