

**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:**

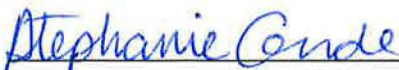
Mayor Pete Bacheler	YES
Vice Mayor Henry Rosenthal	YES
Councilman Mark Gregg	YES
Councilman Joseph B. Pinder III	YES
Councilman David Webb	YES

**PASSED AND ADOPTED THIS 17<sup>th</sup> 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 17<sup>th</sup> 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**

AB

**GRANTEE**

**GOOD HEALTH CLINIC, INC.**

By: [Signature]  
Print Name: Kathryn Banick  
Title: Executive Director  
Date: 2/23/22