



CITY OF FORT LAUDERDALE
City Commission Agenda Memo
CRA BOARD MEETING

#25-0552

TO: CRA Chairman & Board of Commissioners
Fort Lauderdale Community Redevelopment Agency

FROM: Rickelle Williams, CRA Executive Director

DATE: August 19, 2025

TITLE: Resolution Rescinding Resolution No. 21-04 (CRA); Approving the Restated and Amended Articles of Incorporation, Amended and Restated By-Laws, Conflict of Interest Policy and Gift Acceptance Policy of Invest Fort Lauderdale, Inc.; Ratifying the Appointment of Board Members, Appointing its Successor; Establishing Qualifications; Authorizing the Executive Director to Execute the Amended and Restated Articles of Incorporation and Any Necessary or Incidental Documents thereto; and Delegating Authority to the Executive Director to Take Certain Actions – **(Commission Districts 2 and 3)**

Recommendation

Staff recommends that the Community Redevelopment Agency (CRA) Board of Commissioners adopt a resolution rescinding Resolution No. 21-04 (CRA); approving amendments to the charter documents - Restated and Amended Articles of Incorporation, Amended and Restated By-Laws approving the Conflict of Interest Policy and Gift Acceptance Policy for Invest Fort Lauderdale, Inc., ratifying the appointment of board members; establishing qualifications; appointing its successor; authorizing the Executive Director to execute the Amended and Restated Articles of Incorporation and any necessary or incidental documents thereto; and delegating authority to the Executive Director to take certain actions.

Background

On December 17, 2019, the CRA Board of Commissioners (CRA Board) approved the establishment of a Northwest-Progresso-Flagler Heights Area Economic Development Corporation (EDC) along with affiliated entities, a Community Development Financial Institution (CDFI) and a Community Development Entity (CDE). The goal of the EDC was to leverage federal and other capital resources, including private and philanthropic, and to assist in creating economic development opportunities throughout the present Northwest-Progresso-Flagler Heights Area (NWPFH).

On April 6, 2021, the CRA Board passed a resolution approving and accepting the charter documents for the EDC called “Invest Fort Lauderdale, Inc.” Following the approval, the

CRA Board appointed five (5) EDC Board members, serving staggered terms. All EDC Board members and appointees had to live, own property, or own a business in the Northwest-Progresso Flagler Heights CRA area.

During the application process for the EDC's 501(c)(3) status, the Internal Revenue Service required that the EDC not be exclusively municipally led, and a re-organization of the corporate entity became necessary. The intent of these revised articles is to dilute CRA control of Invest Fort Lauderdale, Inc.

The initial municipally appointed EDC board of five (5) directors will remain. At the first meeting after the Board of Commissioners of the CRA adopts these Restated and Amended Articles of Incorporation, the initial directors will appoint up to six (6) additional board members. The board will increase to no more than eleven (11) board members, consisting of the five (5) initial directors and up to six (6) new board members appointed by the original five (5). After its initial appointment of Directors, the CRA Board of Commissioners, or its successor, shall have the power to appoint only three (3) directors to serve on the board.

The board shall include three (3) categories of directors:

At-Large Representatives. The board must have at least two (2) at-large directors, but no more than one-third of the total board members. While not required, the board should make a good-faith effort to appoint directors with significant experience in banking and finance - ideally in areas like construction financing, affordable housing, small business lending, or economic development. Alternatively, they may appoint a licensed general contractor or real estate developer with at least five (5) years of experience in the construction industry.

Community Representatives. The board must appoint at least two (2) Community Representatives, but no more than one-third of its total members. These representatives may be chosen from nominees presented by the Flagler Village Civic Association, the Historic Dorsey-Riverbend Homeowners Association, Progresso Village Civic Association, and Flagler Village Homeowners Association (the "Community Associations"). Each Community Association has the right to nominate at least two candidates, who must either reside in the Community, own real estate there, or manage a business within it.

CRA Board Representatives. After the initial board appointments, the CRA Board of Commissioners, or its successor, may appoint three (3) directors. Upon expiration or removal of these directors, the CRA Board may either reappoint them or select replacements. If a vacancy occurs and the CRA Board does not appoint a replacement within 90 days of receiving written notice from the CRA Secretary or the City Clerk of Fort Lauderdale, the remaining qualified board members of Invest Fort Lauderdale, Inc. may appoint a replacement to serve the remainder of the term or a full term for that seat. Only the CRA Board of Commissioners, or its successor, has the authority to remove a CRA-

appointed board member.

The Board of Directors has the authority to modify, update, or repeal these Restated and Amended Articles of Incorporation. However, certain powers cannot be changed without specific approval:

- The CRA's appointment power (or its successor's) must remain unchanged unless the CRA provides written consent.
- The Community Associations' nomination power cannot be revoked or altered without the written consent of the specific Community Association being affected.

All remaining provisions of the current Articles of Incorporation and By-laws, as well as the other charter documents, will remain unchanged. The Amended and Restated By-Laws; the Restated and Amended Articles of Incorporation; the Conflict-of-Interest Policy (unaltered); the Gift Acceptance Policy (unaltered); Resolution No. 21-04; and the new Resolution No. 25- are attached as Exhibits 1-6.

Resource Impact

There is no fiscal impact in fiscal year 2025 associated with this item.

Strategic Connections

This item is a FY 2025 Commission Priority, advancing the Affordable Housing and Economic Development initiative.

This item supports the *Press Play Fort Lauderdale 2029* Strategic Plan, specifically advancing:

- The Housing Focus Area, Goal 2: Enable housing options for all income levels.
- The Business Growth and Support Area, Goal 6: Build a diverse and attractive economy.

This item advances the *Fast Forward Fort Lauderdale 2035* Vision Plan: We Are Community, We Are Prosperous, and We Are United

This item supports the Advance Fort Lauderdale 2040 Comprehensive Plan specifically advancing:

- The Neighborhood Enhancement Focus Area
- The Future Land Use Element
- Goal 2: Sustainable Development: The City shall encourage sustainable, smart growth which promotes social equality, preservation of neighborhood character and compatibility of uses.
- The Housing Element
- Goal 1: The Comprehensive Plan shall support the provision of adequate sites for

future housing, including affordable workforce housing, housing for low-income, very low-income, and moderate-income families, mobile homes, and group home facilities and foster care facilities, with supporting infrastructure and public facilities.

- Goal 2: Be a community of strong, beautiful and healthy neighborhoods.

Attachments

Exhibit 1 – Amended and Restated By-Laws

Exhibit 2 – Restated and Amended Articles of Incorporation

Exhibit 3 – Conflict of Interest Policy

Exhibit 4 – Gift Acceptance Policy

Exhibit 5 – Resolution 21-04

Exhibit 6 – Resolution 25-

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