

**BY-LAWS
OF
CITY OF OPA-LOCKA
COMMUNITY REDEVELOPMENT AGENCY**

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OF
OPA-LOCKA
COMMUNITY REDEVELOPMENT AGENCY**

**(A Community Redevelopment Agency Created
Pursuant to Chapter 163, Part III, Florida Statutes Adopted and Approved by Miami Dade
County Resolution No. R-795)**

These By-Laws of the City of Opa-locka Community Redevelopment Agency address the administration and management of the Agency. If a conflict arises between these By-Laws and any provision of Florida Statutes, including Chapter 163, Part III, Florida Statutes, or the Interlocal Cooperation Agreement dated December 4th, 2013 between Miami-Dade County, the City and the Agency then, in that event, the Statute or Interlocal Cooperation Agreement shall prevail. The Interlocal is hereby incorporated by reference herein.

ARTICLE 1

GENERAL

1.1 Establishment and Name. Pursuant to Chapter 163, Part III, Florida Statutes, the Miami-Dade County Commission as the governing body and the City of Opa-locka, pursuant to an Interlocal Cooperation Agreement ("Interlocal"), established a community redevelopment agency known as Opa-locka Community Redevelopment Agency (the "Agency" or "CRA"). The powers of the CRA are those powers specifically delegated to it by the Interlocal.

1.2 Purpose and Objectives. The purpose of the CRA is to formulate a workable program for the rehabilitation, conservation or redevelopment, or combination thereof, of the area described as the blighted area located in the boundaries of the Opa-locka Community Redevelopment Area set forth in the Interlocal, as well as the City of Opa-locka's Resolution No. 10-8043.

1.3 Seal. The CRA shall have a seal which shall be circular in form and shall bear the name of the CRA. The Secretary shall be the custodian of the Seal.

1.4 Members and Terms. The members of the CRA shall be composed of the members of the City Commission and two representatives from the residential and business communities within the City nominated by each Miami-Dade Commissioner whose District's are located within the City of Opa-locka. The terms of the Opa-locka Community Redevelopment Agency Board members shall be concurrent and coterminous with the terms of the Mayor and Commissioners. The terms of the Board members nominated by the Miami-Dade County Commissioners shall also be concurrent and coterminous with their official term of office.

1.5 Compensation. The 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 of applicable law.

ARTICLE 2

OFFICERS AND EMPLOYEES

2.1 Officers. The officers of the CRA shall be a Chair and a Vice-Chair. The CRA Board Members shall select a new Chair and Vice Chair every two (2) years on or before March 25.

2.2 Chair. The Chair shall preside at all meetings of the CRA and shall execute instruments in the name of the CRA as may be required, and shall have other duties as may be determined by the Board and consistent with the law.

2.3 Vice-Chair. A Member of the CRA Board shall serve as the Vice-Chair. The Vice-Chair shall in the absence, disqualification, resignation, death, or disability of the Chair, or at the Chair's direction exercise the functions of the Chair.

2.4 Executive Director. The CRA Board shall appoint a CRA Executive Director to administer its business and operations. The Director's compensation is set by the Board.

2.4.1 General. The Executive Director shall be the Chief Executive Officer of the CRA. In the absence of an Executive Director, the City Manager shall act in this capacity until an Executive Director is hired. City Manager has authority to designate necessary positions (i.e. CRA Manager) for functions of the CRA to operate on behalf of City Manager.

2.4.2. Responsibility. The Executive Director or designee shall assist in the preparation of the CRA agenda, attend all meetings of the CRA, and shall be responsible for carrying out the policies established by the CRA. The Executive Director or designee shall have general supervision over, and be responsible for the performance of the day-to-day operations of the CRA. The Executive Director or designee shall hire and set compensation for, necessary employees of the CRA, including contract employees, except as otherwise provided for herein. The Executive Director or designee shall be responsible for preparing an annual budget for the CRA's approval, and shall be otherwise responsible for the CRA's fiscal operations.

2.4.3. Property Negotiations. The Executive Director must provide written notification to the Board prior to the evaluation and negotiation of property under consideration for acquisition by the CRA. All acquisitions of property will be in accordance with approved CRA redevelopment plans, applicable law and CRA actions.

2.5 Secretary. The Executive Director shall authorize a designee to serve as the CRA Secretary. The Secretary shall be the custodian of the official seal and all books and records of the CRA. The Secretary shall attend all meetings of the CRA and keep minutes of its proceedings. All minutes once approved by the CRA shall be signed and certified by the Secretary and the Chair of the CRA and shall be prima facie evidence of the facts and happening stated within the official minutes. The Secretary shall keep the seal in safe custody and have the power to affix the CRA's official seal to and attest all contracts and instruments to be executed by the CRA. The Secretary may delegate such duties to one or more individuals as a designee of the Secretary. The Secretary may perform such other duties as may be assigned by the Board.

2.6 General and Special Counsel. The Board shall appoint and set compensation for the CRA General Counsel who shall attend all meetings of the CRA and shall be responsible for the oversight of the CRA's legal affairs. Upon receiving the recommendation of the General Counsel, the Board shall also appoint and set compensation for any Special Counsel as it deems necessary and appropriate, who shall work under the general supervision of the General Counsel.

2.7 Employees, Agents and Consultants.

2.7.1. Hiring. The CRA may hire, retain, and engage such employees, agents, consultants, experts, attorneys and specialists, as it deems necessary. Except as otherwise provided in these By-Laws or applicable law, the CRA Board is empowered to approve employment contracts, professional services agreement and other consulting contracts under such terms and conditions and durations as it deems appropriate to carrying out the purpose and objectives of the CRA.

2.7.2. Employment Contracts. The CRA Executive Director is empowered to execute employment contracts with such persons employed by the CRA within the pay ranges and benefits approved annually in the adopted budget of the CRA. The duration of such employment contracts entered into by the Executive Director shall not exceed two (2) years unless approved by the CRA Board. Unless otherwise approved by the CRA Board, employees of the CRA are entitled to the same leave benefits (i.e. vacation, sick, holiday, etc.), performance pay benefits, and severance pay as accrue to City employees in similar or equivalent classifications. Nothing herein shall prohibit the CRA from using City employees to provide services to the CRA subject to City approval in accordance with an Interagency Services Agreement to be entered into by both parties. In the event that City employees are required to accept pay cuts, then non-City CRA employees shall be governed by the same policy without further action by the Board.

2.7.3 Personnel Policies. The CRA Executive Director shall prepare and submit for the approval of the CRA Board the personnel policies governing the CRA or adopt the personnel policies of the City of Opa-locka.

2.7.4 Code of Conduct. The CRA Board shall be governed by the Miami-Dade County Conflict of Interest and Code of Ethics Ordinance, as amended, and any policies that the CRA Board may adopt.

ARTICLE 3

MEETINGS

3.1 Regular Meetings. The CRA shall hold regular meetings a minimum of four times each fiscal year (Oct.1 –Sept.30) and shall notice the City Clerk as to the date, time and place of all regular meetings. Meetings are to be held on the 3rd Tuesday of the month unless emergency meetings and/or workshop is called.

3.2 Special Meetings. The Chairman, the Executive Director or any other four (4) Board Members of the CRA may request the calling of a special meeting at a reasonable time and place by requesting the secretary of the board to arrange for and give notice of such special meeting.

3.3 Emergency Meetings. For urgent matters requiring immediate Board action, emergency meetings may be called by the Chair with 24 hours' notice or as soon as practicable. Prior public notice shall not be required, but shall be provided as soon as possible if feasible. Agendas for emergency meetings shall be prepared in accordance with agenda section.

3.4 Notice of Meetings. The secretary of the CRA Board will mail or deliver written notice of each regular meeting to CRA Board at least three (3) days prior to such meeting. Written notice of any special meeting shall be mailed or delivered at least two (2) days prior to such meeting. 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. Notice of all special and regular meetings shall be provided to the public, appropriate City officials and the news media. Notice of emergency meetings shall be provided to the public, appropriate City officials and the news media as is reasonable under the circumstances.

3.5 Quorum and Voting. A majority of four (4) CRA 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 members present, unless otherwise provided by law or these By-Laws. If any meeting cannot be conducted because a quorum is not present, the members who are present may adjourn the meeting to a time certain, and notice of such adjourned meeting shall be given to each Commissioner.

3.6 Recessed and Continued Meetings. Where a meeting having been set and noticed under the provisions of these By-Laws and during the course of said meeting 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.

3.7 Rules of Order. Except as provided by these By-Laws or applicable law, all meetings shall be conducted in accordance with the procedures approved and utilized by the City Commission of the City of Opa-locka; provided, however, in the absence of any applicable procedure of the City, then the most recent Edition of Robert's Rules of Order or Revised Edition shall apply and be acknowledged by the CRA Board.

3.8 Agenda. The following procedure is established for agenda preparation for regular meetings:

- The agenda shall be prepared by the Executive Director or designee with the assistance of CRA Staff under the terms of an Inter-local agreement.
- Board members desiring agenda items shall make the request to the CRA Staff at least ten days before the meeting.
- A copy of the agenda and all supporting data available shall be provided to the Board, the CRA Attorney and the public at least three days before the meeting. In the case of a Special or Emergency Meeting the agenda and supporting data will be provided as soon as it is available.

ARTICLE 4

CONTRACTS

4.1 Execution of instruments. Legal instruments of the CRA shall be executed by the Chair and the Executive Director, attested by the Secretary and the form of any such instrument shall be previously approved by the CRA Attorney or duly authorized designee provided; however, that when by resolution of the Board the execution of instruments is delegated to another person, such instrument may be executed in the manner provided by such resolution. in the absence of the Chair, the Vice-Chair may execute such instruments.

4.2 Real Property Acquisition and Disposition. The acquisition, conveyance and leasing of real property by the CRA shall be done in accordance with Chapter 163, Part ill, Florida Statutes.

4.3 Purchasing Goods and Services. Except for employment contracts as provided for elsewhere in these By-Laws, and for purchases that must be made under specific requirements

of law or the CRA Board, the Executive Director or his written designee(s) may procure goods or services up to \$5,000 per purchase or contractual agreement. It is the intent of this provision that the amount of disbursement to a vendor providing goods or a contractor providing services not singularly or cumulatively exceed \$5,000.00 without the approval by motion of the CRA Board. The CRA Board must approve by motion all procurements for goods or services in excess of \$5,000.00. The Executive Director shall have a CRA issued credit card with a limit not to exceed \$5,000.00 for the purchase of goods and services in the commission of CRA Business with a vendor singularly or cumulatively. Except as provided, nothing contained herein is intended to limit the authority of the Executive Director or the CRA Board from procuring goods or services under the terms and conditions of a third party contract procured by another unit of state or local government when deemed in the best interest of the CRA.

4.4 Purchasing Procedures. The City shall function as the purchasing agent for the CRA in accordance with an "Interagency Services Agreement" entered into and between the CRA and the City. All purchases by the CRA shall be conducted in accordance with the procedures stated in the Purchasing Ordinance of the City. The City Manager shall set the required approvals when involving purchases by the CRA in accordance with the City's Purchasing Ordinance.

4.5 Cost Recovery Procedures. The CRA Board adopts the City's Cost Recovery Procedures codified in the Opa-locka Land Development Regulations/Code of Ordinance section XX-XXX, as amended and adopted by Ordinance No. XXXX. The CRA Executive Director or designee shall administer the cost recovery procedures.

ARTICLE 5

FISCAL MATTERS

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

5.2 Budget. The CRA Budget for the Agency and Redevelopment Area shall be approved after a publicly noticed workshop and budget hearing for citizen participation. The CRA shall not expend any funds other than those in the budget or otherwise authorized by the Board, provided that the Commissioners shall have the power to amend its budget as may from time to time be necessary. The annual budget of the CRA shall be submitted to the Miami-Dade County Board of Commissioners for review by no later than October 30¹⁴ of each fiscal year.

5.3 Accounting Practices. The CRA shall comply with applicable Florida law and all regulations of the Florida Department Financial Services, or its successor, regarding uniform accounting practices and procedures for units of local government.

5.4 Annual Audit. Within six months after the end of each fiscal year, an audit of the Redevelopment Trust Funds ("Funds") shall be conducted by an independent certified public accountant in accordance with the rules of the Florida Auditor General. The audit report shall describe for the fiscal year the amount and source of deposits into the Fund, the amount and purpose of withdrawals from the Fund, the amount of principal and interest paid on any indebtedness to which increment revenues are pledged, and the remaining amount of such indebtedness. The audit may be accomplished in conjunction with the City's annual audit, by the same certified public accountant, with the audit report submitted to the appropriate State agencies as a single report, provided the CRA component is presented as a separate fund(s) in the report. The CRA shall provide by registered mail a copy of the audit report to each taxing authority as defined by the Act (does not include school districts), the Florida Auditor General and the Florida Department of Financial Services.

5.5 Annual Report. The CRA shall file with the City and with Miami-Dade County, 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.

5.6 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 shall pay bonding costs for all such bonds it requires. The Executive Director shall be bonded in an amount not less than the amount that the Executive Director is authorized to procure goods or services without the approval of the CRA Board.

5.7 Maintenance and Disbursement of Funds. All funds of the CRA shall be used only for purposes permitted by applicable law. Funds shall be distributed only at the direction or

with the approval of the CRA Board or as provided for in accordance with these By-Laws, and pursuant to an adopted budget. All funds disbursed shall be supported by appropriate requisitions signed by the Executive Director. Notwithstanding the foregoing, except for employee compensation, no single or cumulative obligation requiring a disbursement in excess of \$5,000.00 to any one individual, person or corporate entity shall be made unless specifically approved by the CRA Board.

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

CRA. The Executive Director may assign a member of the CRA staff to assist in carrying out this responsibility. The Executive Director may not delegate the power to sign checks or otherwise disburse the funds of the CRA; provided, the CRA Board Members may approve a designee recommended by the Executive Director under such terms and circumstances, including the absence or incapacitation of the Executive Director, as may be prescribed. The Executive Director shall have the authority to sign all checks or authorize all electronic fund transfers to pay for the obligations of the CRA as provided in accordance with these By-Laws, the approved budget, approved contracts, and the specific actions of the CRA. All checks or disbursements of funds in excess of \$5,000.00 shall have the additional signature of the Chair and approval of the CRA Board.

5.9 Expenditures. All expenditures of CRA funds shall be in accordance with adopted procedures of the City and all applicable laws, the CRA's adopted budget as amended from time to time during the fiscal year, Fund requirements, and the Plan.

5.10 Borrowing. The affirmative vote of at least a majority of Board members shall be required to authorize the CRA to borrow money subject to City Council approval by Resolution. Borrowed funds may be used only for purposes allowed by the Act and the Plan.

ARTICLE 6 **ADVISORY COMMITTEES**

6.1 Power to Create. The CRA Board Members may, by resolution, create any committee or board to act in an advisory capacity to the CRA as shall be deemed necessary to carry out the functions, purposes and objectives of the CRA. The resolution establishing such committee or board shall set forth its specific powers, scope of service, duties, the number and qualification of its members, the method of appointment and term of its members, and the minimum rules, regulations and reporting requirements upon which it shall operate. The resolution shall provide for an effective date. Unless otherwise delegated, by resolution, the Board Members shall appoint all members to committees or advisory boards that it shall create. The CRA Board Members may, by resolution, abolish any existing committee or board and transfer, if deemed appropriate, its duties to any other committee or board or employee of the CR

ARTICLE 7

AMENDMENTS

7.1 **Amending** The By-Laws of the CRA may be amended after hearing two readings of the proposed amendments, with both the proposed and final amendment adopted by an affirmative vote of no less than four (4) of the Board Members at any two consecutive regular or special meetings of the CRA. No such amendment shall be adopted unless at least two (2) days written notice thereof has been previously given to the Commissioners.

ARTICLE 8

INDEMNIFICATION AND INSURANCE

8.1 **Indemnification of the CRA, its Officers, Members, and Employees.** The CRA shall indemnify and hold harmless its Board Members, officers, employees or other persons serving at the request of the CRA in connection with any action, suit or proceeding, civil or criminal, actual or threatened, to which he or she shall be made a party or is threatened to made a party by reason of his or her being or having been, or by reason of any actual or alleged acts performed or omitted to be performed in connection with his being or having been a CRA Board Members, officer or employee of the CRA or person serving at the request of the CRA against all expenses (including, but not limited to, attorney's fees, judgments and payments in settlement) actually incurred; 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 he or she shall finally be adjudged to have been guilty of a criminal act or liable for gross negligence or willful misconduct in the performance of his or her 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 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, his heirs, executors or administrators may be entitled as a matter of law.

8.2 Insurance. The CRA may purchase insurance for indemnifying its Board Members, officers, employees and other persons serving at the request of the CRA to the extent that such indemnification is allowed in Section 8.1 herein. The CRA may purchase other insurance, including liability and hazard insurance, as it deems necessary and appropriate.

Adopted on _____ by the CRA Board of the City of Opa-locka.