

ORANGE COUNTY RESEARCH AND DEVELOPMENT AUTHORITY
BY LAWS

Article I. ORGANIZATION. The Orange County Research and Development Authority is a research and development authority organized and existing pursuant to Sections 159.701–159.7095, Florida Statutes. Its jurisdiction is confined to Orange County, Florida. [Section 159.701, Florida Statutes.]

Article II. PURPOSE. The purpose of the Orange County Research and Development Authority is the establishment, development, and operation, in cooperation with Orange County, Florida and the University of Central Florida, of the research and development park known as the Central Florida Research Park, and such other research and development parks within Orange County as the Authority may deem appropriate. Said purpose shall be achieved by

- 2.1 financing and refinancing capital projects related to establishment of the park, including appurtenant facilities for the complete operation thereof, in the manner provided by the Florida Industrial Development Financing Act and Sections 159.701–159.7095, Florida Statutes;
- 2.2 acquiring by lease, purchase, grant, or option real and personal property for use as a research and development park, and constructing thereon access roads, drainage facilities, utilities and other improvements necessary for the ultimate use of the park;
- 2.3 exercising all powers and authority delegated to it by Sections 159.701–159.7095, Florida Statutes.
- 2.4 promoting scientific research and development in affiliation with the University of Central Florida; and
- 2.5 fostering the economic development and broadening the economic base of a county in affiliation with one or more institutions of higher education.

[Section 159.701, Florida Statutes.]

Article III. DEFINITIONS. Terms used herein and in any resolution authorized by the Orange County Research and Development Authority shall have the same meaning as those terms have in Section 159.702 and in Section 112.312, Florida Statutes, except for Section 159.702(1)(c). In addition, the following definitions shall apply:

- 3.1 “Authority” means the Orange County Research and Development Authority.
- 3.2 “Business Associate” means any person or entity engaged in or carrying on a business enterprise with a Member or employee as a partner, joint venture partner, limited liability company Member, corporate shareholder where the shares of such corporation are not listed on any national or regional stock exchange, or co-owner of property. In addition, the term includes any person or entity engaged in or carrying on a business enterprise, or otherwise engaging in common investment,

with a Member or employee as a partner, Member, shareholder, owner, co-owner, joint venture partner, or other investor, whether directly or indirectly, whether through a business entity or through interlocking parent entities, subsidiary entities, or other business or investment scheme, structure or venture of any nature.

- 3.3 "Board" means the Orange County Board of County Commissioners.
- 3.4 "County" means Orange County, Florida.
- 3.5 "Material Interest" means direct or indirect ownership of more than five percent (5%) of the total assets or capital stock of any business entity. Indirect ownership includes ownership by a spouse.
- 3.6 "Park" means the Central Florida Research Park, and any other research and development park in which the Authority may hereinafter acquire an interest.
- 3.7 "Members" means the members of the Orange County Research and Development Authority.

[Section 159.702, Florida Statutes; and Section 2-452(b), Orange County Code]

Article IV. INFORMATION AND REQUESTS. The public may obtain information about the Authority or may submit requests thereto by writing to the following address:

Orange County Research and Development Authority
Research Pavilion
12424 Research Parkway, Suite 100
Orlando, Florida 32826
Attention: Executive Director

Article V. MEMBERSHIP; OATH; BOARD REPRESENTATIVE.

- 5.1 The Authority shall be composed of seven (7) Members, each of which shall be a resident and elector of, or have their principal place of employment in, Orange County. Six (6) of the Members shall be appointed by the Board. The seventh Member shall be, ex officio, the president of the University of Central Florida or the president's designee. [Orange County Ordinances Nos. 80-13; 88-16; 93-17; 2011-10; and 2016-06]
- 5.2 One (1) of the Members appointed by the Board shall be designated as a "University Representative." The University Representative to the Authority shall be appointed by the Board after soliciting from the president of the University of Central Florida not less than three (3) nominations for the position of University Representative to the Authority. [Orange County Ordinance 2011-10]

- 5.3 The appointment by the Board of the University Representative shall be exempt from the provisions of Orange County Ordinance No. 91-21, regarding qualifications and requirements for Membership on an advisory board. [Orange County Ordinance 2011-10]
- 5.4 Each Member of the Authority before entering upon his or her duties shall take and subscribe the oath or affirmation required by the State Constitution. A record of each such oath shall be filed with the Department of State and with the Clerk of the Circuit Court. [Section 159.703 (3), Florida Statutes.]
- 5.5 The Board may appoint one or more Orange County Commissioners as an ex-officio, non-voting advisor to the Authority and a representative of the Board. [Orange County Ordinance 2016-06]

Article VI. ETHICS AND FINANCIAL DISCLOSURE

- 6.1 Ethical Duties Generally. It is the duty of each Member and employee to fully comply with (i) the Government-in-the-Sunshine Law set forth in Section 286-011, Florida Statutes; (ii) the Public Records Law set forth in Section 119.07, Florida Statutes; and (iii) to the extent it applies, the Code of Ethics for Public Officers and Employees set forth in Chapter 112, Part III, Florida Statutes.
- 6.2 Financial Disclosure. Each Member of the Authority shall be required to file a statement of financial interests and shall be subject to the requirements applicable to local officers as set forth in section 112.3145, Florida Statutes, as it may be amended from time to time. [Section 112.3145, Florida Statutes; Section 2-175, Orange County Code.]
- 6.3 Gifts. No Member or general counsel of the Authority shall solicit or accept anything of value to the recipient, including a gift, loan, reward, promise of future employment, favor or service, based upon any understanding that the vote, official action or judgment of the Member, employee, or general counsel will be influenced thereby. [Section 112.313(2), Florida Statutes; Section 2-453(c), Orange County Code]
- 6.4 Doing Business With the Authority. No Member or employee, acting in his or her official capacity shall either, directly or indirectly, purchase, rent or lease any realty, goods or services for the Authority from any business or entity in which the Member or employee or the Member's or employee's spouse or child is a Business Associate or in which such Member or employee or the Member's or employee's spouse or child, or any combination of them, has a Material Interest. [Section 112.313(3), Florida Statutes]
- 6.5 Unauthorized Compensation Prohibited. No Member, employee or general counsel of the Authority shall accept any compensation, payment, or thing of value when such Member, employee or general counsel knows or should know that it was given to influence a vote or other action in which the Member, employee, or general counsel of the Authority was expected to participate in his or her official capacity. [Section 112.313(4), Florida Statutes]

- 6.6 Misuse of Public Position. No Member, employee or general counsel for the Authority shall corruptly use or attempt to use his or her official position or any property or resource which may be within his or her trust, or perform his or her official duties, to secure a special privilege, benefit, or exemption for himself, herself, or others. [Section 112.313(6), Florida Statutes]
- 6.7 Conflicting Employment or Contractual Relationships. No Member or employee shall have or hold any employment or contractual relationship with any business entity or any agency which is subject to the regulation of, or is doing business with, the Authority; nor shall a Member or employee 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. This restriction shall not apply to the relationship of a Member or employee as an officer or employee of Orange County, of the University of Central Florida or any of its affiliated entities, or of any owner or occupant of property within the Central Florida Research Park. [Section 112.313(7), Florida Statutes]
- 6.8 Voting Conflicts. No Member shall vote in an official capacity upon any measure which would inure to his or her special private gain or loss; which he or she 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, other than the University of Central Florida, Orange County or any other agency as defined in Florida Statutes Section 112.312(2); or which he or she knows would inure to the special private gain or loss of a Relative or Business Associate of the Member. Such Member shall, prior to the vote being taken at a meeting, publicly state to the assembly the nature of the Member's interest in the matter from which he or she is abstaining from voting and, within fifteen (15) days after the vote occurs, disclose the nature of his or her interest as a public record in a memorandum filed with the Authority's Executive Director, who shall incorporate the memorandum in to the minutes. [Section 112.3143, Florida Statutes]
- 6.9 Procedure for Filing and Handling Complaint. Any allegation of violation of this Article VI shall be referred to the Executive Director and Chairman of the Authority or such other person as the Chairman shall designate. The Executive Director of the Authority, or such other person as may be designated by the Chairman, shall be responsible for undertaking an initial investigation of the factual and legal basis for the complaint. The Executive Director, or person designated by the Chairman, shall make a recommendation to the Chairman as to whether sufficient probable cause exists to bring the complaint before the Authority for its consideration, and if deemed appropriate as to an appropriate penalty. If the same or a similar complaint of violation has been filed with the State Commission on Ethics, the Authority may abate any action under this Section 6.9 until the separate complaint is resolved or dismissed by the State.

- 6.10 Penalties. Any Member or employee who knowingly violates any provisions of this Article VI, including but not limited to any failure to file any financial disclosures required by this Article VI or violation of any standard of conduct imposed by this Article VI, may be punished by: (a) written reprimand; and/or (b) recommendation that the Board of County Commissioners terminate the Member's Membership on the Authority; and/or (c) a recommendation to the President of the University of Central Florida to terminate the Member's designation as his representative.

Any employee who knowingly violates any provision of this Article VI may be subject to discipline, up to and including termination of employment.

Article VII. TERM OF OFFICE.

- 7.1 The Members shall be appointed for terms of four (4) years. Except for Members who serve ex officio, the Board shall fill any vacancy for an unexpired term. A Member of the Authority shall be eligible for reappointment. [Section 159.703(3), Florida Statutes.]
- 7.2 Any Member of the Authority may be removed by the Board for misfeasance, malfeasance, or willful neglect of duty. [Section 159.703(3), Florida Statutes.]

Article VIII. BOARD REPRESENTATIVE; MEMBER VOTING; COMPENSATION

- 8.1 The Board may appoint one or more Orange County Commissioners as an ex officio non-voting advisor to the Authority and representative of the Board whose regular presence and participation at Authority meetings, although not required for quorum or voting purposes, is essential to the coordination of Authority policies and actions with County goals and initiatives. As such, the commissioner advisor(s) to the Authority shall have right to participate in all discussions by the Authority on any matters which may come before the Authority as fully as any Member of the Authority.
- 8.2 Four (4) Members of the Authority shall constitute a quorum, and the affirmative vote of a majority of the Members present shall be necessary for any action taken by the Authority; provided that the President of the University of Central Florida, or his designee, shall be present and vote on any action taken by the Authority involving the issuance of bonds or the transfer, development, lease or encumbrance of any lands owned by the Trustees of the Internal Improvement Trust Fund and leased to the Authority; and provided, further, that the President of the University of Central Florida, or his designee, shall be present and vote in the affirmative on any action taken by the Authority involving the lease of any park lands to a state agency. [Section 159.703(6), Florida Statutes.]
- 8.3 Despite a vacancy in the Membership of the Authority, four (4) Members of the Authority must be present in order to constitute a quorum. No vacancy in the Membership of the Authority shall impair the right of a quorum to exercise all the rights and perform all the duties of the Authority. [Section 159.703(6), Florida Statutes.]

- 8.4 A Member will be deemed “present” at a meeting for all purposes, including determination of a quorum and voting, if the Member is confirmed to be present on a speakerphone or videoconference that provides the Member full opportunity to hear the discussion of all other Members and persons present at the meeting, and which allows all persons present at the meeting to hear the discussion and participation of the Member who is present on the speakerphone or videoconference. If the Chairman determines in his discretion that the physical presence of a quorum is preferred because of the special nature of any deliberations or vote that the Authority may consider at a meeting, the Chairman may postpone consideration and voting on such action until such time as a quorum of Members is physically present.
- 8.5 The Members of the Authority shall receive no compensation for the performance of their duties, but each Member shall be paid his necessary expenses incurred while engaged in the performance of such duties. [Section 159.703(7), Florida Statutes.]

Article IX. ACTIONS TAKEN BY THE AUTHORITY; NOTICE OF AUTHORITY MEETINGS.

- 9.1 Any action taken by the Authority under the provisions of Florida Statutes sections 159.701–159.7095 may be authorized by resolution at any regular or special meeting, and each such resolution shall take effect immediately and need not be published or posted. [Section 159.703(6), Florida Statutes.]
- 9.2 Notice of meetings of the Authority shall be published in the Florida Administrative Law Weekly. [Section 159.703(6), Florida Statutes.] A schedule of the Authority of its regular meetings shall be filed annually with Orange County, and notice of any meeting (other than a regular meeting or a recessed or reconvened meeting, or on emergency meeting) shall be published in a newspaper of general paid circulation in Orange County at least 7 days prior to the meeting [Section 189.417 (1), Florida Statutes.]
- 9.3 Regular meetings shall be held on the dates and at the times established by the Authority.
- 9.4 Special meetings may be called by the Chairman or by any three (3) Members.
- 9.5 Emergency meetings may be called by the Chairman, provided (i) a bonafide emergency exists, (ii) notice is given to all Members of the Authority stating the date, time and place of the meeting, (iii) reasonable notice is given to the public, and (iv) the action of the Authority is subsequently ratified at a regular meeting, and (v) the annual budget is not approved at an emergency meeting [Section 189.417, Florida Statutes.]
- 9.6 The agenda for regular and special meetings shall be prepared by the Authority in time to insure that a copy thereof may be received at least seven (7) days before the meeting by any person in Florida who requests a copy and who pays the reasonable cost of the copy. The agenda shall contain the items to be considered

in the order of presentation. After the agenda has been made available, change shall be only for good cause, as determined by the Chairman or presiding Member, and stated in the record.

- 9.7 At least seven (7) days prior to the meeting, written notice of regular or special meetings shall be mailed or electronically communicated (via fax or e-mail) to all Members and all those persons who at least fourteen (14) days prior to the meeting requested receipt of such notice. [Section 159.703 (6), Florida Statutes.
- 9.8 Unless otherwise provided for herein, or by Chapter 159 of the Florida Statutes, Roberts Rules of Order shall govern all meetings and proceedings of the Board.

Article X. OFFICERS.

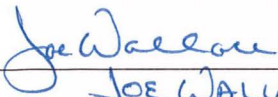
- 10.1 The Authority shall annually elect one (1) of its Members as Chairman and one (1) as Vice Chairman. [Section 159.703 (4), Florida Statutes.]
- 10.2 The Authority may appoint a Secretary who shall serve at the pleasure of the Authority. The Secretary shall keep a record of the proceedings of the Authority and shall be custodian of all books and records. [Section 159.703 (4) & (5), Florida Statutes.]
- 10.3 The Authority may appoint and employ an Executive Director on such terms as deemed reasonably prudent by the Authority. The Executive Director shall oversee the day to day operations of the Authority, as well as carry out any directives issued by the Authority. Additional staff personnel may be hired by the Authority to assist the Executive Director. [Section 159.703(8), Florida Statutes.]
- 10.4 The Authority may also appoint such other officers as it deems necessary. [Section 159.703(8), Florida Statutes.]

Article XI. AMENDMENT. The Authority is empowered to adopt these bylaws for the regulation of its affairs and the conduct of its business. The Authority may amend these bylaws pursuant to the procedures for the official transaction of business. [Section 159.705 (1), Florida Statutes.]

Article XII. INTERPRETATION. If any part of these Bylaws should be found to conflict with any Florida law, or with any regulations promulgated with respect thereto, then the corresponding provisions of the Florida Statutes and regulations shall control as to that part. Any reference in these Bylaws to a particular Florida Statute or Chapter, or the regulations relating thereto, shall mean that statute, chapter or regulation as such may be amended, modified, supplemented and replaced from time to time.

The foregoing are certified as the Bylaws (Amended) of the Orange County Research and Development Authority duly adopted by unanimous vote of the Members at a meeting duly noticed and held, at which a quorum was present, on April 12, 2012, as amended by unanimous

vote of the Members at meetings duly noticed and held, at which a quorum was present, on November 14, 2013, on May 19, 2016, and on May 18, 2017 .


Name: JOE WALLACE
Title: EXECUTIVE DIRECTOR