

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF FLORIDA**

WALT DISNEY PARKS AND RESORTS U.S., INC.,

Plaintiff,

v.

RONALD D. DESANTIS, in his official capacity as Governor of Florida; MEREDITH IVEY, in her official capacity as Acting Secretary of the Florida Department of Economic Opportunity; MARTIN GARCIA, in his official capacity as Chair and Board Member of the Central Florida Tourism Oversight District; CHARBEL BARAKAT, in his official capacity as Vice Chair and Board Member of the Central Florida Tourism Oversight District; BRIAN AUNGST, JR., in his official capacity as Board Member of the Central Florida Tourism Oversight District; RON PERI, in his official capacity as Board Member of the Central Florida Tourism Oversight District; BRIDGET ZIEGLER, in her official capacity as Board Member of the Central Florida Tourism Oversight District; and GLENTON GILZEAN, JR., in his official capacity as Administrator of the Central Florida Tourism Oversight District,

Defendants.

Case No.
4:23-cv-00163-AW-MJF

SECOND AMENDED COMPLAINT

FOR DECLARATORY AND INJUNCTIVE RELIEF

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Plaintiff Walt Disney Parks and Resorts U.S., Inc. (“Disney” or the “Company”), the owner and operator of the Walt Disney World Resort (“Walt Disney World”) in Central Florida, alleges in support of its Second Amended Complaint for Declaratory and Injunctive Relief¹ as follows:

INTRODUCTION

“[T]his all started, of course, with our parents’ rights bill.”
—Governor Ronald D. DeSantis, May 5, 2023.

1. For more than half a century, Disney has made an immeasurable impact on Florida and its economy, establishing Central Florida as a top global tourist destination and attracting tens of millions of visitors to the State each year. People and families from every corner of the globe have traveled to Walt Disney World because of the unrivaled guest experience it provides and the deep emotional connection that generations of fans have with Disney’s timeless stories and characters.

2. A targeted campaign of government retaliation—orchestrated at every step by Governor DeSantis as punishment for Disney’s protected speech—now threatens Disney’s business operations, jeopardizes its economic future in the

¹ Pursuant to Federal Rule of Civil Procedure 15(a)(2), all Defendants have provided written consent to this amendment. *See* Fed. R. Civ. P. 15(a)(2); Order Denying Without Prejudice Plaintiff’s Motion to Amend, ECF No. 86 at n. 1 (“Under Federal Rule of Civil Procedure 15(a)(2), leave to amend is not required if the other parties consent to the amendment.”).

region, and violates its constitutional rights.

3. The Governor and his allies have made clear they do not care and will not stop. The Governor declared that he planned “to look at things like taxes on the hotels,” “tolls on the roads,” “developing some of the property that the district owns” with “more amusement parks,” and even putting a “state prison” next to Walt Disney World. “Who knows? I just think the possibilities are endless,” he said.

4. Disney regrets that it has come to this. But having exhausted efforts to seek a resolution, the Company is left with no choice but to file this lawsuit to protect its cast members, guests, and local development partners from a relentless campaign to weaponize government power against Disney in retaliation for expressing a political viewpoint unpopular with certain State officials.

5. Disney is enormously proud of the foundational role it has played in creating Central Florida’s tourism industry. The Reedy Creek Improvement District (“RCID” or the “District”), Disney’s local governing jurisdiction, was integral to its success from the beginning—in 1967.

6. Fast forward five decades, and Disney today is an unparalleled engine for economic growth in the State. Among other distinctions, Disney is one of Central Florida’s largest taxpayers, with more than \$1.1 billion paid in state and

local taxes last year. Disney is also one of the largest employers in the State, with more than 75,000 cast members.

7. The State of Florida has flourished in the years since Walt Disney himself surveyed many acres of swampland in 1963 and dreamed the possibility of Walt Disney World. Florida's elected officials have long understood how consequential Disney is to the State's economy and future, just as Disney has sought to be a constructive, responsible, and charitable Florida resident.

8. Governor DeSantis and his allies paid no mind to the governing structure that facilitated Reedy Creek's successful development until last year, when the Governor decided to target Disney. There is no room for disagreement about what happened here: Disney expressed its opinion on state legislation and was then punished by the State for doing so.

9. Governor DeSantis announced that Disney's statement had "crossed the line"—a line evidently separating permissible speech from intolerable speech—and launched a barrage of threats against the Company in immediate response. Since then, the Governor and the State Legislature have installed the Governor's handpicked local government regulators to employ the machinery of the State in a coordinated campaign to damage Disney's ability to do business in Florida. State leaders have not been subtle about their reasons for government intervention. They have proudly declared that Disney deserves this fate because of

what Disney said. Indeed, reaffirming the unequivocal intent of his retribution campaign and trumpeting its perceived success, Governor DeSantis celebrated: “Since our skirmish last year, Disney has not been involved in any of those issues. They have not made a peep.”

10. This is as clear a case of retaliation and weaponization of government as this Court is ever likely to see.

11. At the Governor’s behest, the State Legislature first voted to dissolve the long-standing RCID, then ultimately voted to give near-complete control of RCID to the Governor himself. As the Florida representative who introduced the Reedy Creek dissolution bill declared to the Florida House State Affairs Committee: “You kick the hornet’s nest, things come up. And I will say this: You got me on one thing, this bill does target one company. It targets The Walt Disney Company.”

12. Disney has never wanted a fight with the Florida government. Disney planned to invest over \$17 billion in Walt Disney World over the next decade. The Company estimated that those investments would create 13,000 new Disney jobs in that same 10-year time period. The Company therefore sought to de-escalate the matter for nearly a year, trying several times to spark a productive dialogue with the DeSantis Administration. To no avail.

13. Disney takes seriously its responsibility to shareholders, employees,

and the many residents and local businesses in Central Florida whose livelihoods depend on Walt Disney World. And Disney now is forced to defend itself against a State weaponizing its power to inflict political punishment.

14. It is a clear violation of Disney's federal First Amendment rights for the State to inflict a concerted campaign of retaliation because the Company expressed an opinion with which the government disagreed.

15. Disney finds itself in this regrettable position because it expressed a viewpoint the Governor and his allies did not like. Disney wishes that things could have been resolved a different way. But Disney also knows that it is fortunate to have the resources to take a stand against the State's retaliation—a stand smaller businesses and individuals might not be able to take when the State comes after them for expressing their own views. In America, the government cannot punish you for speaking your mind.

PARTIES

16. Walt Disney Parks and Resorts U.S., Inc. is a Florida corporation with its principal place of business in Orange County, Florida. Disney owns and operates Walt Disney World in Central Florida. Guests from around the world visit to enjoy a Disney vacation, where family members of all ages laugh, play, and learn together.

17. Defendant Ronald D. DeSantis is the Governor of Florida. Governor

DeSantis called on the Legislature to pass bills to punish Disney for its speech—among others, a bill dissolving the Reedy Creek Improvement District (“RCID” or the “District”), and another installing a Governor-selected oversight board. He signed into law Senate Bill 4C (2022) and House Bill 9B (2023) and appointed the members of the newly constituted Central Florida Tourism Oversight District (“CFTOD” or the “District”) board, Disney’s local regulator. Fla. Const., art. IV, § 1; Senate Bill 4-C, Fla. Laws ch. 2022-266 (amending Fla. Stat. § 189.0311) (“Senate Bill 4C”); House Bill 9-B, Fla. Laws ch. 2023-5 (“House Bill 9B”); Fla. Laws ch. 2023-5 (“CFTOD Charter”) § 4(1). He is sued in his official capacity.

18. Defendant Meredith Ivey is the Acting Secretary of the Florida Department of Economic Opportunity. Acting Secretary Ivey serves as the head of the Florida Department of Economic Opportunity. Fla. Stat. § 20.60(2). The Florida Department of Economic Opportunity is authorized by statute to maintain the Official List of Special Districts, which includes all special districts in Florida. Fla. Stat. § 189.061(1)(a), (2); *see id.* § 189.012(1). The Secretary of the Florida Department of Economic Opportunity is appointed by the Governor, reports to the Governor, and serves at the pleasure of the Governor. Fla. Stat. § 20.60(2). She is sued in her official capacity.

19. Defendant Martin Garcia is a member and Chair of the Central Florida Tourism Oversight District board. The board is CFTOD’s governing body, has

“controlling authority over the district,” and exercises the District’s statutory powers. *See* CFTOD Charter § 4(1). Chair Garcia was appointed by the Governor. *Id.* He is sued in his official capacity.

20. Defendant Charbel Barakat is a member and Vice Chair of the Central Florida Tourism Oversight District board. Barakat was appointed by the Governor. He is sued in his official capacity.

21. Defendant Brian Aungst, Jr. is a member of the Central Florida Tourism Oversight District board. Aungst was appointed by the Governor. He is sued in his official capacity.

22. Defendant Ron Peri is a member of the Central Florida Tourism Oversight District board. Peri was appointed by the Governor. He is sued in his official capacity.

23. Defendant Bridget Ziegler is a member of the Central Florida Tourism Oversight District board. Ziegler was appointed by the Governor. She is sued in her official capacity.

24. Defendant Glenton Gilzean, Jr. is the District Administrator of the Central Florida Tourism Oversight District. The CFTOD board appoints the District Administrator and can remove him by vote at any time. *See* CFTOD Charter § 4(6)(b). The District Administrator is “in charge of the day-to-day operations of the district subject to the board of supervisor’s direction and policy

decisions.” *Id.* He is sued in his official capacity.

JURISDICTION AND VENUE

25. This Court has subject-matter jurisdiction under 28 U.S.C. §§ 1331 and 1343 because this action arises under the United States Constitution and federal law.

26. This Court has authority to grant relief under the Declaratory Judgment Act, 28 U.S.C. §§ 2201, 2202, and 28 U.S.C. § 1343(a) and 42 U.S.C. § 1983.

27. In addition, this Court has authority to issue injunctive relief under the All Writs Act, 28 U.S.C. § 1651.

28. This Court’s jurisdiction is properly exercised over Defendants in their official capacities, as Disney is seeking declaratory and injunctive relief only. *Ex parte Young*, 209 U.S. 123 (1908).

29. This Court has personal jurisdiction over Defendants, and venue is proper in this District pursuant to 28 U.S.C. § 1391, because a substantial part of the events giving rise to this claim occurred in this District.

30. There is an actual and justiciable controversy between Disney and Defendants, of sufficient immediacy and concreteness relating to the parties’ legal rights and duties to warrant relief under 42 U.S.C. § 1983 and 28 U.S.C. §§ 2201 and 2202, because Senate Bill 4C and House Bill 9B constitute a present and

continuing infringement of Disney’s constitutional rights.

FACTUAL BACKGROUND

A. THE REEDY CREEK IMPROVEMENT DISTRICT HAS BENEFITED FLORIDA AND ITS RESIDENTS FOR DECADES

31. In 1963, Walt Disney looked down on acres of undeveloped Central Florida land from an airplane seat and saw potential. Disney quickly acquired title or options for over 27,000 acres of land, comprising roughly 43 square miles in Central Florida.

32. In 1966, the State created the Reedy Creek Drainage District, which allowed Disney, the largest landowner, to begin the effort of draining and reclaiming land so that actual site construction would be possible. The following year, the Florida Legislature expanded the scope of the district’s authority, establishing the Reedy Creek Improvement District. *See* Fla. Laws ch. 67-764 (“Reedy Creek Enabling Act”).

33. In the Reedy Creek Enabling Act, the Legislature recognized that “the economic progress and well-being of the people of Florida depend in large measure upon the many visitors and new residents who come to Florida,” Reedy Creek Enabling Act at 4, and, to that end, the Legislature granted RCID powers, functions, and authorities necessary to foster “a recreation-oriented community” that would “enable enterprises” to “undertake” “a broad and flexible program of experimentation and development.” *Id.* at 5. RCID was tasked with “provid[ing]

for the reclamation, drainage and irrigation of land,” “water and sewer systems and waste collection and disposal facilities,” “public transportation and public utilities,” and “streets, roads, [and] bridges.” *Id.* The Legislature determined that the purposes of the act could not “be realized except through a special taxing district having the[se] powers.” *Id.* at 6.

34. In 1968, the State of Florida challenged RCID’s power to issue drainage bonds. *See State v. Reedy Creek Improvement Dist.*, 216 So. 2d 202 (Fla. 1968). The State argued that, because Disney was the largest landowner in RCID, the water control improvements funded by the bonds would impermissibly put public funds to a private purpose. *Id.* at 205. The Florida Supreme Court rejected the challenge, finding that RCID served a *public* purpose. In particular, it concluded that the purpose of RCID was “essentially and primarily directed toward encouraging and developing tourism and recreation for the benefit of citizens of the state and visitors to the state generally.” *Id.* at 205-206.

35. The Florida Supreme Court also confirmed that the Legislature had properly established RCID, explaining that “the Legislature in the exercise of its plenary authority may create a special improvement district encompassing more than one county and possessing multi-purpose powers essential to the realization of a valid public purpose.” *Id.* at 206. The Court further emphasized that while RCID’s powers over land use and economic development were broad, they were

not “commensurate in scope with those characteristic of a local municipal government” and were not “a mere subterfuge to avoid the creation of a municipality.” *Id.* at 206.

36. In the decades that followed, RCID has played a critical role in providing vital services for tourism in Central Florida. RCID enforces building codes, provides emergency services, and offers utilities—subject to the oversight of state and federal regulators. Under state law, special district board meetings are open to the public and districts provide reasonable notice of and produce minutes of each meeting; these records are open for public inspection. *See Fla. Stat.* § 286.011(1), (2). In a 2004 report, Florida’s Office of Program Policy Analysis & Government Accountability concluded that RCID was meeting “the public purpose expressed in its special act[.]”²

37. Today, the area formerly governed by RCID (now governed by CFTOD) encompasses approximately 25,000 acres of land and covers portions of Orange and Osceola Counties. The District employs hundreds of employees responsible for stewarding the land consistent with environmental regulations and public safety. The District has built 134 miles of roadways and 67 miles of

² OFF. PROG. POL’Y ANALYSIS & GOV’T ACCOUNTABILITY, CENTRAL FLORIDA’S REEDY CREEK IMPROVEMENT DISTRICT HAS WIDE-RANGING AUTHORITY 9, Report No. 04-81 (Dec. 2004), <https://oppaga.fl.gov/Documents/Reports/04-81.pdf>.

waterways. It has managed 60,000 tons of waste. It recycles 30 tons of aluminum, paper, steel cans, cardboard, and plastic containers every year. It uses thousands of vendors, suppliers, and contractors to provide a high level of public services for visitors.

38. Disney is the primary landowner in the District and, as a result, is its largest taxpayer. For the 2022 fiscal year, Disney-owned land constituted 87.7% of the total taxable assessed value within the District.³

39. Like many other special districts in Florida, RCID board members were, until recently, elected on the basis of property ownership within the District. As RCID's largest landowner and taxpayer, Disney naturally had substantial input into RCID's acquisition of property, development of transportation facilities, operation of public utilities, and issuance of revenue bonds, among other things. Disney, since the beginning, was the primary contributor to the unprecedented success of RCID's development objectives.

B. DISNEY PUBLICLY COMMENTS ON HOUSE BILL 1557

40. The Florida Legislature passed the Parental Rights in Education Act (“House Bill 1557”) in March 2022.⁴

³ REEDY CREEK IMPROVEMENT DISTRICT, ANNUAL FINANCIAL REPORT 51 (Feb. 7, 2022), <https://www.rcid.org/document/2021-rcid-annual-financial-report>.

⁴ Committee Substitute for House Bill 1557 (2022), Fla. Laws ch. 2022-22 (amending Fla. Stat. § 1001.42).

41. The public discussion before and after the bill’s passage was robust not only in Florida, but across the country. Commentary came from all corners, including “leaders of global corporations” and “editorial boards of major newspapers.”⁵

42. As a Florida corporation and taxpayer with tens of thousands of Florida-based employees, Disney took an interest in the bill. On March 9, the then-CEO of Disney’s parent company, The Walt Disney Company, called Governor DeSantis personally to express the Company’s concern.

43. Governor DeSantis recounts thinking that “it was a mistake for Disney to get involved” and telling Disney’s then-CEO, “‘You shouldn’t get involved[;] it’s not going to work out well for you.’”⁶

44. On March 10, Governor DeSantis’s campaign sent an email accusing “Woke Disney” of “echoing Democrat propaganda.”⁷

⁵ Matt Laviertes, *Here’s What Florida’s ‘Don’t Say Gay’ Bill Would Do and What It Wouldn’t Do*, NBC NEWS (Mar. 16, 2022), <https://www.nbcnews.com/nbc-out/out-politics-and-policy/floridas-dont-say-gay-bill-actually-says-rcna19929>.

⁶ Kimberly Leonard, *Florida Gov. Ron DeSantis Said He Warned Disney Not to Get Involved in Schools Debate: ‘It’s Not Going to Work Out Well for You,’* BUSINESS INSIDER (June 8, 2022), <https://www.businessinsider.com/desantis-says-he-told-disney-to-stay-out-of-dont-say-gay-fight-2022-6>.

⁷ Cortney Drakeford, *‘Woke Disney’ Trends After Gov. Ron DeSantis Attacks Company for Freezing Campaign Donations*, INT’L BUS. TIMES (Mar. 12, 2022), <https://www.ibtimes.com/woke-disney-trends-after-gov-ron-desantis-attacks-company-freezing-campaign-donations-3435110>.

45. Walt Disney World issued the following statement shortly thereafter: “To ALL who come to this happy place, welcome. Disney Parks, Experiences and Products is committed to creating experiences that support family values for every family, and will not stand for discrimination in any form. We oppose any legislation that infringes on basic human rights, and stand in solidarity and support our LGBTQIA+ Cast, Crew, and Imagineers and fans who make their voices heard today and every day.”⁸

46. Governor DeSantis signed House Bill 1557 into law on March 28. That day, The Walt Disney Company issued a statement expressing its views that the legislation “never should have been signed into law,” that its “goal as a company is for this law to be repealed by the [L]egislature or struck down in the courts,” and that The Walt Disney Company “remains committed to supporting the national and state organizations working to achieve that.”⁹

47. On March 29, Governor DeSantis said that he thought The Walt Disney Company’s March 28 statement had “crossed the line” and pledged “to

⁸ Andrew Krietz, *Disney Releases Statement As DeSantis Prepares To Sign Bill Limiting Teachings About Sexual Orientation, Gender*, WTSP (Mar. 22, 2022), <https://www.wtsp.com/article/news/politics/disney-florida-desantis-statement-bill/67-170f27d3-eee4-4fb1-ab70-01c73828834a>.

⁹ Press Release, The Walt Disney Company, Statement From The Walt Disney Company on Signing of Florida Legislation (Mar. 11, 2022), <https://thewaltdisneycompany.com/statement-from-the-walt-disney-company-on-signing-of-florida-legislation/>.

make sure we're fighting back" in response to Disney's protected speech.¹⁰

48. Governor DeSantis's memoir attacked Disney's speech and petitioning activity for expressing the wrong viewpoint. "In promising to work to repeal the bill," he asserted, "the company was pledging a frontal assault on a duly enacted law of the State of Florida." As a consequence of its disfavored speech and petitioning, he declared, "[t]hings got worse for Disney."¹¹

49. The Governor promptly began his campaign of punishment.

C. GOVERNOR DESANTIS AND THE LEGISLATURE DISSOLVE THE REEDY CREEK IMPROVEMENT DISTRICT

50. On March 30, State Representative Spencer Roach disclosed for the first time that the Legislature was considering dissolving RCID and announced, "If Disney wants to embrace woke ideology, it seems fitting that they should be regulated by Orange County."¹² Governor DeSantis had been orchestrating the move behind the scenes. As he recounts it in his memoir, "I needed to be sure that the Legislature would be willing to tackle the potentially thorny issue involving the

¹⁰ David Kihara, *DeSantis Says Disney 'Crossed the Line' in Calling for 'Don't Say Gay' Repeal*, POLITICO (Mar. 29, 2022), <https://www.politico.com/news/2022/03/29/desantis-disney-dont-say-gay-repeal-00021389>.

¹¹ Ron DeSantis, *THE COURAGE TO BE FREE*, ch. 12 (2023).

¹² Fatma Khaled, *Disney at Risk of Losing Its Own Government in Florida*, NEWSWEEK (Apr. 1, 2022), <https://www.newsweek.com/disney-risk-losing-its-own-government-florida-1693955>.

state’s most powerful company. I asked the House Speaker, Chris Sprowls, if he would be willing to do it, and Chris was interested. ‘OK, here’s the deal,’ I told him. ‘We need to work on this in a very tight circle, and there can be no leaks. We need the element of surprise—nobody can see this coming.’”¹³

51. On March 31, Governor DeSantis quickly affirmed Representative Roach’s statement, saying publicly, “[W]e’re certainly not going to bend a knee to woke executives in California. That is not the way the state’s going to be run.”¹⁴

52. On April 19, Governor DeSantis suddenly called for the Legislature to expand a special session that had been scheduled to address redistricting. The new purpose of the session was to attack Disney by targeting just the handful of Florida’s more than one thousand independent special districts that were created before the passage of the 1968 Florida Constitution, like RCID.¹⁵

53. Governor DeSantis conjured other rationales for the bill, including to “ensure that [independent special districts] are appropriately serving the public interest” and to “consider whether such independent special districts should be

¹³ DeSantis, *THE COURAGE TO BE FREE*, *supra* note 10, ch. 12.

¹⁴ Brandon Hogan, *Florida Gov. DeSantis Discusses Potential for Repeal of Disney’s Reedy Creek Act*, CLICKORLANDO (Mar. 31, 2022), <https://www.clickorlando.com/news/local/2022/03/31/florida-gov-desantis-discusses-potential-of-repeal-of-disneys-reedy-creek-act>.

¹⁵ *See* Proclamation, Governor Ron DeSantis (Apr. 19, 2022), <https://www.flgov.com/wp-content/uploads/2022/04/Proclamation.pdf>.

subject to the special law requirements of the Florida Constitution of 1968” that “prohibit[] special laws granting privileges to private corporations.”

54. These rationales did not make sense. Only six independent special districts that were created before 1968 had not been reconstituted in the intervening years. Of those, RCID was the only district closely connected to a specific corporation. And, in Governor DeSantis’s memoir, he admitted that he “found” that there was this “handful of other districts” that “also deserved scrutiny” only *after* his “staff worked with the legislative staff in the House” to target Disney.¹⁶

55. When considered against the substance of the legislation, the pretext became especially transparent. The bill did nothing either to “ensure that [independent special districts] are appropriately serving the public interest” or “consider whether such independent special districts should be subject to the special law requirements of the Florida Constitution of 1968” that “prohibit[] special laws granting privileges to private corporations.” Instead, under the bill, districts created before 1968 were preemptively scheduled for dissolution *before* the Legislature undertook any analysis to determine whether the districts were serving the public interest, and before any determination as to whether they were subject to the special law requirements of the 1968 Florida Constitution at all. Had the Legislature undertaken that analysis, it would necessarily have found that

¹⁶ DeSantis, *THE COURAGE TO BE FREE*, *supra* note 10, ch. 12.

RCID served the public interest, as the Florida Supreme Court had already confirmed, *see Reedy Creek Improvement Dist.*, 216 So. 2d at 205-206, and further that RCID was not subject to the 1968 Florida Constitution’s prohibition on special privileges granted to private corporations, *see id.* (rejecting as “untenable” the claim that the Reedy Creek Enabling Act’s provisions were “oriented to serve primarily the benefit of that particular private enterprise”).

56. On April 20, Governor DeSantis sent a fundraising email warning that “Disney and other woke corporations won’t get away with peddling their unchecked pressure campaigns any longer” and that he would “not allow a woke corporation based in California to run our state[.]”¹⁷

57. The campaign against Disney raced forward. The very same morning that Governor DeSantis issued his proclamation expanding the special session, identical bills were introduced in the Florida House and Senate providing for the dissolution of RCID. Florida House Bill 3C and Florida Senate Bill 4C each provided that “any independent special district established by a special act prior to the date of ratification of the Florida Constitution on November 5, 1968, and which

¹⁷ A.G. Gancarski, *Ron DeSantis Dunks on Disney in Donor Pitch*, FLORIDA POLITICS (Apr. 20, 2022), <https://floridapolitics.com/archives/517962-ron-desantis-dunks-on-disney-in-donor-pitch>; *Florida’s Governor Has Signed a Bill To Strip Disney World’s Self-Government. Here’s What That Means*, ASSOCIATED PRESS (Apr. 22, 2022), <https://www.kcra.com/article/disney-world-self-government-explained/39786585>.

was not reestablished, re-ratified, or otherwise reconstituted by a special act or general law after November 5, 1968, is dissolved effective June 1, 2023.”¹⁸

58. House sponsor Representative Randy Fine immediately announced: “Disney is a guest in Florida. Today we remind them. @GovDeSantis just expanded the Special Session so I could file HB3C which eliminates Reedy Creek Improvement District, a 50 yr-old special statute that makes Disney to [sic] exempt from laws faced by regular Floridians.”¹⁹

59. That same day, Representative Fine said to the Florida House State Affairs Committee: “You kick the hornet’s nest, things come up. And I will say this: You got me on one thing, this bill does target one company. It targets The Walt Disney Company.”²⁰

60. Governor DeSantis’s memoir describes the attack on Disney with pride: “Nobody saw it coming, and Disney did not have enough time to put its

¹⁸ Senate Bill 6C, a bill removing an exemption for theme parks from a state law governing social media platforms, was introduced that same day and quickly passed in both chambers. Jennifer Kay, *DeSantis Set to Sign Bill Closing Disney Loophole in Tech Law*, BLOOMBERG LAW (Apr. 21, 2022), <https://news.bloomberglaw.com/us-law-week/desantis-set-to-sign-bill-closing-disney-loophole-in-tech-law>.

¹⁹ Rep. Randy Fine (@VoteRandyFine), TWITTER (Apr. 19, 2022, 10:04 AM), <https://twitter.com/VoteRandyFine/status/1516417533825454083>.

²⁰ Hearing on HB 3C Before the Fla. H.R. State Affairs Comm., Special Session 2022C (Apr. 19, 2022) (remarks by Representative Randy Fine, sponsor of HB 3C, companion bill to SB 4C, starting at 1:13:00), <https://www.myfloridahouse.gov/VideoPlayer.aspx?eventID=8085>.

army of high-powered lobbyists to work to try to derail the bill. That the Legislature agreed to take it up would have been unthinkable just a few months before. Disney had clearly crossed a line in its support of indoctrinating very young schoolchildren in woke gender identity politics.”²¹

61. The legislative process for Senate Bill 4C was highly unusual. When in the past the Florida Legislature had dissolved a special district, the bills enacting the dissolution typically specified the plan for governance and management of district assets and obligations, including bond debt, after dissolution. *See, e.g.*, Community & Military Affairs Subcommittee Bill Analysis, House Bill 4191, Fla. Leg. (2011) (describing earlier legislation that dissolved South Lake Worth Inlet District, transferred all property, assets, and debt to Palm Beach County and clarified Palm Beach’s rights and responsibilities as part of the transfer, and required Palm Beach to establish an advisory committee to advise County Commissioners on management of district’s former territory); Atty. Gen’l Op. 97-68 (Fla. A.G. Sept. 25, 1997), 1997 WL 592,445 (referring to special acts Chapter 91-346 and Chapter 94-429, which collectively dissolved the Port Everglades Authority special district and transferred its operations and property to Broward County).

62. Senate Bill 4C, in stark contrast, described no plan for the disposition

²¹ DeSantis, *THE COURAGE TO BE FREE*, *supra* note 10, ch. 12.

of RCID's assets, operations, or obligations. Nor did the bill address how RCID's roughly \$1 billion in municipal bond debt would be satisfied.²²

63. The legislative analysis accompanying the bill was cursory²³ and provided no estimate of the full economic impact of dissolving RCID. The analysis identified no constitutional issues raised by the legislation. *See* Committee on Community Affairs Bill Analysis, Senate Bill 4C, Fla. Leg. (2022).

64. On April 20, the Senate passed Senate Bill 4C. The House followed suit, without legislative findings or a statement of purpose, the very next day, in a session without debate that lasted under five minutes.²⁴ Orange and Osceola Counties did not have time to conduct their own analyses.²⁵

65. After the vote, Senator Joe Gruters said, "Disney is learning lessons

²² Danielle Moran, *Barclays Says to Buy Disney District Munis Amid DeSantis Feud*, BLOOMBERG (May 6, 2022), <https://www.bloomberg.com/news/articles/2022-05-06/barclays-says-to-buy-disney-district-munis-amid-desantis-feud>.

²³ Lori Rozsa et al., *Florida Legislature Passes Bill Repealing Disney Special Tax Status*, WASH. POST (Apr. 21, 2022), <https://www.washingtonpost.com/nation/2022/04/21/florida-legislature-passes-bill-repealing-disneys-special-tax-status>.

²⁴ Scott Powers, *Disney Government Dissolution Bill Approved Amid Chaos in House*, FLORIDA POLITICS (Apr. 21, 2022), <https://floridapolitics.com/archives/518222-disney-government-dissolution-bill-approved-amid-chaos-in-house>; Andrew Atterbury, *Florida Lawmakers Vote to Dismantle Disney's Special Privileges over 'Don't Say Gay'*, POLITICO (Apr. 21, 2022), <https://www.politico.com/news/2022/04/21/florida-lawmakers-vote-to-dismantle-disneys-special-privileges-over-dont-say-gay-00026954>.

²⁵ Rozsa et al., *supra* note 22.

and paying the political price of jumping out there on an issue.”²⁶ The House bill’s sponsor, Representative Fine, proudly confirmed that the Legislature had “looked at special districts” only because “Disney kicked the hornet’s nest” by expressing a disfavored political viewpoint. “What changed,” he said, was “bringing California values to Florida.”²⁷ Christina Pushaw, then Governor DeSantis’s press secretary, warned corporations that might consider expressing disfavored viewpoints, “Go woke, go broke.”²⁸

66. On April 22, Governor DeSantis signed both Senate Bill 4C and Senate Bill 6C. At the signing ceremony, he said, “For whatever reason, Disney got on that bandwagon. They demagogued the bill. They lied about it. ... Do you know what my view is? I was very clear about saying ‘You ain’t influencing me. I’m standing strong right here.’ ... We signed the bill. And then, and incredibly, they say, ‘We are going to work to repeal Parents’ Rights in Florida.’ And I’m just

²⁶ Jacob Ogles, *Joe Gruters, Despite Special Session Votes, Still Sees a Beautiful Tomorrow with Disney*, FLORIDA POLITICS (Apr. 22, 2022), <https://floridapolitics.com/archives/518669-joe-gruters-despite-special-session-votes-still-sees-a-beautiful-tomorrow-with-disney>.

²⁷ Sarah Whitten, *Florida Republicans Vote to Dissolve Disney’s Special District, Eliminating Privileges and Setting up a Legal Battle*, CNBC (Apr. 21, 2022), <https://www.cnbc.com/2022/04/21/florida-set-to-dissolve-disneys-reedy-creek-special-district.html>.

²⁸ Christina Pushaw (@ChristinaPushaw), Twitter (Apr. 21, 2022, 5:31 PM), <https://twitter.com/ChristinaPushaw/status/1517254737401458690>; Rozsa et al., *supra* note 22.

thinking to myself, ‘You’re a corporation based in Burbank, California, and you’re going to marshal your economic might to attack the parents of my state?’ We view that as a provocation and we are going to fight back against that.”²⁹

67. Because the legislation was hastily enacted with no analysis or plan for disposition of RCID’s assets or obligations—let alone daily operations—markets, constituencies, and RCID employees were concerned.

68. The same day the bill was signed, credit-rating agency Fitch Ratings placed RCID’s approximately \$1 billion in outstanding bond debt on “rating watch negative” based on “the lack of clarity regarding the allocation” of RCID’s assets and liabilities.³⁰

69. Speculation spread that Orange and Osceola Counties would absorb RCID’s expenses and debts. Orange County Tax Collector Scott Randolph predicted that Orange County would be saddled with RCID’s obligations “the minute that Reedy Creek is dissolved,” resulting in a property tax increase of 20-25%.³¹ Senator Linda Stewart addressed this possibility: “Turning it over to

²⁹ Governor Ron DeSantis, Remarks at Signing Ceremony for Senate Bill 4C (Apr. 22, 2022) (transcript available at <https://www.rev.com/blog/transcripts/gov-desantis-holds-news-conference-in-south-florida-4-22-22-transcript>).

³⁰ Dara Kim, *Credit Agency Places ‘Rating Watch Negative’ On Disney Debt*, MIAMI HERALD (Apr. 23, 2022), <https://www.miamiherald.com/news/politics-government/state-politics/article260684352.html>.

³¹ Eric Levenson & Steve Contorno, *Ron DeSantis Says Ending Disney’s Self-*

Orange County and Osceola County would create the largest property tax increase in our history. We don't want that to happen. Our residents do not want this to happen ... This has not been well-thought-out.”³² At the same press conference, Senator Randolph Bracy called the plan “hare-brained” and “irresponsible,” while Senator Victor Torres criticized Governor DeSantis for “bragging about raising taxes on one of the largest private companies in the state and saying government has a right to punish companies for their private business decisions.”³³

70. On May 16, residents and taxpayers in Osceola County filed a lawsuit against Governor DeSantis, alleging that the dissolution of Reedy Creek would lead to \$1 to \$2 billion in increased taxes for residents of Central Florida. *See* Complaint, *Foronda v. DeSantis*, No. 2022-009114-CA-01 (Fla. Cir. Ct. May 16, 2022).

71. Despite the chaos, the legislation's biggest boosters doubled down on their support. The House sponsor, Representative Fine, criticized Disney for

Governing Status Will be a 'Process.' Here's What Might Happen Next, CNN (Apr. 27, 2022), <https://www.cnn.com/2022/04/27/us/reedy-creek-disney-whats-next/index.html>.

³² *Central Florida Leaders Say Dissolving Reedy Creek Irresponsible, Not Well-Thought-Out*, WESH (May 3, 2022), <https://www.wesh.com/article/dissolution-reedy-creek-improvement-district/39875725#>.

³³ Senator Linda Stewart, *Press Conference on Dissolution of Reedy Creek Improvement District with Senator Stewart, Senator Bracy, and Senator Torres*, FACEBOOK (May 2, 2022), <https://www.facebook.com/SenatorLindaStewart/videos/1379985162424883>.

taking a position on House Bill 1557 and warned that the Company, and others like it, are “now learning in Florida, there’s a cost to doing that.”³⁴

72. In a June 6 interview, Governor DeSantis recalled that he had warned Disney not to participate in the public debate: “I though[t] it was a mistake for Disney to get involved and I told them, ‘You shouldn’t get involved[;] it’s not going to work out well for you.’”³⁵ Governor DeSantis said that he believed it was his role “as a leader” to “make sure people understand that [Disney] do[es] not run the state of Florida,” adding that, “We’re not going to have our leadership subcontracted out to a corporation with close ties to the [Chinese Communist Party] and that’s based in Burbank, California.”³⁶

73. During a September 15, 2022 speech, Governor DeSantis said of Senate Bill 4C: “We took action” after Disney made “the mistake” of opposing the legislation.³⁷

³⁴ Zach Weismueller & Danielle Thompson, *The Death of Walt Disney’s Private Dream City?*, REASON (June 1, 2022), <https://reason.com/video/2022/06/01/the-death-of-walt-disneys-private-dream-city/>.

³⁵ See Leonard, *supra* note 5.

³⁶ Jeremiah Poff, *DeSantis Blasts Disney’s ‘Stupid Activism’ In Defiant Defense of Florida Parental Rights Law*, WASH. EXAMINER (July 15, 2022), <https://www.washingtonexaminer.com/restoring-america/community-family/desantis-blasts-disneys-stupid-activism-in-defiant-defense-of-florida-parental-rights-law>.

³⁷ American Firebrand (@AmFirebrand), TWITTER (Sept. 15, 2022, 12:55 PM), <https://twitter.com/FirebrandPAC/status/1570456289649508352> (remarks by

74. For months, no plan for implementing Senate Bill 4C was released. As late as mid-September 2022, Governor DeSantis’s press secretary told reporters, “We don’t have an announcement to make at the moment [about RCID] but stay tuned.”³⁸

75. Absent any plan addressing the scheduled dissolution of RCID, Disney and other stakeholders were left to guess at how Governor DeSantis and the Legislature might address the fallout. Florida Division of Bond Finance Director J. Ben Watkins III speculated about “a successor district.”³⁹ But as of September 2022, high-ranking legislator Representative Daniel Perez admitted that the “timeline” for reaching a “solution” for RCID was “still uncertain.”⁴⁰

76. The months-long failure to propose a plan for the dissolution of RCID threatened Disney’s operations, investments, and development plans. It also underscored the irregular process by which Governor DeSantis and the Legislature had voted to abolish the District.

Governor DeSantis at National Conservatism Conference).

³⁸ Forrest Saunders, *GOP Lawmakers Expect ‘Solution’ for Disney’s Reedy Creek District Soon*, WPTV (Sept. 13, 2022), <https://www.wptv.com/news/political/gop-lawmakers-expect-solution-for-disneys-reedy-creek-district-soon>.

³⁹ Danielle Moran, *Florida’s Bond Chief Sees Disney District Being Re-Established*, BLOOMBERG (July 22, 2022), <https://www.bloomberg.com/news/articles/2022-07-22/florida-s-bond-chief-sees-disney-district-being-re-established>.

⁴⁰ Saunders, *supra* note 37.

D. GOVERNOR DESANTIS AND THE LEGISLATURE RECONSTITUTE AND SEIZE CONTROL OF THE DISTRICT

77. In early October 2022, reports emerged that Governor DeSantis finally had developed a plan to seize control of Disney’s governing body. The Director of the Florida Division of Bond Finance revealed that Governor DeSantis would install “state appointees” on RCID’s board.⁴¹ To accomplish this, Governor DeSantis would have the Legislature “create a successor agency” that would “function essentially unchanged” from the original RCID—except that the new district would operate under the Governor’s thumb, “cementing a political win for the governor.”⁴²

78. Three months later, Governor DeSantis posted a notice to the Osceola County website indicating his “intent to seek legislation before the Florida Legislature” doing just that.⁴³

79. In a statement after the notice was published, the Governor’s Communications Director confirmed that the new district’s board would be “state-

⁴¹ Gene Maddaus, *After ‘Don’t Say Gay,’ a Weakened Disney Hopes to Limit the Damage*, VARIETY (Oct. 5, 2022), <https://variety.com/2022/film/news/disney-desantis-reedy-creek-dont-say-gay-1235392328>.

⁴² *Id.*

⁴³ *Florida Governor Ron DeSantis Reveals Plans for Reedy Creek Replacement*, DAPS MAGIC (Jan. 7, 2023), <https://dapsmagic.com/2023/01/florida-governor-ron-desantis-reveals-plans-for-reedy-creek-replacement/> (last accessed August 28, 2023).

controlled” and heralded: “The corporate kingdom has come to an end.”⁴⁴

80. On January 31, 2023, a spokesperson for the Governor’s Office announced that the Governor expected a special session of the Legislature the following week “on Reedy Creek and other items.”⁴⁵

81. Right on cue, just days later, the Florida Legislature convened a special session to introduce House Bill 9B.

82. House Bill 9B was every bit the takeover that Governor DeSantis promised. Section 2 of the bill reenacted RCID’s charter but made key changes to consolidate power in the Governor. Historically, the District had been governed by a board of supervisors that “exercise[d] the powers granted to the district.”⁴⁶ Under RCID’s charter, board members were chosen through an election in which all landowners in the District were allotted one vote per acre of land owned in the District.⁴⁷ This structure—common in special districts for economic development throughout Florida—was no secret and was in place when Florida’s Supreme Court

⁴⁴ Richard Bilbao, *Breaking: ‘State-Controlled Board’ Envisioned to Replace Disney’s Reedy Creek*, ORLANDO BUS. J. (Jan. 6, 2023), <https://bizjournals.com/orlando/news/2023/01/06/breaking-disney-reedy-creek-desantis-florida.html>.

⁴⁵ Jeffrey Schweers, *Governor ‘Anticipates’ Special Session on Disney’s Reedy Creek Next Week*, ORLANDO SENTINEL (Feb. 1, 2023), <https://www.orlando-sentinel.com/politics/os-ne-desantis-reedy-creek-special-session-20230201-pqtn2xz6wz6bj5q6oz4s35u6y-story.html>.

⁴⁶ Reedy Creek Enabling Act § 4(1).

⁴⁷ *Id.* § 4(5).

long ago confirmed that RCID served a public purpose. *See Reedy Creek Improvement Dist.*, 216 So. 2d at 205-206.

83. House Bill 9B replaced that landowner-election process with a board handpicked by the Governor, subject to confirmation by the Florida Senate.⁴⁸ Once selected, board members could serve for up to 12 years.⁴⁹ The bill excluded from board service any person who, in the last three years, had worked for any organization that owns a “theme park or entertainment complex” with at least one million annual visitors.⁵⁰ It also excluded any person with a relative who had done the same.⁵¹

84. House Bill 9B prevented the District’s dissolution, which had been set to occur on June 1, 2023 under Senate Bill 4C. It reaffirmed the District’s continued existence under a new name, however: the Central Florida Tourism Oversight District.⁵²

85. House Bill 9B, like Senate Bill 4C, was a law designed to target Disney and Disney alone. It shifted the power to select the District’s board from the District’s landowners, including its majority landowner, Disney, to the

⁴⁸ CFTOD Charter § 4(1).

⁴⁹ *Id.*

⁵⁰ *Id.* § 4(2) (citing Fla. Stat. § 509.013(9)).

⁵¹ *Id.*

⁵² CFTOD Charter §1; House Bill 9B §7.

Governor—to enable him to punish Disney for its protected speech about House Bill 1557. In comments to reporters on February 8, 2023, Governor DeSantis said of House Bill 9B: “There’s a new sheriff in town and that’s just the way it’s going to be.”⁵³

86. The Legislature passed House Bill 9B within days of its special-session introduction.⁵⁴

87. During the Florida Senate’s February 10 floor session, Senator Doug Broxson underscored what was plain from the start: House Bill 9B was bare retaliation for Disney’s failure to be “apolitical.”⁵⁵ Senator Broxson was explicit about the bill’s retaliatory intent: “We joined with the Governor in saying it was Disney’s decision to go from an apolitical, safe 25,000 acres, and try to be involved in public policy. ... We’re saying ‘you have changed the terms of our agreement, therefore we will put some authority around what you do.’ And I gladly join the Governor in doing that.”⁵⁶

⁵³ Julia Musto, *DeSantis vs. Disney: Florida Governor Declares ‘There’s a New Sheriff in Town’*, FOX BUSINESS (Feb. 8, 2023), <https://www.foxbusiness.com/lifestyle/desantis-disney-florida-governor-new-sheriff-town>.

⁵⁴ Bill History of House Bill 9B (2023), *available at* <https://www.flsenate.gov/Session/Bill/2023B/9B/?Tab=BillHistory> (last accessed August 28, 2023).

⁵⁵ Fla. Senate Floor Proceedings, Special Session 2023B (Feb. 10, 2023) (remarks by Senator Doug Broxson, starting at 1:05:00), https://www.flsenate.gov/Media/VideoPlayer?EventId=1_nty0d3lq-202302101200.

⁵⁶ *Id.*

88. On February 27, Governor DeSantis signed House Bill 9B into law. In a related news release, the Governor praised the legislation for ending the “corporate kingdom of Walt Disney World” and “placing the district into state receivership.”⁵⁷

89. The very next day, Governor DeSantis published his book titled *The Courage to Be Free: Florida’s Blueprint for America’s Revival*. To kick off the book’s press tour, Governor DeSantis authored an opinion piece in *The Wall Street Journal* that explicitly connected House Bill 9B to Disney’s speech about House Bill 1557. Criticizing what he called “left-wing activists working at [Disney’s] headquarters in Burbank,” Governor DeSantis focused on Disney’s opposition to Florida’s House Bill 1557 and said: “When corporations try to use their economic power to advance a woke agenda, they become political, and not merely economic, actors. In such an environment, reflexively deferring to big business effectively surrenders the political battlefield to the militant left. ... Leaders must stand up and fight back when big corporations make the mistake, as Disney did, of using their economic might to advance a political agenda. We are making Florida the

⁵⁷ Press Release, Governor Ron DeSantis, *Governor Ron DeSantis Signs Legislation Ending the Corporate Kingdom of Walt Disney World* (Feb. 27, 2023), <https://www.flgov.com/2023/02/27/governor-ron-desantis-signs-legislation-ending-the-corporate-kingdom-of-walt-disney-world>; Attachment to Press Release, Governor Ron DeSantis, *Dissolving the Corporate Kingdom* (Feb. 2023), <https://www.flgov.com/wp-content/uploads/2023/02/Dissolving-the-Corporate-Kingdom.pdf> (“More on HB 9-B can be found here.”).

state where the economy flourishes because we are the state where woke goes to die.”⁵⁸

90. Indeed, Governor DeSantis has reaffirmed, again and again, that the State campaign to punish Disney for its speech about House Bill 1557 has been a coordinated and deliberate one from the start. Disney’s commentary on House Bill 1557 was, he claimed, a “declaration of war” and “a textbook example of when a corporation should stay out of politics.”⁵⁹

91. Despite the State’s escalating retaliation, Disney sought de-escalation, including through several attempts to spark a productive dialogue with the DeSantis Administration.

92. It was to no avail. The threatening political action and rhetoric continued—and escalated further.

E. GOVERNOR DESANTIS REPLACES ELECTED RCID BOARD MEMBERS WITH CFTOD POLITICAL APPOINTEES WHO EXECUTE THE RETRIBUTION CAMPAIGN

93. On February 27, 2023, the date Governor DeSantis signed House Bill 9B into law, Governor DeSantis announced the names of the five individuals he

⁵⁸ Ron DeSantis, *Why I Stood Up to Disney: Old-fashioned Corporate Republicanism Won’t Do in a World Where the Left Has Hijacked Big Business*, WALL ST. J. (Mar. 1, 2023), <https://www.wsj.com/articles/why-i-stood-up-to-disney-florida-woke-corporatism-seaworld-universal-esg-parents-choice-education-defa2506>.

⁵⁹ DeSantis, *THE COURAGE TO BE FREE*, *supra* note 10, ch. 12.

had selected to replace the elected members of the board.⁶⁰

94. When Governor DeSantis addressed what he was “looking for with this board,” he described, with a thinly veiled euphemism, staffing the board with people who would censor Disney’s speech and discipline the Company.⁶¹ As Governor DeSantis put it, referring to Disney, “When you lose your way, you’ve got to have people that are going to tell you the truth ... So we hope they can get back on.”⁶²

95. Governor DeSantis also posited that the new board could stop Disney from “trying to inject woke ideology” into children.⁶³ As Governor DeSantis put

⁶⁰ Press Release, Governor Ron DeSantis, *Governor Ron DeSantis Appoints Five to the Central Florida Tourism Oversight District* (Feb. 27, 2023), <https://www.flgov.com/2023/02/27/governor-ron-desantis-appoints-five-to-the-central-florida-tourism-oversight-district>.

⁶¹ WKMG News 6, *DeSantis Holds News Conference at Reedy Creek Fire Station*, YOUTUBE (Feb. 27, 2023), <https://www.youtube.com/live/1FJR-dumaFY?t=2531> (last accessed August 28, 2023).

⁶² Ewan Palmer, *Ron DeSantis Makes Ominous Warning About Disney's Future Creative Control*, NEWSWEEK (Feb. 28, 2023), <https://www.newsweek.com/ron-desantis-disney-board-florida-reedy-creek-1784261>.

⁶³ Jonathan Chait, *DeSantis Promises Florida Will Control Disney's Content: Right-Wing Board to Clamp Down on "Woke Ideology" in Cartoons*, NEW YORK MAG. (Mar. 1, 2023), <https://nymag.com/intelligencer/2023/03/desantis-promises-florida-will-control-disney-content.html>.

it, “I think all of these board members very much would like to see the type of entertainment that all families can appreciate.”⁶⁴

96. The new members of the board sat for their first meeting on March 8, 2023 and have since continued to meet regularly.

97. At the first meeting, one board member suggested that two cities comprising Disney’s property, Bay Lake and Lake Buena Vista, should be dissolved, despite the fact that the CFTOD board has no authority or mandate to dissolve the cities. Another hinted at plans to make major changes but did not go into detail. The board also approved hiring the same legal counsel that had advised Governor DeSantis’s office on House Bill 9B.

98. Following that meeting, Disney released the following statement, holding onto hope that, despite the board’s origins and Governor DeSantis’s directives, the board might be willing to forgo its mandate to punish Disney and focus instead on the economic welfare of the District: ““The Reedy Creek Improvement District created and maintained the highest standards for the infrastructure for the Walt Disney World Resort. We are hopeful the new Central Florida Tourism Oversight District will continue this excellent work and the new

⁶⁴ *Id.*

board will share our commitment to helping the local economy continue to flourish and support the ongoing growth of the resort and Florida's tourism industry.”⁶⁵

99. Unfortunately, CFTOD has repeatedly embraced the Governor's express mission to punish Disney for expressing disfavored viewpoints.

100. The Governor continued that mission on April 3, when he lashed out at Disney by announcing the launch of a wide-ranging civil and criminal investigation. Governor DeSantis directed his Chief Inspector General Melinda Miguel to probe “[a]ny financial gain or benefit derived by Walt Disney World as a result of RCID's actions and RCID's justifications for such actions,” “[a]ll RCID board, employee, or agent communications related to RCID's actions, including those with Walt Disney World employees and agents,” and several other topics. Governor DeSantis instructed Chief Inspector General Miguel to refer “[a]ny legal or ethical violations ... to the appropriate authorities.”⁶⁶

⁶⁵ Gabrielle Russon, *Report: New Disney Governing Board Looks at Hiring Special Counsel with Ties to Reedy Creek Law*, FLORIDA POLITICS (Mar. 8, 2023), <https://floridapolitics.com/archives/593877-report-new-disney-governing-board-looks-at-hiring-special-counsel-with-ties-to-reedy-creek-law> (last accessed August 28, 2023).

⁶⁶ Letter from Governor Ron DeSantis to Chief Inspector General Melinda Miguel (Apr. 3, 2023); see *Florida Governor Ron DeSantis Orders Investigation of Disney Over Reedy Creek Agreement*, DAPS MAGIC (Apr. 3, 2023), <https://dapsmagic.com/2023/04/florida-governor-ron-desantis-orders-investigation-of-disney-over-reedy-creek-agreement/> (published copy of letter) (last accessed August 28, 2023).

101. Three days later, on April 6, Governor DeSantis stated at a public event that “ultimately we’re going to win on every single issue involving Disney I can tell you that. ... That story’s not over yet. Buckle up. There’s going to be more coming down the pike.”⁶⁷

102. Governor DeSantis conveyed his total control over the CFTOD board. Speaking on an Orlando radio program on April 17, Governor DeSantis warned that the CFTOD board would be meeting a few days later to “make sure Disney is held accountable.”⁶⁸

103. On April 17, Governor DeSantis convened a press conference and made clear that Disney would remain subject to his weaponization of State government to punish the company. Describing what his administration would do with land taken from Disney’s control, he mused, “People are like: ‘What should we do with this land?’ People have said, maybe create a state park, maybe try to do more amusement parks, someone even said, like, maybe you need another state

⁶⁷ Gary Fineout, *‘Buckle Up’: DeSantis Escalates Disney Dispute, Eyes Hotel Taxes and Road Tolls*, POLITICO (Apr. 6, 2023), <https://www.politico.com/news/2023/04/06/desantis-disney-hotel-taxes-toll-rodes-00090959>.

⁶⁸ Steve Contorno, *DeSantis Threatens Retaliation over Disney’s Attempt to Thwart State Takeover*, CNN (Apr. 17, 2023), <https://www.cnn.com/2023/04/17/politics/desantis-disney-takeover-florida/index.html>.

prison. Who knows? I just think that the possibilities are endless[.]”⁶⁹ Governor DeSantis warned, “I look forward to the additional actions that the state control board will implement in the upcoming days.”⁷⁰

104. Representative Carolina Amesty took the podium after Governor DeSantis concluded his remarks. She reiterated the connection between the threatened board actions and Disney’s protected speech: “Let it be known, across this great nation that here, in the free state of Florida, it is ‘We the People,’ not ‘woke’ corporations.”⁷¹ Representative Amesty continued, “We all love Disney; however, you cannot indoctrinate our children. Instead, they have turned Disney into this corporate PR arm of a small group of extremists who want to indoctrinate our children with radical gender ideologies that have no basis in science, common

⁶⁹ Ron DeSantis (@GovRonDeSantis), Twitter (Apr. 17, 2023, 12:57 PM), <https://twitter.com/GovRonDeSantis/status/1648007909333417985> (“Governor DeSantis Provides an Update on Florida’s Response to Disney,” remarks at 9:14) (last accessed August 28, 2023); Emma Colton, *DeSantis Fires Back at Disney as Company Tries to ‘Usurp’ State Oversight*, FOX NEWS (Apr. 17, 2023), <https://www.foxnews.com/politics/desantis-fires-back-disney-company-tries-usurp-state-oversight>.

⁷⁰ Press Release, Governor Ron DeSantis, *Governor Ron DeSantis Announces Legislative Action to Rebuke Disney’s Last-Ditch Attempt to Defy the Legislature and the State of Florida* (Apr. 17, 2023), <https://www.flgov.com/2023/04/17/governor-ron-desantis-announces-legislative-action-to-rebuke-disneys-last-ditch-attempt-to-defy-the-legislature-and-the-state-of-florida>.

⁷¹ Ron DeSantis (@GovRonDeSantis), TWITTER (Apr. 17, 2023, 12:57 PM), <https://twitter.com/GovRonDeSantis/status/1648007909333417985> (remarks of Representative Carolina Amesty, at 21:42-21:51) (last accessed August 28, 2023).

sense, or basic human decency.”⁷² In conclusion, Representative Amesty warned, “As our great Governor has said, Florida is a place where woke goes to die.”⁷³

105. At the same April 17 press conference, *see supra* ¶¶ 103-104, Governor DeSantis announced ongoing efforts to give the State new authority to override safety inspections at Walt Disney World, as well as to regulate Disney’s monorail transportation systems. Previewing the monorail legislation, Governor DeSantis falsely accused Disney of “exempt[ing] the monorail from any safety standards or inspections.”⁷⁴

106. At the conclusion of the press conference, Governor DeSantis stated, “Stay tuned. We’ve got more coming up.”⁷⁵

107. Like clockwork, one week later, Senator Nick DiCeglie introduced the monorail legislation as an amendment to a Senate transportation bill. *See* Senate Bill 1250 (2023), later substituted as House Bill 1305 (2023). In what has now become a familiar practice, the proposed amendment was precision-engineered to target Disney alone, just as Governor DeSantis intended and previewed—imposing

⁷² *Id.* at 22:03-22:23.

⁷³ *Id.* at 23:43-23:49.

⁷⁴ Ron DeSantis (@GovRonDeSantis), TWITTER (Apr. 17, 2023, 12:57 PM), <https://twitter.com/GovRonDeSantis/status/1648007909333417985> (“Governor DeSantis Provides an Update on Florida’s Response to Disney,” remarks at 8:12) (last accessed August 28, 2023).

⁷⁵ *Id.* (remarks of Governor DeSantis) at 33:27-33:32.

state oversight over only those private monorail systems located “within an independent special district created by local act which have boundaries within two contiguous counties.” *Id.*

108. Disney is the only company affected by House Bill 1305.

109. Underscoring the point, Senator Geraldine Thompson warned that House Bill 1305 “reeks of retribution.”⁷⁶

110. On May 2, the Senate passed House Bill 1305. The House passed the bill as amended the next day.

111. On May 5, 2023—at a press conference commemorating the end of the Florida legislative session—Governor DeSantis was asked about his “handling of Reedy Creek.”⁷⁷ Without hesitation or prompt, Governor DeSantis admitted: “[T]his all started, of course, with our parents’ rights bill.”⁷⁸

112. In a separate interview that same day, Governor DeSantis trumpeted the unequivocal intent and perceived success of his retribution campaign: “Since

⁷⁶ Gabrielle Russon, *Senate Supports State Inspections of Disney World’s Monorail, with 2 Republican Defections*, FLORIDA POLITICS (May 2, 2023), <https://floridapolitics.com/archives/608999-senate-supports-state-inspections-of-disney-worlds-monorail-with-2-republican-defections>.

⁷⁷ Ron DeSantis (@GovRonDeSantis), TWITTER (May 5, 2023, 11:22 AM), <https://twitter.com/GovRonDeSantis/status/1654506916473888768> (“Florida’s 2023 Legislative Session Ends,” remarks at 34:45-38:58) (last accessed August 28, 2023).

⁷⁸ *Id.*

our skirmish last year, Disney has not been involved in any of those issues. They have not made a peep. That, ultimately, is the most important, that Disney is not allowed to pervert the system to the detriment of Floridians.”⁷⁹

113. Having exhausted all other options, Disney is left with no choice but to bring this Complaint asking the Court to stop the State of Florida from weaponizing the power of government to punish private business.

**CAUSE OF ACTION:
FIRST AMENDMENT VIOLATION
(U.S. Const. amend. I, amend. XIV; 42 U.S.C. § 1983;
Declaratory Judgment Act, 28 U.S.C. §§ 2201-2202)**

114. Disney realleges and incorporates by reference paragraphs 1-113.

115. Disney brings this cause of action against all Defendants.

116. Disney’s public statements on House Bill 1557 are fully protected by the First Amendment, which applies with particular force to political speech. *See Citizens United v. Federal Election Commission*, 558 U.S. 310, 342 (2010). Speech such as Disney’s, on public issues and petitions to the government, “occupies the core of the protection afforded by the First Amendment.” *McIntyre v. Ohio Elections Comm’n*, 514 U.S. 334, 346 (1995); *see also Warren v. DeSantis*, 631 F. Supp. 3d 1188, 1195 (N.D. Fla. 2022) (First Amendment protects speech

⁷⁹ NEWSMAX, *DeSantis talks Trump, Tucker, Disney and Biden in NEWSMAX exclusive*, YOUTUBE (May 5, 2023), <https://www.youtube.com/watch?v=2UXmOkfeSAc> (Governor DeSantis interview with John Bachman, at 0:05-3:52) (last accessed August 28, 2023).

“intended to influence public opinion and, in turn, any proposed legislation”).

117. The retaliatory reconstitution of Disney’s governing body’s structure through the enactments of Senate Bill 4C and House Bill 9B have chilled and continue to chill Disney’s protected speech. *See Bennett v. Hendrix*, 423 F.3d 1247, 1254 (11th Cir. 2005). This unconstitutional chilling effect is particularly offensive due to the clear retaliatory and punitive intent that motivated the Governor’s and the Legislature’s actions. *See Bailey v. Wheeler*, 843 F.3d 473, 486 (11th Cir. 2016).

118. Disney has a significant interest in its governing body’s composition and structure, which has been directly targeted by the enactment of legislation providing for its complete revision. Disney faces concrete, imminent, and ongoing injury as a result of CFTOD’s new powers and composition.

119. Senate Bill 4C and House Bill 9B were motivated by retaliatory intent. Governor DeSantis would not have promoted or signed, and the Legislature would not have enacted either bill, but for their desire to punish Disney for its speech on an important public issue. *See Warren*, 2022 WL 6250952, at *2 (crediting “sources of information about the Governor’s motivation” for suspending a prosecutor, including a tweet from the Governor’s press secretary and comments during the Governor’s announcement of the suspension).

120. Governor DeSantis called on the Legislature to extend its special

session for the express purpose of enacting Senate Bill 4C the very day after Disney made a statement about House Bill 1557. He repeatedly and publicly stated that he was “fight[ing] back” for Disney’s criticism of House Bill 1557, including at the bill-signing ceremony. Key legislators publicly acknowledged that Senate Bill 4C targeted Disney.

121. The law’s passage was highly irregular. The bill was added to a special session convened for other purposes even though there was no emergency that would justify such rushed treatment: RCID had existed for decades, and Senate Bill 4C did not propose dissolution until June 2023. The bill passed only three days after identical bills were simultaneously introduced in the House and Senate. There was no debate in the House. Stakeholders did not have time to conduct their own analyses. And no concrete plan to effectuate the dissolution of RCID, or address the ramifications of doing so, was proposed in the months following the legislation’s hasty enactment. *See Vill. of Arlington Heights v. Metro. Hous. Dev. Corp.*, 429 U.S. 252, 267 (1977) (“Departures from the normal procedural sequence also might afford evidence that improper purposes are playing a role. Substantive departures too may be relevant, particularly if the factors usually considered important by the decisionmaker strongly favor a decision contrary to the one reached.”).

122. The circumstances surrounding the passage of House Bill 9B reveal

the same retaliatory targeting. Again, a special session was convened and the Legislature passed the bill within days of its introduction. During the Senate's floor session, Senator Doug Broxson confirmed that the bill was punishment for Disney failing to be "apolitical." Senator Broxson said, "We joined with the Governor in saying it was Disney's decision to go from an apolitical, safe 25,000 acres, and try to be involved in public policy. ... We're saying 'you have changed the terms of our agreement, therefore we will put some authority around what you do.'" Governor DeSantis gave the following context for House Bill 9B: "When corporations try to use their economic power to advance a woke agenda, they become political, and not merely economic, actors ... Leaders must stand up and fight back when big corporations make the mistake, as Disney did, of using their economic might to advance apolitical agenda."

123. There are no rational bases for either Senate Bill 4C or House Bill 9B, and the purported justifications for both are pretextual.

124. Because both pieces of legislation retaliate against Disney for its protected speech, Disney is entitled to a declaratory judgment that the laws are unconstitutional and an order enjoining Defendants from enforcing them.

PRAYER FOR RELIEF

Plaintiff respectfully requests that this Court grant the following relief:

A. Declare that Senate Bill 4C and House Bill 9B are unlawful and

unenforceable because they were enacted in retaliation for Disney's political speech in violation of the First Amendment;

B. Issue an order enjoining Defendants from enforcing Senate Bill 4C and House Bill 9B;

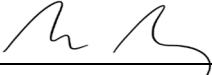
C. Award Plaintiff its attorney's fees and costs; and

D. Grant such other relief as this Court may deem just and proper.


Dated: September 7, 2023

Respectfully submitted.

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CERTIFICATE OF SERVICE

I hereby certify that, on September 7, 2023, I electronically filed the foregoing with the Clerk of Court using the CM/ECF system which will send a notice of electronic filing to all counsel of record and the parties on the service list.



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