

Leon County Research and Development Authority
Board of Governors Meeting
Collins Building
2051 East Paul Dirac Drive
Tallahassee, FL 32310

October 6, 2022
11:00am to 1:00pm

Minutes

Members in Attendance In-Person: Kevin Graham, Tom Allen, Ray Bye, Kristin Dozier, Jessica Griffin, Eric Holmes, Shawnta Friday-Stroud, Dave Ramsay.

Members in Attendance by Electronic Means: John Dailey.

Members Not in Attendance: Brian Bautista, Anne Longman.

Guests: Tom Flanigan, WFSU; Melissa VanSickle, Nelson Mullins Broad & Cassel; Stephanie Shoulet, NAI Talcor; Ron Miller, Bill Lickson, Peggy Bielby, LCRDA Staff.

1. Call to Order

Chair Kevin Graham called the meeting to order at 11:10am.

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 Board present in person are required to approve participation by those participating via Electronic Means acknowledging that the COVID-19 pandemic constitutes extraordinary circumstances.

Kristin Dozier offered a motion to approve participation by electronic means. Tom Allen seconded the motion which passed unanimously with John Dailey not voting.

4. Modifications to the Agenda

Ron Miller offered three modifications to the agenda:

Insert at Consent Agenda Item 7(a)(ii): Executive Committee Reports

Insert at Item 10: EDA Grant Award - Build to Scale Venture Challenge

Insert at Item 14: IPTLH Bylaws

Kristin Dozier offered a motion to approve the modifications to the agenda. Eric Holmes seconded the motion which passed unanimously.

Kristin Dozier offered a motion to adopt the Executive Committee meeting minutes that would have been on the Consent Agenda. Eric Holmes seconded the motion which passed unanimously.

Dave Ramsay offered a motion to take some of the agenda items out of order as needed. Eric Holmes seconded the motion which passed unanimously.

5. Public Comment

None.

6. Approval of Draft Meeting Minutes, August 4, 2022

Tom Allen offered a motion to approve the meeting minutes. Kristin Dozier seconded the motion which passed unanimously.

7. Consent Agenda

a. Executive Committee Reports

- i. September 6, 2022
- ii. September 13, 2022
- iii. September 22, 2022
- iv. September 27, 2022

b. Board Attendance Report as Required by Section 1.9 of the Authority Bylaws.

c. RFP 22-03 Elevator Modernization Request for Proposals

Executive Committee requests ratification of its approval of the staff recommendation to award the elevator modernization contract to TK Elevators and to authorize staff to enter into an agreement consistent with the terms of the RFP and the awarded proposal.

d. Property & Casualty Insurance Renewal

Executive Committee requests ratification of its approval of the Brown and Brown proposal with an annual premium of \$61,120.77 subject to the reduction of the umbrella liability coverage limit from \$10 million to \$5 million.

e. Executive Director Employment Agreement Termination and Letter Agreement

On July 21, 2022, Executive Director Ron Miller gave notice to the Board of his intent to retire, and on August 4, 2022, indicated to the Board the Effective Date would be October 14, 2022, terminating the employment agreement between the Authority and Ron Miller as of that date. The Authority desires to retain Ron Miller's services on an at-will part-time hourly basis as of the Effective Date.

Executive Committee requests ratification of its approval of a letter agreement between the Authority and Ron Miller outlining the agreed terms of this part-time employment.

f. Director of North Florida Innovation Labs Compensation

Executive Committee requests ratification of its approval to increase Bill Lickson's annual salary by 10 percent, effective October 1, 2022, considering his increased workload and performance. His new annual performance and salary review date will be October 1st. For the time period that he may serve as Interim Executive Director, if any, Bill's salary will be increased by \$2,000 per month.

g. Lease Inducement Proposal

Executive Committee requests ratification of its approval to offer an inducement to FSU, FAMU and TCC to lease all the remaining space in the Morgan and/or Johnson Buildings at a reduce rent for five years.

h. Pre-employment Drug Testing Policy Waiver

Executive Committee requests ratification of its approval to waive the pre-employment drug testing policy requirement for the staff to be hired prior to the next Board of Governors meeting. Staff will

present a policy change for the Board's consideration at the next meeting removing this requirement which would be consistent with Leon County, FSU, and FAMU policies.

i. Executive Director Position Description

Executive Committee requests ratification of its approval of the Executive Director Position description prepared by Opus and amended by the committee.

j. Interim Director Signature Authority

Executive Committee requests ratification its approval delegating signature and approval authority of the Executive Director to the Interim Executive Director, effective not later than October 14, 2022, consistent with the authority's bylaws, policies, and procedures.

~END OF CONSENT AGENDA~

Tom Allen offered a motion to approve the consent agenda items. Kristin Dozier seconded the motion which passed unanimously.

8. Formerly Item 10.a: EDA Grant Award - Build to Scale Venture Challenge

Bill Lickson reported that the EDA awarded a 3-year Build to Scale Venture Challenge grant of \$724,911 which will fund essential NFIL staff with a required local match of \$781,533. Ron Miller noted that the Board previously authorized him to apply for the grant and execute an award agreement if awarded. Given his change in position effective October 14, 2022, he requested authority to sign the award agreement as Executive Director on behalf of the Authority even if the time to execute the agreement extends beyond October 14, 2022.

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

John Dailey joined the meeting by electronic means at 11:22am.

9. Treasurer's Report—David Ramsay

a. Treasurer's Summary Report

b. Monthly Financial Reports:

i. July 2022

ii. August 2022

Treasurer David Ramsay presented his report to the Board and reviewed the supporting financial reports. He used an interactive Financial Trends worksheet to illustrate the budget forecast for the next two fiscal years.

Kristin Dozier offered a motion to approve and accept the Treasurer's Report. Shawnta Friday-Stroud seconded the motion which passed unanimously.

10. Formerly Item 10.b: Fiscal Year 2022-2023 Budget

The Executive Committee requests ratification of its approval of the Budget Committees approved budget as amended by the Executive Committee to reflect staffing and other changes.

Tom Allen offered a motion to ratify the Executive Committee's approval of the 2022-2023 Budget. Shawnta Friday-Stroud seconded the motion which passed unanimously.

11. Future of Innovation Park—Kevin Graham

Chair Graham introduced his thoughts and led a discussion regarding exploring options for structural changes to the Authority and the long-term management and development of Innovation Park. He

requests authorization to notify the Presidents of FSU and FAMU about these discussions and to extend an invitation to engage in the discussions.

Ray Bye joined the meeting in person at 12:59pm.

John Dailey offered a motion to authorize the chairs to contact the presidents of FSU, FAMU, and TCC, and County Administrator Vince Long. Dave Ramsay seconded the motion, which passed with eight votes with Kristin Dozier voting nay.

Eric Holmes left the meeting at 1:06pm after the vote on Item 11.

12. Interim Executive Director Agreement

Executive Committee requests approval of one or more agreements between the Authority and Michael Kramer to serve as Interim Executive Director consistent with the terms outlined on the attached proposal and reviewed by the Authority's General Counsel. The Chair requests the authority to execute the final form of the agreement(s) without further board review.

Dave Ramsay offered a motion to approve the agreements as described. Tom Allen seconded the motion which passed unanimously.

John Dailey and Shawnta Friday-Stroud left the meeting at 1:08pm after the vote on Item 12.

13. Opus Partners Agreement and Advertisement

The Executive Committee requests ratification of its approval of an agreement with Opus Partners to perform an executive search service for an Executive Director. In addition, if the Board approves the hiring of the Interim Executive Director, the Executive Committee requests ratification of its decision to pause the search for an Executive Director until the Board considers options for the future structure of the management and development of Innovation Park.

Dave Ramsay offered a motion to ratify the Executive Committee's approval of the agreement, and its decision to pause the search. Kristin Dozier seconded the motion which passed unanimously.

14. Bank Resolution and other officer authorizations effective October 15, 2022

Staff requests the Board's adoption of the attached bank resolution for all Authority bank accounts, effective October 15, 2022, authorizing the officers of the Board of Governors and the Interim Executive Director to exercise the powers listed on the resolution, and approval for the officers to execute any other forms necessary to perform credit card authorization, wire transfers and investment related transactions consistent with policies, procedures, and bylaws of the Authority.

Tom Allen offered a motion to adopt the resolution. Dave Ramsay seconded the motion which passed unanimously.

15. Innovation Park TLH Bylaws and Board of Director Changes

Staff requests approval to expand the number of directors on the Innovation Park TLH, Inc. board from the current 3 members to 7 members. Staff further requests authorization to develop applicants, and for the Executive Committee to make nominations to the LCRDA board to appoint one additional member and to make nominations to the IPTLH board to make 3 additional nominations, consistent with the Bylaws of IPTLH.

Tom Allen offered a motion to approve the change and authorize staff and the Executive Committee to proceed as requested. Dave Ramsay seconded the motion which passed unanimously.

16. Chair's Report

None.

17. Staff Reports

a. Executive Director

Ron Miller reported on the incubator construction and development, EDA visit, EDA Build to Scale Venture Challenge, and administrative preparations for the Interim Executive Director and new Director of Administration and Finance.

b. Director of North Florida Innovation Labs

Bill Lickson reported on the interim plan development, facility development, community engagement, fundraising, and membership and programs.

18. New Business

Kristin Dozier offered a motion to authorize staff to gather proposals to present to the Executive Committee so that it may make a recommendation to the Board of Governors at the next regular meeting scheduled for December 1, 2022, regarding hiring a lobbyist or consultant to professionally represent the Authority. Staff should also reach out to Leon County administration about partnering on existing contracts with state and federal lobbyists. Dave Ramsay seconded the motion which passed unanimously.

19. Adjourn

The meeting was adjourned at 1:33pm.