

Leon County Research & Development Authority

Executive Committee Meeting

Collins Building
2051 East Paul Dirac Drive
Tallahassee, FL 32310
Tuesday, March 19, 2024
9:30am – 11:00am

Wi-Fi: INVP – Guest
Innovate2051

Agenda

Anyone wishing to address the Committee may appear in person 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 absence is due 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 18, 2024 (Attachment A)

7. Bylaws Amendment

Acting as the Bylaws Committee as set forth in Article III – s.3.5 of the LCRDA Bylaws which provides: “The duties of the Bylaws Committee may be fulfilled by the Executive Committee at the discretion of the Chair” staff requests that the Bylaws be amended so that Article I – Governance, s.1.5 reflects that R16-19 is superseded by R22-10 in accordance with the direction from the Leon County Board of County Commissioners in Resolution No. 22-10 passed April 12, 2022. (Attachments B1, B2, B3)

8. Treasury Report

- a. Audit Status
- b. FSURF LOC

9. IPTLH/NFIL

- a. Completion Date & Change Orders
- b. Appropriation / FF&E
- c. EDA Update
 - i. Space License
 - ii. Closeout Funding
- d. Insurance & Utilities
- e. Member Profile & prospects

10. LCRDA

- a. FAMU/FSU
 - i. MOU Extension to August 15, 2024
 - ii. B2S coordination
 - iii. Parcel Map & legals
 - iv. HPMI Parcel Cleanup
- b. Eisenhower Phase I
- c. OEV Funding
- d. Leasing Update

10. New Business

11. Adjourn

Upcoming
Board of Governors and Executive Committee
Meetings

Board of Governors Special Meeting (if needed) Thursday, April 18, 2024 11:00am – 1:00pm	Board of Governors Special Meeting (if needed) Thursday, May 16, 2024 11:00am – 1:00pm
Executive Committee Meeting Thursday, May 23, 2024 11:00am – 1:00pm	Board of Governors Meeting Thursday, June 6, 2024 11:00am – 1:00pm
Board of Governors Special Meeting (if needed) Thursday, July 18, 2024 11:00am – 1:00pm	Board of Governors Meeting Thursday, August 1, 2024 11:00am – 1:00pm

Leon County Research & Development Authority

Executive Committee Meeting

Collins Building
2051 East Paul Dirac Drive
Tallahassee, FL 32310

Thursday, January 18, 2024
11:00am – 1:00pm

DRAFT Minutes

Members in Attendance: Chair Kevin Graham, David Ramsay.

Members in Attendance by Electronic Means: Tom Allen.

Members Not in Attendance: None.

Guests: Michael Kramer, Bill Lickson, Ayne Markos, Peggy Bielby, LCRDA Staff.

1. Call to Order

Kevin Graham called the meeting to order at 11:00am.

2. Introduction of Guests

All present introduced themselves.

3. Approval of Participation by Electronic Means

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

4. Modifications to the Agenda

None.

5. Public Comment

None.

6. Approval of Draft Meeting Minutes – November 16, 2023

Without objection Kevin Graham approved the draft minutes.

7. Treasury Report

Dave Ramsay reviewed the financials through November 30, 2023 and noted that the LCRDA had lost less money than budgeted.

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

8. IPTLH/NFIL

- a. Estimated Completion Date & Change Orders
- b. Appropriation / FF&E
- c. Leasing Updates
- d. Websites

February 1, 2024 is the current estimated completion date. Recent change orders added \$60k; current total change orders are \$218k and we expect more. We had initially anticipated \$250k, but now expect \$270k total, including floor coating which will cost \$30-50k. We have received \$437k so far from the TCC appropriation and have requested another \$280k. Furniture delivery should begin in February 2024. After AV, IT, access control, and additional furniture are purchased we anticipate having \$300-400k left for lab equipment and enhancements. We expect to spend the entire \$1.5 million. The draft membership agreement has not yet been approved by the EDA so we are sharing it with potential members as a draft. No agreements can be executed until the EDA approves the language. FSU is sharing input about potential members, and the number of prospects indicate a high level of interest/potential occupancy. Updating the websites continues.

9. LCRDA

- a. FAMU/FSU Updates – MOU, Updated Legal Descriptions & Maps, EDA
- b. Eisenhower
- c. LCRDA Long Term
- d. CareerSource Lease
- e. SPIA Liquidation
- f. OEV
- g. TechGrant

We are working with SAM on the updated Park maps. We are working with FSU/FAMU on the Build to Scale (B2S) grant, and the formatting and addendum of the membership agreements. We have a Phase 1 federal grant to assess the environmental status of the Eisenhower Street property. After discussion it was agreed that any discussion of the long-term plans for the Authority be tabled for the near term so that the focus can be on finishing the project with FSU. The discussion can then be re-opened to consider the best path given the B2S grant and ongoing relationship with FSU and NFIL.

Tom Allen offered a motion to recommend tabling the discussion of the future of the LCRDA. Dave Ramsay seconded the motion which passed unanimously with Kevin Graham directing that the item be included in the Board of Governor's meeting agenda for a vote of the full Board at the meeting on February 1, 2024.

CareerSource lease expires Feb. 29, 2024 and will extend on a month-to-month basis with 60 days' notice for either party to terminate. SPIA has been liquidated and \$1.3 million is all in PRIME earning approximately 5 percent. The new Danfoss Building is almost complete, and upon CO the Juggernaut payment of \$268k from OEV will be due to us. TechGrant 2024 may be deferred until Fall 2024 to coordinate with FSU Discovery Days and the Florida Business Incubator Association meeting we are hosting in September. We are coordinating with Valerie McDevitt (FSU Associate Vice President of Strategic Partnerships and Innovation).

10. New Business

None.

11. Adjourn

The meeting was adjourned at 11:20am

BYLAWS OF
LEON COUNTY RESEARCH AND
DEVELOPMENT AUTHORITY

Adopted
March 18, 1981
Amended
March 18, 1981
May 14, 1981
August 18, 1993
October 15, 2002
February 1, 2011
May 10, 2011
January 10, 2013
December 4, 2014
August 4, 2016
August 3, 2017
April 4, 2024

Pages 2-3 omitted.

1. ARTICLE I - GOVERNANCE

1.1 Definitions.

- a.) “Authority” shall mean The Leon County Research and Development Authority.
- b.) “Board” shall mean the Board of the Authority.
- c.) “Commission” shall mean the Leon County Commission.
- d.) “Ex-Officio Member” means a person who is a member of the Board by virtue of the office or position they hold. An Ex-Officio Member shall have exactly the same rights as all other members including the right to vote on all matters, unless another applicable statute provides otherwise.
- e.) Whenever the phrase “Florida’s Government in the Sunshine Law” is used it shall refer to Section 286.011, Florida Statutes.
- f.) “Innovation Park” shall mean the Research and Development Park operated by the Authority on property owned by the Florida Board of Trustees of the Internal Improvement Trust Fund in Leon County, Florida and leased to the Leon County Research and Development Authority pursuant to Lease Agreement dated January 28, 1980.
- g.) The use of the masculine gender shall also include the feminine.
- h.) “Affiliated Institution of Higher Education” shall mean Florida State University, Florida Agricultural and Mechanical University, and Tallahassee Community College.
- i.) “Present” shall mean physically or electronically in attendance and legally entitled to vote.
- j.) “Electronic Means” for participating in meetings may include the use of such devices as a speaker telephone or any other communications media that allows the

absent member to participate in discussions, and to be heard by other board members and the public during the meeting.

1.2 Identity and Principal Office.

- a.) **Identity.** These are the Bylaws of the Leon County Research and Development Authority, a public body corporate.
- b.) **Principal Office.** The principal office of the Authority shall be at 1736 West Paul Dirac Drive, Tallahassee, FL 32310, or at such other place as may be subsequently designated by the Board.

1.3 Background.

The Leon County Research and Development Authority was created as a public body corporate pursuant to the enactment of 78-402, Laws of Florida, which created the Florida Research and Development Commission and provided for the creation of five-member Research and Development Authorities. The Charter of the Authority was filed with the Secretary of State on October 24, 1978. On July 1, 1979, pursuant to the enactment of 79-101 Laws of Florida, Part V of Chapter 159, Florida Statutes, was created. This amendment expanded the powers of authorities to provide for financing of projects. Section 159.75, Florida Statutes, required any authority established prior to this enactment, to reconstitute itself under the amended statute in order to be able to exercise any power to issue bonds or other debt obligations pursuant to Sections 159.74(6) and (7), Florida Statutes. On December 16, 1980 Ordinance 80-68 was adopted by the Commission. Ordinance 80-68 confirmed the creation and existence of the Authority pursuant to Section 159.704(3), Florida Statutes.

1.4 Purpose.

The Authority was created to promote scientific research and development, in affiliation with, and related to the research and development activities of state-based, accredited institutions of higher education and to foster economic development and the broadening of the economic base of Leon County in conjunction with institutions of higher education.

1.5 Membership.

- a.) **Members Appointed by the Commission.** The Board shall consist of at least five (5) members who are residents and electors of, or have their principal place of employment in, Leon County, appointed by the Commission pursuant to Section 159.703(3), Florida Statutes. Pursuant to Leon County Board of County Commissioners Resolution ~~16-19-22-10~~, the number of members appointed by the Commission is seven (7, six (6 of which shall be at-large members. The terms of the members appointed by the Commission shall be for four (4 years. One Board member shall be a member of the Commission who shall serve a term of four (4 years or until such time such appointee ceases to be a member of the Commission.
- b.) **Ex-Officio Members.** The Board shall also include the Mayor of the City of Tallahassee or the Mayor's designee, the President of Florida State University, or the President's designee, the President of Florida Agricultural and Mechanical University, or the President's designee, and the President of Tallahassee Community College, or the President's designee. Each of the members indicated in this paragraph shall serve in an Ex-Officio capacity as defined in Section 1.1(d) herein.
- c.) **Term of Membership.** An Ex-Officio member shall serve for so long as the member serves in his respective position. If the member serves as a designee of a member in

Section 1.5(b), the member shall serve as long as he remains a designee, subject to the provisions of Section 1.8(a) herein.

- d.) **Change in Designee.** If the Commission or an Ex-Officio member changes his designee to the Board, notification of such change must be provided in writing to the Chairman and to the Executive Director within at least ten days of the change. The President of each Affiliated Institution of Higher Education may designate one alternate designee. Any such designation shall be provided in writing to the Chairman and to the Executive Director at least 24 hours prior to an alternate participating in a meeting.

1.6 Meetings

- a.) **Annual Meeting.** The first meeting of the Board in October shall be the Annual Meeting. At the Annual Meeting the Board shall, if not previously adopted, adopt the budget for the current fiscal year and the Chair shall make initial appointments of members to committees.
- b.) **Regular Meetings.** Regular meetings of the Board shall be held not less than quarterly. The Board may dispense with any regular meeting which the Chair in consultation with the Executive Director deems to be unnecessary.
- c.) **Special Meetings.** Special meetings require seventy-two (72) hours advance notice to the public. Special meetings of the Board may be convened in the following manner. Special meetings of the Board may be called at any time by the Chair. A special meeting shall also be called if the Executive Director receives a written request to convene a special meeting to discuss the same subject from three (3) members of the Board. In such event the Chair shall convene a special meeting consistent with the notice provisions of this paragraph.

- d.) **Notice.** All meetings of the Authority shall be publicly noticed in compliance with Florida's Government in the Sunshine Law to ensure full participation of the public. Notice of meetings shall be published in the Florida Administrative Weekly.

1.7 Quorum and Voting.

- a.) **Quorum.** A majority of the members of the Board shall constitute a quorum.
- b.) **Voting.** Each member of the Board shall have equal voting rights and privileges. The affirmative vote of a majority of the members Present shall be necessary for any action taken by the Board. Pursuant to Section 159.703(6), Florida Statutes, the President of each Affiliated Institution of Higher Education or that President's designee shall be Present and vote on any action taken by the Board involving the issuance of bonds or the transfer, development, lease or encumbrance of any lands owned by the Trustees of the Internal Improvement Trust Fund and leased to the Authority. In addition, the President of each Affiliated Institution of Higher Education or such President's designee shall be Present and vote in the affirmative on any action taken by the Board involving the lease of any Innovation Park lands to a State agency.
- c.) **Voting by Proxy.** Voting by proxy or through any other means shall not be permitted except to the extent provided in Section 1.7(d) herein.
- d.) **Meetings Conducted Via Electronic Means.** Participation via Electronic Means by an absent member in discussion and voting in a meeting of the Board, or a Committee of the Board, shall be permitted only when such absence is due to extraordinary circumstances such as serious illness. Whether the absence of a member due to any other reason constitutes such an extraordinary circumstance shall be determined by majority vote of the Board in the case of meetings of the Board or Committees, or by majority vote of the Executive Committee in the case of meetings of any Committee

where the Executive Committee can make such determination before the meeting of the Committee. Members requesting approval to participate via Electronic Means shall not participate in the vote to approve such participation. If more members are approved to participate via electronic means than can be accommodated by available Electronic Means, then members will be accommodated in the order the requests were received. For the purposes of determining quorum electronic participation is not included.

1.8 **Removal and Vacancies.**

- a.) **Removal.** Any member serving on the Board may be removed from office by the Commission for misfeasance, malfeasance or willful neglect of duty.
- b.) **Assignment of Membership.** An individual, once designated as a member of the Board, shall not designate anyone else to fulfill his duties as a member of the Board on a fulltime, temporary, or interim basis.
- c.) **Vacancies.** Except as to members who serve Ex-Officio, the Commission shall fill any vacancy for an unexpired term.

1.9 **Attendance.**

All members of the Board are expected to attend meetings of the Board as well as meetings of committees to which they have been appointed. At each Annual Meeting of the Board, the Executive Director shall present the attendance record of each member of the Board for the prior fiscal year. If a member of the Board fails to regularly attend Board and/or Committee meetings during the year, a recommendation may be made to remove him from the Board unless extenuating circumstances are demonstrated. If such recommendation is approved by the Board then a request in writing shall be forwarded to the Commission for consideration.

1.10 Conflicts of Interests.

Each member of the Board is a public officer who must abstain from voting when a conflict of interest exists pursuant to Chapter 112, Florida Statutes. It is the duty of each member to make known through verbal and written communication to the Board and the General Counsel when a conflict of interest exists and to refrain from voting and/or participating in actions to be taken on the item for which they have a conflict of interest. For the purpose of this subsection, the term participate means any attempt to influence the decision by oral or written communication. This provision shall not be construed to contravene Section 159.703(6), Florida Statutes.

Pages 11-19 omitted.

RESOLUTION: 16- 19

RESOLUTION OF BOARD OF COUNTY COMMISSIONERS OF LEON COUNTY, FLORIDA, SETTING FORTH APPOINTMENTS OF MEMBERSHIP TO THE LEON COUNTY RESEARCH AND DEVELOPMENT AUTHORITY; PROVIDING AN EFFECTIVE DATE.

WHEREAS, in October of 1978, pursuant to the former Florida Statutes Sections 23.145, et. seq., the Charter of the Leon County Research and Development Authority was executed, creating said authority; and,

WHEREAS, in July of 1979, the new Part V, Chapter 159 of the Florida Statutes was enacted and became law, thereby setting forth the requirements for the creation, by Ordinance, of a Research and Development Authority by counties of the state, and empowering such authorities to issue revenue bonds or other such debt obligations to finance the construction of capital projects; and,

WHEREAS, in 1980, the Leon County Board of County Commissioners adopted Ordinance No., 80-68 confirming and creating the existence of the Leon County Research and Development Authority (said Ordinance being codified in Chapter 2 of the Code of Laws of Leon County at Section 2-57); and,

WHEREAS, Section 2-57 of the Code of Laws of Leon County requires that there shall be no less than five members of the Leon County Research and Development Authority, and Florida Statutes Section 159.703 sets forth the requirements that such five members shall be residents and electors of, or have their principal place of employment in, Leon County, Florida, and that, in addition to the other members, the president of each affiliated institution of higher education, or the president's designee, shall be a member of the authority and shall serve ex officio; and,

WHEREAS, the Leon County Board of County Commissioners wishes to memorialize the membership of the Leon County Research and Development Authority by the adoption of this resolution setting forth the number of members and the composition of the Leon County Research and Development Authority; and,

WHEREAS, this adopted Resolution will serve to supersede Resolution No. 14-04.

NOW THEREFORE, BE IT RESOLVED, by the Leon County Board of County Commissioners as follows:

Section 1. That the Leon County Board of County Commissioners hereby ratifies and confirms the existence of the Leon County Research and Development Authority as set forth in Chapter 2 of the Code of Laws of Leon County and as provided for in Chapter 159, Part V, Florida Statutes.

Section 2. That the Leon County Research and Development Authority shall be composed of eleven (11) members as described hereinbelow, all of whom shall be residents and electors of, or have their principal place of employment in Leon County, Florida:

1. The President of Florida A & M University or the President of Florida A & M University's designee, who shall serve ex officio;
2. The President of Florida State University or the President of Florida State University's designee, who shall serve ex officio;
3. The President of Tallahassee Community College or the President of Tallahassee Community College's designee, who shall serve ex officio;
4. The Mayor of the City of Tallahassee or the Mayor of the City of Tallahassee 's designee, who shall serve ex officio;

5. One member of the Leon County Board of County Commissioners, appointed by a majority vote of the Leon County Board of County Commissioners and by a duly enacted resolution of the Leon County Board of County Commissioners, to serve a term of four years or until such time such appointee ceases to be a member of the Leon County Board of County Commissioners, whichever date earliest occurs; and

6. Six at-large members, all of whom shall be appointed by a majority vote of the Leon County Board of County Commissioners and by a duly enacted resolution of the Leon County Board of County Commissioners, to each serve a term of four years. A nominating committee, composed of the County Administrator or his designee, who shall act as the nominating committee's chairperson, the Director of the Office of Economic Vitality, the Director of the National High Magnetic Field Laboratory at Innovation Park, the Dean of the Florida State University /Florida A & M University College of Engineering, and the Chair of the Leon County Research and Development Authority or a designee of the Leon County Research and Development Authority when the Chair is applying for reappointment, shall make recommendations to the Leon County Board of County Commissioners for appointment of such six members to the Leon County Research and Development Authority.

Section 3. That the Leon County Research and Development Authority is hereby directed to amend its bylaws to include its new composition and number of members as set forth herein.

Section 4. That this Resolution shall supersede Resolution No. 14-04 and these changes shall take effect on July 12, 2016, and shall apply thereafter.

Proposed, presented, and passed this 12th day of July, 2016

LEON COUNTY, FLORIDA



BY: Bill Proctor
Bill Proctor, Chairman
Board of County Commissioners

ATTEST:

Bob Inzer, Clerk of the Circuit Court
Leon County, Florida

BY: John Stott, Deputy Clerk
APPROVED AS TO FORM:

Office of the County Attorney
Leon County, Florida

BY: Herbert W. A. Thiele
Herbert W. A. Thiele
County Attorney

RESOLUTION NO. 22-10**RESOLUTION OF BOARD OF COUNTY COMMISSIONERS OF LEON COUNTY, FLORIDA, SETTING FORTH THE COMPOSITION AND APPOINTMENTS OF MEMBERSHIP TO THE LEON COUNTY RESEARCH AND DEVELOPMENT AUTHORITY; PROVIDING AN EFFECTIVE DATE.**

WHEREAS, in October of 1978, pursuant to the former Florida Statutes Sections 23.145, et. seq., the Charter of the Leon County Research and Development Authority was executed, creating said authority; and,

WHEREAS, in July of 1979, the new Part V, Chapter 159 of the Florida Statutes was enacted and became law, thereby setting forth the requirements for the creation, by Ordinance, of a Research and Development Authority by counties of the state, and empowering such authorities to issue revenue bonds or other such debt obligations to finance the construction of capital projects; and,

WHEREAS, in 1980, the Leon County Board of County Commissioners adopted Ordinance No., 80-68 confirming and creating the existence of the Leon County Research and Development Authority (said Ordinance being codified in Chapter 2, Article III, Division 2, Sections 2-56 through 2-58 of the Code of Laws of Leon County); and,

WHEREAS, Section 2-57 of the Code of Laws of Leon County provides for the composition and number of members of the Authority; and

WHEREAS, on September 13, 2016, the Board adopted Ordinance No. 16-12 to amend Section 2-57 of the Code of Laws of Leon County consistent with Resolution No. 16-19 adopted on July 12, 2016 pertaining to the composition and number of members of the Authority as well as the composition of a nominating committee; and

WHEREAS, the Board desires to enact this resolution to comport with Section 2-57 of the Code of Laws of Leon County by modifying the composition of the nominating committee to allow each member to appoint a designee to act on their behalf in their absence; and

WHEREAS, this adopted Resolution will serve to supersede Resolution No. 16-19.

NOW THEREFORE, BE IT RESOLVED, by the Leon County Board of County Commissioners as follows:

Section 1. The Leon County Board of County Commissioners (the “Board”) hereby ratifies and confirms the existence of the Leon County Research and Development Authority (the “Authority”) as set forth in Chapter 2, Article III, Division 2 of the Code of Laws of Leon County, and as provided for in Chapter 159, Part V, Florida Statutes.

Section 2. The Authority shall be composed of eleven (11) members as described hereinbelow, all of whom shall be residents and electors of, or have their principal place of employment in Leon County, Florida:

1. The President of Florida A & M University or the President of Florida A & M University’s designee, who shall serve ex officio;
2. The President of Florida State University or the President of Florida State University’s designee, who shall serve ex officio;
3. The President of Tallahassee Community College or the President of Tallahassee Community College’s designee, who shall serve ex officio;
4. The Mayor of the City of Tallahassee or the Mayor of the City of Tallahassee’s designee, who shall serve ex officio;
5. One member of the Board, appointed by a duly enacted resolution of the Board, to serve a term of four years or until such time such appointee ceases to be a member of the Board, whichever date earliest occurs; and
6. Six at-large members, all of whom shall be appointed by a duly enacted resolution of the Board, to each serve a term of four years. A nominating committee, composed of the County Administrator or his or her designee, who shall act as the nominating committee’s chairperson, the Director of the Office of Economic Vitality or his or her designee, the Director of the National High Magnetic Field Laboratory at Innovation

Park or his or her designee, the Dean of the Florida State University / Florida A & M University College of Engineering or his or her designee, and the Chair of the Authority or a designee of the Authority when the Chair is applying for reappointment, shall make recommendations to the Board for appointment of the six at-large members to the Authority. All meetings of the nominating committee shall be subject to and comply with the requirements of the Sunshine Law as set forth in section 286.011, Florida Statutes, as may be amended.

Section 3. The Authority is hereby directed to amend its bylaws to include the composition and number of members of the Authority and of the nominating committee as set forth herein.

Section 4. This Resolution shall supersede Resolution No. 16-19 and shall have effect upon adoption.

Proposed, presented and passed this 12th day of April, 2022.

LEON COUNTY, FLORIDA

DocuSigned by:
By: Bill Proctor
EGE9A59141C244C
Bill Proctor, Chairman

Date: 4/18/2022

APPROVED AS TO FORM:
Chasity H. O'Steen, County Attorney
Leon County Attorney's Office

DocuSigned by:
By: Chasity H. O'Steen
BCE5E0EFD079484...

ATTEST:
Gwendolyn Marshall Knight, Clerk of the
Court & Comptroller, Leon County, Florida

DocuSigned by:
By: Gwendolyn Marshall Knight
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