



**LEE COUNTY
INDUSTRIAL DEVELOPMENT AUTHORITY
January 25, 2019**

Members Present: David Barton, Ed Bolter, Douglas Gyure, Tom Hoolihan, Wayne Kirkwood, Gail Markham, Robbie Roepstorff

Member(s) Absent: None

Staff and Guests Present: Jim Humphrey (IDA Counsel), Miesha Hewitt (IDA Counsel), Roger Desjarlais, Glen Salyer, Pamela Johnson, Benjamin Small, Warren Baucom, Ruth Buchanan, Jennifer Posey

CALL TO ORDER

Chair Wayne Kirkwood called the meeting to order at 10:00 a.m., followed by roll call. Kirkwood noted there is a quorum so they will begin.

I. GUEST INTRODUCTIONS

Pamela Johnson introduced Jennifer Posey helping on an interim basis at Economic Development.

II. APPROVAL OF MINUTES

A motion was made to approve the September 28, 2018 IDA meeting minutes by Bolter, seconded by Gyure, and unanimously approved.

III. TREASURER'S REPORT

a. Financials (September, October, November, December 2018)

Gail Markham offered to provide the review of the financials for Tom Hoolihan.

Markham noted necessary corrections needed for each month and Benjamin Small will make those updates. The December financial summary sheet shows the total funds

available balance of \$2,162,007.27, and with a correction to the total designated non-operating funds the net available funds will be \$952,393.36.

The referenced financial reports are for informational purposes and no Board action is required on a monthly basis. Since there was more than a quarters worth of financials the group agreed to accept them via a motion.

A motion was made to accept the September, October, November and December Financials subject to the Markham noted updates by Bolter, seconded by Roepstorff, and unanimously approved.

Kirkwood confirmed with Glen Salyer that any of the financials or summary sheets could be requested by the public.

IV. NEW BUSINESS

a. Knott•Ebelini•Hart Invoices (September, October, November 2018)

A motion was made to accept the Knott•Ebelini•Hart invoices for September, October and November of 2018 by Roepstorff, seconded by Barton, and unanimously approved.

b. Horizon Council Executive Committee, IDA Designee

Kirkwood suggested Horizon Council Executive Committee is complicated and it takes some time to get up to speed. The group had discussion regarding the Horizon Council Executive Committee and how to best represent the IDA. Ideas were generated regarding a designee, rotation, involvement, transition, number of voting seats, and the desire of a summary report back to IDA from the person serving on the Horizon Council Executive Committee. Kirkwood suggested IDA designee serving a 3-year term vs. the IDA Chair for the Horizon Council Executive Committee.

A motion was made to establish an IDA designee to serve on the Horizon Council Executive Committee for a 3-year term starting with calendar year 2019 by Barton, seconded by Bolter, and unanimously approved.

A motion was made for Robbie Roepstorff to serve as the IDA designee on the Horizon Council Executive Committee for a 3-year term starting with calendar year 2019 by Kirkwood, seconded by Gyure, and unanimously approved.

c. Project Arrow

Kirkwood started the discussion with some history on the IDA meeting in June 2018.

The incentive agreement came to Kirkwood in January. After review by he and counsel there were a few questions that kept it from being signed: 1) sales tax reimbursement and

2) the building being new, leased or existing. Kirkwood wanted to bring the agreement back to the IDA to be certain on the wisdom and intent of the board's motion.

Kirkwood also stated he very recently discovered he has a conflict of interest with the Project Arrow company, as they do business with his company. This conflict affects his motion from June because they started contracting with them in March 2018.

Kirkwood has recused himself of his motion from June and he will not be involved in the discussion.

Kirkwood passed the gavel to Vice Chair David Barton.

Barton turned the discussion over to Counsel Jim Humphrey and Miesha Hewitt regarding the draft incentive agreement.

Hewitt asked the IDA for a renewed motion, with Kirkwood recusing himself; she specifically asked if the sales tax reimbursement language should be included in the agreement. The group discussed the options. Counsel Jim Humphrey suggested transcription be used for grant or incentive motions in the future.

A motion was made approving a cash incentive of \$500, per full-time job created as part of Project Arrow not to exceed \$250,000 to be paid as a single payout at the end of the building project and issuance of a Certificate of Occupancy and hiring of jobs in Lee County, FL by Markham, seconded by Roepstorff, and approved, with Kirkwood abstaining. The Vice Chair is authorized to execute the incentive agreement.

Bolter asked about disclosure and conflicts when working for a company with a nationwide presence. Humphrey said each conflict brought to them would be reviewed on a case-by-case basis. Kirkwood suggested reviewing your client list. Markham gave the example of company confidentiality, then how to do the conflict check.

V. OLD BUSINESS

Bolter suggested starting the meeting recording once gaveled in.

A motion was made to start and stop meeting recording with the gavel by Kirkwood, seconded by Markham, and unanimously approved.

Kirkwood asked who would notify the Horizon Council Executive Committee of the new policy and the designee. Pamela Johnson will take care of that notification.

VI. ECONOMIC DEVELOPMENT DIRECTOR COMMENTS

Pamela Johnson stated the February 22nd meeting will be at 11AM at the Economic Development Offices, 2201 Second Street, Suite 500.

The March 22 IDA meeting will be at the IMAG as that invitation was extended by John Boland at the August meeting.

The group discussed meeting calendar invites.
Going forward the IDA requested emails only for meeting notices; no Outlook calendar invites.

Counsel Jim Humphrey stated with the bond discussion at the next meeting they will bring in a court reporter. Their office will reserve a court reporter going forward for bond hearing and incentive discussions.

Kirkwood will not be in town for the March 22 IDA meeting.

Johnson introduced Ruth Buchanan as the new Business Development Manager.

VII. ADJOURN

With no further business, a motion was made to adjourn by Kirkwood, seconded by Bolter, and unanimously approved. The meeting was adjourned at 11:26 a.m.

DRAFT