

STATE STREET FLAG PROGRAM: POLICIES & LETTER OF AGREEMENT

I. Background

Downtown Santa Barbara (hereinafter “DSB”) administers and oversees the State Street Flag Program (hereinafter “Flag Program” or “Program”), which was established by Paul Mills, noted vexillologist (one who studies flags) and late Director of the Santa Barbara Museum of Art. The Flag Program recognizes historically and culturally significant events, institutions, and attractions in Santa Barbara, in addition to local community service organizations. The colorful flags are flown from City lampposts lining downtown State Street, extending from Cabrillo Boulevard to Micheltorena Street.

The original intent of the program is to provide a public art component to the streetscape – “sculpture in motion” with colorful graphics on materials that move with the wind. This vision ensures that the State Street flags provide the visual cue that one has arrived in Downtown Santa Barbara, while adding to our cultural and artistic vitality.

DSB staff members set Program Policies, select non-profit organizations for participation in the Program as outlined below, set the schedule for each installation, install and remove the flags each week, and convene the Décor & Flag Committee, which is comprised of community volunteers who evaluate each proposed flag design and have final authority with respect to design approval.

Non-profit organizations selected for participation in the Flag Program are strongly encouraged to engage a graphic designer to generate proposed flag designs. Flags must be graphically strong and meet high aesthetic standards, and text must be limited to 3% of the flag’s surface area.¹ The Décor & Flag Committee’s design review includes evaluation of the graphic/image, the size of the design, the color(s) used, and the grade of materials proposed.

II. Selection for Participation in State Street Flag Program & Duration of Term

- A. A non-profit organization² seeking an annual one-week flag installation on State Street should submit a letter of interest to DSB, identifying the nature of the organization, its role in the Santa Barbara community, and the preferred month for a one-week installation.³
- B. In order to accommodate a broad range of eligible non-profit organizations, DSB maintains a three-tiered system for admitting participants into the Program and determining the duration of the term for which they qualify. Non-profit organizations are prioritized for inclusion in the Program as follows:

¹ See Exhibit A, 2018 State Street Flag Design Guidelines for details on design objectives and technical considerations.

² Please note that for-profit businesses, political campaigns, and one-time events cannot be considered for participation in the Flag Program.

³ Once selected for participation in the Program, each organization’s preferences regarding the timeframe for installation will be considered as DSB staff generates the Flag Program Calendar; however, due to the nature of the Program and the high volume of interested and eligible non-profit organizations, DSB is unable to guarantee that each organization’s scheduling preferences will be accommodated.

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1. Tier 1 non-profit organizations are accorded top priority, and include long-running historical and cultural events and festivals (with a 5+ year history) in downtown Santa Barbara, and attractions in downtown Santa Barbara, including museums, theaters, and libraries. Tier 1 non-profit organizations are eligible for annual one-week installations and may remain in the Program for an unlimited number of years, subject to the following:
 - a. Ongoing maintenance of 125 flags in a clean and display-worthy condition, free from tears, stains, and other signs of disrepair.⁴
 - b. Completion of all required paperwork on an annual basis, including execution of a signed Letter of Agreement, Indemnification, and Certificate of Insurance for no less than \$1M in liability coverage.
 - c. Payment of an administrative fee on an annual basis, no later than one month prior to the date of installation.⁵
2. Tier 2 non-profit organizations include long-running historical and cultural events and festivals (with a 5+ year history) in greater Santa Barbara; attractions and institutions in greater Santa Barbara, including museums, theaters, libraries and educational institutions; in addition to organizations that promote historical and/or cultural events, attractions, and education. Tier 2 non-profit organizations are eligible for annual one-week installations and may remain in the Program for a term of seven (7) consecutive years, subject to the following:
 - a. Ongoing maintenance of 125 flags in a clean and display-worthy condition for the life of the seven (7) year term, free from tears, stains, and other signs of disrepair.
 - b. Completion of all required paperwork on an annual basis, including execution of a signed Letter of Agreement, Indemnification, and Certificate of Insurance for no less than \$1M in liability coverage.
 - c. Payment of an administrative fee on an annual basis, no later than one month prior to the date of installation.
3. Tier 3 non-profit organizations include agencies that provide a community service in Santa Barbara. Tier 3 non-profit organizations are eligible for annual one-week installations and may remain in the Program for a term of seven (7) consecutive years, subject to the following:

⁴ Due to exposure to the elements and the normal wear and tear that results in fading and damage, State Street Flags typically have a lifespan of five to seven years; non-profit organizations eligible for a term of unlimited duration must budget to remanufacture a full set of flags as needed on a periodic basis to remain in the Program, in accordance with Program Policies.

⁵ Administrative fees cover DSB staff costs for setting Program Policies, marketing the Program, selecting Program participants, drafting the annual Flag Program Calendar, convening the Décor & Flag Committee to conduct flag design review and evaluation, and collecting completed forms and proof of liability insurance from participants.

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- a. Ongoing maintenance of 125 flags in a clean and display-worthy condition for the life of the seven (7) year term, free from tears, stains, and other signs of disrepair.
 - b. Completion of all required paperwork on an annual basis, including execution of a signed Letter of Agreement, Indemnification, and Certificate of Insurance for no less than \$1M in liability coverage.
 - c. Payment of an administrative fee on an annual basis, no later than one month prior to the date of installation.
- C. As vacancies for one-week installations become available, non-profit organizations will be selected from the waiting list according to tier and date of first inquiry. All organizations classified as Tier 1 will be offered a placement before organizations classified as Tier 2, and all organizations classified as Tier 2 will be offered a placement before organizations classified as Tier 3.
- D. Following completion of a seven (7) year term, a Tier 2 or Tier 3 organization will be placed at the end of the corresponding waiting list, and will be eligible for future inclusion in the Program.

III. Flag Design & Manufacture

- A. Following notification of selection, new participating organizations are strongly encouraged to engage and work closely with an experienced graphic designer to submit up to four proposed flag designs to DSB staff.⁶
- B. Once a newly-selected organization has generated one or more proposed designs, DSB staff will convene the Décor & Flag Committee to review and provide feedback on the design. One or more representative(s) of the organization will be invited to present the design(s) at the meeting, to receive feedback and recommendations on the graphics, colors, and lettering (if any), in the effort to maximize the aesthetic strength and durability of the display.
- C. Flags must be designed in accordance with the following specifications⁷:
 1. Flags must be 4 feet wide by 6 feet high, and must have two grommets at the top and a third patch reinforcement grommet at the side, to allow them to be tied to City lampposts for display.
 2. Flags must have a fiberglass rod rolled in vinyl and sewn into the top of the flag to enable display.

⁶ New participants are also strongly encouraged to visit the Flag Program page on DSB's website at <http://www.downtownsb.org/about/state-street-flag-program> to view examples of previously approved flag designs.

⁷ See Exhibit A, State Street Flag Program Design Guidelines, and Exhibit B, the Flag Factory's Master Pricing & Services document.

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3. Flags must be well-constructed of appropriately durable fabrics – *e.g.*, Glaser nylon – using a silk screen, full-color CMYK (cyan-magenta-yellow-black) process, digital photographic prints, or applique technique.
- D. Once an organization has received final design approval from the Décor & Flag Committee, manufacture of the flags may commence, using the approved design.⁸
- E. At least 125 flags must be produced for installation, to be stored at the Flag Factory, delivered to DSB by the Flag Factory for installation on State Street, and picked up from DSB by the Flag Factory following installation.
- F. Participating non-profit organizations are strongly encouraged to have extra flags manufactured at the time a full set is generated for the annual one-week State Street installation; the extra flags can be stored with the participant organization itself, and used for promotional purposes at the discretion of the organization's staff.
- G. Flags must be maintained in a clean and display-worthy condition. DSB staff shall have sole discretion to determine whether flags are in a condition adequate for display.
- H. All flag designs previously approved will be subject to Décor & Flag Committee review upon remanufacture.
 1. Due to exposure to the elements and the normal wear and tear that results in fading and damage, flags typically have a lifespan of five to seven years.
 2. Once an organization's flags show signs of disrepair such that they can no longer be flown, DSB staff will inform the organization's representative that a full set of 125 flags must be remanufactured, in accordance with the Policies outlined above, for the non-profit organization to be eligible for the remainder of its term in the Program.
 3. To prevent inconsistencies in flag color, age, and quality, remanufacture of flags in partial batches is prohibited.

IV. Flag Installation & Storage⁹

- A. In the event that flags cannot be flown safely for the duration of their scheduled installation due to inclement weather, an authorized representative of the affected non-profit organization will be notified as soon as possible.
- B. Organizations participating in the Flag Program are required to store flags at the Flag Factory in Carpinteria. Flag Factory staff will deliver flags to DSB for installation per the Flag Calendar, and will retrieve flags from DSB to be returned to the Flag Factory once they have flown.

⁸ DSB shall not be responsible for any expenses incurred or losses sustained by an organization participating in the Flag Program, pursuant to the manufacture or maintenance of flags.

⁹ DSB is not responsible for the loss, theft, or damage of any flags during delivery, installation, removal, or pick-up.

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- C. An organization seeking to use some or all of its flags for other marketing or promotional purposes during the weeks they are not displayed on State Street, will be required to work directly with the Flag Factory to check flags out and return them, and will be solely responsible for ensuring that all flags are returned to the Flag Factory no later than two weeks prior to their scheduled installation on State Street.

- D. An organization's flags will not be flown on State Street if the set is incomplete.

SIGNATURE BELOW INDICATES UNDERSTANDING OF AND AGREEMENT TO THE POLICIES OUTLINED ABOVE.

Name of Non-Profit Organization

Representative Name

Representative Email

Representative Title

Representative Phone Number

Authorized Signature

Date

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STATE STREET FLAG PROGRAM: INDEMNIFICATION AGREEMENT

THIS AGREEMENT is made this _____ day of _____, _____ by and between DOWNTOWN SANTA BARBARA, INC., hereinafter referred to as the “DSB” and _____, hereinafter referred to as “INDEMNITOR.”

RECITALS

- A. **WHEREAS**, the City of Santa Barbara (the “City”) owns and maintains 125 decorative flag (banner) brackets (the “brackets”) which are affixed to City owned lampposts located on State Street from Cabrillo Boulevard to Micheltorena Street in the City of Santa Barbara, California; and
- B. **WHEREAS**, the brackets are designed to accommodate flags 4’ wide by 6’ high; and
- C. **WHEREAS**, the DSB manages and supervises the use of the brackets for the City; and
- D. **WHEREAS**, groups or organizations desiring to utilize the brackets to fly flags must execute an indemnification agreement agreeing to personally indemnify, defend and hold harmless the DSB from any liability attributable to the subject flags including, without limitation, any defect in design and/or fabrication of the flags and to also provide proof of liability insurance naming the DSB as an additional insured; and
- E. **WHEREAS**, INDEMNITOR has requested permission to fly flags utilizing the brackets, which permission has been granted subject to the execution of this Indemnification Agreement and the provision of proof of liability insurance.

NOW, THEREFORE, in consideration of the foregoing, the parties hereto agree as follows:

1. Indemnity by INDEMNITOR.

INDEMNITOR hereby agrees to indemnify, defend and hold the DSB harmless from and against all claims, liability, damage, or loss arising out of any injury or death of any person or damage to or destruction of property (collectively the “claims”) which claims are attributable to INDEMNITOR’s flags including, without limitation, any and all claim of defects in design and/or fabrication of said flags, except a claim arising from a defect or negligence in the installation, design, and/or fabrication of the brackets. These indemnity obligations shall include reasonable attorneys’ fees, investigation costs, and all other reasonable costs incurred by the DSB from the first notice that any claim or demand is to be made or may be made.

2. Liability Insurance.

At all times during the term of this Agreement, INDEMNITOR shall keep in force, at its sole cost and expense, public liability and property damage insurance with respect to INDEMNITOR’s flags in an amount of not less than One Million Dollars (\$1,000,000.00) combined single limits. All such liability and property damage insurance shall specifically insure the performance by INDEMNITOR of the indemnity Agreement set forth in Section

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1 above. INDEMNITOR agrees that the DSB shall be named as an additional insured on such policy of insurance. Such policy of insurance shall contain a clause or endorsement to the effect that it may not be terminated or materially amended except after ten (10) days prior written notice to the DSB and INDEMNITOR. INDEMNITOR shall furnish the DSB with copies of such insurance policy, or with a certificate of the company issuing such insurance, certifying that the same is in full force and effect.

IN WITNESS WHEREOF, the DSB and INDEMNITOR have executed this Agreement on the day and year first above written.

DOWNTOWN SANTA BARBARA OF SANTA BARBARA, INC.

By: _____
Carrie Kelly, Executive Director, Downtown Santa Barbara

Date: _____

By: _____
Authorized Signatory of "INDEMNITOR"

By: _____
Print Name

Date: _____