



STATE OF FLORIDA DIVISION OF EMERGENCY MANAGEMENT



Ron DeSantis, Governor

Kevin Guthrie, Executive Director

Florida Emergency Management Assistance Foundation, Inc Board of Directors Meeting

September 29, 2023

Meeting Minutes

I. Call to Order

Meeting was called to order at 3:00 PM by Chair Mimbs

II. Roll Call

Chair Mimbs, Vice Chair Steven Lerner and Secretary Javier Marques were present for the meeting. A quorum was present.

III. Approval of the May 25, 2023 meeting minutes

Motion from Secretary Marques, Seconded by Vice Chair Steven Lerner.

No discussion. The vote was favorable for approval of the minutes.

IV. Adoption and Execution of the DEM-Foundation agreement

Overview provided by William Spicola:

Florida Statute requires the agreement between the foundation and the Division of Emergency Management. This agreement sets up the reimbursement rates for staff between the foundation.

Motion from Vice Chair Steven Lerner. Seconded by Secretary Marques.

No discussion. The vote was favorable for the adoption and execution of the agreement.

V. Adoption of the Code of Ethics

Overview provided by William Spicola:

The Code of Ethics is prescribed by Statute. The Florida legislature put in requirements that foundations have a code of ethics. This code forbids any gifts from any lobbyist to members of this board. This is in the best interest since there will be the awarding of contracts. Will recommended the approval of the code.

Motion from Secretary Marques, Seconded by Vice Chair Steven Lerner.

Question presented by Secretary Marques: If we as board members already file with the State of Florida as a University officer, are we expected to file twice?

Answer from William Spicola: You only need to file once but list both positions.

The vote was favorable for adoption of the Code of Ethics

VI. Updates: Provided by Carly Miller

The division has done a lot of behind the scenes work over the past few months to establish this foundation with support from our Executive Team, legal team, finance, communications, and IT.

a. Federal Employee Identification Number

On June 26th we received our federal employer identification number.

b. § 501(c)(3) status with the Internal Revenue Service

The FEIN, along with the IRS Exemption Form 1023, the Code of Ethics and Power of Attorney form, were submitted to the IRS to officially file for our 501c3 non-profit status. On September 1st, we received the approval letter from the IRS.

c. Annual Reporting Requirements

- In accordance with the bylaws, the foundation will need to provide the annual operating budget for the foundation.
- There will also need to be an annual meeting for the purpose of electing officers and conducting other business.
 - The bylaws do not state dates for these 2 items. In a conversation with Chair Mimbs, perhaps setting these dates at the beginning of July to coincide with the start of the fiscal year would be good business practice.
- Also, in accordance with the bylaws, the foundation will provide the IRS Exemption Form 1023 and IRS Income Tax form 990 to the Division by August 1st.
 - The IRS Form 1023 was submitted as I previously mentioned.
 - We were not required to do the 990 form this past year.
- required by section 20.058, Florida Statutes by August 1, the foundation will submit to the division.
 - Name, mailing address, phone number, and website of the foundation.
 - The Statute or Executive order in which the foundation was created.
 - A description of the mission and results of the foundation
 - A description of the plans for the organization for the next 3 fiscal years
 - A copy of the code of ethics
 - And the IRS Income Tax form 990
 - The division will in return make the information available through the division's website, as well as the foundation's website.
- Also required by section 20.058, Florida Statutes, by August 15, the division will send a report to the Governor, Senate President, Speaker of the House, and OPPAGA the recommendation to continue, terminate, or modify the divisions association with the foundation.
 - FDEM completed this report and was sent in August.
- In accordance with the Bylaws, by September 30 (tomorrow) the foundation will submit a report of contributions and expenditures to the Division.
 - Since the foundation is newly up and running, Chair Mimbs can send an email to Director Guthrie, Luke, and myself stating that there weren't any contributions or expenditures.
- And lastly, in accordance with the bylaws, by December 1 the foundation will need to make provisions for an annual audit of its financial accounts which needs to be submitted to the Auditor General, OPPAGA, and the Division for review.

- A list of the reporting requirements will be emailed to the board members.

d. Creation of FloridaDisasterFoundation.org

The foundation's website is FloridaDisasterFoundation.org. Our communications team and IT team did a great job at setting up the site and will add to it as needed.

VII. Discussion on Pending Business Items

Provided by William Spicola: We made a lot of progress getting the accounts up and running. The payment processing firm will have a demo of payment processing ready by next week. All info submitted to them for the on-boarding process. Chair Mimbs did not receive the docu-sign information. William will reach back out to them.

A bank account with Wells Fargo is open and almost completed with the payment processing to receive credit card, ACH transfers, and other type of e-wallet payments. Everything will be integrated through a link to pay that will be on our website and also available through text to donate platforms.

Initially, we were told that as a state agency we would be charged \$0.11 per transaction plus pass-through fees. However, because we are not technically controlled by DEM, and the Department of Financial services the Division of the Treasury does not supervise this bank account. We are classified as a local government organization and the processing fee is going to be \$1.20.

We looked around. That is a very competitive price. One thing to consider is probably a minimum \$5.00 donation through the platform to make sure we aren't losing any money.

We are in the home stretch and should be signing the onboarding agreement any day now and the FloridaDisasterFoundation.org is going to be up and running.

Questions by Chair Mimbs: We can currently receive a paper/handwritten check, but we can't receive anything electronically until this process occurs.

Answer by William Spicola: That is correct. We can accept checks here at the Shumard Oak Boulevard address up here in Tallahassee, but we cannot receive electronic payments.

Questions by Chair Mimbs: Once we start to receive funding, staff will be updating us with financial statements on an ongoing basis.

Answer by William Spicola: Chair Mimbs and William Spicola will receive that information as there aren't really any staff at this point. We will have the information for the reporting process. As we mature and contemplate hiring staff for the foundation, that will certainly be a part of that. Right now, we are mostly volunteer foundation. There are plans for some contributions. We are a work in progress, but we are in the home stretch.

Question from Co-Chair Steven Lerner: On the pricing structure for the \$1.20 fee, is there anything for a classification as a non-profit?

Answer by William Spicola: The initial fee that was contemplated under our local government rate was \$3.00 per transaction. Further discussion we were able to get down to the \$1.20 rate which is the non-profit rate.

Question from Secretary Javier Marques: Has there been any movement on the other two board member vacancies?

FDEM Carly Miller and Stephanie Stachowicz have not heard of any updates on filling the 2 vacancies. Stephanie Stachowicz will circle back with the Executive Staff and the Governor's office and will have

an update next time we meet.

Chair Brian Mimbs thanked William Spicola for the updates and work on getting the technical aspects put together.

VIII. Upcoming Activities for Hurricane Season

Chair Brian Mimbs stated that we are monitoring the season and hoping that is without event between now and December. We do appreciate the folks on the line that have been a part of responding to Hurricane Idalia. Yesterday was the 1-year anniversary of Hurricane Ian and a lot of emotion and challenges going on and we thank this division for what it does. Hoping that this foundation can come along to be a help and assistance to the things they're doing to respond and support Floridian.

We would like to find a cadence for a quarterly meeting and then if we need a specific meeting to address any issues that we can do a special call. Let's look to December for our next meeting unless hoping for no reason for us to meet sooner.

Vice Chair Steven Lerner agreed and suggested setting up the quarterly meetings for the next year or two.

Carly Miller will support the scheduling of these quarterly meetings.

Secretary Javier Marques thanked the people who worked behind the scenes to make all this happen. We are eager to provide assistance and the foundation is ready if we need to.

Chair Brian Mimbs asked if there was any public comment. None heard.

IX. Adjournment

Chair Brian Mimbs requested a motion to adjourn the meeting.

Motion from Secretary Marques, seconded by Vice Chair Steven Lerner.

The meeting adjourned at 3:20 PM.