

Meeting Minutes  
Triumph Gulf Coast, Inc., Board of Trustees  
Florida Institute of Human and Machine Cognition  
40 Alcaniz Street  
Pensacola, Florida 32502  
July 13, 2017  
10:30 a.m. CT

Members Present:

Allan G. Bense  
Robert A. Bonezzi  
Stan W. Connally, Jr.  
Pamela Dana, PhD  
Don Gaetz  
Stephen Riggs, IV  
Jason Shoaf

Board Chair Allan Bense called the meeting to order at 10:31 a.m. CT.

Staff called the roll and announced that all members of the board were present.

Chair Bense welcomed the new Board Members, Senator Don Gaetz and Mr. Jason Shoaf. He made a note of the fact that Senator Gaetz was the “father” of the effort that has resulted in Triumph Gulf Coast, Inc., and indicated that Mr. Shoaf is in the natural gas business and is an active and well regarded member of his community in Gulf County.

Chair Bense made brief remarks regarding the history of Triumph Gulf Coast, Inc., and that while the group had been operating in an unofficial capacity for about two years, the legislation that was signed into law in early June made the organization official and ready to begin operations. He recognized Senator Doug Broxson as a key player in getting the legislation passed. Mr. Bense noted that once the law became effective and the board took appropriate executive action, it took less than two weeks to get the appropriated funds transferred into the possession of the Corporation. With the help of the state’s Chief Financial Officer, the Department of Economic Opportunity, our bank and the State Board of Administration, Triumph Gulf Coast, Inc., able to have the funds transferred on June 21, 2017. As of June 30, the accounts have earned approximately \$97,000 in interest. Ten days ago, the Senate President and Speaker of the House of Representatives made their appointments of new board members to complete the statutorily required membership. Chair Bense noted that while the money was secured, it did not seem fair to begin making decisions as a Board until all of the members were appointed, so the original board did not take any further action until today. He outlined the work anticipated by this meeting’s agenda and noted that he would like to plan for the next meeting to deal with specific issues,

such as the need for professional services, and a planning workshop related to the awards process going forward. He noted that it would be good for that meeting to occur in the next three to four weeks.

Mr. Stan Connally moved the approval of the June 14, 2017 Meeting Minutes. Dr. Pam Dana and Senator Gaetz seconded the motion. The motion was approved unanimously (7-0).

Interim Executive Director Susan Skelton was recognized by the Chair to explain the need for the Board to approve a resolution ratifying the actions taken by the Board on June 14, 2017. Ms. Skelton noted that the June 14 meeting was held in part by telephone, and that the full seven member Board was not yet appointed, but the actions taken at that meeting were necessary for the transfer of funds from the State of Florida to Triumph Gulf Coast, Inc. The actions taken were enumerated:

- Execution of a Memorandum of Understanding with the Department of Economic Opportunity
- Corporate Authorization Resolution establishing an operating account at the First National Bank of Northwest Florida
- Authorizing resolution for participation in the Local Government Surplus Funds Trust Fund
- Resolution authorizing Mr. Bense and Mr. Connally to execute the Corporate Authorization Resolution, the Authorizing Resolution for Participation in the Local Government Surplus Funds Trust Fund, and to take any and all steps necessary to open the relevant accounts; and
- The statutorily required report to be made on or before June 30 of each year to the Governor, the Senate President, and the Speaker of the House of Representatives. (The report has been delivered to all named parties.)

Senator Gaetz moved to approve the resolution ratifying the above named actions taken at the June 14, 2017 Board Meeting. Dr. Pam Dana seconded the motion. The motion passed unanimously (7-0).

Chair Bense announced that the Board would now hold its annual elections for the offices of Chair, Vice Chair, Secretary and Treasurer. He asked if there were nominations for the office of Chair.

Mr. Connally was recognized and said that he first wanted to say that as a representative of Gulf Power he has been honored to work with many of the members of the Board in various capacities, and wanted to note the caliber of the members. He said that he has been talking about ramifications of the BP oil spill with Mr. Bense and Senator Gaetz for over five years and it is really nice to finally see all of the hard work finally come to fruition and to be able to get started on all of the things they began talking about five years ago when he first came to the Pensacola region in his professional capacity. He then said that he would make a

motion that dealt with both the Chair and the Vice Chair. He said that moving forward it is important for the Board to think about leadership continuity and transitions in leadership, and in keeping with the Bylaws that the group will be talking about, the Board should look at the two leaders who have honored us with their work not over just the past five years, but over the last twenty or thirty years, Allan Bense who has served as Chair over the last two years, keeping this process moving forward, in an informal way, but nonetheless bringing the board to where it is today, and Don Gaetz, the “father” of this legislation, He stated that he thought it would be good for the Board to recognize that leadership, thinking about continuity and transition.

Mr. Connally then made a motion for Mr. Bense to be formally elected Chair for the remainder of this year as the board goes through the remainder of this transition, but then go ahead and plan for a leadership transition, including nominating Senator Gaetz to be Vice Chair and Chair Elect, to take office on January 1, 2018. He indicated that he thought that would do a nice job of giving the organization the leadership of two of the strongest leaders Northwest Florida has ever seen and lead the board through the transition as it prepares to do great things for this region. Mr. Jason Shoaf seconded the motion to elect Mr. Bense as Chair through the remainder of 2017, and to elect Senator Gaetz as Vice-Chair and Chair Elect for a term beginning on January 1, 2018. The motion passed unanimously (7-0).

Chair Bense and Vice Chair Gaetz each thanked the members of the board and noted that while there was much work to be done, they were very lucky to have a strong membership of private businesspeople that understand the needs of the region.

Vice Chair Gaetz asked if, given the pending proposed Bylaws, there was any reason why the Secretary, which performs custodial duties of records for the board, must be a member of the board. Interim Counsel responded that a non-member was not precluded from being elected Secretary under the proposed Bylaws. Vice Chair Gaetz then noted that the functions of the Secretary are essentially included in the duties of the Executive Director, and he made a motion to name Susan Skelton, pending approval of her appointment as Executive Director, as Secretary. Dr. Dana seconded the motion. The motion passed unanimously (7-0).

Dr. Dana moved that Stephen Riggs, IV, be elected Treasurer. Mr. Shoaf seconded the motion. The motion passed unanimously (7-0).

Mr. Connally reported that the funds transfers outlined in the above description of the actions taken at the June 14, 2017 meeting were completed, then asked Ms. Lisa Walters, Interim Counsel to the Board, to give a report on the financial statements from the Florida Prime (Local Governments Surplus Funds Trust Fund) Account and the First National Bank of Northwest Florida Account. Ms.

Walters reported that the balance in the Florida Prime Account is \$299,897,082.54. That is with an interest rate of 1.18. She reminded members that there were two accounts set up at the First National Bank of Northwest Florida, an operating account with a balance of \$25,000, and a business money market account with \$175,000.

After brief remarks by Mr. Riggs and Chair Bense, Mr. Riggs moved that Susan Skelton be appointed as Executive Director. Vice Chair Gaetz seconded the motion. The motion passed unanimously (7-0).

Dr. Dana asked if the Chair would negotiate an employment package with Ms. Skelton. Vice Chair Gaetz moved that Chair Bense be authorized to negotiate a contract, including performance expectations, pay, etc., on behalf of the Board. Vice Chair Gaetz asked if his motion could include allowing the Chair to consider some form of remuneration in recognition of work already performed by Ms. Skelton. Legal counsel responded that such would be allowable. Vice Chair Gaetz then amended his motion. Dr. Dana seconded the motion. The motion passed unanimously (7-0).

Chair Bense then announced that the Board needed to consider hiring professional legal and CPA services. He indicated that he would like to appoint two committees, one to recommend a legal firm and one to recommend a CPA firm. He asked that the committees be prepared to make recommendations at the next meeting of the Board. Chair Bense asked Mr. Riggs to lead the CPA Firm Search, and Mr. Shoaf volunteered to work with him. Vice Chair Gaetz volunteered to lead the Legal Firm Search, and Mr. Bob Bonezzi volunteered to work with him.

Mr. Connally noted that, along the same lines as what Vice Chair Gaetz noted about the Executive Director, Ms. Walters and her law firm have done a great deal of work pro bono for the board, and he indicated that he would like to see them recognized, as well. Without objection from the board, the Chair and Vice Chair agreed to work to be sure that some remuneration is made to recognize the large amount of work done by the firm to date.

Ms. Walters reviewed the proposed Bylaws and noted that some minor adjustments for clarification purposes could be made to incorporate the leadership succession contemplated by the board's earlier actions; to specify that the Secretary may be a non-board member; and to clarify the fiscal year and election dates in the proposed document. Vice Chair Gaetz noted that the changes Ms. Walters discussed appeared to be in keeping with scrivener's revisions, and assuming those changes will be made, he made a motion to accept the proposed Bylaws. Mr. Bonezzi seconded the motion. The motion passed unanimously (7-0).

Dr. Dana was recognized to give an update on the awards process. She noted that it was premature to put forth a process document prior to input from all seven members of the board, but that she has been working with the legal team, and several professional economic development organizations, such as Enterprise Florida and Florida's Great Northwest, to explore various template forms for an application process. She indicated that everyone has been very helpful in offering assistance and support. She said it was very important to get input from interested persons within the region, and that she and staff have been researching the best ways to incorporate public participation into the process. Some of the issues being discussed include sustainability of a project beyond being funded by Triumph Gulf Coast, maximizing the use of the funds for investment in the region, whether there should be deadlines for application, or a rolling application process with no deadlines, and how to move forward. Ms. Walters noted that at a workshop meeting it would be important for members to review what types of criteria are established for the types of eligible projects by statute for allowable award of the funds, to understand the limitations placed on awards and recipients, and to address the need for a clawback provision. Chair Bense said that there should be no limitation on the Board seeking out proposals and projects that were positive for the region. He noted that Triumph Gulf Coast has support from all levels of government, including counties, which have a role to play in the process, and state and federal elected officials. He encouraged the group not to just be reactive, but to look for the opportunities that can bring real change to the region.

Mr. Shoaf indicated that he had ideas to share but asked how information could be shared among members in the design process given the restrictions of the Public Meetings laws. Ms. Skelton responded that a workshop where all members and the public could have open conversations would provide that ability to share ideas, but that members cannot share ideas outside of the open meeting environment. Dr. Dana noted that such a workshop will need to be a longer meeting, and staff indicated that it could take more than one meeting. Vice Chair Gaetz asked, from a technical and legal perspective, if it would be possible to have a location on the website that would allow members to share ideas, in fully transparent public view. Ms. Skelton responded that while it was technically feasible, she would work with interim counsel to determine the legality of such a feature on the website.

Mr. Connally asked if the next step is to hold a workshop. Dr. Dana responded that she believed that it was timely and the logical next step. Mr. Connally commented that he has had inquiries not just from the Southeast, but from around the world, and that Triumph is known and all eyes are on the process, so the sooner the board could be prepared to move forward with a sound and transparent process, the better. Chair Bense agreed and said he anticipated the next meeting to include a workshop, and also actions to choose legal representation and a CPA firm. After a brief discussion about assuring that the firms chosen were capable of handling the types of work required by the board,

Mr. Riggs asked if there was a way for the board to solicit input from the public regarding the awards process development. He noted that it would be helpful to have some comment from the counties, other local governments, public and private sector prior to the next meeting for consideration. Ms. Skelton said that she believed it could be incorporated into the website design and would look into it. She explained that all contact information provided by the public on the meeting sign in sheets is added to the public notification email list, as well, so there is a way to notify interested parties about pertinent information.

Chair Bense reminded all present that while Triumph Gulf Coast now has \$300 million to spend, it is critical to spend it prudently and efficiently to achieve good results so that the remaining \$100 million per year over the following 12 years continues to be appropriated for future projects.

Vice Chair Gaetz asked that Chair Bense and Ms. Skelton be authorized to identify a modest, centrally located office location somewhere in the region so that staff has a place to work and the public has a place to make contact with the organization. He made a motion to authorize the Chair and Executive Director to contract for office space and necessary equipment so that Triumph Gulf Coast has a place of business for public access. Chair Bense amended the motion to include Vice Chair Gaetz in the search activities. Mr. Connally seconded the motion. Mr. Shoaf asked what the purpose of having a “storefront” office would be. Vice Chair Gaetz clarified that the intent would be to have a modest location where the public could have access to the process, walk in and speak to someone, perhaps share an idea or get clarification about the awards process. Chair Bense stated that he would be sure that members would be notified and allowed to be a part of the decision process for finding office space. He noted that as the application process evolves, staffing needs will become more clear and that will drive decisions related to square footage needed. He asked anyone with ideas for space to let staff know. After the discussion, the motion passed unanimously (7-0).

Ms. Skelton gave a presentation of the work being done to develop the website. The website address is [www.myfloridatriumph.com](http://www.myfloridatriumph.com) It is anticipated that the website will be ready to “go live” by the end of July. She indicated that the team working on the website is the 2KWebgroup, located in Franklin County. Ms. Skelton indicated that she has had the opportunity to watch the work of the company over several years and has been impressed with their work. After discussions about whether the group could handle the scope of work required by Triumph Gulf Coast, she engaged them to begin work on building the website at the direction of Chair Bense. She noted that the group has been able to meet all goals and deadlines to date.

Chair Bense said that he would like to have monthly meetings at least through December, and then perhaps move to a quarterly schedule if appropriate. After brief discussion, the board agreed to set the next meeting, and workshop, on

August 16, 2017 at 10:30 a.m. CT at a location to be determined. Mr. Connally asked that the Executive Director work with members to determine meeting dates for the rest of the year.

Vice Chair Gaetz further recognized Senator Doug Broxson for the important role he played in offering a very critical amendment to the recent legislation that assured that the funds to be appropriated to Triumph Gulf Coast in future years do not have to go through the same rigorous legislative process each time. He noted that while future legislatures can always amend the statutes, the process in current law makes it much easier for Triumph Gulf Coast to receive the promised funds thanks to the good amendment by Senator Broxson. He noted that this is the largest economic development fund in the history of Florida, and we now have a chance to transform our regional economy if we are able to secure the full \$1.5 billion over the next several years. Vice Chair Gaetz stated that the Broxson amendment has taken the mystery out of the funding process going forward, and he needs to be remembered for making that possible. Chair Bense concurred and noted that our House and Senate delegation members did a great job in a tough situation getting the legislation passed. He noted that, as Vice Chair Gaetz stated, ultimately, it takes the support of the leadership of both houses of the legislature, and we were glad to have the support of Senate President Joe Negron and Speaker of the House Richard Corcoran in bringing the legislation forward.

#### PUBLIC COMMENT:

Lloyd Reshard, representing Pensacola Network, thanked the group for the work done so far. He noted that as a longtime resident of Okaloosa County, and now a resident of Escambia County that minorities make up over 30% of the workforce in Northwest Florida, which is a little known fact. He asked that as the board moves forward it recognize the roles of minorities and women as decisions are made regarding staffing, and create a pathway for inclusion for minorities in the awards process. He said such action would be consistent with what is happening in other parts of our country. Chair Bense thanked Mr. Reshard for his comments and said the board would be inclusive in its actions.

Mr. Christian Wagley, representing the U.S. Green Building Council as the Advocacy Chair for Northwest Florida, noted his membership is mostly planners, engineers, architects, and building contractors who are interested in seeing green building techniques and standards used in communities. Green buildings and communities use less energy and less water. He asked that in developing criteria for awards that the board consider an expansive view of infrastructure including park facilities, stormwater facilities, facilities to make communities more walkable, bike lanes and bike paths, and even institutions and facilities like today's meeting place, the Institute for Human and Machine Cognition, which have benefited in recruiting highly skilled international workers because of its location in a walkable, accessible location. He asked that the criteria reward

projects that do more than one thing. Beyond creating jobs and economic development, projects that serve an underserved community, an economically depressed community, or have a positive environmental impact should be recognized. He noted that he served on the Escambia County Restore Council, and they used these types of criteria. He said that the best projects that rose to the top in that process did in fact do more than one thing. The Green Building Council remains available to assist Triumph Gulf Coast, Inc.

Graham Fountain, Okaloosa County Commissioner, thanked the board members for their service and noted that he had trust in every member to do what was best for Northwest Florida.

William Harrison, on behalf of the Harrison, Rivard law firm, asked if an economist would be used to help analyze applications. Dr. Dana indicated that in the original legislation an economist was required, but the new version allows the option for a full time economist. Due to the change in the legislation, the team has spoken to some professional economists, and will make decisions on how to move forward based on need and cost.

Deborah Douma, Dean of Grants and Federal Programs at Pensacola State, asked Dr. Dana if, as the awards process is developed, a draft could be made available for public comment so that if there might be challenges to responding those issues could be resolved before the process begins. Dr. Dana responded that she envisions a very transparent process, with the simplest application possible using common sense and taking public comment into consideration.

Beth McClean, representing AppRiver, asked about the security to be used on the website relative to the application process. Ms. Skelton responded that those technical questions were best answered by IT professionals, but that very robust security will be a must as that portion of the website is developed. She offered to discuss the issues further with Ms. McClean.

Carole Tebay, representing the Audubon Society, asked that since the settlement funds are a result of the damage that occurred to the environment as a result of the BP oil spill, the board give consideration to projects with a positive impact on the environment. She noted that she served on the Santa Rosa County Restore Council, and asked that the number of pages in the application be limited. She said that a long application could be overwhelming to applicants. Vice Chair Gaetz indicated that he was sure that Chair Bense would not allow a lengthy application. He then clarified that the Triumph Gulf Coast funds are different from the Restore funds, and that the Triumph Gulf Coast funds are based on economic damages suffered by the state. He pointed out that there are funds specifically directed to environmental damage restoration available for those types of projects.

Mr. Thomas Lee Goodson, representing Bullock Tice Associates, commended the board on the way it is operating. He noted that the board might want to consider securing Officers and Directors insurance coverage. Chair Bense agreed and directed staff to pursue the issue.

Beverly Perry, representing 350 Pensacola, noted that she would like to see the funds used for renewable energy projects.

There being no further business, the meeting was adjourned at 11:46 a.m. CT.