

A RESOLUTION OF THE TOWN OF EATONVILLE COMMUNITY REDEVELOPMENT AGENCY (TOECRA) REPEALING THE EXISTING BYLAWS AND ADOPTING THE FOLLOWING BYLAWS AND PROVIDING FOR CONFLICTS, SEVERABILITY, AND AN EFFECTIVE DATE.

Whereas, NOW, THEREFORE BE IT RESOLVED BY THE TOWN OF EATONVILLE COMMUNITY REDEVELOPMENT AGENCY OF EATONVILLE, FLORIDA.

ARTICLE 1: DEFINITIONS

Unless otherwise noted in the Bylaws, the terms used herein have the same meaning as defined in Section 163.340, Florida Statutes.

ARTICLE 2: GENERAL

2.1 ESTABLISHMENT and NAME: Pursuant to Chapter 163, Part III, Florida Statutes, the Town Council of the Town of Eatonville, Florida, as the governing body (the "Town") established a community redevelopment agency known as the Town of Eatonville Community Redevelopment Agency (the "TOECRA"), as a legal entity, separate, distinct, and independent from the Town.

2.2 Purpose and Objectives. The purpose of the TOECRA is to formulate a workable program for utilizing appropriate private and public resources to eliminate and prevent the development or spread of slum and blighted areas within designated areas of the Town, consistent with the Town of Eatonville Community Redevelopment Plan adopted by the Town in Resolution No. 1997-23, adopted by the Town on December 16, 1997, as such Plan may from time to time be amended.

2.3 Members and Terms. In accordance with Section 163.357(1)(a) and (c), Florida Statutes, and Town of Eatonville Resolution No. 1997-23, the TOECRA shall be governed by a board (the "Board") consisting of the five (5) members of the Town of Eatonville Town Council plus two appointed members. One of the appointed members shall be nominated for appointment by Orange County and one appointed by the Town Council. Those TOECRA Board members who are also members of the Town Council shall have terms that run concurrent with their Town Council terms. The two (2) appointed Board Members shall serve four (a) year terms. However, the initial term for seat one (l) shall be for a two (2) year term for the purpose of staggering the terms. The person appointed by the Town Council to serve on the Board shall reside or be engaged in business, which means owning a business, practicing a profession, or performing a service for compensation, or serving as an officer or director of a corporation or other business entity so engaged, within the Town of Eatonville, and shall be otherwise eligible for such appointment under Chapter 163, Part III, Florida Statutes. When a Board Member's term has concluded, the Board Member shall retain his or her seat on the Board until such time that a successor has been appointed who meets the qualifications to serve on the Board.

2.4 Compensation. Board members shall serve without compensation from the TOECRA but shall be entitled to reimbursement for their actual and necessary expenses incurred in the discharge of their duties for the TOECRA. Requests for reimbursement shall be subject to the requirements applicable to members of the Town of Eatonville Council under the policies of the Town.

2.5 Operation. In accordance with Chapter 163, Part III, Florida Statutes, the TOECRA shall have all the powers and authority necessary or convenient to carry out and effectuate the purposes and provisions of the referenced statute. Unless expressly provided otherwise by law or lawful actions of the TOECRA Board, the Town of Eatonville policies and procedures shall govern the actions of the TOECRA.

2.6 TOECRA Documents. The official set of TOECRA books and financial records shall be maintained in the Town of Eatonville Financial Services Department. The official records, documents and minutes of the TOECRA shall be maintained in the Town of Eatonville Clerk Office. All TOECRA books, records, documents and minutes shall be opened for public inspection as provided by law.

2.7 Principal Office. The TOECRA's principal office shall be at any place within the Town of Eatonville as the TOECRA Board designates.

2.8 CRA Plan and CRA District. The CRA Plan can be amended from time to time by the Town Council at the recommendations of the Board of Directors and/or Executive Director. The purpose of the CRA Plan is to identify policies and actions to remedy the Conditions of Slum and Blight that have been determined to exist within the CRA District. The CRA District can only be amended at the recommendation of the Board of Directors to the Town Council. The CRA District consists of all the Town's boundaries.

2.9 DOCUMENTS AND OPERATIONS. The Town Clerk shall be the custodian of all public records for the agency. All CRA records shall be made available for public inspection as provided by Florida Law. The CRA shall operate under the business hours of 8:00 A.M., to 5:00 P.M., Monday through Friday except for holidays. The Executive Director may adjust office hours for special occasions and/or events as needed.

ARTICLE 3: CRA BOARD OF DIRECTORS

3.1 MEMBERS OF THE BOARD OF DIRECTORS. Per the Interlocal Agreement established between the taxing authorities (Orange County and the Town of Eatonville) and the Agency consistent with Chapter 163 Part III of the Florida Statute, the membership must consist of the five (5) Town Council members plus two (2) members appointed by each taxing authority as long as the Town Council serve as members of the Board of Directors. The Town Council may elect to appoint an independent Board of Directors of at least (5) five members but no more than seven (7) to serve on the Board of Directors. If this method is chosen, the membership must be consistent with Florida Statute Chapter 163 Part III with appointments required by the taxing authorities as per the stated Interlocal Agreement. Board member shall serve without compensation but are entitled to reimbursement for actual expenses incurred in discharging their duties in accordance with agency and/or Town policies and allocated fiscal budget.

3.2 CHAIRMAN: The Chair shall preside over all meetings and shall serve as the oversight of the Executive Director for the Board of Directors. The Chair shall also execute all official documents of the agency when necessary or as authorized by the Board of Directors. The Chair does not have any Administrative duties unless there is an absence or vacancy of an Executive Director at which the Board of Directors must by Resolution authorize first and not to exceed a 30-day period. The Chair shall review with the Executive Director all agendas prior to presentation to the Board of Directors. The Chair may not interfere with the day-to-day operations of the agency (see Executive Director). The Town Council shall appoint a Chairman of the Agency for a period not to exceed their term of appointment or term of office if they are an elected official.

3.3 VICE CHAIRMAN: Shall have all the duties of the Chairman in his/her absence. The Town Council shall appoint a Vice Chairman of the Agency for a period not to exceed their term of appointment or term of office if they are an elected official.

3.4 EXECUTIVE DIRECTOR: The Executive Director shall serve as the Chief Executive Officer of the CRA. The Executive Director shall be in charge of all day-to-day operations of the agency consistent with CRA Policies and Procedures. The Executive Director shall supervise all employees, professional service providers, consultants, and vendors of the

agency. The Executive Director has the authority to terminate all employees, professional service providers, consultants, and vendors of the agency. The Board of Directors must enter into an employment agreement with the Executive Director, as negotiated by the agency and the Executive Director. The termination of the Executive Director requires a super majority vote of the Board of Directors. The Executive Director has the authority to execute employment terms for all budgeted positions without the approval of the Board of Directors. The Executive Director shall adhere to all Florida Statutes and applicable provisions.

ARTICLE 4: INTERLOCAL AGREEMENT AND MEMORANDUM OF UNDERSTANDING:

4.1 The Agency shall have the authority to enter into long or short term with the Town of Eatonville for any reason deemed necessary for the efficient conduct of the agency and/or the Town. A Memorandum of Understanding can be established to accomplish short-term redevelopment activities not contemplated by any Interlocal Agreement.

ARTICLE 5 MEETINGS:

5.1 REGULAR MEETING: All regular meeting dates and times shall be approved and posted for the fiscal year by the Board of Directors prior to the last day of December of the previous fiscal year. The CRA Advisory Board may adopt a monthly, quarterly semi-annual, or annual meeting schedule. All regular meetings must be held consistent with CRA policies and procedures along with Florida Statute. Meetings may be canceled by the Chairman and/or Executive Director in accordance with the Florida Statute and CRA policies and procedures.

5.2 SPECIAL MEETINGS: Special meetings may be called by the Chairman and/or Executive Director in accordance with the Florida Statute and CRA policies and procedures. All Special meetings must be held consistent with CRA policies and procedures along with Florida Statute.

5.3 EMERGENCY MEETINGS: For urgent matters requiring immediate Board of Directors action may be called by the Chairman and the Executive Director with a 24-hour notice or as soon as possible. Prior public notice shall not be required but shall be provided as soon as possible. All emergency meetings must be held consistent with CRA policies and procedures along with Florida Statute.

5.4 QUORUM: The presence of a majority of the Board of Directors shall constitute a quorum for meeting purpose.

5.5 AGENDA: The Executive Director shall prepare all meetings Agendas with review by the Chairman. The Agenda and Agenda Packet must be delivered to each member no later than two (3) days prior to the meeting date. Agenda items requested by Board members must be in writing and presented to the Executive Director *seven (7)* days prior to such a meeting scheduled.

ARTICLE 6. FINANCIAL MANAGEMENT and ANNUAL REPORTING

6.1 FISCAL YEAR: The CRA fiscal year shall begin on October 1st of each year.

6.2 BUDGET: The Executive Director must post on the CRA website the proposed fiscal budget by September 30 of each year. The Board of Directors must approve the final adopted fiscal budget no later than December 21st of each year.

6.3 ANNUAL REPORTING REQUIREMENTS: Community Redevelopment Agencies in Florida are required by state law to prepare *five annual reports*:

- 1) Annual Audit (can be independent of the creating entity or included in the creating entity's audit) (www.myflorida.com/audgen)

- 2) Annual Fees and Updates to the Office of Special District Accountability at the Florida Department of Economic Opportunity (<http://floridajobs.org/community-planning-and-development/special-districts/special-district-accountability-program>)
- 3) Comprehensive Annual Financial Report (<https://myfloridacfo.com/division/aa/local-governments>)
- 4) Annual March 31 Report to the public (posted online)
- 5) Annual Budget (proposed and adopted) and Board, contact information updated and posted each September online on the CRA page.

6.4 ACCOUNTING PRACTICES. The CRA shall comply with the Florida Department of Financial Services uniform accounting practices and procedures for units of Local Government. CRA Board of Directors must adopt the Town's Procurement Policy consistent with agency management structure.

6.5 SUPERVISION OF ACCOUNTS. The Executive Director shall be responsible for the internal supervision and control of the CRA accounts (Trust Fund).

6.6 AUDIT: All auditing services must be provided by an independent auditor/firm separate from each taxing authority. Such an audit shall be provided to the Town of Eatonville as a supplemental audit to the Town's Audit report and consistent with the Town's state reporting requirements.

ARTICLE 7 CRA ADVISORY BOARD

7.0 ADVISORY BOARD. The Board of Directors shall appoint a CRA Advisory Board to work with the Executive Director on program implementation and execution of the CRA Plan. The CRA Advisory Board must consist of at least five (5) business owners located in the Town of Eatonville and two (2) citizens. The Executive Director shall make a recommendation for each member to be confirmed by the Board of Directors.

ARTICLE 8 AMENDMENT OF BYLAWS

8.0 AMENDMENTS. Amendments to these bylaws shall require a super majority vote of the Board of Directors and provided that such amendments do not violate Florida Law.

ARTICLE 9: INDEMNIFICATION AND INSURANCE

9.1 Indemnification of the TOECRA, its Officers, Members, and Employees. Any of the TOECRA, its officers, Board members or other employees may be indemnified or reimbursed by the TOECRA for reasonable expenses (including, but not limited to, attorneys fees, judgments and payments in settlement) actually incurred in connection with any action, suit or proceeding, civil or criminal, actual or threatened, to which such person shall be made a party by reason of shall finally be adjudged to have been guilty of or liable for gross negligence or willful misconduct or criminal acts in the performance of such persons duties to the TOECRA; and provided further, that no person shall be so indemnified or reimbursed in relation to any matters in such action, suit or proceeding which has been made the subject of a compromise settlement except with the approval of a court of competent jurisdiction, or the TOECRA Board acting by vote of members not parties to the same or substantially the same action, suit or proceeding, constituting a majority of the remaining Board members. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which such person, their heirs, executors or administrators may be entitled as a matter of law.

SECTION TWO: CONFLICTS: All Resolutions of the Town of Eatonville Community Redevelopment Agency or parts thereof in conflict with the provisions of this Resolution are to the extent of such conflict superseded and repealed.

SECTION THREE: SEVERABILITY: If any section or portion of a section of this Resolution is found to be invalid, unlawful or unconstitutional it shall not be held to invalidate or impair the validity, force, or effect of any other section or part of this Resolution.

SECTION FOUR: EFFECTIVE DATE: This Resolution shall become effective immediately upon its passage and adoption.

PASSED AND ADOPTED this 20 day of June 2024.

TOWN OF EATONVILLE COMMUNITY REDEVELOPMENT AGENCY

Wanda Randolph, Chair

ATTEST:

Town Clerk or Board Designee