

Introduced By: Council Member Hoffman

Adopted: 10/07/19

RESOLUTION 2039-2019

A RESOLUTION OF BEACHES ENERGY SERVICES, FLORIDA, APPROVING THE FORM AND CONTENT OF THE THIRD AMENDED AND RESTATED INTERLOCAL AGREEMENT DATED AS OF MARCH 25, 2011, AUTHORIZING THE EXECUTION OF THE ASSUMPTION AGREEMENT AND THE GAS SERVICES AGREEMENT AND AUTHORIZING THE DELIVERY OF SUCH INSTRUMENTS TO FLORIDA GAS UTILITY; PROVIDING FOR THE MAKING OF PAYMENTS PURSUANT TO SAID GAS SERVICES AGREEMENT; APPOINTING A DIRECTOR AND AN ALTERNATE DIRECTOR TO SERVE ON THE BOARD OF DIRECTORS OF FLORIDA GAS UTILITY; AND MAKING CERTAIN COVENANTS IN CONJUNCTION THEREWITH; PROVIDING CERTAIN AUTHORIZATIONS; PROVIDING AN EFFECTIVE DATE; AND PROVIDING CERTAIN OTHER DETAILS WITH RESPECT THERETO.

WHEREAS, **THE CITY OF JACKSONVILLE BEACH**, (the "Public Body"), has been proposed and accepted as a new member of Florida Gas Utility ("FGU") by FGU's Executive Committee, such membership to become effective upon the execution and filing of the Assumption Agreement, the execution of the Gas Services Agreement described below and the compliance with certain other requirements; and

WHEREAS, to become a member of FGU it is necessary for the Public Body to accept its obligations as a Member of FGU in accordance with the terms and conditions of the Third Amended and Restated Interlocal Agreement (the "Interlocal Agreement") and to approve the Assumption Agreement and Gas Services Agreement in the respective forms attached hereto as Exhibits "A" and "B," respectively, and authorize their execution and delivery; and

WHEREAS, the Interlocal Agreement obligates each Member to select a Director and Alternate Director to represent such Member with respect to all actions to be taken pursuant to the Interlocal Agreement and in accordance with the Act; and

WHEREAS, the Public Body desires to take certain other actions with respect to the Assumption Agreement and Gas Services Agreement.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY OF JACKSONVILLE BEACH, that:

Section 1. Authority. This Resolution is adopted pursuant to the Constitution and laws of the State of Florida, including, particularly, Section 163.01, Florida Statutes, Chapter 166, Florida Statutes, and other applicable provisions of law.

Section 1. Authority. This Resolution is adopted pursuant to the Constitution and laws of the State of Florida, including, particularly, Section 163.01, Florida Statutes, Chapter 166, Florida Statutes, and other applicable provisions of law.

Section 2. Definitions. Unless the context otherwise requires, all terms used herein in capitalized form shall have the same meanings ascribed to such terms in the Assumption Agreement and the Gas Services Agreement.

Section 3. Findings. It is hereby ascertained, determined and declared that the Public Body is a public agency as defined in Section 163.01(2)(b), Florida Statutes, is qualified for membership under Section 163.01, Florida Statutes, and is authorized under the authority cited above to accept the terms and conditions of the Interlocal Agreement and to approve the Assumption Agreement and the Gas Services Agreement, attached hereto as Exhibit "A" and Exhibit "B," respectively, in the manner herein provided.

Section 4. Acceptance of Interlocal Agreement and Approval of Forms of Assumption Agreement and Gas Services Agreement. The terms and conditions of the Interlocal Agreement are hereby accepted, and the Public Agency agrees to assume and perform its obligations as a Member thereunder. The forms of the Assumption Agreement and the Gas Services Agreement, are hereby approved, with such changes, insertions, omissions and filling in of blanks therein as may be approved and made to such forms of Assumption Agreement and Gas Services Agreement by the officers designated below executing the same in the manner consistent with the provisions of this Resolution. Such execution and delivery of the final forms of the Assumption Agreement and Gas Services Agreement shall be conclusive evidence of the approval of the Assumption Agreement and the Gas Services Agreement by the officers executing the same and the Public Body shall be bound by the Assumption Agreement and Gas Services Agreement as executed and delivered. Such officers are hereby authorized to deliver the forms of such Assumption Agreement and Gas Services Agreement, as so modified and amended, as executed, to FGU for its consideration and execution.

Section 5. Authorizations Concerning the Assumption Agreement and Gas Service Agreement.

A. The Mayor and the Clerk or any Assistant Deputy Clerk of the Public Body shall be and are hereby authorized to execute the Assumption Agreement and Gas Services Agreement for and on behalf of the Public Body pursuant to the terms hereof, in substantially the forms attached hereto as Exhibits A and B, respectively, with such changes, insertions and omissions and filling in of blanks therein as such officers may approve, such approval to be conclusively evidenced by the execution thereof.

B. Such officers and employees of the Public Body as may be designated by the officers charged with the execution of the Assumption Agreement and the Gas Services Agreement, are each designated as agents in connection with the issuance and delivery of the Assumption Agreement and the Gas Services Agreement and are authorized and empowered, collectively or individually, to take all action and steps and to execute all instruments, documents and contracts on behalf of the Public Body that are necessary or desirable in connection with the execution and

delivery thereof, and which are specifically authorized or are not inconsistent with the terms and provisions of this Resolution.

Section 6. Appointment and Authorizations.

A. The Public Body hereby appoints the Allen Putnam, Director, Beaches Energy, and Karen Nelson, Deputy City Manager to serve as a Director and Alternate Director, respectively, of FGU until their successors shall be duly appointed.

B. Said Director or Alternate Director shall be authorized to exercise all powers and duties on behalf of the Public Body as shall be authorized pursuant to the Interlocal Agreement and the Act and the said Director and Alternate Director are hereby designated as agents of the Public Body in connection with the taking of all actions and the execution of all documentation on behalf of the Public Body which shall be authorized by the Second Amended and Restated Interlocal Agreement and the Act. FGU may conclusively rely on the power and authority of such representatives in taking action on behalf of the Public Body until it receives written notice to the contrary.

Section 7. Severability. If any one or more provisions of this Resolution should be determined by a court of competent jurisdiction to be contrary to law, such provisions shall be deemed to be severable from the remaining provisions hereof and shall in no way effect the validity or enforceability of such remaining provisions.

Section 8. Repeal of Inconsistent Resolutions. All resolutions or parts of resolutions in conflict herewith are hereby repealed.

Section 9. Effective Date. This Resolution shall become effective immediately upon its adoption.

AUTHENTICATED this 7th day of October, 2019.



William C. Latham, Mayor



Laurie Scott, City Clerk