



## **AGENDA**

### **COMMITTEE OF THE WHOLE WORKSHOP BOARD OF COUNTY COMMISSIONERS**

Board Chambers  
Suite 100  
Ernie Lee Magaha Government Building - First Floor  
221 Palafox Place

November 19, 2013  
9:00 a.m.

Notice: This meeting is televised live on ECTV and recorded for rebroadcast on the same channel. Refer to your cable provider's channel lineup to find ECTV.

1. Call to Order  
  
(PLEASE TURN YOUR CELL PHONE TO THE SILENCE OR OFF SETTING.)
2. Was the meeting properly advertised?
3. Reprioritization of LOST Projects  
(Amy Lovoy - 30 min)  
A. Board Discussion  
B. Board Direction
4. Visit Pensacola, Inc., Bylaws (REFERRED FROM THE NOVEMBER 7, 2013, AGENDA REVIEW WORK SESSION)  
(Ron Ellington/Steve Hayes - 60 min)  
A. Board Discussion  
B. Board Direction
5. Recycling Update (FOR DISCUSSION ONLY - NO BACKUP PROVIDED)  
(Patrick Johnson - 10 min)  
A. Board Discussion  
B. Board Direction
6. Escambia County Area Transit (ECAT) Marketing Updates  
(Herold Humphrey/Tonya Ellis - 15 min)  
A. Board Discussion  
B. Board Direction
7. Adjourn

**Committee of the Whole**

**3.**

**Meeting Date:** 11/19/2013

**Issue:** Reprioritization of Local Option Sales Tax III (LOST) projects

**From:** Amy Lovoy, Department Head

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**Information**

**Recommendation:**

Reprioritization of LOST Projects

(Amy Lovoy - 30 min)

A. Board Discussion

B. Board Direction

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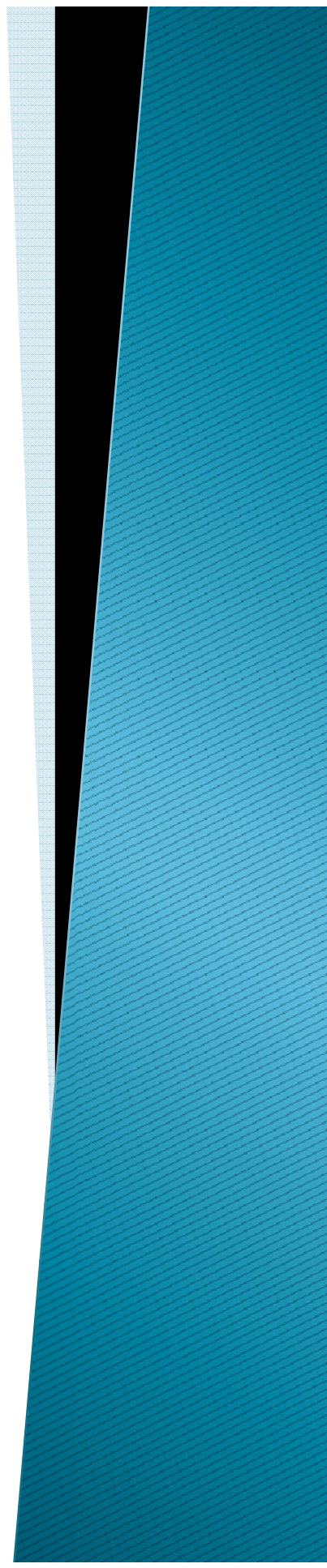
**Attachments**

Reprioritization of LOST

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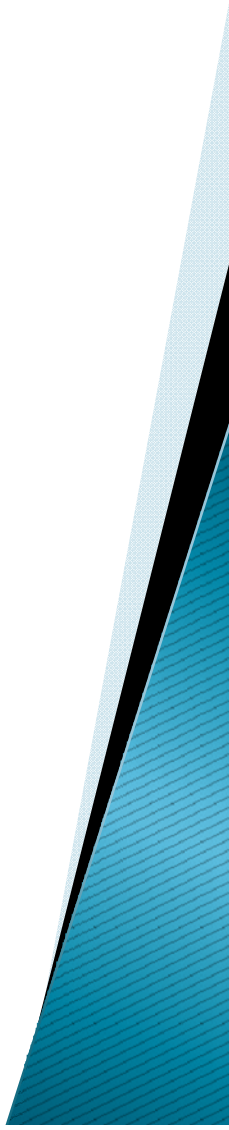
# Reprioritization of

Local Option Sales Tax Projects



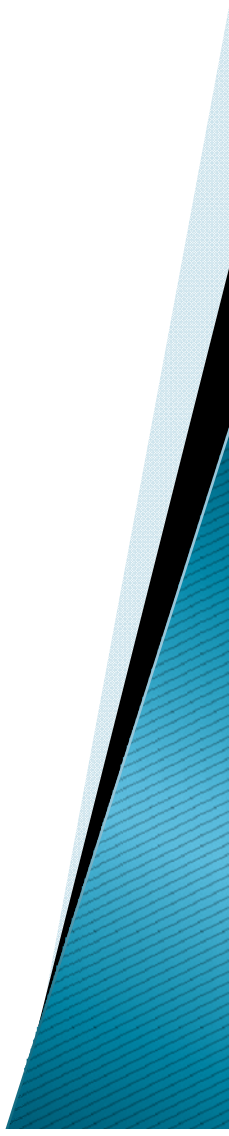
# New Project Needs

- ▶ Project Stallion – \$10,000,000
- ▶ Santa Rosa County Land Purchase – \$2,000,000
- ▶ Pensacola Bay Center – Between \$0 and \$5,237,041



# New Project Funding Sources

- ▶ LOST Reserves – \$4,457,921
- ▶ Discretionary District IV Pool – \$880,000
- ▶ Crescent Lake Drainage – \$4,000,000
- ▶ Maintenance Shop/Main Jail – \$125,000
- ▶ Pinestead/Longleaf – \$4,424,120
- ▶ Myrtle Grove Jackson – \$1,350,000
- ▶ Rebel Road – \$2,000,000



# Reprioritization

From	Project	Budget Total	Allocated to Project After Transfer
	LOST Reserves	\$4,457,921.00	\$0.00
	As Yet Unnamed Project/ District IV	880,000.00	0.00
	Crescent Lake Drainage	4,000,000.00	0.00
	Maintenance Shop/Storage - Main Jail	125,000.00	0.00
	East/West Longleaf Drive	4,424,120.00	9,765,880.00
	Myrtle Grove Jackson	1,350,000.00	0.00
	Rebel Road	2,000,000.00	0.00
	Total	\$17,237,041.00	\$9,765,880.00
To	Project	Budget Total	Allocated to Project After Transfer
	NOLF X	2,000,000.00	2,000,000.00
	Project Stallion	10,000,000.00	10,000,000.00
	Bay Center	5,237,041.00	5,237,041.00
	Total	\$17,237,041.00	\$17,237,041.00

# OPTION ONE

## LIFE SAFETY

Beer Draft System	\$27,189
Retractable Seating	\$195,000
Exterior Doors	\$385,000
Parking Lot - Resurfacing	\$218,000
Ecoglow for Steps	\$76,000
Traction Coating - Arena Steps	\$25,560

**TOTAL** \$926,749

## BUILDING SYSTEMS UPGRADE / REPLACEMENTS

New Generator	\$127,969
Interior Upgrades to Venue (walls/rails/ADA Improvements)	\$213,985
Kitchen Equipment and Upgrade	\$100,570
Venue Lighting (Interior)	\$425,000
Show Power Upgrade	\$8,500
HVAC Controls	\$8,975
Boilers Replacement (2)	\$81,660
Event Curtain Replacement	\$56,921

**TOTAL** \$1,023,580

## HOCKEY

Corner Ramps (Ice Rink)	\$10,740
Hockey Mats	\$24,454

**TOTAL** \$35,194

## EQUIPMENT

Box Truck	\$39,892
Ice Machines Replacement	\$38,373
Rolling Stage (40' x 60')	\$86,024
Fork Lift	\$30,000
Scissor Lift	\$21,276

**TOTAL** \$215,565

## MASTER PLAN

Feasibility, architectural services	\$150,000
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**TOTAL** \$150,000

## HOCKEY ENHANCEMENTS

Ice Pro	\$190,000
Ice Painting Equipment	\$10,000

**TOTAL** \$200,000

## ENHANCEMENTS

Acoustic Walls - Arena (Labor cost estimated from 600k - 800k)	\$967,030
Sound Upgrade - Arena	\$500,000
Restrooms - FOH/BOH	\$752,799
Truss System/Lighting/Motors	\$120,711
Roll Up Security Door	\$8,500
Fencing	\$76,510
Concession Stand Upgrade with ADA Improvements	\$218,150
Sound System Replacement - Meeting Rooms	\$17,000
Concrete Polishing - Back of House	\$25,253

**TOTAL** \$2,685,953

**GRAND TOTAL** \$5,237,041

# RIDING THE NEXT WAVE

## OPTION TWO

### LIFE SAFETY

Beer Draft System	\$27,189
Retractable Seating	\$195,000
Exterior Doors	\$385,000
Parking Lot - Resurfacing	\$218,000
Ecoglow for Steps	\$76,000
Traction Coating - Arena Steps	\$25,560
<b>TOTAL</b>	<b>\$926,749</b>

### BUILDING SYSTEMS UPGRADE / REPLACEMENTS

New Generator	\$127,969
Interior Upgrades to Venue (walls/rails/ADA Improvements)	\$213,985
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HVAC Controls	\$8,975
Boilers Replacement (2)	\$81,660
Event Curtain Replacement	\$56,921
<b>TOTAL</b>	<b>\$1,023,580</b>

### HOCKEY

Corner Ramps (Ice Rink)	\$10,740
Hockey Mats	\$24,454
<b>TOTAL</b>	<b>\$35,194</b>

### EQUIPMENT

Box Truck	\$39,892
Ice Machines Replacement	\$38,373
Fork Lift	\$30,000
Scissor Lift	\$21,276
<b>TOTAL</b>	<b>\$129,541</b>

### ENHANCEMENTS

Acoustic Walls - Arena (Labor cost estimated from 600k - 800k)	\$967,030
Fencing	\$76,510
Concession Stand Upgrade with ADA Improvements	\$218,150
<b>TOTAL</b>	<b>\$1,261,690</b>

### MASTER PLAN

Feasibility, architectural services	\$150,000
<b>TOTAL</b>	<b>\$150,000</b>

**GRAND TOTAL \$3,526,754**

## OPTION THREE

### LIFE SAFETY

Beer Draft System	\$27,189
Retractable Seating	\$195,000
Exterior Doors	\$385,000
Parking Lot - Resurfacing	\$218,000
Ecoglow for Steps	\$76,000
Traction Coating - Arena Steps	\$25,560
<b>TOTAL</b>	<b>\$926,749</b>

### MASTER PLAN

Feasibility, architectural services	\$150,000
<b>TOTAL</b>	<b>\$150,000</b>

**GRAND TOTAL \$1,076,749**

RIDING THE  
NEXT WAVE



**Committee of the Whole**

**4.**

**Meeting Date:** 11/19/2013

**Issue:** Visit Pensacola, Inc., Bylaws

**From:** George Touart, Interim County Administrator

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**Information**

**Recommendation:**

Visit Pensacola, Inc., Bylaws (REFERRED FROM THE NOVEMBER 7, 2013, AGENDA REVIEW WORK SESSION)

(Ron Ellington/Steve Hayes - 60 min)

A. Board Discussion

B. Board Direction

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**Attachments**

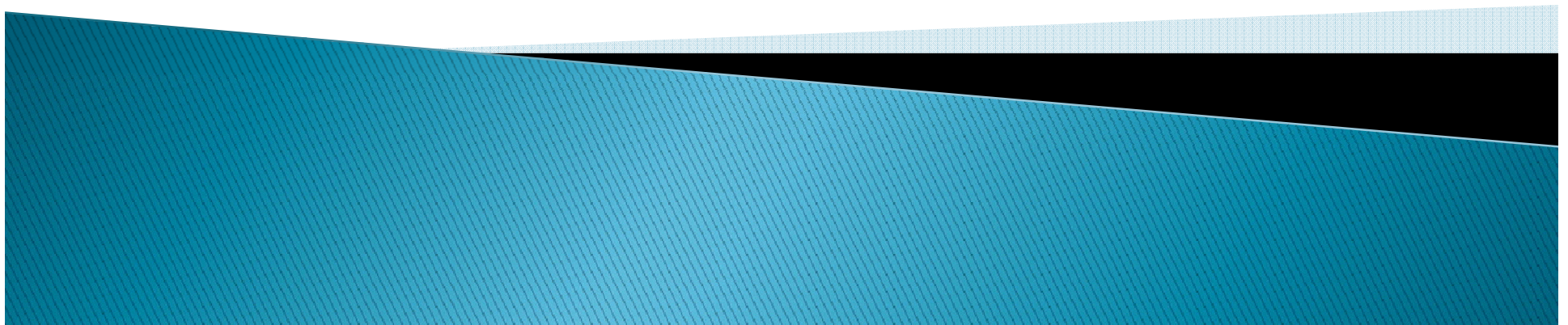
Presentation for 11-19-2013

Visit Pensacola Bylaws FINAL

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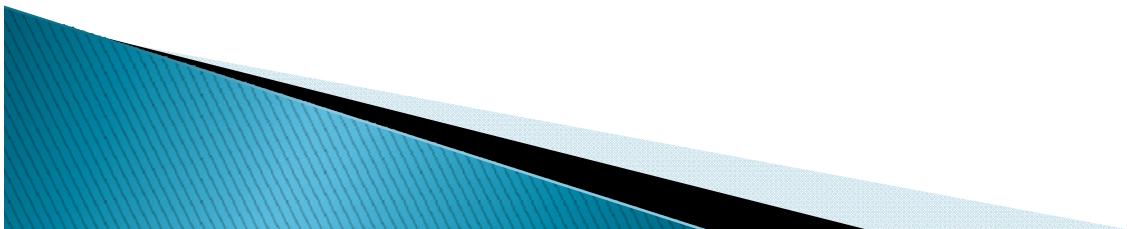
# **Visit Pensacola, Inc. Transition & Governance Update**

November 19, 2013



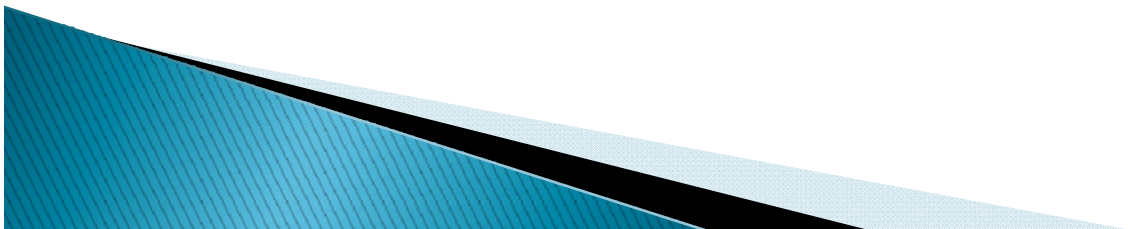
# Agenda

- Governance/By-laws
- Board of Directors
- 2014 Budget
- Role of Visit Pensacola
- Areas of Focus



# Governance Update

- Mirrors comparable Florida partner-based private CVB organizations
- Best practices from same organizations
- Provides more inclusion, diversity and partner involvement
- No permanent seats or organizational classes
- 3 year staggered terms
- PSA will be Fiscal Agent until receives IRS determination letter



# Board of Directors – 11 seats

## Visitor Experiences– 4 seats

- Arts/Culture/Heritage
- Attractions/Events/Retail
- Dining/Entertainment
  - Sports/Recreation

## Where they stay – 4 seats

- Downtown to Airport Lodging
- North and West County Lodging
  - Pensacola Beach Lodging
  - Perdido Key Lodging

## At-Large –3 seats



# 2014 Budget

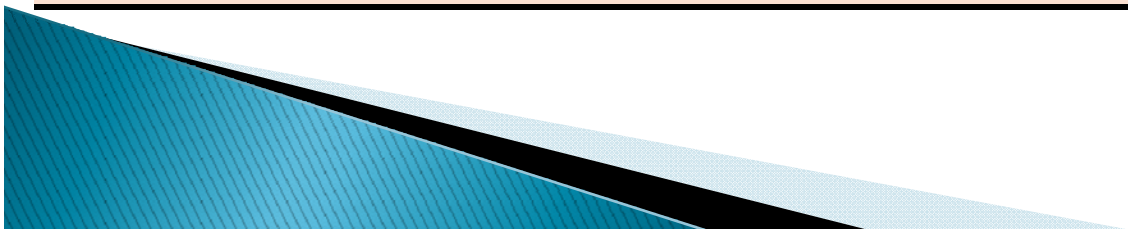


# 2014 Budget Request

## Budget/Revenue Assumptions

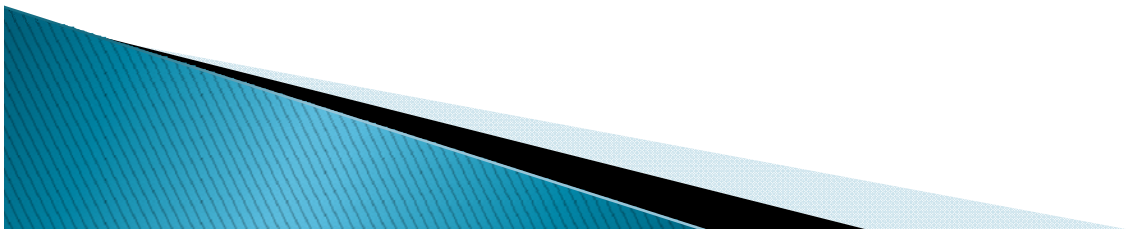
- Each penny will bring in an estimated \$1,878,475 million dollars
- 5% per penny is set aside for administrative costs
- 5% per penny is held until the fiscal year is closed & then available for distribution
- Allocations to outside agencies are actual approved by BOCC
- Overage dollar estimated over FY13 collections, estimated at 9.0%

		Est. Amount
1 <sup>st</sup> Cent	Budgeted amount of \$1.3 million for the Pensacola Bay Center after \$200,000 in annual repairs/maintenance paid with LOST and not TDT	\$ 484,551
2 <sup>nd</sup> Cent	Dedicated to the Visit Pensacola Unified Budget/Plan	\$ 1,659,319
3 <sup>rd</sup> Cent	Dedicated to the Visit Pensacola Unified Budget/Plan	\$ 1,659,319
4 <sup>th</sup> Cent	Balance of dollars after BOCC allocations to outside agencies (estimated at \$857,693)	\$ 801,626
All 4 cents	Request 100% of overage dollars collected above the forecasted amount as of 9/30/2013 & all of the 5% holdback	\$ 1,051,946
<b>TOTAL</b>		<b>\$ 5,656,762</b>



# TDT Revenue Comparisons

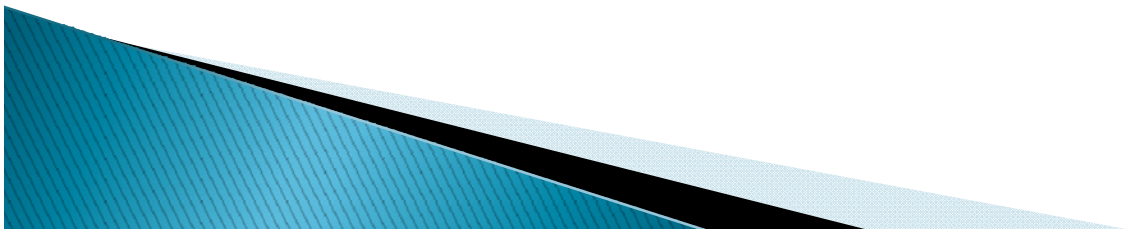
Category	FY 2013	FY 2014	Difference	% Change
<i>TDT Base Revenue</i>	\$ 3,811,175	\$ 4,604,816	\$ 793,641	20.8%
<i>One-time 4<sup>th</sup> cent allocation (reserve)</i>	\$ 250,000	\$ 0	(\$ 250,000)	-100%
<i>Overage/Holdback</i>	\$ 1,337,995	\$ 1,051,946	(\$286,049)	-21.4%
<b>TOTAL TDT REVENUE</b>	<b>\$ 5,399,170</b>	<b>\$ 5,656,762</b>	<b>\$257,592</b>	<b>4.8%</b>





# 2014 Budget Request

- ▶ Base Appropriation (based on \$4,248,023)
  - 3 (three) months for Pensacola Chamber– already approved for \$1,062,005
  - 9 (nine) months for Visit Pensacola – \$3,186,018
  
- ▶ Supplemental Appropriation
  - Residual 90 day Chamber funding not utilized
  - Overage for all 4 cents – estimated at \$676,251
  - 5% hold-back for all 4 cents – estimated at \$375,695



# Overhead Allocation vs. Direct Cost

Budgeted Item	FY 2013	FY 2014
D & O and Liability Insurance	\$ 0	\$ 10,000
Audit	\$ 0	\$ 15,000
Bank Service Charges/Credit Card Fees	\$ 0	\$ 2,500
Legal Services	\$ 0	\$ 15,000
CPA/Financial Service	\$ 0	\$ 15,000
CFO Transition Time	\$ 0	\$ 15,000
Operations Contingency	\$ 0	\$ 30,000
Overhead Allocation	\$240,099	\$ 0
<b>TOTAL Amount:</b>	<b>*\$305,868</b>	<b>\$117,000</b>

**\* Actual YTD July. Projected annual savings of \$200,000**



# 2011 DMO Organizational Study

	Visit Pensacola (Unified Budget)	Florida	Budget is between \$2m & \$4.99m	Budget is between \$5m & \$9.99m
# of FTE's	20.5	28.2	17.0	39.4
% of Budget Spent on Programming	76.0%	63.2%	49.1%	46.4%
% of Budget Spent on Personnel	16.0%	26.1%	38.5%	41.4%
% of Budget Spent on Operations	8.0%	10.7%	12.4%	12.2%

# Role of Visit Pensacola



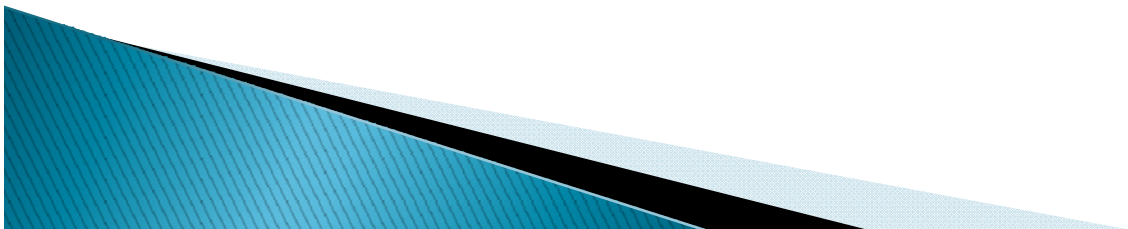
# Key Areas of Focus for 2014

## 1) Drive Room Nights to our Lodging Properties

- Direct Sales (Trade Shows, Site Visits, Sales Presence)
- Advertising (Packages, Call to Action)
- Interactive/Social (Messaging, Posts, Booking Engine, Email)
- Communications/Public Relations (Messaging)
- Visitor Center (last minute availability, destination offerings)

## 2) Research Driven Marketing

- Intercept Data: Monthly, Seasonal, Yearly
- Lodging Data: Hotel & Condo results
- Event / Festival Data: Monthly, Seasonal, Yearly
- Expand Geographic Marketing Focus

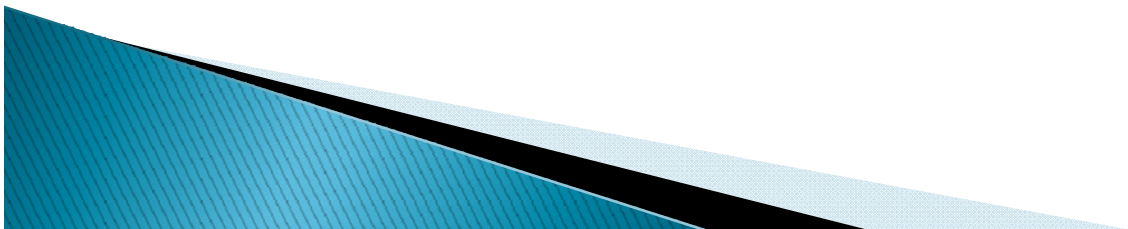


# Key Areas of Focus for 2014

## 3) Drive More Value for Industry/Community Partners

- Enhanced Website/Content
- Co-operative Advertising / Marketing Opportunities
- Visibility & Participation (Site Visits/Industry Interaction)
- Providing more industry research/data
- Front Line Education
- Keeping Meetings Local
- Collaboration to enhance visitor offerings
- Enhancing product development opportunities
- Inclusivity with local partners/businesses
- Support of new air service, especially from key markets
- International Marketing

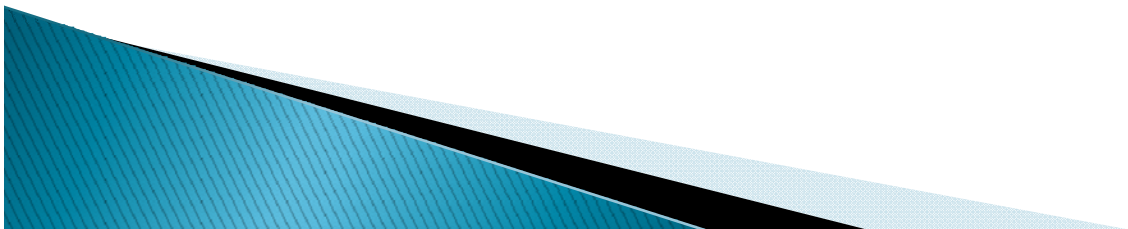
## 4) Develop 5 Year Strategic Plan with Key Success Metrics



# Function Areas of Visit Pensacola

Because our focus is outside Escambia County, most people do not know what we do or do not see the actions to bring business to the community

- ▶ Marketing
- ▶ Direct Sales
- ▶ Visitor Services
- ▶ Partnerships

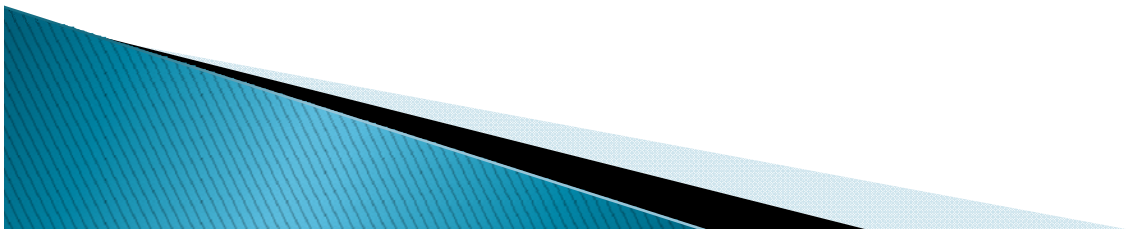


# Direct Sales

Programs to directly reach the end customer through trade shows, sales calls, office visits, site visits and other non-marketing avenues.

## Audiences

- ▶ Meeting, Conferences, Incentive Travel
- ▶ Leisure Travel (AAA, travel agent, tour operators)
- ▶ Military Reunions
- ▶ Family Reunions
- ▶ Destination Weddings

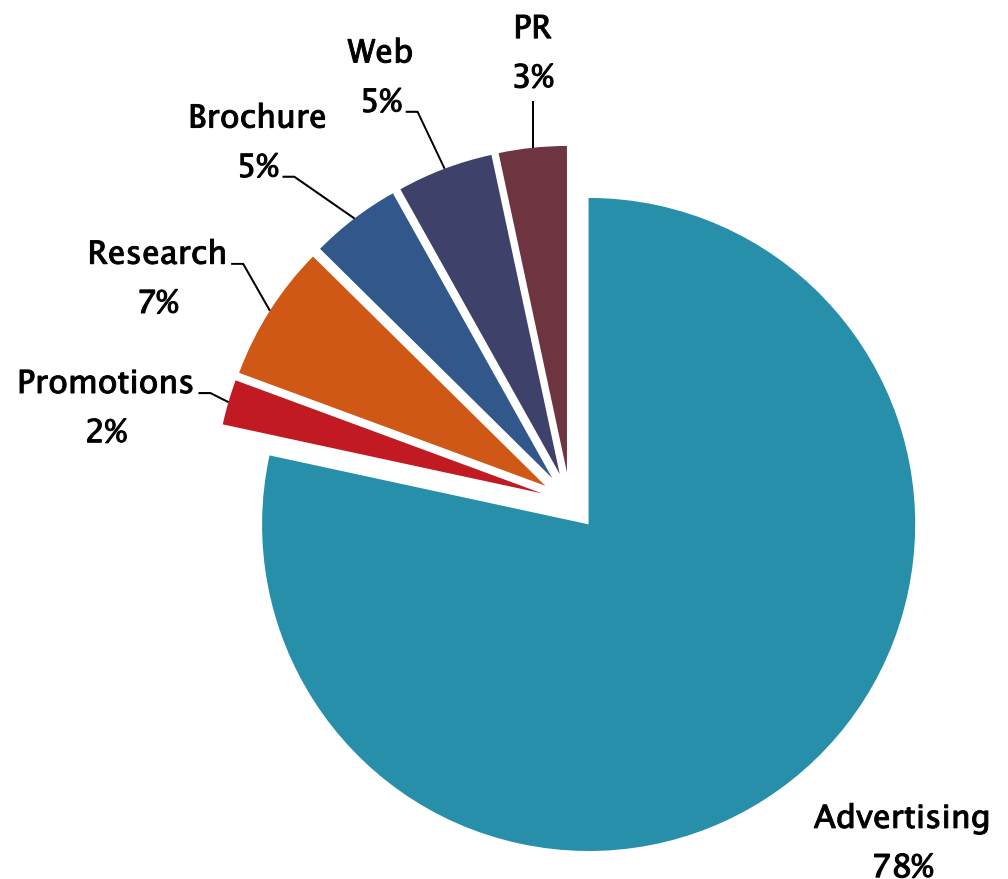




# Marketing

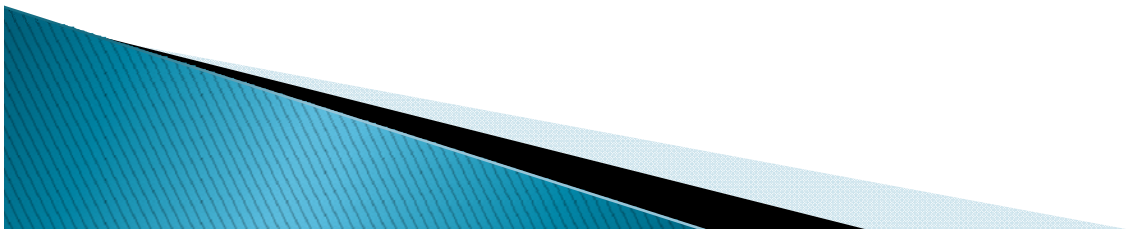
Programs designed to reach our targeted audiences to feature the destination and why we should be THE choice for their next trip, whether for vacation, business, meeting, reunion or wedding.

- ▶ Advertising
- ▶ Public Relations
- ▶ Media Promotions
- ▶ Consumer Promotions
- ▶ Web/Interactive Marketing
- ▶ Research
- ▶ Collateral
- ▶ Digital & Visual Imagery



# Visitor Services

- ▶ Visitor Information Center
  - Inquiry Fulfillment via phone, mail,
  - Directions
  - Accommodation Requests
  - Geo-cache Program
  - Collateral Distribution
  - Front Line Interaction
  - Work with other Visitor Centers (Perdido Key, Pensacola Beach, I-10 Welcome Center)



# Partnerships / Members

- ▶ Currently over 200 local business partner members
  - Includes tourism as well as non-tourism related businesses, organizations and individuals
- ▶ Partner dues provide revenue for expenses not covered by TDT dollars
- ▶ Partner Meetings/Interactions
  - Annual Meeting
  - Special Meetings
  - Subject Matter Committees
    - Advertising, Sales, Events, Visitor Services, Membership and others as directed by the board
  - Networking

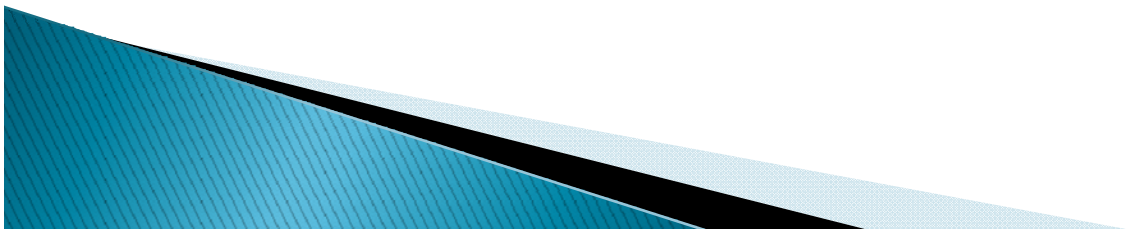


# Next Steps



# Next Steps

- ▶ Meeting with the City to secure CVB ground lease
- ▶ BoCC approval, secure 9 month budget and \$1.1 million advance
- ▶ Select initial 11 Board members
- ▶ Hold organizational Board meeting and elect officers
- ▶ Continue economic development growth through tourism



# **Visit Pensacola, Inc. Bylaws**

## **ARTICLE I**

### **NAME AND LOCATION**

The name of this incorporated organization is Visit Pensacola, Inc. ("Visit Pensacola or the Corporation"). Its principal office shall be located within the limits of Escambia County, Florida, the exact address to be designated by the Board of Directors.

## **ARTICLE II**

### **MISSION, OBJECTIVES AND PROGRAMS**

Section 1. Mission. The following statements express the mission of the Corporation:

- A. Visit Pensacola is organized exclusively for the common business interest of promoting and improving tourism related business activities throughout Escambia County, in accordance with Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Visit Pensacola is not organized for profit or to engage in an activity of a kind ordinarily carried on for profit. Visit Pensacola shall observe all local, state, and federal laws which apply to non-profit organizations under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- B. The Corporation is a voluntary not-for-profit private organization designed to enhance visitor, tourism, meeting, and convention development efforts within Escambia County, and increase tourism development tax collection in Escambia County.
- C. The Corporation shall conduct the unified promotion of the various municipal and unincorporated areas of Escambia County and their unique attributes and resources for visitors, tourists, meetings, and conventions. This unified promotion by the Corporation is desirable and to the mutual advantage of participating public agencies and private industry.
- D. Visit Pensacola believes that this unified promotion is best achieved by the formation of this private not-for-profit corporation that will enhance cooperation within the private and public sector of Escambia County, expand the Escambia County economy, create additional jobs, and increase direct spending which results in increased broad tax collection.
- E. The Corporation has the responsibility to promote the common business interest of the County's tourism industry through advertising and marketing activities and to assure the adequacy and effectiveness of laws affecting the common business interest of the tourism, meetings, and conventions industry through appropriate legislative and administrative activity.
- F. The Corporation will comply with Florida State Statute §125.0104 and will expend tourism development tax (TDT) funds in accordance with the legal restrictions of this statute.
- G. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 2. Objectives. The objectives of the Corporation shall be to promote the common business interest of the County's tourism industry, and to unify the private sector, visitor, tourism, meetings, and convention interests of the various incorporated and unincorporated areas of Escambia County so that they speak with a collective, focused voice of authority on issues that affect the tourism industry including:

- A. Establishing a private forum for discussion and agreement on matters that will enhance the state of the visitor, tourism, meetings, and convention industries in Escambia County.
- B. Supporting those private sector programs that the Corporation believes are appropriate for visitor, tourism, meetings, and convention development; and, where necessary, to work for the modification and improvement of those programs.
- C. Eliminating duplication of services and programs and maximizing the effectiveness of public and private sector agencies by creating a single, strong visitor, tourism, meetings, and convention promotion organization, which will represent the entire county in a comprehensive and efficient manner.
- D. Working to maintain existing visitor, tourism, meetings, and convention business and to develop new programs to substantially enhance and attract new visitor, tourism, meetings, and convention business to Escambia County.

Section 3. Programs. Consistent with its stated mission and objectives, the Corporation shall:

- A. Develop an effective marketing and promotion program to describe the advantages of Escambia County as a whole for travel, leisure and business.
- B. Cooperate, counsel and contract with other organizations and governments on appropriate activities relating to the development of visitor, tourist, meetings, and convention business.
- C. Stimulate an understanding of laws, rules, ordinances, and regulations affecting the Escambia County tourism industry, and develop legislative activity to promote legislation consistent with this goal.
- D. Encourage the participation and involvement of volunteers in the activities of the Corporation.
- E. Do such other things and promote, encourage and perform such other acts as the Corporation may deem necessary to accomplish its mission and objectives.
- F. Provide support to local private non-profit organizations and government agencies to encourage mutually advantageous contracts with the Corporation to achieve its missions and objectives, and maximize effectiveness and efficiencies.
- G. Support and encourage the regional cooperation of the non-profit private sector including their joint support of programs, legislation and advertising for their mutual best interest by reducing duplication of efforts and reducing costs.
- H. Develop support for the Corporation by encouraging membership in tourism related private non-profit organizations and business entities throughout Escambia County and increasing the participation of all members to promote the common business interest of the County's tourism industry.
- I. All meetings shall be properly publicly noticed and conducted as directed by the State of Florida Sunshine laws, and all records shall be maintained as directed by the State of Florida Public Records laws as applicable.

### **ARTICLE III MEMBERSHIP**

Section 1. **MEMBERSHIP.** Persons, corporations, limited liability companies, partnerships, associations, or firms which the Board decides conform to the mission and objectives of the Corporation shall be eligible for consideration as a member ("Member") elected to membership ("Membership") by the Board of Directors ("Board") as hereinafter provided. Membership in Visit Pensacola is non-transferable and may not be assigned by any Member. The Board of Directors may award non-voting Honorary Membership to individuals at its discretion. Honorary Members are not required to pay dues and shall not have a vote or serve on the Board.

- A. **APPROVAL OF MEMBERS.** Upon written application, any person, corporation, limited liability company, partnership, association or firm eligible for Membership under these Bylaws may be approved as a Member of the Corporation upon a majority vote of the Board. The Membership application shall be in such form as may be prescribed by the Corporation and shall include the name, address, and occupation of the applicant and, if a corporation, limited liability company, partnership, association or other organization, the name of the individual who shall represent such organization or, in his or her absence, the designated alternate representative. Thereafter, eligibility for continued membership will require that the member remain in good standing with the Corporation, including satisfaction of all financial obligations of membership, such as dues, fees and assessments that have been approved or directed by the Board.
- B. **DUES AND ASSESSMENTS.** Members shall pay dues and assessments in such amounts and at such times as the Board may prescribe from time to time. Any Member who shall fail to pay any dues or assessments for a period of sixty (60) days after the due date thereof shall be notified in writing of such nonpayment, and, if the amount due is not then paid within thirty (30) days after the mailing of such written notice, the Board may, in its discretion, terminate the Membership. Notwithstanding any other provision of these Bylaws, unless expressly authorized by the Board, municipal, county or other government ("Government") entities shall be exempt from the payment of dues or other assessments. The Government entity Membership shall be non-voting and those Members shall not serve on the Board.
- C. **Authorized Representative.** Each approved Member, other than a natural person, shall set forth in writing one authorized representative for purposes of Membership, which shall be a partner, officer or employee. This authorized representative shall have the authority to vote at the meetings of the Corporation on behalf of the Member he represents, exercise all rights and duties granted to said Member; and, act as needed to honor all obligations and responsibilities required of said Member of the Corporation.
- D. **TERMINATION, SUSPENSION OR RESIGNATION OF MEMBERSHIP.** Any Member may resign as a Member at any time by giving written thirty (30) day notice of resignation to the Corporation. Any Member may be suspended or terminated from Membership by the Board for cause, including without limitation the nonpayment of dues or assessments after notice as provided in Section B above; conduct by the Member that is in the good faith judgment of the Board is a violation of the Articles of Incorporation and Bylaws of the Corporation or is contrary to the mission and objectives of the Corporation. No Member is entitled to cast a vote during any period of suspension of Membership in the Corporation. The suspension or expulsion of a Member will not relieve the Member from liability for any and all dues, assessments or financial obligations owed to the Corporation which may be accrued or remain unpaid at the time of the Members suspension or expulsion.
- E. **VOTING PRIVILEGES -** Each Member of Visit Pensacola shall hold voting privileges in accordance with, and for the purposes set forth in, these Bylaws. Each Member that is in good standing and current on all dues and assessment shall have one (1) vote on matters that come before the general Membership.



## **ARTICLE IV**

### **MEMBERSHIP MEETINGS**

#### Section 1. Meetings.

- A. **ANNUAL MEETING.** An Annual Meeting of the Members of Visit Pensacola shall be held at such time and place as may be set by the Board of Directors.
- B. **NOTICE OF REGULAR MEETINGS.** Written notice stating the time and place of a regular meeting shall be given to each Member not less than seven (7) days before the date of the scheduled regular meeting. Such notice shall be deemed to be made when deposited in the United States mail, addressed to the Member at its address as it appears on the records of the Corporation, with postage thereon prepaid, or when actually transmitted by electronic mail, if correctly directed to an electronic mail address at which the Member has consented to receive notice.
- C. **SPECIAL MEETINGS** - Special meetings of the Members may be held at such times as the Chairman of the Board and Board may determine, the Vice Chairman in the absence of the Chairman, or upon the written request of six (6) Board Members or the written request of fifty-one (51%) of the total voting Membership.
- D. **NOTICE OF SPECIAL MEETINGS.** Written notice stating the time, place and purpose of a special meeting shall be given to each Member not less than four (4) days before the date of the scheduled meeting. Such notice shall be deemed to be made when deposited in the United States mail, addressed to the Member at its address as it appears on the records of the Corporation, with postage thereon prepaid, or when actually transmitted by electronic mail, if correctly directed to an electronic mail address at which the Member has consented to receive notice.
- E. **QUORUM** - At all Membership meetings, a quorum will exist if a majority of the dues paying Members are physically present. The act of a majority of the dues paying Members physically present at any meeting shall constitute the act of the Membership.
- F. Notwithstanding anything contained herein to the contrary, all notices shall comply with Florida Sunshine laws, as applicable.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

Section 1. **RESPONSIBILITIES** . The Board of Directors (individually "Directors or Director" and collectively the "Board") shall serve as the sole governing body of Visit Pensacola, and;

- A. In this capacity, the Board shall hold all decision-making responsibility for Visit Pensacola, to the extent not in conflict with these Bylaws, the Articles of Incorporation or Florida or federal laws.
- B. The Board shall have the authority to create any advisory divisions, councils, departments, and/or committees it deems advisable for the efficient operation of Visit Pensacola. When such divisions, councils, departments, and/or committees are created, the Board will define their scope of work. These groups will be advisory only with no authority to bind Visit Pensacola and shall operate under the Florida Sunshine and Public Records laws as applicable.
- C. The Directors shall be responsible for working cooperatively to advance the goals and objectives of Visit Pensacola.
- D. The Directors shall be required to be a resident of or have their business located in Escambia County.

Section 2. **COMPOSITION.** The number of Directors constituting the Board of Directors shall be eleven (11)

voting Members. All Directors shall be dues paying Members of Visit Pensacola. Each Director shall be elected for a three (3) year term with the exception of the initial Board, which shall be selected by a panel and whose terms are set as stated in Section 4. below. The Board must approve by an affirmative two third (2/3) vote any increase or decrease in the number of the Board, but in no case shall a decrease in the number of Directors shorten the term of any incumbent Director. Members of the Board shall be from the following membership categories:

A. Visitor Experiences – 4 seats

- a. Arts/Cultural/Heritage - 1
- b. Dining/Entertainment - 1
- c. Retail/Attractions/Events - 1
- d. Sports/Recreation - 1

B. Lodging by Geography – 4 seats

- a. Mainland Downtown to Airport lodging tax collector from zip codes 32501, 32502, 32503, and 32504 - 1
- b. Mainland North and West County lodging tax collector from zip codes 32505, 32514, 32526, 32534, 32535, 32562, and 32577 - 1
- c. Pensacola Beach lodging tax collector from zip code 32561 - 1
- d. Perdido Key lodging tax collector from zip codes 32506 and 32507 - 1

C. At-Large – 3 seats

- 3

Can represent any business category from the Membership in Visit Pensacola, however, there cannot be more than one (1) additional Director for any one of the eight (8) categories stated above in Section 2. A and B.

Section 3. DIVERSITY. The Board shall be required to represent Escambia County by race, gender and geography.

Section 4 – STAGGERED BOARD - The Board shall consist of eleven (11) Directors elected in the manner herein specified. The initial terms shall be staggered with three (3) directors with a one (1) year term, four (4) directors with a two (2) year term and four (4) directors with a three (3) year term. The terms of the initial Board shall be determined by drawing terms out of a box at the Board's initial meeting. Thereafter each Director shall be elected for a three (3) year term.

Section 5 - ELECTION – A notification to the general Membership of open board positions and procedure for applying for said seats should occur no later than ninety (90) days before the start of the fiscal year (October 1<sup>st</sup>). The Members shall have until sixty (60) days from the start of the fiscal year to provide names for the available seats to the Nominating Committee. The Chairman shall appoint a Nominating Committee which shall review applications for Board consideration and submit final candidates for available seats to the Board no later than thirty (30) days before the end of the fiscal year. The Nominating Committee shall present its recommendations of Directors and officers to the Membership at its annual meeting at which time the Members shall elect the new Directors and officers. Voting shall be by those physically present at the meeting. Newly elected Directors term of service will begin on October 1<sup>st</sup> of each year.

Section 6. RE-ELECTION TO BOARD. A Director is eligible to serve for a three (3) year term, and must have spent one (1) year not serving on the Board between the terms before being re-elected.

Section 7. ATTENDANCE. Any Director who shall not have attended at ten (10) of the regular and special meetings of the Board of Directors per term year may be removed upon a majority vote of the other Directors; provided the Board has not excused the absences for cause.

Section 8. VACANCIES. In the event of death, resignation, retirement, removal or disqualification by virtue of a change in a Director's employment position during his or her term of office, a successor shall be elected by the Board to serve until the next general Membership meeting at which time the Members shall elect a Director to fill the remaining term. Any Director elected to represent one of the positions or industries who changes his or her position or industry from one of such designated areas for a continuous period of sixty (60) days shall be replaced by a Director appointed by the Board of Directors who is qualified by his or her position or industry to represent such designated seat on the Board.

Section 9. REMOVAL. Any Director elected by the Membership or appointed by the Board of Directors may be removed by the Board by a two-third (2/3rd) vote whenever in its judgment the best interests of the Corporation will be served thereby.

Section 10. COMPENSATION & COST. No member of the Board of Directors shall be compensated for his services as a Director of the Corporation; nevertheless, each Member of the Board of Directors shall be entitled to be reimbursed for the ordinary, reasonable and necessary costs and expenses incurred in rendering his services as a Director. The reimbursement to a Director shall be approved in writing by the Board Chairman and Treasurer stipulating the purpose for the expense and receipts must be provided for all expenses.

#### Section 11. BOARD MEETINGS/QUORUM

- A. Regular Meetings. Regular meetings of the Board of Directors shall be held no less frequently than twelve (12) times per fiscal year, at such times and places as determined by the Board.
- B. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman, the Vice Chairman in the absence of the Chairman, or any six (6) Directors.
- C. Notice of Meetings. Written notice stating the time and place of a regular Board meeting shall be given to each Director not less than seven (7) days before the date of the scheduled meeting. Written notice stating the time, place and purpose of a special meeting shall be given to each Director not less than four (4) days before the date of the scheduled meeting. Such notice shall be deemed to be made when deposited in the United States mail, addressed to the Director at its address as it appears on the records of the Corporation, with postage thereon prepaid, or when actually transmitted by electronic mail, if correctly directed to an electronic mail address at which the Director has consented to receive notice.
- D. Waiver of Notice. Any Director may waive notice of any meeting. The attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- E. Quorum. The number of Directors comprising a simple majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum is present when a vote is taken, the act of a majority of the Directors physically present at any meeting shall constitute the act of the Board.
- F. Notwithstanding anything contained herein to the contrary, all notices shall comply with Florida Sunshine laws, as applicable.

### **ARTICLE VII BOARD OFFICERS**

Section 1. COMPOSITION. The Officers of the Visit Pensacola Board of Directors shall consist of a Chairman of the Board, Vice Chairman, Treasurer, and Secretary.

Section 2. DUTIES OF OFFICERS. The duties of the officers shall be as such:

- A. **CHAIRMAN OF THE BOARD.** The Chairman of the Board shall be the Corporation's Chief Executive Officer and preside at all meetings of the membership and Board of Directors. With the authorization of the Board of Directors, he shall sign deeds, contracts and other instruments affecting the operation of or binding Visit Pensacola, and any other duties assigned by the Board as prescribed by the Visit Pensacola policies and procedures.
- B. **VICE CHAIRMAN.** The Vice Chairman, in the absence or disability of the Chairman of the Board, shall assume the duties of the Chairman of the Board, and any other duties assigned by the Chairman and/or the Board.
- C. **TREASURER.** The Treasurer shall work with the Visit Pensacola staff and accounting firm to prepare and present monthly financial reports, including revenue, expenses, variances, and disbursement, its annual tax return, its annual independent audit, any U.S. Treasury filings, and its annual budget, as well as review and recommend to the Chairman the Tourism Development Tax reimbursement requests, and any other duties assigned by the Chairman and/or the Board.
- D. **SECRETARY.** The Secretary shall take and prepare for distribution the minutes of each Membership and Board meeting, maintain corporate records, ensure that all appropriate local, state and federal reports are filed timely, and any other duties assigned by the Chairman and/or the Board.

**Section 3. ELECTION OF OFFICERS.** The Chairman of the Board, Vice Chairman, Treasurer, and Secretary shall be elected from the Membership annually as provided by the Nominating Committee and approved by an affirmative majority vote of the Members at the Corporation's annual meeting. The Vice Chairman shall be nominated to succeed to Chairman provided he has served previously as an officer. The Board may fill any Officer vacancy by an affirmative majority vote of the Board.

**Section 4. REMOVAL OF OFFICERS.** Any officer elected by the Members or appointed by the Board may be removed by the Board as an officer and Board Director by a two-third (2/3rd) vote whenever in its judgment the best interests of the Corporation will be served thereby.

## **Article VIII ADMINISTRATION**

### **PRESIDENT.**

- A. The Board shall employ a salaried President whose terms and conditions of employment and annual compensation shall be determined and set by the Board's Compensation Committee and be confirmed by the entire Board.
- B. The President shall serve as a staff member of the Board; and shall be responsible for the general management, supervision and control of the Corporation's business and operations, subject only to the direction, concurrence, or approval of the Chairman, with respect to implementation and administration of general matters that shall be consistent with Corporation's policy or Board direction. In addition to, and not in limitation of the general qualifications and duties of the President, he shall:
  - i. Be a member in good standing or apply to be a member in good standing of the Destination Marketing Association International (DMAI);
  - ii. Provide for the general management of the Corporation's office or offices;
  - iii. Implement and administer all policies and procedures established by the Board;
  - iv. Report on the activities of the Corporation to the Board;
  - v. Review staff performance and recommend the compensation of the staff to the Board's Compensation Committee;
  - vi. Supervise and maintain all financial, partnership and other records of the Corporation under the direction of these Bylaws or as may be prescribed by the Board;

- vii. Prepare and present periodic financial reports, budgets and annual reports in concurrence with the responsibilities of the Treasurer and as may be required by the Board;
- viii. Open and maintain separate bank accounts by source of funds so as to ensure that funds from different sources are not comingled. Interest paid on each source of funds shall remain in the account of that source of funds.
- ix. General supervision of all programs and activities of the Corporation;
- x. Authorize, as permitted by Board approved written policies and procedures, and monitor and implement written contracts with outside agencies including independent contractors, consultants and advisors;
- xi. Be the principal representative and chief spokesperson of the Corporation, except where the Board may determine that the Chairman shall be the spokesperson;
- xii. Attend all meetings of the Board and all Board Committees;
- xiii. Attend all Escambia County Board of County Commissioners meetings where tourism or other relevant topics are discussed;
- xiv. Attend all Escambia County Tourism Development Committee meetings;
- xv. Perform such other duties, as shall be prescribed by the Chairman, and/or Board;

C. The performance and compensation of the President shall be reviewed and evaluated by the Compensation Committee at least on an annual basis.

## **ARTICLE IX COMMITTEES**

Section 1. GENERAL. The Board of Directors shall authorize and define the powers and duties of all committees and task forces except as these powers and duties are defined in these bylaws. For the purposes of the bylaws, the term committee will apply to councils and task forces.

Section 2. APPOINTMENT. The Chairman of the Board, with the majority vote of the Board, shall appoint all committees, which shall operate under the Florida Sunshine and Public Records laws as applicable.

Section 3. AUTHORITY/FUNCTION. Committees shall only provide advice and recommendations to the Board. No committee shall take or make public any formal action, or make public any resolution, or in any way commit Visit Pensacola to any financial commitment, on a question of policy, or on matters of general public interest. Any findings, recommendations, or advice provided by a committee to the Board of Directors shall only be used by the Board to assist it in making a final decision with regard to a particular issue or matter investigated by the committee.

Section 4. ADMINISTRATIVE COMMITTEES. The Board of Directors shall authorize by a majority vote the formation of such administrative (standing or continuous) committees as it may deem necessary and shall define their duties.

Section 5. STANDING COMMITTEES. Visit Pensacola shall have the following standing committees as part of its ongoing mission and objectives:

- A. Nominating. The Nominating Committee shall recommend to the Board and general Membership persons to be considered for election to the Board and as officers of the Corporation. The immediate past Chairman of the Corporation shall serve as chairman of the Nominating Committee. The Nominating Committee shall nominate candidates for each Directorship vacant or soon to become vacant as well as nominate the Officers and notify the Membership of its choices not less than thirty (30) days before the Annual Meeting. The Nominating Committee shall select persons in good standing from the general Membership and that are representative of the community and the tourism industries. Additionally, the persons nominated shall reflect the ethnic, gender and geographic nature of Escambia County. The Nominating Committee shall include at least five (5) Directors selected by the Board and contain an odd number.

- B. Compensation. The Compensation Committee shall be responsible for overseeing the compensation and benefit programs for the Corporation's staff, reviewing industry and other relevant salary, benefits and other compensation data for that purpose, and making recommendations to the Board of Directors with respect to the annual reviews and compensation adjustments for the Corporation's staff. The Board Chairman shall serve as Chairman along with the Vice Chairman, Treasurer, and two (2) additional Directors selected by the Board of Directors shall serve as members of the Compensation Committee. The committee's recommendation shall be approved by an affirmative majority vote of the Board.
- C. Finance. The Finance Committee shall oversee the finances of the Corporation, review and approve the annual budget, ensure that proper financial controls are in place and oversee the work of the auditors of the Corporation's financial statements in its annual independent audit. The Board of Directors shall appoint a Chairman of the Finance Committee. The Treasurer of the Corporation shall serve as a member of the Finance Committee as well as a Member from any entity that is a member of the unified budget in addition to two additional Directors selected by the Board of Directors.

Each committee shall recommend to the Board of Directors policies and programs to be adopted by the Corporation.

## **ARTICLE X CORPORATE DUTIES**

Section 1. CONTRACT FOR SERVICES. Visit Pensacola may contract for services by a majority Board vote in accordance with Article XIV to carry out the duties designated by and at the direction of the Board.

Section 2. ERRORS AND OMISSIONS AND DIRECTORS AND OFFICERS INSURANCE. Visit Pensacola shall provide the Directors and Officers with directors and officers insurance (D&O) and errors and omission insurance (E&O) and E&O for the staff as well in an amount to be determined by an affirmative majority vote of the Board.

Section 3. OTHER INSURANCE. Visit Pensacola may by an affirmative majority vote secure any other insurance necessary for its successful operation and for the protection of its assets.

## **ARTICLE XI GENERAL COUNSEL**

Section 1. DEFINED. The Board by a majority vote may appoint an Attorney-at-Law who is not a member of the Board of Directors to serve as General Counsel of Visit Pensacola. Compensation shall be determined by a majority vote of the Board and made from Visit Pensacola funds.

Section 2. AUTHORITY. The General Counsel will provide the Board of Directors, and other Visit Pensacola committees with legal interpretation and advice.

## **ARTICLE XII PROFESSIONAL SERVICES**

Section 1. DEFINED. The Board by a majority vote may appoint an accountant or any other professional who is not a member of the Board of Directors to provide professional services to Visit Pensacola. Compensation shall be determined by a majority vote of the Board and made from Visit Pensacola funds.

Section 2. AUTHORITY. The professionals will provide the Board of Directors and other Visit Pensacola committees with accounting, the preparation of an annual independent audit and other professional services.

## **ARTICLE XIII DEBTS AND OBLIGATIONS**

CREATION OF. No debt or obligation whatsoever for the payment of money, or other things of value, shall be created or incurred by any Director, Officer, employee, or agent of this Corporation, or other person and no money shall be appropriated or paid out of Visit Pensacola funds, and no contract or other action whatsoever of any officer, employee, or agent of this Corporation, or other person, by the terms of the result of which any debt or obligation whatsoever is created or attempted to be created, shall be in any manner binding upon this Corporation unless the same be authorized by provision therefore in the budget ("Budget"), which is defined as the approved annual budget, as amended, of the Corporation or unless the same respectively be authorized or directed or ratified by the Board by an affirmative majority vote in regular meeting or special meeting called for that purpose. In accordance with these provisions, no funds of the Corporation shall be distributed except by check signed by the Chairman of the Board or by any two (2) of the other Directors of the Board in his absence. The Board by a majority vote may elect to have two (2) signatures on all checks above a certain amount.

## **ARTICLE XIV CONTRACT SERVICES**

CONTRACT FOR SERVICES. The Board may contract for specific services that will provide support to Visit Pensacola as confirmed by an affirmative majority Board vote. These service agreements would be prepared to cover procedures, administrative services, financial arrangements, and other matters deemed appropriate.

## **ARTICLE XV AMENDMENTS**

PROCEDURES. The Bylaws of the Visit Pensacola may be amended by a two third (2/3) vote of the eleven (11) Member Board of Directors at any regular or special meeting called for that purpose, following notification of the Membership of the changes to be made and a ten (10) day comment period prior to the meeting. The Articles of Incorporation of Visit Pensacola may be amended by a two third (2/3rd) vote of the eleven (11) Members at any regular or special meeting specifically called for that purpose, following notification to the Membership of the changes to be made and a ten (10) day comment period prior to the meeting.

## **ARTICLE XVI PARLIAMENTARY RULES**

Section 1. PROCEDURES. The procedures of all meetings of Visit Pensacola shall be governed by and conducted according to the latest edition of Robert's Manual of Parliamentary Rules or other procedures as agreed on by the Board.

## **ARTICLE XVII ENACTMENT**

PROCEDURES. These Bylaws become effective immediately upon their adoption by the initial Directors of Visit Pensacola by an affirmative majority vote.

## **ARTICLE XVIII GENDER**

PROCEDURES. All references in these Bylaws to the male gender apply to both males and females.

## **ARTICLE XIX**

### **SEAL**

Section 1. SEAL. Visit Pensacola shall have a proper seal.

## **ARTICLE XX**

### **DISSOLUTION**

DISSOLUTION. No Member, Director, officer, or agent of the Corporation shall possess any proprietary right or interest in the assets or property of the Corporation, and under no circumstances shall any assets, earnings, or other property to the Corporation be directly or indirectly distributed to or inure to the benefit of any Member or to any other person, partnership, corporation, association, organization, or business affiliated with a Member. Upon the dissolution of the Corporation, the public TDT liquid assets of the Corporation shall be distributed, in accordance with a plan of distribution adopted by the Board of Directors by an affirmative majority vote, exclusively to the Escambia County Tourist Development Council (TDC). All physical assets, including all intellectual property without limitation, shall be distributed, in accordance with a plan of distribution adopted by the Board of Directors by an affirmative majority vote, exclusively to the Escambia County Board of Commissioners. The private funds raised from such sources as Tourism Partner dues shall be returned pro rata to each Tourism partner. No part of the funds allocated to Visit Pensacola or the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Members, Directors, Officers, or other private persons.



**Committee of the Whole**

**5.**

**Meeting Date:** 11/19/2013

**Issue:** Recycling Update

**From:** Pat Johnson, Department Director

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**Information**

**Recommendation:**

Recycling Update (FOR DISCUSSION ONLY - NO BACKUP PROVIDED)

(Patrick Johnson - 10 min)

A. Board Discussion

B. Board Direction

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**Committee of the Whole**

**6.**

**Meeting Date:** 11/19/2013

**Issue:** ECAT Marketing Update

**From:** Joy D. Blackmon, P.E., Department Director

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**Information**

**Recommendation:**

Escambia County Area Transit (ECAT) Marketing Updates

(Herold Humphrey/Tonya Ellis - 15 min)

A. Board Discussion

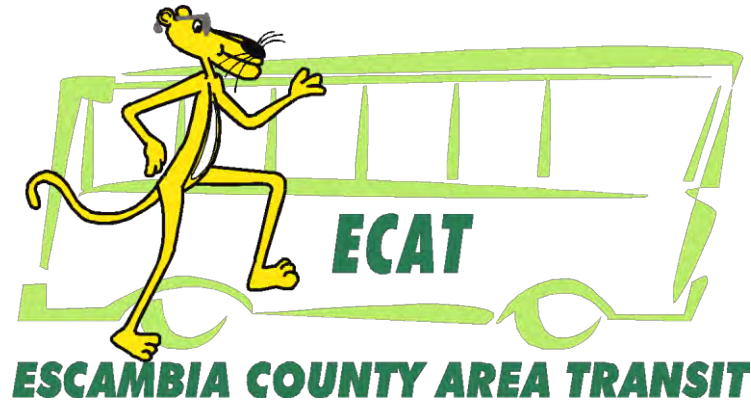
B. Board Direction

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**Attachments**

Marketing Update

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# Escambia County Area Transit 2013 Marketing Update

COMMITTEE OF THE WHOLE WORKSHOP - BOARD OF COUNTY COMMISSIONERS

November 19<sup>th</sup>

# Our Current Projects



- ▶ FDOT Website Marketing Grant
- ▶ Florida-Alabama TPO Project Priorities: current marketing projects included
- ▶ Increase involvement with County Staff/ Departments
  - ▶ Work closely with PIO on various projects
- ▶ Re-starting Internal ECAT Newsletter
  - ▶ Increased employee communications



# Our Current Projects



- ▶ State Transit Marketing Award
- ▶ Competed against other transit systems in the state
- ▶ Over 50 entries submitted in the FPTA Marketing Awards
- ▶ Best in Class for Printed Collateral
- ▶ 1st Place Honor for ECAT since 2002



# Our Current Projects

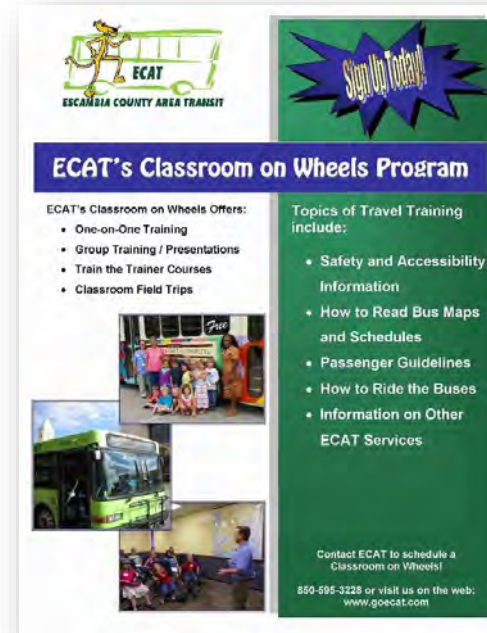
- ▶ Exterior Bus Advertising Program
  - ▶ Additional Revenues -100% profits go back into ECAT County Funds
- ▶ Other Potential:
  - ▶ System Maps - advertise coupons
  - ▶ Seasonal Beach Trolley - coordinate with SRIA
  - ▶ Digital Marketing - on buses and interactive kiosks





# Our Current Projects

- ▶ Travel Training -Classroom on Wheels Program
  - ▶ Expanded to Home School Students and Vocational/Technical Institutions
  - ▶ Previously only reached out Public and Private Schools in Escambia County
  - ▶ Created a variety of new outreach material - age specific



**ECAT**  
ESCAMBIA COUNTY AREA TRANSIT

**Sign Up Today!**

### ECAT's Classroom on Wheels Program

ECAT's Classroom on Wheels Offers:

- One-on-One Training
- Group Training / Presentations
- Train the Trainer Courses
- Classroom Field Trips

Topics of Travel Training include:

- Safety and Accessibility Information
- How to Read Bus Maps and Schedules
- Passenger Guidelines
- How to Ride the Buses
- Information on Other ECAT Services

Contact ECAT to schedule a Classroom on Wheels!

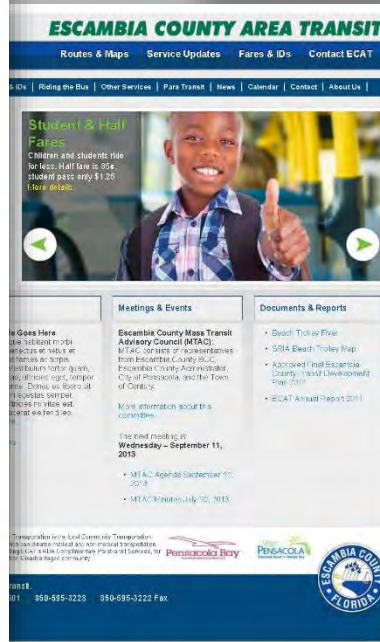
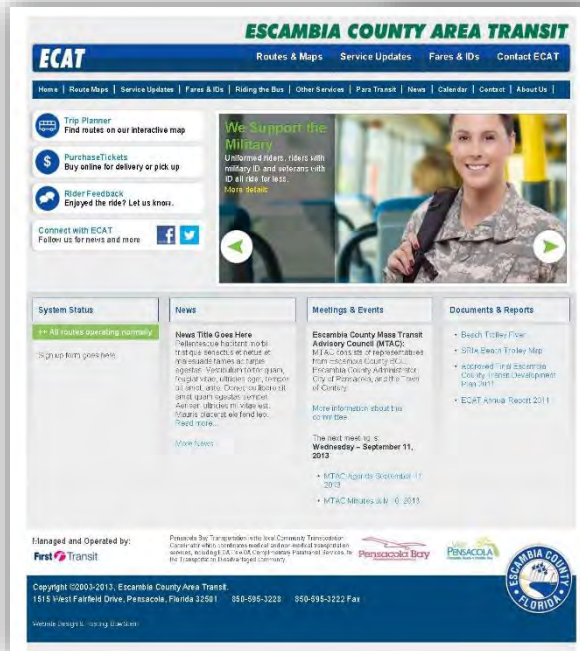
850-595-3228 or visit us on the web:  
[www.goecat.com](http://www.goecat.com)

# Website Re-Design

## Current ECAT Website



## Sample of ECAT Website New Look





# Website Re-Design

- ▶ Consistency with other Local Agencies and Organizations
- ▶ Color scheme consistent with other community images (shades of blue & greens)
- ▶ Scheduled to launch early 2014



University of

# Other Marketing Projects:

- ▶ Bus Shelters - solar with option for Wi-Fi hotspots
- ▶ Wi-Fi on all buses and at the ECAT Rosa Parks Terminal
- ▶ Re-branding of ECAT System
- ▶ Continuing comprehensive Public Outreach and Involvement
- ▶ Re-branding
- ▶ Increase ECAT's Social Media Presence



Thank You!