

**CareerSource Pinellas
Special Board of Directors Minutes**

Date: Wednesday March 6, 2019 at 11:00 A.M.
Location: EpiCenter: 13805 58th Street N. Clearwater, FL 33760

Call to Order

Chairman Geller called the meeting to order at 11:00am. There was a quorum present with the following board members participating.

Board Members in attendance

William Apple, Jody Armstrong, Candida Duff (phone), James England, Celeste Fernandez (phone), David Fetkenher, Jack Geller, Commissioner Patricia Gerard (phone), Michael Gliner (phone), Barclay Harless (phone), Andrea Henning, John Howell (phone), Mark Hunt, Michael Jalazo, Carolyn King (phone), Samuel Kolapo (phone), Dr. William Law, Karla Leavelle, Russell Leggette (phone), Michael Logal, Kay McKenzie, Michael Meidel, Debbie Passerini (phone), Dr. Rebecca Sarlo, Chad Simpson, Amy Van Ness, Scott Wagman, Glenn Willocks (phone).

Board Members not in attendance

Vivian Amadeo, Kim Marston, Zachary White, Kenneth Williams.

Staff in attendance

Jennifer Brackney, Steven Meier, Luna Clarke, Steven Blakey.

Board Counsel

Charles Harris – Trenam Law

Guests

Angela Grannan –Smith & Associates Real Estate

Chair's Comments

A complaint was recently filed against WorkNet Pinellas by a former employee. As this is a pending litigation, the Chairman has directed that this matter not be discussed. At the conclusion of the upcoming 03/20 Board Meeting, there will be a closed executive session, at which Counsel will elaborate further on the matter. This executive session will not be open to the public. A court reporter will be present.

Action Item 1 – Approval of Minutes

The minutes of the February 6, 2019 Board of Directors meeting were presented for approval.

Motion: David Fetkenher

Second: Michael Jalazo

The minutes were approved as presented. This motion carried unanimously.

Action Item 2 – Approval of Real Estate Contract—Smith & Associates

The Board of Directors motioned for WorkNet Pinellas Inc. to sell the Science Center property on December 12, 2018. On January 14, 2019, a request for proposals (RFP) for Real Estate Services was publicly released to solicit bids from interested parties. In response to the RFP, a total of five proposals were received. On February 6, 2019 the Board of Directors approved for CareerSource Pinellas to enter into contract negotiations with Smith & Associates for Real Estate Services, regarding The Science Center of Pinellas property.

Over the last few weeks, staff has met with and negotiated the terms of a mutually agreeable contract with Smith & Associates. A copy of the contract was presented to the Board of Directors for approval.

Motion: Mark Hunt

Second: David Fetkenher & Comm. Gerard

Discussion:

- Recommendation by Mr. Wagman to increase the asking price on the property to \$3.5 million.
- Within the contract, exhibit A contained a list of "excluded persons". This list comprised of The City of St. Petersburg, CHAF Properties, LLC; and Contemporary Housing Alternatives of Florida, Inc. Due to the nature of these organizations, the commission rate would only be 2.5%, should the property be sold to any of them.
- A Board Meeting will be scheduled for April 3, 2019, to discuss any presentations of any offers received.
- Mr. Wagman informed the Board that he had been contacted by "The Lift Academy", a non-profit organization working with developmentally-challenged individuals. The organization expressed interest in the Science Center property. Recommendation to add "The Lift Academy" to the list of "Excluded Persons" mentioned above.

Mr. Hunt amended the motion as follows:

1. To accept the real estate contract with Smith & Associates with an amended asking price of \$3.5 million on the Science Center property.
2. To add "The Lift Academy" to the list of excluded participants.
3. To allow the CEO to execute the contract and, in conjunction with Board Counsel, to sign any non-disclosure forms or documents that ensue.

The Board of Directors approved the real estate contract with Smith & Associates as amended above. The motion carried unanimously.

Other Administrative Matters - None

Open Discussion

- Counsel will advise on any legal obligations and/or fiduciary duties as it relates to the sale of the Science Center property.
- Members expressed that due diligence must be done when considering all purchase offers presented.
- It was also noted that the Board would have no control on what is done to the property, once it is purchased.
- The covenant in the Science Center purchase agreement stipulates that should the property be sold due to continuing operating losses related to the business, the proceeds of the sale must be used for STEM education. In this instance, the property is not being sold for that reason, making those terms inapplicable.
- Varied discussion on whether or not there should be a deadline for interested parties to submit their offers.

➤ **Motion made by Scott Wagman and seconded by Dr. Bill Law to establish a March 25, 2019 deadline for the receipt of offers on the Science Center property. Motion carried.**

⇒ **Motion to amend the deadline to March 27, 2019. Made by Michael Jalazo and seconded by Dr. Rebecca Sarlo. The amended motion carried unanimously.**

Public Comments - None

Adjournment

The meeting was adjourned at approximately 11:50 A.M.