RESOLUTION NUMBER 26-03

A RESOLUTION AMENDING AND RESTATING RESOLUTION NUMBER 19-03, WHICH AMNDED RESOLTUION NUMBER 12-02, WHICH AMENDED RESOLUTION NUMBER 96-1, WHICH AMENDED RESOLUTION NUMBER 85-1 AS AMENDED BY RESOLUTION NUMBER 86-8 AND RESOLUTION NUMBER 95-1 ADOPTING AND PROMULGATING RULES AND REGULATIONS FOR THE CONDUCT OF MEETINGS AND THE OPERATION OF BUSINESS OF THE KISSIMMEE UTILITY AUTHORITY, CITY OF KISSIMMEE, OSCEOLA COUNTY, FLORIDA

WHEREAS, this Authority has the authority to establish bylaws and procedure for the orderly conduct of its meetings and business as authorized by its Charter; and

WHEREAS, this Authority deems it desirable to adopt and promulgate rules and regulations to govern its meetings and the operation of its usual and overt business for the use, information, and benefit of the Authority and the public; and

WHEREAS, the Authority's Board of Directors finds it necessary and desirable to revise said rules for: (1) participation by members of the general public at Authority Board of Directors meetings; (2) live-streaming of regular and special meetings of the Authority's Board of Directors; and (3) clarification of the eligibility requirements for applicants to the Authority's Board of Directors, with the aspiration of making such participation as beneficial and productive as possible both for the Authority's ratepayers and the Authority itself:

NOW THEREFORE, BE IT RESOLVED BY THE KISSIMMEE UTILITY AUTHORITY, City of Kissimmee, Florida, in regular meeting assembled this 5 day of AUG, 2026, as follows, to- wit:

ARTICLE I - OFFICERS

SECTION 1. The members of the Kissimmee Utility Authority shall as a body be referred to as Board of Directors of the Kissimmee Utility Authority and each of their members shall be referred to as Director. The Utility Director as Chief Executive Officer, shall be referred to and to be known as the President and General Manager of the Kissimmee Utility Authority.

SECTION 2. **Officers.** There shall be a chairperson, a vice- chairperson, a secretary and an assistant secretary, all elected according to Ordinance 1285 of the City of Kissimmee. The officers may succeed themselves.

SECTION 3. **Chairperson.** The Chairperson shall preside at all meetings and public hearings scheduled by the Authority. He or she shall sign all significant documents and contracts exceeding the spending limits approved for the President and General Manager and in general shall act as spokesperson for the Board of Directors and represent the Board of Directors for the Authority.

The Chairperson shall appoint from the Authority any committee deemed desirable to investigate and render reports to the Authority regarding matters under the cognizance of or of interest to the Authority in proper performance of its business.

SECTION 4. **Vice-Chairperson.** The Vice-Chairperson shall serve as Chairperson and perform all the duties of the Chairperson in the absence of or due to the disability of the Chairperson. In the event of the absence, disability, resignation, removal or death of the Chairperson, the Vice-Chairperson shall perform the latter's duties until such time as the Authority shall elect a new Chairperson.

SECTION 5. **Secretary.** The Secretary shall be the custodian of all records of the Authority and of the official seal and shall attest all contracts signed by the Chairperson or Vice-Chairperson of the Authority.

SECTION 6. **Assistant Secretary.** The Assistant Secretary shall serve as Secretary and perform all the duties for the Secretary in the absence of or due to the disability, resignation, removal or death of the Secretary. In the event of any of the foregoing, the Assistant Secretary shall perform the latter's duties until such time as the Authority shall elect a new Secretary.

SECTION 7. **Additional Duties.** The Chairperson, Vice- Chairperson, Secretary, and Assistant Secretary shall perform such other duties and functions as may, from time to time, be required by the Authority, or its Charter.

SECTION 8. **President and General Manager.** As Chief Executive Officer of Kissimmee Utility Authority the day to day operations of the electric utility will be under the direction of the President and General Manager. No director shall become involved in the day to day operations of the utility. The Authority shall develop a job description for the President and General Manager for his direction and guidance. The President and General Manager shall be empowered to sign on behalf of the Authority, routine and recurring reports and documents requested and/or required by the various governmental agencies.

The President and General Manager shall assist the Authority in the preparation of the agenda for the Authority meetings and public hearings; shall prepare or cause to be prepared and send out notices of all regular, special and workshop meetings and public hearings, shall keep or cause to be kept appropriate minutes of all meetings, public hearings of the authority and record all of its proceedings.

The President and General Manger shall be subject to the control of the Board of Directors of the Authority in meeting assembled, but no Director shall otherwise attempt to dictate or to interfere with the President and General Manager or give orders to any officials or employees, or undertake in any manner to direct the utility's affairs, and, if he shall do so, he shall be subject to recommended removal by the Board of Directors to the City Commission.

ARTICLE II - MEETINGS

SECTION 1. **Regular Meetings.** The Authority shall hold regular meetings at least monthly at a time and day as established by the board. Such meetings shall be scheduled on a calendar basis.

SECTION 2. **Special Meetings.** Special meetings of the Authority shall be called by the Chairperson or by the Secretary or upon the written request of any three members of the Authority or by consensus of the Authority present at the time of scheduling such meeting.

SECTION 3. **Workshop Meetings.** Workshop meetings may be scheduled by the Chairperson or by the Secretary upon the written request of any three members of the Authority or by the consensus of the Authority present at the time of scheduling such meeting for the purpose of enabling the Authority to study, investigate, receive briefings, reports, and to discuss subjects relevant to the purpose of such meeting, or other business of the Authority. In no event shall official action be taken by the Authority at any workshop meeting.

SECTION 4. **Notice of Regular, Special, or Workshop Meetings.** Notice of regular or workshop meetings of the Authority and the agendas for such meetings shall be posted, prior thereto, and accessible to the public, in the lobby of the Administrative offices of the Authority. Local representatives of the news media shall be notified at least twenty-four (24) hours prior to any regular or workshop meeting.

Special meetings shall be called as authorized under Section 2 of these bylaws and local representatives of the news media shall be notified at least one (1) hour prior to any such special meeting, if possible, but in no event without as much notice as is possible.

SECTION 5. **Quorum and Procedure.** Any three members of the Authority shall constitute a Quorum for the transaction of business. An Affirmative vote of three (3) members shall be necessary to adopt or approve any official action of the Authority. The passage of all motions shall be taken by a voice vote and the results entered upon the minutes. In the absence of both the Chairperson and Vice-Chairperson, those Directors present constituting a Quorum shall by a majority vote, elect a presiding officer for such meetings.

In the event of a roll call vote on any action of the Authority, the Chairperson shall call first on the non-office holding members of the Authority followed by the Assistant Secretary then the Secretary followed by the Vice-Chairperson and last by the Chairperson.

SECTION 6. **Rule of Attendance.** All Directors of the Authority and designated employees shall attend all meetings and public hearings of the Authority unless prevented from doing so by reasonable cause. The absence of a Director from three consecutive regular meetings of the Authority shall cause the Authority to recommend to the City Commission for the removal of the absent member unless a leave of absence is granted by resolution of the Authority or unless such absence is otherwise approved in advance by the Authority.

SECTION 7. **Order of Business.** The order of business at all meetings shall be as decided by the board.

SECTION 8. **Meetings and Records Open-Exception.** All meetings of the Authority shall be open to the public and all records thereof shall be public records, except as specifically provided by law.

SECTION 9. **Agenda.** An agenda shall be prepared by the President and General Manager or at his direction, listing all matters which shall be taken up by the Authority at any of its meetings. Any matter requested by any director must be placed on the agenda, provided such request is made to the President and General Manager by 10:00 a.m. on Thursday of the week preceding the meeting. The Agenda for a regular meeting shall be prepared by 3:00p.m. on the Friday of the week preceding the regular scheduled meeting, and in no event not less than twenty-four (24) hours prior to the commencement of that or any other meeting, unless the meeting is called on a shorter time basis as an emergency meeting. No subject not specified on the agenda shall be taken up at a regular meeting nor at a special meeting except by the unanimous consent of the Directors of the Authority present.

Anyone wishing to be scheduled to appear on the agenda for any meeting must make a request in writing to the President and General Manager and explain in reasonable detail the subject and reason for such request. Such requests shall be made by 10:00 a.m. on the Thursday of the week prior to the meeting. Anyone so appearing must confine his or her discussion to the subject matter stated in the written request.

SECTION 10. **Live-Streaming of Meetings.** Regular and special meetings of the board may be live-streamed on the web or appropriate social media platform provided the live-streaming meets minimum technical and applicable regulatory standards and is provided at a reasonable cost. In no event shall the Authority be required to live-stream any of its meetings.

ARTICLE III - PUBLIC HEARINGS

SECTION 1. **Public Hearings.** The Authority shall conduct public hearings pertaining to rate changes and the procedure for determining the cost of power adjustment (COPA), and may hold public hearings concerning other business of the Authority as it deems appropriate.

SECTION 2. **Notice of Public Hearing.** Notice of public hearing by the Authority shall be published in a newspaper of general circulation in the City of Kissimmee, Florida, at least ten (10) days prior to the hearing specifying the nature of the public hearing.

SECTION 3. **Participation at Public Hearings.** Any person that wishes to participate in a matter that has been scheduled for public hearing at a Board of Director's meeting shall make a request in writing to the KUA President and General Manager to participate no later than 5:00 p.m. on the Friday of the week prior to the meeting unless other procedural requirements have been issued. All presentations and/or verbal comments made by members of the general public during any public hearing shall adhere and be subject to the requirements set forth in Article V, below.

Notice of the public hearing shall also be posted in the lobby of the administrative offices of the Authority.

ARTICLE IV - DIRECTOR'S EXPENSES INCURRED IN CARRYING ON BUSINESS OF THE AUTHORITY

SECTION 1. **Director's Expenses.** Directors and President and General Manager shall be paid necessary expenses incurred in carrying on and conducting the legitimate business of the Authority subject to the approval of the Chairperson of the Authority. The Chairperson's expenses shall be subject to the approval of the Vice-Chairperson. If expenses are not approved, the individual requesting reimbursement may request review and approval of the Board of Directors.

ARTICLE V - PUBLIC PARTICIPATION

SECTION 1. **General Appearance.** The agenda for regular meetings of the Board of Directors shall reserve a portion of the meeting for members of the public to make comments to the Board of Directors on matters that have not been set forth on the meeting agenda. Any individual that makes comments to the Board of Directors shall adhere to the requirements set forth in this Article V.

SECTION 2. **Public Participation.** Any person may attend Authority meetings, workshops and public hearings except as specifically provided for by law. Any person desiring to address the Board of Directors on any subject matter shall first complete and sign a speaker request form and be recognized by the presiding officer prior to speaking. Upon such recognition the person shall step forward to the podium, with microphone thereon, and shall give his or her name and address in an audible tone for the record, and unless further time is granted by the presiding officer and/or the Board of Directors, shall limit his or her address to three minutes or such additional time as may be deemed appropriate by the presiding officer and/or the Board of Directors. All remarks shall be addressed to the Board of Directors as a body and not to any individual board member thereof. Any person making personal, impertinent or slanderous remarks or who becomes boisterous while addressing the Board of Directors or while attending the Board of Directors meeting may have his or her speaking time cut short and is subject to removal from the room.

SECTION 3. **Speaking time before the Authority.** As provided for in Section 2 of this Article V, above, reasonable time will be allowed to interested persons to speak when authorized to do so in support of or against any relevant matter when being considered by the Authority. The presiding officer may, however, fix a reasonable time or equal time limitations for supporting and opposing parties to speak in order to preclude excessively or respective cumulative remarks. If deemed appropriate by the presiding officer and/or the Board of Directors, groups of individuals holding the same position on an issue may be required to designate a representative to speak on their behalf.

SECTION 4. **"Presiding Officer", Defined.** For purposes of this Article V, the presiding officer shall be the member of the Board of Directors who by virtue of his or her office is designated in KUA's Charter and Bylaws to preside over a given meeting.

ARTICLE VI - CONFLICT OF INTEREST

SECTION 1. **Conflict of Interest of the Directors.** Any Director having a conflict of interest on any matter coming before the Authority shall announce at the start of any discussion on this matter on the record their conflict of interest and the reason for such conflict. This requirement shall be in addition to any other requirements imposed by law.

SECTION 2. **Ineligibility for Appointment.** The KUA Board of Directors finds that any current employee of the Authority, any former employee of the Authority who is receiving a defined benefit pension from the Authority, or any individual employed by or having a contractual relationship with an entity that conducts substantial and continuous business with the Authority would be ineligible to apply for and serve on the Authority's Board of Directors per Florida Statutes, Section 112.313 (7).

ARTICLE VII - APPENDIX

Attached hereto is an Appendix to these bylaws, and made a part hereof. Said Appendix may be used as a guideline in carrying out the Authority Rules and Regulations.

ARTICLE VIII - REPEAL

SECTION 1. All Resolutions and conflicts herewith are hereby repealed.

Dated this 5 day of AUG, 2026.

Chairman

Secretary