

Leon County Research and Development Authority
Board of Governors Meeting
Thursday, August 3, 2017, **8:30am to 11:00am**
Morgan Building, Conference Room #101
2035 E. Paul Dirac Drive, Tallahassee, FL 32310

Agenda

1. Call to Order
2. Introduction of Guests
3. Modifications to Agenda
4. Public Comment
5. Approval of Draft Meeting Minutes, Board of Governors, June 1, 2017 (*Attachment A*)
6. Consent Agenda
 - a. Executive Committee Report (*Attachment B*)
 - b. Treasurer's Report (*Attachment C*)
 - c. Investments
 - i. Report, May 2017 (*Attachment D1*)
 - ii. Report, June 2017 (*Attachment D2*)
 - d. Monthly Financial Reports
 - i. May 2017 ([Link](#))
 - ii. June 2017 ([Link](#))
 - e. Bing Bankruptcy (Links: [Hearing Notice](#), [Disclosure Statement](#))
Executive Committee requests ratification of its approval to support Bing Energy's Bankruptcy Plan of Reorganization dated June 7, 2017 and to authorize Chair Longman to execute any and all of the documents necessary to effectuate the instructions of the court based on the Authority's approval of the Plan. See Executive Committee Report Attachment B for additional information.
 - f. Janitorial Services Agreement 2nd Amendment (*Attachment E*)
Executive Committee requests ratification of its approval of an amendment to the Janitorial Services Agreement with C&L and Associates to extend the agreement one year until August 31, 2018, increase the fee 3% as provided in the agreement, and provide that the vendor waive any claims it may have against the Authority related to the agreement prior to the date of the amendment.
7. Election of Officers for Fiscal Year 2017-18—Melissa Van Sickle, General Counsel
8. Job Growth Fund Discussion/Brainstorming (*Attachments F1, F2*)
9. Executive Director Evaluation (*Attachment G*)
10. Collins Building Remodel—Kristin Dozier, Immediate Past Chair
 - a. Lewis+Whitlock Report (*Attachment H*) WILL BE PROVIDED AS A SUPPLEMENT
11. Bylaws Changes (*Attachments I1, I2, I3*)
Executive Committee requests board consideration of proposed changes to the Authority Bylaws. The purpose of the changes is to clarify the conditions under which a member may participate in a meeting

via electronic means, and the impact of such participation on quorum, discussion, and voting. The changes also address the impact on quorum and voting as a result of abstentions required by Florida Statute.

12. RFP 17-01 for Professional Auditing Services

- a. Audit Committee Report, June 15, 2017 (*Attachment J1*)
- b. Audit Committee Report, June 22, 2017 (*Attachment J2*)
- c. Professional Auditing Services Agreement (*Attachment J3*)
Staff requests approval of an Agreement for Professional Auditing Services with Thomas Howell Ferguson procured by the Audit Committee in accordance with Florida Statute and LCRDA's RFP 17-01.

13. Entrepreneurial Excellence Program Planning Meeting Report (*Attachments K1, K2*)—Larry Lynch, EEP Program Director

Larry Lynch will present the results of a meeting held on July 18, 2017 with various community stakeholders involved in entrepreneurial education and support as directed by the Board at its June 1, 2017 meeting. The report includes a draft job description for the Program Director.

14. Chair's Report—Anne Longman, Chair

15. Staff Reports:

- a. Director of Programs and Communications Report (*Attachment L1*)
- b. Executive Director's Report (*Attachment L2*)
- c. Property Manager's Report (*Attachment L3*)

16. New Business

17. Tour (optional)

The Board will be given a brief tour of the Morgan, Johnson, and Collins buildings.

18. Adjourn

Next Meeting: October 5, 2017

(Subsequent meetings held the first Thursday of even numbered months.)

**Leon County Research and Development Authority
Board of Governors Meeting**

Thursday, June 1, 2017, 11:00am to 1:30pm
Knight Administrative Centre
1736 W. Paul Dirac Drive, Tallahassee, FL 32310

MINUTES

Members in Attendance: Anne Longman (Chair), Dustin Daniels, Kristin Dozier, Rick Frazier, Eric Holmes, Dave Ramsay, April Salter.

Members not in Attendance: Paul Dean, Kimberly Dixon, Shawnta Friday-Stroud, Kim Williams.

Guests: Ron Miller, Denise Bilbow, Peggy Bielby (LCRDA Staff); Stephanie Shoulet (NAI Talcor); Mary Jo Spector, (FSU Facilities Planning); Melissa VanSickle (Broad and Cassel).

1. Call to Order
Chair Anne Longman called the meeting to order at 11:10am.
2. Introduction of Guests
All present introduced themselves.
3. Modifications to Agenda
None.
4. Public Comment
None.
5. Approval of Draft Meeting Minutes, Board of Governors, April 6, 2017

Dave Ramsay offered a motion to approve the April 6, 2017 Board of Governors meeting minutes. Dustin Daniels seconded the motion, which passed unanimously.

6. Consent Agenda
 - a. Investments
 - i. Report, March 2017
 - ii. Report, April 2017
 - b. Monthly Financial Reports
 - i. March 2017
 - ii. April 2017

Kristin Dozier offered a motion to approve the Consent Agenda items. Dave Ramsay seconded the motion, which passed unanimously.

7. FSU Anthropology Lease
 - a. Lease

The Chair's requests ratification of her approval of a lease with Florida State University Board of Trustees for 10,664 square feet in the Johnson Building for a term of two years with two one-year options. The lease, beginning August 1st, 2017, is for \$14,663 per month (\$16.50 per square foot) and includes all utilities, janitorial services, and maintenance. FSU will be responsible for all tenant improvements. The space will be used by the FSU

Department of Anthropology for offices and labs, but will not conduct any classes on the premises.

b. Conflict of Interest Consent

The Chair's requests ratification of her consent to Broad and Cassel's conflict of interest due to its representation of FSU in other matters unrelated to this lease, and representation of the Authority as General Counsel. The Chair agreed to Broad and Cassel's representation of the Authority with respect to the matter.

c. Lease Amendment

Staff requests approval of an amendment to the above referenced lease adding rooms 235/236 increasing the square footage by 415 square feet to 11,079, and increasing the monthly lease payment \$570.63 to \$15,233.63

Kristin Dozier offered a motion to ratify the Chair's approval of the Johnson Building lease, and of her consent to Broad and Cassel's conflict of interest, and to approve the lease amendment. Eric Holmes seconded the motion, which passed unanimously.

8. FSU Northwest Regional Data Center (NWRDC) Lease

a. Lease

Staff requests approval of a lease with Florida State University Board of Trustees for 4,003 square feet in the Morgan Building for a term of three years with two one-year options. The lease, beginning June 1st, 2017, is for \$4,836.96 per month (\$14.50 per square foot) and includes all utilities, janitorial services, and maintenance. The space will be used by NWRDC for administrative offices. This is a restatement and extension of a prior lease with FSU for NWRDC for the same space.

b. Conflict of Interest Consent

The Chair's requests ratification of her consent to Broad and Cassel's conflict of interest due to its representation of FSU in other matters unrelated to this lease, and representation of the Authority as General Counsel. The Chair agreed to Broad and Cassel's representation of the Authority with respect to the matter.

Dave Ramsay offered a motion to approve the Morgan Building lease, and to ratify the Chair's consent to Broad and Cassel's conflict of interest. Eric Holmes seconded the motion which passed unanimously.

9. Additional Standard Lease Form-State & University

Staff requests approval of a lease form to be considered an additional standard Authority Lease as it relates to LCRDA Lease Policy 16-01, section 2(a)(vi). This policy section states, in addition to other conditions, "the Executive Director is authorized to approve and execute all leases subject to the following conditions... The form of the lease is consistent with the standard Authority Lease approved by the Board. Minor modifications to the standard Lease terms required by the tenant shall be approved by the Authority's General Counsel. Substantive modifications to the standard Lease terms, as determined by General Counsel, shall be approved by Board." This lease form is necessary to meet the requirements of university and other state government entities, particularly as it relates to liability issues. This lease form is consistent with the lease forms used in items 7 and 8 above.

Dave Ramsay asked staff to confirm that a personal grantee is included in the standard lease. Dave Ramsay offered a motion to approve the additional standard Authority Lease Form. Eric Holmes seconded the motion which passed unanimously.

10. Entrepreneurial Excellence Program

a. Inkbridge Escrow Funding

Staff requests approval to utilize the remaining \$35,000, held in escrow as part of the Inkbridge, LLC agreement dated August 3, 2011, to help fund the Entrepreneurial

Excellence Program (EEP) for the upcoming year. Inkbridge has agreed to the use of the funds for this purpose.

b. Larry Lynch Letter Agreement

Staff requests approval of a Letter Agreement with Larry Lynch to continue to provide services to direct the Entrepreneurial Excellence Program.

Future funding for EEP could be part of funding requests for the Incubator. City and County staff collaboration for identifying legislative and other resources, corporate sponsorships, and grants is advised. Dustin Daniels and Kristin Dozier will identify governmental staff to assist. Larry should provide a draft funding and sustainability plan as the starting point for a brainstorming session over the summer that can be used as part of the long term sustainability plan for the EEP.

Dave Ramsay offered a motion to approve the use of the \$35,000 escrow funds and the letter of agreement for June 1, 2017 – May 31, 2018, which includes the added requirement that Larry Lynch provide information about the economic impact of the program, and adds the requirement of a summer strategic planning session for which Larry provides the draft starting points of the discussion. Eric Holmes seconded the motion which passed unanimously.

11. Tech Grant Award Agreements

Staff requests approval of letter agreements with KynderMed Inc. (\$15,000) and Sensatek Propulsion Technologies, Inc. (\$10,000) for the award of LCRDA Technology Grants as determined by an independent panel of judges following a formal selection process in accordance with LCRDA Purchasing Policy 11-03 section 3(e)(iv).

Kristin Dozier offered a motion to approve the letters of agreement with KynderMed and Sensatek. April Salter seconded the motion which passed unanimously.

12. Mid-year status report

a. Report March/April

Treasurer Dave Ramsay and Ron Miller reported that in summary the bottom line is much improved. A forecast taking into consideration the new FSU Anthropology lease, plus other smaller leases, improves the original budget revenue outlook. Assuming no notable variances, next year an \$85,000 surplus net operating income is possible. Ron Miller noted, however, that there are several long-deferred maintenance and upgrade expenses to be addressed. The next budget cycle begins in August, and the Budget Committee will present the proposed budget to the Board in October.

13. Jump Start Discussion—Kristin Dozier, Immediate Past Chair & Jump Start Committee Chair

a. Lewis+Whitlock Report

Jump Start Chair Kristin Dozier acknowledged that a long-term goal of the Park is to increase the amount of leasable space. She reported that the Jump Start committee found there is a clear demand for light manufacturing, clean maker space and wet lab for both startups and second stage companies. Architects Lewis+Whitlock found the Collins Building general renovation (regardless of ultimate use) requires ADA, code compliance, and other repairs/updates. To remodel the building for incubation space would cost \$4-5 million in addition to equipment costs. An alternate plan would be to proceed with a “white box” or “shell and core” renovation of Collins for office/lab use, allowing existing companies to lease the space ASAP, and establish a business and marketing plan for the construction of a new, multi-story building to house an incubator, as well as other additional leasable space. EDA grants and lease revenue bonds could be used for new construction funding. The Board agreed to pursue information gathering regarding renovating Collins and constructing a new building to house an incubator and other leasable space, and the potential costs and feasibility.

Dustin Daniels offered a motion to direct the Executive Director, within the authority of the purchasing policy limits, to discuss and execute an agreement with Lewis+Whitlock, either by amending the existing contract with the firm or executing a new contract, to assess the cost of renovating the Collins Building for

non-incubator use, and also to assess how to gather information on the feasibility of the construction of a new building. April Salter seconded the motion, which passed unanimously.

14. Chair's Report—Anne Longman, Chair

Chair Anne Longman reported that she and Ron met with Faye Gibson to discuss and coordinate with FAMU/FSU College of Engineering branding and marketing. Anne also met with Paul Bradshaw who is developing a residential project on Railroad Avenue, and she is monitoring the FSU long-term plan for the sector. Mary Jo Spector stated the FSU master plan public outreach should include the Park's input. Ron Miller noted that the Park needs to coordinate with FSU regarding the amendments of the restrictions and covenants in the Park. A parallel issue to track is the Will Butler, Kevin Graham, David Coburn development planning, which is separate and is not a part of the FSU master plan process.

Kristin Dozier left the meeting at 1:22pm.

15. Staff Reports:

a. Director of Programs and Communications Report

Denise Bilbow reported on Tech Grant Elevator Pitch night, and provided updates planning for fall items, including TechTopics, EEP, and the Tallahassee Science Festival.

b. Executive Director's Report

Ron Miller reported that Stephanie will evaluate all the buildings to help establish a 5-year capital plan as part of the budget process. He encouraged the Governors to seriously consider serving as an officer. The Audit Committee will evaluate five Audit RFPs.

c. Property Manager's Report

Stephanie Shoulet reviewed the Park occupancy, maintenance and repair items, and receivables.

16. New Business

None.

17. Adjourn

The meeting adjourned at 1:36pm.

Next Meeting: Thursday, August 3, 2017

(Subsequent meetings held the first Thursday of even numbered months)

Leon County Research and Development Authority
Executive Committee Meeting
Knight Administrative Centre
1736 West Paul Dirac Drive, Tallahassee, FL 32310
Monday, June 26, 2017, 3:00pm

Report

Members in Attendance: Chair Anne Longman, Vice Chair Eric Holmes, Immediate Past Chair Kristin Dozier, Treasurer Dave Ramsay.

Members Absent: None.

Others in Attendance: Ron Miller, Executive Director; Denise Bilbow, Director of Programs and Communications; Peggy Bielby, Administrative Coordinator (LCRDA).

1. Call to Order

The meeting was called to order by Chair Anne Longman at 3:07pm.

2. Introduction of Guests

None.

3. Modifications to the Agenda

Ron Miller pulled Agenda Item 8: RFP 17-01 Professional Auditing Services Agreement, and added an item for the Bing Energy bankruptcy Plan of Reorganization which requires direction from the Committee.

Anne Longman added an item to include a discussion of the current news regarding the investigations into the Community Redevelopment Agency and press contacts (see discussion under Executive Director's Report).

4. Public Comment

None.

5. Approval of Draft Meeting Minutes, March 29, 2017

Dave Ramsay offered a motion to approve the draft minutes. Eric Holmes seconded the motion which passed unanimously.

6. Bing Bankruptcy

Ron Miller provided an update on the Bing Energy bankruptcy proposed Plan of Reorganization: under the Plan the Authority has a \$37,000 administrative claim which has priority over the unsecured claims, and a \$41,000 unsecured claim subject to 1 percent initial payment, with the remaining 4 percent paid over the next 4 years plus a share of equity in the

post-reorganization entity. Potential budget impact is only as additional revenue when earned; there is no receivable as all Bing receivables have already been written off. After discussion, the Committee agreed that it was appropriate to support Bing Energy's Bankruptcy Plan of Reorganization dated June 7, 2017, and to authorize Chair Anne Longman to execute any and all the of the documents necessary to effectuate the instructions of the court based on the Authority's approval of the Plan.

Kristin Dozier offered a motion, as amended, to support the Agreement. Dave Ramsay seconded, and the motion passed unanimously.

7. Janitorial Services Agreement Second Amendment

Dave Ramsay offered a motion to approve the amendment of the Janitorial Services Agreement with C&L and Associates to extend the agreement one year until August 31, 2018, increase the fee 3 percent as provided in the agreement, and provide that the vendor waive any claims it may have against the Authority related to the agreement prior to the date of the amendment. Eric Homes seconded the motion, which passed unanimously.

8. Proposed Bylaw Changes

Eric Holmes offered a motion to approve the request to submit to the Board proposed changes to the Authority's Bylaws regarding participation in meetings via electronic means. After discussion the committee directed the language be amended to:

- 1. Move Quorum language to 1.7(a), and voting language from 1.7(a) to 1.7(b).*
- 2. Inserted "serious" before "illness" in 1.7(d).*
- 3. Changed "the good judgment of the" to "majority vote of the" for both the Board and Executive Committee votes in 1.7(d).*

Kristin Dozier seconded the motion as amended, which passed unanimously.

9. RFP 17-01 Professional Auditing Services Agreement

Item pulled from the Agenda because Ron Miller is still in negotiations with the firms.

10. 2017-2018 Board and Officers Discussion

Ron Miller reported that Dave Ramsay, Kim Williams, and April Salter have agreed to be nominated as officers for FY 2017-2018 as Chair, Vice-Chair, and Treasurer respectively.

11. EEP Planning Meeting Update/Discussion

A group of 14 community leaders has been contacted to participate in a July 18, 2017 strategic planning session to discuss the future of the Entrepreneurial Excellence Program.

12. Development Update/Discussion

Architects Lewis+Whitlock will be requested to provide a fee estimate to develop plans, cost estimates, and the available options to renovate the Collins Building to "core and shell" or "white box" status to facilitate non-incubator rental ASAP.

13. Park Planning Meeting Discussion

After discussion the Committee agreed to defer any Park Planning Meeting until October 2017, after the new officers are in place, and after there is more information available re: Project Campus/incubator plans/CRPTA funding/other issues. The discussion could occur at a Board of Governors meeting, or at a special meeting.

Dave Ramsay left the meeting at 4:15pm.

14. Chair's Report

None.

15. Director of Programs and Communications Report

Denise Bilbow reported on the TechGrant survey results; Tech Topics scheduled for August 30 and November 15, 2017; a Park Directory; and social media update.

16. Executive Director's Report

Ron Miller advised he was contacted by a Tallahassee Democrat reporter for information concerning Sunnyland Solar.

FSU Department of Anthropology will move into the Johnson Building this summer. The next Board of Governors meeting, scheduled for August 3, 2017, conflicts with a scheduled meeting for the newly formed Economic Vitality Competitiveness Committee, which includes three Board members plus the Executive Director, so staff will pursue rescheduling the Board meeting for a different time.

17. New Business

None.

18. Adjourn

The meeting adjourned at 5:09pm.

Leon County Research and Development Authority**Treasurer's Report**

August 3, 2017

The following is a summary of the more significant items relating to financial position, financial operations, and the budget for the months ending May 31, 2017 and June 30, 2017 and the fiscal year-to-date for 9 months through June 30, 2017.

1) Balance Sheet

<u>Changes for the month:</u>	<u>Increase/ (Decrease)</u>	
	<u>5/31/17</u>	<u>6/30/17</u>
Operating cash ¹	(\$ 23,251)	(\$ 31,099)
Receivables ²	\$ 22,747	(\$ 6,808)
Property ³	-	21,973
Accumulated depreciation and amortization	(\$ 24,897)	(\$ 24,897)
Trust escrow ⁴		(\$ 35,000)
Investments	\$ 4,544	\$ 4,490
Total assets	(\$ 25,759)	(\$ 71,821)
Total liabilities	\$ 32,413	(\$ 45,665)
Total capital	(\$ 58,172)	(\$ 26,156)

¹ Cash balances decreased more than normal due to payment of \$25,000 Tech Grants, \$20,075 for Collins Building architect & engineering fee, and ~\$7,000 Johnson Building repairs in preparation for new tenant.

² Timing of cash receipts

³ Collins building A&E fee capitalized, and 2 new laptops.

⁴ Balance of Inkbridge funds to be used to pay for EEP.

2) Income Statement

	<u>Month</u>		
	<u>5/31/17</u>	<u>6/30/17</u>	<u>Year-to-Date</u>
Interest income	\$ 4,487	\$ 5,219	35,817
Net operating income (loss) ¹	(\$ 33,275)	(\$ 1,259)	(\$ 45,565)
<i>(before depreciation and amortization expense)</i>			
Less: Depreciation and amort. expense	(\$ 24,897)	(\$ 24,897)	(\$ 224,071)
Net income (loss)	(\$ 58,172)	(\$ 26,156)	(\$ 269,636)

¹ Tech Grant \$25,000, and Johnson Bldg repairs ~\$7,000

3) Cash Flow Statement

<u>Operating Cash</u>	
Beginning balance	\$ 220,739
Net change	(54,350)
Ending balance	<u>\$166,389</u>

Operating cash is adequate to meet current cash disbursement needs. Cash balances will increase with additional rents to be collected beginning in August, collection of past due A/R balances, and return to more normal lower operating expenses in future months. Will continue to monitor bank balance and transfer funds from investments if it becomes necessary.

4) Budget Comparison Statement

a) Revenues:

Revenue Variances Year-to-Date	
Actual	\$ 528,136
Budgeted	<u>54,982</u>
Variance Favorable (Unfavorable)	<u>(\$ 20,402)</u>

Variance breakdown:

Rent ¹	\$ 17,995
Interest income	6,117
EEP program revenue ²	(38,800)
Other program revenue	250
All other	<u>1,592</u>
Variance Favorable (Unfavorable)	<u>(\$ 12,846)</u>

¹. Added NWRDC space and new Knight lease

². Budgeted external/legislative funding was not awarded; escrowed funds consisting of previously recognized revenue being used to fund shortfall

b) Operating Expenses (before Depreciation and Amortization):

Operating Expenses Year-to-Date	
Budgeted	\$ 607,403
Actual	<u>573,701</u>
Variance Favorable (Unfavorable)	<u>\$ 33,702</u>

Operating Expense Variances (Year-to-Date)	Favorable/ (Unfavorable)
Payroll	(\$ 1,306)
Utilities	7,062
Repairs/Maintenance	3,386
Cleaning & Improvements	6,414
Services ¹	9,658
Property Administration ^{2 3}	<u>8,488</u>
Total Favorable Variance	<u>\$ 33,702</u>

¹. New HVAC PM contract began 3/1 and service has been completed, but 2 quarterly services were not performed before new contract completed.

². EEP program director contract start date changed from October 1 to December 1 which deferred budgeted expense \$6,666 (favorable variance); budget was based on expected October start date.

³. Legal fees unfavorable variance \$2,407 due to Bing Energy matter total fees of \$9,792.

Respectfully submitted,
Dave Ramsay, Treasurer

LEON COUNTY RESEARCH AND DEVELOPMENT AUTHORITY

Attachment D1

1 of 4

INVESTMENT PORTFOLIO

For period ending May 31, 2017

For the Month:

<u>SECURITY OWNED</u>	<u>BALANCE BOM</u>	<u>EARNINGS</u>	<u>ADDITIONS</u>	<u>DEDUCTIONS</u>	<u>BALANCE EOM</u>	<u>YIELD</u>
FL PRIME	\$ 888,309.36	\$ 840.31	\$ -	\$ -	\$ 889,149.67	1.114%
SPIA	3,006,809.79	3,626.60	-	-	3,010,436.39	1.418%
FLGIT	-	-	-	-	-	0.000%
	\$ 3,895,119.15	\$ 4,466.91	\$ -	\$ -	\$ 3,899,586.06	1.376%

For the Fiscal Year Beginning October 1:

<u>SECURITY OWNED</u>	<u>BALANCE BOP</u>	<u>EARNINGS</u>	<u>ADDITIONS</u>	<u>DEDUCTIONS</u>	<u>BALANCE EOP</u>	<u>YIELD</u>
FL PRIME	\$ 1,411,609.01	\$ 7,540.66	\$ -	\$ 530,000.00	\$ 889,149.67	0.977%
SPIA	2,457,505.63	22,930.76	530,000.00	-	3,010,436.39	1.272%
FLGIT	9,604.84	(25.88)	-	9,578.96	-	-1.616%
	\$ 3,878,719.48	\$ 30,445.54	\$ 530,000.00	\$ 539,578.96	\$ 3,899,586.06	1.177%

Investments Limited as to Use (Capital Improvement Fund)

\$ 1,400,000.00

Unrestricted Investments

\$ 2,499,586.06

NOTABLE ADDITIONS OR DELETIONS TO ACCOUNTS:

11/16 Liquidated remaining investment in FLGIT

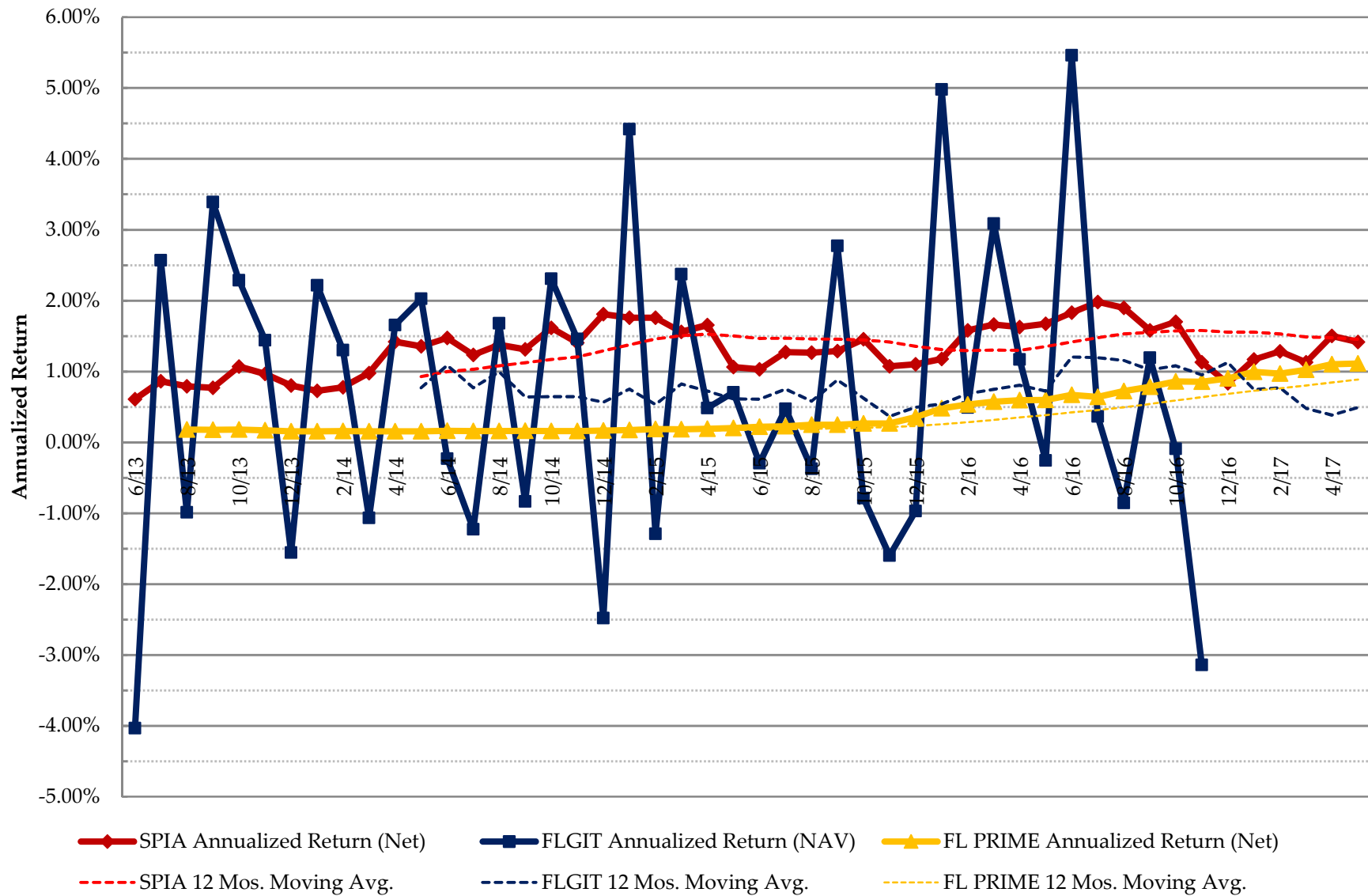
02/17 Transferred \$530,000 from FL PRIME to SPIA as directed by Investment Advisory Committee

Note: Security descriptions shown on reverse

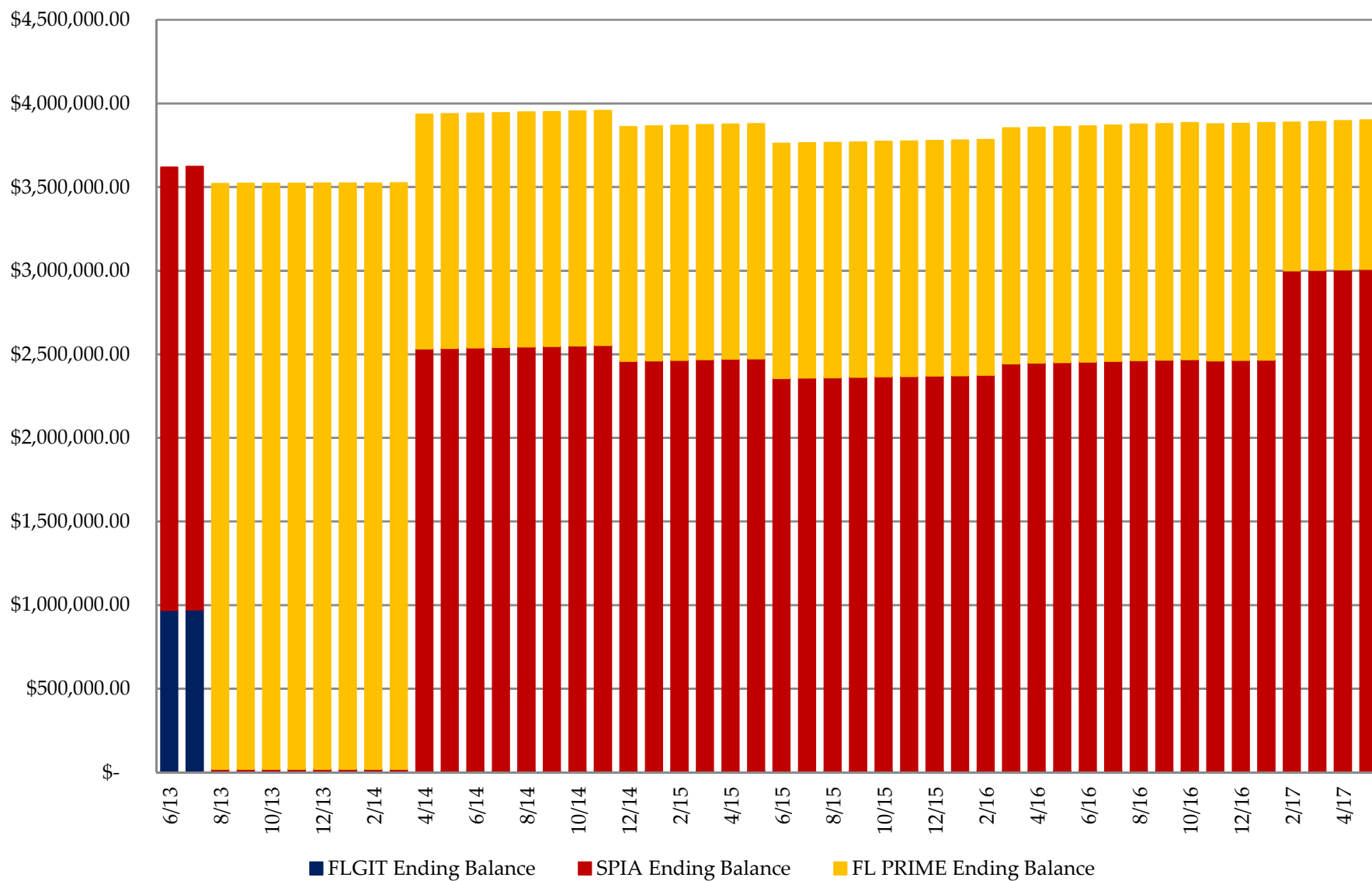
SECURITY DESCRIPTIONS:

- **FL PRIME - SBA Florida Prime** - The Local Government Surplus Funds Trust Fund (Florida PRIME) was created by an Act of the Florida Legislature in 1977 and currently serves over 800 participants across the state. Invests exclusively in short-term, high-quality fixed-income securities rated in the highest short-term rating category by one or more nationally recognized statistical rating organizations, or securities of comparable quality. Seeks to maintain a \$1.00 value and maintain a weighted average maturity of 60 days or less, with the maximum maturity of any investment limited to 397 days. Rated AAAm by Standard & Poor's, the highest rating available for a local government investment pool. Complies with legislation that requires numerous operational and reporting enhancements, including restating investment objectives to emphasize safety, liquidity and competitive returns with minimization of risks; and providing for enhanced internal controls, transparency and communication. Federated Investors has managed the assets of Florida PRIME to the exact specifications of its investment policies since February 13, 2008.
- **SPIA – Florida Treasury Special Purpose Investment Trust** – The Florida State Treasury operates a special investment program for public entities other than the State. This program is authorized in Section 17.61(1), Florida Statutes and is called the Treasury Special Purpose Investment Account (SPIA). Component units of the State, Universities, or Colleges that are created by the Florida Constitution or Florida Statutes are eligible to invest in SPIA. Current non-component unit participants, like the Authority, are allowed to stay in the program with capped investment limits and a minimum balance equal to 60% of the previous 3 months average balance. Liquidations in excess of the minimum balance require 6 months' notice. SPIA funds are invested in the same portfolio as Treasury funds, so the pool of funds has a stable base of funds (over 85% of the funds are captive trust funds) not needed for immediate disbursement. These funds are invested in a combination of short-term liquid instruments and intermediate-term fixed income securities. This “barbell” investment strategy, along with incremental income produced by securities lending, has the ability to return higher yields than a typical money market fund. Participants have the ability to invest and obtain fund withdrawals same day with an 11:00 a.m. deadline for notifying the Treasury. The SPIA maintains a credit rating of A+f by Standard & Poor's.
- **FLGIT – Florida Local Government Investment Trust Government Fund** – The FLGIT is a local government investment pool created by the Florida Association of Court Clerks and Comptrollers, and the Florida Association of Counties for the purpose of providing public entities with an investment program that focuses on longer-term securities with the highest credit ratings. The effective maturity of the underlying investments is five years or less. The FLGIT invests in money markets, Treasury Notes, asset-backed securities, and federal agency obligations. This investment type is subject to some market risk due to fluctuating prices and liquidity risk due to advance redemption notification requirements. However, it has a professional investment advisor and an investment advisory board, and provides diversity in the Fund's portfolio. The FLGIT maintains a credit rating of AAA by Standard & Poor's.

Leon County Research & Development Authority Investment Yield



Leon County Research & Development Authority Investments Balances



LEON COUNTY RESEARCH AND DEVELOPMENT AUTHORITY

Attachment D2

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INVESTMENT PORTFOLIO

For period ending June 30, 2017

For the Month:

<u>SECURITY OWNED</u>	<u>BALANCE BOM</u>	<u>EARNINGS</u>	<u>ADDITIONS</u>	<u>DEDUCTIONS</u>	<u>BALANCE EOM</u>	<u>YIELD</u>
FL PRIME	\$ 889,149.67	\$ 863.79	\$ -	\$ -	\$ 890,013.46	1.182%
SPIA	3,010,436.39	4,338.09	-	-	3,014,774.48	1.755%
FLGIT	-	-	-	-	-	0.000%
	\$ 3,899,586.06	\$ 5,201.88	\$ -	\$ -	\$ 3,904,787.94	1.601%

For the Fiscal Year Beginning October 1:

<u>SECURITY OWNED</u>	<u>BALANCE BOP</u>	<u>EARNINGS</u>	<u>ADDITIONS</u>	<u>DEDUCTIONS</u>	<u>BALANCE EOP</u>	<u>YIELD</u>
FL PRIME	\$ 1,411,609.01	\$ 8,404.45	\$ -	\$ 530,000.00	\$ 890,013.46	1.000%
SPIA	2,457,505.63	27,268.85	530,000.00	-	3,014,774.48	1.325%
FLGIT	9,604.84	(25.88)	-	9,578.96	-	-1.616%
	\$ 3,878,719.48	\$ 35,647.42	\$ 530,000.00	\$ 539,578.96	\$ 3,904,787.94	1.225%

Investments Limited as to Use (Capital Improvement Fund)

\$ 1,400,000.00

Unrestricted Investments

\$ 2,504,787.94

NOTABLE ADDITIONS OR DELETIONS TO ACCOUNTS:

11/16 Liquidated remaining investment in FLGIT

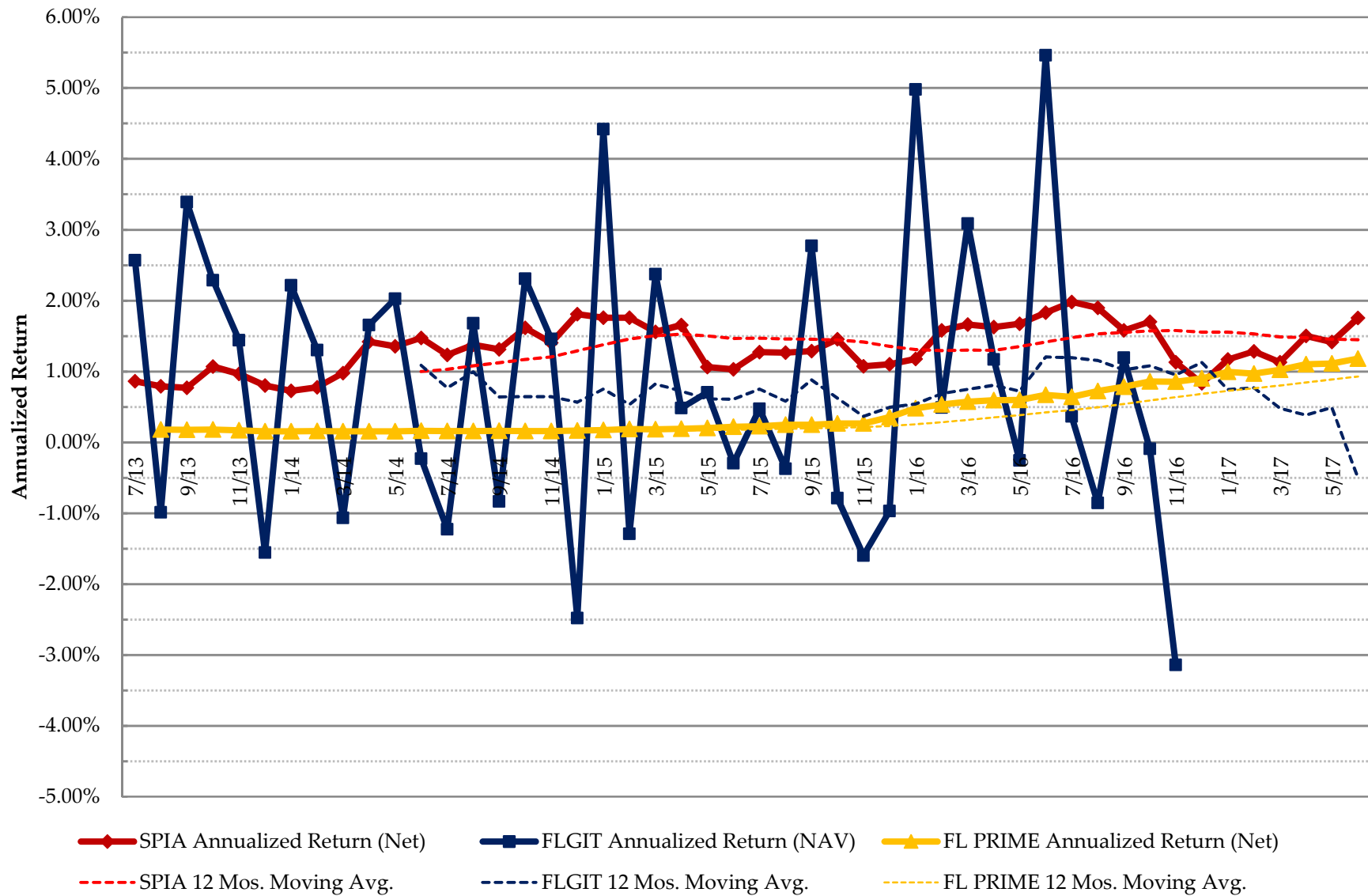
02/17 Transferred \$530,000 from FL PRIME to SPIA as directed by Investment Advisory Committee

Note: Security descriptions shown on reverse

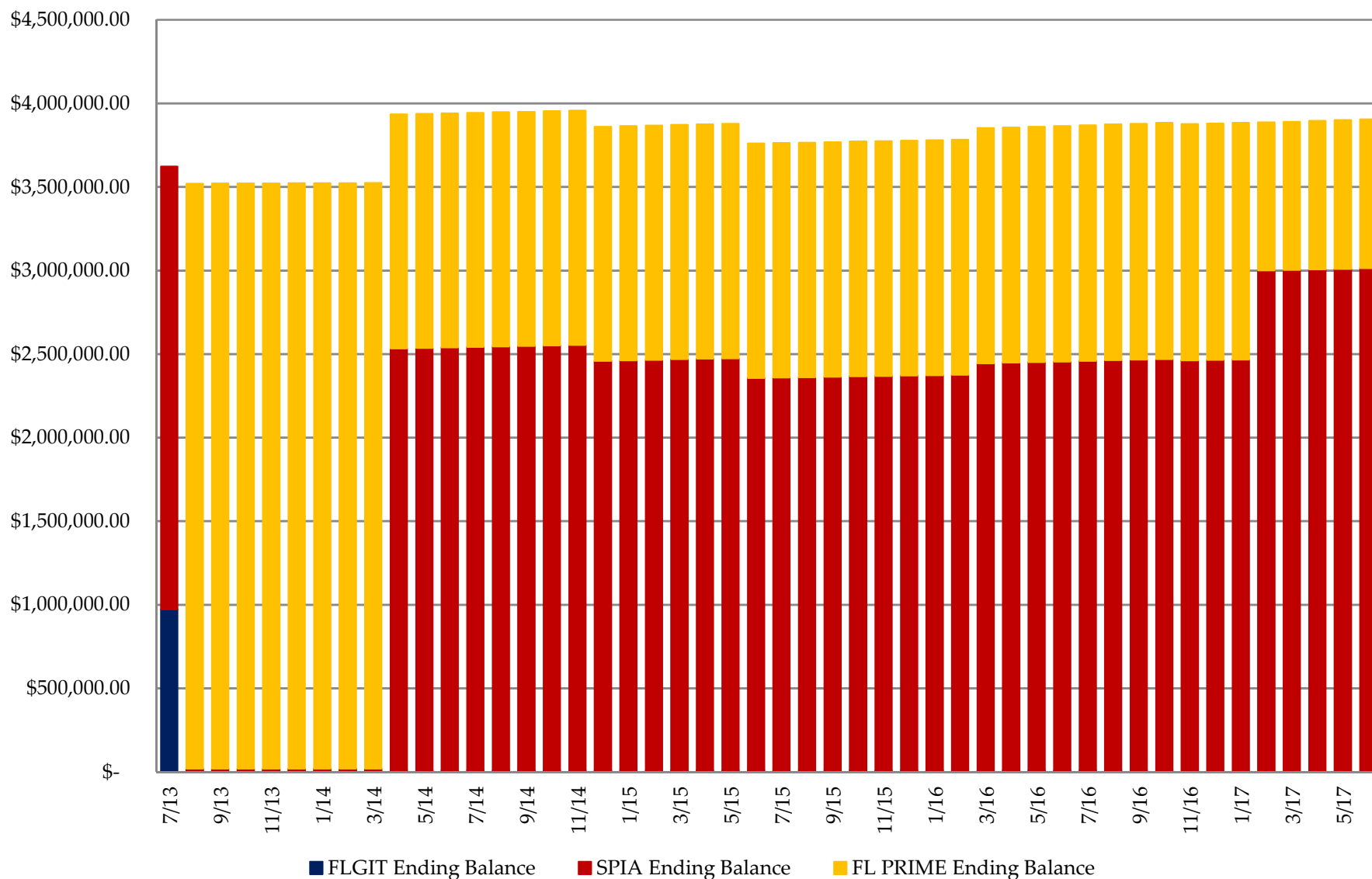
SECURITY DESCRIPTIONS:

- **FL PRIME - SBA Florida Prime** - The Local Government Surplus Funds Trust Fund (Florida PRIME) was created by an Act of the Florida Legislature in 1977 and currently serves over 800 participants across the state. Invests exclusively in short-term, high-quality fixed-income securities rated in the highest short-term rating category by one or more nationally recognized statistical rating organizations, or securities of comparable quality. Seeks to maintain a \$1.00 value and maintain a weighted average maturity of 60 days or less, with the maximum maturity of any investment limited to 397 days. Rated AAAm by Standard & Poor's, the highest rating available for a local government investment pool. Complies with legislation that requires numerous operational and reporting enhancements, including restating investment objectives to emphasize safety, liquidity and competitive returns with minimization of risks; and providing for enhanced internal controls, transparency and communication. Federated Investors has managed the assets of Florida PRIME to the exact specifications of its investment policies since February 13, 2008.
- **SPIA – Florida Treasury Special Purpose Investment Trust** – The Florida State Treasury operates a special investment program for public entities other than the State. This program is authorized in Section 17.61(1), Florida Statutes and is called the Treasury Special Purpose Investment Account (SPIA). Component units of the State, Universities, or Colleges that are created by the Florida Constitution or Florida Statutes are eligible to invest in SPIA. Current non-component unit participants, like the Authority, are allowed to stay in the program with capped investment limits and a minimum balance equal to 60% of the previous 3 months average balance. Liquidations in excess of the minimum balance require 6 months' notice. SPIA funds are invested in the same portfolio as Treasury funds, so the pool of funds has a stable base of funds (over 85% of the funds are captive trust funds) not needed for immediate disbursement. These funds are invested in a combination of short-term liquid instruments and intermediate-term fixed income securities. This “barbell” investment strategy, along with incremental income produced by securities lending, has the ability to return higher yields than a typical money market fund. Participants have the ability to invest and obtain fund withdrawals same day with an 11:00 a.m. deadline for notifying the Treasury. The SPIA maintains a credit rating of A+f by Standard & Poor's.
- **FLGIT – Florida Local Government Investment Trust Government Fund** – The FLGIT is a local government investment pool created by the Florida Association of Court Clerks and Comptrollers, and the Florida Association of Counties for the purpose of providing public entities with an investment program that focuses on longer-term securities with the highest credit ratings. The effective maturity of the underlying investments is five years or less. The FLGIT invests in money markets, Treasury Notes, asset-backed securities, and federal agency obligations. This investment type is subject to some market risk due to fluctuating prices and liquidity risk due to advance redemption notification requirements. However, it has a professional investment advisor and an investment advisory board, and provides diversity in the Fund's portfolio. The FLGIT maintains a credit rating of AAA by Standard & Poor's.

Leon County Research & Development Authority Investment Yield



Leon County Research & Development Authority Investments Balances



**SECOND AMENDMENT TO
PROFESSIONAL SERVICES AGREEMENT BETWEEN
C&L ASSOCIATES OF TALLAHASSEE, INC. AND
LEON COUNTY RESEARCH AND DEVELOPMENT AUTHORITY**

THIS SECOND AMENDMENT TO PROFESSIONAL SERVICES AGREEMENT (the "Second Amendment"), is made as of the 14th day of June, 2017 by and between by and between the Leon County Research and Development Authority, a public Authority created pursuant to Chapter 159, Part V, Florida Statutes, having its principal place of business in Tallahassee, Florida (the "Authority"), and C&L Associates of Tallahassee, Inc., a Florida corporation having its principal place of business in Tallahassee, Florida (the "Contractor").

WITNESSETH

WHEREAS, the Authority and the Contractor have previously entered into a Contract dated August 20, 2015 which commenced September 1, 2015, and expires August 31, 2017 as previously amended (the "Agreement"), whereby the Authority retained the Contractor to perform janitorial services; and

WHEREAS, the parties wish to amend the Agreement in order to extend the term as provided for in the Agreement.

NOW, THEREFORE, in consideration of the mutual promises and covenants herein set forth, the sufficiency of which is acknowledged, the parties hereby agree as follows:

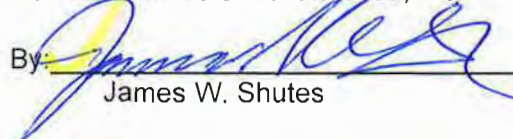
1. The term of the Agreement shall be extended one year until August 31, 2018.
2. As provided in Exhibit B of the Agreement, the price per square feet per month shall be increased 3% from \$0.0721 to \$0.074263.
3. There exist no claims or potential claims by Contractor against the Authority. Contractor hereby waives, releases and discharges the Authority from all claims that Contractor may have against the Authority arising out of or in connection with the Agreement prior to the date hereof.
4. All other provisions of the Agreement shall remain in full force and effect.
5. This Second Amendment is subject to ratification by the Board of Governors of the Leon County Research and Development Authority.

IN WITNESS WHEREOF, the parties hereto have caused this Second Amendment to be executed on the day and year first written above.

Leon County Research and Development
Authority

By: _____
Anne Longman, Chair

C&L Associates of Tallahassee, Inc.

By: 
James W. Shutes



4827-9195-3480

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WWW.LCRDA.ORG

ENROLLED

HB 1A, Engrossed 1

2017A Legislature

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514 288.101 Florida Job Growth Grant Fund.—

515 (1) The Florida Job Growth Grant Fund is created within
516 the department to promote economic opportunity by improving
517 public infrastructure and enhancing workforce training. The
518 Florida Job Growth Grant Fund may not be used for the exclusive
519 benefit of any single company, corporation, or business entity.

520 (2) The department and Enterprise Florida, Inc., may
521 identify projects, solicit proposals, and make funding
522 recommendations to the Governor, who is authorized to approve:

523 (a) State or local public infrastructure projects to
524 promote economic recovery in specific regions of the state,
525 economic diversification, or economic enhancement in a targeted

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CODING: Words ~~stricken~~ are deletions; words underlined are additions.

hb0001a-02-er

ENROLLED

HB 1A, Engrossed 1

2017A Legislature

526 | industry.

527 | (b) Infrastructure funding to accelerate the
528 | rehabilitation of the Herbert Hoover Dike. The department or the
529 | South Florida Water Management District may enter into
530 | agreements, as necessary, with the United States Army Corps of
531 | Engineers to implement this paragraph.

532 | (c) Workforce training grants to support programs at state
533 | colleges and state technical centers that provide participants
534 | with transferable, sustainable workforce skills applicable to
535 | more than a single employer, and for equipment associated with
536 | these programs. The department shall work with CareerSource
537 | Florida to ensure programs are offered to the public based on
538 | criteria established by the state college or state technical
539 | center and do not exclude applicants who are unemployed or
540 | underemployed.

541 | (3) For purposes of this section:

542 | (a) "Infrastructure" means any fixed capital expenditure
543 | or fixed capital costs associated with the construction,
544 | reconstruction, or improvement of facilities that have a life
545 | expectancy of 5 or more years and any land acquisition, land
546 | improvement, design, and engineering costs related thereto.
547 | Facilities in this category include technical structures such as
548 | roads, bridges, tunnels, water supply, sewers, electrical grids,
549 | and telecommunications facilities.

550 | (b) "Public infrastructure" means infrastructure that is

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CODING: Words ~~stricken~~ are deletions; words underlined are additions.

hb0001a-02-er

F L O R I D A H O U S E O F R E P R E S E N T A T I V E S

ENROLLED

HB 1A, Engrossed 1

2017A Legislature

551 owned by the public, and is for public use or predominately
552 benefits the public. If public infrastructure is leased or sold,
553 it must be leased or sold at fair market rates or value.

554 (c) "Targeted industry" means any industry identified in
555 the most recent list provided to the Governor, the President of
556 the Senate, and the Speaker of the House of Representatives in
557 accordance with s. 288.106(q).

558 (4) The department shall administer contracts for projects
559 approved by the Governor and funded pursuant to this section.

hb0001a-02-er



Florida Job Growth Grant Fund

Frequently Asked Questions

What is the deadline for submitting proposals?

Section 288.101, Florida Statutes, does not provide a deadline for submitting proposals. Proposals will be considered until all the funding is committed.

Is there a limitation on the amount of funds that can be requested?

The statute does not provide a limit on the amount of funding that can be requested per project. The job growth fund was appropriated \$85 million.

Is there a certain amount of funds designated for infrastructure projects versus workforce training?

The statute designates \$25 million for infrastructure projects, the remainder of the funds can be used for a workforce training, infrastructure project, or both.

Is there an expected number of projects that will be approved?

The statute does not provide a minimum or maximum number of projects that may be approved by the Governor.

Is there a requirement for matching funds?

The statute does not require a project to have matching funds. However, if matching funds are being provided please include details in your proposal.

Are additional attachments such as maps and photos permissible in the proposal?

Attachments are permissible. Please send as much detail in the project proposal as possible.

Is a state university eligible for a workforce training grant?

The statute states that workforce training grants must support programs at state colleges and technical centers. If the proposed project partners with one of those entities, then the university would also be eligible to submit a proposal.

Is the grant provided over a specific time period?

The statute does not provide a specific time period. However, if possible please include a detailed timeline in your proposal.

How many proposals can one entity submit?

The statute does not limit the number of proposals that one entity can submit.



Can edits be made to a proposal once it has been submitted?

Yes, please email any amendments or changes to proposals already submitted to JobGrowth@deo.myflorida.com.

Are any parts of the fund dedicated to certain regions of the state?

The statute does not dictate any breakdown of funds by region. DEO and EFI are focused on bringing economic opportunity to all areas of the state.

Is the funding meant for new or pre-existing projects?

The grant funds can be used for either type of project; please provide as many details in the project proposal as possible describing what projects the funding will be used for.

If my project is approved by the Governor, when will funds be made available?

Once approved by the Governor, each entity will enter into a contract with DEO, where a funding timeline will be established.

Is all of the information that is provided in the proposal considered a public record?

Job Growth Grant Fund proposals are public record under Florida statutes. However, any information that is confidential by state statutes will be redacted according to the statute applicable.

- 5 – Excellent (almost always exceeds expectations and performs at very high standard)
 4 – Above average (generally exceed performance expectations)
 3 – Satisfactory (meets performance expectations)
 2 – Below average (generally does not meet performance expectations)
 1 – Unsatisfactory (almost always fails to meet minimum performance expectations).
 Blank – Not rated

#	Category	Bowers	Daniels	Dean	Dixon	Dozier	Longman	Moore	Holmes	Ramsay	Salter	Williams	Average	Last Year	Change
1	PROFESSIONAL SKILLS AND STATUS														
a.	Knowledgeable of current developments affecting the management field and affecting research parks.	4	4	5	4	5	4	3	4	4	4	4	4.1	4.0	0.1
b.	Respected in management profession.	5		5	5	5	3	3	5	5	4	4	4.4	4.2	0.2
c.	Has a capacity for and encourages innovation.	4	3	5	4	5	3	3	5	5	4	4	4.1	4.2	(0.1)
d.	Anticipates problems and develops effective approaches for solving them.	4	2	4	4	5	4	3	5	5	5	4	4.1	4.4	(0.3)
e.	Willing to try new ideas proposed by Board Members or staff.	3	3	4	5	5	3	4	4	5	3	4	3.9	4.2	(0.3)
f.	Interacts with the Board in a direct and straightforward manner.	5	2	4	5	5	4	3	5	5	4	5	4.3	4.6	(0.3)
g.	Skillful with the news media, avoiding political positions and partisanship.	4	2	4	5	5	4	3	4	5		5	4.1	4.2	(0.1)
2	RELATIONS WITH BOARD OF GOVERNORS														
a.	Carries out directives of the Board as a whole rather than those of any one Board member.	4	2	5	4	5	4	3	5	5	4	4	4.1	4.4	(0.3)
b.	Assists the Board on resolving problems at the administrative level to avoid unnecessary Board action.	4	3	5	4	5	5	3	5	5	5	4	4.4	4.4	-
c.	Assists the Board in establishing policy, while acknowledging the ultimate authority of the Board.	4	4	5	5	5	5	3	5	5	4	4	4.5	4.4	0.1
d.	Responds to requests for information or assistance by the Board.	5		5	5	5	5	3	5	5	5	4	4.7	4.7	-
3	POLICY EXECUTION														
a.	Implements Board action in accordance with the intent of the Board.	4	3	4	5	5	4	3	5	5	4	4	4.2	4.6	(0.4)
b.	Supports the actions of the Board after a decision has been reached, both inside and outside the organization.	5	3	5	5	5	4	3	5	5	4	4	4.4	4.6	(0.2)
c.	Enforces Authority policies.	5	3	4	5	5	4	3	5	5	4	4	4.3	4.4	(0.1)
d.	Understands relevant State & County laws and ordinances.	4	4	5	4	5	4	3	5	4	4	4	4.2	4.1	0.1
e.	Reviews Authority procedures periodically to suggest improvements to their effectiveness.	5	3	4		5	4	3	4	5	5	4	4.2	4.1	0.1
f.	Offers workable alternatives to the Board for changes in policies when a policy proves impractical in actual administration.	5	4	5	4	5	4	3	4	5	4	4	4.3	4.2	0.1
4	REPORTING														
a.	Provides the Board with reports concerning matters of importance to the Authority.	4	2	5	3	5	5	3	4	5	3	4	3.9	4.5	(0.6)
b.	Reports are accurate, comprehensive and produced in a timely manner.	5	3	5	3	5	4	3	4	5	3	4	4.0	4.4	(0.4)
c.	Reports are generally produced through own initiative rather than when requested by the Board.	5	4	5	4	5	4	3	5	5	4	4	4.4	4.3	0.1
d.	Prepares a sound agenda which prevents trivial administrative matters from being reviewed by the Board.	5	3	5	5	5	3	3	5	5	5	4	4.4	4.5	(0.1)
e.	Produces and handles reports in a way to convey the message that affairs of the organization are open to public scrutiny.	5		5	5	5	5	3	4	5	5	4	4.6	4.6	-
5	TENANT RELATIONS														
a.	Responsive to complaints from tenants.	4		4		5	4	3	4	5	5	4	4.2	4.1	0.1
b.	Demonstrates a dedication to service to the Park community and its Tenants.	4	3	4	4	5	4	3	5	5	5	4	4.2	4.2	-
c.	Has the capacity to listen to others and to recognize their interests.	4		4	5	5	3	3	5	5	5	4	4.3	4.2	0.1
d.	Willing to meet with members of the Park community to discuss their real concerns.	4		5	5	5	4	4	5	5	5	4	4.6	4.1	0.5

- 5 – Excellent (almost always exceeds expectations and performs at very high standard)
 4 – Above average (generally exceed performance expectations)
 3 – Satisfactory (meets performance expectations)
 2 – Below average (generally does not meet performance expectations)
 1 – Unsatisfactory (almost always fails to meet minimum performance expectations).
 Blank – Not rated

#	Category	Bowers	Daniels	Dean	Dixon	Dozier	Longman	Moore	Holmes	Ramsay	Salter	Williams	Average	Last Year	Change
6	STAFFING														
a.	Recruits and retains competent personnel for Authority positions.	4	4	4	4	5	5	4	5	5	4	4	4.4	4.3	0.1
b.	Aware of staff weaknesses and works to improve their performance.			4	4	5			4	5	3	4	4.1	4.5	(0.4)
c.	Accurately informed and concerned about employee relations.	5		4	5	5	4		5	5	4	4	4.6	4.3	0.3
d.	Professionally manages the compensation and benefits plan.	5		4	3	5	4	3	4	5	4	4	4.1	4.1	-
e.	Promotes training and development opportunities for employees at all levels of the organization.			4	5	5		3	5	5	3	4	4.3	4.1	0.2
7	SUPERVISION														
a.	Instills confidence and initiative in subordinates and emphasizes support rather than restrictive controls.	4		5	5	5	4	3	5	5	4	4	4.4	4.5	(0.1)
b.	Has developed a friendly and informal relationship with the work force as a whole, yet maintains the prestige and dignity of the Authority.	5		5	5	5		3	5	5	4	4	4.6	4.5	0.1
c.	Evaluates personnel periodically, and points out weaknesses and strengths.	5		4		5		3	4	5	3	4	4.1	4.4	(0.3)
d.	Encourages teamwork, innovation, and effective problem-solving among the staff members.	5		4	4	5	4		5	5	5	4	4.6	4.3	0.3
8	FISCAL MANAGEMENT														
a.	Prepares a fiscally responsible budget to provide services at a level directed by the Board.	5	3	5	5	5	5	4	4	5	4	4	4.5	4.7	(0.2)
b.	Makes the best possible use of available funds, conscious of the need to operate the Authority efficiently and effectively.	5	2	4	4	5	5	4	5	5	4	4	4.3	4.7	(0.4)
c.	Prepared budget is in an intelligent but readable format.	5	3	5	5	5	5	4	5	5	5	4	4.6	4.7	(0.1)
d.	Possesses awareness of the importance of financial planning and control.	5	4	5	5	5	5	4	5	5	5	4	4.7	4.9	(0.2)
e.	Appropriately monitors and manages the fiscal activities of the organization.	5	3	5	5	5	5	4	5	5	4	4	4.5	4.8	(0.3)
9	STRATEGIC PARTNERSHIPS AND COMMUNITY														
a.	Cooperates with other community organizations.	5	3	4	4	5	4	3	5	5	5	4	4.3	4.3	-
b.	Cooperates with the City, State, and Federal governments.	5	3	4	4	5	4	3	5	5	5	4	4.3	4.2	0.1
c.	Cooperates with strategic partners, such as Florida State University, Florida A&M University, Tallahassee Community College, the Chamber of Commerce, and the Economic Development Council.	5		4	4	5	4	4	5	5	4	4	4.4	4.6	(0.2)
d.	Avoids unnecessary controversy.	4	1	5	4	5	4	3	5	5	5	4	4.1	4.0	0.1
e.	Helps the Board address future needs and develop adequate plans to address long term trends.	4	3	5	4	5	3	3	4	5	4	4	4.0	4.3	(0.3)

	Total	195	89	204	186	225	169	135	211	223	186	182			
	Categories	43	30	45	42	45	41	42	45	45	44	45			
	Average	4.5	3.0	4.5	4.4	5.0	4.1	3.2	4.7	5.0	4.2	4.0	4.3	4.4	(0.1)
	Last Year	3.6	4.8	n/a	n/a	5.0	4.1	3.2	4.4	4.9	n/a	n/a			

Member	Strengths	Needs Improvement	Other Comments
Bowers	Research matters to ensure we have all of the facts. Provides valuable insight on the fiscal management aspects of the authority.	I would like to see more of a "blue sky" approach when considering the future opportunities for the authority.	Ron is working very hard to increase the value proposition the LCRDA offers to the community. He is eager to entrench himself into the fabric of our local economic development efforts and has proven to be a well respected leader.
Daniels	The ED has done a good job establishing a presence in the community, through his involvement in different community events and organizations. Additionally, I believe his financial background has been beneficial to the board for boiling down key indicators and trends related to the financial health of the park.	There are several instances of the ED misrepresenting the magnitude or seriousness of issues involving the park, which has made addressing those issues more difficult later on. I recommend flagging issues earlier on to help give the board more time to consider options and responses. I also have seen several instances of the ED involving himself in areas of decision-making that blur the lines between his role and the role of the board. I felt he was over-involved in the RFP process for the park's auditing contract. I also believe his direct communication with individual board members could be substantially better, especially when traversing different issues or questions related to board business.	
Dean	none	none	none
Dixon	none	none	none
Dozier	none	none	none
Longman	Excellent operational skills and execution, has put in place new personnel and providers to make operation more efficient, strong financial management and oversight	We need more BOG involvement, not just when attending our meetings, so that everyone has a sense of mission, and Board members carry this commitment into the rest of their lives and work. As good policies and procedures lift some of the burden of day to day management, there should be more time for implementing our strategic plan in tangible ways.	This next FY will be critical to showing the community that things can be made to happen at IP and by the LCRDA.
Moore	He has demonstrated a steady hand in ensuring that our financial reporting and review was consistently without error.	It would be helpful if the Board had greater exposure to work being completed by Ron that showcased his initiative and ability to be innovative.	
Holmes	none	none	none
Ramsay	Ron uses his accounting and management skills to the benefit of the Authority. His CPA certification has served the organization in numerous ways from budgeting, internal control, fiscal management and forecasting. He is quickly becoming integrated in the municipal and higher education circles and is well respected by these centers of influence.	Ron is still relatively new to the research park administration role and I will encourage him to continue developing peer relationships that will add to his knowledge and further hone his skill sets.	
Salter	Ron's background in finance is extremely helpful to the Authority and to the citizens of Leon County. He has a thorough understanding of our responsibilities and adheres to policy and procedures. I have appreciated Ron's steady leadership and responsiveness at board meetings and other times when I have had questions.	Both the Board and Ron need to spend time truly examining our vision of the organization and where we are going. I believe we need a strategic planning session to look at our opportunities and direction. Because the Board meetings are short with the need for many different types of discussion, it is rare that we look at the big picture and feel united behind a mission. There just isn't enough time in a standard board meeting. This may happen at the Executive Committee level, but as a regular board member, I would like to become more immersed in it, as I believe all board members should be. Similarly, communication to the board as a whole could be improved. Communication is all very formal with few periodic updates. Since we don't receive information or updates from the chair, it makes it hard to keep the Authority and its goals top of mind and I fear that we will lose momentum and the interest of other Board members.	Thank you for your commitment to the Authority. I am hopeful that 2017-18 will be a milestone year for us.
Williams	none	none	none

BYLAWS OF
LEON COUNTY RESEARCH AND
DEVELOPMENT AUTHORITY

Adopted March 18, 1981

Amended

March 18, 1981

May 14, 1981

August 18, 1993

October 15, 2002

February 1, 2011

May 10, 2011

January 10, 2013

December 4, 2014

August 4, 2016

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1. ARTICLE I - GOVERNANCE

1.1 Definitions.

- a.) “Authority” shall mean The Leon County Research and Development Authority.
- b.) “Board” shall mean the Board of the Authority.
- c.) “Commission” shall mean the Leon County Commission.
- d.) “Ex-Officio Member” means a person who is a member of the Board by virtue of the office or position they hold. An Ex-Officio Member shall have exactly the same rights as all other members including the right to vote on all matters, unless another applicable statute provides otherwise.
- e.) Whenever the phrase “Florida’s Government in the Sunshine Law” is used it shall refer to Section 286.011, Florida Statutes.
- f.) “Innovation Park” shall mean the Research and Development Park operated by the Authority on property owned by the Florida Board of Trustees of the Internal Improvement Trust Fund in Leon County, Florida and leased to the Leon County Research and Development Authority pursuant to Lease Agreement dated January 28, 1980.
- g.) The use of the masculine gender shall also include the feminine.
- h.) “Affiliated Institution of Higher Education” shall mean Florida State University, Florida Agricultural and Mechanical University, and Tallahassee Community College.
- h.)i.) “Electronic Means” for participating in meetings may include the use of such devices as a speaker telephone or any other communications media that allows the absent member to participate in discussions, and to be heard by other board members and the public during the meeting.

1.2 Identity and Principal Office.

- a.) **Identity.** These are the Bylaws of the Leon County Research and Development Authority, a public body corporate.
- b.) **Principal Office.** The principal office of the Authority shall be at 1736 West Paul Dirac Drive, Tallahassee, FL 32310, or at such other place as may be subsequently designated by the Board.

1.3 Background.

The Leon County Research and Development Authority was created as a public body corporate pursuant to the enactment of 78-402, Laws of Florida, which created the Florida Research and Development Commission and provided for the creation of five-member Research and Development Authorities. The Charter of the Authority was filed with the Secretary of State on October 24, 1978. On July 1, 1979, pursuant to the enactment of 79-101 Laws of Florida, Part V of Chapter 159, Florida Statutes, was created. This amendment expanded the powers of authorities to provide for financing of projects. Section 159.75, Florida Statutes, required any authority established prior to this enactment, to reconstitute itself under the amended statute in order to be able to exercise any power to issue bonds or other debt obligations pursuant to Sections 159.74(6) and (7), Florida Statutes. On December 16, 1980 Ordinance 80-68 was adopted by the Commission. Ordinance 80-68 confirmed the creation and existence of the Authority pursuant to Section 159.704(3), Florida Statutes.

1.4 Purpose.

The Authority was created to promote scientific research and development, in affiliation with, and related to the research and development activities of state-based, accredited institutions of higher education and to foster economic development and the broadening

of the economic base of Leon County in conjunction with institutions of higher education.

1.5 Membership.

- a.) **Members Appointed by the Commission.** The Board shall consist of at least five (5) members who are residents and electors of, or have their principal place of employment in, Leon County, appointed by the Commission pursuant to Section 159.703(3), Florida Statutes. Pursuant to Leon County Board of County Commissioners Resolution 16-19, the number of members appointed by the Commission is seven (7), six (6) of which shall be at-large members. The terms of the members appointed by the Commission shall be for four (4) years. One Board member shall be a member of the Commission who shall serve a term of four (4) years or until such time such appointee ceases to be a member of the Commission.
- b.) **Ex-Officio Members.** The Board shall also include the Mayor of the City of Tallahassee or the Mayor's designee, the President of Florida State University, or the President's designee, the President of Florida Agricultural and Mechanical University, or the President's designee, and the President of Tallahassee Community College, or the President's designee. Each of the members indicated in this paragraph shall serve in an Ex-Officio capacity as defined in Section 1.1(d) herein.
- c.) **Term of Membership.** An Ex-Officio member shall serve for so long as the member serves in his respective position. If the member serves as a designee of a member in Section 1.5(b), the member shall serve as long as he remains a designee, subject to the provisions of Section 1.8(a) herein.
- d.) **Change in Designee.** If the Commission or an Ex-Officio member changes his designee to the Board, notification of such change must be provided in writing to the

Chairman and to the Executive Director within at least ten days of the change. The President of each Affiliated Institution of Higher Education may designate one alternate designee. Any such designation shall be provided in writing to the Chairman and to the Executive Director at least 24 hours prior to an alternate participating in a meeting.

1.6 Meetings

- a.) **Annual Meeting.** The first meeting of the Board in October shall be the Annual Meeting. At the Annual Meeting the Board shall, if not previously adopted, adopt the budget for the current fiscal year and the Chair shall make initial appointments of members to committees.
- b.) **Regular Meetings.** Regular meetings of the Board shall be held not less than quarterly. The Board may dispense with any regular meeting which the Chair in consultation with the Executive Director deems to be unnecessary.
- c.) **Special Meetings.** Special meetings require seventy-two (72) hours advance notice to the public. Special meetings of the Board may be convened in the following manner. Special meetings of the Board may be called at any time by the Chair. A special meeting shall also be called if the Executive Director receives a written request to convene a special meeting to discuss the same subject from three (3) members of the Board. In such event the Chair shall convene a special meeting consistent with the notice provisions of this paragraph.
- d.) **Notice.** All meetings of the Authority shall be publicly noticed in compliance with Florida's Government in the Sunshine Law to ensure full participation of the public. Notice of meetings shall be published in the Florida Administrative Weekly.

1.7 Quorum and Voting.

- a.) **Voting.** Each member of the Board shall have equal voting rights and privileges.
- b.) **Quorum.** A majority of the members of the entire Board who are present and legally entitled to vote shall constitute a quorum; ~~and the~~ The affirmative vote of a majority of the members present and participating via electronic means, and who are legally entitled to vote, shall be necessary for any action taken by the Board. Pursuant to Section 159.703(6), Florida Statutes, the President of each Affiliated Institution of Higher Education or that President's designee shall be present and vote on any action taken by the Board involving the issuance of bonds or the transfer, development, lease or encumbrance of any lands owned by the Trustees of the Internal Improvement Trust Fund and leased to the Authority. In addition, the President of each Affiliated Institution of Higher Education or such President's designee shall be present and vote in the affirmative on any action taken by the Board involving the lease of any Innovation Park lands to a State agency.
- c.) **Voting by Proxy.** Voting by proxy or through any other means shall not be permitted except to the extent provided in Section 1.7(d) herein.
- e.)d.) **Meetings Conducted Via Electronic Means.** Participation via Electronic Means by an absent member in discussion and voting in a meeting of the Board, or a Committee of the Board, shall be permitted only when such absence is due to extraordinary circumstances such as illness. Whether the absence of a member due to any other reason constitutes such an extraordinary circumstance shall be made in the good judgement of the Board in the case of meetings of the Board, or Committees, or in the good judgment of the Executive Committee in the case of meetings of any Committee where the Executive Committee can make such determination before the

meeting of the Committee. If more members are approved to participate via electronic means than can be accommodated by available Electronic Means, then members will be accommodated in the order the requests were received. For the purposes of determining quorum electronic participation is not included.

1.8 Removal and Vacancies.

- a.) **Removal.** Any member serving on the Board may be removed from office by the Commission for misfeasance, malfeasance or willful neglect of duty.
- b.) **Assignment of Membership.** An individual, once designated as a member of the Board, shall not designate anyone else to fulfill his duties as a member of the Board on a fulltime, temporary, or interim basis.
- c.) **Vacancies.** Except as to members who serve Ex-Officio, the Commission shall fill any vacancy for an unexpired term.

1.9 Attendance.

All members of the Board are expected to attend meetings of the Board as well as meetings of committees to which they have been appointed. At each Annual Meeting of the Board, the Executive Director shall present the attendance record of each member of the Board for the prior fiscal year. If a member of the Board fails to regularly attend Board and/or Committee meetings during the year, a recommendation may be made to remove him from the Board unless extenuating circumstances are demonstrated. If such recommendation is approved by the Board then a request in writing shall be forwarded to the Commission for consideration.

1.10 Conflicts of Interests.

Each member of the Board is a public officer who must abstain from voting when a conflict of interest exists pursuant to Chapter 112, Florida Statutes. It is the duty of each

member to make known through verbal and written communication to the Board and the General Counsel when a conflict of interest exists and to refrain from voting and/or participating in actions to be taken on the item for which they have a conflict of interest. For the purpose of this subsection, the term participate means any attempt to influence the decision by oral or written communication. This provision shall not be construed to contravene Section 159.703(6), Florida Statutes.

2. ARTICLE II - OFFICERS

2.1 Officers.

The officers of the Authority shall consist of the Chair, Vice-Chair and Treasurer. The Board may elect additional officers as required or desired.

2.2 The Chair.

- a.) The Chair shall preside at all Board meetings.
- b.) The Chair, Vice Chair or, if the Vice Chair is unavailable, the Chair's designee, shall represent the Authority in all official business.
- c.) The Chair shall maintain oversight of all Board committee activity, including the timely planning, implementation and completion of all Board-directed action. The Chair shall initially appoint members and chairpersons of all committees at the Annual Meeting, and may make or change appointments at any other time as the Chair deems necessary.
- d.) The Chair shall sign all instruments which require his signature.
- e.) The Chair, with the consent of the Board, may appoint other committees or task forces as may be deemed helpful to the Board. Such committees or task forces shall consist of members of the Board and may consist of members of the community with

expertise in particular areas and shall perform such functions and possess such powers as approved by the Board.

2.3 **Vice-Chair.**

The Vice-Chair shall perform the duties of the Chair when the Chair is absent or the position is vacated and have such other responsibilities as may be designated by the Chair.

2.4 **Treasurer.**

- a.) The Treasurer shall serve as the Chair of the Budget Committee.
- b.) The Treasurer shall review the financial records of the Authority, including all funds received and disbursed.
- c.) The Treasurer shall have the responsibility to ensure the Authority's financial accountability and compliance and shall perform such other duties as may be properly required of the Treasurer.
- d.) The Treasurer shall sign all instruments which require his signature.

2.5 **Election, Eligibility, Terms and Removal of Officers.**

- a.) **Election of Officers.** The election of the Officers of the Authority shall occur at the last meeting of the Board each fiscal year, with the term in office to begin October 1 of the next fiscal year. All Officers shall hold office strictly at the pleasure of the Board.
- b.) **Eligibility.** All members of the Board or their designees shall be eligible to be an officer of the Authority.
- c.) **Terms of Office.** The Chair and Vice-Chair shall serve no more than two consecutive terms in office unless additional consecutive terms are approved by the

affirmative vote of a majority of the Board present at a meeting at which a quorum is present at any duly called regular or special meeting of the Board.

- d.) **Removal of Officers.** Any officer may be removed with or without cause at any time by the affirmative vote of a majority of the Board present at a meeting at which a quorum is present at any duly called regular or special meeting of the Board.

3. ARTICLE III - COMMITTEES

3.1 Conduct of Committee Meeting.

Each committee shall have at least three (3) members and shall meet at the call of its Chair. Meetings of any committee, including an advisory committee or task force, may be held at such time and place as such committee Chair may from time to time schedule, so long as they comply with the requirements of Florida's Government in the Sunshine Law. Each committee shall keep minutes and audio recordings of its meetings and report its activities to the Board at the Regular or Special Meeting as required.

3.2 Standing Committees.

There shall be five (5) standing Committees established by the Authority: Audit Committee, Budget Committee, Bylaws Committee, Executive Committee and Investment Advisory Committee. The Committees shall perform the duties listed below, and all other duties assigned by the Chair.

3.3 Audit Committee.

The Audit Committee shall consist of three (3) members of the Board. The Treasurer shall not serve on the committee but is encouraged to attend all meetings of the committee; the Treasurer's attendance shall not be required to conduct a meeting of the committee. The committee shall engage an auditor to conduct the annual audit pursuant to Section 218.39, Florida Statutes, review the Audit Plan, and assist the Board in

fulfilling its fiduciary responsibilities relating to accounting and reporting practices. The committee will receive the audit report and report both the findings and response of the Executive Director to the findings to the Board for approval and make recommendations to the Authority's system of internal controls as warranted. The committee shall also be responsible for ensuring that the annual Financial Audit Report and any response to the Report are filed with the Auditor General's Office and with the Clerk of Court.

3.4 Budget Committee.

The Budget Committee shall assist the Board in assuring the budgetary and financial practices of the Authority are sound and prudent. The Budget Committee shall develop the annual operating budget and present its recommendations to the Board at the first meeting of the Board in October, if not before. The Treasurer shall be the Chair of the Budget Committee.

3.5 Bylaws Committee.

The Bylaws Committee shall review and recommend changes as needed to the Bylaws of the Authority, bylaws of any committees, Charter of the Authority, and any other governing documents on an annual basis. The Bylaws Committee shall meet more frequently if needed. The duties of the Bylaws Committee may be fulfilled by the Executive Committee at the discretion of the Chair.

3.6 Executive Committee.

- a.) **Composition, Meetings and Powers.** The Executive Committee shall at a minimum include the Chair, Vice Chair, Treasurer, and the immediate past Chair if still a member of the Board. The Executive Committee shall meet at the call of the Chair. The Executive Committee shall have the general powers and duties of management of the Authority. The Executive Committee shall establish, review and recommend

changes to the policies of the Authority as needed. The Executive Committee, or in emergency situations the Chair, shall exercise the powers and authority of the Board in between meetings of the Board.

- b.) **Ratification and Notification.** If the Executive Committee or Chair exercises the power of the Board, the committee or Chair shall seek ratification of its actions at the next meeting of the Board. The Executive Director or General Counsel shall notify the Board within 72 hours of any extraordinary actions taken by the Executive Committee or Chair. Extraordinary actions shall include, but are not limited to, termination of the Executive Director, termination or cancellation of contracts, and authorization of expenditures which require Board approval according to the Authority's purchasing policy.
- c.) **Delegation of Powers and Duties.** The Executive Committee, with approval of the Board, may delegate the general powers and duties of management of the Authority and/or Innovation Park to a full-time employee, including the Executive Director as defined in Article VIII, or to any person, firm, or corporation which assumes responsibility by contract.

3.7 **Investment Advisory Committee.**

The Investment Advisory Committee shall assist the Board with review and oversight of the Authority's investment policy, objectives, guidelines and investment performance; provide recommendations to the Board on major investment objectives, strategies and policies; and oversee the Authority's investment consultants and/or fund managers. Authority, composition, and responsibilities of the committee shall be detailed in the committee charter approved by the Board.

4. ARTICLE IV - DELEGATION OF DUTIES

4.1 Delegation of Duties.

No officer of the Authority or Chair of any committee shall delegate any of his duties to any other person or persons, except with the approval of the Board. The Executive Committee may, in case of the absence or inability of any officer to act, delegate the duty of such officer to any Board member whom the Executive Committee may select, and the Executive Committee shall report such selection to the Board within 72 hours.

5. ARTICLE V - OATH OF OFFICE AND FINANCIAL DISCLOSURE

5.1 Oath of Office.

Each member of the Board, before entering upon the member's duties shall take and subscribe the oath or affirmation as required by the Constitution of the State of Florida. The record of such oath or affirmation shall be filed with the Department of State and with the Clerk of the Circuit Court. Each member shall provide a record of such oath or affirmation to the Executive Director before assuming the functions of a member.

5.2 Statement of Financial Interest.

Each member of the Board shall also file a statement of financial interest within thirty (30) days of the date of the appointment in accordance with Section 112.3145, Florida Statutes. Each member shall provide written confirmation to the Executive Director of the submission of the statement of financial interest within thirty (30) days of the date of his appointment.

6. ARTICLE VI - RESOLUTIONS

6.1 Resolutions.

Any action taken by the Board may be authorized by resolution at any regular or special meeting.

7. ARTICLE VII - FINANCES AND FINANCIAL MANAGEMENT

7.1 Finances.

The funds of the Authority shall be deposited in its name with such banks, trust companies, other financial institutions, or as otherwise authorized by law, as the Board may from time to time designate.

7.2 Audit.

An audit of the books and records of the Authority shall be conducted annually by a certified public accountant. When received, the audit report, together with all related documents, shall be reviewed by the Audit Committee and promptly presented to the Board for its consideration.

7.3 Execution of Contracts.

Unless otherwise delegated by policy approved by the Board, only the Chair or the Vice-Chair if the Chair so designates in specific cases, is authorized to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority, and only then with the ratification of the Board. All documents executed by the Chair shall be provided promptly to the Executive Director, who serves as the Custodian of Records for the Authority, and to the Board members for their review.

7.4 Checks.

- a.) Checks drawn in amount greater than \$10,000 shall be co-signed by the Chair and Treasurer.
- b.) Checks drawn in amount not more than \$10,000 shall be signed by the Chair, Treasurer, or Executive Director.
- c.) The Vice Chair shall co-sign or sign checks in the absence of the Chair or Treasurer in accordance with the other requirements of this section.

8. ARTICLE VIII - EXECUTIVE DIRECTOR

8.1 Duties and Responsibilities.

Under the supervision of the Board, the Executive Director shall exercise the general powers and duties of management of the Authority and such other duties and responsibilities as assigned by the Board or the Executive Committee pursuant to the Executive Director's employment agreement, or policies of the Authority approved by the Board.

8.2 Custodian of Records.

The Executive Director shall serve as the Custodian of Records for the Authority and be responsible for maintaining all of the records of the Authority at its principal office. The Executive Director shall also be responsible for ensuring and maintaining documentation establishing that each member of the Board has taken the oath or affirmation and has filed a statement of financial interest as set forth in Article V herein.

8.3 Responsibilities to the Board.

The Executive Director shall report to the Board the actions of any Board member or Committee member which in the Executive Director's judgment is in conflict with any applicable state statute, city or county ordinance or Charter, bylaws or policies of the Authority. Such actions must first be reported to the Executive Committee, unless the issue involves the actions of the Executive Committee, or any of its members, in which case the issue shall be reported to the full Board. In the latter circumstance, the Executive Director shall request that three Board members ask for a Special meeting of the full Board consistent with the requirements of Section 1.6(c) herein.

9. ARTICLE IX - PARLIAMENTARY AUTHORITY

9.1 Parliamentary Authority.

Roberts Rules of Order, newly revised (“Robert’s Rules”), shall govern all proceedings of the Board where applicable. When Roberts Rules are in conflict with these Bylaws, the Authority’s Bylaws will control.

10. ARTICLE X- INDEMNIFICATION OF MEMBERS, OFFICERS, EMPLOYEES AND OTHERS

10.1 Indemnification of Members, Officers, Employees and Others.

The Authority shall indemnify, to the full extent provided by law, any person who is named a party to any proceeding due to his service as a member, officer and employee of the Authority, or who serves at the Authority's written request, against liability and expenses incurred in connection with such proceeding, so long as the person acted in good faith and in a manner he reasonably believed to be in the best interest of the Authority. The Authority shall develop an ongoing plan for risk management and indemnification of members, officers and employees of the Authority and those serving at the Authority’s written request, taking into consideration Federal and State Laws. This paragraph shall not be construed to apply to any acts of a member, officer or employee of the Authority, or those serving at the Authority’s written request, undertaken prior to the effective date of the adoption of this provision, it being the intent that such acts would be covered by the Bylaws in effect prior to the effective date of adoption of this provision.

11. ARTICLE XI - IMPLEMENTATION AND AMENDMENTS

11.1 Implementation and Amendments

- a.) These Bylaws may be repealed, amended or altered or new Bylaws may be adopted

by a majority vote at any meeting of the Board; however, any proposed amendments shall be distributed to the members at least five (5) working days before the Board meeting at which they are to be considered.

- b.) The Board shall be bound by and conformed to all of these Bylaws, as they exist at the time of their joining the Board, or as they may thereafter be changed or amended.
- c.) These Bylaws shall become effective immediately upon adoption by majority vote of the Board. The Board's interpretation of the Bylaws shall be considered the correct interpretation when reached by majority vote.

12. ARTICLE XII - FISCAL YEAR

12.1 Fiscal Year.

The fiscal year of the organization shall begin on October 1 and end on September 30.

Florida Attorney General Advisory Legal Opinion

Number: AGO 85-40

Date: May 22, 1985

Subject: Voting abstentions and quorums

Mr. Michael Kahn
Town Attorney
Town of Malabar
494 North Harbor City Boulevard
Melbourne, Florida 32935

RE: MUNICIPALITIES--Effect of abstention on quorum and voting requirements

Dear Mr. Kahn:

This is in response to your request for an opinion on substantially the following question:

Do the abstentions required by Ch. 84-357, Laws of Florida, affect the numerical balance of both the quorum present and the majority of the quorum present?

Chapter 84-357, Laws of Florida, amended s. 112.3143, F.S., to add subsection (3), which provides:

"No county, municipal, or other local public officer shall vote in his official capacity upon any measure which inures to his special private gain or shall knowingly vote in his official capacity upon any measure which inures to the special gain of any principal, other than an agency as defined in s. 112.312(2), by whom he is retained. Such public officer shall, prior to the vote being taken, publicly state to the assembly the nature of his interest in the matter from which he is abstaining from voting and, within 15 days after the vote occurs, disclose the nature of his interest as a public record in a memorandum filed with the person responsible for recording the minutes of the meeting, who shall incorporate the memorandum in the minutes. However, a commissioner of a community redevelopment agency created or designated pursuant to s. 163.356 or s. 163.357 or an officer of an independent special tax district elected on a one-acre, one-vote basis is not prohibited from voting."

This amendment changes the law with regard to abstention under the circumstances described in the new law. Previously, a public officer was not prohibited from voting in his official capacity on a matter in which he had a personal, private or professional interest and which inured to his special private gain or to the special gain of any principal by whom he was retained, but if such officer voted on such a matter, he was required to file a memorandum within 15 days disclosing the nature of his

interest. See s. 112.3143, F.S. 1983. See generally Op. Comm. Ethics^{2 of 4}, 74-13, Oct. 4, 1974. Any question, however, concerning what constitutes a conflict of interest under the recent legislation must be submitted to the Commission on Ethics. See s. 112.322(3), F.S.

You wish to know whether in those instances in which a member of the governing body of a municipality is prohibited from voting by s. 112.3143(3), as amended, the quorum present is constructively reduced; and as a concomitant, whether the majority of the quorum needed to enact legislation or take other official action would thereby be reduced. For example, in the situation you describe in your letter, where all members of the five member town council are present and two members have a conflict which precludes them from voting, you question whether the quorum "present" would be constructively reduced to three and it would thus require only a vote of two members (a majority of a quorum present) to take official action.

Section 166.041, F.S., establishes a uniform procedure for the adoption and enactment of municipal ordinances and resolutions. See, e.g., AGO's 76-197, 75-173 and 74-371. Subsection (4) of s. 166.041 provides:

"A majority of the members of the governing body shall constitute a quorum. An affirmative vote of a majority of a quorum present is necessary to enact any ordinance or adopt any resolution; except that two-thirds of the membership of the board is required to enact an emergency ordinance. On final passage, the vote of each member of the governing body voting shall be entered on the official record of the meeting. All ordinances or resolutions passed by the governing body shall become effective 10 days after passage or as otherwise provided therein." (e.s.)

This office has previously concluded that this provision provides the minimum, mandatory requirements for the enactment of ordinances and resolutions by a municipality. See AGO's 81-71 and 74-160. Further, subsection (6) of s. 166.041, F.S., provides that the procedures set forth in that statute "shall constitute a uniform method for the adoption and enactment of municipal ordinances and resolutions" and although a municipality may specify additional requirements, "a municipality shall not have the power or authority to lessen or reduce the requirements of this section" Thus, the requirements of subsection (4), which provides that a majority of the governing body shall constitute a quorum and that an affirmative vote of a quorum present shall be necessary to enact an ordinance or resolution, cannot be lessened or reduced by a municipality.

In AGO 74-160, this office concluded that where only four members of a five-member town commission are present at a meeting of such body, the adoption of a resolution requires the affirmative vote of three members irrespective of the fact that one of the members present abstained from voting. That opinion stated that "[t]he fact that one member abstained from voting has no effect on the statutory provision that the adoption of a resolution requires the affirmative vote of a majority of the members present." The conclusion reached in AGO 74-160, however, was premised on the provisions of s. 286.012, F.S., in conjunction with s. 112.3143, F.S., which prior to the 1984 amendments to these statutes did not mandate a

voting abstention in the case of a conflict of interest but rather afforded the officer a choice as to whether to abstain from voting or to vote and file a memorandum within 15 days disclosing the nature of his interest. See also AGO 75-244 which determined that although a member of a downtown development authority under Florida law could abstain from voting on a question in which he was personally interested, he was not disqualified and thus could be counted for purposes of computing a quorum for a vote on that question. The statute prior to the 1984 amendment therefore did not prohibit a public officer from voting in any situation; after the 1984 amendment, a local public officer is prohibited from voting on those measures which inure to his special private gain or which to his knowledge inure to the special gain of any principal by whom he is retained. In light of the 1984 amendment, a question has been raised as to whether in those situations in which a public officer is prohibited from voting, the quorum present is affected.

In 74 C.J.S. *Quorum*, p. 171, it is stated that the word "quorum" "has come to signify such a number of the officers or members of any body as is competent by law or constitution to transact business; such a number of an assembly as is competent to transact its business; such a number of the members of any body as is, when duly assembled, legally competent to transact business; such a number of a body as is competent to transact business in the absence of the other members." And see Black's Law Dictionary 1421 (Rev. 4th ed. 1968) wherein it is stated: "When a committee, board of directors, meeting of shareholders, legislature or other body of persons cannot act unless a certain number at least of them are present, that number is called a 'quorum.' . . . In the absence of any law or rule fixing the quorum, it consists of a majority of those entitled to act." Thus, a quorum is a certain number of a governing or legislative body who are legally entitled to act.

Subsection (4) of s. 166.041, F.S., expressly provides that a majority of the members of the governing body of a municipality shall constitute a quorum. The absence or voting infirmity of the members of the town council would not appear to affect the number of members required to constitute a quorum. Thus where you have a governing body composed of five members, s. 166.041 requires three members to constitute a quorum. The statute goes on to provide that "[a]n affirmative vote of a majority of a quorum present is necessary to enact any ordinance or adopt any resolution" In the scenario you presented all five members are present but two members are prohibited by statute from voting on the matter under consideration. Thus, only three members of the town council are present who are legally entitled to act. Based upon the foregoing definitions of quorum it is my opinion that since s. 166.041, F.S., requires a majority of the members of the governing body to constitute a quorum and an affirmative vote of a majority of a quorum present to enact an ordinance or resolution, the effect of s. 112.3143, F.S. (1984 Supp.), precludes such members who are prohibited from voting from being considered to be part of the quorum for purposes of such matter. Therefore, if the members of a governing body who are legally entitled to vote still constitute a quorum (numerical majority of the entire governing body), then a majority of such a quorum may legally enact any ordinance or adopt any resolution.

To the extent of any inconsistency with previous opinions of this office,

those opinions are modified because of the effect of the change in the law with regard to local public officers qualifications to vote in cases of conflict. The abstention requirement of the amended statute causes a legal infirmity as to the public officer's authority on the matter in question and therefore has the effect, in my opinion, of eliminating that individual from being considered as part of the quorum for purposes of that matter.

In conclusion, I am of the opinion that, unless and until judicially determined otherwise, the abstention requirements of s. 112.3143, F.S. (1984 Supp.), causes the quorum to be composed of only those members of the governing body entitled to vote. The quorum must be a majority of the governing body and a majority of such a quorum entitled to vote is necessary to enact any ordinance or adopt any resolution. Any question as to what constitutes a conflict of interest for purposes of this statute will have to be addressed to the Commission on Ethics.

Sincerely,

Jim Smith
Attorney General

Prepared by:

Craig Willis
Assistant Attorney General

However, a commissioner may send a written report to other commissioners on a subject that will be discussed at a public meeting without violating the Sunshine Law, if prior to the meeting, there is no interaction related to the report among the commissioners and the report, which must be maintained as a public record, is not being used as a substitute for action at a public meeting. AGO 89-23. *And see* AGO 01-20 (e-mail communication of information from one council member to another is a public record but does not constitute a meeting subject to the Sunshine Law when it does not result in the exchange of council members' comments or responses on subjects involving foreseeable action by the council). *Cf.* Inf. Op. to Kessler, November 14, 2007 (procedural rule requiring county commissioner to make a written request to commission chair to withdraw an item from the consent agenda does not violate the Sunshine Law).

If, on the other hand, the report is circulated among board members for comments with such comments being provided to other members, there is interaction among the board members which is subject to s. 286.011, F.S. AGO 90-03. Similarly, in AGO 96-35, the Attorney General's Office concluded that while a school board member may prepare and circulate informational memorandum or position paper to other board members, the use of a memorandum to solicit comments from other board members or the circulation of responsive memoranda by other board members would violate the Sunshine Law. "Such action would be equivalent to private meetings discussing the public business through the use of memoranda without allowing an opportunity for public input." *Id.*

In addition, the Attorney General's Office stated that while it is not a "direct violation" of the Sunshine Law for members to circulate their own written position papers on the same subject as long as the board members avoid any discussion or debate among themselves except at an open public meeting, this practice is "strongly discourage[d]." AGO 07-35. *See also* AGO 01-21 (city council's discussions and deliberations on matters coming before the council must occur at a duly noticed city council meeting and the circulation of position statements must not be used to circumvent the requirements of the statute); AGO 08-07 (city commissioner may post comment regarding city business on blog or message board; however, any subsequent postings by other commissioners on the subject of the initial posting could be construed as a response subject to the Sunshine Law); and Inf. Op. to Jove, January 22, 2009 (posting of anticipated vote on blog).

2. Authorization to conduct public meetings via telephone, video conferencing, computer, or other electronic media

a. State boards

In AGO 98-28, the Attorney General's Office concluded that s. 120.54(5)(b)2., F.S., authorizes *state* agencies to conduct public meetings via electronic means provided that the board complies with uniform rules of procedure adopted by the state Administration Commission. These rules contain notice requirements and procedures for providing points of access for the public. *See* Rule 28-109, F.A.C.

b. Local boards

(1) Meetings

As to *local* boards, the Attorney General's Office has noted that the authorization in s. 120.54(5)(b)2., to conduct meetings entirely through the use of communications media technology applies only to *state* agencies. AGO 98-28. Thus, since s. 1001.372(2)(b), F.S., requires a district school board to hold its meetings at a "public place in the county," a quorum of the board must be physically present at the meeting of the school board. *Id.* *And see* AGOs 09-56 (where a quorum is required and absent a statute to the contrary, the requisite number of members must be physically present at a meeting in order to constitute a quorum), and 10-34 (city may not adopt an ordinance allowing members of a city board to appear by electronic means to constitute a quorum). *Cf.* s. 163.01(18), F.S., authorizing certain entities created by interlocal agreement to conduct public meetings and workshops by means of communications

media technology.

However, if a quorum of a local board is physically present, “the participation of an absent member by telephone conference or other interactive electronic technology is permissible when such absence is due to extraordinary circumstances such as illness[;] . . . [w]hether the absence of a member due to a scheduling conflict constitutes such a circumstance is a determination that must be made in the good judgment of the board.” AGO 03-41.

For example, if a quorum of a local board is physically present at the public meeting site, a board may allow a member with health problems to participate and vote in board meetings through the use of such devices as a speaker telephone that allow the absent member to participate in discussions, to be heard by other board members and the public and to hear discussions taking place during the meeting. AGO 94-55. *And see* AGOs 92-44 (participation and voting by ill county commissioner), and 02-82 (physically-disabled city advisory committee members participating and voting by electronic means).

(2) Workshops

The physical presence of a quorum has not been required where electronic media technology (such as video conferencing and digital audio) is used to allow public access and participation at *workshop* meetings where no formal action will be taken. The use of electronic media technology, however, does not satisfy quorum requirements necessary for official action to be taken. For example, the Attorney General’s Office advised that airport authority members may conduct informal discussions and workshops over the Internet, provided proper notice is given, and interactive access by members of the public is provided. AGO 01-66. Such interactive access must include not only public access via the Internet but also at designated places within the authority boundaries where the airport authority makes computers with Internet access available to members of the public who may not otherwise have Internet access. *Id.* For meetings, however, where a quorum is necessary for action to be taken, the physical presence of the members making up the quorum would be required in the absence of a statute providing otherwise. *Id.* Internet access to such meetings, however may still be offered to provide greater public access. *Id.* *Cf.* AGO 08-65, noting that a city’s plan to provide additional public access to on-line workshop meetings by making computers available at a public library “should ensure that operating-type assistance is available at the library where the computers are located.”

However, the use of an electronic bulletin board to discuss matters over an extended period of days or weeks, which does not permit the public to participate online, violates the Sunshine Law by circumventing the notice and access provisions of that law. AGO 02-32. *And see* Inf. Op. to Ciocchetti, March 23, 2006 (even though the public would be able to participate online, a town commission’s proposed use of an electronic bulletin board to discuss matters that foreseeably may come before the commission over an extended period of time would not comply with the spirit or letter of the Sunshine Law because the burden would be on the public to constantly monitor the site in order to participate meaningfully in the discussion). *Compare* AGO 08-65 (city advisory boards may conduct workshops lasting no more than two hours using an on-line bulletin board if proper notice is given and interactive access to members of the public is provided).

Moreover, there is no apparent authority for the use of electronic media technology to allow board members to remove a workshop or meeting from within the jurisdiction in which the board is empowered to carry out its functions and claim compliance with the Sunshine Law by providing the public electronic access to the remote meeting. Inf. Op. to Sugarman, August 5, 2015.

D. DOES THE SUNSHINE LAW APPLY TO A SINGLE INDIVIDUAL OR TO A MEETING BETWEEN A BOARD MEMBER AND A NONBOARD MEMBER?

Section 286.011, F.S., applies to public boards and commissions, *i.e.*, collegial bodies, and has been applied to meetings of “two or more members” of the same board or commission when discussing some matter which foreseeably will come before the board or commission. Therefore,

**Leon County Research and Development Authority
Audit Committee Meeting**

RFP 17-01

Request for Proposals for Professional Auditing Services

Thursday, June 15, 2017

Knight Administrative Centre

1736 West Paul Dirac Drive, Tallahassee, FL 32310

Report

Members in Attendance: Dustin Daniels, Chair; Paul Dean, Kimberly Moore, David Ramsay*

Members not in Attendance: April Salter, Kim Williams

Guests: Ron Miller, Peggy Bielby (LCRDA staff)

*Attended as LCRDA Board of Governors Treasurer, but did not vote.

1. Call to Order

Chair Dustin Daniels called the meeting to order at 9:03am.

2. Changes to the Agenda

None.

3. Public Comment

None.

4. Scoring System

Ron Miller reviewed the evaluation form and scoring procedure. He explained that one respondent: Carr, Riggs & Ingram, submitted its fee proposal late. He noted that the firm referenced the Leon County submission requirements, and that no advantage or disadvantage resulted.

Kimberly Moore offered a motion to waive the late submission as immaterial. Paul Dean seconded the motion, which passed unanimously.

5. Proposal Discussion

Committee members reviewed the proposals and noted the completeness, omissions, responsiveness, specificity, attention to detail, and other information to be considered for each respondent.

6. Preliminary Scoring

Each committee member discussed their scoring in the areas to be evaluated for each respondent, and noted their areas of concern.

7. Evaluation Ranking

Committee members noted that the proposal from Lanigan & Associates showed weakness in several areas that were important to the requirements for LCRDA. They noted that the Law, Redd, Crona & Monroe response indicated that its experience and staffing presented concerns.

The remaining three firms' proposals indicated that their experience, expertise, audit approach, and other factors were sufficient to warrant them being asked to present at the final ranking meeting.

8. Selection of Respondents to Make Presentations

The committee agreed that three firms, based on their ranking, should be invited to present at the next meeting: First place: Carr, Riggs & Ingram; Second place: Thomas Howell Ferguson; Third place: James Moore.

9. Other Business

None.

10. Adjourn

The meeting was adjourned at 9:55am.

Next Meeting:

Finalists Presentations Meeting

Thursday, June 22, 2017

1:00pm - 3:00pm

Knight Administrative Centre, 1736 West Paul Dirac Drive, Tallahassee, FL 32312

**Leon County Research and Development Authority
Audit Committee Meeting**

RFP 17-01

Request for Proposals for Professional Auditing Services

Thursday, June 22, 2017

Knight Administrative Centre

1736 West Paul Dirac Drive, Tallahassee, FL 32310

Report

Members in Attendance: Dustin Daniels, Chair; Paul Dean, Kimberly Moore, David Ramsay*, April Salter, Kim Williams.

Members not in Attendance: None.

Guests: Ron Miller, Denise Bilbow (LCRDA staff); Kevin Warren, Bob Powell, Jason Norris, Chris Salak (James Moore & Co.); Michael Carter, Brent Sparkman, Rafaela Boehm (Carr Riggs & Ingram); Jeff Barbacci, Taylor Harmon, Becca Gilbert (Thomas Howell Ferguson).

*Attended as LCRDA Board of Governors Treasurer, but did not vote.

1. Call to Order

Chair Dustin Daniels called the meeting to order at 1:03pm.

2. Changes to the Agenda

None.

3. Public Comment

None.

4. Approval of Draft Meeting Minutes, June 15, 2017

April Salter offered a motion to approve the draft minutes. Kim Williams seconded the motion, which passed unanimously.

5. Recess Public Portion of the Meeting

6. Convene Respondent Presentations and Q&A Meeting

- a. James Moore
- b. Carr Riggs & Ingram
- c. Thomas Howell Ferguson

Each of the respondent firms presented to the committee, and participated in a question and answer session with committee members.

7. Reconvene Public Portion of the Meeting

8. Discussion, Scoring, and Final Evaluation Ranking

The committee discussed developing a policy that establishes that maximum number of terms that an auditing firm can serve.

Ron Miller reported that the final ranking was:

Thomas Howell Ferguson: first, James Moore: second, and Carr Riggs & Ingram: third.

This order is the order in which the committee will negotiate with the respondents.

9. Recess Public Portion of the Meeting

10. Convene Contract Negotiation Strategy Discussion

The committee reviewed the fee proposals and summary from each respondent.

Kim Williams offered a motion to accept the proposal of the number one ranked choice, Thomas Howell Ferguson, but to ask that the fee be reduced to \$15,500, and to accept any fee offer reduction up to \$17,500. If the responding reduced fee offer is greater than \$17,500 after all negotiations with the firm are complete, the Committee will reconvene to consider the next step. April Salter seconded the motion, which passed unanimously.

11. Reconvene Public Portion of the Meeting

12. Recommendation to the Board of Governors

April Salter offered a motion to accept the proposal of the number one ranked choice, Thomas Howell Ferguson, if the firm agrees to the price and the terms as discussed, and to recommend to the Executive Committee and Board of Governors approval of the award of the contract to Thomas Howell Ferguson. If the firm does not agree to the price and terms as discussed, the Audit Committee will reconvene to reconsider the proposals. Kim Williams seconded the motion, which passed unanimously.

13. Other Business

None.

14. Adjourn

The meeting was adjourned at 3:30pm.

PROFESSIONAL AUDITING SERVICES AGREEMENT

This Professional Auditing Services Agreement ("Agreement") is made this 3rd day of August, 2017, by and between LEON COUNTY RESEARCH AND DEVELOPMENT AUTHORITY, a public Authority created pursuant to Chapter 159, Part V, Florida Statutes ("LCRDA"), and THOMAS HOWELL FERGUSON, P.A., a Florida Corporation ("Auditor") (hereinafter collectively referred to as the "Parties").

WHEREAS, on April 17, 2017 LCRDA issued RFP 17-01 a Request for Proposals for the provision of Professional Auditing Services ("RFP"), and proposals were received by LCRDA no later than June 5, 2017; and

WHEREAS, LCRDA selected the Auditor's proposal in accordance with the provisions of section 218.391, Florida Statutes; and

WHEREAS, LCRDA desires that the Auditor provide professional auditing services for a three (3) year period.

NOW, THEREFORE, in consideration of the following mutual covenants and promises, the sufficiency of which is hereby acknowledged, the Parties hereto agree as follows:

1. SERVICES, TERM, AND EXTENSIONS

The Auditor shall conduct an audit of the financial statements of LCRDA for the fiscal years ending September 30, 2017, September 30, 2018, and September 30, 2019 in accordance with the requirements and conditions as set forth in the RFP attached hereto as Exhibit A and made a part hereof, and as set forth in Auditor's Engagement Letter attached hereto as Exhibit B and made a part hereof but only to the extent the Auditor's Engagement Letter is consistent with the provisions of this Agreement and the RFP. To the extent the terms of the Auditor's Engagement Letter is inconsistent with the terms of the RFP or this Agreement, the terms of the RFP and this Agreement shall control. This Agreement can be extended by LCRDA for up to two (2) additional 2- fiscal year terms by giving at least sixty (60) days written notice prior to the end of the fiscal year of the then expiring term. The Agreement is subject to annual review by LCRDA.

2. TIME SCHEDULE

The audit shall be performed in accordance with the time schedule set forth in the RFP. Extensions for the time of the completion can be allowed only upon prior written acceptance of an extension from LCRDA.

3. COST OF SERVICES

The cost of services ("Price") for the fiscal year ending September 30, 2017 shall be \$16,500.00; for the fiscal year ending September 30, 2018 shall be \$17,000.00; and for the fiscal year ending September 30, 2019 shall be \$17,500.00. This is an all-inclusive maximum price for performing the audit engagement as described in the RFP. The Price includes all direct and indirect costs including all out-of-pocket expenses. The Price for future fiscal years shall be determined by mutual agreement of the Parties on annual basis for the remaining term of the Agreement including any extensions thereof.

4. ADDITIONAL SERVICES

If it should become necessary for LCRDA to request the Auditor to render any additional services to either supplement the services requested in this RFP or to perform additional work as a result of the specific recommendations included in any report issued on this engagement, then such additional work shall be performed

only if set forth in an addendum to the Agreement between LCRDA and the Auditor. Any such additional work agreed to between LCRDA and the firm shall be performed at the same rates set forth in the schedule of fees and expenses listed in Exhibit B.

5. MANNER OF PAYMENT

Progress payments shall be made on the basis of hours of work completed during the course of the engagement. Billings must be presented in detailed format including hours anticipated, hours worked, rates, etc. Interim billings shall cover a period of not less than a calendar month. No more than eighty percent (80%) of the Price shall be billed prior to delivery of the final reports.

6. SPONSORSHIP COMMITMENT

For the term of the agreement and any extensions thereof, the Auditor agrees to pay LCRDA a minimum of \$1,000 annually to sponsor one or more LCRDA events.

7. TERMINATION

LCRDA may terminate this Agreement for convenience at any time by mailing a notice of termination to the Auditor. In such case, LCRDA shall not be liable for damages; LCRDA shall be liable for payment for services rendered before the effective date of termination. LCRDA may terminate this Agreement upon default of any provisions thereof by the Auditor.

8. ASSIGNMENTS

This Agreement shall not be assigned or sublet as a whole or in part without prior written consent of LCRDA nor shall the Auditor assign any monies due or to become due to Auditor hereunder without the previous written consent of LCRDA.

9. HOLD HARMLESS

The Auditor agrees to indemnify, defend, and hold harmless LCRDA, its officials, officers, employees and agents, from and against any and all claims, damages, liabilities, or suits of any nature whatsoever arising out of, because of, or due to any acts or omissions related to the services being provided under this Agreement by the Auditor, its delegates, agents or employees, or due to the negligence and/or failure to comply with professional standards by the Auditor, including but not limited to costs and a reasonable attorney's fee. LCRDA may, at its sole option, defend itself or allow the Auditor to provide the defense. The Auditor acknowledges that ten dollars (\$10.00) of the amount paid to the Auditor is sufficient consideration for the Auditor's indemnification of LCRDA.

10. PUBLIC ENTITY CRIMES STATEMENT

In accordance with Section 287.133, Florida Statutes, Auditor hereby certifies that to the best of his knowledge and belief neither the Auditor nor his affiliates has been convicted of public entity crime. Auditor and his affiliates shall provide LCRDA with a completed public entity crimes statement no later than January 15 of each year this Agreement is in effect. Violation of this section by the Auditor shall be grounds for termination of this Agreement by LCRDA.

11. LICENSES

The Auditor shall be responsible for obtaining and maintaining any licenses required pursuant to the laws of Leon County, the City of Tallahassee, or the State of Florida. Should the Auditor, by reason of revocation, failure to renew, or any other reason, fail to maintain any license to operate, the Auditor shall be in default as of the date such license is lost.

12. STATUS

The Auditor at all times relevant to this Agreement shall be an independent contractor and in no event, shall the Auditor nor any employees or sub-contractors under it be considered to be employees of Leon LCRDA.

13. REVISIONS

In any case where, in fulfilling the requirements of this Agreement or of any guarantee, embraced in or required thereby it is necessary for the Auditor to deviate from the requirements of the Auditor's proposal, Auditor shall obtain prior written consent of LCRDA.

14. VENUE

Venue for all actions arising under this Agreement shall lie in Leon County, Florida.

15. CONSTRUCTION

The validity, construction, and effect of this Agreement shall be governed by the laws of the State of Florida.

16. NOTICES

All written notices or demands required or permitted under this Agreement, shall be in writing, and addressed as follows:

If to Auditor:

Thomas Howell Ferguson, P.A.
2615 Centennial Boulevard, Suite 200
Tallahassee, FL 32308
Attention: Allison Harrell, Shareholder
aharrell@thf-cpa.com

If to LCRDA:

Leon County Research and Development Authority
1736 West Paul Dirac Drive
Tallahassee, FL 32310
Attention: Ron Miller, Executive Director
Rmiller@inn-park.com

With a copy to:

Broad and Cassel LLP
215 South Monroe Street, Suite 400
Tallahassee, FL 32301
Attention: Melissa VanSickle
mvansickle@broadandcassel.com

Notice shall be deemed to have been given upon the deposit of same in the United States Mail, postage prepaid, registered or certified, return receipt requested, addressed as herein required or by electronic mail at the addresses identified herein.

17. ATTORNEYS' FEES

In the event either party shall bring an action or proceeding for damages for an alleged breach of any provision of this Agreement, the prevailing party shall be entitled to recover as part of such action or proceeding reasonable attorneys' fees and court costs.

18. JURY TRIAL

Each Party hereby irrevocably waives any right it may have to a trial by jury.

19. DAMAGES

Notwithstanding any language in the Auditor's Engagement Letter to the contrary, LCRDA's right to seek damages against the Auditor shall not be limited to the amount of fees paid by LCRDA.

IN WITNESS WHEREOF, the parties have hereunto affixed their hands and seals the day and year first above written.

AUDITOR

THOMAS HOWELL FERGUSON, P.A.,
a Florida Corporation

By: _____

Print Name: Allison Harrell

Its: Shareholder

Date Signed: _____

LCRDA

LEON COUNTY RESEARCH
AND DEVELOPMENT AUTHORITY,
a public Authority created pursuant to
Chapter 159, Part V, Florida Statutes

By: _____

Print Name: Anne Longman

Its: Chair

Date Signed: _____



Leon County Research & Development Authority

REQUEST FOR PROPOSALS

for

Professional Auditing Services

RFP 17-01

Release Date: April 17, 2017

Leon County Research & Development Authority
Request for Proposals for Professional Audit Services
RFP 17-01
Due: 2:00 P.M., Monday, June 5, 2017

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Leon County Research & Development Authority
Request for Proposals for Professional Audit Services
RFP 17-01
Due: 2:00 P.M., Monday, June 5, 2017

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I. INTRODUCTION

A. General Information and Overview

1. Leon County Research & Development Authority ("LCRDA"), a Florida Special District located in Tallahassee, Florida, is requesting proposals from qualified firms of certified public accountants to audit three years of financial statements commencing with the fiscal year ending September 30, 2017, with the option of auditing the financial statements for each of the four subsequent fiscal years (seven years maximum). These audits are to be performed in accordance with generally accepted auditing standards, the standards for financial audits set forth in the United States General Accounting Office's Government Auditing Standards, Chapter 10.550, Rules of the Auditor General, Local Governmental Entity Audits; and any other required standards that are or become applicable.
2. A pre-proposal conference is scheduled for 3:00 P.M., Wednesday, May 10, 2017, in the LCRDA Conference Room, 1736 W. Paul Dirac Drive, Tallahassee, Florida 32310 to respond to any questions you may have about the RFP.
3. All questions before and after the pre-proposal conference concerning this RFP shall be directed **in writing** via email to:

Ron Miller, Executive Director
Email: Rmiller@inn-park.com
Subject: RFP 17-01

Each Vendor shall examine the Request for Proposal documents carefully; and, no later than 2:00pm, Tuesday, May 23, 2017, may make a written request to LCRDA for interpretations or corrections of any ambiguity, inconsistency or error which may be discovered. All interpretations or corrections will be issued as addenda, emailed to all proposers, and posted to the <http://LCRDA.org> website not later than 5:00pm, Monday, May 26, 2017.

No negotiations, decisions, or actions shall be initiated or executed by the proposer as a result of any discussions with any LCRDA employee prior to the opening of proposals. Only those communications which are in writing from LCRDA may be considered as a duly authorized expression on behalf of LCRDA. Only communications from firms which are in writing and signed will be recognized by LCRDA as duly authorized expressions on behalf of proposers.

Prohibited Communications:

All communications regarding this RFP, or a proposal, must be in accordance with this section; provided any such contact shall be limited to questions regarding clarification of information provided in this RFP, and shall not relate to the merits of a proposal.

Other than written communication permitted by this section, or discussions held

during the pre-proposal conference and public meetings of the LCRDA Board of Governors ("Board"), or of the LCRDA Audit Committee ("Audit Committee"), no contact or communication in person, by telephone, e-mail, through an intermediary, or otherwise with any member of the Board or any other representative of the LCRDA regarding this RFP shall occur.

The prohibited communication shall be in effect as of the issuance of the RFP. The provisions of this section shall terminate at the time the Board, or an LCRDA employee authorized to act on behalf of the Board, awards or approves a contract, rejects all bids or responses, or otherwise takes action which ends the solicitation process.

Any contact or communication in violation of the provisions above shall be cause for rejection of the proposal.

4. Costs for developing and presenting submittals in response to this Request for Proposals are entirely the obligation of the proposer and shall not be chargeable in any manner to LCRDA. There is no expressed or implied obligation for LCRDA to reimburse responding firms for any expenses incurred in preparing proposals in response to this request.
5. To be considered, one UNBOUND original and six (6) UNBOUND copies of the proposal, and an electronic version of proposal (pdf format) on a USB drive, shall be delivered to the LCRDA Executive Director ("Executive Director"):

Leon County R&D Authority
Attn: Ron Miller
1736 W. Paul Dirac Drive
Tallahassee, Florida 32310

for receipt, no later than 2:00 P.M., Monday, June 5, 2017. Proposals must be submitted in a sealed envelope clearly marked with the name of the audit firm and the Proposal Number RFP 17-01. Please DO NOT bind the proposals in any way other than a single staple, binder clip, or paper clip. The sealed proposals will be publicly opened shortly thereafter.

Proposals may not be withdrawn after this time or within the ensuing sixty (60) day period. Proposals may be withdrawn prior to 2:00 P.M., Monday, June 5, 2017, if so requested in writing. Proposals received after this time will not be considered.

6. LCRDA reserves the right to reject any proposal which may be considered irregular, incomplete, or which shows serious omission, unauthorized alteration of form, unauthorized alternate proposals, or is submitted after 2:00 P.M., Monday, June 5, 2017. LCRDA reserves the right to accept or reject any and all proposals and to waive all nonmaterial irregularities in any or all proposals submitted.
7. LCRDA reserves the right to retain all proposals submitted and to use any idea in a

proposal regardless of whether that proposal is selected. Submission of a proposal indicates acceptance by the firm of the conditions contained in this Request for Proposals, unless clearly and specifically noted in the proposal submitted and confirmed in the contract between LCRDA and the firm selected.

8. Proposals submitted will be evaluated by the Audit Committee, created by the Board and pursuant to the provisions of Section 218.391, Florida Statutes, with membership appointed by the Chair of the Board. During the evaluation process, the Audit Committee and LCRDA reserve the right, where it may serve the best interests of LCRDA, to request additional information or clarifications from proposers, or to allow corrections of errors or omissions.
9. If more than three firms submit responsive proposals, a preliminary Audit Committee meeting may be held on June 15, 2017 to narrow the number of firms for oral presentation and final ranking. Firms are not required to attend, and will not make oral presentations at this meeting.

It is anticipated that the final ranking of firms will occur at the Audit Committee Meeting scheduled to be held on Thursday, June 22, 2017. Firms being included in the final ranking must attend this final ranking meeting and may be requested to make oral presentations. The negotiation process and approval and execution of the contract will occur subsequent to this meeting.

All Audit Committee meetings are currently scheduled to be held in the LCRDA Conference Room located at 1736 W. Paul Dirac Drive, Tallahassee, Florida 32310.

Further description of the evaluation procedures is provided in section VII of the RFP.

10. Since the receipt of more than one proposal is anticipated, LCRDA will follow the provisions of Section 218.391, Florida Statutes, which states in part:

“If compensation is not one of the factors established pursuant to paragraph (3)(a) and not used to evaluate firms pursuant to paragraph (3)(e), the governing body shall negotiate a contract with the firm ranked first. If the governing body is unable to negotiate a satisfactory contract with that firm, negotiations with that firm shall be formally terminated, and the governing body shall then undertake negotiations with the second-ranked firm. Failing accord with the second-ranked firm, negotiations shall then be terminated with that firm and undertaken with the third-ranked firm. Negotiations with the other ranked firms shall be undertaken in the same manner. The governing body, in negotiating with firms, may reopen formal negotiations with any one of the three top-ranked firms, but it may not negotiate with more than one firm at a time.”
11. The use of the term “contractor” herein refers to the individual or firm which executes the contract awarded under this RFP.

B. Term of Engagement

A three-year contract is contemplated, subject to the annual review and recommendation of the Audit Committee, the satisfactory negotiation of terms (including a price acceptable to both LCRDA and the selected firm), and the concurrence of the Board. The contract will contain a provision allowing LCRDA to renew twice for two subsequent years, subject to the above conditions.

C. Joint Ventures/Subcontracting

Any proposed subcontracting must be clearly identified in the initial proposal, including the name of the firm and all other information as required of the principal firm in this Request for Proposals. LCRDA reserves the right to reject any proposed subcontractors. Following the award of the audit contract, no additional subcontracting will be allowed without the express prior written consent of LCRDA.

II. NATURE OF SERVICES REQUIRED

A. Scope of Work to be Performed

LCRDA desires the auditor to express an opinion on the fair presentation of its financial statements in conformity with generally accepted accounting principles.

B. Auditing Standards and Requirements to be Followed

To meet the requirements of this Request for Proposals, the audit shall be performed in accordance with generally accepted auditing standards as set forth by the American Institute of Certified Public Accountants, the standards for financial audits set forth in the United States General Accounting Office's Government Auditing Standards, and Chapter 10.550, Rules of the Auditor General Local Governmental Entity Audits; and any other required standards that are or may become applicable.

C. Reports to be Issued

1. Following the completion of the audit of each fiscal year's financial statements during the term of the contract, the auditor shall issue:
 - a. A report on the fair presentation of the financial statements in conformity with generally accepted accounting principles.
 - b. A report on internal control over financial reporting including any material weaknesses or significant deficiencies found during the audit.
 - c. A report on compliance with laws, regulations, contracts, grant agreements, and other matters, including all instances of noncompliance with applicable laws and regulations.
 - d. A management letter.
 - e. The Auditor's Communication with Those Charged with Governance.
 - f. Any other attestations and certifications as may be required by Government

Auditing Standards, Florida Statutes or Florida Administrative Code.

2. Irregularities and illegal acts: The auditor shall be required to make an immediate, written report of all irregularities and illegal acts or indications of illegal acts, of which they become aware, to the Board Chair, the Audit Committee Chair, and the Executive Director.
3. Reporting to the Audit Committee: The auditors shall assure themselves that the Audit Committee is informed of each of the following:
 - a. The responsibilities of the auditor under generally accepted auditing standards.
 - b. Significant audit adjustments.
 - c. Difficulties or restrictions encountered in performing the audit.
 - d. Disagreements between management and the independent auditors in the preparation of the financial statements.
 - e. Recommendations for improvements in the financial policies, procedures, and practices of the Authority.

D. Special Considerations

1. LCRDA does not currently receive financial assistance subjecting it to the audit requirements of the federal or Florida Single Audit Act, and the price of any such audit requirements are outside the scope of this RFP. However, receipt of future assistance is possible, and may subject LCRDA to such audit requirements. In such a case, the auditors and LCRDA will work in good faith to negotiate fair compensation for the expanded scope based on the hourly rates included in the contract. The ability to perform these services will be considered in the technical proposal portion of this RFP.
2. LCRDA may prepare one or more official statements in connection with the sale of debt securities which will contain the financial statements and the auditor's report thereon. The auditor shall be required under the contract, if requested by the financial advisor and/or the underwriter, to issue a "consent and citation of expertise" as the auditor, and any necessary "comfort letters."
3. LCRDA acknowledges that in order to provide a non-audit service to LCRDA, the auditor must determine whether providing such a service would create a significant threat to its independence for GAS audit purposes, either by itself or in aggregate with other non-audit services provided. A critical component of that determination is consideration of management's ability to effectively oversee the non-audit service to be performed. The LCRDA agrees that the Executive Director possesses suitable skill, knowledge, or experience and that the individual understands the non-audit services described below to be performed sufficiently to oversee them.

Accordingly, the management of the LCRDA agrees to the following:

- a. LCRDA has designated the Executive Director a senior member of management, who possesses suitable skill, knowledge, and experience to oversee the services.
- b. The Executive Director will assume all management responsibilities for subject

matter and scope of the drafting of the financial statements and trial balance adjustments.

- c. LCRDA will evaluate the adequacy and results of the services performed.
- d. LCRDA accepts responsibility for the results and ultimate use of the services.

Non-audit services required to be provided by the auditor:

- a. The auditor will be required to prepare the required financial statements, accompanying notes, and other required supplementary information for the LCRDA. LCRDA will prepare the Management Discussion and Analysis.
 - b. The auditor will be required to review GASB 68 information provided by the Florida Retirement System, and prepare all required general ledger entries, footnote disclosures, and supplementary information related to this retirement plan.
 - c. The auditor will be required to maintain fixed asset depreciation and amortization schedules and compute annual depreciation and amortization amounts.
 - d. Additional LCRDA requested non-audit services will be considered by the auditor on a case-by-case basis. The auditors and LCRDA will work in good faith to negotiate fair compensation for the expanded scope based on the hourly rates included in the contract.
- 4. The auditor should be able to provide guidance and assist in the implementation of current changes in governmental accounting standards
 - 5. As required by the provisions of Chapter 10.550, Rules of the Auditor General, the auditor shall review the Annual Financial Report of Units of Local Government (which is required to be completed pursuant to the provisions of Section 218.32, Florida Statutes), in order to ensure it is in agreement with the audited financial statements.
 - 6. A list of findings, other weaknesses, and recommendations with responses from the most recent financial statement audit of LCRDA are attached to this document (Appendix A). Of those findings, other weaknesses, and recommendations, management believes that all the issues have been resolved.
 - 7. The auditor shall be required to provide 6 originals of all reports, and an electronic version of all reports.

E. Working Paper Retention and Access to Working Papers

All working papers and reports must be retained, at the auditor's expense, for a minimum of five years after release of the audit, unless the firm is notified in writing by LCRDA of the need to extend the retention period.

The auditor will be required to make working papers available, upon request, without charge, to the following parties or their designee:

- 1. LCRDA.
- 2. Parties designated by the federal or state governments or by LCRDA as part of an audit

quality review process.

3. Auditors of entities of which LCRDA is a sub-recipient of grant funds

In addition, the firm shall respond to the reasonable inquiries of successor auditors and allow successor auditors to review working papers relating to matters of continuing accounting significance.

III. DESCRIPTION OF THE LEON COUNTY R&D AUTHORITY

A. Name and Telephone Number of Contact Person Key Personnel

The auditor's principal contact with LCRDA will be Ron Miller, Executive Director, (850) 575-0343 or a designated representative, who will coordinate the assistance provided by LCRDA to the auditor.

A list of key personnel is attached as Appendix B. These individuals are not to be contacted during the proposal process except as noted in section I.A.3. of the RFP.

B. Background Information

LCRDA was created by the Leon County Board of County Commissioners pursuant to County Ordinance No. 80-68 in accordance with Section 159.703, Florida Statutes. LCRDA was created for the purpose of promoting scientific research and development in affiliation with and related to the research and development activities of one or more state-based, accredited, public or private institutions of higher education; for the purpose of financing and refinancing capital projects related to the establishment of a research and development park in affiliation with one or more institutions of higher education, including facilities that complement or encourage the complete operation thereof, as defined by and in the manner provided by the Florida Industrial Development Financing Act; and for the purpose of fostering the economic development and broadening the economic base of a county in affiliation with one or more institutions of higher education.

The LCRDA has acquired land within Leon County to perform any and all functions related or incidental to the operation of Innovation Park, Tallahassee (the Park). The Park is to provide a compatible location where selected applied research operations can be established to build upon and mutually benefit the economy of North Florida, the research capabilities of Florida A&M and Florida State Universities, and the services of Florida's capital city.

LCRDA is governed by an 11-member Board of Governors with one member each appointed by the Presidents of Florida State University, Florida A&M University, and Tallahassee Community College, and the Mayor of Tallahassee. The Leon County Board of County Commissioners appoints one Commissioner and six private sector members to the Board.

Additional background information is available on the LCRDA websites:

1. <http://lcrda.org> : LCRDA governance related including financial reports, budgets,

Board and committee meeting minutes and records, Board member and staff list, strategic plan, charter, bylaws, policies.

2. <http://innovation-park.com>: Innovation Park programs, news, property information, park tenant information, and property development information.

C. Basis of Accounting

The Authority follows Governmental Accounting Standards Board (GASB) financial reporting requirements for enterprise funds, which use the accrual basis of accounting. Under this method, revenues are recorded when earned and expenses are recognized when they are incurred.

D. Relationship to Leon County Government

The LCRDA was notified on October 22, 1991, by the Office of the Comptroller, Department of Banking and Finance, State of Florida, that it had been reclassified from an independent to a dependent special district. The LCRDA is NOT considered by Leon County, its governing authority, to be a component unit of Leon County.

E. Budgets

Pro forma budgets are prepared on a cash basis. Budgets are reviewed and recommended for approval to the Board by the Budget Committee appointed by the Board Chair, and chaired by the Board Treasurer. Performance against budget is reported in the monthly financial statements and reviewed by the Treasurer in his report at each Board meeting.

F. Pension Plan

In accordance with Florida Law, the LCRDA employees must participate in the Florida Retirement System, a multiple employer cost sharing defined benefit plan and defined contribution plan, administered by the Florida Department of Management Services, Division of Retirement. All permanent LCRDA employees are covered by the pension plan.

G. Finance Operations

Responsibility for financial operations (as well as property management) is contracted to NAI Talcor ("Talcor"). Talcor provides all general ledger, accounts payable, accounts receivable, and lease tracking functions for the LCRDA. Financial records and other documents are maintained by Talcor at their Tallahassee office. Responsible Talcor staff includes a Certified Public Accountant.

Executive Director, Ron Miller, provides management, oversight, and review of the financial operations performed by Talcor. He possesses a BS degree in Accounting, and a Master of Business Administration degree. He was formerly a licensed CPA in the State of Indiana from 1988 until 2012; currently in an inactive status. He has served extensively in a Chief

Financial Officer capacity in the private sector, as well as for state and local government agencies.

H. Computer Systems

Talcor utilizes YARDI Voyager v5.05 software as a service and web-based application accessible to both Talcor and LCRDA staff. LCRDA staff can only view information, and does not have security access to enter transactions.

I. Availability of Prior Audit Reports

Audit reports for fiscal years ending September 30, 2011 through 2016 are available on-line at <http://lcrda.org/financials>.

IV. SCHEDULE

A. Proposal Calendar

The following is a list of key dates up to and including the date proposals are due to be submitted:

Request for Proposals issued	Monday, April 17, 2017
Due date for notification of interest	Monday, May 8, 2017, 2:00pm
Pre-proposal conference	Wednesday, May 10, 2017, 3:00pm
Deadline for questions	Tuesday, May 23, 2017, 2:00pm
Responses to questions posted by	Friday, May 26, 2017, 5:00pm
Due date for proposals	Monday, June 5, 2017, 2:00pm

B. Notification and Contract Dates

(These dates/times subject to change—proposers will be notified via email, and changes noted on the <http://lcrda.org> website.)

Audit Committee, preliminary meeting (if needed)	Thursday, June 15, 2017, 9:00am
Audit Committee approval of ranking, authority to negotiate contract	Thursday, June 22, 2017, 1:00pm
Executive Committee approval of negotiated contract	Tuesday, July 18, 2017, TBD
Board of Governors ratification	Thursday, August 3, 2017, 11:00am

C. Date Audit May Commence

Audit work may be commenced at any date after the execution of the contract between the parties. In future years, interim work, if any, shall commence no earlier than July 1 of each year.

D. Schedule for the Fiscal Year 2016-17 Audit

(These dates are subject to change based on regulatory or statutory requirements, or as may be required by the Audit Committee Chair or Executive Director in consultation with the auditor. A similar schedule will be developed for audits of future fiscal years.)

Each of the following shall be completed by the auditor no later than the dates indicated.

1. Fieldwork: The auditor shall complete all fieldwork by November 30, 2017.
2. Draft Reports: The auditor shall have drafts of all audit reports and recommendations to the Executive Director by December 18, 2017, for review and preparation of the draft Management Discussion and Analysis (MD&A). Executive Director's comments and MD&A will be returned to auditor within seven days.

E. Audit Committee Meetings

(A similar time schedule will be developed for audits of future fiscal years).

At a minimum, the following Audit Committee meetings will be held:

1. Planning meeting—To be scheduled prior to fieldwork
The purpose of this meeting will be to discuss prior audit problems, the audit schedule, any changes in operations and procedures, special audit risks, potential issues identified by accounting staff and management, and or any other pre-audit concerns by the Audit Committee or the auditor.
2. Draft report presentation—To be scheduled upon draft report completion
The purpose of this meeting is for the auditor to provide to and discuss with the Audit Committee the audit report, and all recommendations, revisions and suggestions for improvement. The Audit Committee will then make its recommendation to the Board for approval of the audit report.

F. Final Report and Approval

The final report approved by the Audit Committee will be to be submitted to the LCRDA Executive Committee for approval in January, 2018, subject to ratification by the Board at its February 1, 2018 meeting.

V. ASSISTANCE TO BE PROVIDED TO THE AUDITOR AND REPORT PREPARATION

A. Accounting Staff and Clerical Assistance

Talcor Accounting Department staff and responsible management personnel will be available during the audit to assist the firm by providing information, documentation and explanations. All required journal entries, and trial balances will be prepared by Talcor Accounting Department staff. Any additional information provided by LCRDA will be in the format maintained by Talcor. Any additional or reformatted schedules will be the responsibility of the auditor. Confirmations will be typed by LCRDA staff, if requested.

B. Computer and Data Assistance

In addition to other documents and schedules to be prepared by LCRDA and Talcor, Talcor Accounting Department staff will provide a download of the detailed general ledger in Excel format.

C. Work Area, Telephones, Photocopying and Facsimile Machines

LCRDA and Talcor will provide the auditor with reasonable work space, desks and chairs. The auditor will also be provided with access to a telephone, photocopying facilities and facsimile machines.

D. Report Preparation

Report preparation, editing and printing of the all reports shall be the responsibility of the auditor.

VI. PROPOSAL REQUIREMENTS

A. General Requirements

1. Submission of Notification of Interest

Firms interested in submitting a proposal are encouraged to submit no later than 2:00 P.M., Monday, May 8, 2017 their "Notification of Interest" in the format attached as Appendix H. This notification will enable us to provide interested parties with all proposal related information.

2. Pre-proposal Conference

A conference for firms interested in submitting proposals will be held at 3:00 P.M., Wednesday, May 10, 2017, at the LCRDA offices, 1736 W. Paul Dirac Drive, Tallahassee, Florida 32310. Both verbal and written questions will be accepted during the conference.

3. Inquiries

Inquiries concerning the Request for Proposals and the subject of the Request for Proposals must be made in accordance with section I.A.3. of the RFP.

4. Submission of Proposals

The following material must be received no later than 2:00 P.M., Monday, June 5, 2017, for a proposing firm to be considered:

- a. Title Page: Title page showing the Request for Proposals' subject; RFP number 17-01; the firm's name; and the name, address, and telephone number of a contact person; and the date of the proposal.
- b. Table of Contents.
- c. Transmittal Letter: A signed letter of transmittal shall be submitted, briefly stating the proposer's understanding of the work to be done, the commitment to perform the work within the time period, a statement why the firm believes itself to be best qualified to perform the engagement, and a statement that the proposal is a firm and irrevocable offer for sixty (60) days after the submission deadline.
- d. Summary of the firm's current workload and ability to satisfy the requirements of LCRDA. A brief statement should be included on the firm's background, organization, and size.
- e. Technical Proposal: The technical proposal should follow the order set forth in section VI.B. of the RFP.
- f. Executed copy of the Proposer Guarantee attached to this Request for Proposals (Appendix C).
- g. Equal Opportunity/Affirmative Action Requirements: The contractors and all subcontractors shall agree to a commitment to the principles and practices of equal opportunity in employment and to comply with the letter and spirit of federal, state, and local laws and regulations prohibiting discrimination based on race, color, religion, national region, sex, age, handicap, marital status, and political affiliation or belief. For federally funded projects, in addition to the above, the contractor shall agree to comply with Executive Order 11246, as amended, and to comply with specific affirmative action obligations contained therein. In addition to completing the Equal Opportunity/Affirmative Action Statement, (Appendix D), the Proposer shall include a copy of any affirmative action or equal opportunity policies in effect at the time of submission.
- h. Certification Regarding Debarment, Suspension, and Other Responsibility Matters: The prospective primary participant must certify to the best of its knowledge and belief, that it and its principals are not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from covered transactions by any Federal department or agency and meet all other such responsibility matters as contained on the attached certification form (Appendix E).
- i. Public Entity Crimes Statement: The prospective primary participant must certify on the attached form (Appendix F), to the best of its knowledge and belief, that it and its principals comply with the Florida Statutes Section

287.133(3)(a) on Public Entity Crimes. A person or affiliate who has been placed on the convicted vendor list following a conviction for a public entity crime may not submit a bid on a contract to provide any goods or services to a public entity, may not submit a bid on a contract with a public entity for the construction or repair of a public building or public work, may not submit bids on leases of real property to a public entity, may not be awarded or perform work as a contractor, subcontractor, or consultant under a contract with any public entity, and may not transact business with any public entity in excess of the threshold amount provided in Section 287.017, for CATEGORY TWO for a period of 36 months from the date of being placed on the convicted vendor list.

To be considered, one UNBOUND original and six (6) UNBOUND copies of the proposal, and an electronic version of proposal (pdf format) on a USB drive, shall be delivered to the Executive Director:

Leon County R&D Authority
Attn: Ron Miller
1736 W. Paul Dirac Drive
Tallahassee, Florida 32310

for receipt, no later than 2:00 P.M., Monday, June 5, 2017. Proposals must be submitted in a sealed envelope clearly marked with the name of the audit firm and the Proposal Number RFP 17-01. Please DO NOT bind the proposals in any way other than a single staple, binder clip, or paper clip. The sealed proposals will be publicly opened shortly thereafter.

B. Technical Proposal

1. General Requirements

The purpose of the technical proposal is to demonstrate the qualifications, competence and capacity of the firms seeking to undertake an independent audit of LCRDA in conformity with the requirements of this Request for Proposals. As such, the substance of proposals will carry more weight than their form or manner of presentation. The technical proposal should demonstrate the qualifications of the firm and of the particular staff to be assigned to this engagement. It should also specify an audit approach that will meet the Request for Proposals requirements.

THERE SHOULD BE NO DOLLAR UNITS OR TOTAL COSTS INCLUDED IN THE PROPOSAL DOCUMENT.

The technical proposal should address all the points outlined in the Request for Proposals (excluding any cost information). The proposal should be prepared simply and economically, providing a straightforward, concise description of the proposer's capabilities to satisfy the requirements of the Request for Proposals. While additional

data may be presented, the following subjects, item Numbers 2 through 11 must be included. They represent criteria against which the proposal will be evaluated.

2. Independence

The firm should provide an affirmative statement that it is independent of LCRDA, including its Board, as defined by generally accepted auditing standards and the United States General Accounting Office's Government Auditing Standards.

The firm should also list and describe, if any, the firm's (or proposed subcontractors') professional relationships involving LCRDA for the past five (5) years, together with a statement explaining why such relationships do not constitute a conflict of interest relative to performing the proposed audit.

3. License to Practice in the State of Florida

An affirmative statement should be included indicating that the firm and all assigned key professional staff are properly licensed to practice in the State of Florida.

4. Firm Qualifications and Experience

The proposal should state the size of the firm, the size of the firm's governmental audit staff, the location of the office from which the work on this engagement is to be performed, the number and nature of the professional staff to be employed in this engagement on a full-time basis, and the number and nature of the staff to be so employed on a part-time basis. This information should include specific details for the office from which the audit will be conducted.

If the proposer is a joint venture, or if the proposer is subcontracting a portion of the work, the qualifications of each firm comprising the joint venture or each subcontractor should be separately identified and the firm that is to serve as the principal auditor should be clearly stated, if applicable.

The firm is also required to submit a copy of the report on its most recent external quality control review, with a statement whether that quality control review included a review of specific government engagements.

The firm shall also provide information on the results of any federal or state desk reviews or field reviews of its audits during the past three (3) years. In addition, the firm shall provide information on the circumstances and status of any disciplinary action taken or pending against the firm during the past three (3) years with state regulatory bodies or professional organizations.

5. Partner, Supervisory, and Staff Qualifications and Experience

The firm should identify the principal supervisory and management staff, including the

engagement partner, manager, other supervisors and specialists, and the auditor in-charge of fieldwork, who would be assigned to the engagement and indicate whether each such person is licensed to practice as a certified public accountant in the State of Florida. The firm should also provide information on the government auditing experience of each person, including information on relevant continuing professional education for the past three (3) years and membership in professional organizations relevant to the performance of this audit.

The firm should provide as much information as possible regarding the number, qualifications, experience and training, including relevant continuing professional education, of the specific staff to be assigned to this engagement. Also, the firm should indicate how the quality of staff over the term of the agreement will be assured.

Engagement partners, managers, other supervisory staff and specialists may be changed if those personnel leave the firm, are promoted or are assigned to another office, providing that any replacements have equal or better qualifications than those personnel replaced. These personnel may also be changed for other reasons with the express prior written permission of LCRDA. However, in either case, LCRDA retains the right to approve or reject replacements. The qualifications of any replacements will be furnished to the Executive Director prior to beginning any work on the audit.

Consultants and firm specialists mentioned in response to this Request for Proposals can only be changed with the express prior written permission of LCRDA, which retains the right to approve or reject replacements.

Other audit personnel may be changed at the discretion of the proposer provided that replacements have substantially the same or better qualifications and experience.

In the event of a joint venture or use of a subcontractor, requirements of this section apply to all staff connected with the audit.

6. Prior Engagements with LCRDA

The firm should list separately by type of engagement (i.e., audit, management advisory services, other), all engagements for LCRDA since October 1, 2006. For each engagement, the firm should indicate the scope of work, date, engagement partners, and the location of the firm's office from which the engagement was performed.

7. Similar Engagements with Other Governmental Entities

For the firm's office that will be assigned responsibility for the audit, list the most significant engagements (maximum of five) performed in the last five years that are similar to the engagement described in this Request for Proposals. Indicate the scope of work, date, engagement partners, and the name and telephone number of the principal client contact.

8. Specific Audit Approach

The proposal should set forth a work plan, including an explanation of the audit methodology to be followed, to perform the services required in section II of the RFP. In developing the work plan, reference should be made to such sources of information as LCRDA's budget and related materials, organizational charts, manuals and programs, and financial and other management information systems.

Proposers will be required to provide the following information on their audit approach:

- a. Proposed segmentation of the engagement, including time frames for each segment.
- b. Level of staff to be assigned to each proposed segment of the engagement.
- c. Sample size methodology and the extent to which statistical sampling is to be used in the engagement.
- d. Extent of use of EDP software in the engagement .
- e. Type and extent of analytical procedures to be used in the engagement.
- f. Approach to be taken to gain and document an understanding of the internal control structure of LCRDA.
- g. Approach to be taken in determining laws and regulations that will be subject to audit test work.
- h. Approach to be taken in drawing audit samples for purposes of tests of compliance.
- i. Approach to be taken in reviewing and auditing EDP systems.

9. Identification of Anticipated Potential Audit Problems

The proposal should identify and describe any anticipated potential audit problems, the firm's approach to resolving these problems and any special assistance that will be requested from LCRDA.

10. Insurance

Proposers should confer with their respective insurance carriers or brokers to determine in advance of bid submission the availability of insurance certificates and endorsements as prescribed and provided herein. If a Proposer fails to comply strictly with the insurance requirements, that Proposer may be disqualified from award of the contract.

Contractor shall procure and maintain for the duration of the contract insurance against claims for injuries to persons or damages to property which may arise from or in connection with the performance of the work hereunder by the Contractor, his agents, representatives, employees or subcontractors. The cost of such insurance shall be included in the Contractor's bid.

1. Minimum Limits of Insurance. Contractor shall maintain limits no less than:
 - a. General Liability: \$1,000,000 combined single limit per occurrence for bodily injury, personal injury and property damage. If Commercial General Liability Insurance or other form with a general aggregate limit is used, either the general aggregate limit shall apply separately to this project/location or the general aggregate limit shall be twice the required occurrence limit.
 - b. Automobile Liability: \$1,000,000 combined single limit per accident for bodily injury and property damage. (Non-owned, Hired Car).
 - c. Workers' Compensation and Employer's Liability: Insurance covering all employees meeting Statutory requirements in compliance with the applicable state and federal laws and Employer's Liability with a limit of \$500,000 per accident, \$500,000 disease policy limit, \$500,000 disease each employee. Waiver of Subrogation In lieu of Additional Insured is required.
 - d. Contractor shall carry professional liability insurance of the types necessary to protect the Firm from any professional liability arising under this agreement with a minimum \$1,000,000 liability limit. The deductible shall not exceed \$25,000 and, if greater than \$1,000, must be guaranteed by Contractor for the difference between the deductible and \$1,000. The professional liability insurance coverage for the services provided under this agreement shall be maintained in force from the date of the contract until a date at least one (1) year following the actual completion of the provision of any services under the terms of this agreement.
2. Deductibles and Self-Insured Retentions. Any deductibles or self-insured retentions must be declared to and approved by LCRDA. At the option of LCRDA, either: the insurer shall reduce or eliminate such deductibles or self-insured retentions as respects LCRDA, its officers, officials, employees and volunteers; or the Contractor shall procure a bond guaranteeing payment of losses and related investigations, claim administration and defense expenses.
3. Other Insurance Provisions. Each insurance policy required by this clause shall be endorsed to state that coverage shall not be suspended, voided, canceled by either party, reduced in coverage or in limits except after thirty (30) days' prior written notice by certified mail, return receipt requested, has been given to LCRDA.
4. Acceptability of Insurers. Insurance is to be placed with insurers with a Best's rating of no less than A:VII.
5. Verification of Coverage. Contractor shall furnish LCRDA with certificates of insurance and with original endorsements effecting coverage required by this clause. The certificates and endorsements for each insurance policy are to be signed by a person authorized by that insurer to bind coverage on its behalf. All certificates and endorsements are to be received and approved by LCRDA

before work commences. LCRDA reserves the right to require complete, certified copies of all required insurance policies at any time. Certificates of Insurance acceptable to LCRDA shall be filed with LCRDA prior to the commencement of the work. These policies described above, and any certificates shall specifically name LCRDA as an additional Insured and shall contain a provision that coverage afforded under the policies will not be canceled until at least thirty (30) days prior to written notice has been given to LCRDA.

Cancellation clauses for each policy should read as follows: *Should any of the above described policies be canceled before the expiration date thereof, the issuing company will mail thirty (30) days written notice to the Certificate Holder named herein.*

6. Subcontractors. Contractors shall include all subcontractors as insureds under its policies or shall furnish separate certificates and endorsements for each subcontractor. All coverages for subcontractors shall be subject to all of the requirements stated herein.

VII. EVALUATION PROCEDURES

A. Audit Committee

Proposals submitted will be evaluated the Audit Committee, created by the LCRDA pursuant to the provisions of Section 218.391, Florida Statutes. Meetings of the Audit Committee are subject to the Florida Sunshine Law Florida Statute Section 286.011 and Article I, Section 24 of the Florida Constitution. The Executive Director and the Treasurer for the Board may provide advice and assistance to the committee.

B. Review of Proposals

The Audit Committee will use a point formula during the review process to score proposals. Each member of the Audit Committee will first determine responsiveness to the Request for Proposals by making sure all terms of the Request for Proposals were followed. Any proposal determined not to be responsive by a majority of the committee will be eliminated from further consideration. For those proposals determined to be responsive, each member of the Audit Committee will score each technical proposal using the criteria described in the RFP section VII.C. below. Each member's top three firms will be assigned three, two, and one points, respectively. These points will be totaled for all members to determine the recommended ranking of the top three firms. In the event of a tie for first, second, or third position, the affected ranking will be determined by a vote of the committee. The Audit Committee will meet and may require oral presentations as necessary during this process.

LCRDA reserves the right to retain all proposals submitted and to use any idea in a proposal, regardless of whether that proposal is selected.

C. Evaluation Criteria

Proposals will be evaluated using the criteria identified below. Firms meeting the mandatory criteria will have their proposals evaluated and scored for technical qualifications. The technical qualifications evaluation will assess the ability of each responding firm based on experience and qualifications of key staff members, the capability of the firm in meeting time and budget requirements, and the record of the firm with regard to this type of work, particularly in Leon County or in the State of Florida. Consideration will be given to the firm's current work load, financial stability and the location where the majority of the technical work will be produced. The Audit Committee will not be impressed with excessive amounts of boilerplate, excessive numbers of photographs, work that distant offices have performed, or work not involving personnel to be assigned to the proposed project. The following represent the principal selection criteria which will be considered during the evaluation process:

1. Mandatory Elements
 - a. The audit firm is independent and licensed to practice in the State of Florida.
 - b. The professional personnel of the audit firm have received adequate continuing professional education within the preceding two years.
 - c. The firm has no conflict of interest with regard to any other work performed by the firm for LCRDA.
 - d. The firm submits a copy of its most recent external quality control review report and the firm has a record of quality audit work.
 - e. The firm adheres to the instructions in this Request for Proposals on preparing and submitting the proposal.
2. Technical Qualifications: (Maximum Points - 95)
 - a. Expertise and Experience (Maximum Points - 50)
 - (1) The past experience and performance of the firm (and specifically the local office which will be performing the engagement) on comparable government engagements (Maximum Points - 20).
 - (2) The quality of the professional personnel of the firm to be assigned to the engagement and the quality of the management support personnel of the firm to be available for technical consultation (Maximum Points - 20).
 - (3) The experience of the firm in performing single audits of federal or state financial assistance programs (Maximum Points - 10).
 - b. Audit Approach (Maximum Points - 45)

Example of items considered in points awarded:

 - (1) Adequacy of the proposed staffing plan for various segments of the engagement.
 - (2) General approach to the audit.
 - (3) Adequacy of sampling techniques.
 - (4) Adequacy of analytical procedures.
 - (5) Approach to EDP systems.

3. Office Location from Which Work Will Be Conducted (Maximum Points - 5).

D. Other Factors

The evaluation may include other factors that may be pertinent such as the implementation of a Drug Free Work Place Policy, past performance, and previous work done for LCRDA.

E. Preliminary Scoring

If more than three firms submit responsive proposals, the Audit Committee may, in its sole discretion hold a meeting to score the proposals before holding a final selection meeting for the purposes of hearing oral presentations and making final rankings. The Audit Committee may choose to limit the number of oral presentations to be heard in the final selection process based on the preliminary scoring. By vote of the Audit Committee, more than three firms may be chosen for oral presentations in the final selection meeting, in which case, ranking points under RFP section VII.B. will be adjusted accordingly. Preliminary scoring of finalist firms may be adjusted during the final selection meeting based on information obtained in the final selection meeting.

F. Final Selection

Selected proposers will be advised in advance of the final selection meeting of the need to make oral presentations to the Audit Committee. Such presentations will provide firms with an opportunity to answer any questions the Audit Committee may have on a firm's proposal. Not all firms may be asked to make such oral presentations. All presentations shall be solely at the expense of the firm.

Based on oral presentations and RFP responses, members will score and rank their top three firms in accordance with RFP section VII.B. The Audit Committee will make the final decision as to the ranking of the top three firms. The Audit Committee will then authorize fee and contract negotiations, which shall be accomplished pursuant to the provisions of Section 218.391(4)(a), Florida Statutes, which states in part:

"The firm ranked first may then negotiate a contract with the board giving, among other things, a basis of its fee for that engagement. Should the board be unable to negotiate a satisfactory contract with that firm, negotiations with that firm shall be formally terminated, and the board shall then undertake negotiations with the second-ranked firm. Failing accord with the second-ranked firm, negotiations shall then be terminated with that firm and undertaken with the third-ranked firm. Negotiations with the other ranked firms shall be undertaken in the same manner. The board, in negotiating with firms, may reopen formal negotiations with any one of the three top-ranked firms, but it may not negotiate with more than one firm at a time. The board shall also negotiate on the scope and quality of services."

It is anticipated that the ranking of firms and authorization to negotiate will be approved by the Audit Committee on June 22, 2017. Negotiation of a contract will be performed on

behalf of the Board by the Executive Director, and presented to the Executive Committee for approval followed by ratification by the Board.

G. Right to Reject Proposals

Submission of a proposal indicates acceptance by the firm of the conditions contained in this Request for Proposals unless clearly and specifically noted in the proposal submitted and confirmed in the contract between LCRDA and the firm selected.

LCRDA reserves the right without prejudice to reject any or all proposals.

VIII. ADDITIONAL CONSIDERATIONS

A. Cost of Service Requirements for Selected Auditor

LCRDA is requesting that fees not be discussed in submitted proposals but included under separate cover. Also, during the final selection and negotiation process, the auditors should be prepared to comply with the following requirements:

1. Total All-inclusive Maximum Price

The negotiated cost of services should contain all pricing information relative to performing the audit engagement as described in this Request for Proposals. The total all-inclusive maximum price shall contain all direct and indirect costs including all out-of-pocket expenses. These prices should be determined on an annual basis for the term of the contract.

LCRDA will not be responsible for expenses incurred in preparing and submitting the technical proposal. Such costs should not be included.

2. Rates by Partner, Specialist, Supervisory and Staff Level Times; Hours Anticipated for Each.

The selected firm will be required to provide to LCRDA a schedule detailing the names and levels of personnel assigned to this engagement, anticipated hours, standard and quoted rates, and total cost by person as well as total personnel cost that supports the total all-inclusive maximum price.

3. Out-of-pocket Expenses Included in the Total All-inclusive; Maximum Price and Reimbursement Rates

All estimated out-of-pocket expenses for firm personnel (e.g., travel, lodging, and subsistence) to be reimbursed should be detailed. All expense reimbursements will be charged against the total all-inclusive maximum price submitted by the firm.

4. Rates for Additional Professional Services

If it should become necessary for LCRDA to request the auditor to render any additional services to either supplement the services requested in this Request for Proposals or to perform additional work as a result of the specific recommendations included in any report issued on this engagement, then such additional work shall be performed only if set forth in an addendum to the contract between LCRDA and the firm. Any such additional work agreed to between LCRDA and the firm shall be performed at the same rates set forth in the schedule of fees and expenses included in the negotiated contract.

5. Manner of Payment

Progress payments will be made on the basis of hours of work completed during the course of the engagement and out-of-pocket expenses incurred. Billings must be presented in detailed format including hours anticipated, hours worked, rates, etc. Interim billings shall cover a period of not less than a calendar month. No more than eighty percent (80%) of the Maximum Price shall be billed prior to delivery of the final reports.

B. Request for Proposals/Contract

All requirements and conditions set forth in this Request for Proposals shall be incorporated into the contract entered into between LCRDA and the auditor selected unless otherwise specified in the contract. LCRDA contracts are subject to legal requirements set forth in State and Federal Law.

C. Termination Provisions

1. Termination for Convenience of LCRDA

LCRDA, by written notice, may terminate this contract, in whole or in part, when it is in the best interest of LCRDA. If this contract is terminated, LCRDA shall not be liable for damages. LCRDA shall be liable only for payment under the payment provisions of the contract (as set forth in RFP section VIII.A.5 above) for services rendered before the effective date of termination.

2. Default

LCRDA, by written notice, may terminate the contract upon default of any provisions thereof by the auditor.

D. Ethical Business Practices

1. Gratuities. It shall be unethical for any person to offer, give, or agree to give any LCRDA employee, or for any LCRDA employee to solicit, demand, accept, or agree to

accept from another person, a gratuity or an offer of employment in connection with any decision, approval, disapproval, recommendation, or preparation of any part of a program requirement or a purchase request, influencing the content of any specification or procurement standard, rendering of advice, investigation, auditing, or performing in any other advisory capacity in any proceeding or application, request for ruling, determination, claim or controversy, or other particular matter, subcontract, or to any solicitation or proposal therefore.

2. Kickbacks. It shall be unethical for any payment, gratuity, or offer of employment to be made by or on behalf of a subcontractor under a contract to the prime contractor or higher tier subcontractor or any person associated therewith, as an inducement for the award of a subcontract or order.
3. The Board reserves the right to deny award or immediately suspend any contract resulting from this proposal pending final determination of charges of unethical business practices. At its sole discretion, the Board may deny award or cancel the contract if it determines that unethical business practices were involved.

E. Local Preference in Purchasing and Contracting

1. Preference in Requests for Proposals. In letting of contracts for procurement of contractual services for which a request for proposals is developed with evaluation criteria, additional points shall be added to the total score for a local preference, as follows:
 - a. Individuals or firms which have a home office located within Leon, Gadsden, Wakulla, or Jefferson County, and which meet all of the criteria for a local business as set forth in this article, shall be given a preference in the amount of five (5) points.
 - b. Individuals or firms which do not have a home office located within Leon, Gadsden, Wakulla, or Jefferson County, and which meet all of the criteria for a local business as set forth in this article, shall be given a preference in the amount of three (3) points.
2. Local business definition. For purposes of this section, "local business" shall mean a business which:
 - a. Has had a fixed office located in and having a street address within Leon, Gadsden, Wakulla, or Jefferson County for at least six (6) months immediately prior to the issuance of the request for competitive bids or request for proposals by LCRDA; and
 - b. Holds any business license required by Leon County and, if applicable, the City of Tallahassee; and
 - c. Is the principal offeror who is a single offeror; a business which is the prime contractor and not a subcontractor; or a partner or joint venturer submitting an offer in conjunction with other businesses.

3. Certification. Any vendor claiming to be a local business as defined shall so certify in writing to LCRDA. The certification shall provide all necessary information to meet the requirements of above. The Local Vendor Certification Form is enclosed (Appendix G). LCRDA shall not be required to verify the accuracy of any such certifications, and shall have the sole discretion to determine if a vendor meets the definition of a "local business."
- F. Minority, Women and Small Business Enterprise (MWSBE) Preference
1. Preference in Requests for Proposals. In letting of contracts for procurement of contractual services for which a request for proposals is developed with evaluation criteria, a preference of five (5) points shall be added to the total score for a certified MWSBE.
 2. Certification. Any vendor claiming to be an MWSBE shall provide evidence of certification from the Tallahassee-Leon County Office of Economic Vitality, or the State of Florida.

Leon County Research & Development Authority
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IX. APPENDICES

APPENDIX

A. Findings from Recent External Audits

MANAGEMENT LETTER COMMENTS

Fiscal Year: 2015-16

None

Fiscal Year: 2014-15

Recommendation to improve financial management:

15-001 Current Contract Rates for Cash Disbursements

In connection with our testing of cash disbursements, we noted one instance where the documentation supporting the invoice paid had not been maintained but the original contract was available. In a separate instance, we noted where the rate per the invoice did not match the contract due to the vendor's error. We suggest that all contracts be kept on file and that documentation be requested for any rate changes. We also recommend that invoices are reviewed for compliance with contracts to ensure that internal worksheets used for tracking are updated with current rates.

Fiscal Year: 2013-14

None

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APPENDIX

B. List of Key Personnel

LCRDA Board of Governors:

Anne Longman, Chair; Lewis, Longman, and Walker, P.A.
Eric Holmes, Vice Chair; Florida State University
David Ramsay, Treasurer; SunTrust Bank (retired)
Kristin Dozier, Immediate Past Chair; Leon County Commissioner
Dustin Daniels*, Audit Committee Chair; City of Tallahassee
Shawnta Friday-Stroud; Florida A&M University
Kimberly Moore**; Tallahassee Community College
T. Paul Dean**; Danfoss Turbocor
Kim Dixon; Merrill Lynch
April Salter**; SalterMitchell, Inc.
Kim Williams**; Marpan

* Audit committee chair

** Current Audit Committee Members—subject to change

Alternates:

Keith Bowers; Florida A&M University
Ross Ellington; Florida State University
Rick Frazier; Tallahassee Community College

LCRDA Employees:

Ron Miller, Executive Director
Denise Bilbow, Director of Programs and Communications
Peggy Bielby, Administrative Coordinator

General Counsel-Broad & Cassel

Melissa Van Sickle

NAI Talcor Employees:

Ed Murray, President
Rick Smith, Chief Operations Officer
Lori Billberry, Director of Property Management
Kristy Bennett, CPA, Director of Property Management Accounting
Kelly Beacher, Payroll and Commissions
Arthur Lewis, Property Management Accountant
Stephanie Shoulet, Property Manager
DeMaurio Moten, Maintenance Manager

APPENDIX

C. Proposer Guarantees

The proposer certifies it can and will provide and make available, at a minimum, all services set forth in Section II, Nature of Services Required.

Signature of Official:
Name (typed):
Title:
Firm:
Date:

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D. Equal Opportunity/Affirmative Action Statement

1. The contractors and all subcontractors hereby agree to a commitment to the principles and practices of equal opportunity in employment and to comply with the letter and spirit of federal, state, and local laws and regulations prohibiting discrimination based on race, color, religion, national region, sex, age, handicap, marital status, and political affiliation or belief.
2. The contractor agrees to comply with Executive Order 11246, as amended, and to comply with specific affirmative action obligations contained therein.

Signed: _____

Title: _____

Firm: _____

Address: _____

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APPENDIX

**E. Certification Regarding Debarment,
Suspension, And Other Responsibility Matters
Primary Covered Transactions**

- (1) The prospective primary participant certifies to the best of its knowledge and belief, that it and its principals:
 - (a) Are not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from covered transactions by any Federal department or agency;
 - (b) Have not within a three-year period preceding this been convicted of or had a civil judgment rendered against them for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (Federal, State or local) transaction or contract under a public transaction; violation of Federal or State antitrust statutes or commission of embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements, or receiving stolen property;
 - 8 Are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (Federal, State or local) with commission of any of these offenses enumerated in paragraph (1)(b) of this certification; and
 - (d) Have not within a three-year period preceding this application/proposal had one or more public transactions (Federal, State or local) terminated for cause or default.
- (2) Where the prospective primary participant is unable to certify to any of the statements in this certification, such prospective participant shall attach an explanation to this proposal.
- (3) No subcontract will be issued for this project to any party which is debarred or suspended from eligibility to receive federally funded contracts.

Signature

Title

Contractor/Firm

Address

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Appendix
F. Public Entity Crimes Statement

**SWORN STATEMENT PURSUANT TO SECTION 287.133(3)(a),
FLORIDA STATUTES, ON PUBLIC ENTITY CRIMES**

**THIS FORM MUST BE SIGNED AND SWORN TO IN THE PRESENCES OF A NOTARY PUBLIC OR OTHER OFFICIAL
AUTHORIZED TO ADMINISTER OATHS.**

1. This sworn statement is submitted to _____
(print name of the public entity)

by _____
(print individual's name and title)

for _____
(print name of entity submitting sworn statement)

whose business is _____

and (if applicable) its Federal Employer Identification Number (FEIN) is
_____.

(If the entity has no FEIN, include the Social Security Number of the individual signing this sworn
statement: _____.)

2. I understand that a "public entity crime" as defined in Paragraph 287.133(1)(g), **Florida Statutes**, means a violation of any state or federal law by a person with respect to and directly related to the transaction of business with any public entity or with an agency or political subdivision of any other state or of the United States, including, but not limited to, any bid or contract for goods or services to be provided to any public entity or an agency or political subdivision of any other state or of the United States and involving antitrust, fraud, theft, bribery, collusion, racketeering, conspiracy, or material misrepresentation.

3. I understand that "convicted" or "conviction" as defined in Paragraph 287.133(1)(b), **Florida Statutes**, means a finding of guilt or a conviction of a public entity crime, with or without an adjudication of guilt, in any federal or state trial court of record relating to charges brought by indictment or information after July 1, 1989, as a result of a jury verdict, nonjury trial, or entry of a plea of guilty or nolo contendere.

4. I understand that an "affiliate" as defined in Paragraph 287.133(1)(a), **Florida Statutes**, means:

1. A predecessor or successor of a person convicted of a public entity crime; or
2. An entity under the control of any natural person who is active in the management of the entity and who has been convicted of a public entity crime. The term "affiliate" includes those officers, directors, executives, partners, shareholders, employees, members, and agents who are active in the management of an affiliate. The ownership by one person of shares constituting a controlling interest in another person, or a pooling of equipment or income among persons when not for fair market value under an arm's length agreement, shall be a prima facie case that one person controls another person. A person who knowingly enters into a joint venture with a person who has been convicted of a public entity crime in Florida during the preceding 36 months shall be considered an affiliate.

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5. I understand that a "person" as defined in Paragraph 287.133(1)(e), **Florida Statutes**, means any natural person or entity organized under the laws of any state or of the United States with the legal power to enter into a binding contract and which bids or applies to bid on contracts for the provision of goods or services let by a public entity, or which otherwise transacts or applies to transact business with a public entity. The term "person" includes those officers, directors, executives, partners, shareholders, employees, members, and agents who are active in management of an entity.

6. Based on information and belief, the statement which I have marked below is true in relation to the entity submitting the sworn statement. **[Indicate which statement applies.]**

_____ Neither the entity submitting this sworn statement, nor any of its officers, directors, executives, partners, shareholders, employees, members, or agents who are active in the management of the entity, nor any affiliate of the entity has been charged with and convicted of a public entity crime subsequent to July 1, 1989.

_____ The entity submitting this sworn statement, or one or more of its officers, directors, executives, partners, shareholders, employees, members, or agents who are active in the management of the entity, or an affiliate of the entity has been charged with and convicted of a public entity crime subsequent to July 1, 1989. _____ The entity submitting this sworn statement, or one or more of its officers, directors, executives, partners, shareholders, employees, members, or agents who are active in the management of the entity, or an affiliate of the entity has been charged with and convicted of a public entity crime subsequent to July 1, 1989. However, there has been a subsequent proceeding before a Hearing Officer of the State of Florida, Division of Administrative Hearings and the Final Order entered by the Hearing Officer determined that it was not in the public interest to place the entity submitting this sworn statement on the convicted vendor list. **[attach a copy of the final order]**

I UNDERSTAND THAT THE SUBMISSION OF THIS FORM TO THE CONTRACTING OFFICER FOR THE PUBLIC ENTITY IDENTIFIED IN PARAGRAPH 1 (ONE) ABOVE IS FOR THAT PUBLIC ENTITY ONLY AND, THAT THIS FORM IS VALID THROUGH DECEMBER 31 OF THE CALENDAR YEAR IN WHICH IT IS FILED. I ALSO UNDERSTAND THAT I AM REQUIRED TO INFORM THE PUBLIC ENTITY PRIOR TO ENTERING INTO A CONTRACT IN EXCESS OF THE THRESHOLD AMOUNT PROVIDED IN SECTION 287.017, FLORIDA STATUTES FOR CATEGORY TWO OF ANY CHANGE IN THE INFORMATION CONTAINED IN THIS FORM.

(Signature)

Sworn to and subscribed before me this _____ day of _____, 20____.

Personally known _____

Notary Public - State of _____

OR Produced identification _____

My commission expires _____

(Type of identification)

(Printed typed or stamped commissioned name of notary public)

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APPENDIX
G. Local Vendor Certification

The undersigned, as a duly authorized representative of the vendor listed herein, certifies to the best of his/her knowledge and belief, that the vendor meets the definition of a Local Business. For purposes of this section, "local business" shall mean a business which:

- a) Has had a fixed office located in and having a street address within Leon, Gadsden, Wakulla, or Jefferson County for at least six (6) months immediately prior to the issuance of the request for competitive bids or request for proposals by the Leon County R&D Authority; and
- b) Holds any business license required by Leon County (or one of the other local counties), and, if applicable, the City of Tallahassee; and
- c) Is the principal offeror who is a single offeror; a business which is the prime contractor and not a subcontractor; or a partner or joint venturer submitting an offer in conjunction with other businesses.

Please complete the following in support of the self-certification and submit copies of your County and City business licenses. Failure to provide the information requested will result in denial of certification as a local business.

Business Name:	
Current Local Address:	Phone: Fax:
If the above address has been for less than six months, please provide the prior address.	
Length of time at this address:	
Home Office Address:	Phone: Fax:

Signature of Authorized Representative

Date

STATE OF _____
COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of _____, 20__.

By _____, of _____,
(Name of officer or agent, title of officer or agent) (Name of corporation acknowledging)

a _____ corporation, on behalf of the corporation. He/she is personally known to me
(State or place of incorporation)

or has produced _____ as identification.
(type of identification)

Signature of Notary

Print, Type or Stamp Name of Notary

Title or Rank

**Return Completed form with
supporting documents to:**

**Leon County R&D Authority, Ron Miller
1736 W. Paul Dirac Drive
Tallahassee, Florida 32310**

Serial Number, If Any

Leon County Research & Development Authority
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APPENDIX
H. Sample Letter of Interest

VIA Email to: Rmiller@inn-park.com

[DATE]

Mr. Ron Miller
Executive Director
1736 W. Paul Dirac Drive
Tallahassee, Florida 32310

RE: Notification of Interest

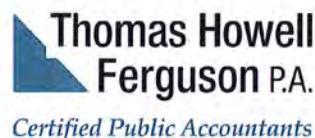
Dear Mr. Miller:

Our firm is interested in submitting a proposal to audit three years of Leon County R&D Authority financial statements, commencing with the fiscal year ending September 30, 2017, with the Leon County R&D Authority's option to renew twice for two subsequent years, as set forth in the request for proposals.

Yours very truly,

Contact Information:

Name:
Company:
Telephone:
Email:



June 23, 2017

Audit Committee
Leon County Research and Development Authority
1736 West Paul Dirac Drive
Tallahassee, Florida 32310

ATTN: Mr. Dustin Daniels, Audit Committee Chairman

The Objective and Scope of the Audit of the Financial Statements

You have requested that we audit the financial statements of Leon County Research and Development Authority (the Authority), which comprise the statement of net position as of September 30, 2017, 2018, and 2019, and the related statements of revenues, expenses, and changes in net position, and cash flows for the years then ended, and the related notes to the financial statements. We will also report on whether supplementary information is fairly stated in all material respects in relation to the financial statements as a whole. We will also perform certain limited procedures on required supplementary information (RSI) but will not express an opinion or provide assurance on RSI. We are pleased to confirm our acceptance and our understanding of this audit engagement by means of this letter.

Our audits will be conducted with the objective of our expressing an opinion on the financial statements.

The Responsibilities of the Auditor

We will conduct our audit in accordance with auditing standards generally accepted in the United States of America (GAAS) and *Government Auditing Standards* issued by the Comptroller General of the United States (GAS). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

TALLAHASSEE OFFICE

Phone | 850.668.8100 | Fax | 850.668.8199
2615 Centennial Boulevard, Suite 200 | TALLAHASSEE, FLORIDA 32308

www.thf-cpa.com

TAMPA OFFICE

Phone | 813.227.9100 | Fax | 813.227.8866
Fifth Third Center | 201 E. Kennedy Boulevard, Suite 1111 | TAMPA, FLORIDA 33602



Audit Committee
Leon County Research and Development Authority

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Because of the inherent limitations of an audit, together with the inherent limitations of internal control, an unavoidable risk that some material misstatements may not be detected exists, even though the audit is properly planned and performed in accordance with GAAS. Also, an audit is not designed to detect errors or fraud that are immaterial to the financial statements. The determination of abuse is subjective; therefore, GAS does not expect us to provide reasonable assurance of detecting abuse.

In making our risk assessments, we consider internal control relevant to the Authority's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. However, we will communicate to you in writing concerning any significant deficiencies or material weaknesses in internal control relevant to the audit of the financial statements that we have identified during the audits.

We will also communicate to the Audit Committee (a) any fraud involving senior management and fraud (whether caused by senior management or other employees) that causes a material misstatement of the financial statements that becomes known to us during the audit, and (b) any instances of noncompliance with laws and regulations that we become aware of during the audit (unless they are clearly inconsequential).

Our report(s) on internal control will include any significant deficiencies and material weaknesses in controls of which we become aware as a result of obtaining an understanding of internal control and performing tests of internal control consistent with requirements of the standards and circulars identified above. Our report(s) on compliance matters will address material errors, fraud, abuse, violations of compliance obligations, and other responsibilities imposed by state and federal statutes and regulations or assumed by contracts, and any state or federal grant, entitlement, or loan program questioned costs of which we become aware, consistent with requirements of the standards and circulars identified above.

Our services under this arrangement letter do not include services for tax return preparation, tax advice, or representation in any tax matter. Nevertheless, we may discuss with you certain tax considerations or provide you with tax information that may be relevant to our services. Any such discussions or information would be based upon limited tax research, limited due diligence, and limited analysis regarding the underlying facts. Because additional research or a more complete review of the facts could affect our analysis and conclusions, the information provided during these discussions should not be used as the basis for proceeding with any transaction or any tax return reporting.



Audit Committee
Leon County Research and Development Authority

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The Responsibilities of Management and Identification of the Applicable Financial Reporting Framework

Our audit will be conducted on the basis that management and when appropriate, those charged with governance, acknowledge and understand that they have responsibility:

- a. For the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America;
- b. To evaluate subsequent events through the date the financial statements are issued or available to be issued and to disclose the date through which subsequent events were evaluated in the financial statements. Management also agrees that they will not evaluate subsequent events earlier than the date of the management representation letter referred to below;
- c. For the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error;
- d. For establishing and maintaining effective internal control over financial reporting and for informing us of all significant deficiencies and material weaknesses in the design or operation of such controls of which it has knowledge;
- e. To provide us with:
 - (1) Access to all information of which management is aware that is relevant to the preparation and fair presentation of the financial statements such as records, documentation, and other matters;
 - (2) Additional information that we may request from management for the purpose of the audit; and
 - (3) Unrestricted access to persons within the entity from whom we determine it necessary to obtain audit evidence.

As part of our audit process, we will request from management and when appropriate, those charged with governance, written confirmation concerning representations made to us in connection with the audit including among other items:

- a. That management has fulfilled its responsibilities as set out in the terms of this letter; and
- b. That it believes the effects of any uncorrected misstatements aggregated by us during the current engagement and pertaining to the latest period presented are immaterial, both individually and in the aggregate, to the financial statements taken as a whole.



Audit Committee
Leon County Research and Development Authority

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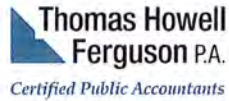
Management is responsible for identifying and ensuring that the Authority complies with the laws and regulations applicable to its activities, and for informing us about all known material violations of such laws or regulations. In addition, management is responsible for the design and implementation of programs and controls to prevent and detect fraud or abuse, and for informing us about all known or suspected fraud or abuse affecting the entity involving management, employees who have significant roles in internal control, and others where the fraud or abuse could have a material effect on the financial statements or compliance. Management is also responsible for informing us of its knowledge of any allegations of fraud or abuse or suspected fraud or abuse affecting the entity received in communications from employees, former employees, analysts, regulators, or others.

Management is responsible for the preparation of the RSI and supplementary information in accordance with accounting principles generally accepted in the United States of America. Management agrees to include the auditor's report on the RSI and supplementary information in any document that contains the supplementary information and that indicates that the auditor has reported on such RSI and supplementary information. Management also agrees to present the supplementary information with the audited financial statements or, if the supplementary information will not be presented with audited financial statements, to make the audited financial statements readily available to the intended users of the supplementary information no later than the date of issuance of the supplementary information and the auditor's report thereon.

The Audit Committee is responsible for informing us of its views about the risks of fraud or abuse within the entity, and its knowledge of any fraud or abuse or suspected fraud or abuse affecting the entity.

The Authority agrees that it will not associate us with any public or private securities offering without first obtaining our consent. Therefore the Authority agrees to contact us before it includes our reports or otherwise makes reference to us, in any public or private securities offering.

Our association with an official statement is a matter for which separate arrangements will be necessary. The Authority agrees to provide us with printer's proofs or masters of such offering documents for our review and approval before printing and with a copy of the final reproduced material for our approval before it is distributed. In the event our auditor/client relationship has been terminated when the Authority seeks such consent, we will be under no obligation to grant such consent or approval.



Audit Committee
Leon County Research and Development Authority

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Because Thomas Howell Ferguson P.A. (THF) will rely on the Authority and its management and Audit Committee to discharge the foregoing responsibilities, the Authority holds harmless and releases THF, its shareholders, and employees from all claims, liabilities, losses, and costs arising in circumstances where there has been a known misrepresentation by a member of the Authority's management which has caused, in any respect, THF's breach of contract or negligence. This provision shall survive the termination of this arrangement for services.

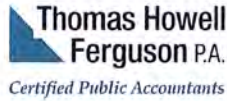
Records and Assistance

If circumstances arise relating to the condition of the Authority's records, the availability of appropriate audit evidence or indications of a significant risk of material misstatement of the financial statements because of error, fraudulent financial reporting or misappropriation of assets which, in our professional judgment, prevent us from completing the audit or forming an opinion, we retain the unilateral right to take any course of action permitted by professional standards, including declining to express an opinion or issue a report, or withdrawing from the engagement.

During the course of our engagement, we may accumulate records containing data that should be reflected in the Authority's books and records. The Authority will determine that all such data, if necessary, will be so reflected. Accordingly, the Authority will not expect us to maintain copies of such records in our possession.

The assistance to be supplied by Authority personnel, including the preparation of schedules and analyses of accounts, will be discussed and coordinated with the Executive Director. The timely and accurate completion of this work is an essential condition to our completion of the audit and issuance of our audit report.

In connection with our audit, you have requested us to perform certain non-audit services necessary for the preparation of the financial statements, including drafting the financial statements and trial balance adjustments. The GAS independence standards require that the auditor maintain independence so that opinions, findings, conclusions, judgments, and recommendations will be impartial and viewed as impartial by reasonable and informed third parties. Before we agree to provide a non-audit service to the Authority, we determine whether providing such a service would create a significant threat to our independence for GAS audit purposes, either by itself or in aggregate with other non-audit services provided. A critical component of our determination is consideration of management's ability to effectively oversee the non-audit service to be performed. The Authority has agreed that the Executive Director possesses suitable skill, knowledge, or experience and that the individual understands the above described non-audit services to be performed sufficiently to oversee them. Accordingly, the management of the Authority agrees to the following:



Audit Committee
Leon County Research and Development Authority

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1. The Authority has designated the Executive Director a senior member of management, who possesses suitable skill, knowledge, and experience to oversee the services.
2. The Executive Director will assume all management responsibilities for subject matter and scope of the drafting of the financial statements and trial balance adjustments.
3. The Authority will evaluate the adequacy and results of the services performed.
4. The Authority accepts responsibility for the results and ultimate use of the services.

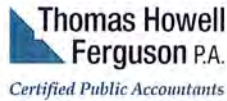
GAS further requires we establish an understanding with the Authority's management and those charged with governance of the objectives of the non-audit service, the services to be performed, the Authority's acceptance of its responsibilities, the auditor's responsibilities, and any limitations of the non-audit services. We believe this letter documents that understanding.

Other Relevant Information

THF may mention the Authority's name and provide a general description of the engagement in THF's client lists and marketing materials.

From time to time and depending upon the circumstances, we may use third-party service providers to assist us in providing professional services to you. In such circumstances, it may be necessary for us to disclose confidential client information to them. We enter into confidentiality agreements with all third-party service providers and we are satisfied that they have appropriate procedures in place to prevent the unauthorized release of your confidential information to others. In addition, we may utilize financial information you have provided to us in connection with this engagement for purposes of creating benchmarking data to be used by THF professionals and other clients. This benchmarking data is aggregated with data from a minimum of five other entities so that users of the data are unable to associate the data with any single entity in the database.

We will also respond to inquiries and provide routine consulting services as specifically requested. Routine consulting services include the normal communications we have with our clients. Generally, these consulting services address a wide variety of nonpolicy matters that facilitate the delivery of our basic attest services. Such routine consulting services include research and advice relating to the application of regulatory requirements, professional standards, and best practices. The Executive Director will be responsible for overseeing, evaluating the adequacy of, accepting the results of, and for making all management decisions with respect to the routine consulting services.



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In the interest of facilitating our services to the Authority, we may communicate by facsimile transmission, by secure email transfer over the internet that allows encrypted uploads and downloads of documents between our clients and personnel, or by traditional email over the internet. We may also use a private client portal that allows us to make documents available instantly to our clients. Such communications may include information that is confidential to the Authority. Our firm employs measures in the use of facsimile machines and computer technology designed to maintain data security. While we will use reasonable efforts to keep such communications secure in accordance with our obligations under applicable laws and professional standards, the Authority recognizes and accepts that we have no control over the unauthorized interception of these communications once they have been sent and consents to our use of these electronic devices during this engagement.

In accordance with GAS, a copy of our most recent peer review report is enclosed for your information.

Other Terms of our Engagement

Our fee will be based on hours worked by the various levels of personnel, at rates applicable to each, plus out-of-pocket expenses and an additional charge of \$12 per hour to cover the cost of administrative expenses not separately billed. Calculated on this basis, our fee estimate for the audit services, including administrative and out-of-pocket expenses, is \$16,500 for the year ending September 30, 2017, \$17,000 for the year ending September 30, 2018, and \$17,500 for the year ending September 30, 2019. This fee estimate is subject to adjustments based on unanticipated changes in the scope of services and/or the incomplete or untimely receipt by us of the information on the client preparation list. Our fees will be billed in installments to coincide with the performance of our work. All other provisions of this letter will survive any fee adjustment. Services other than those specified above will be subject to a separate written arrangement.

Our fees for the audit and accounting services described above are based upon the value of the services performed and the time required by the individuals assigned to the engagement, plus direct expenses. Our fee estimate and completion of our work is based upon the following criteria, which if not met, may cause the fees to increase:

- a. Anticipated cooperation from Authority personnel.
- b. Timely responses to our inquiries.
- c. Timely completion and delivery of client assistance requests.
- d. Timely communication of all significant accounting and financial reporting matters.
- e. The assumption that unexpected circumstances will not be encountered during the engagement.



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Our fees for other accounting or consulting services requested by the Authority, including participation at various meetings other than those associated with the audit, will be billed based on the time necessary to perform these services at our standard rates, plus administrative and out-of-pocket expenses. For significant additional services, we will provide an estimate of the total project cost prior to commencement of the work.

Our fees for other accounting or consulting services requested by the Authority, including participation at various meetings, will be billed based on the time necessary to perform these services at the following rates, plus administrative and out-of-pocket expenses. For significant additional services, we will provide an estimate of the total project cost prior to commencement of the work.

<u>Personnel Level</u>	<u>Rate</u>
Shareholder	\$ 285
Director	245
Senior Manager	210
Manager	185
Senior	160
Staff	125
Support Staff	65

Our professional standards require that we perform certain additional procedures, on current and previous years' engagements, whenever a shareholder or professional employee leaves the firm and is subsequently employed by or associated with a client in a key position. Accordingly, the Authority agrees it will compensate THF for any additional costs incurred as a result of the Authority's employment of a shareholder or professional employee of THF.

In the event we are requested or authorized by the Authority or are required by government regulation, subpoena, or other legal process to produce our documents or our personnel as witnesses with respect to our engagement for the Authority, the Authority will, so long as we are not a party to the proceeding in which the information is sought, reimburse us for our professional time and expenses, as well as the fees and expenses of our counsel, incurred in responding to such requests.

The documentation for this engagement is the property of THF. However, you acknowledge and grant your assent that representatives of the cognizant or oversight agency or their designee, other government audit staffs, and the U.S. Government Accountability Office shall have access to the audit documentation upon their request and that we shall maintain the audit documentation for a period of at least three years after the date of the report, or for a longer period if we are requested to do so by the cognizant or oversight agency. Access to requested documentation will be provided under the supervision of THF audit personnel and at a location designated by our firm.



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Leon County Research and Development Authority

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The Authority and THF agree that no claim arising out of services rendered pursuant to this agreement shall be filed more than two years after the date of the audit report issued by THF or the date of this arrangement letter if no report has been issued. The Authority waives any claim for punitive damages. THF's liability for all claims, damages and costs of the Authority arising from this engagement is limited to the amount of fees paid by the Authority to THF for the services rendered under this arrangement letter.

If any term or provision of this Agreement is determined to be invalid or unenforceable, such term or provision will be deemed stricken, and all other terms and provisions will remain in full force and effect.

Reporting

We will issue a written report upon completion of our audit of the Authority's financial statements. Our report will be addressed to the Audit Committee of the Authority. We cannot provide assurance that an unmodified opinion will be expressed. Circumstances may arise in which it is necessary for us to modify our opinion, add an emphasis-of-matter or other-matter paragraph(s), or withdraw from the engagement.

It is hereby understood and agreed that this engagement is being undertaken solely for the benefit of the Authority and that no other person or entity shall be authorized to enforce the terms of this engagement.



Audit Committee
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Please sign and return the attached copy of this letter to indicate your acknowledgment of, and agreement with, the arrangements for our audit of the financial statements including our respective responsibilities. A copy has been enclosed for your files. We appreciate your business.

Sincerely,

Thomas Howell Ferguson P.A.

Leon County Research and Development Authority

Agreed and accepted.

By: _____

Title: _____

Date: _____

Management's Acknowledgement of Terms:

By: _____

Title: _____

Date: _____

Copy to: Ron Miller, Executive Director



Gregory, Sharer & Stuart, P.A.

Certified Public Accountants and Business Consultants

System Review Report

To the Shareholders of Thomas Howell Ferguson, P.A.
And the AICPA National Peer Review Committee

We have reviewed the system of quality control for the accounting and auditing practice of Thomas Howell Ferguson, P.A. (the firm) applicable to engagements not subject to PCAOB permanent inspection in effect for the year ended May 31, 2016. Our peer review was conducted in accordance with the Standards for Performing and Reporting on Peer Reviews established by the Peer Review Board of the American Institute of Certified Public Accountants. As part of our peer review, we considered reviews by regulatory entities, if applicable, in determining the nature and extent of our procedures. The firm is responsible for designing a system of quality control and complying with it to provide the firm with reasonable assurance of performing and reporting in conformity with applicable professional standards in all material respects. Our responsibility is to express an opinion on the design of the system of quality control and the firm's compliance therewith based on our review. The nature, objectives, scope, limitations of, and the procedures performed in a System Review are described in the standards at www.aicpa.org/prsummary.

As required by the standards, engagements selected for review included engagements performed under the *Government Auditing Standards*, audits of employee benefit plans and examinations of service organizations (SOC 1 engagements).

In our opinion, the system of quality control for the accounting and auditing practice of Thomas Howell Ferguson, P.A. applicable to engagements not subject to PCAOB permanent inspection in effect for the year ended May 31, 2016, has been suitably designed and complied with to provide the firm with reasonable assurance of performing and reporting in conformity with applicable professional standards in all material respects. Firms can receive a rating of *pass*, *pass with deficiency (ies)* or *fail*. Thomas Howell Ferguson, P.A. has received a peer review rating of *pass*.

Gregory, Sharer & Stuart, P.A.
August 24, 2016

Leon County Research and Development Authority
Entrepreneurial Excellence Program Planning Meeting
Tuesday, July 18, 2017, 9:30am – 11:30am Knight Administrative Centre
1736 West Paul Dirac Drive, Tallahassee, FL 32310

Meeting Notes

1. **Attendees** – Mike Campbell, Wendy Plant, Rick Paul, Cristina Paredes, Barbara Wescott, Kim Williams, LCRDA Staff
2. **Marketing – The majority (70%) of current EEP participants are coming from referrals.**
Continue seeking referrals from alumni and all current sources, but also utilize local media (WCTV, WTXL, WFSU, Democrat, Tallahassee Women), and social media, including sponsored ads on FB/Twitter/LinkedIn to target local groups. Mike Campbell suggested Bryan Watt, Jr. as a local connection to the minority business community. Connect with other local support entities like Chambers, Domi and CoLab for follow up support of grads/sponsorship. Research and reach out directly to local groups on social media to raise awareness about the program and opportunities.
3. **Future Funding for EEP** – Cristina Paredes said future sales tax program funding in 2020 will depend on the evaluation of the Imagine Tallahassee and the OEV Strategic Plan goals. Mike Campbell suggested reaching out to past participants for sponsorships, including matching scholarships for participant fees, and using TechGrant event or a separate event for fundraising as funding resources. Cristina suggested the DEO Florida Job Growth Grant Fund. Both Mike and Cristina felt the tax deductibility to LCRDA was a key component to seeking sponsorships and/or support from area businesses and others. Mike suggested Carmen Braswell-Butler at CenturyLink, but noted it would be important to show how EEP benefits CenturyLink. He also said JMI could help fund an event that could bring EEP alumni to future JMI programs and suggested a follow up meeting with Ron to discuss. He requested data on the EEP alumni follow-up. Cristina noted Carol Lauffer will be in town in a few weeks to conduct interviews regarding the targeted industry sectors. Seeking foundation funding was also recommended. Foundations discussed:
<http://www.kauffman.org/what-we-do/entrepreneurship>
<https://www.blackstone.com/our-impact/blackstone-charitable-foundation/overview>
https://colemanfoundationorg.presencehost.net/what_we_fund/entrepreneurship/
Other suggestion was tying this funding into a larger legislative bill, such as for the wet lab incubator. Overall, there was a consensus that LCRDA needs to diversify sources of funding for this program in order to sustain it in the future.

- 4. Other Thoughts -** There needs to be a pipeline/progression in our community that feeds companies from program to program as they progress. EEP could serve as an entry point into the business community and act as a welcome place that helps local entrepreneurs get over initial wall and learn more about the resources available to them in the community. The program should emphasize inclusion and support those scared to take the plunge and help them get over being intimidated, and bridge the barriers like age, gender, race, etc. Needs to be a systematic approach. There needs to be an exit interview to identify specific needs of each participant and to all we can to connect them to needed resources. We need to work with alums to match them with other programs/mentors which may be right for them (either in the community with JMI, TCC or Jim Moran School for Entrepreneurship, Chamber or the SBDC). These EEP graduate benefits could be marketed as a one of the benefits of EEP.

We need a succinct, concise explanation of what EEP does and how it fits into and integrates with the (evolving) parts of the local (regional?) entrepreneurial ecosystem.

5. Action Items Going Forward -

Larry:

- Create a detailed description of his job duties, including the particular requirements for the individual in his role.
- Add a follow-up component to the last two class night's Final Presentation requirement that asks grads to specify exactly what resources (in addition to funding) they believe they will need to go forward from this point – it will help us to connect them to community resources, and allow us to maintain contact with them.
- Follow up with EEP faculty members with an update on current funding, and asking for suggestions for future program funding options and thoughts.

Denise:

- Explore social media options for advertising EEP outside the areas that we have already been using. Connect with Barbara Wescott for ideas. Possibly utilize Sean Doughty?
- Research and specifically target local groups on Facebook and make sure they are aware of the EEP program and our upcoming class
- Increase communication with FSU/FAMU Offices of Commercialization for referrals
- Follow up with Lindsay and OEV regarding economic impact info.
- Send Mike Campbell full list of EEP Alums
- Distribute to meeting participants short URL to EEP website info for promotion
- Survey past participants about where they get their information in order to help guide where we can promote the program in the future

Ron:

- Meet with Mike Campbell to follow up re: JMI support, and to discuss possible alumni funding options.
- Determine ways to highlight the fact that donations to LCRDA are tax deductible.
- Continue to work with OEV and DEO for long-term funding options.
- Include AERO in integration of entrepreneurial resources.

:

Director of the Entrepreneurial Excellence Program

Job Description and Qualifications

The Entrepreneurial Excellence Program (EEP) was created in 2010 by the Tallahassee/Leon County Economic Development Council (EDC) to assist newly created companies or those looking to start new companies in the Tallahassee/Leon County community. To date there have been 13 EEP classes held and over 140 new businesses have attended the class. The 10-night classes are dynamic and highly interactive, and are not “taught” in the traditional sense as in a typical classroom lecture setting. Below is a listing of the qualifications and skills needed by the Director of the EEP program to successfully plan and execute future EEP classes.

Required Skills:

Marketing of the Program:

Must be able to successfully market the EEP to potential clients in the Tallahassee and surrounding geographies. Each class should consist of 12 new business entities (up to 2 individuals each). Recruiting these new businesses requires an in-depth working knowledge of the local business community and the relationships with other service organizations that serve as entry points/recommenders of the EEP program. These include the Chambers of Commerce, The JMI, the Commercialization Offices at both FSU and FAMU, the SBDC, the local incubator programs, TCC's business incubator program, and any other programs that could help find possible new EEP participants. Must be able to work with members of the local media, including print, radio and TV to help find new participants for future EEP classes.

Recruitment of the Teaching Staff for the Program:

The EEP is taught by highly skilled volunteers from the Tallahassee Business and Civic Community. The Director of the EEP program must maintain a working relationship with members of the Tallahassee Business Community in order to fill each class with qualified instructors. The areas of expertise include: Marketing, Entrepreneurship, Legal, Sales, Team Building, Presentation Skills, and Finance. In addition each class will include sessions lead by local serial Entrepreneurs who will share their life experiences with the class members. There is also a requirement to have multiple business leaders act as judges and advisors during the business plan presentation portion of the class. In total, at least 15 volunteers are required for each 10-night session. The volunteer instructors all also serve as mentors to the EEP participants during and after the Program. The EEP Director must recruit and retain these diverse and highly experienced volunteers and mentors for each class, and maintain their engagement after graduation.

Planning and Management of the Actual EEP Classes:

The Director is responsible for all of the details in the planning and execution of each EEP class cycle. This includes finding suitable classroom space, with adequate parking, for the 24-member class that contains the needed electronic audio visual devices needed to successfully teach

each EEP session. Keeping each EEP participant up to date on all of the information they will need to participate in the EEP sessions. Keeping all of the volunteer teaching staff up to date on all of the information they will need to participate in the EEP sessions. Any and all administrative needs for each EEP session including the development of computer programs such as Power Point presentations needed during the individual class evenings of the EEP. The development, printing, and publication of any needed reference materials required during the EEP class. Arranging for the nightly meals that are served as part of each EEP class schedule.

The Director is also the leader of each night of the EEP class schedule. As such they need to have the highly developed public speaking skills required to fill this leadership requirement. In addition the Director will be required to act as the mentor for each EEP participant as they develop their Elevator Pitch project during the EEP class. The Director must also have the skills to “role play” with each EEP participant as they deliver their elevator pitches live during the EEP class sessions. The Director will also need to analyze, guide, critique and encourage participants as they follow through each night of the class and interact with the instructors and other class members.

Maintain a Relationship in the Tallahassee Economic Eco System:

The EEP Director should maintain a working relationship with all organizations and individuals that make up the emerging Economic Ecosystem in the Tallahassee Community. This would include groups like DOMI, JMI, SBDC, The Chambers, The Office of Economic Vitality, The Offices of Commercialization at both FSU and FAMU, City and County Governments and the LCRDA. It is vital that all of these groups be kept up to date with the workings of the EEP program. In addition the EEP director needs to participate in other programs and events that occur in the Tallahassee Community that affect and promote the development of the Economic Ecosystem, and maintain the visibility of the EEP.

Personal and Professional Qualifications:

The EEP Director needs a strong background in the formation of new business entities. He or she should have real-world knowledge of the tasks, qualities, and roadblocks that new business startups will need to face as they go from idea to reality. The Director should have significant private industry career related experiences that will allow them to act as a consultant/mentor to participants in the EEP program both during the actual EEP, and for the time following the EEP as the new company takes shape and makes significant decisions affecting its chance of success. As many of the new startup companies participating in EEP are University related and/or high tech related, the Director should have knowledge of the unique requirements of startups in this environment.

Director of Programs and Communications Report- BOG 8.3.17

TechTopics

Events are scheduled for August 30 and November 15 at CAPS Seminar Room, FSU Foundation Building A from 11:30am-1pm

-August 30th will focus on Oysters and their role in the ecosystem and how they are helping to restore these habitats

Confirmed speaker: Rob Olin

Potential speakers: Bob Ballard with TCC Aquaculture

Contact from FSU Coastal and Marine Lab

E-Month is focusing solely on 1 week with different sectors- I've signed us up for the Innovation Sector (E-month meeting is tomorrow at 10am)

Entrepreneurial Excellence Program

-October class starts October 3rd-

-Schedule is finalized and on the website

-3 signups so far. Reamonn Soto will be sending someone as part of his TechGrant win but name is pending making it 4 signups

-Planning Meeting occurred on July 18th- first meeting but others will be needed. *Larry will provide more detailed report*

-Additional thought- One of the items brought up during our EEP brainstorming meeting is trying to figure out a way to stay in touch and work with our EEP Alums. While we host an E-Club meeting twice a year, I have another idea for keeping our alums more engaged if you they would like.

I think we should suggest doing smaller networking groups. These groups can meet as often as they would like (they determine it). We can work with them to get in groups with other people they feel they'd get the most benefit from talking to and brainstorming with. Once we determine the groups, Innovation Park can work with them to facilitate meeting times and location (typically a restaurant/coffee shop and they would pay their own meals). During these groups, they can talk about their issues they are facing in business and work through possible solutions with like-minded entrepreneurs.

Once companies graduate from the EEP program, we can help place them in one of these groups, so they get added benefit and can also work with other companies that may be further along and could act somewhat as a mentor to other companies starting out.

Overall, I would maybe compare these groups to a leads group or BNI but this is exclusively for E-Club members.

Tallahassee Science Festival

-On hold for them to change the exhibitor form

-Working with Kristin Roberts -Beginning to implement more social media posts regarding the event

-In process of researching local media kits for us to begin sending out materials

Social Media/ SEO

-Continuing to build a following by posting content daily on Facebook and Twitter, and posting weekly on Instagram and LinkedIn

-Current followership includes: 368 (30 new- follow an additional 75 accounts (targeting over research parks, key influencers, businesses, local organizations)) followers in Twitter, 179 (3 new since June 1) on Facebook, 124 (6 new) followers in Instagram and 16 (1 new) followers on LinkedIn.

Other

- Changing direction for community book to media kit.
 - Creating a book regarding Innovation Park and what it is
 - Creating a 4 or 8 page insert about the organizations in the Park
- Continuing with monthly newsletter and posting on the website to help keep content fresh.

LCRDA/ Innovation Park in the Media

- Days are Numbered for Old Tallahassee Shopping Center, 7.21.2017
 - <http://news.wfsu.org/post/days-are-numbered-old-tallahassee-shopping-center>
 - Mentioned the FSU Department of Anthropology moving into the park.
- FSU Department of Anthropology relocating to Innovation Park, 7.20.2017
 - <http://www.tallahassee.com/story/money/2017/07/20/fsu-department-anthropology-relocating-innovation-park-tallahassee/495332001/>
 - Summarized press release sent regarding the news of Anthropology moving into the park.
- 'Setup for failure': How fortunes dimmed for Sunnyland, a company under FBI scrutiny (UPDATE)
 - <http://www.tallahassee.com/story/news/2017/06/27/how-fortunes-dimmed-sunnyland-company-under-fbi-scrutiny/429471001/>
 - Mention of lease at Innovation Park and mention of “sweetening the deal” with the \$100,000 escrow account.
- Developers under federal scrutiny have deep ties with Tallahassee, 6.24.2017
 - <http://www.tallahassee.com/story/news/2017/06/24/developers-under-federal-scrutiny-have-deep-ties-tallahassee/423075001/>
 - Mention of Sunnyland solar farm in Innovation Park. Information regarding the lease agreement, as well as escrow account set up to support the park. Connected it to money given to Imagine Tallahassee.
- 'Project Campus' could bring 120 new jobs to Tallahassee, 6.9.2017
 - <http://www.tallahassee.com/story/money/2017/06/09/project/384300001/>
 - Mention of LCRDA in combination with Enterprise Florida dedicating \$797,000 to Project Campus
- Innovation Park board considers new building for incubator, 6.9.2017
 - <http://www.tallahassee.com/story/money/2017/06/06/innovation-park-board-considers-new-building-incubator/374359001/>
 - Article discusses LCRDA’s change in direction regarding the incubator.

**Leon County Research and Development Authority
Executive Director's Report to the Board of Governors
August 3, 2017**

Strategic Issues:

- Collins Building Renovation
 - Met with Kristin Dozier to review architect and engineering scope of work and general direction
 - Drafted contract and worked with L+W to perform revised architectural plan and cost estimate
 - Reached out to potential lab tenants to gauge interest in leasing given renovation
- Entrepreneurial Excellence Program:
 - Worked with staff to plan and execute EEP community planning meeting
 - Requested and received balance of \$35,000 in Inkbridge escrowed funds as directed by BOG
- Other:
 - Reviewed legislation and discussed with Board Chair and OEV staff opportunities to apply for new Florida Job Growth Funds
 - Communicated BOG direction regarding Jump Start to Jump Start Committee and other stakeholders
 - Tech Grant: Worked with staff on survey summary, and executed agreements and issued checks to recipients

Leasing and Tenant/Prospective Tenant Relations:

- Worked with FSU and Talcor on tenant improvements, issuing access cards, and punch list items to ready space for Department of Anthropology move in
- Met with FAMU Department of Entomology regarding leasing remainder of Morgan Building; determined leasing not probable until additional funding could be secured
- Worked with College of Engineering and County on street name issue—street name was not approved; COE will apply to rename “Engineer Dr” to “Engineering Way” in September when application funds can be approved by its board
- Bing:
 - Negotiated and executed contracts for the pickup and disposal of chemicals and other hazardous materials left by Bing; worked with staff to sort and clean out remaining items in the lab; pickup to occur 8/2
 - Worked with counsel on continuing bankruptcy reorganization plan and obtaining direction from Executive Committee regarding acceptance of the plan
- Met with tenant/tech grant winner to provide consultation regarding technology licensing issues and discuss need for lab space

Financial Oversight:

- Conducted procurement process for RFP 17-01 for professional auditing services: reviewed RFP responses for compliance, facilitated audit committee meetings for evaluations, prepared formal communications with respondents, and negotiated and drafted contracts for board approval
- Responded to Auditor General request for additional information related to annual report filing
- Finalized and presented Janitorial Services agreement extension for approval

Community Involvement & Economic Development Events:

- Participated in Congressman Neal Dunn roundtable and tour at Innovation Park
- Participated as a panelist for TCC's Entrepreneur's Forum
- Met with OEV contracted consultant conducting the targeted industry study (7/31)
- Met with Cissy Proctor and Chair Longman (8/1)
- Attended Danfoss ADC grand opening
- Attended Intergovernmental Agency meeting approving OEV committees
- Met with OEV staff and others to tour Applied Fiber in Havana
- Met with OEV regarding regional prospect opportunity

Leon County Research and Development Authority
Executive Director's Report to the Board of Governors
April 6, 2017

- Met with local chamber rep and Venture Café Miami Executive Director to share what each is doing
- Met with transplanted entrepreneur from Saudi Arabia looking for opportunities; explained our programs; made referrals to other groups and individuals

General:

- Conducted interviews with Democrat regarding:
 - Jump Start status
 - Tech Grant winners
 - Sunnyland solar lease and Inkbridge agreement
- Worked with board members to identify 2017-18 BOG officer slate
- Drafted and discussed with General Counsel a proposed bylaw change regarding clarification of electronic participation by Governors, as well as quorum and majority vote determination
- Worked with counsel to respond to public records request regarding employee information
- Reminded and confirmed all board members filed annual financial disclosure statements
- Setup two new computers for staff and recovered data from old computers and cloud storage
- Performed annual employee evaluation for Director of Programs and Communications
- Worked with board on annual ED Evaluation and summarize results
- Vacation!

Committee/Other Meetings:

- Executive Committee
- Audit Committee (2)
- Office of Economic Vitality monthly meeting
- JABB Executive Committee and Board
- Alliance of Entrepreneur Resource Organizations
- Call with Florida Research Park Network executive committee regarding President resignation and desire to continue organization

Current Projects/Activities

(Not all inclusive)

- Attend OEV EVCC meeting
- Attend Annual Chamber Conference
- Project Campus document execution
- Development Review Committee meeting regarding Project Campus
- Participate in OEV Magnetics Task Force meetings
- Collins Building next steps
- Trail planning and implementation
- Annual Property and Casualty Insurance renewal proposals
- Perform annual budget process, work with Talcor on long-term capital plan, and hold budget committee meeting
- Continued Bing Bankruptcy follow up
- New officer transition process
- Executive Committee meeting
- Monthly meeting with OEV
- Monthly meeting with Talcor
- Working with FRPN membership to determine continued viability of Florida Research Park network and assist to execute required steps

Respectfully submitted,
Ronald J. Miller, Jr., Executive Director

**NAI Talcro Property Manager's Report to the
Leon County R&D Authority Board of Governors
7/25/2017**

Occupancy:

Building	Leasable Square Feet	Vacant Square Feet	% Vacant
Phipps	14,661	0	0%
Morgan	23,240	12,418	53%
Johnson	39,337	0	0%
Collins	24,900	22,974	92%
Knight	2,800	260	9%
Total	104,938	35,652	34%

Non-Routine Repairs & Maintenance:

Building	Completed Since Last Report	In Process	Deferred/To Do
Phipps	<ul style="list-style-type: none"> • Carpet has been replaced. 	<ul style="list-style-type: none"> • Replacement of bulbs and ballasts. 	<ul style="list-style-type: none"> • Irrigation system
Morgan	<ul style="list-style-type: none"> • Replaced several exit signs and light bulbs. • Small repair was done to the roof. • Cleaning of the carpet in the conference room. 	<ul style="list-style-type: none"> • HVAC balancing of the building. 	<ul style="list-style-type: none"> • Common areas - Carpet cleaning, exterior wall pack photo cell, Cleaning of tile in bathrooms and the interior of entrance ways. Touch up painting of the interior. • Installing additional insulation around duct work located in the HVAC room, second floor.

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Building	Completed Since Last Report	In Process	Deferred/To Do
Johnson	<ul style="list-style-type: none"> • Small repairs done to the roof such as tightening of screws and replacing a dek tite (boot) around a plumbing stack. • All lighting repairs have been completed on the second floor. • All damaged ceiling tiles have been changed on the second floor. • Repaired linoleum in Room 135, SEAC. • Repaired peeling wall paper around the sink in the break room and cove base throughout the SEAC offices. 	<ul style="list-style-type: none"> • GSA list of repairs for the National Park Service is in the process of being completed. Management is in the process of acquiring bids for carpet cleaning and waxing of the floors as listed in their lease. • Purchasing and installing 5 additional locking covers for the HVAC thermostats to the FSU - Dept. of Anthropology to insure the HVAC units continue to operate at the correct temperature thereby preventing a spike in utility costs and keeping the second floor balanced. • Removal of damaged wall paper around the lobby area water fountain, repaint. 	<ul style="list-style-type: none"> • Three Up lights at the front entrance in the flower bed are not functioning. Electrician replaced the ballasts and this still didn't solve the issue. • Tile located in the lobby and bathrooms in need of deep cleaning. • Lobby area in need of paint. • Carpet in elevator and second floor lobby in need of cleaning.
Collins	<ul style="list-style-type: none"> • Some ceiling tiles • Nonfunctioning blubs have been replaced in kitchen area. • Per Structural Solutions Engineering report. Roof leaks, soffit panels, cleaning of gutters have all been repaired. 	<ul style="list-style-type: none"> • None 	<ul style="list-style-type: none"> • Pending renovation: ceiling tiles need replaced • Trees around the building need to be trimmed back. • HVAC small repairs to units 5,10,12,14,15, and 17 totaling \$800. This includes a leak check for a possible coil leak in unit 4. • Replace compressor in HVAC unit 3 • One full HVAC complete system change out.
Knight	<ul style="list-style-type: none"> • One large pine tree was removed and the stump ground. Additional trees near the building were trimmed as well. • Building has been soft washed. • Replaced one security light on front of building. 	<ul style="list-style-type: none"> • Some exterior screens are not fitting properly screens must be made along with some type of weather stripping to create a better seal. The windows are being measured and new screens will be replaced as needed. 	<ul style="list-style-type: none"> • Back deck in need of repair. Wood rot is visible and deck is in need of paint. • Exterior paint • Carpet cleaning • Interior paint of common areas.

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Fuqua	<ul style="list-style-type: none"> The trees have been trimmed. Hole in the stucco in the ceiling located at the second-floor entrance to the Johnson building. 	<ul style="list-style-type: none"> Hole in stucco at the ceiling located at the entrance facing E. Paul Dirac Drive. A portion of restroom doors have been sanded and are in the process of being painted. Stair treads have been replaced as needed. Irrigation repair to the flower beds in the atrium areas. 	<ul style="list-style-type: none"> Metal trim and restroom doors are rusted and in need of being repainted. Tile in restrooms in need of deep cleaning. Restroom partitions need to be painted. Counter around sinks in need of replacement. Mirrors are in need of replacement. Cracks in walk ways in need of being repaired. Planting of flowers in flower beds to be planted once irrigation repairs have been completed.
Common	<ul style="list-style-type: none"> Innovation Park monument signs have been soft washed. Many signs have been cleaned and straightened. 	<ul style="list-style-type: none"> Management is in the process of cataloging the different signs so that an accurate bid can be obtained to replace, paint, and repair all of the Innovation park owned signs/poles. Maintenance continues to straighten and clean all signs 	<ul style="list-style-type: none"> Missing signs. Plants and flowers around entrance monument signs. Irrigation repairs around entrance monument signs. Replacement of worn and cracked handicapped and stop signs in parking areas.

Accounts Receivable Past Due as of Report Date (30+days):

Tenant	Invoice Date	Invoice Amount	Last Contact Date	Tenant Response/Date to be Paid/Comments
FSU-TIC	11/30/16	698.20	07/24/17	CAM for Lot 1-B-1 Parking. Additional back up was sent to accounting. They are processing the invoice and sending out payment.
Sensatek	4/1/2017	726.26	7/24/2017	A check has been cut and has been mailed.

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Tenant Issues Encountered, Status of Other Outstanding Issues, Contract Procurements, Projects, Accounting issues, etc.:

1. The Morgan, Johnson, and Phipps buildings along with the Fuqua Center, and all Innovation Park monument signs have been soft washed.
2. Annuals were to be planted in July but in preforming an inspection of the irrigation system for the flower beds in the Fuqua Center and monument signs it was found that there were irrigation repairs needed. Management has received a bid for repair along with the planting of flowers and is working with additional vendors to acquire additional bids to ensure the best pricing.
3. Florida State University Board of Trustees has leased the remaining area of the 2nd floor of the Johnson building. Management has changed out all non-functioning lighting along with damaged ceiling tiles. Tenant improvement has been completed and lease commencement will begin August 1, 2017.

Other Property Manager Comments:

1. Management has assigned a new maintenance technician, Dominic DeMartino to Innovation Park. Mr. DeMartino has a wide variety of skills such as plumbing, electrical, HVAC, and fire systems. He has quickly become a great asset to the Innovation Park Family.
2. A 5-year fire sprinkler inspection was completed on June 1, 2017 for the Johnson Building. There were no issues and the systems passed.
3. GSA has sent their list of items for repairs for National Park Service South East Archeological Division to management. Maintenance has begun completing the items.

Management is working on the following projects:

1. Management is still in the process of obtaining quotes for elevator phone monitoring and equipment for both Johnson and Morgan buildings. By eliminating the phone lines from Century Link and having a cellular system installed there will be a significant cost savings.
2. Maintenance continues to clean and straighten sign poles throughout the park. Management continues to catalog signs for an easier bidding process.
3. Obtaining quotes for re paving parking lots, roof maintenance, roof replacement, painting of exterior, replacement of worn and damaged handicap and stop signs in parking areas. Interior paint in the lobby of the Johnson building, carpet cleaning in both elevators, and common areas of Johnson and Morgan buildings along with deep cleaning of all common area tiles. This includes all bathrooms in the Fuqua Center, entrance areas of Morgan, and lobby of Johnson buildings as well. These quotes are being obtained in preparation of the 2018 budget.
4. There are a few maintenance items that are located in the Fuqua Center, and on exterior of the Morgan building. Because of the height of the buildings a lift is required to repair the following items:
 - Hole in stucco in The Fuqua Center
 - Photo cell to a wall pack on the Morgan Building

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Management is in the process of performing lighting inspections for the Fuqua Center, Morgan Johnson, and Phipps Buildings. The idea is to find as many maintenance items as possible, such as changing light bulbs that are too high to reach with a ladder, photo cells in need of changing, ballasts, and stucco repair. Then renting a lift and have maintenance complete all the necessary repairs in one day. This will save the Authority money by not contracting out to several different contractors all needing to rent a lift to complete each repair. Maintenance has the skill set to change bulbs, ballasts, photo cells, and stucco repairs.