

RESOLUTION NO. 22-02-12

**A RESOLUTION OF THE VILLAGE COUNCIL OF ISLAMORADA,
VILLAGE OF ISLANDS, FLORIDA APPROVING A DONATION
AGREEMENT BETWEEN ISLAMORADA, VILLAGE OF ISLANDS, AND
GOOD HEALTH CLINIC, INC.; AUTHORIZING THE VILLAGE
MANAGER AND VILLAGE ATTORNEY TO IMPLEMENT THE TERMS
OF THE AGREEMENT; AND PROVIDING FOR AN EFFECTIVE DATE**

WHEREAS, Islamorada, Village of Islands (the "Village"), has identified public health and access to health insurance by Village residents as significant concerns; and

WHEREAS, the Florida Attorney General has issued various opinions confirming that public purposes may be carried out through private non-profit corporations as well as through public agencies and that municipalities in Florida may expend public funds by contribution to private non-profit organization for a public purpose; and

WHEREAS, Good Health Clinic, Inc., (the "Clinic") is a non-profit organization with clinics in Tavernier and Marathon that have served 4,000 Keys residents (approximately 900 Islamorada residents) since 2004 by providing general healthcare, wellness visits and medications to working class residents who have limited or no access to health insurance; and

WHEREAS, by inclusion of funds in the FY 2021-2022 General Fund budget, the Village Council has determined that donation to the Clinic constitutes a public purpose; and

WHEREAS, the Village Council finds that approval of a Donation Agreement between the Village and the Clinic is in the best interest of the Village and its residents.

**NOW, THEREFORE, BE IT RESOLVED BY THE VILLAGE COUNCIL OF ISLAMORADA,
VILLAGE OF ISLANDS, FLORIDA, AS FOLLOWS:**

Section 1. Recitals. The above recitals are true and correct and incorporated into this Resolution by this reference.

Section 2. Approval of Agreement. The Village Council hereby approves the Donation Agreement between the Village and the Clinic, a copy of which is attached as Exhibit "A," together with such non-material changes as may be acceptable to the Village Manager and approved as to form and legality by the Village Attorney.

Section 3. Authorization of Village Officials. The Village Manager and/or his designee and the Village Attorney are authorized to take all actions necessary to implement the terms and conditions of the Agreement.

Section 4 Effective Date. This Resolution shall take effect immediately upon adoption.

Motion to adopt by Councilman David Webb, seconded by Councilman Mark Gregg.

FINAL VOTE AT ADOPTION

VILLAGE COUNCIL OF ISLAMORADA, VILLAGE OF ISLANDS, FLORIDA:

Mayor Pete Bacheler YES

Vice Mayor Henry Rosenthal YES

Councilman Mark Gregg YES

Councilman Joseph B. Pinder III YES

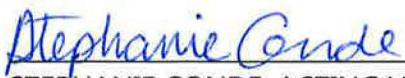
Councilman David Webb YES

PASSED AND ADOPTED THIS 17th DAY OF FEBRUARY, 2022.



PETE BACHELER, MAYOR

ATTEST:



STEPHANIE CONDE, ACTING VILLAGE CLERK

APPROVED AS TO FORM AND LEGALITY
FOR THE USE AND BENEFIT OF
ISLAMORADA, VILLAGE OF ISLANDS ONLY



ROGET V. BRYAN, VILLAGE ATTORNEY

DONATION AGREEMENT

THIS IS A DONATION AGREEMENT dated the 17th day of February
2022, between:

ISLAMORADA, VILLAGE OF ISLANDS (the "Village"),
a Florida municipal corporation, hereinafter "VILLAGE,"

and

GOOD HEALTH CLINIC, INC.,
a not-for-profit corporation authorized to do business
in the State of Florida, hereinafter "GRANTEE."

WITNESSETH:

In consideration of the mutual terms and conditions, promises, covenants, and payments
hereinafter set forth, VILLAGE and GRANTEE agree as follows:

ARTICLE 1
PREAMBLE

In order to establish the background, context and form of reference for this Agreement
and to generally express the objectives, and intentions, of the respective parties herein, the
following statements, representations and explanations shall be accepted as predicates for the
undertakings and commitments included within the provisions which follow and may be relied
upon by the parties as essential elements of the mutual considerations upon which this
Agreement is based.

1.1 Attorney General Opinion (AGO) 72-198 concluded that a municipality in Florida could
expend public funds by contribution to a private non-profit organization for a public purpose.

1.2 AGO 75-71 concluded that public purposes may be carried out through private non-
profit corporations as well as through public agencies.

1.3 AGO 77-27 emphasized that the presence of a public purpose is ultimately a factual
determination for the legislative and governing body of the municipality, but that initially there
must be both some clearly identified and concrete public purpose as a primary objective, and a
reasonable expectation that the purpose will be accomplished.

1.4 AGO 77-27 established the following earmarks of a quasi-public organization: (1)
nonprofit, (2) voluntary, (3) open to the public, and (4) dedicated to a valid public interest; and

1.5 AGO 77-27 also concluded that some degree of control should be retained by the municipality to assure accomplishment of the public purpose.

1.6 In the Village's preliminary FY 21-22 budget strategic plan discussion, the Village Council included \$10,000.00 in the FY 21-22 budget for the Good Health Clinic.

1.7 GRANTEE operates a clinic that has served approximately 900 patients since 2004 that have been residents of the Village, and 135 residents are currently registered as patients.

1.8 The clinic operated by GRANTEE provides general healthcare, wellness visits and medications to working class residents who have limited or no access to health insurance.

1.9 GRANTEE serves individuals working in the dive, fishing, artistic, service, and domestic industries who are essential to the businesses and culture of the Village.

ARTICLE 2 **PURPOSES OF DONATION**

2.1 The donation may be used for any charitable, educational, or scientific purpose as permitted to an organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

2.2 GRANTEE agrees to use the grant award to support general operations of the Clinic.

2.3 In the event GRANTEE is unable to use the grant funds for the purpose stated in this agreement, the GRANTEE will submit a written request for approval of any changes in use from the VILLAGE. This request must be approved by the VILLAGE prior to making any changes in the use of the grant funding. If an alternate use is not approved, the funds will be returned.

ARTICLE 3 **OTHER PROVISIONS**

3.1 GRANTEE will publicize and acknowledge financial support from ISLAMORADA, VILLAGE OF ISLANDS, as practical.

3.2 GRANTEE will submit a Grant Report to the Village by October 31, 2022, explaining and confirming use of the funds and providing total number and demographics of patients served without including specific patient identifying information.

3.4 VILLAGE will remit funds to GRANTEE upon execution of this Agreement.

IN WITNESS WHEREOF, the parties have executed this Agreement on the respective dates under each signature. The VILLAGE, signing by and through its VILLAGE MANAGER, attested to by its Village Clerk, duly authorized to execute same, and by GRANTEE, by and through its _____, duly authorized officer to execute same.

AUTHENTICATION

Stephanie Conde
VILLAGE CLERK

VILLAGE

By: Maria T. Bassett
Maria T. Bassett, Acting Village Manager
Date: 2/23/22

WITNESS

ABG

GRANTEE

GOOD HEALTH CLINIC, INC.

By: KB
Print Name: Kathryn Banick
Title: Executive Director
Date: 2/23/22