Leon County Research and Development Authority Board of Governors Meeting

Thursday, April 5, 2018 11:00am to 1:30pm Knight Administrative Centre 1736 W Paul Dirac Drive, Tallahassee, FL 32310

Minutes

Members in attendance: Dave Ramsay, Kim Williams, Anne Longman, Keith Bowers, Dustin Daniels, Paul Dean, Kim Dixon, Kristin Dozier, Eric Holmes, Kimberly Moore, April Salter (joined the meeting at 11:20am).

Members not in attendance: None.

Guests: Ron Miller, Michael Tentnowski, Denise Bilbow, Peggy Bielby (LCRDA staff); Stephanie Shoulet (NAI Talcor); Melissa VanSickle (Broad and Cassel); Al Latimer, Lindsay Volpe (Office of Economic Vitality).

1. Call to Order

Chair Dave Ramsay called the meeting to order at 11:09am.

2. Introduction of Guests

All present introduced themselves.

3. Modifications to the Agenda

None.

4. Public Comment

None.

5. Approval of Draft Meeting Minutes

- a. October 5, 2017
- b. Gainesville/Alachua Trip, February 23, 2018

Kim Moore offered a motion to approve the October 5, 2017 Board of Governors meeting minutes. Kristin Dozier seconded the motion which passed unanimously.

Kristin Dozier offered a motion to approve the February 23, 2018 Board of Governors meeting minutes. Kim Moore seconded the motion, which passed unanimously.

6. Consent Agenda

- a. Executive Committee Reports
 - i. November 6, 2017
 - ii. March 8, 2018
- b. Treasurer's Report
 - i. December 7, 2017
 - ii. April 5, 2018
- c. Investment Advisory Committee
 - i. Committee Report, November 20, 2017
 - ii. Investment Reports, September 2017- February 2018
- d. Development Review Committee Reports
 - i. October 17, 2017
 - ii. November 14, 2017

- iii. March 13, 2018
- e. Monthly Financial Reports
 - i. September 2017
 - ii. October 2017
 - iii. November 2017
 - iv. December 2017
 - v. January 2018
 - vi. February 2018
- f. Audit Committee
 - i. Report, October 31, 2017
 - ii. Report, February 27, 2018
 - iii. Audit Report, Fiscal Year 2016-17

Executive Committee requests ratification of its approval of the Audited Financial Statements for fiscal year 2016-17, as recommended by the Audit committee.

g. Morgan Building Lease: FSU IT Services

Executive Committee requests ratification of its approval of a standard form university lease with Florida State University Board of Trustees for approximately 11,044 square feet (subject to final measurement) in the Morgan Building at \$16.60 per square feet, or monthly lease payments of \$15,277.53. The term of the lease is 12 months with an option to continue on a month-to-month basis by mutual agreement of the parties. Other than ordinary repairs, no significant renovations will be made, and FSU will be responsible for data/communications related improvements and any other costs related to the relocation. The Chair is authorized to approve minor changes to the final lease if necessary.

h. Trail Agreement

Executive Committee requests ratification of its approval to enter into an agreement with Leon County for the design, permitting, and construction of the Central Pond Trail substantially in the form of the draft agreement. The contract includes an estimated project cost of \$147,923.61 plus a contingency allowance of \$36,980.90, for a total estimated cost of \$184,904.51. The Authority will be liable for the actual cost of the project. It will have the opportunity to cancel the project after the design phase but would be liable for the design phase costs. The County's administrative fee included in the total cost is \$1,921.09, or 2% of the Construction Cost. The agreement was approved by the Leon County Board of County Commissioners at its March 27, 2018 meeting. It is noted that Governor Kristin Dozier recused herself from voting on this item before the Executive Committee due to a conflict of interest in her role as a County Commissioner.

i. Amendment to Contract for Legal Services

Executive Committee requests ratification of its approval to extend the Contract for Legal Services with Broad and Cassel, LLP one year through September 30, 2019.

Ron Miller asked that "Item 6(h)". be removed from the consent agenda.

Kim Moore offered a motion to approve the consent agenda as modified excluding "Item 6(h)". Kristin Dozier seconded the motion which passed unanimously.

Regarding "Item 6(h)", Ron Miller explained that the Executive Committee approved four non-substantive changes to the Trail Agreement which were not included in the agenda packet version. He reviewed all approved changes with the Board. Kristin Dozier stated that she was recusing herself from the discussion and vote on the Trail Agreement on the advice of the county attorney and staff because of a perceived conflict of interest. Keith Bowers offered a motion to ratify the approval of the Executive Committee to enter into the Trail Agreement with Leon County. Eric Holmes seconded the motion which passed 10-0 with one recusal.

7. Office of Economic Vitality (OEV) Update

OEV staff, Al Latimer and Lindsay Volpe, provided an update regarding the Targeted Industries & Incubation Studies, the Magnetics Task Force, and the Gateway Project, as well as the newly announced OEV positions for an Applied Science and Innovation Project Manager and an Industry Expert Recruiter.

8. IBR 18-01 Landscaping Services

Staff requests approval of the award of IBR 18-01 Landscaping and Ground Services to, and the resulting Agreement with, Heinz Brother Outdoor Services, Inc. (Heinz). Staff received three proposals through an informal bid request in accordance with Authority's Purchasing Policy, and Heinz, the incumbent vendor, bid the lowest price at \$34,854.64 for year 1, and a total of \$106,632.50 including option years 2, and 3. The contract term is for 1 year, with two one-year extensions at the option of the Authority.

Kim Moore offered a motion to approve the agreement. Keith Bowers seconded the motion which passed unanimously.

9. Bing Bankruptcy

On October 5, 2017, the Board unanimously approved the Consent Agenda items including "item 6. (f)" ratifying Chair Longman's approval of a ballot accepting Bing Energy's Second Amended Bankruptcy Plan of Reorganization dated August 15, 2017. Governor Kim Williams voted for approval of the entire consent agenda and erred by not recusing himself from voting on item 6. (f) due to a conflict of interest. Staff requests the Board reconsider the item as follows:

Executive Committee requests ratification of Chair Longman's approval of a ballot accepting Bing Energy's Second Amended Bankruptcy Plan of Reorganization dated August 15, 2017. The amended plan of reorganization and disclosure statement are available at the link above. The primary change from the previous plan was replacing the minimal equity share for general unsecured claims with unsecured creditors receiving a 100% distribution solely from the proceeds of the Revised Adversary Proceeding and any litigation recoveries. A hearing on the case will be held September 21, 2017. An additional administrative claim in the amount of \$6,102.77 was filed on behalf of the Authority, and approved by the court, to reimburse the cost of removing hazardous materials from the former tenant's space. The Authority's total unsecured claim is \$41,734.43, and total administrative claim is \$43,713.57.

Kim Williams stated that he is recusing himself from the discussion and vote because he is an investor in Bing Energy. April Salter offered a motion to ratify the Chair's approval of the ballot accepting the amended plan of reorganization. Anne Longman seconded the motion which passed 10-0 with one recusal.

10. Director of Entrepreneurship

Ron Miller introduced Michael Tentnowski who provided his first impressions, high level plan/approach, and provided a report of his numerous meetings in the community. He also shared his idea that the proposed new Gateway Project road be called Innovation Parkway. Kristin Dozier stated she has already mentioned this idea to the County Administrator Vince Long and Director of PLACE Ben Pingree both of whom approved.

The Board of Governors directed the Executive Director to reach out to TCC, FSU, and FAMU to endorse the name idea in partnership with Innovation Park and present it to the LCRDA Board of Governors at the June 7, 2018 Board meeting. If there is a formal proposal or resolution by the LCRDA, then it should be presented at the June 21, 2018 Blueprint IA Agency Board meeting.

11. Chair's Report

- a. Board Composition and Nominations
- b. Alachua/Gainesville Trip-Discussion/Participant Comments
- c. Past Chairs Meeting

d. Proposal for Off-Site Board Meetings

Dave Ramsay discussed the Board composition and size, the UF trip, and Past Chairs meeting. Kim Dixon noted that she will resign as of Sept. 30, 2018. The terms of Paul Dean, Anne Longman, and Dave Ramsay expire Sept. 30, 2018 and they must reapply to continue to serve. Dustin Daniels stated he will continue to serve as the City of Tallahassee mayor's designee. No changes to the number of Board seats is being requested by the Board. The next meetings will be held at different Innovation Park locations. Paul Dean offered that Danfoss could host the next meeting.

12. Executive Director's Report

- a. Collins Building Status
- b. Morgan Lab Prospect
- c. CBTR Lease Renewal
- d. Other items

Ron Miller reported on the status of the Park projects and leasing. He advised that SBDC has given notice of lease termination effective May 31, 2018. He also presented the Danfoss expansion rendering to the Board.

13. Director of Programs and Communications Report

- a. Website Launch
- b. Booklets
- c. Tech Grant

Denise Bilbow reported that the new website is live, the booklets are in circulation including at OEV and the airport. TechGrant applications are closed, five finalists are chosen, and the TechGrant Pitch Night is May 16 at Goodwood Carriage House.

14. Property Manager's Report

Stephanie Shoulet reported that Fuqua remodel bids are in, and other repairs are completed or underway. Morgan renovation is next. The monument signs are being painted and updated.

15. New Business

None.

16. Adjourn

The meeting adjourned at 1:30pm.

Next Meeting: June 7, 2018

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

FORM 8B MEMORANDUM OF VOTING CONFLICT FOR COUNTY, MUNICIPAL, AND OTHER LOCAL PUBLIC OFFICERS

LAST NAME—FIRST NAME—MIDDLE NAME Doizier, Kristin E		NAME OF BOAR Leon Co. R	NAME OF BOARD, COUNCIL, COMMISSION, AUTHORITY, OR COMMITTEE Leon Co. Research & Development Authority		
MAILING ADDRESS 301 S. Monroe Street, 5th Floor		WHICH I SERVE	THE BOARD, COUNCIL, COMMISSION, AUTHORITY OR COMMITTEE ON WHICH I SERVE IS A UNIT OF:		
CITY Tallahassee	COUNTY Leon	NAME OF POLIT	COUNTY FICAL SUBDIVISION:	☐ OTHER LOCAL AGENCY	
DATE ON WHICH VOTE OCCURRED April 5, 2018		MY POSITION IS	3: ELECTIVE	■ APPOINTIVE	

WHO MUST FILE FORM 8B

This form is for use by any person serving at the county, city, or other local level of government on an appointed or elected board, council, commission, authority, or committee. It applies to members of advisory and non-advisory bodies who are presented with a voting conflict of interest under Section 112.3143, Florida Statutes.

Your responsibilities under the law when faced with voting on a measure in which you have a conflict of interest will vary greatly depending on whether you hold an elective or appointive position. For this reason, please pay close attention to the instructions on this form before completing and filing the form.

INSTRUCTIONS FOR COMPLIANCE WITH SECTION 112.3143, FLORIDA STATUTES

A person holding elective or appointive county, municipal, or other local public office MUST ABSTAIN from voting on a measure which would inure to his or her special private gain or loss. Each elected or appointed local officer also MUST ABSTAIN from knowingly voting on a measure which would inure to the special gain or loss of a principal (other than a government agency) by whom he or she is retained (including the parent, subsidiary, or sibling organization of a principal by which he or she is retained); to the special private gain or loss of a relative; or to the special private gain or loss of a business associate. Commissioners of community redevelopment agencies (CRAs) under Sec. 163.356 or 163.357, F.S., and officers of independent special tax districts elected on a one-acre, one-vote basis are not prohibited from voting in that capacity.

For purposes of this law, a "relative" includes only the officer's father, mother, son, daughter, husband, wife, brother, sister, father-in-law, mother-in-law, son-in-law, and daughter-in-law. A "business associate" means any person or entity engaged in or carrying on a business enterprise with the officer as a partner, joint venturer, coowner of property, or corporate shareholder (where the shares of the corporation are not listed on any national or regional stock exchange).

ELECTED OFFICERS:

In addition to abstaining from voting in the situations described above, you must disclose the conflict:

PRIOR TO THE VOTE BEING TAKEN by publicly stating to the assembly the nature of your interest in the measure on which you are abstaining from voting; and

WITHIN 15 DAYS AFTER THE VOTE OCCURS by completing and filing this form with the person responsible for recording the minutes of the meeting, who should incorporate the form in the minutes.

APPOINTED OFFICERS:

Although you must abstain from voting in the situations described above, you are not prohibited by Section 112.3143 from otherwise participating in these matters. However, you must disclose the nature of the conflict before making any attempt to influence the decision, whether orally or in writing and whether made by you or at your direction.

IF YOU INTEND TO MAKE ANY ATTEMPT TO INFLUENCE THE DECISION PRIOR TO THE MEETING AT WHICH THE VOTE WILL BE TAKEN:

You must complete and file this form (before making any attempt to influence the decision) with the person responsible for recording the
minutes of the meeting, who will incorporate the form in the minutes. (Continued on page 2)

APPOINTED OFFICERS (continued)

- · A copy of the form must be provided immediately to the other members of the agency.
- · The form must be read publicly at the next meeting after the form is filed.

IF YOU MAKE NO ATTEMPT TO INFLUENCE THE DECISION EXCEPT BY DISCUSSION AT THE MEETING:

- · You must disclose orally the nature of your conflict in the measure before participating.
- You must complete the form and file it within 15 days after the vote occurs with the person responsible for recording the minutes of the
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DISCLO	OSURE OF LOCAL OFFICER'S INTEREST	<u> </u>
I, Kristin Dozier	, hereby disclose that on April 5	, 20 <mark>18</mark> :
(a) A measure came or will come before my a		
inured to my special private gain or los	SS;	·
	y business associate,	
(inured to the benefit of the Leon Coun	ty Commission, an entity that I represent.)	
inured to the special gain or loss of		, by
whom I am retained; or		
inured to the special gain or loss of		, which
is the parent subsidiary, or sibling orga	anization or subsidiary of a principal which has retained me.	
(b) The measure before my agency and the r	nature of my conflicting interest in the measure is as follows:	
trail at Innovation Park. The agreeme March 27, 2018 meeting. As an elected member of the Leon C conflict of interest, but I understand t	nt with Leon County for the design, permitting and construct ent was approved by the Leon County Board of County Commissioners, I do not believe that here may be an appearance of a conflict and therefore I recat the April 5, 2018 meeting of the Board of Governors of the	nmissioners at its at there is a sused myself from
	plate confidentiality or privilege pursuant to law or rules governing a disclosure requirements of this section by disclosing the nature of a section by disclosing the nature of the section by disclosing th	

NOTICE: UNDER PROVISIONS OF FLORIDA STATUTES §112.317, A FAILURE TO MAKE ANY REQUIRED DISCLOSURE CONSTITUTES GROUNDS FOR AND MAY BE PUNISHED BY ONE OR MORE OF THE FOLLOWING: IMPEACHMENT, REMOVAL OR SUSPENSION FROM OFFICE OR EMPLOYMENT, DEMOTION, REDUCTION IN SALARY, REPRIMAND, OR A CIVIL PENALTY NOT TO EXCEED \$10,000.

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LAST NAME—FIRST NAME—MIDDLE NAME Williams, Kim B. MAILING ADDRESS 215 E Pershing Street			NAME OF BOARD, COUNCIL, COMMISSION, AUTHORITY, OR COMMITTEE Leon County Research & Development Authority THE BOARD, COUNCIL, COMMISSION, AUTHORITY OR COMMITTEE ON WHICH I SERVE IS A UNIT OF:			
		WHICH I SERVI				
сіту Tallahassee	COUNTY Leon	NAME OF POLI	TICAL SUBDIVISION:	OTHER LOCAL AGENCY		
DATE ON WHICH VOTE OCCURRED April 5, 2018		MY POSITION I	S: D ELECTIVE	Ø APPO∤NTIVE		

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WITHIN 15 DAYS AFTER THE VOTE OCCURS by completing and filing this form with the person responsible for recording the minutes of the meeting, who should incorporate the form in the minutes.

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APPOINTED OFFICERS (continued)

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Di	SCLOSURE OF LOCAL OF	FICER'S INTEREST	
, Kim B. Williams	, hereby disclose that	on_April 5	, 20 <mark>18</mark> :
(a) A measure came or will come before			
_X inured to my special private g	ain or loss;		
inured to the special gain or los	s of my business associate,		;
inured to the special gain or los	s of my relative,	···	
inured to the special gain or los	s of		, by
whom I am retained; or			
inured to the special gain or los	s of		, which
is the parent subsidiary, or sibli	ng organization or subsidiary of a prin	cipal which has retained me.	
(b) The measure before my agency ar	d the nature of my conflicting interest	in the measure is as follows:	
approval of a ballot accepting I 15, 2017. I erred in not recusin At the April 5, 2018 LCRDA Bo the LCRDA Chair's approval of	Consent Agenda, which included a Bing Energy's Second Amended Fig myself from that vote. Pard of Governors meeting the Boat a ballot accepting Bing Energy's 15, 2017. I recused myself from the	Plan of Bankruptcy Reorganization ard of Governors reconsidered Second Amended Plan of Bank	ion dated August the ratification of kruptcy
If disclosure of specific information we who is also an attorney, may comply vas to provide the public with notice of	vith the disclosure requirements of thi	pursuant to law or rules governin s section by disclosing the nature of	g attorneys, a public officer, of the interest in such a way
04.05.20	16	Signature	

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