



MEMORANDUM

AGENDA ITEM #III.L

DATE: SEPTEMBER 10, 2012

TO: COUNCIL MEMBERS

FROM: STAFF

SUBJECT: REPURPOSING THE INSTITUTE FOR COMMUNITY COLLABORATION

In the attached memo, Legal Counsel has outlined the history and current purposes of the Institute for Community Collaboration (ICC). The original design of the ICC as a not-for-profit corporation was intended to complement the public purposes of the South Florida Regional Planning Council. It has largely achieved its original objectives. The circumstances that surrounded the creation of the ICC have changed and the Council has the opportunity to repurpose the organization, refocus the available tools and re-emphasizing the Council's commitment to open and transparent processes.

Background

The Council and the ICC have historically been associated with Florida's statewide planning processes. The Council reviews local plans and sometimes identifies issues that need further collaboration among the parties. The ICC is available to provide facilitation services designed to reach consensus and solve regional issues. With the onslaught of the great recession, Florida and our region have been forced to refocus on economic development issues in order to serve the needs of our local governments and citizens.

In order to focus the Council's limited resources on regional economic issues we have redesigned our Comprehensive Economic Development Strategy (CEDS) to reflect a common template designed by the Florida Chamber of Commerce Foundation and to complement the Florida Department of Economic Opportunity's statewide vision, goals and objectives. We have increased the outreach of our Revolving Loan Fund to try to reach more deserving and qualified applicants. We are partnering on a regional prosperity plan and helping our local governments fine tune their economic development strategies. By repurposing the ICC we can leverage the Council's new directions and also demonstrate our relevant leadership role in making South Florida a global economic cross roads.

In August, the Council's Executive Committee, sitting as the Board of Directors of the ICC, conducted their annual meeting (minutes attached). Their recommendations have been incorporated herein.

The September Council agenda includes review of the draft Comprehensive Economic Development Strategy (CEDS). The CEDS Committee has recommended repurposing the ICC as a regional project to provide research and other activities in support of implementation of the CEDS.
(See Agenda Item III.H).

Recommendation:

To repurpose the ICC the following steps are recommended for Council approval:

1. Authorize the steps outlined in the attached Legal Memorandum.
2. Constitute an Advisory Committee to provide public, private and civic advice to the Council and staff on the activities of the ICC.
3. Consult with all local and regional economic development organization to prevent duplication and encourage regional collaboration.
4. Develop a business plan and performance measures for the ICC.
5. Develop a special section on the Council web page dedicated to the ICC.
6. Confirm that the Board of Directors of the ICC is covered under the Council's existing Director's Liability Insurance or initiate appropriate coverage.
7. Report quarterly to the ICC Board of Directors (Council Executive Committee) and semi annually to the full Council.

MEMORANDUM

TO: Heather Carruthers, Chair
Council Members

CC: Jim Murley, Executive Director

FROM: Samuel S. Goren, General Counsel *SSG*
David N. Tolces, Assistant General Counsel *DNT*

DATE: August 27, 2012

RE: South Florida Regional Planning Council ("SFRPC") / History and Status of the
Institute for Community Collaboration ("ICC")

On February 26, 2002, the Articles of Incorporation for the Institute for Community Collaboration ("ICC") were filed with the State of Florida Division of Corporations. As stated in the Articles, the ICC was established as a Florida not-for-profit corporation, and was to operate in conformance with the requirements of Section 501(c)(3) of the Internal Revenue Code. The Articles of Incorporation provide, in part, that the purpose of the ICC is as follows:

A. To build partnerships with institutions, private practitioners, and organizations in order to bring the collaborative process and consensus decision-making to the South Florida community regarding issues of concern to the South Florida community.

B. To provide collaborative and decision-making services including training, assistance in locating professionals, facilitation, of public discussion, mediation, and research.

C. To plan, foster, encourage, support, oversee, coordinate, direct, present, produce, promote, operate, and manage the collaborative, facilitation, and mediation services at The Institute for Community Collaboration, Inc., for the benefit of the residents of South Florida.

D. To be a neutral facilitator and assist in the establishment of mediation and facilitation programs, and to promote multi-jurisdictional mediation and consensus building on issues of concern to the South Florida community.

E. To solicit, receive, or generate funds from any source not inconsistent with the purposes of this Corporation and solicit, receive, or generate contributions, grants, gifts, or subventions from persons, entities, or any unit or agency of government.

F. To make contributions or donations for the public benefit or for the benefit of the residents of the South Florida area.

As was explained to the SFRPC Executive Committee in 2003, many funding organizations will provide seed money and ongoing funds for projects related to Alternate Dispute Resolution, but only to not-for-profit corporations. The SFRPC is a governmental entity, and not a not-for-profit corporation. Therefore, it was desired to establish the ICC as a tax exempt entity pursuant to the Internal Revenue Service's guidelines in order to provide the ICC with the ability to obtain grant funds. By establishing the ICC as such a tax-exempt entity, the ICC would be entitled to seek grant funds that would otherwise be unavailable to the SFRPC, as a governmental entity. As part of that process, the ICC applied for and received tax exempt status, as a 501(c)(3) publicly supported organization, from the Internal Revenue Service in April, 2004.

Subsequent to the establishment of the ICC as a 501(c)(3) organization, on September 13, 2004, the SFRPC and the ICC entered into a Memorandum of Agreement. The Memorandum of Agreement provided that the SFRPC would provide professional management and other staff in order to permit the ICC to operate as an independent entity, although remain affiliated with the SFRPC. The Memorandum of Agreement further provided for clarification as to the relationship between the ICC and the SFRPC with respect to office space, staffing, supplies, and assignment of SFRPC agreements. Specifically, two projects that the ICC undertook were facilitation services provided to the South Miami Dade Watershed Study Advisory Committee, and the Biscayne Bay Regional Restoration Coordination Team. Subsequently, the ICC entered into other contractual relationships with other entities to provide facilitation services, consistent with the ICC's stated purposes.

At this time, there has been discussion to establish the ICC as a regional economic development planning and research organization. As a 501(c)(3) entity, the ICC would be able to accept grants and other funds that would otherwise not be available to the SFRPC as a governmental entity. The ICC could then amend its existing Memorandum of Agreement with the SFRPC to provide services consistent with any grant agreements.

In order to take such action, it will be necessary to take the following actions:

1. Amend the ICC's Articles of Incorporation in order to revise the purpose of the ICC and the governing structure, including, potentially, the number of directors and the quorum requirements for the corporation.
2. File amendments with the State of Florida Division of Corporations to provide for revisions to the organization's name and governing structure.
3. Prepare an amendment to the Memorandum of Agreement to clarify the relationship between the ICC, or successor entity, and the SFRPC.

Upon the direction of the Council, our office can work with Council staff to prepare the necessary documentation to be filed with the State of Florida. If you require any additional information, or have any questions, please do not hesitate to contact our office.

SSG:DNT:dnt

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**MINUTES OF ANNUAL MEETING OF
BOARD OF DIRECTORS OF THE
INSTITUTE FOR COMMUNITY COLLABORATION, INC.**

Date: August 6, 2012
Time: 10:30 a.m.
Place: Council Offices
3440 Hollywood Boulevard, Suite 140
Hollywood, FL 33021

The Annual Meeting of the Board of Directors of the above Corporation was held on August 6, 2012. Chair Carruthers called the meeting to order at 10:40 a.m. and led the Pledge of Allegiance.

The following persons were present at the meeting:

Directors:

Suzanne Gunzburger
Heather Carruthers (Chair)
Stacey Ritter (absent)
Paul Wallace

Webinar access was provided.

1. Call to Order

Heather Carruthers was Chair of the meeting.

2. Minutes of the Previous Meeting

Boardmember Gunzburger made a motion to approve the minutes from the previous meeting. Boardmember Wallace seconded the motion which carried by a unanimous vote.

3. Annual Meeting of the Institute for Community Collaboration, Inc. - Status Report

Mr. James F. Murley, Executive Director, stated that Agenda Item 3 consists of the Institute for Community Collaboration's (ICC) background and financial information. He stated that staff would explain any details and answer any questions.

Mr. Bob Cambric, of South Florida Regional Planning Council staff, explained the Job Opportunities for Low-Income Individuals (JOLI) Grant. The ICC retained the Council to provide staff support on the grant. He stated that the grant was for three years and will close on September 30, 2012. Mr. Cambric stated that staff is in the process of the final reporting to the Department of Health and Human Services (HHS). He explained that the primary focus of the grant was to provide culinary arts training and employment opportunities for low-income residents in Coconut Grove, Opa-Locka, Liberty City, and Overtown areas. He stated that Council staff was providing the documentation regarding the training and employment of the participants that will be provided to HHS in order to move forward. Mr. Cambric explained that a Consultant was contracted to manage this grant, and staff is trying to reconcile the information regarding the training and/or employment time of the 32 participants. Mr. Murley clarified that he was not Executive Director when the grant was initiated and those involved at that time, are no longer available. He stated that there is a need to be as complete as possible in finalizing the financials, the performance and documentation.

Mr. Cambric stated that in September 2011, the Environmental Protection Agency (EPA) awarded the Institute a \$25,000 grant through its Environmental Justice Small Grants Program for Community Research. Boardmember Wallace inquired on the meaning of "food justice advocate". Mr. Cambric stated that there is no standard term but there are standard terms for areas of food insecurity or food deserts. He explained that in our region, a food desert is an urban area where there is not a grocery store or other healthy food access within one mile. The EPA and the Center for Disease Control (CDC), at the Federal level, and the Department of Health, at the state level, recognize that there is a direct correlation between people's access to healthy food and their health. He clarified that healthy foods consist of fruits, vegetables and knowledge regarding the activities. He stated that the school boards have become more active in both Miami-Dade and Broward Counties in trying to look at different venues to change people's access to healthy foods. The private market is not, at this time, responding by providing these opportunities, and the opportunities to educate the residents about how to eat nutritiously and provide alternatives, such as access to farmers' markets, being able to have community gardens, and other venues where people can receive a nutritious meal and activities. Boardmember Gunzburger inquired if the disparity of the quality of the food and prices in the low-income neighborhoods was being studied. Mr. Cambric stated that Miami-Dade County Healthy Department was involved and that in Broward County there is involvement with the Broward Regional Planning Council, the Transforming our Community's Health (TOUCH) Grant, which is funded through the CDC and is researching what type of foods are in lower-income neighborhoods. Mr. Cambric introduced Karen Hamilton, of Council staff, to answer more direct questions. Ms. Hamilton stated that with the Environmental Protection Agency (EPA) Environmental Justice Small Grants, a Consultant has a youth leadership program where students from low-income neighborhoods are to be trained in nutritional environments and activities. She explained that these students visit various stores to compare quality, price and availability of foods and comparing them with the various store chains and farmers' markets. She stated that there were pre and post tests to find out what the community knowledge is on these issues. Ms. Hamilton stated that she wasn't sure if the Home Owners Associations are involved but there are a lot of community engagement and education efforts.

Isabel Cosio Carballo, of Council staff, stated that last year \$100,000 was received by the ICC from Citi Community Development to support the Southeast Florida Regional Partnership's Seven50 effort with work by the SFRPC in the area of data and data visualization. She stated that with Citi Community Development's support, the SFRPC joined the National Open Indicators Consortium (OIC), which is working in partnership with the University of Massachusetts at Lowell's Institute for Visualization and Perception Research program to develop the WEAVE (Web-based Analysis and Visualization Environment) platform for use in regions across the nation. The Council's membership in the OIC provides access to technical support needed to develop and deploy the WEAVE software on the Council's website. She explained that a portion of the resources from Citi Community Development are being used to develop two community pilots that will link the Seven50 Regional Fair Housing and Equity Assessment (FHEA), a required component of the US HUD Sustainable Communities Regional Planning Grant, to more detailed data and analysis at the municipal level and the WEAVE. The City of Opa-locka has been identified as one of the pilot communities. She stated that the remaining resources will be used to explore, with partners, the development of a regional "Data Commons", as implemented in other areas of the country. She explained that a "Data Commons" is an interactive data portal and online mapping tool that provides a wealth of information about a region's people, communities and neighborhoods on a wide variety of topics and is a tool for removing barriers between the people and agencies that have data and the people who could use it. In addition to providing one-stop access to information for citizens, policy-makers, and other community and regional stakeholders, this resource is invaluable to all of those who seek to understand how a region is changing. In places where data commons have been developed and implemented, it helps residents, non-profits, foundations, planners, elected officials, educators and

other regional stakeholders explore options and make better-informed decisions. She stated that the Miami Foundation had a meeting in May, which was attended by Mr. Richard Ogburn, of Council staff, where approximately 30 organizations gathered to discuss data and data sharing. She stated that there is interest in having that conversation on a regional scale. This effort would help bring together the Seven50 Plan, the FHEA, Indicators work, and the Regional Resource Center, which is under development. Ms. Carballo recognized Mr. Richard Ogburn and Mr. David Meade as instrumental in moving this conversation forward from a data and technical perspective.

Mary Lou Johnston, of Council staff, presented the ICC's Trial Balance and Comparative Summary Balance Sheet as of June 30, 2012. She stated that one of the differences from last year is the increase in the amount of cash on hand. She stated that \$100,000 of the balance related to the Citi Grant receipt. She explained that some of the cash balance has been reserved as follows: approximately \$16,000 is due to the SFRPC related to the EPA Grant; \$19,000 is due to the SFRPC for payment to the Open Indicator Consortium; and \$63,000 is reserved for the Seven50 Plan. She summarized that these payments totaled approximately \$98,000 that will be distributed from the cash on hand in the ICC.

4. Repurposing the Institute for Community Collaboration (ICC)

Mr. Murley stated that he has been reviewing the history of the Institute for Community Collaboration (ICC), using with his experience at a 501(c)(3), 1000 Friends of Florida, and talking with staff and Mr. Sam Goren, Legal Counsel. He thinks the 501(c)(3) is a great opportunity, as a part of an organization, but it should have a more transparent accountability of its activities separate from the Council. He explained that funds are received through the ICC and those funds are executed through the Council. He stated that the accountability is transparent but there needs to be an understanding that these are two separate organizations, with unique aspects. He clarified that the ICC Board of Directors is the SFRPC Council's Executive Committee. He stated that Mr. Goren has provided background information for the Board to understand why the 501(c)(3) was established and its history.

Mr. Goren stated that the backup contains several documents: one set of documents is an update on the status and history of the ICC, which began in 2002 and the Articles of Incorporation, which was filed in Tallahassee. The second document reflects the Internal Revenue Code Ruling in the context of the 501(c)(3), status. He stated that in 2002 there was a need to find a mechanism for acquiring grants and other contributions from third parties that would otherwise not qualify for tax deductible status with the SFRPC. He stated that many local governments have instituted corporate mechanisms like this to allow for a separate arm, such as a sports organization or another foundation of some type, which would allow contributors to receive a type of tax-related benefit for their contribution. He clarified that this was one of the mainstays for the formation of the ICC. Mr. Goren stated that the second reason for the formation was that under the remaining rules that govern this organization, State Law still provides that there must be some type of regional dispute resolution process in place, which is in our Agency rules. He explained that this is a regional process that allows for this organization's agency to function for regional disputes. Chair Carruthers inquired if the ICC provides that service separate from the SFRPC. Mr. Goren clarified that it does. He stated that in the beginning there was an assigned person, Ms. Janice Fleischer, the designated person assisting in the process starting in 2002; she was a lawyer and a certified mediator, with certain expectations of marketing the organization to help supplant the existing budgetary constraints of the SFRPC. He stated that the backup reflects the IRS confirmation of the ICC as a 509(a)(1), a Public Support Organization, which is a subset of the 501(c)(3). He stated that the backup provided the distinction between a 509(a)(1) and a 501(c)(3); although similar there are some differences which may be discussed regarding the issue of repurposing the organization. He explained that, at the present time, there are taxes, filing and recording obligations, and 990 obligations that this organization has to complete and is reflected in the backup. He stated that the last document relates to Tax-Exempt

Status, which is part of a larger document. Mr. Goren stated that the organization had merit when it was created; there was an actual purpose involved which had a two stage process. He stated that one of the purposes was for the dispute resolution, its allocated means and methods, and its source for contributions, which had funds available but may or may not be available today. He stated that he could brief the Board or the ICC could be dissolved, which is not his recommendation, but it is an option. Chair Carruthers inquired if the source of funds could be from any source. She questioned that if this was set up to be a charitable organization, could it be individual, a corporate entity, or a government. Mr. Goren answered it could as long as the donor has the ability to deduct the tax benefit or the context of the contribution. He clarified that from the standpoint of a private donor it would be an option, from a governmental agency, he was not certain. (He stated that there may have been certain people standing in line to provide donations, as it were, back then or to make optional exchanges with the organization but those needs do not exist today.) He stated that there was a reason in creating the ICC. He reiterated that other organizations were contemplating and integrating these third party organizations and simply made up of the membership of their Executive Committee; the Board members of the ICC are the Executive Committee of the SFRPC. He explained that some local governments have changed the texture of that and have suggested having a separate Board for that organization, which could take the control factor out of your hands and also change the investment of your funds and makes for other challenges. Some local governments have the city commission acting as the ultimate board of directors for that organization with others involved. The others involved may pose concerns for the city commission because then they do not have the control factor. Chair Carruthers inquired that if someone was interested in furthering the work that is being done by the Council or by Seven50, what could eventually come out of that directionally and are we willing to underwrite some of that work, can the ICC serve as a conduit in receiving the funds through the Seven50 process as well. Mr. Goren answered that from a legal perspective yes; from a higher-esque perspective it would have to be reviewed carefully and have to characterize the relationship and Ms. Johnston can help us with that in that regard.

Boardmember Wallace inquired about information regarding the tax returns. Mr. Murley stated that Sean Davis and Associates were brought in to do the required reports; they were the previous Auditors before the rotation.

Boardmember Wallace inquired about liability insurance. Mr. Goren stated that we are covered by the Florida Municipal Insurance Trust (FMIT) through the Florida League of Cities. He stated that because of the difficult role of global insurance the ICC is covered. Mr. Goren stated that the stand alone policy could be costly, but in the nature of the insurance relationship it may not be as costly as we think. He believes it is already in place.

Boardmember Wallace stated that he does not know what Seven50 is. Chair Carruthers stated that Seven50 is the new name for the Southeast Florida's Regional Vision and Blueprint for Economic Prosperity (Sustainable Communities Initiative) that is creating the sustainability vision. She clarified that it means seven counties with a vision for 50 years.

Boardmember Wallace stated his concern regarding an additional corporation on the side, unless the corporation is needed for anything we need to do. He suspects that the Memorandum was not as encompassing as perhaps was intended, and stated that the only reason the corporation was created was because of the grants for Alternative Dispute Resolutions. He stated that he had not heard of any during his tenure and questioned if this was the reason to have a corporation now. He inquired that if a grant was proposed could it have not come through the SFRPC instead of the corporation. Mr. Murley answered yes. Chair Carruthers stated that the grants are not just for dispute resolutions. She clarified that there were two reasons for the establishment of the ICC: one was to be a not-for-profit conduit to accept grants that otherwise could not be accepted; the second reason was to function as a facilitator in

dispute resolutions. Boardmember Wallace inquired whether money could be received by Council that could not otherwise be received. Mr. Murley clarified that the Citi Group and the EPA grants could not have been a project through the SFRPC; the grants were only available to a not-for-profit organization. He stated that, in most cases, the reason the funds are deposited in the ICC is because the grantor preferred a not-for-profit status as the recipient. Boardmember Wallace stated that the reason he was against having a separate corporation is for transparency. He stated that as a government organization everything needs to be in the open, and the corporation records should be regarded as public records. Mr. Goren stated that this has been in place.

Mr. Goren reiterated that there are certain local governments that have a 501(c)(3) for sports purposes and general fund raising activities, and that the city commission members or council members are actually the Board members of the non-profit 501(c)(3). He stated that some organizations are not established this way and the local government may not have the control, which may cause erratic concerns. The mediation element of the ICC was managed by Janice Fleischer, who was a lawyer and certified mediator. He stated that part of this opportunity was a revenue source but also a revenue component of having her involved with the process early on to deal with the mediation processes on other dispute aspects not just regionally but also as a source. The SFRPC, through the ICC, was a destination where those who need mediation services for dispute resolution activities, could turn to for help on a fee-paying basis. Boardmember Wallace stated that he has some concerns. He stated that the ICC is a legitimate, useful institution but that he does not like the separate corporation. He stated that the Council Board should be the ICC not just the Executive Committee.

Mr. Wallace stated that he would like to move that concept forward and would like to have this on a future agenda. Chair Carruthers agreed and inquired why not all the Councilmembers were included. Mr. Goren stated that the reason was assembling a quorum. Boardmember Wallace stated that he would like to affirmatively move to verify the insurance and if not in place, to move forward on this.

Mr. Goren stated that, by acclimation, elected officers can be retained; he believes that the way the Articles are drafted in the By-Laws that the Chair is President and similar allocations on the Executive Committee and is rotated on an annual basis. Boardmember Wallace requested that the Corporation be noted permanently on our website, for easy accessibility.

Chair Carruthers stated that the Corporation could potentially be used to enhance the economic activities in the future. Mr. Murley stated that it is his recommendation to take into consideration all the points that Boardmember Wallace made as part of our direction. He stated that, in his memo, the substance of the ICC activities be reviewed and recommends looking at the name of the organization. He stated that, as it is, this may not be the best way to brand the organization as the outside world becomes aware of it. He stated that following this meeting the Committee for the Comprehensive Economic Development Strategy (CEDS) will meet, in which this activity can define the Council and make it relevant to the concerns of our constituents, public, private and not-for-profit. He stated that this could define our purpose, and have the ICC compliment that message along with the Council activities He stated that the SFRPC has excellent staff and that others come to the SFRPC staff for information and this could be part of that positioning of the Council in regional economic development. He stated that no one is doing that right now; the State is doing it at the state level, the Beacon Council has the One Community One Goal effort in Miami-Dade County, but the SFRPC can compliment them all at a regional level. He stated that this organization has the staff, and with the Council and the not-for-profit oriented towards this, our position is strengthened within our regional community. He stated that his recommendation is to repurpose the not-for-profit in terms of making it current to the activities we would like to engage in and make this known to the outside world. He stated that our legal responsibilities, accountability and

information are located on the website and all the other requests from Boardmember Wallace be reviewed.

Boardmember Wallace inquired if there was a Memorandum of Understanding between the Corporation and the SFRPC. Mr. Goren responded that there is an ongoing contractual relationship established between the organizations. Boardmember Wallace inquired as to the specifics of the repurpose. Mr. Murley stated that he wanted to come back to Board of Directors and then to the full Board of the SFRPC with specific recommendations and to have this discussion, not with our conclusions but to familiarize the Council with the past, present, and future. He stated that if Council agrees then he, Mr. Goren, and staff will compose specific memos for action for the Board of Directors and the full Council. He stated that he wanted to ensure that legally the ICC is identified as a separate entity and the relationship between the ICC and Council is understood. Secondly to add to its purpose the idea of facilitating a regional economic development research policy direction that might include an outside advisory board made up of business and not-for-profit representatives from the three county region. They would not become the Board but would be there to provide expert advice to the staff and Board of Directors. Mr. Murley stated that he would like to check with the other regional planning council associations to see if they have institutions similar to this and their experiences. It was questioned if there needed to be a motion or an agreement. Mr. Goren stated that to solidify, with fiduciary obligation for the 501(c)(3), a motion should be held to reflect as an area of premise. Boardmember Wallace questioned if a separate motion was needed to select officers today. Mr. Goren stated that to his recollection, since he did not have the By-Laws with him, the officer selection is automatic with the rotation. Boardmember Wallace stated that the one inclusive motion to include is the Directors insurance and to take into consideration that the full Council become the Board of Directors. Boardmember Gunzburger seconded the motion which carried by a unanimous vote.

5. Adjourn

There being no further business to come before the Directors, the meeting was adjourned at 11:27 a.m. upon motion duly made and carried.

This signature is to attest that the undersigned is the Acting Secretary of the SOUTH FLORIDA REGIONAL PLANNING COUNCIL, and that the information provided herein is the true and correct minutes for the August 6, 2012 meeting of the SOUTH FLORIDA REGIONAL PLANNING COUNCIL adopted the 5th day of August, 2013.

Heather Carruthers, Chair

Stacy Ritter, Treasurer/Acting Secretary

Date