

BY-LAWS
OF
THE ADVISORY COUNCIL TO THE
DOWNTOWN SOUTH NEIGHBORHOOD IMPROVEMENT DISTRICT

ARTICLE I

BACKGROUND

Section 1: Creation of the District: Pursuant to the Safe Neighborhood Act, Part IV, Chapter 163, Florida Statutes, the Florida Legislature authorized the creation of neighborhood improvement districts by municipal and county governments in Florida for the purpose of planning, designing, financing, constructing, operating, maintaining, and otherwise providing important public goods and services to the business and residential neighborhoods of the state. Pursuant to the Safe Neighborhood Act, the Downtown South Neighborhood Improvement District was created by City of Orlando Ordinance No. 2011-28 on July 25, 2011. The terms “Act,” “District” and “Ordinance” hereinafter used in these Advisory Council By-Laws shall refer respectively to the Safe Neighborhoods Act, the Downtown South Neighborhood Improvement District and the City of Orlando Ordinance No. 2011-28. Further, the term “Neighborhood Improvement Plan” referenced herein shall refer to said plan that is set forth in the Act and the Ordinance.

Section 2: Powers and Functions of the District and Advisory Council: The powers and functions of the District and the Board of Directors for the District shall be those set forth in the Ordinance and the Downtown South Neighborhood Improvement District Bylaws approved and adopted on November 14, 2011 (the “District Bylaws”). The Advisory Council By-Laws are intended to provide general supervision, direction and control over the business and operations of the District. Should any provision of these Advisory Council By-Laws be deemed to be in conflict with any provision of the District Bylaws and/or the Ordinance, the relevant provision of the District Bylaws and the Ordinance shall govern.

Section 3: Purpose and Effectiveness of the Advisory Council By-Laws: These Advisory Council By-Laws have been adopted to implement the Ordinance and Report (as defined below) and to provide rules of procedure and an internal structure for the Advisory Council consistent with the Ordinance and Report. These Advisory Council By-Laws do not purport to include all provisions of the Act, Ordinance or the District By-Laws; therefore, specific reference should be made to the Act, the Ordinance or the District Bylaws for a more thorough account of the purposes, powers, functions, duties and responsibilities of the District and the Board of Directors for the District. These Advisory Council By-Laws shall not become effective until adopted by the Advisory Council.

ARTICLE II

COMPOSITION OF THE ADVISORY COUNCIL

Section 1: Advisory Council Members: The Advisory Council shall consist of a five (5) member council in the manner, having the qualifications and appointed for the terms set forth in the Ordinance and/or the District Bylaws, which shall initially include the members appointed on October 3, 2011 by the Orlando City Council. The Chair shall be elected by the Advisory Council for an initial two (2) year term. Subsequent Chairs of the Advisory Council shall be elected from among the members of the Advisory Council, as provided by section 2.122, Orlando City Code. The Advisory Council shall be assigned the roles and duties as recommended to the Orlando City Council by the Downtown South Neighborhood Improvement District Exploratory Committee Final Report, dated September 20, 2010 (the "Report"). These Advisory Council By-Laws are hereby adopted in a manner that is consistent with the Ordinance and the Report.

ARTICLE III

MEETINGS OF THE ADVISORY COUNCIL

Section 1: Regular and Special Meetings: The Advisory Council shall meet no more than once a month for regular meetings and shall hold such additional special meetings from time to time as it shall deem advisable.

a. Quorum and Voting – A majority of the entire membership of the Advisory Council shall constitute a quorum for the transaction of business but less than a quorum may adjourn from time to time and may compel the attendance of absent members. No action of the Advisory Council shall be valid unless at least three (3) Advisory Council members are voting on such action and the action is authorized by a majority of those members of the Advisory Council present and voting on such action.

b. Minutes – Minutes of all meetings of the Advisory Council shall be maintained in accordance with the City's Policies and Procedures. The minutes shall become the permanent records of the Advisory Council, and shall be made available to the public in accordance with City Code or City Policies and Procedures, as may be amended from time to time.

ARTICLE IV

OPERATIONS OF THE ADVISORY COUNCIL

Section 1: Fiscal Year: The fiscal year of the Advisory Council shall conform to that of the City of Orlando.

Section 2: Budget: The Advisory Council shall adopt and submit for the approval of the Board a budget for the operation of the District during the ensuing fiscal year. The budget shall be prepared and submitted for approval in the manner and contain the information required of all departments of the City of Orlando. No funds of the City may be included in the budget of the Advisory Council except those funds authorized in the Ordinance and such other funds as may be authorized by the City Council, but other funds may be included. The budget, including amendments that may be made from time to time, all as approved by the Advisory Council and ratified by the Board, shall

constitute the District's approved budget. The Board and Advisory Council shall not expend any funds other than those authorized by the approved budget, provided that the Board shall have the power to amend its budget as may from time to time be necessary.

Section 3: Powers and Duties: The Advisory Council shall have those powers and duties set forth in the Report, which include, but are not limited to the following "Minor Decisions:"

a. Monitor, refine and recommend changes to: (i) the South Downtown Vision Plan, which was a supportive document to the South Downtown GMP amendments adopted by the Orlando City Council on October 6, 2008; (ii) the South Downtown Vision Plan GMP sub area policies adopted by the Orlando City Council on February 2, 2009; and (iii) the Orange/Michigan Vision Plan adopted by the Orlando City Council in 2009.

b. Monitor and provide comments regarding proposed development within the Downtown South Neighborhood Improvement District.

i. Such comments shall be provided in addition to or in conjunction with the City's Technical Review Committee/Municipal Planning Board development review processes.

c. Provide comments, assistance and guidance to the City of Orlando regarding the modification or creation of any overlay zoning district within the Downtown South Neighborhood Improvement District.

i. Such comments, assistance and guidance shall be provided in participation with the City's Technical Review Committee/Municipal Planning Board development review processes.

d. Prepare a Neighborhood Improvement Plan.

e. Prepare a financing plan to support the Neighborhood Improvement Plan.

f. Prepare an Annual Budget for approval by the Board (pursuant to Article IV, Section 2 of these Advisory Council By-Laws).

g. Approve of Contracts under \$75,000, or \$100,000 if approved by the City's Chief Financial Officer, and to authorize the Executive Director of the district to approve of contracts under \$10,000, all subject to the Annual Budget.

h. Approve staffing (as appropriate).

i. Apply for and receive grants.

j. Provide recommendations to the Board regarding all "Major Decisions" as defined in the Report.

k. Promote and advertise the commercial advantages of the district so as to attract new businesses and encourage the expansion of existing businesses.

1. Promote and advertise the district to the public and engage in cooperative advertising programs with businesses located in the district.

Section 4: Tax Levy & Special Assessment Request: In accordance with the provisions of the Act and the Ordinance, the Advisory Council may make recommendations to the Board to levy ad valorem taxes and special assessments within the District for the purpose of financing the operations and capital improvements within the District during the ensuing fiscal year consistent with the Act and the Ordinance.

Section 5: Maintenance of Funds: All funds of the District shall be received, held, and secured like other public funds by the appropriate fiscal officers of the City of Orlando, but maintained under separate account.

Section 6: Disbursement of Funds: All funds of the Advisory Council shall be used only for the purposes set forth in the Ordinance, Act, Report, and/or Annual Budget, and all expenditures must be consistent with the Neighborhood Improvement Plan.

Section 7: Supervision of Accounts: The Advisory Council, subject to the direction of the Board, shall have control and be responsible for the internal supervision and control of the accounts of the Board. The Board may request the financial administrator or other appropriate fiscal officer of the City of Orlando to perform the function of internal supervision and control of the accounts of the Board.

Section 8: Maintenance of Official Records: The Advisory Council, acting under the supervision of the Board, shall maintain minutes and other official records of the proceedings and actions of the Board, including all correspondence in connection with the Board business together with any other documents, publications or reports germane to the functions of the Board.

Section 9: Annual Audit: The Advisory Council, acting on behalf of the Board, shall arrange for an external audit by an independent certified public accountant to be filed with the City Clerk. Unless otherwise selected by the Board, the auditors shall be the same auditors selected to perform the annual audit for the City of Orlando.

Section 10: Procedure: Parliamentary procedure shall be followed in all meetings of the Advisory Council and Robert's Rules of Order, as revised, shall be accepted as an authority on parliamentary practice on all matters not specifically covered in these By-Laws, the Ordinance, the Act, or other applicable law.

ARTICLE V

AMENDMENTS

Section 1: Amendments to Advisory Council By-Laws: The Advisory Council may amend, repeal or supplement these By-Laws from time to time by a majority vote of the full membership of the Advisory Council at any meeting of the Advisory Council provided notice of the proposed amendment was included in the notice of the meeting or notice of the meeting was duly waived in accordance with these Advisory Council By-Laws.

ADOPTED BY RESOLUTION OF THE DOWNTOWN SOUTH NEIGHBORHOOD
IMPROVEMENT DISTRICT ADVISORY COUNCIL November 14, 2012, during a regular
meeting.



Rex V. McPherson, II
Chairman of the Downtown South Neighborhood Improvement District Advisory Council

Adopted: November 14, 2012

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