ICTC Governing Board Meeting
April 18th 2017
12:30 pm – 3:00 pm

Bridging The Gap Between Education & Industry

AmSkills Hernando County Training Center Conference Room
16110 Aviation Loop Drive, Brooksville, FL 34604
Conference Call-In # - 727-301-1282 Ext: 201

AGENDA

12:30 - 12:35 I. Call to Order and Introductions (Chair: Peter Buczynsky)
   A. New Board Appointment (Hernando County Manufacturer) – John Murphy, Accuform

12:35 - 12:50 II. AmSkills Student Presentations (Tom Mudano)

12:50 - 12:55 III. December 8th 2016 Review of Minutes and Approval (Chair: Peter Buczynsky)

12:55 – 1:15 IV. Financial Summary Update (Dr. Romano, Treasurer / Trevor Charlton)
   B. FY17 Financial Review (Trevor Charlton)
   C. FY16 Audit Update (Trevor Charlton)
   D. FY 17/18 Budget, County & Future Funding Update (Tom Mudano)

1:15 – 2:10 V. Governing Board Review, Discussion and/or Approvals (Tom Mudano)
   A. Establishment of AmSkills Apprenticeship Foundation & Selection of Board - 501c3 (30 Minutes)
   B. Florida Department of Education Project Update (5 Minutes)
   C. AmSkills Apprentice Placement Plan (10 Minutes)
   D. General AmSkills Challenges (10 Minutes)

2:10 - 2:30 VI. New Business
   A. German American Chamber of Commerce IHK Certification (Tom Mudano / Trevor Charlton)
   B. PMMI Potential Funding (Peter Buczynsky)

2:30 – 2:55 VII. Miscellaneous Business
   A. Enhancing ICTC Board Member Utilization (15 minutes) (Peter Buczynsky)
   B. Upcoming Switzerland & Germany Dual Vocational Education & Economic Development Tour
   C. Upcoming Meetings (Tom Mudano)
      1) Executive & Finance Committee Meetings ......................... July or August (Date TBD)
         • Finance Procedure Manual Review
         • Review of Preliminary FY 17/18 Budget
         • Presentation of FY 16/17 Audit Results
         • Executive Committee Approval of 501c3 Formation (if required)
      2) Next ICTC Governing Board Meeting Dates
         • September 14th 2017 (Pasco County - Marchman) – Approval of FY17/18 Budget
         • December 8th 2017 (Pinellas County – PTC Clearwater) – Review FY17 End of Year
           Financial Report & Board Retreat
   D. Other Items (Board Members)
   E. Executive Directors 1st Year Review (Feb 2016 to Feb 2017) - Feedback for Executive Committee

3:00 VIII. Final Comments and Adjourn
AMSKILLS ICTC Governing Board Meeting
December 8th 2016
Board Meeting ~ 4:00pm – 4:30pm

The EpiCenter @ St. Petersburg College
13805 58th St. N. Clearwater, FL 33760
Conference Call-In # - 727-301-1282 Ext 201

Agenda

4:00pm  I.  Call to Order (Chair: Mark Hunt)

4:02pm  II.  Review of August 17, 2016 Minutes and Approval (Chair: Mark Hunt)

4:05pm  III.  Financial Summary Update (Trevor Charlton, AmSkills)
   A.  FY 15/16 4th Quarter & Year End Financial Highlights
   B.  Change in Accountant

4:10pm  IV.  Governing Board Review, discussion and/or Approval (Tom Mudano/Trevor Charlton)
   A.  Florida Department of Education Grant Update
   B.  FY 16/17 Budget Highlights

4:15pm  V.  New Business
   A.  New Action Items Resulting from Retreat (Open)
   B.  2016 Election of Board Members & Sub-Committees (Mark Hunt)
   C.  Executive Directors Interim Review Comments (Mark Hunt)
   D.  Switzerland & Germany Tour – May?
   E.  2017 Meeting Schedule (Tom Mudano)
      •  Review Proposed Executive/Finance Committee Meeting Dates
         a.  Week of January 23 – 27 (Executive Director Review)
         b.  Week of August 21 – 25 (Budget Review)
      •  Review Proposed Board Meeting Dates
         a.  Week of February 20 – 24
         b.  Week of May 22 – 26
         c.  Week of September 11 – 15 (Budget Approval)
         d.  Week of December 4 – 8

4:30pm  VI.  Final Comments and Adjourn (Chair)
Attendees

Mark Hunt, Pinellas County Schools
Peter Buczynsky, Pharmaworks
Kathryn Starkey, Pasco County
Dave Eggers, Pinellas County
Kurt Browning, Pasco Schools
Marcia Austin, Hernando County Schools
Jason Krupp, St. Petersburg College
Derek Diez, Bic Graphic
Tom Mudano, AmSkills
Trevor Charlton, AmSkills

Mark: The minutes from our August meeting, there were some technical difficulties so we don’t have them, so we will defer the minutes consideration and approval to the next meeting. That takes us to the financial update.

Trevor: I handed the package out. It has the balance sheet as of the end of September which was the end of the fiscal year. It has the financials for September. Let’s concentrate on the year end financials. If you go to page one, it has the statement of revenues. Just a couple lines I want to highlight, our total revenue was $605,000, that’s about halfway down page one. On the second page, our personnel expenses were in two categories, subcontractors and salaries, it comes to $383,000, you’ve got to add the two together. We had a rent expenditure of $27,000 compared to a budget of $14,400 but we brought in rent revenue to offset that because we sublet part of the building in the second half of the year. If you go to page three, as the year to date expenses you’ll see they were $556,000. In additional to the revenue that I talked about on the first page, we sold the assets from PTC in Clearwater to the school board which brought in an additional $80,000 revenue, which is not included in the operating expenses. If we go to the back page, that is the statement of cash flow as of the end of the year, taking into account the operating income that came in and the income from the sale of the assets we ended the year with cash in the amount of $73,467. We ended up with a positive balance and it wiped out the debt that we came into the year with.

Kathryn: Do you need a motion to approve the financials?

Mark: Yes.

Kathryn: I’ll make that motion.

Tom: We are only on this form.

Mark: Is there any discussion about the financials?

Group spends time reviewing packet that was handed out.
Trevor: The front sheet is the balance sheet, the second sheet and third are just for the month of September. I was skipping over September and concentrating on the year as a whole which is the fourth and fifth sheet. Going through the highlights, we had revenue of $605,000.

Mark: That's the gray line through the middle of the page.

Trevor: Correct.

Dave: Compared to budget of $695,000.

Trevor: We had an additional $80,000 come in from the sale of assets which was a balance sheet item and not an operating expenditure.

Dave: The cash flow statement has nothing to do with the operating account.

Trevor: Correct.

Trevor: If we go on to the next page, there is another gray line, our total payroll is $271,000 for employees, you need to add the subcontractor amount of $111,000 to come to about $383,000. I also highlighted the amount of rent that we paid out in rent, because there was only $14,400 in the budget. We did offset the difference with revenue that came in as a result of subletting part of the building. The total rent for '16 – '17 is covered by that subletting. If we go to the next page, the total expenditure for the year was $556,000. The line below of $91,000, we had actually taken that into account as purchases from the previous year so when we talked about recovering the overspent, the $91,000 was in that $100,000.

Dave: When you look at the net ordinary income and then you go down to the bottom, you are looking at a $220,000 swing from budget and then $300,000 to the negative swing in budget.

Trevor: We had more income than budgeted and less expenses. At the end of the year we ended with positive cash flow.

Comment: Does that mean if we didn't sell the equipment we would have had a negative balance?

Trevor: Yes.

Kathryn: We might talk about this later. We had some employees that changed positions.

Tom: Yes.

Mark: So there's more information that might help us understand this more before we take a vote?

Kathryn: I'm ok to make a motion to approve this, it is what it is.

Mark: It may improve the understanding and I think there are still some questions.

Tom: Yes.

Trevor: Ok, let's look at the revenue, about 4 or 5 lines from the bottom, the actual for last year was $605,000 and we budgeted $621,000. The budgeted income for year 16 – 17 is $808,719, we are forecasting we are going to get more income than we had in the budget and actual than last year. That is driven by the $115,000 coming in from the state, $185,000 for capital equipment, and $115,000 is to go
into operating expenses. Then we have forecast based on the students we have at the moment and sponsorship of 18 students and 20 adults in the program in 2017. Questions?

Comment: Why is the manufacturing sponsorship negative?

Tom: When we created this the manufacturing sponsorships was meant to be for sponsoring marketing events vs. sponsoring apprenticeships.

Comment: So the $13,000 is for sponsorships.

Tom: That was last year.

Comment: And how many was that for?

Tom: 6 or 8.

Dave: Why does it say county funding “other”?

Tom: Each county committed to $400,000 and gave $18,000 in 2014 for startup with the agreement that it would be deducted in the future from their payments, therefore Pinellas County held back their $18,000 prepayment in FY15/16 and in the current FY16/17 Hernando and Pasco are holding back their $18,000.

Trevor: The second sheet is the expenditures. If you look at the budget for 16/17, the personnel costs, we have reconciliation for 15/16, and 16/17. The budgeted was $402,000 and the actual was $382,000.

Tom: Because we started out this fiscal year of 15/16 with a shortfall, we didn’t hire several position in order to make up that deficit funding.

Trevor: The budget is primarily payroll and employees. Building and maintenance is a little higher. Information management is about the same, professional services includes the accounting which includes the audit as well. Then we have legal fees that have been reduced significantly. In terms of the total expenditure and the budget, we have $787,333 it is higher than the budget and the actual. It’s up. If you look at that against the income that we have planned, it gives a positive net income of $73,000.

Tom: This is on the backside. We received a grant from the FL Department of Education this year, so some positions have moved into that funding. Trevor will go through the payroll showing the increase in the payroll compared to last year.

Trevor: There was an increase of $174,000, $78,000 came from the $115,000 of the state funding. Part of the hours I am working is time is on that grant, and Pamela’s too. We also have an amount for developing the welding curriculum. $45,000 we had to add instructors. Last year we only had one. Last year, we had payroll taxes and payroll fees for half of the year, we had an increase of $26,000. Workers comp is $2,874. There is a benefit allowance of $21,700. That is the reconciliation of the payroll in 15 – 16 and 16 -17.

Kathryn: I thought we were not providing health.

Trevor: We are not but the salary was broken in to what is salary and what is benefits.

Mark: Have you investigated as to what already exists for the welding program? It seems to be recreating the wheel.
Tom: The grant from the FDOE includes funding to determine what it would cost to develop a welding program ourselves or with partners and some equipment to just introduce our students to welding.

Kathryn: I think Pasco Hernando is looking at a welding program, I know that the school district has stem stacking funding. We don’t want to duplicate a program, but we want to partner.

Tom: This is not to start a program; the funding is for basically creating a business plan. This is also the development of the adult program and veterans.

Marcia: Hernando County has a welding program and is part of the grant, so we want to make sure we have some conversations. We are getting ready to have a partnership but we already have the welding program.

Mark: Other questions about the finance report?

Trevor: We did review the budget thoroughly with the finance committee and they approved it.

Comment: With a 501c3 will the legal fees go up?

Comment: Yes.

Kathryn: Are we going to talk about the job title changes.

Comment: Budget advertising is going up?

Tom: Yes, it is in the grant to target the veterans.

Trevor: It’s the cost of supporting our computer program. There were incorrect charges from last year.

Kathryn: Where is that?

Trevor: Some of it hit website, video, email, it wasn’t all charged in the right place in 15/16.

Comment: Freight is going up.

Tom: We are ordering new equipment.

Comment: That was refunded. But it still shows $10,000.

Dave: We are showing a budget, how are we doing on those now? Is that $90,000 really possible?

Trevor: We are on track, the highschoolers are on to manufacturers and most of them are sponsored. If that didn’t materialize, we would have to cut it.

Mark: Any other questions? Make a motion to accept the financial report.

Comment: I move to accept the financials.

Kathryn: Second.

Mark: All in favor? Aye. All opposed? Motion carries.

Tom: Kathryn, your question, we had positions called Site Coordinator, we renamed that to District Manager, Chris is in Pinellas County and JD is in Pasco and Hernando. There’s 1,500 manufacturers in
Pinellas, and then in Pasco and Hernando, there’s 400. The funding from last year is the same. The bottom line is they recruit students and manufacturers and match them to the appropriate manufacturers.

**Mark:** I want to make sure we need to allocate more time for the financial report because I think there is concern that there is ambiguity.

**Tom:** Previously the Board directed the Executive/Finance Committee to review the budget more thoroughly to help reduce time in Board Meetings. The finance committee did that, however it was quite awhile ago and since we had already reviewed it with them we weren’t as prepared today to review it fully with the Board. In the future we will present it to the Board so that it is clearer.

**Mark:** That doesn’t alleviate the questions the members have.

**Tom:** I understand. And maybe suggest that I meet with members individually next budget year.

**Mark:** We need to make sure it’s more clear.

**Tom:** We have been having problems getting reports from our current Accountant, therefore we completed an RFP and hired a new accountant. We negotiated them the same cost, but they are not starting until after our current fiscal year ends so that we don’t make a change during a fiscal year.

**Trevor:** We have spent time going back to correct things. The board needs to approve the budget.

**Kathryn:** Move to accept the budget.

**Tom:** We met with the finance committee about the budget; and there wasn’t a Board Meeting, so we are bringing it to you now.

**Dave:** That jump in sponsorship revenue seems high to me and it doesn’t seem realistic to me.

**Peter:** We are guilty of running through the budget. We went through it and there is so much information. We need board input on it like we are having now.

**Mark:** I feel a little uneasy approving this. It’s valuable to have conversation. We need to devote a little time to this.

**Tom:** The board only meets quarterly. We were directed to present this to the finance subcommittee. All of you are very busy so I don’t feel we spend enough time on this. I’m happy to change the way its done. We have done our best putting this together. Some of our projections may be high, part of that has to do with setting goals and recruiting students into the program.

**Mark:** We have to be fiscally responsible; we have to pay for what we do. We need to be able to talk about it. There are a lot of people who can help.

**Trevor:** We don’t have a formal accountant report today but I did run report to see where we are so far this fiscal year and we are on track.

**Tom:** I have on our agenda to talk about next year’s meetings and I put in that schedule for the finance committee to be reviewing next year’s budget in August. We have been behind the game since the beginning, because we have been starting up the organization from scratch, but next year we should be more on track.
Peter: We can send all of this information to the entire board sooner.

Mark: I think we received the information the night before the phone call. Anything can slip through the cracks. We want a little more time to digest this.

Kathryn: I can withdraw my motion.

Derek: Can we set a delta that if there is a percentage over or under that it requires an explanation?

Tom: I think that’s a good idea. This year is the first time we were able to add the budget in QuickBooks. We have a better understanding of what categories are needed and amount to budget in each.

Trevor: At the next board meeting, if we are not meeting budgeted income then we need to take steps to bring our budget in line.

Trevor: I would ask that the board approve it on that basis.

Kathryn: Should we approve with the recommendations?

Comment: How do you operate without the budget?

Dave: The next time we meet is in February. I have concerns about such a big change in the budget. It’s fine, are we getting the grant every year? We have $90,000 under sponsorships, are we building our program around that $300,000 budget? I’m not saying it’s not a good vision. It has to be practical and realistic.

Trevor: This is for a finite period and it goes away by the end of the year.

Dave: Then the cash flow is gone if it doesn’t materialize.

Trevor: If it doesn’t, the expenditure has to be cut back by $80,000.

Comment: What I’m hearing is we could approve the motion as is, with explanations and a plan for making sure we fall in line at the next meeting.

Comment: We don’t have a choice but to operate and we can’t operate without a budget.

Comment: The key is the vision in getting everything going. In the meantime, we have to sustain ourselves.

Kathryn: I make the motion to approve the budget with the understanding that the finance committee is going to review and that we give an explanation if we are over or under budget and the recovery plan.

Comment: I second that.

Mark: All in favor? Aye. All opposed? Motion carries.

Comment: If I could make a suggestion, going forward August for the finance committee. It should be set well ahead of when your year starts. The finance committee should be ready to explain the things that create questions.

Mark: In the interest of time, can you hit the key items?

Tom: Yes, we are supposed to select who will be the Chair Person and Vice and Treasurer. Peter taking on the role as Chair Person, Derek as Vice and Dr. Romano maintaining the role as Treasurer. That would give everyone check signing rights.
Comment: Do we have a quorum here to make the elections?

Comment: Yes.

Mark: Any other nominations? None are heard.

Mark: Peter for Chair.


Mark: Derek for Vice Chair.


Mark: Lori Romano nominated for the Treasurer.


Mark: Everyone was emailed a report on activities on Tom’s accomplishments. Any board member can make comments on any of those sections on Tom’s effectiveness in any particular element of his position. We’d like for you to review that and submit any comments or questions.

Kathryn: A lot of great accomplishments. I would ask for one thing, maybe it would be helpful to have a monthly report of what’s happened in that month so we are kept up to date.

Tom: If I were to criticize myself, it would be that. I used to do that but I haven’t been doing that as much.

Kathryn: One more comment, when you move employees into different positions the board needs to be involved in that decision. We need to know what’s going on with that. We need to know what’s proposed before it happens. We have some bylaws. I feel like we should know.

Tom: Because we are new we have had to make adjustments based on what we are finding.

Kathryn: I’m not saying it’s a bad idea. I’d just like to know.

Comment: I’d prefer Peter, if we send the feedback to the executive committee at huntwi@pcsb.org. If you can get those to me before Christmas, so we can compile them before the January evaluation.

Tom: We don’t have dates for next year. I have calendars here.

Comment: I think this is such a fledgling group. It’s just trying to get off the ground and I see it struggling. I wish today’s conversation was happening a year ago. I think the monthly update is really important, quarterly updates would be ok if we were flying. We need to build our own confidence.

Tom: We heard it today, there was a vision of what this should be initially. That’s what we have been trying to do. Working with the schools and how we are perceived. I just ask for some patience, every day we are coming across a new issue and still keeping it moving.

Comment: I think we need to find the means of utilizing the board.

Kathryn: I need to be going out and meeting with the manufacturers and get them engaged. Also, take our staff to other manufacturers.

Comment: Tom, if you’d start the monthly reports in January, that would be great.
Tom: I proposed the dates on the front of the agenda. We could use that meeting to review finances as well.

Comment: Have Thursdays worked for most people?

The group discusses meeting dates.

Comment: Considering the time, is there anything else that needs board action?

Tom: No.

Kathryn: Bill started to put together a trip to Charlotte and we decided to move it to the upcoming first quarter. We think it would be important to see this program in progress, Bill had worked with the Chamber, local government, and manufacturers to give us a quick tour of an apprentice program that is 20 years down the road. We are going to be putting together this trip. We need to do it quickly so they can give us time to schedule a day for us in Charlotte. Be aware that that will be coming into your mail boxes.

Comment: Anything else?

Comment: Ok, meeting adjourned.
ARTICLES OF INCORPORATION
OF
AMSKILLS APPRENTICESHIP FOUNDATION, INC.
(A FLORIDA CORPORATION NOT-FOR-PROFIT)

The undersigned, hereby make, subscribe, acknowledge and file with the Secretary of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation not-for-profit in accordance with the provisions of Chapter 617, Florida Statutes, as amended from time to time by the Legislature of the State of Florida, for the sole purpose of organizing a non-profit corporation and to that end do hereby set forth the following:

ARTICLE I
NAME

The name of the corporation is AMSKILLS APPRENTICESHIP FOUNDATION, INC., its principal and mailing address is 7825 Campus Drive, Building D, New Port Richey, FL 34653 (the “Corporation”).

ARTICLE II
NOT-FOR-PROFIT CORPORATION

This Corporation is organized as a not for profit corporation pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes and shall have all of the powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue Law or Laws (the “Internal Revenue Code”).

ARTICLE III
PURPOSE

The corporation shall be organized exclusively as a non-profit, tax exempt organization under Sections 501(c)(3) and 509(a)(3) of the U.S. Internal Revenue Code of 1986, as amended, and shall be operated exclusively for the following exempt purposes:

(a) for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code;

(b) to support efforts to train and develop skilled technical workers to fill positions in manufacturing positions in the Tampa Bay, Florida area and surrounding counties and enable students to transition from the classroom directly into advanced manufacturing and engineering careers;
(c) to provide funding and financial support to Advanced Manufacturing Industry Certification Training Centers in the Tampa Bay, Florida region that utilizes the dual education/apprenticeship model which has been used in Germany and other countries to educate and trained a skilled technical workforce that will fill manufacturing job vacancies, attract new manufacturers and strengthen local communities;

(d) to borrow money and issue evidences of indebtedness in furtherance of any or all of the purposes of the Corporation;

(e) to act as trustee under any trust or endowment incidental to the principal objects of the Corporation, and in connection therewith to enter into any kind of activity and to perform and carry out contracts of any kind necessary to or in connection with or incidental to the accomplishment of any one or more of the non-profit purposes of the Corporation;

(f) to operate exclusively as an organization which qualifies under Section 509(a)(3) of the Code;

(g) no part of the funds of the Corporation shall inure to the benefit of any private individual, and no part of the activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating in any political campaign on behalf of any candidate for public office;

(h) the Corporation is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any individual and the balance, if any, of all money received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatever kind and nature, shall be used and distributed exclusively to organizations that qualify under Section 509(a)(1) or (2) of the Code;

(i) the Corporation shall have the power to acquire and hold title in fee simple, in trust, acquired by gifts, or otherwise, to both real and personal property, and to improve, encumber, sell, convey, use, lease, mortgage, and dispose of all such property in conformity with the Bylaws of the Corporation;

(j) the Corporation shall further be authorized to invest, reinvest, and administer the principal or the income of the Corporation’s assets in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the Corporation and shall be further authorized to exercise each and every power and right granted to a not-for-profit corporation under the laws of the State of Florida as may be necessary for the furtherance of its purposes; all in accordance with its Bylaws or as the same may be hereafter modified or amended; provided, however, that such activities conform to the provisions of Section 509(a)(3) and Section 501(c)(3) of the Code.
ARTICLE IV
MEMBERSHIP

The Corporation shall be organized as a membership organization and its sole member is the Advanced Manufacturing Industry Training Center Governing Board ("ICTC"), a legal entity created pursuant to that certain Interlocal Agreement of Pinellas County, Pasco County and Hernando County dated September 15, 2014 (the "Interlocal Agreement").

ARTICLE V
INCORPORATORS

The names and addresses of the incorporator of this Corporation is:

<table>
<thead>
<tr>
<th>NAME</th>
<th>ADDRESS</th>
</tr>
</thead>
<tbody>
<tr>
<td>Randy K. Sterns</td>
<td>1801 North Highland Avenue</td>
</tr>
<tr>
<td></td>
<td>Tampa, Florida 33602</td>
</tr>
</tbody>
</table>

ARTICLE VI
OFFICIAL BOARD/OFFICERS

The powers of this Corporation shall be exercised, its properties controlled and affairs supervised by a Board of Directors, the precise number of which shall be set by the Bylaws of the Corporation, provided that there shall be a minimum of three directors at all times. Each member of the Board of Directors shall be elected in the manner and for the terms prescribed in the Bylaws, and shall hold office until their respective successors are duly elected and qualified. The affairs of the Corporation shall be managed by this official board, who shall elect officers as follows: President, Vice-President, Secretary and Treasurer, which officers shall be provided for in the Bylaws. Each officer shall be elected from time to time in accordance with the Bylaws and each officer shall hold office until his or her successor is elected and qualified.

ARTICLE VII
AMENDMENTS

The Articles of Incorporation of this Corporation may be amended, altered or rescinded by the Board of Directors in a manner provided in the Bylaws.

ARTICLE VIII
BYLAWS

Subject to any limitations set forth in the Florida Not For Profit Corporation Act, the Corporation’s Bylaws shall be adopted by the Board of Directors and may be altered, amended, or rescinded by the Board of Directors in a manner provided by the Bylaws.
ARTICLE IX
TERM

The term of the Corporation shall be perpetual or until dissolved by due process of law.

ARTICLE X
DISTRIBUTION OF ASSETS

In the event of dissolution of the Corporation, the residual assets of the Corporation will be distributed to ICTC pursuant to the terms of the Interlocal Agreement or to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3), 509(a)(1) or (2), and 170(c)(2) of the Code, or corresponding sections of the Internal Revenue Code, for exclusive public use.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) and 509(a)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Code or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Code, or any other corresponding provision of any future United States Internal Revenue Code.”

ARTICLE XI
INDEMNIFICATION

The Corporation shall defend, indemnify and hold harmless every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct.”

IN WITNESS WHEREOF, the undersigned, being the incorporator of this Corporation, for the purpose of forming this not-for-profit charitable corporation under the laws of the State of Florida, has executed these Articles of Incorporation on this ______ day of April, 2017.

________________________________________
Randy K. Sterns
CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, AMSKILLS APPRENTICESHIP FOUNDATION, INC., desiring to organize under the laws of the State of Florida, hereby designates BUSH ROSS REGISTERED AGENT SERVICES, LLC, as its Registered Agent for the purpose of accepting service of process within such State and designates 1801 N. Highland Avenue, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

AMSKILLS APPRENTICESHIP FOUNDATION, INC.

By: __________________________________
    Randy K. Sterns, Incorporator

ACKNOWLEDGMENT

BUSH ROSS REGISTERED AGENT SERVICES, LLC hereby accepts the appointment as Registered Agent of the above named corporation and agrees to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

BUSH ROSS REGISTERED AGENT SERVICES, LLC

By: _________________________________
    Randy K. Sterns, Vice President
BYLAWS
OF
AMSKILLS APPRENTICESHIP FOUNDATION, INC.
a Florida corporation not-for-profit

ARTICLE I
NAME AND PURPOSE

Section 1. Name. The name of the corporation shall be AmSkills Apprenticeship Foundation, Inc., a not-for-profit corporation organized under the laws of the State of Florida (the “Foundation”).

Section 2. Purpose. The corporation shall be organized exclusively as a non-profit, tax exempt organization under Sections 501(c)(3) and 509(a)(3) of the U.S. Internal Revenue Code of 1986, as amended, and shall be operated exclusively for the following exempt purposes:

(a) for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code;

(b) to support efforts to train and develop skilled technical workers to fill positions in manufacturing positions in the Tampa Bay, Florida area and surrounding counties and enable students to transition from the classroom directly into advanced manufacturing and engineering careers;

(c) to provide funding and financial support to Advanced Manufacturing Industry Certification Training Centers in the Tampa Bay, Florida region that utilizes the dual education / apprenticeship model which has been used in Germany and other countries to educate and trained a skilled technical workforce that will fill manufacturing job vacancies, attract new manufacturers and strengthen local communities.;

(d) to borrow money and issue evidences of indebtedness in furtherance of any or all of the purposes of the Foundation;

(e) to act as trustee under any trust or endowment incidental to the principal objects of the Foundation, and in connection therewith to enter into any kind of activity and to perform and carry out contracts of any kind necessary to or in connection with or incidental to the accomplishment of any one or more of the non-profit purposes of the Foundation;

(f) to operate exclusively as an organization which qualifies under Section 509(a)(3) of the Code;

(g) no part of the funds of the Foundation shall inure to the benefit of any private individual, and no part of the activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating in any political campaign on behalf of any candidate for public office;
(h) the Foundation is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any individual and the balance, if any, of all money received by the Foundation from its operations, after the payment in full of all debts and obligations of the Foundation of whatever kind and nature, shall be used and distributed exclusively to organizations that qualify under Section 509(a)(1) or (2) of the Code;

(i) the Foundation shall have the power to acquire and hold title in fee simple, in trust, acquired by gifts, or otherwise, to both real and personal property, and to improve, encumber, sell, convey, use, lease, mortgage, and dispose of all such property in conformity with the Bylaws of the Foundation;

(j) the Foundation shall further be authorized to invest, reinvest, and administer the principal or the income of the Foundation’s assets in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the Foundation and shall be further authorized to exercise each and every power and right granted to a not-for-profit corporation under the laws of the State of Florida as may be necessary for the furtherance of its purposes; all in accordance with its Bylaws or as the same may be hereafter modified or amended; provided, however, that such activities conform to the provisions of Section 509(a)(3) and Section 501(c)(3) of the Code.

Section 3. Solicitation and Receipt of Gifts. The Foundation shall seek gifts, contributions, donations and bequests to carry out the purposes of the Foundation, and all assets received shall be dedicated to and invested solely for such purposes. The Foundation may accept unrestricted gifts, whose principal and/or income may be used for the Foundation's purposes in the discretion of the Board of Directors. The Foundation may also accept restricted gifts, if such restriction is determined by the Board of Directors to be acceptable and otherwise conforms with then applicable tax law, the Articles of Incorporation and Bylaws of the Foundation, and any other guidelines established by the Board of Directors for restricted gifts. The Board of Directors in its sole discretion shall have the right to refuse any gift that, for any reason, the Board of Directors determines not to be suitable for the Foundation. No gift shall be accepted if it is conditioned to require the disposition of the income or principal to any persons or organizations other than to or for the benefit of, or to perform the functions of, or to carry out the purposes of the Foundation, or which shall in the opinion of the Board of Directors jeopardize the income tax exemption of the Foundation pursuant to Section 501(c)(3) of the Code or cause the Foundation to fail to be described in Section 509 (a)(3) and Section 170(b)(1)(A)(viii) of the Code.

Section 4. Funds. All gifts shall be allocated to one or more funds in accordance with this section. All unrestricted gifts shall be added to a general purpose fund, and/or any other fund or funds as the Board of Directors in its discretion determines. All restricted gifts shall be added to existing or newly created fund or funds in compliance with the restriction. All funds shall be accounted for separately on the books of the Foundation. However, the assets representing the principal and/or any undistributed income of such separate accounts may be commingled and maintained in common investment accounts. The sub-accounts are solely a method of record keeping designed to reflect the donor's contributions and disbursement activity, and do not constitute separate legal entities. The Foundation may establish, by agreements or
resolutions, and accept gifts into one or more funds, which may include funds of the following types:

(a) **General Purpose Fund.** Gifts may be accepted into a general purpose fund, the income and/or principal of which will be used for the general purposes of this Foundation as determined from time to time by its Board of Directors. In determining the use of general-purpose funds, the Board of Directors may consider utilizing such funds to further the purposes of any other of its funds.

(b) **Special Purpose Funds.** Gifts may be accepted into funds to be administered by this Foundation exclusively for one or more designated purposes in furtherance of a specific purpose of the Foundation. Income shall regularly be used or distributed for such special purposes, and principal may be similarly distributed (subject to any donor restrictions on principal distributions) for such special purposes from time to time in the discretion of the Board of Directors.

**Section 4. Grants.** The Foundation shall make grants exclusively in furtherance of the purposes of the Foundation may establish grant guidelines and procedures from time to time by actions taken by its Board of Directors.

**ARTICLE II**

**MEMBERS**

**Section 1. Members.** The initial sole member of the Foundation is the Advanced Manufacturing Industry Training Center Governing Board, a legal entity created pursuant to that certain Interlocal Agreement of Pinellas County, Pasco County and Hernando County dated September 15, 2014 (the “**Sole Member**”). The Sole Member may authorize additional voting members (each a “**Member**”).

**Section 2. Non-Voting Membership.** The Board of Directors of the Foundation may establish and define non-voting categories of membership.

**Section 3. Annual Meetings.** An annual meeting of the Members shall be held on a specific date, date and location of which shall be designated by the Board Chair. At the annual meeting of the Members, the directors and officers of the Foundation shall be elected, reports received on the activities and financial affairs of the Foundation, the annual budget reviewed and strategic objectives of the Foundation for the coming years determined.

**Section 4. Special Meetings.** Special meetings may be called by the Board Chair, the Executive Committee or a simple majority of the Board.

**Section 5. Notice of Meeting.** Notice of each meeting shall be given to each voting Member by mail or electronic transmission, not less than ten (10) days prior to the meeting.

**Section 6. Quorum: Voting.** The presence of the Sole Member’s designated representative shall constitute a quorum. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which a vote takes place.
ARTICLE III
DIRECTORS

Section 1. Function. All corporate powers shall be exercised by or under the authority of and the business and affairs of this Foundation shall be managed under the direction of the Board of Directors.

Section 2. Compensation. The members of the Board of Directors shall not receive any compensation for their services as directors of the Foundation.

Section 3. Duties of Directors.

a. A director shall perform his duties as a director, including his duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interest of the Foundation and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

b. In performing his or her duties, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared by and presented by:

(i) one or more officers or employees of the Foundation whom the director reasonably believes to be reliable and competent in the matters presented;

(ii) counsel, public accountants or other persons as to matters which the director reasonably believes to be within such person’s professional or expert competence; or

(iii) a committee of the Board upon which he or she does not serve, duly designated in accordance with a provision of the Articles of Incorporation or the Bylaws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

c. A director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance described above to be unwarranted.

d. A person who performs his duties in compliance with this section shall have no liability by reason of being or having been a director of the Foundation.

e. The Board of Directors shall elect a Chairman to preside at all meetings of the Board and to fix the dates of meetings of the Board. In the absence of the President and upon the request of a majority of the Board of Directors, the Chairman may assume the authority of the President, as stated in these Bylaws, and transact any business on behalf of the Foundation in which the President would otherwise be permitted to engage.
Section 4. **Presumption of Assent.** A director of the Foundation who is present at a meeting of its Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he or she objects, at the beginning of the meeting or promptly upon his arrival, to holding the meeting or transacting specified affairs at the meeting, or he or she votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

Section 5. **Number.** This Foundation shall initially have ___ (__) directors. The number of directors shall be determined from time to time by resolution of the Board of Directors, but shall never be less than three (3) but no more than nine (9) members. In the absence of an express determination by the Board, the number of directors, until changed by the board, shall be that number of directors elected at the most recently held annual meeting of Board of Directors or, if no such meeting has been held, the number elected by the incorporator in the initially filed Articles of Incorporation.

Section 6. **Election and Term.**

a. Each member of the initial Board of Directors shall hold office for an initial term of twelve (12) months and until his or her successor shall have been elected and qualified or until his or her earlier resignation, removal from office or death.

b. The directors shall be elected at the annual meeting of the Sole Member or Members and each director elected shall hold office for a term of one (1) year and until his or her successor is duly elected and qualified or until his or her death, resignation or removal.

Section 7. **Advisory Board.**

a. The Board of Directors may appoint one or more advisory committees, and at any time may appoint additional members thereto. The members of any such committee shall serve at the pleasure of the Board of Directors. Such advisory committees shall advise with and aid the officers of the Foundation in all matters designated by the Board of Directors. Each such committee may, subject to the approval of the Board, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.

b. The members of any advisory committee shall not receive any stated salary for their services as such, but by resolution of the Board of Directors, a reasonable sum for expenses of attendance at each regular or special meeting of such committee may be allowed. The Board shall have power in its discretion to contract for and to pay to any member of an advisory committee rendering unusual or exceptional service to the Foundation special compensation appropriate to the value of such services.

Section 8. **Vacancies.** Vacancies caused by resignation, death or removal of a director and newly created directorships resulting from any increase in the authorized number of directors may be filled by the affirmative vote of a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election of directors and until their successor are duly elected and qualified or until their death, resignation or removal.
Section 9. **Removal of Directors.** At a meeting of the Board of Directors called expressly for that purpose, any director may be removed, with or without cause, by the affirmative vote of the Board of Directors.

Section 10. **Quorum and Voting.** A majority of the number of directors fixed by these Bylaws shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 11. **Director Conflicts of Interest.**

a. No transaction between the Foundation and one or more of its directors or any other corporation, firm, association or entity in which one or more of the directors are directors or officers or are financially interested shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such transaction or because his or their votes are counted for such purpose, if:

   (i) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

   (ii) The transaction is fair and reasonable as to the Foundation at the time it is authorized by the board or a committee of the Board.

b. Common interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such transaction.

Section 12. **Executive and Other Committees.**

a. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members an Executive Committee and one or more other committees each of which, to the extent provided in such resolution, shall have and may exercise all the authority of the Board of Directors, except that no committee shall have the authority to:

   (i) fill vacancies in the Board of Directors or any committee thereof;

   (ii) adopt, amend or repeal the Bylaws; or

   (iii) authorize or approve dissolution of the Foundation; except that the Board of Directors, having acted regarding general authorization of such dissolution, may authorize a committee to wind up the affairs of the Foundation, to satisfy claims of creditors and to distribute the assets in accordance with the Articles of Incorporation and with the applicable law.

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b. The Board of Directors, by resolution adopted in accordance with this section, may designate one or more directors or alternate members of any such committee, who may act in the place and stead of any absent member or members at any meeting of such committee.

Section 13. Place of Meetings. Regular and special meetings of the Board of Directors and Executive and other committees, created pursuant to Section 11 hereof, may be held within or out of the State of Florida.

Section 14. Time, Notice and Call of Meetings.

a. Written notice of the time and place of regular and special meetings of the Board of Directors shall be given to each director by either personal delivery, e-mail, telephone or facsimile at least four (4) days before the meeting or by notice mailed to the director at least seven (7) days before the meeting.

b. Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

c. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

d. A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting shall be given to the directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors.

e. Meetings of the Board of Directors may be called by the Chairman of the Board, by the President of the Foundation or by any two (2) directors.

f. Members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 15. Action Without a Meeting. Any action required to be taken at a meeting of the directors of the Foundation or any action which may be taken at a meeting of the directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, signed by all the directors or all the members of the committee, as the case
may be, is filed in the minutes of the proceedings of the Board or of the committee. Such consent shall have the same effect as a unanimous vote.

Section 16. Resignation of Directors. Any director may resign from the Board of Directors upon ten (10) days prior written notice to the President and other members of the Board of Directors. The resignation is effective upon the date specified in the written notice of resignation.

ARTICLE III
OFFICERS

Section 1. Officers. The officers of this Foundation shall consist of a President, one or more Vice-Presidents, Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors from time to time. Any two or more offices may be held by the same person. The failure to elect any of the aforesaid officers shall not affect the existence of this Foundation.

Section 2. Duties. The officers of this Foundation shall have the following duties:

a. The President shall be the chief executive officer of the Foundation, shall have the general and active management of the business and affairs of the Foundation subject to the directions of the Board of Directors and shall preside at all meetings of the Board of Directors.

b. The Vice-Presidents shall act under the direction of the President and in the absence or disability of the President shall perform the duties and exercise the powers of the President. They shall perform such other duties and have such other powers as the President or the board of directors may from time to time prescribe. The Board of Directors may designate one or more Executive Vice-Presidents or may otherwise specify the order of seniority of the Vice-Presidents. The duties and powers of the President shall descend to the Vice-Presidents in such specified order of seniority.

c. The Secretary shall have custody of and maintain all of the corporate records, except the financial records, shall record the minutes of all meetings of the Board of Directors, shall send all notices of meetings out and shall perform such other duties as may be prescribed by the Board of Directors or the President.

d. The Treasurer shall have custody of all corporate funds and financial records, shall keep full and accurate accounts of receipts and disbursements and render accounts thereof at the annual meetings of the Board of Directors and whenever else required by the Board of Directors or the President and shall perform such other duties as may be prescribed by the Board of Directors or the President.
Section 3. **Delegation of Duties.** In the case of the absence of an officer of the Foundation or for any other reason that the Board may deem sufficient, the Board may delegate for the time being the powers and duties of such officers to any other officer or officers or to any director or directors or to any other individual or individuals.

Section 4. **Removal of Officers.**

a. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Foundation will be served thereby.

b. Any vacancy, however occurring, in any office may be filled by the Board of Directors.

c. Removal, as provided in this section, shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not, in and of itself, create contract rights.

Section 5. **Salary of Officers.** Except as approved by the Board, the officers shall not receive any compensation for their services rendered as officers of the Foundation.

Section 6. **Qualification.** Officers need not be residents of this State or residents of the United States.

**ARTICLE IV**

**PROPERTY; INVESTMENTS; CONTRIBUTIONS**

Section 1. **Books and Records.**

a. The Foundation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and committees of directors.

b. Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 2. **Property.** All real or personal property received by the Foundation by bequest, devise, gift, grant or otherwise, unless otherwise specified within the terms of such bequest, devise, gift, grant, or other instrument, shall be held or disposed of by the Foundation according to such terms and conditions, not inconsistent with the objects and purposes of the Foundation, as the Board shall determine.

Section 3. **Investments.** Unless otherwise specified by the terms of a particular bequest, devise, gift, grant or other instrument, the funds of the Foundation may be invested from time to time in such manner as the Board may determine, whether or not the investments are of the character which would be required by law for similar funds if held by trustees.
Section 4. Contributions. As a supporting organization under Section 509(a)(3) of the Internal Revenue Code, the principal purpose of the activities, services, and use of the Foundation’s assets shall be provided to support, enhance and enable the Sole Member to perform and carry out its educational objectives and mission.

Section 5. Donations. All donations of any nature, unless designated for a specific purpose, shall be used for such purposes as the Board of Directors may direct; and in the absence of any direction by the Board of Directors, such may be used for the general purposes of the Foundation. Donations include bequests and devises of deceased persons. At the discretion of the Board of Directors, the Foundation may raise revenues through fund-raising activities and donations. The Board of Directors has the right to refuse any donation made or offered to the Foundation with or without cause in its sole discretion.

Section 6. All Donations Subject to these Bylaws. Donors may make donations to or for the use of the Foundation by naming or otherwise identifying the Foundation in the gift transfer instrument. Each donor by making a donation to or for the use of the Foundation accepts and agrees to all the terms of these Bylaws. Further, each donor specifically provides that any fund created as a result of such donation shall be subject to the provisions in these Bylaws relating to the presumption of donor's intent, the variance from donor's directions, for amendments and dissolution, and to all other terms of these Bylaws as amended from time to time.

Section 7. Designation of Use of Donations. The Foundation shall honor donor requests that are made from time to time, provided, however, that such requests comply with federal and state law and, in the opinion of the Board of Directors, is consistent with the purpose and mission of the Foundation. The Foundation may refuse a gift or contribution if it concludes that acceptance of such gift would jeopardize its status as a public charity under Section 501(c)(3) of the Code. If any gifts to the Foundation are received and accepted subject to a donor's conditions or restrictions as to the use of the gift or income therefrom, said conditions or restrictions will be honored, subject, however, to the authority of the Board to vary the terms of any gift if continued adherence to any condition or restriction is in the judgment of the Board unnecessary, incapable of fulfillment or inconsistent with the purposes of the Corporation. No distribution shall be made to any entity if such distribution will in the judgment of the Foundation endanger the Foundation's status as a Section 501(c)(3) charity.

Section 8. Segregation of Funds. No donation shall be required to be separately invested or held unless the donor so directs, or it is necessary in order to follow any other direction by the donor as to purpose, investment or administration, or in order to prevent tax disqualification, or is required by law. However, the Board of Directors may segregate any fund whenever convenient or useful as determined by the Board of Directors in its sole discretion. Directions for naming a fund as a memorial or otherwise may be satisfied by keeping under such name internal bookkeeping accounts reflecting appropriately the interest of such fund in each common investment.
Section 9. **Administration of Gifts.** In administering any endowment, permanent, or designated fund that, under the terms of the gift instrument, is not wholly-expendable by the Foundation on a current basis, the Foundation’s Board of Directors has adopted resolutions implementing the provisions of the Florida Uniform Prudent Management of Institutional Funds Act ("Florida UPMIFA"). Accordingly, the provisions of the Florida UPMIFA will apply to the management and administration of any gifts or funds received by the Foundation. Such policies and procedures may be amended from time to time and are incorporated herein by reference.

Section 10. **Charitable Trusts.** If a donation is made to the Foundation by means of any charitable trust or charitable trust instrument, the payments to or for the use of the Foundation shall be regarded as Foundation funds only when the Foundation becomes entitled to their use, but the Board of Directors may take such actions as it from time to time deems necessary to protect the Foundation's rights to receive such payments.

**ARTICLE V**

**PROHIBITED ACTIONS AND ACTIVITIES**

Section 1. **Dividends Prohibited.** The Board of Directors of this Foundation may not declare or pay dividends in cash or property to any director or officer, and no part of the net income of the Foundation shall otherwise be distributed to any officer or director, other private persons or for-profit corporations, for furtherance of purposes other than those set forth in the Articles of Incorporation.

Section 2. **Prohibited Activities.**

a. Except to the extent otherwise permitted by Section 501(h) (or any processor thereto), no substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence any issue or legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

b. Notwithstanding any other provision of these Bylaws, the Foundation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto) or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or any successor thereto), or (iii) by an organization which is a private foundation described in Section 509(a) of the Internal Revenue Code of 1986, as amended (or any successor thereto), including without limitation the restrictions contained in Florida Statutes Section 617.0835.
ARTICLE VI
DISSOLUTION

The Foundation may be dissolved pursuant to act of its Board of Directors, in accordance with applicable law. Upon dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation by contribution exclusively to the Sole Member or to one or more organizations which themselves are an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereof), or to the federal, state or local government for exclusive public purposes.

ARTICLE VII
AMENDMENT

These Bylaws may be repealed, altered or amended and new Bylaws may be adopted only by the Board of Directors.

ARTICLE VIII
INDEMNIFICATION

Section 1. General Indemnification. Except as provided in Florida Statutes Section 617.0834, the Foundation shall indemnify against liability, and advance expenses to the fullest extent authorized or permitted by the provisions at Section 607.0850 of the Florida Statutes (or any amendment or successor provision thereof or any other statutory provisions authorizing or permitting such indemnification or advancement of expenses which is hereafter adopted) any person, and his heirs, executors, administrators and legal representatives, who is or was a party to any proceeding by reason of the fact that such person is or was a director, officer, employee or agent of the Foundation or is or was serving as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise at the request of the Foundation. Persons who are so entitled to be indemnified shall be paid their expenses in advance of a final disposition of the proceeding to the maximum extent authorized or permitted by the provisions of Section 607.0850(6) of Florida Statutes any amended or successor section.

CERTIFICATION OF OFFICER

The undersigned officer of AMSKILLS APPRENTICESHIP FOUNDATION, INC. (the “Foundation”) hereby certifies that the Bylaws of the Foundation attached hereto were adopted by the Board of Directors of the Foundation effective as of the ___ day of April, 2017.
Item VI.
German American Chamber of Commerce IHK Certification

Categories

Organisation of Vocational Training Activities abroad
Introduction

Qualification and retention of professionals are of growing importance worldwide. Against this background the interest in the German system of dual vocational education training (VET) is increasing. It guarantees a high degree of employability by ensuring that qualifications meet industries’ needs. German companies abroad for a long time train apprentices according to the German model, yet more and more governments show interest as well. Especially with regard to German companies abroad, it is a main objective of the German Chambers of Commerce and Industry (CCI) to ensure that quality standards are met world over. Therefore in October 2012, the general meeting of the Association of German Chambers of Commerce and Industry (DIHK) passed a concept paper and action plan for the years 2013-2016. The present document refers to the concept, extends it and specifies the quality standards of vocational training activities in the entire chamber organization abroad.

In Germany, the German Vocational Training Act ensures the quality of Vocational Training/Further Education. It’s focusing on holistic professional qualifications and competence profiles. In consequence of entirely different conditions in other countries the German system cannot simply be applied. Hence, the German Chambers Abroad (AHKs), the CCIs and the DIHK focus on implementing key elements of the German system of Dual Vocational Education and Training that can be sustained despite necessary adjustments to regional and cultural particularities.
To meet local requirements and industry demand in VET abroad, three product categories have been defined:

- **Product category A:** German VET / Further Education abroad
  IGCC services of product category A by and large meet the quality standards for VET as determined by the German Vocational Training Act and the German training and examination regulations with regard to systemic standards and contents of VET. They are only marginally adjusted to reflect local particularities.

- **Product category B:** Local dual Vocational Training / Further Training based on the German model
  IGCC services of product category B is vocational training modelled on the German system flexibly adjusted to local particularities.

- **Product category C:** Local dual vocational training
  IGCC services of product category C are labour-market oriented professional qualifications with a dual character. That includes for example partial qualifications, practical trainings, certified workshops and similar matters. The IGCC is involved as a cooperation partner to third parties. This involvement focuses on inclusion of companies and certain aspects of the German vocational training system.

Hereafter the minimum standards for each product category are specified. They are the basis of the corresponding Vocational Training products of the IGCC. That ensures a high recognition value of services of German Chambers worldwide and, at the same time, provides for adjustments to local characteristics. The respective certificates reflect the systemic standards as well as the content of VET. AHKs, CCIs and DIHK together promote the compliance to minimum standards and thereby the quality of German vocational training abroad.
<table>
<thead>
<tr>
<th>Standard</th>
<th>Product category A</th>
<th>Product category B</th>
<th>Product category C</th>
<th>Vocational Education</th>
<th>Further Education</th>
</tr>
</thead>
<tbody>
<tr>
<td>Steering Committee</td>
<td>The AHK forms a steering committee where representatives of companies and other relevant institutions meet on a regular basis to discuss Vocational Training related questions and to give advice to the AHK to recommend further actions. The steering committee is liable to rules of procedure.</td>
<td></td>
<td>The IGCC closely cooperates with industry representatives and other relevant stakeholders. A steering committee may be formed.</td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td>Eligibility of Training Center</td>
<td>The Training Center is suitable to carry out vocational training. The spatial conditions and the equipment must be suitable to educate the apprentices according to the occupational profile. (OK EAMSKILL)</td>
<td></td>
<td></td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>Aptitude of Trainers</td>
<td>Trainers are professionally and personally appropriate. The qualification includes professional and pedagogical knowledge, skills and abilities adequate to the occupational profile. Trainers have to pass the examination according to the “AdA International” (A German ToT qualification)</td>
<td></td>
<td>Trainers are professionally and personally appropriate. They are trained to be trainers and experienced in their field of expertise.</td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>Consulting/ support of companies by IGCC</td>
<td>The IGCC consults and supports the companies in all aspects concerning the vocational training. The DIHK supports the IGCC.</td>
<td></td>
<td></td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td>Standard</td>
<td>Product category A</td>
<td>Product category C</td>
<td>Vocational Education</td>
<td>Further Education</td>
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<tr>
<td>Registration of participants by IGCC</td>
<td>The IGCC registers the contracts between apprentice and company. It accompanies the apprenticeship.</td>
<td>The IGCC registers training companies and apprentices</td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Content and duration</td>
<td>The training period is equal to the training period determined in the German training regulations. Shortening the training duration in accordance with the German vocational training act. Practical and theoretical training is necessary in order to gain a profound vocational competence. Core contents of the German occupational profile have to be imparted. The core contents of further training courses have to comply with the German further training profile. Marginal adjustments to reflect local particularities are permitted in both cases.</td>
<td>The training duration has to be two years at least if the vocational training is based on a three years German Curriculum. From case to case shorter durations are possible. Theoretical and practical training is necessary in order to gain a profound vocational competence. Core competencies of the German occupational profile (at least 50%) must be imparted. The core contents (at least 50%) of further training courses have to comply with the German further training profile. Flexible adjustments to reflect local particularities are permitted. Local curricula can be used as a basis and adapted in consent with the steering committee.</td>
<td></td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td>Standard</td>
<td>Product category A</td>
<td>Product category B</td>
<td>Product category C</td>
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<td></td>
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<tr>
<td>Duality</td>
<td>Knowledge and skills have to be taught in companies and vocational schools or similar institutes. The duration of practical training has to be at least 70 % of the entire training period. Practical training may include training conducted at training workshops. The training is structured (time and subject wise) in accordance with the German Ordinance on Vocational Education and Training. Curriculum and syllabus are synchronized.</td>
<td>Knowledge and skills have to be taught in companies and vocational schools or similar institutes. The duration of practical training has to be at least 50 % of the entire training period. Practical training may include training conducted at training workshops. The training is structured (time and subject wise) in accordance with the German Ordinance on Vocational Education and Training. Curriculum and syllabus are synchronized.</td>
<td>Vocational qualifications are imparted in a work-based manner. Practical training may include training conducted at training workshops.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Documentation of training</td>
<td>Apprentices and companies record the achievement of milestones to ensure core contents have been imparted.</td>
<td></td>
<td></td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>Standard</td>
<td>Product category A</td>
<td>Product category B</td>
<td>Product category C</td>
<td>Vocational Education</td>
<td>Further Education</td>
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</tr>
<tr>
<td>Examination Committee with at least three independent examiner</td>
<td>The examination committee has at least three members from companies, vocational training institutes or other training institutes (including training workshops). The IGCC ensures that the examiners are independent and competent in the assessing the apprentices. Examinations are conducted in the national language. Examination by training staff must be avoided and is only permissible under extraordinary circumstances.</td>
<td>The examination committee has at least three members from companies, vocational training institutes or other training institutes (including training workshops). The IGCC ensures that the examiners are independent and competent in the assessing the apprentices. Examinations are conducted in the national language.</td>
<td></td>
<td>X</td>
<td>X</td>
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CAN BABY EXAMS?
<table>
<thead>
<tr>
<th>Standard</th>
<th>Product category A</th>
<th>Product category B</th>
<th>Product category C</th>
<th>Vocational Education</th>
<th>Further Education</th>
</tr>
</thead>
<tbody>
<tr>
<td>Examination organization by IGCC</td>
<td>The IGCC organizes the examination. It determines the examination dates, appoints the members of the examination committee, invites for the examinations and provides the examination papers complying to non-disclosure obligations and usually in the local language. The IGCC as well issues the certificates. Details will be specified in the IGCC examinations rules.</td>
<td>The IGCC organizes the examination. It determines the examination dates, appoints the members of the examination committee, invites for the examinations and provides the examination papers (or ensures that the examination committee compiles examination papers accordingly) complying to non-disclosure obligations and usually in the local language. The IGCC as well issues the certificates. Details will be specified in the IGCC examinations rules.</td>
<td></td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td>Preparation of the examiners</td>
<td>The examiner has to be trained. The central principles of the training are general and industry specific assessment methods. The IGCC ensures that examiners can competently and independently assess apprentices. The IGCC registers the examiners.</td>
<td></td>
<td></td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td>Standard</td>
<td>Product category A</td>
<td>Product category B</td>
<td>Product category C</td>
<td>Vocational Education</td>
<td>Further Education</td>
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</tr>
<tr>
<td>Examination papers, secrecy</td>
<td>Examination papers are compiled by the IGCC in such a way that they can be used across companies. Oral and practical exams are prepared by the examination committee based on a quality guideline provided by DIHK. The IGCC obtains the examination papers from the German CCI institutions which are in charge for centrally compiling the examination papers. If needed the examination papers will be translated. Confidentiality is to be ensured at any stage.</td>
<td>Examination papers are compiled by the examination committee based on a quality guideline provided by DIHK. The IGCC may obtain the examination papers (complete or parts thereof) from the German CCI institutions which are in charge for centrally compiling the examination papers. Confidentiality is to be ensured at any stage.</td>
<td>Vocational Education</td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td>Examination Procedure</td>
<td>The students have to prove their knowledge and skills in a holistic written and oral/practical examination. An intermediate examination must be conducted if there is a respective provision in the German Training Regulation.</td>
<td>The students have to prove their knowledge and skills in a holistic written and oral/practical examination. An intermediate examination can be conducted if there is a respective provision in the German Training Regulation.</td>
<td>Vocational Education</td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td>Standard</td>
<td>Product category A</td>
<td>Product category B</td>
<td>Product category C</td>
<td>Vocational Education</td>
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</tbody>
</table>
| Certificates      | After the apprentices passed the exams successfully the IGCC issues a certificate with the IGCC logo at the top left and the DIHK logo at the top right signed by the director general of the IGCC, the director general of the DIHK and the chairperson of the examination committee. The certificate is bilingual (German and local language). The certificate will be titled „Zertifikat – Deutsche duale Berufsbildung“ and will carry the description of the trade according to the German ordinance. The minimum criteria will be mentioned:  
- Core and professional qualifications according to the German ordinance | After the apprentices passed the exams successfully the IGCC issues a certificate with the IGCC logo at the top left and the DIHK logo at the top right signed by the director general of the IGCC and the chairperson of the examination committee. The certificate is bilingual (German and the local language). The certificate will be titled „Zertifikat – Deutsche duale Berufsbildung – für Indien“ and will carry the description of the trade according to the German ordinance adjusted to local particularities. The minimum criteria will be mentioned:  
- Core and professional qualifications according to the German ordinance | After the apprentices passed the exams successfully the IGCC issues a certificate with the IGCC logo at the top left signed by the director general of the IGCC. The certificate will be titled „Zertifikat – Duale Qualifizierung“ and includes a description of the qualification. The minimum criteria will be mentioned:  
- Training duration at least six weeks  
- Relevant work-based qualification including practical training in companies  
- Independent assessment (if applicable)  

In addition the certificate will carry a remark that an exam was passed successfully. | X | X |
There are two delegations planned to participate in the upcoming Switzerland/Germany Apprenticeship Education and Economic Development tour. Delegation #1 (D1) is the primary AmSkills Delegation, which will be visiting various apprentice technical training schools and companies to see first hand how the Apprenticeship model works in Europe. Delegation #2 (D2) will be attending a portion of the AmSkills Delegation Tour, however they will be leaving by Tuesday to attend the Tampa Bay Export Alliance in Frankfurt, Germany as part of economic development activities. The following is the tentative list of all Delegates.

<table>
<thead>
<tr>
<th>Delegation Team</th>
<th>AmSkills Delegates</th>
</tr>
</thead>
<tbody>
<tr>
<td>D1</td>
<td>Thomas A. Mudano, AmSkills Executive Director + 1 Guest ................................................................. Confirmed</td>
</tr>
<tr>
<td>D1</td>
<td>Trevor Carlton, AmSkills Assistant Director (Switzerland Only) ........................................................ Confirmed</td>
</tr>
<tr>
<td>D1</td>
<td>Peter Buczynsky, President, PharmaWorks, Inc. &amp; AmSkills Board Chairperson (Switzerland Only) ........ Confirmed</td>
</tr>
<tr>
<td>D1</td>
<td>Ronald Meier, President ......................................................... Confirmed</td>
</tr>
<tr>
<td>D1</td>
<td>Tammy Brinker, CEO - Hernando County Education Foundation ................................................................. Confirmed</td>
</tr>
<tr>
<td>D1</td>
<td>John Stratton, Director of Academic Services – Hernando County Schools ............................................ Confirmed</td>
</tr>
<tr>
<td>D1</td>
<td>Valerie Pianta, Economic Development Manager - Hernando County ....................................................... Confirmed</td>
</tr>
<tr>
<td>D1</td>
<td>Beat Kahli, President/CEO – Avalon Park Group......................................................................................... Tentative</td>
</tr>
<tr>
<td>D2</td>
<td>Kathryn Starkey, Commissioner - Pasco County &amp; AmSkills Board Member ............................................... Confirmed</td>
</tr>
<tr>
<td>D2</td>
<td>Bill Cronin, Pasco County Economic Development CEO ........................................................................ Confirmed</td>
</tr>
<tr>
<td>D2</td>
<td>Devon Barnett, Pasco County Economic Development Manager ................................................................ Confirmed</td>
</tr>
<tr>
<td>D2</td>
<td>Brent Barkway, Pinellas County Economic Development Business Development ..................................... Confirmed</td>
</tr>
</tbody>
</table>

**Brief Summary**

The following is a preliminary schedule and specific details are listed on the next page.

Friday, May 12............................................................................................................. Depart Tampa Florida to Zurich, Switzerland
Saturday, May 13 ................................................................. Zurich and Bern, Switzerland
Sunday, May 14 ................................................................. Bern, Switzerland
Monday, May 15 ................................................................. Bern and Zürich, Switzerland
Tuesday, May 16 ................................................................. Zürich, Switzerland & Stuttgart, Germany
Wednesday, May 17 ................................................................. Stuttgart, Germany
Thursday, May 18 ................................................................. Stuttgart, Germany & Zürich, Switzerland
Friday, May 19................................................................. Depart Zürich, Switzerland
Saturday May 13
Various Times
Arrive @ Zürich-Kloten Airport ................................................................. Zürich, Switzerland
Travel to Hotel & Dinner on Your Own ....................................................... Bern, Switzerland

Sunday May 14
11:00am – 2pm
Tour of Bern & Surrounding Area (Informal & Voluntary) ................. Bern, Switzerland
5:30pm
Mission Briefings, Introductions Followed by Dinner (Casual) .............. Hotel Lobby

Monday May 15
8:00am
Depart from Hotel Lobby
9:00am
Tour of Technical School - Technische Fachschule ......................... Lorrainestrasse, Switzerland
11:00am
Delegation 1: Company Tour & Lunch TBD
Delegation 2: U.S. Embassy – Tampa Bay Presentation to Select USA Companies .......... Bern, Switzerland
2:00pm
Depart to Aarburg
3:00pm
Tour/Presentation at Franke Artemis Group Technical Workforce .......... Aarburg, Switzerland
7:00pm
Dinner/Review Next Day’s Schedule .................................................... Zürich, Switzerland

Tuesday May 16
8:00am
Depart for ABB-Apprenticeship Center .................................................. Hotel Lobby
8:30am
Tour of ABB-Apprenticeship Center / Depart @ 10:45am ....................... Zürich, Switzerland
11:30am
Mettler Toledo Lunch & Tour
2:00pm
D1 Belimo Tour
D2 Depart to Frankfurt for Tampa Bay Export Alliance
3:30pm
D1 Depart to Stuttgart, Germany ......................................................... Stuttgart, Germany

Wednesday May 17
8:30am
Depart from Hotel Lobby
9:00am
Technical Academy Esslingen (TAE) ...................................................... Stuttgart, Germany
10:30am
Depart for Festo
11:00am
Tour of Festo and Lunch ...................................................................... Esslingen, Germany
1:30pm
Depart to Trumpf
2:00pm
Tour/Presentation Trumpf .................................................................. Ditzingen, Germany
6:00pm
Dinner & Walking Tour (Optional) ....................................................... Stuttgart, Germany

Thursday May 18
8:15am
Depart from Hotel Lobby ..................................................................... Stuttgart, Germany
9:00am
MTAE School
10:30am
Eberspächer
2:30pm
Bosch Tour
4:30pm
Return to Zürich
7:30pm
Closing Dinner & Discuss Lessons Learned ........................................... Zürich, Switzerland

Friday May 19
Varies
Depart @ Zürich-Kloten Airport (Based on Individual Flights) .............. Zürich, Switzerland
EXECUTIVE DIRECTOR ACCOMPLISHMENTS
AND FEEDBACK REPORT

PURPOSE

The purpose of this review is to provide the ICTC Governing Board and the Executive Director an
opportunity to review accomplishments to date, to promote communication, to provide useful feedback
about job performance, to facilitate better working relationships, to provide an historical record of
performance, and to contribute to professional development. Additionally, the governing board may
make their views known about additional data which may be provided which would be useful for future
reviews.

This is an annual review by the Governing Board of the Executive Director held to provide constructive
feedback, to give the Executive Director information about work performance and, if needed, to allow
appropriate time to make corrections in performance and/or behavior. Regular feedback provided
throughout the year avoids “blindsiding” the Executive Director at evaluation time with an unsatisfactory
review. Since Florida’s Sunshine Law would prevent board members from sharing their views in private
meetings with one another, it also provides the Governing Board an opportunity to hear one another’s
perspective on the Executive Director’s accomplishments, performance, and behavior in public
meetings throughout the year and to expand each board member’s perspective of the Executive
Director’s performance. By sharing the diverse viewpoints of the board, it allows for board members to
present information to one another which may broaden and enrich the experience for the Board and for
the Executive Director.

The Executive Committee shall conduct a Formal Evaluation of the Executive Director’s performance
utilizing Board Member feedback from this report, in January 2017, just prior to his one-year
anniversary as Executive Director. Ideally, quarterly reviews for information and feedback purposes are
recommended throughout the year.

Directions: Review the information provided below and make notes on your viewpoint or
your questions under each area and forward to the Executive Committee.
EXECUTIVE DIRECTOR’S ESSENTIAL RESPONSIBILITIES:

1. Prepares and presents operating procedures, protocols, controls of functional activities and services delivery among ICTC partners for approval by the Board. Administers/implements those procedures and policies under the supervision of the Board.

ACCOMPLISHMENTS:

a) Pre-Apprentice Program & Curriculum: When I was appointed as Executive Director in February 2016, our first priority was to develop the Pre-Apprenticeship curriculum (ages 15-18), because the program was not clear to our stakeholders. Our team worked to create a well-defined program that introduces our Pre-Apprentices to each of the jobs we are registered; provides 80% hands-on skills training; and clearly communicates the path.

b) Adult Programs – We are in process of establishing adult programs beginning in 2017 utilizing the Pre-Apprenticeship curriculum and compressing it into a day program for 25 hours per week for 16 weeks and evening programs.

c) Registered Veterans Training Center – Completed application and received official recognition by the Florida Department of Veteran Affairs, which will allow AmSkills to provide training to veterans and receive funding.

d) Career Source Training Center: Finalizing paperwork to become registered as an official Career Source Training Center, which will allow us to secure funding for our Students, AmSkills and Manufacturers.

e) Coordinated (2) ICTC Board Meetings, (1) Worksession and (1) Finance Committee Meetings.

f) Drafted Finance Processes and Procedures for the organization after previously (FY15) setting up all financial reporting, tracking and budget monitoring in QuickBooks.

g) Facility Utilization: AmSkills has primarily focused on starting up the high school Pre-Apprenticeship Program since we began our first group of students in September, 2015 and currently only utilizes a small portion of each facility during the week. Year 1 Pre-Apprentices are training 9 hours per week and Year 2 are training at the facility 6 hours per week totaling 15 hours per week (17% Facility Usage). This leaves 77% potential facility availability to add new programs. In addition, all facilities (except Dixie Hollins) have four distinct areas (Classroom/Mechatronics, Basic Workbenches, Manual Equipment, Advanced Machinery) that would allow for multi-program usage, increasing the potential facility usage to 360 hours per week. We are in the process of creating an annual program schedule to better utilize the facility and generate revenues.

h) Dual Enrollment: Conducted meetings with school officials to begin development of creating an AmSkills Dual Enrollment program with an estimated start date of Fall, 2017. This will enable AmSkills to conduct training during the normal school hours and potentially reduce AmSkills costs for instructors.

BOARD MEMBER COMMENTS AND QUESTIONS

____________________________________________________________________________________________
____________________________________________________________________________________________
____________________________________________________________________________________________
2. Develops the annual operating plan, annual budget and capital budget for the organization for approval by the Board. Manage and execute the plans.

ACCOMPLISHMENTS:

a) At the conclusion of FY14/15, the budget was over spent by $98k (as a result of previous Executive Director) creating a shortfall for the FY15/16 budget. During FY15/16 we took an extremely conservative approach to spending by curbing expenses in order to make up the deficit by working with (2) less full-time staff than the previous year. We ended the fiscal year with $65k in the bank.

b) In February 2016 we learned that our QuickBooks file was infected with a virus. It was determined that the file had been infected several months earlier but went undetected, however we were able to remove the virus and restore all files; however this took several months to resolve. We have now implemented a monthly virus scan to prevent this from occurring in the future.

c) Closed East Lake High School Location in order to reduce expenses in Pinellas County and successfully relocated students to PTC-Clearwater.

d) Prepared Grant Request for $300,000 from the Florida Department of Education and submitted Budget Request for 216/17. Learned our request was being considered for Veto by Governor Scott and contacted local manufacturers who provided (8) support letters, resulting in our budget request being approved by Governor Scott. Completed all 1st Quarter Deliverables and received initial funding payment on $75,000 in October 2016.

e) Prepared 2016/17 Balanced Budget; presented to Executive/Finance Committee & received approval. Final approval by Board at next Board Meeting.

<table>
<thead>
<tr>
<th>ICTC Governing Board FY16/17 Budget</th>
<th>Updated 10/11/16</th>
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</thead>
<tbody>
<tr>
<td><strong>Total ICTC Governing Board Budget Summary</strong></td>
<td></td>
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<tr>
<td><strong>Submitted October 31, 2016 - 5 p.m.</strong></td>
<td></td>
</tr>
<tr>
<td><strong>Total Income</strong></td>
<td><strong>Total Expenses</strong></td>
</tr>
<tr>
<td>Revenue from Generating Activities</td>
<td>Revenue from Generating Activities</td>
</tr>
<tr>
<td>Service Charges</td>
<td>Service Charges</td>
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<tr>
<td>Total Income</td>
<td>Total Expenses</td>
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<td>$5,000,000</td>
<td>$4,000,000</td>
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**Per County Budget Summary**

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<tr>
<th><strong>Per County Budget Summary</strong></th>
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</thead>
<tbody>
<tr>
<td><strong>Total Income</strong></td>
<td><strong>Total Expenses</strong></td>
<td><strong>NET Income (Expenditures)</strong></td>
</tr>
<tr>
<td>Revenue from Generating Activities</td>
<td>Revenue from Generating Activities</td>
<td>Revenue from Generating Activities</td>
</tr>
<tr>
<td>Service Charges</td>
<td>Service Charges</td>
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</tr>
<tr>
<td>Total Income</td>
<td>Total Expenses</td>
<td>NET Income (Expenditures)</td>
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<tr>
<td>$5,000,000</td>
<td>$4,000,000</td>
<td>$1,000,000</td>
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</table>

**COMMENTS AND QUESTIONS**
3. Oversees budgeting, financial controls, financial audit, tax filings, and maintenance of correct and complete records required for the sustainable operation of the ICTC under all federal, state, local rules and regulations, contractual requirements and funding agreements.

ACCOMPLISHMENTS:

a) AmSkills has a lease with Hernando County to rent the building at a cost of $28,800 per year. In February, I met with the Hernando County and successfully sub-leased 50% of the building, however lease revenue pays 100% AmSkills total cost and will save AmSkills $72,000+/-.

b) Identified excess spending for legal fees and in March completed an RFP to hire new attorney with experience in both government and non-profit organizations. Executed a contract and hired Bush Ross which we have found to be easier to work with and successfully reduced our legal fees 81% since March, 2016 to an average of $367 per month vs. $1,714 previously.

c) Wrote RFP, secured Auditor and negotiated $5k reduction of fees

d) Completed Audit with minimal findings & successfully executed corrections

e) Negotiated with Brighthouse Networks for Marchman location (Pasco County) to install internet and saving AmSkills $10,000 installation fee

f) Secured donations ($1,000) to purchase shirts for Pre-Apprentices to wear when on manufacturing tours, marketing events and interviews

g) Secured $3,000 donations for the AmSkills Marie Pizzino Apprentice of the Year Scholarship Fund

h) Met with Accountant, contacted legal counsel and confirmed that ICTC Governing Board is exempt from filing Tax Documents since we are designated "government entity". Legal council response found an IRS reference guide and stated, "it would appear from this document that the ICTC Governing Board, as a public agency and instrumentality of the three counties that created the entity, is exempt from federal income taxation."

i) Researched "Special District" Options and Presented to Board for future consideration. During our upcoming December Retreat, additional information will be presented for a decision to be made by the Board.

j) Change in Accountant: Trevor and I have been unsatisfied with our Accountant because they repeatedly provided late financial reports and we had customer service issues. We completed an RFP to secure new Accounting Services from other reputable professionals (PDR Accounting and Kanter & Associates) and have hired Kanter & Associates effective October 1st, 2016. Our monthly costs were $150 per month and Kanter’s fees initially requested a higher monthly fee, however I negotiated with them to pay the same amount, a reduction of $100 per month in their normal fees. Our official reports will be issued quarterly rather than monthly, and Kanter & Associates will provide monthly reconciliations and monitoring.

COMMENTS AND QUESTIONS

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____________________________________________________________________________________________

____________________________________________________________________________________________
4. Establishes and maintains German IHK and US industry certifications with partner school districts, Florida Department of Education, Florida Department of Labor and Career Source Florida.

ACCOMPLISHMENTS:

a) Officially secured “Registered Apprenticeship Program” certification for four positions by the Florida Department of Education. Our program is the only registered apprenticeship program in the State of Florida for these positions.

b) Applied for and Received Approval from Florida Department of Veteran Affairs as an officially registered Veterans Training Center. This will allow AmSkills to provide training and Apprenticeship Programs to our Veterans; and potentially receive funding for providing such services as well as grant opportunities.

c) Attended the Florida Chamber of Commerce, Learners to Earners Conference in Orlando Florida

d) Attended numerous German American Chamber of Commerce meetings and events

e) Career Source – Conducted Meetings with Jerome Salantino, President of Pasco/Hernando Career Source and Ed Peachey, President of Tampa Bay Career Source to establish partnerships and create a pathway for AmSkills to receive funding. In progress of completing final paperwork for AmSkills to become an official Career Source Training Center and potentially receive funding for providing services

f) Became a member of the Pasco Economic Development Council International Committee. Attend bi-monthly meetings.

g) Became a Board Member of the Upper Tampa Bay Manufacturing Assoc. and member of the Hernando Chamber of Commerce Member and

h) Hosted Norma Henning, Honorary German Council & Annette Klein, the new German Consul General of Florida in September, giving a tour and presentation about AmSkills at our Pinellas Technical College, Clearwater location

i) Conducted meetings with a local business with significant training experience with Apprentices in Switzerland. They are connected with the Swiss Embassy and have offered to assist in coordinating a trip to Germany and Switzerland in 2017; as well as potentially creating an Apprentice Exchange program in the future

COMMENTS AND QUESTIONS

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____________________________________________________________________________________________

____________________________________________________________________________________________

Tom Mudano, AmSkills Executive Director
Annette Klein, German Consul General for Florida
&
Norma Henning, Honorary Consul for Florida

PTC Clearwater / September 2016
5. Develops a comprehensive marketing and public relations campaign and communication strategy that incorporates student and industry recruitment strategies and capitalizes on social media and media releases.

ACCOMPLISHMENTS:

a) We kicked off our Pre-Apprenticeship Program marketing and recruitment in March thru May, followed by completion of the Student/Parent Open House and Production Workshops in each County. Most of dates and events were established the prior year, however we learned that our school recruitment efforts should have been moved earlier in the year so that we didn’t conflict with school testing. We believe this affected our recruiting efforts. We intend to move all recruiting efforts in the schools to the Fall & Winter months beginning in September with school presentations, followed in October with Manufacturing Day tours/events and November celebrating National Apprentice Week. We are looking to implement short camps during the school winter and spring breaks beginning in 2017.

b) Planned & executed successful visit from Senator Marco Rubio at Pinellas Technical College. PR included newspaper articles and television. Also coordinated a visit from Governor Scott, however event cancelled at last minute by the Governors office due to Zika. New date has not been set, but will work to create a new date in 2017.

c) Secured jobs for ten (10) Pre-Apprentices who have completed the Year-1 Pre-Apprenticeship program. Most are over 18.

d) Made Presentations to numerous County Commissioners in Pasco, Pinellas & Hernando Counties and secured Marketing opportunities to utilize County Marketing Channels (Library, Parks & Recreation, Employee Newsletters, Television, Utility Bill Inserts) for future PR.

e) Conducted presentations with Pinellas County Commissioners (Eggers, Long, Seel) and Pinellas County Administrator, Bob Woodard; Assistant County Administrator; Mike Meidel, E.D.; and Workforce Manager to establish a summer internship program and to review AmSkills future plan. Received thank you letter from Bob Woodard in which he said “Tom, Thank you for taking the time to meet with me last week. I appreciated learning more about the new direction for AmSkills. It appears to be a better direction; that’s due to the leadership from you and Trevor & others.”

f) Conducted First Annual Guidance Counselor Events in Pasco & Hernando; and scheduled Pinellas to recruit their assistance in making referrals to AmSkills.

g) Approximately one month prior to Manufacturing Day (October 7th) AmSkills was asked to take over the lead of all events in Pasco & Hernando Counties. This resulted in AmSkills being named as a major sponsor of the event with top billing on all student t-shirts and marketing materials. The 2016 Manufacturing Day celebrations included more than 660 middle and high school students touring 21 area manufacturers in Pasco & Hernando County. This year we also included 10 students from the Eckerd Youth Program and 25 students from Home Circle of Hernando.

h) Participated in Upper Tampa Bay Manufacturers Association Annual Awards Banquet. Presented an AmSkills video presentation and announced the first annual AmSkills Marie Pizzino Apprentice of the Year Award & Scholarship.

i) Created the criteria for the AmSkills Marie Pizzino Apprentice of the Year Award and secured $1,000 donation that will be provided to the Award winner college (PHSC). In progress of completing MOU’s with PHSC & SPC to establish scholarship funds.

COMMENTS AND QUESTIONS
6. Designs and maintains an optimal staffing structure and resource allocation to support the ICTC mission and goals.

ACCOMPLISHMENTS:

1. Previous to February 2016 all persons working for the organization were considered 1099 sub-contractors, however this put the organization at risk for workers compensation fines, therefore after completing a bid process, ADP was selected and all staff were converted to employees effective February 2016. Approximately, two weeks after making the transition, the Florida Department of Labor made a surprise visit, but since we were in compliance, we were not closed down and did not receive any fines, which could have exceeded $100,000.

2. Drafted the Mission Statement and secured Board approval

3. Wrote Goals based on Mission Statement

4. Created Organizational Chart; revised all job descriptions and hired appropriate staff within approved budget. Staff includes one District Manager (previously called Site Coordinator) for Pasco & Hernando (Jady Vargas) and a designated Operations Director & District Manager for Pinellas County (Chris Halter) whose responsibilities include manufacturer and student recruitment in each county; supervision of multiple training centers operations; management & scheduling of instructors, marketing within their districts; preparing study epts for interviews; coordinating student placements; overseeing onboarding of Apprentices and on-going communications with manufacturers and student coaching. Trevor Charlton has been designated as Finance & Project Manager responsible for ICTC financial operations as well as ensuring the Florida Department of Education grant deliverables are completed & submitted on time. We have recently hired a new part-time Administrative Assistant (Melinda Praproski) and Pamela Skyrme PhD, as Student & Organizational Development (utilizing FDOE funds) to develop student assessments (FDOE deliverable). Total full-time staff is 3, all others are part-time.

5. Provided First Aid Certification training by the American Heart Association to all staff to insure they are trained to address potential first aid incidents.

COMMENTS AND QUESTIONS
7. Oversees the development and analysis of metrics that track progress towards ICTC goals and manufacturing and educational needs, and make adjustments to programs and staffing in response to data.

ACCOMPLISHMENTS:

a) Improved Registration System including tracking systems of students to track time, attendance, evaluations, certifications achieved, etc. We are in the process of implementing a time clock at each facility to model work environments

b) Implemented a web-based Customer Relationship Management System to track all communications with manufacturers and potential donors

c) Supervised Curriculum Development for Pre-Apprenticeship and Adult Technical Foundations Program.

d) Currently planning Adult Programs with the intent to start in 2017

e) Created the AmSkills Apprenticeship & Semi-Skilled Placement Services Plan, which will successfully place students with local manufacturers once students are 18 (for Pre-Apprenticeship Program) and adults (after completion of Technical Foundations Program).

f) Pre-Apprenticeship Community Service Projects – Coordinated AmSkills first annual projects for the community. Students built toys for children, games and repaired bicycles for three community organizations.

g) Apprentice of Year Awards Celebration & Parent Luncheon: Rescheduled to December, completed this event following the community service projects for 85 parents, students, volunteers and staff.

COMMENTS AND QUESTIONS
8. Oversees the design and implementation of a strategic employer development and internship plan, traveling as necessary to build important relationships, and capitalizing on existing relationships in the Southeast Region, the State, and the Tampa Bay area.

ACCOMPLISHMENTS:

a) Implemented paid Internship program for (8) Pasco County students during the summer with Pasco County in the Utilities, Public Works and Stormwater Treatment Divisions; met with Pinellas County & scheduling meeting in Hernando to start program in 2017

b) Secured outside funding source for (3) Manufacturers to receive $1,500 each to pay the probationary salary for 2016 and additional interns in 2017.

c) Panelist in a Roundtable Panel along with Peter Buczynsky for the North Carolina Apprenticeship Alliance in November, discussing the challenges and benefits of Apprenticeship Programs. Received a significant amount of interest and numerous positive comments about our program and Funding Model

d) Identified that a key problem that prevents manufacturers from sponsoring Apprentices is the fact that they don’t have an internal on-boarding program or system in place to train young apprentices. In an effort to overcome this, AmSkills will assist the company in creating an on-boarding program; train their staff to be mentors and then coordinate a “dual-coaching” method to ensure the success of the student.

COMMENTS AND QUESTIONS

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9. Develops relationships with external workforce development entities and industry representatives to address current and emerging workforce education needs within the Tampa Bay area.

ACCOMPLISHMENTS:

a) Conducted Meetings with Pasco/Hernando Career Source, Upper Tampa Bay Manufacturing Association (Became Member of Board), Hernando County Education Foundation, Pinellas County Schools (Mark Hunt, PTC-Clearwater, PTC-St. Petersburg)

b) Met with Dr. Lin Woodard & Dan Decoursey of Florida Apprenticeship Program

c) Meetings with City of St. Petersburg Mayor, Urban Development and Police Chief Halloway

d) Attended 2020 Pasco & Hernando Ford Education Summit's

Others

• Florida Chamber of Commerce – Learners to Earners Summit, Pinellas Ex-Offender Re-Entry Program, West Pasco Boys & Girls Club, North Carolina Apprenticeship Alliance Conference, UTBMA @ St. Petersburg Science Center, Manatee Technical College, US Water Corp, State of Manufacturing 2016 @ Tampa Port

COMMENTS AND QUESTIONS

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10. Develops relationships with various legislative, regional partnerships, and funding entities to support and promote the mission and goals of the ICTC, including advocacy for legislative changes necessary for future growth of advanced manufacturing industry certifications and apprenticeship programs in Tampa Bay and Florida.

ACCOMPLISHMENTS:

a) Participated in the 2nd Annual National Apprenticeship Week Roundtable with the U.S. Department of Labor, Thomas E. Perez at the German Embassy in Washington DC on November 17. Other panelists included Peter Wittig, Ambassador of the Federal Republic of Germany to the United States; Peter Robinson, Council for International Business; Eric Spiegel, CEO Siemens Corporation and Sean McGarvey, President of North American Building Trades Union.

b) Conducted meetings with Career Source, Upper Tampa Bay Education Foundation and Hernando County Education Foundation.

c) In discussions with the "H" Foundation to provide on-going funding to AmSkills beginning in 2020

COMMENTS AND QUESTIONS

11. Monitors all rules, regulations, and trends relative to the funding and development of the programs offered by the ICTC. Serves as liaison among various public, private and non-profit entities.

ACCOMPLISHMENTS:

a) Became member of the following Boards/Advisory Groups

- Pasco Economic Development International Committee
- Hernando County Chamber of Commerce
- Upper Tampa Bay Manufacturing Associations
- East Lake High School Engineering Advisory Council
- Upper Tampa Bay Education Foundation

COMMENTS AND QUESTIONS

12. Exercises good judgment and due diligence with care when performing duties and communicating on behalf of ICTC.

COMMENTS AND QUESTIONS
Dear Mr. Mudano,

I recently had the opportunity to tour your AMskills training facility located on the Marchman Technical Education Center Campus, and I wanted to express how impressed I am. As a professional consultant who specializes in industrial technology training, I have the opportunity to tour facilities and manufacturing plants across the entirety of North America, and very few of them can compare to the level of industry specific training you are providing your students.

The industrial skills shortage in this country is very real, and manufacturers routinely struggle with finding individuals with even the most basic electrical, mechanical and machining skills. In my opinion, you have done a wonderful job of not only teaching the science behind the various industrial technologies, but you bridge the gaps between knowledge and authentic skills in ways that are specific and relevant to real world tasks and responsibilities. I enjoyed seeing all of the tangible projects completed by your students, and can easily see they have a sound grasp of the skills necessary to complete them. I am quite confident any student who matriculates your program will not only be able to find good employment, but they will have the demonstrable skills necessary to do the job well, impress their employers, and thrive in their roles.

The quality of your organization was further evidenced by the detail to organization and cleanliness throughout the facility. I am confident you are providing the type of training that American industry is in dire need of. You should be very proud of the work you are doing, and I look forward to watching your program continue to grow.

Regards,

Mark Goodman

Mark Goodman
Industry Training Consultant
Amatrol, Inc.
By Tom Mudano, Executive Director

In an effort to increase communications with the ICTC Governing Board Members, Advisory Committee and others in the community, we will be publishing a monthly report to highlight the accomplishments and hurdles from the past month. I hope you find this information informative.

AmSkills 2020 Strategic Planning Session

On Thursday, December 8th, the ICTC Governing Board participated in the AmSkills 2020 Strategic Planning Session at St. Petersburg College Collaborative Lab in an effort to provide input into the future of AmSkills. Utilizing interactive smart boards, hand-held voting devices and other state-of-the-art technologies, participants were able to provide input in crafting the 2020 strategic plan and establishing priorities for the future. Jonathon Massie, a talented Business Illustrator, captured all of the information in an artistic illustration (see image on the right and see attached report).

AmSkills Exploring Dual Enrollment for High School Students

During the month of December and January, we have held several meetings with Mark Hunt, Pinellas County Schools; Dr. Austin, Hernando County Schools and Terry Aunchman, Pasco County Schools to discuss the feasibility of converting the AmSkills after school program into a Dual Enrollment program, which could be conducted during the school day. There are many challenges to implementing this by Fall 2017 because each school district is unique and operates differently. But, successful implementation of the Pre-Apprenticeship program would increase our participation because the school system will bus students to the AmSkills program in Pinellas (it has not been determined in Pasco or Hernando). In addition, the school system may cover costs of the instructors, supplies and assist with recruitment. AmSkills would have oversight of the curriculum and student placement.

We were hopeful that it could start this fall, however it may be too difficult to implement in all three counties at the same time, therefore we are considering starting a pilot program in just one county for now. We will update you next month on our progress.
Florida Department of Education Grant Update

We have been progressing with the FDOE grant and received the first $75,000 of $300,000. All deliverables for the first two quarters have been completed and paperwork has been submitted to receive the 2nd payment of $75k. Per the FDOE grant requirements, 90% of all funds must be expended prior to submitting the next payment. A few of the items received include table-top marketing displays for each County, outdoor AmSkills flags, 3-D Printer, furniture, a HAAS Mini-Mill which has been installed in Hernando and we are awaiting delivery of a HAAS Lathe. Additional deliverables we are working on include creating a marketing plan and starting adult and veteran programs, creating skills and competency tests for enrolled students and purchasing additional mechatronics equipment, electronics workbenches and tools.

2017 Tentative Board Meeting Dates

The following are the scheduled dates for 2017 (see attached calendar):

- Executive/Finance Committee (Peter Buczynsky, Derek Diaz, Lori Romano) scheduled based on availability of Members (Times & Dates may vary)
  - January 13, 2017, March 23, June 8, July 13, August 24, September 7, October 19 & November 16

- Executive Director’s Advisory Meetings – These meetings may be called to discuss specific topics (i.e. funding, manufacturer recruitment, etc.)
  - Meeting Dates to be determined based on specific needs/issues and Members invited based on expertise

- ICTC Governing Board Meetings – (All Board Members)
  - April 20th – Preliminary Budget
  - September 14 – Approval of FY17/18 Budget
  - December 8 – FY 16/17 Budget Recap

Note: We are in process of confirming dates with Board Members and a revision may be required.
You’re Invited to Tour Apprentice Programs in Germany & Switzerland

We are planning a trip to Germany and Switzerland to experience first-hand how the European Apprenticeship models work and capture ideas on how to bring their best practices to the AmSkills program. Tentative dates are May 9th to 12th in Switzerland and May 14th thru 18th in Frankfurt Germany. If you are interested in participating or learning more, please contact Tom Mudano, 727-301-1282 ext. 122.

1st Mentoring Workshop Conducted for Bic Graphics

In December 2016, Jo-Rohn Payne from East Lake High School started working at Bic Graphics as a candidate for Mechatronics Apprentice. AmSkills has implemented a Dual Coaching Program, which begins with Pamela Skyrme, PhD conducting training to Bic Graphic employees on “Being an Effective Mentor”. The program is designed to help employees learn about the AmSkills Apprenticeship Program and their role as mentors for the student. The interactive workshop covered topics such as defining the role of a mentor, how to make the mentoring relationship successful and building trust. Eight Bic Employees participated and initial feedback was very positive.

Career Edge Pays Startup Costs for AmSkills Student At Bic Graphics

If we can help overcome hurdles that prevent local manufacturers from investing in young adults, we believe it will help them to be more receptive to sponsoring AmSkills students as long-term Apprentices. One way of doing this is to provide funding sources that cover the initial investment costs of hiring.

CareerEdge is a non-profit organization that helps employers by providing small grants to offset internship costs. AmSkills successfully coordinated and secured a $1,500 grant for Bic Graphics, which will go directly towards paying the wages for Jo-Rohn during his initial probationary period. Currently this program is only available to our students in Pinellas or Hillsborough Counties, however we will be working to identify other funding sources available to other counties, or identify other potential funding sources.
Instructor Training Held in January For Start of Winter Pre-Apprenticeship Term

On Saturday, January 14th AmSkills instructors were busy at work getting ready for the Winter Term, reviewing the curriculum and participating in hands-on activities. The Year 1 and Year 2 students returned in January after a much needed Christmas break.

Adult Pilot Program Starts Monday, January 30th for Manufacturing Career Launch

AmSkills is starting our first adult program called “Manufacturing Career Launch.” The program is modeled after our existing Pre-Apprenticeship program where students will explore manufacturing, specifically in CNC Machining, Mechatronics or Industrial Maintenance. We are starting the first pilot program at our Marchman Technical College location and will be receiving continuous evaluations from students in an effort to make improvements prior to rolling it out to the other locations.

We are planning to stagger the start dates in each County to provide more opportunities for students to enroll at different times of the year. This program is targeted to help adults who are economically disadvantaged, unemployed, veterans or those just seeking a new career.

Time Clocks Installed to Help Track Training Hours & Simulate Real Work Experience

We recently installed wireless time clocks in our locations, which will be used to track the Pre-Apprentice and Apprentice hours while they are at the AmSkills Training Center. Students are issued a student number and their time is tracked in a database after clocking in and out. All information including their attendance, evaluations, emergency information and other pertinent information is stored in the database. Not only does the time clock provide us with a more accurate tracking system, but it also helps the students learn what it will be like once they start working for a new employer.
Marketing Highlights

Christopher Baker, PharmaWorks Apprentice & Tom Mudano on CW 44’s Bayside Show

Recently AmSkills was featured on the 30-Minute “Bayside” television show on CW 44. Chris Baker, a current Apprentice at PharmaWorks joined Tom Mudano answering questions from the host Sheli Sanders. Chris participated in his first television interview and he was an excellent representative for AmSkills. Sheli did an exceptional job making us feel welcome and comfortable during the interview. Once we receive a video copy of the show, we’ll publish it on our website.

Did You Notice Our New Tag Line?

During the recent ICTC Governing Board Retreat, there was discussion about the role of AmSkills in the community. Peter Buczynsky, President of PharmaWorks made a statement that truly communicates who we are and concisely explains our role which is “Bridging the Gap Between Education & Industry.” Thanks Peter for coming up with a great tagline (even though you didn’t know you were doing that)!

AmSkills Website Has a New Refreshed Design

We have recently given our website a new fresh look, adding more videos, graphics and an integrated registration system, allowing us to capture more information from our prospects registering to become a part of the AmSkills program. We are continuing to update this on a regular basis with relevant content that will clearly communicate our programs. Visit the site at www.amskills.org.

AmSkills Participates in FLATE Roundtable on Internships & Apprenticeships

On January 19th, Tom Mudano participated in a roundtable discussion at PTC – Clearwater about the benefits for companies to have interns or apprentices. The discussion included representatives from industry, St Petersburg College, PTC and current interns. Prior to the discussion, a tour was completed which included a visit to the AmSkills workshop.
Three AmSkills Pre-Apprentices Highlighted by MSSC as Industry Students

Congratulations to Justyn, Christopher, and Mark who were selected as Students of the Month by MSSC. Twelve students from across the nation were selected and 3 are from Nature Coast High School and Pre-Apprentices in the AmSkills Program. They are being featured in the January issue of the MSSC Community Update and in social media.

Congratulations are also extended to Ed Fry, Production Technology and Manufacturing teacher at Nature Coast and an AmSkills instructor who should be recognized for his dedicated service as their teacher, MSSC and AmSkills instructor.

AmSkills Hosts International Business Leaders

On January 26th, AmSkills hosted the Pasco EDC International Committee at our Training Center in Pasco County. The Pasco Economic Development Council officially launched their International Program in 2016 after recognizing an opportunity to significantly increase the number of Pasco-based companies competing in the global marketplace. Pasco County Commissioner and Committee Chair Kathryn Starkey led the meeting of numerous international and domestic companies interested in international initiatives. AmSkills staff provided a tour of the facility and a presentation about our programs.

Pasco Economic Development Council Photographs AmSkills Students

The PEDC recently came to the AmSkills Training Center to photograph students taking part in our program. The purpose? Marketing AmSkills to potential companies looking to relocate to the Tampa Bay Area and to existing businesses.

Executive Director of NIMS Visits AmSkills

James Wall from the National Institute of Metalworking Skills, Inc. recently visited AmSkills to learn about our programs and to discuss the potential for AmSkills to become a NIMS Certified Training Center. Special thanks to Roy Sweatman, President of SMT, for coordinating his visit and providing transportation to one of our Training Centers.

Congressman Gus Bilirakis Provides Insight into Manufacturing Future

Recently the Upper Tampa Bay Manufacturing Association sponsored a luncheon, which included Congressman Gus Bilirakis providing insight into the political future for manufacturing. It was a great opportunity to hear what the priorities are of the new administration and how it may impact us all.
Meet Justyn Bowes, Christopher Baker, and Mark Kowalski the January MSSC Students of the Month!

Meet the January MSSC Students of the Month nominated by Ed Fry, Instructor, Nature Coast Technical High School. Here are their nomination stories:

**Justyn Bowes**

Justyn Bowes is a 2015-2016 graduate of Nature Coast Technical High School in Brooksville, Florida where he completed a four-level Automation & Production Technology course in the Engineering & Manufacturing department. Justyn earned his MSSC Certified Production Technician industry certification through this course. While still in high school, Justyn enrolled in the American Manufacturing Skills Initiative (AMSkills) at the local Hernando County training site where he continues to train in manufacturing technologies. Through AMSkills, Justyn has been sponsored by a local manufacturer – Accuform Signs – where he is currently employed. During Justyn’s senior year at Nature Coast Technical High School, he also earned the American Design Drafting Association (ADDA) Apprentice Drafter – Mechanical industry certification.

**Christopher Baker**

Christopher Baker is a 2015-2016 graduate of Nature Coast Technical High School in Brooksville, Florida where he completed a four-level Automation & Production Technology course in the Engineering & Manufacturing department. Christopher earned his MSSC Certified Production Technician industry certification through this course. While still in high school, Christopher enrolled in the American Manufacturing Skills Initiative (AMSkills) at the local Hernando County training site where he continues to train in manufacturing technologies. Through AMSkills, Christopher has been sponsored by a local manufacturer – PharmaWorks Inc – where he is currently employed. Christopher is also enrolled at Pasco-Hernando State College where he continues academic coursework.

**Mark Kowalski**

Mark Kowalski is a 2015-2016 graduate of Nature Coast Technical High School in Brooksville, Florida where he completed a four-level Automation & Production Technology course in the Engineering & Manufacturing department. Mark earned his MSSC Certified Production Technician industry certification through this course. While still in high school, Mark enrolled in the American Manufacturing Skills Initiative (AMSkills) at the local Hernando County training site where he continues to train in manufacturing technologies. Mark works two jobs while enrolled at Pasco-Hernando State College where he continues academic coursework.

Congratulations Justyn, Christopher, and Mark! Keep up the hard work!
Executive Director’s Update  By Tom Mudano
February proved to be another busy month, however per requests, I have prepared a more concise report for the Board. During the past 18-months, AmSkills has primarily focused on establishing the high school Pre-Apprenticeship Program. Many of our current students have yet to be placed at local manufacturers primarily due to under-18 age restrictions and school factors; however many of these students are approaching their 18th birthday. As a result, we are currently meeting with these students and parents to discuss their future career in manufacturing; and those interested and capable will be placed at local companies. In addition, we have started our first pilot adult program called “Manufacturing Career Launch.” As we prepare our annual schedule, once we have all “Launch” programs in operation, we project a significant increase in revenue and potentially may be able to provide up to 200 potential apprentices & semi-skilled placements per year across all three counties.

New Manufacturer Connections
AmSkills first class of high school students (Pre-Apprentices) began in 2015 and most are unable to be placed working at a manufacturer until they are 18. Many of these students are now approaching 18 and with the start of the adult & veterans programs, we have started reaching out to local manufacturers to introduce them to AmSkills & placement.

Pasco County
• Mettler Toledo: Commissioner Starkey facilitated this meeting for a company relocating to Pasco & needs 150-200 new employees by 2018, which we will be helping to recruit, train & provide.
• Tru Simulation + Training: AmSkills Introductory presentation completed & proposal being developed

Pinellas County
On Feb. 24, the following manufacturers were invited by Peter Buczynsky & toured AmSkills
• Osgood Industries, Inc.: Attended AmSkills tour
• Tri-Tronics Company: Attended AmSkills tour
• A-B-C Packaging Machine Corp: Attended AmSkills tour

Hernando County
• Qorvo: Scheduling Plant Tour & Intro-Presentation
• Accuform: Scheduling Mentor Training Class

Hillsborough County
• Tri-Tronics Company: Scheduling Plant Tour & Intro

New Community Connections
The following are various meetings, presentations or tours conducted to introduce AmSkills.

Pasco County
• Senator Wilton Simpson: Update Meeting
• Ultimate 3D Printing Store: Intro-Presentation
• Pasco-Hernando Career Source: Jerome Salantino, CEO discussion on funding
• PACE for Girls: Tour of their facility
• Pasco-Hernando Career Source: Intro-Presentation to Career Placement Specialists
• Youth Education College & Career Night: AmSkills Booth

Pinellas County
• Bic Graphic: Commissioner Seel tour & AmSkills Update
• Tampa Bay Auto Event: AmSkills Booth

Hernando County
• STEAM event: Speaker & Career Fair
• County Administrator Len Sossamon & Commissioner Dukes: Met & Provided AmSkills Update

Other
• GACC Economic Outlook: Attended Event
• GACC South Skills Initiative: 2-Day Visit by Nicole Heimann, Skills Manager to discuss AmSkills IHK Cert.
• National Institute of Metalworking Skills (NIMS): Discussion on establishing AmSkills NIMS Certifications
• Attended Festo Bluegrass Mechatronics Workshop

Herb Schmidt, 89 demonstrates how to use his 1944 Southbend 10” Manual Lathe to AmSkills students. Herb donated his lathe & shared his experiences as an apprentice in Germany.
Adult Manufacturing Career Launch Update

AmSkills started our first pilot adult program called “Manufacturing Career Launch” in January modeled after our existing Pre-Apprenticeship program where students will explore manufacturing, specifically in CNC Machining, Mechatronics or Industrial Maintenance. This program is full-time and operates four or five days per week for up to 32 hours per week. Students will complete their “foundational skills training & assessment” within three months and upon successful completion will be eligible to be placed working at a local manufacturer.

May 2017 Trip Planned for Germany & Switzerland

Plans for a trip to Germany and Switzerland are moving along for attendees to experience first-hand how the European Apprenticeship model works and capture ideas on how to bring their best practices to the AmSkills program. In addition, we will have the opportunity to present the Tampa Bay Area to numerous companies for consideration of bringing future business to our area. Dates are May 12th to 19th. If you are interested in participating or learning more, please contact Tom Mudano, 727-301-1282 ext. 122.

Florida Department of Education Grant Update

We continue to progress with the deliverables for the FDOE grant and are expecting our next payment of $75,000 within the next few weeks. Just this past week we received delivery of a HAAS Lathe at the Pasco location. Deliverables completed this past quarter-included drafting a marketing plan and starting the pilot adult program. We achieved a significant amount of capital expense savings from some of the budgeted equipment items due to reductions in equipment prices (such as the new HAAS), which allows us to make adjustments to the grant. These adjustments will allow us to purchase much needed computers for our students, additional 3D printers, increase marketing of programs for adults and veterans; and some welding equipment, which will allow us to provide basic introductory welding skills.

The Embassy of the Federal Republic of Germany Invites AmSkills to Visit Germany

The Embassy of Consulate of the Federal Republic of Germany has invited Tom Mudano, AmSkills Executive Director to visit Germany for a fact-finding tour under the Visitors Programme of the Federal Government. The trip will include visiting technical schools and companies with active apprentice programs & is schedule for March 26 to April 1, 2017.

AmSkills to be Approved as Certified Career Source Training Center

All paperwork has been submitted and during the March Pasco-Hernando Career Source Board Meeting, AmSkills is expected to be officially approved as a certified Career Source Training Center. This certification will increase our marketing efforts utilizing the Career Source channels as well as opening up funding opportunities for AmSkills students and for manufacturers who sponsor our Apprentices.

2017 Board Meeting Dates (Times Planned are 12:30pm to 3:30pm)

The following are the final scheduled dates for 2017:
• April 18th – Hernando County: Review Preliminary Budget & Non-Profit
• September 20th - Pasco County: Approval of FY17/18 Budget
• December 8th – Pinellas County: FY 16/17 Budget Recap & Election of Officers

New Hernando County Manufacturer Representative Recommended for ICTC Governing Board

Recently, I received notice from Chip Howison of Alumi-Guard that he will no longer be able to participate on our Board due to his job demands. I want to thank Chip for his contribution and time on our Board.

In February, I met with Commissioner Wayne Dukes and Len Sossamon, County Administrator and they recommended John Murphy, Vice President of Human Resources for Accuform; to become the Hernando County Manufacturer Representative on the ICTC Governing Board. For most of its history Accuform has operated right out of Hernando County. Located in the Airport Industrial Park, Accuform occupies four buildings throughout the park and employs over 300 people in a variety of positions from key manufacturing jobs, to e-commerce and web, customer service, design, and more. Accuform is proud to support American manufacturing jobs, and is proud to be the county’s largest manufacturer.

John Murphy is a 28 year resident of Hernando County and serves locally on the Board of Directors for Jericho Road Ministries, the Greater Hernando Chamber of Commerce and the Hernando Republican Executive Committee. He has previously served on the Boards of Impact Tampa Bay, the United Way of Hernando County, The Hernando County Housing Authority, Christian Church in the Wildwood and Harvest Christian Church. John is passionate about economic opportunity; job creation and helping organizations build an awesome culture!

Please contact Tom Mudano if you have any questions, otherwise John will be attending the April meeting for the Board to vote acceptance.
Executive Director’s Update  By Tom Mudano

March proved to be another busy month which included several tours and preliminary meetings at AmSkills for the purpose of initiating the process to secure additional accreditations as well as potential funding opportunities. The following is a brief summary:

Glen Long, Senior Vice President of PMMI, a nationally recognized Association for Packaging and Processing Technologies visited to learn about AmSkills and to discuss procedures for us to apply for grant funding. As a result of our initial meeting, another meeting has been scheduled with PMMI’s Stephen Gerard, Director of Workforce Development and we have been invited to make a presentation to the PMMI Board in April to request funding to develop our Mechatronics program. Special thanks to Peter Buczynsky, President of PharmaWorks, for setting up the meeting and to Derek Diaz, Bic Graphic; Uwe Richter, Bosch Packaging Technologies; Mark & Michael Reichert of A-B-C Packaging Machine Corp; and Tim Kelley, Tri-Tronics for attending the meetings in support of our efforts.

AmSkills also initiated the process to become an Accredited NIMS Training Center. NIMS (National Institute of Metalworking Society) is a nationally recognized certification program which will enhance the AmSkills Machining (CNC) and Industrial Maintenance programs. The process to become accredited can take up to a year, however, it will provide AmSkills with nationally recognized certifications for our Apprentices and provide additional funding opportunities.

The following are brief highlights of additional accomplishments completed during the month of March.

<table>
<thead>
<tr>
<th>ICTC Board Meeting – April 18th</th>
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<tbody>
<tr>
<td>There is an ICTC Board Meeting Scheduled Wednesday, April 18th from 12:30pm to 3:30pm in Hernando County. The Board Meeting will be held at the AmSkills Training Center located at 16110 Aviation Loop Drive, Brooksville, FL 34604. Contact Tom Mudano at 727-331-2917 if you need further directions.</td>
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<tr>
<th>Manufacturer Connections</th>
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<td>The following are brief highlights of meetings, events, tours completed during the past month.</td>
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<tr>
<td>Pall Aerospace: Completed Tour &amp; Preparing Proposal for Apprentices</td>
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<tr>
<td>Mettler Toledo: Preparing Proposal to Provide Apprentices</td>
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<tr>
<td>Tru Simulation*: Preparing Proposal to Provide Apprentices</td>
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<td>Bosch Osgood: Preparing Proposal to Provide Apprentices</td>
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<td>A-B-C Packaging Machine Corp: Scheduled Plant Tour in April</td>
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<td>Monster Transmission: Discussion on Student Placement</td>
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<table>
<thead>
<tr>
<th>ICTC (Related to All Counties)</th>
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<tbody>
<tr>
<td>PMMI: Tour/Presentation at AmSkills</td>
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<tr>
<td>Future Plans USA: Tour/Presentation at AmSkills</td>
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<tr>
<td>National Tool Making Association: Attended Event March 9th</td>
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<tr>
<td>Avalon Development Group: Tour/Presentation at AmSkills</td>
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<tr>
<td>NIMS Credentialing: Webinar to Start Accreditation Process</td>
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<tr>
<td>Tampa Bay Manufacturing Consortium: Attended Retreat</td>
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<tr>
<td>Best of Tampa Bay: AmSkills Tour &amp; Presentation</td>
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<tr>
<th>Pasco County</th>
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<tr>
<td>PHSC Job Fair: Marketing Booth</td>
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<tr>
<td>Career Source: Attended Manufacturing Roundtable event</td>
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<tr>
<th>Pinellas County</th>
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<tr>
<td>FL West Coast NTMA: Attended Event on March 9</td>
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<tr>
<th>Hernando County</th>
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<tr>
<td>Hernando Progress Inc: AmSkills Tour &amp; Presentation</td>
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<tr>
<td>Career Source: Attended Manufacturing Roundtable event</td>
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<tr>
<td>Hernando County Economic Development: Students Participated in “Whv Hernando” Economic Development Video Shoot</td>
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<th>School Connections</th>
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<tr>
<td>The following are brief highlights of meetings, events, and tours completed during the past month.</td>
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<tr>
<th>Pasco County</th>
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<tr>
<td>Pasco County Schools: Meeting with Kurt Browning, Superintendent &amp; Ray Gadd, Assistant Superintendent regarding AmSkills marketing</td>
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<th>Pinellas County</th>
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<tr>
<td>Pinellas Technical College: Met with Mark Hunt and the Directors of PTC Clearwater &amp; St. Petersburg to discuss implementing adult programs and high school student recruitment.</td>
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<tr>
<td>Clearwater High School: AmSkills Presentation to Students</td>
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<th>Hernando County</th>
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<tbody>
<tr>
<td>Springstead High School: AmSkills Presentation to Students</td>
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Manufacturing Recruitment Increases to Secure Placements for Upcoming Apprentices

Previously, we mentioned that most of our current Pre-Apprentices are under 18; therefore, we have been unable to place them working at local manufacturers; however, we have 9 students approaching 18 years of age and 5 adults who will be ready for placement in the next few months. We have recently increased our manufacturing recruitment efforts with the goal placing our students in semi-skilled jobs or as skilled Apprentices. All companies we met with indicated a strong interest in the AmSkills program, and we are currently in the process of preparing proposals for them. AmSkills has been asked to help fill up to 150 new jobs.

1-Day Production Workshop & Open House for Parents Scheduled in April & May

On Saturday, April 22nd from 8 am to 4 pm, AmSkills has scheduled a 1-Day Production Workshop in Pasco and Hernando; and on Saturday, May 8th at PTC Clearwater in Pinellas County. This workshop is designed to provide high school students and adults the opportunity to participate in a hands-on project and to learn how to become a part of the AmSkills Apprenticeship Program.

Tom Mudano visits Germany as an Invited Guest of the Embassy of the Federal Republic of Germany

The Embassy of Consulate of the Federal Republic of Germany invited Tom Mudano, AmSkills Executive Director to an all-expense-paid trip to Germany for a fact-finding tour under the Visitors Programme of the Federal Government. The trip was completed from March 26 to April 1, 2017, and included tours of numerous technical schools and businesses with active apprentice programs as well as several government agencies. Twenty delegates representing 20 different countries participated in the educational program which is designed to educate other countries about the German Dual Education and Apprenticeship System. AmSkills would like to especially thank the Honorable Annette Klein, Consulate General of the Federal Republic of Germany in Miami for recommending me for the delegation participating in this extremely rewarding educational trip.

Adult Manufacturing Career Launch Update

AmSkills started our first pilot adult program called “Manufacturing Career Launch” in January modeled after our existing Pre-Apprenticeship program where students will explore manufacturing, specifically in CNC Machining, Mechatronics or Industrial Maintenance. This program is full-time and operates four days per week. Once they complete our Career Launch Program in two months, they will be eligible to be placed with a local manufacturer as semi-skilled workers or Apprentices. Several manufacturers already have expressed interest in interviewing our students.

May 2017 Trip Planned for Germany & Switzerland

Plans for a trip to Germany and Switzerland are moving along for attendees to experience first-hand how the European Apprenticeship model works and capture ideas on how to bring their best practices to the AmSkills program. Dates are May 12th to 19th. If you are interested in participating or learning more, please contact Tom Mudano, 727-301-1282 ext. 122.

Florida Department of Education Grant Update

We continue to progress with the deliverables for the FDOE grant and are expecting our next payment of $75,000 within the next few days. We received delivery of a HAAS Lathe at the Pasco location and a HAAS Mini-Mill in Hernando. Deliverables completed in the past quarter included drafting a marketing plan and starting the pilot adult program. We also negotiated significant savings and, due to reductions in equipment prices such as the new HAAS, we were able to amend the grant. These adjustments allowed us to purchase much-needed computers for our students: additional 3D printers; increased marketing budget for upcoming adult and veteran program promotion; and welding equipment for a new welding skills track, including a welding art class to appeal to high school girls and women to participate in the AmSkills Program and potentially fill a void in the industry.
Skills:

1. Promotes the European Dual Education System, manufacturing industry best practices, standards, certifications, and apprenticeship programs
   Comments:
   ____________________________________________________________________________
   ____________________________________________________________________________
   ____________________________________________________________________________

2. Fosters relationships with the leaders of companies of all sizes in the Tampa Bay Area.
   Comments:
   ____________________________________________________________________________
   ____________________________________________________________________________
   ____________________________________________________________________________

3. Leads and develops a strong team to manage the business.
   Comments:
   ____________________________________________________________________________
   ____________________________________________________________________________
   ____________________________________________________________________________

4. Oversees successful development of technical curricula
   Comments:
   ____________________________________________________________________________
   ____________________________________________________________________________
   ____________________________________________________________________________

5. Creates and establishes new programs.
   Comments:
   ____________________________________________________________________________
   ____________________________________________________________________________
   ____________________________________________________________________________

6. Communicates with and works with students, (and their parents) in a skills based training environment.
   Comments:
   ____________________________________________________________________________
   ____________________________________________________________________________
   ____________________________________________________________________________
7. Demonstrates knowledge of and adheres to federal, state, regional and local accreditation and regulatory codes, standards, and criterion or agencies providing specialized accreditation for specific academic programs or vocational training programs.

Comments:

____________________________________________________________________________________
____________________________________________________________________________________
____________________________________________________________________________________

8. Demonstrates management skills and knowledge of good business practices relating setting up processes, procedures and auditing.

Comments:

____________________________________________________________________________________
____________________________________________________________________________________
____________________________________________________________________________________

9. Secures funding through grant applications or fund raising activities

Comments:

____________________________________________________________________________________
____________________________________________________________________________________
____________________________________________________________________________________

10. Works effectively with board members and carries out the policies set by the Board

Comments:

____________________________________________________________________________________
____________________________________________________________________________________
____________________________________________________________________________________

11. Demonstrates excellent written and verbal communication skills.

Comments:

____________________________________________________________________________________
____________________________________________________________________________________
____________________________________________________________________________________
ARTICLE I – GOVERNING BOARD

Section 1.01 Governing Board

A. Powers – The ICTC Governing Board shall have all powers granted to the Governing Board in the Interlocal Agreement entered into between Pasco, Pinellas, and Hernando Counties, except as otherwise provided by local, state, or federal law or in these bylaws.

B. Prohibited Powers – The ICTC Governing Board shall not have authority to:

1. Impose ad valorem taxes or other taxes.
2. Impose non-ad valorem assessments or governmental liens on real property.
3. Exercise the powers of eminent domain.
4. Pledge or bond any tax or revenue source of any ICTC member, except for funds voluntarily provided by the ICTC members.

C. Duties – It shall be the duty of the Governing Board to discharge the obligations and responsibilities imposed on the Governing Board by local, state and federal law, the Interlocal Agreement, as well as these bylaws. The Governing Board shall have the following duties:

1. The Governing Board shall be responsible for evaluating the job performance of all employees and independent contractors that the Governing Board has the direct authority to hire and fire. The evaluation process shall be determined by the Governing Board as a whole, by a committee of the Governing Board, by an independent management consultant, or any combination thereof.

2. The Governing Board shall conduct an independent performance audit and management study immediately following the end of the first full fiscal year of operation of the ICTC program, and at two-year intervals thereafter, to review the ICTC Program results and make recommendations regarding its governance structure and the proper, efficient and economical operation and maintenance of the ICTCs. In addition, the Governing Board shall annually conduct an independent financial audit of all receipts and disbursements for the ICTC Program.

3. Except for the purpose of inquiries and investigations, the Governing Board or its members individually shall deal with the ICTC officers and employees who are subject to the direction and supervision of the Executive Director solely through the Executive Director, and neither the Governing Board nor its members shall give orders to any such
officer or employee either publicly or privately. It is the express intent of these Bylaws that recommendations for improvement in the ICTC operations by individual Governing Board members be made to and through the Executive Director. Nothing in this paragraph shall be construed to prohibit individual members of the Governing Board from closely scrutinizing by questions and/or personal observations all aspects of the ICTC operations so as to obtain independent information to assist the Board members in formulation of sound policy.

Section 1.02 Election and Terms

There shall be as officers of the Governing Board a Chairperson, Vice-Chairperson, and a Secretary/Treasurer. Positions shall be filled by election of the voting members of the ICTC and shall serve in one year terms. A candidate receiving a majority of the vote of those Governing Board members present and voting shall be declared elected. The term of office of each officer shall commence on January 1 of each year and last for one year or until their successors are elected. Vacancies in any office shall be filled by regular election procedure for the remaining term of the vacated office. An officer filling a partial term may be renominated for a full term in the same office.

Section 1.03 Compensation and Expenses

The members of the Governing Board shall not receive any compensation for service on the ICTC Governing Board. Governing Board members are entitled to receive reimbursement for out-of-pocket expenses that were incurred in connection with ICTC business.

Section 1.04 Duties of Officers

A. Chairperson – The Chairperson shall preside at all meetings and public hearings of the Governing Board and shall have the duties normally conferred by parliamentary rules for such officers. The Chairperson shall have the authority to decide all points of order subject to the right of any Governing Board member to appeal to the entire Governing Board. However, the Chairperson shall have no voting power greater than any other Governing Board member. The Chairperson shall be the official representative of the ICTC, and shall be authorized to sign contracts, deeds and other documents on behalf of the ICTC, after approval of the Governing Board.

B. Vice-Chairperson – The Vice-Chairperson shall act in the absence of the Chairperson.

C. Secretary/Treasurer – The Secretary/Treasurer shall attest all resolutions and other official ICTC documents. In the absence of the Chairperson and Vice-Chairperson, the Secretary/Treasurer shall assume the duties of the Chairperson.
Section 1.05 Rules of Procedure of the Governing Board

A. Meetings – Meetings of the ICTC Governing Board shall be held at least once every three months. The location of the meeting shall rotate among Hernando, Pasco, and Pinellas counties. The meetings shall be held at the ICTC for the host county, the County Commission or District School Board chambers of the host county, or at any other publicly accessible location approved by the ICTC Governing Board.

B. Special Meetings – Special Meetings may only be called by a majority of the members of the Governing Board. The location for special meetings shall follow the rotational order of the host counties. Reasonable notice shall be given of a special meeting, with the ICTC Executive Director responsible for ensuring the notice provisions of chapter 286, Florida Statutes are followed.

C. Voting – Each Governing Board member shall have one vote, and the attendance of six (6) or more members shall constitute a quorum. A simple majority of the members present shall be required to pass motions. All meetings shall be conducted in accordance with any applicable statutes, procedural rules adopted by the ICTC Governing Board, and by the most recent edition of Robert’s Rules of Order.

D. Agenda

1. The agenda at all regular Governing Board meetings may include (except that public comment and Board member comment shall be included on all regular meeting agendas):
   a. Call to Order and Introductions
   b. Review of prior meetings Minutes and Approval
   c. ICTC Status Updates from Executive Director
   d. Governing Board Review and Approvals
   e. Old Business
   f. New Business
   g. Miscellaneous Business
   h. Final Comments
   i. Adjournment

2. The Chairperson may deviate from the agenda upon request of any affected citizen, a public official, the Executive Director or a Board member.

3. The ICTC Executive Director shall be responsible for preparation of the Governing Board agenda, and shall provide the agenda to all Governing Board members at least five (5) days prior to any Governing Board meeting whenever possible.
E. Public Comment

1. Public comment will be accepted on all Action Items and any other items on which the Governing Board takes action, excluding ceremonial and ministerial items. The Chairperson will ask for public comment after ICTC staff has concluded its presentation. After public comment, the Chairperson shall receive comments, direction, or a motion from the Governing Board. Public comment on items on the consent agenda, other than ceremonial and ministerial items, such as the approval of the Governing Board's minutes, will be accepted under the Public Comment portion of the agenda.

2. Each member of the public who addresses the Governing Board under Public Comment, in a Public Hearing under Section 1.10.C, or on an agenda item shall be limited to three (3) minutes, unless the Governing Board grants additional time. A spokesperson may speak on behalf of a group; however, before presenting any item to the Governing Board, the group shall first designate the spokesperson by completing the appropriate documentation. A spokesperson for a group may address the Governing Board for three (3) minutes. However, for each member of the group present in the audience who waives their right to speak, the spokesperson will be given an additional three (3) minutes up to a maximum of ten (10) minutes. Each person addressing the Governing Board shall approach the podium and give his/her name in an audible tone of voice. Each person shall not comment more than once on the same agenda item, at the same meeting, unless the Governing Board grants an exception. All remarks should be addressed to the Governing Board as a body, and not to any member thereof. All speakers, including Governing Board members shall be recognized by the Chairperson. No person, other than members of the Governing Board and the person having the floor shall be permitted to enter into any discussion. No questions shall be asked to individual Governing Board members except through the Chairperson. Any person making personal, impertinent, or slanderous remarks, or who shall become boisterous while addressing the Governing Board may be requested to leave the meeting and may be barred from further attendance at that meeting. The Chairperson shall preserve order at all meetings.

F. Motions and Voting

1. All motions shall be set forth in the affirmative. No motion shall be considered which states that the Governing Board "not take action." Motions to "deny" or "table" an action are permitted. A motion to table an item, if passed, shall serve to defer the item indefinitely until the Governing Board decides to reconsider the item. All motions shall require a second. Motions and seconds may be withdrawn or amended with the approval of the proponents thereof.
2. Voting shall be by voice vote and shall be recorded by individual "Aye" or "Nay." In the event that there is a tie vote, the matter shall be considered equipoise and shall be placed on the next regular meeting for reconsideration. The Chairperson may not make a motion or second any motion.

3. Reconsideration – Any member of the Governing Board who voted with the prevailing side may move to reconsider any action of the whole Governing Board; provided that the motion is made at the same meeting at which the action was taken. A motion to reconsider shall be in order at any time during the meeting at which the action was taken, except when a motion on some other subject is pending. However, no motion to reconsider a vote on a public hearing item shall be entertained after the public hearing has been closed. No motion to reconsider shall be made more than once on any subject or matter at the same meeting. Governing Board action may be rescinded by a majority vote.

4. Post-adoption Procedures – In the event a resolution is passed, such resolution will be signed by the Chairperson or presiding officer, attested to by the Secretary/Treasurer and approved as to form by the General Counsel.

Section 1.06 Minutes

The ICTC Executive Director shall provide a secretary to the Governing Board who shall prepare the minutes of all meetings for approval at the following regular session, whenever possible. The secretary shall note the attendance of the Governing Board members in the minutes. The minutes shall not be read in full, but shall be approved in their entirety subject to corrections made by the Governing Board. In the preparation of the minutes of any meeting, the secretary may, in the secretary’s discretion, state the general topic of discussion rather than a summary of the comments of each speaker and each Board member. The minutes shall fully and thoroughly set forth the precise action taken by the Board, including the vote of each member of the Board. The Executive Director is authorized to clarify the intent of any particular motion if such was reasonably contemplated.

Section 1.07 Attendance

A. Members of the Governing Board shall notify the Executive Director prior to the day of a scheduled meeting or at the time of polling by the staff's secretary if they are unable to attend. All other absences, excluding emergencies, will be counted as being unexcused.

B. Each Governing Board member may appoint one (1) alternate member who may attend Governing Board meetings and vote in place of the Governing Board member when unable to attend a meeting. Attendance at a Governing
Board meeting by the alternate member shall not count as an absence of the Governing Board member.

C. If a regular Governing Board member misses three regular Governing Board meetings without being excused during a calendar year, and the alternate member for the Governing Board member does not attend in his or her place, the Governing Board member may be removed by the appointing authority. The chairperson shall contact the appointing authority recommending that such a member be removed and requesting that the vacancy be filled.

D. If a quorum of the Governing Board is physically present at a meeting of the Governing Board the Governing Board may allow an absent Governing Board member to participate by telephone or other interactive electronic technology, if circumstances are determined by the Governing Board to be extraordinary. The telephone or other interactive electronic technology must be sufficient to allow the absent member to participate in discussions, to be heard by other Governing Board members and the public, and to hear discussions taking place during the meeting.

Section 1.08 Individual Opinions

Individual members of the Governing Board must not represent their own views or recommendations as those of the Governing Board unless the majority of the Governing Board members have officially voted to approve such action. Governing Board members making recommendations or expressing views not approved by a majority of the Board shall indicate that such opinion is expressed as a private citizen.

Section 1.09 Advisory Councils

A. There is hereby established an Advisory Council for the ICTC in each county. If any additional ICTCs are created, the Governing Board may create additional Advisory Councils to represent the newly created ICTCs.

B. Each Advisory Council shall provide advice and recommendations to the Governing Board and the ICTC Executive Director regarding the planning, operation, and budget of the ICTC in their respective counties.

C. Each Advisory Council shall provide recommendations on equipment needs, job occupational skills and corresponding Industry Certifications, required recruitment and selection of German IHK Certified Instructors, recruitment and selection of apprentices, and coordinating curriculum development with local schools and community colleges.

D. Each Advisory Council shall consist of a minimum of five (5) members who shall meet as directed by the Governing Board. Members shall be either a representative of a manufacturer participating in the ICTC Program, a representative of a non-voting partner entity, or a Governing Board member or their representative.
E. Each member shall have one vote. Three (3) or more advisory council members shall constitute a quorum. A simple majority of members present shall be required to pass motions. All meetings shall be conducted in accordance with any applicable statutes, procedural rules adopted by the ICTC Governing Board, and by the most recent edition of Robert’s Rules of Order.

F. Members of the ICTC Advisory Councils shall not receive any compensation for service on the ICTC Advisory Councils, but the Governing Board may elect to reimburse the Advisory Council members for out of pocket expenses that were incurred to carry out the duties of the Advisory Council.

**Section 1.10 Public Hearings.**

A. Agenda – In all public hearings the following order may be followed, unless otherwise required by federal or state law or regulation:

1. Presentation by ICTC staff.
2. Questions by Board members.
3. Public comment.
4. Further comment by ICTC staff.
5. Comment and voting, when appropriate, by Governing Board.

B. Notices – When a public hearing is scheduled, at least fifteen (15) days notice shall be provided, unless a different requirement is established by applicable state or federal law or regulation.

C. Conduct of Hearing.

1. Presentations will be limited to only the subject for which the public hearing is being held.
2. The public hearing will not be closed until all individuals, so desiring, have had an opportunity to make a presentation.
3. The regulations regarding public comment provided in Paragraphs 1.05 E.3 and 4 shall govern public comment in public hearings.

**ARTICLE II – EXECUTIVE DIRECTOR**

**Section 2.01 Executive Director**

There shall be an Executive Director to serve as the chief administrative officer and chief executive officer of the ICTC. The Executive Director shall be appointed by and serve at the pleasure of the Board of Directors. The Executive Director may be an independent contractor of the ICTC.

**Section 2.02 Powers and Duties of the Executive Director**
The powers and duties of the Executive Director shall include the following:

A. Prepare and present operating procedures, protocols, controls of functional activities and services delivery among ICTC partners for approval by the Governing Board.

B. Administer and implement those procedures and policies under the supervision of the Governing Board.

C. Develop and execute the annual operating plan, annual budget, and capital budget for approval by the Governing Board.

D. Oversee budgeting, financial controls, annual financial audits, tax filings, and maintenance of correct and complete records required for the sustainable operation of the ICTC under all federal, state, local rules and regulations, contractual requirements, and funding agreements.

E. Establish and maintain German IHK Industry Certification approvals with the Florida Department of Education and the Florida Department of Labor and Career Source Florida.

F. Design an optimal staffing structure and resource allocation to support the ICTC mission and goals.

G. Oversee the development and analysis of metrics that track progress towards ICTC goals, and make adjustments to programs and staffing in response to data.

H. Oversee the design and implementation of a strategic employer development and internship plan, traveling as necessary to build important relationships, and capitalizing on existing relationships in the Southeast Region, the State, and the Tampa Bay area.

I. Develop relationships with external workforce development entities and industry representatives to address current and emerging workforce education needs within the Tampa Bay area.

J. Develop relationships with various legislative, regional partnerships, and funding entities to support and promote the mission and goals of the ICTC, including advocacy for legislative changes necessary for future growth of International Advanced Manufacturing Industry Certifications and Apprenticeship Programs in Tampa Bay and Florida.

K. Monitor all rules, regulations, and trends relative to the funding and development of the programs offered by the ICTC.

L. Serve as liaison among various public, private and non-profit entities.

M. Exercise good judgment and due diligence with care when performing duties and communicating on behalf of ICTC.
ARTICLE III – GENERAL COUNSEL

Section 3.01 General Counsel

A. The General Counsel shall be appointed by and serve under the direct supervision of the Governing Board.

B. The General Counsel shall provide the following services:

1. Render legal opinions in written form as requested by the ICTC Governing Board; and
2. Assist in preparation and review of legal documents as required to meet the goals of the Governing Board or the Program; and
3. Attend all ICTC Governing Board meetings; and
4. Attend meetings with ICTC staff and provide legal advice to ICTC staff; and
5. Perform such other services not specifically enumerated herein, as requested by ICTC; and
6. Representation of the ICTC and the Governing Board in all litigation, administrative proceedings, arbitrations, appeals, and any other adversarial proceedings; and
7. Labor and employment matters, and
8. Other services as directed by the Governing Board.

ARTICLE IV – INDEMNIFICATION

Section 4.01 Except as otherwise provided herein, any member of the Governing Board, any appointive officer, or any employee of the ICTC, who is sued and/or suffers or sustains damage by any judgment obtained against him or her in a court of proper jurisdiction, or suffers or sustains pecuniary expense or damages against him or her personally as the result of litigation involving any action or omission done or omitted to be done by him or her as such public official, Governing Board member or employee of the ICTC, the ICTC will do or cause to be done the following things:

A. Defend such person in the lawsuit by the General Counsel, or if he or she has a conflict of interest, by an attorney or attorneys selected by the Governing Board or its insurer for this purpose, obtain and present such available evidence as would be necessary or proper and reasonably procurable under the circumstances for the proper defense of such person in such action, and pay the necessary court costs in and incident to such lawsuit.
B. Pay or settle any judgment or damages against such person obtained as the proximate result of such lawsuit.

C. Reimburse such person for any personal expense he has reasonably and necessarily sustained in such litigation and judgment.

D. Do whatever else is necessary or proper, in the sole discretion of the Board, to protect the Governing Board member, officer, or employee under the facts and circumstances of the particular case.

Section 4.02 This protection and reimbursement only shall cover situations where the Governing Board member, officer or employee of the ICTC has been determined to have been failing to act or to have acted negligently or carelessly as the Governing Board member, officer, or employee of the ICTC within the scope of duties or responsibilities of his particular office or employment.

Section 4.03 There shall be no protection, indemnification or reimbursement in the following situations:

A. If the Governing Board member, officer, or employee of the ICTC has been guilty of intentional misconduct or of intentional omission of duty or where it is determined that he acted in bad faith, with malicious purpose, in a manner exhibiting wanton and willful disregard of human or civil rights, safety, or property, or disregarded clearly established constitutional or statutory rights.

B. For any such Governing Board member, officer, or employee of the ICTC for criminal charges where there is a finding of guilt.

C. For any such Governing Board member, officer, or employee of the ICTC for punitive or exemplary damage awards.

D. For any act or omission that was taken outside the scope of employment or duties of the office of the Governing Board member, officer, or employee.

Section 4.04 The provisions of this Article shall apply to all actions and proceedings pending upon or instituted after the effective date of these provisions. As used herein, an action shall be construed to be pending where the action has not been tried, or if tried where the judgment has not become final by reason of the completion of any appellate proceedings.

Section 4.05 The duty to defend or indemnify as prescribed by these articles shall be conditioned upon (1) delivery to the Executive Director by the Governing Board member, officer, or employee the original or a copy of any summons, complaint, process, notice, demand or pleading within five (5) days after the Governing Board member, officer, or employee is served with same; and (2) the full cooperation of the Governing Board member, officer, or employee in the defense of such action or proceeding and in defense of any action or proceeding against the ICTC based upon the same act or omission and in the prosecution of any appeal.

Section 4.06 Unless the context otherwise requires, the term "employee" shall mean any person holding or that did hold a position by election, appointment or employment in the
service of the ICTC, but shall not include a volunteer. The term "employee" shall include a former employee or his estate or judicially appointed personal representative.

Section 4.07 The ICTC may undertake the defense of its Governing Board members, officers and employees as indicated in this Article, but reserves its right to seek indemnification and/or recovery for any judgment or settlement paid, all court costs incurred and all attorney's fees incurred in the defense of the Governing Board member, officer, or employee where it is determined that said Governing Board member, officer, or employee acted or failed to act because of fraud, corruption, malice; where it is determined that said Governing Board member, officer, or employee acted in bad faith, with malicious purpose, in a manner exhibiting wanton and willful disregard of human or civil rights, safety or property or disregarded clearly established constitutional or statutory rights; or where the Governing Board member, officer, or employee fails to cooperate in good faith in the defense of the claim.

Section 4.08 The provisions of this Article shall not be construed to impair, alter, limit or modify the rights and obligations of any insurer or insured under any policy of insurance.

Section 4.09 Nothing herein shall be construed as a waiver by the ICTC of its authority to settle any claim by or against the ICTC at any time. The ICTC retains the right to settle any claim against any Governing Board member, officer, or employee for which the ICTC will defend and indemnify the Governing Board member, officer, or employee under this Article, at any time.

Section 4.10 Nothing herein shall be construed as a waiver by the ICTC or any Governing Board member, officer or employee of any claim of immunity, including sovereign immunity, the provisions of Section 768.28, Florida Statutes, and the limitations of liability.

ARTICLE V – AMENDMENTS TO RULES AND REGULATIONS

Section 5.01 These bylaws may be amended from time to time by resolution adopted by the Governing Board.