



AGENDA

COMMUNITY REDEVELOPMENT AGENCY
REGULAR MEETING
TOWN HALL (COUNCIL CHAMBERS)
JUNE 21, 2022
5:30 p.m.

1. CALL TO ORDER AND VERIFICATION OF QUORUM

Chairwoman Gardner: It is currently about 5:31 p.m. I think if we give one more minute for any other directors that will be coming tonight that would be fair with them, and then we're going to get started. All right, so it's probably 5:33. We call the Community Redevelopment Agency Regular Meeting to order, and we want to make sure that we have a quorum. We have Council, I mean, Director Randolph, Director Henderson, Director Marlin Daniels, and Director Rodney Wise [PH], Chair Ronnie Daniels [PH] and Chairwoman Gardner. So we do have a quorum. If we can stand for a moment of silence and followed by Pledge of Allegiance.

11. INVOCATION & PLEDGE OF ALLEGIANCE

Members: Amen. We pledge allegiance to the flag of the United States of America and to the republic for which it stands, one nation under God, indivisible with liberty and justice for all.

Male: Mayor, we'll get started. I would like to acknowledge that I am on the board, you remember on our last meeting on June 7th the new chairman of the CRA Board. Now we have read your email, and - and Attorney Mosely [PH] have returned my email as well? So, now that we are in this state this Board, this Town Council Board, Advisory Board, the Town Council Board have spoken and they have made me chair and I am not relinquishing my rights of

representing the CRA Board because this Town Council has spoken. Now with Mr. Shepard, Attorney Shepard?

Before we go any further, there is a resolution that I'd like to pass out for everyone so that they can get clear understanding of what was going at this Board.

Chairwoman Gardner: I just opened up --- I just opened up this meeting as chair. It was in violation of the bylaws, I stated as mayor and I'm not backing that, and I've already opened up this meeting as the chair.

Male: Board Member Gardner, we thank you for opening up this.

Chairwoman Gardner: Chairwoman Gardner.

Male: Board Member Gardner, we thank you so much for opening up this meeting, because the Town Council have spoken. Now in accordance to the resolution, Resolution 2012-48 of the Town [PH] Totality Bill states, The resolution of the Town Council of the Town of Eatonville for repealing resolution 8701, repealing resolution 95-03, 2012-13, 2012-27 and enacting a new resolution. Establishing rules for conduct and order of business of the Town of Eatonville provide for conflict, security and -. Section Rule Number One. It is the responsibility of the Town Council to establish any rules for its own guidance, and government, and it may be expedient. Now, we do a little hard work here. Bear with me real quick, expedient the definition is - especially when that is convenient, but considered improper or immoral. Now what we have here is a resolution that was enacted when Council Board Member Washington was made, the Chairman of the CRA Board, it was not in the month of December.

According to our bylaws, you have our bylaws here, which I do, Section, I'm sorry, Article 3.

Chairwoman Gardner: Is that from 2012?

Male: This is the one that we adopted.

Chairwoman Gardner: Is it from 2012 or 2017?

Male: [CROSSTALK] the one that last one that we hear out, you and I hear, you have worked in Washington, you were absent. So this Board got these bylaws and put back in place. So Article 3 said that Jeremy to be elected by the Town Council during the month of

December. You take that, one should take section right here in of Board Member Gardner, when the chairman, I'm sorry, Board Member Washington became Chairman in the month of December. So what she did was you follow Resolution 2012 that 20 days, and then you stay active involved that the council had to follow. And you realize it wasn't any opposition. It was, you call for the vote, the vote with a majority vote and Board Member Washington --- Board Member Washington ---

Chairwoman Gardner: In 2012?

Male: It was initially 12. Now Board Member Washington was made the Chair of the CRA. [CROSSTALK] So what --- so you probably --- you probably know because this was done by you, I'm sorry, by this Board before these bylaws were adopted back. So what I'm saying here Board Member Gardner is that I'm not negotiating with the Town Council making me the Chairman of the CRA Board..

Chairwoman Gardner: So we are.

Male: Because of Mr. Shepard.

Chairwoman Gardner: Attorney Shepard.

Male: I'm sorry, Attorney Mr. Shepard, I would need your legal opinion on this rule that the Town Council of the Town of Eatonville, according to our bylaws, can direct or appoint a chairman. Now though, the June segment be sir, that happened. We got a new change of the CRA Board.

Chairwoman Gardner: You've violated the bylaws.

Male: It was your opinion that he violated the bylaws because we had Attorney Mosley [PH] here that [CROSSTALK] it was --- he did not say and we have - account on what happened, you know, a motion to put on the floor, the chair would not pass the motion. I asked the attorney, they said okay, you being the vice-mayor, that I'm able to pass the motion, and I'm not saying he said yes because the mayor wouldn't and by majority vote, the chairman was made Ron Daniels. Now here we are now, there's not an impasse because this --- this act --- this act was done before to make Board Member Washington which was not here the chairman, to which if I'm not mistaken, I think Board Member Gardner, did you vote for that as well? Did you vote for Chairman Washington, I mean Board Member Washington being Chair of the CRA?

Chairwoman Gardner: Yes.

Male: Board Member Gardner reason, how about that reason? If he was here, you know, if he was here, because he was the Chairman of the CRA Board, which was done, excuse me, excuse me Board Member, which was done not in the month of December, which was done by a motion brought on the floor which have --- which have vote, majority vote of 32 and which she followed. It is amazing now that it's now enacting that another chairman can be bought by the same method that she had, but now let's get in for bylaws. It wasn't against the bylaws then. So [CROSSTALK] I'm saying --- I'm saying now [CROSSTALK] all right, Attorney --- Attorney Shepard, your rule because I'm not weird. I'm not backing down to what to the Town Council for this CRA Board which runs this CRA Board.

Attorney Shepard: May I respond?

Chairwoman Gardner: Yes.

Attorney Shepard: Okay, is that better? Okay. Yeah. All right. So, first, Mr. Daniel, Member Daniels, Cliff Shepard, Mr. Shepard, or just hey, you is fine. But I don't have to be Attorney Shepard. Even in my own house, that doesn't work. Let me first point out that this whole avenue, is out of order, based on the only set of bylaws that I have, which says at 564, except in an emergency situation, which it is 100%, not, affecting the public health, welfare safety, no official action may be taken by the Board on any action unless it appears on the CRA Agenda. This is the CRA Agenda. It was available for everybody at the front door. I got one too, and this isn't there. So there's no action that can be taken on this matter. But you've asked my opinion. I don't have any bylaws except these, and I do not know when they were adopted, but I do know when they were signed. They were --- they were signed on the 17th of or the 18th of June of 2017 by the following people with Mr. Cole, Mr. Benderson [PH]. Mr. Jackson, as general counsel and town clerk, and Ms. Williams, and that's what I have. So if there's another set, I'd be happy to look at them or anything else.

Male: That is the right set.

Attorney Shepard: 5.6.4.

Male: Get it.

Attorney Shepard: It says that the no official action may be taken by the Board on any Action Item unless it appears on the CRA Agenda. So that's problem number one.

Male: Sir, I'm sorry.

Attorney Shepard: I'll be happy to keep talking. I got more answers. But ---

Male: No, no, no. Sir, I want you to -- what's the --- can you say that again?

Attorney Shepard: 4, 5.6.4. It says Agenda Rule.

Male: Agenda Rule, got you.

Attorney Shepard: Correct.

Male: You can go ahead.

Attorney Shepard: Okay, and so that's problem number one. This isn't on the agenda so we can't do anything about it. Secondly, I'm happy to look at this issue of who can and can't be chairman and what the procedure is, but if I assume and I'm looking at the right set of bylaws, which is the only thing that matters. In other words, if you assume something was done wrong, which I'm not really sure what you were saying regarding Mr. Williams, or whoever that was, but if you were saying that it shouldn't happen that way, then therefore, it shouldn't happen this way now, or I don't know. That part I don't understand. You'll have to kind of explain that to me, which is better done, when we can talk about it without something that's not on the agenda. But what I do know is a couple of things, that past mistakes don't justify future mistakes, and I also know that as you --- you clearly said to the rest of the Board, it says here that your chairman gets appointed in December, and that would have happened, I suppose, in or around December. I don't know who got that appointment, and if you're saying that was Mr. Williams, I don't know. That's the problem. I don't have the history. But --- But I do know that if, up until recently, the mayor was the chair based on whatever action took place in June would seem to be absent additional information out of order. And that until December when you can elect another chair, that would seem to be what I have based upon just these bylaws which you've told me are the right bylaws.

Male: Right.

Male: No, Sir, we are, the Town Council is the Board. We did take --- we dictate as the Board, our Council dictates the chairman of the Board. Now what you have just said in December, you are, but we did it in March after the election, but in past, previous --- previous actions, before December, there was a replacement of the chairman by the Town Council Board at that time. So therefore the President has been said that oh, we will have to wait till December. He said the chair, so now, so now that this Board decided on June 7th that we would like to go in a different direction and the motion was placed on the Board to replace the current Chairman, Angie Gardner and replace her with Ronnie Daniels as the Chairman of the CRA Board, unanimous vote. There's --- there's no difference.

Attorney Shepard: Yeah, there is. Precedent doesn't work that way. Precedent doesn't overcome written bylaws. What comes up written in bylaws is an amendment to those bylaws. So I don't know if you want the answer to the question or you just want to overtalk me.

Male: So that means that Board Member Washington shouldn't be made Chairman at the time when he was made chair.

Attorney Shepard: Two wrongs don't make a right. I know your mom taught you that.

Male: She did tell me that. But she also told me that when you get them off, you can make it so you want to make it run.

Attorney Shepard: Okay, in December, or you can amend the bylaws, which is fine. That's what the question is and that is not on this agenda.

Male: According to resolution, again, Attorney Shepard, anything in this Town Council, if you want to copy out to get to Rule Number One, which was signed back in 2000, I want to say it was 2012 if I'm not mistaken, any --- any, it is the responsibility of Town Council to establish any rules for this --- for its own guidance, and government as they made me make speed or as this is not [CROSSTALK] of Town Council ---

Attorney Shepard: So let me ask you, Sir, do you said that that gives you the right to violate the charter?

Male: It doesn't violate the charter.

Attorney Shepard: I'm asking you. Do you think that rule, same thing, you'd have to amend the charter, you'd have to amend the bylaws. It's the same thing. This is not a hard concept.

Male: No, it's not.

Attorney Shepard: You adopt the bylaws. If you have a problem with the bylaws, you amend the bylaws. You don't get to violate the bylaws because you have a rule that says you can make rules. Those things are not consistent.

Male: Okay, Attorney --- Attorney Shepard, with all due respect, Town Council has spoken and the chairman of this particular Board. Now I know you were --- I know you were appointed by Board Member Gardner, but this Board has spoken, the Town Council Board has spoken.

Attorney Shepard: Sir, you asked for the opinion. You're welcome to get a second one, it will be wrong if it disagrees with I'm telling you. My job at CRA is all over the State of Florida, which is why I'm the General Counsel for the Florida Redevelopment Association, which covers all CRAs all over the state is to get it right. If you amend the bylaws, you can fix it. Until you do, you can't. It's that simple. If you do anything else, you're wrong, and it's not on the agenda.

Male: Okay, Town Council bylaws or charters who proceeds.

Attorney Shepard: How many members are on your council? How many are on your Board here?

Female: Seven.

Attorney Shepard: Did the Board here vote on it?

Male: Vote on what?

Attorney Shepard: On amending these bylaws.

Male: We're not --- we're not talking about ---

Attorney Shepard: We are because until you do, you're violating your bylaws.

Male: Bylaws have been violated or maybe, not maybe, but violated before.

Attorney Shepard: But that doesn't make it okay any more than speeding makes it okay. I got a ticket before I can't speed again because I got a ticket before. It's the same thing.

Male: You speed again then you can get that ticket.

Attorney Shepard: That's right, exactly.

Male: So Attorney Shepard, this Board, Town Council, has spoken and I'm the chairman of the CRA Board.

Attorney Shepard: This Board is the CRA. This Board has not spoken.

Male: Who appoints the Chairman of the CRA Board, Mr. Chairman?

Attorney Shepard: Per the bylaws, the Town Council in December, that has not been changed.

Male: It has been --- it has been violated before, Sir.

Attorney Shepard: Do you understand the circumacuity of that notion that because laws have been violated before you can violate them again? Do you understand that the problem with your argument is that that's exactly what you're saying?

Male: It is tit for tat, they were violated before so if you want to bring those ---

Attorney Shepard: No, you're the one who's bringing up what happened before. I'm telling you how to stay out of trouble now.

Male: As I said that I'm not giving up what this Town Council has said.

Attorney Shepard: Okay, well don't give it up, but it's not on the agenda. Mayor, you can proceed.

Mayor: All right, so number one [CROSSTALK].

Male: We'll not proceed Board Member ---

Mayor: Director Randolph, do you want to go ahead and ---?

Male: Board Member Gardner, we will not proceed. That is only his opinion. We have asked for the opinion of Attorney Mosley, which --- he will be here.

Attorney Shepard: I spoke to Mr. Mosley today.

Male: He hasn't ---

Attorney Shepard: I spoke to Mr. Mosley today. He said he would be here, but the reason I spoke to him is because I wanted to know if he concurred with the Mayor/Chairman's ability to appoint me in the interim. He said he did. And the reason I asked him rather than applying myself is because it's built in conflict of interest, which oh, by the way, people have engaged in conflicts of interest before, it doesn't make it right when they do it again. That's the same problem. You cannot do what you're trying to do here tonight or before. You can amend the bylaws, and then do whatever you like, but not until.

Male: Board Member Gardner, I've emailed Attorney Mosley on this issue, and he has, I guess apparently intentionally not responded. I don't know why he is looking to give something. We had talked before, he and I get an invite. But Town Council I understand have spoken and I'm going to stand on that. And if we want to take us to court with Mr. Sherpad, you can't. Hence you're re-violated and it's not okay to violate again.

Attorney Shepard: That would not be okay because I do not represent any individual on this body, period.

Male: [CROSSTALK] she came.

Attorney Shepard: Would not matter, it'd be a conflict of interest because I don't violate the rules. I don't do what you're suggesting this Board do.

Male: Ms. Board --- Attorney Shepard, thank you so much. Ms. Board, can I get any feedback on what has happened preferably from Town Council please?

Male: Look, I wasn't. So Attorney Shepard, you said it has to show up on the agenda to discuss tonight?

Attorney Shepard: That's correct.

Male: In dealing with CRA, who has power? Is it the Board chair? Is that the Regulatory Board?

Attorney Shepard: It depends on the issue and the bylaws. So for example, if you --- if you said how do you amend the bylaws? I looked for that provision

here. I don't see a provision in these bylaws about how they amended or amended so you default to state law. If you ask me --- and that may well be a vote of the entire Board versus the council. But if it was reserved in here to the council then it might be just the council to amend the bylaws as an example.

Male: What state law, sorry to involve, what state law have unique bylaws?

Attorney Shepard: The majority of the body and that would be this group. But you could --- you could change that, if that's what you chose to do.

Male: Okay, that --- that wasn't. So if say, Chairman was there, and Board members wanted to put items on the agenda, does each Board member have the right to put same items on the agenda?

Attorney Shepard: According to your bylaws, the answer is with the approval of the chair, which again, that's in your bylaws, if you don't like it, you can change it, but you can't ignore it.

Male: So if items are placed on the agenda, and the chair refuses to put it on, what's --- what's the ruling on that?

Attorney Shepard: I'll read it to you if you hang on just one second because I highlighted all these parts anticipating that based on the fact that I saw one of these meetings before how this might go. It says under 562, Board members desiring agenda items shall make the request to the executive director at least 10 days before the meeting. You don't have an executive director and according to the information I got from Mr. Mosley, that makes Ms. Gardner, Mayor Gardner/Chair Gardner, the person to whom the request must be made, and it must be made at least 10 days before the meeting. It does not say and it says that agenda is prepared by the chair and/or the executive director, in this case, Ms. Gardner and/or the now missing executive director. If they --- if there's nothing on here mandating that those items be placed on the agenda, could you do that? Sure. You'd amend these bylaws.

Female: I have a question. I'm sorry.

Attorney Shepard: No, I'm --- I'm ---

Male: Can I --- can I ask one more question directly read to that? Attorney Shepard, according to Mr. Mosely what gave the same Chair the authority to appoint you as Chair or as a general counsel for CRA?

Attorney Shepard: I did --- I just asked him, was that his opinion and would he be here to voice it because I can't do that because I would have a conflict of interest, and he said he would be here. Now I don't know if he's running late. I don't know the issue. But I hope he can answer the question because ---

Male: So if you've complications of ---

Attorney Shepard: Because if I were to tell you yes, she has the right that benefits to me. If I tell you no, she hasn't the right, what am I sitting here? That's why Mr. Mosley is the one who opined on it, not me.

Male: Okay with that I will leave -.

Director Randolph: Based upon this situation, if these bylaws were suspended, where are we, at this point?

Attorney Shepard: They're suspended how? I mean, you could vote to do away with the bylaws altogether, but right now that hasn't happened and it's not on the agenda to happen.

Director Randolph: If the bylaws were suspended to do away with all together, where are --- where will we be at this moment?

Attorney Shepard: You can be --- you default in terms of how meetings are conducted to state procedure. You'd have to then ask me what procedure and/or some version of Robert's rules about how to conduct a meeting, things like quorums and so forth, and there's a lot of specifics in here. So while I wouldn't recommend you to do it, there's no legal requirement that I'm aware of that you have to have bylaws. It's just that every other CRA in the state does, so that it can answer questions like what's a quorum, how things get on an agenda, how members are added or taken away, and so forth and so on, all of which, for the most part is covered here.

Male: So Attorney can you tell us what's there.

Attorney Shepard: Sure.

Male: If we wanted to, if this set body wanted to amend the bylaws, and send those same items in to the chair and the chair with us put it on. How can we amend the bylaws then?

Attorney Shepard: Well, the question becomes whether or not and I don't know the answer sitting here, I'm happy to look for an ageist opinion or something that would say whether in this case, the Town Council, as opposed to the full body couldn't make that decision. I don't know the answer sitting here. But it's possible that that's the case and that would solve I guess the problem. I don't know, that's your city attorney question as to whether that can go on the city council agenda, but assuming that it could, that's a possibility. And the other possibility is that you change, put on the agenda, the discussion of bylaws and see where that goes. Obviously, part of this question would be I assumed referred to me for do I think it's advisable to do that and given the questions that have been arising tonight, I'll tell you right now, yeah. If you ever want to resolve some issues with bylaws, the way to do it is to bring it up to, discuss it publicly, air it. The wrong way to do it is what Mr. Mr. Rodney downshifts, I guess it is disgusting.

Male: Yeah, this is Vice Chair.

Attorney Shepard: Yeah, Vice Chair Daniel, it's raising too because it's been violated before let's continue to violate it. That's the wrong way. I'm okay with the right way. Just make sure it's done the right way.

Male: Definitely. So, my issue is, since late March, I've put items on the CRA Agenda Comp Special Meetings or follow the rules, as you say, and they will not adhere to. And then very questionable now that Attorney Will say it's okay to use to you to sit in, but then he's not here.

Attorney Shepard: And he did say he was going to be here. So I don't know what's happened.

Male: What I understand from that and just asking because I think the whole reason behind all this is items have been placed on CRA trying to get things moving forward and can't get done. I think he finally asked for me bank statements since the second week of May, and I just got him two hours ago, two or three hours. So we have some major issues going on and I hear you when you say Agenda Item, but it doesn't make sense to me that we're trying to put stuff on agenda and do it the right way and it's not been done.

Attorney Shepard: I can see that that is a potential flaw in the way these bylaws are written, and I absolutely get that. But that's how they're written right now, whether they can be change and should be change, that's a

different discussion. I don't generally get involved in the policy. But I --- I'll say this. I understand why you might want to change.

Director Randolph: But the procedure is by the 20th of the following month. So the 21st it was sent to me, yes.

Attorney Shepard: Yeah, the 10 days before, so is the rule.

Male: For May.

Attorney Shepard: 10 days before --- 10 days before the meeting, whenever --- whenever that would have been.

Male: No, I think are you referring to bank statements I got today?

Director Randolph: Yes, the bank statements, they just begun May 31st whatever, however many days remain. And then by the 20th of the next month, you want to get the financials. That's how it's in the procedures.

Male: Who put procedures in?

Director Randolph: They're in the procurement. I --- they may have procedures.

Male: When were they put in?

Director Randolph: I don't know the date. I mean, there's there.

Male: Do we have a copy of it?

Director Randolph: Yes, it's there.

Male: As directors, we should have copies of all these said policies and procedures. I've actually checked. So what I'm standing right now is to me something that's maintained, time's ample. Attorney, this is a 39-page document from on May 17th email supposed to take place that did not take place because said individual decided to change Items from being Action Items to be discussions. Now, if we go on to 163.3, I have CRAs run by Boards, not individuals.

Attorney Shepard: You're not incorrect, which is one of the reasons why I've mentioned several times that the Board made the action versus the council. So you're right. But you need to tell that to the Vice Chair.

Male: The Board --- the Board did on both sides, I made the decision on it.

Attorney Shepard: On what? I don't know what the item. I mean, sorry, I don't know which item you're speaking about.

Male: So, prime example. I'll tell you what I think the conflict is happening right now, and I'm glad you --- you said that there is a possible conflict. One of the items that's supposed to be on the CRA that's been sitting there since mid March, April was appointment of interim legal counsel, and I'm not being put on that. But then all of a sudden, we get emails day to day, you were brought in as counsel. And then that's when I asked question to Attorney Mosley up under what authority they will give me a statute, give me a charter. Okay. Just tell me that, but tell me. And so my prevail, I've heard nothing.

Attorney Shepard: I wish I had an answer for you on that. All I know is I did see a question that came from the Chair to Mr. Mosley, in his response --- in his response, although I didn't --- that's why I called him to see, you know, are you going to be able to put your reasons out there and show up tonight? And he said he would. But he said that, basically, I'm surmise, I'm summarizing here. But he said under the authority that she has as chair, and because of the lack of an executive director, and that the agency needs to keep moving forward, she could make the interim appointment until at least December when this position would come open again. So I don't know anything else that he based it on, and again, I'm repeating what I saw on an email now rather than what he told me, except that he was going to be here and provide additional information.

But --- But here's, let me just, if I can opine for a moment, I don't generally do this. But here's the thing. Everybody in this room, everybody should want progress for this town, and what that looks like is up to the people who sit up here, and it requires them all, to try to work together and this isn't a speech that I would give to every CRA. And if you didn't know, I came and gave a speech like this about six, eight weeks ago. I don't recall who else on this Board, except the gentleman who usually sits to the right of Ms. Gardner, show up for free as the General Counsel of the FRA and this is exactly the kind of stuff I was talking about. So for my purposes in order to move the agency forward, these are non-controversial items. For example, live-stream CRA meetings, who could be against that in order to just further some agenda. That's pretty obvious. You want your town people to know what's going on. The second one, setting CRA dates for meetings. That's required by state law. The third one engaging the company to do the audit. That's required by law. What is the controversy that we can get through tonight?

Male: The controversy sir is then the other items that's been there at the time I wasn't glad to see you step me down. I'm going to ask you this question, up under what authority did the chair have to appoint Mr. Shepard as interim council for CRA? Of the chairs the executive of the town and there's a vacancy in order to run the town so you can temporarily what folks fill positions until --- until the directors get together to decide when they want to take that job.

Male: I'll be quiet for a second.

Male: Mr. Mosley you said you had called because I know that you are a man of the word and you can get that attention to email to provide the situation and this is the first time we talk about --- about the appointment of the Town Council making the chair of the CRA Board. You need to see that email.

Male: Did you send last week?

Male: Right.

Male: Yeah, I was out in the bush, with no computers or anything so that's why I didn't get that.

Male: Well, it can't handle, right because -, right?

Male: To be honest with you, I haven't read it today. So I got back. I was so intimidated and everything. So I haven't seen it yet. So just tell -- - just ask him what you ask to me.

Male: I know when you were here, we made the motion. Ronnie Daniels is the Chairman of the CRA Board. The Town Council did that. We were under the assumption, not the assumption, we know that we have the power to appoint the Chairman for CRAs, I mean, from the town side or from the CRA side, am I correct?

Male: Yes, I mean to help me, see, the Town Council has to do Town Council business, correct? And the Board of Director to do the CRA business. And the first question I got that came in was whether the chief executive officer could appoint someone to fill a vacancy. The answer to that is yes, it's just kept on a temporary basis.

Male: Now is he saying that one?

Male: No, he's asking about Counselor Marlin [PH] is asking about it.

Male: I'm waiting for you to finish your answer.

Male: Oh okay, all right. So you're asking me whether or not the Town Council can appoint you as a temporary person or a CRA?

Male: No sir, No sir, Town Council or as Chairman for the CRA Board.

Male: As Chairman of the CRA.

Director Randolph: But the bylaws said is that and that was -.

Male: I'm sorry.

Director Randolph: The bylaws state that that's the time in December.

Male: And it will stay right there with the same action because that brings to December for the appointment of Board Member Washington, if you remember that? It wasn't --- it wasn't in December to appoint, but he was appointed the Chairman of the CRA Board. He replaced mayor Cole as a matter of fact. It was - because the Town Council makes that decision whether --- whether it was done in December, the President has already been said you don't have to wait till December. Now, according to Mr. Shepard, Oh, you should --- you should go by what you --- what they did in December, he said December, according to your --- your bylaws you have the template that particular book took place before he send. We honored because by majority vote because of the Town Council. So what's that on the say what he doesn't know? So what what's different now?

Attorney Shepard: So first of all, I'm going to say this I believe that happened before I got here where Councilman Washington was serving as Director or Chairman of CRA Board, correct?

Male: Replacing Mayor Cole [PH].

Attorney Shepard: Right, that before I got here, yes. So could it happen by majority vote? I suppose so. It could have majority vote. I suppose so.

Director Randolph: Did Mayor Cole [PH] have the same powers as I am exhibiting now?

Attorney Shepard: Did he have the same power? He should --- he should have the same powers.

Director Randolph: [CROSSTALK] not use them and I'm using it.

Male: He did not use them because it was -- this was the majority vote. But he could have --- he could have, but this is what the Board wants. This is what the Board wants.

Attorney Shepard: Let me ask you, Sir.

Male: Yes, Sir, So what does a charter say about the situation? That's why I want you all about. What go charter [CROSSTALK] and your Board and your bylaws.

Male: Let me respond. The Town Council - and demand appointment will move in town, administrator office or employee. The mayor and Board is empowered to appoint. The mayor doesn't have the capacity to appoint general counsel, correct?

Male: The mayor have the power to appoint general counsel, you're saying?

Male: Yes, who appoints general counsel?

Male: To the CRA?

Male: Yes.

Male: I would imagine a Board.

Male: Okay. So that's a Board. That's not an individual, correct?

Male: Do you have, one second, with all due respect, one second, get on it, one second. Well, look at Article 3 of your bylaws 3.1 that states the chair shall be elected by the Town Council during the month of December. The chair shall preside to all CRA meetings, appoint committees with approval by the Board and perform all other duties required by the Board. That's what --- that's what your bylaws say.

Male: That's what we went by Mayor Cole being challenged by Board Member Washington. But of course, you weren't here at that time the Town Council took the - and said they want.

Male: [CROSSTALK] you on that. But see this --- this is what I'm asking you all to do is if we don't ever get past what people did wrong, we will continue to do wrong all the way down the line. At some point

--- at some point, you are going to have reconcile this and say, they screwed up. I'm not going to screw up. I'm going to follow the bylaws. I'm going to follow the charter. I do remember a lot of things happening when Mayor Cole was there that shouldn't happen. I'm not going to sit here and say I don't recognize that it did happen. And as you probably remember, I was saying Chair, he is not supposed to do that, not supposed to that and it happened. I'm just asking you all at some point to say, you know what, it would be better than that, go by the bylaws, go by the charter.

Male: Okay, so as I know, Mr. Shepard, now this has been Shepard --- Mr. Shepard says not tonight, correct?

Male: He is here. Yes, sir.

Male: Okay. The mayor has the authority to appoint General Counsel.

Mayor: No.

Male: You do not.

Mayor: I do.

Male: 2.06 Section, this is my last assumption, and this is the charter, okay, and there is an - how to appoint, the mayor is not empowered to appoint general counsel?

Director Randolph: If at any point ---

Male: No, no, I'm talking to the attorney.

Attorney Shepard: You said, now, let's say that so I will make up with a caveat. I'm saying that if there is a vacancy in the Town of Eatonville --- Town of Eatonville where there is a functioning agency that needs somebody to serve your chief executive officers, it's the post be able to fill on a temporary basis. Now I'm not saying --- Council, I'm not saying that you can't come back and say we're ready to hire somebody permanently and you can't and you're absolutely right. Nobody can interfere with the --- with the Board of directors is doing that.

Male: But I had been interfere with.

Male: How long have I had stuff on the agenda for council and different things for the CRA? How long has it been on there? And you haven't yet seen on the agenda?

Male: We'll see this, now.

Male: Well, I'm going to give straightforward answer. I'm not happy about some of the things I see. I will be honest with you and I agree that sometimes we need to let the democracy take place. We need just let things happen. But I don't want to mix apples and oranges. Now I just --- what I'm talking about now is that the executive has a right to feel temporary positions until you are ready to fill them. Now, again, I encourage you all again, please. Yes, just follow us charters. Like I'm like, Look, I can read the charter there, read the charter, follow charters, and if we can just get away from happened in the past, we're going to be all right.

Male: Yes. Yes. I'm sorry. Go ahead, sir.

Male: So my question is what is considered temporary?

Male: I tell you already. I would imagine you all to decide how long it's going to take you all to feel physician.

Male: Sorry, Sir. So let's state the question if I may in the --- in the states of if it's said to the chair, executive director, to be put on the agenda. It is not. So if the Board feels as though they're ready, but it's not being put on the agenda. That means that the council that is there stays there. We'll see this the thing somebody. I mean, we've heard Mr. Shepard's interpretation, you know. I mean, we as --- he said we can have different sets of opinion. So we're asking your opinion.

Attorney Shepard: Well, it's my understanding that Chapter 163 creates its agency through legislature. It is kind of part of town, but it's kind of run independently. So the Board of Directors for the agency chooses or should choose, no, they are part of the council. I don't know when you're going to be ready to do that I was going to advertise for council. I don't know what --- how long it's going to be. But I think the more should determine the test question, Mr. Henderson, if the Board is to determine how long it's going to take, if we all look for the person y'all want, set a time certain that we want to buy temporary for 90 days, 60 days, and at that point, you know we want to bring in and bring it. And I'm going to say this to everybody, shouldn't block the process, you shouldn't inhibit the

process, you should have the process take --- take the schools. And so if what we like what's happening is by majority or not, this is American, how does how it works, you know, and sometimes, we are put in positions where we have to move from a minority. But we have to learn how to compromise and negotiate to make things work. So I think I know where you're coming from with that question. When you're ready to hire somebody permanently, just you know, you haven't --- you have to talk to each other and let your executive or your chair know, to put it on the calendar, you vote for him, to get him on Board, to get him on Board. But until that time, you can't run a corporation live, they see this company ineffective authority. So you need to have somebody there temporarily that's why you have Chief Executive Officer to make sure those places, those things are filled on a temporary basis. And then when you're ready to do your job and make them permanent, then you have the ability to do it, and I agree that you shouldn't be inhibited from doing it. You shouldn't be inhibited from getting on the calendar to do that and I'm sure I'm sure everybody understands that.

Female:

I think the problem is that and given the Board members all respect to bring people in, and you don't tell them anything about it. You just send an email, which is very disrespectful. I brought in XYZ brought in this person. We know that we have these vacancies and these things should be discussed, or you can call a special session, just like we call a special session several times to get a replacement for a town clerk into town clerk. Why can't that be done? I mean, we have been going through this for a while all different types of meetings that have seems to be blocked and a stumbling block is in the way preventing us to move on with the business of this CRA. Now I'm speaking for myself. I have listened to the attorney. I'm very respectful, and I listened very well. I do not want to break the law nor the rules. Now, this issue can be going on until midnight. I think what we need to do is that I do not want this Board to be jeopardized in doing something that we should not be doing. We want to move forward. It was a reason why we decided to vote the majority vote to have another Chair, for numerous reasons. But however, according to Attorney – I'm sorry, your name is Shepard?

Female:

Shepard.

Female:

Yes. Okay. To identify flaws in our bylaws, which I know we have flaws in these bylaws, what we need to do at this time to fix it. And then we can always come back and change who we want to be our Board of Directors. We can do this. And I don't know how long it's

going to take for us to get through these bylaws, or maybe just make a change.

Male: Absolutely.

Female: To get us to where we need to go. So, I'm just opening this up.

Male: Let me see.

Female: Because I'm ready to move on.

Male: Yes, Ma'am. Council if I may say, I do believe your Board of Directors is going to be controlled by the statute based on --.

Female: That's fine.

Male: I think that's going to be controlled. But me who can be Chairman's like that? That's, that's going to be --.

Female: That's up to us. We have the majority vote.

Male: The bylaws say, yes but right now the bylaw is saying Chief Executive is your Chair.

Male: Well, my question is, again, we can put forth these changes all day long. In the current dismiss Chair, whatever, does not put it on the agenda. How can you move forward?

Male: Well [CROSSTALK] prime example of why we are having issues with this. I feel like and it is my opinion that some things have been going on. For me to find out \$71,000 check that was written without this Board, without this body approving it. I have an issue with it. \$71,000.

Female: It makes you want to hit the Board, does it?

Male: Yeah, it makes you want to hear according to procurement, procurement anything over \$2,000 was supposed to have what? It was supposed to have the Board approved. So for a \$71,000 check the go out, and then we don't get copies of checks and all that. We have some major issues going on.

Female: So, that could definitely be a CRA discussion item.

Male: No you're not going to visit that.

Female: Are you going to get [CROSSTALK]

Male: Have on the agenda and you will use what's on it.

Female: This, you are doing -- you are talking about a discussion item. It's a discussion item, how can I not put it on your discussion item?

Male: And so how are you to determine that there was some of the discussion item? if I put a resolution out there for action and you decide to make it a discussion who gives you that authority?

Female: What was the action?

Male: Now don't make me do it. May 17th being a 39-page document, don't make me do it, a 39-page document, you knew and you instructed then town clerk to change it from an action item to a discussion item.

Female: Because an investigation, you can call FTLD, you could do it [CROSSTALK].

Male: We're talking about the employment of an attorney. So don't try to switch it.

Female: The thing about the attorney it has already been, I've already been working on it. Number one, number two, as we're in a CRA but there is and let me be clear on this. There's absolutely no way we will bring someone into this town that is going to hurt the town or the CRA.

Male: You've done it.

Female: No I'm speaking of the CRA. It's not and especially if there is [CROSSTALK]

Male: This is a democracy [CROSSTALK] its not by you.

Female: Let me speak. If my final job is protect the town. I'm going to do it, period. The CRA boundaries is the same as the town boundaries, who we bring in the CRA and I'm not only trying to run the CRA but I am going to protect the town. You can tell by the by the discussion here. The discussion says March 15th that there has been something going on and if my final job is to be Mayor It's made. And you know exactly why I've had to protect the town period. And

the CRA is an agency in this town, and I will protect it. And whatever you need to do you do it, but I'm not going to relinquish the Chair. The bylaws do say that I will consider -- I did consider, you can tell by the May 17 agenda how messy it is that I considered everything that you wanted to put on that agenda. But the agenda is done by the Chair, I will stand by the bylaws. I will stand by the bylaws.

Male: Mr. Shepard, do you say you are the general counsel?

Male: I am.

Male: So if, because of the way this is going. It's the one that this Board decides to remove some of items, there is a hearing that needs to be called and it has been 10 days the Hearing is determined and the person can be removed from the CRA, is that correct?

Male: Well, that's going to -- Now, if you ask me of removing like a director?

Male: Yes.

Male: I don't know. But I will, I will get you that answer. But what I will tell you is, and this is the thing, and I think this is where Mr. Mosely and I are in lockstep. There's a whole lot of people who would benefit by seeing what goes on here in live streaming. That's agenda item one. There's a whole lot of people who would like to know when your future meeting dates are, that's agenda item two, there's a whole lot of people who would like to see what an audit will bear and you can't do that till you hire the auditors. That. And only that is what we're here for. So for the last almost hour, we've talked about stuff we're not here for, they're having to listen to it and get no progress. So I will cut to the chase and tell you there's a way to get where you want to go legally. And they're in the same bylaws. It's called special meetings, read it, do it. But otherwise, get this agenda done.

Male: Say that again, it says, call a special meeting?

Male: Yeah.

Male: Okay. Special meetings that may call and I'm not here to do this no way.

Male: Well, I wasn't the lawyer then. But I am at least for the moment. And I will tell you how to do that. [CROSSTALK].

Male: So adjourning this [CROSSTALK] so according to Mr. Shepard, we're not allowed to bring a motion for [CROSSTALK] we have to go by the bylaws, go by this agenda, we can't bring motions from the Board, to the CRA Board.

Male: Well, I know there's a resolution in the Council that says you can bring them to the floor.

Male: Yes, exactly.

Male: I know that that happened. I think I recall that it was Councilman Maryland Davis, first step through before.

Male: Yes.

Male: But I don't know whether any resolution has been passed for the CRA to do. I know it came from Council.

Male: And unless the resolution was to amend the bylaws, it doesn't work. You can't amend bylaws by resolution unless the resolution is to amend the bylaws. And so that's the problem but there's a way to get there from here. But the people you serve should not be delayed in action that will benefit them because you guys can't get along.

Male: We can get along.

III. CRA DECISION(S)

1. Approval of Resolution #2022-10, to allow live-streaming of CRA meetings same as the Town Council meetings. (Wanda Randolph)

Male: Okay, then how about Agenda Item number one.

Male: So we can get along, we are happy to do that as like we said when we try to do something on the agenda to get along then we can get it on the agenda to get along.

Male: I will do the best I can to represent this body. I do represent none of you individually, and I have nothing to gain by giving you bad advice. I told you when I met you this evening that I was here for only as long as you needed me but it's clear you need me today.

Male: Are you prepared for this particular.

Male: I was prepared with the bylaws so I know if I got questions how to answer them but that's it.

Male: So the Chairman bylaws wasn't presented to you?

Male: The what I'm sorry.

Male: The Chairman situation wasn't presented to you?

Male: No I got the bylaws, and this agenda.

Male: Okay. So we can't bring anything from the Board, Attorney Mosley?

Male: I thought we have the Board.

Male: I don't know about the CRA. Like I said before that resolution relates to the Council, so I don't know about the CRA.

Male: Mr. Shepard, are you available this Saturday?

Male: Hang on, I think I have a meeting. But hang on one second. Let me look. It's not on my calendar. I'm going to say yes. Only because I, but somehow in my brain. I've got a meeting Thursday, and I can clarify for sure tomorrow, but it's not on my calendar. So at least according to my calendar I'm available.

Male: Are you available Friday?

Male: No, Friday I have a doctor's appointment and then I'm leaving town for about a week.

Male: On Thursday, are you available for a special meeting.

Male: Yes. Which if I recall, I gave Mr. Mosley my only copy of the bylaws but I think it requires 72 hours -- Hang on, let me read it real quick.

The special 72 hours notice so if there's sufficient time, under your bylaws, the answer is you could call a special meeting and this is the way it reads called by the Board Members, the Chair or the Executive Director has to be at least three. And by the way, I'll tell you how to do that without violating sunshine because you can't talk to each other.

Male: Okay, can you send that right before you go?

Male: Yeah, I will. You go through the clerk. And you -- then the clerk also needs to be instructed. So it's, I'd like to have a special meeting on this topic. It's limited to whatever that topic is. Then the clerk without communicating to any other member who is bringing the item individually asks the other members to request as a meeting for special meeting on this item. Do you support it? Aye or Nay?

Female: It's an Interlocal meeting.

Male: I'm sorry.

Female: There's no Interlocal meeting.

Male: Okay, there is none. Is that what you tell me about something else? Okay.

Female: For the clerk, can't. It's the town clerk there's no Interlocal between them.

Male: Okay. Well, whoever serves.

Male: Hold on one second. There is no Interlocal agreement. But on the bank statement I had today that was given to me. Janina Robinson [PH] is now employed with the town. How does she sign off on something for the CRA if there is no Interlocal agreement?

Male: I don't know. I don't have any of those agreements in front of me.

Male: There is no Interlocal agreement.

Female: She doesn't have to, but because we don't -- she didn't use it.

Male: But go ahead, go ahead.

Male: The critical point is that, whether it's the town clerk, a deputy clerk, the secretary who does the minutes for this, but I don't know who that person is. But whoever that person is to, do it legally, would take the request from the member without identifying that member. That's an important point, for reasons I can explain later goes to the other members and says, this is a request to be on the agenda for this item. Do you support it? If they do? Yes, that's two, when you get to three, you have three, and then the meeting gets called. But

it's limited to that item. The agenda is prepared in accordance with this, but on a request for a special meeting for the agenda item is set by the request, it would be my opinion that the Chair or anyone else who might if there was an Executive Director would not have the authority to say, Well, I'm not doing that. That's the special meeting, following your bylaws.

Male: So other board members can say well --Yeah, I support that. But I want to add this, then that will be [CROSSTALK]

Male: Then they'd have to get, go back around.

Male: And then they go back around.

Male: But critically important is that there's no communication between whoever the person in the circle is, whether it's the clerk, a secretary or whomever, they cannot communicate. I spoke to Mr. Daniels, or I spoke to Mr. Randolph or I spoke to Mr. Henderson. I can't read that for him. Sorry, Mr. Henderson. Because that constitutes being a conduit. So all they can know is what the request was? And do they support it? Aye or nay? And if they get to the three, they'll have to be able to identify later in case someone calls a question did you get three. But that would happen in the public setting. If you get to three then that item is on the agenda. That doesn't make it a legal item. It doesn't make it an appropriate item, for example, you wouldn't put on the CRA agenda, the impeachment of the Mayor, you could get it but you couldn't do anything with it as an example.

So there are things that even if you requested them, and they got put on the agenda, you couldn't act on it. But assuming it's something that you could act on, like an amendment to the bylaws or something that's within the realm of the authority of the CRA. Yeah, that's how you do it.

Male: So it's 72 hours, Thursday will not give us 72 hours. So the earliest would be would be Monday then, right?

Male: Right,

Male: Because you're not able on Friday?

Male: I'm out for the entire week for a vacation. But I have people in my office who are also Board certified and do this work all the time. So if you needed to do it next week, I could get somebody here.

Female: Attorney Shepard.

Male: Yes, Ma'am.

Female: And I'm, I'm very serious about this. Am I as Chair within my right to consider the items that we place on the agenda. Because if we're going to move forward, I'm not about the foolishness, and I'm being transparent right now.

Male: For a regular meeting --.

Female: You want to place something on the agenda, that is according to our CRA plan, and is going to present programs or something for the citizens or to remove for the purposes of the CRA, then fine. But if you're going to put something on the program on this agenda, to attack, to send somebody to jail, I'm so past that. If we want to move forward, then let's place things on the agenda that are appropriate for the CRA.

Male: Like the three that are there tonight.

Female: And that's it for me.

Male: But Attorney Shepard?

Male: Yes.

Male: As the Board we have the right to put whatever on that, this is not [CROSSTALK] it's not a dictator this is not someone thinking that she's the only one that can determine what goes on the agenda.

Male: For regular meetings she is, for special meetings, that's not the case. But I will point out that having the power does not mean it should be utilized in a way that's contrary to what is your larger charge here, which is what I think is getting lost sight of, because now we're an hour and three minutes in and no action on what will benefit the people you serve. I would tell you as strongly as I can act on this.

Male: Yes, sir.

Male: I'm not relinquishing whatever the town counsel is saying. I'm not, I am standing firm on it. We are the Board, we're the voices. We were elected, you know, not Mr. Shepard. So his opinion, is his opinion. But the people elected us, they trust us.

Male: I understand that.

Male: To run the town efficiently, how are we supposed to.

Male: I understand.

Male: I don't --in a sense we respect what he said, You know, I respect that. But counsel has spoken.

Male: Can I, can I suggest one thing then Councilman, Vice Mayor, Counsel and Director [CROSSTALK] now.

Male: Yes, sir.

Male: Is the bylaws say what they are, they have not been changed. And they and you're all supposed to follow this bylaws. Right? And it does have a clear date in here, December.

Male: Yes, sir. And you have to say that wasn't followed before.

Male: No, it was not followed.

Male: And then you have to say --

Male: Then you have to say, you have get the citizens to realize that, that when it benefited. Someone else was bending it, probably it was okay. It was cool. Because the Town Council has spoken, now its Oh I'm in power now, I'm not going to relinquish that. Although they did it before. You know don't want to do it again wrong. Now, now it does not belong on paper right now. But when that happened before, because you have a goal in mind you have you have purpose, which according to this, you had a means to an end, then it was okay. That were an expedient means you were doing something not necessarily immoral, but it was improper. And probably one is that is Resolution 2012 of 28.

Male: Okay. All I'm saying Vice Mayor and Director Daniels, is I wouldn't want to stand here and let you knowingly violate the bylaws, because it's in print. And it's you know, it says December, I mean, to say, yeah, go ahead, then I'm also - you violated the bylaws. I don't want you to do that. I'm asking you not to do that because it is in print. I do want to say your frustration, I'm telling you this for, if you were doing things wrong in the past shouldn't have done in the past. I was asking you all to be better than that.

Don't continue with this, say you know what, I don't want to talk about it, I hate it. We talk of trying to get the ship back on right path and follow the bylaws and the chart, because you know, you're right. It has happened in the past.

Male: It has happened.

Male: But I just don't want to advise anybody to do that again.

Male: I understand it, that to the citizens. This is what -- this is what we have. This is what happened. The shoe was on the other foot the other time for me. That all we had was three or four months left, this Board said now we want to we want to have Board Member Washington be here, and it took a vote. I voted my convictions in the past and believe it or not Board Member Washington was made the Chair because we respected what the townhouse says and I thought we didn't agree with it as a Board Member we respect it.

I guess we can blame the leader that we had at the time they didn't advise us like you guys are violating, at least wait until Chair McCall finishes out in December no, they went right with it when it was okay with and Board Member Washington went with both and, signed forms and went right along with it as though it was law but now it's -- now its different and the town counsel has spoken, its different now. I don't think I opened everything that we're always talking about get along with now when it's on the other foot just get along nobody else. I'd say let's do it like this and then the next time lets go by the laws, but that's just my personal opinion on this matter.

Male: I see your frustration. I see the frustration, but I'm going to ask -- I'm going to ask you again to follow the bylaw on this one.

Male: Now. [CROSSTALK]

Male: I know.

Female: There's something I want to raise.

Male: Go for it.

Female: You know this agenda here tonight, it is a very simple agenda we can get through this in five minutes. But however because of the May 17th, meeting that we did not have, I have asked that even when we left that meeting, that the May 17th can be added to the

next CRA meeting. So when I sent it in, again, to request it by email it is not on here. So that's the problem that we need to face. We say we want to work together. But I don't see that. I don't see it, I have to really see it. And I have to feel it. I have neither. Because when it came back to me, it's not here, just three items. And I'm going to give the attorney give you, both of you all a copy. So you can see exactly, it's [CROSSTALK] it's pretty lengthy. But those are items that are very important that that I'm not talking about. Now, it is important now. But at that particular time, because we had a termination of the Executive Director, we had other issues dealing with mismanagement of funds, and all of the issues not abide contractually, according to how things supposed to be run as far as the administration of the CRA. This was not to be a nitpicky situation against the Director, the Executive Director, but what it was, it was the holding us accountable to the agency to make sure that the agency is run effectively and efficiently, and lawfully.

So these are the items that derive out of this situation that we're in. And the only thing we're asking is that we need to -- we are the trustees of Eatonville, Florida. Okay, and we need to address these items. We have a citizen whose, we own the property, the town of the Eatonville that has to be addressed, this property right now has been, it's up for -- already has tax certificates already been purchased on this man's house, we need to -- we brought this up before I was even on the council, that the town needs to give Mr. Dixon his property back or find ways that we can contact a family member or get involved, we should not be on his property, all the that's just a few things here. But these items here are very, very important. So we need to move ahead and get this done. We're not going to get this done, I saw with three items, which is very simple, which can go ahead and just get this done in five minutes. So we need to move forward with those items that's important.

We don't have an attorney, we have a temporary attorney, we met to have an attorney that I felt that was favorable, or someone had presented favorable. We had all this prepared, the resolutions and everything. And everything just fell through the cracks. And for some reason, I feel that it's just been a stumbling block. So we have to get through this and call a special meeting for each one of those items to make sure it happens. That's what we're going to do.

Male: Can we agree to have this special meeting with all these items on there when Mr. Shepard can be here.

Female: No, sir.

Female: I am all for advertising. But I am tired of it started -- was trying to run roughshod. I'm not doing it anymore. I have been respectful, I have been quiet, even in face to face of disrespect. But as the Chairman, I can consider and I will consider I will tell you that I will consider the certain items that are real problems or have been challenges. I will consider those, but the nonsense I will not consider. And at some point we have to stop. So the last item that Director Randolph stated, definitely, let's look into that, let's have the discussion that's not about what can or cannot happen. But all the other nonsense that you can do on your own and put your own name to it. Then those things you need to do on your own time and your own time simple as that that even the \$71,000 that was by resolution that you fired a guy with all of that left on his contract. Everybody did not vote for that. Now those that voted for it are mad because that's what you stipulated in your resolution, it was the same as was done with the prior Director. So you paid out and did not come back to this Council, same average per month amount, but just a different total. That's the problem. So are we going to vote for number one, two, and three? If we're not, then can we adjourn and get into our workshop?

Male: I do have one question for legal.

Male: Yes, sir.

Male: If I'm not mistaken, did you say the way to do a special meeting, is to poll everybody.

Male: Wait, I'm cautious of the word poll. But as I described it, yes.

Male: Correct. And If those items are requested at a special meeting,

Male: And three people agree with that, yes.

Male: --and if three people agree, it has to go.

Male: It has to be agenda'd, but it doesn't have to go because it could be something absurd that's not in the balance of the boundary. But everything we talked about amending the bylaws and various other things. Those are within the boundaries of what you can do. So you know, like I said, there's I use the example you can't impeach the mayor with the CRA Board but assuming that the item is something that could come before the CRA Board. Yes.

Male: I'm just – I'm asking for clarity.

Male: Yes.

Male: Because I know Attorney Mosley just put, suggested out there and the Chair said absolutely not, even if it was polled, as a special meeting. I'm just asking for a meeting.

Male: I heard something different than you did. And that's probably what I heard was. And I don't really know what this means. And I'm not going to speak for the Mayor, the nonsense. So I don't know what the nonsense is. She's not going to put the nonsense on the agenda, Amending the bylaws, I would respectfully suggest if that's what you choose to try to do. That's not the nonsense. That's something that would become for the agency, and things of that nature. For example, amending your redevelopment plan, things, and other things, some of the other things we talked about, yes. It would be limited to whatever that item is, and it should be one as opposed to a 100. But depending on what item you pick first, for example, if it was amendment of the bylaws that may lead to other things you want to do. I don't know. But that's my opinion. I will not change it just because you asked for it.

Male: I have one question. Listen, I know what's, right? I know no side, I am always right.

Male: Me too.

Male: What I heard was, you say if it is done in and the proper way. We, as an individual, in my opinion, can't say what is nonsense or what is not nonsense? If you're asking everybody to get along? That I don't know. I'm just -- I'm, that's just my opinion. So if you're saying from a legal perspective, that if it's done the proper way, I mean, that has to happen.

Male: The only way I ever come in is on the law, the policy is up to you. But the law is the area you bring me here ostensibly, or whoever feels as if it's Mr. Jackson, whoever, that's where their box is and that's the same box I'm in, I'm trying to keep you from violating the law. If a proper -- if a meeting is asked for properly, which tells you how to do that. Its agenda'd, its limited to the item and that's what's discussed just like this meeting, supposed to be limited to these items. That's how you go. So if the most important thing to go forward is bylaw amendments. Okay. If the most important forward

is purchasing policy. Okay. I don't know what it is. That's the most important thing, but that's how it will go.

Male: Okay. I'm just asking for clarity.

Female: So what are you suggesting the agenda for May 17th, the one that's in front of you?

Male: What am I suggesting, Ma'am?

Female: Those items that cannot be amended tonight for the agenda, on the agenda, I mean--.

Male: A future agenda, or the time tonight?

Female: No, tonight?

Male: No, it can't. Because --

Female: Why?

Male: This is the one that was published for tonight.

Female: Well that's the one that she published. I'm talking about what we had seen it was because you weren't here the last meeting.

Male: Right.

Female: The May 17th. agenda items, which is that agenda, not the one that you have here with the three on it.

Male: I see it.

Female: Will be amended on the next agenda items to be brought up and this is this meeting that we're in right now. Now, right is right. Wrong is wrong. She did not put those on the agenda. That was intentional.

Male: What. Is this a part of this document?

Female: That's the second page.

Male: So, this is a part of an agenda.

Female: Yes. Yes, sir.

Male: Okay.

Female: That was due again on -- [CROSSTALK]

Male: Where does it tell me on here? Because I'm just referring to look at what I got. Where does it tell me on here that what's on here will be on here?

Female: She didn't put it on there, Sir. That's what I'm trying to tell you.

Male: Well these sets the agenda from the 17th.

Female: Yes the 17th agenda supposed to be on this agenda.

Female: Is there's something that would have told me that I mean, in other words or minutes or something that says --

Female: I've been telling you this since you've been here.

Male: So let me explain, this is what I've tried to explain before we've had in the sunshine law validation. You see, these meanings are not necessarily for you guys, these meetings are for the public, you haven't noticed the public enough time, so they need apparently at these meetings to show up. So if you don't publish it, that's why you can't add in the last minute because the citizens won't know it's going to be on.

Female: I want to correct you. I did not add that at the last meeting.

Male: No, no -- I know you didn't.

Female: This was already in place at the May 17th meeting, which we didn't have.

Male: No.

Female: And, I've asked twice to put this on the next agenda, including last week. And you see what we got. So it was not intended to be put, to be heard tonight. And here's the problem with it.

Male: Let me -- I'm just trying to understand counsel. What I'm saying though, to just answer your question that why can't it be done at night? Is that because it wasn't published. Now, and what counsel just said earlier is that once you legitimately call the people for what's going to be in a special meeting or an agenda. It should go

on the meeting if it's a legitimate cause. I don't want to see any anything blocked from a proper discussion with the Counsel, or the Board of Directors. I don't want to see that. But the only reason why I'm trying to explain the only reason why it wouldn't be appropriately be placed on tonight is because your citizens wouldn't know anything about it because it wasn't published out there. That's why you can't do it the last minute.

Female: But who's call is that, is that the [CROSSTALK].

Male: No, no, I'm not --

Female: Well the Chair is responsible for that, not me. So you need to converse your conversation with the Chair, because that was already in place ahead of time. So now the people of the public do not know anything about it, because that part of the agenda was not posted, and people were not notified for public notice. But that's not on me, that's on them.

Male: No, no that does not stand you [CROSSTALK]

Female: Okay. I just want to make sure.

Male: No, I'm not saying that.

Male: So this is where we are attorney.

Female: This is what we want.

Male: You want us to get along. And, you know, make everything right. But it's not because we can't even get anything on the agenda for the public to know that we've been trying to call a special meeting and we would like to have certain things put on the agenda. And we see they're moved and it's not right. And now we heard the former Chair said that if it's up to her, she won't put it on there.

Female: No that's not what I said.

Male: If its not everything on May 17th agenda is dealing with CRA in every capacity. There's nothing saying [CROSSTALK], or whatever its everything about the CRA, but won't is not what we want to put on this agenda for this meeting. So I guess we have a call. So can we call a special meeting on the May 17th agenda to talk about those items.

Male: Those are legitimate items as I see it, I was just saying that was legitimate items as I see it. [CROSSTALK] So I don't know.

Female: Firing them, are you firing someone you've already fired? Is --

Male: No, let me say this. Let me say this. [CROSSTALK] Okay, so let me say that Mr. Johnson [PH] was terminated, correct.

Female: Right, but lets --.

Male: I don't want to really discuss those things. But I will say he was terminated. There should have been probably some more language in the resolution to terminate him to clarify what happened, and I don't know why I didn't draft that resolution. But these other issues here -- No, these are these are things that you won't get discussed as a Board. And if a person is already terminated, you can't re-terminate them. Firstly, there's need for discussion. I don't know why we couldn't discuss.

Male: But at the time we need a discussion is paying out \$71,000 of taxpayer dollars without the public or this Board being aware that it can pay it out.

Female: Yeah we'll discuss --

Male: Hold on, hold on, I'm talking to the tourney. Also the issue of not getting documentation and all of the things, the issue of having one signature Mr. Shepard, one signature on checks that's going out, that's been going on for over four or five months. We can't get claims on because we can't have meetings.

Male: Do you have a purchasing policy for the city?

Male: We do have resolution that says two signature there's been one signature been on checks.

Male: Okay. The CRA has to follow by state law, the purchasing policy of the city.

Male: Thank you.

Male: Whatever that is, I don't know what it is, but whatever it is they're supposed to follow it.

Female: For the CRA.

Male: For the CRA.

Male: For the CRA what do we do? That's not the way, what we do.

Male: That's not where I get to weigh in. That's where you would either ask your city attorney, call the Ethics Department or somebody else. That's not my role. Even if I had an opinion, I wouldn't share it.

Male: So it's like we have a stalemate right now, like it's other agenda items that want to be placed on. So, Attorney Sheppard, would it be improper to ask for a special meeting called from this meeting? Is that improper?

Male: It's not improper in that, there's nothing that would prohibit it if it were on the agenda. But, and this is a unique thing to your bylaws, I want to make that clear. Most bylaws, most cities have zero requirements in their charter or anywhere else, that there even be a published agenda, it is a matter of practice, it's a matter of good practice. It's a practice, I would recommend, but it's not required, but your rules require that it be on the agenda and that no action be taken. That's not on the agenda. So for example, if I was looking at changing the bylaws in certain ways, that might be something that, and there's good argument on both sides. But that's one of the things you might look at. But that's what we're trying to follow is to keep you in the lines of what your bylaws permit.

Male: Okay. So it wouldn't be a problem for me to say right now, to call that all items from the May 17th and items from tonight and say I want to call a special meeting for all of it.

Male: It's not on the agenda. That is a bylaw requirement.

Male: Okay.

Male: It would be the way I told you before with whoever again, I don't know whether it's a secretary, I don't know who the right contact person is here.

Male: Okay. I got you.

Male: So I move for adjournment.

Male: I also move.

Female: But, you're not the Chair.

Male: Attorney can I motion for the moment.

Female: So, are we going to do, are we going to vote on items one, two, and three?

Male: May I make a suggestion, Madam Chair. Since we are at this unusual place, and these items are non-controversial, I would suggest seeing, making a motion if you have anybody who will make a motion approval of one, two and three, and if it dies, for lack of a second it does. If it doesn't, then there's a vote. That's how this agenda should have been handled, should be handled. It's not just we don't like it, therefore, we're going to adjourn. Right now. It's a lawfully published agenda. People came here ostensibly to see it acted upon. If the body votes them down, that's fine. If it dies for lack of a second, that's fine. What's not fine, is you're saying we're not going forward. And if you lose a quorum, well, that's a different story. But here's where we are.

Female: All right, I move that we approve items one, two and three.

Male: They need to be separate.

Female: Separate. Okay, so I move that the Approval of Resolution #2022-10.

Female: I second.

Female: It has been moved and seconded. All in favor say Aye.

Members: Aye.

Female: Can we do a roll call? I didn't hear them all.

Male: They all oppose, [CROSSTALK]

Female: All who oppose, sorry?

Male: Nay.

2. Approval of Resolution #2022-13, setting dates of CRA Meeting for the third Tuesday of the month at 5:30 p.m.

Female: You guys have it. So we will have live streaming? Item number two Approval of Resolution #2022-13, setting dates for CRA meetings.

Female: I move.

Male: Is there a second?

Male: I have a question if I may? Can I move it forward?

Female: Seconded, no second.

Male: I'll second with a question.

Male: No you can actually ask a question and then get see about it. If you are second it right now that's fine, because it's not -- the motion is not official on table till its seconded, but you can certainly ask questions.

Male: Do these conflict with any other Board meetings?

Male: I don't know.

Female: This date was given because that's what it would, it was quartereriy and then it went back to the Council plus two. Usually it met on the third Tuesday. So that's where it was placed. Do you want it another date?

Female: This should be second, it should be the second council meeting advisory, all executive where its always been.

Male: It is the third Tuesday.

Male: That's where it has always been I don't --

Female: So, any other questions?

Male: Oh, it is in just my opinion it may be beneficial so we don't keep running into this and take up people's time that we look at a whole another day to really deal with these issues. That's just my opinion.

Female: At which day would you suggest.

Male: I have to look over the calendar just you know to see, but I just don't think it's fair to the public that we rush these meetings to try to get into another meeting.

Female: Okay, so if it changes in the future we will go ahead and vote, because either up or down. So it has been moved and seconded that the meetings are the third Tuesday of the month until such time that we change it in the future. All in favor say aye?

Female: I'll second it.

Members: Aye.

Female: All opposed?

Male: The ayes have it, for now it will be the third Tuesday Mr. Henderson? Second.

3. Approval of Resolution #2022-14, engaging Carr, Riggs, & Ingram LLC CPAs and Advisors to complete TOECRA audit for fiscal year ending September 2021 (FY2021).

Female: Item number three Approval of Resolution #2022-14 Engaging Carr, Riggs, & Ingram LLC to complete the audit for the fiscal year ending September 2021. Is there a motion?

Female: So are we not going to get an audit for the CRA.

Male: Hold on, hold on I've got a question. Is this the same audit that's going to Town Hall?

Male: Yes it is.

Female: I am trying to find your question, trying to find my sheet here. Where it says I've kind of read it through today, I must have lost it. There must be something about \$8,000. What does that cover? The agency on this particular resolution? What does it cover?

Female: Well, it covers the CRA on \$8,000 has been pretty much what it's been with every auditor, if I remember correctly.

Female: Is that for the whole year, just to do the audit, just that one audit, for that time period.

Female: It's just the 2021 fiscal year ending 2021 audit.

Female: Okay.

Female: So we have a motion.

Female: I'll move.

Male: Second.

Female: Its been moved and seconded. All in favor say Aye.

Members: Aye.

Female: All opposed?

Male: All right, Carr, Riggs, & Ingram will be doing the audit for the fiscal year ending 2020/21.

IV. CRA DISCUSSION ITEMS

Female: The next item is our CRA discussions but it's already seven o'clock. If it is okay, with all we go out to the workshop for the Town Council meeting. So why don't we go ahead and adjourn, so we can try to be timely on tonight's meeting?

Female: I have a question before we adjourn, if we decide that we're going to have a special session this week on Friday. On those agenda items on what is going to be discussed. What do we say?

Male: Council isn't available?

Male: Here's the answer to what I know has happened so far. The answer is that it was not decided. What I suspect will happen is members of this body may request a special meeting through the procedures that are spelled out in the bylaws of whomever the person is who will receive that request. And then make sure that there's unless at least three people in support of that item. But when that'll happen, and when it'll be scheduled. Once you have the three that support it, then you go to scheduling, whether that's based on the attorney's schedule, your individual schedules, the town's schedule, all that that's a different matter. That's basically the logistics issue. But the first thing is to make the request and make sure it gets enough support. And critically, you got to pay attention to what they say. It's got to be limited to that request.

Female: Okay, now, the problem has always been in getting this together. I don't mean to prolong this, the special section, either the town clerk

or their attorney, so whose supposed to do it. So who's going to call us or poll us, since it's the way it's been done in the past?

Male: I'm happy to do it. If that's -- if you don't have anybody else. If you want me to be the person who's in between I'm usually not, but I know how to not violate the law.

Male: Yes, sir.

Male: Can we designate a town clerk.

Male: Again, that's for y'all to decide. I wouldn't even know if there's a policy against it. So if there is that's kind of -- that's either Mr. Mosley's material or somebody else's.

Male: Of course the town clerk has been doing this for years, with or without any counsel?

Male: I just don't know.

Male: So we think it is our clerk, that's the person we call.

Male: I don't know the reason why that's not so. But I don't know.

Male: Okay. Thank you. Mr. Shepard.

Female: Attorney Shepard in the bylaws. It does state that the town staff can do it through an Interlocal agreement. In all fairness, the second thing is you did state for special meetings that whatever they want, and I say they -- I'm sorry, the Director of the Board wants on that agenda can automatically be placed there. However the bylaws state will be considered by the Chair. And I'm not -- and I'm really not doing this difficult, but and I will consider it, but at some point, the items need to be items that move us forward, if that's the direction of that Board.

Male: Let me pull out those bylaws because it does say consider. But here, here's exactly how it reads. So everybody's on the same page.

Male: Which one?

Male: This is 5.6. And if you look at the special meeting section, it says agendas shall be prepared in accordance with sections 5.6.1 and 5.6.4. 5.6.1 says the agenda shall be prepared by the Chair and of these, it doesn't say that there's a veto. So 5.6.1 doesn't stop the

item. 5.6.4 says, except in an emergency situation, affecting the public health welfare or safety, no official action may be taken by the Board on any action item unless it appears on the CRA agenda. So, those are the two sections, they're incorporated in the special meeting section. And neither of those would give either the Executive Director or the Chair and I say this respectfully the ability to say no, because it says Chair prepared by, not in consult with. The 5.6.2 which is not incorporated in special meeting says Board members desiring agenda items shall make the request to the Executive Director at least 10 days before the meeting and then it goes on to you know the 5.6.3 a copy of the agenda supporting and so forth.

But if you look at the two that are there, shall be prepared – shall, be prepared by the Chair being that's a physical act that's not a veto.

Male: Okay, [CROSSTALK] then because we had a discussion before about prepared and you just

Female: As long as they meet the requirements of the -.

Male: Correct.

Male: Write that down, as long as it meets the requirement,

Male: I didn't know what -- I didn't hear.

Male: What did she say? Board Member can you repeat what you said? She said as long as it meets, and I didn't hear what she said. Board Member all I am asking is can you repeat whatever you said to the attorney so I can get clarification too, you said as long as it meets and I didn't hear what you said.

Female: Because I didn't finish it.

Male: You didn't finish what?

Female: Its based on what Attorney Shepard has stated --?

Male: No, you said it you can do so as long as it meets – and now that's what I'm trying to kind of understand [CROSSTALK] I got it right, he said you can't veto so you know you got whatever you need to meet on the agenda by 5.6.2.

Female: Just read the exceptions, that's it.

V. ADJOURNMENT

Female: So we're going to go ahead and we're going to adjourn this CRA meeting, and will enter our workshop.

Male: Thank you all for however long they get to be.

Any person wishing to appeal any decision made by Community Redevelopment Agency with respect to any matter considered at such meetings or hearings will need a record of the proceedings, and for such purposes may need to ensure that a verbatim record of the proceedings is made which record included the testimony and the evidence upon which the appeal is made. The above notice is required by State Law (F.S. 189.417). Anyone desiring a verbatim transcript shall have the responsibility, at his/her own expense to arrange for the presence of a certified court reporter at the hearing. For further information regarding the Community Redevelopment Agency, call (407) 623-8900.

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Acknowledged:

Greg Gardner

Jurrold King, clerk

