

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.)

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 meeting, who must incorporate the form in the minutes. A copy of the form must be provided immediately to the other members of the agency, and the form must be read publicly at the next meeting after the form is filed.

DISCLOSURE OF LOCAL OFFICER'S INTEREST

I, Kristin Dozier, hereby disclose that on April 5, 20 18 :

(a) A measure came or will come before my agency which (check one or more)

- inured to my special private gain or loss;
- inured to the special gain or loss of my business associate, _____ ;
- inured to the benefit of the Leon County 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 organization or subsidiary of a principal which has retained me.

(b) The measure before my agency and the nature of my conflicting interest in the measure is as follows:

On April 5, 2018, the Board of Governors of the Leon County Research & Development Authority was asked to approve and enter in to an agreement with Leon County for the design, permitting and construction of a multi-use trail at Innovation Park. The agreement was approved by the Leon County Board of County Commissioners at its March 27, 2018 meeting.

As an elected member of the Leon County Board of County Commissioners, I do not believe that there is a conflict of interest, but I understand there may be an appearance of a conflict and therefore I recused myself from the discussion and vote on this item at the April 5, 2018 meeting of the Board of Governors of the Leon County Research & Development Authority.

If disclosure of specific information would violate confidentiality or privilege pursuant to law or rules governing attorneys, a public officer, who is also an attorney, may comply with the disclosure requirements of this section by disclosing the nature of the interest in such a way as to provide the public with notice of the conflict.

4/5/18
Date Filed

Kristin Dozier
Signature

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.

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 meeting, who must incorporate the form in the minutes. A copy of the form must be provided immediately to the other members of the agency, and the form must be read publicly at the next meeting after the form is filed.

DISCLOSURE OF LOCAL OFFICER'S INTEREST

I, Kim B. Williams, hereby disclose that on April 5, 20 18 :

(a) A measure came or will come before my agency which (check one or more)

- inured to my special private gain or loss;
- inured to the special gain or loss of my business associate, _____ ;
- inured to the special gain or loss of my relative, _____ ;
- 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 organization or subsidiary of a principal which has retained me.

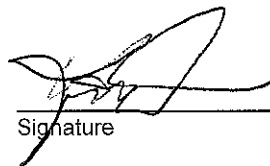
(b) The measure before my agency and the nature of my conflicting interest in the measure is as follows:

I am an investor in Bing Energy. At the LCRDA Board of Governors meeting held on October 5, 2017 I voted in favor of approving Item 6. the Consent Agenda, which included as Item 6.f. the ratification of the LCRDA Chair's approval of a ballot accepting Bing Energy's Second Amended Plan of Bankruptcy Reorganization dated August 15, 2017. I erred in not recusing myself from that vote.

At the April 5, 2018 LCRDA Board of Governors meeting the Board of Governors reconsidered the ratification of the LCRDA Chair's approval of a ballot accepting Bing Energy's Second Amended Plan of Bankruptcy Reorganization dated August 15, 2017. I recused myself from the April 5, 2018 discussion and vote.

If disclosure of specific information would violate confidentiality or privilege pursuant to law or rules governing attorneys, a public officer, who is also an attorney, may comply with the disclosure requirements of this section by disclosing the nature of the interest in such a way as to provide the public with notice of the conflict.

04.05.2016
Date Filed


Signature

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.