



Operations Roundtable - Contracts

May 6, 2020

UPCOMING SESSIONS

Upcoming Sessions

ICA Executive Chef Roundtable – Friday, May 8 at 2pm ET

ICA Sales Mixer – Monday, May 11 at 2pm ET

ICA Operations Roundtable – Wednesday, May 13 at 4pm ET

Register for all upcoming sessions on the ICA homepage.

www.internationalcaterers.org

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**SURVEY RESULT –
TOP QUESTIONS/CONCERNS**

Topics to cover to day

1. What is force majeure or act of God?
Does your state have a statute?
2. Non-refundable booking fees
(quantum meruit)
3. Existing contracts
4. Moving forward-concepts to include
in future contracts
5. Contract terms for re-scheduled
events



One size does not fit all.

Frank Zappa

QUESTION #1

What is force majeure
or act of God?
Does your state have
a statute?

Force Majeure Defined

- “An event . . . that can neither be anticipated or controlled. The term includes both acts of nature (e.g. floods or hurricanes) or of people (e.g. riots or wars)”
- The term "force majeure" (a superior force) applies to an event or effect that can be neither anticipated nor controlled. It can include both acts of nature and humans.
- Force Majeure clauses are in contracts to allocate risk “if performance becomes impossible or impracticable as a result of an event or effect that the parties could not have anticipated or controlled.”
- **Black’s Law Dictionary**

QUESTION #2

Non-refundable
booking fees
(quantum meruit)

Remedies for Breach

- ▶ Quantum Meruit
 - Quantum meruit = “paid what is deserved”
 - You get paid for whatever work you were able to complete
 - Courts determine a reasonable sum of money for the services or work you performed

QUESTION #3

Existing contracts

Existing Contract

- Act of God or Force Majeure Clause
- Return of Deposit Provisions
- Rescheduling Under Different Terms

QUESTION #4

Moving forward-
concepts to include in
future contracts

Future contract checklist to consider

- Force Majeure provision
 - virus, epidemic, pandemic
 - flood, hurricane, tropical storm
 - war, insurrection
 - catch-all “or any other event beyond the reasonable control of Caterer”
- Non-refundable Booking Fee; Liquidated Damages
 - cancelled for any reason

QUESTION #5

Contract terms for re-scheduled events

Checklist to consider

- Legal Mandates
 - limits on guest numbers
 - masks and other employee PPP
 - compliance expenses
- Civil Authority
 - Events below minimum guests
 - Temperature taking and other screening
 - Rotating guests and contact tracing
- Price Increases and Product Shortages

Important links for updated guidance

COVID-19 Resources are available on the ICA website

www.internationalcaterers.org

- CDC
<https://www.cdc.gov/coronavirus/2019-ncov/communication/guidance-list.html?Sort=Date%3A%3Adesc>
- OSHA guidance and risk assessment
<https://www.osha.gov/SLTC/covid-19/hazardrecognition.html>
<https://www.osha.gov/SLTC/covid-19/controlprevention.html>
- EPA Approved Cleaning Agents
<https://www.epa.gov/pesticide-registration/list-n-disinfectants-use-against-sars-cov-2>
- National Restaurant Association
<https://restaurant.org/covid19#info>
<https://www.servsafe.com/Landing-Pages/Free-Courses?fbclid=IwAR1Mf8Pljcd89Y7R88kX5puDmBbulaBEGIXkFpa1F87Yhp7QChTPxawBakE>
<https://restaurant.org/Downloads/PDFs/business/COVID19-Reopen-Guidance.pdf>
- Contact Tracing Apps
<https://www.businessinsider.com/coronavirus-contact-tracing-government-apps-vs-apple-google-covid-19-2020-4>
- <https://www.cdc.gov/coronavirus/2019-ncov/php/contact-tracing/index.html>

**POST COVID EQUIPMENT
CHANGES AND INNOVATIONS**



**American
Metalcraft, Inc.**



Protective Barriers



Heavy Duty Acrylic Counter Guard



Hinged Acrylic Guard



Restaurant Clear Partition

POST COVID EQUIPMENT
CHANGES AND INNOVATIONS



Employee Personal Protection Equipment



Respiratory Mask



KN95 Face Masks



CONTACT INFORMATION

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Please send
questions for
next seminars.