

**FLORIDA CONCRETE & PRODUCTS ASSOCIATION
FLORIDA CONCRETE MASONRY EDUCATION COUNCIL MEETING
WEDNESDAY, JANUARY 7, 2015**

MEETING MINUTES

Convening of Meeting and Call To Order --

Mr. McLaughlin called the meeting to order at 10:00 a.m.

Roll Call

<u>Council Members Present</u>	<u>Others Present</u>
Preston Sparkman, Quality Precast, Inc.	Patricia Gleason, Special Council for Open Government, Florida Attorney General's Office
Justin Lord, Central Broward Construction	Dave Pfeffer, Titan Florida
Antonio R. Obregon, Formrite Construction, LLC	Daniel Dias, Central Concrete Supermix, Inc.
Matt Sitter, Florida Concrete & Products Assoc.	Felipe Dias, Central Concrete Supermix Inc.
Adam Freeman, A-1 Block Corporation	Keith Sommer, Pyramid Masonry Contractors, Inc.
Bernardo Dias, Central Concrete Supermix, Inc.	Gonzalo Galindo, Cemex
Kelly Curtis, Prestige Concrete Products	
Jim Painter, Painter Masonry, Inc.	
Monica Manolas, Cemex	
Randy Dunlap, Titan Florida LLC	
Troy Maschmeyer, Maschmeyer Concrete Company of Florida, Inc.	
Richard Edwards, Argos US	<u>Staff Present</u>
Tyler A. Kercher, Florida SkillsUSA	Pat McLaughlin
James Lincoln Finch, Florida Department of Economic Opportunity, non-voting member	Keith Hetrick, Ramba Consulting Group
	Brandie Tapscott
	Laura Marcinkowski

Review of Anti-Trust Guidelines -- Mr. McLaughlin advised Council members that all meetings of the Council would be conducted in accordance with the Florida Concrete Masonry Education Council Anti-Trust Policy. Mr. Hetrick, outside counsel for the FCMEC, reviewed and read the policy to the attendees. Mr. Obregon moved for the adoption of the proposed Anti-Trust Policy and Memorandum to be adopted, which was seconded by Mr. Maschmeyer.

The Council unanimously adopted the MOTION.

Review of Florida Law Creating Board, Section 446.53 (2014) -- Mr. McLaughlin gave background information on the Florida Law which created the Florida Concrete Masonry Education Council and explained how this legislation was the first of its kind for the masonry industry.

Organization of Board and Election of Officers -- deferred until after a presentation on the Sunshine law.

Open Government Overview: Patricia Gleason, Attorney General's Office -- Ms. Pat Gleason gave a presentation of the Sunshine Law, including its purpose and scope, and entertained questions.

Elections – the following officers, each of whom accepted the nomination, were nominated individually and moved and seconded by various Council members: Mr. Maschmeyer to serve as Chair, Mr. Lord to serve as Vice Chair, Ms. Manolas to serve as Secretary and Mr. Edwards to serve as Treasurer.

The Council unanimously adopted each MOTION made (and seconded) to elect each of the above officers.

Review and Discussion of Internal Documents --

1. The *Code of Ethics* was reviewed. Mr. Lord moved for the adoption of the Code of Ethics. Mr. B. Dias seconded the motion.

The Council unanimously adopted the MOTION.

2. The *Articles of Incorporation* were presented. Chairman Maschmeyer moved for the adoption of the Articles of Incorporation subject to technical changes to include updating the current Council members on the Board. Mr. Kercher seconded the motion.

The Council unanimously adopted the MOTION.

3. The *Bylaws* were presented and discussion ensued on minor changes:

- a. On Page 2, Article III -- refers to an allowance for general membership. Discussion ensued over whether Article III was necessary, given the mission and structure of the Council and the public purpose of the organization. Mr. Edwards moved to remove Article III from the Bylaws; seconded by Mr. Dunlap.

The Council unanimously adopted the MOTION.

- b. On Page 8, Article V, section 10 and Page 9, Article VI – refers to meetings and voting by telephone ballot or electronic mail. The Council discussed the removal of such language. Mr. Sitter moved to approve striking such language; seconded by Mr. Lord.

The Council unanimously adopted the MOTION.

- c. On Page 8, Article V, Section 10 -- provides that the Council must provide “a minimum 30-day notice of any meeting to all members of the Board...” Discussion ensued over whether it was necessary to provide so much notice. Given that 7 days’ notice can be considered “reasonable notice,” and in order to enable the Council to more efficiently operate, Mr. Dunlap moved to eliminate and remove the reference to a 30 day minimum and the reference to a seven

day minimum and replace both clauses with language that requires “reasonable notice” of meetings to be given; seconded by Mr. Sparkman.

The Council unanimously adopted the MOTION.

d. On Page 8 Article V, Section 9 – provides that “the Board of Directors and its employees are prohibited from participating or intervening in any political campaign on behalf of or in opposition to any candidate for public office...” It was noted that the statement is intended to reflect political endorsements on behalf of the Council as a whole, but not individuals acting in their own personal capacity on their own time. Mr. Lord moved to amend the Bylaw to read as follows: “The Board of Directors and Council employees, acting in their capacity on behalf of the Council, are prohibited from participating or intervening in any political campaign...””; seconded by Mr. Sparkman.

The Council unanimously adopted the MOTION.

e. On Pages 9 & 10, Article VI, Section 3, in several places, Mr. Lord moved (for purposes of consistency) to change the reference from “Annual Conference” to “Annual Meeting;” seconded by Mr. Dunlap.

The Council unanimously adopted the MOTION.

f. On Page 12, Article VIII, Section 9 (b) – refers to revenue and acceptance of property. Mr. Dunlap moved to: (a) strike the reference to “beginning in calendar year 2015,” (b) strike the reference to “calendar” throughout, and (c) strike the requirement that manufacturers’ first commitment for calendar year 2015 also include the last quarter of 2014;” seconded by Mr. Sparkman.

The Council unanimously adopted the MOTION.

g. On Page 12, Article IX, Section 2 – provides that “All concrete masonry units will be assessed at a rate to be determined by the Council.” Mr. Lord moved a clarifying amendment to modify the reference to concrete masonry units with the clause “as defined by the Council;” seconded by Mr. Sparkman.

The Council unanimously adopted the MOTION.

Ms. Manolas moved to approve (seconded by Mr. Obregon) the Bylaws in their entirety as amended.

The Council unanimously adopted the MOTION.

The Council recessed for lunch at 1:00 pm and reconvened at 1:35 pm.

Review, Discussion & Approval of DEO Memorandum of Agreement (“MOA”) --

Mr. Painter inquired as to why the MOA would have a term limit of five years unless terminated earlier. Mr. Finch said this is because the MOA is considered a contract and the state is prohibited from writing a permanent contract. Mr. Hetrick suggested that he be allowed to approach DEO about

adding a clarifying provision that allowed the parties to extend the contract at the end of the period of termination. Mr. Finch said he would look into this.

Related to the termination discussion above, Mr. Painter asked about a line in the MOA which references money in the masonry account going to the State if the Department of Economic Opportunity ceases to exist. He suggested adding a provision to state the money should go back to the companies or towards masonry education if this occurs in the event of government reorganization. Mr. Lincoln stated this is only in the event the Council and the Department cease to exist. Mr. Hetrick advised that the statute requires reversion of Council monies, if the Council ceases to exist, to either the DEO or to the State (if DEO ceases to exist). The Council agreed to consult with Mr. Ramba and Mr. Murtha to determine whether further statutory clarification is warranted.

Mr. Hetrick asked the Council to approve the MOA. Mr. Sitter moved the approval of the MOA (with the express understanding that Mr. Hetrick would seek a clarification to language in Section 8 of the MOA, allowing the parties to extend the Agreement at the time of expiration); seconded by Mr. Lord.

The Council unanimously adopted the Motion.

Other Business --

Mr. McLaughlin reported on Council finances. The Council had taken in approximately \$85,000 for initial start-up costs; over \$63,000 has been spent and approximately \$21,000 of this funding remains. Legal and accounting contracts expired on December 31, 2014 and need to be renewed for the year. The management contract has not expired. Copies of the estimated expenses going forward for 2015 were handed out. Mr. McLaughlin reported that Council does not yet have 501(c) 3 status. Ms. Tapscott confirmed that achieving such status could take up to a year, however once granted, it is applied retroactively. Mr. Dunlap recommended April 1, 2015 as the start date for assessment because the Council will have a budget, assessment rate and definition of masonry unit by March 2015.

The Council discussed the length of the assessment and agreed because the assessment is voluntary it will be a one year commitment from when the manufacturer joins the organization. Mr. Painter asked if the manufacturers should send an estimated projection to Ms. Tapscott. The Council agreed this would be beneficial for budgeting purposes. Mr. Dunlap stated this could be done as soon as the assessment rate is determined. Chairman Maschmeyer suggested that comments on the proposed definition of a masonry unit be submitted to Mr. McLaughlin within the week and added that the Council will need to discuss how the organization will be funded until the assessment revenue is collected. Mr. McLaughlin noted that all start-up funding received in advance of the assessment will be credited towards future assessment.

Mr. McLaughlin is acting as the temporary Executive Director of the organization but he is not in a position to run the organization as Executive Director. Chairman Maschmeyer asked Mr. Painter if he could have his proposal for the position ready for the next meeting.

Mr. McLaughlin and Chair Maschmeyer recommended the creation of several subcommittees, upon which a Motion was made and seconded to create the following subcommittees:

1. Project Funding and Grants (development of procedures). Mr. Painter agreed to serve as Chair. Mr. Obregon, Mr. Lord and Mr. Kercher agreed to serve on the subcommittee.

2. Collections and Assessment (development of procedures). Mr. Sparkman agreed to serve as Chair. Ms. Manolas, Mr. Freeman and Mr. Dunlap agreed to serve on the subcommittee.
3. Budget. Mr. Edwards agreed to serve as Chair. Mr. Sitter, Mr. Curtis and Ms. Tapscott agreed to serve on the subcommittee.

The Council unanimously adopted the Motion.

A Motion was made by Ms. Manolas; seconded by Mr. Lord to renew the legal and accounting contracts until June 30, 2015 or the hiring of a new Executive Director, whichever comes first.

The Council unanimously adopted the Motion.

Mr. McLaughlin discussed the possibility of adding Ms. Marcinkowski for administrative services.

Chairman Maschmeyer suggested this matter be tabled until the next FC&PA Executive Committee meeting since she currently works for them.

Public Comment: Comments from the public were received.

Next Meeting Date: January 27, 2015 at 9:30am at Mid Florida Tech, Building 1600 Room 160.

Adjournment: Mr. Lord moved for adjournment; seconded by Mr. Edwards, upon which the meeting was adjourned at 3:42 pm.