

**BY-LAWS OF THE
OCOEE COMMUNITY REDEVELOPMENT AGENCY**

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**BY-LAWS OF THE
OCOEE COMMUNITY REDEVELOPMENT AGENCY**

(A Community Redevelopment Agency Created
Pursuant to Chapter 163, Part III, Florida Statutes)

These By-Laws of the Ocoee Community Redevelopment Agency address the administration and management of the Agency. Duties and responsibilities of the Community Redevelopment Agency are set forth in Chapter 163, Part III, Florida Statutes, these By-Laws and ordinances of the City of Ocoee, a Florida municipal corporation. If a conflict arises between any provision of Chapter 163, Part III, Florida Statutes, these By-Laws and the ordinances, then the statute shall prevail.

ARTICLE 1: DEFINITIONS

Unless otherwise noted in the By-Laws, 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 City Commission of the City of Ocoee, Florida, as the City's governing body (the "City") established a community redevelopment agency known as the Ocoee Community Redevelopment Agency (the "CRA"), as a legal entity, separate, distinct, and independent from the City.

2.2 Purpose and Objectives. The purpose of the CRA 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 City, consistent with the Ocoee Community Redevelopment Plan adopted by the City Commission in Resolution No. 2006-007, dated May 16, 2006, 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 City of Ocoee Ordinance Number 2006-007, the CRA shall be governed by a board (the "Board") consisting of the five members of the Ocoee City Commission plus two individuals appointed by the City Commission. One of the appointed members shall be nominated by Orange County and appointed by the City Commission. Those CRA Board members who are also members of the City Commission shall have terms that run concurrent with their City Commission terms. The term of office of the appointed members shall be for four (4) years, except that the first person appointed shall initially serve a term of two years. Each Board member shall hold office until his or her successor has been appointed.

2.4 Compensation. Board members shall serve without compensation from the CRA, but shall be entitled to reimbursement for their actual and necessary expenses incurred in the discharge of their duties for the CRA. Requests for reimbursement shall be

subject to the requirements as applicable to members of the Ocoee City Commission under the policies of the City.

2.5 Removal of an Appointed Board Member. The City may remove an appointed member for inefficiency, neglect of duty, or misconduct in office only after a hearing and only if he or she has been given a copy of the charges at least ten (10) days prior to such hearing and has had an opportunity to be heard in person or by counsel.

2.6 Compliance with City Policies. Except where as noted in these By-Laws, the City of Ocoee policies and procedures shall govern the actions of the CRA.

2.7 Powers and Authorities. In accordance with Chapter 163, Part III, Florida Statutes, the CRA shall have all the powers and authority necessary or convenient to carry out and effectuate the purposes and provisions of the referenced statute.

2.8 Offices(s). The office of the CRA shall be those of the City of Ocoee City Manager. The person in charge of said office shall be the City Manager or the City Manager's designated representative.

ARTICLE 3: OFFICERS AND EMPLOYEES

3.1 Officers. The officers of the CRA shall be a Chair and a Vice-Chair.

3.2 Chair. The Board of the CRA shall annually designate the Chair of the CRA. The Chair shall preside at all meetings of the CRA and shall execute instruments in the name of the CRA as may be required, appoint such committees from time to time as may be deemed appropriate, and exercise such other powers as may be designated by these By-laws or by Chapter 163, Part III, Florida Statutes.

3.3 Vice-Chair. The Board of the CRA shall annually designate the Vice-Chair of the CRA. The Vice-Chair shall, in the absence, disqualification, resignation or death or disability of the Chair, or at the Chair's direction, exercise the functions of the Chair.

3.4 Executive Director. The City of Ocoee City Manager shall serve as the Executive Director of the CRA. The Executive Director shall function as the chief administrative officer of the CRA and will be responsible for administering its business and operations. In addition to the duties set forth below, the Executive Director shall perform such other duties and responsibilities as may be designated by the Board. Any reference in these By-Laws as to the Executive Director shall also be construed as the Executive Director's designee.

3.4.1 Responsibility. The Executive Director shall be responsible for carrying out the policies established by the CRA and shall have general supervision over, and be responsible for, the performance of the day-to-day operations of the CRA. The Executive Director may, with the approval of the CRA, hire and set compensation for necessary employees of the CRA except as otherwise provided for herein. The Executive Director shall be responsible for preparing an annual budget for the CRA's approval, and shall be otherwise responsible for the CRA's fiscal operations.

3.4.2 Property Negotiations. The Executive Director may evaluate and negotiate for the CRA to acquire appropriate parcels of property in accordance with approved CRA redevelopment plan, applicable laws, statutes, ordinances, rules, regulations and CRA actions.

3.4.3 Purchase Orders. The Executive Director shall be authorized to sign work orders and purchase orders on behalf of the CRA.

3.5 City Clerk as Secretary. The City of Ocoee City Clerk, or designee, shall serve as the Secretary of the CRA and as such shall prepare CRA agendas, be the custodian of all books and records of the CRA, keep the minutes and a recording of all votes of all CRA meetings, send out all notices of meetings and shall perform such other duties as may be designated by the CRA. The City Clerk may delegate such duties to one or more individuals as a designee of the CRA supervised by the City Clerk.

3.6 Director of Finance as Treasurer. The City of Ocoee Director of the Finance Department shall serve as the Treasurer of the CRA to keep the financial records of the CRA and administer the CRA's budget; shall keep full and accurate accounts of receipts and disbursements of the CRA; shall have custody of all funds of the CRA and shall render such periodic budget reports as requested by the CRA; shall assist the CRA in the preparation of a proposed annual budget; and shall make and file all financial reports and statements necessary to be made and filed by the CRA.

3.7 General Counsel and Special Counsel.

3.7.1 General Counsel. The City Attorney will serve as General Counsel. The General Counsel shall be licensed in the practice of law in the State of Florida. The Board waives any conflict which may arise in connection with the City Attorney's continuing representation of the City.

3.7.2 Special Counsel. The Board members may appoint such additional legal counsel as they deem necessary to serve as Special Counsel for the CRA. The Special Counsel shall be licensed in the practice of law in the State of Florida. Any such Special Counsel appointed by the Board may also serve as special counsel to the City of Ocoee on matters related and unrelated to the CRA.

3.8 Employees, Agents and Consultants. In accordance with City of Ocoee policies, the Executive Director of the CRA may hire, retain, and engage such employees, agents, consultants, experts, attorneys and specialists, as deemed necessary. Unless otherwise noted, CRA employees will be considered to be City of Ocoee employees.

ARTICLE 4: MEETINGS

4.1 Regular Meetings. The CRA shall hold a regular meeting at least four times each fiscal year, one of which shall include the CRA's annual budget, on a day and at a time and place to be designated from time to time by the CRA. The regular CRA meetings may be held in conjunction with City Commission meetings.

4.2 Special Meetings. The Chair, any other two (2) Board members, or the Executive Director of the CRA may require the calling of a special meeting at a reasonable time and place by requesting the Executive Director to arrange for and give notice of such special meeting. The special CRA meetings may be held in conjunction with City Commission meetings.

4.3 Emergency Meetings. Emergency meetings of the CRA may be called at any time and place by the Chair, a majority of the Board members, or the Executive Director by the Executive Director providing personal or telephonic notice to Board members, specifying the time and place of the emergency meeting and the business to be transacted. No other business shall be considered at such meeting. Notice of an emergency meeting may be waived in the same manner as notice of a special or regular meeting. The emergency CRA meetings may be held in conjunction with City Commission meetings.

4.4 Notice of Meetings. The Secretary will mail or deliver written notice of each regular meeting to Board members at least three (3) days prior to such meeting. Written notice may be in the form of email or calendar invitation. Written notice of any special meeting shall be mailed or delivered at least two (2) days prior to such meeting unless notice of the meeting is waived in writing by all Board members before, at or after the meeting. Unless otherwise stated in these By-Laws, "days" means "working days." The notice of any special meeting shall set forth the purpose of the special meeting and no other business shall be conducted at that meeting unless a waiver of notice is obtained from all Board members. Notice of all special and regular meetings shall be provided to the public, appropriate City and County officials, and the news media. Notice of emergency meetings shall be provided to the public, appropriate City and County officials, and the news media as is reasonable under the circumstances. Notice of all meetings shall be posted at Ocoee City Hall.

4.5 Place of Meetings. Unless otherwise noted in the meeting announcement notice, all CRA Board meetings (Regular, Special, or Emergency) shall be held in the City of Ocoee City Commission Chambers, City Hall, 150 North Lakeshore, Ocoee, FL 34761.

4.6 Quorum and Voting. A majority of the Board members shall constitute a quorum for the purpose of conducting business. When a quorum is present, the CRA may act by a vote of a majority of the Board members present, unless otherwise provided by law or these By-Laws. If any meeting cannot be conducted because a quorum is not present, the Board members who are present may adjourn the meeting to a time certain, and notice of such adjourned meeting shall be given to each Board member, unless waived.

4.7 Voting Rights. Each Board member shall be entitled to one vote. Proxy votes and absentee ballots shall not be allowed.

4.8 Recessed and Continued Meetings. Where a meeting has been set and noticed under the provisions of these By-Laws and, during the course of said meeting, it is recessed to a future time and place certain, there shall be no requirements for giving of notice of the time and place of continuation of said meeting other than the announcement thereof at said meeting.

4.9 Rules of Order. All meetings shall be conducted in accordance with the procedures approved and utilized by the City Commission of the City of Ocoee, provided, however, in the absence of any applicable procedure of the City Commission, the most recent Edition of Robert's Rules of Order, Revised, shall apply.

4.10 Public Participation. All meetings shall be open to the public and all records shall be public records. Citizens will be afforded the opportunity to voice their comments and concerns to the CRA Board in accordance with law and within the constraints of time and relevance as determined by the Chair.

4.11 Agendas. The CRA Board will normally follow its printed or typed agenda for the order of business at each meeting. The Chair, if there is no objection from the Board members, may alter, including temporarily passing, the order of business on the agenda. If an objection is made by a member, a motion duly made and passed is required to rearrange the order of business noted on the agenda.

4.12 Conflict of Interest. The members will be governed by the applicable requirements of Section 112.3143, Florida Statutes, as may be amended from time to time.

ARTICLE 5: CONTRACTS

5.1 Execution of Instruments. Contractual instruments of the CRA shall be executed by the Chair and attested to by the Secretary. In the absence of the Chair, the Vice-Chair may execute such instruments.

5.2 Real Property Acquisition and Disposition. The acquisition, conveyance, and leasing of real property by the CRA shall be done in accordance with the same policies and procedures applicable to the acquisition, conveyance, and leasing of real property by the City of Ocoee.

5.3 Purchasing Procedures. Except as may be required by law or when required by the Board of the CRA, the purchasing policies and procedures of the CRA shall be the same as the purchasing policies and procedures applicable to the City of Ocoee with all limits and authorities. All references and authorities in the purchasing policies and procedures enjoyed by the City Manager shall be applicable to the CRA Executive Director for the purposes of the foregoing.

ARTICLE 6: FISCAL MATTERS

6.1 Fiscal Year. The fiscal year of the CRA shall begin on October 1 and end on September 30 of each year.

6.2 Budget. The Executive Director shall prepare an annual budget and work program for the CRA Board's approval for each fiscal year, and such other budgets as the CRA Board may determine. The CRA shall not expend any funds other than those in the budget or otherwise authorized by the CRA Board, provided however, that the Board shall have the power to amend the budget as may from time to time be necessary.

6.3 Accounting Practices. The CRA shall comply with applicable Florida law and all regulations of the State Department of Banking and Finance regarding uniform accounting practices and procedures for units of local government.

6.4 Annual Audit. The Executive Director shall arrange for an independent financial audit of the Redevelopment Trust Fund(s), as established in accordance with the provisions of Section 163.387, Florida Statutes, each fiscal year and a report of such audit(s) by an independent certified public accountant in accordance with the provisions of Section 163.387(8), Florida Statutes. The CRA shall provide a copy of such report(s) to each taxing authority contributing to the Redevelopment Trust Fund. The annual audit will be performed by the same independent auditor used by the City for its annual audit or the CRA Board may elect to contract with a different independent auditor(s).

6.5 Annual Report. The CRA shall file with the City of Ocoee, on or before March 31 of each year, a report of its activities for the preceding fiscal year in accordance with the provisions of Section 163.356(3)(c), Florida Statutes. At the time of filing this report, the CRA shall publish in a newspaper of general circulation in the City a notice to the effect that such report has been filed with the City and that the report is available for inspection during business hours in the office of the Clerk of the City and in the CRA's office.

6.6 Bonding of Officers and Employees. The CRA may require that any or all Board members and employees be required to post bond for faithful performance of duty. The CRA will pay bonding costs for all such bonds it requires. To the extent that the City requires a bond for its elected officials or employees, the CRA shall also require a bond for its members and any employees.

6.7 Maintenance and Disbursement of Funds. All funds of the CRA shall be used only for purposes permitted by Chapter 163, Part III, Florida Statutes. Funds shall be distributed only at the direction or with the approval of the CRA pursuant to an adopted budget and with appropriate requisitions or purchase orders signed by the Executive Director.

6.8 Supervision of Accounts. The Executive Director and the Treasurer, subject to the direction of the CRA, shall have control of and be responsible for the internal supervision and control of the accounts of the CRA.

ARTICLE 7: COMMITTEES

7.1 Power to Create. The CRA Board may create committees, from time to time, as shall be necessary to carry out the functions, purposes and objectives of the CRA, in addition to such committees as may be appointed by the Chair as provided in Section 3.2 herein.

ARTICLE 8: AMENDMENTS

8.1 Amendments. The By-Laws of the CRA may be amended at any regular or special meeting by a majority vote of the Board members. No such amendment shall

be adopted unless at least two (2) days' written notice thereof has been previously given to the Board members.

ARTICLE 9: INDEMNIFICATION AND INSURANCE

9.1 Indemnification of the CRA, its Officers, Members and Employees. Any of the CRA, its officers, Board members or other employees may be indemnified or reimbursed by the CRA 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 such person being or having been, or by reason of any actual or alleged acts performed or omitted to be performed in connection with such person being or having been a CRA member, officer or employee of the CRA; provided, however, that no person shall be so indemnified or reimbursed in relation to any matter in such action, suit or proceeding as to which such person 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 CRA; 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 CRA 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.

9.2 Insurance. The CRA may purchase insurance for the purpose of indemnifying its Board members, officers and employees to the extent that such indemnification is allowed in Section 9.1 herein. The CRA may purchase other insurance, including liability and hazard insurance, as it deems necessary and appropriate.

Previously adopted on October 3, 2006, and amended and adopted by the Ocoee Community Redevelopment Agency Board on this 20th day of November 2018.