HISTORIC TOWN OF EATONVILLE, FLORIDA
COMMUNITY REDEVELOPMENT AGENCY WORKSHOP AGENDA

Thursday, November 19, 2026 at 5:30 PM

Town Hall - 307 E Kennedy Blvd

Please note that the HTML versions of the agenda and agenda packet may not reflect changes or amendments made to the agenda.

I. CALL TO ORDER

II. CITIZEN PARTICIPATION (Three minutes strictly enforced)

III. BOARD DISCUSSION

1. TOECRA Bylaws

IV. COMMENTS

2. Staff Comments

V. ADJOURNMENT

The Town of Eatonville is subject to the Public Records Law. Under Florida law, e-mail addresses are public records. If you do not want your e-mail address released in response to a public records request, do not send electronic mail to this entity. Instead, contact this office by phone or in writing.

****PUBLIC NOTICE****

This is a Public Meeting, and the public is invited to attend. This Agenda is subject to change. Please be advised that one (1) or more Members of any of the Town's Advisory Boards/Committees may attend this Meeting and may participate in discussions. Any person who desires to appeal any decision made at this meeting will need a verbatim record of the proceedings and for this purpose may need to ensure that a verbatim record of the proceedings is made which includes the testimony and evidence upon which the appeal is to be based – per Section 286.0105 Florida Statutes. Persons with disabilities needing assistance to participate in any of these proceedings should contact the Town of Eatonville at (407) 623-8910 "at least 48 hours prior to the meeting, a written request by a physically handicapped person to attend the meeting, directed to the chairperson or director of such board, commission, agency, or authority" - per Section 286.26

BYLAWS OF THE
TOWN OF EATONVILLE COMMUNITY REDEVELOPMENT AGENCY (AMENDED)

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

These Bylaws of the Town of Eatonville 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 Bylaws and ordinances of the Town of Eatonville, a Florida municipal corporation. If a conflict arises between any provision of Chapter 163, Part III, Florida Statutes, these Bylaws and the ordinances, then the statute shall prevail.

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 (4) year terms. However, the initial term for seat one (1) 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 as 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. The TOECRA principal office shall operate under the business hours from 8:00am to 5:00pm (eastern time), Monday through Friday, except for holidays. The Executive Director of the TOECRA may adjust hours as needed for special occasions, events, and/or emergencies.

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

ARTICLE 3: OFFICERS AND EMPLOYEES

3.1 Officers. The officers of the TOECRA shall be a Chair and a Vice-Chair. Appointments shall be for one calendar year. Appointments will be made by the Town Council by the first meeting (regular or special) in April of each calendar year. If new appointments are not timely made, the incumbent(s) shall continue to serve until the new appointments are made by the Town Council. Any officer may be appointed for consecutive terms.

3.2 Chair. The Chair shall preside at all meetings of the TOECRA and shall execute instruments in the name of the TOECRA 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 Bylaws or by Chapter 163, Part III, Florida Statutes.

3.3 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. "Disability" in this context is defined as a physical, mental, cognitive, or developmental condition that impairs, interferes with, or limits a person's ability to engage in tasks or actions or participation in typical daily activities and interactions.

3.4 Executive Director. The TOECRA shall appoint and employ an Executive Director to function as the chief administrative officer of the TOECRA, responsible for administering its business, day-to-day operations, and administer the TOECRA's budget. In addition to the duties set forth below, the Executive Director shall perform such other duties and responsibilities as may be designated by the TOECRA.

The Members of the TOECRA shall not individually give orders and/or directions to the TOECRA

Executive Director, either publicly or privately, but orders and/or directions shall be given to the TOECRA Executive Director by the TOECRA Board through majority vote.

3.4.1 Responsibility. The Executive Director shall be responsible for carrying out the policies established by the TOECRA and shall have general supervision over, and be responsible for, the performance of the day-to-day operations of the TOECRA. The Executive Director is also responsible for setting and preparing the meeting agendas. The Executive Director may, with the approval of the TOECRA, hire and set compensation for necessary employees of the TOECRA except as otherwise provided for herein. The Executive Director shall be responsible for preparing an annual budget for the TOECRA's approval and shall be otherwise responsible for the TOECRA's fiscal operations. The Executive Director along with the TOECR~~E~~A Board shall designate a meeting time to discuss and adopt an annual budget prior to the end of the fiscal year pursuant to Chapter 218, Florida Statutes

3.4.2 Vacancy. In the event of a vacancy of the Executive Director, to prevent any undue delays in the activities and work of the Agency, the TOECRA Chair may act as Executive Director for a maximum of ninety (90) days after a resolution has been passed by the TOECRA Board, or until such time that an interim or permanent Executive Director is appointed by the TOECRA Board. If the TOECRA Chair is required to serve as the acting TOECRA Executive Director, due to an ongoing vacancy, the TOECRA BOARD may approve the additional time by resolution.

3.4.3 Purchase Orders. The Executive Director shall be authorized to sign work orders and purchase orders on behalf of the TOECRA for purchases under $7, 500.00. For any work orders and/or purchase orders over $7,501~~0~~.00, but less than $25,000.00, the Executive Director and TOECRA Chair, jointly, shall be authorized to sign work orders and/or purchase orders on behalf of the TOECRA. For any work orders and/or purchases over $25,000.00, the Executive Director shall obtain TOECRA Board Approval.

3.5 TOECRA Secretary. The Town of Eatonville Town Clerk, or designee, shall serve as the Secretary of the TOECRA and as such shall prepare TOECRA agendas, be the custodian of all books and records of the TOECRA, keep the minutes and a recording of all votes of all TOECRA meetings, send out all notices of meetings, poll Board Members for meeting availability, and shall perform such other duties as may be designated by the TOECRA. The Town Clerk may delegate such duties to one or more individuals as a designee of the TOECRA supervised by the Town Clerk.

3.6 TOECRA Treasurer. The TOECRA Fiscal Coordinator, or designee, shall serve as the Treasurer of the TOECRA to keep the financial records of the TOECRA; shall keep full and accurate accounts of receipts and disbursements of the TOECRA shall render such periodic budget reports as requested by the TOECRA; shall assist the TOECRA 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 and on behalf of the TOECRA.

3.7 General Counsel. The TOECRA shall appoint and employ legal counsel to serve as General Counsel of the TOECRA. The General Counsel shall be licensed ~~in the~~to ~~practice of~~law in the State of Florida. The General Counsel of the TOECRA, or designee who shall also be licensed to practice law in the State of Florida, shall attend all meetings of the TOECRA and shall be responsible for the oversight of TOECRA legal affairs.

3.8 Employees, Agents and Consultants. In accordance with the Town of Eatonville policies, the Executive Director of the TOECRA, with the approval of the TOECRA, ~~may~~ is authorized to hire, retain, and engage such employees, agents, consultants, experts, attorneys and specialists, as deemed necessary. Unless otherwise noted, TOECRA employees ~~will be considered to be Town of Eatonville~~are employees of the TOECRA under the direct supervision of the Executive Director. The TOECRA Board or its individual memberd shall deal with TOECRA employees, agents, consultants, experts, attorneys and specialists solely through the Executive Director. The TOECRA shall have authority to enter into Interlocal Agreements with the Town for services through the town for any reason deemed necessary by the TOECRA Board for the efficient conduct of the Agency.

ARTICLE 4: MEETINGS

4.1 Regular Meetings. The TOECRA shall hold regular meetings on a day, time and place designated by the TOECRA Board. All TOECRA meetings are public meetings that shall be held in accordance with the requirements of section 286.011, Florida Statutes.

4 4.2 Special Meetings. The Chair, any three (3) Board members, or the Executive Director of the TOECRA may call for a special meeting at a reasonable time and place by requesting the Town Clerk to arrange for and give no less than 72-hours' notice of such special meeting.

4.3 Emergency Meetings. Emergency meetings of the TOECRA may be called with 24-hour notice or as soon as practicable by the Chair or the Executive Director through the Town Clerk via personal or telephonic notice to Board members, specifying the time and place of the emergency meeting and the business to be transacted. Emergency meetings shall be identified as such in notifications and no other business shall be considered at such meeting. Prior public notice shall not be required but shall be provided as soon as feasibly possible.

4.4 Notice of Meetings. The Town Clerk will mail or deliver written notice of each regular meeting to Board members at least seven (7) days prior to ~~such~~ a regular 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 Bylaws, "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 Town and County officials, and the news media. Notice of emergency meetings shall be provided to the public, appropriate Town and County officials, as is reasonable under the circumstances. Notice of all meetings shall be posted at Eatonville Town Hall. Notice is not required for any non-voting matters to be addressed by the Board.

4.5 Place of Meetings. Unless otherwise noted in the meeting announcement notice, all TOECRA Board meetings (Regular, Special, or Emergency) shall be held in the Town of Eatonville Town Council Chambers, located at 307 West Kennedy Boulevard, Eatonville, FL 32751.

4.6 Quorum and Voting. Four (4) TOECRA Board members present shall constitute a quorum for the purpose of conducting business and to address matters requiring a vote by the Board. When a quorum is present, the TOECRA may act by a vote of a majority of the Board members present,

unless otherwise provided by law or these Bylaws. 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. TOECRA Board member should abstain from voting under the following circumstances: direct personal interest, pecuniary interest, or conflict of interest.

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 Bylaws and, during the course of said meeting, it is recessed to a future time, the recessed meeting shall not be later than the next regular meeting, and any such recessed meeting shall not be held at any hour or time other than as specified.

4.9 Rules of Order. All meetings shall be conducted in accordance with the procedures approved and utilized by the Town Council of the Town of Eatonville, provided, however, in the absence of any applicable procedure of the Town Council, 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 TOECRA Board in accordance with law and within the constraints of time and relevance as determined by the Chair.

4.11 Agendas. The TOECRA Board will normally follow its printed or typed agenda for the order of business at each meeting. The Executive Director, Town Clerk or other appointed staff shall provide TOECRA Board Members with the TOECRA Agenda and packet materials for each Regular Meeting, ~~one (1)~~seven (7) ~~week~~ days prior to the scheduled meeting. The Chair, if there is no objection from TOECRA 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 TOECRA (i.e., Memoranda of Understanding, Interlocal Agreements, etc.) shall be executed by the Chair and attested to by the Secretary. In the absence of the Chair, the Vice Chair, or a designee approved by the TOECRA Board, may execute such instruments.

5.2 Purchasing Procedures. Except as may be required by law or when required by ~~the Board of~~ the TOECRA Board, the purchasing policies and procedures of the TOECRA shall be the same as the purchasing policies and procedures applicable to the Town of Eatonville, with all limits and authorities. All references and authorities in the purchasing policies and procedures applicable to the Town Chief Administrative Officer shall be applicable to the TOECRA Executive Director for the purposes of the foregoing.

ARTICLE 6: FISCAL MATTERS

6.1 Fiscal Year. The fiscal year of the TOECRA shall begin on October 1 and end on September 30 of each year. The Executive Director shall post on the TOECRA website the proposed fiscal budget on or before September 30 of each year.

6.2 Budget. The Executive Director shall prepare an annual budget and work program for the TOECRA Board's approval for each fiscal year, and such other budgets as the TOECRA Board may determine. The TOECRA annual budget shall be completed in time for inclusion within the Town of Eatonville's budget and the TOECRA shall adopt the budget by Resolution and recommend acceptance to the Town of Eatonville.

6.3 Accounting Practices. The TOECRA 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 TOECRA shall provide a copy of such report(s) to each taxing authority contributing to the Redevelopment Trust Fund, the Florida Auditor General and the Florida Department of Financial Services via registered mail. The annual audit will be performed by the same independent auditor used by the Town for its annual audit or the TOECRA Board may elect to contract with a different independent auditor(s). The audit may be accomplished in conjunction with the Town'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 TOECRA's component is presented as a separate (fund(s) in the report.

6.5 Annual Report. The TOECRA shall file with the Town of Eatonville, 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 TOECRA shall publish in a newspaper of general circulation in the Town a notice to the effect that such report has been filed with the Town and that the report is available for inspection during business hours in the office of the Town Clerk and/or in the TOECRA's principal office. Community Redevelopment Agencies in the State of Florida are required by law to prepare the following five (5) annual reports:

- Annual Audit (Can be independent of the creating entity or included in the creating entity's audit)(www.myflorida.com/audgen);
- Annual Fees and Updates of 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)
- Comprehensive Annual Financial Report (http://myfloridacfo.com/division/aa/local-governments)
- Annual March 31 Report to the public (posted online); and
- Annual Budget (proposed and adopted) and Board, contact information updated and posted each September on the Community Redevelopment Agency's website.

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

6.7 Maintenance and Disbursement of Funds. All expenditures of the TOECRA shall be in accordance with adopted procedures of the TOECRA and Town, adhering to all applicable laws, the TOECRA adopted budget, fund requirements and the TOECRA Plan for purposes permitted by Chapter 163, Part III, Florida Statutes. Funds shall be distributed only at the direction or with the approval of the TOECRA pursuant to an adopted budget and with appropriate requisitions or purchase orders signed by the Executive Director.

6.8 Disposal of TOECRA Real Property. The acquisition, conveyance, and leasing of TOECRA property, or any interest therein, shall be consistent with section 163.380, Florida Statutes, and approved by Town of Eatonville's Council. The acquisition, conveyance, and leasing of real property by the TOECRA shall be done in accordance with the same policies and procedures applicable to the acquisition, conveyance, and leasing of real property~~liy~~ by the Town of Eatonville. The TOECRA Board shall seek to obtain market value for the sale or lease of any TOECRA-owned prope~~liy~~, or, where applicable, clearly state on the record the reason(s) that a transaction is below market value. Market value may be taken from the Orange County Property Appraiser's website (www.ocpafl.org) for properties within the Town of Eatonville.

6.9 Supervision of Accounts. The Executive Director and the TOECRA Fiscal Coordinator, subject to the direction of the TOECRA, shall have control of and be responsible for the internal supervision and control of the accounts of the TOECRA.

ARTICLE 7: COMMITTEES

7.1 Power to Create. The TOECRA Board, by resolution, may create committees to act in an advisory capacity, from time to time, as shall be necessary to carry out the functions, purposes and objectives of the TOECRA. The resolution creating an advisory committee shall provide the effective and unless otherwise delegated by resolution, the TOECRA Board shall appoint advisory committee members. In addition, such committees may be appointed by the Chair as provided in Section 3.2 herein. The advisory committee members shall not be currently serving on any other Town of Eatonville committees or boards. The advisory committee shall be made up of individuals meeting or exceeding one or more of the following criteria:

a) Currently living within the Town of Eatonville for a minimum of five (5) consecutive years;
b) Have a homestead within the Town of Eatonville;
c) Working within the financial industry (i.e., accounting, banking, investing, etc.)
d) Working within the real estate, housing or construction industry;
e) Own a business within the Town of Eatonville;
f) Representative of a major employer within the Central Florida area; and

g) Representative selected by the TOECRA Board

ARTICLE 8: AMENDMENTS

8.1 Amendments. The Bylaws of the TOECRA shall by subject to an annual review by the TOECRA Board and may be amended after an annual review 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. Amendments to these Bylaws shall require the affirmative vote of at least a majority of the TOECRA Board.

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 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 TOECRA member, officer or employee of the TOECRA; 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 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.

9.2 Insurance. The TOECRA may self-insurance or 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 TOECRA may purchase other insurance, including liability and hazard insurance, as it deems necessary and appropriate.

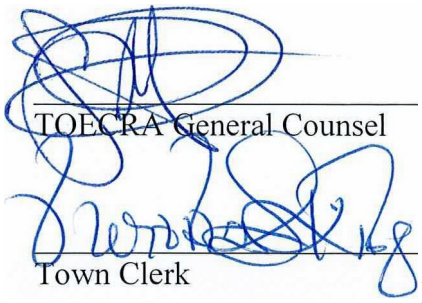
• sing TOECRA Bylaws previously adopted on July 18, 2023, and amended and adopted by the n of Revi Eatonville Community Redevelopment Agency Board on this ~~11~~ _____ day of ~~April~~ Tow _____ 202~~5~~.

4-22-25

TOECRA Chair Date

04/23/25

TOECRA Executive Director Date



TOECRA General Counsel

5/6/2025
Date

Town Clerk

5/6/2025
Date

Outlook

Bylaws Request for November Meeting

From Wanda Randolph <wrandolph@townofeatonville.org>
Date Fri 11/6/2026 6:36 PM
To Greg Jackson <flageneralcounsel@gmail.com>; Michael Johnson <mjohnson@townofeatonville.org>

Please accept my recommendations to amend items:

2.6 No changes

3.4 The Executive Director, as an employee of the Town, shall only be terminated upon a simple majority vote of the TOECRA Board present.

I reject super majority.

3.,4.1 - Ex Director is also responsible for setting and preparing the meeting agenda, not making a his or her decision on what is being placed on the agenda.
If a TOECRA member submits an item to be place on the agenda, it should not be unreasonably denied and must be relied to the TOECRA member with an explanation in writing.

3.8 TOECRA employees will be considered to be Town of Eatonville employees under the supervision of the Executive Director...

4.4.2 - Please contact me on this item when you get a chance.

Wanda D. Randolph
Councilwoman
Town of Eatonville
Office#: (407) 623-8900
Fax #: (407) 623-8919

Disclaimer: Florida has a very broad public records law. As a result, any written communication created or received by the Town of Eatonville will be made available to the public and media, upon request, unless otherwise exempt. Under Florida law, e-mail addresses are public records. If you do not want your email address released in response to a public records request, do not send electronic mail to this office. Instead, contact our office by phone or in writing.

BYLAWS OF THE
TOWN OF EATONVILLE COMMUNITY REDEVELOPMENT AGENCY
(AMENDED)

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

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BE WITHIN TOWN HALL

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3.2 Chair. The Chair shall preside at all meetings of the TOECRA and shall execute instruments in the name of the TOECRA 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 Bylaws or by Chapter 163, Part III, Florida Statutes.

3.3 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. "Disability" in this context is defined as a physical, mental, cognitive, or developmental condition that impairs, interferes with, or limits a person's ability to engage in tasks or actions or participation in typical daily activities and interactions.

3.4 Executive Director. The TOECRA shall appoint and employ an Executive Director to function as the chief administrative officer of the TOECRA, responsible for administering its business, day-to-day operations, and administer the TOECRA's budget. In addition to the duties set forth below, the Executive Director shall perform such other duties and responsibilities as may be designated by the TOECRA. The Members of the TOECRA shall not individually give orders and/or direction to the TOECRA Executive Director, either publicly or privately, but orders and/or directions shall be given to the TOECRA Executive Director by the TOECRA Board through majority vote. The TOECRA Executive

DELETE ALL THE RED HIGHLIGHTS IN SECTION 3.4

DELETE THIS SECTION ALSO

Director, as an employee of the Agency, shall only be terminated upon a super majority vote of the TOECRA Board. A super majority as stated herein requires five or more votes.

SENTENCE 3.4.1
..EXECUTIVE DIRECTOR MAY NOT HIRE AND SET COMPENSATION

3.4.1 Responsibility. The Executive Director shall be responsible for carrying out the policies established by the TOECRA and shall have general supervision over, and be responsible for, the performance of the day-to-day operations of the TOECRA. The Executive Director is also responsible for setting and preparing the meeting agendas. The Executive Director may, with the approval of the TOECRA, hire and set compensation for necessary employees of the TOECRA except as otherwise provided for herein. The Executive Director shall be responsible for preparing an annual budget for the TOECRA's approval and shall be otherwise responsible for the TOECRA's fiscal operations. The Executive Director along with the TOECREA Board shall designate a meeting time to discuss and adopt an annual budget prior to the end of the fiscal year pursuant to Chapter 218, Florida Statutes QUARTERLY BUDGET MEETING PRIOR TO END OF FISCAL YEAR

3.4.2 Vacancy. In the event of a vacancy of the Executive Director, to prevent any undue delays in the activities and work of the Agency, the TOECRA Chair may act as Executive Director for a maximum of ninety (90) days after a resolution has been passed by the TOECRA Board, or until such time that an interim or permanent Executive Director is appointed by the TOECRA Board. If the TOECRA Chair is required to serve as the acting TOECRA Executive Director, due to an ongoing vacancy, the TOECRA BOARD may approve the additional time by resolution.

3.4.3 Purchase Orders. The Executive Director shall be authorized to sign work orders and purchase orders on behalf of the TOECRA for purchases under $7, 500.00. For any work orders and/or purchase orders over $7,5010.00, but less than $25,000, the Executive Director or TOECRA Chair, in the absence of the ED, is authorized to sign work orders and/or purchase orders on behalf of the TOECRA. For any work orders and/or purchases over $25,000.00 the Executive Director shall obtain TOECRA Board Approval.

3.4.3 PURCHASE ORDER $7600 AND ALL WORK IN THE RULES OF THE TOE PROCUREMENT RULES AND LAW. DELETE ALL THE RED HIGHLIGHED CHANGES

3.5 TOECRA Secretary. The Town of Eatonville Town Clerk, or designee, shall serve as the Secretary of the TOECRA and as such shall prepare TOECRA agendas, be the custodian of all books and records of the TOECRA, keep the minutes and a recording of all votes of all TOECRA meetings, send out all notices of meetings, poll Board Members for meeting availability, and shall perform such other duties as may be designated by the TOECRA. The Town Clerk may delegate such duties to one or more individuals as a designee of the TOECRA supervised by the Town Clerk.

3.6 SHALL PRESENT MONTHLY REPORTS... AND SHALL RENDER QUARTERLY BUDGET REPORTS FOR ALL CIP PROJECTS...NO STATEMENTS BUT GENERAL LEDGER FOR ALL ACCOUNTS

3.6 TOECRA Treasurer. The TOECRA Economic Impact Manager ~~Fiscal Coordinator~~, or designee, shall serve as the Treasurer of the TOECRA to keep the financial records of the TOECRA; shall keep full and accurate accounts of receipts and disbursements of the TOECRA shall render such periodic budget reports as requested by the TOECRA; shall assist the TOECRA 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 and on behalf of the TOECRA.

3.7 GENERAL COUNSEL SHALL BE MUNICIPAL LAW QUALIFIED AND CHAPTER 163 QUALIFIED.

3.7 General Counsel. The TOECRA shall appoint and employ legal counsel to serve as General Counsel of the TOECRA. The General Counsel shall be licensed ~~in the~~ to practice ~~of~~ law in the State of Florida. The General Counsel of the TOECRA, or designee who shall also be licensed to practice law in the State of Florida, shall attend all meetings of the TOECRA and shall be responsible for the oversight of TOECRA legal affairs. All legal actions shall be authorized by the

Board of Directors

3.8 DELETED ALL RED HIGHLIGHTED AREA. AND EXECUTIVE DIRECTOR. CORRECT TO READ "~~ONLY~~ THE TOECRA BOARD IS AUTHORIZED TO HIRE,,,ETC'"

3.8 Employees, Agents and Consultants. ~~In accordance with the Town of Eatonville policies,~~ ~~t~~The Executive Director of the TOECRA, with the approval of the TOECRA, ~~may~~ is authorized to hire, retain, and engage such employees, agents, consultants, experts, attorneys and specialists, as deemed necessary. Unless otherwise noted, TOECRA employees ~~will be considered to be Town of Eatonville~~ are employees of the TOECRA under direct supervision of the Executive Director. The TOECRA Board or its individual member shall deal with TOECRA employees, agents, consultants, experts, attorneys and specialist solely through the Executive Director. The TOECRA shall have authority to enter into Interlocal Agreements with the Town for services throughthe town for any reason deemed necessary by the TOECRA Board for the efficient conduct of the Agency.

ARTICLE 4: MEETINGS

4.1 Regular Meetings. The TOECRA shall hold regular meetings on a day, time and place designated by the TOECRA Board. All TOECRA meetings are public meetings that shall be held in accordance with the requirements of section 286.011, Florida Statutes.

4.4.2 DELETE THE RED HIGHLIGHTS;;;LEAVE "NO OTHER BUSINESS SHALL BE CONSIDERED AT SUCH MEETING.

4 4.2 Special Meetings. The Chair, any three (3) Board members, or the Executive Director of the TOECRA may call for a special meeting at a reasonable time and place by requesting the Town Clerk to arrange for and give no less than 72-hours' notice of such special meeting. The Town Clerk shall not schedule any special meeting that does not meet this requirement without the authorization of the TOECRA Chair or Executive Director. Meeting shall be identified as such in notifications and no other business shall be considered at such meeting.

4.3 Emergency Meetings. Emergency meetings of the TOECRA may be called with 24-hour notice or as soon as practicable by the Chair or the Executive Director through the Town Clerk via personal or telephonic notice to Board members, ~~specifying the time and place of the emergency meeting and the business to be transacted.~~ Emergency meetings shall be identified as such in notifications and no other business shall be considered at such meeting. Prior public notice shall not be required but shall be provided as soon as feasibly possible

DELETE THE 4.3(A)(B)(C)

consistent with 386.0114 or legal necessity.

SHAL PROVIDE NOTICE AND DOCUMENTS FOR REGULAR MEETING

4.4 Notice of Meetings. The Town Clerk ~~will mail or deliver written~~ shall provide notice of each regular meeting to Board members at least seven (7) days prior to ~~such~~ a regular 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 Bylaws, "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 Town and County officials, and the news media. Notice of emergency meetings shall be provided to the public, appropriate Town and County officials, as is reasonable under the circumstances. Notice of all meetings shall be posted at Eatonville Town Hall. Notice is not required for any non-voting matters to be addressed by the Board.

4.5 Place of Meetings. Unless otherwise noted in the meeting announcement notice, all TOECRA Board meetings (Regular, Special, or Emergency) shall be held in the Town of Eatonville Town Council Chambers, located at 307 ~~West~~ East Kennedy Boulevard, Eatonville, FL 32751.

4.6 Quorum and Voting. Four (4) TOECRA Board members present shall constitute a quorum for the purpose of conducting business and to address matters requiring a vote by the Board. When a quorum is present, the TOECRA may act by a vote of a majority of the Board members present, unless otherwise provided by law or these Bylaws. 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. TOECRA Board member should abstain from voting under the following circumstances: direct personal interest, precuniary interest, or conflict of interest.

4.6 DELETE THE RED HIGHTLIGHT.

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 Bylaws and, during the course of said meeting, it is recessed to a future time, the recessed meeting shall not be later than the next regular meeting, and any such recessed meeting shall not be held at any hour or time other than as specified.

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

4.10 DELETE ALL THE RED COMMENTS,

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 TOECRA Board in accordance with law and within the constraints of time and relevance as determined by the Chair. For public comment, individual shall be granted three (3) minutes to speak. In the event that an individual yields his or her time for public comment to another individual, only one minute (1) of that speaker time may be added to another individual's time for public comment, for a total of four (4) minutes. No individual shall receive yielded time from more than one individual who has been recognized to make public comment. An individual receiving yielded time from another individual recognized to give public comment, must announce the additional time prior to his or her public comment commencing. Any communicationshall be given to the clerk and made part of the public record.

4.11 Agendas. The TOECRA Board will normally follow its printed or typed agenda for the order of business at each meeting. The Executive Director, Town Clerk or other appointed staff shall provide TOECRA Board Members with the TOECRA Agenda and packet materials for each Regular Meeting, ~~one (1)~~ seven (7)~~week~~ days prior to the scheduled meeting. The Chair, if there is no objection from TOECRA 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.

4.11 IF THE MATERIAL IS NOT PROVIDED SEVEN DAYS PRIOR TO THE MEETING THE , THE AGENDA ITEM WILL BE MOVED TO A WORKSHOP. NOT VOTE IS REQUIRED IF THE DOCUMENTS ARE NOT PROVIDED PRIOR TO THE 7 DAYS.

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 TOECRA (i.e., Memoranda of Understanding, Interlocal Agreements, etc.) shall be executed by the Chair and attested to by the Secretary. In the absence of the Chair, the Vice Chair, or designee approved by the TOECRA Board may execute such instruments.

5.2 Purchasing Procedures. Except as may be required by law or when required by ~~the Board of~~ the TOECRA Board, the purchasing policies and procedures of the TOECRA shall be the same as the purchasing policies and procedures applicable to the Town of Eatonville with all limits and authorities. All references and authorities in the purchasing policies and procedures applicable to the Town Chief Administrative Officer shall be applicable to the TOECRA Executive Director for

5.2 PLEASE REVIEW THE PURCHASING POLICY. BECAUSE THE TOECRA HAS NOT FOLLOWED THE PURCHASING POLICY PER THE PROCUREMENT RULES.

the purposes of the foregoing.

ARTICLE 6: FISCAL MATTERS

6.1 Fiscal Year. The fiscal year of the TOECRA shall begin on October 1 and end on September 30 of each year. The Executive Director shall post on the TOECRA website the proposed fiscal budget on or before September 30 of each year.

6.2 EXEC DIR SHALL PROVIDE MONTHLY FINANCE BALANCE AND A QUARTERLY BUDGET.

6.2 Budget. The Executive Director shall prepare an annual budget and work program for the TOECRA Board's approval for each fiscal year, and such other budgets as the TOECRA Board may determine. The TOECRA annual budget shall be completed in time for inclusion within the Town of Eatonville's budget and the TOECRA shall adopt the budget by Resolution. ~~and recommend acceptance to the Town of Eatonville.~~

6.3 Accounting Practices. The TOECRA 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 TOECRA shall provide a copy of such report(s) to each taxing authority contributing to the Redevelopment Trust Fund, the Florida Auditor General and the Florida Department of Financial Services via registered mail. The annual audit will be performed by the same independent auditor used by the Town for its annual audit or the TOECRA Board may elect to contract with a different independent auditor(s). The audit may be accomplished in conjunction with the Town'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 TOECRA's component is presented as a separate (fund(s) in the report.

6.5 Annual Report. The TOECRA shall file with the Town of Eatonville, 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 TOECRA shall publish in a newspaper of general circulation in the Town a notice to the effect that such report has been filed with the Town and that the report is available for inspection during business hours in the office of the Town Clerk and/or in the TOECRA's principal office. Community Redevelopment Agencies in the State of Florida are required by law to prepare the following five (5) annual reports:

- Annual Audit (Can be independent of the creating entity or included in the creating entity's audit)(www.myflorida.com/audgen);
- Annual Fees and Updates of 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)
- Comprehensive Annual Financial Report (http://myfloridacfo.com/division/aa/local-governments)
- Annual March 31 Report to the public (posted online); and
- Annual Budget (proposed and adopted) and Board, contact information updated and posted each September on the Community Redevelopment Agency's website.

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

6.7 Maintenance and Disbursement of Funds. All expenditures of the TOECRA shall be in accordance with adopted procedures of the TOECRA and Town, adhering to all applicable laws, the TOECRA adopted budget, fund requirements and the TOECRA Plan for purposes permitted by Chapter 163, Part III, Florida Statutes. Funds shall be distributed only at the direction or with the approval of the TOECRA pursuant to an adopted budget and with appropriate requisitions or purchase orders signed by the Executive Director.

6.8 Disposal of TOECRA Real Property. The acquisition, conveyance, and leasing of TOECRA property, or any interest therein, shall be consistent with section 163.380, Florida Statutes, and approved by Town of Eatonville's Council. The acquisition, conveyance, and leasing of real property by the TOECRA shall be done in accordance with the same policies and procedures applicable to the acquisition, conveyance, and leasing of real property ~~1iy~~ by the Town of Eatonville. The TOECRA Board shall seek to obtain market value for the sale or lease of any TOECRA-owned prope1iy, or, where applicable, clearly state on the record the reason(s) that a transaction is below market value. Market value may be taken from the Orange County Property Appraiser's website (www.ocpafl.org) for properties within the Town of Eatonville.

6.9 Supervision of Accounts. The Executive Director and the TOECRA ~~Fiscal Coordinator~~ Fiscal Impact Manager, subject to the direction of the TOECRA, shall have control of and be responsible for the internal supervision and control of the accounts of the TOECRA.

6.9 ALSO WILL HAVE TO PROVIDE AN UPDATED MONTHLY ON ALL CIP PROJECTS AND EACH PROJECT SHALL IT OWN INDIVIDUAL BUDGET AND THE FUNDS SHALL NOT BE HELD IN THE GENERAL FUND.. PLEASE REVIEW THE AUDITOR REQUEST.

ARTICLE 7: COMMITTEES

7.1 Power to Create. The TOECRA Board, by resolution, may create committees to act in an advisory capacity, from time to time, as shall be necessary to carry out the functions, purposes and objectives of the TOECRA. The resolution creating an advisory committee shall provide the effective and unless otherwise delegated by resolution, the TOECRA Board shall appoint advisory committee members. In addition, such committees may be appointed by the Chair as provided in Section 3.2 herein. The advisory committee members shall not be currently serving on any other Town of Eatonville committees or boards. The advisory committee shall be made up of individuals meeting or exceeding one or more of the following criteria:

a) Currently living within the Town of Eatonville for a minimum of five (5) consecutive years;
b) Have a homestead within the Town of Eatonville;
c) Working within the financial industry (i.e., accounting, banking, investing, etc.)
d) Working within the real estate, housing or construction industry;
e) Own a business within the Town of Eatonville;
f) Representative of a major employer within the Central Florida area; and

g) Representative selected by the TOECRA Board

ARTICLE 8: AMENDMENTS

8.1 Amendments. The Bylaws of the TOECRA shall by subject to an annual review by the TOECRA Board and may be amended after an annual review 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. Amendments to these Bylaws shall require the affirmative vote of at least a majority of the TOECRA Board.

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 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 TOECRA member, officer or employee of the TOECRA; 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 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.

9.2 Insurance. The TOECRA may self-insurance or 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 TOECRA may purchase other insurance, including liability and hazard insurance, as it deems necessary and appropriate~~,~~.

9.3 Signing, TOECRA Bylaws previously adopted on ~~July 18, 2023~~ April 23, 2025, and amended and adopted by the Town of Eatonville Community Redevelopment Agency Board on this ~~11~~ 15th day of October 2026.

_____ _____

Ruthi Critton, Chair Date

_____ _____

TOECRA Executive Director Date