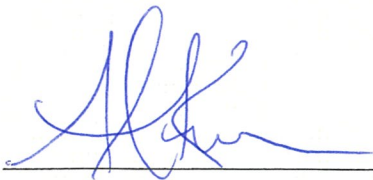


**POLICY AND PROCEDURES MANUAL
OF THE
PAL-MAR WATER CONTROL DISTRICT**

Adopted by the Board of Supervisors on April 4, 2024

ATTEST:



Secretary



Chairperson

POLICIES AND PROCEDURES MANUAL

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Section 1.0 General.

- (1) The Pal-Mar Water Control (the "District") is an independent special district governed by Chapter 189, Florida Statutes. The District was created as a water control district pursuant to the provisions of Chapter 298, Florida Statutes, and 2005-307, Laws of Florida, and was established to provide for the reclaiming and protecting the lands hereinafter described from the effects of water by drainage or otherwise, for sanitary and agricultural purposes, to be conducive to the public health, convenience, and welfare of public utility and benefit, and that such purposes will be effected by the drainage of said lands within its jurisdiction. The purpose of these rules (the "Rules") is to describe the general operations of the District's business.
- (2) Definitions located within any section of these Rules shall be applicable within all other sections, unless specifically stated to the contrary.
- (3) Unless specifically permitted by a written agreement with the District, the District accepts documents filed (or submitted) by electronic mail or in person. In person submissions are only accepted during normal business hours. Electronic submissions sent after 5:00 p.m. will be deemed received by the District the follow business day.

Section 2.0 Board of Supervisor Terms, Duties, Meetings, Quorums and Voting.

- (1) Board of Supervisors. The Board of Supervisors of the District (the "Board") shall consist of five (5) members as specified by Chapter 2005-307, Laws of Florida.
 - (a) Supervisors shall hold office for terms specified by Section 298.12, Florida Statutes and Chapter 2005-307-Laws of Florida. If, during the term of office, any Board member(s) vacates their office, the remaining member(s) of the Board shall vote to fill the vacancies of the non-county appointed supervisors by appointment until the next annual meeting. If the a county appointed supervisor vacates his or her seat prior to the end of the regular term, the appointing county shall appoint a new supervisor to fill the vacancy. If three or more vacancies exist at the same time, a quorum shall not be required to appoint replacement Board members.
 - (b) The presence of three (3) Supervisors shall constitute a quorum for the purposes of conducting business, exercising powers and all other purposes. A Supervisor shall be counted toward the quorum if physically present at the meeting, regardless of whether such Supervisor is prohibited from, or abstains from, participating in discussion or voting on a particular item.
 - (c) Action taken by the Board shall be upon a majority vote of the Supervisors present, unless otherwise required by law.

- (d) Unless otherwise provided for by an act of the Board, the Chairperson or Vice-Chairperson, as decided by the full Board, may attend a mediation session on behalf of the Board.
- (2) Officers. At the first Board meeting held after each election where the newly elected members take office, the Board shall select a Chairperson and Vice-Chairperson.
- (a) The Chairperson must be a member of the Board. If the Chairperson resigns from that office or ceases to be a member of the Board, the Board shall select a Chairperson. The Chairperson serves at the pleasure of the Board. The Chairperson shall be authorized to execute resolutions and contracts on the District's behalf. The Chairperson shall convene and conduct all meetings of the Board. In the event the Chairperson is unable to attend a meeting, the Vice-Chairperson shall convene and conduct the meeting. The Chairperson or Vice-Chairperson may delegate the responsibility of conducting the meeting to the District's manager ("District Manager") or District Counsel, in whole or in part.
 - (b) The Vice-Chairperson shall be a member of the Board and shall have such duties and responsibilities as specifically designated by the Board from time to time. The Vice-Chairperson has the authority to execute resolutions and contracts on the District's behalf in the absence of the Chairperson.
 - (c) The Board may assign additional duties to District officers from time to time, which include, but are not limited to, executing documents on behalf of the District.
 - (d) The Chairperson may sign checks for the District.
- (3) Committees. The Board may establish committees of the Board, either on a permanent or temporary basis, to perform specifically designated functions. Committees may include individuals who are not members of the Board.
- (4) Meetings. All meetings of the Board and Committees serving an advisory function shall be open to the public in accord with the provisions of Chapter 286 of the Florida Statutes, except those meetings statutorily exempt.
- (a) Participation by Teleconference/Videoconference. Supervisors may participate in Board meetings by teleconference or videoconference if in the good judgment of the Board extraordinary circumstances exist; provided however, at least three Board members must be physically present at the meeting location to establish a quorum. District staff may participate in Board meetings by teleconference or videoconference.

- (b) Remote Voting. A Supervisor participating in the Board meeting by teleconference or videoconference shall be entitled to vote and take all other action as though physically present.
- (5) Minutes. Minutes of a meeting shall be corrected and approved by the Board at the following subsequent meeting.
- (6) Voting Conflict of Interest. The Board shall comply with Section 112.3143 of the Florida Statutes, so as to ensure the proper disclosure of conflicts of interest on matters coming before the Board for a vote. For the purposes of this section, "voting conflict of interest" shall be governed by Chapter 112, Florida Statutes as amended from time to time. Generally, a voting conflict exists when a Board member is called upon to vote on an item which would inure to the Board member's special private gain or loss or the Board member knows would inure to the special private gain or loss of the Board member's business associate, or a relative including any father, mother, son, daughter, husband, wife, brother, sister, father-in-law, mother-in-law, son-in-law, or daughter-in-law.
- (a) When a Board member knows the member has a conflict of interest on a matter coming before the Board, the member should notify the Board's Secretary and District Counsel prior to participating in any discussion with the Board on the matter. The member shall publicly announce the conflict of interest at the meeting. This announcement shall appear in the minutes. If the Board member has a conflict of interest, the Board member must abstain from voting on the matter at issue.
- (b) It is not a conflict of interest for a Supervisor, the District Manager, contractor, or an employee of the District to be a stockholder, officer or employee of a landowner, landowner, or of an entity affiliated with a landowner so long as such affiliation is annually disclosed to the Board.
- (7) Policies. The Board may adopt policies related to the conduct of its business and the provision of services either by resolution or motion.

Section 3.0 District Manager Duties; District Offices

- (1) Secretary/Treasurer. The District Manager serves as Secretary and Treasurer and shall be responsible for preparing and maintaining the Board's Minutes of each Board meeting and may have other duties assigned by the Board from time to time. The Secretary/Treasurer shall be bonded by a reputable and qualified bonding company in at least the amount of one million dollars (\$1,000,000), or have in place a fidelity bond, employee theft insurance policy, or a comparable product in the amount of one million dollars (\$1,000,000) that names the District as an additional insured.
- (2) Record of Proceedings. The Board shall keep a permanent record book entitled

“Record of Proceedings,” in which shall be recorded minutes of all meetings, resolutions, proceedings, certificates, and corporate acts. The Records of Proceedings shall be located at a District office and shall be available for inspection by the public. The District Manager shall be responsible for maintaining the Record of Proceedings.

- (3) Signing Checks. The District Manager may sign checks for the District. See also, Section 2.0.
- (4) District Offices. Unless otherwise designated by the Board, the official District office shall be the District Manager’s office identified by the District Manager. The District Manager’s office must retain, at a minimum, but not be limited to, the following documents:
 - (a) Agenda packages for prior 24 months and next meeting;
 - (b) Official minutes of meetings, including adopted resolutions of the Board;
 - (c) Names and addresses of current Supervisors and District Manager, unless such addresses are protected from disclosure by law;
 - (d) Adopted engineer’s reports;
 - (e) Adopted assessments and reports;
 - (f) Adopted disclosure of public financing;
 - (g) Proceedings, certificates, bonds given by all employees, and any and all corporate acts;
 - (h) District policies and rules;
 - (i) Fiscal year end audits;
 - (j) Adopted budgets; and
 - (k) A copy of all contracts.
- (5) Document Retention. The District Manager shall ensure that each District records office contains the documents required by and in compliance with Florida law.
- (6) Agenda. The District Manager, under the guidance of District Counsel and the Chairperson or Vice-Chairperson, shall prepare a notice and an agenda of the meeting/hearing/workshop. The District Manager shall be responsible for creating and publishing the agenda on the District website and ensuring a reasonable number of hardcopy agendas are available at each public meeting.
- (7) Website. The District Manager shall be responsible for maintenance of the District’s website to ensure the website contains information as directed by the Board and required by Florida law.
- (8) Publication of Notices. The District Manager shall be responsible for publishing all official Notices, as required by Florida law.

- (9) The Secretary may work with the District's contractors or District Counsel in preparing draft minutes for the Board's consideration.

Section 4.0 Contracts; Agenda and Agenda Requests.

- (1) Service Contracts. Any contract for services, regardless of cost, shall include provisions required by law that require the contractor to comply with public records laws. The District Manager shall be responsible for enforcing all contract provisions related to a contractor's duty to comply with public records laws.
- (a) The Chairperson, or the Vice-Chairperson in the absence of the Chairperson, is the authorized official to sign all Service Contracts.
- (2) Agenda. The notice and Agenda shall be available to the public and posted on the District's website at least seventy-two (72) hours before the meeting/hearing/workshop except in an emergency. For good cause, the agenda may be changed after it is first made available for distribution. The requirement of good cause shall be liberally construed to allow the District to efficiently conduct business and to avoid the expenses associated with special meetings.

The District may, but is not required to, use the following format in preparing its Agenda for its regular meetings:

- Call to order
 - Roll call
 - Public comment
 - Organizational matters and review of minutes
 - Specific items of old business Specific items of new business
 - Staff reports
 - (a) District Counsel
 - (b) District Engineer
 - (c) District Manager
 - 1. Financial Report
 - 2. Approval of Expenditures
 - (d) Maintenance Supervisor Supervisor's requests and comments
 - Public comment
 - Adjournment
- (3) Requests for Agenda Items.
- (a) Persons wishing to request an agenda item for the Board's consideration at an upcoming meeting must submit the requested agenda item to the District Manager via email with a copy to the District Counsel. The District Manager must submit the requested item to the Chairperson for review at the earliest practicable

time. The Chairperson must approve or deny the inclusion of the requested item on an upcoming agenda. All requested agenda items are subject to the same time frames as any other usual agenda item. Such person submitting a special request, must furnish his or her name, the business interest affected by the request, an email and physical mailing address.

(b) During Supervisor comments at a regular scheduled meeting, Supervisors may request an item to be placed on any upcoming meeting agenda. Any Supervisor may raise discussion about any issue during his or her Supervisor comment. The Board may, but is not required to, vote on issues raised during Supervisor comments.

Section 5.0 Board Authorizations; Conduct of Meetings; Public Comment; Emergency Meetings

- (1) Board Authorization. For each agenda item, there shall be discussion permitted among the Board members during the meeting. Approval or disapproval of resolutions and other proposed Board actions shall be in the form of a motion by one Board member, a second by another Board member, and an affirmative vote by the majority of the Board members present. Any Board member, including the Chairperson, can make or second a motion.
- (2) Continuances. Any meeting or public hearing of the Board may be continued without re-notice or re-advertising provided that:
 - (a) The Board identifies on the record at the original meeting a reasonable need for a continuance;
 - (b) The continuance is to a specified date, time, and location publicly announced at the original meeting; and
 - (c) The public notice for the original meeting states that the meeting may be continued to a date and time and states that the date, time, and location of any continuance shall be publicly announced at the original meeting and posted at the District Office immediately following the original meeting.
- (3) Attorney-Client Sessions. An Attorney-Client Session is permitted when the District's attorneys deem it necessary to meet in private with the Board to discuss pending litigation to which the District is a party before a court or administrative agency or as may be authorized by law. The District's attorneys must request such session at a public meeting. Prior to holding the Attorney-Client Session, the District must give reasonable public notice of the time and date of the session and the names of the persons anticipated to attend the session. The session must commence at an open meeting in which the Chairperson or Vice-Chairperson

announces the commencement of the session, the estimated length of the session, and the names of the persons who will be attending the session. The discussion during the session is confined to settlement negotiations or strategy related to litigation expenses or as may be authorized by law. Only the Board, the District's attorneys (including outside counsel), the District Manager, and the court reporter may attend an Attorney-Client Session. During the session, no votes may be taken and no final decisions concerning settlement can be made. Upon the conclusion of the session, the public meeting is reopened and the Chairperson or Vice-Chairperson must announce that the session has concluded. The session must be transcribed by a court-reporter and the transcript of the session filed with the District Secretary within a reasonable time after the session. The transcript shall not be available for public inspection until after the conclusion of the litigation.

- (4) Emergency Meetings. The Chairperson, or Vice-Chairperson if the Chairperson is unavailable, may convene an emergency meeting of the Board without first having complied with sections (1) and (3) of this Rule, to act on emergency matters that may affect the public health, safety, or welfare. Whenever possible, the District Manager shall make reasonable efforts to provide public notice and notify all Board members of an emergency meeting twenty-four (24) hours in advance.
- (5) Public Comment. The Board shall set aside a reasonable amount of time at each meeting for public comment and members of the public shall be permitted to provide comment on any proposition before the Board. Each member of the public shall be granted three (3) minutes to speak. The Chairperson shall have the discretion to increase or reduce the speaking time as may be necessary.

Section 6.0 Payment and Performance Bonds.

- (1) Scope. This section shall apply to contracts for the construction of a Work of the District, or for repairs upon a Work of the District.
- (2) Required Bond. Upon entering into a contract for any of the construction services Rule in excess of \$200,000, the Board should require that the contractor, before commencing the work, execute and record a payment and performance bond in an amount equal to the contract price. Notwithstanding the terms of the contract or any other law, the District may not make payment to the contractor until the contractor has provided to the District a certified copy of the recorded bond.
- (3) Discretionary Bond. At the discretion of the Board, upon entering into a contract for any of the services described in section (1) of this section for an amount not exceeding \$200,000, the contractor may be exempted from executing a payment and performance bond.

Section 7.0 Maintenance Services and Emergency Purchases.

- (1) Scope. All contracts for maintenance of any Work of the District or project authorized under Chapter 298, Florida Statutes, or Chapter 2005-307, Laws of Florida.
- (2) Procedure. When a purchase of maintenance services is within the scope of this section, the following procedures shall apply:
 - (a) The Board shall cause to be prepared an Invitation to Bid, Request for Proposals, Invitation to Negotiate, or Competitive Solicitation as determined appropriate by the Board upon consultation with the District Engineer, District Counsel and District Manager.
 - (b) Notice of the Invitation to Bid, Request for Proposals, Invitation to Negotiate, or Competitive Solicitation shall be advertised in accordance with applicable Florida law. The notice shall allow at least seven (7) days for submittal of bids, proposals, replies, or responses.
 - (c) If the District has pre-qualified suppliers of maintenance services, then, at the option of the District, only those persons who have been pre-qualified will be eligible to submit bids, proposals, replies, and responses.
 - (d) In order to be eligible to submit a bid, proposal, reply, or response, a firm or individual must, at the time of receipt of the bids, proposals, replies, or responses:
 - (i) Hold the required applicable state professional licenses in good standing, if any;
 - (ii) Hold all required applicable federal licenses in good standing, if any;
 - (iii) Hold a current and active Florida corporate charter or be authorized to do business in the State of Florida in accordance with Chapter 607 of the Florida Statutes, if the vendor is a corporation; and
 - (iv) Meet any special pre-qualification requirements set forth in the Invitation to Bid, Request for Proposals, Invitation to Negotiate, or Competitive Solicitation.

Evidence of compliance with these Rules must be submitted with the bid, proposal, reply, or response if required by the District. Failure to submit evidence of compliance when required may be grounds for rejection of the bid, proposal, reply, or response.

 - (e) The Board shall have the right to reject all bids, proposals, replies, or responses because they exceed the amount of funds budgeted for the purchase,

if there are not enough to be competitive, or if rejection is determined to be in the best interest of the District. No Vendor shall be entitled to recover any costs of bid, proposal, reply, or response preparation or submittal from the District.

- (f) The Board may require bidders and proposers to furnish bid bonds, performance bonds, and/or other bonds with a responsible surety to be approved by the Board.
 - (g) If less than three (3) Responsive Bids, Proposals, Replies, or Responses are received, the District may purchase the maintenance services or may reject the bids, proposals, replies, or responses for a lack of competitiveness. If no Responsive Bid, Proposal, Reply, or Response is received, the District may take whatever steps reasonably necessary in order to proceed with the procurement of maintenance services, which steps may include a direct purchase of the maintenance services without further competitive selection processes.
- (3) Exemptions. Maintenance services that are only available from a single source are exempt from this Rule. Maintenance services provided by governmental agencies are exempt from this Rule. A contract for maintenance services is exempt from this Rule if state or federal law prescribes with whom the District must contract or if the rate of payment is established during the appropriation process.
 - (4) Renewal. Contracts for the purchase of maintenance services subject to this Rule may be renewed for a period that may not exceed five (5) years or the term of the original contract, whichever period is longer.
 - (5) Contracts; Public Records. In accordance with Florida law, each contract entered into pursuant to this Rule shall include provisions required by law that require the contractor to comply with public records laws.
 - (6) Emergency Purchases. The District may make an Emergency Purchase without complying with these rules. The fact that an Emergency Purchase has occurred or is necessary shall be noted in the minutes of the next Board meeting.

Section 8.0 Landowner Election Procedures

(1) Landowners' Meeting

In accordance with the provisions of Chapter 2005-307, Laws of Florida, and applicable provisions of Chapter 298, it is required that an annual meeting of the Landowners of the District be held in June of each year for the purpose of electing Supervisors and hearing reports of the Board of Supervisors. The assembled Landowners shall organize by electing a Chairperson, who shall preside over the

meeting with the Secretary of the Board of Supervisors for recording purposes.

(2) Establishment of Quorum

Any Landowner(s) present or voting by proxy shall constitute a quorum at the meeting of the Landowners.

(3) Voting

Each Landowner shall be entitled to cast one vote for each acre, or any fraction thereof, of land owned by him or her in the District, for each open position on the Board. (For example, if there are three positions open, an owner of one acre or less may cast one vote for each of the three positions. An owner of two acres may cast two votes for each of the three positions.) Each Landowner shall be entitled to vote either in person or by a representative present with a lawful written proxy.

(4) Registration for Casting Ballots

The registration process for the casting of ballots by Landowners or their representatives holding their proxies shall be as follows:

(a) At the Landowners ' Meeting and prior to the commencement of the first casting of ballots for a Board of Supervisor position, each Landowner, or their representative if proxies are being submitted in lieu thereof, shall be directed to register their attendance and the total number of votes by acreage to which each claims to be entitled, with the elected Secretary of the meeting or the District's Manager.

(b) At such registration, each Landowner, or their representative with a lawful proxy, shall be provided a numbered ballot for the Board of Supervisor position(s) open for election. A District representative will mark on the ballot the number of votes that such Landowner, or their representative, is registered to cast for each Board of Supervisor position open for election.

(c) All Landowner proxies shall be collected at the time of registration and retained with the Official Records of the District for subsequent certification or verification, if required.

(5) Nomination of Candidates

At the meeting, the Chairperson shall call for nominations from the floor for Candidates for the open seats on the Board of Supervisors. When there are no further nominations, the Chairperson shall close the floor for nominations. The names of each Candidate and the spelling of their names shall be announced.

Nominees need not be present to be nominated. After the nominations are received and the floor closed for nominations, the Chair shall ask if the persons nominated accept the nomination (this will ensure those nominated for Supervisor wish to serve).

(6) Casting of Ballots

Registration and the issuance of ballots shall cease once the Chairperson calls for the commencement of the casting of ballots for the election of a Board of Supervisor and thereafter no additional ballots shall be issued.

The Chairperson will declare that the Landowners, or their representatives, be requested to cast their ballots for the Board of Supervisor(s). Once the ballots have been cast, the Chairperson will call for a collection of the ballots.

(7) Counting of Ballots and Seating of Supervisors

(a) Following the collection of ballots, the Secretary or District Manager shall be responsible for the tabulation of ballots in order to determine the total number of votes cast for each candidate that is seeking election to that particular open position and for determination of the number of votes cast for each candidate for such position.

(b) The candidate receiving the highest number of votes for the particular Board of Supervisor position for which said votes were cast shall be declared by the Chairperson as elected for such Board of Supervisor position following the Secretary's submission of the tabulation for that election.

(c) The process shall be repeated for each Board of Supervisor position open for election until counting of ballots has been conducted for all such positions.

(d) Following the election and announcement of the votes, the Chairperson shall ask the Landowners present, or those representatives holding proxies for Landowners, whether they wish to contest the election results. If no contests are received, said election results shall thereupon be certified and each newly elected Supervisor will thereupon take the Oath of Office and be seated as a member of the District's Board of Supervisors.

(8) Contesting of Election Results

If there is a contest, the contest must be addressed to the Chairperson and thereupon the individual casting a ballot that is being contested will be required to provide proof of ownership of the acreage for which they voted at the election within five (5) business days of the Landowners' Meeting. The proof of

ownership shall be submitted to the District Manager who will thereupon consult with the District's General Counsel and together they will review the material provided and will determine the legality of the contested ballot(s). Once the contests are resolved, the Chairperson shall reconvene the Landowners' Meeting and thereupon certify the election results.

(9) Recessing of Annual Landowners ' Meeting

In the event there is a contest of a ballot or of the election, the Landowners ' Meeting shall be recessed to a future time, date and location, at which time the election findings on the contest shall be reported in accordance with the procedure above and the newly elected Supervisor(s) shall thereupon take their Oath of Office.

(10) Proxy Provisions

(a) Each Landowner shall only be entitled to vote in person or by means of a representative attending in person and holding a lawful written proxy in order to cast said Landowner ' s votes.

(b) Proxies will not require that proof of acreage ownership be attached. Rather, proof of ownership and the owner's voting consent to the proxy holder must be provided timely by the holder of the proxy, if the proxy is contested in accordance with the procedure above.

Section 9.0 Effective Date.

These Policies and Procedures shall be effective _May, 2024.