

2/15/2018 5:33pm P.H.

ORDINANCE 2018- 8

AN ORDINANCE OF THE BOARD OF COUNTY COMMISSIONERS OF ESCAMBIA COUNTY, FLORIDA CREATING VOLUME I, CHAPTER 99, SECTIONS 99-1 - 99-2 OF THE ESCAMBIA COUNTY CODE OF ORDINANCES; ESTABLISHING THE ESCAMBIA COUNTY AREA TRANSIT AUTHORITY AS A DEPENDENT SPECIAL DISTRICT OF ESCAMBIA COUNTY, FLORIDA; ADOPTING THE CHARTER OF SAID DISTRICT; PROVIDING FOR SEVERABILITY; PROVIDING FOR INCLUSION IN THE CODE OF ORDINANCES OF ESCAMBIA COUNTY; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Board of County Commissioners of Escambia County, Florida has the authority to establish dependent special districts pursuant to Chapters 125 and 189, Florida Statutes; and

WHEREAS, the Board of County Commissioners has determined it is in the best interest of the citizens of Escambia County to create the Escambia County Area Transit Authority as a Dependent Special District of Escambia County, Florida for the purpose of providing public transportation in Escambia County; and

WHEREAS, the Board of County Commissioners finds that establishing the Escambia County Area Transit Authority as a Dependent Special District of Escambia County, Florida serves an important public purpose.

NOW, THEREFORE, BE IT ORDAINED BY THE BOARD OF COUNTY COMMISSIONERS OF ESCAMBIA COUNTY:

Section 1. The foregoing recitals are true and correct and incorporated herein by reference.

Section 2. Part I, Chapter 99, Sections 99-1 through 99-2 of the Escambia County Code of Ordinances are hereby created to read as follows:

Sec. 99-1. – DISTRICT CREATED. Pursuant to Chapters 125 and 189, Florida Statutes, there is hereby created the Escambia County Area Transit Authority as a Dependent Special District of Escambia County, Florida for the purpose of providing public transportation in Escambia County.

Sec. 99-2. – CHARTER. The Board hereby adopts the Charter of the Escambia County Area Transit Authority, attached hereto as **Exhibit A**, which may be amended as provided therein.

Section 3. **SEVERABILITY.** If any section, paragraph, sentence or clause of this Ordinance or the application thereof to any person or circumstance is held void, invalid, unlawful or unconstitutional by a court of competent jurisdiction, it is the intent of the Board that such section, invalidity, paragraph, sentence or clause shall be deemed a separate, distinct, independent and severable and shall not otherwise affect application of this Ordinance which can be given effect without the invalid provision or application.

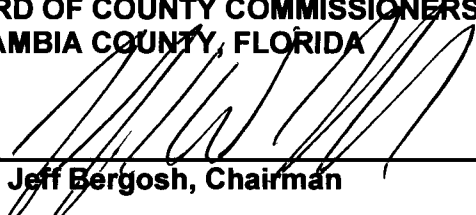
Section 4. **INCLUSION IN THE CODE.** It is the intent of the Board that the provisions of this Ordinance shall become and be made part of the Escambia County Code and the word "Ordinance" may be changed to section, article, or other appropriate word or phrase and the sections of this Ordinance may be renumbered to accomplish such intention.

Date: 2/20/2018
Verified By: J. Carver


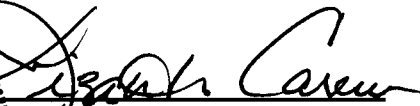
Section 5. EFFECTIVE DATE. This Ordinance shall become effective upon receipt of official acknowledgment of the Clerk of the Board of County Commissioners from the Department of State that this Ordinance has been filed with the Department of State.

DONE AND ENACTED this 15th day of February 2018.

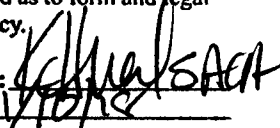
**BOARD OF COUNTY COMMISSIONERS
ESCAMBIA COUNTY, FLORIDA**

By: 
Jeff Bergosh, Chairman

**ATTEST: Pam Childers
Clerk of the Circuit Court**



Deputy Clerk

Approved as to form and legal
sufficiency.

By/Title: 
Date: 1/10/18

ENACTED: February 15, 2018

FILED WITH DEPARTMENT OF STATE: February 20, 2018

EFFECTIVE: February 20, 2018

CHARTER
ESCAMBIA COUNTY AREA TRANSIT AUTHORITY

ARTICLE I
AUTHORITY CREATED

Section 1.01 Name. The name of the district shall be the "Escambia County Area Transit Authority."

Section 1.02 Authority. The Escambia County Area Transit Authority is hereby created as a Dependent Special District of Escambia County, Florida in accordance with the authority granted pursuant to Chapters 125 and 189, Florida Statutes.

Section 1.03 District Created. Pursuant to Chapters 125 and 189, Florida Statutes, there is hereby created the Escambia County Area Transit Authority, a Dependent Special District of Escambia County, for the purpose of providing public transportation in Escambia County.

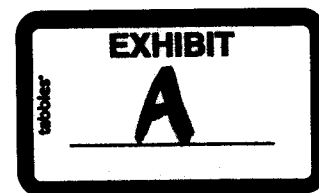
ARTICLE II
BOUNDARIES OF THE DISTRICT

Section 2.01 Boundaries. The boundaries of the district shall be the unincorporated areas of Escambia County.

ARTICLE III
PURPOSE, POWERS, FUNCTION AND DUTIES

Section 3.01 Purpose. The specific and primary purpose for which this district is formed is to provide public transportation in Escambia County for the benefit of the general public and by doing so lessening the burden on Escambia County to provide public transportation, specifically by:

- (a) owning, operating, and managing a public transportation system in Escambia County, Florida on behalf of the Board of County Commissioners of Escambia County, Florida for the benefit, use, and enjoyment of the general public;
- (b) providing an efficient and coordinated public transportation system servicing rural and urban areas that will facilitate economical and desirable urban development, reduce traffic congestion, improve air quality, reduce energy consumption, and provide mobility for the economically disadvantaged, the elderly, and persons with disabilities;
- (c) educating and informing the general public about the benefits of mass transit so as to enhance the use of the public transportation system;
- (d) improving the public welfare by establishing better access between home and work, facilitating the public's participation in society, and promoting independent living and economic self-sufficiency;
- (e) assisting with the research, planning and development of a viable public transportation system and the implementation thereof.



Section 3.02 Powers. The district shall have all the powers of a body politic and corporate under the laws of the State of Florida and shall be authorized to transact any business and to exercise those powers, duties, and functions necessary to provide public transportation in Escambia County.

ARTICLE IV **GOVERNANCE OF THE DISTRICT**

Section 4.01 Governance. The district shall be governed by the Board of Directors ("Board"). The authorized number of directors shall be five (5) members. The Directors shall be appointed by the Board of County Commissioners of Escambia County, Florida. Each Director shall be a member of the Board of County Commissioners of Escambia County, Florida.

Section 4.02 Term of Office. The directors named as the first Board of Directors shall hold office as appointed by the Board of County Commissioners. Thereafter, the term of each director shall be four (4) years or such lesser period of time which shall be equivalent to the period remaining for the director's unexpired term as a member of the Board of County Commissioners of Escambia County, Florida.

Section 4.03 Powers. Except as otherwise provided herein, the powers of the district shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors, which may, however, delegate the performance of any duties or the exercise of any powers to such officers and agents as the Board of Directors may from time to time, by resolution, designate; provided that the resolution has been approved by the Board of County Commissioners of Escambia County, Florida.

Section 4.04 Replacement of Directors. Whenever a vacancy exists on the Board of Directors as a result of death, resignation, removal from or forfeiture of the office of county commissioner, the Board of Directors shall fill the vacancy by appointing the successor to the office of county commissioner so vacated. Any director appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor. Any person appointed to fill the vacancy of a director shall have the same qualifications as were required of the director whose office was vacated.

Section 4.05 Chair and Vice Chair. The chair of the Board of County Commissioners of Escambia County, Florida shall serve as the chair of the Board of Directors. The chair shall preside at all meetings of the Board of Directors. The chair may sign such contracts or other instruments, the execution of which has been authorized by the Board of Directors, except in those cases where the signing and execution of documents has been expressly delegated by the Board of Directors or this Charter to some other officer or agent. The vice chair of the Board of County Commissioners of Escambia County, Florida shall serve as the vice chair of the Board of Directors. In the absence of the chair or his inability or refusal to act, the vice chair shall perform the duties of the chair, and when so doing shall have all the powers of and be subject to the restrictions upon the chair. The chair and vice chair shall perform such other duties assigned to them by the Board of Directors. In the event the chair or the vice chair of the Board of County Commissioners shall refuse to serve as chair or vice chair of the district, the Board of Directors shall elect one of its members to fill such positions.

Section 4.06 Compensation. No member of the Board of Directors shall receive any compensation for his or her service as a Director. Members may be reimbursed for expenses incurred solely in the conduct of the affairs of the district; provided that the reimbursement has been approved by the Board of Directors or is consistent with a resolution adopted by the Board

of Directors authorizing reimbursement for such expenses, and that such expenses are eligible for reimbursement under Chapter 112, Florida Statutes.

Section 4.07 Meetings. Meetings shall be held in the Board Chambers of the Ernie Lee Magaha Government Building or at such other place or places as the Board of Directors or its chair may designate.

(a) The Board of Directors may provide for the holding of regular meetings at such times as the Board of County Commissioners of Escambia County, Florida has established for its regular meetings in the manner specified in Policies and Procedures adopted by the Escambia County Board of County Commissioners, or at such other times as the Board of Directors may determine.

(b) Special meetings shall be called and noticed in accordance with the Policies and Procedures adopted by the Escambia County Board of County Commissioners for the conduct of its affairs.

(c) Meetings shall be governed by and conducted in accordance with the Policies and Procedures adopted by the Escambia County Board of County Commissioners. All meetings of the Board of Directors shall be governed by Roberts Rules of Order, except as those rules are inconsistent with this Charter or the Policies and Procedures adopted by the Escambia County Board of County Commissioners.

(d) A majority of the Board of Directors shall constitute a quorum for the transaction of business. Except as may otherwise be provided in this Charter or by law, the act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

(e) An annual meeting of the Board of Directors may be held during the month of September of each year at a time and place to be established by the Board of Directors. At such annual meeting, the Board of Directors may consider the activities of the district, recommend changes in the district's operating procedures and policies or its Charter, and consider such other matters as may be brought forward by the Board of Directors. The failure to hold an annual meeting shall not cause a forfeiture or give cause to the dissolution of the district, be deemed an abuse of authority, nor affect any otherwise valid act.

Section 4.08 Ethics. Directors shall conduct themselves in accordance with the requirements of Part III, Chapter 112, Florida Statutes.

Section 4.09 Sunshine Law. All meetings of the Board of Directors shall be subject to and held in accordance with the requirements of Chapter 286, Florida Statutes.

ARTICLE V **OFFICERS**

Section 5.01 Designation of Officers. At the organizational meeting held by the initial Board of Directors, the Board of Directors shall appoint the following officers: a president, who shall be the County Administrator of Escambia County, Florida; a secretary/treasurer, who shall be the Clerk of the Circuit Court as Clerk of the Board of County Commissioners or a deputy clerk designated for such purpose by the Clerk of the Circuit Court as Clerk of the Board of County Commissioners

(referred to hereafter as "Clerk"); and an executive director, who shall be the Director of Escambia County's Department of Mass Transit. The Board of Directors may appoint such other officers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary/treasurer.

Section 5.02 Term of Office. The president, secretary/treasurer, and executive director of the district shall hold such offices so long as they hold the offices of County Administrator, Clerk, and Director of the Department of Mass Transit, respectively, unless they are removed or resign from such offices.

Section 5.03 Replacement of Officers. Any vacancy in any office, may be filled by the Board of Directors. Vacancy in the office of president shall be filled by the appointment of the successor to the office of County Administrator. Vacancy in the office of secretary/treasurer shall be filled by the appointment of the successor to the office of Clerk. Vacancy in the office of executive director shall be filled by the appointment of the successor to the position of Director of the Department of Mass Transit.

Section 5.04 Duties of President. The president shall exercise general supervision and control over all activities of the district. The president may sign any contract or instrument, the execution of which has been approved by the Board of Directors, or where the signing and execution of such instruments has been expressly delegated to him by this Charter or the Board of Directors. The president shall see that all notices are duly given in accordance with this Charter or as otherwise required by law.

Section 5.05 Duties of Secretary/Treasurer. The secretary/treasurer shall:

- (a) Prepare and keep the minutes of the meetings of the Board of Directors;
- (b) Authenticate all records of the district;
- (c) Be custodian of the records and of the seal of the district;
- (d) Exhibit to any director or agent of the district, or to any person authorized by law to inspect or copy the records of the district, the Charter, minutes of any meeting, and any other record of the district;
- (e) Give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors may deem appropriate;
- (f) Have charge of and custody of, and be responsible for, all funds and securities of the district;
- (g) Receive and give receipts for moneys due and payable to the district from any source and deposit all such moneys in the name of the district in such banks, trust companies, or other depositories in accordance with the requirements of Chapter 136, Florida Statutes: and
- (h) Perform all duties generally incidental to the office of secretary/treasurer and such other duties as may be assigned by the president or the Board of Directors.

Section 5.06 Duties of Executive Director. The executive director shall be responsible for the day to day management and operations of the district, under the direct supervision and control of the president. Unless otherwise determined by the Board of Directors or the president, the duties of the executive director shall include but not be limited to:

- (a) The planning, development, management and operation of a public transportation system;
- (b) The employment, supervision, training, and retraining of all personnel needed by the district to operate in an efficient and effective manner;
- (c) The development and maintenance of appropriate personnel policies, procedures, and records;
- (d) The preparation of the departmental budget, including capital and operating budgets;
- (e) The negotiation and administration of collective bargaining agreements, and any amendments or modifications thereto, including agreements required by 49 U.S.C. 5333(b) (13(c) agreements) and assurances;
- (f) The preparation of monthly, quarterly and annual accounting, budgetary, and other reports required by the Escambia County Board of County Commissioners;
- (g) The preparation of required plans, documents, information and reports required by governmental agencies or bodies;
- (h) Acting as a liaison between the district and Escambia County, and all other applicable federal, state and local agencies and bodies which impact or affect the district's activities;
- (i) The performance of all other duties generally incidental to the position of executive director and such other duties as may be assigned or required by the Board of Directors or the president.

ARTICLE VI **COMMITTEES**

Section 6.01 Committees. The Board of Directors may, by resolution, establish one or more committees to gather information or facts, to conduct investigations or negotiations, to make policy recommendations and to otherwise assist it in the management of the district.

ARTICLE VII **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 7.01 Contracts. The Board of Directors may, by resolution duly adopted and approved by the Escambia County Board of County Commissioners, authorize any officer or agent, in addition to those authorized in this Charter, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the district. Such authority shall not be general but shall be confined to specific instances.

Section 7.02 Deposits. All funds of the district shall be deposited to the credit of the district in such banks, trust companies, or other depositories in accordance with the requirements of Chapter 136, Florida Statutes, and invested in accordance with the requirements established by the Escambia County Board of County Commissioners.

Section 7.03 Checks, Drafts, Orders for Payment. All checks, drafts, or orders for the payment of money, issued in the name of the district shall be signed by the chair of the Board of Directors and countersigned by the secretary/treasurer.

ARTICLE VIII **FINANCING OF THE DISTRICT**

Section 8.01 Financing. The district shall be financed with funds derived from operating revenues of the Authority, state and federal grant funding, and funds appropriated by Escambia County. The district shall prepare an annual budget which shall be contained within the County's general budget in accordance with §189.016, Florida Statutes.

ARTICLE IX
FINANCIAL DISCLOSURE, NOTICE AND REPORTING

Section 9.01 The district shall comply with the requirements of §189.015, §189.016, and §189.08, Florida Statutes, as may be amended from time to time.

ARTICLE X
PUBLIC RECORDS

Section 10.01 Records. The district shall prepare and keep correct and complete all books and records of accounts, the minutes of its meetings, and the minutes of any committee it shall establish. The corporation shall authenticate such records, and shall comply with the provisions of the Florida Public Records Act.

ARTICLE XI
AMENDMENT

Section 11.01 Amendment. The Charter of the district shall be amended by a majority of the Board of Directors at a meeting duly called in accordance with the Charter. No amendment shall become effective until approved by the Board of County Commissioners of Escambia County, Florida.

ARTICLE XII
REGISTERED AGENT AND ADDRESS

Section 12.01 The name and street address of the initial registered agent is as follows:

Alison P. Rogers, County Attorney
County Attorney's Office
221 Palafox Place, Suite 430
Pensacola, FL 32502

ARTICLE XIII
MISCELLANEOUS

Section 13.01 Status. The district is hereby created as a dependent special district and shall be deemed an instrumentality of Escambia County, a political subdivision of the State of Florida.

Section 13.02 Consistency. It is hereby declared that the creation of the district is consistent with the Escambia County Comprehensive Plan.

Section 13.03 Fiscal Year. The fiscal year of the district shall begin on the first day of October and end on the last day of September in each year.

Section 13.04 Immunity. The District, its directors, officers and employees, when acting for or on behalf of said district, shall have the protection of sovereign immunity as set forth in §768.28, Florida Statutes, to the maximum extent allowed by law.