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OR THE MINUTES DEPARTMENT

Agenda Item #: 3D1

PALM BEACH COUNTY
BOARD OF COUNTY COMMISSIONERS
AGENDA ITEM SUMMARY

Meeting Date: 11/18/08 [X] Consent [] Regular
[] Public Hearing

Department

Submitted By: COUNTY ATTORNEY

Submitted For: Housing Finance Authority of Palm Beach County, Florida

I. EXECUTIVE BRIEF

Motion and Title: Staff recommends motion to approve the Housing Finance Authority of Palm Beach County, Florida's (the "Authority") General Rules and Regulations (the "Authority Rules") as required by Ordinance No. 2002-022 (the "Ordinance").

Summary: Pursuant to its authority under the Ordinance and the Florida Housing Finance Authority Law encoded in Part IV, Chapter 159, Florida Statutes (the "Act"), the Authority has promulgated the Authority Rules to carry into effect the powers and purposes of the Authority. Pursuant to the Ordinance, "all rules or regulations to be promulgated by the Authority . . . as the same are initially established . . . shall be submitted to and approved, in each instance, by the Board of County Commissioners." Countywide (PFK)

Background and Policy Issues: The adoption of this motion by the Board of County Commissioners would constitute the approval required under the Ordinance.

Attachments:

1. General Rules and Regulations of the Housing Finance Authority of Palm Beach County, Florida

Recommended by: _____

County Attorney

Date

Approved by: _____

N/A

Date

II. FISCAL IMPACT ANALYSIS

A. Five Year Summary of Fiscal Impact:

Fiscal Years	2008	2009	2010	2011	2012
Capital Expenditures	<u>0</u>	<u>0</u>	---	---	---
Operating Costs	<u>0</u>	<u>0</u>	---	---	---
External Revenues	<u>0</u>	<u>0</u>	---	---	---
Program Income (County)	<u>0</u>	<u>0</u>	---	---	---
In-Kind Match (County)	<u>0</u>	<u>0</u>	---	---	---
NET FISCAL IMPACT	<u>0</u>	<u>0</u>	---	---	---
# ADDITIONAL FTE POSITIONS (Cumulative)	<u>0</u>	<u>0</u>	---	---	---

Is Item Included in Current Budget? Yes ___ No ___

Budget Account No.: Fund ___ Department ___ Unit ___ Object ___

Reporting Category ___

B. Recommended Sources of Funds/Summary of Fiscal Impact:

C. Departmental Fiscal Review: All costs to be borne by Housing Finance Authority. No fiscal impact to Palm Beach County.

III. REVIEW COMMENTS

A. OFMB Fiscal and/or Contract Development and Control Comments:

Smallwhite 11/4/08
OFMB Contract Development and Control
11/4/08

B. Legal Sufficiency:

Paul F. [Signature] 10/22/08
 Assistant County Attorney

C. Other Department Review:

 Department Director

THIS SUMMARY IS NOT TO BE USED AS A BASIS FOR PAYMENT.

GENERAL RULES AND REGULATIONS

OF

**THE HOUSING FINANCE AUTHORITY OF
PALM BEACH COUNTY, FLORIDA**

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ARTICLE I : INTRODUCTION AND EFFECTIVE DATE

Pursuant to Section 159.608(1), Florida Statutes, the Housing Finance Authority of Palm Beach County, Florida (the "Authority") has the authority to make, and from time to time amend, rules and regulations not inconsistent with the Housing Finance Authority Law encoded in Chapter 159, Part IV, Florida Statutes, as such law may be amended from time to time (the "Act"), to carry into effect the powers and purposes of the Authority.

Pursuant to Section 11 of Palm Beach County Ordinance 2002-022 enacted by the Board of County Commissioners of Palm Beach County, Florida (the "County") on May 21, 2002, as an amendment and replacement to Ordinance 79-3, as amended by Ordinances 91-7, 98-53 and 01-016 of the County, as may be further amended and supplemented (the "Ordinance"), the Authority has the authority to promulgate rules and regulations, provided that such rules and regulations are submitted to and approved by the Board of County Commissioners of the County (the "BOCC").

The following rules and regulations of the Authority (the "Rules") are consistent with the Act and the Ordinance and have been approved by the BOCC. The Rules are intended to generally govern the manner in which the business of the Authority may be conducted.

EFFECTIVE DATE: _____, 2008

[End of Article I]

ARTICLE II: ADDITIONAL DOCUMENTS

In addition to the requirements set forth herein, the Authority shall comply with and observe all laws, rules, regulations, policies and procedures set forth in the Act; the Ordinance; the Palm Beach County Code of Ethics encoded in Resolution 94-693 of the BOCC, as amended by Resolution 2003-0962 of the BOCC, as may be amended and supplemented (the "County Ethics Code"); the Code of Ethics for Public Officers and Employees encoded in Part III of Chapter 112, Florida Statutes, as may be amended and supplemented (the "State Ethics Code"); the Florida Sunshine Law encoded in Section 286.011, Florida Statutes, as may be amended and supplemented (the "Sunshine Law"); the Florida Public Records Law encoded in Chapter 119, Florida Statutes, as may be amended and supplemented ("Public Records Law"); the Uniform Special District Accountability Act encoded in Sections 189.401 through 189.429, Florida Statutes, as may be amended and supplemented, such other sections of the Florida Statutes and the Palm Beach County Code of Ordinances (the "Code of Ordinances") as may be applicable to the Authority and its members (each a "Member") and any other documents, rules, regulations, laws, policies and orders prescribed by the BOCC or the Florida Statutes.

If any provision of the Rules is found to be in conflict with federal law, state law or the Code of Ordinances, the provisions of said federal law, state law or Code of Ordinances shall prevail over the conflicting provision in the Rules.

[End of Article II]

ARTICLE III : AMENDMENTS

Changes to the Rules shall be by resolution approved by a majority of the Members of the Authority present and submitted to the BOCC for final approval and, unless otherwise provided in such amendment, shall take effect immediately upon BOCC approval; provided, however, that amendments made to address changes in the Code of Ordinances, state or federal law shall not require the approval of the BOCC.

[End of Article III]

ARTICLE IV: OFFICERS

4.01. Chairperson

- a. Appointment: In June of every year, pursuant to Section 4 of the Ordinance, the Members of the Authority shall elect a chairperson nominee by vote of the majority of the Members present and shall submit such chairperson nominee to the BOCC for approval. Any Member can nominate any Member other than him- or herself for consideration in the election of the chairperson nominee. Subject to 4.01(b), any Member may serve as Chairperson of the Authority. Upon approval, such chairperson nominee shall serve a one (1) year term as chairperson (the "Chairperson") to the Authority, with the effective date of such term commencing July 1. If the BOCC has not approved the Chairperson prior to July 1, upon approval, the Chairperson's term shall commence retroactive to July 1.
- b. Term limits: No Member may serve more than two (2) consecutive complete one (1) year terms as Chairperson.
- c. Duties:
 - (i) *Presiding over meetings*: The Chairperson shall preside over all meetings of the Authority.
 - (ii) *Signatures*: The Chairperson shall execute all documents approved and authorized by the Authority on behalf of the Authority.

4.02. Temporary Chairperson

In the event that the Chairperson is absent or otherwise unable to perform his or her duties, the Vice Chairperson shall perform such duties. In the event that the Chairperson and Vice Chairperson are both absent or otherwise unable to perform their duties, any other Member shall perform such duties; provided, however, that in the event the duties include execution of a document that requires attestation by the Secretary, the Secretary shall not sign as temporary Chairperson. In each instance in which the term "Chairperson" is used herein, such term shall apply to a temporary Chairperson if a temporary Chairperson is needed.

4.03. Vice Chairperson

- a. Appointment: In June of every year, the Members shall elect a vice chairperson (the "Vice Chairperson") by vote of a majority of the Members present, to serve for a one (1) year term, with the effective date of such term commencing July 1.
- b. Term limits: There is no limitation on the number of consecutive terms a Member may serve as Vice Chairperson; provided, however, that by vote of a majority of the Members present, term limits for Vice Chairperson may be imposed.

- c. Duties: The Vice Chairperson shall perform the duties of the Chairperson in the Chairperson's absence in accordance with Section 4.02 above.

4.04. Secretary

- a. Appointment: In June of every year, the Members shall elect a secretary (the "Secretary") by vote of a majority of the Members present, to serve for a one (1) year term, with the effective date of such term commencing July 1.
- b. Term limits: There is no limitation on the number of consecutive terms a Member may serve as Secretary; provided, however, that by vote of a majority of the Members present, term limits for Secretary may be imposed.
- c. Duties:
 - (i) Minutes: The Secretary, or other party designated by the Secretary, shall ensure that the minutes of each Authority meeting have been properly recorded and are put into written form accurately reflecting the actions of the Authority and the events that transpired at the meeting for which the minutes are prepared.
 - (ii) Attestation: The Secretary shall attest to the signature of the Chairperson and to the seal on any documents to be executed by the Authority requiring such attestation. In the event that the Secretary is not available for such attestation, the Assistant Secretary, if any, or any other Member of the Authority, other than the person signing as Chairperson, may attest to the signature of the Chairperson and to the seal.

4.05. Assistant Secretary

The Authority may appoint an Assistant Secretary should it deem such appointment to be useful in the furtherance of the activities and purposes of the Authority. Said Assistant Secretary shall perform the duties and obligations of the Secretary in the absence of the Secretary, unless limitations shall be imposed by the Authority at the time of such appointment, and shall perform other duties and obligations as may be determined by the Authority at the time of such appointment.

[End of Article IV]

ARTICLE V: STAFF/PROFESSIONALS

5.01. Executive Director

The administrative, operational and program oversight functions of the Authority may be handled and coordinated by an executive director ("Executive Director"). If the Authority determines it appropriate to have an Executive Director, such Executive Director may be an employee of the Authority, an independent contractor, or an employee of the County and shall be selected by the Authority pursuant to a Request for Qualifications or other selection process deemed desirable and meeting the legal requirements for such selection. The Executive Director, if any, serves at the pleasure of the Authority in the furtherance of the Authority's purposes.

5.02. Administrative Assistant to the Executive Director

The Executive Director may, at the Authority's option, receive ministerial assistance in the execution of his or her duties from an administrative assistant (the "Administrative Assistant"). Such Administrative Assistant may be an employee of the Authority, an independent contractor or an employee of the County and shall be selected by the Authority and serve at the pleasure of the Authority.

5.03. General Counsel

The Authority may employ legal counsel or retain the services of an independent law firm that serves as general counsel (the "General Counsel") to the Authority pursuant to a contract between the Authority and the General Counsel. The General Counsel provides legal assistance and advice in connection with Sunshine Law matters, Florida Ethics Code and County Ethics Code matters, the Act, the Ordinance and other legal aspects of the operations and functions of the Authority; reviews legal documents and program documents of the Authority to ensure that the Authority's interests are protected in connection with bond and other transactions of the Authority; drafts legal documents for the Authority as may be requested by the Authority; and performs other tasks and duties as directed by the Authority.

5.04. Other Professionals

The Authority may employ or enter into contracts with financial advisors, accountants, auditors, attorneys, including, but not limited to, bond counsel and disclosure counsel and other professionals as it deems necessary, provided that the selection of such parties is completed in compliance with the requirements of the Ordinance, if applicable, and applicable law. The duties and responsibilities of such professionals and the terms of their engagements shall be determined by the Authority at the time such party is engaged. Contracts with professionals should be reviewed periodically as may be required.

[End of Article V]

ARTICLE VI: FISCAL POLICIES AND BUDGET

6.01. Fiduciary Responsibility

All of the Members and employees and, to the extent applicable in the performance of their services for the Authority, professional staff, of the Authority have a fiduciary responsibility to the citizens of the County to safeguard the Authority's assets and use such assets to further the purposes of the Authority.

6.02. Financial Records, Reports and Audits

- a. Accounting Method: The Authority's official financial records and reports shall be prepared and maintained by its accountant, or such other party designated by vote of the majority of the Members present, and shall be reported in accordance with Generally Accepted Accounting Principles and in compliance with federal law, state law, including, but not limited to, the Uniform Local Government Financial Management and Reporting Act encoded in Part III, Chapter 218, Florida Statutes (the "Reporting Act"), Section 189.418, Florida Statutes, and the Code of Ordinances.
- b. Financial Statements and Reports:
 - (i) *Monthly*: Monthly reconciliation statements for the Authority's general fund, and such other accounts as may be requested by the Authority, including, but not limited to accounts relating to the Authority's multifamily and single family bond programs, with respect to income received and payments made from such accounts shall be submitted to the Authority's accountant by its Executive Director, financial advisor or other party appointed by the Authority to do so; provided, however, that the Authority may waive this requirement by vote of the majority of the Members present.
 - (ii) *Quarterly*: Quarterly financial reports shall be provided to Authority within 60 days of the end of each quarter. This report shall summarize financial and performance data for the preceding quarter, including, but not limited to, a comparison of actual expenditures and revenues to budgeted expenditures and revenues. This report shall be prepared by the Authority's Executive Director, financial advisor or other party appointed by the Authority to do so; provided, however, that the Authority may waive this requirement by vote of the majority of the Members present.
 - (iii) *Annually*: The Authority's accountant shall prepare an annual financial report for submission to the County in accordance with the Reporting Act and the requirements of the County. The County's Comprehensive Annual Financial Report includes the audit of the Authority's general fund and fulfills all of the Authority's reporting

requirements under the Reporting Act based on the information submitted to the County pursuant to this section.

- c. Audits: The Authority's financial records shall be audited annually, at the end of the Authority's fiscal year, by an independent auditor.

6.03. Fiscal Year

The Authority's fiscal year shall be from October 1 through September 30.

6.04. Budget

The Authority shall adopt an annual budget (the "Budget") by written resolution adopted by vote of the majority of the Members present, on or prior to the August preceding the fiscal year for which the Budget is prepared.

- a. Preparation: The Authority's Executive Director, financial advisor or other party appointed to do so by the Authority, shall prepare a budget and submit it directly to each Member of the Authority for review on or prior to July 31 of each year to give each Member sufficient time to consider the budget prior to the budget approval at the Authority's August meeting. The budget shall be balanced, that is, the total of the estimated receipts, including balances brought forward, shall equal the total of the appropriations and reserves. The appropriation division of the budget shall include itemized appropriations for all expenditures authorized by law, contemplated to be made, or incurred for the benefit of the Authority during the said year.
- b. Changes: Budget changes shall be approved by written resolution adopted by vote of the majority of the Members present.

6.05. Use/Management of Monies

- a. Use of Surplus Funds: The use of surplus monies shall be in accordance with the Authority's Policies and Procedures for the Use of Surplus Funds dated _____, 2008, as may be amended and supplemented, attached hereto as "Appendix A."
- b. Permissible Expenditures: All expenditures of Authority funds shall be made in furtherance of the purposes of the Authority. In addition to the use of surplus funds as set forth under Section 6.05(a) above, Authority funds may be expended, without specific prior approval of the Authority unless otherwise provided for below, but subject to approval prior to reimbursement for or payment of such expenditure pursuant to the procedures set forth in Section 6.05(d) below, in amounts standard and reasonable for the particular item, for the payment of:
 - (i) regular periodic payment of employees, including benefits therefor, and professional staff, whether on a contract basis or otherwise, provided that such regular payments were initially approved by the Authority;

- (ii) regular periodic payment, such as purchase or rental payment installments or standard county reimbursement, of operational facilities and equipment, provided, however, that such regular payments were initially approved by the Authority;
 - (iii) administrative costs;
 - (iv) reimbursement for permitted travel expenses incurred by employees and Members of the Authority in the discharge of their duties, as approved by the Authority, including, but not limited to, attending conferences and workshops relating to housing finance authorities and their financial programs, and to other persons authorized by vote of the majority of the Members present to incur travel expenses to be reimbursed by the Authority;
 - (v) advertisements;
 - (vi) payment of regulatory fees and costs;
 - (vii) educational materials for an individual cost of less than \$100.00; and
 - (viii) such other items as may be approved by the Authority prior to such expenditure, or, if approval cannot be obtained prior to the expenditure due to time constraints, ratified by the Authority after such expenditure is made, and are permissible under the Act, the Ordinance and other applicable law.
- c. Deposits: All monies coming to the Authority, whether through good faith deposits, bond issuance fees, compliance monitoring fees, donations, or any other sources, shall be deposited in an account held by a financial institution in the State of Florida designated by the Authority (the "Authority's Banking Institution").
- d. Disbursements: All disbursements from the Authority's accounts shall be for "Permissible Expenditures" as set forth in Section 6.05(b) above and shall be paid upon compliance with the following:
- (i) *Form of Request*: Requests for disbursement shall be made as follows:
 - A. Contract Professionals and Staff: Requests for disbursements to the Authority's contract professionals and staff for payment of their services shall be in the form of an invoice submitted to the Executive Director, or other party appointed by the Authority for such purpose, by such party.
 - B. Operational Facilities and Staff Salaries: Requests for reimbursements for operational facilities and staff salaries paid for and/or provided by the County shall be submitted to the Executive Director, or other party appointed by the Authority for such purpose, in the form established therefor by the County. Payments for owned or leased operational facilities shall be made

pursuant to agreements entered into therefor, including, but not limited to, leases, mortgages or installment contracts. Payments to staff employed directly by the Authority shall be made as agreed upon by the Authority and such employee.

- C. **Travel and Other Reimbursements:** Requests for reimbursements to reimburse Members, employees or other persons for travel expenses, educational materials or any other "Permissible Expenditures" shall be submitted to the Executive Director, or other party appointed by the Authority for such purpose, in the form attached hereto as "**Appendix B**," as may be amended and supplemented (the "Request for Reimbursement"), accompanied by the appropriate documentation of such expenditure, including, but not limited to, receipts, bills, cancelled checks or invoices for such expenditure. Credit card statements are not a preferred form of documentation and the Authority may reject such form of documentation if the amount requested for reimbursement as indicated on the credit card statement is greater than amounts customarily charged for such item. If documentation of an individual single expenditure amounting to less than twenty-five dollars (\$25.00) is unavailable, the Member requesting reimbursement for such expenditures shall submit to the Executive Director, or other party appointed by the Authority for such purpose, as documentation thereof for purposes of the Request for Reimbursement, a Certification of Expenditure in the form attached hereto as "**Appendix C**," as may be amended and supplemented, certifying as to the amount, nature and validity of such expenditure. Requests for Reimbursement by a Member for multiple expenditures in an aggregate amount in excess of fifty dollars (\$50.00) for which documentation is unavailable shall be denied to the extent that the amount requested exceeds \$50.00, regardless of the inclusion of a Certification of Expenditure, provided, however, that the Authority may determine to waive this limit if good cause can be shown by the requesting party as to why documentation of the expenditure is not available. All requests for travel reimbursement shall be for amounts and purposes permissible under 112.061, Florida Statutes, a copy of which is attached hereto as "**Appendix D**" and incorporated by reference herein, as may be further amended and supplemented. Any questions regarding the interpretation and application of 112.016, Florida Statutes should be directed to the Authority's General Counsel.
- D. **Miscellaneous:** Requests for disbursements for administrative costs, other than operational facilities, staff salaries and fees payable to the Authority's contract professionals, but including,

but not limited to, advertisements, regulatory fees and costs not otherwise reimbursed pursuant to Section 6.05(d)(i)(C) above, shall be included on the General Fund Disbursement prepared by the Executive Director, or other party appointed by the Authority for such purpose, pursuant to Section 6.05(d)(ii) below, with the appropriate supporting documentation, including, but not limited to, receipts, invoices or bills.

- (ii) *Processing of Request:* The Executive Director, or other party appointed by the Authority for such purpose, shall compile all Requests for Reimbursement or disbursement submitted in accordance with Section 6.05(d)(i)(A-D) above and review such requests for completion, accuracy and appropriateness. If the Executive Director, or other party appointed by the Authority for such purpose, determines that such requests are reasonable, properly documented, permissible expenditures and within the amount budgeted for such expenditure, the Executive Director, or other party appointed by the Authority for such purpose, shall itemize all requests on the General Fund Disbursement form attached hereto as "**Appendix E,**" as may be amended and supplemented, and submit such General Fund Disbursement Form, with all individual requests for reimbursement attached thereto, to the Authority for consideration at the meeting immediately following the submission of such requests, provided, however, that the Executive Director, or other party appointed by the Authority for such purpose, shall not be required to include on the General Fund Disbursement Form any request submitted to the Executive Director, or other party appointed by the Authority for such purpose, less than 10 calendar days prior to the next meeting. Requests submitted later than the meeting deadline shall be reviewed and submitted for the following meeting.

If the Executive Director, or other party appointed by the Authority for such purpose, determines, in his or her reasonable judgment, that a Request for Reimbursement is unreasonable, impermissible, incomplete or in excess of the amount permitted therefor in the Authority's budget, the Executive Director, or other party appointed by the Authority for such purpose, shall complete a "Denial of Request" in the form attached hereto as "**Appendix F,**" as may be amended and supplemented, send it to the party requesting disbursement and submit a copy thereof to the Authority at the meeting immediately following such submission, unless the request was submitted less than 10 calendar days prior to such meeting, in which case it shall be submitted to the Authority at the following meeting. The Authority shall review such Denial of Request at the meeting at which it is presented and shall either affirm or override the action of the Executive Director, or other party appointed by the Authority for such purpose.

(iii) *Payment of Requested and Approved Disbursement.* Upon approval by the Authority of a General Fund Disbursement Request, the Executive Director, or other party appointed by the Authority for such purpose, shall forward the General Fund Disbursement Request to the proper person at the Authority's Banking Institution, who shall immediately disburse such funds to the parties and in the amounts identified on such General Fund Disbursement Request.

(iv) *Exception to Disbursement Procedure.*

A. When Regular Meetings are Cancelled:

In the event that the Authority does not hold one or more of its Regular Meetings, the Executive Director, or other party appointed by the Authority for such purpose, may submit the General Fund Disbursement Form that would have been submitted to the Authority at such cancelled meeting to the Chairperson for review and, upon approval by the Chairperson, may forward the General Fund Disbursement Form to the Authority's Banking Institution for payment, provided, however, that the approval of such General Fund Disbursement Form shall be ratified at the next Regular Meeting of the Authority. The Chairperson shall have the right, in his or her reasonable discretion taking into consideration the powers and purposes of the Authority and the nature of the expense, to deny any individual item(s) included on the General Fund Disbursement, provided, however, that this denial shall not constitute final denial of such request and such request shall be considered by the Authority at its next Regular Meeting.

B. Items Requiring Payment Prior to Next Scheduled Regular Meeting, but Previously Approved

In the event that a particular permissible expenditure has been approved by the Authority prior to inclusion on and approval of a General Fund Disbursement Form, and such expenditure must be reimbursed prior to the approval of the applicable General Fund Disbursement Form, the Executive Director, or other party appointed by the Authority for such purpose, may forward a request for payment of such item to the Authority's Banking Institution, provided, however, that the Authority shall ratify the payment of such expenditure as a separate consent agenda item at its next Regular Meeting.

C. Items Requiring Payment Prior to Next Scheduled Regular Meeting, not Previously Approved

In the event that a particular permissible expenditure in an amount of \$500.00 or less shall arise which has not been approved by the Authority prior to inclusion on and approval of a General Fund Disbursement Form, but which must be paid prior to the next Regular Meeting, the Chairperson of the Authority may, in his or her reasonable discretion, taking into consideration the powers and purposes of the Authority and the nature of the expense, authorize such expenditure and direct the Executive Director, or other party appointed by the Authority for such purpose, to forward a request for payment of such item to the Authority's Banking Institution, provided, however, that the Authority shall ratify the payment of such expenditure as a separate consent agenda item at its next Regular Meeting.

- e. Investments: Authority funds shall be invested in accordance with the Authority's investment policy as included in the Resolution Adopting the Housing Finance Authority of Palm Beach, Florida Investment Policy adopted on September 18, 1995, and attached hereto as "**Appendix G**," as may be amended and supplemented.

[End of Article VI]

ARTICLE VII: MEETINGS

7.01. Conduct

Meetings of the Authority shall be conducted in accordance with Robert's Rules of Order. The rules established for "informal meetings" in Robert's Rules of Order as set forth in "Appendix H" hereto and incorporated by reference herein, as may be amended and supplemented, shall be observed by the Authority.

7.02. Public Nature

All meetings of the Authority shall be held in compliance with the Sunshine Law.

7.03. Date, Time and Location of Meetings

The Authority shall hold regularly scheduled meetings once a month, on the second Friday of each month or such other day as shall be determined by vote of the majority of the Members present (the "Regular Meetings"), provided, however, that the Authority may opt to (i) cancel a Regular Meeting if there is no business before the Authority or a quorum will not be present and (ii) by vote of the majority of the Members present, reschedule a particular Regular Meeting to another date and time to ensure the presence of a quorum, provided that the Authority shall announce such change at the Regular Meeting immediately prior to such rescheduled meeting. Subject to availability, all meetings of the Authority shall be held in the McEaddy Conference Room, 12th Floor of the Palm Beach County Governmental Center, located at 301 N. Olive Avenue, West Palm Beach, Florida. If the McEaddy Conference Room is unavailable for any particular meeting, the location for that meeting shall be held in any available County facility location, and if no such alternate location is available, at such place within the County determined by the Executive Director, or other party appointed by the Authority for such purpose, in his or her reasonable discretion, taking into consideration cost for use of such location, accessibility of such location for members of the public, and the general needs of the Authority. If the McEaddy Conference Room becomes unavailable for all meetings going forward, or if the Authority determines that another meeting location would be more appropriate or desirable, the Authority shall, by vote of a majority of the Members present, establish a new meeting location within the County, taking into consideration availability, cost for use of such location, accessibility of such location for members of the public, and the general needs of the Authority.

7.04. Special Meetings

Special meetings of the Authority may be held upon the prior call by the Chairperson or at the request or upon the approval of any three Members of the Authority, when matters of the Authority that do not rise to the level of an emergency must be addressed prior to the next Regular Meeting of the Authority, provided that such meetings be properly noticed as set forth in 7.06(b) below.

7.05. Emergency Meetings

Emergency meetings may be held upon the prior call of the Chairperson or at the request or upon the approval of any three Members of the Authority when the Chairperson or such Members reasonably believe that a matter poses an immediate danger to the public

health, safety, or welfare and requires immediate action by the Authority, provided that such meetings be properly noticed as set forth in 7.06(c) below. The Chairperson shall, at the commencement of an emergency meeting, state the purpose of the meeting and the Members shall enter a finding that such purpose constitutes an emergency into the record of such meeting. Any action taken at an emergency meeting shall be ratified by the Authority at its next Regular Meeting.

7.06. Notice

- a. Regular Meetings: Notice of all Regular Meetings for the year shall be published in the Palm Beach Post, or other comparable publication of general circulation in the County, at the beginning of each year, at least 7 calendar days prior to the first meeting of the applicable year, provided, however, that in the event there is any change in day or location of Regular Meetings, notice of such change shall be published in the Palm Beach Post, or other comparable publication of general circulation in the County, at least 7 calendar days prior to the first affected meeting.
- b. Special meetings: Notice of each special meeting shall be published in the Palm Beach Post, or other comparable publication of general circulation in the County, at least 7 calendar days prior to such meeting. In addition to public notice, the office of the Executive Director, or other party appointed by the Authority for such purpose, shall, at least 48 hours prior to the scheduled time of the special meeting, send written notice, via messenger, e-mail, facsimile or mail, to each of the Members of the Authority that such meeting has been called. This notice requirement may be waived, in writing, by Members of the Authority with respect to any special meeting. The attendance of a Member at the special meeting shall constitute a waiver of such notice.
- c. Emergency meetings: Notice of emergency meetings shall be made as soon as practicable in the manner most likely to advise the public of such meeting under the circumstances. In addition to public notice, the office of the Executive Director, or other party appointed by the Authority for such purpose, shall, at least 24 hours prior to the scheduled time of the emergency meeting, send written notice, via messenger, e-mail, facsimile or mail, to each of the Members of the Authority that such meeting has been called. This notice requirement may be waived, in writing, by Members of the Authority with respect to any emergency meeting. The attendance of a Member at the emergency meeting shall constitute a waiver of such notice.
- d. Notice Content: Meeting notices shall include the date, time and location of the meeting. Notices for all meetings other than Regular Meetings shall include a statement identifying the purpose for such meeting. In addition, all meeting notices should contain the following language:

**“Should any person decide to appeal any decision made by
the Housing Finance Authority with respect to any matter**

considered at the meeting referenced herein, he or she will need a record of the proceedings, and for such purpose, may need to ensure that a verbatim record of the proceedings is made, which record includes the testimony and evidence upon which the appeal is to be based.

In accordance with the Americans with Disabilities Act, persons with disabilities needing special assistance accommodations to participate in this proceeding should contact [NAME], no later than five (5) days prior to the hearing at telephone number (561) 355-4780 for assistance; if hearing impaired, telephone the Florida Relay Service Numbers at (800) 955-8771 (TDD) or (800) 955-8700 (VOICE) for assistance.”

7.07. Agendas

An official agenda shall be prepared by the Executive Director, or other party appointed by the Authority for such purpose, to determine the order of business to be conducted for all Regular Meetings and special meetings in accordance with the following:

- a. Submission of Items: The Executive Director, or other party appointed by the Authority for such purpose, shall include on the agenda all items that constitute “Old Business” based on the nature of the business accomplished at the prior meeting. The Executive Director, financial advisor, Authority’s General Counsel and bond counsel, and any other party so authorized by the Authority, may submit items for the consent agenda and the “New Business” portion of the agenda as they deem necessary. Members of the public may request that an item of business be placed on the agenda by submitting such request and the reason therefor, in writing, at least two (2) weeks prior to the meeting at which they would like such item to be considered, provided, however, that the Authority may, in its reasonable discretion, by vote of the majority of the Members present, extend or waive this deadline. The Executive Director, or other party appointed by the Authority for such purpose, in consult with the Chairperson, the financial advisor and/or Authority’s General Counsel, as necessary, shall determine whether such request is an appropriate item for placement on the agenda and consideration by the Authority.
- b. Support materials: Any party wishing to have materials or information included in the agenda packet for an upcoming meeting shall submit such materials to the Executive Director, or other party appointed by the Authority for such purpose, at least 10 calendar days prior to the meeting; provided, however, that the Authority may, in its reasonable discretion, by vote of the majority of the Members present, extend or waive this deadline. The Authority may, but is not obligated to, consider any materials provided to it after such deadline. The Executive Director, or other party appointed by the Authority for such purpose, in consult with the Chairperson, the financial advisor and/or Authority’s General Counsel, as

necessary, shall determine whether such materials are appropriate for placement in the agenda packet.

- c. Delivery of Agenda: The Executive Director, or other party appointed by the Authority for such purpose, shall send a completed agenda packet for Regular Meetings, including the order of business, minutes of the prior meeting and all support documentation, exhibits and other materials to be included therewith, to each Member of the Authority via regular U.S. Mail, no later than seven (7) calendar days prior to the meeting for which the agenda has been prepared; provided, however, that the Authority may, in its reasonable discretion, by vote of the majority of the Members present, extend or waive this deadline. The Executive Director, or other party appointed by the Authority for such purpose, shall send agendas for special meetings and emergency meetings to the Members of the Authority via facsimile, e-mail, courier or overnight delivery, as appropriate, as soon as practicable after such meeting has been called and as far in advance prior to the meeting as possible.
- d. Format: Agendas for Regular Meetings shall include, but not be limited to, the following:
 - I. Call to Order
 - a. Roll Call
 - b. Establishment of Quorum
 - II. Agenda Approval
 - a. Additions, Deletions, Substitutions
 - b. Adoption
 - III. Consent Agenda
 - a. Approval of Minutes of Prior Meeting (date to be provided)
 - b. Approval of Revised Minutes of Prior Meeting
 - c. Approval of any General Fund Disbursements
 - d. Approval of absences from prior meeting
 - e. [other items of business which do not need to be discussed by the Authority and which are to be voted on as a group]
 - IV. Old Business
 - a. [any individual items previously discussed by the Authority for which final action has not been taken]
 - V. New Business
 - a. [any items that need to be discussed by the Authority but have not been previously discussed]
 - VI. Other Matters

- a. Matters of the Members of the HFA [to promote the public discussion of matters relating to Authority business, to encourage the dissemination of information, and to request the preparation of proclamations, resolutions, reports and legal documents to be given formal consideration at the next Regular Meeting]
- b. Matters of the Executive Director [to disseminate information to, and make requests of, the Authority]
- c. Matters of the Professionals [to disseminate information to, and make requests of, the Authority]
- d. Matters from the Public
- e. Next Regularly Scheduled Meeting Date: _____
- f. [Any special meeting scheduled]

VII. Adjournment

7.08. Public Participation

The opportunity for participation by the public in Authority meetings shall be weighed against the Authority's need to conduct orderly and efficient meetings.

- a. Opportunity to Speak: Members of the public who wish to address the Authority with respect to a topic or matter relevant to the agenda or the business of the Authority shall, when the Chairperson announces the "Matters of the Public" section on the agenda, indicate to the Authority that they wish to speak. All persons addressing the Authority shall state their name, organization, if applicable, and the purpose for their appearance. Members of the public will not be permitted to appear before the Authority to discuss matters for which final action has already been taken by the Authority, provided, however, that the Authority may waive this restriction if, in its reasonable judgment, it determines by vote of a majority of the Members present that such item should be open to further discussion and comment.
- b. Decorum of Public Participants: All remarks shall be addressed to the Authority as a body and not to any individual Member thereof. No person other than the Members of the Authority and the person having the floor shall enter into the discussion without the permission of the Chairperson. No question shall be directed to the Authority's professional staff except through the Chairperson.

Any person making impertinent or slanderous remarks or who becomes boisterous while addressing the Authority shall be barred from further audience before the Authority by the Chairperson, unless permission to continue or again address the Authority is granted by vote of the majority of the Members present. The Authority reserves the right to prohibit any party from appearing before the Authority, by vote of a majority of the Members present, if the party is, or the Authority has a justifiable reason to believe that the party will be, disruptive, disrespectful or otherwise disorderly. The Chairperson shall state, for recording

in the minutes of such meeting, the reason for which such party was prohibited from speaking.

No person, except Members of the Authority or their professional staff, shall be permitted beyond the area established for members of the public to speak. Any person who goes beyond this area shall be subject to removal from the meeting.

- c. Time Limits: After being recognized by the Chairperson, a party addressing the Authority shall be subject to the following time limitations:
- (i) General: Each person will be permitted to address the Authority for a maximum of five (5) minutes, exclusive of time taken by Authority Members to pose questions to the party speaking (the "Time Limit"). The Chairperson may curtail irrelevant or repetitious comments.
 - (ii) Extension of Time Limit: The Authority may, by vote of a majority of the Members present, taking into consideration the relevance of the subject matter to the Authority and the amount of time for which a quorum will remain available, in its discretion, permit a party to speak for a period of time beyond the Time Limit upon the request of such person, provided that the Chairperson shall acknowledge the extension of the Time Limit and state the reasons for which such extension was granted for inclusion in the minutes.
 - (iii) Reduction of Time Limit: In the event that the Authority has limited time remaining for availability of a quorum it may, by vote of a majority of the Members present, further limit the Time Limit to permit as many people as possible to appear before the Authority during the time available, provided that the Chairperson shall announce the reduction in the Time Limit prior to hearing any members of the public, and shall state the reasons therefor to be included in the minutes.
- d. Miscellaneous Presentations: In addition to public participation during the "Matters of the Public" portion of the agenda, the Authority may, in its sole and reasonable discretion, request or permit public participation of any nature, including, but not limited to, public participation relating to project presentations by persons requesting funding from the Authority, which participation shall take place during the old or new business portion of the agenda, as applicable. The Time Limit shall not apply to such presentations and the Authority shall establish parameters for such presentations, including, but not limited to, subject matter and length, at the time such presentation is requested or permission to give such a presentation is granted.

7.09. Minutes

- a. General: Each meeting shall be recorded by an electronic recording device capable of playback. The office of the Executive Director, or other party appointed by the Authority for such purpose, shall prepare the minutes of each meeting, written on a summary basis, rather than verbatim.
- b. Information to be Included: Information reflected in the Minutes shall include, but not be limited to:
- (i) date, time and location of the meeting,
 - (ii) the names of all persons present, including Members of the Authority, its professional staff and members of the public,
 - (iii) the names of all Authority Members absent from the meeting indicating such absence,
 - (iv) the text of each motion discussed by the Authority, including the name of the person making the motion and the name of the person who seconded such motion,
 - (v) the results of votes on each motion, including number of "ayes" and "nays" and, if the motion was voted on with a roll call vote, the names of the persons voting "aye" and the names of the persons voting "nay,"
 - (vi) summary of each item discussed by the Authority, its professional staff and members of the public,
 - (vii) description of any action taken by the Authority, including, but not limited to, motions passed or defeated, resolutions adopted, and directives given to professional staff, or a notation that no action was taken after discussion of an item,
 - (viii) findings or statements of the Chairperson or Members of the Authority required to be recorded in the minutes, including, but not limited to, finding of need for an emergency meeting and waivers, limitations or extensions of public participation Time Limits and the reason therefor,
 - (ix) time of adjournment, and
 - (x) any other information that the Executive Director, the Chairperson or a majority of the Members of the Authority present at the time such decision is made deems pertinent.
- c. Approval of Minutes: The Executive Director, or other party appointed by the Authority for such purpose, shall submit the minutes prepared for each meeting to the Authority by inclusion of such minutes in the agenda package for the Regular Meeting next succeeding the meeting for which the minutes were taken. The Authority shall approve such minutes at a Regular Meeting. Any corrections, revisions or modifications to the minutes presented for approval should be pointed out by the Authority at this time with a request that the appropriate changes be made. The Executive Director, or other party appointed by the Authority for such purpose, shall ensure that all such changes are made to the minutes and that the revised minutes are presented at the following Regular Meeting for approval.

Upon approval of such minutes by the Authority, the minutes shall become a public record and a copy thereof shall be submitted by the Executive Director, or other party appointed by the Authority for such purpose, to the Clerk of the Court of the County for maintenance in the public records repository of the County.

- d. Minutes of Meetings other than Regular Meetings: In addition to all requirements for minutes of meetings herein otherwise provided, minutes of any meetings other than Regular Meetings shall include the manner and method by which the meeting was called, by which Members were notified of such meeting, or, alternatively, waiver of notice by any Member, and by which public notice was given of such meeting.

7.10. Quorum

No action of the Authority shall be taken without the presence of a quorum. Should no quorum be present within fifteen (15) minutes after the hour appointed for the meeting in question, the Chairperson may adjourn the meeting. The names of the Members present and the action of the Chairperson to recess the meeting shall be recorded in the minutes for that meeting.

7.11. Conflicts of Interest and Disclosure

- a. Participation in discussion and voting: No Member of the Authority shall participate in the discussion of or vote on a matter for which the Member knows he or she has a conflict of interest as defined in the Act, the State Ethics Code, the County Ethics Code and the Ordinance (a "Conflict of Interest"), excerpts and analyses of which are attached hereto as "**Appendix I**" and are incorporated by reference herein.
- b. Disclosure:
- (i) *of Contact*: Authority Members shall make verbal disclosure of communications outside of Authority meetings with persons having business before the Authority in accordance with the policy adopted by the Authority in its Resolution dated November 9, 2007, attached hereto as "**Appendix J**," as may be amended and supplemented.
- (ii) *of Conflict*: Authority Members having a Conflict of Interest shall, if they are aware, prior to a meeting of the Authority, that the subject of the conflict will be considered at such meeting, record the nature of such conflict in a memorandum in the form attached hereto as "**Appendix K**," as may be amended and supplemented (the "Disclosure Memorandum"), and file such Disclosure Memorandum with the Executive Director, or other party appointed by the Authority for such purpose, who shall immediately provide all other Members of the Authority with such Disclosure Memorandum, read such Disclosure Memorandum publicly at the applicable meeting prior to the discussion on the subject of the conflict

and incorporate the Disclosure Memorandum in the minutes of the meeting at which such disclosure was made. If a Member is unaware that an item for which such Member has a Conflict of Interest will be addressed at a meeting prior to such meeting, or otherwise does not become aware of the Conflict of Interest until such meeting, such Member shall verbally disclose the nature of the conflict at the meeting immediately upon the commencement of the discussion on such item. Within 15 calendar days after the meeting at which such disclosure is made, such Member shall file a Disclosure Memorandum with the Executive Director, or other party appointed by the Authority for such purpose, who shall incorporate the memorandum in the minutes of the meeting at which such disclosure was made.

- c. Prohibited Conflicts of Interest: Certain business and contractual relationships between Authority Members and persons or entities doing business with the Authority are prohibited entirely, regardless of whether disclosure is made, as more specifically described in “**Appendix I**” hereto. In those situations, Members must either sever the business/contractual relationship or may no longer serve as a Member of the Authority.

7.12. Voting

- a. Abstention: No Member of the Authority who is present at any meeting of the Authority may abstain from voting in regard to any decision, except when, with respect to such Member, there is, or appears to be, a possible Conflict of Interest. In such cases, said Member shall comply with the disclosure requirements of Section 7.11(b) above.
- b. Change of Vote: Any Member of the Authority may change his or her vote before the next item of business is called for consideration, or before a recess or adjournment is called, whichever is first.
- c. Tie Votes: A tie vote shall result in the failure of the motion.

[End of Article VII]

ARTICLE VIII: RESTRICTION ON DUAL OFFICE HOLDING

Pursuant to the Florida law, Authority Members are prohibited from holding certain positions with other governmental entities, as more specifically described in the excerpted law and analysis thereof set forth in “**Appendix L**” hereto, as may be amended and supplemented.

[End of Article VIII]

ARTICLE IX: COMMITTEES

The Authority may, by vote of the majority of the Members present, establish standing committees which shall continue in existence until dissolved by vote of the majority of the Members present. The membership of the committee, the specific purpose for the committee, and the expectations of the Authority with respect to what the committee shall accomplish, along with pertinent deadlines and timeframes, shall be clearly established at the time the committee is created. All meetings of committees at which two or more Members of the Authority will be present must be conducted and noticed in accordance with the Sunshine Law.

Whenever the Authority deems it necessary or desirable that the Authority should be represented at meetings, conferences or other occasions involving other governmental entities, agencies, officials or groups, or non-governmental organizations, departments or agencies, the Chairperson or a majority of the Members present may designate Members of the Authority, including him or herself, to represent the Authority at such meetings, conferences or other occasions. Such representatives shall have no power to act for or on behalf of the Authority unless previously so authorized. Such representative(s) shall report to the Authority with regard to such meeting, conference or other occasion at the meeting immediately following such event. While in attendance at such meetings, conferences or other occasions, Authority Members are prohibited from discussing matters of the Authority with each other in any way that would constitute a violation of the Sunshine Law.

[End of Article IX]

ARTICLE X: OFFICIAL ACTIONS

10.01. Action

All actions of the Authority shall be taken by motion, resolution or directive.

10.02. Motions

All action taken by motion shall be recorded in the minutes of the meeting at which such action was taken in accordance with Section 7.09(b) above.

10.03 Resolutions

All action taken by resolution shall be recorded in a resolution document to be prepared by the Authority's General Counsel, or bond counsel, as applicable, and, if adopted in verbal form, a written form thereof shall be presented to the Authority and executed by the Chairperson at the meeting following its adoption. The Authority, in its sole discretion, may implement a numbering system whereby all resolutions of the Authority pertaining to the operation and administration of the Authority generally and not relating to any specific transaction (the "Administrative Resolutions") shall be numbered consecutively, by year and appropriate number. In the event that such numbering system is used, all Administrative Resolutions adopted by the Authority prior to the determination that such system shall be used shall be compiled by the Authority's General Counsel to the extent available and numbered, per this provision, such that all subsequent Administrative Resolutions shall be properly numbered, taking into account prior Administrative Resolutions. The Executive Director, or other party appointed by the Authority for such purpose, shall maintain a log of all Administrative Resolutions, including date adopted, number (if such numbering system is implemented) and subject. All Administrative Resolutions of the Authority shall be considered policies of the Authority and are incorporated herein by reference.

10.04. Directives

The Authority may, during a Regular Meeting, direct its staff and professionals to perform certain tasks for the benefit of the Authority, including, but not limited to, the preparation of reports, documents or statistical information relating to Authority business; attending meetings on behalf of the Authority; and seeking out information relevant to Authority business.

[End of Article X]

ARTICLE XI: DOCUMENT RETENTION

The Authority's records shall be maintained in accordance with the policies and procedures established by the State of Florida, Department of State, Division of Library and Information Services and the retention schedule established thereby, as well as the Electronic Recordkeeping rules set forth in Rule 1B-26.003 of the Florida Administrative Code, each as attached hereto as "**Appendix M,**" as may be amended and supplemented.

[End of Article XI]

APPENDIX A
POLICY FOR THE USE OF SURPLUS FUNDS

[pending]

APPENDIX B
REQUEST FOR REIMBURSEMENT FORM

HOUSING FINANCE AUTHORITY
OF PALM BEACH COUNTY, FLORIDA

MEMO

TO: Authority Members

FROM: Executive Director [or other party appointed by Authority]

RE: Request For Reimbursement Form

Attached please find the Request for Reimbursement form to be completed by Authority Members requesting reimbursement for travel expenses, educational materials or any other "permissible expenditures." A sample completed form has been attached hereto as "Exhibit A" for your convenience. The Request for Reimbursement form should be submitted to the Executive Director, or other party appointed by the Authority for that purpose, accompanied by the appropriate documentation of each expenditure, including but not limited to receipts, bills, cancelled checks or invoices for such expenditure. Credit card statements are not a preferred form of documentation and the Authority may reject such form of documentation if the amount requested for reimbursement as indicated on the credit card statement is greater than amounts customarily charged for such item.

If documentation of an individual expenditure amounting to less than twenty-five dollars (\$25.00) is unavailable, you may submit the Certification of Expenditure in the form attached hereto as "Exhibit B" as documentation of such expenditure.

Requests for Reimbursement for expenditures in an aggregate amount in excess of fifty dollars (\$50.00) for which documentation is unavailable shall be denied to the extent that the amount requested exceeds \$50.00, regardless of the inclusion of a Certification of Expenditure, provided, however, that you may request that the Authority waive this limit if good cause can be shown as to why documentation of the expenditure is not available.

All requests for reimbursement shall be consistent with 112.061, Florida Statutes.

REQUEST FOR REIMBURSEMENT FORM

Date of Request:					
Party Requesting Reimbursement:					
<u>Date of Expenditure</u>	<u>Type of Expenditure</u>	<u>Purpose of Expenditure</u>	<u>Payee of Expenditure</u>	<u>Amount of Expenditure</u>	<u>Form of Documentation of Expenditure Attached</u>
TOTAL REIMBURSEMENT REQUESTED					

I hereby certify that the expenditures listed above are true and accurate expenditures incurred in connection with valid Authority business on the dates and for the purposes set forth above and that the items and amounts requested are consistent with the requirements and limitations set forth in 112.061, Florida Statutes.

Signature of Requestor: _____
Date: _____

**Exhibit A
Sample Request For Reimbursement**

Date of Request:					
Party Requesting Reimbursement:					
<u>Date of Expenditure</u>	<u>Type of Expenditure</u>	<u>Purpose of Expenditure</u>	<u>Payee of Expenditure</u>	<u>Amount of Expenditure</u>	<u>Form of Documentation of Expenditure Attached</u>
04/12/2008	Registration Fee	NALHFA Conference Registration Fee	NALHFA	\$250.00	cancelled check
05/11/2008	Airfare	Air Travel to NALHFA Conference in Los Angeles, CA	Northwest Air	825.00	invoice/ticket
05/11/2008	Taxi	Ground transportation at NALHFA Conference	Yellow Cab Co.	23.00	Certification of Expenditure
05/11/2008	Meal	Dinner at NALFA Conference	Big City Diner	19.00	receipt
05/12/2008	Meal	Lunch at NALFA Conference	Rosalita's	8.00	receipt
05/11/2008 to 05/12/2008	Hotel	Hotel for NALHFA Conference	Sheraton	209.00	receipt
06/01/2008	Professional Literature	Idiot's Guide to Public Financing	Barnes & Noble	21.00	receipt
TOTAL REIMBURSEMENT REQUESTED				\$1,355.00	

I hereby certify that the expenditures listed above are true and accurate expenditures incurred in connection with valid Authority business on the dates and for the purposes set forth above and that the items and amounts requested are consistent with the requirements and limitations set forth in 112.061, Florida Statutes.

Signature of Requestor: _____

Date: _____

Exhibit B
Certification of Expenditure

I hereby certify to the Housing Finance Authority of Palm Beach County, Florida, that:

- (a) On _____, 20__ , I expended \$ _____ for _____
_____ (the "Expenditure"),
- (b) The Expenditure was validly made and incurred by me in connection with Authority business,
- (c) The amount of the Expenditure indicated herein is the true and accurate amount made and incurred by me for such Expenditure,
- (d) The Expenditure is permitted by and in compliance with 112.061, Florida Statutes, and
- (d) I was not provided with, or for other reasons do not have, a receipt, invoice, cancelled check or other form of documentation for the Expenditure.

By: _____
Printed Name: _____
Date: _____

APPENDIX C
CERTIFICATION OF EXPENDITURE

I, the undersigned, do hereby certify to the Housing Finance Authority of Palm Beach County, Florida, that:

- (a) On _____, 20__ , I expended \$ _____ for _____
_____ (the "Expenditure"),
- (b) The Expenditure was validly made and incurred by me in connection with Authority business,
- (c) The amount of the Expenditure indicated herein is the true and accurate amount made and incurred by me for such Expenditure,
- (d) The Expenditure is permitted by and in compliance with 112.061, Florida Statutes, and
- (d) I was not provided with, or for other reasons do not have, a receipt, invoice, cancelled check or other form of documentation for the Expenditure.

By: _____
Printed Name: _____
Date: _____

APPENDIX D

SECTION 112.061, FLORIDA STATUTES, 2007 (REGARDING TRAVEL EXPENDITURES/REIMBURSEMENT)

112.061 Per diem and travel expenses of public officers, employees, and authorized persons.--

(1) LEGISLATIVE INTENT.--To prevent inequities, conflicts, inconsistencies, and lapses in the numerous laws regulating or attempting to regulate travel expenses of public officers, employees, and authorized persons in the state, it is the intent of the Legislature:

(a) To establish standard travel reimbursement rates, procedures, and limitations, with certain justifiable exceptions and exemptions, applicable to all public officers, employees, and authorized persons whose travel is authorized and paid by a public agency.

(b) To preserve the standardization established by this law:

1. The provisions of this section shall prevail over any conflicting provisions in a general law, present or future, to the extent of the conflict; but if any such general law contains a specific exemption from this section, including a specific reference to this section, such general law shall prevail, but only to the extent of the exemption.

2. The provisions of any special or local law, present or future, shall prevail over any conflicting provisions in this section, but only to the extent of the conflict.

(2) DEFINITIONS.--For the purposes of this section, the following words shall have the meanings indicated:

(a) Agency or public agency--Any office, department, agency, division, subdivision, political subdivision, board, bureau, commission, authority, district, public body, body politic, county, city, town, village, municipality, or any other separate unit of government created pursuant to law.

(b) Agency head or head of the agency--The highest policymaking authority of a public agency, as herein defined.

(c) Officer or public officer--An individual who in the performance of his or her official duties is vested by law with sovereign powers of government and who is either elected by the people, or commissioned by the Governor and has jurisdiction extending throughout the state, or any person lawfully serving instead of either of the foregoing two classes of individuals as initial designee or successor.

(d) Employee or public employee--An individual, whether commissioned or not, other than an officer or authorized person as defined herein, who is filling a regular or full-time authorized position and is responsible to an agency head.

(e) Authorized person--

1. A person other than a public officer or employee as defined herein, whether elected or commissioned or not, who is authorized by an agency head to incur travel expenses in the performance of official duties.

2. A person who is called upon by an agency to contribute time and services as consultant or adviser.
 3. A person who is a candidate for an executive or professional position.
- (f) Traveler--A public officer, public employee, or authorized person, when performing authorized travel.
- (g) Travel expense, traveling expenses, necessary expenses while traveling, actual expenses while traveling, or words of similar nature--The usual ordinary and incidental expenditures necessarily incurred by a traveler.
- (h) Common carrier--Train, bus, commercial airline operating scheduled flights, or rental cars of an established rental car firm.
- (i) Travel day--A period of 24 hours consisting of four quarters of 6 hours each.
- (j) Travel period--A period of time between the time of departure and time of return.
- (k) Class A travel--Continuous travel of 24 hours or more away from official headquarters.
- (l) Class B travel--Continuous travel of less than 24 hours which involves overnight absence from official headquarters.
- (m) Class C travel--Travel for short or day trips where the traveler is not away from his or her official headquarters overnight.
- (n) Foreign travel--Travel outside the United States.

(3) AUTHORITY TO INCUR TRAVEL EXPENSES.--

- (a) All travel must be authorized and approved by the head of the agency, or his or her designated representative, from whose funds the traveler is paid. The head of the agency shall not authorize or approve such a request unless it is accompanied by a signed statement by the traveler's supervisor stating that such travel is on the official business of the state and also stating the purpose of such travel.
- (b) Travel expenses of travelers shall be limited to those expenses necessarily incurred by them in the performance of a public purpose authorized by law to be performed by the agency and must be within the limitations prescribed by this section.
- (c) Travel by public officers or employees serving temporarily in behalf of another agency or partly in behalf of more than one agency at the same time, or authorized persons who are called upon to contribute time and services as consultants or advisers, may be authorized by the agency head. Complete explanation and justification must be shown on the travel expense voucher or attached thereto.
- (d) Travel expenses of public employees for the sole purpose of taking merit system or other job placement examinations, written or oral, shall not be allowed under any circumstances, except that upon prior written approval of the agency head or his or her designee, candidates for executive or professional positions may be allowed travel expenses pursuant to this section.

(e) Travel expenses of public officers or employees for the purpose of implementing, organizing, directing, coordinating, or administering, or supporting the implementation, organization, direction, coordination, or administration of, activities related to or involving travel to a terrorist state shall not be allowed under any circumstances. For purposes of this section, "terrorist state" is defined as any state, country, or nation designated by the United States Department of State as a state sponsor of terrorism.

(f) The agency head, or a designated representative, may pay by advancement or reimbursement, or a combination thereof, the costs of per diem of travelers for foreign travel at the current rates as specified in the federal publication "Standardized Regulations (Government Civilians, Foreign Areas)" and incidental expenses as provided in this section.

(g) A traveler who becomes sick or injured while away from his or her official headquarters and is therefore unable to perform the official business of the agency may continue to receive subsistence as provided in subsection (6) during this period of illness or injury until such time as he or she is able to perform the official business of the agency or returns to his or her official headquarters, whichever is earlier. Such subsistence may be paid when approved by the agency head or his or her designee.

(h) The ¹State Surgeon General or a designee may authorize travel expenses incidental to the rendering of medical services for and on behalf of clients of the Department of Health. The Department of Health may establish rates lower than the rate provided in this section for these travel expenses.

(4) OFFICIAL HEADQUARTERS.--The official headquarters of an officer or employee assigned to an office shall be the city or town in which the office is located except that:

(a) The official headquarters of a person located in the field shall be the city or town nearest to the area where the majority of the person's work is performed, or such other city, town, or area as may be designated by the agency head provided that in all cases such designation must be in the best interests of the agency and not for the convenience of the person.

(b) When any state employee is stationed in any city or town for a period of over 30 continuous workdays, such city or town shall be deemed to be the employee's official headquarters, and he or she shall not be allowed per diem or subsistence, as provided in this section, after the said period of 30 continuous workdays has elapsed, unless this period of time is extended by the express approval of the agency head or his or her designee.

(c) A traveler may leave his or her assigned post to return home overnight, over a weekend, or during a holiday, but any time lost from regular duties shall be taken as annual leave and authorized in the usual manner. The traveler shall not be reimbursed for travel expenses in excess of the established rate for per diem allowable had he or she remained at his or her assigned post. However, when a traveler has been temporarily assigned away from his or her official headquarters for an approved period extending beyond 30 days, he or she shall be entitled to reimbursement for travel expenses at the established rate of one round trip for each 30-day period actually taken to his or her home in addition to pay and allowances otherwise provided.

(5) COMPUTATION OF TRAVEL TIME FOR REIMBURSEMENT.--For purposes of reimbursement and methods of calculating fractional days of travel, the following principles are prescribed:

(a) The travel day for Class A travel shall be a calendar day (midnight to midnight). The travel day for Class B travel shall begin at the same time as the travel period. For Class A and Class B travel, the traveler shall be reimbursed one-fourth of the authorized rate of per diem for each quarter, or fraction

thereof, of the travel day included within the travel period. Class A and Class B travel shall include any assignment on official business outside of regular office hours and away from regular places of employment when it is considered reasonable and necessary to stay overnight and for which travel expenses are approved.

(b) A traveler shall not be reimbursed on a per diem basis for Class C travel, but shall receive subsistence as provided in this section, which allowance for meals shall be based on the following schedule:

1. Breakfast--When travel begins before 6 a.m. and extends beyond 8 a.m.
2. Lunch--When travel begins before 12 noon and extends beyond 2 p.m.
3. Dinner--When travel begins before 6 p.m. and extends beyond 8 p.m., or when travel occurs during nighttime hours due to special assignment.

No allowance shall be made for meals when travel is confined to the city or town of the official headquarters or immediate vicinity; except assignments of official business outside the traveler's regular place of employment if travel expenses are approved. The Chief Financial Officer shall establish a schedule for processing Class C travel subsistence payments at least on a monthly basis.

(6) RATES OF PER DIEM AND SUBSISTENCE ALLOWANCE.--For purposes of reimbursement rates and methods of calculation, per diem and subsistence allowances are provided as follows:

(a) All travelers shall be allowed for subsistence when traveling to a convention or conference or when traveling within or outside the state in order to conduct bona fide state business, which convention, conference, or business serves a direct and lawful public purpose with relation to the public agency served by the person attending such meeting or conducting such business, either of the following for each day of such travel at the option of the traveler:

1. Eighty dollars per diem; or
2. If actual expenses exceed \$80, the amounts permitted in paragraph (b) for subsistence, plus actual expenses for lodging at a single-occupancy rate to be substantiated by paid bills therefor.

When lodging or meals are provided at a state institution, the traveler shall be reimbursed only for the actual expenses of such lodging or meals, not to exceed the maximum provided for in this subsection.

(b) All travelers shall be allowed the following amounts for subsistence while on Class C travel on official business as provided in paragraph (5)(b):

1. Breakfast \$6
2. Lunch \$11
3. Dinner \$19

(c) No one, whether traveling out of state or in state, shall be reimbursed for any meal or lodging included in a convention or conference registration fee paid by the state.

(7) TRANSPORTATION.--

(a) All travel must be by a usually traveled route. In case a person travels by an indirect route for his or her own convenience, any extra costs shall be borne by the traveler; and reimbursement for expenses shall be based only on such charges as would have been incurred by a usually traveled route. The agency head or his or her designee shall designate the most economical method of travel for each trip, keeping in mind the following conditions:

1. The nature of the business.
2. The most efficient and economical means of travel (considering time of the traveler, impact on the productivity of the traveler, cost of transportation, and per diem or subsistence required). When it is more efficient and economical to either the traveler or the agency head, jet service offered by any airline, whether on state contract or not, may be used when the cost is within an approved threshold determined by the agency head or his or her designee.
3. The number of persons making the trip and the amount of equipment or material to be transported.

(b) The Department of Financial Services may provide any form it deems necessary to cover travel requests for traveling on official business and when paid by the state.

(c) Transportation by common carrier when traveling on official business and paid for personally by the traveler, shall be substantiated by a receipt therefor. Federal tax shall not be reimbursable to the traveler unless the state and other public agencies are also required by federal law to pay such tax. In the event transportation other than the most economical class as approved by the agency head is provided by a common carrier on a flight check or credit card, the charges in excess of the most economical class shall be refunded by the traveler to the agency charged with the transportation provided in this manner.

(d)1. The use of privately owned vehicles for official travel in lieu of publicly owned vehicles or common carriers may be authorized by the agency head or his or her designee. Whenever travel is by privately owned vehicle:

- a. A traveler shall be entitled to a mileage allowance at a rate of 44.5 cents per mile; or
- b. A traveler shall be entitled to the common carrier fare for such travel if determined by the agency head to be more economical.

2. Reimbursement for expenditures related to the operation, maintenance, and ownership of a vehicle shall not be allowed when privately owned vehicles are used on public business and reimbursement is made pursuant to this paragraph, except as provided in subsection (8).

3. All mileage shall be shown from point of origin to point of destination and, when possible, shall be computed on the basis of the current map of the Department of Transportation. Vicinity mileage necessary for the conduct of official business is allowable but must be shown as a separate item on the expense voucher.

(e) Transportation by chartered vehicles when traveling on official business may be authorized by the agency head when necessary or where it is to the advantage of the agency, provided the cost of such transportation does not exceed the cost of transportation by privately owned vehicle pursuant to paragraph (d).

(f) The agency head or his or her designee may grant monthly allowances in fixed amounts for use of privately owned automobiles on official business in lieu of the mileage rate provided in paragraph (d). Allowances granted pursuant to this paragraph shall be reasonable, taking into account the customary use of the automobile, the roads customarily traveled, and whether any of the expenses incident to the operation, maintenance, and ownership of the automobile are paid from funds of the agency or other public funds. Such allowance may be changed at any time, and shall be made on the basis of a signed statement of the traveler, filed before the allowance is granted or changed, and at least annually thereafter. The statement shall show the places and distances for an average typical month's travel on official business, and the amount that would be allowed under the approved rate per mile for the travel shown in the statement, if payment had been made pursuant to paragraph (d).

(g) No contract may be entered into between a public officer or employee, or any other person, and a public agency, in which a depreciation allowance is used in computing the amount due by the agency to the individual for the use of a privately owned vehicle on official business; provided, any such existing contract shall not be impaired.

(h) No traveler shall be allowed either mileage or transportation expense when gratuitously transported by another person or when transported by another traveler who is entitled to mileage or transportation expense. However, a traveler on a private aircraft shall be reimbursed the actual amount charged and paid for the fare for such transportation up to the cost of a commercial airline ticket for the same flight, even though the owner or pilot of such aircraft is also entitled to transportation expense for the same flight under this subsection.

(8) OTHER EXPENSES.--

(a) The following incidental travel expenses of the traveler may be reimbursed:

1. Taxi fare.

2. Ferry fares; and bridge, road, and tunnel tolls.

3. Storage or parking fees.

4. Communication expense.

5. Convention registration fee while attending a convention or conference which will serve a direct public purpose with relation to the public agency served by the person attending such meetings. A traveler may be reimbursed the actual and necessary fees for attending events which are not included in a basic registration fee that directly enhance the public purpose of the participation of the agency in the conference. Such expenses may include, but not be limited to, banquets and other meal functions. It shall be the responsibility of the traveler to substantiate that the charges were proper and necessary. However, any meals or lodging included in the registration fee will be deducted in accordance with the allowances provided in subsection (6).

(b) Other expenses which are not specifically authorized by this section may be approved by the Department of Financial Services pursuant to rules adopted by it. Expenses approved pursuant to this paragraph shall be reported by the Department of Financial Services to the Auditor General annually.

(9) RULES.--

(a) The Department of Financial Services shall adopt such rules, including, but not limited to, the general criteria to be used by a state agency to predetermine justification for attendance by state officers and employees and authorized persons at conventions and conferences, and prescribe such forms as are necessary to effectuate the purposes of this section. The department may also adopt rules prescribing the proper disposition and use of promotional items and rebates offered by common carriers and other entities in connection with travel at public expense; however, before adopting such rules, the department shall consult with the appropriation committees of the Legislature.

(b) Each state agency shall adopt such additional specific rules and specific criteria to be used by it to predetermine justification for attendance by state officers and employees and authorized persons at conventions and conferences, not in conflict with the rules of the Department of Financial Services or with the general criteria to be used by a state agency to predetermine justification for attendance by state officers and employees and authorized persons at conventions, as may be necessary to effectuate the purposes of this section.

(10) FRAUDULENT CLAIMS.--Claims submitted pursuant to this section shall not be required to be sworn to before a notary public or other officer authorized to administer oaths, but any claim authorized or required to be made under any provision of this section shall contain a statement that the expenses were actually incurred by the traveler as necessary travel expenses in the performance of official duties and shall be verified by a written declaration that it is true and correct as to every material matter; and any person who willfully makes and subscribes any such claim which he or she does not believe to be true and correct as to every material matter, or who willfully aids or assists in, or procures, counsels, or advises the preparation or presentation under the provisions of this section of a claim which is fraudulent or is false as to any material matter, whether or not such falsity or fraud is with the knowledge or consent of the person authorized or required to present such claim, is guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 or s. 775.083. Whoever shall receive an allowance or reimbursement by means of a false claim shall be civilly liable in the amount of the overpayment for the reimbursement of the public fund from which the claim was paid.

(11) TRAVEL AUTHORIZATION AND VOUCHER FORMS.--

(a) *Authorization forms.*--The Department of Financial Services shall furnish a uniform travel authorization request form which shall be used by all state officers, employees, and authorized persons when requesting approval for the performance of travel to a convention or conference. The form shall include, but not be limited to, provision for the name of each traveler, purpose of travel, period of travel, estimated cost to the state, and a statement of benefits accruing to the state by virtue of such travel. A copy of the program or agenda of the convention or conference, itemizing registration fees and any meals or lodging included in the registration fee, shall be attached to, and filed with, the copy of the travel authorization request form on file with the agency. The form shall be signed by the traveler and by the traveler's supervisor stating that the travel is to be incurred in connection with official business of the state. The head of the agency or his or her designated representative shall not authorize or approve such request in the absence of the appropriate signatures. A copy of the travel authorization form shall be attached to, and become a part of, the support of the agency's copy of the travel voucher.

(b) *Voucher forms.*--

1. The Department of Financial Services shall furnish a uniform travel voucher form which shall be used by all state officers, employees, and authorized persons when submitting travel expense statements for approval and payment. No travel expense statement shall be approved for payment by the Chief Financial Officer unless made on the form prescribed and furnished by the department. The travel voucher form shall provide for, among other things, the purpose of the official travel and a certification or affirmation, to be signed by the traveler, indicating the truth and correctness of the claim in every material matter, that the travel expenses were actually incurred by the traveler as necessary in the performance of official duties, that per diem claimed has been appropriately reduced for any meals or lodging included in the convention or conference registration fees claimed by the traveler, and that the voucher conforms in every respect with the requirements of this section. The original copy of the executed uniform travel authorization request form shall be attached to the uniform travel voucher on file with the respective agency.

2. Statements for travel expenses incidental to the rendering of medical services for and on behalf of clients of the Department of Health shall be on forms approved by the Department of Financial Services.

(12) **ADVANCEMENTS.**--Notwithstanding any of the foregoing restrictions and limitations, an agency head or his or her designee may make, or authorize the making of, advances to cover anticipated costs of travel to travelers. Such advancements may include the costs of subsistence and travel of any person transported in the care or custody of the traveler in the performance of his or her duties.

(13) **DIRECT PAYMENT OF EXPENSES BY AGENCY.**--Whenever an agency requires an employee to incur either Class A or Class B travel on emergency notice to the traveler, such traveler may request the agency to pay his or her expenses for meals and lodging directly to the vendor, and the agency may pay the vendor the actual expenses for meals and lodging during the travel period, limited to an amount not to exceed that authorized pursuant to this section. In emergency situations, the agency head or his or her designee may authorize an increase in the amount paid for a specific meal, provided that the total daily cost of meals does not exceed the total amount authorized for meals each day. The agency head or his or her designee may also grant prior approval for a state agency to make direct payments of travel expenses in other situations that result in cost savings to the state, and such cost savings shall be documented in the voucher submitted to the Chief Financial Officer for the direct payment of travel expenses. The provisions of this subsection shall not be deemed to apply to any legislator or to any employee of the Legislature.

(14) **APPLICABILITY TO COUNTIES, COUNTY OFFICERS, DISTRICT SCHOOL BOARDS, SPECIAL DISTRICTS, AND METROPOLITAN PLANNING ORGANIZATIONS.**--

(a) The following entities may establish rates that vary from the per diem rate provided in paragraph (6)(a), the subsistence rates provided in paragraph (6)(b), or the mileage rate provided in paragraph (7)(d) if those rates are not less than the statutorily established rates that are in effect for the 2005-2006 fiscal year:

1. The governing body of a county by the enactment of an ordinance or resolution;
2. A county constitutional officer, pursuant to s. 1(d), Art. VIII of the State Constitution, by the establishment of written policy;
3. The governing body of a district school board by the adoption of rules;

4. The governing body of a special district, as defined in s. 189.403(1), except those special districts that are subject to s. 166.021(10), by the enactment of a resolution; or

5. Any metropolitan planning organization created pursuant to s. 339.175 or any other separate legal or administrative entity created pursuant to s. 339.175 of which a metropolitan planning organization is a member, by the enactment of a resolution.

(b) Rates established pursuant to paragraph (a) must apply uniformly to all travel by the county, county constitutional officer and entity governed by that officer, district school board, special district, or metropolitan planning organization.

(c) Except as otherwise provided in this subsection, counties, county constitutional officers and entities governed by those officers, district school boards, special districts, and metropolitan planning organizations, other than those subject to s. 166.021(10), remain subject to the requirements of this section.

(15) CLASS C TRAVEL.--Moneys appropriated from the State Treasury may not be used to pay per diem or subsistence related to Class C travel.

APPENDIX E
GENERAL FUND DISBURSEMENT

Date:	
To: [Peter Fowler], c/o U.S. Bank National Association, Corporate Trust Department	
From: _____, Executive Director [or other party appointed by the Authority] Housing Finance Authority of Palm Beach County, Florida	
Re: General Fund Disbursement # __-200__	
The following Invoices/Reimbursement Requests are presented for your approval and payment, with supportive documentation attached:	
<u>PAYEE</u>	<u>AMOUNT</u>
TOTAL GENERAL FUND DISBURSEMENT:	\$

APPENDIX F
DENIAL OF REQUEST FOR DISBURSEMENT

Date: _____

To: _____

From: _____, Executive Director [or other party appointed by the Authority]

Please be advised that I am in receipt of your Request for Disbursement dated _____, requesting reimbursement in a total amount of \$ _____, a copy of which is attached hereto (the "Request"). The following items included on the Request, totaling \$ _____, will not be reimbursed:

Date of Expenditure	Type of Expenditure	Purpose of Expenditure	Payee of Expenditure	Amount of Expenditure
TOTAL AMOUNT				

The items indicated above are not being reimbursed due to (circle all that apply):

Insufficient/Improper Documentation

Unreasonable Expense (i.e. amount paid is unreasonable for item)

Impermissible/Unauthorized Expense

Not In Compliance With 112.061, Florida Statutes

Amount in Excess of Budgetary Limitations for Such Expenditure

Other: _____

The remaining items on the Request, in the total amount of \$ _____ will be reimbursed as requested. You may resubmit your Request for the items that have been denied upon remedying the above-noted deficiencies.

APPENDIX G
INVESTMENT POLICY

[Available upon request]

APPENDIX H
ROBERT'S RULES OF ORDER FOR INFORMAL BOARD MEETINGS

Informal Meetings:

Informal meetings are specifically designed for boards and committees whose membership is under 12. They are called "informal" because the rules are less formal than the rules for larger bodies. The person presiding is usually seated and can make motions, discuss motions, and vote on motions. The members do not have to rise to address the chair, and the members can often discuss ideas before they make a motion. However, even though an informal meeting has a more relaxed approach, members should still follow an agenda and limit discussion to the subject of the meeting. If these techniques are not practiced, time is wasted and things do not get accomplished. The two most common types of informal meetings are *board* and *committee* meetings.

Board Meetings (Under 12 Members)

In board meetings, business is conducted in largely the same way as in other deliberative assembly meetings. All boards must transact business in a properly called meeting. For example, members must be notified of the meeting in advance, and a quorum must be present. The secretary keeps the minutes of the board meeting. The minutes are accessible only to members of the board, unless the board votes to release them to the general membership or two thirds of the general membership votes to have them released and read to all members.* At board meetings, the executive committee (if one exists) should report to the board what it has been doing since the last board meeting.

The formality of the rules in board meetings is determined by the size of the board. *Robert's Rules of Order* sets the dividing line between large and small boards as 12 members. Large boards operate under the same rules as other deliberative assemblies. Small boards can use more relaxed procedures, which differ from the procedures of large boards in several aspects. In meetings of small boards:

- Members do not have to stand up and obtain the floor before speaking. They can speak while seated.
- Motions do not need to be seconded.†

* Does not apply to Authority meetings. These rules apply only to the extent that they do not conflict with the Act, the Ordinance, the Florida Sunshine Law, the Florida Public Records Law or other provisions of the Florida Statutes or Palm Beach County Code of Ordinances as may be applicable.

† However, it is the custom and practice of the Authority to have motions seconded.

- Members can speak any number of times, and there is usually no motion to close the debate.
- Members can discuss a subject while no motion is pending.
- When all the members know what they are voting on, having a formal motion before voting is not necessary. (However, for the sake of having a clear record in the minutes of the issue being voted on, putting the discussion in the form of a formal motion before taking a vote is always best. By doing so, there is no question about what everyone is voting on.)
- Unless they agree by unanimous consent, members must vote on proposed board actions just like other assemblies. However, a vote can be taken by a show of hands, which is often more convenient than other ways of voting.
- The chairman doesn't have to stand up to put a question to a vote.
- The chairman can enter into the discussion and usually remains seated while conducting the meeting. He or she usually makes motions and votes (unless board custom dictates otherwise).

If a board meeting ever disintegrates into chaos, or a lack of order prevents business from being accomplished, a wise presiding officer returns to the formal rules of conducting a meeting and advises the members that parliamentary rules are in place. (Examples of parliamentary rules are getting recognition from the chair before speaking, making a main motion before beginning to speak, observing the formal rules of debate, and stating the question before taking a vote.)

ROBERT MCCONNELL PRODUCTIONS, ROBERT'S RULES OF ORDER, Chapter 16 (2001).

APPENDIX I

**EXCERPTS OF
CONFLICTS OF INTEREST/VOTING CONFLICTS
STATUTES AND ORDINANCES
AND ANALYSIS THEREOF**

Please note: The Statutes and Ordinances referenced herein are the versions thereof in effect as of December, 2007 and the analysis included herein is based on the Statutes and Ordinances as they appear as of December, 2007. Amendments to the applicable Statutes and Ordinances, as well as new interpretations thereof by the Florida Attorney General, the Florida Commission on Ethics, or the courts, could affect the analysis included herein. This information is included solely to increase Authority Members' awareness of the types of issues they need to consider in the execution of their duties. If at any time any Authority Member has a question or concern regarding an ethical situation or possible conflict of interest, such Member should contact the Authority's General Counsel for an interpretation and analysis of the law in light of the Authority Member's particular set of circumstances.

A. Conflict of Interest Provision in Florida Housing Finance Authority Law

Pursuant to Section 159.606 of the Florida Housing Finance Authority Law, no member of a housing finance authority *shall acquire* any interest, direct or indirect, in any qualifying housing development or in any property included or planned to be included in such a development, or have any interest, direct or indirect, in any contract or proposed contract for materials or services to be furnished or used in connection with any qualifying housing development. If any member owns or controls, *through acquisition prior to becoming a member*, an interest, direct or indirect, in any property included or planned to be included in any qualifying housing project, that member shall immediately disclose such interest in writing to the Authority and such disclosure shall be entered into the Authority's minutes.

B. Florida Code of Ethics (the "Florida Code") and Palm Beach County Code of Ethics (the "Palm Beach Code"): Prohibition on Conflicting Employment or Contractual Relationship

1. Florida Code

Pursuant to 112.313(7)(a), Florida Statutes, public officers are not permitted to hold any employment or have any contractual relationship with any business entity or agency which is subject to the regulation of or doing business with such public officer's agency, nor shall a public officer have or hold any employment or contractual relationship that will create a continuing or frequently recurring conflict between his or her private interests and the performance of his or her public duties or that would impede the full and faithful discharge of his or her public duties. There are certain exceptions to/exemptions from this statutory restriction. If an Authority Member believes that such a conflict may exist, such Authority Member should seek clarification

from the Authority's General Counsel as to whether an exception/exemption applies in that particular Authority Member's situation.

Absent an exception/exemption, there are three determinations that must be made in order to conclude whether an Authority Member's business relationships/endeavors constitute a prohibited relationship under the statute.

1. Are Authority Members are public officers?

As used in 112.313(1), Florida Statutes, public officer includes "any person elected or appointed to hold office in any agency, including any person serving on an advisory body." Under 112.312(2), "agency" includes any authority in any county of the State.

Therefore, an appointed member of the PBHFA, an authority in the county, is a public officer.

2. Is the business entity with which the Authority member has a relationship "doing business with" or "subject to regulation by" the Authority?

An entity subject to a contract or other circumstance in which the Authority has the power to regulate such entity's actions are "subject to regulation by" the Authority.

Any entity that has a contractual relationship with the Authority or who has appeared, or is about to appear, before the Authority to request assistance in any form whatsoever from the Authority is "doing business with" the Authority.

3. Does the Authority Member have or plan to have any employment or contractual relationship with the business entity in question?

Authority Members have to be very careful here with respect to their personal employment. Even if a Member does not personally have a business relationship with an entity doing business before the Authority, if the Authority Member is employed by an entity and some division or department of that entity does business with the Authority, regardless of geographic location of the Authority Member's employment as compared to the division of the Authority Member's employer wanting to do business with the Authority, a prohibited relationship exists. For example: If an Authority Member is a litigation partner at a multi-office, multi-practice area law firm and a public finance partner from an out-of-state office of that Authority Member's firm represents an underwriting company that does business with the Authority, this would constitute a prohibited conflict even though neither the Authority Member nor the Member's particular law office location are representing the Underwriter. (See Florida Commission on Ethics Opinions 94-5, 88-80, 85-29 and 81-66).

However, it should be noted that the Florida Commission on Ethics (the "FCE") has determined that the term "business entity" as used in 112.313(7)(a) does not

include parent or subsidiary companies as, under state law, each entity constitutes an individual business entity. (See Florida Commission on Ethics Opinions 05-8, 99-13 and 93-11). Therefore, if an Authority Member has a relationship with a business entity ("Applicable Entity") and an affiliate or subsidiary of Applicable Entity is doing business with the Authority, but the Applicable Entity itself is not, under the statute as interpreted by the FCE, the Authority Member's relationship with the Applicable Entity would not be a prohibited conflict. It should be noted, however, that the FCE has found that if the "Applicable Entity" is a holding company with its sole asset being the stock of the business entity doing business with the Authority, such relationship would be prohibited. (See Florida Commission on Ethics Opinions 99-13 and 78-20).

2. Palm Beach Code

Section 6 of the Palm Beach Code contains a similar provision with respect to employment/contractual relationships. However, pursuant to Section 6.06 of the Palm Beach Code, the prohibitions under Section 6 will not apply if otherwise permitted by state law. Assuming the relationship between the Authority Member and the business entity is permitted by state law, it would also be permitted by the Palm Beach Code.

C. **Florida Code/Palm Beach Code: Voting/Participating in Discussion in the Event of a Conflict of Interest**

1. Florida Code

Pursuant to 112.3143(3)(a), Florida Statutes, Authority Members, as local public officers, cannot vote on any measure which would inure to the special private gain or loss of:

- a. the Authority Member;
- b. any principal by whom he or she is retained;
- c. the parent organization or subsidiary of a corporate principal by which he or she is retained;
- d. a relative; or
- e. a business associate

Pursuant to 112.3143(4), Florida Statutes, Authority Members cannot participate in any matter which would inure to the Authority Member's special private gain or loss; which the Authority Member knows would inure to the special private gain or loss of any principal by whom he or she is retained or to the parent organization or subsidiary of a corporate principal by which he or she is retained; or which he or she knows would inure to the special private gain or loss of a relative or business associate of the Authority Member, **without first disclosing the nature of his or her interest in the matter**. As used in the statutes, the term "participate" means any attempt to influence the decision by oral or written communication, whether made by the Authority Member or at the Authority Member's direction.

As set forth in 112.3143(4)(a) & (b), the disclosure required by the above, indicating the nature of the conflict, shall "be made in a written memorandum filed with the person responsible

for recording the minutes of the meeting, prior to the meeting in which consideration of the matter will take place, and shall be incorporated into the minutes. Any such memorandum shall become a public record upon filing, shall immediately be provided to the other members of the agency, and shall be read publicly at the next meeting held subsequent to the filing of this written memorandum In the event that disclosure has not been made prior to the meeting or that any conflict is unknown prior to the meeting, the disclosure shall be made orally at the meeting when it becomes known that a conflict exists. A written memorandum disclosing the nature of the conflict shall then be filed within 15 days after the oral disclosure with the person responsible for recording the minutes of the meeting and shall be incorporated into the minutes of the meeting at which the oral disclosure was made. Any such memorandum shall become a public record upon filing, shall immediately be provided to the other members of the agency, and shall be read publicly at the next meeting held subsequent to the filing of this written memorandum.”

2. Palm Beach Code

Under Section 9.01 of the Palm Beach Code, “No... Advisory Board Member shall **vote or participate** in his or her official capacity on any matter if that member knows or should know that doing so would inure, either directly or indirectly, to ... the special private gain of any person by whom he or she is retained....For the purpose of this subsection, “special private gain” shall mean economic benefit of any kind which inures to the individual, as opposed to a class of similarly situated individuals.”

Therefore, while the Florida Code permits an Authority Member with a conflict as described above to participate in the discussion, provided that the appropriate disclosure is made, **the Palm Beach Code does not allow Authority Members to participate in the discussion.**

APPENDIX J
AUTHORITY RESOLUTION REGARDING
DISCLOSURE POLICY

[Available upon request]

APPENDIX K
DISCLOSURE MEMO

APPOINTED OFFICERS (continued)

- A copy of the form must be provided immediately to the other members of the agency.
- The form must be read publicly at the next meeting after the form is filed.

IF YOU MAKE NO ATTEMPT TO INFLUENCE THE DECISION EXCEPT BY DISCUSSION AT THE MEETING:

- You must disclose orally the nature of your conflict in the measure before participating.
- You must complete the form and file it within 15 days after the vote occurs with the person responsible for recording the minutes of the meeting, who must incorporate the form in the minutes. A copy of the form must be provided immediately to the other members of the agency, and the form must be read publicly at the next meeting after the form is filed.

DISCLOSURE OF LOCAL OFFICER'S INTEREST

I, _____, hereby disclose that on _____, 20_____:

(a) A measure came or will come before my agency which (check one)

___ inured to my special private gain or loss;

___ inured to the special gain or loss of my business associate, _____;

___ inured to the special gain or loss of my relative, _____;

___ inured to the special gain or loss of whom _____ by whom I am retained; or

___ inured to the special gain or loss of _____ which is the parent organization or subsidiary of a principal which has retained me.

(b) The measure before my agency and the nature of my conflicting interest in the measure is as follows:

Date Filed

Signature

NOTICE: UNDER PROVISIONS OF FLORIDA STATUTES §112.317, A FAILURE TO MAKE ANY REQUIRED DISCLOSURE CONSTITUTES GROUNDS FOR AND MAY BE PUNISHED BY ONE OR MORE OF THE FOLLOWING: IMPEACHMENT, REMOVAL OR SUSPENSION FROM OFFICE OR EMPLOYMENT, DEMOTION, REDUCTION IN SALARY, REPRIMAND, OR A CIVIL PENALTY NOT TO EXCEED \$10,000.

APPENDIX L
DUAL OFFICE HOLDING STATUTORY EXCERPTS
AND ANALYSIS

Article 2, Section 5(a) of the Florida Constitution, states that:

No person holding any office of emolument under any foreign government, or civil office of emolument under the United States or any other state, shall hold any office of honor or of emolument under the government of this state. No person shall hold at the same time more than one office under the government of the state and the counties and municipalities therein, except that a notary public or military officer may hold another office, and any officer may be a member of a constitution revision commission, taxation and budget reform commission, constitutional convention, or statutory body having only advisory powers.

Considering this Constitutional prohibition on dual office holding, Authority Members need to be aware of the types of appointments, positions and offices Members cannot accept while serving as a member of the Authority.

DISCUSSION

A. Authority Members are considered to be "officers"/holding office.

Based on the interpretation of a Florida Attorney General Opinion (FLA AGO 99-34), in which the Attorney General determines that members of the Florida State Fair Authority (the "Fair Authority"), an entity very similar in nature to the Authority, are "officers," members of the Authority are also considered "officers." This conclusion is based on the following similarities between the Fair Authority and the Authority: (1) the Fair Authority was created and constituted as a public body corporate and politic to carry out its powers as an instrumentality of the State, and the Authority was created as a public body corporate and politic to carry out the powers granted in the Housing Finance Authority Law, (2) members of the both the Fair Authority and the Authority are appointed and are not entitled to compensation for their services other than for reimbursement for travel, and (3) the Fair Authority may acquire, hold or dispose of property, accept funds or property, enter into contracts, borrow money and execute mortgages, trust indentures or other instruments as may be required for the financing of its activities, and the Authority has similar powers such as acquiring and owning real property, borrowing money, entering into contracts, trust indentures and other instruments, etc.

B. What constitutes an "office," the acceptance of which by an Authority Member would violate the Florida Constitution?

According to Florida Attorney General Opinions, the nature of the powers and duties of the position in question are the determining factors for whether such position is considered an "office" and subject to the limitations of Art. 2, Section 5(a) of the Florida Constitution. If there

is a delegation of sovereign power and the position "embraces the idea of tenure, duration and duties in exercising some portion of the sovereign power..." it is considered to be an "office." Only statutory bodies possessing only advisory powers are excepted. (FLA AGO 99-34)

Furthermore, in FLA AGO 2005-59, the Attorney General stated that per the Supreme Court of the State of Florida, where members of a board are appointed, serve a fixed term of office, perform duties imposed on them by statute and are authorized to expend public funds appropriated for their purpose in the discharge of their duties, and exercise their own discretion in that regard, such members are "officers" and fall under the purview of Art. 2, Section 5(a).

Therefore, Authority Members cannot accept positions having the attributes described above while serving as an Authority Member. Should an Authority Member have a question as to whether a potential appointment or position would fall under the description of an "office," such Member should request additional interpretation from the Authority's General Counsel.

APPENDIX M
RECORDS RETENTION SCHEDULE

[Available upon request]