



February 6, 2024 - 1:00 P.M. – 2:30 P.M.
 Hybrid Meeting – The Palm Room
 333 Chestnut Street
 Clearwater, FL 33756

Zoom
 *Join via Zoom – Meeting ID: 338 034 9468
[Zoom Link](#)
 *Dial In via Phone – Meeting ID: 338 034 9468
 Phone: +1 646-558-8656

**Hillsborough/Pinellas Workforce Development Consortium
 Agenda**

I. Call to Order, Welcome, Roll Call & Remarks

II. Pledge of Allegiance

III. Public Comments

IV. Action/Discussion Items

- A. Approval of minutes - December 5, 2023 Hillsborough/Pinellas Workforce Development Consortium Meeting..... Page 1
- B. Approval of Selection Process for LWDB Legal Counsel..... Page 7

V. Update/Informational Items

- A. Letter of Intent Between CSTB/CSPIN Page 8
- B. Plan of Merger Page 13
- C. Bylaws for New Regional LWDB
- D. LWDB Structure/Appointment Process
- E. CEO Selection Process

VI. Future Action/Discussion Items (April 2)

- A. Approval of Consolidation/Merger
- B. Approval of Bylaws for New Regional LWDB
- C. Appoint Members to the New Regional LWDB
- D. Approval of CEO Selection

VII. Future Action/Discussion Items (June 4)

- A. Approval of Agreement with New Administrative Entity/Fiscal Agent
- B. Approve & Oversee the New Regional LWDB FY'25 Planning Budget
- C. Request New Regional LWDB Designation & Certification
- D. Request Approval as Direct Services Provider (?)
- E. Approval of Grantee/Sub-Grantee Agreement
- F. Request 1-year Extension for Submission of Local Area Workforce Plan (?)
- G. Request 1-year Extensions of One-Stop Operator Agreements (?)
- H. Request 1-year Extensions of MOU's with One-Stop Partners (?)

VIII. Future Items

IX. Open Discussion

X. Adjournment

**All parties are advised that if you decide to appeal any decision made by the Board with respect to any matter considered at the meeting or hearing, you will need a record of the proceedings, and that, for such purpose, you may need to ensure that a verbatim record of the proceedings is made, which record includes the testimony and evidence upon which the appeal is to be based.*

**If you have a disability and need an accommodation in order to participate in this meeting, please contact the Executive Assistant at 727-608-2551 or admin@careersourcepinellas.com at least two business days in advance of the meeting.*

Collaborate.
 Innovate.
 Lead.



ACTION ITEM IV. A.

Approval of Minutes

Minutes shall be reviewed and approved at the next Consortium meeting as appropriate.

The official minutes of meetings of the Consortium are public record and shall be open to inspection by the public.

The draft minutes from the December 5, 2023, Consortium meeting have been prepared and are enclosed.

RECOMMENDATION

Approval of the draft minutes, to include any amendments necessary.



Hillsborough / Pinellas Workforce Development Consortium Meeting Minutes

Date/Time: December 5, 2023, 10:30 AM EST

Location: CSTB (Meridian) 4350 W. Cypress Street, Tampa FL. 33607 (In-Person)/Zoom (Remote)

Consortium Members in Attendance

Members Pinellas County Commissioners: Rene Flowers, Chris Latvala

Hillsborough County Commissioners: Gwen Myers, Joshua Wostal

Consortium Members not in Attendance

None

Others in Attendance

Hillsborough County Government - Ron Barton, Ken Jones, Jonathan Wolf

Pinellas County Governmen - Kevin Knutson, Corey McCaster (remote)

Hillsborough County Attorney Office - Katherine Benson, Mary Helen Farris (remote)

Pinellas County Attorney Office - Cody Ward

CareerSource Pinellas (Board of Directors) - Scott Thomas

CareerSource Pinellas (Staff) - Belinda Becton (remote), Tyler Bonneau, Jay Burkey (remote), Jason

Druding (remote), Leah Geis, Steve Meier, Michelle Moeller (remote), Lysandra Montijo (remote),

Ashleigh Williams (remote), David Zirilli (remote)

CareerSource Tampa Bay (Board of Directors) - Sean Butler, Gary Hartfield

CareerSource Tampa Bay (Staff) - Barry Martin (remote), Dolores Martinez (remote), Anna Munro

(remote), Tammy Stahlgren, Doug Tobin (remote), Michelle Zieziula

GrayRobinson, Attorneys - Scott Cole, Stephanie Marchman

Other - John Flanagan (remote)

I. Call to Order, Welcome, Roll Call, and Remarks

Ron Barton called the meeting to order at 10:30 a.m. Roll call was conducted and a quorum was present.

II. Pledge of Allegiance

All participated.

III. Public Comments

There were none.

IV. Regular Agenda

A. Selection of Consortium Chair and Vice-Chair

After discussion, the following members were nominated to serve as the Consortium Chair:

- Hillsborough Commissioner Gwen Myers
- Pinellas Commissioner Rene Flowers



After a tie vote, a coin toss was conducted to elect the Consortium Chair. Hillsborough County Commissioner Gwen Myers will serve as the Consortium Chair and Pinellas County Commissioner Rene Flowers will serve as the Consortium Vice-Chair. Each will serve in these positions for a 1-year term.

Commissioner Gwen Myers chaired the remainder of the meeting.

B. Approve Consortium PY23-24 Meeting Calendar

Members decided to hold Consortium meetings on the first Tuesday of December, February, April, and June alternating meeting locations between CareerSource Tampa Bay and CareerSource Pinellas offices.

Motion:

To approve the PY2023-2024 Consortium meeting calendar.

Motion moved by Commissioner Rene Flowers and motion seconded by Commissioner Chris Latvala. Motion carried.

V. Information Items

A. Consortium Consolidation Overview and Responsibilities

Ron Barton presented an overview of consolidation actions and outcomes including the Reimagining Education and Career Help (REACH) Act, and the Governor’s approval of CareerSource Florida Board of Directors’ recommendation to consolidate the Hillsborough and Pinellas Local Workforce Development Boards by July 1, 2024.

Mr. Barton introduced the Consolidation Working Group comprised of members representing Pinellas and Hillsborough counties, and highlighted key points in the Interlocal Agreement between Pinellas and Hillsborough County governments including how the annual planning budget for the new regional LWDB and allocation of funds for each County will be addressed.

1. Consolidation Roles vs. Ongoing Mandatory Roles:

Members received an overview of key roles and responsibilities during this consolidation phase (ex: approve consolidation strategy, approve Bylaws for the new regional LWDB, appoint members to the new regional LWDB, oversee recruitment/selection of a CEO for the new regional LWDB) and ongoing after the consolidation (ex: approve annual planning budget, designation of one-stop center operator, approve MOU with one-stop center partners).

VI. Action/Discussion Items

A. Approve Consortium Advisory Committee Members and Roles

A four-member Advisory Committee, comprised of the Chair and Treasurer from CareerSource Pinellas and CareerSource Tampa Bay Board of Directors, was presented to serve as a resource to the Consortium. This committee will provide recommendations and guidance to the Consortium, primarily in the areas of drafting Bylaws for the new regional LWDB, assisting Consortium staff prepare a recommendation for appointments to the new regional LWDB, and assisting in the recruitment/selection of a CEO for the new regional LWDB.

Consortium Advisory Committee members are:



- Sean Butler - CareerSource Tampa Bay, Chair
- Barclay Harless - CareerSource Pinellas, Treasurer
- Gary Hartfield - CareerSource Tampa Bay, Treasurer
- Scott Thomas - CareerSource Pinellas, Chair

Motion:

To approve the Consortium Advisory Committee members, as well as the use of that committee.

Motion moved by Commissioner Gwen Myers and motion seconded by Commissioner Joshua Wostal. Motion carried.

B. Approve Approach to Recruit Director/CEO for New Regional LWDB

Members reviewed and discussed the Request for Quote (RFQ) and timeline for recruitment of a CEO for the new regional LWDB. The selected firm will work with the Consortium Advisory Committee to advertise, recruit, and recommend a candidate to be CEO of the new regional LWDB for approval by the Consortium. The anticipated timeframe to fill this position is early April 2024.

CareerSource Tampa Bay will oversee the Request for Quote (RFQ) process to procure a qualified firm or consultant to conduct professional services associated with completing an executive search for the recruitment of the CEO; and, in conjunction with CareerSource Pinellas, CareerSource Tampa Bay shall provide support and be a resource to the Consortium Advisory Committee.

Commissioner Renee Flowers stated that a job description be developed that includes the new and additional responsibilities of leading both counties. The CEO's job description will be developed by the selected firm/consultant in close coordination with the Consortium Advisory Committee and key stakeholders.

Commissioner Renee Flowers suggested that based on experience and current performance as a CEO of one of the consolidating regions, Steve Meier, be given consideration as CEO of the new regional LWDB. Ron Barton responded that the application process will be open to all including existing employees.

Motion:

Approval to solicit quotes from qualified firms or consultants to conduct professional services associated with completing an executive search for the recruitment of a Director/CEO for the soon-to-be created multi-county regional workforce development area (Hillsborough County and Pinellas County) and the new merged CareerSource entity. CareerSource Tampa Bay will oversee the RFQ procurement process and in conjunction with CareerSource Pinellas will act as support and resource to the Consortium Advisory Committee, as needed. Motion moved by Commissioner Gwen Myers and seconded by Commissioner Joshua Wostal. Motion carried .

C. Approve Approach for Consolidation of CareerSource Entities

Kevin Knutson presented the recommended approach for consolidation of the two CareerSource entities that included an overview of both entities (ex: budget, number of employees, locations) and maintaining of staff, services offered and locations. He stated that after review and consideration of options, the best recommendation is for



CareerSource Pinellas to merge into CareerSource Tampa Bay. This merger will result in a new name for the surviving entity. Scott Cole added that his analysis supports this recommendation as the timeliest and most cost-effective approach to consolidate the two entities and also requires the least legal work.

Members asked about the legal steps and requirements of this merger and discussed the need for legal counsel to help manage these steps. After discussion, members suggested that Gray Robinson serve as legal counsel for the merger. Staff mentioned that the State of Florida is providing financial support to both entities to support the consolidation, including funding for recruitment, legal work, and HR expertise.

Commissioner Joshua Wostal asked if the number of LWDB members was determined by the budget or size of the CareerSource entity. Staff responded that federal and state legislation provides required guidelines on composition and membership of the LWDB. Staff added that the Consortium Advisory Committee will assist the Consortium in seating the initial new regional LWDB by providing recommendations to the Consortium.

Motion:

1. Approval to consolidate the two CareerSource entities by merging CareerSource Pinellas into CareerSource Tampa Bay.

Motion moved by Commissioner Joshua Wostal and motion seconded by Commissioner Chris Latvala. Motion carried.

2. Approval for GrayRobinson to serve as legal counsel for the merger process with all incurred legal expenses to be paid by CareerSource Pinellas from the funds provided by the State of Florida to support the consolidation.

Motion moved by Commissioner Renee Flowers and seconded by Commissioner Chris Latvala. Motion carried.

VII. Future Action/Discussion Items - Near Term Consolidation (Jan-Apr)

Staff provided an overview of following near term action/discussion items:

- A. Appointment of Members to the New Regional LWDB
 1. Staff will work with the Advisory Committee to provide a recommendation to the Consortium.
- B. Approve By-Laws for New Regional LWDB
 1. Staff will work with the Advisory Committee to provide a recommendation to the Consortium.
- C. Approve Any Actions Required for Legal Counsel Selection
 1. This selection will be for legal counsel to represent the new regional LWDB.

VIII. Future Action/Discussion Items - Mid-Term Mandatory for Chief Local Elected Official (CLEO): Apr-Jun

Staff provided an overview of following mid-term normal duties of the CLEO (Consortium) that aren't related to the consolidation:

- A. Request New Regional LWDB Designation and Certification
- B. Appointment of the Administrative Entity and Fiscal Agent for Regional LWDB (Designating the service delivery agent)



- C. Approval of the Designation and Certification of One-Stop Operator(s)
- D. Approve the Memorandum of Understanding with One Stop Partners
- E. Act as the Local Grant Recipient for Public Funds Allocated to the Local Area/Region
- F. Approve and Oversee the New Regional LWDB FY25 Planning Budget
- G. Approve Submission of Regional and Local Area Workforce Plans

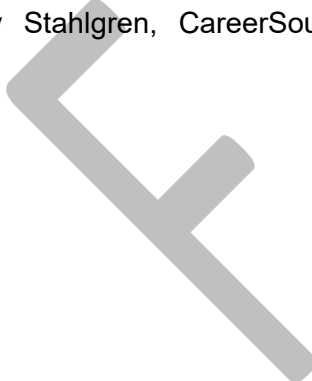
IX. Future Items

It was recommended that creation of the Articles of Incorporation for the merged CareerSource entity be done in conjunction with development of the Bylaws for the new regional LWDB to ensure they are consistent with each other. An update on this item will be included as an agenda item at the next Consortium meeting.

X. Adjournment

Commissioner Myers adjourned the meeting at 11:16 a.m.

Meeting minutes prepared by Tammy Stahlgren, CareerSource Tampa Bay, Executive Administrative Assistant.





ACTION ITEM IV. B.

Issuance of Request for Proposal for General Counsel

Tampa Bay Workforce Alliance, Inc. dba CareerSource Tampa Bay and WorkNet Pinellas, Inc. dba CareerSource Pinellas, 501(c)(3) non-profit entities, have been appointed and designated by their respective County Commissions to act as the local area workforce boards for Hillsborough and Pinellas Counties, respectively. Effective July 1, 2024, all incorporated and unincorporated areas within Hillsborough County and Pinellas County will be consolidated as a multi-county regional workforce development area. The consolidation is a required component of the Reimagining Education and Career Help (REACH) Act, passed by the legislature and signed into law by Governor Desantis in 2021, which mandates a reduction in the number of local workforce development boards. A Hillsborough/Pinellas Workforce Development Consortium composed of, the Chief Elected Officials from Hillsborough County Board of County Commissioners and the Pinellas County Board of County Commissioners, has been delegated the responsibility of Chief Local Elected Official for the multi-county regional workforce development area.

In accordance with the approved Interlocal Agreement between the Hillsborough County Board of County Commissioners and the Pinellas County Board of County Commissioners, the Consortium must approve a process for the Local Workforce Development Board to select General Counsel for the new entity.

RECOMMENDATION

Approval of the issuance of an RFP for the provision of Legal Services General Counsel for the CareerSource Hillsborough/Pinellas Workforce Board.



UPDATE/INFORMATION ITEM V. A.

Merger Letter of Intent

In 2021, the Florida Legislature passed, and the Governor signed into law, the Reimagining Education and Career Help Act (Reach Act). CareerSource Florida thereafter implemented the Florida Workforce System Transformation, which, among other initiatives, directed that CareerSource Tampa Bay and CareerSource Pinellas be combined into a single entity.

Effective November 2023, the Hillsborough County Board of County Commissioners and Pinellas County Board of County Commissioner, acting in their capacities as Chief Elected Official for their respective counties, entered into an Interlocal Agreement to create a new Consortium to oversee the combined entity, provide for governance and oversight of such entity, and act as Local Grant Recipient for WIOA funds. CareerSource Tampa Bay and CareerSource Pinellas propose to enter into a non-binding LOI to outline the process for accomplishing the merger and identify the responsibilities of each party in furtherance of that goal. The Consortium has requested GrayRobinson, P.A., legal counsel for CareerSource Pinellas, to perform due diligence services and develop a mutually agreeable Plan of Merger and Articles of Merger for the new entity.

The Letter of Intent for the abovementioned services is attached for your review.

**LETTER OF INTENT BETWEEN
TAMPA BAY WORKFORCE ALLIANCE, INC. d/b/a CAREERSOURCE TAMPA BAY
AND
WORKNET PINELLAS, INC. d/b/a/ CAREERSOURCE PINELLAS**

This Letter of Intent (LOI) is effective as of the date of the last signature hereon and is by and between **Tampa Bay Workforce Alliance, Inc d/b/a CareerSource Tampa Bay** (CSTB), a Florida not for profit corporation organized and operated under Section 501(c)(3) of the Internal Revenue Code of 1986, and **Worknet Pinellas, Inc. d/b/a CareerSource Pinellas** (CSP), a Florida not for profit corporation that is organized and operated under Section 501(c)(3) of the Internal Revenue Code of 1986 (collectively referred to as “the Parties”).

WHEREAS, the Federal Workforce Innovation and Opportunity Act of 2014, Public Law 113-128 (“WIOA”) authorizes expenditures of federal funds for workforce development programs in areas of the state designated by the Governor as a Local Workforce Development Area (“Local Area”); and

WHEREAS, the Florida Workforce Innovation Act of 2000, Chapter 445, Florida Statutes, (“Florida WIOA”), further delineates the roles and responsibilities of all parties in the expenditure of federal funds for workforce development programs in such designated areas; and

WHEREAS, CSTB serves as the Local Workforce Development Board (LWDB) for Hillsborough County under the WIOA and Florida WIOA and CSP serves as the LWDB for Pinellas County under the WIO and Florida WIOA; and

WHEREAS, in 2021 the Florida Legislature passed, and the Governor signed into law, the Reimagining Education and Career Help Act (Reach Act); and

WHEREAS, CareerSource Florida thereafter implemented the Florida Workforce System Transformation, which, among other initiatives, directed that CSTB and CSP be combined into a single entity; and

WHEREAS, effective December 1, 2023, the Hillsborough County Board of County Commissioners and Pinellas County Board of County Commissioners, acting in their capacities as Chief Local Elected Official for their respective counties, entered into an Interlocal Agreement, establishing the Hillsborough/Pinellas Workforce Development Consortium (Consortium) to oversee the soon-to-be created combined single entity, to provide for governance and oversight of such entity, and to act as Local Grant Recipient for WIOA and Florida WIOA funds; and

WHEREAS, the Consortium has directed that CSP and CSTB statutorily merge into a single entity, with CSTB to act as the “Surviving Entity” following the merger; and

WHEREAS, CSP and CSTB are entering into this non-binding LOI to outline the process for accomplishing the merger and identify the responsibilities of the Parties in furtherance of that goal.

NOW, THEREFORE, in consideration of the foregoing, the Parties agree as follows:

Terms

- 1.1. Merger. The Merger will be implemented in accordance with the Florida Not For Profit Corporation Act and shall become effective upon filing of Articles of Merger with the Florida Secretary of State. At that time, the separate existence of CSP shall cease and CSTB will be the surviving entity and continue its corporate existence under the laws of the State of Florida.
- 1.2. Timeline. The intent of the Parties is that the Articles of Merger will be filed no later than June 30, 2024.
- 1.3. Process
 - 1.3.1. Due Diligence. The Parties will conduct a thorough due diligence process through outside counsel GrayRobinson PA and will timely provide documents and information to outside counsel in accordance with the timeline outlined above. The Parties agree that the merger will not be implemented until the due diligence results have been reviewed and approved by both Parties.
 - 1.3.2. Board of Directors Approvals. Subject to acceptable due diligence results, the CSTB and CSP Board of Directors will each review and consider approval of a mutually agreeable Plan of Merger and Articles of Merger no later than February 15, 2024.
- 1.4. Operations Pending Merger. Until the Articles of Merger are filed with the Florida Secretary of State, CSTB and CSP will continue to operate in the ordinary course of business and in accordance with applicable law, including the WIOA and Florida WIOA. Neither party shall undertake any action outside the ordinary course of business that could materially and negatively impact the proposed merger such as, but not limited to, incurring material new liabilities, selling or leasing corporate assets, or terminating existing insurance coverages.
- 1.5. Fees and Expenses. Unless otherwise agreed, each party shall be responsible for their own fees and expenses incurred as part of transactions contemplated under this LOI. However, CSP will be responsible for payment of GrayRobinson's fees and expenses using funding received for such purposes from the State of Florida.

- 1.6. Non-binding. This LOI is a statement of mutual intention; it is not intended to be legally binding and does not constitute a binding contractual commitment with respect to the transaction.
- 1.7. Termination. This LOI may be terminated by either party at any time prior to the filing of the Articles of Merger. In that event, CSTB and CSP will immediately notify the Consortium of the termination and seek guidance for next steps. In the event of termination, this LOI shall become void and of no effect, and there shall be no liability on the part of either CSP or CSTB or their respective Boards of Directors hereunder.
- 1.8. Amendment. This LOI may be amended in writing at any time prior to execution of the Plan of Merger with the mutual consent of CSP and CSTB.
- 1.9. Governing Law. This LOI shall be governed by and construed in accordance with the internal laws of the State of Florida without giving effect to any choice or conflict of law provision or rule (whether of the State of Florida or any other jurisdiction).
- 1.10. Counterparts. This LOI may be executed in counterparts, each of which shall be deemed an original, but all of which together shall be deemed to be one and the same LOI. A signed copy of this LOI delivered by facsimile, e-mail or other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original signed copy of this LOI.

[Remainder of Page Intentionally Left Blank; Signatures Follow]

IN WITNESS WHEREOF, each of the parties hereto has caused this LOI to be executed on its behalf and attested by its officers hereunto duly authorized, as of the day and year first above written.

Tampa Bay Workforce Alliance, Inc d/b/a CareerSource Tampa Bay

By: _____

Its: _____

Worknet Pinellas, Inc. d/b/a CareerSource Pinellas

By: *St. Myer*

Its: CEO



**Hillsborough
County Florida**



UPDATE/INFORMATION ITEM V. B.

Plan of Merger

The Consortium has requested GrayRobinson, P.A., legal counsel for CareerSource Pinellas, to perform due diligence services and develop a mutually agreeable Plan of Merger and Articles of Merger for the new entity.

The draft Agreement and Plan of Merger merging WorkNet Pinellas, Inc. dba CareerSource Pinellas with and into Tampa Bay Workforce Alliance, Inc. dba CareerSource Tampa Bay is attached for your review.

**AGREEMENT AND PLAN OF MERGER
MERCING
WORKNET PINELLAS, INC. D/B/A CAREERSOURCE PINELLAS
WITH AND INTO
TAMPA BAY WORKFORCE ALLIANCE, INC. D/B/A CAREERSOURCE TAMPA
BAY**

THIS PLAN OF MERGER is approved and adopted by Worknet Pinellas, Inc. d/b/a CareerSource Pinellas, a Florida not-for-profit corporation, and Tampa Bay Workforce Alliance, Inc., d/b/a CareerSource Tampa Bay., a Florida not-for-profit corporation.

ARTICLE I

1.1 **Name of Surviving Entity.** The name of the Surviving Entity is Tampa Bay Workforce Alliance, Inc., d/b/a CareerSource Tampa Bay.

1.2 **Surviving Entity Principal Place of Business.** The Surviving Entity's principal place of business is 4350 West Cypress Street, Suite 875, Tampa, Fl 33607.

1.3 **Surviving Entity Jurisdiction.** The Surviving Entity's jurisdiction of governing law is Florida.

ARTICLE II

2.1 **Name of Merging Entity.** The name of the Merging Entity is Worknet Pinellas, Inc., D/B/A CareerSource Pinellas.

2.2 **Merging Entity Principal Place of Business.** The principal place of business of the Merging Entity is 13805 58th Street North, Suite 2-140, Clearwater FL 33760.

2.3 **Merging Entity Jurisdiction.** The Merging Entity's jurisdiction of governing law is Florida.

ARTICLE III

3.1 **The Merger.** As of the Effective Date, the Merging Entity will merge with and into the Surviving Entity (Merger). The separate existence of the Merging Entity will thereupon cease, and the Surviving Entity will be the surviving entity in the Merger and will continue its legal existence under the laws of the State of Florida. The purpose of this merger is to combine the two entities to comply with applicable law, to more efficiently carry out their governmental and charitable missions, and to reduce the costs and expenses of operating two entities.

3.2 **Effect of Merger.** The Merger will have the effect set forth in the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes (Act).

3.3 **Effective Date.** The merger will become effective on the date the Articles of Merger are filed with the Florida Department of State (Effective Date).

ARTICLE IV

4.1 **Rights and Obligations of the Merging Entity.** In accordance with and insofar as permitted by the applicable provisions of the Act, Articles of Incorporation and Bylaws of the Merging Entity: (i) the Surviving Entity will possess all rights, privileges, and powers of the Merging Entity; (ii) all property and assets of the Merging Entity will vest in the Surviving Entity without any further act or deed; and (iii) the Surviving Entity will assume and be liable for all liabilities and obligations of the Merging Entity.

4.2 **No Consideration Due from Merging Entity.** There is no ownership interest in the Merging Entity as of the Effective Date. No consideration will be received in connection with the Merger.

ARTICLE V

5.1 **Surviving Entity Articles of Incorporation and Bylaws.** The Surviving Entity's Articles of Incorporation and Bylaws in effect immediately prior to the Effective Date will be and will remain the Articles of Incorporation and Bylaws of the Surviving Entity. However, the Board of Directors of the Surviving Entity will, on the Effective Date, adopt the Bylaws attached as Exhibit A as the Bylaws of the Surviving Entity. The parties agree that these Bylaws have been approved by the Hillsborough/Pinellas Workforce Development Consortium (Consortium) established by that certain Interlocal Agreement between Hillsborough County Board of County Commissioners and Pinellas County Board of County Commissioners Effective December 1, 2023.

5.2 **Surviving Entity Board Composition.** On the Effective Date, the Board of Directors of the Surviving Entity will appoint to its Board of Directors the individuals listed in Exhibit B, for the terms indicated next to their name. These individuals will constitute the Board of Directors of the Surviving Entity until they are replaced pursuant as provided in the Bylaws.

5.3 **Fictitious Name.** On the Effective Date, the Surviving Entity will file with the Florida Division of Corporations a Fictitious Name Registration changing the fictitious name of the Surviving Entity to CareerSource Hillsborough/Pinellas.

5.4 **Merging Entity Articles of Incorporation and Bylaws.** The Articles of Incorporation and Bylaws of the Merging Entity will be terminated as of the Effective Date and thereafter be of no further force or effect.

5.5 **Surviving Entity Officers and Directors.** The officers and directors of the Surviving Entity in effect immediately prior to the Effective Date will be and will remain the officers and directors of the Surviving Entity, until such time as their successors are duly elected

and qualified in accordance with the terms of the Bylaws of the Surviving Entity attached as Exhibit B.

ARTICLE VI

6.1 **Amendment.** The Merging Entity and Surviving Entity, by mutual consent, may amend this Plan of Merger prior to the filing of the Articles of Merger with the Department of State, Division of Corporations; provided, however, that an amendment made after the adoption of this Plan of Merger will be subject to the limitations specified in the Act.

6.2 **Termination.** This Plan of Merger may be terminated, and the Merger and other transactions herein provided for may be abandoned, at any time prior to the filing of the Articles of Merger with the Department of State, Division of Corporations whether before or after adoption of this Plan of Merger by the Constituent Entities, if the Constituent Entities determine that the consummation of the transactions provided for herein would not, for any reason, be in the best interest of the parties.

6.3 **Surviving and Merging Entity Approval.** This Plan of Merger was approved and adopted by Resolution of the Board of Directors of the Merging Entity at a meeting held on ____ 2024 and by Resolution of the Board of Directors of the Surviving Entity at a meeting held on ____ 2024.

6.4 **Filing of Articles of Merger.** After obtaining such approval of the Board of Directors of the Merging Entity and Surviving Entity, the authorized officers of the Surviving Entity and the Merging Entity are hereby authorized and directed to cause all required documents to be executed, filed, and recorded, and all other required action to be taken, in order to consummate the Merger as of the Effective Date.

Worknet Pinellas, Inc.
D/B/A CareerSource Pinellas

By: _____

Its: _____

Date: _____

Tampa Bay Workforce Alliance, Inc.
D/B/A CareerSource Tampa Bay

By: _____

Its: _____

Date: _____

EXHIBIT A- BYLAWS

REF

EXHIBIT B- BOARD OF DIRECTORS

