

# **DOWNTOWN INVESTMENT AUTHORITY**

## **BYLAWS**

### **CITY OF JACKSONVILLE, FLORIDA**



Adopted October 30, 2012  
Amended August 7, 2019  
Amended November 18, 2020

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**1.0 PURPOSE:** These Bylaws are adopted by the Downtown Investment Authority (referenced in these Bylaws interchangeably as the “Board” or the “DIA”), to govern the performance of its duties in accordance with the requirements specified in the Jacksonville *Ordinance Code* and to inform the public of the nature of the Board’s organization, operation and other matters. Section 55.307(c)(2), *Ordinance Code*, sets forth that the Board shall establish rules of procedure necessary to its governing and the conduct of its affairs, consistent with the applicable provisions of the *Ordinance Code*.

**2.0 POWERS AND DUTIES:**

**2.1 Empowerment Clause:** Section 55.308, *Ordinance Code*, outlines the powers and duties of the Board. The powers and duties fall into three main categories: (i) community redevelopment area powers and duties; (ii) business investment powers and duties; and (iii) procedural and administrative functions and responsibilities. Inclusive in these duties is the ability to appropriate and assign planning and design priorities.

**2.2 Powers and Duties:**

**(a) At all times the Board shall have the following powers and duties:**

(1) Appoint a CEO, prescribe his/her duties, and fix his/her compensation which shall be paid from funds available to the DIA in the same manner as City employees are paid. Prior to hiring a CEO, the DIA shall develop qualifications and criteria for the CEO position which shall be approved by Council.

(2) Serve as the City’s Community Redevelopment Agency (“CRA”) with regard to the Downtown CRA’s (Southside Community Redevelopment Area and the Downtown Northbank Community Redevelopment Area), and exercise any powers and authority granted Community Redevelopment Agencies by Part III, Chapter 163, Florida Statutes within Downtown, *except the DIA shall not:*

(i) borrow money as authorized by Section 163.370(2)(g), Florida Statutes, in a principal amount that exceeds an amount equal to the unencumbered balance available in the Fund as such term is defined in Section 111.640, *Ordinance Code*, at the time of borrowing, otherwise such borrowing shall require Council approval;

(ii) have the power to close or vacate streets, roads, sidewalks, ways or other places as set forth in Section 163.370(2)(m), Florida Statutes, without Council approval;

(iii) have the power to zone or rezone or make exceptions from building regulations as set forth in Section 163.370(2)(l), Florida Statutes, other than as authorized in Chapter 656, Part 3, Subpart H, *Ordinance Code* and subsection (4) below; and

(iv) exercise any power otherwise limited by Chapter 55, *Ordinance Code*.

(3) Develop a marketing plan for downtown, subject to review by the Recreation and Community Development Committee of the City Council, pursuant to Council Rule 2.214.

(4) Interpret the Downtown Master Plan and approve development and redevelopment projects within Downtown, with the support of the Downtown Development Review Board in its role as established in Chapter 656 (Zoning Code), Part 3 (Schedule of District Regulations), Subpart H (Downtown Overlay Zone and Downtown District Regulations).

(5) Develop and adopt a five-year Business Investment and Development Plan (“BID” or “BID plan”) for Downtown for approval by Council. The Board has the discretion to either adopt the BID plan in its entirety, or to adopt the business investment plan element and the community redevelopment plan element of the BID separately, at different times. The Board also has the discretion to either adopt community redevelopment plans for Downtown in its entirety which such plans shall include both a Southside Community Redevelopment Area Plan and a Downtown Northbank Community Redevelopment Area Plan, or to adopt a Southside Community Redevelopment Area Plan and a Downtown Northbank Community Redevelopment Area Plan separately, at different times.

(6) Receive and administer grants from public and private sources in coordination with other City agencies, pursuant to Chapter 117, *Ordinance Code*.

(7) Adopt bylaws, rules, resolutions, and orders prescribing the powers, duties, and functions of the officers of the DIA, the conduct of the business of the DIA, and the maintenance of the records, consistent with Florida Statutes and the *Ordinance Code*.

(8) Maintain an office at such place or places in any City building as may be designated by the City.

(9) Approve and execute all contracts and other documents, adopt all proceedings, and perform all acts determined by the Board to be necessary or desirable to carry out the purposes of this Chapter, subject to the approval, where applicable, of the City Council. The Board may authorize the CEO to execute contracts and other documents on behalf of the Board. The DIA shall forward executed final copies of all agreements and exhibits electronically to the Office of General Counsel for additional retention.

(10) Prepare analyses of economic changes taking place within Downtown.

(11) Study and analyze the impact of metropolitan growth with respect to Downtown.

(12) Use only the services of the City's General Counsel to advise the Board in the proper performance of its duties. With the approval of the General Counsel, and subject to available funding, employ specialized outside private counsel, as set forth in Chapter 108 (Central Services), Part 5 (Legal Services). All agreements entered into by or on behalf of the DIA shall be prepared, reviewed and approved by the Office of General Counsel as to both form and legality, prior to execution by any party, pursuant to Section 108.505, *Ordinance Code*.

(13) Lend, grant, or contribute funds to the City.

(14) Enter into agreements with a Public Body with respect to action to be taken in the exercise of any of the powers granted to the DIA or in furtherance of the objectives of the DIA.

**(b) Upon approval of the subject community redevelopment area plan, which such updated plans shall be approved after the effective date of the approval of Ordinance 2012-364-E, the Board shall have the following powers and duties, subject to appropriated funds and without further Council action required (unless stated otherwise below), within the subject community redevelopment area:**

(1) Provided that the form and criteria of a downtown development and redevelopment agreement, or ground lease agreement to be utilized by the DIA has been approved by the Council, the Board shall have the power to negotiate and grant final approval of downtown development and redevelopment agreements, and ground lease agreements, subject to the DIA's budget without further action of Council. All such agreements shall be prepared, reviewed and approved by the Office of General Counsel as to both form and legality, prior to execution by any party. Until such time that the subject community redevelopment area plan within Downtown, and the forms and criteria of a downtown development and redevelopment agreement, or ground lease agreement to be utilized by the DIA have been approved by the Council, any such downtown development and redevelopment agreement, or ground lease shall require Council approval.

(2) Administer and manage downtown tax increment finances ("TIF").

(3) Receive, dispose of, and bond all authorized revenue. The power to authorize the issuance of bonds shall require Council approval.

(4) Plan and propose Projects and Public facilities within Downtown.

(5) Establish, operate, lease, and license within Downtown such Public facilities which in the Board's opinion would be feasible and desirable in the implementation of any plan conceived and executed by the Board.

(6) Incur all or part of the expense of any Project or Public facility made by the city, state, or Federal Government, or any agency thereof, in exercising powers granted

to the DIA, subject to the borrowing limitations set forth in Section 55.308(a)(2), *Ordinance Code*.

(7) Subject to Chapter 122, Part 4, Subpart A, *Ordinance Code*, acquire property, real, personal, or mixed, within Downtown, in fee simple or any lesser interest or estate, by purchase, gift, devise, or lease, upon such terms and conditions as the Board may deem necessary or desirable, and by condemnation, provided the Board determines that the use or ownership of such property is necessary in the furtherance of a designated lawful purpose authorized under law, to acquire title to submerged lands and riparian rights and easements or rights-of-way (including but not limited to air rights), with or without restrictions, within the limits of Downtown.

(8) Subject to Section 122.434, *Ordinance Code*, hold, control, manage, lease, sell, dedicate, grant, or otherwise dispose of any of the City's Downtown assets and properties managed by the DIA, or any interest therein, including easements and licenses, with or without consideration; provided, however, that leases of City property, shall be in a form as approved by Council.

(9) Subject to Chapter 122, *Ordinance Code*, Obtain appraisals, title searches, surveys, studies, and other plans and work necessary to prepare for the undertaking of redevelopment projects. The DIA is authorized to develop, test, and report methods and techniques, and carry out demonstrations and other activities, for the prevention and the elimination of slums and blight.

**(c) The Board shall manage the Redevelopment Special Revenue Fund and Downtown CRA Subfunds of the DIA pursuant to Section 111.640, *Ordinance Code*, as follows:**

This is a fund, as required by Section 163.387 Florida Statutes known as the Redevelopment Special Revenue Fund and Downtown CRA Subfunds of the DIA. In addition to any other funds available to the Board, funds appropriated to and deposited into said redevelopment special revenue fund may be used by the Board pursuant to the provisions of the *Ordinance Code*, to finance or refinance all or part of the cost of construction or acquisition of certain projects undertaken.

**2.3 Review and Assign Planning Priorities:** Review and assign planning priorities as required by law.

**2.4 Geographic Jurisdiction:** The Board's duties shall be limited to those projects and properties located in the Downtown Overlay Zone, as such is defined in Section 55.305 and Section 656.361.2, *Ordinance Code*.

**2.5 Actions:**

(a) hold public meetings regarding applications for economic development and/or redevelopment projects within Downtown;



- (b) hold public meetings regarding community redevelopment area plans, planned projects, business investment plans and plan amendments;
- (c) hold public meetings regarding the actions of any of the enumerated powers and duties of the DIA;
- (d) Take final actions on appeals from DDRB determinations. Except for decisions pertaining to zoning exceptions, variances or waivers, as outlined in Section 656.148, Zoning Code, any adversely affected person may appeal a final decision of the DDRB to the DIA within 14 days of the effective date of the written decision. The DIA's review of the appeal shall be a de novo review of the record and applicable law. The DIA may affirm, reverse or modify each written decision or it may remand the matter back to the DDRB with specific instructions for further action, by adopting a written order. Section 656.361.9(g)(i), Zoning Code.

**2.6 Pre-Application Meetings:** All developers and applicants shall meet with one Board member and DIA staff prior to submission of any application requiring DIA review. Such review must be conducted prior to the subject application being deemed complete. It shall be noted on the agenda for each such item the name of the Board member who attended the pre-application meeting.

### **3.0 ORGANIZATION:**

**3.1 Appointment and Confirmation:** All nine (9) members to the DIA shall be confirmed by the City Council, and appointed pursuant to Section 55.307, *Ordinance Code*.

**3.2 Terms:** Members shall be appointed for 4-year staggered terms, expiring on June 30<sup>th</sup> of the subject term. Of the initial appointments, 3 members shall serve for 4-year full first terms, 3 members shall serve 3-year staggered terms, and 3 members shall serve for 2-year staggered terms. No member shall serve for more than two consecutive full terms; but appointments to fill vacancies for partial terms (less than 50% of a full term) and initial appointments under the preceding sentence serving a term that is for 3 or less years shall not be deemed to be full terms.

**3.3 Resignation:** Any Board member may resign from the DIA by tendering their resignation in writing to the Office of the Mayor with a copy to the Chair of the DIA and the CEO.

**3.4 Removal:** Members shall serve at the pleasure of the Mayor and may be removed at any time by the Mayor with Council approval. If any appointed member fails to attend three (3) consecutive meetings without cause and prior approval of the Chairman, or for any other reason of just cause, that member shall be subject to removal by the Mayor with Council approval, at the request of the Chair.

### **4.0 OFFICERS, ELECTION AND DUTIES:**

**4.1 Officers:** The officers of the DIA shall consist of a Chair, Vice-Chair and Secretary.

**4.2 Selection:** At a scheduled meeting prior to July 1, the Chair shall appoint three Board Members to a Nominating Committee. The Nominating Committee shall meet to discuss a slate for Chair, Vice Chair and Secretary. The slate shall be presented to the Board as a whole at the regular meeting in May. All Nominating Committee meetings shall be noticed and conducted as Public Meetings in accordance with Section 6 of these Bylaws.

**4.3 Election:** At a scheduled meeting prior to July 1, the Nominating Committee shall report the names slated for the positions. At that time, the Chairman shall accept additional nominations for officers from the Board. The Board shall elect, by voice vote, the officers to serve for one year, or until their successors are elected. Participation of the public shall be at the discretion of the Chair.

**4.4 Terms:** The term of office shall be for one year and shall commence as of July 1 of each year. No member shall hold more than one office, and in no case shall the Chair be eligible to serve for more than two consecutive years. However, an officer may holdover until a successor is qualified and elected.

**4.5 Duties of the Chair:** The Chair shall have the following duties: (i) preside at all Board meetings; (ii) have discretion to control the order of business; (iii) sign orders, reports, or any other documents requiring the signature of a certifying officer of the Board; (iv) appoint standing committees and any other committees as the Chair may deem necessary; and (v) appoint members to the standing committees and designate chair and vice chair of those committees.

**4.6 Duties of the Vice Chair:** The Vice Chair shall exercise all functions of the Chair upon the absence, disqualification, or disability of the Chair.

**4.7 Duties of the Secretary:** The Secretary shall have the following duties: (i) sign as Secretary for all orders or any other documents needing a second signature of a certifying officer; and (ii) exercise all functions of the Chair upon the absence, disqualification, or disability of the Chair and the Vice Chair.

**4.8 Duties of the Succession Officer:** In the absence, disqualification or disability of the Chair, or at his direction, the Vice-Chair shall exercise all the functions of the Chair. The Secretary, in the absence of the Chair and Vice-Chair, shall act as Chair, and at such times he shall have the same powers and duties of the Chair. In the absence of the Chair, Vice-Chair and Secretary, the Board member with the most seniority shall be the presiding officer at any meeting of the DIA.

## **5.0 COMMITTEES:**

**5.1 Appointment to Committees:** The Chair shall appoint the members to the standing Committees, and of such special and select committees as the Chair deems necessary. The Chair shall designate the chair and vice chair of such special committees.

- 5.2 Standing Committees:** The Chair shall appoint the membership of the standing committees. Each committee shall consist of no less than 3 Board members.
- 5.3 Standing Committee Procedure:** The standing committee(s) shall meet at such times as is necessary to conduct their business. Notice of the meetings shall be provided in accordance with Section 6 of these Bylaws.
- 5.4 Chair as Ex Officio Member:** The Chair shall be a voting ex officio member of each committee of which he or she is not a regular member.
- 5.5 Standing Committee Quorum:** A quorum of any standing committee shall consist of a majority of the regular members. In the event of absence or conflict by one of the standing committee members, the Chair shall be counted in determining whether a quorum is present and shall be entitled to vote.
- 5.6 Standing Committee Consideration and Report:** All standing committees shall report on every subject referred to them, and shall dispatch as expeditiously as reasonably possible all matters. The action of the standing committee shall be reported to the full Board for discussion, debate, modification and or ratification.
- 5.7 Standing Committee Public Comments:** At the discretion of its chair, the standing committee may receive public comments.
- 5.8 Subcommittees:** A committee, by a majority vote, or the chair of the committee may appoint subcommittees from the committee's regular members to investigate, report and make recommendations on particular matters within the scope of the committee's duties for action by the committee. The action of a committee shall be presented to the full Board for ratification. At the discretion of the Chair, the Board may hear comments from the general public and/or discuss actions taken by committees during such presentations for ratification.

## **6.0 PROCEDURES:**

- 6.1 Meetings:** The Board shall hold at least one regular meeting every three months, and such additional meetings as may be needed from time to time. Special meetings may be held when called in the manner provided in the rules of the Board and in accordance with applicable laws. As deemed necessary by the Chairperson and staff, meeting places shall be in a public facility for a meeting open to the public may be designated and will be advertised pursuant to 6.3 (Notice of Meetings).
- 6.2 Special Meetings:** A special meeting of the DIA may be called by the Chair, presiding officer, or by vote of the majority of the Board.
- 6.3 Notice of Meeting:** The public shall be given reasonable notice of all meetings of the DIA, standing committees, special committees or subcommittees. All notices shall be posted three business days in advance as follows, pursuant to Section 55.307(c)(6), *Ordinance Code*: (1) in writing in the lobby of City Hall, (2) on the City's on-line web

calendar located at www.coj.net (3) electronically in a prominent location on the DIA website, and (4) electronically by emailing notice on the “CITYC” emailing system. No other advertisement or notification is required, except as may be required otherwise pursuant to the *Ordinance Code* or Florida Statutes.

- 6.4 Quorum:** Six (6) members shall establish a quorum. All decisions and recommendations of the Board shall require a concurring vote of a majority of the members participating. Tie votes shall result in the subject agenda item being continued to the next meeting of the Board. If at any time during the meeting the quorum is lost, such shall be stated in the minutes and no further final action may be taken by the Board.

For board meetings (including committee meetings) required to be held at a physical meeting place, a board member may attend, participate, and vote at such meetings using communications media technology (as that term is defined in 28-109, Florida Administrative Code), if (1) the meeting has been properly noticed, (2) a quorum of the board is physically present at the meeting place; and (3) such board member is unable to physically attend the meeting place due to an extraordinary circumstance. Such member’s attendance at a board meeting via communications media technology will not be considered an absence for such member. Additionally, such member’s attendance may not be counted towards the board’s establishment of a quorum. For purposes of this provision, the board hereby approves the following circumstances as extraordinary circumstances that may prevent a board member from physically attending a board meeting in-person (an “Approved Extraordinary Circumstance”):

1. Illness, injury or other health matters; or
2. Out-of-town business-related trips.

A board member who attends a board meeting via communications technology due to an Approved Extraordinary Circumstance may do so without further necessary action by the board as long as such member notifies the board chair and board staff prior to the meeting. The board may approve additional extraordinary circumstances, as may be presented to the board, on a case by case basis in the board’s good judgement.

- 6.5 Attendance:** Board members shall make every reasonable effort to attend all regular and special meetings of the Board. If any member fails, within a one year period, to attend three (3) consecutive meetings without cause and prior approval of the Chairman, or for any other reason of just cause, the Chairman may notify the Mayor and request that the member be relieved of his or her duties. If a member is unable to attend a DIA meeting, they need to notify the Recording Secretary as soon as possible.
- 6.6 Order of Business:** Business of the Board shall be ordinarily taken up at each regular meeting for consideration and disposition in the following order, subject to the discretion of the Chair.

I. CALL TO ORDER

- a. Confirmation of Quorum
- b. Request for Submittal of Speaker Cards, if applicable
- II. PUBLIC COMMENTS
- III. ACTION ITEMS
  - a. Approval of Minutes
  - b. Request for submittal of Speaker Cards, if applicable
  - c. Consideration of applications for economic development and/or redevelopment projects within Downtown;
  - d. Consideration of community redevelopment area plans, planned projects, business investment plans and plan amendments;
  - e. Consideration of any matters related to any of the enumerated powers and duties of the DIA;
  - f. Consideration of appeals from DDRB determinations;
- IV. INFORMATION/DISCUSSION ITEMS
- V. OLD BUSINESS
- VI. NEW BUSINESS
- VII. ADJOURNMENT

## 7.0 DEFERRALS:

**7.1 Deferrals Generally:** Deferred applications shall normally be heard at the next regularly scheduled meeting. If the deferral is until a time certain, other than the next regularly scheduled meeting, the date and time shall be set upon the concurrence of a majority of the Board members present. After an item has been deferred, it stands deferred and may not be considered for the remainder of the meeting at which it was deferred.

**7.2 Mandatory Deferral:** Under the following situations, consideration of an application *shall* be deferred:

- (a) No Staff Recommendation (hereinafter "Recommendation");
- (b) Failure of the applicant to present proof of payment for publication of notice to the Staff prior to the public hearing on that item (if such publication of notice is required). If such proof is not presented prior to the next regularly scheduled public hearing on that item, the application shall be withdrawn from further consideration by the Board;
- (c) The applicant has made a request for withdrawal to City Council on any item for which the Board issues a recommendation to City Council; and
- (d) The applicant has failed to properly submit any of the documentation or other materials required by the *Ordinance Code*.

**7.3 Optional Deferral:**

- (a) The Chair may defer consideration of a matter at any time before the vote is taken on a motion for action, subject to the right of any Board member to appeal said deferment to the full Board;

- (b) Any Board member may appeal from the decision of the Chair, in which event a majority vote of the Board members present shall conclusively determine the ruling appealed from. No other business, except a motion to adjourn or to lay on the table, shall be in order until the question on appeal has been decided; and,
- (c) For all matters deferred at the discretion of the Chair, which have also been advertised for public hearing, the Chair may encourage speakers to hold their comments until the meeting at which the Board shall take action. However, the Chair shall open the public hearing for those speakers who desire to speak at the advertised public hearing, and then continue the public hearing until the next Board meeting or a Board meeting of time and date certain.

**7.4 Deferring or Reconvening Unfinished Business:** If an application is heard as a public hearing, but was caused to be deferred due to lack of the required votes for final action, that item shall be heard as a public meeting with an opportunity for public input at the discretion of the Chair. It is suggested that the Chair may limit further public input to those members of the public that were unable to attend the prior public hearing on the issue.

**7.5 Public Hearings Opening and Continuing:** Any matters which have been noticed for public hearing shall be opened for public hearing. If the matter is deferred, the public hearing shall be continued.

## **8.0 VOTING: MANNER OF VOTING, CHANGE VOTE**

**8.1 Majority Action:** Unless otherwise noted herein or required by Ordinance, Statute, or these bylaws, all actions of the Board shall be by majority of the Board members present.

**8.2 Abstention:** No Board member shall vote on any question immediately concerning his or her pecuniary interest. In those cases, prior to the vote, Board members shall declare a conflict and abstain from participating or voting on the matter. The affected Board member may be allowed to respond to direct questions from a Board member concerning the subject application. Within 15 days of the vote, the Board member must file a statement with the Recording Secretary of the Board, who in turn shall incorporate same into the minutes of the meeting.

**8.3 Voting Required:** Each Board member shall vote on each question presented. Any Board member present who refrains from giving his or her vote when required to do so shall be deemed to have given a vote in the affirmative.

**8.4 Manner of Voting:** Voting shall be by voice vote or a show of hands at the discretion of the Chair. There shall be an announcement of the results of the votes by the Chair, and the Chair shall also state for the record which Board member made the motion and second. No proxy vote shall be permitted.

**8.5 Change of Vote:** No Board member shall change his or her vote after the vote has been counted and the vote announced unless: (i) the Board member desiring to change his vote announces immediately to the Chair his desire; (ii) the Chair announces to the Board the Board member's desire to change his vote; (iii) the Board may question and debate the reasoning for the vote change; (iv) a majority of the Board members present consent to the vote change; and (v) the procedure herein shall be followed prior to the commencement of the public hearing on the next item before the Board.

**8.6 Procedure for Reconsideration:** In order to reconsider an item, a motion must be: (i) made by a Board member who voted with the prevailing side (in the case of a tie vote, the motion must be made by a Board member who voted in opposition to the original motion); (ii) seconded by any member of the Board; and (iii) passed by a majority of the Board present.

## **9.0 CODE OF CONDUCT:**

**9.1 Compliance with Laws:** Pursuant to Section 55.309, *Ordinance Code*, all Board Members and employees of the Board shall comply with all applicable laws, ordinances, and regulations, including but not limited to the State of Florida laws on ethics, as applied to a redevelopment agency under Chapter 163, Part III, Florida Statutes, the Sunshine Law, Chapter 286, Florida Statutes, and the Public Records Act, Chapter 119, Florida Statutes. The provisions of Chapter 112, Part III, Florida Statutes, including Sections 112.311-112.3175 relating to financial disclosure, shall apply to all Board members and the CEO. All Board members and the CEO shall be required to file the limited financial disclosure form (Form 1) as required by Section 112.3145(1)(a)(2)(g), Florida Statutes. The provisions of Chapter 602 (Jacksonville Ethics Code), *Ordinance Code*, including but not limited to Section 602.411 (Disqualification of former officers and employees in matters connected with former duties or official responsibilities; disqualification of partners), and Section 602.412 (Prohibited future employment), *Ordinance Code*, shall be applicable to all Board members, the CEO and any other employees of the DIA. All Board members shall thoroughly familiarize themselves with the provisions of these laws as they now exist or as they may be amended from time to time.

**9.2 Ex Parte Communications:** Oral or written communications occurring outside the public meeting or hearing regarding any matter before the Board between Board members are prohibited. Oral or written communications occurring outside the public meeting or hearing regarding any quasi-judicial matter before the Board, between members of the public and a Board member are strongly discouraged. Only presentations made at the Board shall be considered in the decision on such subject item. Should such a communication occur between a Board member and a member of the public, the Board member involved shall state, on the record prior to or during the hearing of the item, the substance of the communication and the identity of the person(s) involved. If the communication occurs in writing, a copy of the document shall also be placed in the file of that item. All such disclosures shall become a part of the record before final action on the matter.

- 9.3 Government in the Sunshine:** The Board, and all meetings and committee and subcommittee meetings, whether formal or informal, are subject to the Sunshine Law codified in Chapter 286, Florida Statutes. A gathering of two or more Board members to discuss an item that may foreseeably come before the Board must be properly noticed in accordance with Section 6 of these Bylaws and written minutes must be provided for any such meeting.
- 9.4 Quasi-Judicial Matters:** Members shall not make remarks or otherwise indicate to the public that they have made a final decision on any quasi-judicial matter before the Board until all those desiring to speak have been heard and considered and all competent and substantial evidence has been introduced.
- (a) In quasi-judicial proceedings, cross examination must be allowed if requested; and,
  - (b) In quasi-judicial proceedings, all persons making presentations or remarks at the public hearing before the Board must be under oath. This may be done *en masse*, or individually as each person approaches the podium.
- 9.5 Decorum and Displays from the Public:** Any person, not a Board member, making personal, impertinent or slanderous remarks or who shall become boisterous while the Board is in session, shall forthwith be barred from further audience before the Board by the presiding officer in his/her discretion. No demonstrations of approval or disapproval from the audience shall be permitted, and if such demonstrations are made, the demonstrator shall be cleared from the Board meeting room.

## **10.0 CONSIDERATION OF MATTERS FOR FINAL APPROVAL:**

- 10.1 Modification of Application:** Any modification to an application by the applicant, including but not limited to a change in the legal description, the request made, the site and/or design plan or any investment, economic development or redevelopment terms of the plan, must be presented in a copy-ready format to the DIA staff seven (7) working days prior to the scheduled public hearing. If an applicant wishes to modify the application less than seven working days before the hearing, the applicant must make a written request of deferral to the Chair, outlining the reasons why the application should be deferred (see *Optional Deferrals*, above). Matters seeking final approval may be modified by the Board in the form of any conditions, safeguards and/or limitations deemed appropriate by the Board.
- 10.2 Return of Fees:** No fees shall be returned except due to a mistake or misunderstanding of the staff, and following the Board's query of the staff.
- 10.3 Administrative Res Judicata:** On any application that has been previously considered and denied by the Board or its predecessor entity, the Board shall initially make a determination as to whether there has been a substantial change in circumstances associated with such application, which, in essence, makes it an entirely new application. Such circumstances do not include facts or evidence that were available for presentation at the initial hearing, but were not actually presented. In any



instance where the Board determines that there has not been a substantial change in circumstances, the application shall be denied. Where the Board determines there has been a substantial change of circumstances, the application shall be heard and decided on its merits.

## **11.0 PUBLIC MEETINGS AND PUBLIC HEARINGS:**

**11.1 Public Hearing Defined:** A public hearing is an extraordinary procedure used only to gain information not otherwise obtainable or to hear both sides of a controversy or to argue the merits of a matter. The privilege of the floor is granted to the general public and members thereof may address the Board on the subject for which the public hearing is called.

**11.2 Public Hearing Required:** All items that are required to have a public hearing pursuant to Federal, State or Local law shall be held by the Board in accordance therewith.

### **11.3 Order of Business for Public Hearings; Subject to the Discretion of the Chair:**

- Request for Speaker Cards regarding the public hearing
- Public Hearing Opened
- Applicant Presentation
- Applicant cross exam of staff
- Applicant's witnesses presentation
- Applicant's witnesses cross exam of staff
- Other Proponents of Applicant
- Opponents of application presentation
- Opponents of application cross exam of staff, applicant and proponents
- Applicant rebuttal/ cross exam of opponents
- Questions by Board members
- Public Hearing closed
- Motion for conditions, safeguards and limitations deemed appropriate by the Board
- Recital of findings of fact to be placed in the final order
- Motion for transferability entertained
- Motion for action on the application.

**11.4 Public Meetings Defined:** All meetings of the Board are public meetings unless specifically called as a public hearing. In public meetings of the Board and its committees, the public may, at the pleasure of the Chair, address the Board or committee. The Board, at the discretion of the Chair may receive comments from the public on matters in front of the Board for which there is no public hearing. Matters on which the Board reviews and or makes recommendations do not require public hearing and comments from the public are solely at the discretion of the Board.

**11.5 Speaker Request Cards; Time Limits; and Testimony Subject Matter Limitation:** A member of the public shall indicate their desire to address the Board or committee

by filling out a Speaker Request Card. Each speaker recognized by the Chair shall be limited to a three (3) minute presentation. If possible, a representative of each group or faction on an issue should address the Board or committee rather than all the members of the group. Representatives for design review applicants shall not be limited to a three minute presentation, however, members of the public wishing to address the Board on a design application shall be given equal time. Whenever the Board is reviewing and making recommendations to the Council the Board shall limit testimony on such matters to the technical information necessary for a proper decisions. Members of the public wishing to address the Board, either as an applicant or as citizens either for or against the application, shall proceed to the place assigned for speaking, give his name and address in an audible tone of voice for the records and shall adhere to a three minute time limitation, unless granted additional time by the majority of the Board present.

## **12.0 ADMINISTRATION:**

- 12.1 Enabling Clause:** Section 55.307(c)(5), *Ordinance Code*, sets forth that the Board shall receive staff support from the Office of Economic Development upon request as needed.
- 12.2 Recording Secretary / Records Custodian:** The DIA shall assign a Recording Secretary to the Board. The Recording Secretary shall be responsible for (i) arranging and noticing the meeting of the Board; (ii) recording all meetings on audio tape, reducing to writing the minutes of meetings; (iii) maintaining the record of the Board's official action; (iv) maintain all Board records, correspondence and equipment, and making available public documents of the Board business upon reasonable request; (v) transmit Board letters or orders of all Board decisions to applicants; and (vi) coordinate the compilation and dissemination of the Board Agenda and Notebooks.
- 12.3 Minutes and Record:** Written minutes shall contain, along with general information (such as time, date and place) the number of the individual applications, the Board member who met with the applicant in design review pre-application meetings; the findings and conclusions included in the motion, conditions on the motion, passage of the conditions, and the vote on the motion.
- (a) in the event a decision of the Board is appealed, the DIA shall cause a verbatim transcript to be made of that item. A majority of the members in attendance at the time of the appealed decision must approve the transcript. If time is of the essence, this approval may be given at a special meeting.
- 12.4 Staff:** The assigned DIA staff member shall (i) prepare a written report of recommendations for each application; and (ii) give an oral report of recommendations for changes to *Ordinance Code* changes related to the governance of the DIA.
- 12.5 Office of General Counsel:** The General Counsel shall assign a representative to the Board who shall act as legal advisor to the Board on all matters concerning applicable laws which affect the Board. Further, the Assistant General Counsel shall review and

form approve all orders, contracts, agreements and other documentation related to the actions of the Board.

### **13.0 REHEARINGS:**

- 13.1 Rehearing Consideration:** The Board shall consider requests for rehearings from final decisions (see Section 2.6 of these Bylaws) when it is alleged there has been a procedural error in the conduct of the public hearing; provided, however, that the Office of General Counsel shall advise that a procedural error has occurred, and provided further that the Board determines that such procedural error is consequential enough to have significant potential for changing the final decision upon rehearing.
- 13.2 Rehearing Procedure:** A request for rehearing shall be filed in the office of the DIA within fourteen (14) days from the meeting in which the final decision was made. The rehearing shall be noticed in the manner of a public hearing. Additionally, all persons who appeared before the Board shall be notified by DIA staff of the time, date, place and purpose of such rehearing.
- 13.3 Remand Rehearing:** Where a final decision of the Board has been appealed to a court, the Board shall rehear an application which has been remanded back to it for rehearing or other action with any requirement or need of vote by the Board. All persons who appeared before the Board shall be notified by the DIA staff of the time, date, place and purpose of the rehearing.

### **14.0 CONSTRUCTION, SUSPENSION AND AMENDMENT OF BYLAWS:**

- 14.1 Parliamentary Authority:** Robert's Rules of Order, so far as they are applicable and are not in conflict with these Bylaws, City Ordinances, or the Charter of the City, shall govern the proceedings of this Board. The representative from the Office of General Counsel shall advise the presiding officer with respect to parliamentary procedure and the proper application of these Bylaws to the business of the Board.
- 14.2 Interpretation of Bylaws:** It shall be the duty of the presiding officer to interpret all Bylaws. When used in these Bylaws, unless the text otherwise indicates:
- (a) the singular includes the plural; and
  - (b) the masculine includes the feminine.

Any Board member shall have the right to appeal said interpretation to the full Board.

- 14.3 Suspension of Bylaws:** Any Bylaw may be temporarily suspended, by a vote of two-thirds of all the Board members unless such suspension would conflict with provisions of the laws of Florida, the Charter or ordinances of the City. The Bylaws shall not be suspended to amend any Bylaw or part thereof.

**14.4 Amendment of Bylaws:** These Bylaws may be amended at any regular meeting by a two-thirds vote of all the Board members, provided that the Board is advised in advance of the meeting (distribution of the meeting agenda) and in writing prior to the Board meeting that the amendment will be voted on.

**15.0 NEW MEMBER ORIENTATION:**

New members appointed to the Board shall receive an orientation by the DIA CEO or his/her designee, DIA staff and a representative from the Office of General Counsel so that they may be more effective members of the Board. Such orientation should include exposure to, but not limited to, the following:

- Chapter 55, Part 3, *Ordinance Code*
- Community Redevelopment Agencies
- the Downtown Zoning Overlay, Downtown Master Plan, Downtown DRI;
- the application process for citizens requesting economic development / redevelopment and community redevelopment area planned projects;
- the DIA staff recommendation process;
- parliamentary procedure;
- Florida's "Sunshine Law," and public records law; and these Bylaws.

ADOPTED and APPROVED this 30th day of October, 2012

WITNESS

By: \_\_\_\_\_  
Name: \_\_\_\_\_

By: \_\_\_\_\_  
Name: \_\_\_\_\_

WITNESS

By: \_\_\_\_\_  
Name: \_\_\_\_\_

By: \_\_\_\_\_  
Name: \_\_\_\_\_

DOWNTOWN INVESTMENT AUTHORITY

By: \_\_\_\_\_  
Donald Harris, Chairperson

By: \_\_\_\_\_  
James "Jim" Bailey, Jr., Secretary

Form Approved:

By: \_\_\_\_\_  
Jason R. Gabriel, Office of General Counsel

Vote: In Favor: 9   Opposed: 0   Abstained: 0