

**MEMORANDUM**

To: President Jewel Cannada-Wynn and CRA Board Members

From: Susan A. Woolf, City Attorney 

CC: Helen Gibson, CRA Administrator

Date: August 19, 2019

Re: Revision to the Bylaws – Attorney for the CRA

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The Community Redevelopment Agency considered proposed revisions to its Bylaws at the meeting held in July 2019. At that time, the CRA Board voted to table the revisions in order to provide additional time for my office to consider the proposed revisions to sec. 3.4 (Attorney). The purpose of this memorandum is to explain the attached proposed section 3.4 of the Bylaws.

Section 163.356(3)(c) provides that a CRA may hire its own legal counsel.<sup>1</sup> The interlocal agreement between the City and the CRA echoes the statute and provides that the CRA will have the right to obtain legal services from the City Attorney's Office.<sup>2</sup> The Charter instructs that the City Attorney shall provide legal counsel to the boards and commissions of the City.<sup>3</sup> The CRA is one of those boards; the City Council has

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<sup>1</sup> Section 163.356(3)(c) ("For such legal service as it requires, [a CRA] may employ or retain its own counsel and legal staff.").

<sup>2</sup> Interlocal Agreement between the City and the CRA dated September 22, 2017, as revised July 18, 2019, sec. 2.4 ("The Agency will be permitted to utilize . . . the City Attorney's Office to assist in the implementation of the Plans.").

<sup>3</sup> *City Charter*, sec. 5.03 ("The City Attorney shall serve as the chief legal adviser to, and shall represent, elected or appointed officials, boards and commissions, and employees in the course and scope of their official duties or employment, respectively. The City Attorney shall represent the City in legal proceedings and shall perform any other duties prescribed by State law, by this Charter, or by ordinance or resolution.") (emphasis added). In addition, City Charter sec. 4.02(a)(6) provides that "the official legal positions and actions" of the City "shall be solely within the scope and powers and duties of the City Attorney."

appointed itself as the board.<sup>4</sup> Should a conflict arise between the City and the CRA, the City Attorney will recommend the hiring of separate counsel for the City and the CRA as necessary.

Accordingly, the recommended revisions to section 3.4 of the Bylaws are designed to clearly state that the City Attorney's Office is the legal counsel for the CRA, unless the City Attorney has a conflict of interest created by a difference in position between the city staff and the CRA. Further, the revised language provides who determines when a conflict exists and what action occurs if a conflict arises between the City and the CRA.

Please let me know if you have any questions.

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<sup>4</sup> Section 163.356(2) states, "When the governing body adopts a resolution declaring the need for a community redevelopment agency, that body shall, by ordinance, appoint a board of commissioners of the community redevelopment agency . . . ." Section 163.357(1)(a), *Fla. Stat.*, provides that when a governing body declares itself to be the board of the CRA, "all the rights, powers, duties, privileges, and immunities vested by this part in [the CRA] will be vested in the governing body of the county or municipality, subject to all responsibilities and liabilities imposed or incurred."

**Attachment to Memorandum dated August 19, 2019**

**CRA Bylaws Revision to Section 3.4**

**Redline:**

- 3.4 Attorney.** ~~The CRA may appoint a CRA Attorney, who shall be a qualified member of the Florida Bar. As needed to perform legal work for the CRA, the CRA Attorney may consult with outside counsel. Unless otherwise appointed by formal action of the CRA, the~~ The City Attorney's Office shall provide legal services to the CRA underpursuant to the City Charter and the Interlocal Agreement between the CRA and the City. If a conflict between the City and the CRA arises, then the CRA may hire its own legal counsel. Either the CRA or the City Attorney may decide that a conflict exists necessitating the hiring of outside other counsel. If a conflict arises, the CRA may, but is not required, to seek recommendations or other assistance from the City Attorney's Office in the hiring of otheroutside counsel.
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- 3.4 Attorney.** The City Attorney's Office shall provide legal services to the CRA pursuant to the City Charter and the Interlocal Agreement between the CRA and the City. If a conflict between the City and the CRA arises, then the CRA may hire its own legal counsel. Either the CRA or the City Attorney may decide that a conflict exists necessitating the hiring of outside counsel. If a conflict arises, the CRA may, but is not required, to seek recommendations or other assistance from the City Attorney's Office in the hiring of outside counsel.