

FOUNDATION

For A Healthier West Orange

BOARD MEETING MINUTES

Tuesday, August 15, 2023, at 11:30 a.m.
1200 E. Plant Street, Ste. 220
Winter Garden, FL 34787

The Foundation for a Healthier West Orange (the "Foundation") Board of Directors met on Tuesday, August 15, 2023, at the Healthy West Orange Building. Chair J. Whiddon called the meeting to order at 11:36 a.m. A quorum was established, with the following **Directors Present:** B. Spong, C. Evans, J. Whiddon, K. Vargas, T. Keating. **Directors Absent:** N. Sutton. **Staff Present:** T. Swanson, L. Boettcher, and P. Brown. **Guest:** J. Jonasen of Gunster.

PUBLIC COMMENT

No members of the public were in attendance; therefore, no public comment period was necessary.

APPROVAL OF MINUTES – MAY 4, 2023

Board Action: Upon a motion duly made and seconded, the Board unanimously approved the minutes of the HWO Inc. Board Meeting held on May 4, 2023.

FINANCE COMMITTEE REPORT – AUGUST 1, 2023

Chair J. Whiddon called upon P. Brown to provide a summary of the August 1, 2023 Finance Committee Meeting. P. Brown called attention to the June 2023 combined balance sheet that includes HWO, Inc. and its three affiliates, HWO Investments, LLC, HWO Holdings, LLC and Healthy West Orange, LLC. On a combined basis, total assets were \$95.8 million at end of June 2023 with the primary assets being the HWO Investments, LLC portfolio at \$70.5 million. The primary increase in assets since March 2023 is due to gains in the Fund in Q3. The Foundation's money market account and ICS accounts were \$17.4 million at end of June 2023. These funds are at Seacoast Bank primarily in Money Market and ICS accounts earning 420 basis points. The primary increase in cash for the Quarter was due to the transfer of Grant funding from Investment accounts to the ICS accounts offset in part by usage of cash for Operations. Liabilities are \$3.35 million at end of June 2023 with the majority being the \$3.2 million Grant payables for WOHD grants.

Moving to the HWO Inc. Combined Statement of Revenues and Expenses for the 9 months ended June 30, 2023, net Investment Income was a gain of \$7.6 million. All sub-categories for expenses on the HWO Inc. Income Statement are well within budget. Year to date total expenses through June 2023 are \$1.5M compared to the full year budget of \$2.25 million or 68% of the total budget.

P. Brown concluded her comments on the financial statements and moved to the HWO Investments, LLC investment reports dated June 2023 provided by Investment Advisor AndCo Consultants. The overall returns from portfolio inception to date were 5.43%. For the quarter

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ended June 2023, the return was up 2.29%. The allocation to domestic equities performed well at 7.5% while the international equities was up 3.61%. The alternatives composite allocation performed positively for the quarter at .91%. Both the fixed income allocation and the total real estate composite were down .16% and 5.92% respectfully.

AndCo's Jon Breth recommended the \$5.7M investment in Lazard International Strategic Equity (LISIX) be replaced since it has lagged in returns. Per the Finance Committee's approval, it was sold August 7, 2023 and replaced with Causeway International Value Instl (CIVIX).

P. Brown concluded the HWO Inc. Finance Committee Report by asking for questions, comments, or a motion.

Board Action: Upon a motion duly made and seconded, the Board unanimously approved the HWO Inc. August 1, 2023 Finance Committee Report and June 30, 2023 Financial Statements.

T. Swanson presented Resolutions that would allow authorize the Foundation to license its two Florida registered trademarks, nos. T17000001140 and T1700001194 (the "Trademarks"), for use by the Foundation's subsidiaries, HWO Holdings, LLC and Healthy West Orange, LLC, royalty-free, for as long as the Foundation is the sole manager and member of those companies to assist them in carrying out their business activities in support of the mission of the Foundation.

Board Action: Upon a motion duly made and seconded, the Board unanimously approved the attached Resolutions.

FY 2024 BUDGET REVIEW

T. Swanson, L. Boettcher and P. Brown presented the proposed FYE 2024 Budget. No changes were made to the Draft budget as presented and approved for recommendation by the Finance Committee at the August 1, 2023 meeting.

T. Swanson asked for further comments, questions, or a motion from Board members.

Board Action: Upon a motion duly made and seconded, the Board unanimously approved the FYE 2024 Budget as presented.

FY 2024 STRATEGY BACKGROUND

T. Swanson, L. Boettcher and P. Brown provided some background and grounding for the September strategy session, that included a refresher on the RWJF County Ranking measurements. They also provided perspective on past investments by the District in places and assets that were entrusted to the Foundation to leverage to improve health and wellbeing in west Orange County. Near term gaps were also highlighted and discussed.

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The Healthy, Happy and Home grant managed by Health Council of East Central Florida, Inc., initially funded by the District, requires interim funding to continue through October 2023. The program allows uninsured residents to receive health related care and assessments at home. Upon discussion, it was approved for interim funding through October.

Board Action: Upon a motion duly made and seconded, the Board unanimously approved a grant extension of \$15,000.00 be made to Health Council of East Central Florida, Inc. to ensure the continuation of the Healthy, Happy and Home program for west Orange County residents.

COMPENSATION DISCUSSION

J. Whiddon and T. Swanson updated Board members on FY24 compensation alternatives based on learnings from the Quatt consultant survey. The Board discussed at length market rate percentiles and factors included in the comparisons. They also discussed the role of bonuses in compensation determinations for companies still in early stages, like the Foundation, due to the difficulty of tying bonuses to direct measurable outcomes. The Board decided to approve a bonus for the CEO for the current yearend to adjust her salary to more closely align with the market median ($\pm 10\%$) reflected in the Quatt study without bonus consideration.

Board Action: Upon a motion duly made and seconded, the Board unanimously approved a bonus for the CEO as recommended by the Board chair and an adjustment to the CEO's salary effective the first pay period of the new fiscal year to bring her salary in line with market median as reflected in the Quatt compensation study reviewed in May of 2023.

GRANT STATUS UPDATE

T. Swanson quickly touched on grant statuses for Windermere Rotary Pavilion, City of Ocoee, Creative Aging, Orlando Health, Health Central Park and Rehab Center and Tucker Ranch and indicated that in the interest of time detail updates would be provided via email.

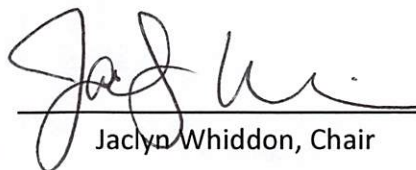
CEO REPORT

T. Swanson again indicated she would provide a written update on upcoming events.

OPEN FORUM

T. Swanson discussed timing for future committee and board meetings.

The meeting was adjourned at 4:02 p.m.



Jaclyn Whiddon, Chair

**RESOLUTIONS OF
THE BOARD OF DIRECTORS OF
HWO, INC.**

(d/b/a Foundation for a Healthier West Orange)
A Florida Not-for-Profit Corporation

August 15, 2023

Pursuant to the provisions of the Florida Not For Profit Corporation Act (the “Act”), the members of the board of directors of HWO, Inc., a Florida not-for-profit corporation, hereby adopt the following resolutions:

The Board of Directors (the “Board”) of HWO, INC., a Florida not-for-profit corporation doing business as Foundation for a Healthier West Orange (the “Foundation”), hereby approves following acts and resolutions of the Board pursuant to the Act and the Articles of Incorporation and Bylaws of the Foundation. Such approval is given pursuant to the action of the Board taken at a timely called and duly held meeting of the Board on August 15, 2023:

WHEREAS, the Board believes it to be in the best interests of the Foundation to grant a royalty-free license to use the Foundation’s two Florida-registered trademarks, nos. T17000001140 and T17000001194 (the “Trademarks”), to the Foundation's subsidiaries— HWO Holdings, LLC, and Healthy West Orange, LLC —for so long as the Foundation is the sole manager and member of those companies, to assist them in carrying out their business activities in support of the mission of the Foundation;

NOW THEREFORE, BE IT RESOLVED, that the Board hereby approves the Foundation’s licensing of the Trademarks to, and for use by, HWO Holdings, LLC, and Healthy West Orange, LLC, on a royalty-free basis until such time as the Foundation ceases to be the sole manager and member of such companies, and upon such other terms and conditions as the CEO of the Foundation shall determine with advice of legal counsel; and be it

FURTHER RESOLVED, that the Foundation is hereby authorized and empowered to enter into any and all license agreements, affidavits, instructions, notices, instruments, certificates, lease addenda, and other documents that may be advisable or necessary to be delivered by the Foundation pursuant to or in connection with or in order to consummate the licenses of the Trademarks (the “License Documents”) and to legally bind the Foundation; and be it

FURTHER RESOLVED, that each authorized officer of the Foundation, in their respective capacities as officers of the Foundation (each, an “Authorized Signatory”), acting alone, be and hereby is authorized to execute and deliver, in the name of and on behalf of the Foundation, the License Documents, with such changes as such Authorized Signatory, upon the advice of counsel, may deem to be necessary or appropriate to consummate the transactions contemplated by these resolutions; that the execution and delivery of the License Documents by such

Authorized Signatory shall conclusively evidence the due authorization thereof by the Board; and that the Foundation shall perform its obligations under the License Documents; and be it

FURTHER RESOLVED, that each Authorized Signatory be, and they hereby are, authorized and directed, for and on behalf of the Foundation, to take all other actions, to prepare, execute, and deliver all other agreements and documents, and to make such other filings, and pay all amounts, fees, and expenses as such Authorized Signatory may deem to be necessary or appropriate to effectuate each of the foregoing resolutions and to carry out the purposes thereof, the taking of any such action, the execution of any such agreement or documents, and the payment of any such amounts, fees, and expenses conclusively to evidence the due authorization thereof by the Board; and be it

FURTHER RESOLVED, that all actions to date taken by the Foundation, the Board, and each Authorized Signatory of the Foundation in connection with licensing of the Trademarks are hereby ratified, approved, and confirmed in all respects.