BYLAWS OF
TALLAHASSEE DOWNTOWN IMPROVEMENT AUTHORITY

The Tallahassee Downtown Improvement Authority exists by the authority of Chapter 2003-356, Laws of Florida, a copy of which is attached to these bylaws and by incorporation made a part hereof.

ARTICLE I
MEETINGS OF BOARD

1. The regular monthly meeting of the Board shall be held at a time and place each month set by the Board.

2. The Board will meet routinely based upon an adopted meeting schedule.

3. The Board will have all meetings noticed as required by law, open to the public, and will ensure agendas and minutes are available to the public according to State "sunshine" laws.

4. Special meetings of the Board may be called for any purpose or purposes at any place in the City of Tallahassee, at any time, by call of the Chairperson, or by at least three of the members of the Board. Notice of such special meetings shall be given at least three (3) days prior to the date of such meeting, except emergency meetings upon call of Chairperson.

5. Emergency meetings may be held on call of the Chairperson so long as the Chairperson or Secretary also notifies the public and/or press of the meeting in sufficient time to attend.

6. A quorum at any meeting of the Board shall consist of a majority of the Board, including the ex officio members (who serve as voting members), but fewer than a quorum may adjourn from time to time and may compel the attendance of absent members. Any action of the Board shall be by simple majority of the membership in attendance.

7. Board members may attend a Board meeting via telephone or electronic transmission in special circumstances on approval of a majority of the members of the Board present and as long as all members participating in the meeting are able to hear one another. A member attending via telephone or electronic transmission may vote on matters presented at the meeting but shall not be counted for determination of a quorum.

8. The annual meeting of the Board shall be held during the month of June each year. At such time officers for the ensuing year shall be elected, a report of the past year's activities presented, and the budget for the ensuing year formally adopted.

ARTICLE II
BOARD VACANCIES

1. A member's position shall become vacant when:

a. A member is absent from 33% of the regularly scheduled meetings in a given calendar year, regardless if such absence is excused or unexcused. All absences will be duly recorded in the meeting summary. Absences from emergency or special called meetings will not be recorded against a member in calculating the percent of absences; or

b. A member is absent three (3) consecutive meetings, unless the member is excused by the Chairperson pursuant to paragraph 2 below; or

c. When the Board is notified by staff that a member no longer meets the membership requirements; or

d. When a member's term expires; or

e. When a member resigns; or

f. When a member is removed by the City Commission as provided in Chapter 2003-356, Laws of Florida.

2. Special exceptions on the removal of members for absences may be made by the Chairperson of the Board when the absences are due to health, time-limited extenuating circumstances, or other extraordinary circumstances, and the absences do not affect the ability of the Board to maintain a quorum.

3. The Chairperson of the Board shall give prior notice to a member before declaring his/her position to be vacant due to failure to meet the attendance requirements.

4. The Chairperson of the Board shall immediately, upon receipt of a resignation or when advised of a vacancy, notify the Mayor. It will be the responsibility of the Mayor to insure an appointment will occur within thirty (30) days of notification. If an appointment is not made within thirty (30) days by the Mayor, the Board shall have the authority to request an appointment be agendaed for the next available commission meeting.

ARTICLE Ill
OFFICERS

1. The officers of the Board shall be a Chairperson, Vice-Chairperson, Secretary, and a Treasurer and such other officers as may be deemed necessary.

2. The Chairperson shall preside at all meetings, shall have general supervision of the affairs of the Board, shall make reports to the Board and to the City Commission of the City of Tallahassee, shall execute all instruments in the name of the Board and shall inscribe the seal where necessary or required, and perform all other duties as are incident to his office or are properly required of him/her by the Board. The Chairperson shall be elected by the Board annually for a term of one (1) year, unless sooner removed by the Board, and shall hold office until a successor is elected.

3. The Vice-Chairperson in the absence, disqualification or disability of the Chairperson, or at his/her direction, shall exercise all of the functions of the Chairperson; and in any case so far as the dealings by third-parties with the Board are concerned, the Vice-Chairperson shall have equal authority with the Chairperson to bind the Board. The Vice-Chairperson shall be elected by the Board annually for a term of one (1) year, unless sooner removed by the Board, and shall hold office until a successor is elected.

4. The Secretary shall have custody of and maintain all the Board records except the financial records; shall record the minutes of all meetings, send out all notices of meetings, and perform such other duties as may be prescribed by the Board or the Chairperson. Minutes of each meeting shall be approved by the Chairperson and filed with the City Treasurer-Clerk. The Board shall designate an employee of the Tallahassee Downtown Improvement Authority to serve as Secretary.

5. The Treasurer shall have custody of all Board funds and financial records, shall keep full and accurate accounts of receipts and disbursements and render account thereof at the annual meeting of the Board and whenever else required. The Board or Chairperson shall perform such other duties as may be prescribed by the Board or Chairperson. The Treasurer-Clerk of the City of Tallahassee shall automatically serve as Treasurer until and unless the City Commission shall direct him/her otherwise.

6. The Executive Director shall be the Chief Executive Officer of the corporation and shall be responsible for the day to day activities of the Board. He/she shall make studies and investigations, compile reports, and generally carry out the functions of the authority under the direction and guidance of the Board. He/she shall serve at the pleasure of the Board and shall be compensated at a salary set by the Board, but not to exceed the highest salary paid to other non-elective city employees. He/she shall be entitled to reimbursement for (his/her) ordinary and necessary expenses incurred in carrying out (his/her) duties. The Executive Director shall not be a member of the Board.

7. The Board may employ and prescribe the compensation for such other employees and independent contractors as may be necessary to carry out its duties and functions. No such employee or independent contractor shall be a member of the Board.

8. Any of said officers may be removed from office for malfeasance in office or conduct prejudicial to the Board by the vote of not less than three-fifths (3/5ths) of the whole membership of the Board at any regular or special meeting of the Board. Provided, however, that any officer so sought to be removed shall be given not less than ten (10) days' notice in writing of the charges to be preferred against him/her, and be given an opportunity to refute the same before the Board.

ARTICLE IV
SEAL

The corporate seal of the authority shall consist of two concentric circles, between which is the following: TALLAHASSEE DOWNTOWN IMPROVEMENT AUTHORITY, and in the center shall be inscribed: "A Body Corporate 1972."

ARTICLE V
FUNDS

1. The fiscal year of the Board shall run from October 1 of each year to September 30 of the following year.

2. Prior to August 1 of each year, the Board shall prepare a budget for the next fiscal year, which said budget shall be prepared in the same manner and contain the same information as those prepared by the City of Tallahassee. After adoption by the Board, the Budget shall be submitted to The City Commission of the City of Tallahassee for its approval but approval of no other officer or body of the City shall be required.

3. All funds of the Board shall be received, held and secured like other public funds by the appropriate fiscal officers of the City. The funds of the authority shall be maintained under a separate account and shall be disbursed only by direction or approval of the Board pursuant to requisitions signed by the Chairperson or Vice-Chairperson and countersigned by the Executive Director. Warrants for the payment of obligations and expenses of the Board shall be signed by the Chairperson and Treasurer of the Board.

4. An independent certified accountant shall perform an external audit of the financial statements of the Tallahassee Downtown Improvement Authority each year. The independent certified accountant shall have no personal interest, direct or indirect, in the fiscal affairs of the corporation. The external audit may be performed as part of an audit of the financial statements for the City of Tallahassee. A copy of this audit shall be filed with the City Treasurer-Clerk within ninety (90) days after the end of each fiscal year.

ARTICLE VI
AMENDMENTS

1. The Board may amend these bylaws consistent with the implementing legislative act creating the Board by majority vote of the Board if the text of the proposed amendment has been read at least once at a previous regular meeting.

2. No amendment to these bylaws shall become effective until approved by the City Commission.

This amendment to the DIA bylaws approved by the DIA on April 11, 2016.

This amendment to the DIA bylaws approved by the City Commission on April 27, 2016.

TALLAHASSEE DOWNTOWN IMPROVEMENT AUTHORITY

By: _____
~~Scott Dick~~ Kim Rivers
Chairperson

CITY OF TALLAHASSEE

By: _____
Andrew D. Gillum
Mayor

ATTEST:

By: _____
James O. Cooke, IV
City Treasurer-Clerk

APPROVED AS TO FORM

By: _____
Lewis E. Shelley
City Attorney

Attachment: Chapter 2003-356, Laws of Florida

CHAPTER 2003-356

House Bill No. 981

An act relating to the Tallahassee downtown improvement authority as a body corporate; codifying, reenacting, amending, and repealing chapters 71-935 and 91-394, Laws of Florida; providing a popular name; providing definitions; providing a statement of policy and legislative findings; prescribing the boundaries of the downtown area; prescribing the number, qualifications, term, and methods of appointment and removal of members; providing for filling vacancies in office, for service without compensation, for reimbursement of expenses, for bonding, and for personal liability in certain instances; providing for bylaws and internal governance of the board, prescribing its functions and powers, including powers to acquire, own, lease, and dispose of property, to request the City of Tallahassee to exercise its eminent domain power for public purposes, to issue, sell, and provide security for revenue certificates, to borrow on short term, to fix, regulate, and collect rates and charges, to maintain offices, to employ and prescribe the duties, authority, tenure, compensation, and expense reimbursement of a director and other staff, and to exercise all necessary incidental powers; prescribing for the city to levy in each fiscal year an ad valorem property tax of not more than 1 mill to finance board operations; providing for assessment and collection thereof by the city; requiring maintenance of records, budget, and fiscal control; forbidding participation on behalf of the board by personnel financially interested in the matter involved; providing for succession by the city to the property and certain functions of the board if it ceases to exist or operate; regulating issuance of board revenue certificates; prescribing scope of this act; providing for a freeholders' election, and providing for its liberal construction and severability; providing an effective date.

Be It Enacted by the Legislature of the State of Florida:

Section 1. Pursuant to section 189.429, Florida Statutes, this act constitutes the codification of all special acts relating to the Tallahassee downtown improvement authority act. It is the intent of the Legislature in enacting this law to provide a single, comprehensive special act charter for the district, including all current legislative authority granted to the district by its legislative enactments and any additional authority granted by this act.

Section 2. Chapters 71-935 and 91-394, Laws of Florida, relating to the Tallahassee downtown improvement authority are codified, reenacted, amended, and repealed as provided herein.

Section 3. The charter for the Tallahassee downtown improvement district is re-created and reenacted to read:

Section 1. Popular name.—This act shall be known by the popular name the "Tallahassee downtown improvement authority act."

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Section 2. Definitions and rules of construction.—Unless qualified in the text, the following definitions and rules of construction shall apply hereto:

(1) "Board" means the Tallahassee downtown improvement authority hereby created, and any successor to its functions, authority, rights, and obligations.

(2) "City" and "Tallahassee" mean the City of Tallahassee, Florida.

(3) "City commission" means the Tallahassee city commission and any succeeding governing body of the city.

(4) "Downtown" and "downtown area" mean the area established by the city commission as set forth herein and to which this act primarily relates, including the central business district and its environs.

(5) "Herein," "hereby," "hereof," and similar compounds refer to the entire act.

(6) "Including" shall be constructed as merely introducing illustrative examples and not as limiting in any way the generality of the inclusive term.

(7) "Majority" without qualification means a majority of a quorum.

(8) "Mayor" means the Mayor of the City of Tallahassee.

(9) "State" means the State of Florida.

(10) "Freeholder" for the purposes of this act means any owner of real property in the downtown area not wholly exempt from ad valorem taxation, whether individual, corporation, trust, estate, or partnership residing or with its principal place of business located in the United States of America.

Section 3. Statement of policy and legislative findings.—

(1) It is the policy of the state to make it possible for the city to revitalize and preserve property values and prevent deterioration in the downtown area by a system of self-help to correct the commercial blight of such deterioration as has developed there. The board hereby created is intended to provide a vehicle whereby property owners who will benefit directly from the results of such a program will bear the substantial cost thereof and thereby local problems may be solved on the local level through the use of machinery provided by local government.

(2) The Legislature hereby finds and declares that among the many causes of such commercial blight in the downtown area are the following: automobile traffic flow is strangled by outmoded street patterns, proliferation of uncoordinated uses and parking areas, unsuitable topography, faulty lot layouts, fragmentation of land uses and parking areas necessitating frequent automobile movement, lack of separation of pedestrian areas from auto traffic, lack of separation of vehicle traffic lanes and railroad traffic, air pollution, and excessive noise levels from strangled auto traffic. Voluntary cooperation for coordinated development has limitations because of frag-

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mentary ownership, distant absentee ownership and unusual conditions of title, and other conditions.

(3) The downtown area is plagued with vacant and deteriorating buildings which are neglected and produce a depressing atmosphere. Many businesses of all types have left the area for new locations in suburban shopping centers and few businesses have entered to take their places. The oldest commercial structures in the city are in this area and some are obsolete, of inferior construction, and incompatible with modern functional design as is featured in competitive shopping centers.

(4) The area now has few residences and many of the residences which do exist are undersized and of inferior construction which would not be permitted for new construction under the city's building code. It is in some instances a proper function of government to remove blight and blighting influences from commercial areas. The police power may be inadequate to accomplish this purpose. One effective device for removal of the blight of the downtown area is the planning and implementation of planning for appropriate land use, beautification, continuity of planning and aesthetic and technical design concepts, and removal of deteriorated and obsolescent structures.

(5) The Legislature further finds and declares that the provisions of this act and the powers afforded to the board are desirable to guide and accomplish the coordinated, balanced, and harmonious development of the downtown area in accordance with existing and future needs; to promote the health, safety, and general welfare of the area and its inhabitants, visitors, property owners, and workers; to establish, maintain, and preserve aesthetic values and preserve and foster the development and display of attractiveness; to prevent overcrowding and congestion; to improve auto traffic and provide pedestrian safety; and to provide a way of life which combines the conveniences and amenities of modern living with the traditions and pleasures of the past.

Section 4. Downtown area description.—The downtown area includes the central business district and its environs, being all lands lying within boundaries described by the city commission as follows:

Commence at the centerline of the intersection of Pensacola and Bronough Streets; thence continue North along the center line of Bronough Street to the centerline of Call Street; thence East along the centerline of Call Street to the centerline of Duval Street; thence North along the centerline of Duval Street to the centerline of Tennessee Street; thence East along the centerline of Tennessee Street to the centerline of Gadsden Street; thence South along the centerline of Gadsden Street to the centerline of Pensacola Street; thence West along the centerline of Pensacola Street to the centerline of Monroe Street; thence North along the centerline of Monroe Street to the intersection of an extension of the centerline of Jefferson Street; thence West along the centerline of Jefferson Street to the centerline of Adams Street; thence South along the centerline of Adams Street to the intersection of an extension of the centerline of Pensacola Street; thence West along the centerline of Pensacola Street to the point of beginning.

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The city commission may, from time to time, by the procedure herein provided, alter or amend the boundaries of the downtown area by the inclusion of additional territory or the exclusion of lands from the limits of the district; provided, however, that no real property included within the boundaries of the downtown area as established herein shall be removed from said area without the consent of the freeholders as provided in section 13 hereinafter.

Section 5. Creation of the board, composition, and provisions relating to members.—There is hereby created a board composed of eight (8) members to be known officially as the "Tallahassee downtown improvement authority." It is hereby constituted a body corporate and an agency of the city, and performance by the board of its duties and exercise of its powers are hereby designated municipal functions and shall be so construed.

(1) The mayor shall appoint the members of the board, with the concurrence of the city commission, and by majority vote of its entire membership the city commission may remove a member of the board for cause. A member of both the city and county commissions, appointed by the mayor and chair respectively, shall serve as ex officio members of the board. A representative of the city-county planning department, designated by the executive head of the planning department, shall also serve as an ex officio member of the board.

(2) Of the initial members, one (1) shall be appointed for a term expiring July 1, 1972, two (2) for terms expiring July 1, 1973, and two (2) for terms expiring July 1, 1974; and thereafter each succeeding member shall be appointed by the mayor, with the concurrence of the city commission, for a term of three (3) years. Of the additional members, one (1) shall be appointed for a term expiring July 1, 1992; one (1) shall be appointed for a term expiring July 1, 1993; and one (1) shall be appointed for a term expiring July 1, 1994; and thereafter each succeeding member shall be appointed by the mayor, with the concurrence of the city commission, for a term of three (3) years.

(3) To qualify for appointment to the board and to remain qualified for service on it, a prospective member or a member already appointed shall be an owner of realty within the downtown area, subject to ad valorem taxation, a lessee thereof required by lease to pay taxes thereon, or a director, officer, or managing agent of an owner or of a lessee thereof so required to pay taxes thereon, but no two (2) shall be affiliates of the same corporation, partnership, or other business entity, nor shall any member be serving as a city officer or employee.

(4) Vacancy in office, which shall be filled in the manner hereinabove provided within thirty (30) days of its occurrence for the remainder of the unexpired term, shall occur whenever a member is removed from office, becomes disqualified, or is otherwise unable to serve or resigns.

(5) Each member of the board shall serve without compensation for services rendered as a member, but may be reimbursed by the board for necessary and reasonable expenses actually incurred in the performance of duty. The board may require that all its members or any or all its officers or employees be required to post bond for faithful performances of duty; the

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board shall require such bond of all persons authorized to sign on accounts of the board; and the board shall pay bonding costs. No member of the board shall be personally liable for any action taken in attempting in good faith to perform his or her duty, or for a decision not to act, except in instances of fraud or willful neglect of duty.

Section 6. Board bylaws and internal governance.—The board shall formulate and may amend its own rules of procedure and written bylaws not inconsistent herewith, and such rules of procedure and written bylaws, and amendments thereto, shall not become effective until approved by the city commission. A majority of its entire membership shall constitute a quorum for the transaction of business, but fewer than a quorum may adjourn from time to time and may compel the attendance of absent members. All action shall be taken by vote of at least a majority present and voting. The board shall select one (1) of its members as chair and another as vice chair and shall prescribe their duties, powers, and terms of serving. It shall hold regular meetings at least once a month and shall provide in its bylaws for holding special meetings. All meetings shall be given public notice and shall be open to the public. In time for submission to the governing body as required of all departments of the city, the board shall prepare and submit for the approval of the board a budget for the operation of the board for the ensuing fiscal year, the same to conform to the fiscal year of the city. The budget shall be prepared in the manner and contain the information required of all departments. However, when approved by the city commission, it shall not require approval of any officer or body of the city other than the governing body. No funds of the city may be included in the budget of the board except those funds herein authorized and the board shall not expend any funds other than those authorized by the approved budget.

Section 7. Functions of the board.—The board shall perform the following functions:

(1) Prepare and maintain on a current basis an analysis of the economic conditions and changes occurring in the downtown area, including the effect thereon of such factors as metropolitan growth, traffic congestion, lack of adequate parking and other access facilities, and structural obsolence and deterioration.

(2) Formulate and maintain on a current basis both short-range and long-range plans for improving the attractiveness and accessibility to the public of downtown facilities, promoting efficient use thereof, remedying the deterioration of downtown property values, and developing the downtown area.

(3) Recommend to the city council for its consideration and approval the actions deemed most suitable for implementing the said downtown development plans, including removal, razing, repair, renovation, reconstruction, remodeling, and improvement of existing structures, addition of new structures and facilities, relocation of those existing, and changes in facilities for getting thereto and therefrom.

(4) Participate actively in the implementation and execution of approved downtown development plans, including establishment, acquisition, con-

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struction, ownership, financing, leasing, licensing, operation, and management of publicly owned or leased facilities deemed feasible and beneficial in effecting implementation for public purposes, but this subsection shall not give the board any power or control over any city property unless and until assigned to it by the city commission under the provisions of subsection (5) of this section.

(5) Carry on all other projects and undertakings authorized by law and within the limits of the powers granted to it by law, and such additional lawful projects and undertakings related to the downtown area as the city commission may assign to the board with its consent.

Section 8. Powers of the board.—In the performance of the functions vested in or assigned to the board, it is hereby granted the following powers:

(1) To enter into contracts and agreements, and to sue and to be sued as a body corporate;

(2) To have and use a corporate seal;

(3) To acquire, own, convey, or otherwise dispose of, lease as lessor or lessee; construct, maintain, improve, enlarge, raze, relocate, operate, and manage property and facilities of whatever type to which it holds title; and to grant and acquire licenses, easements, and options with respect thereto. However, any property owned by the board will be subject to the applicable state and local taxes imposed thereon;

(4) To accept grants and donations of any type of property, labor, or other thing of value from any public or private source;

(5) To receive the proceeds of the tax hereby imposed upon it by trusts or other agreements validly entered into by it;

(6) To have exclusive control of funds legally available to it, subject to limitations imposed upon it by law or by any agreement validly entered into by it;

(7) To cooperate and enter into agreements with other governmental agencies or other public bodies;

(8) To make to or receive from the city or Leon County conveyances, leaseholds, grants, contributions, loans, and other rights and privileges;

(9) To request by resolution that the city exercise its powers of eminent domain to acquire any real property for public purposes. If the property involved is acquired, the board shall take over and assume control of such property on terms mutually agreed upon between the city and the board, but the board shall not thereafter be authorized to sell, lease, or otherwise dispose of such property so acquired without the formal consent of the city council;

(10) To issue and sell revenue certificates as hereinafter provided, or in any other manner permitted by law and not inconsistent with the provisions

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hereof, and to take all steps necessary for efficient preparation and marketing of the certificates at public or private sale at the best price obtainable, including the entry into agreements with corporate trustees, underwriters, and the holders of certificates, and the employment and payment, as a necessary expense of issuance, for the service of consultants on valuations, costs, and feasibility of undertaking, revenues to be anticipated and other financial matters, architecture, engineering, legal matters, accounting matters, and any other fields in which expert advice may be needed to effectuate advantageous issuance and marketing;

(11) To fix, regulate, and collect rents, fees, rates, and charges for facilities or projects or any parts thereof or services furnished by it or under its control and to pledge the revenue to the payment of revenue certificates issued by it;

(12) To borrow money after approval of the city commission on its unsecured notes, for a period not exceeding nine (9) months, in an aggregate amount for all outstanding unsecured notes not exceeding fifty (50%) percent of the unpledged proceeds received during the immediately prior fiscal year from the tax hereby imposed, and at an annual rate of interest not exceeding the rate being charged at the time of the loan by banks in the city on unsecured short-term loans to local businesses;

(13) To acquire by rental or otherwise and to equip and maintain a principal office for the conduct of its business and such branch offices as may be necessary;

(14) To employ and prescribe the duties, authority, compensation not to exceed the highest salary paid to other non-elective city employees, and reimbursement of expenses of the executive director of the board, who shall act as its chief executive officer; a general counsel, who shall be an attorney in active Florida practice and so engaged at the time of appointment; and such other personnel as may be necessary from time to time; provided, its personnel shall not be under civil service regulations, shall be employed to serve at its pleasure, and with the exception of its secretary, shall not while employed by it serve as a member of the board;

(15) To exercise all powers incidental to the effective and expedient exercises of the foregoing powers to the extent not in conflict herewith or inconsistent herewith; and

(16) To establish development and taxing subdistricts within the downtown area for sectional development in accordance with the comprehensive plan; taxes acquired from said subdistricts to be utilized solely within the subdistrict area, said area not to be less than one (1) city block in size; provided, however, that no subdistrict shall be established nor any tax imposed without the written approval of the freeholders located therein. No limitation shall be placed on the amount of the taxes imposed under this subsection, said taxes to be levied only on the real property within the subdistrict area.

Section 9. Levy of ad valorem tax.—For the fiscal year of the board beginning with the calendar year 1971, and for each fiscal year thereafter,

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an ad valorem tax in addition to all other ad valorem taxes may be levied annually by the city commission upon request of the board for the purposes of financing the operation of the board on all property in the downtown area that is subject to ad valorem taxation for city operating expenses. The tax base shall be the assessed valuation made annually by the appropriate tax assessor. The rate shall not exceed one (1) mill on each dollar of tax base in 1971 and each year thereafter. The city tax collector shall collect the tax when and in the same manner in which he or she collects the city ad valorem taxes, with the same discounts for early payment, and shall pay the proceeds into the city treasury for the account of the board. For the purpose of this legislation, the downtown area shall constitute a special taxing district to be administered as such.

Section 10. Board records and fiscal management.—The fiscal year of the board shall coincide with that of the city.

(1) All funds of the board shall be received, held, and secured like other public funds by the appropriate fiscal officers of the city. The funds of the board shall be maintained under a separate account, shall be used for purposes herein authorized, and shall be disbursed only by direction of or with the approval of the board pursuant to requisitions signed by the director or other designated chief fiscal officer of the board and countersigned by at least one (1) other person who shall be a member of the board.

(2) The board bylaws shall provide for maintenance of minutes and other official records of its proceedings and actions, for preparation and adoption of an annual budget for each ensuing fiscal year, for internal supervision and control of its accounts, which function the appropriate city fiscal officers may perform at its request, and for an external audit at least annually by an independent certified accountant who has no personal interest, direct or indirect, in its fiscal affairs. A copy of the external audit shall be filed with the city clerk within ninety (90) days after the end of each fiscal year. The bylaws shall specify the means by which each of these functions is to be performed, and, as to those functions assigned to board personnel, the manner and schedule of performance.

(3) No member or employee of the board shall participate by vote or otherwise on behalf of the board in any matter in which he or she has a direct financial interest or an indirect financial interest other than of the benefits to be derived generally from the development of the downtown area. Participation with knowledge of such interest shall constitute malfeasance and shall result, as regards a member, in automatic forfeiture of office, or as regards an employee, in prompt dismissal.

Section 11. Provisions governing issuance of certificate.—Issuance of revenue certificates by the board shall be governed by the following general provisions:

(1) Revenue certificates for purposes thereof are limited to obligations that are secured solely by pledge of revenues produced by the facility or facilities for the benefit of which the certificates are issued and the sale proceeds used, that do not constitute a lien or encumbrance legal or equita-

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ble, on any real property of the board or on any of its personal property other than the revenues pledged to secure payment of the certificates.

(2) The faith and credit of the city shall not be pledged and the city shall not be obligated directly or indirectly to make any payments on or appropriate any funds for certificates issued by the board.

(3) The rate or rates of interest and the sale price of the certificates by the board shall be such that the true interest cost to it on the proceeds received from the sale shall not exceed the rate authorized by law for the city.

(4) Before issuing any revenue certificates the board shall as to each issue:

(a) Prepare or procure from a reputable source detailed estimates of the total cost of the undertaking for which the certificates are contemplated and of the annual revenues to be obtained therefrom and pledged as security for payment of the certificates;

(b) Determine that the anticipated net proceeds from the sale, together with any other funds available and intended for the purposes of the issue, will be sufficient to cover all costs of the undertaking and of preparing and marketing the issues or connected therewith;

(c) Determine that the annual revenues anticipated from the undertaking will be sufficient to pay the estimated cost of maintaining, repairing, operating, and replacing, to any necessary extent, not only the undertaking but also the punctual payment of the principal of, and interest on, the contemplated certificates; and

(d) Specify these determinations in and include the supporting estimates as parts of the resolution providing for the issue.

(5) The board may, as to any issue of revenue certificates, engage the services of a corporate trustee for the issue and may treat any or all costs of carrying out the trust agreement as part of the operating costs of the undertaking for which the certificates are issued.

(6) The board shall from time to time establish such rentals, rates, and charges, or shall by agreement maintain such control thereof, as to meet punctually all payments on the undertaking and its maintenance and repair, including reserves therefor and for depreciation and replacement.

(7) Revenue certificates may be issued for the purposes of funding, refunding, or both.

(8) All revenue certificates issued pursuant hereto shall be negotiable instruments for all purposes.

Section 12. Transfer upon cessation of the board.—Should the board cease to exist or to operate for whatever reason, all property of whatever kind shall forthwith become property of the city, subject to the outstanding obligations of the board incurred in conformity with all of the foregoing

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provisions, and the city shall use this property to maximum extent then practicable for effectuating the purposes hereof and shall succeed to and exercise only such powers of the board as shall be necessary to meet outstanding obligations of the board and effect an orderly cessation of its powers and functions.

Section 13. Freeholder's referendum.—No powers shall be exercised by the board, nor shall any special taxing district be established, until such time as the freeholders not wholly exempt in the downtown area approve of this act in accordance with the referendum provisions provided herein below:

(1) Election supervisor.—For the purpose of this referendum, the city clerk shall act as elections supervisor and do all things necessary to carry out the provisions of this section.

(2) Registration.—Within forty-five (45) days from the date the city adopts the ordinance defining the downtown area, the clerk shall compile a list of the names and last known addresses of the freeholders in the downtown area from the tax assessment roll of the City of Tallahassee applicable as of the thirty-first day of December in the year immediately preceding the year in which the aforesaid ordinance was adopted and the same shall constitute the registration list for the purposes of the freeholders referendum hereunder, except as hereinafter provided.

(3) Notification.—Within the time period specified in subsection (2) above, the clerk shall notify each freeholder of the general provisions of this act, including the taxing authority and powers of eminent domain, the dates of the upcoming referendum, and the method provided for additional registration should the status of the freeholder have changed since the compilation of the tax rolls. Notification hereunder shall be by U.S. mail and in addition thereto by publication one time in a newspaper of general circulation in Leon County, Florida, within the time period provided in subsection (2) above.

(4) Additional registration.—Any freeholder whose name does not appear on the tax rolls may register with the city at the City Hall, Tallahassee, Florida, or by mail in accordance with regulations promulgated by the clerk. The registration lists shall remain open until seventy-five (75) days after the passage of the ordinance defining the downtown area by the city council.

(5) Voting.—Within fifteen (15) days after the closing of the registration list, the clerk shall send a ballot to each registered freeholder at his or her last known mailing address by registered U.S. mail. Said ballot shall include a description of the general provisions of this act, the assessed value of the freeholders' property, and the percent of his or her interest therein. Ballots shall be returned to the city clerk by U.S. mail or personal delivery at City Hall. All ballots received by the clerk within one-hundred-twenty (120) days after the passage of the ordinance defining the downtown area shall be tabulated by the clerk, who shall certify the results thereof to the city council no later than five (5) days after said one-hundred-twenty (120) day period. Any person voting on behalf of himself or herself or any corporation, trust, partnership, or estate, who has knowledge that he or she is not a freeholder

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as defined by this act, shall be guilty of perjury and shall be prosecuted and upon conviction, punished in accordance with the provisions of the laws of this state.

(6) Passage of the act.—The freeholders shall be deemed to have approved of the provisions of this act at such time as the clerk certifies to the city commission that approval has been given by the freeholders representing in excess of fifty (50%) percent of the assessed value of the property within the downtown area.

(7) For the purpose of this act, each vote shall be weighed according to the assessed valuation of property owned by each individual, estate, trust, partnership, or corporation. Joint and several owners of property shall each be allowed to cast one (1) ballot, but each shall be marked with the percentage of their interest therein and said ballots shall not be tabulated in excess of the total assessed value of the jointly held property.

(8) Should the freeholders fail to approve of the provisions of this act as provided herein, the city may call one (1) additional referendum by resolution of the city commission at any time after one (1) year from the certification of the results of the previous referendum by the clerk. The additional referendum shall be held in accordance with the provisions of this section, save and except that all time periods will be computed from the date of the resolution calling for the referendum and not from the passage of the ordinance defining the downtown area. Should the freeholders fail to initially approve this act as provided herein after two (2) such referenda, all provisions of this act shall be null and void, and this act shall be repealed.

(9) Additional freeholders' elections called after increasing or decreasing the boundaries of the downtown area in accordance with section 4 of this act, shall be held in accordance with the referendum provisions for initial approval of this act; provided, however, that no provision of this act shall require the approval of freeholders in an area which has previously been approved of the provisions of this act by any referendum held hereunder.

(10) A repeal of referendum may be called by petition of freeholders representing at least twenty (20%) percent of the assessed value of the property in the downtown area, for the purpose of abolishing the board and repealing this act. Upon receipt of such a petition for a repeal referendum by the city clerk, a freeholders' referendum election shall be called by the city. The procedure shall be the same as provided for the initial approval of this act, except that additional repeal referenda may be petitioned at any time after one (1) year from the certification of the results of a previous repeal referendum by the clerk. The proposition shall be put on a ballot permitting a vote for repeal of the Tallahassee downtown development board or against repeal. A vote for repeal of the board by the freeholders representing more than fifty (50%) percent of the assessed value of the property of the freeholders voting in the repeal referendum, shall cause immediate cessation of the Tallahassee downtown development board and shall constitute repeal of this act.

Section 14. City and county authority.—The city and Leon County are hereby authorized to furnish personnel, services, and material to the board

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without reimbursement therefore, to specifically include the services of the Tallahassee-Leon County planning department and the city attorney.

Section 15. Liberal construction and severability.—The provisions of this act, being desirable for the welfare of the city and its inhabitants, shall be liberally construed to effectuate the purposes herein set forth.

Section 4. Chapters 71-935 and 91-394, Laws of Florida, are repealed.

Section 5. This act shall take effect upon becoming a law.

Approved by the Governor June 10, 2003.

Filed in Office Secretary of State June 10, 2003.

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