



**MEETING AGENDA – Tuesday, May 21<sup>st</sup>, 2019 1:00 PM FloridaWest Economic  
Development Alliance – Board of Director’s Meeting  
Co:Lab, 1<sup>st</sup> Floor Conference Room  
418 W Garden Street - Pensacola, Florida 32502**

- |  |                           |
|--|---------------------------|
| 1. <b>Call to Order</b>                      | Donnie McMahon            |
| 2. <b>Meeting publicly noticed (4/29/19)</b> | Donnie McMahon            |
| 3. <b>Public Comment</b>                     | Donnie McMahon            |
| 4. <b>Action Items</b>                       | Donnie McMahon            |
| a. Approval of April 10, 2019 Minutes        | Donnie McMahon            |
| b. Approval of April 2019 Financials         | Scott Luth                |
| c. Approval of IDN Contract                  | Scott Luth                |
| 5. <b>Discussion Items</b>                   |                           |
| a. Old Business                              |                           |
| i. FloridaWest Bylaw Review Update           | Margaret Stopp            |
| ii. CEDA Employee Manual                     | Margaret Stopp/Scott Luth |
| • Holiday Schedule                           |                           |
| • Employee Code of Conduct                   |                           |
| b. ED Project Updates                        | Scott Luth                |
| i. Cybersecurity Implementation Update       |                           |
| ii. Co:Lab                                   |                           |
| iii. Business Development                    |                           |
| iv. Marketing                                |                           |
| • Video                                      |                           |
| v. Workforce                                 |                           |
| vi. Triumph/Legislative Updates              |                           |
| c. Membership                                | Scott Luth                |
| d. ED Calendar Review                        | Sena Maddison             |
| e. New Business                              | Donnie McMahon            |
| • Discuss June Board Meeting Date            |                           |
| 6. <b>Adjourn</b>                            | Donnie McMahon            |

Next Meeting: TBD

**Fiscal Year Meeting Schedule**

Tuesday, July 16<sup>th</sup> 1:00 pm

Tuesday, August 20<sup>th</sup> 1:00 pm

Tuesday, September 17<sup>th</sup> 1:00 pm



**MINUTES – April 10<sup>th</sup>, 2019 1:30 PM**

**FloridaWest Economic Development Alliance – Board of Director's Meeting**

**Co: Lab- 418 W Garden Street – 1<sup>st</sup> Floor Conference Room**

**FloridaWest Members Present:** Vice President Karen Sindel, Secretary/Treasurer Rebecca Ferguson, Verdell Hawkins, Ryan Tilley, Bonita Player, Tim Haag, Lewis Bear

**Associate Members Present:** Jonathan Tucker

**Absent Members:** President Donnie McMahon, Jim Waite

**Staff:** Attorney Margaret Stopp, Scott Luth, Melissa Stoker

**Guests:** Brian Wyer, Dottie Dubouson, Tim Ehiabor

1. **Call to Order:** The meeting was called to order by Vice President Karen Sindel at 1:31 pm.
2. **Public Notice:** This meeting was publicly noticed for FloridaWest on March 29<sup>th</sup>, 2019.
3. **Public Comment:** Vice President Karen Sindel requested public comment. Dottie Dubouson thanked everyone for the work they have done in persevering on the ST Engineering project. She also shared that on June 8<sup>th</sup>, the Pensacola Soul Fest will be held in Devilliers.
4. **Ryan Tilley:** Vice President Karen Sindel announced Ryan Tilley to our board on behalf of Escambia County. He shared about himself with the group.
5. **Action Items**
  - a. **Approve January 9, 2019 Minutes**

Verdell Hawkins motioned.  
Tim Haag seconded.  
Passed unanimously.
  - b. **Approval of March 19, 2019 Minutes**

Lewis Bear motioned.  
Verdell Hawkins seconded.  
Passed unanimously.
  - c. **Approval of March 2019 Financials**

Lewis Bear motioned.  
Tim Haag seconded.  
Passed unanimously.
  - d. **Proposed New FloridaWest Board Meeting Schedule**

Requesting board meetings be held back to back or at least in the same week to free staff's calendar up mid-week only one week a month rather than two. Discussion occurred around how to address this request while ensuring public involvement and logistics. Scott will present a specific proposal on how to make both PEDC and FloridaWest Board Meetings on the same day each month. ECUA has a conflicting meeting in the mid-afternoon.

Move to 3<sup>rd</sup> Tuesday of the month to follow PEDC Board Meetings.

Rebeca Ferguson motioned.

Lewis Bear seconded.

Passed unanimously.

**e. Approval of CEDA Employee Manual**

Other than items we are still addressing, we will move items from red to black and come back next month with suggestions on outstanding items.

**6. Discussion Items**

**a. ED Project Updates:** Scott provided an update to the group.

1. Cybersecurity: The Cybersecurity Planning Group with Bob David met this past week at SCI. Concurrent direction was determined to grow what is already here in the community regarding Cyber Government Contracting. We will be working on developing strategies and moving from training to training and operations. We will have a workforce development meeting to that end. We will brief the board as that develops. Now that we know what our primary target is, we are developing the FloridaWest Cyber job description to reflect that focus.
2. Co:Lab: We have had the soft opening for the first floor. We will have the formal open house on May 8<sup>th</sup> from 4-6 pm in collaboration with our tenants and PSC. We have had a few tenants moving around within Co:Lab due to growth.
3. Business Development: Danita Andrew's report has been provided. The ST Aerospace project is imminent. We will be formally announcing ground breaking accordingly. There are several other projects developing as well. Verdell Hawkins commended the FloridaWest team on the ST Engineering project execution, knowing there were a lot of behind the scenes work going on.
4. Marketing: FloridaWest is putting together a series of short videos promoting engagement in the community and will be used to promote a positive message about Escambia County with the support of local businesses. If you are interested in participating, please reach out to Sena for April 22<sup>nd</sup> and April 23<sup>rd</sup> availabilities to be interviewed. If you know someone who would be a good representative, please send his/her contact information to Sena.
5. Workforce: Jeff Dyer is moving forward with the IDN work through CAEL. There has been one strategy session so far with a projected 6-8 month process. We are reviewing the contracts now.
6. Triumph/Legislative Updates: The next Triumph Board meeting is April 29<sup>th</sup>. The ST Engineering final contracts are expected on the agenda. We are working with the board to find out what other projects are out there. Another project we have been exploring is in collaboration with the school system. We are looking at adding another training academy in cybersecurity. We are also looking at a truck driving program to address the known need. Scott Luth may ask Dr. Michelle Taylor to come in to discuss with us further. Certifications are the metric for success. Scott Luth has also been working with Amy and Clark and has had conversations with the Mayor about revising the Triumph ask for the port.

**\*\*Karen Sindel requested Rebecca Ferguson take over the remainder of the meeting as she had a conflicting meeting she needed to leave for. Rebecca Ferguson agreed to take over.**

**b. ED Calendar Review:** Sena Maddison provided a calendar with upcoming events.

**c. Other Business:** Scott

- 1. FloridaWest Bylaw Review Update:** Margaret Stopp reminded the board that we started on bylaw revisions last year, at which point she drafted a revised version. The major change is on page 2 that members can qualify to be directors but don't have to be. Only members can be directors. Investors are a new category and are supporters of FloridaWest, which is anyone who wants to be involved but can't make the financial contribution at a member level. Margaret requested a thorough review be conducted by the board members with good feedback at the May meeting for a robust discussion. Please review based on who you represent on this board as well. If you have any comments or thoughts, please respond to Scott and Margaret. Scott also asked if the FloridaWest appointee process to PEDC needs to be a bylaw add or a separate policy. The general feedback is that it be a separate policy. The policy can be acknowledged in the bylaws while the specifics are outlined in the policy.
- 2. Membership:** Lewis Bear is requesting a regular reporting of who we have approached, the status, and what is in the pipeline. There are Board Members who can help. If we are being told "no", the board would like to understand why.

**Verdell Hawkins moved to adjourn the main portion of the meeting before proceeding with RFP review for IT and Legal Services. Tim Haag seconded.**

- 3. RFP Committee:** Jonathan Tucker, Verdell Hawkins, and Ryan Tilley will serve on the IT Services and Legal Services RFP commitment. Margaret Stopp indicated that Ryan Tilley can serve on the RFP committee because County Commissioners have already voted his appointment.  
Lewis Bear motioned.  
Bonita Player seconded.  
Passed unanimously.

The Legal RFP was rated and scored first for the one applicant received. The submission received 279/300 points from the committee. The committee formally recommends Margaret Stopp.

Ryan Tilley motioned.

Jonathan Tucker seconded.

The IT Services RFP was rated and second next for the three applicants received. Jonathan Tucker encouraged a short-term contract because there are sweeping changes coming. The committee formally recommends entering contract negotiations with Antler with Data Revolution as the backup on a month to month or the shortest contract possible.

Ryan Tilley motioned.

Verdell Hawkins seconded.

Adjourned at 3:30 pm.

Respectfully Submitted By:

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Rebecca Ferguson, Secretary-Treasurer  
FloridaWest Economic Development Alliance

11:51 AM  
05/13/19  
Accrual Basis

**FloridaWest (CEDA)**  
**Profit & Loss Budget vs. Actual**  
October 2018 through April 2019

	<b>Oct '18 - Apr 19</b>	<b>Budget</b>	<b>\$ Over Budget</b>	<b>% of Budget</b>
<b>Income</b>				
4200 · Associate Membership Dues	5,833.00	40,000.00	-34,167.00	14.58%
4000 · Membership Dues	116,666.00	280,000.00	-163,334.00	41.67%
4410 · Non-Dues Income	46,695.40	50,000.00	-3,304.60	93.39%
4420 · Government Income	87,500.00	150,000.00	-62,500.00	58.33%
4430 · PEDC	350,000.00	650,000.00	-300,000.00	53.85%
4500 · CIE - Rent	53,981.63	179,000.00	-125,018.37	30.16%
4512 · Miscellaneous Income	1,710.59	1,000.00	710.59	171.06%
<b>Total Income</b>	<b>662,386.62</b>	<b>1,350,000.00</b>	<b>-687,613.38</b>	<b>49.07%</b>
<b>Gross Profit</b>	<b>662,386.62</b>	<b>1,350,000.00</b>	<b>-687,613.38</b>	<b>49.07%</b>
<b>Expense</b>				
5005 · Bank & Credit Card Fees	214.64	1,000.00	-785.36	21.46%
5060 · Marketing, Adv & Promo/Investor	79,292.37	125,000.00	-45,707.63	63.43%
5066 · Database/Research	14,375.00	20,000.00	-5,625.00	71.88%
5100 · Audit Expense	23,094.46	35,000.00	-11,905.54	65.98%
5105 · Legal Fees	5,370.00	10,000.00	-4,630.00	53.7%
5120 · Auto Travel	4,544.09	15,000.00	-10,455.91	30.29%
5140 · Business Travel	25,316.47	60,000.00	-34,683.53	42.19%
5190 · Depreciation Expense	0.00	15,000.00	-15,000.00	0.0%
5200 · Dues & Subscriptions	6,218.63	10,000.00	-3,781.37	62.19%
5310 · Insur-D&O/Liab/Umbrella/EPLI	4,001.78	6,000.00	-1,998.22	66.7%
5410 · Maint & Repair- Computers	12,158.98	15,000.00	-2,841.02	81.06%
5440 · Meeting Expense	1,029.61	2,500.00	-1,470.39	41.18%
5500 · CoLab Expenses	67,983.57	148,000.00	-80,016.43	45.94%
5559 · Workforce Marketing	7,137.84	20,000.00	-12,862.16	35.69%
5600 · Miscellaneous Expense	231.31	1,000.00	-768.69	23.13%
5610 · Postage	439.42	500.00	-60.58	87.88%
5680 · High Growth Companies	837.72	20,000.00	-19,162.28	4.19%
57000 · Employee Wages & Benefits	361,727.26	785,000.00	-423,272.74	46.08%
5800 · Supplies	1,339.78	2,000.00	-660.22	66.99%
5915 · Telephone	2,118.47	3,000.00	-881.53	70.62%
5925 · Cell Phones	5,014.28	6,000.00	-985.72	83.57%
5954 · Copier Expense	1,590.52	2,000.00	-409.48	79.53%
5980 · Rent Expense	27,344.75	48,000.00	-20,655.25	56.97%
<b>Total Expense</b>	<b>651,380.95</b>	<b>1,350,000.00</b>	<b>-698,619.05</b>	<b>48.25%</b>
<b>Net Income</b>	<b>11,005.67</b>	<b>0.00</b>	<b>11,005.67</b>	<b>100.0%</b>

# FloridaWest (CEDA)

## Balance Sheet

As of April 30, 2019

Apr 30, 19

### ASSETS

#### Current Assets

##### Checking/Savings

1000 · Checking- Private Hancock -363 512,289.11

1010 · Checking - Public Hancock- 355 144,143.37

Total Checking/Savings 656,432.48

##### Accounts Receivable

11000 · Accounts Receivable 72,483.09

Total Accounts Receivable 72,483.09

Total Current Assets 728,915.57

#### Fixed Assets

1750 · Construction in Progress 71,094.43

1702 · Accum Depr-Leasehold Improvemen -4,070.00

1655 · Leasehold Improvements 61,050.00

1600 · Furniture and Fixtures 42,086.60

1650 · Computers 28,454.59

1700 · Accum Depreciation Computers -7,798.31

1701 · Accum Depreciation Furn & Fix -8,447.41

Total Fixed Assets 182,369.90

#### Other Assets

1800 · Security Deposit 1,000.00

Total Other Assets 1,000.00

**TOTAL ASSETS 912,285.47**

### LIABILITIES & EQUITY

#### Liabilities

##### Current Liabilities

##### Accounts Payable

2000 · Account Payable 1,308.77

Total Accounts Payable 1,308.77

##### Other Current Liabilities

##### 2300 · Other Payables

2350 · Christmas Club Payable 3,900.00

Total 2300 · Other Payables 3,900.00

2400 · Payroll Liabilities 3,677.00

Total Other Current Liabilities 7,577.00

Total Current Liabilities 8,885.77

Total Liabilities 8,885.77

#### Equity

3200 · Unrestricted Net Assets 892,394.03

Net Income 11,005.67

Total Equity 903,399.70

**TOTAL LIABILITIES & EQUITY 912,285.47**

**BYLAWS**  
**COMMUNITY ECONOMIC DEVELOPMENT ASSOCIATION**  
**OF PENSACOLA AND ESCAMBIA COUNTY, INC.**

**ARTICLE I**  
**Name and Location**

The name of the corporation is the Community Economic Development Association of Pensacola and Escambia County, Inc., doing business as FloridaWest, FloridaWest Economic Development Association, and FloridaWest EDA (“CEDAFloridaWest”), and its principal place of business will be in Escambia County, Florida. The office location may be moved from time to time but must remain in Escambia County, Florida.

**ARTICLE II**  
**Purpose**

The purpose of CEDA-FloridaWest is to promote industry and commerce, enhance the business climate and stimulate economic prosperity, support workforce development, promote community development, and encourage political action. CEDA-FloridaWest will strive to accomplish the greatest good for the greatest number of people in Pensacola, Escambia County, and Northwest Florida. CEDA-FloridaWest shall observe all local, state and federal laws that apply to non-profit organizations as defined in Section 501(c)(6) of the Internal Revenue Code.

**ARTICLE III**  
**Members~~hip~~ and Investors**

Section 1. Members. An entity or person interested in the development of this region and who desires to preserve and promote the objectives of CEDA-FloridaWest may become a voting Member upon an annual ~~payment~~ financial commitment to be determined by the Board of Directors annually before the beginning of each Fiscal Year. A Member remains in good standing upon ~~payment of annual assessments fulfillment of the financial commitment annually~~ as determined by the Board of Directors of CEDA-FloridaWest; provided, however, that annual payments from governmental entities will be credited to CEDA-FloridaWest upon receipt.

(1) Applications for membership must be in writing to CEDA-FloridaWest.

(2) Membership must be approved by the Board of Directors.

(3) Resignations must be in writing to CEDA-FloridaWest.

(4) Each Member in good standing ~~is entitled to one vote and~~ qualifies for consideration as a Director. Entities must provide to CEDA-FloridaWest the name of the person designated to ~~vote~~ serve on the Board on behalf of the entity if the entity chooses to be represented on the Board. Governmental entities may become Members upon payment of the annual payments. Appointment of persons as the designated Member by the governmental entities will be pursuant to Florida law.

~~Section 2. Associate Members Investors. At the discretion of the Board, a category including Associate Members may be established.~~ An entity or person interested in the development of this region and who desires to preserve and promote the objectives of ~~CEDA Florida West~~ may become an ~~Associate Member Investor~~ upon an annual ~~payment financial commitment~~ to be determined by the Board of Directors from time to time, and remains in good standing upon ~~payment of annual assessments fulfillment of the financial commitment annually~~ as determined by the Board of Directors.

(1) Applications as an Investor must be in writing to ~~CEDA Florida West~~.

(2) Applications must be approved by the Board of Directors.

(3) Resignations must be in writing to ~~CEDA Florida West~~.

~~(4) Investors will receive communications related to Florida West projects and activities, and will receive notices of Board meetings.~~

~~(5) Investors are encouraged to attend periodic information meetings for Investors where ideas for promoting economic development can be explored, and where appropriate, provided to the Board for consideration.~~

~~(46) Associate Members Investors~~ are not entitled to elect Directors and cannot become a Director.

~~(57) Associate Members Investors may are encouraged to let the Board know of the Investor's interest in serve serving on a Committees of CEDA Florida West.~~

~~Section 3. Non Voting Members. At the discretion of the Board, a category including Non-Voting Members may be established based upon significant in-kind donations and will remain in good standing for a period of time as determined by the Board. At the discretion of the Board, Non-Voting Members may participate as non-voting Directors.~~

#### Section 4. Meetings.

4.1 Annual Meeting. A meeting of the Members ~~and Investors~~ must be held each year for transaction of any business that may come from the meeting. The time and place of the meeting must be designated by the Board of Directors.

4.2 Place of Meeting. The Board of Directors may designate any place within northwest Florida as the place of meeting for any annual meeting. If no designation is made, the place of meeting will be the principal office of the corporation.

4.3 Notice of Meeting. Written notice stating the place, day, and hour of the annual meeting, must be delivered to the Members not less than ~~three ten~~ days or more than 60 days before the date of the meeting, personally, by electronic transmission, or by U.S. Mail by the

Secretary or officer calling the meeting. Meetings of Members must be publically noticed as required by Florida law.

4.4 Waiver of Notice of Meeting. Attendance of a person at a meeting constitutes a waiver of lack of notice or objection to consideration of a matter at a meeting that is not within the purpose or purposes described in the meeting notice, unless the person objects to considering the matter when presented.

4.5 Quorum. A majority of Members entitled to vote constitutes a quorum.

## **ARTICLE IV**

### **Board of Directors**

The Board of Directors serves as the governing body of ~~CEDA FloridaWest~~. The affairs of ~~CEDA FloridaWest~~ and the control and disposition of its properties and funds are vested in the Board, either directly or through its officers, and pursuant to applicable federal and Florida law.

Section 1. Number. The Board of Directors must consist of no fewer than seven (7) and no more than twenty-one (21) persons.

1.1 Determination of Number of Directors. The number of Directors may be increased or decreased to no fewer than seven (7) annually prior to the Annual Meeting by action of the Board pursuant to the requirements of Article III above, but no decrease in the number of Directors can have the effect of shortening the term of any incumbent Director.

1.2 Director Qualification. All Directors must be Members or designees of Members, ~~or a Non-Voting Member~~, except for the Designated Director who is appointed pursuant to subsection 1.2.1 below.

1.2.1 Designated Director. The Designated Director will be appointed by the Board at the first meeting following the Annual Meeting after applications are solicited from a pool of applicants at least 30 days before the Annual Meeting. In the solicitation for applications, the criteria for consideration must include the then-current Directors and how they reflect the socio-demographic composition of Escambia County.

1.2.2 Governmental Entity Director. Governmental entities that contribute more than \$150,000 annually either through the Pensacola-Escambia County Promotion and Development Commission (the "PEDC") or directly are entitled to appoint designees as Directors at the time of the Annual Meeting. The Board of Directors of ~~CEDA FloridaWest~~ will determine the number of designees that may be appointed by governmental entities.

1.3 Term of Office. Each Director will hold office until no longer qualified, qualified and appointed, or until an earlier resignation, removal from office, or death.

Section 2. Duties. Directors must discharge their duties in good faith, with the care an ordinary person would exercise under similar circumstances, and in the manner the Director thinks is in the best interests of the corporation. In discharging their duties, Directors are entitled to rely on information, opinions, reports, or statements, including without limitation, financial statements and other financial data, prepared or presented by (i) officers or employees of the corporation whom the Director reasonably believes is reliable and competent in the matters presented; (ii) legal counsel, public accountants, or other persons about matters the Director reasonably believes are within the person's professional or expert competence; or (iii) a Board committee on which the Directors does not serve, designated by the Articles or these Bylaws, about matters within the committee's authority, which the Director reasonably believes merits confidence.

Section 3. Regular Meetings. An annual Regular Meeting of the Board of Directors ~~must may include be held with notice immediately after, and at the same place as,~~ the Annual Meeting. Regular Meetings must be held no less than quarterly at the principal office of the corporation, or at such other time and place as the Board may determine by resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by the President of the Board or any two Directors. The person calling the meeting must designate the day and time. The place must be the principal office of the corporation or in reasonable proximity to the principal office.

Section 5. Notice of Meetings. Written notice stating the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose for which the meeting is called, must be delivered to the Directors not less than three days or more than 30 days before the date of the meeting, personally, by electronic transmission, or by U.S. Mail by the Secretary or officer calling the meeting. Meetings of Members must be publically noticed as required by Florida law.

Section 6. Waiver of Notice of Meetings. Whenever notice is required to be given to a Director, a waiver in writing signed by the Director and delivered to the corporation for inclusion in the minutes is equivalent to the giving of the notice. Attendance of a person at a meeting constitutes a waiver of lack of notice or objection to consideration of a matter at a meeting that is not within the purpose or purposes described in the meeting notice, unless the person objects to considering the matter when presented.

Section 7. Quorum. A majority of Directors entitled to vote constitutes a quorum at any meeting of the Board, unless applicable law, the Articles, or these Bylaws require the vote of a greater number of Directors. A quorum can only be established by the physical presence of a majority of Directors.

Section 8. Effect of Action. The act of a majority of the Directors present at a meeting at which a quorum is present when the vote is taken is the act of the Board.

Section 9. Meeting by Conference Call or Similar Electronic Means. Directors may participate in a meeting of the Board by means of a conference call or similar communications equipment if

all persons participating in the meeting can hear each other at the same time. Participation by these means constitutes presence in person at a meeting.

Section 10. Resignation. Any Director may resign at any time by giving written notice to the corporation, the Board, or the President. The resignation of the Director will take effect when the notice is delivered unless the notice specifies a later effective date.

Section 11. Vacancies. Any vacancy may be filled pursuant to Article III above; provided, however, that the annual assessment will not be pro-rated.

Section 12. Removal. A Director may be removed at any time by a three-fourths majority vote of all Directors then serving.

Section 13. Compensation. Directors shall not receive any compensation for their service as Directors, but the Board may, by resolution, authorize reimbursement of reasonable expenses incurred in the performance of their duties. Such authorization may prescribe the procedure for approval and payment of the expenses by designated officers of the corporation. This provision does not preclude a Director from serving the corporation in any other capacity and receiving compensation for such services.

Section 14. Conflicts of Interest. No contract or other transaction between the corporation and one or more of its Directors, or any other corporation, firm, association, or entity in which one or more of the Directors or Officers are financially interested, is void or voidable because of the relationship or interest, because the Director or Directors are present at the meeting of the Board, or Board committee, that authorizes, approves, or ratifies the subject contract or transaction, or because the votes of the Directors are counted for that purpose, provided~~d~~ that:

(1) the fact of the relationship or interest is disclosed to or is otherwise known by the ~~Board~~Board, Members, or Board committee, that authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for that purpose without counting the votes or consents of the interested Directors;

~~(2) the fact of the relationship or interest is disclosed to or is otherwise known by the Members entitle to vote, and the Member authorize, approve, or ratify the contract or transaction by vote;~~

~~(3)~~ (2) the contract or transaction is fair and reasonable for the corporation at the time it is authorized by the Board, a Board committee, or the Members.

A quorum is present if a majority of Directors who do not have an interest in the transaction vote to authorize, approve, or ratify it.

The Board of Directors may adopt a Conflict of Interest Form that will be provided to all Directors for review and execution, and which will become a part of FloridaWest's official records.

Section 15. Appointments to the Pensacola-Escambia Development Commission ("PEDC"). The Board of Directors shall adopt a Policy pursuant to Florida law for the appointment of members of the Board of Directors of the PEDC.

## **ARTICLE V Committees and Councils**

Section 1. Standing Committees. Standing Committees include the Executive Committee, the Finance Committee, and the Nominating Committee with the duties and responsibilities as indicated by these Bylaws. The Board may override any decision made by a Standing Committee by a majority of votes at a duly noticed meeting of the Board at which a quorum is present, unless otherwise provided in these Bylaws.

1.1 Executive Committee. The Executive Committee consists of the Officers of the corporation.

1.1.1 Meetings. Meetings are at the call of the corporation President. A quorum is a majority of the members of the Committee. No revision or alteration by the Board of Directors of action taken at the Executive Committee will affect the rights of third parties.

1.1.2 Powers. The Executive Committee may exercise all powers and authority of the Board of Directors when the Board is not in session, including taking such action from time to time as may be required for the expeditious operation of the corporation. However, the Executive Committee has no authority to alter, amend, or repeal the corporation Articles of Incorporation or Bylaws.

1.1.3 Authority. The powers and authority of the Executive committee are subject to the full Board of Directors being unable to meet in a timely manner to conduct business of the corporation. The powers and authority granted to the Executive Committee is further subject to such restrictions or limitations as the Board of Directors may from time to time specify by resolution.

1.1.4 Actions. All actions of the Executive Committee must be reported in writing to the Directors individually within thirty days after the action is taken, or at a meeting of the Board of Directors if a meeting is held within thirty days of the action. Minutes of the Executive Committee must be included as an information item in the Executive Committee report at the next occurring regular meeting of the Board of Directors.

1.1.5 Board Powers. The Board of Directors may override or negate any Executive Committee action by a majority vote of the Directors present at a duly noticed meeting of the Board of Directors, subject to subsection 1.1.1 of this Article.

1.2 Finance Committee. The Finance Committee will be appointed by the President and will consist of no fewer than three Directors with the Treasurer acting as Chair of the Committee. The committee will prepare an annual corporation budget for review and approval by the Board of Directors. The Committee will conduct a process for the selection of the independent auditor

for recommendation to the Board of Directors as needed. If an audit is conducted, upon completion, the Committee shall recommend the audited financial statement for approval by the Board of Directors. The Committee must review no less than every five years the spending policies and make recommendations to the Board in this regard.

1.3 Nominating Committee. The Nominating Committee will consist of no fewer than three, or more than five, Directors with the corporation President acting as its Chair and appointing the Committee members. Recommendations for potential nominees for Officers of the corporation may be submitted to the Nominating Committee no later than thirty days prior to the Annual Meeting. The Nominating Committee will meet and nominate Officers and present its slate of Officers to the Members with voting privileges at the Annual Meeting at which time these Members will vote on the slate of candidates.

Section 2. Ad hoc Committees. Ad hoc committees may be created by the President to perform a specific task that is not within the purview of a Standing Committee. Ad hoc committees may investigate or research a matter or carry out an action adopted by the Board. The composition and duties of ad hoc committee shall be determined by the President, who will report to the Board on the committee's work. Ad hoc committee members, other than a chair, may be appointed from the Members and Investors, ~~as well as the Board of Directors~~. Ad hoc committees may be comprised of as few as one Director working with corporation staff.

## **ARTICLE VI**

### **Officers**

Section 1. Officers of the Corporation. The Officers of the corporation are President, Vice President, Secretary, and Treasurer. The positions of Secretary and Treasurer may be combined.

Section 2. Election. The Officers of the corporation must be elected annually by the Directors at the Board's meeting ~~following at the time of~~ the Annual Meeting, to serve until a successor is duly elected and qualified.

Section 3. Removal. Any Officer of the corporation may be removed at any time by the Board whenever in its judgment the best interests of the corporation will be served by doing so.

Section 4. Resignation. Any Officer may resign at any time by giving written notice to the corporation, the Board, or the President. The resignation of the Officer will take effect when the notice is delivered unless the notice specifies a later effective date, in which event the Board may fill the pending vacancy before the effective date if it provides the successor does not take office until the effective date.

Section 5. Vacancies. Any vacancy may be filled by the affirmative vote of a majority of the Board of Directors.

Section 6. Duties. The duties of the Officers of the corporation are as usually appertain to such officers of corporations generally.

6.1 President. The President will preside at all meetings of the Members, the Board, and all Board committees on which the President may serve, except as otherwise authorized by these Bylaws or by resolution of the Board. In addition, the President will possess and may exercise the power and authority, and perform those duties, as may from time to time be assigned to the President by the Board and that are incident to the offices of president.

6.2 Vice President. The Vice President possesses and may exercise the power and authority, and perform the duties, as may from time to time be assigned by the Board. The Vice President will perform the duties of the President in the absence or incapacity of the President; and in case of the resignation or death of the President, the Vice President will perform such duties as are imposed on the President until such time as the Board elects a new President.

6.3 Secretary. The Secretary will prepare the Minutes for meetings of the Board and the Members; provide Notices consistent with these Bylaws or as may be required by law; be custodian of the corporate records; and exercise the power and authority, and perform the duties, as may from time to time be assigned by the Board and that are incident to the office of secretary.

6.4 Treasurer. The Treasurer must make periodic examination of the financial position of the corporation, coordinate preparation of the annual budget, and chair the Finance Committee. The Treasurer must review all disbursements made by the corporation and assist the Executive Director in preparation of financial reports to the Board of Directors for each regular meeting of the Board, or as may be required by the Board or Executive Committee, and perform the duties, as may from time to time be assigned by the Board and that are incident to the office of treasurer.

Section 7. Bond. Each Officer and the Executive Director, if authorized to collect, hold, or disburse funds of the corporation must be bonded for the faithful discharge of duties, the adequacy of which will be determined by the Executive Committee. The corporation will pay for the bonds.

Section 8. Insurance. The corporation must maintain Directors and Officers liability insurance on behalf of the Board.

## **ARTICLE VII**

### **Chief Executive Officer**

The Chief Executive Officer (“CEO”) is not a member of the Board of Directors and is responsible to the Members and the Board, subject to the policies and directives of the corporation. The immediate supervisor of the CEO is the President of the corporation. The CEO exercises control over the administration of the corporation and the execution of the corporation’s policies. The CEO must attend all meetings of the Board and the membership and assist the Secretary and Treasurer in their duties, including maintain custody of corporate documents and keeping an account of all transactions and financial condition of the corporation. The CEO is authorized to (i) appoint, remove, discipline, and supervise the corporation’s personnel; (ii) authorize and certify payrolls, requisitions, and other documents relating to the

financial affairs of the corporation; and (iii) perform such other duties as may from time to time be prescribed by the Board of Directors. The compensation of the CEO will be determined by the Board. The Board may, by resolution, remove the CEO and terminate employment at any time, with or without cause.

## **ARTICLE VIII**

### **Contracts and Funds**

Section 1. Authorization. The Board of Directors may authorize any Officer to enter into any contract or execute and deliver any instrument in the name of an on behalf of the corporation, and such authority may be general or confined to specific instances. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation must be signed by such officers of the corporation an in such manner as will be determined by resolution of the Board of Directors from time to time.

Section 2. Funds. All funds of the corporation not otherwise employed must be deposited to the credit of the corporation in such banks or other depositories as the Board of Directors may select or as may be designated by any Officer of the corporation to whom such power may be delegated by the Board of Directors.

Section 3. Acceptance of Gifts and Grants. The Board of Directors or any Officer of the corporation to whom such authority may be delegated by the Board may accept on behalf of the corporation any contribution, gift, bequest, device, or grant for general purposes or for any special purpose that may be designated. The Board is authorized to receive contributions from any governmental entity or private sources.

Section 4. Audits. Annually, or as may otherwise be required by the Board, these Bylaws, or by contract for funding, the accounts of the corporation will be audited by a certified public accountant, whose report must be submitted to the Finance Committee and to each member of the Board.

## **ARTICLE IX**

### **Records and Fiscal Year**

Section 1. Records. The corporation must keep complete records of accounts and minutes of the proceedings of its Board of Directors and committees, and maintain all financial records in the principal office of the corporation.

Section 2. Fiscal Year. The fiscal year of the corporation begins October 1, or set by the Board of Directors by resolution from time to time as may be required.

## **ARTICLE X**

### **Amendments**

The Board may amend or repeal these Bylaws and adopt new Bylaws at any regular meeting or special meeting called for that purpose, provided that notice of the proposed

amendment or repeal is given to each Director at least five days prior to the meeting date at which these Bylaws are to be amended or repealed.

## **ARTICLE XI**

### **Dissolution**

The corporation must use its funds only to accomplish the mission and corporate objectives, and no part of these funds shall inure, or be distributed to, any Director, Member, or other person. Upon dissolution of the corporation, any funds remaining must be distributed to one or more regularly organized and qualified organization as defined in IRC 501(c)(6) to be selected by the Board of Directors.

## **ARTICLE XII**

### **General Laws**

Any matters not covered in these Bylaws or in the Articles of Incorporation will be governed by the laws of the State of Florida, including without limitation, Public Records and Sunshine Laws as they may apply.

Approved the 26<sup>th</sup> day of September, 2014

Amended the 19<sup>th</sup> day of October, 2016

\_\_\_\_\_  
Tim Haag, Secretary

Amended the \_\_\_\_\_ day of \_\_\_\_\_, 2019.

\_\_\_\_\_  
By \_\_\_\_\_  
Its Secretary



## **Employee Holidays**

### **Current Handbook**

New Year's Eve

New Year's Day

Martin Luther King Jr. Day

Memorial Day

Independence Day

Labor Day

Veteran's Day

Thanksgiving

Day After Thanksgiving

Christmas Eve

Christmas Day

Floating Holiday

### **Proposed Recommendation**

Floating Holiday #1

New Year's Day

Martin Luther King Jr. Day

Memorial Day

Independence Day

Labor Day

Veteran's Day

Thanksgiving

Day After Thanksgiving

Christmas Eve

Christmas Day

Floating Holiday #2



## BUSINESS DEVELOPMENT REPORT

Year to Date

**October 1, 2018 – May 3, 2019**

**DANITA ANDREWS**  
Director of Business Development



## YEAR TO DATE BUSINESS DEVELOPMENT SUMMARY

Total Pipeline	26
Active Projects	16
Existing	4
New	12
Site Visits	11
Business Retention Visits	31

## Pipeline by Sector



Manufacturing 58%



Aviation/Aerospace 19%



Warehouse/Distribution 12%



Headquarters 4%



Business Services 4%



Marine MRO 4%

### Economic Development Pipeline - Project Rating

Indicates individual project rating/status with varied location decision factors and highly competitive environment:

- (1) Inquiry/Suspect - initial or early stage of activity (example: response for proposal (RFP), presentation of potential site/buildings, demographics, customized package supporting client's needs)
- (2) Prospect - client actively engaged (example: site visit, narrowing location options/short-listed)
- (3) Project - regular client interaction (example: multiple visits, site or building identified, or incentive process initiated)
- (4) Imminent - client decision forthcoming (example: moving toward incentive application approval and local support)
- (5) Announced - project approved, client location formally public

## Economic Development Pipeline

Project Code	# Jobs	Industry Sector	Status	Space Required	Lead	Project Rating
A08312016_WD	5	Warehouse/Distribution	Active	150,000	Direct	3
B12282016_MFG	35	Manufacturing	Active	60,000	Direct	4
A02202017_MFG	20	Manufacturing	Active	0	Direct	3
T07172017_AAM	1325	Aviation	Active	200,000	Direct	3
F10012017_BSVC	5	Business Services	On Hold	20,000	Direct	3
V10302017_MFG	75	Manufacturing	Inactive	60,000	Direct	2
G01/02/2018_WD	30	Warehouse/Distribution	Active	100,000	Direct	4
I02052018_MFG	75	Manufacturing	Dead	155,000	Direct	3
D02202018_AAM	30	Aviation	Active	173,000	Direct	3
H004012018_MFG	140	Manufacturing	Inactive	200,000	Direct	2
A04162018_MFG	50	Manufacturing	Active	30 AC	Consultant	3
E07112018_MFG	20	Manufacturing	Active	200,000	Direct	2
V07132018_HQ	24	Headquarters	Active	10,000	Direct	2
A10232108_WD	45	Warehouse/Distribution	Active	100 AC	FGNW	2
B08102018_MRO	30	MRO	Active	TBD	Direct	2
M09182018_AAM	265	Aviation	Active	TBD	FGNW	3
F09242018_MFG	15	Manufacturing	Active	20 Acres	FGNW	1
C10022018_AAM	16	Aviation	Active	30,000	EFL	1
E10/04/2018_AAM	60	Aviation	Active	85,000	FGNW	1
S10052018_MFG	15	Manufacturing	Active	20 Acres	FGNW	1
L10152018_MFG	12	Manufacturing	On Hold	40,000	Direct	2
H10172019_MFG	10	Manufacturing	Active	20,000	Direct	2
N101918_MFG	45	Manufacturing	Inactive	10,000	FGNW	2
S03112019_MFG	30	Manufacturing	Active	30,000	FGNW	1
C02252019_MFG	70	Manufacturing	Active	100,000	Direct	2
S03142019_MFG	250	Manufacturing	Active	50,000	Local Realtor	2
# Jobs	2,697		Total SF	1,693,000		

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### LEAD SOURCE:

Enterprise Florida, Inc. (1)  
 Florida's Great Northwest (7)  
 Site Consultant (1)  
 Direct (16)  
 Local Realtor (1)

### TYPE:

Existing ☒  
 New ☐

### STATUS:

Active (21)  
 Inactive (3)  
 Hold (2)  
 Dead (1)  
 Announced

### RATING:

1 Inquiry/Suspect  
 2 Prospect  
 3 Project  
 4 Imminent  
 5 Announced

## Total Request For Proposal (RFP) by Sector 10



Manufacturing 60%



Aviation/Aerospace 30%



Warehouse/Distribution 10%

## YTD Prospect/Project Site Visits 8

M09182018_AAM	ACTIVE	Sept. 18, Nov.13, Dec. 19,2018; Apr. 26, 2019
L10152018_MFG	ACTIVE	Oct. 18, 2018
N101918_MFG	ACTIVE	Dec. 2, 2018
A10232108_WD	ACTIVE	Jan. 22, 2019
I02052018_MFG	DEAD	Mar. 4, Mar. 27, 2019
S03142019_MFG	ACTIVE	Apr. 4, May 1-4, 2019

## Total Active Projects 16



Manufacturing 50%



Warehouse/Distribution 19%



Headquarters 6%



12 Recruitment  
4 Expansions

**2239 JOBS**



Aviation/Aerospace 19%

Marine MRO 6%

## Business Retention-Expansion 31 Visits

### Existing Industry Visits 2018-2019

Date	Visit	# Employees	Sector
10/23/18	Vivid Bridge	5	Business Services
11/02/18	IHMC	100	R&D
11/06/18	Ascend Performance Materials	888	Manufacturing
11/09/18	Custom Control	50	Manufacturing
12/07/18	Bell Steel	85	Manufacturing
10/1/18 - 12/30/18	Co-Lab - 15 Existing Business Visits	31	Technology, Business Services
01/10/19	Swan Neck Winery	3	Manufacturing
01/11/19	Griffin & Associates	2	Business Services
03/12/19	Reliance AeroTech	6	Business Services
03/13/19	ST Engineering	150	Aviation
03/14/19	National Flight Academy	25	Manufacturing
03/19/19	Pall Corporation	240	Manufacturing
03/19/19	Navy Federal CU	7445	Financial Services
03/20/19	Offshore Inland	30	MMRO
04/02/19	Armstrong World Industries	245	Manufacturing
04/11/19	Cerex	75	Manufacturing
04/12/19	International Paper	500	Manufacturing

## Business Development & Site Consultant Missions

10/22/2018	ST Aerospace Corporate Visit, Singapore
11/01/2018	Team Florida Partners Blue Angels Homecoming, Pensacola
11/05/2018	Aviation Forum, Hamburg
12/05/2018	Economix, Consultant Connect, Nashville
02/26/2019	FGNW Partners Consultant Mission, New Jersey/New York
03/24/2019	Annual Site Selectors Guild, Salt Lake City
04/29/2019	Business Development Mission, Montreal



## Co:Lab Pensacola

Report for Policy Board as of 5/01/19



Occupancy (Goal: 80%)	Total Leasable Square Feet	Square Feet Occupied	Available	% Occupancy
1st Floor (sf)	2,280	1,555	725	68.20%
2nd Floor (sf)	3,696	3,127	569	84.60%
3rd Floor (sf)	3,974	2,300	1,674	57.88%
<b>TOTAL SQUARE FEET:</b>	<b>7,670</b>	<b>5,427</b>	<b>Combined Occupancy:</b>	<b>70.76%</b>

Current Clients	Connection	Status
Lost Key Media	Tenant	5th year
Samantha Weaver, LLC.	Tenant	3rd year
International Debt Recovery, Inc.	Tenant	3rd year
EBI Management Group, Inc.	Tenant	3rd year
Coast Software, dba. Building on Knowledge	Tenant	3rd year
Data Revolution, LLC	Tenant	3rd year
Pensacola Media Group, LLC.	Tenant	3rd year
Altius Marketing	Tenant	3rd year
Guided Particle Systems, Inc.	Tenant	2nd year
Vivid Bridge Studios	Tenant	2nd year
Snap Soccer	Tenant	1st year
Warfighter Fitness	Tenant	2nd year
Greater Things Fitness	Tenant	1st year
Girl Catch Fire	Tenant	1st year
N Star Investments	Tenant	1st year
Tag Tech	Tenant	1st year
Social Icon	Tenant	1st year
Exited Clients	Date of Entry	Status
The Analyst Group	Mar-09	Graduated 7/15/12
Engineering & Planning Resources	Sep-10	Graduated 4/2014
Robotics Unlimited, Inc.	Oct-14	Graduated 12/2015
Pay Cell Systems, Inc.	Aug-12	Graduated 6/01/16
Clearstream	Aug-14	Graduated 9/1/16
Re Vera Services, LLC	Dec-12	Graduated 9/9/16
Accountingfly	Jun-12	Graduated 2/15/17
FFCFC	Oct-12	Moved out 02/15/17
Paint University	Jun-14	Graduated 2/1/17
Broker Frameworks	Dec-15	Moved Out 2/1/17
Koala Pickup	Jul-16	Moved Out 2/1/17
Hexad Analytics	Jul-16	Moved out 4/1/17
Jewel Graphics	Feb-15	Moved out 4/1/17
Robotics Unlimited, Inc.	May-17	Moved out 10/31/17
Intelligent Retinal Imaging Systems	Feb-14	Graduated 04/01/18
YourTechnoGeeks	Apr-18	Moved out 05/01/18
Business RadioX	Jun-18	Moved out 06/25/18
Hatchmark Studio	Oct-15	Graduated 08/01/18
<b>Total Tenant Companies</b>	<b>17</b>	
<b>Total Current Employment (working in Co:Lab)</b>	<b>40</b>	

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Office space in Milton, FL  
 Office space in downtown Pensacola  
 Office space in downtown Pensacola  
 Office space in Escambia County  
 Moved company to NYC  
 Bought office in downtown Pensacola  
 Office space in downtown Pensacola  
 Office space in downtown Pensacola  
 Bought office/warehouse in downtown Pensacola  
 Moved into other office space in Pensacola  
 Dissolved company, no scalability  
 Dissolved company, loss of founder  
 Continues as freelance developer  
 Company in idle state, took jobs out of town  
 Office space in downtown Pensacola  
 Returned to home office/ freelance work  
 Moved out  
 Moved to Cowork Annex



## **Prospective Board Member Update**

West Florida Hospital – 2/21/19

White-Spunner – 4/2/19

Baptist - 4/3/19

Hancock Whitney – 5/8/19

Greenhut Construction – verbal commitment to join 5/16/19 – application and invoice emailed 5/20/19

Sacred Heart – scheduled for 6/4/19

Baptist Follow Up – scheduled 6/13/19

# 2019

May

June

July

Date	Time	Event	Details
22-May	11:30 am - 1:30 pm	NAIOP NWFL Economic Development Update	Pensacola Yacht Club 1897 Cypress Street, Pensacola
5-Jun	10:00 am - 12:00 pm	First Place Partners Meeting	Santa Rosa EDA Office 6491 Caroline Street Suite 4, Milton
13-Jun	9:00 AM	Committee of the Whole	Ernie Lee Magaha Government Building 221 Palafox Place
18-Jun	10:00 AM	PEDC Meeting	Co:Lab Conference Room
18-Jun	1:00 PM	FloridaWest Board Meeting	Co:Lab Conference Room
11-Jul	9:00 AM	Committee of the Whole	Ernie Lee Magaha Government Building 221 Palafox Place



BOARD OF COUNTY COMMISSIONERS  
ESCAMBIA COUNTY, FLORIDA

221 Palafox Place, Suite 420  
Pensacola, Florida 32502

Telephone (850) 595-3935  
Telefax (850) 595-4908

Amy L. Lovoy  
Interim County Administrator

April 15, 2019

Ryan Tilley  
2211 Dupont Drive  
Pensacola, Florida 32503

RE: Appointment – FloridaWest Economic Development Alliance Board of Directors

Dear Mr. Tilley:

The Board of County Commissioners, in a regular session held on Thursday, April 4, 2019, approved your appointment to the FloridaWest Economic Development Alliance Board of Directors. This appointment was effective April 4, 2019, and will run as long as the appointing authority, the Board of County Commissioners wants you to serve.

As a member of this Board, you are subject to the Sunshine Law. Please review the following enclosures: GUIDE TO THE SUNSHINE AMENDMENT and CODE OF ETHICS for Public Officers and Employees, 2019 Edition, Escambia County Code of Ethics Policy, and the Government-In-The-Sunshine Manual, 2019 Edition. If you have questions, please call our Legal Office at 595-4970.

Also enclosed is a required Reporting Form. Please fill out the form and return it to the Human Resources Department at the address noted at the bottom of the form.

Your willingness to serve our community and the Board in this capacity is appreciated.

Sincerely yours,

A handwritten signature in cursive script that reads "Amy Lovoy".

Amy Lovoy  
Interim County Administrator

AL:ab

Enclosures

pc: Eric Kleinert, Human Resources Department Director  
Scott Luth, Chief Executive Officer, FloridaWest Economic Development Alliance  
Libby Brown, Administrative Assistant, FloridaWest Economic Development Alliance