SC24-652

In the Supreme Court of Florida

ALACHUA COUNTY, FLORIDA, ET AL.,
Appellants,

v.

FLORIDA PACE FUNDING AGENCY, ET AL.,
Appellees.

ON APPEAL FROM A FINAL BOND VALIDATION JUDGMENT OF THE SECOND JUDICIAL CIRCUIT, LEON COUNTY, FLORIDA
L.T. NO. 2022-CA-1562

AMICUS BRIEF OF THE ATTORNEY GENERAL IN SUPPORT OF APPELLANTS

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IDENTITY OF AMICUS CURIAE AND INTEREST IN THE CASE

The Attorney General submits this brief for the State of Florida as amicus curiae in support of Appellants.

As the initial briefs detail, in this case the Florida PACE Funding Agency (FPFA) pulled a fast one, smuggling into a bond validation order rulings that purport to shield it from consumer-protection regulation by all of Florida's local governments. It obtained the order without notice to the affected parties of that matter of statewide importance. The State has a significant interest in preventing the abuse of bond validation proceedings and in confining those proceedings to their lawful, narrow scope. The circuit court should never have acquiesced to FPFA's gambit. In its final judgment, the court adjudicated collateral matters and improperly curtailed county authority throughout the State.

SUMMARY OF ARGUMENT

Bond validation proceedings are "unique" and "purely statutory." *City of Oldsmar v. State*, 790 So. 2d 1042, 1047–48 (Fla. 2001). Established by Chapter 75, the proceedings are "a special course of legal procedure in the nature of a proceeding in rem as to proposed

bonds, for the purpose of having their validity investigated." *State v. Citrus Cnty.*, 157 So. 4, 5 (Fla. 1934). Given that narrow purpose, a court's jurisdiction in a bond validation proceeding is "sharply limited, almost to the point of insignificance." *State v. City of Sunrise*, 354 So. 2d 1206, 1209–10 (Fla. 1978). The only questions it may consider are those that go "directly to the power to issue," *State v. City of Miami*, 103 So. 2d 185, 186–87 (Fla. 1958), and the "validity or regularity of the issuance of [the] bonds," *Thompson v. Town of Frostproof*, 103 So. 118, 119 (Fla. 1925). A circuit court must deem a bond issuance valid if the issuing entity 1) has authority to incur debt and pledge revenues for the bonds, and 2) complies with Chapter 75's procedural requirements. All other matters are "collateral" and beyond the court's limited jurisdiction. *City of Gainesville v. State*, 366 So. 2d 1164, 1166 (Fla. 1979).

Here, the circuit court strayed well beyond the bounds of its narrowly circumscribed jurisdiction. The court determined that Chapter 75 permits circuit courts to not only confirm that a bond issuance is legally valid but also adjudicate the extent to which the issuing entity's operations can be regulated. According to the court,

it had jurisdiction to consider whether FPFA has "authority to act independently throughout the state" free from regulation because that is "the very authority to issue the bonds contemplated by chapter 75." A.29. But the scope of FPFA's authority to *operate* free from regulation is not equivalent to its authority to *issue bonds*. Whether or not FPFA, for example, must comply with consumer-protection ordinances when servicing customers has no bearing on the legality of its bonds.

The circuit court misapprehended Chapter 75 because it read Section 75.01 in a vacuum, concluding that it was "clear" and so there was "no need" to "resort to tools of statutory construction." A.27. That was a "mistake." *Conage v. United States*, 346 So. 3d 594, 598 (Fla. 2022). Rather than making "a threshold determination of whether a term has a 'plain' or 'clear' meaning in isolation," courts must "exhaust all the textual and structural clues that bear on the meaning of a disputed text." *Id.* When viewing Chapter 75 as a whole—considering its text, context, and statutory history—it is plain that by opining on the authority of counties across Florida to regulate FPFA, the circuit court "inject[ed] collateral matters" which have "no

place" in a bond validation proceeding. *Nat'l Airlines v. Dade Cnty.*, 76 So. 2d 277, 278 (Fla. 1954).

ARGUMENT

I. Section 75.01 codified the circuit courts' longstanding, limited jurisdiction to confirm that a bond issuance complies with the law.

The circuit court primarily relied on Section 75.01 in holding that it had jurisdiction to consider the extent to which counties can regulate FPFA when it operates in their jurisdictions. Under that provision, "[c]ircuit courts have jurisdiction to determine the validation of bonds and certificates of indebtedness and all matters connected therewith." § 75.01, Fla. Stat. That language "must be read in its proper context," *Koons Buick Pontiac GMC, Inc. v. Nigh*, 543 U.S. 50, 60 (2004), and "[s]tatutory history is an important part of this context," *United States v. Hansen*, 599 U.S. 762, 775 (2023). Chapter 75's statutory history demonstrates that Section 75.01 codified courts' historically limited jurisdiction to verify that the legal requisites for issuing bonds are satisfied.

Florida first created statutory proceedings to validate county and municipal bonds in 1911. Ch. 6237, Laws of Fla. (1911);

Thompson, 103 So. at 118. These "special" proceedings are "sui generis" and "unknown to the common law." *City of Miami v. Romfh*, 63 So. 440, 442 (Fla. 1913); *City of W. Palm Beach v. State*, 111 So. 640, 640 (Fla. 1927). The initial version of the statute allowed a State Attorney or the Attorney General to challenge in circuit court the legal validity of county or municipality bond issuances. Ch. 6237, § 2, Laws of Fla. (1911). The petition was filed in the State's name and directed against the county or municipality. *Id.* The circuit court was to determine "all of the questions of law and of fact in said cause." *Id.* § 3. Only "citizen[s] of the State of Florida" who were "resident in [the issuing] county or municipality" could become parties to the proceedings. *Id.*

Four years later, the Legislature substantially revised the statute. Ch. 6868, Laws of Fla. (1915). The revised act addressed the bonds of taxing districts and other political subdivisions, in addition to county and municipality bonds. The act modified the proceedings to give all those entities "the right . . . to determine [their] authority to incur bonded debt . . . and the legality of all proceedings . . . in connection therewith" by filing a petition in circuit court. *Id.* § 1.

Bond validation proceedings thus became a method for the issuing entity to validate its authority to issue the bonds. To that end, the revised act detailed the information that the issuing entity had to include in its petition: 1) the authority for incurring bonded debt; 2) a statement that an election was held and was in favor of the bonds, if required; 3) the ordinances or resolutions authorizing the issuance; and 4) the characteristics of the bonds themselves. *Id.* § 2. The statute also made clear that speed was key: The court was required to "render a final decree with the least possible delay," and review in the Supreme Court was expedited. *Id.* § 3.

The 1925 version of the statute specifically incorporated this Court's interpretation of its predecessor in *Thompson* and *City of Bradentown v. State*, 102 So. 556 (Fla. 1924), both of which had recognized that bond validation proceedings are narrow in scope. *See* §§ 3296–3302, Fla. Rev. Gen. Stat. (1925). The "purpose" of the proceedings was "to put in repose any question of law or fact that may be raised affecting the validity of [the] bonds." *Id.* § 3296. Only questions "go[ing] to the power to issue," the "validity," or the "regularity of the issuance of [the] bonds" could be "properly" raised in the

proceeding. *Id.* The circuit court was only "expressly authorized" to determine the issuing entity's authority to incur bonded debt. *Id.*

A 1927 update to the statute detailed a similarly narrow proceeding. *See* §§ 5106–5112, Comp. Gen. Laws (1927). The purpose of a decree validating the bonds was to settle questions "affecting [the legal] validity" of the bonds themselves. *Id.* § 5106. The "[s]cope of [the] remedy" was limited to "[a]nything affecting [the] authority of [a] political subdivision to issue bonds" or the legality of the issuance. *Id.* The "necessary allegations" in the petition related only to the local government's authority to incur bonded debt and information about the bonds. *Id.* § 5107. The 1927 update reinforced the focus on speedy resolution: It gave bond validation appeals "priority in the Supreme Court over all other civil cases therein pending, except habeas corpus." *Id.* § 5108. Finally, the statute included separate provisions for bond validation proceedings for "drainage, conservation, or reclamation district[s]." *Id.* §§ 5123–5129.

In 1941, the Legislature enacted the contemporary version of the bond validation statute. § 75, Fla. Stat. (1941). The revised statute consolidated §§ 3296-3302, Rev. Gen. Stat., with chapters 10036

(1925) and 12003 (1927) to provide for a single method of validating bonds—regardless of whether the entity was a local government or special district. The history and revision notes indicate that this purpose was accomplished "without making any substantial change in the law itself." § 75, Fla. Stat. (Supp. 1941).

Section 75.01 first appeared in this version of the statute. It provided that: "Circuit courts of this state shall have power and jurisdiction to take cognizance of, try and determine proceedings for the validation of bonds and certificates of indebtedness and all matters connected therewith." § 75.01, Fla. Stat. (1941). The provision was "supplied by the revisers" merely "for the sake of clarity." § 75.01, Fla. Stat. (Supp. 1941). While previous versions of the statute had "show[n]" that circuit courts had "jurisdiction to validate bonds," none had ever "expressly conferred that jurisdiction." *Id.* By adding § 75.01, the revisers simply made that preexisting jurisdictional grant "clear[.]" *Id.*

The Legislature made an additional revision in 1949, amending Chapter 75 to include validation proceedings for bonds issued by

state agencies, commissions, and departments. Ch. 25263, Laws of Fla. (1949). Again, the scope of the proceedings was not expanded.

Then, in 1958, this Court construed the statute, emphasizing the narrow jurisdiction that it grants. In *City of Miami*, Miami sought to validate bonds to fund a waterworks system, and the circuit court "not only decree[d] [the] bonds to be valid and binding obligations of [Miami], but in addition" held that Dade County was "not authorized or permitted to . . . take any action affecting the operation" of the waterworks system. 103 So. 2d at 186–87. On appeal, this Court held that the circuit court lacked jurisdiction to adjudicate Dade County's powers. That was a "collateral matter[] wholly beyond the issues in the validation proceedings," for which the circuit court was "without authority" to address. *Id.* at 190. "It was never intended," the Court explained, for courts to address "issues not going directly to the power to issue the securities and the validity of the proceedings with relation thereto." *Id.* at 188.

A few years later, in 1966, a leading civil procedure treatise echoed *City of Miami*. The treatise stated that bond validation proceedings are "narrow in scope" and "may not be used for the purpose of

deciding collateral issues that do not relate directly to the power to issue bonds or to the validity of the related proceedings." Frank L. Watson & R.G. Cunningham, Jr., Chapter 10, *Florida Civil Practice After Trial*, 567–605 (1966). In a bond validation petition, the treatise went on, the issuing entity need only identify the "charter or other applicable law" under which it exists; "[d]escribe the authority to issue the bonds"; "[d]escribe the enabling resolution" for the bonds; and identify the "source of the revenue . . . pledged to the payment of the bonds." *Id.* at 580. From that information, a circuit court can determine whether the legal requisites for issuing the bonds are satisfied—it can determine whether the issuing entity has authority to incur debt and pledge the identified revenue, and whether the entity complied with the applicable procedural requirements. *See id.* at 577–81.

The next year, in 1967, the Legislature amended Chapter 75—but, once again, made only non-substantive changes to the law. Ch. 67-254, § 25, Laws of Fla. The purpose of the revisions, as reflected in the title and preamble of chapter 67-254, was to "delet[e] provisions contained in [the] 1967 Florida rules of civil procedure, . . .

provisions preempted by or in conflict with said rules, . . . [and] obsolete and unnecessary language" to "simplify procedure . . . by revising all chapters of the Florida Statutes relating to civil procedure." *Id.*; *see also City of Oldsmar*, 790 So. 2d at 1048 n.6. By reenacting Chapter 75 without substantively changing Section 75.01, the Legislature ratified the longstanding interpretation of the statute reflected in *City of Miami* and decades of tradition.[1] *See* Antonin Scalia & Bryan Garner, *Reading Law: The Interpretation of Legal Texts* 322 (2012).

Since then, the Legislature has not amended Section 75.01.

II. The circuit court exceeded its jurisdiction in declaring that counties lack power to regulate FPFA when it does business in their jurisdictions.

The circuit court ruled that FPFA has authority to operate free from county regulation throughout the entire state of Florida. A.27–29, 85, 108–12, 121–22. In concluding that it had jurisdiction to resolve that issue, the court gave significant weight to the phrase "all

[1] Before and after the 1967 revision, Section 75.01 granted jurisdiction over bond "validation . . . and all matters connected therewith." The revision simply cut wordy and unnecessary language. *Compare* § 75.01, Fla. Stat. (1941), *with* § 75.01, Fla. Stat. (1967).

matters connected therewith" in Section 75.01. It held that the phrase permitted it to adjudicate all matters related to FPFA's authority to operate, since such authority affects FPFA's ability to raise revenue for its bonds. A.29. But Chapter 75's text, context, and history belie that expansive reading, demonstrating that the statute allows courts to address a matter only if the legality of the bond issue depends on it. And the scope of FPFA's authority to operate free from regulation is irrelevant to whether its bonds satisfy the requirements of Florida law.

A. Section 75.01—titled "Jurisdiction"—reads: "Circuit courts have jurisdiction to determine the validation of bonds and certificates of indebtedness and all matters connected therewith." § 75.01, Fla. Stat. That language should be given its "plain and ordinary meaning at the time of the statute's enactment." *Tsuji v. Fleet*, 366 So. 3d 1020, 1028 (Fla. 2023) (citation omitted).

Section 75.01 was enacted in 1941 and reenacted in 1967. *Supra* at 7–8, 10–11. In the years preceding that reenactment, this Court had construed the statute as granting jurisdiction to address only matters that "go[] directly to . . . the power to issue [bonds] and

the validity of the proceedings with relation thereto." *City of Miami*, 103 So. 2d at 188–90; *Town of Medley v. State*, 162 So. 2d 257, 259 (Fla. 1964) (Chapter 75 permits courts to "determin[e] whether the issuing body has the power to act and whether it exercised that power in accordance with law."); *State v. Manatee Cnty. Port Auth.*, 171 So. 2d 169, 171 (Fla. 1965) ("The function of a validation proceeding is merely to settle the basic validity of the securities and the power of the issuing agency to act[.]"). The language "all matters connected" with bond "validation," in other words, was understood as referring to matters that bear on whether an issuance has "the requisites to enable it to be recognized and enforced by law." *Thompson*, 103 So. at 118. Bonds were deemed valid if the issuing entity had authority to incur debt and pledge revenue for the bonds, and the entity complied with Chapter 75's procedural requirements. *See, e.g.*, *Manatee Cnty.*, 171 So. 2d at 170–71.

This Court's interpretation of Section 75.01 in those decisions is not only consistent with Chapter 75's statutory history, *supra* at 4–11, but also highly probative of the statute's meaning at the time of enactment. For one thing, the Legislature reenacted the statute

soon after the decisions—in 1967—without substantively altering its text. Before and after 1967, Section 75.01 granted circuit courts jurisdiction over bond "validation . . . and all matters connected therewith." § 75.01, Fla. Stat. (1949); § 75.01, Fla. Stat. (1967). Because the Legislature chose to "use[] words that ha[d] already received authoritative construction by th[is] jurisdiction's court of last resort," the words "are to be understood according to [that] construction." *Reading Law* at 322 (explaining the prior-construction canon); *Fla. Highway Patrol v. Jackson*, 288 So. 3d 1179, 1182–83 (Fla. 2020) (applying the canon).

For another, in the years after 1967, this Court continued to understand Section 75.01 as permitting circuit courts to adjudicate "only issues going directly to the power to issue the securities and the validity of the proceedings with relation thereto." *Speer v. Olson*, 367 So. 2d 207, 210 (Fla. 1978) (citing *City of Miami*); *accord Wald v. Sarasota Cnty. Health Facilities Auth.*, 360 So. 2d 763, 769 (Fla. 1978); *City of Gainesville*, 366 So. 2d at 1166; *DeSha v. City of Waldo*, 444 So. 2d 16, 17–18 (Fla. 1984); *City of Sunrise v. Town of Davie*, 472 So. 2d 458, 459 (Fla. 1985); *see also Dist. of Columbia v. Heller*,

554 U.S. 570, 610–14 (2008) (examining post-enactment decisions interpreting the Second Amendment to discern its original meaning); *S.D. Warren Co. v. Maine Bd. of Env't Prot.*, 547 U.S. 370, 376 (2006) (same in the statutory context).

That historical understanding of the statute is correct. It accords with Section 75.01's text and surrounding context. When the statute is read as "a consistent whole," *Forsythe v. Longboat Key Beach Erosion Control Dist.*, 604 So. 2d 452, 455 (Fla. 1992), bond "validation . . . and all matters connected therewith," § 75.01, Fla. Stat., refers only to issues that go directly to whether the legal requisites for issuing bonds are satisfied.

To validate—as this Court first pointed out nearly a century ago—means "to make valid." *Thompson*, 103 So. at 118. Something is valid if it is "efficacious," "executed with the proper formalities," or "sustainable and effective in law as distinguished from that which exists or took place in fact . . . but has not the requisites to enable it to be recognized and enforced by law." *Id.* So by granting circuit courts jurisdiction over bond "validation," Section 75.01 allows them to determine whether bonds are being issued according to law.

Section 75.01's remaining language—"and all matters connected therewith"—must take its meaning from the surrounding statutory context. The phrase is "essentially 'indeterminate' because connections, like relations, 'stop nowhere.'" *Maracich v. Spears*, 570 U.S. 48, 59–60 (2013) (quoting *N.Y. State Conf. of Blue Cross & Blue Shield Plans v. Travelers Ins. Co.*, 514 U.S. 645, 655 (1995)). That "context sensitive" phrase, *Dubin v. United States*, 599 U.S. 110, 119 (2023), cannot be interpreted in a vacuum or with "uncritical literalism," *N.Y. State Conf.*, 514 U.S. at 656. Instead, courts must look to the surrounding text, "the structure of the statute[,] and its other provisions." *Maracich*, 570 U.S. at 60; *see also Dubin*, 599 U.S. at 120 (When "key terms" are "indeterminate, the next step is to look to their surrounding words.").

That is how this Court has approached "connected therewith" in other contexts. The phrase is also found in Article III, Section 6 (the legislative single-subject rule) and Article XI, Section 3 of the Florida Constitution (the constitutional amendment single-subject rule). Art. III, § 6, Fla. Const.; Art. XI, § 3, Fla. Const. And the Court's construction of the phrase in those provisions has depended on

context. In construing it, the Court has focused on the function each provision serves, the structure of the Constitution, and the surrounding context. *See Franklin v. State*, 887 So. 2d 1063, 1073 (Fla. 2004); *Fine v. Firestone*, 448 So. 2d 984, 988 (Fla. 1984).

Here, Chapter 75's statutory context "strongly suggest[s]" that the phrase "all matters connected therewith" has "a precise and narrow application." *Jarecki v. G. D. Searle & Co.*, 367 U.S. 303, 307 (1961). The provisions surrounding Section 75.01 all contemplate narrow validation proceedings that address only a handful of issues. "[A]ll matters connected therewith" cannot be read as expanding the scope of those proceedings, particularly since Section 75.01 was added to Chapter 75 solely to clarify circuit courts' existing jurisdiction, which was already reflected in the rest of the chapter and in years of tradition. *See* § 75.01, Fla. Stat. (Supp. 1941); *supra* at 8.

Start with Section 75.02. This provision defines who may be a plaintiff and the scope of bond validation proceedings. *See* § 75.02, Fla. Stat. The plaintiff—a county, municipality, taxing district, or other political subdivision—"may determine *its authority to incur bonded debt* . . . and the *legality of proceedings in connection*

therewith, including" proceedings it undertook to authorize the "assessment" and "collection" of taxes that it is pledging as revenue for the bonds. *Id.* (emphasis added).

The meaning of "proceedings in connection therewith" is further illuminated by Section 75.03, which provides that as a "condition precedent" to bringing a complaint for bond validation, the plaintiff must hold "an election" to authorize the issuance or, if permitted, "adopt an ordinance, resolution or other proceeding" providing for the issuance of the bonds "in accordance with law." § 75.03, Fla. Stat. The plaintiff, in other words, must follow the appropriate procedures for exercising its authority to incur debt and pledge tax revenues to pay the debt. If, for example, the plaintiff has failed to "adopt an ordinance, resolution or other proceeding" providing for the assessment and collection of the tax that it is pledging as revenue, then its pledge—and the bond issuance—is legally invalid. *See id.* Those are the proceedings *connected* to the plaintiff's authority to issue bonds.

Next, Section 75.04—titled "Complaint"—sets out the matters that "must be alleged and proved" during the bond validation proceeding. *City of Sunrise*, 354 So. 2d at 1210 n.5. They include only

matters directly related to the legal validity of the bonds: "the plaintiff's authority for incurring bonded debt," the results of any election held, any ordinance or resolution authorizing the issue, and details about the bonds. § 75.04(1), Fla. Stat.

Section 75.05, for its part, requires the court to issue an order to show cause why the complaint for validation should not be granted against the defendants, who are defined as "the state and the several property owners, taxpayers, citizens and others having or claiming *any right, title or interest in property* to be affected by the issuance of bonds." § 75.05(1), Fla. Stat. (emphasis added). And section 75.07 provides that only "property owner[s], taxpayer[s], citizen[s] or person[s] interested may become a party to the action." § 75.07, Fla. Stat. This Court, interpreting that provision, has held that a "person interested" is "anyone who has a justiciable interest in a bond validation proceeding because he or she stands to *gain or lose something as a direct result of the bond issuance*." *Rich v. State*, 663 So. 2d 1321, 1324 (Fla. 1995) (emphasis added); *see also Reading Law* at 195 (explaining that "[a]ssociated words"—such as property owners, taxpayers, and persons interested in Sections 75.05 and 75.07—"bear on

one another's meaning"). Reading the two provisions together, a defendant or intervenor must have a property interest in the issuance of the bonds, whether because his property will be taxed or otherwise affected by the issuance. *See Rich*, 663 So. 2d at 1324.

Thus, under Sections 75.05 and 75.07, persons "affected" by or "interested" in the judgment are those with an interest *in property* that the bonds will impact. *See Boatright v. City of Jacksonville*, 158 So. 42, 56–57 (Fla. 1934) (only questions that "directly affect [the defendants'] property rights" are properly raised). By specifying that only persons or entities with an affected property interest may be party to the action, these provisions corroborate that validation proceedings are narrow. Matters related to the plaintiff's relationship with government bodies that lack a property interest, for example, are beyond the scope of the proceedings.

Finally, Section 75.08 reinforces that courts have narrow jurisdiction by "provid[ing] for a speedy disposition" of bond validation proceedings. *City of Miami*, 103 So. 2d at 188. It authorizes direct review of bond validation orders in the Supreme Court and incorporates the Florida Rules of Appellate Procedure. § 75.08, Fla. Stat.

Those rules recognize "the necessity for prompt and expeditious disposition of bond validation proceedings," *City of Oldsmar*, 790 So. 2d at 1049, by creating "expedited procedures" for review, Comm. Notes, Fla. R. App. P. 9.110(i); Comm. Notes, Fla. R. App. P. 9.330(c). For example, the appellant's initial brief in a bond validation appeal is due within 20 days of filing the notice (as opposed to the standard 70 days). *Compare* Fla. R. App. P. 9.110(i), *with* Fla. R. App. P. 9.110(f). Broadly construing "all matters connected therewith" would "handicap [validation proceedings'] speedy and efficient disposition," "defeat[ing] the purpose of" Section 75.08. *City of Miami*, 103 So. 2d at 188. And the Court should not lightly conclude that the Legislature intended matters of vast, statewide significance unconnected to the legality of the bonds themselves to be adjudicated in such summary proceedings.

In short, Sections 75.02, 75.03, 75.04, 75.05, 75.07, and 75.08 all contemplate bond validation proceedings addressing only 1) whether the plaintiff has legal authority to issue the bonds—that is, whether it has authority to incur debt and pledge revenue for the

bonds—and 2) whether the plaintiff satisfied the procedural requirements for issuance.

Read alongside those provisions, and Chapter 75's statutory history, "all matters connected therewith" in Section 75.01 is most naturally read as catchall language, which ensures that circuit courts have the power to adjudicate the specific matters contemplated by the rest of Chapter 75, such as the plaintiff's "authority to incur bonded debt," and "the legality of [the] proceedings" it conducted to issue the debt. § 75.02, Fla. Stat. The "general language of [that] catchall phrase"—supplied merely to clarify courts' longstanding jurisdiction, § 75.01, Fla. Stat. (Supp. 1941)—"must . . . give way to specific express provisions." *Harrison v. PPG Indus.*, 446 U.S. 578, 589 n.6 (1980); *see also Ali v. Fed. Bureau of Prisons,* 552 U.S. 214, 226 (2008) (Thomas, J.) (explaining that text is sometimes included to "remove any doubt" about the scope of a provision); *Fort Stewart Schs. v. Fed. Lab. Rels. Auth.*, 495 U.S. 641, 646 (1990) (Scalia, J.) (Text can be "inserted out of an abundance of caution—a drafting imprecision venerable enough to have left its mark on legal Latin (*ex abundanti cautela*).").

B. The circuit court thus misapprehended Section 75.01. Because it deemed that provision to be "clear," it considered neither "tools of statutory construction" nor Chapter 75's context and history. A.27. That evidence demonstrates that the statute allows circuit courts only to confirm the legal validity of a bond issuance.

The extent to which an entity can operate free from regulation does not go directly to whether the legal requisites for the bond issuance are satisfied. *See City of Miami*, 103 So. 2d at 190 (holding that a county's power to regulate the issuing entity's property was a collateral matter). This case proves the point. The scope of a county's power to regulate FPFA within its jurisdiction says nothing about the validity of the bonds. Take Palm Beach County's consumer-protection ordinance, which gave borrowers a 3-day right to cancel financings and required FPFA to make certain disclosures. A.1006–14. Whether FPFA must comply with this ordinance when servicing customers has no bearing on the validity of its bonds. Regardless of the ordinance, FPFA had legal authority to incur the bonded debt and pledge its special assessments as revenue, and it complied with the

relevant procedural requirements in issuing the bonds. Init. Br. Palm Beach & Polk Cnty. at 38; Init. Br. Alachua Cnty. at 29–30, 47.[2]

C. Finally, even if Section 75.01 were ambiguous, the circuit court's reading must be rejected to avoid "constitutional quandaries." *State v. Giorgetti*, 868 So. 2d 512, 518 (Fla. 2004). Under the Florida Constitution, each law the Legislature enacts "shall embrace but one subject and matter properly connected therewith." Art. III, § 6, Fla. Const. That single-subject rule requires that "all provisions in the body of the act be 'properly connected' to the single subject." *Franklin*, 887 So. 2d at 1077. A provision is "properly connected" if it has a "natural or logical" connection to the subject, is "necessary" to the subject, or "tends to make effective or promote" the subject. *Id.* at 1078.

The subject of the act establishing Section 75.01 is clear: Bond validation. Ch. 67-254, § 25, Laws of Fla. So the connected matters that the circuit court has jurisdiction to adjudicate must at the very

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[2] The circuit court heavily relied on *Keys Citizens for Responsible Gov't, Inc. v. Fla. Keys Aqueduct Auth.*, 795 So. 2d 940 (Fla. 2001). *See* A.29–30. But that case considered the validity of an ordinance underlying the bonds—not another local government's authority to regulate the plaintiff's operations.

least have a "natural or logical" relationship to the bond validation. And it is a serious question whether a determination of any matter affecting a bond issuance—like a county's authority to regulate the issuer's operations—is "naturally" connected to a determination of the issuer's authority to *issue* bonds. FPFA's authority to issue bonds is defined by statute and easily cognizable. *See* § 163.08, Fla. Stat. By contrast, whether a county can regulate FPFA's operations is a broad and complex inquiry—implicating subjects (such as county home rule) that have no business being adjudicated in a limited bond validation proceeding. The Court should construe the statute to avoid that constitutional question. *See State ex rel. Flink v. Canova*, 94 So. 2d 181, 184–85 (Fla. 1957); *Slayton v. Shumway*, 800 P.2d 590, 595 (Ariz. 1990); *see generally* Daniel N. Boger, Note, *Constitutional Avoidance: The Single Subject Rule as an Interpretive Principle*, 103 Va. L. Rev. 1247 (2017).

CONCLUSION

This Court should reverse the circuit court and hold that the portions of the Final Judgment identified by the Appellants are void.

Respectfully submitted,

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CERTIFICATE OF COMPLIANCE

I certify, under Florida Rule of Appellate Procedure 9.045(e), that this brief complies with the applicable font and word-count requirements. It was prepared in Bookman Old Style 14-point font, and it contains 4,987 words.

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CERTIFICATE OF SERVICE

I certify that a true and correct copy of the foregoing has been served by the Florida Courts E-Filing Portal, or by email, on June 17, 2024, to all counsel of record, including:

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