

1 INDUSTRIAL DEVELOPMENT AUTHORITY

2 ZOOM MEETING

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6
7 Friday, September 11, 2020
8 10:00 a.m. - 11:35 a.m.
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11 Stenographically Remotely Reported By:
12 Karen K. Crawford, CSR, RPR, FPR
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1 APPEARANCES (REMOTELY):

2 David Barton, Chairman
3 Ed Bolter, Vice Chairman
4 Tom Hoolihan, Secretary
5 Doug Gyure, Assistant Secretary
6 Robbie Roepstorff, Assistant Secretary
7 Gail Markham, Treasurer
8 Wayne Kirkwood, Member

9 John Talmage, Lee County EDO
10 Warren Baucom, Lee County EDO
11 Tatum Walker, Lee County EDO

12 Nancy Collurna

13 Sharon Brotherton, Shabro Office Solutions

14 Christopher M. Traber, Esquire, Nabors Giblin &
15 Nickerson, Bond Attorney

16 Matthew Lux, Cypress Cove
17 Robert Gall, Cypress Cove

18 James T. Humphrey, Esquire, IDA Counsel
19 George H. Knott, Esquire, IDA Counsel

20 Lily Dalton, Paralegal
21 Laureen O'Reilly

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PROCEEDINGS

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MR. KNOTT: Thank you, members of the Authority and guests. I would like to convene the meeting of the Lee County Industrial Development Authority. At the outset I would like to provide a few instructions with respect to the electronic meeting so that we can get an accurate record.

For all of those in attendance today we have with us seated at the end of my table Karen Crawford who is a Florida registered stenographer who is charged with making a record of these proceedings. Miss Crawford has confided in me that in the past she has had difficulty maintaining the names of individuals who are speaking virtually, so it is extremely important for everyone to please provide your name before speaking so that an accurate record can be maintained.

Consistent with the mandates of Centers For Disease Control and Prevention regarding social distancing and the Florida Governor's Executive Order 20-69 as extended we are proceeding with this meeting in an electronic or telephonic format as is permitted at this time. This is a meeting format that we all have experience with now, but once

1 again would like to refresh everyone's recollection
2 that you need to state your name before speaking
3 and wait until a speaker has finished their
4 comment, there's a lag time, before you speak.

5 Any votes that will be taken at this meeting
6 will be taken through roll call voting. Once again
7 before casting your vote you should state your
8 name.

9 This meeting has been published as an annual
10 meeting of the Lee County Industrial Development
11 Authority in the Fort Myers News-Press and was
12 published on September 2nd of 2020.

13 At this time I would like to turn the meeting
14 back to the Authority's general counsel, Jim
15 Humphrey.

16 Mr. Humphrey.

17 MR. HUMPHREY: Yes, thank you, George Knott.
18 This is Jim Humphrey.

19 And I understand David Barton who is chairman
20 you are also on the line; is that correct?

21 MR. BARTON: Yes, correct.

22 MR. HUMPHREY: If you don't mind, I would like
23 to continue to follow the agenda and on a temporary
24 basis be your acting assistant.

25 MR. BARTON: That will work for me, Jim.

1 MR. HUMPHREY: George has already called the
2 meeting to order, but before we go into guest
3 introductions, I think it's appropriate that we
4 actually take a moment of silence for the families
5 and all of the persons affected by that horrible
6 event on the morning of September 11th. And I'm
7 sure all of us remember where we were and what we
8 were doing on that tragic morning. But if we could
9 have a moment of silence. And maybe, George, you
10 can mute people.

11 MR. KNOTT: Yes, we are doing that. All right,
12 Mr. Humphrey, we have done that; would you like to
13 repeat your statement?

14 MR. HUMPHREY: Yes, I can -- did everyone hear
15 what I had said about the need to have a moment of
16 silence?

17 MR. KNOTT: Yes. If you want to repeat it, I
18 think that would be helpful.

19 MR. HUMPHREY: Yes, I thought it appropriate
20 considering the date that we have a moment of
21 silence for the families and all of those
22 individuals affected by that horrible event on the
23 morning of September 11th. So, therefore, George,
24 if you would please mute for one minute, and then
25 put it back on, and I hope everyone will be

1 thinking about that morning. I know we all
2 remember what we were doing and where we were and
3 all of the sadness associated with that day.

4 (Moment of silence.)

5 I want to thank everyone for the moment of
6 silence. And now we will go back to the agenda.
7 And the meeting has been called to order.

8 Next we have guest introductions. But before
9 we do that, I would like to again call on the
10 members and have them identify that they are
11 present.

12 MR. KNOTT: If you could give us just a second,
13 Mr. Humphrey, while we unmute everyone.

14 MR. HUMPHREY: Okay.

15 MR. KNOTT: All right. All of the members are
16 unmuted.

17 MR. HUMPHREY: Thank you. We will begin with
18 David Barton.

19 MR. BARTON: David Barton. Yes.

20 MR. HUMPHREY: Ed Bolter.

21 MR. BOLTER: Ed Bolter. Yes.

22 MR. HUMPHREY: Doug Gyure.

23 MR. GYURE: Present.

24 MR. HUMPHREY: Tom Hoolihan.

25 MR. HOOLIHAN: Tom Hoolihan. Yes.

1 MR. HUMPHREY: Wayne Kirkwood.

2 MR. KIRKWOOD: Wayne Kirkwood. Yes.

3 MR. HUMPHREY: Gail Markham.

4 MS. MARKHAM: Gail Markham. Yes.

5 MR. HUMPHREY: Robbie Roepstorff.

6 MS. ROEPSTORFF: Robbie Roepstorff. Yes.

7 MR. HUMPHREY: Thank you. That means all seven
8 members are present.

9 So now I would like to follow up with the guest
10 introduction and call on you, Chris Traber, you'll
11 be of course on the agenda for the Cypress Cove at
12 HealthPark, if you would please identify those that
13 will be possibly available for either answering
14 questions or be part of the presentation.

15 MR. TRABER: Certainly. And again for the
16 record this is Chris Traber; I serve as bond
17 counsel for the Authority. With us today is Matt
18 Lux representing Cypress Cove and also Rob Gall
19 with Zeigler who is acting as placement agent for
20 the transaction. I don't think I see any other
21 call-ins, but if I missed someone, please speak up.
22 I think that's it.

23 MR. HUMPHREY: Thank you. Karen, did you get
24 that for the record and the spelling; do you need
25 any spelling?

1 THE REPORTER: No, sir. Thank you.

2 MR. HUMPHREY: The next item is approval of the
3 minutes. And there was a correction that was
4 noticed on the minutes, and I believe Lily Dalton
5 of our office as well as Karen that you have
6 discussed that correction, before I ask for a
7 motion to approve the minutes; is that correct?
8 Would you maybe briefly explain to the Authority
9 members the correction?

10 THE REPORTER: It was the spelling of
11 Mr. Gall's last name.

12 MR. HUMPHREY: So that's been corrected.

13 MR. KNOTT: That is correct.

14 MR. HUMPHREY: So with that then I would ask
15 for a motion on approval of the minutes of
16 August the 14th, 2020 that we are thankful for
17 Karen providing us a verbatim transcript.

18 MR. BOLTER: Ed Bolter. Move to approve.

19 MR. HUMPHREY: We have a motion. Is there a
20 second?

21 MR. GYURE: Doug Gyure. A second.

22 MR. HUMPHREY: We have a motion by Ed Bolter
23 and second by Doug Gyure.

24 MS. ROEPSTORFF: May I ask -- is this a point
25 where we have a discussion?

1 MR. HUMPHREY: Yes. Thank you.

2 MS. ROEPSTORFF: That's all right. There is
3 something that took place at the last meeting, I
4 was not there so, maybe I bring it up under Other
5 Business, it's about the bill.com thing, and I can
6 bring it up under Other Business or when we get to
7 financials. It's not changing the minutes. I just
8 need clarity on some things, since I was not at the
9 meeting. So we can do it later, if you want.

10 MR. HUMPHREY: I think that would be
11 preferable, Robbie, on the Budget, Treasurer's
12 Report items we can discuss it.

13 MS. ROEPSTORFF: Thank you.

14 MR. HUMPHREY: But I did fail to ask if there
15 is any -- before I ask for a vote, is there any
16 questions or discussions regarding the minutes?
17 Hearing none, then, again this is roll call vote.
18 So, George, do you want me to keep calling the
19 roll?

20 MR. KNOTT: I'll be happy to do that, if it
21 would help.

22 Tom Hoolihan.

23 MR. HOOLIHAN: Tom Hoolihan. Yes.

24 MR. KNOTT: Doug Gyure.

25 MR. GYURE: Doug Gyure. Aye.

1 MR. KNOTT: Wayne Kirkwood.

2 MR. KIRKWOOD: Wayne Kirkwood. Yes.

3 MR. KNOTT: Robbie Roepstorff.

4 MS. ROEPSTORFF: Robbie Roepstorff. Yes.

5 MR. KNOTT: Gail Markham.

6 MS. MARKHAM: Gail Markham. Yes.

7 MR. KNOTT: Warren Baucom -- Excuse me, I'm
8 sorry.

9 David Barton.

10 MR. BARTON: David Barton. Yes.

11 MR. HUMPHREY: Okay. I think that was all
12 seven.

13 MR. BOLTER: Do I not get to vote?

14 MR. KNOTT: Ed Bolter. We are excluding Ed.
15 We made Warren Ed's stand-in.

16 Ed Bolter.

17 MR. BOLTER: Ed Bolter. Yes. Better late than
18 never.

19 MR. HUMPHREY: I was going to say who are we
20 leaving out, the vice chairman, on the day of the
21 election.

22 MR. BOLTER: That's the role of vice chairmans.

23 MR. HUMPHREY: Okay. with that action, we now
24 can move to number IV on the agenda, which is
25 Cypress Cove at HealthPark, and it's to consider

1 restating the resolution, in fact, consider
2 adoption of amended and restated bond resolution on
3 behalf of Cypress Cove approving private placement
4 of the bonds with TD Bank, Hancock Bank and Truist
5 Bank.

6 Before, Chris, I turn it over to you, I did
7 want to share with you and the Board Authority
8 members that they have not received this actually
9 in time to read it particularly when you consider
10 the number of pages, so I know it's a restatement,
11 and I know the approval was originally on
12 August the 14th, but you might need to see if they
13 do not want you to go into a little more detail on
14 this resolution. I'll turn it over to you and you
15 please take charge. And if you need to call on
16 anyone, just you can go ahead and make that call.

17 MR. TRABER: Certainly. For the record Chris
18 Traber. And again my apologies to the Board, we
19 supplied the draft last week, so if that was -- we
20 needed to provide that sooner than a week in
21 advance, we can certainly do that for future
22 transactions.

23 Basically, as you mentioned, this is a not to
24 exceed a \$112 million bond issue is going to be
25 privately placed with now three banks instead of

1 two for the benefit of Cypress Cove at HealthPark.
2 The financing is primarily a refinancing of their
3 outstanding Series 2012 Series/Series 2014 bonds
4 issued previously by the Authority, as well as some
5 corporate debt they had outstanding, and a little
6 bit of a new money component, but all not to exceed
7 the amount of \$112 million.

8 This particular item first was before the Board
9 back in June where we held a TEFRA hearing, adopted
10 an inducement resolution. It was then approved by
11 the county in early August. And then at the last
12 meeting we had the full bond resolution approving
13 private placement with TD Bank and Hancock Bank.
14 And we kind of alerted the IDA at the last meeting
15 that we might add one more bank to the mix to
16 spread out the debt. And so this resolution
17 primarily amends and restates that bond resolution
18 adopted at the last meeting to add in Truist Bank
19 as a third bank.

20 There really are no other changes in this
21 resolution compared to the one adopted at the last
22 meeting, except for all of the necessities of
23 adding in additional documents related to Truist
24 Bank. And that's pretty much I think the quick
25 summary.

1 The only thing I wanted to note, I think there
2 was a question at the last meeting, we are breaking
3 this up between a refinancing and a new money
4 component for fee purposes, and the total fee is
5 roughly around 320,000 to the IDA.

6 With that I will open the floor to questions
7 for me or Rob Gall or Matt Lux for whatever the IDA
8 would like information on.

9 MR. HUMPHREY: And if I may interject at this
10 point, this is Jim Humphrey, that I have reviewed
11 the resolution and can approve same as to form and
12 legal sufficiency. And thanks, Chris, that was a
13 detailed explanation of what it is in the sense of
14 a restatement.

15 The one question I would have to you is that,
16 and I might have misunderstood, I thought you said
17 212 million when it is 112 million.

18 MR. TRABER: 112 million.

19 MR. HUMPHREY: Karen, make sure that's
20 clarified.

21 But now there are representatives. Do you want
22 to call on anyone, Chris, before you open it up for
23 questions to the Authority members?

24 MR. TRABER: I think at this point, unless Matt
25 or Rob has something to add, I would just say let's

1 open it up for questions so we can kind of flip
2 right to that.

3 MR. HUMPHREY: So if any member of the
4 Authority has questions, of course, first state
5 your name and then questions or comments, before I
6 ask for consideration of adoption of the
7 resolution. Hearing no one, then, again this is
8 Jim Humphrey, I would ask that we receive a motion
9 to adopt the resolution as restated and as
10 expressed by the bond counsel. And so I open it up
11 for a motion and a second.

12 MR. KIRKWOOD: Wayne Kirkwood. I make a
13 motion.

14 MR. BOLTER: Ed Bolter. Second.

15 MR. HUMPHREY: Okay. We have a motion and
16 second to adopt the resolution. Is there any
17 discussion pertaining to the motion? Hearing none,
18 then again I can call the roll this time, George,
19 if you would like me to.

20 David Barton.

21 MR. BARTON: David Barton. Aye.

22 MR. HUMPHREY: Ed Bolter.

23 MR. BOLTER: Ed Bolter. Yes.

24 MR. HUMPHREY: Doug Gyure.

25 MR. GYURE: Doug Gyure. Aye.

1 MR. HUMPHREY: Tom Hoolihan.
2 MR. HOOLIHAN: Tom Hoolihan. Aye.
3 MR. HUMPHREY: Wayne Kirkwood.
4 MR. KIRKWOOD: Wayne Kirkwood. Aye.
5 MR. HUMPHREY: Gail Markham.
6 MS. MARKHAM: Gail Markham. Yes.
7 MR. HUMPHREY: Robbie Roepstorff.
8 MS. ROEPSTORFF: Robbie Roepstorff. Yes.
9 MR. HUMPHREY: Okay, that motion is passed
10 unanimously.
11 And I think, Chris, that you are always welcome
12 -- you and the applicants are welcome to stay, but
13 you are also not encouraged, but you may disconnect
14 if you --
15 MR. TRABER: Thank you, everyone.
16 MR. HUMPHREY: All right. We next move to the
17 Treasurer's report and to the financials. So I'd
18 like to turn it over to you, Gail, and to Sharon to
19 cover the Treasurer's report and financials. But I
20 would then like to discuss -- so Treasurer, Gail,
21 would you like to assume the responsibility for
22 reviewing or have Sharon review the financials as
23 of July 31, 2020?
24 MS. MARKHAM: I am happy to do that. This is
25 Gail Markham. And I am drawing your attention to

1 the July 31 Financial Position Summary that is in
2 your packet. This summary shows that we have bank
3 accounts and petty cash in the amount of about
4 \$454,000 plus our investments and our CDS. And we
5 have investment accounts of about \$2 million. So
6 less our accounts payable of about 20,000. So our
7 funds available are about \$2.4 million as of
8 July 31. We have some designated funds and they
9 are totaling about \$1.179 million available. So
10 our operating funds we need very little, about
11 11,000, so our net available funds are about a
12 million two that are not encumbered or designated
13 in some way.

14 Statement of Financial Position. Our total
15 assets are about \$2.4 million. Our liabilities
16 about 20,000. And so our equity is still about
17 \$2.4 million rounded.

18 Statement of Activity. Our gross profit that's
19 our interest and our bond fees, and that's the same
20 thing as revenues actually, since we don't have any
21 cost of goods sold, about \$25,000 through July 31.

22 Our expenditures are about \$95,000. So we have
23 used up about \$70,000 of our operating funds year
24 to date through July.

25 By the way, we are on a fiscal year,

1 September 30, in case anybody was wondering, so
2 this activity is to October of '19 through July of
3 '20.

4 Behind that is a general ledger. Does anybody
5 have any questions of Sharon or me? I am not sure
6 do we need a vote on that? Was there a question?

7 MR. BARTON: Gail, yes, it's David Barton here.
8 I just wanted to make note, that I think I am
9 correct in saying since the end of July in the last
10 couple, three weeks I think we had the money in
11 from the bond issue, but I don't think it has come
12 through -- I believe it is about 93,000 on behalf
13 of Bonita Springs. But I just mention it in
14 passing because I think it came in since these
15 figures were printed.

16 MS. ROEPSTORFF: Yes, sir. If I may, this is
17 Robbie Roepstorff.

18 MR. BARTON: Yes, Robbie.

19 MS. ROEPSTORFF: Yes, I have a copy of the
20 deposit ticket. It was received by me and
21 deposited on August the 7th, so it was after the
22 July 31 close. And so I mean I can give you the
23 balances in the money market, and now checking now,
24 if you want me to, but the 93,500 has been put into
25 the bank.

1 MR. BARTON: Thanks, Robbie. I just wanted to
2 mention it because it is quite a substantial amount
3 of money that is actually available to us that
4 wasn't at the time that this was recorded. But
5 thank you. I appreciate you letting us know where
6 it is.

7 MS. ROEPSTORFF: Sure.

8 MS. MARKHAM: This is Gail Markham, and I have
9 a question. I read the minutes of the last
10 meeting, which I did not attend, and I was
11 wondering if the \$60,000 was paid out to Wicked
12 Dolphin, JoAnn, because I noted in the minutes that
13 it was to be paid. I got the impression from the
14 minutes it was going to be paid right away. What
15 is the status on that, can anybody tell me?

16 MR. KNOTT: I will be happy to provide you with
17 an update. Originally she had applied for \$50,000;
18 that was approved by the Authority. At the last
19 meeting the Authority increased the amount of the
20 grant to \$60,000 subject to her providing updated
21 invoicing that would support the \$60,000 number,
22 and also making a resubmission requesting the
23 \$60,000 grant.

24 She has written a letter. There are still --
25 there is still incompleteness in her application to

1 authorize us to complete the funding of that grant.
2 It has been turned over to the grant administrator,
3 Miss Owen, who I understand is communicating with
4 Cape Distilleries regarding bringing her into
5 compliance so that we would be in a position to
6 issue the grant money. So it really is in the
7 applicant's hands at this point in time.

8 MS. MARKHAM: Thank you. This is Gail again.
9 I guess the other question I have, just because I
10 have no idea what the status is, whatever happened
11 with the third allocation that we had approved to
12 go for feeding the front line folks at the
13 hospital?

14 MR. KNOTT: With respect to the third
15 application, originally the initial intended
16 recipient was not a 501(c)3 organization. We
17 stepped back at that point in time. The grant
18 administrator had communications with the Lee
19 Health Foundation regarding the foundation acting
20 as a conduit, if you will, for those grant funds.
21 They felt uncomfortable doing that, unless they had
22 complete control over those grant funds. And
23 nothing further has transpired with respect to that
24 particular grant application.

25 MS. MARKHAM: This is Gail again. I'd like to

1 speak to that. Having been on the fourth floor of
2 the -- on the COVID floor of one of the Lee
3 Memorial hospitals for two weeks, I can tell you
4 how much that is needed. Those people are working
5 so hard and this would be a huge deal. So I feel
6 very strongly we need to figure out how to fund
7 that, because I think it is really critical. I am
8 very emotional about it.

9 MR. KNOTT: Right. I don't disagree as far as
10 the need, but to basically make sure that we do it
11 in accordance with the grant program and in a
12 legally permissible fashion we can -- based on your
13 direction, Miss Markham, I will explore with
14 Miss Owen, the grant administrator, alternatives
15 that we might pursue in order to achieve that
16 objective, if that is the Authority's pleasure.

17 MS. MARKHAM: It's certainly mine.

18 MR. KNOTT: Thank you.

19 MS. ROEPSTORFF: Is that a motion, Gail?

20 MS. MARKHAM: Yes.

21 MS. ROEPSTORFF: I'll second it. This is
22 Robbie Roepstorff. I am so sorry, Karen, this is
23 Robbie Roepstorff, and I will second Gail's motion.

24 MR. HUMPHREY: We have a motion and a second.
25 Any questions or comments pertaining to the motion?

1 MR. KNOTT: Point of clarification. The motion
2 is a motion to direct Authority counsel and the
3 grant administrator to explore the possibility of
4 effectuating a grant to provide food to front line
5 workers at the COVID ward at Lee Health.

6 MS. MARKHAM: Absolutely. That is my motion.
7 This is Gail Markham.

8 MR. KNOTT: Thank you.

9 MR. HUMPHREY: That was George Knott talking,
10 without first identifying himself, Karen.

11 Okay. We have a motion and a second.

12 Again let me call the roll on vote.

13 David Barton.

14 MR. BARTON: Aye. David Barton.

15 MR. HUMPHREY: Ed Bolter.

16 MR. BOLTER: Ed Bolter. Yes.

17 MR. HUMPHREY: Doug Gyure.

18 MR. GYURE: Doug Gyure. Aye.

19 MR. HUMPHREY: Tom Hoolihan.

20 MR. HOOLIHAN: Tom Hoolihan. Aye.

21 MR. HUMPHREY: Wayne Kirkwood.

22 MR. KIRKWOOD: Wayne Kirkwood. Aye.

23 MR. HUMPHREY: Gail Markham.

24 MS. MARKHAM: Gail Markham. Absolutely.

25 MR. HUMPHREY: I assume that's an aye.

1 MS. MARKHAM: Yes.

2 MR. HUMPHREY: Robbie Roepstorff.

3 MS. ROEPSTORFF: Robbie Roepstorff. Yes.

4 MR. HUMPHREY: That motion is adopted
5 unanimously by the Authority.

6 Next would -- I think we need to accept the
7 Financial Report for the period ending July 31,
8 2020, but first let me see if there are any other
9 questions or comments, and if not, would someone
10 please make the motion to accept the Financial
11 Reports?

12 MS. MARKHAM: This is Gail Markham. I'd like
13 to make the motion.

14 MR. BOLTER: Ed Bolter will second.

15 MR. HUMPHREY: we have a motion and a second.
16 Any discussion? Hearing none -- well, I hear
17 feedback. Hearing none, I'll call the roll on that
18 motion of the acceptance of the Financial Reports
19 of July 31st.

20 David Barton.

21 MR. BARTON: David Barton. Aye.

22 MR. HUMPHREY: Ed Bolter.

23 MR. BOLTER: Ed Bolter. Yes.

24 MR. HUMPHREY: Doug Gyure.

25 MR. GYURE: Doug Gyure. Aye.

1 MR. HUMPHREY: Tom Hoolihan.

2 MR. HOOLIHAN: Tom Hoolihan. Aye.

3 MR. HUMPHREY: Wayne Kirkwood.

4 MR. KIRKWOOD: Wayne Kirkwood. Aye.

5 MR. HUMPHREY: Gail Markham.

6 MS. MARKHAM: Gail Markham. Yes.

7 MR. HUMPHREY: Robbie Roepstorff.

8 MS. ROEPSTORFF: Robbie Roepstorff. Yes.

9 MR. HUMPHREY: That is approved unanimously --

10 or adopted unanimously, not approved, accepted.

11 The next item is under the Treasurer's report,

12 Knott Ebelini Hart invoices. And this is Jim

13 Humphrey. And, of course, what you will see from

14 the Financial Report, as well as when you get to

15 the budget, the need for us to discuss that in that

16 I think all of you know from the reports and the

17 amount of work being accomplished by George Knott

18 and the staff, Lily Dalton, and those that with

19 this pandemic and the COVID-19 it has taken an

20 exceptional amount of additional time. And frankly

21 they are also in their invoices, as I am doing --

22 what we are doing in both invoices is we are giving

23 a 20 percent discount because of the governmental

24 entity.

25 But I respectfully submit that the time that

1 the attorneys in our office as well as the staff
2 has expended that -- and with, especially with the
3 20 percent discount, that we have been submitting
4 reasonable fees. And I know it's more than what we
5 are used to in the past, but that was before the
6 pandemic.

7 I discussed it with Sharon, and what I thought,
8 and I think Sharon would agree, that George's time
9 has been an additional amount of time involved with
10 the grant and ensuring that the IDA is protected as
11 it pertains to any grant and that the monies are
12 properly expended. So I think that it's
13 appropriate for me, as counsel to the IDA, to ask
14 that the fees and costs associated with what George
15 and the staff are doing be paid from the budget of
16 the grant and the work being done on the grant.

17 And maybe I can ask you, Sharon, am I saying
18 that adequately or do you have any comments on my
19 request that the treasurer and -- actually the
20 Board authorize the payment of the fees associated
21 with the grant to come from that program?

22 MS. BROTHERTON: This is Sharon Brotherton.
23 And, yes, Mr. Humphrey, just for clarification what
24 we probably can do is go ahead and associate the
25 George Knott and staff bills with the money that's

1 set aside for EDO programs because that was
2 specifically related to the grants, all of meetings
3 that had to be done, so that you could get those
4 grants out to the community. And the ones that
5 were specifically you, Mr. Humphrey, we still put
6 as our operating expenses on the -- for the IDA.
7 So that still comes out of the budgeted line and we
8 are not exceeding what you normally do provide to
9 the Authority.

10 MR. HUMPHREY: This is Jim Humphrey. Thank
11 you, Sharon. And I agree with that for the bills
12 associated with my time it continue out of
13 operations. But the other -- I guess I would ask
14 for a motion on having that -- our comments and
15 your suggestions approved for the funding of the
16 time, and cost, et cetera associated with the
17 grants to be paid from that account.

18 MS. ROEPSTORFF: If I may, I think it's an
19 appropriate time to talk about this bill.com thing.
20 I really need clarity based on what the Board
21 approved. That's why you never miss a meeting, let
22 me tell you. Because I guess our meeting was on
23 the 14th, and then I got this bill.com August 17th
24 telling me I need to take care of this. What?

25 So the bottom line is -- because I need to

1 understand how it is going to work, Jim, because I
2 have already gotten a bill, and I am continuing to
3 get emails of legal fees that I don't see have been
4 brought before the meeting, unless they were at a
5 meeting that somehow I missed it. And there is
6 confusion here because I think Sharon got back to
7 me and said no, all legal bills will be approved at
8 the board meeting, reviewed and approved at the
9 board meeting. But I'm getting emails asking to
10 approve them before they get to the board meeting
11 and I don't like that.

12 I don't know what I am approving, because once
13 I really got into this, I saw that we are getting
14 like three different billings. And all of the
15 billings say for general, you know, instead of
16 being specific on it. So I need to understand what
17 you're looking for my role. And you also had the
18 treasurer -- you just earmarked it as treasurer.
19 And today I see the treasurer is Tom Hoolihan, but
20 Gail is I think our treasurer emeritus because she
21 is so darn good at financials. She probably should
22 be the permanent treasurer; I don't know.

23 So I need to understand what's being asked of
24 me before -- because there is some outstanding
25 legal bills prior to today's legal bills.

1 MR. HUMPHREY: Okay. If I may, this is Jim
2 Humphrey. And, Robbie, very good points that you
3 bring up. The fact that one, if we have confused
4 the issue by sending and expecting payments before
5 the Authority members that's -- we will definitely
6 stop that because our bills are reviewed and
7 approved by the Authority.

8 And, George, and I think you and I have
9 discussed, if we're not charging interest on that,
10 in fact we are giving a discount. But --

11 MS. ROEPSTORFF: Maybe Sharon can explain how
12 they get into this bill.com before they get into
13 our approval package.

14 MS. BROTHERTON: Yes, this is Sharon. And --
15 Sharon Brotherton, sorry. I did go ahead and set
16 those up there. I can take off daily reminders for
17 you. Those are there as soon as they are received
18 so that you all can see them prior to the meeting,
19 the meeting approves, then you can press your
20 approval when it comes through. Daily emails for
21 sure that's a setting that I can take off of there
22 for you so you don't get notified daily that those
23 are still awaiting your approval. I don't like
24 that either, so I certainly understand that.

25 But, yes, when the attorneys send invoices in

1 to us, we go ahead and at least upload them. what
2 I'll do is wait until the board meeting until that
3 is finished before you ever receive the first
4 notification to approve it so you know you have
5 seen that or heard that, either read the minutes or
6 heard it personally when we are online.

7 I was getting that set up because we had the
8 original 20,000 to get out and some bills to pay
9 from the last meeting, so my quick to get that up
10 there really confused you, and please accept my
11 apologies.

12 MS. ROEPSTORFF: This is Robbie Roepstorff.
13 That's quite all right. And, Gail, I am speaking
14 for myself that I want it this way. If anybody
15 else would love to take this on, because trust me
16 when a check comes in for payment, I don't pay it
17 if the money isn't there and it doesn't have the
18 proper signatures to it. But now I am curious will
19 there be checks on this or is it ACH, is it an
20 automatic thing or do you cut checks anymore; what
21 do you do?

22 MS. BROTHERTON: This is Sharon. It is a
23 combination of both. And our vendors can accept to
24 receive an ACH payment or they will receive a check
25 that's issued directly from the program so that

1 there's a positive pay module so that we have all
2 of those approvals in there first prior to then
3 pressing the button to go ahead and get them paid.

4 MS. ROEPSTOERFF: This is Robbie again. Gail,
5 would you like to give some input? I know you
6 worked with this bill.com prior, so you might be
7 more familiar with how it works.

8 MS. MARKHAM: This is Gail Markham. I really
9 like this app; it has been very efficient. And
10 it's very easy to use. I really like it. The only
11 thing that I would like to add, and we never really
12 had this problem before -- Sharon is amazing the
13 way she is handling things. I am very happy with
14 having her a part of our team; it is taking a lot
15 of burden off the EDO and us. I think going
16 forward, Sharon, I would like for you not to even
17 put it into bill.com until it's approved. That way
18 we don't have to stop and ask, because I have had
19 to ask Sharon more than once lately, because I
20 missed some meetings: Has this really been approved
21 or not before I approve it for payment? So if we
22 could not even enter it into the system until it is
23 actually approved, I think that would reduce the
24 confusion going forward because I won't always be
25 the person on bill.com as I am now.

1 Another thing I would like some clarification
2 of, because there is a lot of confusion going on in
3 my mind right now in many ways, is that we have an
4 annual meeting here. I am like -- am I treasurer
5 or am I not treasurer? I have never received a
6 notification asking me -- somebody needs to mute.

7 what I am asking you about is I have not
8 received a notification. My term is up as we
9 speak. Am I still on the IDA? Somebody else is
10 talking.

11 MR. KNOTT: Mr. Hoolihan, we're getting immense
12 feedback any time we unmute you, so we are muting
13 you so that the speakers will not be interrupted.
14 And we will unmute you to get your comments after
15 they speak.

16 MS. MARKHAM: Thank you. This is Gail again.
17 Again what I was saying is I don't even know if I
18 am on the IDA, if I have authority to even vote
19 today or not. It's our annual meeting. We have
20 not been sworn in. I don't even know if I am a
21 candidate. It was my understanding I was supposed
22 to get some paperwork from the county asking if I
23 would like to re-up for another three years. I
24 have not received anything. I believe Tom, and
25 David and Wayne are probably all in the same

1 situation. Has anyone else -- have I been singled
2 out or has anybody heard from anybody? What are we
3 doing? This is so weird. I have been on this
4 what, for 30 years. I have never had this happen.
5 So will somebody explain to me if I even have the
6 authority to vote today?

7 MR. BARTON: Yes, Gail, it's David speaking. I
8 haven't heard anything either. I had the same
9 question in mind. I think I have served on the
10 board for 30 or 31 years, and I'm not -- I have
11 always received a notice for reappointment. You
12 are right, nothing has happened.

13 MR. BOLTER: This is Ed Bolter. Just to
14 address this question, I reached out to
15 Commissioner John Manning this morning for that
16 very question, Gail. I think he appointed some of
17 you all. And so I wanted to find out what the
18 procedure was because, as I understood it, I
19 haven't heard any of you all say you didn't want to
20 serve and I was looking to get you all reappointed.
21 So, as the incoming chairman, I haven't heard
22 anything either. So we're all in the dark, but I'm
23 trying to get that cleared up as we speak.

24 MR. KIRKWOOD: This is Wayne Kirkwood. If I
25 may, I spoke to Commissioner Manning's office on

1 three different occasions over the last two and a
2 half, three weeks. Each time I was told that we
3 would receive something via snail mail as well as
4 email. They even confirmed my email, being that
5 mine had changed. And still nothing.

6 So right now we sit here in limbo to Gail's
7 point.

8 MR. BOLTER: This is Ed Bolter again. I left
9 him an email on his cell phone this morning about
10 9:10 this morning. I am waiting to hear back from
11 him. If not, I will hound him. I know where he
12 lives. I know how to find him. So I will get an
13 answer.

14 MR. KIRKWOOD: This is Wayne Kirkwood again, if
15 I may. John and I go back almost 40 years as best
16 friends. I do know John has had some personal
17 issues that he has been dealing with, and his staff
18 has been, you know, doing their job on his behalf,
19 so that may be part of the problem. But as I
20 understand it, it's a normal function, a county
21 function to send these things out, and again I
22 haven't seen them.

23 MR. TALMAGE: Mr. Chairman, this is John
24 Talmage. I will reach out to the Office of Public
25 Resources to find out the status. I remember last

1 year with Robbie's reappointment there was a delay
2 with paperwork that it didn't get sent out
3 automatically, if I remember that right, Robbie.

4 MR. BOLTER: This is Ed Bolter again. Can we
5 confirm publicly right now that Gail, Wayne, and
6 Tom, you are willing to serve a new term?

7 MS. MARKHAM: Yes. This is Gail. Yes.

8 MR. KIRKWOOD: Wayne Kirkwood. Yes.

9 MR. BOLTER: Tom, you are muted.

10 MR. HOOLIHAN: This is Tom Hoolihan. Yes, I
11 have not received anything either. However, I
12 wanted to clarify I am actually the Secretary this
13 year; I am not the Treasurer. Gail is the
14 Treasurer. I think Robbie mentioned that I was the
15 Treasurer, but I was treasurer in '18/'19.

16 MS. ROEPSTORFF: Tom, I said that because I am
17 at Sanibel and I didn't have an opportunity to go
18 look it up in my files, but I looked at the
19 transcript of our minutes and it has got you on
20 there as Treasurer; that's where I got that from.

21 MR. HOOLIHAN: Actually it is from last year.
22 I was Treasurer in 2018/'19 and then I was bumped
23 up to Secretary for 2019/2020. And that was
24 actually approved -- there's not a rotation of
25 officers in the current -- in the agenda for today,

1 at least there's not a document that shows
2 everybody, but I just went back to the last year's
3 and I am the Secretary.

4 MR. BOLTER: So, John, this is Ed Bolter. To
5 Gail's point, then you have got three members that
6 are willing to serve again, so we should be getting
7 documentation to re-up the three of them going
8 forward; correct?

9 MR. TALMAGE: I will make sure that paperwork
10 gets sent out.

11 MR. BOLTER: As I am the incoming chair, I am
12 counting on them. I want to make sure their
13 paperwork is done properly.

14 MR. TALMAGE: I hear you.

15 MS. ROEPSTORFF: This is Robbie Roepstorff.
16 And is our counsel still on there, Jim Humphrey?
17 Jim?

18 MR. KNOTT: Jim?

19 MS. ROEPSTORFF: I guess not.

20 MR. KNOTT: He is.

21 MR. HUMPHREY: I'm sorry, I had you on mute. I
22 was just talking away.

23 MS. ROEPSTORFF: I was kind of expecting you to
24 speak up because back some time ago I had brought
25 to your attention, after I was delayed getting

1 paperwork, I said: Jim, I know from sitting on the
2 University Board of Trustees until there is a
3 reappointment or appointment of a new person, you
4 sit in the chair and carry out business until such
5 time. And you came back to me and said: Yes, you
6 looked that up, reaffirmed that.

7 So I am just trying to get them some peace of
8 mind in voting on things today. Is that accurate,
9 as our counsel?

10 MR. HUMPHREY: This is Jim Humphrey. And yes,
11 in response to your question, Robbie, it is
12 accurate both -- but also in fact it's clearly in
13 the statute is that the terms while they may end in
14 September they really remain until the successor or
15 the reappointment is done by the qualified people.

16 So let me put all of you at ease, because I
17 really have to write an opinion of counsel
18 pertaining to the bond closing coming up October
19 the 1st. All of you are still legal members of the
20 IDA, and you will remain so, until not only a
21 decision, but actually a swearing in is occurring.

22 But what I think I do need to say I believe
23 there are four members that are up for
24 reappointment. It's David Barton, and Tom
25 Hoolihan, Wayne Kirkwood and Gail Markham. Now I

1 will tell you that, just as I did with you, Gail, I
2 drove all of the way out to the bank to make sure
3 that you were sworn in, that I am monitoring this,
4 but in my role as counsel to the Authority
5 collectively. But as Ed just said, it's important
6 with the talent we presently have on the authority
7 for Ed to desire to have that talent continue on.
8 So I know that that is being worked on.

9 Ed, I appreciate what you have done in that
10 regard. All of you are still members. There is no
11 question about that.

12 what is it, Gail, you thought you might be in
13 some type of a -- I'm trying to remember the words
14 you said. Let me just conclude with it. Even
15 those appointed for a term of four years, in each
16 case until his or her successor was appointed and
17 qualified.

18 But, John, I appreciate what you're saying,
19 because I think that with all of this pandemic and
20 everything else going on, and what Wayne just
21 discussed is that we should be, I guess, prepared
22 that things will not continue to be as normal until
23 we can go past where we are at this stage with the
24 COVID-19.

25 So if there is any other questions about it,

1 because, Gail, I would like to get back to the
2 discussion about the allocation or approval of the
3 payment of the fees associated with the grant.

4 MS. MARKHAM: Thank you, Jim, for clarifying
5 that. I guess I am able to vote today and my vote
6 will count, so it's good to know.

7 I don't know if we're ready today to vote on
8 attorneys' fees. Maybe Sharon needs to go back and
9 readdress that and reallocate it and resend it to
10 us for our review.

11 Sharon, I will turn that over to you. What are
12 your thoughts? I rely on you heavily on this.

13 MS. BROTHERTON: What I can recommend that we
14 do is we can approve the payment of the bills as
15 they have been presented with the allocation of
16 Attorney Knott's time going to the EDO programs and
17 with Attorney Humphrey's time and bills going
18 towards our regular operating funds. We're holding
19 on to May and June invoices right now. So we would
20 want to make sure that we have those taken care of,
21 and then we will be getting July and August and
22 September to make sure that we are getting
23 everything squared away.

24 MS. MARKHAM: This is Gail Markham. Sharon,
25 can you clarify for us how much each allocation

1 would be that you would like us to vote on for
2 payment today?

3 MS. BROTHERTON: Yes. Let me total that up
4 here real quick. I have everything ready for a
5 budget discussion, but I knew that was going to
6 come. We're looking at a total of -- well, on the
7 ones that are presented with the packet, the ones
8 we have got \$3,073.14 that are going to the
9 operating fund. Plus \$13,000 -- \$13,016.32 will be
10 going against the EDO program line budget.

11 MR. GYURE: This is Doug Gyure speaking. What
12 time frame do those amounts cover?

13 MS. BROTHERTON: We're covering May and June
14 with these invoices that are presented today.

15 MR. GYURE: Thank you.

16 MS. BROTHERTON: You're welcome.

17 \$19,000. \$16,000 split to go for the line
18 budget and \$3,000 for the regular operating
19 covering two months and about -- \$1,500 a month
20 really does seem to be what Mr. Humphrey's regular
21 bills are to us on a regular basis.

22 MS. ROEPSTORFF: This is Robbie Roepstorff.
23 Sharon, is that -- if you're saying -- when you
24 call it the EDO line, you are calling our economic
25 development opportunities -- or that we designated,

1 our designated line?

2 MS. BROTHERTON: Yes. Designated funds for EDO
3 programs, meaning that was a lot of time spent that
4 Mr. Knott had with the grants and the program that
5 we instituted, yes.

6 MS. ROEPSTORFF: Yes, ma'am. So you are saying
7 that we haven't paid -- I mean we are looking at
8 needing to pay May and June?

9 MS. BROTHERTON: Right.

10 MS. ROEPSTORFF: Are you going to have to
11 reverse that to have a true picture? Are there
12 other bills that have already been paid against
13 operating that should be against the program?

14 MS. BROTHERTON: That's a very good point.
15 Yes. This is Sharon again. We did pay some April
16 and March invoices for Attorney Knott that we will
17 reallocate. I can go back to the -- I can go back
18 and present all of that in one document for you so
19 you see the way that that will change in our
20 numbers. Those bills have already been paid. We
21 would just want to reallocate based on the
22 recommendation to split his time that way. Right
23 now I do not have that number.

24 MS. ROEPSTORFF: Okay. This is Robbie again.
25 You know, it is what it is. But it will give us a

1 truer picture of what was involved and what was
2 truly operating to keep us in line with our budget.

3 So, you know, Gail, as Treasurer I'll defer to
4 you. I do think we need a recap of all of the
5 transactions that she's doing. But today, I guess,
6 if what you're telling us also, Sharon, is what we
7 have before us these -- three invoices?

8 MS. BROTHERTON: Yes.

9 MS. ROEPSTORFF: -- three invoices, we need to
10 approve these today?

11 MS. BROTHERTON: We need to approve payment
12 with the understanding that they would be split, if
13 that's how you decide you would like to go with it.

14 MS. MARKHAM: Would you like to make a motion,
15 Robbie? This is Gail.

16 MS. ROEPSTORFF: No.

17 MS. MARKHAM: Anyone else?

18 MS. MARKHAM: Nothing like throwing it at you,
19 huh?

20 MS. ROEPSTORFF: Right. No, I have a problem
21 with this.

22 MR. GYURE: This is Doug speaking.

23 MS. ROEPSTORFF: I don't like this technology
24 stuff because I look at these invoices, and I have
25 to tell you, and I don't know how, you know -- I

1 love our attorneys. Please don't take this wrong,
2 attorneys. You know, I don't care if the Pope was
3 our attorney. I am just saying what I am saying.
4 So often having sat in the chair, it's the chairman
5 who knows what he has asked our legal counsel to
6 do. And, you know, and it was our chairman who
7 brought forth these grants. So did they discuss
8 this? Has David look at all of these bills?
9 Because I don't know of all of the conversations to
10 say they happened or they didn't happen, et cetera,
11 et cetera. I don't doubt anyone, but that's why I
12 just -- the approval process -- I'm glad you
13 cleared that up, Gail, that they won't go into
14 bill.com until they come into the full Board for
15 approval.

16 MR. HUMPHREY: This is Jim Humphrey. Robbie,
17 if I can interject, we sent out those bills --
18 Sharon -- in fact, they are part of I think either
19 today or part of copies that were sent to the
20 Authority members.

21 MS. ROEPSTORFF: Yes, sir. This is Robbie.
22 They are in the package here. I have looked at
23 them. But I guess what I'm saying is that was the
24 reason why I didn't want this approval process
25 before they came to the Board because I don't know

1 that they're -- that they are what was engaged or
2 not, you know what I'm saying? So I like how Gail
3 has modified that, and Sharon, that they will come
4 in here before they are ever entered into the bill
5 pay.

6 MR. HUMPHREY: Well, I'll say on behalf of the
7 firm while we are not starving lawyers or anything,
8 you know, we do expect to be paid for the time and
9 particularly the efforts that George and his staff
10 have put forward, and it has all been, not all, but
11 primarily pertaining to the grants that the
12 chairman presented, which we all were complimentary
13 of, and the approval the Board has given.

14 In fact, I was going to give a report after
15 this on the -- from the health system on the status
16 of the COVID-19.

17 MS. ROEPSTORFF: Jim, I just -- go ahead.

18 MR. HUMPHREY: No, I just --

19 MS. ROEPSTORFF: These are old invoices you all
20 need paid. I have no problem; I am saying that.
21 But I like what we have discussed here and, you
22 know, because when they end up in our package, I
23 just know there is -- I always give it great
24 scrutiny because my name, when I was chair, used to
25 be all through there, you know, and I want to make

1 sure that it is what we had discussed. So I'm not
2 -- I like where we're going now, let me put it that
3 way. I won't miss another meeting.

4 MR. BOLTER: This is Ed Bolter. Robbie, what
5 is the total of the three invoices you have in
6 front of you?

7 MS. ROEPSTORFF: I didn't total them. See I
8 don't know, Sharon, if they all -- if the three
9 invoices each carry over. There are a lot of
10 unpaid bills and --

11 MS. BROTHERTON: Correct. And let me tell you
12 that there are two of Attorney Knott's invoices
13 that total \$16,240, I'll leave off the finance
14 charge, and then there's a \$3,000 bill for the
15 regular operating. So we're looking at \$19,000.

16 MR. BOLTER: This is Ed Bolter again. So are
17 we prepared, if there is an approved motion, to pay
18 the \$19,000 of the outstanding invoices?

19 MS. BROTHERTON: We have the funds available.

20 MS. ROEPSTORFF: We have plenty of money.

21 MR. BOLTER: What's that, Robbie?

22 MS. ROEPSTORFF: I said we have plenty of
23 money, yes.

24 MR. BOLTER: So if that's the case, I'll move
25 to pay the outstanding three invoices for the

1 \$19,000 to at least move this process forward, with
2 the understanding that in the future we're not
3 going to be asked -- or Robbie is not going to be
4 asked to pay anything without prior approval of
5 this Board.

6 MR. KIRKWOOD: This is Wayne Kirkwood. I
7 second that.

8 MR. HUMPHREY: We have a motion and a second.
9 Is there any discussion? And I will tell you,
10 Wayne, I think, as Sharon said, we have got a
11 schedule and a procedure now to follow as it
12 pertains to the grant and that program. And I
13 appreciate it, Sharon, your explaining it to them.
14 so with that, unless there are any other questions,
15 I would -- I would -- I guess entertain the fact
16 that there has been a motion and a second and I can
17 call the roll on the vote.

18 David Barton.

19 MR. BARTON: David Barton. Aye.

20 MR. HUMPHREY: Ed Bolter.

21 MR. BOLTER: Ed Bolter. Yes.

22 MR. HUMPHREY: Doug Gyure.

23 MR. GYURE: Doug Gyure. Aye.

24 MR. HUMPHREY: Tom Hoolihan.

25 MR. HOOLIHAN: Tom Hoolihan. Aye.

1 MR. HUMPHREY: Wayne Kirkwood.

2 MR. KIRKWOOD: Wayne Kirkwood. Aye.

3 MR. HUMPHREY: Gail Markham.

4 MS. MARKHAM: Gail Markham. Yes.

5 MR. HUMPHREY: Robbie Roepstorff.

6 MS. ROEPSTORFF: Robbie Roepstorff. Yes.

7 MR. HUMPHREY: I guess now both as Board
8 Counsel, Authority counsel, and on behalf of our
9 firm we appreciate that vote, and we will follow
10 what Sharon has discussed with you and also with
11 you, Gail.

12 Let me get where I am now. We have accepted
13 the financial report and we have discussed the
14 matter.

15 I know what I wanted to do is to also give you
16 an update on the Lee Health, the COVID 19. It is
17 very brief. But I think again because of the
18 efforts that the IDA is making to assist the public
19 and nonprofits in providing the appropriate medical
20 attention and care to those who have been tested
21 positive. This latest memo is from Wednesday,
22 September the 9th. They today have COVID 19
23 update, currently have 86 COVID-19 patients
24 isolated in our hospitals. And we had nine new
25 COVIDs yesterday, which would be Tuesday, September

1 the 8th. And we discharged 8 COVIDs yesterday.
2 The total of 2,577 COVID patients have been
3 discharged since the beginning of this pandemic.
4 Yesterday we had a 15.2 percent positivity rate on
5 COVID-19 tests processed through the Lee Health
6 labs. Currently 71 percent of our ventilators and
7 22 percent of our ICU rooms are available for use.
8 We have 10 COVID-19 patients on ventilators and 17
9 in the intensive care unit. Current census is 81
10 percent of staff operational bed capacity with 7.5
11 percent of those being COVID-19 patients.

12 So I think again because of the approval of the
13 grant program and asking them to continue to give
14 us updates, I wanted to present it to the
15 Authority.

16 Let's see where we are. We did the Budget
17 Adoption -- we did the financial. Have we done the
18 Budget Adoption?

19 MR. KNOTT: No.

20 MR. HUMPHREY: we haven't, okay. The New
21 Business is the Budget Adoption. And, of course,
22 that's on my Tab VI. Gail, is it you, Sharon, that
23 want to review the budget -- proposed budget for
24 the year?

25 MS. MARKHAM: This is Gail Markham. Sharon,

1 would you like to start with it and we can all
2 chime in as needed?

3 MS. BROTHERTON: Okay. I would -- I want to
4 call a little bit of attention to the Authority
5 here. Gail and I received the first copy of the
6 budget sent to us, so we didn't have anything to do
7 with the compilation. Nancy did send it to me and
8 say *what am I missing?*

9 In terms of what we have traditionally taken
10 care of over the previous years, there were a
11 couple of things that I did point out to her that
12 she did make changes on that mostly to include the
13 Horizon Foundation 1099 support that we had voted
14 on during the year to increase and have an
15 assistant to help Dilman.

16 We want to make sure that we're paying
17 attention to what we have done in the past, and I
18 took it upon myself to go ahead and pull a
19 comparison report over what's been done in 2019,
20 '20 through August, which you all don't have August
21 yet, but I do have August, and also the '18/'19
22 actuals. And with some preliminary discussions
23 that Gail and I were able to have concerning the
24 budget concern that we may be inflating some of the
25 expenses with designated funds.

1 So we will budget based on what we think we are
2 going to have coming in from the bond closings;
3 that's going to be in that next fiscal year. So
4 without any budgeted income, this really wouldn't
5 be an approved budget without any income in there.

6 But the Economic Development Program designated
7 fund line that is not something that we have
8 traditionally brought all of the way back up to the
9 full \$900,000 every year because we keep spending
10 it down because it had been designated in the past.
11 So if we're willing and we want to say hey, we are
12 going to bump up and still designate that full
13 amount after what has been used, that, of course,
14 would be -- that's in your purview.

15 What I would like to say is that in 2018 --
16 '18/'19 we spent \$15,000 on these economic
17 development programs. In '19/'20 if we don't spend
18 the \$60,000 for Wicked Dolphin until next fiscal
19 year, we'll have spent \$51,000 in the current
20 fiscal year.

21 So over the last three years when there has
22 been a designated fund of 800,000, \$900,000, we
23 spent 65, \$66,000.

24 MS. MARKHAM: Sharon, can I ask -- this is Gail
25 Markham.

1 MS. BROTHERTON: Yes, ma'am.

2 MS. MARKHAM: I'm not even sure that that
3 should be an expense on our budget. That is an
4 allocation of our resource. Do we really even need
5 to have that on there? I think it completely skews
6 the whole budget and it looks a little strange to
7 me. Again historically we don't spend \$900,000 a
8 year. It's an allocation of our resources so that
9 we know how much we have to spend. I think that
10 needs to come off the budget period.

11 MS. BROTHERTON: Okay.

12 MS. MARKHAM: Agree with me on that?

13 MR. BARTON: Yes. David Barton.

14 MR. HUMPHREY: If I may interject. Considering
15 the discussion, and I don't see a legal impediment
16 to deferring this matter to the October 9th
17 meeting, at that time you'll have the election of
18 the officers and be able to look -- I don't know if
19 the Authority members have had a chance to really
20 review the meeting schedules for the 2021 fiscal
21 year.

22 MS. MARKHAM: This is Gail Markham. Jim, thank
23 you for your input. I would love to defer that,
24 and what I would like to have is a comparison to
25 our actual expenditures for this year so that we

1 have actually three columns, we have what is
2 proposed, what's actual and the difference. I
3 would like to propose that.

4 MR. HUMPHREY: Okay. Unless I hear objections,
5 I believe we should defer the budget adoption and
6 even the calendar adoption until October the 9th.
7 Now we will go ahead and notice the October 9th
8 meeting, which is at 10:00 a.m. But the others --
9 I would ask the Board members to look, and
10 particularly the new chair person that's about to
11 be elected in the election of officers, to look and
12 make sure that these are dates that we can always
13 depend on a quorum.

14 MS. ROEPSTORFF: This is Robbie. I will second
15 Gail's motion. Gail, did you want to add on to
16 your motion to defer the calendar from -- after the
17 October 9th meeting?

18 MS. MARKHAM: Yes. This is Gail Markham. I
19 would like to defer. And I guess that's going to
20 be basically our annual meeting since today is
21 totally not in many respects. So perhaps we need
22 to call that our annual meeting. And perhaps we
23 will have some appointments, we can swear in
24 people, we can look at our budget, we will have the
25 benefit of a full year of comparison. And that

1 would be my motion. Thank you, Robbie.

2 MS. ROEPSTORFF: This is Robbie Roepstorff.
3 I'll second that motion.

4 MR. HUMPHREY: Okay. This is Jim Humphrey. We
5 have a motion and a second. Is there any
6 discussion? Then I'll call the roll again.

7 David Barton.

8 MR. BARTON: Aye.

9 MR. HUMPHREY: Ed Bolter.

10 MR. BOLTER: Yes.

11 MR. HUMPHREY: Doug Gyure.

12 MR. GYURE: Doug Gyure. Aye.

13 MR. HUMPHREY: Tom Hoolihan.

14 MR. HOOLIHAN: Tom Hoolihan. Aye.

15 MR. HUMPHREY: Wayne Kirkwood.

16 MR. KIRKWOOD: Wayne Kirkwood. Aye.

17 MR. HUMPHREY: Gail Markham.

18 MS. MARKHAM: Gail Markham. Yes.

19 MR. HUMPHREY: And Robbie Roepstorff.

20 MS. ROEPSTORFF: Robbie Roepstorff. Yes.

21 MR. HUMPHREY: Okay. Now we move into --
22 probably the only item under the Annual Meeting,
23 Gail, is that you still need to have the election
24 of officers. And I noticed also if there was not
25 the printout that we are all used to, but yet I

1 think that the one might have had the proposed for
2 2021 year. I know that the vice chair was to be
3 elevated to the chair and the other officers, but I
4 would call on, I guess, any one of the Authority
5 members if you'd like to make a recommendation or
6 actually designate a member for -- for the
7 officer's position to approve the staff or the
8 officers for the year 2021.

9 MS. MARKHAM: This is Gail Markham. I have no
10 idea what the proposal is. I don't believe I
11 received anything like that in my packet. Did
12 anyone else?

13 MR. HOOLIHAN: This is Tom Hoolihan. I do have
14 the -- like I said, I have the rotation form from
15 last year. I don't know if anybody else does, but
16 I could read off who is proposed to be elevated.

17 MR. HUMPHREY: Tom, if you would read off that.

18 MR. HOOLIHAN: So this year -- (Zoom
19 interruption) Robbie Roepstorff was the Assistant
20 Secretary; Doug Gyure was the Assistant Secretary;
21 Gail Markham was the Treasurer; I was -- Tom
22 Hoolihan was the Secretary; Ed Bolter was the vice
23 Chair and David Barton is the Chair.

24 For the upcoming fiscal year 2021 David Barton
25 would be a Member. Wayne Kirkwood would be an

1 Assistant Secretary. Robbie Roepstorff -- Doug
2 Gyure would be Treasurer. Gail Markham would be
3 Secretary. I would be -- Tom Hoolihan would be the
4 vice Chair. And then Ed Bolter the Chair.

5 And I can make a motion that all of the names I
6 just read --

7 MR. KNOTT: Tom, this is George Knott.

8 MR. HUMPHREY: There is confusion that's coming
9 out of a couple of them. I understood what Tom
10 said. And let me tell you under the bylaws all
11 officers shall be elected at the annual meeting of
12 the Authority and shall hold office for one year
13 until either reelected or their successors are
14 elected and qualified.

15 So if you heard the list of the proposed
16 officers for '20 and '21, then we would need
17 approval of the slate that is identified by Tom
18 Hoolihan.

19 MR. KNOTT: George Knott for the record. Our
20 stenographer did not get any of that on the record
21 so we need to --

22 MR. HOOLIHAN: This is Tom again. I would be
23 happy to email this to somebody. I can do it right
24 now.

25 MR. GYURE: This is Doug Gyure. I am holding

1 that same document Tom has from last year.

2 MS. ROEPSTORFF: This is Robbie. Can the
3 transcriber read back Gail's motion? I thought she
4 was deferring the annual meeting until October.

5 MR. HUMPHREY: No.

6 MS. ROEPSTORFF: Is that not what she said?

7 MR. HUMPHREY: The adoption of budget and the
8 calendar, but not the annual meeting is my
9 understanding.

10 MS. MARKHAM: This is Gail Markham. I believe
11 I did include that in my motion, we defer the
12 entire annual meeting happenings, including
13 swearing-ins, to the next meeting because we're not
14 even knowing if we are reappointed. It seems kind
15 of weird to be sworn in for the next year when you
16 are in limbo.

17 MR. HUMPHREY: That is permissible also. We'll
18 just defer it. You did make a motion, but I need
19 clarification that that motion also included to
20 defer the annual meeting until October the 9th.

21 MS. MARKHAM: This is Gail Markham. It did.
22 If Karen wants to read that back to us so that you
23 are comfortable with it.

24 MR. KNOTT: Excuse me.

25 MS. MARKHAM: Karen, are you able to do that?

1 MR. KNOTT: Hold on for one second. She has
2 had a lot of difficulty getting the record, as a
3 result of what has just happened, so if we could
4 just move back to Gail Markham's original motion is
5 it -- can you read that back? It is going to take
6 her a little bit.

7 MR. HOOLIHAN: This is Tom Hoolihan.

8 MR. KNOTT: Tom, Tom, do not say anything while
9 she's trying to read the record back, because she
10 has to make a real time record of anything that's
11 occurring in this session and she is trying to go
12 back several minutes to get the quote.

13 (Record read.)

14 MR. KNOTT: Okay. Just as an informational
15 item, Tom Hoolihan had a statement he wanted to
16 make. Could you unmute him, please.

17 MR. HOOLIHAN: Yes, this is Tom. I was just
18 going to withdraw my motion.

19 MR. KNOTT: Excuse me. Tom, when you speak we
20 cannot hear you. And the court reporter has
21 already requested offline to me while this has been
22 going on if Doug Gyure could please read the list
23 that was referred to by Tom Hoolihan in his
24 statements that he broke up on so that at least she
25 could piece that part together.

1 MR. GYURE: Doug Gyure here. Do you want to
2 hear fiscal year the existing as well as the
3 incoming?

4 THE REPORTER: Yes.

5 MR. GYURE: For fiscal year '19/'20. Wayne
6 Kirkwood was a Member; Robbie Roepstorff, Assistant
7 Secretary; Doug Gyure, Assistant Secretary; Gail
8 Markham, Treasurer; Tom Hoolihan, Secretary; Ed
9 Bolter, Vice Chair; David Barton, Chair.

10 For the incoming year of fiscal year 2021 David
11 Barton would be Member; Wayne Kirkwood, Assistant
12 Secretary; Robbie Roepstorff, Assistant Secretary;
13 Doug Gyure, Treasurer; Gail Markham, Secretary; Tom
14 Hoolihan, Vice Chair and Ed Bolter, Chair.

15 MR. KNOTT: I believe Mr. Hoolihan withdrew his
16 motion.

17 And we have a motion on the floor and a second
18 for Gail Markham's motion. So if we could take a
19 roll call vote on Miss Markham's motion.

20 MR. HUMPHREY: Yes. This is Jim Humphrey.
21 I'll call the roll. And thank you, George, because
22 I did not hear that part of the deferring even the
23 annual meeting, so I'm glad that you read it
24 because, Gail, you did include that. So what we
25 are now voting on is to defer the annual meeting as

1 well as the items under the New Business on the
2 Budget Adoption and Calendar Adoption and the
3 election of the officers. So hearing that I will
4 call the roll. There has been a motion and a
5 second as I understand it, am I correct?

6 MS. MARKHAM: This is Gail Markham. Yes.
7 Somebody needs to mute their -- I am hearing
8 somebody's phone ringing, and it is really hard to
9 hear; it's very distracting.

10 MR. HUMPHREY: So if we are ready to vote on
11 it, I'll call the roll.

12 David Barton.

13 MR. KNOTT: David Barton has departed the
14 meeting.

15 MR. HUMPHREY: Okay. Then Ed Bolter.

16 MR. BOLTER: Yes.

17 MR. HUMPHREY: Doug Gyure.

18 MR. GYURE: Doug Gyure. Aye.

19 MR. HUMPHREY: Tom Hoolihan.

20 MR. KNOTT: Hold on. Can you vote, Tom?

21 MR. HOOLIHAN: Yes. Can you hear me?

22 MR. KNOTT: Yes. Now we can.

23 MR. HOOLIHAN: Tom Hoolihan. Yes.

24 MR. HUMPHREY: Wayne Kirkland -- Kirkwood. I
25 don't know why I want to keep saying Kirkland.

1 Kirkwood.

2 MR. KIRKWOOD: I still love you, Jim. Wayne
3 Kirkwood. Yes.

4 MR. HUMPHREY: Thank you.

5 Gail Markham.

6 MS. MARKHAM: Gail Markham. Yes.

7 MR. HUMPHREY: And Robbie Roepstorff.

8 MS. ROEPSTORFF: Robbie Roepstorff. Yes.

9 MR. HUMPHREY: Okay. Then the next item was a
10 request by the Authority Counsel to have the
11 website for the IDA to be updated. One of the
12 things, and maybe we could just defer that until
13 October the 9th also, but I do believe that we need
14 to revisit the website, make sure it is updated
15 because frankly I'd like us to start the new year
16 with making sure that we have the materials to you
17 within the seven days that's envisioned by the
18 website. I think that with the changes -- and, you
19 know, the Lee IDA, you have your own website as set
20 forth in the statute. So I think it's important at
21 this stage to review it. It hasn't been -- I think
22 the last time was actually '18, 2018. But I can
23 wait and ask for that again on the 9th or on the
24 9th it would be a good time then to review the
25 website with the Board -- with the Authority. What

1 is your favor on that?

2 MS. MARKHAM: This is Gail Markham. I totally
3 agree with you. I think we need to defer it until
4 we are one Industrial Development Authority, new
5 members, old members, whomever. Let's get it
6 right.

7 MR. HUMPHREY: I don't believe I need a motion
8 on this. This is Jim Humphrey. I don't believe I
9 need a motion on that. I think I can just say I'm
10 withdrawing it and we'll re-present it on October
11 the 9th. Unless I hear objections from anyone,
12 this is what I will accomplish.

13 Next is Old Business.

14 MR. BOLTER: Jim, Jim, Jim, this is Ed Bolter.

15 MR. HUMPHREY: Yes.

16 MR. BOLTER: Before we leave New Business, I
17 would like to just clarify something with John.
18 John, we have got four members of this board who --
19 it's somewhat embarrassing the fact that they have
20 had to go through this limbo, and I'd like to find
21 out for best practices how we can avoid having this
22 happen in the future. You know we have got decades
23 of experience here with these four members, and the
24 fact that they have been left in limbo is just kind
25 of shocking to me as the newest member. So I would

1 like to figure out what happened and how we can
2 prevent it from happening again.

3 MR. TALMAGE: I intend to speak to the -- I
4 guess it's the Office of Public Resources that
5 maintains these appointments for the BOCC, so I
6 will speak to them right after this meeting.

7 MR. BOLTER: Can you bring that back to us next
8 meeting?

9 MR. TALMAGE: Absolutely.

10 MR. BOLTER: Great. Thank you.

11 MR. TALMAGE: I will bring it this week.

12 MS. ROEPSTORFF: This is Robbie Roepstorff. If
13 I may, Ed, it's probably not going to make you feel
14 better, and you could probably care less, but let
15 me just say Mike Martin would love this quick turn-
16 around because, you know, the Governor still hasn't
17 made appointments, you know, and the trustees are
18 sitting in their chair until a reappointment has
19 been made and he has done business as usual. I
20 think with the election that's going on, you know,
21 because several commissioners were up for election,
22 and the COVID, I think this was probably the last
23 thing on their plate of priorities, in others'
24 defense, and only because I see what is happening
25 at the university so much. They have got so many

1 balls in the air I think. That was just my --

2 MR. BOLTER: This is Ed Bolter. And I
3 understand that. I understand everything as you
4 say with the balls in air, but these are
5 reappointments. I mean this doesn't take -- this
6 isn't rocket science here. All they had to do was
7 be asked and then yay or nay. And then if it's no,
8 then there's a process. It just -- for me it is
9 just a slap in the face for all they have done for
10 this community for so long.

11 MS. ROEPSTORFF: This is Robbie again. I do
12 hear you, but in the shorter time I have been here,
13 and correct me if I am wrong, Jim, Gail, and David,
14 I don't think they have ever had it timely, have
15 they? I mean since I have been here they haven't.

16 MS. MARKHAM: This is Gail. They have almost
17 always been timely.

18 MS. ROEPSTORFF: Oh, they have.

19 MS. MARKHAM: I am the longest standing member
20 of this Authority. I have never had this happen.

21 MS. ROEPSTORFF: I apologize. I stand to be
22 wrong.

23 MR. BOLTER: I can understand it -- this is Ed
24 Bolter again. With Wayne I understand, but, you
25 know, with the other part of this brain trust --

1 That's it; I am done ranting.

2 MR. HUMPHREY: okay. Well, can I -- after that
3 can we move forward to the last item before we
4 adjourn is the Economic Development Office Director
5 Comments. John, after all of that, do you have
6 some comments?

7 MR. TALMAGE: I think I had better not. Thanks
8 for your patience.

9 MS. ROEPSTORFF: This is Robbie. I don't see
10 on here to give a report from the Horizon Executive
11 Committee. Do you want me to report on that,
12 especially since I wasn't here last time? We just
13 had a meeting this morning as well.

14 MR. HUMPHREY: Well, it's up to the Authority.
15 I think we still have time.

16 MS. ROEPSTORFF: Well, it's okay. It's okay.
17 We can do it later. We can do it in October. It
18 will be more meaningful I guess. It's okay.

19 MR. HUMPHREY: Then, unless there are other
20 matters to come before the Authority, and unless
21 you want to say something, Mr. Chairman, I would
22 ask for a motion to adjourn.

23 MS. MARKHAM: This is Gail Markham. We don't
24 have a chairman here, so I'll make the motion to
25 adjourn.

1 MR. HUMPHREY: Is there a second?

2 MS. ROEPSTORFF: I will second it.

3 MR. GYURE: I will second it.

4 MR. HUMPHREY: I guess we still need to call

5 the roll, don't we, George?

6 MR. KNOTT: Yes, sir.

7 MR. HUMPHREY: David is not here. Ed Bolter.

8 MR. BOLTER: Yes.

9 MR. HUMPHREY: Doug Gyure.

10 MR. GYURE: Doug Gyure. Aye.

11 MR. HUMPHREY: Tom Hoolihan.

12 MR. HOOLIHAN: Tom Hoolihan. Yes.

13 MR. HUMPHREY: Wayne Kirkwood.

14 MR. KIRKWOOD: Wayne Kirkwood. Yes.

15 MR. HUMPHREY: Gail Markham.

16 MS. MARKHAM: Gail Markham. Yes.

17 MR. HUMPHREY: And Robbie Roepstorff.

18 MS. ROEPSTORFF: Robbie Roepstorff. Yes.

19 MR. HUMPHREY: And again thank you for all of

20 your patience. You said it well, Robbie, with

21 everything going on there is more probably

22 confusion. And I know all of us are probably ready

23 to get back to actual meetings where we can look at

24 each other. But until this COVID-19 is over, I

25 think we need to follow the Executive Order from

1 the Governor because there was -- too many people
2 would be within six feet of each other.

3 I do want to thank George and Lily and his
4 staff because it is very involved to be able to get
5 all of this to where we can have a meeting by
6 either Zoom or a conference call.

7 So with that we stand adjourned.

8 (Proceedings concluded at 11:35 a.m.)

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1 CERTIFICATE OF REPORTER

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3
4 I, Karen K. Crawford, Certified Shorthand
5 Reporter, Registered Professional Reporter, Florida
6 Professional Reporter, certify that I was authorized to
7 and did remotely stenographically report the foregoing
8 proceedings and that the transcript, pages 1 through 65,
9 is a true and complete record of my stenographic notes.

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Dated this 19th day of September, 2020.

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Karen K. Crawford

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Karen K. Crawford, CSR, RPR, FPR

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