

**Innovation Park TLH, Inc.**  
**DBA North Florida Innovation Labs**  
**Board of Directors Annual Meeting**  
Collins Building  
2051 East Paul Dirac Drive  
Tallahassee, FL 32310

July 25, 2023  
9:00am – 10:00am

**Minutes**

**Members in Attendance:** Kevin Graham, Michael Kramer, Bill Lickson, Ayne Markos.

**Members Not in Attendance:** None.

**Guests:** Christin Wnuk, Peggy Bielby, LCRDA staff.

**1. Call to Order**

Chair Kevin Graham called the meeting to order at 9:00am.

**2. Introduction of Guests**

All present introduced themselves.

**3. Approval of Participation by Electronic Means**

As all members were present in person no approval was needed.

**4. Modifications to the Agenda**

Election of officers was added to the Agenda as part of Agenda Item 6.

**5. Public Comment**

None.

**6. Appointment of New IPTLH Board Members, Michael Kramer, Ayne Markos, and Bill Lickson and Kevin Graham**

Pursuant to the authority given to him by the LCRDA Board of Governors Chair Kevin Graham appointed Michael Kramer, Bill Lickson, and Ayne Markos to the IPTLH Board of Directors. It was noted that the staff members would be replaced on the Board as new candidates were identified and approved by the respective Boards of IPTLH and LCRDA. The terms of the newly appointed Directors are: Michael Kramer – one year, Bill Lickson (President and Secretary) – two years, and Ayne Markos (Vice President and Treasurer) – three years.

*Michael Kramer offered a motion to accept the appointments, elect the officers, and approve the terms. Kevin Graham seconded the motion which passed unanimously.*

**7. Acceptance of Resignations of IPTLH Board Members – Kevin Graham**

*Bill Lickson offered a motion to accept the resignations of David Ramsay and Tom Allen. Michael Kramer seconded the motion which passed unanimously.*

**8. Approval of Draft Meeting Minutes, March 16, 2023**

Without objection Kevin Graham approved the draft minutes.

**9. Replacement Appointments of Staff to the IPTLH Board of Directors and Additional Three Appointments to the Board of Directors – Bill Lickson and Kevin Graham**

The Board of Governors previously voted to expand the number of Innovation Park TLH (IPTLH) d/b/a North Florida Innovation Labs Board of Directors from three to seven. LCRDA has the majority of appointments to the nonprofit and will appoint four of the seven directors: the LCRDA Board of Governors will appoint one current Board of Governors member to the IPTLH Board of Directors, and three additional community members. The IPTLH Board of Directors will then appoint the remaining three directors. The IPTLH Board of Directors meetings will alternate months with the LCRDA Board of Governors meetings. The Board identify potential directors/advisors and be prepared to request at the upcoming LCRDA Board of Governors meeting.

After discussion it was agreed that Bill Lickson will approach both Stacey Patterson and Charles Weatherford about either serving or suggesting a surrogate to serve.

**10. Bylaws Discussion and Proposed Updates**

Michael Kramer highlighted the updates including: correcting the mailing address, updating electronic meeting procedures, removing the public meeting and executive director language, defining terms for directors, and changing the signature to the Chairman of the corporation.

A redline copy of the updated Bylaws will be included with the LCRDA Board of Governors meeting Agenda Packet for informational purposes.

*Michael Kramer offered a motion to amend and update the Bylaws as set forth in the Amended and Restated Bylaws of Innovation Park TLH, Inc. redline version. Bill Lickson seconded the motion which passed unanimously.*

**11. Construction Status**

Michael Kramer reported that construction is proceeding well. An HVAC equipment delay may require some additional temporary equipment needed to address humidity and climate control so that cabinetry and other installations can remain on schedule.

**12. Furniture, Fixtures & Equipment**

a. Legislative Award, Timing, and Process

b. Purchasing Policy

Bill Lickson reported that price lists of needed equipment are being assembled with input from Sid Martin staff and other advisors. Only funds in reserve will be used so that anything already in the specifications can be addressed as change order. Certain equipment can be purchased used from reputable vendors at cost savings. Furniture purchases can be made through an approved state vendor. IPTLH should ask the LCRDA Board of Governors to consider requesting TCC move the legislative appropriation for North Florida Innovation Labs to IPTLH by direct assignment. IPTLH will need to establish the policy or process to accept the funds and use them as intended and required.

### **13. Draft Operative Documents In Process**

- a. Ground lease – LCRDA to IPTLH
- b. Side Letter Agreement
- c. Membership Agreements and attachments
- d. Non-Disclosure Agreements
- e. Sponsorship Agreements/Contracts

Michael Kramer reported the draft documents are at approximately 85% completion.

### **14. Registration Requirements for New Board Members and Fundraising – Florida Division of Corporations and the Florida Department of Agriculture and Consumer Services**

Bill Lickson reviewed the requirements: Annual Certification of Compliance with Conflict-of-Interest Policy which can be signed following the meeting, and the additional forms and reporting as required by the Solicitation of Contributions Act of 2023. This year funding will fall under the \$50,000 threshold for certain forms and reporting, but next year the funding will exceed that threshold and additional requirements under the act will apply.

### **15. Insurance Update**

Michael Kramer is meeting with the insurance provider today to discuss insurance for the new lab. Directors and Officers insurance was obtained in May 2023 at a cost of \$1,500 premium for \$1 million coverage.

### **16. 2023-2024 IPTLH Draft Budget**

Michael Kramer offered a motion to adopt the proposed budget. Ayne Markos seconded the motion which passed unanimously.

### **17. NFIL Recruiting Status**

Bill Lickson reviewed the status of the currently advertised positions for LCRDA employees: Regional Outreach Coordinator and the Director of Technology Entrepreneurship. Potential lab members are visiting and calling, and University of Florida waiting lists will also provide potential members. We are assuming new members can occupy the structure by April 1, 2024 with some flexibility as the building will be open by January 1, 2024, but not fully furnished. The need for graduation space will need to be considered and addressed soon, and support from local and regional government will be essential.

### **18. Sponsorship Suggestions from the LCRDA Board of Governors**

Dave Ramsay has suggested some possible sponsors to approach, but other Board of Governor members have not, and have indicated that pursuit of sponsorship is not within their skillset.

### **19. New Business**

None.

### **20. Adjourn**

The meeting was adjourned at 9:39am.