

LYNX Finance & Audit Committee Agenda

Meeting Date: 1/16/2020

Meeting Time: 9:30 AM

Central Florida Regional Transportation Authority
455 N. Garland Ave.
2nd Floor Open Space
Orlando, FL 32801

As a courtesy to others, please silence all electronic devices during the meeting.

1. Call to Order

2. Approval of Committee Minutes



Finance Committee Minutes - November 21, 2019

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3. Public Comments

- Citizens who would like to speak under Public Comments shall submit a request form to the Assistant Secretary prior to the meeting. Forms are available at the door.

4. Chief Financial Officer Report

5. Discussion Items



A. Update on Shingle Creek contract

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B. Presentation Regarding Current Performance Status of Mobility Services' Contract Providers

Pg 7



C. FY2021 Budget Assumption Discussion

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D. Discussion Regarding Preliminary FY2019 Operating Results

Pg 9

6. Action Items



A. Recommendation to Approve and Ratify the Second Amendment to the Labor Agreement Between Central Florida Regional Transportation Authority and Amalgamated Transit Union AFL-CIO Local 1596 under Resolution No. 20-002

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-Attachments



B. Recommendation to Approve Amendment #1 to the LYNX Defined Contribution Plan for BU Employees under Resolution No. 20-003

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-Attachments

- C.  Recommendation to Extend Contract with Zimmerman Kiser Sutcliffe, P.A. for Legal Services - Tort & General Liability Pg 25
- D.  Recommendation to Exercise the First Option Year of Contract #17-C04 with DesignLab, Inc. Pg 26
- E.  Recommendation to Release Request for Proposal (RFP) for Uniform Rental and Laundering Services Pg 27
- F.  Recommend Amendment to Administrative Rule 2 Establishing Auditor Selection Committee Pg 29
- Attachments  

7. Other Business

Section 286.0105, Florida Statutes states that if a person decides to appeal any decision made by a board, agency, or commission with respect to any matter considered at a meeting or hearing, he will need a record of the proceedings, and that, for such purposes, he may need to ensure that a verbatim record of the proceedings is made, which record includes the testimony and evidence upon which the appeal is to be based.

In accordance with the Americans With Disabilities Act of 1990, persons needing a special accommodation at this meeting because of a disability or physical impairment should contact Benjamin Gonzalez at 455 N. Garland Ave, Orlando, FL 32801 (407) 254-6038, not later than three business days prior to the meeting. If hearing impaired, contact LYNX at (407) 423-0787(TDD).

LYNX
Central Florida Regional Transportation Authority
Finance and Audit Committee Meeting Minutes

PLACE: **LYNX Central Station**
 455 N. Garland Avenue
 2nd Floor, Open Space
 Orlando, FL 32801

DATE: **November 21, 2019**

TIME: **9:30 a.m.**

Members in Attendance:

Amanda Clavijo, Osceola County
Michelle McCrimmon, City of Orlando
Kurt Petersen, Orange County
Timothy Jecks, Seminole County
Jo Santiago, FDOT, 5th District

Staff in Attendance:

James E. Harrison, Chief Executive Officer
Tiffany Homler-Hawkins, Chief Administrative Officer
John Slot, Chief Innovation & Sustainability Officer
Leonard Antmann, Director of Finance

Members Absent:

1. Call to Order

Chair Clavijo called the meeting to order at 9:30 a.m.

2. Approval of Minutes

Chair Clavijo requested a motion for approval of the Finance & Audit Committee minutes from the October 17, 2019, Finance & Audit Committee meeting. Motion to approve the October 17, 2019, minutes was made by Michelle McCrimmon, seconded by Tim Jecks and unanimously adopted. The minutes were approved as presented.

3. Public Comments

No members of the public were present to speak.

4. Chief Financial Officer's Report

Chair Clavijo recognized Lenny Antmann, Director of Finance. Mr. Antmann stated that the additional money for TD will be made available in FY2020 and FY2021. We are still anticipating additional funds from SunRail billing.

We are awaiting an update from Shingle Creek regarding service continuation. Ms. Homler-Hawkins stated that we are still providing the service, and Shingle Creek will communicate their decision soon. The substantial one-year increase may be phased in over a three year period. Mr. Christiansen will call Shingle Creek for an update.

In a preliminary view, we are \$1.5 million favorable to budget before year-end adjustments. Cherry Bekaert will be back the week of December 16 to begin the year-end audit. Preliminary statements should be available in February.

5. Committee Action Items

A. Authorization to Purchase Sixty Three (63) Paratransit and Fifteen (15) NeighborLink Replacement Vehicles and Amend the Previous Purchase Authorization from the July 25, 2019, Board of Directors Meeting

John Slot, Chief Innovation Officer stated that the previously contracted vehicle manufacturer no longer manufactures the same vehicles. This purchase authorization will allow the fleet to return to a state of good repair and will allow for the removal of penalties from MV. Motion to Approve the Authorization to Purchase Sixty Three (63) Paratransit and Fifteen (15) NeighborLink Replacement Vehicles and Amend the Previous Purchase Authorization from the July 25, 2019, Board of Directors meeting was made by Kurt Peterson, second by Jo Santiago. Motion passed unanimously.

B. Authorization to Increase the Not-to-Exceed Amount for the Cherry Bekaert, LLP Contract #15-C12 by \$56,400 from \$522,500 to \$578,900. This Contract Provides Support Services Related to the LYNX Business Control Assessment and to Perform an Internal Control and Data Security Audit for Florida Department of Highway Safety and Motor Vehicles Data Exchange

Lenny Antmann stated that the current contract with Cherry Bekaert is for auditing services but allows for other services to be provided. There will be no budget impact, since the amount was included in the budget. The audit should be completed in January. Motion to Increase the Not-to-Exceed Amount for the Cherry Bekaert, LLP Contract #15-C12 by \$56,400 from \$522,500 to \$578,900 was made by Michelle McCrimmon, second by Kurt Peterson. Motion passed unanimously.

C. Authorization to Release a Request for Proposal (RFP) for Payroll and Human Resource Systems

Lenny Antmann stated that last year we were authorized to update our payroll software. This process is taking longer than anticipated. The current system will be obsolete in December 2020. We need to have a backup plan if the negotiations do not work. The committee shared concerns over the time frame to implement a new system. Several committee members would like to see the negotiations work out with the current vendor. Motion to authorize the Release for a Request for Proposal (RFP) for Payroll and Human Resource Systems was made by Tim Jecks, second by Jo Santiago. Motion passed unanimously.

D. Proposed Amendments to Administrative Rule 2 Establishing Auditor Selection Committee

Lenny Antmann stated that one of the Board of Director's members would be the chair of the new auditor selection committee with the rest of the Finance and Audit Committee as the other members. The Board member that would be the chair of the auditor selection committee would replace the representative of the Finance and Audit Committee from that area, so that we can keep an even balance for our funding partners. Mr. Harrison stated that as long as there is a consensus with this committee, that there would not have to be a formal motion. All members supported following the discussed direction of the auditor selection committee. Mr. Harrison will send out an email regarding a tentative schedule by the next meeting.

E. Approval of the LYNX Finance and Audit Committee Meeting Dates for 2020

The meetings were set to be the third Thursday of each month. Michelle McCrimmon stated that she had four conflicts: January, March, April and May. Mr. Harrison stated that it is helpful if this schedule operates in coordination with the Board of Directors schedule.

The January 2020 meeting was changed to January 16 at 9:30 a.m. The March meeting was changed to March 12 at 2:00 p.m. The April meeting was changed to April 16 at 9:30 a.m. The May meeting was changed to May 21 at 9:30 a.m. Motion to Approve the LYNX Finance and Audit Committee meeting dates with the above changes was made by Kurt Peterson, second by Michelle McCrimmon. Motion passed unanimously.

6. Other Business

There was a discussion regarding the election of officers. The Board of Directors will elect their officers at the January meeting, and the Oversight and Finance and Audit Committees will elect their officers at the February meetings.

The meeting adjourned at 10:19 a.m.

LYNX Finance & Audit Committee Agenda

Discussion Item #5.A.

To: LYNX Finance & Audit Committee

From: Albert Francis
CHIEF FINANCIAL OFFICER
Leonard Antmann
(Technical Contact)
Tiffany Homler Hawkins
(Technical Contact)

Phone: 407.841.2279 ext: 6058

Item Name: Update on Shingle Creek contract

Date: 1/16/2020

ACTION REQUESTED:

LYNX staff will provide an update on Shingle Creek bus service agreement.

LYNX Finance & Audit Committee Agenda

Discussion Item #5.B.

To: LYNX Finance & Audit Committee

From: Norman Hickling
DIRECTOR OF MOBILITY SERVICES
Norman Hickling
(Technical Contact)

Phone: 407.841.2279 ext: 6169

Item Name: Presentation Regarding Current Performance Status of Mobility Services' Contract Providers

Date: 1/16/2020

ACTION REQUESTED:

Norman Hickling, Director of Mobility Services, will make a presentation regarding the Mobility Services contractual oversight efforts and the current performance and compliance status of service providers.

LYNX Finance & Audit Committee Agenda

Discussion Item #5.C.

To: LYNX Finance & Audit Committee

From: Leonard Antmann
Director Of Finance
Michelle Daley
(Technical Contact)

Phone: 407.841.2279 ext: 6125

Item Name: FY2021 Budget Assumption Discussion

Date: 1/16/2020

ACTION REQUESTED:

LYNX staff will lead a discussion of the FY2021 Budget Assumptions.

LYNX Finance & Audit Committee Agenda

Discussion Item #5.D.

To: LYNX Finance & Audit Committee

From: Albert Francis
CHIEF FINANCIAL OFFICER
Leonard Antmann
(Technical Contact)

Phone: 407.841.2279 ext: 6058

Item Name: Discussion Regarding Preliminary FY2019 Operating Results

Date: 1/16/2020

ACTION REQUESTED:

LYNX Staff will review the “Preliminary” Operating results for FY2019.

LYNX Finance & Audit Committee Agenda

Action Agenda Item #6.A.

To: LYNX Finance & Audit Committee

From: Terri Setterington
DIRECTOR OF HUMAN RESOURCES
Terri Setterington
(Technical Contact)

Phone: 407.841.2279 ext: 6106

Item Name: Recommendation to Approve and Ratify the Second Amendment to the Labor Agreement Between Central Florida Regional Transportation Authority and Amalgamated Transit Union AFL-CIO Local 1596 under Resolution No. 20-002

Date: 1/16/2020

ACTION REQUESTED:

Staff is seeking the Board of Directors' adoption of Resolution No. 20-002 to approve and ratify the Second Amendment to the Labor Agreement Between Central Florida Regional Transportation Authority and Amalgamated Transit Union AFL-CIO Local 1596 ("CBA Amendment").

BACKGROUND:

Plan. The LYNX Defined Contribution Plan for BU Employees ("Plan") provides tax-qualified, defined contribution retirement benefits for employees represented by Amalgamated Transit Union AFL-CIO Local 1596 ("Union") who do not participate in the previously-closed defined benefit pension plan.

Contributions. The Plan provides an employer non-elective contribution percentage equal to 6% of compensation for each participants. In addition, participants have a one-time, irrevocable option to make a pre-tax "pick-up contribution" to the Plan equal to up to 3% of their compensation (deducted from their paychecks). Participants who irrevocably elect to make a pick-up contribution receive an employer 50% matching contribution thereon, up to maximum matching contribution of 1.5% of compensation (1.5% is 50% of a 3% pick-up contribution). The purpose of the pick-up contribution and matching contribution components is to encourage employees to become educated about, and to participate in, planning and saving for their retirement.

Vesting. Participants are always 100% vested in their own pick-up contributions. However, the LYNX non-elective and matching contributions are subject to a five-year cliff vesting schedule,

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meaning that a participant is not vested in those contributions until the participant has completed five years of service at LYNX, at which time the participant becomes 100% vested in all past and future LYNX contributions made to his/her Plan account. The purpose of the vesting provision is to encourage participant to stay employed at LYNX for at least five years.

Challenges with Current Plan Design. Under strict IRS rules, a participant's pick-up contribution percentage election must be a one-time, irrevocable election that applies during the participant's entire career at LYNX and cannot be changed by the participant. The election must be made when the employee first becomes eligible for any plan of the employer. These strict IRS rules create practical challenges for the employees:

It is difficult for an employee to immediately decide, within the first pay period, how much to irrevocably contribute to the Plan.

An employee's financial ability and desire to save for retirement changes over time, but the election cannot change accordingly.

If the employee is not financially able to initially elect the 3% pick-up contribution level, the employee loses out on the opportunity to obtain the maximum LYNX matching contribution for his/her entire career at LYNX.

LYNX staff wishes for the participants to have more flexibility and more involvement in their retirement planning over the course of their career at LYNX and to be able to qualify for the maximum LYNX employer contribution toward their retirement savings.

Solution to the Challenges. A proposed Plan design enhancement, which also involves the existing LYNX Deferred Compensation Plan ("457(b) Plan"), offers solutions. Unlike pick-up contributions, an employee's 457(b) Plan pre-tax deferral elections are not irrevocable – they can be changed. The proposal is to eliminate the Plan's "pick-up" contribution component going forward. Instead, participants may make 457(b) Plan pre-tax elective deferrals. The LYNX 50% matching contribution will instead be calculated based on the participant's pre-tax elective deferral to the 457(b) Plan. The maximum cap on the matching contribution will remain at 1.5%, and the matching contributions will continue to be deposited to the Plan, in order to maintain the five-year cliff vesting schedule. Both plans are on the same service provider platform (currently, MassMutual), with one website/one login and the same investment menu structure, for ease of participant use and employer administration.

The proposal may be summarized by the following table:

	Current	Proposed	
	Plan	Plan	457(b) Plan
Maximum participant contribution that may be 50%-matched	3% pick-up contribution	N/A	3% elective deferral
Maximum LYNX 50% matching contribution	1.5%	1.5%	N/A
LYNX non-elective contribution	6%	6%	N/A

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Union Approval/Ratification. The Union President notified LYNX's pension lawyer that the Union approved and ratified the proposed Plan design enhancement and CBA Amendment by a membership vote of 342 in favor, 14 against.

The proposed plan design enhancement still provides for the same maximum possible employer financial commitment. Employer contributions forfeited by participants who leave LYNX before five years of service are still available for payment of Plan expenses or to offset future employer contribution obligations to that plan. However, there is a potential for more fluctuation and/or an increase in the dollar amount of the matching contribution obligation, as participants change their 457(b) Plan deferral elections (however, the maximum cap on matching contributions of 1.5% remains in place).

For example, based on December 2019 payroll data, LYNX's overall match rate is currently approximately 1.18% (in comparison to the 1.5% possible maximum). Based on annualizing payroll from December 2019, the approximate additional annual cost if every current eligible employee kept or increased his/her maximum deferral to 3% is approximately \$54,000. Of course, it is not likely that every eligible employee will take such action. However, staff has determined that the current approved budget can accommodate the potential fluctuation.

FISCAL IMPACT:

Staff has included the maximum contribution rate in the FY2020 budget, therefore there is no fiscal impact.

CFRTA RESOLUTION NO. 20-002

**RESOLUTION OF THE CENTRAL FLORIDA REGIONAL
TRANSPORTATION AUTHORITY (d/b/a/ LYNX) TO APPROVE AND RATIFY
THE SECOND AMENDMENT TO THE LABOR AGREEMENT BETWEEN
CENTRAL FLORIDA REGIONAL TRANSPORTATION AUTHORITY &
AMALGAMATED TRANSIT UNION AFL-CIO LOCAL 1596**

WHEREAS, the Central Florida Regional Transportation Authority d/b/a LYNX and the Amalgamated Transit Union AFL-CIO Local 1596 ("ATU 1596") are parties to an in-force collectively-bargained Labor Agreement with a term of October 1, 2017 through September 30, 2020, as previously amended ("CBA"); and

WHEREAS, the Chief Executive Officer of LYNX and the President of ATU 1596 have executed a Second Amendment to the CBA a copy of which is attached hereto as Exhibit "A" ("Amendment"); and

WHEREAS, under Florida law and the terms of the CBA, any amendment to the CBA is not binding on LYNX as the public employer until such amendment is ratified by the public employees covered by the CBA and by the legislative body of the public employer; and

WHEREAS, the Amendment was approved and ratified by the ATU 1596 bargaining unit on December 27, 2019; and

WHEREAS, because the Amendment was approved and ratified by the ATU 1596 bargaining unit, it now comes to this Board as the legislative body of LYNX for approval and ratification; and

WHEREAS, the Chief Executive Officer recommends approval and ratification of the Amendment by this Board for the reasons set forth in the accompanying memorandum, a copy of which is incorporated herein by reference; and

WHEREAS, this Board desires to approve and ratify the Amendment and accomplish the purposes outlined in the Chief Executive Officer's accompanying memorandum.

[THIS SPACE IS INTENTIONALLY LEFT BLANK. RESOLUTION CONTINUES
ON FOLLOWING PAGE.]

CERTA RESOLUTION NO. 20-002

**RESOLUTION OF THE CENTRAL FLORIDA REGIONAL
TRANSPORTATION AUTHORITY (d/b/a/ LYNX) TO APPROVE AND RATIFY
THE SECOND AMENDMENT TO THE LABOR AGREEMENT BETWEEN
CENTRAL FLORIDA REGIONAL TRANSPORTATION AUTHORITY &
AMALGAMATED TRANSIT UNION AFL-CIO LOCAL 1596**

NOW, THEREFORE, BE IT RESOLVED THAT: the Second Amendment to the Labor Agreement between Central Florida Regional Transportation Authority & Amalgamated Transit Union AFL-CIO Local 1596, a copy of which is attached hereto as Exhibit "A", is hereby approved and ratified.

APPROVED AND ADOPTED this ____ day of _____, 2020 by the Governing Board of the Central Florida Regional Transportation Authority.

CENTRAL FLORIDA REGIONAL
TRANSPORTATION AUTHORITY

By: Governing Board

Chairman

ATTEST:

Secretary

LYNX Finance & Audit Committee Agenda

Action Agenda Item #6.B.

To: LYNX Finance & Audit Committee

From: Terri Setterington
DIRECTOR OF HUMAN RESOURCES
Terri Setterington
(Technical Contact)

Phone: 407.841.2279 ext: 6106

Item Name: Recommendation to Approve Amendment #1 to the LYNX Defined Contribution Plan for BU Employees under Resolution No. 20-003

Date: 1/16/2020

ACTION REQUESTED:

If the Board of Directors approves and ratifies the Second Amendment to the Labor Agreement Between Central Florida Regional Transportation Authority and Amalgamated Transit Union AFL-CIO Local 1596 ("CBA Amendment") as described in Action Agenda Item # 6.A., Staff is seeking the Board of Directors' adoption of Resolution No. 20-003 to approve Amendment #1 to the LYNX Defined Contribution Plan for BU Employees.

BACKGROUND:

The CBA Amendment describes a plan design enhancement to the LYNX Defined Contribution Plan for BU Employees ("Plan").

The Plan's Administrative Committee and Board of Trustees previously reviewed a draft Amendment #1 to the Plan's technical legal document, to conform the Plan's terms to the CBA Amendment, in the event the CBA Amendment were ultimately approved and ratified by the bargaining parties.

The draft Amendment #1 contains a proposed legal effective date of April 26, 2020, to allow sufficient time for the plan design enhancement to be implemented by the Plan's service provider (currently, MassMutual) and incorporated in LYNX's payroll and accounting systems, for LYNX Human Resources staff to hold meaningful educational meetings with the several hundred eligible employees and assist those employees in making participant elections, and for LYNX Human Resources staff to establish and/or update the retirement plan accounts for the eligible employees.

LYNX Finance & Audit Cmmittee Agenda

FISCAL IMPACT:

The fiscal impact of the plan design enhancement incorporated in Amendment #1 is as described in the memorandum for Action Agenda Item # 6.A. (concerning approval and ratification of the CBA Amendment). There is no budgetary impact in FY2020.

AMENDMENT #1
TO THE
LYNX DEFINED CONTRIBUTION PLAN
FOR BU EMPLOYEES

(April 26, 2020)

WHEREAS, the Central Florida Regional Transportation Authority doing business as LYNX (the "Employer") originally adopted the LYNX Defined Contribution Plan for BU Employees (the "Plan") effective March 1, 2014 and last amended and restated the Plan's governing terms, effective January 1, 2016; and

WHEREAS, pursuant to Section 19.1 of the Plan, the Employer has the right to amend the Plan, provided, however, that any amendment that is specifically governed by the terms of an applicable collective bargaining agreement must be in compliance with the collective bargaining agreement; and

WHEREAS, the Employer and Amalgamated Transit Union Local 1596, AFL-CIO, CLC (the "Union") previously entered into a collectively-bargained Labor Agreement for the period October 1, 2017 through September 30, 2020 ("CBA") containing provisions applicable to the Plan; and

WHEREAS, the Employer and the Union recently entered into an amendment to the CBA ("CBA Amendment"), changing the provisions applicable to the Plan; and

WHEREAS, the Employer desires to amend the Plan to conform the Plan to the terms of the CBA Amendment.

NOW, THEREFORE, to accomplish the foregoing, the Plan is hereby amended, effective April 26, 2020, as follows:

1. Section 1.1 of the Plan is amended by deleting the definition of "Matching Contribution" in its entirety and replacing it with the following:

"A '**Matching Contribution**' means any Employer Contribution made to the Plan on account of other contributions made by the Participant under the LYNX Deferred Compensation Plan, as provided in Article VI."

2. Section 1.1 of the Plan is amended by deleting the definition of "Participant's Contributions" in its entirety and replacing it with the following:

"A Participant's '**Participant Contributions**' means the contributions made by a Participant to the Plan if permitted under Section 3.6 or as may have previously been permitted under the terms of the Plan, that are 'picked up' by the Employer in accordance with Code Section 414(h)(2) and treated as employer contributions."

3. Section 3.4 of the Plan is deleted in its entirety and replaced with the following:

"3.4 Effect and Duration

Upon becoming an Eligible Employee, an Employee shall be entitled to receive allocations of Employer Contributions in accordance with the provisions of Article VI (provided he

meets any applicable requirements thereunder) and shall be bound by all the terms and conditions of the Plan and the Funding Agreement. A person shall continue as an Eligible Employee eligible to participate in allocations of Employer Contributions only so long as he continues in Covered Employment as an Employee."

4. Section 3.6 of the Plan is deleted in its entirety and replaced with the following:

"3.6 Participant Contributions

Participant Contributions to the Plan are not permitted.

A Participant's vested interest in his prior Participant Contributions Sub-Account (if he has one) shall at all times be 100 percent."

5. Subsection (b) of section 6.2 of the Plan is deleted in its entirety and replaced with the following:

"(b) The Employer shall make a Matching Contribution to the Plan for each Contribution Period on behalf of each of its Eligible Employees who has met the allocation requirements for Matching Contributions described in this Article, in the amount of 50% of the Participant's elective contribution to the LYNX Deferred Compensation Plan for that Contribution Period."

6. Subsection (b) of section 6.3 of the Plan is deleted in its entirety and replaced with the following:

"(b) The contributions with respect to which the Employer shall make Matching Contributions to the Plan for a Contribution Period on behalf of its Eligible Employees who have met the allocation requirements for Matching Contributions described in this Article shall be: the Participant's elective contributions to the LYNX Deferred Compensation Plan."

7. Subsection (c) of section 6.3 of the Plan is deleted in its entirety and replaced with the following:

"(c) Notwithstanding the foregoing, no Matching Contributions shall be made with respect to the Participant's elective contributions to the LYNX Deferred Compensation Plan in excess of 3% of Compensation. Thus, the total Matching Contribution provided under this Plan will not exceed one and one-half percent (1.5%) of Compensation."

8. Subsection (b) of section 6.5 of the Plan is deleted in its entirety and replaced with the following:

"(b) A person who was an Eligible Employee at any time during a Contribution Period, and who has made an elective contribution to the LYNX Deferred Compensation Plan, shall be eligible to receive an allocation of Matching Contributions for such Contribution Period."

Employer Adoption

This AMENDMENT #1 TO THE LYNX DEFINED CONTRIBUTION PLAN FOR BU EMPLOYEES is hereby adopted, effective April 26, 2020, by the CENTRAL FLORIDA REGIONAL TRANSPORTATION AUTHORITY, the Plan sponsor.

Print Name: James E. Harrison, Esq., P.E.

Print Title: Chief Executive Officer

Print Date: _____

Trustee Declaration

The individual named below was previously designated as a member of the Board of Trustees for the LYNX DEFINED CONTRIBUTION PLAN FOR BU EMPLOYEES ("Plan") and has in fact been serving as a Trustee under the Plan document and under the Trust document (the LYNX DEFINED CONTRIBUTION TRUST FOR BU EMPLOYEES AGREEMENT AND DECLARATION OF TRUST). By executing this Trustee Declaration, the individual named below continues to accept the Trustee responsibilities and obligations under the Plan document, as amended by Amendment #1 thereto, and under the Trust document, and agrees to continue serving on the Board of Trustees, effective April 26, 2020.

Print Name: _____

Date: _____

Check one: ☐ Employer-appointed Trustee or
☐ Union-appointed Trustee

Administrative Committee Member Declaration

The individual named below was previously designated by the Employer's board of directors as a member of an Administrative Committee to carry out ministerial Plan administrative functions under the LYNX DEFINED CONTRIBUTION PLAN FOR BU EMPLOYEES ("Plan") and has in fact been serving as an Administrative Committee member. By executing this Administrative Committee Member Declaration, the individual named below continues to accept the ministerial administrative responsibilities and obligations under the Plan document, as amended by Amendment #1 thereto, and agrees to continue performing the ministerial Plan administrative functions delegated to the Administrative Committee by the Employer's board of directors, effective April 26, 2020.

Print Name: _____

Date: _____

CFRTA RESOLUTION NO. 20-003

**RESOLUTION OF THE CENTRAL FLORIDA REGIONAL
TRANSPORTATION AUTHORITY (d/b/a/ LYNX) TO APPROVE
AMENDMENT #1 TO THE LYNX DEFINED CONTRIBUTION PLAN FOR BU
EMPLOYEES**

WHEREAS, the Central Florida Regional Transportation Authority doing business as LYNX (the "Employer") originally adopted the LYNX Defined Contribution Plan for BU Employees (the "Plan") effective March 1, 2014 and last amended and restated the Plan's governing terms, effective January 1, 2016; and

WHEREAS, pursuant to Section 19.1 of the Plan, the Employer has the right to amend the Plan, provided, however, that any amendment that is specifically governed by the terms of an applicable collective bargaining agreement must be in compliance with the collective bargaining agreement; and

WHEREAS, the Employer and Amalgamated Transit Union Local 1596, AFL-CIO, CLC (the "Union") previously entered into a collectively-bargained Labor Agreement for the period October 1, 2017 through September 30, 2020 ("CBA") containing provisions applicable to the Plan; and

WHEREAS, the Employer and the Union recently entered into an amendment to the CBA ("CBA Amendment"), changing the provisions applicable to the Plan; and

WHEREAS, the Employer desires to amend the Plan to conform the Plan to the terms of the CBA Amendment.

NOW, THEREFORE, BE IT RESOLVED THAT:

1. The document titled "AMENDMENT #1 TO THE LYNX DEFINED CONTRIBUTION PLAN FOR BU EMPLOYEES "attached hereto as Exhibit "A" is hereby approved.
2. The LYNX CEO is hereby authorized to execute the document titled "AMENDMENT #1 TO THE LYNX DEFINED CONTRIBUTION PLAN FOR BU EMPLOYEES "attached hereto as Exhibit "A", for and on behalf of LYNX.
3. The LYNX CEO, with such assistance as he may require from the Plan's Administrative Committee, the Plan's Board of Trustees, and/or LYNX Human Resources, Finance, or Accounting personnel, is authorized and directed to take all other action as he determines necessary or desirable to effectuate these resolutions.

CFRTA RESOLUTION NO. 20-003

**RESOLUTION OF THE CENTRAL FLORIDA REGIONAL
TRANSPORTATION AUTHORITY (d/b/a/ LYNX) TO APPROVE
AMENDMENT #1 TO THE LYNX DEFINED CONTRIBUTION PLAN FOR BU
EMPLOYEES**

4. Any and all actions heretofore or hereinafter taken by the Plan's Administrative Committee, the Plan's Board of Trustees, the LYNX CEO, and/or LYNX Human Resources, Finance, or Accounting personnel in connection with any and all of the matters addressed in these resolutions are hereby confirmed and ratified as properly authorized acts of LYNX.

APPROVED AND ADOPTED this ____ day of _____, 2020 by the Governing Board of the Central Florida Regional Transportation Authority.

CENTRAL FLORIDA REGIONAL
TRANSPORTATION AUTHORITY

By: Governing Board

Chairman

ATTEST:

Secretary

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Action Agenda Item #6.C.

To: LYNX Finance & Audit Committee

From: Melanie Stanisic
DEPUTY DIRECTOR OF RISK MGMT
Melanie Stanisic
(Technical Contact)

Phone: 407.841.2279 ext: 6167

Item Name: Recommendation to Extend Contract with Zimmerman Kiser Sutcliffe, P.A. for Legal Services – Tort & General Liability

Date: 1/16/2020

ACTION REQUESTED:

Staff is requesting the Board of Director's authorization for the Chief Executive Officer (CEO) or designee to execute a contract extension for 14-C27 Zimmerman Kiser Sutcliffe, P.A. for Legal Services - Tort & General Liability for a period of six (6) months with an increase of \$75,000 in the Not-to-Exceed amount.

BACKGROUND:

At the December 5, 2019 Board of Director's meeting, staff explained the need to extend the current contract with Zimmerman Kiser Sutcliffe, P.A. for Legal Services - Tort & General Liability to handle certain ongoing legal matters and to provide an appropriate transition based on case complexity and legal timelines. Extension of this contract will also prevent the loss of accumulated case knowledge gained from services performed during the term of the previous contract and allow for the new firm, Dean Ringers Morgan & Lawton, P.A., to be brought up to speed on current legal matters.

FISCAL IMPACT:

The FY2020 Approved Operating Budget included \$1,571,820 for all legal services. LYNX anticipates this will be sufficient to cover all legal expenses.

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Action Agenda Item #6.D.

To: LYNX Finance & Audit Committee

From: Dana Baker
DIRECTOR OF TRANSPORTATION
Dana Baker
(Technical Contact)

Phone: 407.841.2279 ext: 6161

Item Name: Recommendation to Exercise the First Option Year of Contract #17-C04 with DesignLab, Inc.

Date: 1/16/2020

ACTION REQUESTED:

Staff is requesting the Board of Directors' authorization for the Chief Executive Officer (CEO) or designee to exercise the first option year of Contract #17-C04 with DesignLab, Inc. for the provision of uniforms to LYNX bus operators, supervisors, maintenance and facilities supervisors. The annual not-to-exceed amount is \$228,337.

BACKGROUND:

Per the Union Contract, bus operators receive a yearly uniform allowance to be used for the purchase of shirts, pants, jackets, caps and other authorized items from the authorized supplier who is currently DesignLab, Inc. The first three (3) years of the contract expired September 30, 2019.

At the May 26, 2016, Board of Directors' meeting, staff received authorization to release a Request for Proposal (RFP) for operator uniforms. The RFP was released June 24, 2016. Proposals were due to LYNX by 2:00 p.m. on July 25, 2016.

The RFP was advertised in the Orlando Sentinel and posted on the www.golynx.com website.

After consideration of all the proposals, the contract was awarded to DesignLab, Inc. at the Board meeting held on September 22, 2016. The award of the new contract to DesignLab, Inc., also included uniforms for transportation supervisors, maintenance and facilities supervisors.

FISCAL IMPACT:

The FY2020 Approved Operating Budget included \$228,337 for bus operators, transportation supervisors, maintenance, and facilities maintenance supervisors' uniforms.

LYNX Finance & Audit Committee Agenda

Action Agenda Item #6.E.

To: LYNX Finance & Audit Committee

From: Elvis Dovalés
DIRECTOR OF MAINTENANCE
Elvis Dovalés
(Technical Contact)

Phone: 407.841.2279 ext: 6239

Item Name: Recommendation to Release Request for Proposal (RFP) for Uniform Rental and Laundering Services

Date: 1/16/2020

ACTION REQUESTED:

Staff is requesting the Board of Directors' authorization for the Chief Executive Officer (CEO) or designee to release a Request for Proposal (RFP) for Maintenance Uniform Rental and Laundering services. The contract term will be for an initial three (3) year period with two (2) one (1) year options.

BACKGROUND:

The current LYNX Uniform Rental Piggyback Contract # 17-C14 was deemed invalid as the existing contract between The School District of Osceola County and ARAMARK Uniform & Career Apparel, LLC Contract # SDOC-17-B-061-LH was cancelled by the School District of Osceola County.

Laundered uniforms must be supplied to Maintenance Bargaining Unit Employees as per the Labor Agreement between LYNX and the Amalgamated Transit Union Local 1596.

The proposed timeline for the RFP process is as follows:

- Release RFP February, 3 2020
- Response due March 2, 2020
- SEC Evaluation in March 16, 2020
- BOD Authorization to Award Contract April 23, 2020
- Effective date June 1, 2020

LYNX Finance & Audit Cmmittee Agenda

FISCAL IMPACT:

The FY2020 Approved Operating Budget included \$101,788 for Maintenance Uniform Rental and Laundering services.

LYNX Finance & Audit Committee Agenda

Action Agenda Item #6.F.

To: LYNX Finance & Audit Committee

From: Tiffany Homler Hawkins
CHIEF ADMINISTRATIVE OFFICER
Tiffany Homler Hawkins
(Technical Contact)

Phone: 407.841.2279 ext: 6064

Item Name: Recommend Amendment to Administrative Rule 2 Establishing Auditor Selection Committee

Date: 1/16/2020

ACTION REQUESTED:

Staff is proposing amendments to Administrative Rule 2 in order to designate the Finance and Audit Committee as an "auditor selection committee" in accordance with recent amendments to Section 218.391, Florida Statutes. A copy of the proposed amendments is attached hereto (with additions underlined and redactions ~~stricken~~).

In connection with the amendments to Administrative Rule 2 and for the purpose of assisting the Governing Board in its upcoming selection of an outside auditor, Staff is requesting that the Board designate one of the Governing Board members to serve as the chair of the Finance and Audit Committee in order to comply with the statutory requirement that the committee be chaired by a member of the agency's governing body when serving as an auditor selection committee. The designation will be solely related to the Finance and Audit Committee's role as an auditor selection committee and will not otherwise make a member of the Governing Board the chair or a member of the Finance and Audit Committee for any other purpose.

At the December 5, 2019 Oversight Committee meeting, it was recommended that the Administrative Rule 2 language be updated to reflect the below changes and brought back to the January 23rd, 2020 Oversight Committee Meeting.

BACKGROUND:

On April 26, 2019, the Governor signed into law Chapter 2019-15 amending Section 218.391, Florida Statutes, which sets forth requirements applicable to public entities' selection of outside auditors.

Under the revised Section 218.391, Florida Statutes, each municipality, special district (such as LYNX), district school board, charter school, or charter technical career center is required to

LYNX Finance & Audit Committee Agenda

establish an auditor selection committee to assist its governing body in selecting an auditor to conduct the annual financial audit required in Section 218.39, Florida Statutes. The auditor selection committee is required to consist of at least three members, one of whom must be a member of the governing body of the entity. That member must serve as the auditor selection committee's chair. An employee, chief executive officer, or chief financial officer of the county, municipality, special district, district school board, charter school, or charter technical career center may not serve as a member of an auditor selection committee; however, an employee, chief executive officer, or chief financial officer of the county, municipality, special district, district school board, charter school, or charter technical career center may serve in an advisory capacity.

The proposed amendments to Administrative Rule 2 designate the Finance and Audit Committee to serve as LYNX's auditor selection committee; it adds a member of the Governing Board to the committee when the committee is serving in such capacity, designates such member as the chair of the committee, and requires such member's participation in order to constitute a quorum; and prohibits any employee, chief executive officer, or chief financial officer of LYNX from serving as a member of an auditor selection committee, although it permits any employee, chief executive officer, or chief financial officer of LYNX to serve in an advisory capacity.

DISADVANTAGE BUSINESS ENTERPRISE (DBE) PARTICIPATION:

No DBE participation goal is applicable for this activity.

FISCAL IMPACT:

No fiscal impact is applicable for this item.

ADMINISTRATIVE RULE 2 BOARD GOVERNANCE (BYLAWS)

DATE: **January 23, 2020¹**

SCOPE:

This Administrative Rule sets forth the bylaws of the Authority pursuant to section 343.64(2)(h), Florida Statutes, to regulate the affairs and the conduct of the business of the Authority.

AUTHORITY:

Authority for the establishment of this Administrative Rule is as follows:

Part III, Chapter 343, Florida Statutes

RULE 2: Bylaws

- 2.1 **Definitions.** Capitalized terms not otherwise defined herein shall have the meanings provided for such terms as set forth in Administrative Rule 1.
- 2.2 **Adoption of Bylaws.** The rules set forth in this Rule 2 shall constitute the bylaws of the Authority for the purposes of the Act, and shall govern the affairs and the conduct of the business of the Authority with respect to the matters addressed herein.
- 2.3 **Governing Board.** The Governing Board shall be vested with all powers provided under the Act to carry out the purposes set forth in the Act. All powers of the Governing Board not expressly delegated to an official, employee or agent of the Authority pursuant to these Administrative Rules or other official action of the Governing Board are reserved to the Governing Board.
 - 2.3.1 **Composition.** The Act provides that the Governing Board shall be comprised of five voting members as follows:
 - A. The chairs of the county commissions of Seminole, Orange, and Osceola Counties, or another member of the commission designated by the county chair of that commission, shall each serve as a representative on the Board for the full extent of his or her term (as described below);

¹ This Administrative Rule was originally adopted in the amended and restated form by the Governing Board at its meeting held on July 28, 2010. Section 2.12 of this Administrative Rule was amended in its entirety by the Governing Board at its meeting held on September 25, 2014. Sections 2.3.5, 2.6 and 2.9 were partially amended and Sections 2.4.8 and 2.4.9 were added by the Governing Board at its meeting held on December 7, 2017. Section 2.12.2.H. was added and related changes were made to Administrative Rule 2 by the Governing Board at its meeting held on January 23, 2020.

- B. The mayor of the City of Orlando, or a member of the Orlando City Council designated by the mayor, shall serve on the Board for the full extent of his or her term (as described below);
- C. The Secretary of Transportation shall appoint the district secretary, or his or her designee, for the district within which the area serviced by the Authority is located and this member shall be a voting member.

Each Member shall serve on the Board for a term of one year, which term shall begin and end on the first and last day of each Fiscal Year. Each Member's term shall automatically renew for successive one year terms unless a new Member is designated in accordance with **Section 2.3.2.**

2.3.2 **Designation of Members.**

- A. The county chairs of Seminole, Orange, and Osceola Counties are permitted to designate persons other than themselves to serve as Members of the Governing Board, provided that each such person designated by a county chair is a member of the county commission.
- B. The mayor of the City of Orlando is permitted to designate a person other than himself or herself to serve as a Member of the Governing Board, provided that such person is a member of the Orlando City Counsel.
- C. The Secretary of Transportation is permitted to designate a person other than the district secretary for the district within which the area serviced by the Authority is located.

Except as otherwise permitted by the Chairman, any person so designated to be on the Governing Board for a particular Fiscal Year pursuant to this **Section 2.3.2** must be designated before the end of the previous Fiscal Year and such designation must be for an entire Fiscal Year term.

- 2.3.3 **Replacements.** During any particular Fiscal Year term, any vacancy on the Governing Board shall be filled by the person authorized to make a designation with regard to the empty seat pursuant to **Section 2.3.2** and only for the balance of the unexpired Fiscal Year term.

- 2.3.4 **Officers of the Governing Board.** The Governing Board shall annually elect from its Members a Chairman, Vice Chairman, and Secretary. The Governing Board may also elect from its Members a Treasurer. The officers of the Governing Board shall have the authorities and duties set forth in these Rules for such officers, or as otherwise may be assigned to them by the Governing Board. All officers shall be elected by the Governing Board at an organizational meeting held pursuant to **Section 2.4.** Officers shall be elected by the Members, and shall hold their respective offices from the first day of each Fiscal Year for a term of one year, or until their respective successors are chosen, if later.

- A. **Removal of Officer from Governing Board; Vacancies.** An officer of the Governing Board may be removed from office at any time, with or without cause, by the affirmative vote of the Majority of the Members. Any vacancy occurring in an office on the Governing Board shall be filled by the Governing Board for the remainder of the term at a regular or special meeting of the Governing Board.
- B. **Office of Chairman.** The Chairman of the Governing Board shall preside at meetings of the Governing Board, call special meetings, sign and may execute deeds, mortgages, bonds, contracts and other documents and instruments on behalf of the Authority, and perform such other duties as may be required by law or directed by the Governing Board.
- C. **Office of Vice Chairman.** The Vice Chairman shall have the powers and perform such duties as may be delegated to that office by the Governing Board, and in the event of the death, absence or inability of the Chairman to act, perform the duties and exercise the powers of the Chairman.
- D. **Office of Secretary.** The Secretary shall keep the minutes of all meetings of the Governing Board and such other meetings of the Authority for which minutes are required to be kept or, if not required by law, that the Governing Board deems desirable to be kept. The Secretary shall attest to the signature of other officers of the Governing Board when required or necessary. The Secretary to the Governing Board shall maintain thorough and accurate records of the Administrative Rules, the agendas of meetings of the Governing Board, resolutions and other instruments approved by the Governing Board. The Secretary shall perform the duties customarily performed by the secretary to a governmental entity, as well as such other duties as may be prescribed by the Governing Board.
- E. **Office of Treasurer.** The Treasurer shall be responsible for the financial affairs and records of the Authority, and shall have the custody of all the funds and securities of the Authority, except as may be otherwise provided by the Governing Board, and shall disburse the funds and other assets of the Authority as may be ordered by the Governing Board. The Treasurer shall keep or cause to be kept a record of all money received and expended, and all other financial transactions of the Authority. The Treasurer shall perform such duties as are customarily performed by the treasurer of a governmental entity and as may be required by general law or as directed by the Governing Board.

2.3.5 **Clerk and Assistant Officers to the Governing Board.**

- A. **Clerk to the Governing Board.** The Governing Board shall have a Clerk to carry out the duties of a clerk pursuant to applicable law and these Administrative Rules, and such other duties as the Governing Board may

assign to the Clerk from time-to-time. If the Governing Board shall fail to appoint a Clerk for any particular Fiscal Year, or if the person appointed to the office of Clerk by the Governing Board shall be unable to perform his or her duties due to death, absence or inability, the duties of the Clerk shall be performed by the Assistant Secretary, if one exists, or, if there is no Assistant Secretary, then by the Chief Executive Officer or such other Authority employee as designated by the Chief Executive Officer.

B. **Assistant Officers.** The Governing Board may from time-to-time appoint one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers and agents as it shall deem necessary, and may define their powers and duties. Any number of offices may be held by the same person.

C. **Not Required to be Members.** Officers appointed pursuant to this **Section 2.3.5** need not be Members.

2.3.6 **Authority of Members.** Any direction as to the day-to-day operations of the Authority shall be made by action of the Governing Board and implemented by the Chief Executive Officer or such other person designated by the Governing Board. No individual Member shall have authority to direct Officers or employees of the Authority with regard to any action or duty relating to the day-to-day operations of the Authority. Notwithstanding anything to the contrary set forth in this **Section 2.3.6**, the Chairman is authorized to exercise oversight functions over and make inquiries of the Officers and Authority employees.

2.4 **Meetings of the Governing Board.** The Governing Board shall annually establish a schedule for meetings of the Governing Board. The Governing Board shall meet at the offices of the Authority, or, if directed by the Chairman, at such other location within or without the jurisdiction serviced by the Authority. All meetings of the Governing Board except as may otherwise be provided herein and in accordance with applicable law shall be duly scheduled, subject to public notice and open to the public, to the extent required by, and in accordance with, Florida law.

2.4.1 **Procedures of the Governing Board.** Meetings of the Governing Board shall be administered in accordance with Robert's Rules of Order, provided that the Members may elect to deviate from said rules when it is in the best interest of the Authority.

2.4.2 **Actions, Voting Requirements.** If a quorum is present, the affirmative vote of a majority of the Members present at a meeting shall constitute an act of the Governing Board. Votes of the Members shall be cast by voice vote, unless the Chairman, Vice Chairman or a majority of the Members present shall request an alternative method that is permitted by law. Resolutions as adopted

shall be memorialized in writing and included for adoption of the minutes at the subsequent meeting of the Governing Board.

- 2.4.3 **Quorum.** The presence in person of a majority of the Members of the Governing Board shall constitute a quorum for the transaction of business.
- 2.4.4 **Adjournment; Reconvening.** Any meeting of the Governing Board at which a quorum is present may be adjourned by the vote of a majority of the Members. In the event no quorum is present on the day fixed for any meeting of the Board, such meeting may be cancelled and rescheduled by the Chairman, Vice Chairman or Chief Executive Officer, to a time and date at which a quorum be obtained. At any reconvened meeting at which a quorum is present, the Governing Board may take any official action, which might have been taken at the original meeting.
- 2.4.5 **Meeting Agendas.** Under the authority and auspices of the Chairman, the Authority shall prepare an agenda prior to each meeting of the Governing Board and shall provide appropriate notice thereof prior to each meeting.² The agenda shall list the title of the items in the order they are intended to be brought before and considered by the Governing Board. With the consent of whomever is the Chairman presiding over any particular meeting, items may be brought before the Governing Board out of the order listed on the agenda for such meeting, and the Governing Board may act upon such items. With the consent of the Chairman or any two Members, items may also be brought before the Governing Board which are not listed on the agenda (i.e., “**blue sheet items**”), and the Governing Board may act upon such items.
- 2.4.6 **Organizational Meeting.** The Governing Board shall annually hold its organizational meeting during a regular business meeting prior to the end of the Fiscal Year for purposes of electing the officers of the Governing Board pursuant to these Administrative Rules, or, if the organizational meeting of the Governing Board cannot be held at such meeting, the election of the officers of the Governing Board shall be held at the next regularly scheduled meeting at which an election is practical.
- 2.4.7 **Emergency, Special and Closed Meetings.** Subject to and in accordance with the requirements of Florida law, the Governing Board may convene emergency meetings, special meetings and meetings closed to the general public when directed by the Chairman, Vice Chairman or a Majority of the Members.

² The Authority is not subject to the Administrative Procedures Act, Chapter 120, Florida Statutes, because (i) it is a multi-county special district, with a majority of its governing board comprised of elected persons, and (ii) the rules governing the Authority were removed from the Florida Administrative Code pursuant to the Administrative Procedures Act, Chapter 96-159. However, the Authority is subject to Florida's Government in the Sunshine Law, Florida Statutes § 286.011.

- A. **Executive Sessions to Discuss Pending Litigation.** The Authority's legal counsel ("**Legal Counsel**") may schedule a private consultation with the Governing Board to discuss pending litigation to which the Authority is presently a party before a court or administrative agency. This private session with the Governing Board is referred to herein as a "**Litigation Executive Session**." The subject matter of the Litigation Executive Session shall be limited to settlement negotiations or strategy sessions relating to litigation expenditures in a case for which the Legal Counsel represents the Authority. A Litigation Executive Session must be called only when Legal Counsel has determined that such a session is absolutely necessary. The Authority must comply with Florida Statutes § 286.011(8) (as well as any amended or successor provisions of Florida law) in connection with the Litigation Executive Session.
1. **Notice of Executive Session.** A Litigation Executive Session shall be noticed in all of the following three ways:
 - a. The first notification occurs when the request for a Litigation Executive Session is placed on the Governing Board's agenda as a discussion item.
 - b. The second notification occurs when a public notice of the Litigation Executive Session is published or posted. Such a notice shall be published or posted no less than three (3) full working days prior to the date of the Litigation Executive Session. This notice must contain the names of all persons who will be attending the Litigation Executive Session. An attendee's title may not be substituted for an attendee's name.
 - c. The third notification occurs during an open session of the Governing Board when Legal Counsel announces to the Governing Board that he or she would like to advise the Governing Board concerning pending litigation, limited to settlement negotiations or strategy sessions relating to litigation expenditures in a particular case. If the Governing Board approves this request, at an open session, the Member chairing the meeting (or his/her designee) shall announce the commencement, estimated length of the Litigation Executive Session, and names of all persons who will be attending the Litigation Executive Session.
 2. **Transcript of Litigation Executive Session.** Legal Counsel shall be responsible for hiring a certified court reporter for the Litigation Executive Session. The Litigation Executive Session

shall be recorded, transcribed, and the record and transcription delivered to Legal Counsel. No portion of the Litigation Executive Session shall be held off the record. Legal Counsel shall, within a reasonable time, file the transcript with the clerk of the Board (or in the event there is no clerk, then the Authority officer or employee the Governing Board designates to carrying out the duties of a clerk) in a sealed envelope, instructing the clerk (or such other appropriate officer or employee) that the transcript is not a public record and will not become so until the litigation concludes in the case. At such time as the litigation is concluded and all timeframes for appeals have elapsed, Legal Counsel shall inform the clerk of the Board (or such other appropriate officer or employee) that the transcript may be made part of the public record.

3. **Participation in Litigation Executive Session.** Only the following persons are allowed to participate in a Litigation Executive Session (in addition to the Governing Board): the Authority's Chief Executive Officer or Chief Administrative Officer, Legal Counsel (including specially appointed outside counsel for the Authority in the litigation), and a court reporter. No other staff members or consultants are permitted to attend.
 4. **No Final Approvals or Determinations.** Final approval of any determination resulting from the discussions held during the Litigation Executive Session shall be made only at an open session of the Governing Board.
 5. **Reopening of Public Meeting.** At the conclusion of the Litigation Executive Session, the public meeting shall be reopened, and the elected official chairing the meeting shall announce the termination of the Litigation Executive Session and shall then either continue with other matters before the Governing Board or adjourn the public meeting.
- B. **Executive Session to Discuss Actual or Impending Collective Bargaining Matters.** The Chief Executive Officer or his or her representative may schedule a private consultation with the Governing Board to discuss actual or impending collective bargaining matters. This private session with the Governing Board is referred to herein as a **“Collective Bargaining Executive Session.”** The subject matter of the Collective Bargaining Executive Session shall be limited to actual or impending collective bargaining. The Authority must comply with Florida Statutes § 447.605 (as well as any amended or successor provisions of Florida law) in connection with the Collective Bargaining Executive Session.

1. **Notice of Executive Session.** A Collective Bargaining Executive Session shall be noticed in all of the following three ways:
 - a. The first notification occurs when the request for a Collective Bargaining Executive Session is placed on the Governing Board's agenda as a discussion item.
 - b. The second notification occurs when a public notice of the Collective Bargaining Executive Session is published or posted. Such a notice shall be published or posted no less than three (3) full working days prior to the date of the Collective Bargaining Executive Session. This notice must contain the names of all persons who will be attending the Collective Bargaining Executive Session. An attendee's title may not be substituted for an attendee's name.
 - c. The third notification occurs during an open session of the Governing Board when the Member chairing the meeting (or his/her designee) shall announce the commencement, estimated length of the Collective Bargaining Executive Session, and names of all persons who will be attending the Collective Bargaining Executive Session.
2. **Participation in Collective Bargaining Executive Session.** Only the following persons are allowed to participate in a Collective Bargaining Executive Session (in addition to the Governing Board): the Authority's Chief Executive Officer, one or more of the Senior Officers who have been authorized in behalf of the Authority to negotiate the collective bargaining matters, and Legal Counsel (including specifically appointed outside counsel for the Authority in the collective bargaining matters). No other staff members or consultants are permitted to attend.
3. **No Final Approvals or Determinations.** Final approval of any determination resulting from the discussions held during the Collective Bargaining Executive Session shall be made only at an open session of the Governing Board.
4. **Reopening of Public Meeting.** At the conclusion of the Collective Bargaining Executive Session, the public meeting shall be reopened, and the Member chairing the meeting shall announce the termination of the Collective Bargaining Executive Session, and shall then either continue with other matters before the Governing Board or adjourn the public meeting.

2.4.8 **Posting of Meeting Notices.**

- A. The bulletin board in the LYNX Central Station lobby, located at 455 N. Garland Ave., Orlando, FL 32801 is designated as the official location for the posting of meeting notices of the Governing Board and each other Sunshine Board (as defined below). The Authority may, but is not required to, post meeting notices in additional locations, including on the Authority's website.
- B. In addition to the posting requirements contained in **Subsection A**, the Authority will provide notice of meetings of the Governing Board in compliance with Section 189.015, Florida Statutes. Such notice shall include (i) filing quarterly, semiannually, or annually a schedule of the regular meetings of the Governing Board that includes the date, time, and location of such meetings with the local governing authorities that constitute the voting members of the Governing Board; (ii) publishing said schedule of regular meetings in the legal notices and classified advertisements section of a newspaper in accordance with the requirements of said statute; and (iii) advertising the date, time, place, and purpose of any meeting other than a regular meeting or any recessed and reconvened meeting, at least seven days before such meeting, in a newspaper of general paid circulation in accordance with the requirements of said statute, unless a bona fide emergency situation exists.

2.4.9 **Public Participation.** The following sets forth guidelines to be followed by the Authority at public meetings for public participation pursuant to Section 286.0114, Florida Statutes.

- A. At each meeting of the Governing Board and each meeting of any Authority advisory boards, commissions and committees subject to the requirements of Section 286.011, Florida Statutes (each, a "**Sunshine Board**"), the chair of such Sunshine Board shall designate on the agenda a time for public comment. The total time for public comment shall not exceed fifteen (15) minutes; **provided, however**, the chair, in his or her discretion, may reduce or extend that time.
- B. Each individual who wishes to address the Sunshine Board during public comment must limit his or her comments to three minutes, subject to the provisions of **Subsection C** below and subject to the right of the chair, in her or her discretion, to further limit such time in order to prevent repetition, limit abuse or maintain decorum.
- C. In the event one or more persons or a group wishes to address the Sunshine Board through a particular individual, those persons may do so and, in such event, a person may allot up to one minute of his or her time

to the designated speaker, **provided, however,** the designated speaker, in any event, shall be limited to a total of ten minutes in his or her presentation to the Board. The person will identify the designated speaker on the speaker's form referenced in **Subsection D** below. The chair reserves the right, in her or her discretion, to limit such time in order to prevent repetition, limit abuse or maintain decorum.

- D. Each person wishing to speak during public comment must complete, before the beginning of the meeting, and submit to the designated secretary of such Sunshine Board an approved speaker's form (in such form as approved by the Sunshine Board) indicating a desire to be heard, the topic on which he or she wishes to speak and whether that speech is in support, opposition, or neutrality on said proposition, and, if applicable, a designation of a representative to speak for him or her on said proposition. Failure to submit such a form or to complete it as appropriate shall enable the chair of such Sunshine Board not to recognize said person.
- E. If a non-agenda item is presented for consideration by the Sunshine Board, the chair shall, prior to the Sunshine Board taking action on said item, allow for public comment solely on said item in accordance with the above provisions.
- F. The chair will, if necessary, have the authority to maintain decorum in regard to public comments during the said period and discretion to direct said matters as necessary to maintain decorum.
- G. Pursuant to subsection 286.0114(3), Florida Statutes, the requirements of **Subsections A** through **E** above, do not apply to: (i) an official act that must be taken to deal with an emergency situation affecting the public health, welfare or safety, if compliance with the public comment requirement would cause an unreasonable delay in the ability of the Sunshine Board to act; (ii) an official act involving no more than a ministerial act, including, but not limited to, approval of minutes and ceremonial proclamations; (iii) a meeting that is exempt from Section 286.011, Florida Statutes; or (iv) a meeting during which the Sunshine Board is acting in a quasi-judicial capacity. This Subsection does not affect the right of a person to be heard as otherwise provided by law.

2.5 **Rulemaking.** The Governing Board may, from time to time, adopt additional rules, or supplement these Administrative Rules, to govern the operation of the Authority and to regulate the affairs and the conduct of its business. All rules, Administrative Rules, resolutions, procedures, or policies adopted by the Governing Board shall have precedence over, govern and control any Policies and Procedures established by the Chief Executive Officer and/or Authority staff.

- 2.6 **Policies and Procedures.** The Chief Executive Officer may establish Policies and Procedures, which shall be primarily administrative in nature, to carry out these Administrative Rules and other actions of the Governing Board and to regulate the internal operations of the Authority. The ability of the Chief Executive Officer to establish Procedures (but not Policies) may be sub-delegated to Senior Officers or department directors. Policies and Procedures may not change, or otherwise be in conflict with, these Administrative Rules or any actions of the Governing Board. All Policies and Procedures shall be made available for public inspection at the offices of the Authority. All Policies and Procedures shall be furnished to the Governing Board and the Governing Board may request revisions, modifications, or amendments to the Policies and Procedures at any time and from time to time. These Administrative Rules shall have precedence over, govern and control the Policies and Procedures.
- 2.7 **Contracts and Other Instruments.** The Governing Board may, from time to time, authorize and approve contracts, instruments, agreements and other obligations of the Authority as permitted and authorized under the Act and these Administrative Rules.
- 2.8 **Budget of the Authority.** The Treasurer (to the extent an individual is appointed to such office), Chief Executive Officer and Authority staff shall annually prepare a proposed budget of the Authority for the next Fiscal Year. Such budget shall set forth the anticipated service levels, expenses and revenues of the Authority, in accordance with Florida law and generally accepted governmental accounting principles. Such budget shall also reflect any preferences or policies of the Governing Board with respect to the information contained therein.
- 2.8.1 **Budget Presentation.** The Chief Executive Officer shall (i) present the proposed budget to the Governing Board for consideration at least forty-five (45) days in advance of the commencement of the next Fiscal Year, or on such other date as may be consented to by the Chairman, in sufficient detail to inform the Governing Board as to the fiscal and policy implications of such budget, and (ii) provide the Members of the Governing Board with additional information as they shall require to evaluate the budget.
- 2.8.2 **Approval of Budget.** The Chief Executive Officer and staff shall make any revisions, additions or deletions to the budget directed by the Governing Board subsequent to the budget presentation and submit the revised budget to the Governing Board in advance of the next Fiscal Year for the Governing Board's consideration and approval.
- 2.8.3 **Budget Status.** The Chief Executive Officer shall periodically update the Governing Board as to the status of and the Authority's compliance with the budget. Any change that (or series of changes that in the aggregate) constitutes a material deviation or variance from the approved budget shall be subject to the approval by the Governing Board in the form of a budget amendment. All budget amendments shall be submitted for approval by the Governing Board.

- 2.8.4 **Amendments to Budget.** From time to time, the Governing Board may during any fiscal year amend or modify the budget including, but not limited to, any budget amendments that may be brought about by virtue of any obligations incurred by LYNX as a result of any Emergency or any Financially Exigent Agreement or Situation.

2.9 **Officers of the Authority.**

- 2.9.1 **Chief Executive Officer.** Pursuant to the Act, the Governing Board hereby establishes the position of the Chief Executive Officer of the Authority as the highest administrative official and chief executive officer of the Authority.

- A. **Powers of the Chief Executive Officer.** The Chief Executive Officer shall, subject to the actions, control, and directions of the Governing Board (including the Chairman in accordance with **Section 2.3.6** above and any limitations contained in these Administrative Rules, have general management and control over the affairs of the Authority. The Chief Executive Officer shall do and perform such duties as are assigned to him or her by the Governing Board, and shall have the authority contained in these Administrative Rules.
- B. **Authorization to Carry out Reasonable Measures.** If the Governing Board has authorized the Authority to undertake a particular course of action (including the execution of any Contract by the Authority), the Chief Executive Officer is hereby authorized to take all reasonable actions necessary to carry out that particular course of action, including, but not limited to, the execution of the Contract and other documents, **provided, however,** if such actions either (i) materially deviate from what was authorized by the Governing Board, or (ii) said actions are materially adverse to the Authority (e.g., materially increase the financial obligation of the Authority), said actions may not be taken without the further approval of the Governing Board.
- C. **Financially Exigent Situations.** Except as otherwise provided in these Administrative Rules to the contrary, the Chief Executive Officer is authorized to undertake any action on behalf of the Authority that Board authorization would otherwise be required for such action to be undertaken, if each of the following two requirements is satisfied:
1. The Chief Executive Officer concludes that a Financially Exigent Situation would be created by not waiting until the next regularly scheduled meeting of the Governing Board to seek approval; and
 2. The Chief Executive Officer obtains the approval of the Chairman of the Board prior to undertaking any action.

Notwithstanding anything to the contrary set forth in these Administrative Rules, the Chief Executive Officer may not delegate to any other officer or employee of the Authority the Chief Executive Officer's power to undertake any action pursuant to this **Section 2.9.1.C.**

In regard to any actions taken under this **Section 2.9.1.C.**, the Chief Executive Officer shall report the action taken to the Governing Board as soon as practicable thereafter (and in any event within ten (10) days after said action is taken). In addition, the CEO shall report said action at the next meeting of the Governing Board.

- D. **Certifications.** The Chief Executive Officer is authorized to execute and deliver Certificates and Assurances on behalf of the Authority to FTA on an annual basis and all such similar certifications as are reasonable or necessary to apply for and receive FTA grant funds (whether or not the underlying applications for such grant funds have been approved by the Board prior to the submission date of such certifications).
- E. **Delegation of Powers and Duties.** Except as otherwise provided in these Administrative Rules (including, for example, the limitation on the Chief Executive Officer's ability to delegate his or her authority to approve and execute Contracts as set forth in Administrative Rule 4), the Chief Executive Officer is authorized to delegate the powers and duties conferred on him or her under these Administrative Rules as necessary and practical to carry out the day-to-day management of the Authority. The foregoing notwithstanding, the Chief Executive Officer shall remain directly accountable to the Governing Board with respect to the exercise of all such powers and duties regardless of whether such powers have been delegated.

2.9.2 **Other Senior Officers.**

- A. The Chief Executive Officer may nominate one or more (i) Senior Officers or (ii) other officers that perform the functions of a C-suite officer or have a policy making function and report directly to the Chief Executive Officer as he or she shall deem necessary, and may define their powers and duties (subject to such limitations as are contained in these Administrative Rules or are otherwise imposed by the Governing Board). Any number of offices may be held by the same person. All such nominations, along with proposed compensation and other conditions of employment, shall be submitted to the Governing Board for consideration and approval, which approval may be granted or withheld in the sole discretion of the Governing Board.
- B. From time to time, there may be a vacancy in an office that requires the nomination of the Chief Executive Officer and the approval of the

Governing Board to fill in accordance with **Section 2.9.2.A.** To avoid harm to the Authority while the Chief Executive Officer undertakes a search for a permanent replacement, the Chief Executive Officer may appoint an individual to fill such vacancy on a temporary basis (which shall not exceed one hundred and eighty days). The Chief Executive Officer shall notify the Governing Board of such appointment at the next regularly scheduled meeting of the Governing Board.

- C. In the absence of the Chief Executive Officer, the Governing Board may designate one or more other Senior Officers to act as the Chief Executive Officer on the terms set forth by the Governing Board. In the event of Financially Exigent Situations, the Chairman may designate one or more Senior Officers to carry out the duties of the Chief Executive Officer on terms so directed by the Chairman, and until the Governing Board can meet to make a selection.

2.10 **Authority Offices.** The main office of the Authority shall be located at 445 North Garland Avenue, Orlando, Florida, or such other reasonably accessible location, within the boundaries of the Authority, as the Governing Board shall designate from time to time.

2.11 **Official Seal of Authority.** The seal on file with the clerk to the Governing Board is hereby adopted as the Authority's official seal pursuant to the Act. The Chairman, Vice Chairman, Chief Executive Officer, Secretary and Clerk to the Governing Board are hereby authorized to apply the official seal to resolutions, contracts and other instruments of legal import. Notwithstanding the foregoing, the application of the official seal shall not be a condition to the legal effectiveness of any resolution, contract or other instrument of legal import. The Chairman and other Members of the Governing Board and the Chief Executive Officer are each hereby authorized to use or display the official seal as a symbol of the Authority.

2.12 **Authorization to Establish Committees.** The Governing Board, by resolution adopted by a Majority of the Members, may create one or more committees which may exercise such powers as shall be conferred or authorized by the resolution creating said committee or committees. The composition of any committee, the removal of committee members, and the filling of vacancies shall be determined by the Governing Board. No committee may exercise any authority which is required by applicable law to be exercised solely by the Governing Board.

2.12.1 **Establishment of Oversight Committee; Purpose.** A committee is hereby established to be known as the Oversight Committee. The Oversight Committee's primary functions are (i) to serve as a workshop to review and discuss matters prior to the Governing Board taking official action on such matters and (ii) to oversee the Finance and Audit Committee and the Risk Management Committee. The Oversight Committee is provided specific authority to make recommendations to the Director of Finance/Chief Financial

Officer, the Chief Executive Officer and the Governing Board with respect to matters that come before it.

- A. **Composition.** The Oversight Committee shall be comprised of five members (each an “**Oversight Committee Member**”). The Members of the Governing Board shall comprise the membership of the Oversight Committee; *provided, however*, that any Oversight Committee Member may designate an employee of the governmental entity that such member represents to attend any meeting of the Oversight Committee and exercise all of the powers of the Oversight Committee Member in such member’s absence. The duration of any designation shall be for such period of time as is determined by the Oversight Committee member making the designation.
- B. **Meeting Schedule and Notice.** The Oversight Committee shall annually establish a schedule for meetings; provided, that the chairperson may cancel or reschedule any previously scheduled meeting or call a special meeting. The Oversight Committee shall meet at the offices of the Authority, or at such other location within the jurisdiction serviced by the Authority. All meetings of the Oversight Committee except as may otherwise be provided herein below and in accordance with applicable law shall be duly scheduled, subject to public notice and open to the public, to the extent required by, and in accordance with, Florida law.
- C. **Quorum.** The presence in person of a majority of the Oversight Committee Members shall constitute a quorum for the transaction of business.
- D. **Committee Action.** If a quorum is present, the affirmative vote of a majority of the Oversight Committee Members shall constitute an act of the Oversight Committee.
- E. **Officers.** The Oversight Committee shall annually elect from its members a chairperson and vice chairperson and such other officers as determined by the Oversight Committee. The chairperson, and in his or her absence the vice chairperson, shall preside over all meetings of the Oversight Committee. In the absence of a chairperson or vice chairperson, the Oversight Committee members shall elect a replacement chairperson for such meeting.
- F. **Responsibilities.** The Oversight Committee shall carry out such responsibilities as are assigned to it by the Governing Board and take such actions as it deems appropriate within the scope of its responsibilities assigned hereunder. In furtherance thereof the Oversight Committee shall:

- 1. **General.**

- a. Review and make recommendations to LYNX staff and the Governing Board as to the agenda for upcoming meetings of the Governing Board.
- b. Serve as a workshop to discuss and make recommendations to the Governing Board on matters being considered or to be considered by the Governing Board as the Oversight Committee may deem appropriate.
- c. Receive reports from the Finance and Audit Committee and Risk Management Committee and provide recommendations and guidance.
- d. Review the Chief Executive Officer's Report to the Governing Board and make recommendations to the Chief Executive Officer regarding the same.

2.12.2 **Establishment of Finance and Audit Committee; Purpose.** A committee is hereby established to be known as the Finance and Audit Committee. The Finance and Audit Committee is responsible for recommending to the Oversight Committee and Authority Staff financial policies, goals and budgets that support the mission, values and strategic goals of the Authority, for overseeing the annual audit of the Authority's financial statements, and to serve as an "auditor selection committee" in accordance with the requirements of Section 218.391, Florida Statutes.

- A. **Composition.** The Finance and Audit Committee shall be comprised of five members (each an "**Finance and Audit Committee Member**"). Each Member of the Governing Board shall be entitled to designate one Finance and Audit Committee Member from among the employees of the governmental entity that he or she represents. Each Finance and Audit Committee Member should have expertise in financial matters. The Director of Finance/Chief Financial Officer of the Authority will not be a member of the Finance and Audit Committee but will support the committee.
- B. **Meeting Schedule and Notice.** The Finance and Audit Committee shall annually establish a schedule for meetings; provided, that the chairperson may cancel or reschedule any previously scheduled meeting or call a special meeting. The Finance and Audit Committee shall meet at the offices of the Authority, or at such other location within the jurisdiction serviced by the Authority. All meetings of the Finance and Audit Committee except as may otherwise be provided herein below and in accordance with applicable law shall be duly scheduled, subject to public notice and open to the public, to the extent required by, and in accordance

with, Florida law. It is initially contemplated, although not required, that the Finance and Audit Committee would meet on at least a monthly basis.

- C. **Quorum.** The presence in person of a majority of the Finance and Audit Committee Members shall constitute a quorum for the transaction of business.
- D. **Committee Action.** If a quorum is present, the affirmative vote of a majority of the Finance and Audit Committee Members shall constitute an act of the Finance and Audit Committee.
- E. **Officers.** The Finance and Audit Committee shall annually elect from its members a chairperson and such other officers as determined by the Finance and Audit Committee. The chairperson shall preside over all meetings of the Finance and Audit Committee. In his or her absence at any particular meeting, the vice chairperson shall preside over the meeting (if one has been elected). In the absence of a chairperson or vice chairperson, the Finance and Audit Committee members shall elect a replacement chairperson for such meeting.
- F. **Reports.** The chairperson (or his or her designee from the Finance and Audit Committee) shall regularly provide reports to the Oversight Committee on the status of matters before the Finance and Audit Committee, and shall provide reports to the Governing Board regarding such matters on an as needed basis.
- G. **Responsibilities.** The Finance and Audit Committee shall carry out such responsibilities as are assigned to it by the Governing Board or by the Oversight Committee and take such actions as it deems appropriate within the scope of its responsibilities assigned hereunder. In furtherance thereof the Finance and Audit Committee shall:
 - 1. **General.**
 - a. Review the Authority's proposed annual budget as presented by the Authority's staff for the upcoming fiscal year.
 - b. Recommend the annual budget to the Oversight Committee for approval after incorporating necessary amendments.
 - c. Monitor and report to the Oversight Committee on the Authority's compliance with its adopted budget during the fiscal year (actual vs. estimated).

- d. If directed by the Governing Board, conduct investigations into any matters within the Finance and Audit Committee's scope of responsibilities. The Finance and Audit Committee shall have unrestricted access to members of the Authority's staff and relevant information. The Finance and Audit Committee may retain independent counsel, accountants or others to assist if in the conduct of any such investigation. Operating budget reserves may be used for investigative costs if necessary.

2. **Internal Controls and Risk Assessment.**

- a. Review and evaluate the effectiveness of the Authority's process for assessing significant risks or exposures and the steps the Authority's staff has taken to monitor and control such risks to the Authority. The Finance and Audit Committee shall review any significant findings and recommendations of the Authority's external auditors together with the Authority's staff's responses including the timetable for implementation of recommendations to correct any weakness in internal controls.
- b. Receive annual information from the Authority's external auditors regarding their independence, and if so determined by the Finance and Audit Committee, recommend that the Authority takes appropriate actions to satisfy itself of the Authority's external auditor's independence.

3. **Internal Audit.**

- a. Confirm and assure the independence and adequacy of resources for internal audit services.
- b. Review the annual internal audit plan and the focus on risk.
- c. Consider and review with the Authority's staff:
 - (i) Significant findings and the Authority's staff's response including the timetable for implementation to correct weaknesses.
 - (ii) Any difficulties encountered in the course of an audit such as restrictions on the scope of work or access to information.

4. **Compliance with Laws, Regulations, and Code of Conduct.** Determine and make recommendations to the Oversight Committee as to whether the Authority is in compliance with pertinent laws and regulations, is conducting its affairs in accordance with the Code of Ethics set forth in Administrative Rule 5, and is maintaining effective controls against conflicts of interest and fraud.
5. **Financial Reporting.** Review with the Authority's staff and the Authority's external auditors at the completion of the annual examination:
 - a. Communications from the Authority's external auditors in the audit planning process that are required by Government Auditing Standards.
 - b. The annual financial statements and related footnotes.
 - c. The Authority's external auditors' audit of the financial statements and their report.
 - d. Management's Certification of the financial statements.
 - e. Any significant changes required in the audit plan.
 - f. Any difficulties or disputes with the Authority's staff encountered during the audit.
 - g. The organization's accounting principles.
 - h. Other matters related to conduct that should be communicated to the Finance and Audit Committee in accordance with Government Auditing Standards #61.
 - i. Review with the Authority's staff, the Authority's financial performance on a regular basis.
6. **External Auditor.**
 - a. Serve as an "auditor selection committee" in accordance with the requirements of Section 218.391, Florida Statutes, to assist the Governing Board in selecting an auditor to conduct the annual financial audit required in Section 218.39, Florida Statutes.
 - b. Review and approve the discharge of the Authority's external auditors.

- c. Review the scope and approach of the annual audit with the Authority's external auditors.
- d. Approval all non-audit services provided by the Authority's external auditors.

H. **Auditor Selection Committee.** When serving in the capacity as an "auditor selection committee" in accordance with the requirements of Section 218.391, Florida Statutes (in which capacity the Finance and Audit Committee may so serve at any point), the following additional provisions shall apply to the Finance and Audit Committee (hereinbelow referred to as the "**Auditor Selection Committee**") for the duration of such service:

- 1. The Finance and Audit Committee shall be re-designated as the "Auditor Selection Committee".
- 2. A member of the Governing Board (the "**Governing Board Member**") shall be appointed by the Chairman of the Governing Board to serve as a member and the chair of the Auditor Selection Committee. Such Governing Board Member shall replace the individual that such Governing Board Member appointed to serve as a Finance and Audit Committee Member pursuant to **Section 2.12.2.A.** In addition to the quorum requirements in **Section 2.12.2.C.**, the Governing Board Member must be in attendance in order for a quorum to be present.
- 3. An employee, a chief executive officer, or a chief financial officer of the Authority may not serve as a member of the Auditor Selection Committee; however, an employee, a chief executive officer, or a chief financial officer of the Authority may serve in an advisory capacity.
- 4. The committee shall carry out the responsibilities set forth in Section 218.391, Florida Statutes, applicable to an "auditor selection committee" including, without limitation, those identified in clause (3) of Section 218.391.

2.12.3 **Establishment of Risk Management Committee; Purpose.** A committee is hereby established to be known as the Risk Management Committee. The Risk Management Committee is responsible for reviewing and providing recommendations to the Authority with respect to the Authority's safety, insurance and risk management programs.

A. **Composition.** The Risk Management Committee shall be comprised of five members (each a "**Risk Management Committee Member**"). Each Member of the Governing Board shall be entitled to designate one Risk

Management Committee Member from among the employees of the governmental entity that he or she represents. Each Risk Management Committee Member should have expertise in the particular matters that are to come before the Risk Management Committee. The Director of Risk Management of the Authority will not be a member of the Risk Management Committee but will support the Auditor Selection Committee.

- B. **Meeting Schedule and Notice.** The Risk Management Committee shall annually establish a schedule for meetings; provided, that the chairperson may cancel or reschedule any previously scheduled meeting or call a special meeting. The Risk Management Committee shall meet at the offices of the Authority, or at such other location within the jurisdiction serviced by the Authority. All meetings of the Risk Management Committee except as may otherwise be provided herein below and in accordance with applicable law shall be duly scheduled, subject to public notice and open to the public, to the extent required by, and in accordance with, Florida law. As provided in Section 768.28(16), Florida Statutes, portions of meetings and proceeds conducted solely to the evaluation of claims or which relate solely to offers of compromise of claims are exempt from the public meeting requirements of Section 286.011, Florida Statutes, and Section 24(b), Article I of the State Constitution. It is initially contemplated, although not required, that the Risk Management Committee would meet on a triannual or quarter annual basis.
- C. **Quorum.** The presence in person of a majority of the Risk Management Committee Members shall constitute a quorum for the transaction of business.
- D. **Committee Action.** If a quorum is present, the affirmative vote of a majority of the Risk Management Committee Members shall constitute an act of the Risk Management Committee.
- E. **Officers.** The Risk Management Committee shall annually elect from its members a chairperson and such other officers as determined by the Risk Management Committee. The chairperson shall preside over all meetings of the Risk Management Committee. In his or her absence at any particular meeting, the vice chairperson shall preside over the meeting (if one has been elected). In the absence of a chairperson or vice chairperson, the Risk Management Committee members shall elect a replacement chairperson for such meeting.
- F. **Reports.** At the next meeting of the Oversight Committee following each meeting of the Risk Management Committee, the chairperson (or his or her designee from the Risk Management Committee) shall provide a report to and solicit input from the Oversight Committee on the status

of matters before the Risk Management Committee. The chairperson (or his or her designee from the Risk Management Committee) shall also provide reports to and solicit input from the Oversight Committee regarding such matters on an as needed basis.

G. **Responsibilities.** The Risk Management Committee shall carry out such responsibilities as are assigned to it by the Governing Board or the Oversight Committee and take such actions as it deems appropriate within the scope of its responsibilities assigned hereunder. In furtherance thereof the Risk Management Committee shall and is specifically authorized to:

1. Review pending legislation pertaining to liability and sovereign immunity matters and review LYNX's risk management programs and insurance coverages, and provide periodic status updates and recommendations to the Oversight Committee regarding such matters.
2. If requested by the Governing Board, Oversight Committee or Director of Risk Management, review tort and worker's compensation based demands, claims and lawsuits where the Authority is or would be a potential defendant, respondent or otherwise responsible party, and provide recommendations to the Governing Board, Oversight Committee or Director of Risk Management, as appropriate, regarding such demands, claims and lawsuits. Such recommendations may include whether or not to settle such demands, claims and lawsuits and, if the Risk Management Committee believes that settlement is appropriate, the recommended terms of such settlement.

The undersigned hereby certifies that the foregoing constitutes a true, correct and complete copy of Administrative Rule 2 incorporating all amendments approved to date.

Dated: _____, 2020.

Name:
Title:

ADMINISTRATIVE RULE 2 BOARD GOVERNANCE (BYLAWS)

DATE: ~~December 7, 2017~~[January 23, 2020](#)¹

SCOPE:

This Administrative Rule sets forth the bylaws of the Authority pursuant to section 343.64(2)(h), Florida Statutes, to regulate the affairs and the conduct of the business of the Authority.

AUTHORITY:

Authority for the establishment of this Administrative Rule is as follows:

Part III, Chapter 343, Florida Statutes

RULE 2: Bylaws

- 2.1 **Definitions.** Capitalized terms not otherwise defined herein shall have the meanings provided for such terms as set forth in Administrative Rule 1.
- 2.2 **Adoption of Bylaws.** The rules set forth in this Rule 2 shall constitute the bylaws of the Authority for the purposes of the Act, and shall govern the affairs and the conduct of the business of the Authority with respect to the matters addressed herein.
- 2.3 **Governing Board.** The Governing Board shall be vested with all powers provided under the Act to carry out the purposes set forth in the Act. All powers of the Governing Board not expressly delegated to an official, employee or agent of the Authority pursuant to these Administrative Rules or other official action of the Governing Board are reserved to the Governing Board.
 - 2.3.1 **Composition.** The Act provides that the Governing Board shall be comprised of five voting members as follows:
 - A. The chairs of the county commissions of Seminole, Orange, and Osceola Counties, or another member of the commission designated by the county chair of that commission, shall each serve as a representative on the Board for the full extent of his or her term (as described below);

¹ This Administrative Rule was originally adopted in the amended and restated form by the Governing Board at its meeting held on July 28, 2010. Section 2.12 of this Administrative Rule was amended in its entirety by the Governing Board at its meeting held on September 25, 2014. Sections 2.3.5, 2.6 and 2.9 were partially amended and Sections 2.4.8 and 2.4.9 were added by the Governing Board at its meeting held on December 7, 2017. [Section 2.12.2.H. was added and related changes were made to Administrative Rule 2 by the Governing Board at its meeting held on January 23, 2020.](#)

- B. The mayor of the City of Orlando, or a member of the Orlando City Council designated by the mayor, shall serve on the Board for the full extent of his or her term (as described below);
- C. The Secretary of Transportation shall appoint the district secretary, or his or her designee, for the district within which the area serviced by the Authority is located and this member shall be a voting member.

Each Member shall serve on the Board for a term of one year, which term shall begin and end on the first and last day of each Fiscal Year. Each Member's term shall automatically renew for successive one year terms unless a new Member is designated in accordance with **Section 2.3.2.**

2.3.2 **Designation of Members.**

- A. The county chairs of Seminole, Orange, and Osceola Counties are permitted to designate persons other than themselves to serve as Members of the Governing Board, provided that each such person designated by a county chair is a member of the county commission.
- B. The mayor of the City of Orlando is permitted to designate a person other than himself or herself to serve as a Member of the Governing Board, provided that such person is a member of the Orlando City Counsel.
- C. The Secretary of Transportation is permitted to designate a person other than the district secretary for the district within which the area serviced by the Authority is located.

Except as otherwise permitted by the Chairman, any person so designated to be on the Governing Board for a particular Fiscal Year pursuant to this **Section 2.3.2** must be designated before the end of the previous Fiscal Year and such designation must be for an entire Fiscal Year term.

2.3.3 **Replacements.** During any particular Fiscal Year term, any vacancy on the Governing Board shall be filled by the person authorized to make a designation with regard to the empty seat pursuant to **Section 2.3.2** and only for the balance of the unexpired Fiscal Year term.

2.3.4 **Officers of the Governing Board.** The Governing Board shall annually elect from its Members a Chairman, Vice Chairman, and Secretary. The Governing Board may also elect from its Members a Treasurer. The officers of the Governing Board shall have the authorities and duties set forth in these Rules for such officers, or as otherwise may be assigned to them by the Governing Board. All officers shall be elected by the Governing Board at an organizational meeting held pursuant to **Section 2.4.** Officers shall be elected by the Members,

and shall hold their respective offices from the first day of each Fiscal Year for a term of one year, or until their respective successors are chosen, if later.

- A. **Removal of Officer from Governing Board; Vacancies.** An officer of the Governing Board may be removed from office at any time, with or without cause, by the affirmative vote of the Majority of the Members. Any vacancy occurring in an office on the Governing Board shall be filled by the Governing Board for the remainder of the term at a regular or special meeting of the Governing Board.
- B. **Office of Chairman.** The Chairman of the Governing Board shall preside at meetings of the Governing Board, call special meetings, sign and may execute deeds, mortgages, bonds, contracts and other documents and instruments on behalf of the Authority, and perform such other duties as may be required by law or directed by the Governing Board.
- C. **Office of Vice Chairman.** The Vice Chairman shall have the powers and perform such duties as may be delegated to that office by the Governing Board, and in the event of the death, absence or inability of the Chairman to act, perform the duties and exercise the powers of the Chairman.
- D. **Office of Secretary.** The Secretary shall keep the minutes of all meetings of the Governing Board and such other meetings of the Authority for which minutes are required to be kept or, if not required by law, that the Governing Board deems desirable to be kept. The Secretary shall attest to the signature of other officers of the Governing Board when required or necessary. The Secretary to the Governing Board shall maintain thorough and accurate records of the Administrative Rules, the agendas of meetings of the Governing Board, resolutions and other instruments approved by the Governing Board. The Secretary shall perform the duties customarily performed by the secretary to a governmental entity, as well as such other duties as may be prescribed by the Governing Board.
- E. **Office of Treasurer.** The Treasurer shall be responsible for the financial affairs and records of the Authority, and shall have the custody of all the funds and securities of the Authority, except as may be otherwise provided by the Governing Board, and shall disburse the funds and other assets of the Authority as may be ordered by the Governing Board. The Treasurer shall keep or cause to be kept a record of all money received and expended, and all other financial transactions of the Authority. The Treasurer shall perform such duties as are customarily performed by the treasurer of a governmental entity and as may be required by general law or as directed by the Governing Board.

2.3.5 **Clerk and Assistant Officers to the Governing Board.**

- A. **Clerk to the Governing Board.** The Governing Board shall have a Clerk to carry out the duties of a clerk pursuant to applicable law and these Administrative Rules, and such other duties as the Governing Board may assign to the Clerk from time-to-time. If the Governing Board shall fail to appoint a Clerk for any particular Fiscal Year, or if the person appointed to the office of Clerk by the Governing Board shall be unable to perform his or her duties due to death, absence or inability, the duties of the Clerk shall be performed by the Assistant Secretary, if one exists, or, if there is no Assistant Secretary, then by the Chief Executive Officer or such other Authority employee as designated by the Chief Executive Officer.
- B. **Assistant Officers.** The Governing Board may from time-to-time appoint one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers and agents as it shall deem necessary, and may define their powers and duties. Any number of offices may be held by the same person.
- C. **Not Required to be Members.** Officers appointed pursuant to this **Section 2.3.5** need not be Members.

2.3.6 **Authority of Members.** Any direction as to the day-to-day operations of the Authority shall be made by action of the Governing Board and implemented by the Chief Executive Officer or such other person designated by the Governing Board. No individual Member shall have authority to direct Officers or employees of the Authority with regard to any action or duty relating to the day-to-day operations of the Authority. Notwithstanding anything to the contrary set forth in this **Section 2.3.6**, the Chairman is authorized to exercise oversight functions over and make inquiries of the Officers and Authority employees.

2.4 **Meetings of the Governing Board.** The Governing Board shall annually establish a schedule for meetings of the Governing Board. The Governing Board shall meet at the offices of the Authority, or, if directed by the Chairman, at such other location within or without the jurisdiction serviced by the Authority. All meetings of the Governing Board except as may otherwise be provided herein and in accordance with applicable law shall be duly scheduled, subject to public notice and open to the public, to the extent required by, and in accordance with, Florida law.

2.4.1 **Procedures of the Governing Board.** Meetings of the Governing Board shall be administered in accordance with Robert's Rules of Order, provided that the Members may elect to deviate from said rules when it is in the best interest of the Authority.

- 2.4.2 **Actions, Voting Requirements.** If a quorum is present, the affirmative vote of a majority of the Members present at a meeting shall constitute an act of the Governing Board. Votes of the Members shall be cast by voice vote, unless the Chairman, Vice Chairman or a majority of the Members present shall request an alternative method that is permitted by law. Resolutions as adopted shall be memorialized in writing and included for adoption of the minutes at the subsequent meeting of the Governing Board.
- 2.4.3 **Quorum.** The presence in person of a majority of the Members of the Governing Board shall constitute a quorum for the transaction of business.
- 2.4.4 **Adjournment; Reconvening.** Any meeting of the Governing Board at which a quorum is present may be adjourned by the vote of a majority of the Members. In the event no quorum is present on the day fixed for any meeting of the Board, such meeting may be cancelled and rescheduled by the Chairman, Vice Chairman or Chief Executive Officer, to a time and date at which a quorum be obtained. At any reconvened meeting at which a quorum is present, the Governing Board may take any official action, which might have been taken at the original meeting.
- 2.4.5 **Meeting Agendas.** Under the authority and auspices of the Chairman, the Authority shall prepare an agenda prior to each meeting of the Governing Board and shall provide appropriate notice thereof prior to each meeting.² The agenda shall list the title of the items in the order they are intended to be brought before and considered by the Governing Board. With the consent of whomever is the Chairman presiding over any particular meeting, items may be brought before the Governing Board out of the order listed on the agenda for such meeting, and the Governing Board may act upon such items. With the consent of the Chairman or any two Members, items may also be brought before the Governing Board which are not listed on the agenda (i.e., “**blue sheet items**”), and the Governing Board may act upon such items.
- 2.4.6 **Organizational Meeting.** The Governing Board shall annually hold its organizational meeting during a regular business meeting prior to the end of the Fiscal Year for purposes of electing the officers of the Governing Board pursuant to these Administrative Rules, or, if the organizational meeting of the Governing Board cannot be held at such meeting, the election of the officers of the Governing Board shall be held at the next regularly scheduled meeting at which an election is practical.
- 2.4.7 **Emergency, Special and Closed Meetings.** Subject to and in accordance with the requirements of Florida law, the Governing Board may convene emergency

² The Authority is not subject to the Administrative Procedures Act, Chapter 120, Florida Statutes, because (i) it is a multi-county special district, with a majority of its governing board comprised of elected persons, and (ii) the rules governing the Authority were removed from the Florida Administrative Code pursuant to the Administrative Procedures Act, Chapter 96-159. However, the Authority is subject to Florida's Government in the Sunshine Law, Florida Statutes § 286.011.

meetings, special meetings and meetings closed to the general public when directed by the Chairman, Vice Chairman or a Majority of the Members.

A. **Executive Sessions to Discuss Pending Litigation.** The Authority's legal counsel ("**Legal Counsel**") may schedule a private consultation with the Governing Board to discuss pending litigation to which the Authority is presently a party before a court or administrative agency. This private session with the Governing Board is referred to herein as a "**Litigation Executive Session.**" The subject matter of the Litigation Executive Session shall be limited to settlement negotiations or strategy sessions relating to litigation expenditures in a case for which the Legal Counsel represents the Authority. A Litigation Executive Session must be called only when Legal Counsel has determined that such a session is absolutely necessary. The Authority must comply with Florida Statutes § 286.011(8) (as well as any amended or successor provisions of Florida law) in connection with the Litigation Executive Session.

1. **Notice of Executive Session.** A Litigation Executive Session shall be noticed in all of the following three ways:

- a. The first notification occurs when the request for a Litigation Executive Session is placed on the Governing Board's agenda as a discussion item.
- b. The second notification occurs when a public notice of the Litigation Executive Session is published or posted. Such a notice shall be published or posted no less than three (3) full working days prior to the date of the Litigation Executive Session. This notice must contain the names of all persons who will be attending the Litigation Executive Session. An attendee's title may not be substituted for an attendee's name.
- c. The third notification occurs during an open session of the Governing Board when Legal Counsel announces to the Governing Board that he or she would like to advise the Governing Board concerning pending litigation, limited to settlement negotiations or strategy sessions relating to litigation expenditures in a particular case. If the Governing Board approves this request, at an open session, the Member chairing the meeting (or his/her designee) shall announce the commencement, estimated length of the Litigation Executive Session, and names of all persons who will be attending the Litigation Executive Session.

2. **Transcript of Litigation Executive Session.** Legal Counsel shall be responsible for hiring a certified court reporter for the Litigation Executive Session. The Litigation Executive Session shall be recorded, transcribed, and the record and transcription delivered to Legal Counsel. No portion of the Litigation Executive Session shall be held off the record. Legal Counsel shall, within a reasonable time, file the transcript with the clerk of the Board (or in the event there is no clerk, then the Authority officer or employee the Governing Board designates to carrying out the duties of a clerk) in a sealed envelope, instructing the clerk (or such other appropriate officer or employee) that the transcript is not a public record and will not become so until the litigation concludes in the case. At such time as the litigation is concluded and all timeframes for appeals have elapsed, Legal Counsel shall inform the clerk of the Board (or such other appropriate officer or employee) that the transcript may be made part of the public record.
3. **Participation in Litigation Executive Session.** Only the following persons are allowed to participate in a Litigation Executive Session (in addition to the Governing Board): the Authority's Chief Executive Officer or Chief Administrative Officer, Legal Counsel (including specially appointed outside counsel for the Authority in the litigation), and a court reporter. No other staff members or consultants are permitted to attend.
4. **No Final Approvals or Determinations.** Final approval of any determination resulting from the discussions held during the Litigation Executive Session shall be made only at an open session of the Governing Board.
5. **Reopening of Public Meeting.** At the conclusion of the Litigation Executive Session, the public meeting shall be reopened, and the elected official chairing the meeting shall announce the termination of the Litigation Executive Session and shall then either continue with other matters before the Governing Board or adjourn the public meeting.

- B. **Executive Session to Discuss Actual or Impending Collective Bargaining Matters.** The Chief Executive Officer or his or her representative may schedule a private consultation with the Governing Board to discuss actual or impending collective bargaining matters. This private session with the Governing Board is referred to herein as a “**Collective Bargaining Executive Session.**” The subject matter of the Collective Bargaining Executive Session shall be limited to actual or impending collective bargaining. The Authority must comply with

Florida Statutes § 447.605 (as well as any amended or successor provisions of Florida law) in connection with the Collective Bargaining Executive Session.

1. **Notice of Executive Session.** A Collective Bargaining Executive Session shall be noticed in all of the following three ways:
 - a. The first notification occurs when the request for a Collective Bargaining Executive Session is placed on the Governing Board's agenda as a discussion item.
 - b. The second notification occurs when a public notice of the Collective Bargaining Executive Session is published or posted. Such a notice shall be published or posted no less than three (3) full working days prior to the date of the Collective Bargaining Executive Session. This notice must contain the names of all persons who will be attending the Collective Bargaining Executive Session. An attendee's title may not be substituted for an attendee's name.
 - c. The third notification occurs during an open session of the Governing Board when the Member chairing the meeting (or his/her designee) shall announce the commencement, estimated length of the Collective Bargaining Executive Session, and names of all persons who will be attending the Collective Bargaining Executive Session.
2. **Participation in Collective Bargaining Executive Session.** Only the following persons are allowed to participate in a Collective Bargaining Executive Session (in addition to the Governing Board): the Authority's Chief Executive Officer, one or more of the Senior Officers who have been authorized in behalf of the Authority to negotiate the collective bargaining matters, and Legal Counsel (including specifically appointed outside counsel for the Authority in the collective bargaining matters). No other staff members or consultants are permitted to attend.
3. **No Final Approvals or Determinations.** Final approval of any determination resulting from the discussions held during the Collective Bargaining Executive Session shall be made only at an open session of the Governing Board.

4. **Reopening of Public Meeting.** At the conclusion of the Collective Bargaining Executive Session, the public meeting shall be reopened, and the Member chairing the meeting shall announce the termination of the Collective Bargaining Executive Session, and shall then either continue with other matters before the Governing Board or adjourn the public meeting.

2.4.8 **Posting of Meeting Notices.**

- A. The bulletin board in the LYNX Central Station lobby, located at 455 N. Garland Ave., Orlando, FL 32801 is designated as the official location for the posting of meeting notices of the Governing Board and each other Sunshine Board (as defined below). The Authority may, but is not required to, post meeting notices in additional locations, including on the Authority's website.
- B. In addition to the posting requirements contained in **Subsection A**, the Authority will provide notice of meetings of the Governing Board in compliance with Section 189.015, Florida Statutes. Such notice shall include (i) filing quarterly, semiannually, or annually a schedule of the regular meetings of the Governing Board that includes the date, time, and location of such meetings with the local governing authorities that constitute the voting members of the Governing Board; (ii) publishing said schedule of regular meetings in the legal notices and classified advertisements section of a newspaper in accordance with the requirements of said statute; and (iii) advertising the date, time, place, and purpose of any meeting other than a regular meeting or any recessed and reconvened meeting, at least seven days before such meeting, in a newspaper of general paid circulation in accordance with the requirements of said statute, unless a bona fide emergency situation exists.

2.4.9 **Public Participation.** The following sets forth guidelines to be followed by the Authority at public meetings for public participation pursuant to Section 286.0114, Florida Statutes.

- A. At each meeting of the Governing Board and each meeting of any Authority advisory boards, commissions and committees subject to the requirements of Section 286.011, Florida Statutes (each, a "**Sunshine Board**"), the chair of such Sunshine Board shall designate on the agenda a time for public comment. The total time for public comment shall not exceed fifteen (15) minutes; **provided, however**, the chair, in his or her discretion, may reduce or extend that time.
- B. Each individual who wishes to address the Sunshine Board during public comment must limit his or her comments to three minutes,

subject to the provisions of **Subsection C** below and subject to the right of the chair, in her or her discretion, to further limit such time in order to prevent repetition, limit abuse or maintain decorum.

- C. In the event one or more persons or a group wishes to address the Sunshine Board through a particular individual, those persons may do so and, in such event, a person may allot up to one minute of his or her time to the designated speaker, **provided, however**, the designated speaker, in any event, shall be limited to a total of ten minutes in his or her presentation to the Board. The person will identify the designated speaker on the speaker's form referenced in **Subsection D** below. The chair reserves the right, in her or her discretion, to limit such time in order to prevent repetition, limit abuse or maintain decorum.
- D. Each person wishing to speak during public comment must complete, before the beginning of the meeting, and submit to the designated secretary of such Sunshine Board an approved speaker's form (in such form as approved by the Sunshine Board) indicating a desire to be heard, the topic on which he or she wishes to speak and whether that speech is in support, opposition, or neutrality on said proposition, and, if applicable, a designation of a representative to speak for him or her on said proposition. Failure to submit such a form or to complete it as appropriate shall enable the chair of such Sunshine Board not to recognize said person.
- E. If a non-agenda item is presented for consideration by the Sunshine Board, the chair shall, prior to the Sunshine Board taking action on said item, allow for public comment solely on said item in accordance with the above provisions.
- F. The chair will, if necessary, have the authority to maintain decorum in regard to public comments during the said period and discretion to direct said matters as necessary to maintain decorum.
- G. Pursuant to subsection 286.0114(3), Florida Statutes, the requirements of **Subsections A** through **E** above, do not apply to: (i) an official act that must be taken to deal with an emergency situation affecting the public health, welfare or safety, if compliance with the public comment requirement would cause an unreasonable delay in the ability of the Sunshine Board to act; (ii) an official act involving no more than a ministerial act, including, but not limited to, approval of minutes and ceremonial proclamations; (iii) a meeting that is exempt from Section 286.011, Florida Statutes; or (iv) a meeting during which the Sunshine Board is acting in a quasi-judicial capacity. This Subsection does not affect the right of a person to be heard as otherwise provided by law.

- 2.5 **Rulemaking.** The Governing Board may, from time to time, adopt additional rules, or supplement these Administrative Rules, to govern the operation of the Authority and to regulate the affairs and the conduct of its business. All rules, Administrative Rules, resolutions, procedures, or policies adopted by the Governing Board shall have precedence over, govern and control any Policies and Procedures established by the Chief Executive Officer and/or Authority staff.
- 2.6 **Policies and Procedures.** The Chief Executive Officer may establish Policies and Procedures, which shall be primarily administrative in nature, to carry out these Administrative Rules and other actions of the Governing Board and to regulate the internal operations of the Authority. The ability of the Chief Executive Officer to establish Procedures (but not Policies) may be sub-delegated to Senior Officers or department directors. Policies and Procedures may not change, or otherwise be in conflict with, these Administrative Rules or any actions of the Governing Board. All Policies and Procedures shall be made available for public inspection at the offices of the Authority. All Policies and Procedures shall be furnished to the Governing Board and the Governing Board may request revisions, modifications, or amendments to the Policies and Procedures at any time and from time to time. These Administrative Rules shall have precedence over, govern and control the Policies and Procedures.
- 2.7 **Contracts and Other Instruments.** The Governing Board may, from time to time, authorize and approve contracts, instruments, agreements and other obligations of the Authority as permitted and authorized under the Act and these Administrative Rules.
- 2.8 **Budget of the Authority.** The Treasurer (to the extent an individual is appointed to such office), Chief Executive Officer and Authority staff shall annually prepare a proposed budget of the Authority for the next Fiscal Year. Such budget shall set forth the anticipated service levels, expenses and revenues of the Authority, in accordance with Florida law and generally accepted governmental accounting principles. Such budget shall also reflect any preferences or policies of the Governing Board with respect to the information contained therein.
- 2.8.1 **Budget Presentation.** The Chief Executive Officer shall (i) present the proposed budget to the Governing Board for consideration at least forty-five (45) days in advance of the commencement of the next Fiscal Year, or on such other date as may be consented to by the Chairman, in sufficient detail to inform the Governing Board as to the fiscal and policy implications of such budget, and (ii) provide the Members of the Governing Board with additional information as they shall require to evaluate the budget.
- 2.8.2 **Approval of Budget.** The Chief Executive Officer and staff shall make any revisions, additions or deletions to the budget directed by the Governing Board subsequent to the budget presentation and submit the revised budget to the Governing Board in advance of the next Fiscal Year for the Governing Board's consideration and approval.

2.8.3 **Budget Status.** The Chief Executive Officer shall periodically update the Governing Board as to the status of and the Authority's compliance with the budget. Any change that (or series of changes that in the aggregate) constitutes a material deviation or variance from the approved budget shall be subject to the approval by the Governing Board in the form of a budget amendment. All budget amendments shall be submitted for approval by the Governing Board.

2.8.4 **Amendments to Budget.** From time to time, the Governing Board may during any fiscal year amend or modify the budget including, but not limited to, any budget amendments that may be brought about by virtue of any obligations incurred by LYNX as a result of any Emergency or any Financially Exigent Agreement or Situation.

2.9 **Officers of the Authority.**

2.9.1 **Chief Executive Officer.** Pursuant to the Act, the Governing Board hereby establishes the position of the Chief Executive Officer of the Authority as the highest administrative official and chief executive officer of the Authority.

A. **Powers of the Chief Executive Officer.** The Chief Executive Officer shall, subject to the actions, control, and directions of the Governing Board (including the Chairman in accordance with **Section 2.3.6** above and any limitations contained in these Administrative Rules, have general management and control over the affairs of the Authority. The Chief Executive Officer shall do and perform such duties as are assigned to him or her by the Governing Board, and shall have the authority contained in these Administrative Rules.

B. **Authorization to Carry out Reasonable Measures.** If the Governing Board has authorized the Authority to undertake a particular course of action (including the execution of any Contract by the Authority), the Chief Executive Officer is hereby authorized to take all reasonable actions necessary to carry out that particular course of action, including, but not limited to, the execution of the Contract and other documents, **provided, however,** if such actions either (i) materially deviate from what was authorized by the Governing Board, or (ii) said actions are materially adverse to the Authority (e.g., materially increase the financial obligation of the Authority), said actions may not be taken without the further approval of the Governing Board.

C. **Financially Exigent Situations.** Except as otherwise provided in these Administrative Rules to the contrary, the Chief Executive Officer is authorized to undertake any action on behalf of the Authority that Board authorization would otherwise be required for such action to be undertaken, if each of the following two requirements is satisfied:

1. The Chief Executive Officer concludes that a Financially Exigent Situation would be created by not waiting until the next regularly scheduled meeting of the Governing Board to seek approval; and
2. The Chief Executive Officer obtains the approval of the Chairman of the Board prior to undertaking any action.

Notwithstanding anything to the contrary set forth in these Administrative Rules, the Chief Executive Officer may not delegate to any other officer or employee of the Authority the Chief Executive Officer's power to undertake any action pursuant to this **Section 2.9.1.C.**

In regard to any actions taken under this **Section 2.9.1.C.**, the Chief Executive Officer shall report the action taken to the Governing Board as soon as practicable thereafter (and in any event within ten (10) days after said action is taken). In addition, the CEO shall report said action at the next meeting of the Governing Board.

- D. **Certifications.** The Chief Executive Officer is authorized to execute and deliver Certificates and Assurances on behalf of the Authority to FTA on an annual basis and all such similar certifications as are reasonable or necessary to apply for and receive FTA grant funds (whether or not the underlying applications for such grant funds have been approved by the Board prior to the submission date of such certifications).
- E. **Delegation of Powers and Duties.** Except as otherwise provided in these Administrative Rules (including, for example, the limitation on the Chief Executive Officer's ability to delegate his or her authority to approve and execute Contracts as set forth in Administrative Rule 4), the Chief Executive Officer is authorized to delegate the powers and duties conferred on him or her under these Administrative Rules as necessary and practical to carry out the day-to-day management of the Authority. The foregoing notwithstanding, the Chief Executive Officer shall remain directly accountable to the Governing Board with respect to the exercise of all such powers and duties regardless of whether such powers have been delegated.

2.9.2 **Other Senior Officers.**

- A. The Chief Executive Officer may nominate one or more (i) Senior Officers or (ii) other officers that perform the functions of a C-suite officer or have a policy making function and report directly to the Chief Executive Officer as he or she shall deem necessary, and may define their powers and duties (subject to such limitations as are contained in

these Administrative Rules or are otherwise imposed by the Governing Board). Any number of offices may be held by the same person. All such nominations, along with proposed compensation and other conditions of employment, shall be submitted to the Governing Board for consideration and approval, which approval may be granted or withheld in the sole discretion of the Governing Board.

B. From time to time, there may be a vacancy in an office that requires the nomination of the Chief Executive Officer and the approval of the Governing Board to fill in accordance with **Section 2.9.2.A**. To avoid harm to the Authority while the Chief Executive Officer undertakes a search for a permanent replacement, the Chief Executive Officer may appoint an individual to fill such vacancy on a temporary basis (which shall not exceed one hundred and eighty days). The Chief Executive Officer shall notify the Governing Board of such appointment at the next regularly ~~scheduled~~[scheduled](#) meeting of the Governing Board.

C. In the absence of the Chief Executive Officer, the Governing Board may designate one or more other Senior Officers to act as the Chief Executive Officer on the terms set forth by the Governing Board. In the event of Financially Exigent Situations, the Chairman may designate one or more Senior Officers to carry out the duties of the Chief Executive Officer on terms so directed by the Chairman, and until the Governing Board can meet to make a selection.

2.10 **Authority Offices.** The main office of the Authority shall be located at 445 North Garland Avenue, Orlando, Florida, or such other reasonably accessible location, within the boundaries of the Authority, as the Governing Board shall designate from time to time.

2.11 **Official Seal of Authority.** The seal on file with the clerk to the Governing Board is hereby adopted as the Authority's official seal pursuant to the Act. The Chairman, Vice Chairman, Chief Executive Officer, Secretary and Clerk to the Governing Board are hereby authorized to apply the official seal to resolutions, contracts and other instruments of legal import. Notwithstanding the foregoing, the application of the official seal shall not be a condition to the legal effectiveness of any resolution, contract or other instrument of legal import. The Chairman and other Members of the Governing Board and the Chief Executive Officer are each hereby authorized to use or display the official seal as a symbol of the Authority.

2.12 **Authorization to Establish Committees.** The Governing Board, by resolution adopted by a Majority of the Members, may create one or more committees which may exercise such powers as shall be conferred or authorized by the resolution creating said committee or committees. The composition of any committee, the removal of committee members, and the filling of vacancies shall be determined by the Governing

Board. No committee may exercise any authority which is required by applicable law to be exercised solely by the Governing Board.

2.12.1 **Establishment of Oversight Committee; Purpose.** A committee is hereby established to be known as the Oversight Committee. The Oversight Committee's primary functions are (i) to serve as a workshop to review and discuss matters prior to the Governing Board taking official action on such matters and (ii) to oversee the Finance and Audit Committee and the Risk Management Committee. The Oversight Committee is provided specific authority to make recommendations to the Director of Finance/Chief Financial Officer, the Chief Executive Officer and the Governing Board with respect to matters that come before it.

- A. **Composition.** The Oversight Committee shall be comprised of five members (each an "**Oversight Committee Member**"). The Members of the Governing Board shall comprise the membership of the Oversight Committee; *provided, however*, that any Oversight Committee Member may designate an employee of the governmental entity that such member represents to attend any meeting of the Oversight Committee and exercise all of the powers of the Oversight Committee Member in such member's absence. The duration of any designation shall be for such period of time as is determined by the Oversight Committee member making the designation.
- B. **Meeting Schedule and Notice.** The Oversight Committee shall annually establish a schedule for meetings; provided, that the chairperson may cancel or reschedule any previously scheduled meeting or call a special meeting. The Oversight Committee shall meet at the offices of the Authority, or at such other location within the jurisdiction serviced by the Authority. All meetings of the Oversight Committee except as may otherwise be provided herein below and in accordance with applicable law shall be duly scheduled, subject to public notice and open to the public, to the extent required by, and in accordance with, Florida law.
- C. **Quorum.** The presence in person of a majority of the Oversight Committee Members shall constitute a quorum for the transaction of business.
- D. **Committee Action.** If a quorum is present, the affirmative vote of a majority of the Oversight Committee Members shall constitute an act of the Oversight Committee.
- E. **Officers.** The Oversight Committee shall annually elect from its members a chairperson and vice chairperson and such other officers as determined by the Oversight Committee. The chairperson, and in his or

her absence the vice chairperson, shall preside over all meetings of the Oversight Committee. In the absence of a chairperson or vice chairperson, the Oversight Committee members shall elect a replacement chairperson for such meeting.

- F. **Responsibilities.** The Oversight Committee shall carry out such responsibilities as are assigned to it by the Governing Board and take such actions as it deems appropriate within the scope of its responsibilities assigned hereunder. In furtherance thereof the Oversight Committee shall:

1. **General.**

- a. Review and make recommendations to LYNX staff and the Governing Board as to the agenda for upcoming meetings of the Governing Board.
- b. Serve as a workshop to discuss and make recommendations to the Governing Board on matters being considered or to be considered by the Governing Board as the Oversight Committee may deem appropriate.
- c. Receive reports from the Finance and Audit Committee and Risk Management Committee and provide recommendations and guidance.
- d. Review the Chief Executive Officer's Report to the Governing Board and make recommendations to the Chief Executive Officer regarding the same.

2.12.2 **Establishment of Finance and Audit Committee; Purpose.** A committee is hereby established to be known as the Finance and Audit Committee. The Finance and Audit Committee is responsible for recommending to the Oversight Committee and Authority Staff financial policies, goals and budgets that support the mission, values and strategic goals of the Authority, ~~and~~ for overseeing the annual audit of the Authority's financial statements, and to serve as an "auditor selection committee" in accordance with the requirements of Section 218.391, Florida Statutes.

- A. **Composition.** The Finance and Audit Committee shall be comprised of five members (each an "**Finance and Audit Committee Member**"). Each Member of the Governing Board shall be entitled to designate one Finance and Audit Committee Member from among the employees of the governmental entity that he or she represents. Each Finance and Audit Committee Member should have expertise in financial matters. The Director of Finance/Chief Financial Officer of the Authority will

not be a member of the Finance and Audit Committee but will support the committee.

- B. **Meeting Schedule and Notice.** The Finance and Audit Committee shall annually establish a schedule for meetings; provided, that the chairperson may cancel or reschedule any previously scheduled meeting or call a special meeting. The Finance and Audit Committee shall meet at the offices of the Authority, or at such other location within the jurisdiction serviced by the Authority. All meetings of the Finance and Audit Committee except as may otherwise be provided herein below and in accordance with applicable law shall be duly scheduled, subject to public notice and open to the public, to the extent required by, and in accordance with, Florida law. It is initially contemplated, although not required, that the Finance and Audit Committee would meet on at least a monthly basis.
- C. **Quorum.** The presence in person of a majority of the Finance and Audit Committee Members shall constitute a quorum for the transaction of business.
- D. **Committee Action.** If a quorum is present, the affirmative vote of a majority of the Finance and Audit Committee Members shall constitute an act of the Finance and Audit Committee.
- E. **Officers.** The Finance and Audit Committee shall annually elect from its members a chairperson and such other officers as determined by the Finance and Audit Committee. The chairperson shall preside over all meetings of the Finance and Audit Committee. In his or her absence at any particular meeting, the vice chairperson shall preside over the meeting (if one has been elected). In the absence of a chairperson or vice chairperson, the Finance and Audit Committee members shall elect a replacement chairperson for such meeting.
- F. **Reports.** The chairperson (or his or her designee from the Finance and Audit Committee) shall regularly provide reports to the Oversight Committee on the status of matters before the Finance and Audit Committee, and shall provide reports to the Governing Board regarding such matters on an as needed basis.
- G. **Responsibilities.** The Finance and Audit Committee shall carry out such responsibilities as are assigned to it by the Governing Board or by the Oversight Committee and take such actions as it deems appropriate within the scope of its responsibilities assigned hereunder. In furtherance thereof the Finance and Audit Committee shall:

- 1. **General.**

- a. Review the Authority's proposed annual budget as presented by the Authority's staff for the upcoming fiscal year.
- b. Recommend the annual budget to the Oversight Committee for approval after incorporating necessary amendments.
- c. Monitor and report to the Oversight Committee on the Authority's compliance with its adopted budget during the fiscal year (actual vs. estimated).
- d. If directed by the Governing Board, conduct investigations into any matters within the Finance and Audit Committee's scope of responsibilities. The Finance and Audit Committee shall have unrestricted access to members of the Authority's staff and relevant information. The Finance and Audit Committee may retain independent counsel, accountants or others to assist if in the conduct of any such investigation. Operating budget reserves may be used for investigative costs if necessary.

2. **Internal Controls and Risk Assessment.**

- a. Review and evaluate the effectiveness of the Authority's process for assessing significant risks or exposures and the steps the Authority's staff has taken to monitor and control such risks to the Authority. The Finance and Audit Committee shall review any significant findings and recommendations of the Authority's external auditors together with the Authority's staff's responses including the timetable for implementation of recommendations to correct any weakness in internal controls.
- b. Receive annual information from the Authority's external auditors regarding their independence, and if so determined by the Finance and Audit Committee, recommend that the Authority takes appropriate actions to satisfy itself of the Authority's external auditor's independence.

3. **Internal Audit.**

- a. Confirm and assure the independence and adequacy of resources for internal audit services.

- b. Review the annual internal audit plan and the focus on risk.
 - c. Consider and review with the Authority's staff:
 - (i) Significant findings and the Authority's staff's response including the timetable for implementation to correct weaknesses.
 - (ii) Any difficulties encountered in the course of an audit such as restrictions on the scope of work or access to information.
4. **Compliance with Laws, Regulations, and Code of Conduct.** Determine and make recommendations to the Oversight Committee as to whether the Authority is in compliance with pertinent laws and regulations, is conducting its affairs in accordance with the Code of Ethics set forth in Administrative Rule 5, and is maintaining effective controls against conflicts of interest and fraud.
5. **Financial Reporting.** Review with the Authority's staff and the Authority's external auditors at the completion of the annual examination:
- a. Communications from the Authority's external auditors in the audit planning process that are required by Government Auditing Standards.
 - b. The annual financial statements and related footnotes.
 - c. The Authority's external auditors' audit of the financial statements and their report.
 - d. Management's Certification of the financial statements.
 - e. Any significant changes required in the audit plan.
 - f. Any difficulties or disputes with the Authority's staff encountered during the audit.
 - g. The organization's accounting principles.
 - h. Other matters related to conduct that should be communicated to the Finance and Audit Committee in accordance with Government Auditing Standards #61.

- i. Review with the Authority's staff, the Authority's financial performance on a regular basis.

6. **External Auditor.**

- a. ~~Recommend to the Oversight Committee the Authority's external auditors to be appointed and the related compensation.~~ Serve as an "auditor selection committee" in accordance with the requirements of Section 218.391, Florida Statutes, to assist the Governing Board in selecting an auditor to conduct the annual financial audit required in Section 218.39, Florida Statutes.
- b. Review and approve the discharge of the Authority's external auditors.
- c. Review the scope and approach of the annual audit with the Authority's external auditors.
- d. Approval all non-audit services provided by the Authority's external auditors.

H. **Auditor Selection Committee.** When serving in the capacity as an "auditor selection committee" in accordance with the requirements of Section 218.391, Florida Statutes (in which capacity the Finance and Audit Committee may so serve at any point), the following additional provisions shall apply to the Finance and Audit Committee (hereinbelow referred to as the "**Auditor Selection Committee**") for the duration of such service:

1. The Finance and Audit Committee shall be re-designated as the "Auditor Selection Committee".
2. A member of the Governing Board (the "**Governing Board Member**") shall be appointed by the Chairman of the Governing Board to serve as a member and the chair of the Auditor Selection Committee. Such Governing Board Member shall replace the individual that such Governing Board Member appointed to serve as a Finance and Audit Committee Member pursuant to **Section 2.12.2.A.** In addition to the quorum requirements in **Section 2.12.2.C.**, the Governing Board Member must be in attendance in order for a quorum to be present.
3. An employee, a chief executive officer, or a chief financial officer of the Authority may not serve as a member of the Auditor Selection Committee; however, an employee, a chief

executive officer, or a chief financial officer of the Authority may serve in an advisory capacity.

4. The committee shall carry out the responsibilities set forth in Section 218.391, Florida Statutes, applicable to an “auditor selection committee” including, without limitation, those identified in clause (3) of Section 218.391.

2.12.3 **Establishment of Risk Management Committee; Purpose.** A committee is hereby established to be known as the Risk Management Committee. The Risk Management Committee is responsible for reviewing and providing recommendations to the Authority with respect to the Authority’s safety, insurance and risk management programs.

- A. **Composition.** The Risk Management Committee shall be comprised of five members (each a “**Risk Management Committee Member**”). Each Member of the Governing Board shall be entitled to designate one Risk Management Committee Member from among the employees of the governmental entity that he or she represents. Each Risk Management Committee Member should have expertise in the particular matters that are to come before the Risk Management Committee. The Director of Risk Management of the Authority will not be a member of the Risk Management Committee but will support the ~~committee~~Auditor Selection Committee.
- B. **Meeting Schedule and Notice.** The Risk Management Committee shall annually establish a schedule for meetings; provided, that the chairperson may cancel or reschedule any previously scheduled meeting or call a special meeting. The Risk Management Committee shall meet at the offices of the Authority, or at such other location within the jurisdiction serviced by the Authority. All meetings of the Risk Management Committee except as may otherwise be provided herein below and in accordance with applicable law shall be duly scheduled, subject to public notice and open to the public, to the extent required by, and in accordance with, Florida law. As provided in Section 768.28(16), Florida Statutes, portions of meetings and proceeds conducted solely to the evaluation of claims or which relate solely to offers of compromise of claims are exempt from the public meeting requirements of Section 286.011, Florida Statutes, and Section 24(b), Article I of the State Constitution. It is initially contemplated, although not required, that the Risk Management Committee would meet on a triannual or quarter annual basis.
- C. **Quorum.** The presence in person of a majority of the Risk Management Committee Members shall constitute a quorum for the transaction of business.

- D. **Committee Action.** If a quorum is present, the affirmative vote of a majority of the Risk Management Committee Members shall constitute an act of the Risk Management Committee.
- E. **Officers.** The Risk Management Committee shall annually elect from its members a chairperson and such other officers as determined by the Risk Management Committee. The chairperson shall preside over all meetings of the Risk Management Committee. In his or her absence at any particular meeting, the vice chairperson shall preside over the meeting (if one has been elected). In the absence of a chairperson or vice chairperson, the Risk Management Committee members shall elect a replacement chairperson for such meeting.
- F. **Reports.** At the next meeting of the Oversight Committee following each meeting of the Risk Management Committee, the chairperson (or his or her designee from the Risk Management Committee) shall provide a report to and solicit input from the Oversight Committee on the status of matters before the Risk Management Committee. The chairperson (or his or her designee from the Risk Management Committee) shall also provide reports to and solicit input from the Oversight Committee regarding such matters on an as needed basis.
- G. **Responsibilities.** The Risk Management Committee shall carry out such responsibilities as are assigned to it by the Governing Board or the Oversight Committee and take such actions as it deems appropriate within the scope of its responsibilities assigned hereunder. In furtherance thereof the Risk Management Committee shall and is specifically authorized to:
1. Review pending legislation pertaining to liability and sovereign immunity matters and review LYNX's risk management programs and insurance coverages, and provide periodic status updates and recommendations to the Oversight Committee regarding such matters.
 2. If requested by the Governing Board, Oversight Committee or Director of Risk Management, review tort and worker's compensation based demands, claims and lawsuits where the Authority is or would be a potential defendant, respondent or otherwise responsible party, and provide recommendations to the Governing Board, Oversight Committee or Director of Risk Management, as appropriate, regarding such demands, claims and lawsuits. Such recommendations may include whether or not to settle such demands, claims and lawsuits and, if the Risk Management Committee believes that settlement is appropriate, the recommended terms of such settlement.

The undersigned hereby certifies that the foregoing constitutes a true, correct and complete copy of Administrative Rule 2 incorporating all amendments approved to date.

Dated: _____, ~~2017~~2020.

Name:

Title:

Document comparison by Workshare 9 on Tuesday, January 7, 2020 10:58:34 AM

Input:	
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Description	#41387186v6<Active> - Amendment to Administrative Rule 2 (April 2017) - LYNX - Rules
Document 2 ID	interwovenSite://PDC-DMS/Active/50726935/6
Description	#50726935v6<Active> - Amendment to Administrative Rule 2 (January 2020) - Auditor Selection Committee
Rendering set	Standard

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