

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

Collins Building
2051 E Paul Dirac Drive
Tallahassee, FL 32310

Thursday, March 24, 2022
11:00am – 1:00pm

Agenda

Due to the ongoing Coronavirus/COVID-19 pandemic, anyone wishing to address the Committee may appear in person (attendance in the room may be limited) or submit written comments by 9:00am the day before the scheduled meeting date so that the comments can be distributed to the Committee members. Comments submitted after this time (up to the time of the meeting) will be accepted and included in the official record of the meeting. Email comments to: publicinput@inn-park.com and reference the meeting title and date in the subject line. Include your name and contact information.

1. Call to Order

2. Introduction of Guests

3. Approval of Participation by Electronic Means (if needed)

In accordance with the Bylaws, there being a quorum of members present in person, the members of the Committee present in person are required to approve participation by those participating via Electronic Means acknowledging that the COVID-19 pandemic constitutes extraordinary circumstances.

4. Modifications to the Agenda

5. Public Comment

Any public comment received prior to the meeting will be provided to the Committee members in addition to any in-person public comment.

6. Approval of Draft Meeting Minutes, January 20, 2022 (Attachment A)

7. Audited Financial Statements for Fiscal Year 2020-21 (Attachments B1 and B2)

Link: [B1- Draft Financial Statements](#)

Link: [B2- Draft Report to Those Charged with Governance](#)

The Audit Committee recommends and requests approval of the Fiscal Year 2020-21 Audited Financial Statements. Auditors Thomas Howell Ferguson issued an unmodified opinion with the report, and noted no irregularities, errors, or recommendations in its report on internal controls, report on compliance with local government investment policies, management letter or the attached Auditor's Communication with Those Charged with Governance.

8. Thomas Howell Ferguson Professional Auditing Services Agreement Extension (*Attachments C1 and C2*)

The Audit Committee recommends and requests approval of the attached Second Amendment to the Professional Auditing Services Agreement with Thomas Howell Ferguson to extend the agreement for two years at a cost of \$19,800 for the 2022 fiscal year and \$20,400 for the 2023 fiscal year. The fee history with the firm is also attached.

9. NAI Talcot Property Management and Accounting Services Agreement Extension (*Attachment D*)

Staff requests approval of the attached Second Amendment to the Property Management and Accounting Services Agreement to extend the term of the contract for one-year with a 4% increase in the management fee from \$7,354.37 to \$7,648.56 per month. The original three-year agreement provided 2.5% per year increases, and the prior year extension was awarded with no fee increase. The current agreement is due to expire on September 30, 2022 and provides that the term may be extended for additional one-year terms by mutual agreement of the parties.

10. Florida State University Research Foundation (“FSURF”) Loan for North Florida Innovation Labs (“NFIL”) (*Attachments to be provided in a supplement prior to the meeting*)

The board of governors previously approved a \$3,000,000 line of credit from FSURF as specified in its Commitment Letter dated January 24, 2022 and authorized either the Executive Committee or the NFIL Oversight Committee to approve the final loan documents at the discretion of the Board Chair and the Executive Director. In response to higher-than-expected NFIL building construction bids, staff requested and have received support from FSURF for an increase in the loan amount to \$4,000,000 subject to approval by its board. The increased loan amount is required to be approved by the Board of Governors.

Staff will review with the committee draft loan documents, with the increased loan amount, to be presented to the board of governors for final approval.

11. Staff Update

- a. Executive Director
- b. Director of North Florida Innovation Labs

12. New Business

13. Adjourn

UPCOMING MEETINGS AND EVENTS

NFIL Oversight Committee Wednesday, March 30, 2022 8:00am – 9:30am	Board of Governors Meeting Thursday, April 7, 2022 11:00am – 1:00pm
Executive Committee Meeting Thursday, May 19, 2022 11:00am -1:00pm	

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

Collins Building
2051 E Paul Dirac Drive
Tallahassee, FL 32310

Thursday, January 20, 2022
11:00am – 1:00pm

DRAFT Minutes

Members in Attendance In-Person: Kevin Graham, Tom Allen, Dave Ramsay

Members in Attendance by Electronic Means: Kimberly Moore

Members Not in Attendance: None.

Guests: Ron Miller, Peggy Bielby (LCRDA Staff).

1. Call to Order

Chair Kevin Graham called the meeting to order at 11:05am.

2. Introduction of Guests

All present introduced themselves.

3. Approval of Participation by Electronic Means

In accordance with the Bylaws, there being a quorum of members present in person, the members of the Committee present in person are required to approve participation by those participating via Electronic Means acknowledging that the COVID-19 pandemic constitutes extraordinary circumstances.

Tom Allen offered a motion to approve participation by electronic means. Dave Ramsay seconded the motion which passed unanimously with Kimberly Moore not voting.

4. Modifications to the Agenda

None.

5. Public Comment

None.

6. Approval of Draft Meeting Minutes, September 21, 2021

Dave Ramsay offered a motion to approve the draft meeting minutes. Tom Allen seconded the motion which passed unanimously.

7. FSURF Loan for North Florida Innovation Labs Construction

The Florida State University Research Foundation (FSURF) is discussing terms with staff for a \$3,000,000 line of credit for the construction of the North Florida Innovation Labs. Staff will present the status of the discussion at the meeting.

Ron Miller reported on the status of the discussions and negotiations with the FSU Research Foundation, the terms and structure. Dave Ramsay offered a motion to direct staff to prepare the documents as discussed and move forward with the line of credit agreement with the FSU Research Foundation. Tom Allen seconded the motion which passed unanimously with Kevin Graham recusing himself from the vote.

8. ITB 22-01 Request for Bids: North Florida Innovation Labs Construction-Bid Instructions Amendment 1

Staff requests approval of the attached amendment to the Bid Instructions for ITB 22-01 to provide for an appeal process for ITB 22-01 Request for Bids: North Florida Innovation Labs Construction.

Tom Allen offered a motion to approve the amendment, adding the word “calendar” to the 14-day time limit to appeal to the NFIL Oversight Committee. Dave Ramsay seconded the motion which passed unanimously.

9. IBR 21-04 HVAC Preventative Maintenance Services Agreement

Staff requests approval of its recommendation to award Informal Bid Request 21-04 to the lowest bidder Engineered Cooling Services and approve the attached agreement. The Authority received three responsive and responsible bids to its request for bids, and Engineered Cooling Services’ price is \$13,797.48 per year, which was \$11,082.52 per year less than the second bidder. The agreement is for one year with Authority options for two additional one-year terms at the same price.

Dave Ramsay offered a motion to approve the award to Engineered Cooling Services and the attached agreement. Tom Allen seconded the motion which passed unanimously.

10. Budget Adjustment: Phipps Lease Revenue

The approved budget for FY 2021-22 included lease revenue of \$104,864 from the Phipps Building lease with the Florida Department of Transportation calculated at rates which will be in effect beginning October 1, 2022, in error. The correct lease revenue is \$128,635, an increase of \$23,771. Staff requests approval of the revised budget to reflect the correction.

Dave Ramsay offered a motion to approve the revised budget. Tom Allen seconded the motion which passed unanimously.

11. Staff Reports

a. Executive Director

Ron Miller stated he had nothing additional to report, but provided an update for Bill Lickson:

b. Director of North Florida Innovation Labs

Ron Miller noted that Bill Lickson was presenting at the Florida Association of Counties Innovation Day and reported that he is continuing his work on grants, recruiting for the Director of Marketing & Engagement position, NFIL groundbreaking planning, and StartupWind.

12. New Business

Dave Ramsay noted Dan Heater, retired director of facilities management at University of Iowa, will visit the Park following the meeting.

13. Adjourn

The meeting was adjourned at 12:16pm.

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

LAST NAME—FIRST NAME—MIDDLE NAME Graham, Kevin		NAME OF BOARD, COUNCIL, COMMISSION, AUTHORITY, OR COMMITTEE Leon County Reserach & Development Authority	
MAILING ADDRESS 200 W College Ave		THE BOARD, COUNCIL, COMMISSION, AUTHORITY OR COMMITTEE ON WHICH I SERVE IS A UNIT OF:	
CITY Tallahassee	COUNTY Leon	<input type="checkbox"/> CITY <input type="checkbox"/> COUNTY <input checked="" type="checkbox"/> OTHER LOCAL AGENCY	
DATE ON WHICH VOTE OCCURRED Jan. 20, 2022		NAME OF POLITICAL SUBDIVISION: Innovation Park	
		MY POSITION IS: <input type="checkbox"/> ELECTIVE <input checked="" type="checkbox"/> 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 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, Kevin Graham, hereby disclose that on January 20, 20 22 :

(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:

- Chair of LCRDA
- Employee of Florida State University
- Recused from voting on loan terms between
LCRDA & FSU Research Foundation.

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.

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.

**SECOND AMENDMENT TO AGREEMENT BETWEEN
THOMAS HOWELL FERGUSON, P.A. AND
LEON COUNTY RESEARCH AND DEVELOPMENT AUTHORITY**

THIS SECOND AMENDMENT TO AGREEMENT (the “Amendment”), made as of the 7th day of April 2022 by and between the LEON COUNTY RESEARCH AND DEVELOPMENT AUTHORITY, a public Authority created pursuant to Chapter 159, Part V, Florida Statutes (“Authority”), and THOMAS HOWELL FERGUSON, P.A., a State of Florida corporation (“Auditor”) (hereinafter collectively referred to as “Parties”).

WITNESSETH

WHEREAS, the Authority and Auditor have previously entered into a contract dated August 3, 2017, for audits of financial statements for fiscal years ending through September 30, 2021, as amended (the “Agreement”); and

WHEREAS, the Parties desire to amend the Agreement in order to extend the term of the Agreement and adjust the cost of services for the extended term of 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. Section 1 of the Agreement is amended extending the term of the agreement to include audits of the financial statements for fiscal years ending September 30, 2022, and September 30, 2023; and
2. Section 3 of the Agreement is amended to include the cost of services (“Price”) for fiscal year ending September 30, 2022, shall be \$19,800.00; and for the fiscal year ending September 30, 2023, shall be \$20,400.00; and
3. All other provisions of the agreement shall remain in full force and effect.

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

Leon County Research & Development Authority

Thomas Howell Ferguson, P.A.

By: _____
Kevin Graham, Chair

By: _____
Allison Harrell, Shareholder

Thomas Howell Ferguson-Fee History & Proposal

3/9/2022 13:02

Year-end Fee

2012	23,000.00	
2013	18,000.00	-22%
2014	20,500.00	14%
2015	22,000.00	7%
2016	18,550.00	-16%
2017	16,500.00	-11%
2018	17,000.00	3%
2019	17,500.00	3%
2020	17,500.00	0%
2021	18,000.00	3%

Previous RFP

Proposed

2022	19,800.00	10%	4% Annualized Since 2017
2023	20,400.00	3%	

**SECOND AMENDMENT TO AGREEMENT BETWEEN
TALCOR COMMERCIAL REAL ESTATE SERVICES, INC. AND
LEON COUNTY RESEARCH AND DEVELOPMENT AUTHORITY**

THIS SECOND AMENDMENT TO AGREEMENT (the "Amendment"), made as of the 7th day of April, 2022 by and between the LEON COUNTY RESEARCH AND DEVELOPMENT AUTHORITY, a public Authority created pursuant to Chapter 159, Part V, Florida Statutes ("Authority"), and TALCOR COMMERCIAL REAL ESTATE SERVICES, INC., a State of Florida corporation ("Agent") (hereinafter collectively referred to as "Parties").

WITNESSETH

WHEREAS, the Authority and Agent have previously entered into an agreement dated August 2, 2018, for Property Management and Accounting Services and amended it on April 1, 2021 (the "Agreement"); and

WHEREAS, the Parties desire to amend the Agreement in order to extend the term of the Agreement; and

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. Section 5.1 of the Agreement is amended to extend the term of the agreement for an additional term of one (1) year ending on September 30, 2023; and
2. The following is added to Section 4.1.1 of the Agreement:
For services rendered pursuant to and during the one-year term ending September 30, 2023 for Agent's property management, reporting, and accounting services, Authority shall pay Agent a management fee (the "Management Fee") of \$7,648.56 per calendar month, which is a total of \$91,782.72 per year. This Management Fee is comprised of \$2,294.56 per month for accounting and reporting services and \$5,354.00 per month for property management services. The Management Fee shall be pro-rated for any portion of a calendar month during the Term.
3. All other provisions of the Agreement shall remain in full force and effect.

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

Leon County Research & Development Authority

Talcor Commercial Real Estate Services, Inc.

By: _____
Kevin Graham, Chair

By: _____
E. Edward Murray, President