

RESOLUTION 2026-01R

A RESOLUTION OF THE TOWN COUNCIL OF THE TOWN OF HAVANA, FLORIDA, PROVIDING ITS SUPPORT FOR CERTAIN IMPROVEMENTS TO THE HAVANA PUBLIC LIBRARY BY GADSDEN COUNTY, FLORIDA; PROVIDING FOR FURTHER ACTIONS; REPEALING ALL RESOLUTIONS IN CONFLICT; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Town Council of the Town of Havana, Florida (the "Town") has been approached concerning a \$2 million grant funding opportunity by Gadsden County, Florida and use of those grant funds for certain improvements to the Havana Public Library (the "Library") BB219-A1 (Grant Number)

WHEREAS, the Town and Gadsden County, Florida (the "County") are parties to that certain Interlocal Agreement and Lease, entered into November 19, 2002, (the "Library Lease") to provide for the Town's construction of the Library and the County's lease of the same, which specifies in section 7 thereof that the County must obtain the Town's prior written consent for "alterations or improvements of any kind to the lease premises;" and

WHEREAS, the Town Council desires to adopt this resolution to provide for the Town of Havana's expression of support for improvements for the Library and to provide for the delivery of the Town's written consent pursuant to the terms and conditions of the Library Lease for such improvements, conditioned upon the terms of this resolution.

NOW, THEREFORE, BE IT RESOLVED BY THE TOWN COUNCIL OF THE TOWN OF HAVANA, FLORIDA, AS FOLLOWS:

Section 1. **Support for Improvements.** The Town Council of the Town of Havana, Florida, shall and does hereby express its support for the County's planned improvements to the Library that serves the residents of the Town and the surrounding community. The Town Council also expresses its appreciation for the County providing a grant funded opportunity make such improvements to the Library.

Section 2. **Provision for and Delivery of Town's Written Consent.** The Town Manager is hereby authorized to provide for and deliver to the County the Town's written consent for it to make improvements to the Library, subject to the following requirements:

- (i) The County must provide copies of all grant and other documents related to the planned improvements to the Library to the Town for its review and coordinate with the Town on its review of such documents and the Town's understanding of the planned improvements, the impact on the Library, the financial or other impact on the Town, if any, and the risks posed to the Town, if any, from such planned improvements.
- (ii) The timing and schedule for the planned improvements, and impacts on the Library's operating hours and schedule, must be coordinated between the County and the Town and be reasonably agreeable to the Town.
- (iii) The County must only use duly licensed and insured contractors for such planned improvements to the Library. Prior to the commencement of construction activities, the County shall provide the Town of Havana with copies of the applicable contractor licenses and certificates of insurance evidencing such licensure and insurance coverage, which shall be provided for notice and informational purposes only and shall not be subject to review, approval, or consent by the Town.
- (iv) The County must take all actions necessary, upon its receipt of the grant funding for the planned Library improvements and through its completion of such improvements, to keep and maintain such grant funding in place. In the event such grant funding is withdrawn, reduced, or otherwise becomes unavailable for reasons not caused by the material breach, negligence, or willful misconduct of the County, the County covenants, subject to annual appropriation and applicable law, to take reasonable actions to ensure that the Library is left in no worse or less usable and suitable condition than it was in prior to the commencement of the County's work on such improvements. Nothing herein shall be construed as a guarantee to complete the full scope of the planned improvements absent available grant funding, nor as a waiver of the County's rights under Florida law relating to budgeting and appropriation.
- (v) The County must indemnify, defend, and hold harmless the Town from all liability and claims, howsoever stated and from whomsoever brought or alleged, related to planned Library improvements, except to the extent directly caused by the negligence or willful misconduct of the Town, its employees, agents, and others under its direct supervision and control.
- (vi) The County shall complete construction of the planned improvements in substantial accordance with the approved scope of work for the project. To the extent change orders become necessary during the course of construction, the

County shall provide copies of such change orders to the Town for notice and informational purposes. The County's final acceptance of all improvements to the Library shall be coordinated with the Town, it being understood that a failure of the County to comply with subsection 2(iv) of this resolution shall constitute a material breach of the County's obligations hereunder and shall give rise to such remedies as may be available at law or in equity.

- (vii) The Town's written consent to the planned improvements to the Library and the contractual terms to satisfy the requirements set forth in section 2 of this resolution shall be memorialized in an amendment to the Library Lease, that must be duly approved, signed, and delivered by the County and the Town, in conformity with section 163.01 Florida Statutes. The Town Manager is hereby authorized to negotiate, sign, and deliver such amendment to the Library Lease, in consultation with the Town Attorney, on behalf of the Town.

Section 3. **No Budgetary Approvals.** This resolution does not provide budgetary or other financial authority for the Town of Havana, Florida to contribute to or pay for any amounts for planned improvements to the Library, which may only be accomplished by the future decision(s) of the Town Council.

Section 4. **Further Actions.** The Town Manager and other officials and employees of the Town, as appropriate, are hereby authorized to provide documentation and take further actions necessary and as reasonably requested by the County or third parties related to the planned Library improvements, subject to the limitation provided in section 3.

Section 5. **Effective Date.** This resolution shall take effect immediately upon its adoption.

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ADOPTED, by an affirmative vote of a majority of a quorum present of the Town Council of the Town of Havana, Florida, at its meeting on this 27 day of January 2026.

TOWN OF HAVANA, FLORIDA:

[SEAL]

EN Bass
Edward N. Bass, Jr., Mayor

Attest, By the Town Clerk of
the Town of Havana, Florida:

Approved as to Form:

Shirley R. Allen
Town Clerk

[Signature]
Town Attorney

