

EXHIBIT A

AMENDED AND RESTATED  
BY-LAWS  
OF  
HALLANDALE BEACH  
COMMUNITY REDEVELOPMENT AGENCY

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AMENDED AND RESTATED  
BY-LAWS  
OF  
HALLANDALE BEACH  
COMMUNITY REDEVELOPMENT AGENCY

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

These Amended and Restated By-Laws amend and restate the By-Laws of the City of Hallandale Beach Community Redevelopment Agency approved pursuant to Resolution 2012-05 on March 12, 2012. These By-Laws address the administration and management of the Hallandale Beach Community Redevelopment Agency. If a conflict arises between these By-Laws and any provision of Florida Statutes including Chapter 163, Part III, Florida Statutes, or the Interlocal Cooperation Agreement dated November 26, 1996 between Broward County, the City and the Agency then, in that event, the statute or Interlocal Cooperation Agreement shall prevail.

ARTICLE 1

GENERAL

1.1 Establishment and Name. Pursuant to Chapter 163, Part III, Florida Statutes, the City Commission of the City of Hallandale Beach, Florida (the "City"), as the City's governing body, established a community redevelopment agency known as Hallandale Beach Community Redevelopment Agency (the "CRA").

1.2 Purpose and Objectives. The purpose of the CRA is to formulate a workable program for utilizing appropriate private and public resources to eliminate and prevent the development or spread of slum and blighted areas within the City.

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

1.4 Members and Terms. In accordance with Section 163.357(1), Florida Statutes, the City Commission of the City has designated itself as the governing board of the CRA. Reference to the members of the CRA as a whole shall be "Board of Directors", "Directors," or "CRA Board". An individual member of the CRA shall be referred to as a "Director"

1.5 Compensation. The Directors shall serve without compensation from the CRA, but shall be entitled to reimbursement for their actual and necessary expenses incurred in the discharge of their duties for the CRA. Requests for reimbursement shall be subject to the requirements of applicable law.

## ARTICLE 2

### OFFICERS AND EMPLOYEES

2.1 Officers. The officers of the CRA shall be a Chair, Vice-Chair and Directors.

2.2 Chair. The Mayor/Acting Mayor of the City shall serve as Chair of the CRA. The Chair shall preside at all meetings of the CRA and shall execute instruments in the name of the CRA as may be required, and shall have general supervision, direction and control over the business and operations of the CRA.

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

2.4 Executive Director. The Board shall appoint an Executive Director of the CRA. The Executive Director shall serve without compensation, provided the CRA may reimburse the City for the Executive Director's services.

2.4.1. General. The Executive Director shall be the chief operating officer of the CRA.

2.4.2. Responsibility. The Executive Director shall be responsible for the day to day administrative activities of the CRA, including agenda preparation, coordination with the CRA General Counsel and City departments; supervising employees; be responsible for the effectuation of the CRA's policies, the authorization and certification of budgets and related documents involved in the financial affairs of the CRA; be responsible for negotiating development agreements and land deals for the CRA; coordinate redevelopment efforts with federal, state, county and city agencies; be responsible for CRA project coordination and staffing CRA meetings and workshops; direct multi-faceted loan or incentive programs and all other activities of the CRA, including the supervision of staff and consultants to the CRA.

2.4.3. Property Negotiations. The Executive Director may evaluate and negotiate for the CRA to acquire appropriate parcels of property in accordance with approved CRA redevelopment plans, applicable law and CRA actions.

2.5 Secretary.

The City Clerk shall be the Secretary of the CRA. The Secretary shall perform or be responsible for supervision of performance of the following functions: keeping the records of the CRA; recording minutes of the meetings of the CRA and recording all votes; keeping a journal of proceedings of the CRA; keeping in safe custody the seal of the CRA and with the power to affix such seal to all contracts and instruments authorized to be executed by the CRA and to all necessary certifications of records of official proceedings; maintain a record of all official proceedings of the City relevant to the CRA; and such other duties as the CRA shall determine and assign. The Secretary shall serve without compensation; provided however, the CRA may reimburse

the City for the Secretary's services pursuant to an Interlocal Agreement between the City and the CRA.

## 2.6 Treasurer.

The Finance Director of the City shall be the Treasurer for the CRA. The Treasurer shall keep the financial records of the CRA's operating budget; keep full and accurate accounts of receipts and disbursements of the CRA; have custody of all operating funds of the CRA; assist the Executive Director in the preparation of a proposed budget; make and file all financial reports and statements necessary to be made and filed by the CRA pursuant to provisions of Chapter 163, Part III, Florida Statutes; and file such reports and statements with the Executive Director and Secretary of the CRA, and all appropriate State and local government agencies. The Treasurer shall serve without compensation, provided however, the CRA may reimburse the City for the Treasurer's services pursuant to an Interlocal Agreement between the City and CRA.

## 2.7 Budget Officer.

The Budget Director of the City shall be the Budget Officer for the CRA. The Budget Officer shall keep the financial records of the CRA's operating budget; render semi-annual budget reports to the CRA; assist the Executive Director in the preparation of a proposed budget and CRA Annual Report; assist the Treasurer as necessary in order to make and file all financial reports and statements necessary to be made and filed by the CRA pursuant to provisions of Chapter 163, Part III, Florida Statutes; and file such reports and statements with the Executive Director and Secretary of the CRA, and all appropriate State and local government agencies. The Budget Officer shall serve without compensation, provided however, the CRA may reimburse the City for the Budget Officers services pursuant to an Interlocal Agreement between the City and CRA.

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

## 2.9 Employees, Agents and Consultants.

### 2.9.1. Hiring.

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

### 2.9.2. Employment and Personnel Policies.

The City is to provide personnel services through an approved Interlocal Agreement (ILA) which shall include but not be limited to, staff recruitment, training and compliance; record retention with respect to personnel actions and such other personnel services as may be needed. All employees of the HBCRA shall be entitled to participate in all benefit programs afforded to City employees. The HBCRA adopts the City's Personnel Policies as such may be amended from time to time. The CRA may reimburse the City for the personnel services pursuant to an Interlocal Agreement between the City and the CRA. The CRA reserves the right to amend or adjust these policies as they pertain to the CRA in writing and with approval of the Executive Director in a manner that best suits the CRA.

### 2.10 Policies and Procedures.

The CRA adopts the City's Procurement, Finance and Human Resources Policies and Procedures as such may be amended from time to time. The CRA reserves the right to amend or adjust these policies as they pertain to the CRA in writing and with approval of the Executive Director in a manner that best suits the CRA. The City is to provide procurement, finance and human resources services to the CRA. The CRA may reimburse the City for the procurement, finance and human resources services pursuant to an approved Interlocal Agreement (ILA) between the City and the CRA.

## ARTICLE 3

### MEETINGS

3.1 Regular Meetings. The CRA shall hold a regular meeting at least four times each fiscal year on a day and at a time and place to be designated from time to time by the Board.

3.2 Special Meetings. The Chair, the Executive Director or any other two (2) Directors of the CRA may require the calling of a special meeting at a reasonable time and place by requesting the Executive Director to arrange for and give notice of such special meeting.

3.3 Emergency Meetings. Emergency meetings of the CRA may be called at any time and place by the Chair or by a majority of the Board or by the Executive Director providing personal or telephonic notice to Board, specifying the time and place of the emergency meeting and the business to be transacted. No other business shall be considered at such meeting.

3.4 Notice of Meetings. The Executive Director will mail or deliver written notice of each regular meeting to CRA Board at least three (3) days prior to such meeting. Written notice of any special meeting shall be mailed or delivered at least two (2) days prior to such meeting. The notice of any special meeting shall set forth the purpose of the special meeting and no other business shall be conducted at that meeting. Notice of all special and regular meetings shall be provided to the public,

appropriate City officials and the news media. Notice of emergency meetings shall be provided to the public, appropriate City officials and the news media as is reasonable under the circumstances.

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

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

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

## ARTICLE 4

### CONTRACTS

4.1 Execution of Instruments. Legal instruments of the CRA shall be executed by the Executive Director, attested by the Secretary and the form of any such instrument shall be previously approved by the General Counsel or duly authorized designee provided; however, that where by resolution of the Board, the execution of instruments is delegated to another person, such instrument may be executed in the manner provided by such resolution. Notwithstanding the foregoing, Board approval is not required for, and the Executive Director is authorized to execute all legal instruments on behalf of the CRA, which (a) are not a result of the appropriations process and are in the best interest of the CRA, and (b) do not exceed his or her purchasing authority.

4.2 Real Property Acquisition and Disposition. The acquisition, conveyance and leasing of real property by the CRA shall be done in accordance with Policy 2027.11 (Real Estate Acquisition, Disposition and Lease Policy), and in accordance with Florida Statute 163.380 titled "Disposal of Property in the Community Redevelopment Area" as both may be amended from time to time.

4.3 Purchasing Goods and Services. Except for employment contracts as provided for elsewhere in these By-Laws, and for purchases that must be made under specific requirements of law or the CRA Board, the Executive Director or his written designee(s) may procure goods or services up to and including Fifty Thousand Dollars (\$50,000) per purchase or contractual agreement and up to and including Twenty Five

Thousand (\$25,000) for consulting services. It is the intent of this provision that the amount of disbursement to a vendor providing goods or a contractor providing services not singularly or cumulatively exceed Fifty Thousand Dollars (\$50,000), or Twenty Five Dollars (\$25,000) for consulting services, without the approval by motion of the CRA Board. The CRA Board must approve by motion all procurements for goods or services in excess of Fifty Thousand Dollars (\$50,000), and Twenty Five Thousand Dollars (\$25,000) for consulting services. Except as provided, nothing contained herein is intended to limit the authority of the Executive Director or the CRA Board from procuring goods or services under the terms and conditions of a third party contract procured by another unit of state or local government when deemed in the best interest of the CRA.

## ARTICLE 5

### FISCAL MATTERS

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

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

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

5.4 Annual Audit. The Executive Director shall arrange for an independent financial audit of the Redevelopment Trust Fund each fiscal year and a report of such audit by an independent certified public accountant in accordance with the provisions of Section 163.387(8), Florida Statutes. The CRA shall provide a copy of such report to each taxing authority contributing to the Redevelopment Trust Fund. The auditors shall be selected by the Board. The auditor of the CRA may be the same auditor doing the annual audit of the City.

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

5.6 Bonding of Officers and Employees. The CRA may require that any or all Directors and employees be required to post bond for faithful performance of duty. The CRA shall pay bonding costs for all such bonds it requires. The Executive Director



shall be bonded in an amount not less than the amount that the Executive Director is authorized to procure goods or services without the approval of the CRA Board.

5.7 Maintenance and Disbursement of Funds. All funds of the CRA shall be used only for purposes permitted by applicable law. Funds shall be distributed only at the direction or with the approval of the CRA Board or as provided for in accordance with these By-Laws, and pursuant to an adopted budget. All funds disbursed shall be supported by appropriate requisitions signed by the Executive Director. Notwithstanding the foregoing, except for employee compensation, no single or cumulative obligation requiring a disbursement in excess of Fifty Thousand Dollars (\$50,000) to any one individual, person or corporate entity shall be made unless specifically approved by the CRA Board.

5.8 Supervision of Accounts. The Executive Director, subject to the direction of the CRA Board, shall have control and be responsible for the internal supervision and control of the accounts of the CRA. The Executive Director may assign a member of the CRA staff to assist in carrying out this responsibility. The Executive Director may delegate the power to sign checks or otherwise disburse the funds of the CRA; provided, the CRA Board of Directors may approve a designee recommended by the Executive Director under such terms and circumstances, including the absence or incapacitation of the Executive Director, as may be prescribed. The Executive Director or their designee shall have the authority to sign all checks or authorize all electronic fund transfers to pay for the obligations of the CRA as provided in accordance with these By-Laws, the approved budget, approved contracts, and the specific actions of the CRA.

## ARTICLE 6

### ADVISORY COMMITTEES

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

## ARTICLE 7

### AMENDMENTS

7.1 Amending. The By-Laws of the CRA may be amended after hearing one (1) reading of the proposed amendments, with the final amendment adopted by an affirmative vote of no less than a majority of the Directors present at a regular or special

meeting of the CRA Board. No such amendment shall be adopted unless at least two (2) days written notice thereof has been previously given to the Directors.

## ARTICLE 8

### INDEMNIFICATION AND INSURANCE

#### 8.1 Indemnification of the CRA, its Directors, Officers, and Employees.

The CRA shall indemnify its Directors, officers, employees or other persons serving at the request of the CRA in connection with any action, suit or proceeding, civil or criminal, actual or threatened, to which he or she shall be made a party or is threatened to be made a party by reason of his or her being or having been, or by reason of any actual or alleged acts performed or omitted to be performed in connection with his being or having been a Director, officer or employee of the CRA or person serving at the request of the CRA against all expenses (including, but not limited to, attorney's fees, judgments and payments in settlement) actually incurred; provided, however, that no person shall be so indemnified or reimbursed in relation to any matter in such action, suit or proceeding as to which he or she shall finally be adjudged to have been guilty of a criminal act or liable for gross negligence or willful misconduct in the performance of his or her duties to the CRA; and provided further, that no person shall be so indemnified or reimbursed in relation to any matters in such action, suit or proceeding which has been made the subject of a compromise settlement except with the approval of a court of competent jurisdiction, or the CRA acting by vote of Directors not parties to the same or substantially the same action, suit or proceeding, constituting a majority of the remaining Directors. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which such person, his heirs, executors or administrators may be entitled as a matter of law.

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

Adopted on February \_\_\_\_, 2018 by the CRA Board of the Hallandale Beach Community Redevelopment Agency.