



**MEETING AGENDA – Tuesday, June 18<sup>th</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 (June 6, 2019)</b> | Donnie McMahon   |
| 3. <b>Public Comment</b>                          | Donnie McMahon   |
| 4. <b>Welcome to Interns</b>                      | Donnie McMahon   |
| a. Caleb Prine – USM Masters Econ Development     |                  |
| b. Alyvia Waite – UWF Marketing                   |                  |
| 5. <b>Action Items</b>                            | Donnie McMahon   |
| a. Approval of May 21, 2019 Minutes               | Donnie McMahon   |
| b. Approval of May 2019 Financials                | Rebecca Ferguson |
| c. Approval of Bylaws                             | Margaret Stopp   |
| d. CEDA Employee Manual Ad Hoc Committee Proposal | Donnie McMahon   |
| e. Greenhut Investor Application                  | Donnie McMahon   |
| 6. <b>Discussion Items</b>                        |                  |
| a. Old Business                                   |                  |
| i. PEDC Board Appointment Policy                  | Donnie McMahon   |
| b. ED Project Updates                             |                  |
| i. Cybersecurity Specialist Update                | Melissa Stoker   |
| ii. Co:Lab  | Patrick Rooney   |
| iii. Business Development                         | Danita Andrews   |
| iv. Marketing                                     | Sena Maddison    |
| v. Workforce                                      | Jeff Dyer        |
| c. Membership                                     | Donnie McMahon   |
| d. ED Calendar Review                             | Sena Maddison    |
| e. New Business                                   | Donnie McMahon   |
| 7. <b>Adjourn</b>                                 | Donnie McMahon   |

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

**Fiscal Year Meeting Schedule**

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

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



## **NOTICE OF PUBLIC MEETING**

There will be a meeting of the FloridaWest Economic Development Alliance Board of Directors on Tuesday, June 18, 2019 at 1:00 pm in the first floor conference room (Suite 103) at CO:LAB 418 West Garden Street, Pensacola Florida 32502.

Persons needing special accommodation to participate in this meeting should contact Sena Maddison with the FloridaWest Economic Development Alliance, in writing, at P.O. Box 1992, Pensacola Florida 32591, or at [smaddison@floridawesteda.com](mailto:smaddison@floridawesteda.com), by written request 48 hours prior to the event date.

For more information, please call (850) 898-2201 or send an email to [smaddison@floridawesteda.com](mailto:smaddison@floridawesteda.com).



**MINUTES – May 21<sup>st</sup>, 2019 1:00 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, Ryan Tilley, Bonita Player, Tim Haag, Lewis Bear

**Associate Members Present:** Ryan Greenhut

**Absent Members:** President Donnie McMahon, Jim Waite, Verdell Hawkins, Jonathan Tucker

**Staff:** Attorney Margaret Stopp, Scott Luth, Melissa Stoker, Danita Andrews, Sena Maddison, Patrick Rooney

**Guests:** Brian Wyer

1. **Call to Order:** The meeting was called to order by Vice President Karen Sindel at 1:03 pm.
2. **Public Notice:** This meeting was publicly noticed for FloridaWest on April 29<sup>th</sup>, 2019.
3. **Public Comment:** Vice President Karen Sindel requested public comment. Brian Wyer thanked us for having him. We are excited to welcome Ryan Greenhut from Greenhut Construction to our board. Ryan Greenhut shared with the group about himself, his history in the community, and his excitement about being involved with FloridaWest.
4. **Action Items**
  - a. **Approve April 10, 2019 Minutes**

Lewis Bear motioned.  
Tim Haag seconded.  
Passed unanimously.
  - b. **Approval of April 2019 Financials**

Change Financials on Agenda to Rebecca Ferguson  
Lewis Bear motioned.  
Tim Haag seconded.  
Passed unanimously.
  - c. **Approval of Inclusive Development Network (IDN) Contract**

This grant gives us the opportunity to develop strategies to assist the unemployed and underemployed in our community. At Rebecca Ferguson's suggestion, we are seeking board approval to receive grant payments from IDN.  
Rebecca Ferguson would like to submit in the minutes that we ratify the acceptance of the grant in the amount of \$60,000 with the correct title of the grant as well as add it to the budget as income. Scott Luth will work with accounting to ensure the funds are reflected clearly.  
Lewis Bear seconded.  
Passed unanimously.

## 5. Discussion Items

### a. Old Business

1. FloridaWest Bylaw Review Update: Margaret Stopp provided an update on the bylaws. Article 3 Sections 1&2 reflect the major changes while the others are more clerical. Margaret Stopp reached out for input from the city and county regarding the bylaws. Pending discussion today, it may be good to wait until next month for final vote. That will allow the commissioners time to make suggestions. Waiting will also give the Governor time to sign the PEDC new legislation. Margaret Stopp asked for additional feedback. Tim Haag asked if we have a minimum required of board members. She stated that she believes 7 is the minimum with a maximum of 21. This is already included in the articles of incorporation, which can also be amended. Rebecca Ferguson noted Article 1 has a misspelling for FloridaWest Economic Development Alliance. Scott Luth asked that we get approval pending the Governor's decision and the County Commissioners input.

The board accepts this document with the spelling change. Expecting to provide a final vote at the next board meeting

2. CEDA Employee Manual: When we discussed this at the last meeting, several items of concern were raised. Scott Luth requested an ad hoc committee to thoroughly review and make suggestions to the board. Scott noted the provided Holiday schedule for review and discussed the concerns regarding alcohol usage policy by employees, Margaret Stopp recommended that we delete specific policies and instead develop the code of conduct policy in broader, general terms to allow room for this to be addressed. She also indicated that a smaller committee could review the work already done by Scott, Melissa, and Landrum in more detail, providing a report to the board. Melissa Stoker and Scott Luth will spearhead from FloridaWest. Tim Haag and Lewis Bear will serve from the Board. Scott Luth also shared information regarding our D&O coverage as well as our general liability policies covering our board of directors. There is an option that we can get event riders for any event FloridaWest hosts as it relates to that specific event. Legal defense would be provided through the insurance per Margaret Stopp as individuals and a board. The ad hoc committee will have legal and insurance representation there to help ensure all concerns are addressed. This meeting will be properly noticed for Sunshine.

### b. ED Project Updates: Scott provided an update to the group.

1. Cybersecurity: Scott Luth shared that Bob David is finishing up his contract and all work is just about complete. The collective decision of the group involved was to support growing the government contracting cyber sector first. The group will now begin to develop separate action items around Workforce, Infrastructure, Marketing, and Business Development. The Cybersecurity Specialist position is on the street with a closing date of this Friday.
2. Co:Lab: Patrick Rooney indicated that we are not currently meeting the 80% occupancy goal with the opening of the 1<sup>st</sup> floor. There has been a lot of interested people coming into the building in recent months. There are several tech companies, one which has been approved by the board to move in. Several current tenants are exploring additional office space as they grow. We also have some shifts happening. Patrick's office will be relocated to a smaller space on the first floor. One client did downsize due to reallocating resources offsite. Full-time employment is 23. Part-time employment is 10. There are 45 subcontractors. In the first calendar quarter, clients reporting \$877,000 in

revenues. Scott let the board know that the Co:Lab has been short staffed with the Office Manager vacancy. There is a final interview for that position tomorrow.

3. **Business Development:** Danita Andrews shared that she spent two days with a client last week that represents a service company with ties to manufacturing that is looking to move into the united states market. We will continue to work with them, which would be a build to suit that would need a minimum of a 100K sq ft with room to double it over time. Danita is also working with another company who has hired a local manager to help get their Pensacola operation up and running. Initially, they would have one product line with huge potential to bring new product lines to Pensacola for manufacturing and automotive. There are two RFPs for FGNW associated with their marketing of the area and identifying potential clients. Lewis Bear asked for the average wages of the two companies. One has an average wage of \$60k and the other at \$50k. Finding property right now is our biggest challenge. We are trying to find other ways to respond to site and building requests. Scott Luth indicated that we will reach out to find out about the property off Highway 29.
  4. **Marketing:** Scott Luth and Sena Maddison shared the video effort for FloridaWest and PEDC. He also introduced UWF student, Alyvia Waite, as our summer marketing intern. Sena shared there will be 8 shorter videos driving back to the original longer message. Sena stated that there is some editing still to do. The video is a benefit to all of us. Scott Luth indicated it is to push positive generic marketing with a call to action. Targeted marketing will follow. Getting positive messaging out will be critical to our success. This video effort is to create a springboard.
  5. **Workforce:** Scott Luth updated the group on Jeff Dyer's efforts since his start four months ago. We wrote the inclusion grant with CAEL for \$60,000. We have our first meeting coming up in Cleveland, OH in about two weeks. We are asset mapping our workforce resources and then exploring how to direct those strategies and plans. All the various groups working to support the effort will make it happen for those underemployed or unemployed. Jeff Dyer is also working on the Skill Bridge program which helps those about to separate from the military transition. Eglin has moved that ahead of us, so Jeff is doing outreach to Corry, NAS, and Whiting Field to set up a similar program. We will bring more back to the board as it develops.
  6. **Triumph/Legislative Updates:** Our PEDC bylaws are sitting on the Governor's desk. Once approved, we will need to modify our language. The Governor has until May 31<sup>st</sup> to sign off. It can become law without his signature so long as he doesn't veto. We are excited about the \$1.5M awarded to the airport. The Governor's Growth Fund (GGF) did pass and expect to see applications mid-late summer. We had a Bluffs ask for improvements to the road in front of Ascend that was denied due to redirected efforts for Hurricane Michael recovery. We will be looking at a GGF through PEDC and may need support letters. We will probably look at an ETDF to support that. That will probably result in a Triumph ask next year. We were successful that the school system was awarded with contract terms they agreed upon. This will bring in a new cyber program and certifications.
- c. **Membership:** Scott Luth directed the board to review the included paperwork documenting efforts made to increase membership. We have asks into West Florida Hospital, Hancock Whitney, and White-Spunner. There will be follow up with Sacred

Heart and Baptist. Ryan Greenhut is here as the result of Lewis Bear and Scott Luth meeting last week with Bill and Ryan Greenhut of Greenhut Construction.

**d. ED Calendar Review:** Sena Maddison stated that the board materials on the website have been streamlined and an updated calendar is online as well.

**e. New Business:**

1. Tim Haag shared that ECUA is in the process of launching a new website. There are concerns about meeting ADA requirements and compliance for websites. Scott Luth stated that Sena Maddison is researching this for FloridaWest. Any public body is required to be ADA compliant. Some have chosen to remove all PDFs from their website until they can determine how to be ADA compliant. Records are available by request. Local governments will probably provide good direction/guidance. Scott Luth asked if PDFs should remain on the website for now as he is looking for direction from the board. The board agreed to leave documents on the website for the public to access and have Sena Maddison will reach out to Trudy Nichols and others to research our options for compliance.
2. June Board Meeting: Scott Luth will be in Paris on June 18<sup>th</sup>, which is the scheduled date for the next board meeting. The board elected to continue with the meeting as planned.

Karen Sindel asked for additional comments. Rebecca Ferguson shared that there is a crane removing debris from the water to make way for a public marina.

Adjourned at 2:18 pm.

Respectfully Submitted By:

---

Rebecca Ferguson, Secretary-Treasurer  
FloridaWest Economic Development Alliance

**FloridaWest (CEDA)**  
**Profit & Loss Budget Performance**  
October 2018 through May 2019

	<b>Oct '18 - May 19</b>	<b>Budget</b>	<b>\$ Over Budget</b>	<b>% of Budget</b>
<b>Income</b>				
4200 · Associate Membership Dues	6,666.67	40,000.00	-33,333.33	16.67%
4000 · Membership Dues	133,333.33	280,000.00	-146,666.67	47.62%
4410 · Non-Dues Income	65,541.56	50,000.00	15,541.56	131.08%
4420 · Government Income	100,000.00	150,000.00	-50,000.00	66.67%
4430 · PEDC	400,000.00	650,000.00	-250,000.00	61.54%
4500 · CoLab - Rent	62,705.23	179,000.00	-116,294.77	35.03%
4512 · Miscellaneous Income	1,741.39	1,000.00	741.39	174.14%
<b>Total Income</b>	<b>769,988.18</b>	<b>1,350,000.00</b>	<b>-580,011.82</b>	<b>57.04%</b>
<b>Gross Profit</b>	<b>769,988.18</b>	<b>1,350,000.00</b>	<b>-580,011.82</b>	<b>57.04%</b>
<b>Expense</b>				
5005 · Bank & Credit Card Fees	214.64	1,000.00	-785.36	21.46%
5060 · Marketing, Adv & Promo/Investor	109,360.93	125,000.00	-15,639.07	87.49%
5066 · Database/Research	21,585.00	20,000.00	1,585.00	107.93%
5100 · Audit Expense	24,394.46	35,000.00	-10,605.54	69.7%
5105 · Legal Fees	6,825.00	10,000.00	-3,175.00	68.25%
5120 · Auto Travel	5,315.68	15,000.00	-9,684.32	35.44%
5140 · Business Travel	31,188.26	60,000.00	-28,811.74	51.98%
5190 · Depreciation Expense	0.00	15,000.00	-15,000.00	0.0%
5200 · Dues & Subscriptions	7,083.51	10,000.00	-2,916.49	70.84%
5310 · Insur-D&O/Liab/Umbrella/EPLI	4,001.78	6,000.00	-1,998.22	66.7%
5410 · Maint & Repair- Computers	16,556.94	15,000.00	1,556.94	110.38%
5440 · Meeting Expense	1,029.61	2,500.00	-1,470.39	41.18%
5500 · CoLab Expenses	76,540.88	148,000.00	-71,459.12	51.72%
5559 · Workforce Marketing	7,852.63	20,000.00	-12,147.37	39.26%
5600 · Miscellaneous Expense	262.11	1,000.00	-737.89	26.21%
5610 · Postage	439.42	500.00	-60.58	87.88%
5680 · High Growth Companies	869.94	20,000.00	-19,130.06	4.35%
57000 · Employee Wages & Benefits	411,890.36	785,000.00	-373,109.64	52.47%
5800 · Supplies	1,568.90	2,000.00	-431.10	78.45%
5915 · Telephone	2,118.47	3,000.00	-881.53	70.62%
5925 · Cell Phones	6,338.49	6,000.00	338.49	105.64%
5954 · Copier Expense	1,590.52	2,000.00	-409.48	79.53%
5980 · Rent Expense	35,009.55	48,000.00	-12,990.45	72.94%
<b>Total Expense</b>	<b>772,037.08</b>	<b>1,350,000.00</b>	<b>-577,962.92</b>	<b>57.19%</b>
<b>Net Income</b>	<b>-2,048.90</b>	<b>0.00</b>	<b>-2,048.90</b>	<b>100.0%</b>

# FloridaWest (CEDA)

## Balance Sheet

As of May 31, 2019

May 31, 19

### ASSETS

#### Current Assets

##### Checking/Savings

1000 · Checking- Private Hancock -363 536,554.39

1010 · Checking - Public Hancock- 355 88,800.97

Total Checking/Savings 625,355.36

##### Accounts Receivable

11000 · Accounts Receivable 46,797.14

Total Accounts Receivable 46,797.14

Total Current Assets 672,152.50

#### Fixed Assets

1702 · Accum Depr-Leasehold Improvemen -4,070.00

1655 · Leasehold Improvements 135,544.93

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 185,770.40

#### Other Assets

1800 · Security Deposit 1,000.00

Total Other Assets 1,000.00

**TOTAL ASSETS 858,922.90**

### LIABILITIES & EQUITY

#### Liabilities

##### Current Liabilities

##### Accounts Payable

2000 · Account Payable 30,301.77

Total Accounts Payable 30,301.77

##### Other Current Liabilities

##### 2300 · Other Payables

2350 · Christmas Club Payable 4,600.00

Total 2300 · Other Payables 4,600.00

2400 · Payroll Liabilities 3,677.00

Total Other Current Liabilities 8,277.00

Total Current Liabilities 38,578.77

Total Liabilities 38,578.77

#### Equity

3200 · Unrestricted Net Assets 822,393.03

Net Income -2,048.90

Total Equity 820,344.13

**TOTAL LIABILITIES & EQUITY 858,922.90**

**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 Alliance, 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 CEDAFloridaWest is to promote industry and commerce, enhance the business climate and stimulate economic prosperity, support workforce development, promote community development, and encourage political action. CEDAFloridaWest will strive to accomplish the greatest good for the greatest number of people in Pensacola, Escambia County, and Northwest Florida. CEDAFloridaWest 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 CEDAFloridaWest 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 CEDAFloridaWest; provided, however, that annual payments from governmental entities will be credited to CEDAFloridaWest upon receipt.

(1) Applications for membership must be in writing to CEDAFloridaWest.

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

(3) Resignations must be in writing to CEDAFloridaWest.

(4) Each Member in good standing ~~is entitled to one vote and~~ qualifies for consideration as a Director. Entities must provide to CEDAFloridaWest 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-FloridaWest~~ 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~~FloridaWest.

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

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

(4) Investors will receive communications related to FloridaWest 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-serve~~ on a Committees of ~~CEDA~~ FloridaWest.

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, providedd that:

(1) the fact of the relationship or interest is disclosed to or is otherwise known by the ~~b~~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

**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 Alliance, and FloridaWest EDA ("FloridaWest"), 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 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. FloridaWest will strive to accomplish the greatest good for the greatest number of people in Pensacola, Escambia County, and Northwest Florida. 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 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 FloridaWest may become a voting Member upon an annual 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 fulfillment of the financial commitment annually as determined by the Board of Directors of FloridaWest; provided, however, that annual payments from governmental entities will be credited to FloridaWest upon receipt.

- (1) Applications for membership must be in writing to FloridaWest.
- (2) Membership must be approved by the Board of Directors.
- (3) Resignations must be in writing to FloridaWest.

(4) Each Member in good standing qualifies for consideration as a Director. Entities must provide to FloridaWest the name of the person designated to 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. Investors. An entity or person interested in the development of this region and who desires to preserve and promote the objectives of FloridaWest may become an Investor upon an annual financial commitment to be determined by the Board of Directors from time to time, and remains in good standing upon fulfillment of the financial commitment annually as determined by the Board of Directors.

(1) Applications as an Investor must be in writing to FloridaWest.

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

(3) Resignations must be in writing to FloridaWest.

(4) Investors will receive communications related to FloridaWest 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.

(6) Investors are not entitled to elect Directors and cannot become a Director.

(7) Investors are encouraged to let the Board know of the Investor's interest in serving on a Committee of FloridaWest.

#### Section 4. Meetings.

4.1 Annual Meeting. A meeting of the Members 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 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 FloridaWest. The affairs of 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, 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 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 may include 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 that:

(1) the fact of the relationship or interest is disclosed to or is otherwise known by the 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 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.

1.1 Quorum. 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.

1.2 Form. 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. 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 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

\_\_\_\_\_  
Rebecca Ferguson, Secretary/Treasurer

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

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

## Follow Up Items for CEDA/FloridaWest Employee Handbook

### Holidays

Paid holidays for CEDA employees are as follows:

New Year's Eve	Independence Day	Christmas Eve
New Year's Day	Labor Day	Christmas Day
Martin Luther King, Jr. Day	Veterans Day	
Memorial Day	Thanksgiving	
"Floating" Holiday	Day After Thanksgiving	

As a general matter, if a holiday falls on a Saturday, it will be observed on the preceding Friday; if the holiday falls on a Sunday, it will be observed the following Monday.

### Personal Time Off (PTO) Policy

The organization has designated a **combination vacation and sick-leave policy** known as the Personal Time Off (PTO) Plan. This plan is applicable to all full-time employees. Part-time employees will earn proportionate leave based upon the hours they normally work.

PTO hours accrue according to the following table for full-time employees:

Years of Service*	Hours per Pay Period	Hours per Year
0 to less than 5	6.77	176 (22 days)
5 to less than 10	8.31	216 (27 days)
10 or more years	9.85	256 (32 days)

PTO hours accrue according to the following table for part-time employees:

Years of Service*	Hour/Per Hour Worked	Hours per Year
0 to less than 5	0.0846	176 (22 days)
5 to less than 10	0.1038	216 (27 days)
10 or more years	0.1231	256 (32 days)

*\*Employment anniversary date will be used to determine accrual schedule.*

### Ethics Policy

CEDA Associates are expected to maintain the highest ethical and legal standards. The intent of this policy is that each associate will conduct him/herself with integrity, comply with all applicable laws and regulations, and avoid any circumstances that would cast doubt on an associate's ability to act with total objectivity and in CEDA's best interest.

## Conflicts of Interest

Associates should avoid any situation that involves or may involve a conflict between their personal interest and the best interests of CEDA. It is expected that all associates will use good judgment, high ethical standards and honesty in all business dealings. A conflict of interest is any circumstance that could cast doubt on your ability to act totally objectively regarding CEDA's interests, or any circumstance that benefits the associate to the detriment of CEDA. This includes potential conflicts arising from activities of a spouse, immediate family member or other person with whom an associate may have a personal relationship. Any actions or interests that create even the appearance of conflict or impropriety fall within this policy and must be avoided.

## Guidelines for Appropriate Conduct

An employee of the organization is expected to accept certain responsibilities, adhere to acceptable principles in matters of personal conduct and exhibit a high degree of personal integrity at all times. This not only involves a sincere respect for the rights and feelings of others, but also demands that both while at work and in their personal lives, employees refrain from behavior that might be harmful to the employees, co-workers, the citizens and/or the organization.

Whether an employee is on-duty or off-duty, his or her conduct reflects on the organization. An employee should observe the highest standards of professionalism at all times.

Types of behavior and conduct that the organization considers inappropriate include, but are not limited to, the following:

1. Violating any company nondiscrimination and/or harassment policy.
2. Soliciting or accepting gratuities.
3. Excessive absenteeism or tardiness.
4. Excessive, unnecessary or unauthorized use or abuse of company property or the property of other employees.
5. Reporting to work intoxicated or under the influence of non-prescribed drugs or participating in the illegal manufacturing, possession, use, sale, distribution or transportation of drugs.
6. Fighting or using obscene, abusive, or threatening language or gestures.
7. Theft of property from co-workers, citizens, or the company.
8. Disregarding safety or security regulations.
9. Neglect or carelessness resulting in damage to company property or equipment.
10. Dishonesty or falsification of records, including reimbursements, expenditures, CEDA purchases, travel and entertainment expenses, and applications for employment.
11. Insubordination or refusal to carry out reasonable directives of vice presidents or supervisor
12. Improper disclosure of confidential organizational information.

Should an employee's performance, work habits, overall attitude, conduct or demeanor become unsatisfactory and in violation of either of the above-referenced items or any other CEDA policies, rules or regulations, an employee will be subject to disciplinary action up to and including termination.

# **Community Economic Development Association of Pensacola and Escambia County, Inc. (“CEDA”).**

**(DBA: FloridaWest EDA)**

**Supplement to Landrum Professional  
Employee Handbook**

**(Revised 06/17/2019)**

## Table of Contents

### INTRODUCTION

CEDA Purpose

Policy Statement

**Bookmark not defined.**

### EMPLOYMENT INFORMATION

Employment Status

Performance Appraisals

Merit Pay Adjustments

Work Hours

Breaks

Office Access

Dress Code

### EMPLOYEE BENEFITS

Insurance Coverage

401(K) Retirement Plan

Technology Assets

Holidays

Personal Time Off (PTO)

Bereavement Leave

Volunteer Time Off

Leaves of Absence

Civil and Military Responsibilities

Extended Leaves of Absence

Health Insurance Coverage during Leaves of Absence

Jury Duty

Inclement Weather

### EMPLOYMENT POLICIES

Payroll

Staff Meetings

Safety Rules and Procedures

Accidents

Safety Awareness

Drug and Alcohol Testing

- Employee Business Code of Conduct
  - Organizational Funds and Other Assets
  - Records and Communications
  - External Communications
- Public and Personal Contact Guidelines
  - Telephone
  - CEDA Partner Email Addresses
- Guidelines for Appropriate Conduct
- Disciplinary Protocol
- Harassment, Discrimination, and Dispute Resolution
- Conflict of Interest
- Business Referrals
- Gifts, Entertainment, and Favors
- Anti-Nepotism
- Smoking
- Change of Address
- Expense and Travel
- Intellectual Property
- Electronic Communications
  - Access to Employee Communications
  - Passwords
  - Personal Use
  - Prohibited Activities
  - Confidential Information
  - Encryption
  - Participation in Online Forums
  - Updates
  - Technical Support
  - Communication Violations
  - Personal Devices

Supplement to Landrum Professional Employee Handbook Agreement

## **WELCOME & INTRODUCTION**

We are pleased to have you join us on the FloridaWest/CEDA team. This handbook has been prepared to serve as a guide for the effective and efficient operation of the Community Economic Development Association of Pensacola and Escambia County, Inc, also known as FloridaWest. The Community Economic Development Association of Pensacola and Escambia County, Inc. may be referred to as: the CEDA, FloridaWest the company, or the organization. Any of these titles include the Community Economic Development Association of Pensacola and Escambia County, Inc. for purposes of this employee handbook.

Knowledge of our organization is essential to good performance of your regularly and specially assigned tasks. Study this handbook now, but from time to time, refresh your memory on certain procedures and practices of the organization.

Any deviation from the established pattern of operation will be permitted only on the authority of the President of the Board. Furthermore, the policies and procedures set forth in this manual are to be advisory only and are not to be interpreted as a contract for employment or any benefit provided therein.

CEDA possesses the sole right to operate and manage the affairs of the organization. CEDA reserves the right to amend/update this personnel policy handbook at any time. Employees will be notified of any changes through written announcements, training classes, or departmental meetings. This handbook does not cover all possible situations that may arise during the course of employment, and the organization reserves the right to take required management actions appropriate for the situation; including complying with local, state, and/or federal law.

Should any of the provisions of these Employment Policies and Procedures be determined to be contrary to federal, state, or local law, the remaining provisions of these Employee Policies and Procedures will remain in full force and effect.

To the extent that any law provides additional or different benefits or rights to employees, the provisions of these Employee Policies and Procedures will be deemed to include those statements of law.

Nothing in this handbook is intended to create, and cannot be construed as creating, an express or implied contract of employment or to guarantee a term of employment, compensation, or benefits. This handbook supersedes and replaces all previous personnel policies, practices, and guidelines.

Because CEDA is a growing and changing organizations, it reserves full discretion to add to, modify, or delete provisions of this handbook, or the policies and procedures on which they may be based, at any time, without advance notice. For this reason, we urge you to check with your supervisor or the CEO to obtain current information regarding the status of any particular policy, procedure, or practice.

This handbook is the property of CEDA, and it is intended for your personal use and reference as an associate of CEDA. Please sign the acknowledgement form at the back of this handbook and return it to the Operations Manager. This will provide CEDA with a record that you received the handbook.

### **CEDA Purpose**

The purpose of CEDA 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 will strive to accomplish the greatest good for the greatest number of people in Pensacola, Escambia County, and Northwest Florida. CEDA 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. The

duration of the corporation is perpetual unless dissolved according to law.

CEDA is not organized for the pecuniary gain or profit of, and neither the net earnings nor any part of the net earnings is distributable to, its members, directors, officers, or other private persons except as specifically permitted under the provisions of the Florida Not for Profit Corporation Act.

It is intended that the corporation have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended (the "Code") and an organization described in Section 501(c)(6) of the Code. These Articles must be construed accordingly, and all powers and activities of the corporation are limited accordingly.

### **Policy Statement**

This employee handbook does not cover all possible situations that may arise during the course of employment, and the organization reserves the right to take required management actions appropriate for the situation; including complying with local, state, and/or federal law.

Should any of the provisions of these Employment Policies and Procedures be determined to be contrary to federal, state, or local law, the remaining provisions of these Employee Policies and Procedures will remain in full force and effect.

To the extent that any law provides additional or different benefits or rights to employees, the provisions of these Employee Policies and Procedures will be deemed to include those statements of law.

### **Mission Statement**

CEDA will focus on wealth creation for Escambia County – Supporting businesses that produce a product or service in the region and sell it elsewhere, thereby bringing revenues in to our community.

CEDA will primarily work to increase capital investment and high wage jobs by attracting new businesses, retaining and expanding existing businesses and helping new business grow.

### **Equal Employment Opportunity**

CEDA is an equal employment opportunity employer and is committed to its policy of nondiscrimination and equal opportunity for all applicants and employees. CEDA does not discriminate on the basis of race, color, religion, gender/sex, sexual orientation, national origin, age, veteran's status, marital status, or any other legally protected status. CEDA's policy of providing equal employment opportunities to applicants and employees applies to all employment related decisions. Employment related decisions are those decisions that directly relate to the employment relationship, including recruiting, hiring, compensating, training, evaluating, promoting, and disciplining employees. CEDA makes those decisions based on job-related factors, such as qualifications, experience, performance and availability.

## **EMPLOYMENT INFORMATION**

### **Employment Status**

A full-time employee is defined as working a minimum of 30 hours per week on a continuous basis. A part-time employee is defined as working fewer than 30 hours per week on a continuous basis. All employees, unless operating under a written employment contract, are considered to be at-will employees. This means that either the employee or the employer can discontinue the employment arrangement at any time for any reason not prohibited by law. All new hires will work under a 90-day probationary period, after which a determination of continued employment will be made.

## The First 90 Days

CEDA recruits carefully and believes that it is hiring the best associate for each position. It is, however, to both CEDA and the associate's advantage to have an initial period of employment in which the associate has time to appraise CEDA and job content, and CEDA has a similar opportunity to appraise the new associate's job performance. Thus, each new associate must satisfactorily complete an introductory period of 90 days measured from his or her initial date of employment. At the successful completion of the 90-day introductory period, the associate becomes a regular associate. The employment "at will" policy remains in effect after the introductory period has been completed.

## Performance Appraisals

Supervisors and employees are strongly encouraged to discuss job performance and goals on an informal, day-to-day basis. Typically, each employee's immediate supervisor will conduct a formal written performance evaluation annually. This evaluation will be conducted in person with each of the supervisor's subordinates. Each appraisal should focus on feedback on job performance, areas of success, and areas where improvement is needed. Reaching individual, departmental, as well as organizational goals will be a part of the performance review. Employees will be allowed to provide a written comment during the appraisal process with their feedback. Refusal to sign a performance appraisal will not keep the appraisal from being filed.

Incentives for reaching established performance measurements may be awarded from time to time, based on budgetary consideration and Board approval. Salary determinations are separate from the appraisals and rely heavily on job descriptions, specific responsibilities, and available funds.

## Merit Pay Adjustments

The CEDA award merit-based pay adjustments in an effort to recognize truly superior employee performance. The decision to award such an adjustment is dependent upon numerous factors, including the information documented by a formal performance evaluation process and available funds.

## Work Hours

Normal office hours are Monday through Friday from 8:00 a.m. to 5:00 p.m. The typical work week for all full-time employees is forty (40) hours per week.

The organization reserves the right to adjust and change hours of work, days of work and schedules to fulfill its responsibility to members and partners. In an emergency, previously scheduled hours of work, days of work and work arrangements may be altered at the discretion of management. Changes in work schedules will be announced as far in advance as practical.

Occasionally, it may be necessary for non-exempt and hourly employees to work overtime hours or hours outside of the typical work day. Any hours worked outside of the typical workday should be coordinated with that employee's supervisor. It is at the discretion of the supervisor whether, or not, an employee's schedule will be modified in order to avoid overtime hours or whether to allow the employee to work overtime. If an employee anticipates working more than forty (40) hours in a given work week, he or she must obtain prior approval from their supervisor.

If a non-exempt employee works more than 40 hours in an established work week, then the employee will be paid one and one-half times (1½) his/her hourly rate for any hours over 40. In computing hours for overtime purposes, the employee must physically work more than 40 hours to be eligible for overtime calculations. Leave of any nature is NOT considered in overtime calculations in accordance with the Fair Labor Standards Act.

## Attendance

Associates are expected to:

1. Report to work on time, observing the time limits for rest and lunch periods, and obtaining approval to leave work early; and
2. Notifying the supervisor in advance of anticipated tardiness or absence.

## Breaks

Minimal breaks are allowed and should not be excessive or lengthy. Lunch breaks, if taken, should be taken in the middle of the day.

A kitchen area is maintained for the convenience of the employees, including use of the refrigerator. Employees are responsible for cleaning up after themselves and their guests.

## Office Access

CEDA provides associates with parking directly outside of its building. CEDA is not responsible for any vehicle that is damaged or stolen while parked on the premises.

Keys to appropriate building doors and access codes to the building's alarm system will be provided to all approved employees.

## Dress Code

General Guidelines:

CEDA aspires to maintain a comfortable, professional, and relaxed working environment. Employees are expected to dress professionally and use moderation and good judgment in choosing dress, hairstyles and accessories. Clothing and accessories should be clean, pressed and in good repair. Hair should be a natural color and be neat and professional in appearance and style. No gauge earrings are allowed.

The following specific guidelines will apply:

- Professional business attire is required, especially on event days or for meetings.
- Dresses and skirts must be business length, no shorter than 1-2" above the top of the knee cap.
- Footwear must be professional in appearance.

Appropriate Attire Includes Items Such As:

Traditional Suits/Shirt and Ties	Pantsuits
Polo Shirts with Collars	Blouses
Oxford Shirts without a tie	Sweaters/Cardigans
Blazers/Sports Jackets	Boating/Deck Shoes
Casual Pants	Loafers
Casual Dresses/Skirts	Dress Shoes
Jeans/Denim - Fridays or with Supervisor Approval	Chino's or Dockers type trousers
Tennis Shoes - Fridays or with Supervisor Approval	Solid Colored Leggings worn under a dress, skirt, or long tunic

Inappropriate Attire Includes Items Such As:

Athletic Attire	Sweat Suits/Jogging Suits
T-Shirts	See-through clothing
Midriff or Cut-Out Shirts	Spandex
Tube, Tank, Halter Tops	Clothing with Tears, Patches, Holes
Bib Overalls	Beach Shoes/Flip Flops

The CEO and/or Directors, will, at his/her sole discretion, determine whether an employee's dress code and personal appearance is acceptable. Non-compliant employees will be sent home to comply with the dress code and appearance guidelines. Employees seeking an exception to any of the policies on dress code and personal appearance should contact the CEO and/or Directors.

### **Business-Casual Friday Guidelines**

Business-casual day is each Friday. Participation in casual day is voluntary for all staff; however, if you have a meeting or event, please refer to the regular dress code guidelines (above). The following specific guidelines will apply:

- CEDA logo shirts or similar style shirts are permitted.
- Khaki-style slacks, skirts and jeans are permitted.
- Shorts are **not** permitted unless prior approval is given by the CEO.

## **EMPLOYEE BENEFITS**

### **Insurance Coverage**

Landrum HR's experienced benefits specialists and independent agents can assist you in obtaining cost-effective coverage. The CEDA may participate in the cost of providing such coverage as an additional benefit of employment, although certain restrictions may apply. Detailed benefit information will be provided upon hiring. Changes to benefits will be made at the employer's discretion and will be communicated appropriately.

### **401(K) Retirement Plan**

The CEDA offers a 401(K) retirement plan for all employees who have been employed by the CEDA for at least ninety (90) days and meet other eligibility requirements. The CEDA may participate with employer matching as an additional benefit of employment, although certain restrictions may apply.

### **Technology Assets**

For certain positions, assets, such as smart phones, tablets, laptops, etc. may be issued. Employees who receive these assets must sign the appropriate agreement/inventory forms and adhere to the corresponding policies. Company assets are for business purposes only and not for personal benefit; therefore, use of assets for personal use is prohibited. All assets are to be returned upon separation of employment.

## Holidays

Paid holidays for CEDA employees are as follows:

New Year's Eve	Independence Day	Christmas Eve
New Year's Day	Labor Day	Christmas Day
Martin Luther King, Jr. Day	Veterans Day	
Memorial Day	Thanksgiving	
"Floating" Holiday	Day After Thanksgiving	

As a general matter, if a holiday falls on a Saturday, it will be observed on the preceding Friday; if the holiday falls on a Sunday, it will be observed the following Monday.

## Personal Time Off (PTO) Policy

The organization has designated a **combination vacation and sick-leave policy** known as the Personal Time Off (PTO) Plan. This plan is applicable to all full-time employees. Part-time employees will earn proportionate leave based upon the hours they normally work.

PTO hours accrue according to the following table for full-time employees:

<b>Years of Service*</b>	<b>Hours per Pay Period</b>	<b>Hours per Year</b>
0 to less than 5	6.77	176 (22 days)
5 to less than 10	8.31	216 (27 days)
10 or more years	9.85	256 (32 days)

PTO hours accrue according to the following table for part-time employees:

<b>Years of Service*</b>	<b>Hour/Per Hour Worked</b>	<b>Hours per Year</b>
0 to less than 5	0.0846	176 (22 days)
5 to less than 10	0.1038	216 (27 days)
10 or more years	0.1231	256 (32 days)

*\*Employment anniversary date will be used to determine accrual schedule.*

PTO may be used at the employee's option, after supervisor approval, for vacation, personal or family illness, appointments, or extra holiday time.

Employees must use PTO for all absences, including partial-day absences. Unpaid leave may not be utilized when an employee has available PTO hours, except the minimal provision for extended leave. Employees may accrue, but may not use, PTO during their probationary period.

Except in emergencies, use of PTO should be coordinated with and approved by department supervisors to ensure that department operations and coworkers are not adversely affected.

Leave may not be taken in increments longer than ten (10) days at a time, except in extraordinary circumstances with authorization from the President.

PTO will not be taken in excess of the amount of time accrued; in other words, an employee's PTO account cannot ever have a negative balance. If an employee has an adequate amount of PTO on file at the time a request is made but no longer has an adequate amount of PTO on file at the time PTO is to be taken,

the employee may not take the time off work, except with approval from the CEO. This PTO policy does not affect any right an employee may have under any law.

### Carryover of PTO

Carryover of PTO (from calendar year to calendar year) will be based on a carryover date of January 1<sup>st</sup> and will be limited to 320 hours.

Upon discontinuation of employment, employees who have been employed for at least one year may be paid for any unused PTO, up to the maximum hours indicated in the table below. Any employee with a negative PTO balance (which may only occur as a result of CEO's approval) will have the negative balance deducted from their final paycheck.

<b>Years of Service*</b>	<b>Maximum PTO Payout</b>
0 to less than 5	80 hours
5 to less than 10	120 hours
10 or more years	160 hours

*\*Employment anniversary date will be used to determine maximum PTO payout.*

### Bereavement Leave

Employees will be allowed reasonable time off (up to five days) with pay in cases of death in the immediate family. Immediate family is understood to include: spouses, parents, step-parents, grandparents, siblings, step-siblings, half-siblings, children, step-children, grandchildren, fathers- and mothers-in-law, brothers- and sisters-in-law, and sons- and daughters-in-law. For bereavement leave that does not fall under one of these family member categories, paid vacation time may be taken; otherwise it will be considered an unpaid absence.

### Volunteer Time Off

In an effort to encourage our employees to give back to the community in which we live and serve, the CEDA is pleased to provide paid time off for our employees who volunteer their time and service to an approved local non-profit 501(c)(3) organization. Organizations will be approved based on their mission and how it directly relates to the betterment of the Greater Pensacola area. Volunteer time off will be approved based on the nature of involvement with the approved organization and the amount of time needed, i.e., serving on the Board of Directors of an approved organization or volunteering for a one-time approved event.

To be eligible for volunteer time off, employees must be full-time, actively at work, and must receive advance approval from the President. Approval for paid volunteer time will be granted on a case-by-case basis by the President. Volunteer service must be non-paid by the non-profit organization; volunteer hours specifically supporting partisan political groups are not eligible; and the event or service must directly benefit the Greater Pensacola community.

Volunteer time is not accrued, has no cash value and will not be paid upon termination of employment. Volunteer time, like other paid time off, is not work time and will not count towards overtime. Volunteer time for this purpose will only be considered when it coincides with the regular work schedule; employees who volunteer their time in any capacity after work hours are encouraged to do so, but are not subject to approval under this policy.

## **Leaves of Absence**

### **Civil and Military Responsibilities**

Please refer to the Landrum Employee Handbook for policy information, which follows the Uniformed Services Employment and Re-employment Rights Act of 1994 (USERRA).

### **Extended Leaves of Absence**

Extended Leaves of Absence may be available to employees in times of prolonged illness, sudden injury, or following the birth or adoption of a child. For this type of leave, employees will be allowed up to eight (8) weeks of time off, comprised of PTO (when available) and unpaid time off, for employees who have completed at least one (1) year of service. Depending on business need, employees in good standing with less than one (1) year of service may be granted an Extended Leave of Absence at their supervisor's discretion. Leaves of absence longer than eight (8) weeks may be granted on a case-by-case basis with supervisor approval.

During an approved Extended Leave of Absence, accrued PTO hours should be used first, before allowing the use of unpaid time. Depending on business need, an exception may be granted by the CEO with the approval of the board. An employee using extended leave may elect to save up to five (5) days of PTO for any future emergencies, at his or her discretion. Accruals will continue during the time that PTO is used; once the employee enters into unpaid time, accruals will cease.

In the event that an employee does not return to work after an Extended Leave of Absence, PTO accrued during the leave will not be paid out.

To ensure projects are completed timely, employees on extended leave may work up to ten (10) hours per week, at their discretion, with both doctor's approval and supervisor's approval.

### **Health Insurance Coverage During Leaves of Absence**

Any employee who has previously been participating in an organization-sponsored health insurance plan upon taking an Extended Leave of Absence will become temporarily ineligible for the sponsored plan and will thus become eligible for COBRA Continuation Coverage. If those employees elect COBRA coverage, and that coverage remains in place until they return to work on a full-time basis, their sponsored insurance plan may be reinstated the first day of the month following their return. If the employee returns to work on a part-time basis, they may continue COBRA coverage until such time as the COBRA period is exhausted or they become eligible for reinstatement of the sponsored plan. If they do not elect COBRA coverage and thus have a break in coverage during their Leave of Absence, they must re-qualify for benefits as if they were newly hired employees upon their return. Receipt of PTO wages while on leave does not preclude an employee from being eligible for COBRA coverage.

The organization will reimburse up to two months of individual COBRA premiums paid by an employee during an Extended Leave of Absence when the following conditions have been met:

- The employee has returned to work on a full-time basis for a minimum of 90 days following his or her leave.
- The employee submits proof of COBRA expenses paid.

### **Jury Duty**

Employees will be granted leave with pay for witness or jury duty. Employees are also permitted to retain the allowance for services from the court for such service. To qualify for jury or witness duty leave, employees must submit to their supervisor a copy of the summons or other relevant court-related paperwork as early as possible upon receipt thereof. In addition, proof of service must be submitted to

their supervisor when the employee's period of jury or witness duty is completed.

### **Inclement Weather**

In exceptional circumstances beyond the employee's control, such as weather-causing hazardous conditions, the employee is required to contact his or her supervisor for instructions regarding job assignments for that particular work day. However, if the conditions are too hazardous for him/her to get to work safely, he or she will immediately contact their supervisor. Regardless of the situation, an employee is expected to give management proper notice if he or she is unable to report for work. Typically, the organization will follow the Escambia and Santa Rosa County school system inclement weather closure policy.

## **EMPLOYMENT POLICIES**

### **Payroll**

Employees are paid by check or direct deposit bi-weekly. All employees must submit an online timecard through the Landrum Professional *XactTime* Portal as directed by supervision.

### **Payroll Deductions**

Associate pay does not always represent the full amount of earnings because of required deductions. As an example, federal withholding tax (income tax) from earnings is deducted and remitted to the U.S. Treasury. Credit is received for it on income taxes at the end of the year. The associate's earnings and the number of dependents determine the tax deduction amount. Each year associates are provided a W-2 showing taxable earnings for the year and the amounts of taxes withheld. Associates are responsible for the proper completion of their W-4 forms.

Deductions for Social Security also come out of paychecks at the rate established by law. This rate changes frequently based on Congressional action.

Associate benefits are also deducted through payroll.

### **SHOULD YOU FIND AN ERROR IN YOUR PAY**

We take every precaution to avoid errors in your paycheck. If an error does occur, notify your supervisor, who will obtain the correct information for you and determine if an adjustment is in order. If an error is found, you will receive an adjustment on the next regular payday.

### **Staff Meetings**

Management staff meetings, full-staff meetings, and department meetings will be scheduled as necessary. Attendance at such meetings is mandatory unless otherwise approved by your supervisor.

## **Safety Rules and Procedures**

### **Accidents**

All accidents involving personal injury, however minor they may be, which occur on the job or while involved in job-related activities, should be reported immediately to the employee's supervisor. To help ensure the safety and well-being of staff and visitors, the following safety rules and procedures are to be followed as a guideline:

### **Safety Awareness**

- Report all accidents or incidents to your supervisor as soon as possible.
- Take personal responsibility for safety in your area.

- Protect your back when lifting, pushing, pulling or carrying. Get help when necessary.
- Use protective clothing, gear and practices as appropriate.
- Prevent slips, trips and falls to the extent possible.
- Report any unsafe conditions immediately and vacate the area as deemed necessary.
- Do not attempt to repair equipment that is not working properly; i.e. elevator, air or heating systems, or any electrical system or malfunction.
- If it is necessary for you to work late, it is our preference that you not work alone or after daylight hours.
- When you know you will be working late, move your car under a light and closer to the door. If you are concerned about leaving unescorted, please call the Pensacola Police at (850) 595-1214.
- Vehicle Safety. When on official travel, using your own vehicle or a rental vehicle, ensure you comply with all traffic laws and regulations of the states in which you will travel, including carrying a current driver's license and fastening seat belts. If a call or text message must be made or answered while driving on job-related business, the use of "hands-free" cell phone equipment is required. The employee is responsible for immediately notifying his or her supervisor of any accidents while driving a vehicle on organization business.

Refer to the Crisis Management Plan for information on procedures for external threats and natural disasters. For Worker's Compensation issues, please refer to Landrum's employee handbook.

## Employee Business Code of Conduct

### Ethics Policy

CEDA Associates are expected to maintain the highest ethical and legal standards. The intent of this policy is that each associate will conduct him/herself with integrity, comply with all applicable laws and regulations, and avoid any circumstances that would cast doubt on an associate's ability to act with total objectivity and in CEDA's best interest.

The following is a summary of CEDA's policy with respect to (1) gifts, favors, entertainment and payments given or received by CEDA associates and (2) actual or potential conflicts of interest.

### Gifts, Entertainment, and Favors

It is policy to prohibit employees from accepting entertainment, gifts, or personal favors with a value greater than \$50 without approval of CEO. Employees are prohibited from accepting kickbacks or secret commissions of any kind.

### Conflicts of Interest

Associates should avoid any situation that involves or may involve a conflict between their personal interest and the best interests of CEDA. It is expected that all associates will use good judgment, high ethical standards and honesty in all business dealings. A conflict of interest is any circumstance that could cast doubt on your ability to act totally objectively regarding CEDA's interests, or any circumstance that benefits the associate to the detriment of CEDA. This includes potential conflicts arising from activities of a spouse, immediate family member or other person with whom an associate may have a personal relationship. Any actions or interests that create even the appearance of conflict or impropriety fall within this policy and must be avoided.

### Guidelines for Appropriate Conduct

An employee of the organization is expected to accept certain responsibilities, adhere to acceptable principles in matters of personal conduct and exhibit a high degree of personal integrity at all times. This not only involves a sincere respect for the rights and feelings of others, but also demands that both

while at work and in their personal lives, employees refrain from behavior that might be harmful to the employees, co-workers, the citizens and/or the organization.

Whether an employee is on-duty or off-duty, his or her conduct reflects on the organization. An employee should observe the highest standards of professionalism at all times.

Types of behavior and conduct that the organization considers inappropriate include, but are not limited to, the following:

1. Violating any company nondiscrimination and/or harassment policy.
2. Soliciting or accepting gratuities.
3. Excessive absenteeism or tardiness.
4. Excessive, unnecessary or unauthorized use or abuse of company property or the property of other employees.
5. Reporting to work intoxicated or under the influence of non-prescribed drugs or participating in the illegal manufacturing, possession, use, sale, distribution or transportation of drugs.
6. Buying or using alcoholic beverages while on company property or using alcoholic beverages while engaged in company business, except when authorized.
7. Fighting or using obscene, abusive, or threatening language or gestures.
8. Theft of property from co-workers, citizens, or the company.
9. Disregarding safety or security regulations.
10. Neglect or carelessness resulting in damage to company property or equipment.
11. Dishonesty or falsification of records, including reimbursements, expenditures, CEDA purchases, travel and entertainment expenses, and applications for employment.
12. Insubordination or refusal to carry out reasonable directives of vice presidents or supervisor
13. Improper disclosure of confidential organizational information.

Should an employee's performance, work habits, overall attitude, conduct or demeanor become unsatisfactory and in violation of either of the above-referenced items or any other CEDA policies, rules or regulations, an employee will be subject to disciplinary action up to and including termination.

### Drug and Alcohol Testing

CEDA will follow Landrum HR's Drug and Alcohol – Free Workplace Policy.

To help ensure a safe, healthy and productive work environment for our employees and others, to protect Landrum Professional and your jobsite employer's property, and to ensure efficient operations, Landrum Professional has adopted a policy of maintaining a workplace free of drugs and alcohol. This policy applies to all employees and other individuals who perform work for Landrum Professional.

The unlawful or unauthorized use, abuse, solicitation, theft, possession, transfer, purchase, sale or distribution of controlled substances, drug paraphernalia or alcohol by an individual anywhere on jobsite employer or Landrum Professional premises, while on jobsite employer or Landrum Professional business (whether or not on jobsite employer or Landrum Professional premises) or while representing your jobsite employer is strictly prohibited. Employees also are prohibited from reporting to work or working while they are using or under the influence of alcohol or any controlled substances, except when allowed by state protocol or agency or the use is pursuant to a licensed medical practitioner's instructions and the licensed medical practitioner authorized the employee or individual to report to work.

Your jobsite employer may or may not allow legal and responsible drinking of alcohol at business meetings and related social outings. You must consult with your jobsite employer on this issue.

Many state laws permit the testing of injured workers by licensed laboratories for the presence of any or all drugs and alcohol in the employee after a work-related accident. In this regard, it is a condition of employment at Landrum Professional and your jobsite employer that employees refrain from taking drugs that have not been prescribed to you or in a manner other than as prescribed to you.

If you refuse or fail to timely submit to a test for drugs and alcohol, you may be surrendering your eligibility for medical and compensation benefits under the workers' compensation laws or other state laws as applicable.

Violation of this policy may result in disciplinary action, up to and including discharge, or ineligibility for hire or rehire.

Landrum Professional and your jobsite employer maintain a policy of non-discrimination and will endeavor to make reasonable accommodations to assist individuals recovering from substance and alcohol dependencies, and those who have a medical history which reflects treatment for substance abuse conditions. We encourage employees to seek assistance before their substance abuse or alcohol misuse renders them unable to perform the essential functions of their jobs, or jeopardizes the health and safety of any person, including themselves.

### Organizational Funds and Other Assets

Employees must follow the prescribed procedures for recording, handling and protecting money as detailed in the financial policies and procedures. Strict standards are imposed to prevent fraud and dishonesty. If employees become aware of any evidence of fraud and dishonesty, they should immediately advise their supervisor.

When an employee spends organizational funds or incurs any reimbursable personal expenses, that individual must use good judgment on the organization's behalf to ensure that good value is received for all expenditures. Please refer to the "Expense & Travel Policy" in the financial policy documents for specific guidelines and restrictions.

CEDA funds and all other assets of either are for business purposes only and not to be used for personal benefit.

### Records and Communications

Accurate and reliable records of many kinds are necessary to meet the organizations' legal and financial obligations and to manage the affairs of the organization.

Employees must not make or engage in any false record or communication of any kind, whether internal or external, including but not limited to:

- False or misleading expense, attendance, production, financial, or similar reports and statements.
- False or misleading advertising, deceptive marketing practices, or other misleading representations.

### External Communications

All employees must make every effort to achieve complete, accurate, and timely communications—responding promptly and courteously to all proper requests for information and to all complaints. Any and all mass communications in any form (e.g., news media interviews, directional/advertising signage, bulk mailing, radio/TV ads, billboards, mass emails, posting to social media sites on behalf of the CEDA or your role at the CEDA, etc.), including those intended to be sent to the organization's members, prospective members, investors or stakeholders, must be approved by the organization CEO.

## Disciplinary Protocol

It is policy to take a progressive approach to disciplinary action when an employee engages in any practice that is unlawful or inconsistent with policies or acts that reflect adversely on the organization. This progressive approach allows the employee the opportunity to improve his or her behavior in order to meet the expectations of the organization. The organization retains the right to take disciplinary action, up to and including termination of employment, with or without prior caution or warning.

Ongoing and/or serious performance issues may be considered a discipline matter and are managed separately from the regular performance appraisal protocol. Examples of actions that warrant disciplinary action are listed above in the *Guidelines for Appropriate Conduct* Section.

Job Performance – Associates may be disciplined for poor job performance, including but not limited to:

1. Below-average work quality or quantity.
2. Poor attitude (for example, rudeness or lack of cooperation).
3. Excessive absenteeism, tardiness, or abuse of break and lunch privileges.
4. Failure to follow instructions or Company procedures.
5. Failure to follow established safety regulations.

Misconduct – Associates may be disciplined for misconduct, including but not limited to the following:

1. Insubordination.
2. Dishonesty.
3. Theft.
4. Discourtesy.
5. Misusing or destroying Company property or the property of another on company premises.
6. Violating conflict of interest rules.
7. Disclosing or using confidential or proprietary information without authorization.
8. Falsifying or altering Company records, including the application for employment.
9. Interfering with the work performance of others.
10. Altercations.
11. Harassing, including sexually harassing, others.
12. Being under the influence of, manufacturing, dispensing, distributing, using, or possessing illegal or controlled substances on Company property or while conducting Company business.
13. Being intoxicated.
14. Gambling on Company premises or while conducting Company business.
15. Sleeping on the job or leaving the job without authorization.
16. Being convicted of a crime that indicates unfitness for the job or raises a threat to the safety or well-being of CEDA, its associates, property, etc.
17. Failing to report to CEDA, within 5 days, any conviction under any criminal drug statute for a violation occurring in the workplace.
18. Refusing to submit to testing for drugs and/or alcohol.

## Progressive Discipline Procedure

Associate discipline will normally be progressive with each step more severe in an attempt to remedy the associate's behavior. The progression of disciplinary action is as follows:

First Offense → Oral Warning and Corrective Interview

Second Offense → Written Reprimand and Corrective Interview

Third Offense → Suspension  
Fourth Offense → Termination

All disciplinary actions, including verbal warnings, should be documented. CEDA reserves the right to proceed directly to a written warning or to terminate for misconduct or performance deficiency, without resort to prior disciplinary steps, when CEDA deems such action appropriate.

### Harassment, Discrimination, and Dispute Resolution

Please refer to Landrum's Employee Handbook for policy information.

### Conflict of Interest

Employees should not affiliate with any organization that may create a conflict of interest (real or perceived) with the organization.

### Business Referrals

Because there are many firms that are in competition with each other that support the CEDA, our policy is not to make specific recommendations regarding products or services. The best policy is to give the names of several partners of the particular line in question.

It should be made clear to the inquirer that our provision of names does in no way constitute a recommendation. Recommendations are not furnished regarding the moral or financial standing of individuals or firms. It is not considered the function of the organization to serve as an employment agency, nor does it assume responsibility for securing sales or other representation for either local or out-of-town concerns.

### Anti-Nepotism

Family members of existing employees are not eligible for employment. For purposes of the anti-nepotism policy, the term "family members" includes the following: spouses, parents, step-parents, grandparents, siblings, step-siblings, half-siblings, children, step-children, grandchildren, fathers- and mothers-in-law, brothers- and sisters-in-law, and sons- and daughters-in-law.

### Smoking

CEDA promotes a tobacco free environment. It is policy to maintain a smoke-free environment within the building. Employees are required to use discretion when taking smoke breaks during work hours (avoiding entranceways, etc.). All employees must refrain from smoking while in attendance at organization-sponsored events, on Landrum HR, jobsite employer and jobsite employer client premises, and in all Landrum HR and jobsite employer vehicles.

### Change of Address

If an employee changes his or her home address or telephone number, the employee must notify management of this change (within 10 days of the change) so that personnel files may be kept current. This is important in case the organization must contact an employee in an emergency situation or to mail the employee any information the employee will need. Also, if there is any change in the employee's marital status or numbers of dependents, the employee should ensure their insurance coverage and tax withholding is accurate.

### Expense and Travel

Please refer to the Finance Policies.

## Intellectual Property

The organization owns the rights to any intellectual property that has been made, designed, discovered, or created by members of staff, temporary/contract employees, interns, etc., in the course of their employment and which required significant use of the organization's resources (including its facilities, equipment, and non-salary funding) in connection with the development.

The organization may retain ownership of the intellectual property but give sole license to the developer(s) upon request. This arrangement must be furnished in written format, acknowledged by all parties involved, and approved.

Alternately, should the organization wish to release all ownership rights of intellectual property, it may transfer ownership to the developer, with Board approval. This arrangement must be furnished in written format and acknowledged by all parties involved. In this case, the organization retains the right to a non-exclusive, non-transferrable, irrevocable, royalty-free, worldwide license on the intellectual property for research and educational purposes.

## Electronic Communications

To remain competitive, better serve our customers, and give our talented workforce the best tools to do their jobs, the CEDA continue to adopt and make use of new means of communication and information exchange. This means that many of our employees have access to one or more forms of electronic media and services, including computers, e-mail, phones, voicemail, fax machines, external electronic bulletin boards, wire services, on-line services, and the Internet.

Employees are encouraged in the use of these media and associated services because they can make communication more efficient and effective and because they are valuable sources of information about vendors, customers, technology, and new products and services. However, all employees and everyone connected with the organization should remember that electronic media and services provided by the company are company property and their purpose is to facilitate and support company business.

This policy cannot lay down rules to cover every possible situation. Instead, it is designed to express the organization's philosophy and set forth general principles employees should apply when using electronic media and services. The following procedures apply to all electronic media and services that are:

- Accessed on or from company premises.
- Accessed using company computer equipment or via company-purchased access methods and assets.
- Used in a manner that identifies the individual with the company.

## Access to Employee Communications

Employees should not have any expectation of privacy with respect to messages or files sent, received, or stored on the CEDA's e-mail system. E-mail messages and files, like other types of correspondence and documents, can be accessed and read by authorized employees or individuals outside the company.

Authorized access to employee e-mail by other employees or outside individuals includes, but is not limited to, the following:

- Access by the systems administration staff during the course of system maintenance or administration.
- Access approved by the employee, the employee's supervisor, or the President when there is a business reason to access the employee's mailbox - for example, if an employee is absent from the office and the supervisor has reason to believe that information relevant to the day's business is located in the employee's mailbox.

- Access approved by the employee's supervisor, Landrum or the President when there is reason to believe the employee is using e-mail in violation of policies.
- Access in response to the organization's receipt of a public records request, court order or request from law enforcement officials for disclosure of an employee's e-mail messages.

E-mail should not be used to communicate sensitive or confidential information. Employees should anticipate that an e-mail message might be disclosed to or read by individuals other than the intended recipients(s), as messages can be easily forwarded to other individuals. In addition, while the organization endeavors to maintain the reliability of its e-mail system, employees should be aware that a variety of human and system errors have the potential to cause inadvertent or accidental disclosures or loss of e-mail messages, including those in draft form.

## Passwords

Each user accesses the computer system by means of a login name and password.

- Passwords are intended to keep unauthorized individuals from accessing messages stored on the system. From a systems perspective and from the perspective of an e-mail recipient, passwords also establish the identity of the person sending an e-mail message. The failure to keep sufficient passwords confidential can allow unauthorized individuals to read, modify, or delete e-mail messages; circulate e-mail forgeries; and download or manipulate files on other systems.
- The practice of using passwords should not lead employees to expect privacy with respect to messages sent or received.
- Employees are prohibited from disclosing their login name or password, or those of any other employee, to anyone who is not an employee of the organization. Employees also should not disclose their login or password to other employees, except when necessary. Employees should change their password as soon as possible after the need has been resolved.

## Personal Use

The organization allows incidental personal use of its e-mail system subject to the following conditions and restrictions:

- Personal use must be infrequent and must not
  - Involve any prohibited activity.
  - Interfere with the productivity of the employee or his or her co-workers.
  - Consume system resources or storage capacity on an ongoing basis (for example: audio or visual download files that use bandwidth).
  - Involve large file transfers or otherwise deplete system resources available for business purposes.
  - Using e-mail to participate in any news group, mailing list, bulletin board, or other type of discussion forum that is not job-related is not incidental personal use and is strictly prohibited.

## Prohibited Activities

Employees are strictly prohibited from sending communications or otherwise using the system concerning any of the following activities:

- Engage in illegal, fraudulent, or malicious activities.
- Engage in activities on behalf of organizations with no professional or business affiliation with the CEDA.
- Send or store offensive, obscene, or defamatory material.

- Annoy or harass other individuals.
- Send uninvited e-mail of a personal nature.
- Use another individual's account or identity without explicit authorization.
- Attempt to test, circumvent, or defeat security or auditing systems, without prior authorization.
- Permit any unauthorized individual to access the organization's e-mail system.
- Distribute or store chain letters, jokes, solicitations or offers to buy or sell goods, or other non-business material of a trivial or frivolous nature.

### Confidential Information

All employees are expected and required to protect trade secrets and other confidential information. Trade secrets or confidential information should never be transmitted or forwarded to outside individuals or companies not authorized to receive the information. Employees must exercise greater care when transmitting trade secrets using e-mail than with other communication means because e-mail makes it easier to redistribute or misdirect trade secrets to unauthorized individuals.

Employees are also required to use e-mail in a way that respects the confidential and proprietary information of others. Employees are prohibited from copying or distributing copyrighted material - for example, software, database files, documentation, or articles - using the e-mail system.

E-mail is an inappropriate method of communicating certain types of confidential information. Employees should consult their supervisor and the IT service provider before e-mailing highly sensitive or confidential information.

### Encryption

Encrypting e-mail messages or attached files sent, stored, or received on the e-mail system is prohibited except where explicitly authorized. Employees are prohibited from using or installing any encryption software without prior permission from the IT service provider. Employees with a business need to encrypt messages should submit a written request to the IT service provider with a copy sent to their supervisor.

### Participation in Online Forums

Employees should remember that any messages or information sent on organizational provided facilities to one or more individuals via an electronic network (such as Internet mailing lists, bulletin boards, and on-line services) are statements identifiable and attributable to the organization.

The organization recognizes that participation in some forums might be important to the performance of an employee's job. For instance, an employee might find the answer to a technical problem by consulting members of a news group devoted to the technical area. Employees should include the following disclaimer in all of their postings to public forums:

*"The views, opinions, and judgments expressed in this message are solely those of the author. The message contents have not been reviewed or approved by the CEDA."*

Employees should note that, even with a disclaimer, a connection with the organization exists and a statement could be imputed legally to the organization. Therefore, employees should not rely on disclaimers as a way of insulating the organization from the comments and opinions they contribute to forums. Instead, employees must limit their discussion to matters of fact and avoid expressing opinions while using the organization's systems or an organizational provided account. **(Refer to the prior section on External Communications.)**

## Updates

Employees are responsible for updating their systems when the system prompts them with an automatic update. If there are problems, contact the organization's designated IT service provider. For routine system-wide updates, the IT service provider will carry out/install/perform.

## Technical Support

If employees require technical support for their computer system, they should call one of the designated IT service provider liaison employees. The designated employee will then make a determination as to whether to contact the IT service provider with a formal request for service.

## Communication Violations

Employees violating the communication policy are subject to discipline, up to and including termination. Employees using the e-mail system for defamatory, illegal, or fraudulent purposes and employees who break into unauthorized areas of the computer system are subject to civil liability and criminal prosecution.

## Personal Devices

Subject to the following terms and conditions, the organization will permit Personal Devices to access the Organization Network:

- By receiving access to the Company Network with a Personal Device, the employee agrees to be subject to and comply with all applicable company rules, regulations, and policies; including the security and other usage guidelines set forth in the Electronic Communications section.
- The company reserves the right to modify all such rules, regulations and policies from time to time in its sole discretion. In addition, as a condition to receiving access to the Company Network, the employee will consent to these the terms by signing the Employee Handbook Agreement.
- By receiving access to the Company Network, the employee grants to the company the right to access the Device with or without notice to investigate, review, delete, remote wipe Company data, and/or remote kill and disable the Device at any time for any reason. The company will not be liable for the loss of any Personal data arising from such actions by the company.
- The employee will immediately notify the company should they believe that his or her Device has been lost, stolen or otherwise compromised so that company may take appropriate actions to safeguard company data and the Company Network.
- If the company suspects a security breach related to a Personal Device, it may, with or without notice, take any and all actions deemed appropriate to secure company data and the Company Network, including, but not limited to, disconnecting the Device from the network and remote wiping company data and/or remote killing or disabling the Device.

**Community Economic Development  
Association of Pensacola and Escambia  
County, Inc. (“CEDA”).**

**Supplement to Landrum Professional  
Employee Handbook  
AGREEMENT**

I, \_\_\_\_\_, agree to comply with the supplement to Landrum Professional Employee Handbook, and I fully understand that violation of the rules outlined in this manual could result in disciplinary action or termination of employment.

Signature \_\_\_\_\_

Date \_\_\_\_\_



## Membership Application

Date 6/17/19

Company/Organization: Greenhut Construction Company Inc.

Board Representative Name: Ryan Greenhut

Title: President

Mailing address: PO Box 12603

City: Pensacola State: FL Zip: 32591

Email Address: Ryan@greenhut.com

Office Phone: 850-433-5421 Mobile: 850-393-3819

Birthday \_\_\_\_\_

---

☐ Voting Member\*\*

☒ Investor\*\*

\*All memberships are up for renewal each October 1st regardless of when they were initiated.  
Memberships are approved by the board of directors.

\*\*Voting members can vote for board members and serve on the board. Investors may serve on working committees, but will not vote for board members or serve on the board.



## Co:Lab Pensacola

Report for Policy Board as of 6/01/19



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	2,999	697	81.14%
3rd Floor (sf)	3,974	2,429	1,545	61.12%
<b>TOTAL SQUARE FEET:</b>	<b>7,670</b>	<b>5,428</b>	<b>Combined Occupancy:</b>	<b>70.77%</b>

Current Clients	Connection	Status
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	2nd 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
Lost Key Media	May-14	Graduated 05/31/19
<b>Total Tenant Companies</b>	<b>16</b>	
<b>Total Current Employment (working in Co:Lab)</b>	<b>44</b>	

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  
Moved out



## BUSINESS DEVELOPMENT REPORT

Year to Date

**October 1, 2018 – June 13, 2019**

**DANITA ANDREWS**  
Director of Business Development



## YEAR TO DATE BUSINESS DEVELOPMENT SUMMARY

Total Pipeline	28
Active Projects	16
Existing	4
New	12
Site Visits	13
Business Retention Visits	32

## Pipeline by Sector



Manufacturing 57%



Aviation/Aerospace 21%



Warehouse/Distribution 11%



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_B SVC	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	EFI	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
M05242019_AAM	115	Aviation	Active	100,000	FGNW	1
D05242019_MFG	100	Manufacturing	Active	90,000	FGNW	1
# Jobs	2,912		Total SF	1,883,000		

### LEAD SOURCE:

Enterprise Florida, Inc. (1)  
 Florida's Great Northwest (9)  
 Site Consultant (1)  
 Direct (16)  
 Local Realtor (1)

### TYPE:

Existing ☒  
 New ☐

### STATUS:

Active (22)  
 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 12



Manufacturing 58%



Aviation/Aerospace 34%



Warehouse/Distribution 8%

## YTD Prospect/Project Site Visits 13

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, May 30, 2019
C02252019_MFG	ACTIVE	May 16 - 17, 2019

## Total Active Projects 16

12 Recruitment  
4 Expansions

2239 JOBS



Manufacturing 50%



Aviation/Aerospace 19%



Warehouse/Distribution 19%



Marine MRO 6%



Headquarters 6%

## Business Retention-Expansion 32 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
05/14/19	GE Renewable Energy	700	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
05/29/2019	Team Florida Partners Consultant Mission, New York
06/05/2019	Experience Pensacola-United Airlines Direct Flight, Consultant, New York
06/10/2019	Select USA Investment Summit, International Business, Washington DC

# Florida<sup>TM</sup> West

economic  
development  
alliance



**Business  
Development  
Report**

# Q2

**2019**

1. CO:LAB

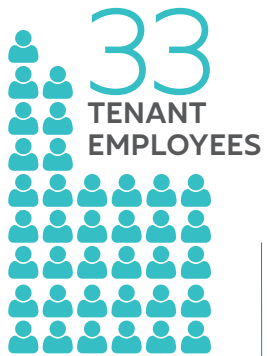


CO:LAB, a program of FloridaWest EDA and supported by Pensacola State College, is Pensacola's business incubator and growth accelerator.



OCCUPANCY RATE\*

\*OPENED GROUND FLOOR



2. EXISTING INDUSTRY VISITS



OTHER SECTOR VISITS



CYBER IT



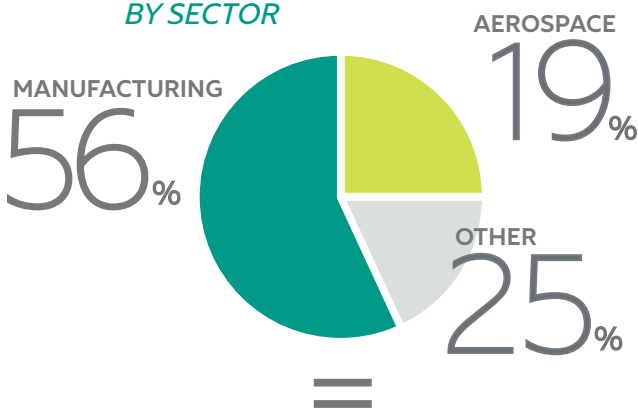
AEROSPACE



### 3. BUSINESS RETENTION & ATTRACTION



#### NEW PROJECTS BY SECTOR



**2,290**  
JOBS

### 4. ORGANIZATIONAL SUPPORT



**OUR GOAL IS TO ADD  
AN AVERAGE OF 4 NEW  
MEMBERS EACH YEAR**

Mission: FloridaWest will focus on wealth creation for Escambia County—supporting businesses that produce a product or service in the region and sell it elsewhere, thereby bringing new revenues in to our community.

#### Officers

Donnie McMahon, President, City of Pensacola  
Karen Sindel, Vice President, Escambia County  
Rebecca Ferguson, Secretary/Treasurer, Pensacola Energy

#### Members

Lewis Bear, Jr., Lewis Bear Company  
Tim Haag, Emerald Coast Utility Authority  
Bonita Player, Engineering & Planning Resources  
Ryan Tilley, IHMC  
Jim Waite, Baskerville-Donovan

#### Investors

Jonathan Tucker, Cox Business

#### Social & Digital Outreach

Social Media Followers: 1557

Community Presentations: 9

#### Metrics for Greater Pensacola MSA

3.3%

Unemployment Rate

\$66.58M

Sales Tax Revenue

\$42,268

Average annual wage  
as of 2018 Q2



More than 50 Aviation company representatives and workforce training professionals joined us at ST Engineering Aerospace in March to tour the facility and have a round table discussion of the aviation industry in Northwest Florida

[floridawesteda.com](http://floridawesteda.com)

**FloridaWest**  
economic development alliance



FloridaWest is an alliance of public and private entities working together to maximize Greater Pensacola and Escambia County's economic potential. For more information, visit us at [floridawesteda.com](http://floridawesteda.com)



### COUNTY ECONOMIC DEVELOPMENT POWERS FLORIDA STATE STATUTE 125.045

(1) The Legislature finds and declares that this state faces increasing competition from other states and other countries for the location and retention of private enterprises within its borders. Furthermore, the Legislature finds that there is a need to enhance and expand economic activity in the counties of this state by attracting and retaining manufacturing development, business enterprise management, and other activities conducive to economic promotion, in order to

provide a stronger, more balanced, and stable economy in the state; to enhance and preserve purchasing power and employment opportunities for the residents of this state; and to improve the welfare and competitive position of the state. The Legislature declares that it is necessary and in the public interest to facilitate the growth and creation of business enterprises in the counties of the state.

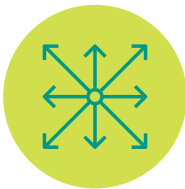


#### REQUEST:

\$600,000	From the County to the PEDC (Local Option Sales Tax [LOST] Economic Development Trust Fund)
\$175,000	From the City to the PEDC
\$150,000	From the City to FloridaWest
\$40,000	From Pensacola Energy to FloridaWest

#### RESULTS:

Since 2014 Pensacola and Escambia County have funded PEDC/FloridaWest a total of \$4.45 million and supported the creation/retention of approximately **7,200 jobs** which equals a net cost of approximately \$618 per job.



#### EXAMPLE: Project Titan

$$\begin{array}{r} \$40 \text{ Million Support} \\ \div \\ 2,000 \text{ Jobs} \end{array} = \$20,000 \text{ one-time cost per job}$$



Local Payroll  
Impact:

**\$77 M**  
per year

For the investments approved this past fiscal year, PEDC/FloridaWest have worked to generate over \$200 million in estimated economic development impact for Escambia County as of March 1, 2019 (five months into the current fiscal year).

**\$145M**  
IN PROJECT TITAN  
FUNDING



**\$65M**  
BUSINESS DEVELOPMENT  
ECONOMIC IMPACT



**\$60M**  
IN EARNINGS FROM 1,325  
DIRECT AND INDIRECT JOBS



**\$5M**  
IN STATE AND LOCAL  
TAXES ANNUALLY

**\$9.07M**  
CO-LAB ECONOMIC  
IMPACT



**26**  
UNIQUE BUSINESSES  
IN VARYING STAGES  
OF GROWTH AND  
DEVELOPMENT



**\$8.7M**  
IN EARNINGS FROM 176  
DIRECT, INDIRECT AND  
INDUCED JOBS



**\$370,000**  
OF APPROXIMATELY FEDERAL,  
STATE AND LOCAL TAX IMPACT

PEDC/FLORIDAWEST AND ITS PARTNERS  
APPLY FOR TRIUMPH, STATE AND FEDERAL  
FUNDING TO SUPPORT SPECIFIC ONGOING  
PROJECTS AND INITIATIVES.

**\$142 MILLION**  
IN ECONOMIC DEVELOPMENT  
FUNDING APPROVED.



PEDC/FLORIDAWEST HAVE APPLIED/RECEIVED  
THE FOLLOWING GRANTS FOR “THE BLUFFS”  
ENGINEERING AND PLANNING:

**PARTICIPATED IN GRANT REQUEST FOR:**

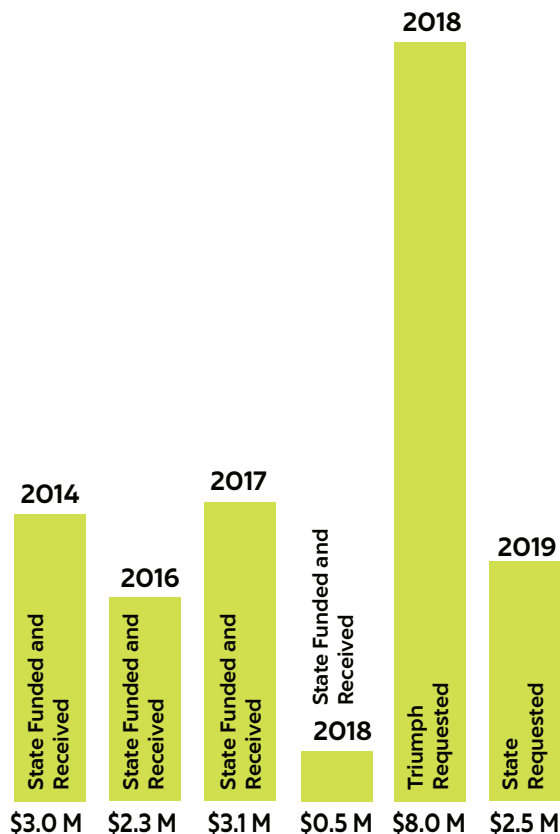
- \$14 million – Commercial Aircraft MRO Campus – DEO Funded
- \$45 million – Commercial Aircraft MRO Campus – FDOT Funded
- \$66 million – Commercial Aircraft MRO Campus – Triumph Funded
- \$7 million – Commercial Aircraft MRO Campus – EDA Requested
- \$27.5 million – UWF Innovation Network– Triumph Requested
- \$5.0 million – PSC - Co:Lab Expansion (Triumph Requested)

**FACILITATED WORKFORCE GRANT REQUESTS FOR:**

- \$1.8 million – PSC Governors Florida Job Growth Grant  
State Funded
- \$3 million – Escambia County School District  
Triumph Requested
- \$60,000 – Inclusive Development Network Grant

**SUPPORTING GRANT REQUEST FOR:**

- \$16.0 million – Marine Maintenance Repair Overhaul  
Triumph Requested
- \$29.0 million – OLF8/OLFX Land Swap with DOD  
Triumph Requested
- \$11.0 million – Beulah Interchange Connector  
Triumph Requested



**FloridaWest**  
economic development alliance



FloridaWest is an alliance of public and private entities  
working together to maximize Greater Pensacola and  
Escambia County's economic potential.

**FLORIDAWESTEDA.COM**



Date	Time	Event	Location
June 20th	8:30am	BCC Public Forum	Ernie Lee Magaha Government Building
June 20th	9:00am	BCC Regular Meeting	Ernie Lee Magaha Government Building
June 20th	1:00pm	The Board of Triumph Gulf Coast, Inc Meeting	Wakulla County School Board Chamber
June 25th	8:30am	Budget Committee of the Whole	Ernie Lee Magaha Government Building
June 27th	12:00pm	Starting a Business	Greater Pensacola Chamber
July 3rd	9:00am	1 Million Cups	Pensacola Socialdesk
July 11th	9:00am	Committee of the Whole	Ernie Lee Magaha Government Building
July 15th	3:31pm	City Council Agenda Conference	Hagler/Mason Conference Room
July 16th	10:00am	PEDC Board Meeting	Co:Lab
July 16th	1:00pm	FloridaWest Economic Development Alliance Board of Directors Meeting	Co:Lab
July 18th	8:30am	BCC Public Forum	Ernie Lee Magaha Government Building
July 18th	9:00am	BCC Regular Meeting	Ernie Lee Magaha Government Building
July 18th	5:30pm	City Council Regular Meeting	City Council Chambers



## **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 – Payment Received – Awaiting Application for Vote

Sacred Heart – Originally Scheduled for 6/4/19 – Rescheduled for 6/26 – Henry Stovall -> Will Condon

Baptist Follow Up – 6/12/19 – July Budget