

ARBOR GREENE
COMMUNITY DEVELOPMENT DISTRICT
BOARD OF SUPERVISORS

DRAFT

Rules of Procedure

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PROPOSED

**ARBOR GREENE COMMUNITY DEVELOPMENT DISTRICT
BOARD OF SUPERVISORS
PROCEDURAL RULES**

Rule 1. Generally

(a) These rules shall govern how the Arbor Greene Community Development District (“AGCDD”) Board of Supervisors (“Board”) conducts its business, including at its meetings and during periods of time between meetings. The Board and the AGCDD are subject to and governed by the Constitutions of the United States and the State of Florida; applicable federal law; chapters 119, 170, 173, 189, 190, 255, 286, and 287 of the Florida Statutes (and any cross-references therein); and any ordinances of Hillsborough County and the City of Tampa. These rules shall be construed, to the extent possible, so as to be consistent with and not contrary to any of these governing laws and ordinances; otherwise, the governing laws and ordinances, to the extent they conflict with these rules, shall control.

(b) Definitions located within any section of these Rules shall be applicable within all other sections, unless specifically stated to the contrary.

(c) Unless otherwise specifically stated, any reference to a majority vote of the Board (including simple majority) shall mean a majority of those members of the Board present and voting.

(d) Any rule contained herein, and any amendment thereto or repeal thereof, shall be effective upon adoption of by simple majority vote of the Board; *provided* that if a rule herein specifically requires greater than a simple majority vote on any matter, that rule may only be amended or repealed by the same, greater vote. Unless otherwise prohibited by law or specifically precluded elsewhere in these Rules, any rule herein may be suspended by a vote of at least two-thirds of the members of the Board present and voting.

(e) Where there is no rule to govern a particular matter arising at a meeting of the Board, the Chairman, in his or her discretion, shall decide how to proceed, in conformity with *Robert’s Rules of Order Newly Revised* to the extent possible and practicable. Any decision of the Chairman in this respect may be overruled by a simple majority vote of the Board.

Rule 2. Board of Supervisors; Officers and Voting.

(a) Board of Supervisors. The Board shall exercise the powers granted to the AGCDD and to the Board. The Board shall consist of five members, known as supervisors. Members of the Board must be residents of the AGCDD and citizens of the United States. Upon each election or appointment, each Board member must provide to the District Secretary a copy of his or her commission issued in the name and under the authority of the State of Florida, as provided by section 113.051, Florida Statutes. The District Secretary must ensure that the Board member complies with section 113.06, Florida Statutes. Issuance of said commission is necessary as a condition precedent for a Board member's authority to participate in and vote at a meeting of the Board; however, in the interim period while the Board member awaits delivery of said commission, the Board member may present a copy of his or her certificate of election provided by the Supervisor of Elections, which shall constitute prima facie evidence of the Board member's entitlement to office. In the event a person is appointed by the Board to fill a vacancy, a copy of a resolution passed by the Board making the appointment shall constitute prima facie evidence of that entitlement to office until a commission is issued and section 113.06, Florida Statutes, is complied with.

(b) Terms of Office. Board members shall hold office pursuant to Section 190.006, Florida Statutes. That provision states that a member shall hold office for the term for which he or she was elected or appointed *and* until his or her successor is chosen and qualified. If no elector qualifies for a seat to be filled in an election, the Board shall declare a vacancy in that seat effective on the second Tuesday following an election, and the Board by a simple majority shall appoint a qualified elector to fill the vacancy within 90 days following the effective date of the vacancy. Until the vacancy is filled by appointment, the incumbent member in the seat shall continue to hold office, along with all rights and privileges thereof.

(c) Vacancies; Quorum. A majority of the current members of the Board shall constitute a quorum for the purposes of conducting its business and exercising its powers and for

all other purposes. If, during the term of office for a particular seat, a vacancy occurs in that seat (by resignation, removal, disqualification, or death), the Chairman shall certify such vacancy to the Board and the Secretary and establish a procedure for soliciting applicants from current AGCDD residents to fill the remainder of the unexpired term for the seat. The remaining members of the Board, by simple majority vote, shall appoint a resident of the AGCDD who is a qualified elector to fill the remainder of the unexpired term for that seat, and that person shall take office immediately upon the Board's vote and his or her taking the required oath of office. The Secretary shall notify the Department of State of the appointment.

(d) Officers. At the first meeting held after the commencement of a new term of office by any member of the Board following an election; and at a meeting immediately upon entry into office by any member appointed to fill an unexpired term; the Board shall organize itself by first electing one of its members as Chairman. The current member who is the incumbent Chairman shall conduct the meeting at which said election shall occur; however, if there is no incumbent Chairman, the current member who is the incumbent Vice-Chairman, or if none exists, the incumbent Secretary, shall conduct the meeting until a Chairman is elected. After election of a Chairman at each such organizational meeting, the Board shall proceed to elect a Vice-Chairman, a Secretary, and a Treasurer.

(e) Chairman. The Chairman must be a member of the Board. The Chairman serves at the pleasure of the Board and may be removed by simple majority of the Board. The Chairman is authorized to sign checks and warrants for the AGCDD, countersigned by the Treasurer or other person authorized by the Board; is authorized to sign on behalf of the Board all contracts, resolutions, minutes, and other matters approved by the Board; shall prepare the agenda for and convene and conduct all meetings of the Board; shall consult with the District Manager and Community Manager about matters arising between meetings of the Board; and shall represent the Board between meetings and seek to protect the prerogative of the Board to make decisions of policy and expenditure of consequence to the AGCDD. If the District Manager and the Community Manager together determine that an otherwise unapproved

expenditure exceeding the previously approved signature authority of either manager is immediately necessary to protect the assets and safety of the AGCDD, and if there is not sufficient time to convene an emergency meeting of the Board, or doing so is not practicable, the Chairman has the authority to approve said expenditure on behalf of the Board; *provided* that the Chairman shall make a full report to the Board at the meeting immediately following said approved expenditure. If the Chairman resigns the office or ceases to be a member of the Board, the Vice-Chairman shall serve as Acting Chairman until the next organizational meeting required by statute (i.e., following an appointment to fill a vacancy or following an election). In the event the Chairman is unable to attend a meeting or otherwise temporarily is unable or unavailable to perform the duties of his or her office, upon certification as such by the Chairman or the Secretary, the Vice-Chairman shall exercise the powers of the Chairman for the duration of the certified disability or unavailability. Upon the Chairman being unable or unavailable to perform the duties of his or her office for 60 consecutive days, the Chairman automatically will be deemed to have resigned the office effective on the 60th day.

(f) Vice-Chairman. The Vice-Chairman shall be a member of the Board and shall perform the duties and exercise the powers of the Chairman in his or her absence, as described above; and shall have such other duties and exercise other powers as specifically designated by the Board from time to time. If the Vice-Chairman resigns his or her office or ceases to be a member of the Board, the current members of the Board shall elect a new Vice-Chairman by simple majority vote. In the event that both the Chairman and Vice-Chairman are absent from a Board meeting and a quorum otherwise is present, the Board may designate one of its members to convene and conduct the meeting as chairman pro tempore. Said chairman pro tempore shall not exercise any other powers of the Chairman or Vice-Chairman.

(g) Secretary. The Secretary serves at the pleasure of the Board and need not be a member of the Board. The Secretary shall perform all other duties that the Board may from time to time assign. The Secretary shall be responsible for keeping the permanent record book of the AGCDD, entitled "Record of Proceedings of Arbor Greene Community Development District,"

which shall include, among other things, recorded minutes of all meetings, resolutions, proceedings, certificates, bonds, and corporate acts. The Secretary shall take and maintain the minutes of all Board meetings. The Secretary shall be primarily responsible for advising the Board and employees of the AGCDD on the requirements of and compliance with the provisions of chapters 119 and 286 (and all governing regulations promulgated thereunder), Florida Statutes; and the Secretary is charged with ensuring that all public records requests made to the AGCDD under chapter 119 are fulfilled as required by law. Copies of public records shall be made available to the requesting person in the form requested (physically available for viewing, electronic copies, papers copies, etc.), and a reasonable charge may be required for paper copies in order to recover costs for supplies and labor. The Secretary may not require the name, telephone number, address, or other identifying information as a pre-condition for complying with a request. The Secretary shall report from time to time on all public records requests made and responses thereto. The District Manager may serve as Secretary.

(h) Treasurer. The Treasurer need not be a member of the Board but must be a resident of Florida. The Treasurer shall perform those duties described in Section 190.007(2) and (3), Florida Statutes, as well as those assigned by the Board from time to time. The Treasurer shall serve at the pleasure of the Board.

(i) Committees. The Chairman may establish committees of the Board and appoint members thereof, either on a permanent or temporary basis, to perform specifically designated functions. Each committee may only include one current member of the Board and may include individuals who are not members of the Board. Such functions may include, but are not limited to, contract negotiations, personnel matters, and budget preparation. All meetings of such committees are subject to the requirements of Chapters 119 and 286.

(j) Meetings. The Board shall establish and publish a schedule of regular meetings and may also meet upon call of the Chairman or three Board members. A regular meeting may be canceled, provided that notice of cancellation shall be given in the same manner as notice for the meeting. Upon vote of a simple majority of the Board at a regular meeting, that regular

meeting may be continued to another day and time specifically announced at the regular meeting. The date, time, and place of the continued regular meeting shall be published to the extent practicable.

(k) Voting Conflict of Interest. Pursuant to section 286.012, Florida Statutes, no member of the Board who is present at any meeting of the Board shall abstain from voting in regard to any official decision or official act of the Board; *provided* that if there is or appears to be a possible conflict of interest under sections 112.311, 112.313, or 112.3143, Florida Statutes, that member of the Board may abstain but shall comply with the disclosure requirements of section 112.3143, Florida Statutes, and complete the required written memorandum within 15 days of the abstention, which shall be made part of the public record.

PROPOSED

Rule 3. Meetings and Workshops.

(a) Notice. Except in emergencies, or as otherwise provided in these Rules, at least seven (7) days' notice shall be given to the public of any meeting or workshop of the Board. Public notice of all meetings and workshops anticipated for the fiscal year shall be given by publication at least once per fiscal year in a newspaper of general circulation in the District and shall state:

(i) The date, time, and place of all planned meetings and workshops for that fiscal year;

(ii) A brief description of the nature of the meetings and workshops;

(iii) The address where persons may obtain a copy of the agendas for all such meetings and workshops.

(iv) A notation that if a person decides to seek review of any official decision made at the Board meeting, a record of the proceedings will be required and the person intending to appeal will need to ensure that a verbatim record of the proceedings is made, including the testimony and evidence necessary for the appeal.

Notice of any additional meeting or workshop scheduled by the Board during the course of the fiscal year, but not otherwise noticed in the annual newspaper publication, shall be provided at least seven (7) days in advance of said meeting or workshop, at a minimum, on at least one public notice board at the gatehouse, on a board inside the Community Center, and on the AGCDD website. Additional notice may be provided through any other outlets reasonably calculated to reach the residents of AGCDD.

(b) Agenda. The Secretary shall prepare a notice of the meeting or workshop, and the Chairman shall prepare an agenda for each meeting and workshop. The notice and agenda shall be available to the public at least seven (7) days before the meeting or workshop, except in an emergency. The agenda may be amended at the meeting or workshop by a simple majority vote of the Board, and the amendments shall be recorded in the minutes.

(c) Minutes. The Secretary shall be responsible for keeping the minutes of each meeting of the Board. Minutes shall be corrected and approved by the Board at a subsequent meeting.

(d) Receipt of Notice. Persons wishing to receive, by mail, notices or agendas of meetings, may so advise the District Manager or secretary at the Board's office. Such persons shall furnish a mailing address in writing and may be required to pay the cost of the copying and mailing. Alternatively, persons may request delivery of notices and agendas by electronic means.

(e) Emergency Meeting. The Chairman, or the Vice-Chairman if the Chairman is unavailable, may convene an emergency meeting of the Board without first having complied with Subsections (i), (ii), (iii), and (iv), to act on emergency matters that may affect the public health, safety, or welfare. Whenever possible, the Chairman shall make reasonable efforts to notify all Board members of an emergency meeting 24 hours in advance. Reasonable efforts may include telephone notification. After an emergency meeting, the Board shall publish in a newspaper of general circulation in the District, the time, date, and place of the emergency meeting, the reasons why an emergency meeting was necessary, and a description of the action taken. Whenever an emergency meeting is called, the District Manager shall be responsible for notifying at least one major newspaper of general circulation in the District. Actions taken at an emergency meeting may be ratified by the Board at a regularly noticed meeting subsequently held.

(f) Public Comment at CDD Board Meeting. Members of the public shall be provided the opportunity to be heard on any proposition that will come before the Board for consideration and action at a meeting. The Board shall set aside a period of time at the beginning of each meeting for public comment on propositions that appear on the agenda as pending consideration and action by the Board or that have been noticed for consideration at a future Board meeting. The period of time set aside for public comment shall be specifically identified on the agenda as "Public Comment." Any person wishing to address the Board about any proposition as heretofore described shall notify the Secretary of the Board before the "Public Comment" part of the meeting and indicate in writing which propositions to which his or her

comments will be addressed. Each such person wishing to address the Board will have a total of three (3) minutes for his or her comments. Notwithstanding the aforementioned “Public Comment” procedure, the Board shall not take final action on any proposition before the public has been provided an opportunity to be heard. To this end, any person also will have an opportunity to comment for up to three (3) minutes on any proposition on which Board action is proposed but that had not specifically appeared on the agenda for that meeting, and each person wishing to comment shall be permitted to do so before the Board votes on the proposition.

(g) Budget Hearing. Notice of hearing on the annual budget shall be in accordance with Section 190.008, Florida Statutes.

(h) Continuances. Any meeting of the Board or any item or matter included on the agenda for a meeting may be continued without re-notice or re-advertising provided that the continuance is to a specified date, time and location publicly announced at the Board meeting where the item or matter was included on the agenda.

(i) Motions. Any member of the Board may make a motion and have it considered in accordance with these rules without first obtaining a second from another member of the Board. Once made, a motion may not be withdrawn without either unanimous consent of the Board or without at least the consent of a majority of the members present.

(j) Attendance by Communications Media Technology. Only where a Board member’s physical absence at a Board meeting is due to extraordinary circumstances, and only where there otherwise is a quorum of the Board members physically present at the meeting, may a member of the Board be permitted to attend and vote at a meeting by means of communications media technology (“CMT”) (the electronic transmission of printed matter, audio, full-motion video, freeze frame video, compressed video, and digital video by any method available), including via teleconference and videoconference. Whether the absence of the Board member is due to extraordinary circumstances is a determination that must be made in the good judgment of the Board prior to the absent member being permitted to attend and vote via CMT. At all events, nothing in this rule shall be read to preclude a Board member from participating in a meeting via

CMT for the limited purpose of reporting information to and/or listening in to the Board's proceedings at the meeting, but there still must be a quorum of the Board members physically present at the meeting for this to occur. A physically absent Board member may only be paid a meeting fee if he or she has been approved by the Board to attend and vote at the meeting via CMT due to extraordinary circumstances.

(k) No meeting or workshop of the Board otherwise shall be conducted by means of CMT.

PROPOSED

Rule 4. Protests With Respect To Contracts Awarded or Bid Documents

The resolution of any protests regarding bid documents or the decision to award a contract for a bid or proposal shall be in accordance with this Rule.

(a) Notice. The District shall give all bidders or proposers written notice of a decision to award (or reject all bids) by posting the notice in the District office for seven (7) days, with a copy being provided to all submitting firms by United States Mail or by hand delivery. The notice shall include the following statement: "Failure to file a written protest with the District within three (3) calendar days following the date of posting notice of the District's decision to award a contract shall constitute a waiver of any objection to the award of such contract."

(b) Filing.

(i) Any firm or person who is affected adversely by a District decision to award a contract shall file with the District a written notice of protest within three (3) calendar days after the posting of the final bid tabulation or after receipt of the notice of the District's decision, and shall file a formal written protest with the District within seven (7) calendar days after the date of timely filing the initial notice of protest. For purposes of this Rule, wherever applicable, filing will be perfected and deemed to have occurred upon receipt by the District. Failure to timely file a notice of protest or failure to timely file a formal written protest shall constitute a waiver of any right to object to or protest the District's decision or contract award. The formal written protest shall state with particularity the facts and law upon which the protest is based.

(ii) With respect to a protest regarding the Bid Documents, including specifications or other requirements contained in an Invitation to Bid or in a Request for Proposals, the notice of protest shall be filed in writing within seventy-two (72) hours after the receipt of the proposed project plans and specifications or other contract documents. The formal protest setting forth with particularity the facts and law upon which the protest is based shall be filed within seven (7) calendar days after the initial notice of protest was filed. Failure to timely file a notice of protest or failure to timely file a formal written protest shall constitute a waiver of

any right to object to or protest with respect to the aforesaid plans, specifications or contract documents.

(c) Award Process. Upon receipt of a timely filed notice of protest, the District shall abate the contract award process until the protest is resolved by final Board action. However, if the District determines particular facts and circumstances require the continuance of the contract award process without delay in order to avoid an immediate and serious danger to the public health, safety, or welfare, the contract award process may continue. In such circumstances, the contract awarded shall be conditioned on the outcome of the protest.

(d) Informal Proceeding. If the Board determines a protest does not involve a disputed issue of material fact, the Board may (but is not obligated to) schedule an informal proceeding to consider the protest. Such informal proceeding shall be at a time and place determined by the Board. Notice of such proceeding shall be posted in the office of the District not less than three (3) calendar days prior to such informal proceeding, with copy being mailed to the protestant and any substantially affected persons or parties. Within fifteen (15) calendar days following the informal proceeding, the Board shall issue a written decision setting forth the factual, legal and policy grounds for its decision.

(e) Formal Proceeding. If the Board determines a protest involves disputed issues of material fact or if the Board elects not to use the informal proceeding process provided above (if available), the District shall schedule a formal hearing to resolve the protest in accordance with the procedural guidelines set forth in Rule 6.

Rule 5. Protests Relating To Any Other Award

Notwithstanding any other provision in these Rules, the resolution of any protests regarding the decision to solicit or award a contract with respect to a bid or proposal for contractual services (as defined in section 287.055, Florida Statutes); for purchases of goods, supplies, or materials conducted under the procedures required by section 190.033, Florida Statutes; for the construction or improvement of any building, structure, or other public construction works under the procedures required by section 255.20, Florida Statutes; for professional services under the procedures required by section 287.055, Florida Statutes; or for maintenance services under procedures established if required by section 190.033, Florida Statutes; shall be in accordance with this rule.

(a) Notice. The District shall give all bidders written notice of its decision to award or intent to award a contract—including rejection of some or all bids—by United States Mail or by hand delivery, and by posting same in the District office for seven (7) days.

(b) Filing. Any person who is affected adversely by the District's decision or intended decision shall file with the District a notice of protest in writing within seventy-two (72) hours after the posting of the final bid tabulation or after receipt of the notice of the District decision or intended decision, and shall file a formal written protest within seven (7) days after the date of filing of the notice of protest. The formal written protest shall state with particularity facts and law upon which the protest is based. Failure to timely file a notice of protest or failure to timely file a formal written protest shall constitute a waiver of all further proceedings.

(c) Award Process. Upon receipt of a notice of protest which has been timely filed, the District shall stop the bid solicitation process or the contract and award process until the subject of the protest is resolved. However, if the District sets forth in writing particular facts and circumstances which require the continuance of the process without delay in order to avoid an immediate and serious danger to the public health, safety, or welfare, the award process may continue.

(d) Mutual Agreement. The District, on its own initiative or upon the request of a protestor, shall provide an opportunity to resolve the protest by mutual agreement between the parties within five (5) days (excluding Saturdays, Sundays and legal holidays) of receipt of a formal written protest.

(e) Hearing. If the subject of a protest is not resolved by mutual agreement, the District shall hold a proceeding in accordance with the procedural guidelines set forth in Rule 6.

PROPOSED

Rule 6. Proceedings Regarding Decisions Determining Substantial Interests.

(a) Except as otherwise specifically provided by the rules, a proceeding may be held by the District in response to a written request submitted by a substantially affected person, which must be received by the District within fourteen (14) calendar days after the date upon which written notice of District action or decision is posted in the District office (notice and filing dates for Rule 4 protests shall be governed by that rule). Upon timely receipt of such requests from a substantially affected person, the District may but shall not be obligated to schedule a hearing to consider the District action or decision. The District shall post the date and time of the hearing in the District office not less than seven (7) calendar days prior to the date of the hearing. If a hearing is held in accordance with such notice, the Chairman shall designate the Board, any member of the Board (including the Chairman), the District Manager, the District General Counsel, or other person or group of persons to conduct the hearing.

(b) The person or persons conducting the hearing may:

1. Administer oaths and affirmations;
2. Rule upon offers of proof and receive relevant evidence;
3. Regulate the course of the hearing, including any prehearing matters;
4. Enter orders;
5. Make or receive offers of settlement, stipulation, and adjustment where legally permissible.

(c) Within thirty (30) calendar days after the hearing, the person (or persons) conducting the hearing shall file a recommendation with the District which may include, as deemed appropriate by such person(s), a (i) caption, (ii) time and place of hearing, (iii) appearances entered at the hearing, (iv) statement of the issues, if any, (v) findings of fact and conclusions of law, where appropriate, and (vi) recommendation for final District action or decision (if the hearing was conducted by persons other than the Board).

(d) The District shall issue its final notice of action or decision within forty-five (45) calendar days;

1. After the hearing is concluded, if conducted by the Board;
2. After a recommendation is submitted to the Board if the hearing is conducted by a person(s) other than the Board; or
3. After the Board receives written and oral material it authorized to be submitted, if any, if there was no hearing.

(e) After determining the need to exercise the power of eminent domain pursuant to section 190.11(11), Florida Statutes, the District shall follow those procedures prescribed in Chapters 73 and 74, Florida Statutes.

PROPOSED