

**BROWARD COUNTY HEALTH FACILITIES AUTHORITY
POLICIES AND PROCEDURES
*Adopted October 13, 2011***

ARTICLE 1

NAME AND LOCATION

Section 1.1 Name. The name of this public body corporate and politic is the Broward County Health Facilities Authority (hereinafter the "Authority").

Section 1.2 Principal Place of Business. The principal place of business of the Authority shall be _115 S. Andrews Avenue, Room 513 Fort Lauderdale, Florida, or such other place as the Authority may, from time to time, designate.

Section 1.3 Seal. The seal of the Authority shall bear the name of the Authority, the word "Florida" and the year of creation.

ARTICLE 2

PURPOSE

Section 2.1 State. The Authority has been organized as a health facilities authority pursuant to the provisions of Sections 154.201 through 154.247, Florida Statutes, as may be amended from time to time (the "Act"), for the purposes stated therein.

Section 2.2 County. The Authority was established by Ordinance No. 77-35, as amended, of the Board of County Commissioners of Broward County, Florida (the "Ordinance").

ARTICLE 3

MEMBERS

Section 3.1 General. As provided in the Ordinance and the Act, the Authority shall be composed of five members appointed by the Board of County Commissioners of Broward County, Florida (the "Board"). Such members are to be residents of Broward County, Florida (the "County").

Section 3.2 Terms of Office. The terms of office of the members first appointed are as follows: one shall serve for one (1) year, one for two (2) years, one for three (3) years, and two for four (4) years; in each case until his successor is appointed and has qualified. Thereafter, the term of office shall be for four (4) years for a member who succeeds those whose term has expired. The Board shall fill any vacancy for the

remainder of the unexpired term. A member of the Authority shall be eligible for reappointment.

Section 3.3 Removal of Members. Any member of the Authority may be removed by the Board for misfeasance, malfeasance, or willful neglect of duty or such other good cause as shall be determined by the Board.

Section 3.4 Oath. Each member of the Authority, before entering upon his duties, shall take and subscribe the oath or affirmation required by the State Constitution. A record of each oath shall be filed with the Department of State and the County Administrator of Broward County, Florida.

Section 3.5 Salary Compensation of Members. As provided in the Ordinance and the Act, the members of the Authority shall receive no compensation for the performance of their duties, but each member shall be paid his/her necessary expenses incurred while engaged in the performance of such duties pursuant to Florida Statutes, Section 112.061.

Section 3.6 Staff. The Authority shall utilize the services of Broward County officials and staff, as employees and agents of the Authority, to administer and develop its programs. The Authority shall reimburse Broward County for all services provided to the Authority by officials and staff of Broward County that generate billing statements, and the Authority shall reimburse all other Authority-related expenses of the County such as the annual audit. Such reimbursement shall be made from available Authority funds. The amount of such reimbursement shall be set by the County during its annual budget process and may be amended during the year by the County.

Section 3.7 Reimbursement to Broward County for Staff. The Authority shall reimburse County for all services which County officials and staff provided to Authority and all other expenses of the County incurred on behalf of or at the request of the Authority. The Authority may from time to time request that additional County staff be assigned to service the Authority.

The amount of such reimbursement for County officials, staff and other expenses shall be as set by the County and shall be reflected in the Authority's annual budget, and approved by the Broward County Board of County Commissioners.

Section 3.8 Indemnification. The developer of a Health Facilities Project must indemnify the Authority, its members and employees, and the County for each transaction.

ARTICLE 4

MEETINGS OF THE AUTHORITY

Section 4.1 In General. All meetings of the Authority, whether regular or special, shall be public meetings (Section 286.011, Florida Statutes) and all records of the Authority

are public records (Chapter 119, Florida Statutes). Meetings of the Authority shall be held, when available, in a public building within Broward County, Florida.

Section 4.2 Regular Meetings. Regular meetings of the Authority shall be held at the place and on the day and hour previously advertised and agreed upon by the members of the Authority for the purpose of transacting such business as may come before the Authority. A schedule of all regular will be established and distributed each January, and shall include the time, date and location of each scheduled meeting. Each meeting will be properly advertised as required by Florida Statutes.

Section 4.3 Special Meetings. Special meetings of the Authority may be held upon call of the Chair, or agreement of any three members of the Authority provided such meeting is properly advertised as required by Florida Statutes. Such meeting requests and required advertisements shall state the purpose, place, date and time of the special meeting. Business transacted at special meetings shall be confined to the purpose stated in the call, request or advertisement. Upon any such call, it shall thereupon be the duty of staff to cause notice of such meeting to be given as hereinafter provided.

Section 4.4 Notice of Meeting. Staff shall cause the advertising of notice of each regular or special meeting of the Authority as required by Florida Statutes and prepare and send notice of all regular or special meetings to each of the members of the Authority. Each such notice shall state the time and place of the meeting but, except in the case of a special meeting, need not state its purpose or the matters to be discussed. Notice may be delivered via email, but when this method is not possible, notice will be delivered by messenger, telegraph or mail to each member of the Authority at least 48 hours before the date fixed for the meeting. In advertising special meetings, appropriate action shall be taken to best notify the press and the public.

Emergency meetings may be held without prior 48-hour notice so long as the notice has been deemed acceptable by the County Attorney's Office.

Section 4.5 Quorum. Three members shall constitute a quorum, any action may be taken by the Authority upon a vote of a majority of the members, unless a lesser or greater number of votes is authorized or required under the Act, Ordinance, Bylaws, or Rules and Regulations. 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 4.6 Adjournment. Meetings of the Authority may be adjourned if a quorum is present, without notice. If there is no quorum, meetings of the Authority may be adjourned by the members of the Authority present or, if none, by the recording secretary; provided, that notice of such adjournment shall be sent to the Authority members.

Section 4.7 Attendance and Voting. All meetings of the Authority at which official acts are to be taken by the Authority shall be public meetings open to the general public; provided, however, that only members of the Authority present at any such meeting

shall be permitted to vote. Any member of the Authority who is employed by, or receives income from, a health facility under consideration by the Authority shall not vote on any matter related to such facility.

Section 4.8 Minutes. The audio recording and minutes of each meeting of the Authority shall be kept at the principal place of business of the Authority and shall include a record of all actions taken and all resolutions adopted by the Authority. The minutes of each meeting of the Authority shall be presented for approval by the Secretary at the following meeting and shall be open to public inspection. The minutes of the meeting shall include a notation made by the recording secretary who prepared the minutes indicating the name of the recording secretary and the name of the recorder used for the audio recording.

Section 4.9 Procedure. Insofar as not inconsistent herewith, meetings shall be conducted pursuant to Robert's Rules of Order, but failure to comply therewith shall not affect the validity of any action taken.

Section 4.10 Chair of the Authority. The Authority shall select a Chair. The Chair shall preside at all meetings of the Authority. In the absence of the Chair, the Vice-Chair, appointed by the members of the Authority, shall preside. These designations shall continue for as long as a member remains appointed unless a member requests otherwise at a meeting of the Authority. The HFA will re-vote for any position that is vacated due to the end of an appointment or by request at its next meeting.

Section 4.11 Order of Business. The order of business at all meetings of the Authority where applicable shall be as follows:

- a. Call of the roll
- b. Approval of any unapproved minutes (including proof of advertisement for those meetings)
- c. Election of Officers (if necessary)
- d. Unfinished business
- e. New business
- f. Adjournment

ARTICLE 5

OFFICERS

Section 5.1 Officers. The principal officers of the Authority shall be a Chair, a Vice-Chair, and a Secretary, all of whom shall be elected by and from the members. The members may elect an Assistant Secretary and such other officers as in their judgment may be necessary.

Section 5.2 Election and Term. The officers of the Authority shall be elected when a position is vacated.

Section 5.3 Removal. By an affirmative vote of a majority of the members, any officer may be removed, either with or without cause, and his/her successor elected at any regular meeting of the members or at any special meeting of the members called for such purposes.

Section 5.4 Chair. The Chair shall be the chief executive officer of the Authority. He/she shall preside at all meetings of the Authority. He/she shall have all of the general powers and duties which are usually vested in the office of the Chair, including, but not limited to, the power of appointing committees among the members from time to time as he/she may, in his/her discretion, deem appropriate to assist in the conduct of the affairs of the Authority. The Chair shall be the officer to execute all contracts on behalf of the Authority, unless another officer is authorized by resolution of the Authority.

Section 5.5 Vice-Chair. The Vice-Chair shall perform all of the duties of Chair in his/her absence and such other duties as may be required of him/her from time to time by the members.

Section 5.6 Secretary. The Secretary shall attest with his/her signature and press the Authority's seal to all contracts or other documents required to be signed on behalf of the Authority and shall perform all other such duties as are incident to his/her office. The duties of the Assistant Secretary shall be the same as those of the Secretary, in the absence of the Secretary.

Section 5.7 Vacancy. Any vacancy in the office of Chair, Vice-Chair, Secretary or Assistant Secretary, or any other officer or employee, for any reason whatsoever, may be filled by the members who may elect a successor to the vacant office at any regular or special meeting, which successor shall hold office until his/her appointment ends, he/she requests removal from the position or he/she is removed from the position by vote of the Authority.

ARTICLE 6

FINANCE

Section 6.1 Accounts. The funds of the Authority shall be held by the County and deposited in such banks or depositories as may be determined by the County from time to time.

Section 6.2 Fiscal Year. The fiscal year of the Authority shall begin on the first day of October of each year; provided, however, that the members are expressly authorized to change to a different fiscal year in accordance with the provisions and regulations from time to time prescribed by applicable law, at such times as the members deem advisable.

Section 6.3 Financial Reports. A written report of the accounts of the Authority or an audit as required by law shall be made annually for each fiscal year and a copy of the report shall be furnished to each member no later than one month after such audit becomes available.

Section 6.4 Budget. The members adopt a budget on or before October 1 of each year for the following fiscal year, which shall contain estimates of the cost of operating the Authority. Copies of the proposed budget shall be transmitted to each member before the meeting at which said budget is to be adopted. Said budget shall include the source of the funds allocated therein and the amount of any assessment to be levied against a health facility therefore during the ensuing fiscal year.

Section 6.5 Audit. An independent financial audit of the Authority shall be made annually as provided by law.

Section 6.7 Expenses. Surplus funds disbursements and audit payments can be made administratively without separate Authority approval if included in approved budget.

Section 6.8 Check Requisitions. Any checks issued from the Authority's General Administrative Revenue Account as maintained in the County's financial system shall be authorized by the Authority. Except as Authorized in Resolution 2005-01 which provides for notice of invoices via electronic mail to Members with a time period (10 days) in which Members can object and bring the invoice to a vote. Also except for annual audit fees which may be paid with the same 10 day notice so long as the invoice is within the amount budgeted for this expense; any audit invoice in excess of the budgeted amount must be brought to the Authority for specific authorization.

Section 6.9 County Attorney Fees. A 10-day notice will be given to Authority members upon receipt of invoice from the County Attorney's Office. The invoice will be paid if no objection is received within the 10-day notice period.

Section 6.10 Travel. Travel by Authority members shall be approved by the Authority at a regular or special public meeting of the Authority.

ARTICLE 7

Authority Bonds

Section 7.1 Bond Issuance. County will assign financial advisor and bond counsel in accordance with current selection practices for other County bonds. For all other bond related professionals, the applicant must secure the necessary services independently and in advance of application to the HFA for issuance of bonds.

Section 7.3 Application Procedure

- a. Application. A completed application is to be submitted to the Authority for consideration together with the nonrefundable Application Fee. No application will be considered unless the form is complete, the Application Fee is paid and all accompanying information requested on the form is provided to the Authority. After review by the Financial Advisor, Bond Counsel and County personnel, the application will be submitted to the Authority for review and acceptance at a regular or special meeting.
- b. Documents. A financing commitment for private placement or a credit facility shall be in place and the site plan shall be approved prior to the Authority considering a project's application. Staff will, however, make the Authority aware that an application has been received but it is incomplete.

Section 7.4 Substitution of Guarantee, Security or Collateral. A substitution of guarantee, security or collateral will be accepted only if the long-term rating of the bonds is at least Investment Grade as determined by Fitch, Moody's or S&P, the rating will be equal to or better than the previous rating on the bonds, and the Authority receives an opinion of Bond Counsel to that effect, if the Authority deems such opinion necessary.

Section 7.6. All bonds publicly sold by the Authority must have an Investment Grade rating. Bonds without an Investment Grade rating may be privately placed with a Sophisticated Investor under the following conditions:

- a. The purchaser of privately placed bonds must sign a Sophisticated Investor letter addressed to the Authority stating, among other things, that the investor had made the decision to purchase the bonds based on his/her own independent investigation.
- b. A statement shall appear on the face of the bond restricting the subsequent transfers of such bond to a Sophisticated Investor or such language shall be contained in the appropriate document restricting the Trustee or Bond Registrar in the authentication and registration of such bond.
- c. The bonds must be sold in large denominations, the usual amount being \$100,000. In the discretion of the Authority, and upon the advice of the Financial Advisor, bonds may be sold in lesser or greater denominations.
- d. An independent feasibility study must be conducted by a consultant selected by the Authority and paid for by the Health Facility.

- e. The Authority shall not be a party to any offering document which may be promulgated, and the purchaser is to acknowledge in the Sophisticated Investor letter, that the Authority and the Authority's counsel have not participated in the preparation of the offering document and shall not have any responsibility for the accuracy or completeness of the matters contained therein.

Section 7.7. Audits. Each trust indenture shall require a certified public accountant to provide annual audited financial statements for the Health Facilities Project.

ARTICLE 8

FEES

Every health facility (as defined in Section 154.205) applying to the Authority for issuance of Authority bonds or other permitted obligations, shall be required to apply on forms provided by the Authority and to pay an application fee, a closing fee, and an annual fee during each year that facility's bonds or obligations are outstanding. The following are the applicable fees of the Authority:

- a. Application Fee – nonrefundable \$5,000; and
- b. Closing Fee – per completed financing transaction 10 basis points on the Par amount of bonds issued or a minimum of \$5,000; and
- c. Annual Fee – recurring fee of 10 basis points on the outstanding principal balance of bonds determined as of September 30 annually, payable on October 1 of each fiscal year, but only for those bond issues dated after January 1, 1989; and
- d. County Attorney Fee - \$1,500 due at application or closing

The amounts of the fees and the contents of said forms may be amended from time to time by the Authority.

ARTICLE 9

CONFLICTS OF INTEREST

Section 8.1 Conflicts of Interest. It is essential to the proper conduct and operation of the Authority that its members be independent and impartial and that the public office not be used for private gain. All Authority members shall be subject to, and comply with,

Chapter 112 Florida Statutes, as amended from time to time, Code of Ethics For Public Officers and Employees and Chapter 26, Article V of the Broward County Code, as amended from time to time, Conflicts of Interest.

ARTICLE 10

CONTRACTS

All contracts and obligations of the Authority shall be signed by the Chair or Vice-Chair of the Authority under the seal of the Authority attested by the Secretary or an Assistant Secretary unless, by a resolution of the Authority, a member of the Authority or an officer of the Authority shall be authorized to execute a specific contract or contracts for specific purposes approved by the Authority.

ARTICLE 11

AMENDMENTS

The Bylaws of the Authority may be altered, amended, suspended or repealed at a regular or special meeting of the Authority by a vote of not less than two-thirds (2/3) of all the members of the Authority.

ARTICLE 12

EFFECTIVENESS

These Bylaws shall be effective upon adoption by the Authority.

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