



**Space Florida
Board of Directors Meeting**

August 20, 2014



**Dunes I & II
Hilton Cocoa Beach Oceanfront
1550 North Atlantic Avenue
Cocoa Beach, FL 32931**



**Board of Directors Meeting
Agenda**

August 20, 2014
9:00 AM Eastern Daylight Time
Call-in Number: 888-204-5987
Guest Code: 4503386 #
Hilton Cocoa Beach Oceanfront
1550 North Atlantic Avenue
Cocoa Beach, FL 32931

Agenda Items	
Call to Order and PLEDGE OF ALLEGIANCE 9:00 AM	Frank DiBello
Roll Call	Emma Newsham
Welcome & Introductions	Bill Dymond
Public Comments	Bill Dymond
Business Before the Board 1. Approval of Minutes <ul style="list-style-type: none"> • March 24, 2014 • May 21, 2014 2. Audit Committee & Governance Committee Reports 3. Contracts/Business Development/Projects Activities	 Bill Dymond Denise Swanson Howard Haug
President's Report	Frank DiBello
Near Term – Upcoming Events: <ul style="list-style-type: none"> • Commercial Spaceport Summit, Sept 11, Jacksonville, FL • IAC 2014, Sept 29-Oct 4, Toronto, Canada • Future of Florida Forum, Sept 29-Oct 1, Orlando, FL • Innovation Coast, Nov 6-7, 2014, Pensacola, FL 	Frank DiBello
Closing Remarks / Adjournment	Bill Dymond

*NOTE: At 1:00 p.m., after adjournment of the meeting, some or all members of the Board of Directors will take part in a tour of Kennedy Space Center/Cape Canaveral Air Force Station and Space Florida facilities. The tour is not part of the Board's meeting and will not be a "meeting" for purposes of Section 286.011 of Florida Statutes (the "Government in the Sunshine" law). No action will be taken by the Board during the tour, and there will be no discussion on the tour of any Space Florida matters on which foreseeable action could be taken by the Board in the future. Nevertheless, the tour is open to members of the public, but only if they first obtain clearance from NASA and the Cape Canaveral Air Force Station 45th SW. To obtain such a clearance please contact Emma Newsham **on or before noon, August 15, 2014**, at enewsham@spaceflorida.gov or at 321-730-5307, ext. 231.*



SPACE FLORIDA BOARD OF DIRECTORS

Governor Rick Scott,
State of Florida

William T. Dymond, Jr., Chairman
President, CEO and Managing Partner
Lowndes, Drosdick, Doster, Kantor & Reed

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President & CEO, The Lewis Bear Company

Jay Beyrouiti
President, Monicarla, Ltd.

Jesse Biter
President/CEO, Biter Enterprises, LLC.

Julius D. Davis
President and CEO, Voltair Engineers

Hayden Dempsey
Chair, Florida Governmental Affairs Practice Greenberg Taurig

Danny Gaekwad
CEO, NDS USA Information Technology & MGM Hotels, LLC

Belinda Keiser
Vice Chancellor, Keiser University

Chris Kise
Partner, Foley Larner

Henry Rodriguez
Rodriguez Investment Management

Johnathan Stanton
CEO, NAC Semi & Lema Construction

Brian Lamb
President & CEO, Fifth Third Bank – Tampa Bay

Neal Dunn, MD, FACS
Chairman of the Board, Summit Bank, N.A



SPACE FLORIDA BOARD OF DIRECTORS

AUDIT & ACCOUNTABILITY COMMITTEE

Lewis Bear, Jr.
President & CEO
The Lewis Bear Company

Henry Rodriguez
Rodriguez Investment Management

GOVERNANCE & COMPENSATION COMMITTEE

Jesse Biter
President/CEO
Biter Enterprises, LLC.

Danny Gaekwad
Chief Executive Officer
NDS USA Information Technology & MGM
Hotels, LLC

Belinda Keiser
Vice Chancellor
Keiser University

Draft Minutes of an Interim Meeting of the Space Florida Board of Directors

An interim meeting of the Space Florida Board of Directors was held March 24, 2014 via teleconference.

Board Members Present:

Lewis Bear, Jr.
Jay Beyrouiti
Jesse Biter
Julius Davis
Hayden Dempsey
William Dymond
Danny Gaekwad
Belinda Keiser
Chris Kise
Brian Lamb
Henry Rodriguez
Jonathan Stanton

Space Florida Staff:

Frank DiBello
Howard Haug
Bernie McShea
Denise Swanson
Keevin Williams
Tom Wilkes, General Counsel

Agenda

- I. Welcome and Introductions
- II. Business Before the Board
 1. Project Magellan
 2. Public Comment
 3. Board Discussion
 4. Board Action
- III. Closing Remarks and Adjournment

The meeting was called to order at 10:04 am, EST.

Business Before the Board

Chairman Bill Dymond welcomed board members and thanked them for their participation. He noted that this interim board meeting was called to address one topic, Project Magellan. Dymond informed board members that the company has requested confidentiality of information concerning its plans, intentions, and interests in locating, relocating, or expanding its business activities in the state of Florida. Therefore, the company will be referred to as Magellan and the project as Project Magellan. Dymond further informed board members that there are criminal penalties for anyone that violates this confidentiality request.

Project Magellan

Frank DiBello thanked the board for attending the interim meeting. He told them that this is a very important deal for the state. It involves multiple parties and is a very complex deal. Space Florida will be playing a key role, using statutory tools and structural capabilities to serve as a conduit between the involved parties. He assured members that wherever they are required to make payments, there will be an equal and identified source for payment of those funds. With no state funds appropriated to Space Florida being brought to bear in the deal, there is no risk for Space Florida.

Howard Haug proceeded to brief board members on Project Magellan. He informed them that Project Magellan has two potential phases that could result in substantial business investment by the company in a location, relocation, or expansion of its business activity in Florida, specifically the City of Melbourne in Brevard County.

Haug stated that Phase 1 consists of investment in two facilities at the Melbourne International Airport, and creation of 250 full-time-equivalent jobs by December 31, 2014 with an average salary of at least \$90,000. If Magellan proceeds with Phase 2, the company will make a total investment in real estate, equipment and furnishings, include the investment made in Phase 1, of at least \$500 million by 2021. Additionally, the company commits to create at least 1,500 full-time-equivalent jobs with an average salary of \$100,000, including those that were created in Phase 1, by 2021.

Haug went on to say that the Development Agreement is the umbrella document that includes all the terms and condition for all the parties to this agreement. He noted that there are 10 parties to the agreement, including four state agencies, four local-government agencies, the Space Coast EDC, and the company itself. The Development Agreement contains 40 exhibits, including agreements, leases, and other instruments that parties will execute over the course of the two phases of Project Magellan. Because the Development Agreement identifies the company, none of the exhibits are currently public record, but will likely become so within a few weeks or months.

Haug stated that Space Florida management and legal counsel have reviewed the documents and the mission prescribed for this Board by the legislature. He assured the board that Project Magellan is at the core of Space Florida's mission, and Space Florida's role and responsibilities for this project are all authorized under the Space Florida Act.

Haug therefore recommended that the Board approve the resolution before it, which authorizes the execution, delivery and implementation of the Development Agreement and all the other actions to be taken by Space Florida as part of Project Magellan.

Public Comment

There were no comments from the public.

Board Discussion

A brief comment and question period followed the briefing. A board member asked if there was an estimate of the cost to the State of Florida associated with Project Magellan. Haug responded that the project will use training funds and the Quick Action Closing Fund, but he did not have a complete number at this time. Other board members requested that they continue to be briefed as the project moves forward, and to be alerted as to major announcements before the information is released to the public. Several board members complimented Space Florida on its efforts to secure this project for Florida. Hayden Dempsey disclosed that one of the companies involved in this project is a former client, but he does not have any active work with the company and therefore does not have a conflict of interest.

Board Action

Lewis Bear made a motion to approve the resolution, which authorizes the execution and delivery of the Development Agreement for Project Magellan, which was seconded by Chris Kise, and approved unanimously.

Closing Remarks and Adjournment

Dymond thanked board members for joining the call today.

There being no further business, Bill Dymond adjourned the meeting at 10:21 am, EST.

Bill Dymond, Chair

INTERIM BOARD OF DIRECTORS MEETING

March 24, 2014

I, Frank DiBello, the undersigned President of Space Florida, do certify and declare that the attached is an accurate copy of the Minutes as approved by the Board of Directors of Space Florida in accordance with the Bylaws, and recorded in the minutes of the interim meeting of the Board of Directors held on March 24, 2014, and not subsequently amended or modified.

Frank A. DiBello, President

Draft Minutes of a Regular Meeting of the Space Florida Board of Directors

A regular meeting of the Space Florida Board of Directors was held May 21, 2014 at The Breakers in Palm Beach, Florida.

Board Members Present:

Lewis Bear, Jr.
Jay Beyrouiti
Jesse Biter
Julius Davis
Hayden Dempsey
William Dymond, Jr.
Danny Gaekwad
Belinda Keiser
Chris Kise
Johnathan Stanton
Hal Valeche

Space Florida Staff:

Frank DiBello
Howard Haug
Denise Swanson

Agenda

- I. Welcome and Introductions
- II. Public Comments
- III. Business Before the Board
 1. Approval of Minutes
 - February 5, 2014
 2. Audit Committee & Governance Committee Reports
 - Interim Financials 3/31/2014
 3. Contracts/Business Development/Projects Activities
 4. Resolution
- IV. President's Report
- V. Near Term – Upcoming Events
- VI. Closing Remarks and Adjournment

The Space Florida board watched a presentation/video highlighting XXX before the roll call was taken and the board meeting was called to order.

A quorum being present, the meeting was called to order at 2:44pm (EST).

Chairman Bill Dymond called the meeting to order and welcomed board members. Dymond recognized Space Florida staff for their outstanding work on the recently announced Project Magellan.

Dymond recognized and welcomed the Governor's Deputy Chief of Staff, Rachel Cone; Enterprise Florida EVP and COO, Griff Salmon.

Public Comments

There were no comments from the public.

Approval of Minutes

Dymond read into the record Lewis Bear's disclosure concerning a conflict of interest related to Project Expanse, which was voted on at the February 5, 2014 board meeting.

Jesse Biter made a motion to approve the minutes of the February 5, 2014 Board of Directors meeting, which was seconded by Hal Veleche, and approved unanimously.

Business Before the Board

Audit Committee Report: Financial Statements

Denise Swanson reported that the Audit and Accountability Committee met on June 16, 2014 to review and recommend for full board approval the Third Quarter Interim Financial Statements. Swanson reviewed the financial statements with the board, noting that Space Florida expects to remain within plan for the remainder of the year and meet its deliverables.

Lewis Bear made a motion to approve the 3rd Quarter Interim Financial Statements for the period ended March 31, 2014, which was seconded by Hayden Dempsey, and approved unanimously.

Contracts, Business Development and Project Activities

Howard Haug presented seven business items requiring board approval. The first item relates to FY2014-15 funding of Space Florida, the next two items concern rental agreements with tenants, the fourth item relates to both tenant rental agreements and operation contracts for the Space Life Sciences Lab, the fifth item involves operations and maintenance contracts for OPF3, the sixth item pertains to matching a client investment using FDOT funding, and the last item requests approval of an amendment to the Cape Canaveral Spaceport Complex Master Plan.

Recent legislative actions have included funding of \$19.5 million for Space Florida in the State's budget. Although the budget is awaiting Governor approval, Space Florida is requesting approval to work with The Department of Economic Opportunity (DEO), the administrator of its performance contract with the State, in order to have funding contracts in place prior to the beginning of the new fiscal year.

Board members asked several questions about the Space Florida budget, including whether DEO has always administered its budget, what the funding level was last fiscal year, and if this year's budget represents an increase in funding.

Belinda Keiser made a motion to approve management negotiations associated with the securing of funding with Department of Economic Opportunity and related contract activities in the amount of up to \$19,500,000 for Fiscal Year 2015 appropriations, which was seconded by Hal Valeche, and approved unanimously.

Haug informed the board that in 2006, in compliance with Florida Statutes 331.312 and 331.316, Space Florida and Lockheed Martin entered into an agreement respective to the use of the Operation & Checkout Facility on Kennedy Space Center that included a lease provision of seven renewal options for five years, beginning this upcoming year. The lease rate for each of the five-year options is \$1,475,000 (\$295,000 per year). Both parties wish to proceed with option one of the renewal provision.

There was some board discussion about the specific lease terms.

Danny Gaekwad made a motion to approve management negotiations associated with the related funding and contract activities in the amount of up to \$1,475,000 for option one of the lease, which was seconded by Jay Beyrouiti, and approved unanimously.

Hayden Dempsey abstained from voting on this board action item.

Haug indicated that a client code-named "Project 424" intends to expend up to \$1.4 million for planning and preliminary design activities associated with their evaluation of potential sites at the Cape Canaveral Spaceport. In compliance with Florida Statute 331.360, 50 percent of their eligible expenditures are reimbursable by Space Florida. Haug reminded board members that in October 2013 the board approved Space Florida to secure funding of up to \$700,000 for this project from the Florida Department of Transportation. Funding was secured before calendar year end, and it is now time for the client and Space Florida to enter into a reimbursement agreement.

Board discussion followed which provided more detail about this project.

Hal Valeche made a motion to approve management negotiations associated with the related funding and contract activities in the amount of up to \$1,400,000 for Project 424 customer efforts, which was seconded by Hayden Dempsey, and approved unanimously.

Haug informed the board that Space Florida's Camp Blanding facility is currently fully leased by United Launch Alliance (ULA), who pays a base rent plus all direct expenses. Space Florida, based upon its agreement with ULA to extend its lease, is in the process of negotiating the renewal of the Use Permit with the landowners. Based on a to-be-determined escalator, Space Florida anticipates the annual fee will not exceed \$300,500.

Hal Valeche made a motion to approve management negotiations associated with the renewal of the Camp Blanding Use Permit and respective contract activities at terms and conditions to be negotiated for Fiscal Year 2015 and approval of management negotiations with United Launch Alliance for the exercise of renewal option #8 out of 10 of the sublease of the premises, which was seconded by Jay Beyrouti, and approved unanimously.

Haug told the board that Space Florida anticipates total contract costs for FY2015 for the operations, maintenance, utilities, property management and service commodity needs associated with the Space Life Sciences Lab and Exploration Park to be approximately \$2.6 million. Management anticipates approximately \$1.2 million in lease revenue to offset those expenses. Haug reminded members that this property is an inherited facility that is being converted from a single tenant to a multiple user facility. He also stated that Space Florida occupies a portion of this facility and does not recognize that usage in lease revenue.

There was some board discussion regarding potential tenants and a question as to why utilities are billed through Space Florida instead of tenants being billed directly by utility providers. Space Florida management discussed potential tenants and indicated individual metering is on the list of facility improvements.

Julius Davis made a motion to approve management negotiations associated with the Space Life Sciences Lab and Exploration Park contract activities for operations and maintenance, utilities, property management and service commodity needs at terms and conditions to be negotiated for Fiscal Year 2015 and approval for management negotiations with tenant related needs associated with the Space Life Sciences Lab Premised for Fiscal Year 2015, which was seconded by Johnathan Stanton, and approved unanimously.

Belinda Keiser abstained from voting on this board action item.

Haug reported that Space Florida is in the late stages of securing a long-term tenant for the Orbiter Processing Facility and Processing Control Center (OPF3), which was secured three years ago for use primarily in compliance with Florida Statutes 331.302, 331.312 and 331.316. The specific terms of the lease with the tenant are still in discussion, but expect to be finalized by the fall of 2014. Noting that the facility is still under renovation and not operational, management anticipates operations and maintenance, utilities, property management and service commodity needs associated with the facilities to be approximately \$200,000 per month.

Lengthy board discussion regarding Space Florida's costs per month and the timing of tenant negotiations ensued. Management indicated they expect to have lease with the tenant (Boeing) by fall of 2014, maybe in September. Further, two alternative users are interested but are not moving on negotiations until commercial crew funding is announced. The board suggested limiting their approval of monthly expenditures to a certain time period (through August 2014) and to revisit the request if Boeing does not take the space.

Hayden Dempsey made a motion to approve management negotiations associated with the OPF3 contract activities for operations and maintenance, utilities, property management and service commodity needs at terms and conditions not to exceed \$200,000 per month and will be reevaluated in August 2014, which was seconded by Danny Gaekwad, and approved unanimously.

The last business item concerns the Spaceport Master Plan Amendment, which promotes the development and improvement of aerospace transportation facilities. Haug recalled for the board that the Florida Department of Transportation uses a rolling five-year work program. FDOT budgeted approximately \$14 million per year for FY2014 and FY2015 and \$21 million per year for FY2016-19. Space Florida, working with private sector entities, has developed a list of 20 eligible aerospace transportation infrastructure projects with total capital investment of more than \$800 million over the next five years. Based on an analysis and ranking of these projects, Space Florida developed the FDOT budget request for FY2016 and beyond. These projects will be presented to the local and regional planning organizations for consideration to be included in FDOT's FY2016-2020 five-year work program. In conjunction with these presentations, it is deemed necessary for the board to approve the updating of the 2013 plan, which overlaps with this update.

Jesse Biter made a motion to approve amending the 2013 Space Florida Cape Canaveral Complex Spaceport Master Plan to include the updates as identified by Space Florida to permit Space Florida to fund projects that may not currently be eligible because they may not be in current spaceport master plans, which was seconded by Belinda Keiser, and approved unanimously.

Swanson briefed the board on the second item that the Audit & Accountability Committee addressed at its June 16, 2014 meeting, a resolution to extend the Line of Credit with Bank of America. The key terms of the line of credit will remain the same, and the line of credit will be used to assist in the cash flow needs related to capital

improvement projects. Dymond added that it is a \$3 million line of credit at a rate of 3.25 points above LIBOR. Extending the line of credit will incur fees, including attorney fees, of approximately \$3500.

Resolution

Management on behalf of the Audit and Accountability committee recommend that the full board approve the resolution extending the term of the Line of Credit to June 30, 2015.

Lewis Bear made a motion to approve extending the Line of Credit to June 30, 2015, which was seconded by Julius Davis, and approved unanimously.

Dymond disclosed to the board that during the course of the last legislative session, Space Florida engaged the services of a lobbyist and consultant to communicate on behalf of Space Florida with the Governor's office. He said that he and DiBello reviewed this practice after the legislative session and agreed that Space Florida will discontinue the use of a consultant for these purposes.

Further discussion ensued concerning the use of board members as advocates for Space Florida during the legislative session.

President's Report

Beginning with an industry overview, DiBello said that the National Space Foundation will today announce that space is a \$314.4 billion industry. Last year the industry grew at 3.5 percent, which is slower than in recent years; the growth forecast for 2014 is 5 percent. Industry growth is largely driven by satellite and Internet bandwidth demands. DiBello stated that there are many new space companies, and Space Florida is targeting them to bring operations to Florida. He went on to say that nine nations are now providing orbital launch services, and the U.S. has lost most of its commercial share. Multiple other nations are pursuing sub-orbital capabilities as a way to break into the industry.

In U.S. space sectors, national security space is holding steady. DiBello expects that the Department of Defense will engage in 15 to 20 launches from the Cape per year for the next decade for GPS satellite replacement and other military needs. The sequestration continues to have an impact in terms of fewer new starts and consolidation in the sector. The civil space sector, and NASA in particular, will see some stability as a result of a two-year budget deal (\$17.6 billion), which is enabling progress on commercial cargo and crew. This progress should eventually alleviate the U.S. dependence on Russia for transporting astronauts to the International Space Station (ISS). Space Florida is working with Orion to have their first test flight at a Space Florida launch complex next year. DiBello pointed out that NASA's use of the ISS as a test bed for next generation systems plays into Space Florida's strategy to secure Florida as ground node for the ISS. Lastly, DiBello stated the commercial sector is where opportunity in the space industry lies. He is also seeing integration between space aviation and aerospace applications. As this sector grows to a predicted \$90 billion by the end of the decade, Space Florida is working to get these companies operating in Florida.

DiBello announced that there were 78 worldwide launches in 2012; 20 of those launches were commercial. Twenty years ago the U.S. had the entire commercial launch market and it dwindled down to zero. It has just begun to come back in the last several years. Federal Aviation Administration licensed launches are expected to jump to somewhere near 50, with a baseline of 70 launches. The growth scenario in suborbital launches for the U.S. is from 10 to 40 launches per year. There is increasing competition for Florida within the U.S. as well. DiBello noted that there are 14 existing or planned space launch facilities across the country. Florida has the edge with its space industry history and workforce, but will have to compete to hold its market share.

Florida's space industry is supported by the aviation and aerospace sectors, and they are all highly integrated and interdependent. DiBello reminded the board that the organization put in place a Vision 2020 strategy document three years ago. This strategy defined that in addition to the launch vehicle and spacecraft and ground support equipment, Florida would go after the other seven sectors of applications of that technology, including satellite manufacturing, agriculture, cybersecurity and applications of the same. Space Florida is going through a re-planning process now which includes not only maintaining market share in orbital launch and earth observation, but also going after suborbital space flight, goelocation companies, and getting into satellite commercialization and manufacturing. Much of the underpinning for this is robotics and advanced manufacturing. DiBello said that he welcomes board input on the strategy document. He said the organization has also reached out to a number of third-party industry experts for input and suggestions. He expects to have the new strategy document completed in the second quarter of FY2015.

DiBello switched gears to talk about Space Florida's organizational structure. He noted that there are two board governance committees, an audit and accountability committee and a governance and compensation committee. He said that in the future it may become necessary to introduce an investment committee so that the whole board is not burdened with special meetings related to time-sensitive project activity.

The Spaceport Master Plan, which was recently updated, has Space Florida focused on commercial heavy lift, commercial crew and cargo, emerging space systems, horizontal launch and landing, and statewide space network. Goal two is to accomplish all of these objectives in an environmentally sound way.

The opportunity gap that Space Florida is targeting this next year is the horizontal commercial launch industry. This strategy will enable Florida to secure a position in the suborbital launch market. The shuttle landing facility is the centerpiece of this effort. Space Florida is in serious negotiations with NASA and nine potential tenants for this facility.

DiBello reviewed for the board the AUVSI unmanned systems demonstration that took place at Exploration Park on May 11, 2014. This was an opportunity to demonstrate capabilities that exist today. The companies that were involved were thrilled with the opportunity and see Florida as a leader in helping them develop their capabilities and reach their markets. DiBello then narrated through a brief video of the day's activities.

DiBello informed the board that Space Florida sponsors several research competitions as part of its strategy to position Florida as ground node for the ISS and low-earth orbit activity. This year, two of Florida's selected winners flew on the last space station flight on SpaceX. DiBello hopes to have more competitions and get involvement at the high school and lower school levels as well.

In project activity, a pipe recently burst in the Space Life Sciences Lab, and DiBello showed pictures of the water damage to the facility as well as the re-built space. The new space includes very modern lab space in addition to the office space. Space Florida is working hard to raise the occupancy rate on this facility. DiBello then showed pictures of the commercial crew and cargo processing facility (C3PF), which has undergone significant renovations from when it was used to support the space shuttle. Project Redline is progressing through the construction phase. Walls are up and work is now being done on the interior of the facility. Project Magellan was just announced in May. It will create 1800 jobs and have a \$500 million capital investment.

The Israeli/Florida MOU completed its first RFP process at the end of April with four solid proposals. Five companies indicated they are preparing for the second RFP round. Space Florida has been successful in partnering with VISIT Florida and Enterprise Florida in its space tourism marketing initiative.

DiBello provided a high level overview of the Space Florida budget, which consists of \$9.5 million for operations, \$1 million to support the Israeli MOU, and \$1.5 million for space tourism marketing. In addition, \$2 million was provided for Cecil Field Spaceport infrastructure and \$5 million for the Space Financing Fund, \$2.5 million of which may be used for the Shuttle Landing Facility. Lastly, \$3 million has been allocated for Embry Riddle's Aerospace Academy.

Sharon Spratt, Legislative Director, stepped in to brief board members on Space Florida's activities during the latest legislative session. Space Florida had a very light legislative agenda this past session, playing defense more than offense. The focus was on correcting the reference to space tourism collaboration to EFI *and* VISIT Florida; allowing DOT to waive matching fund requirements for strategic space infrastructure investment for spaceport launch facilities; and adding new language to Space Florida directives which includes supporting FAA's Centers of Excellence for Commercial Space Transportation. Next year's legislative agenda will aggressively push for renewal of the Qualified Defense and Space Contractor (QDSC) Tax Refund incentive; clarification of Spaceport Territory purpose, features and benefits; and an in-depth review of the state's Centers of Excellence, including Advanced Manufacturing for Aerospace.

Open Discussion

There was no open discussion.

Near Term – Upcoming Events

Upcoming events include the 30th Space Symposium, CAT 5 Awards, FEDC, Farnborough Air Show, and Innovation Coast Awards. The next Space Florida board meeting will be held August 6, 2014 in Sarasota.

Dymond recognized and welcomed Gray Swoope, President & CEO of Enterprise Florida.

Closing Remarks and Adjournment

There being no further business, Dymond adjourned the meeting at 4:38pm (EST).

The video “We Are Not Alone” was shown to board members after the meeting adjourned.

Frank DiBello, President

BOARD OF DIRECTORS MEETING

May 21, 2014

I, Frank DiBello, the undersigned President of Space Florida, do certify and declare that the attached is an accurate copy of the Minutes as approved by the Board of Directors of Space Florida in accordance with the Bylaws, and recorded in the minutes of the meeting of the Board of Directors held on May 21, 2014, and not subsequently amended or modified.

Frank A. DiBello, President

FORM 8A MEMORANDUM OF VOTING CONFLICT FOR STATE OFFICERS

LAST NAME—FIRST NAME—MIDDLE NAME <i>Dempsey, Hayden</i>	NAME OF BOARD, COUNCIL, COMMISSION, AUTHORITY, OR COMMITTEE <i>Space Florida</i>
MAILING ADDRESS <i>101 E. College Ave.</i>	NAME OF STATE AGENCY <i>Space Florida</i>
CITY COUNTY <i>Tallahassee Leon</i>	MY POSITION IS: <input type="checkbox"/> ELECTIVE <input checked="" type="checkbox"/> APPOINTIVE
DATE ON WHICH VOTE OCCURRED <i>May 21, 2014</i>	

WHO MUST FILE FORM 8A

This form is for use by any person serving at the State level of government on an appointed or elected board, council, commission, authority, committee, or as a member of the Legislature. It applies to members of advisory and non-advisory bodies who are presented with a voting conflict of interest under Section 112.3143, Florida Statutes.

Your responsibilities under the law when faced with voting on a measure in which you have a conflict of interest will vary greatly depending on whether you hold an elective or appointive position. For this reason, please pay close attention to the instructions on this form before completing and filing the form.

INSTRUCTIONS FOR COMPLIANCE WITH SECTION 112.3143, FLORIDA STATUTES

ELECTED OFFICERS:

As a person holding elective state office, you may not vote on a matter that you know would inure to your special private gain or loss. However, you may vote on other matters, including measures that would inure to the special private gain or loss of a principal by whom you are retained (including the parent or subsidiary or sibling organization of a principal by which you are retained); to the special private gain or loss of a relative; or to the special private gain or loss of a business associate. If you vote on such a measure or if you abstain from voting on a measure that would affect you, you must make every reasonable effort to disclose the nature of your interest as a public record in a memorandum filed with the person responsible for recording the minutes of the meeting, who shall incorporate the memorandum in the minutes. If it is not possible for you to file a memorandum before the vote, the memorandum must be filed with the person responsible for recording the minutes of the meeting no later than 15 days after the vote.

For purposes of this law, a "relative" includes only your father, mother, son, daughter, husband, wife, brother, sister, father-in-law, mother-in-law, son-in-law, and daughter-in-law. A "business associate" means any person or entity engaged in or carrying on a business enterprise with you as a partner, joint venturer, coowner of property, or corporate shareholder (where the shares of the corporation are not listed on any national or regional stock exchange).

A member of the Legislature may satisfy the disclosure requirements of this section by filing a disclosure form created pursuant to the rules of the member's respective house if the member discloses the information required by this subsection, or by use of Form 8A.

* * * * *

APPOINTED OFFICERS:

As a person holding appointive state office, you are subject to the abstention and disclosure requirements stated above for Elected Officers. You also must disclose the nature of the conflict before voting or before making any attempt to influence the decision by oral or written communication, whether made by you or at your direction.

For purposes of this law, a "relative" includes only your father, mother, son, daughter, husband, wife, brother, sister, father-in-law, mother-in-law, son-in-law, and daughter-in-law. A "business associate" means any person or entity engaged in or carrying on a business enterprise with you as a partner, joint venturer, coowner of property, or corporate shareholder (where the shares of the corporation are not listed on any national or regional stock exchange).

IF YOU INTEND TO MAKE ANY ATTEMPT TO INFLUENCE THE DECISION PRIOR TO THE MEETING AT WHICH THE VOTE WILL BE TAKEN:

- You must complete and file this form (before making any attempt to influence the decision) with the person responsible for recording the minutes of the meeting, who will incorporate the form in the minutes.
- A copy of the form must be provided immediately to the other members of the agency.
- The form must be read publicly at the next meeting after the form is filed.

IF YOU MAKE NO ATTEMPT TO INFLUENCE THE DECISION EXCEPT BY DISCUSSION OR VOTE AT THE MEETING:

- You must disclose orally the nature of your conflict in the measure before participating.
- You must complete the form and file it within 15 days after the vote occurs with the person responsible for recording the minutes of the meeting, who must incorporate the form in the minutes. A copy of the form must be provided immediately to the other members of the agency, and the form must be read publicly at the next meeting after the form is filed.

DISCLOSURE OF STATE OFFICER'S INTEREST

I, Hayden Demsey, hereby disclose that on May 21, 20 14 :

(a) A measure came or will come before my agency which (check one or more)

- inured to my special private gain or loss;
- inured to the special gain or loss of my business associate, _____;
- inured to the special gain or loss of my relative, _____;
- inured to the special gain or loss of _____, by whom I am retained; or
- inured to the special gain or loss of Lockheed Martin, which is the parent, subsidiary, or sibling organization of a principal which has retained me by my law firm.

(b) The measure before my agency and the nature of my conflicting interest in the measure is as follows:

Lockheed Martin is or has been a client of my law firm, Greenberg Traurig. I do not and have not personally represented Lockheed.

If disclosure of specific information would violate confidentiality or privilege pursuant to law or rules governing attorneys, a public officer, who is also an attorney, may comply with the disclosure requirements of this section by disclosing the nature of the interest in such a way as to provide the public with notice of the conflict.

5/30/2014
Date Filed

[Signature]
Signature

NOTICE: UNDER PROVISIONS OF FLORIDA STATUTES §112.317, A FAILURE TO MAKE ANY REQUIRED DISCLOSURE CONSTITUTES GROUNDS FOR AND MAY BE PUNISHED BY ONE OR MORE OF THE FOLLOWING: IMPEACHMENT, REMOVAL OR SUSPENSION FROM OFFICE OR EMPLOYMENT, DEMOTION, REDUCTION IN SALARY, REPRIMAND, OR A CIVIL PENALTY NOT TO EXCEED \$10,000.

FORM 8A MEMORANDUM OF VOTING CONFLICT FOR STATE OFFICERS

LAST NAME—FIRST NAME—MIDDLE NAME <i>Keiser Belinda</i>	NAME OF BOARD, COUNCIL, COMMISSION, AUTHORITY, OR COMMITTEE <i>SPACE Florida</i>
MAILING ADDRESS <i>Keiser University, 1900 W Commercial</i>	NAME OF STATE AGENCY
CITY <i>St. Landeche, Florida</i>	COUNTY <i>St. Landeche</i>
DATE ON WHICH VOTE OCCURRED <i>5/21/2014</i>	MY POSITION IS: <input type="checkbox"/> ELECTIVE <input checked="" type="checkbox"/> APPOINTIVE

WHO MUST FILE FORM 8A

This form is for use by any person serving at the State level of government on an appointed or elected board, council, commission, authority, or committee. It applies equally to members of advisory and non-advisory bodies who are presented with a voting conflict of interest under Section 112.3143, Florida Statutes.

Your responsibilities under the law when faced with voting on a measure in which you have a conflict of interest will vary greatly depending on whether you hold an elective or appointive position. For this reason, please pay close attention to the instructions on this form before completing the reverse side and filing the form.

INSTRUCTIONS FOR COMPLIANCE WITH SECTION 112.3143, FLORIDA STATUTES

ELECTED OFFICERS:

As a person holding elective state office, you may vote on a measure which inures to your special private gain or loss; to the special gain or loss of a principal by whom you are retained (including the parent organization or subsidiary of a corporate principal by which you are retained); to the special private gain or loss of a relative; or to the special private gain or loss of a business associate. However, if you vote on such a measure you must complete this form and file the form within 15 days after the vote occurs with the person responsible for recording the minutes of the meeting, who must incorporate the form in the minutes.

For purposes of this law, a "relative" includes only your father, mother, son, daughter, husband, wife, brother, sister, father-in-law, mother-in-law, son-in-law, and daughter-in-law. A "business associate" means any person or entity engaged in or carrying on a business enterprise with you as a partner, joint venturer, coowner of property, or corporate shareholder (where the shares of the corporation are not listed on any national or regional stock exchange).

* * * * *

APPOINTED OFFICERS:

As a person holding appointive state office, you may vote on a measure which inures to your special private gain or loss; to the special gain or loss of a principal by whom you are retained (including the parent organization or subsidiary of a corporate principal by which you are retained); to the special private gain or loss of a relative; or to the special private gain or loss of a business associate. However, you must disclose the nature of the conflict before voting or before making any attempt to influence the decision by oral or written communication, whether made by you or at your direction.

For purposes of this law, a "relative" includes only your father, mother, son, daughter, husband, wife, brother, sister, father-in-law, mother-in-law, son-in-law, and daughter-in-law. A "business associate" means any person or entity engaged in or carrying on a business enterprise with you as a partner, joint venturer, coowner of property, or corporate shareholder (where the shares of the corporation are not listed on any national or regional stock exchange).

IF YOU INTEND TO MAKE ANY ATTEMPT TO INFLUENCE THE DECISION PRIOR TO THE MEETING AT WHICH THE VOTE WILL BE TAKEN:

- You must complete and file this form (before making any attempt to influence the decision) with the person responsible for recording the minutes of the meeting, who will incorporate the form in the minutes.
- A copy of the form must be provided immediately to the other members of the agency.
- The form must be read publicly at the next meeting after the form is filed.

IF YOU MAKE NO ATTEMPT TO INFLUENCE THE DECISION EXCEPT BY DISCUSSION OR VOTE AT THE MEETING:

- You must disclose orally the nature of your conflict in the measure before participating.
- You must complete the form and file it within 15 days after the vote occurs with the person responsible for recording the minutes of the meeting, who must incorporate the form in the minutes. A copy of the form must be provided immediately to the other members of the agency, and the form must be read publicly at the next meeting after the form is filed.

DISCLOSURE OF STATE OFFICER'S INTEREST

I, Belinda Kerser, hereby disclose that on May 21, 20 14:

(a) A measure came or will come before my agency which (check one)

- inured to my special private gain or loss;
- inured to the special gain or loss of my business associate, _____;
- inured to the special gain or loss of my relative, _____;
- inured to the special gain or loss of _____, by whom I am retained; or
- inured to the special gain or loss of _____, which is the parent organization or subsidiary of a principal which has retained me.

(b) The measure before my agency and the nature of my conflicting interest in the measure is as follows:

An Item before the Space Florida BOD was discussed to authorize management negotiations with tenant related needs, as well as, contract activities. I abstained from the vote. Kerser University provides several degrees in life sciences & STEM, although currently we are not a tenant of the Space Life Sciences Lab + PARK. This issue was item #5 and listed as the "Space Life Sciences Lab + Exploration PARK."

May 21st, 2014
Date Filed

Belinda Kerser
Signature

NOTICE: UNDER PROVISIONS OF FLORIDA STATUTES §112.317, A FAILURE TO MAKE ANY REQUIRED DISCLOSURE CONSTITUTES GROUNDS FOR AND MAY BE PUNISHED BY ONE OR MORE OF THE FOLLOWING: IMPEACHMENT, REMOVAL OR SUSPENSION FROM OFFICE OR EMPLOYMENT, DEMOTION, REDUCTION IN SALARY, REPRIMAND, OR A CIVIL PENALTY NOT TO EXCEED \$10,000.

Space Florida
Total Compiled Statement of Revenues and Expenses
For the Twelve Month Period Ending June 30, 2014
Unaudited
In 000's

	Total budget	1st Qtr Actual	2nd Qtr Actual	3rd Qtr Actual	4th Qtr Actual	Committed	Total Actual and Commitments	Budget Remaining
Operations Revenues								
State Appropriated Revenue, Ops	\$ 12,500	\$ 3,125	\$ 3,125	\$ 3,125	\$ 3,125	\$ -	\$ 12,500	\$ -
Other Revenue	2,473	374	698	634	925	-	2,630	\$ (157)
Total Operations Revenues	\$ 14,973	\$ 3,499	\$ 3,823	\$ 3,759	\$ 4,050	\$ -	\$ 15,130	\$ (157)
Operations Expenses								
Salaries & Other Related Costs	\$ 4,534	\$ 874	\$ 968	\$ 1,167	\$ 1,104	\$ -	\$ 4,113	\$ 421
Contract & Subcontract Services	3,055	790	660	844	913	77	3,285	(229)
Operating, General & Administrative	1,801	243	385	345	578	115	1,665	135
Utilities & Maintenance	2,348	399	378	286	546	657	2,266	82
Business Recruitment/Investment	2,728	147	115	195	463	2,246	3,167	(439)
Travel & Entertainment	508	88	94	82	180	-	444	64
Total Operations Expenses, no depreciation	\$ 14,973	\$ 2,541	\$ 2,601	\$ 2,918	\$ 3,784	\$ 3,095	\$ 14,939	\$ 34
Change in net assets due to Operations	\$ 0	\$ 958	\$ 1,222	\$ 840	\$ 267	\$ (3,095)	\$ 191	

**Space Florida
Fiscal Year 2015 Budget
In 000's**

	Total budget
Operations Revenues	
State Appropriated Revenue, Ops	\$ 12,500
Other Revenue	3,416
Total Operations Revenues	\$ 15,916
Operations Expenses	
Salaries & Other Related Costs	\$ 4,601
Contract & Subcontract Services	3,513
Operating, General & Administrative	1,318
Utilities & Maintenance	2,011
Business Recruitment/Investment	4,042
Travel & Entertainment	432
Total Operations Expenses, no depreciation	\$ 15,916
Change in net assets due to Operations	\$ 0

**Space Florida
Fiscal Year 2015 Budget Compared
to Fiscal Year 2014 Budget
Budget Narrative**

Revenue:

State Appropriations Budget for Fiscal Year 2015 has remained at the same level of \$12.5 million as compared to Fiscal Year 2014 Budget; \$3 million of the \$12.5 million appropriations have been reserved as follows: \$500 thousand to the Florida Institute for Technology to conduct research related to FAA Center of Excellence for Commercial Space Transportation, \$1 million to support collaborative research, development, and commercialization of projects related to aerospace and other technology and life sciences with Israel; and \$1.5 million to market and promote the space tourism industry in the State of Florida. Other revenue, which is comprised of Space Florida assisted financing projects and lease revenues, will increase for Fiscal Year 2015 by \$943 thousand as compared to Fiscal Year 2014 primarily due to an increase in anticipated facility lease revenues from the Space Life Sciences Laboratory (SLSL) and Orbiter Processing Facility 3 (OPF 3).

Expenses:

Salary and Other related Costs for Fiscal Year 2015 will remain constant as compared to Fiscal Year 2014 Budget. There are 3 new positions that were not occupied in Fiscal Year 2014 that will be recruited in Fiscal Year 2015 which consist of contracts, finance and marketing positions.

Contract and Subcontract Services will increase by \$458 thousand for Fiscal Year 2015 as compared to Fiscal Year 2014 Budget. This increase is due to historical data being used to more accurately forecast the facility services costs. Contract and Subcontract services also consist of legal, business development services & project support, facility services to include operations & maintenance, and general operating services.

Operating General and Administrative decreased by net \$482 thousand for Fiscal Year 2015 as compared to Fiscal Year 2014 Budget. The decrease is due to a reduced capital improvement expenses offset by and increases in property insurance premiums related to OPF 3. Expenses related to this line item are rentals & leases, insurance, other general operating expenses and capital improvements.

Utilities and Maintenance decreased by approximately \$337 thousand for Fiscal Year 2015 as compared to Fiscal Year 2014 Budget. The decrease is primarily due to utility use and costs projections being based on historical costs mainly associated with the SLSL and OPF 3.

Business Recruitment/Investments increased by a net \$1.3 million for Fiscal Year 2015 as compared to Fiscal Year 2014 Budget. The increase is due to \$500 thousand of Space Florida's operating budget being allocated by the legislature to Florida Institute for Technology for the FAA Center of Excellence for Commercial Space Transportation. The remainder of the increase is due to the support of the Capital Acceleration Program, NANO Racks Competition, and the UCF Microgravity Research Center. Additional efforts related to this category are promotion and project expense; the support of collaborative research, development, and commercialization of projects related to aerospace and other technology and life sciences with Israel; and to market and promote the space tourism industry in the State of Florida.

Travel and Entertainment decrease by \$76 thousand for Fiscal Year 2015 as compared to Fiscal Year 2014. Business Development travel, both domestically and internationally, have decreased due to the nature of the business deals being targeted.

Space Florida
Fiscal Year 2014 and 2015 Budget Comparison
Unaudited
In 000's

	<u>FY 14 Budget</u>	<u>FY 14 Actual</u>	<u>FY 15 Budget</u>
Operations Revenues			
State Appropriated Revenue, Ops	\$ 12,500	\$ 12,500	\$ 12,500
Other Revenue	2,473	2,630	\$ 3,416
Total Operations Revenues	<u>\$ 14,973</u>	<u>\$ 15,130</u>	<u>\$ 15,916</u>
Operations Expenses			
Salaries & Other Related Costs	\$ 4,534	\$ 4,113	\$ 4,601
Contract & Subcontract Services	3,055	3,285	3,513
Operating, General & Administrative	1,801	1,665	1,318
Utilities & Maintenance	2,348	2,266	2,011
Business Recruitment/Investment	2,728	3,167	4,042
Travel & Entertainment	508	444	432
Total Operations Expenses, no depreciation	<u>\$ 14,973</u>	<u>\$ 14,939</u>	<u>\$ 15,916</u>
Change in net assets due to Operations	<u>\$ -</u>	<u>\$ 191</u>	<u>\$ 0</u>



Space Florida Board of Director Meeting
August 20, 2014
Contracts for Approval

1. **Israel:** In conjunction with the Memorandum of Understanding between the State of Florida and the State of Israel for collaborative research, development and commercialization of projects, Space Florida reviewed all responses received and selected two qualifying proposals for award to the RFP. Pending satisfactory responses to Space Florida due diligence processes associated with the two companies, awards are anticipated to occur within the next month.
 - *Space Florida requests board approval for management negotiations associated with the RFP Awards and related contract activities in conjunction with the Florida-Israeli Aerospace Research and Development project awards in the amount of the amounts to be awarded. (Awards are estimated to be \$460,000.00 during the first round.)*
2. **Jacksonville Aviation Authority:** In conjunction with the Fiscal year 2015 \$2,000,000.00 appropriation from the Department of Economic Opportunity (approved at the May 21, 2014 BOD meeting), Space Florida requests board approval for infrastructure needs related to the development of Cecil Field in an amount not to exceed \$2,000,000.00 with the Jacksonville Aviation Authority in accordance with the 2012 Cecil Spaceport Master Plan. The project is part of a multi-phase overall plan. This phase of the project will consist of study, design and bidding as well as construction services of infrastructure related to the Cecil Field Taxiway E-3 Connector and the Reusable Launch Vehicle Apron.
 - *Space Florida requests board approval for management negotiations associated with the related contract activities in the amount of up to \$2,000,00.00 for the above referenced effort.*
3. **The Florida Institute of Technology (FIT):** In conjunction with the Fiscal year 2015 \$500,000.00 appropriation from the Department of Economic Opportunity allocated from Space Florida's operating budget by the legislature (approved at the May 21, 2014 BOD meeting), Space Florida requests board approval to enter into agreement with FIT which serves as the administrative lead for the Federal Aviation Administration's Center of Excellence for Commercial Space Transportation (FAACOECST). The funding will be used to provide a one for one match in funding for research projects selected by the FAACOECST for awards to Florida Universities. The focus of the research shall be on assuring a safe, environmentally compatible, and efficient commercial space transportation system.
 - *Space Florida requests board approval for management negotiations associated with the related contract activities in the amount of up to \$500,000.00 for the above referenced effort.*
4. **FDOT Planning:** In accordance with Florida Statutes 331.360 regarding Space Florida and the Florida Department of Transportation (FDOT) Spaceport Master Planning efforts, Space Florida and FDOT intend to enter into agreements for FY 15 in the amount not to exceed \$1,000,000.00 that will be used to facilitate spaceport planning efforts. Such efforts will consist of project development activities including but not limited to air and space safety, regulatory, and environmental impacts concerning commercial space transportation efforts; planning personnel to facilitate joint program and project execution; and a continuation of FY13 and FY14 efforts



regarding Applied Meteorology Unit activities and Cape Canaveral Spaceport FAA Licensure activities.

- *Space Florida requests Board Approval for management negotiations and contract activities with FDOT related to spaceport transportation planning and related project efforts in the amount of up to \$1,000,000.00 for FY 15. Space Florida further requests Board Approval for management negotiations and contract activities in conjunction with the expenses for these planning and related project efforts in the amount of up to \$1,000,000.00.*

5. **Project Syros/Orbiter Processing Facility and Processing Control Center (OPF3):** During the May 21, 2014 Space Florida BOD Meeting, the board approved OPF 3 efforts associated with operations and maintenance, utilities, property management and service commodity needs through August 31, 2014. In conjunction with this project, Space Florida is currently in customer negotiations regarding employment commitments and additional capital investment in addition to the following key terms:

Sub-Permit Agreement: Within 30 calendar days of the announcement of awards for the Commercial Crew Transportation Capability (CCtCap) phase of NASA's Commercial Crew Program, the customer must elect whether to enter into the Sub-Permit and if so what portion of the properties (whole or partial) the customer wishes to gain rights to under the Sub-Permit. SF reserves the right to negotiate and enter into agreements with one or more tenants for occupancy of any portion of the Properties to which the customer does not reserve rights to under the Sub-Permit. If the customer elects not to enter into the Sub-Permit they waive all rights to the properties and the terms of Property Improvements will remain binding on the customer.

Term. Transition Period: Sub-Permit execution date through December 31, 2014. Operational Period: 10 years commencing January 1, 2015 with three one year term extension options.

Property Improvements. The customer is required to provide matching dollar for dollar financial investment that SF has provided in the properties by investing an equal amount in the properties or reimburse 50% of the outstanding unmatched grant funding provided on or before September 30, 2015.

Fee. Transition Period: No Fee. Operational Period: up to \$1M per year {based on SF and Customer negotiations}, if the customer utilizes the entire property. The fee would be adjusted according to the areas of the properties the customer determines to utilize which will be defined in the Sub-Permit.

O&M, CMO, Utilities and Insurance. For the Transition Period: Reimbursement and/or pre-payment of average costs based on the portion of the properties capable of being utilized by the customer and/or the areas of infrastructure improvements complete. Operational Period: Direct responsibility and/or reimbursement and/or pre-payment for all costs or a portion of the costs should the customer determine to secure rights to a reduced portion of the properties.

In conjunction with the above referenced activities, Space Florida requests board approval for both the negotiation of the key terms associated with the customer binding Memorandum of Agreement and the Sub-Permit.



Additionally, Space Florida requests board approval for the respective operations and maintenance, utilities, property management and service commodity needs associated with the facilities for Fiscal Year 2015.

- *Space Florida requests board approval for management negotiations associated with the Project Syros and related OPF3 contract activities as described above.*

6. **Project Athena-Satellite Assembly Building:** Space Florida is currently under negotiations regarding Project Athena in relation to a Sub-License at the Satellite Assembly Building located at Cape Canaveral Air Force Station, regarding the following key terms:

Term. Effective Date through May 3, 2016 with renewal options based upon issuance of an extension to the current SF License.

Fees: Customer fee is up to \$15.00 per sq. ft. (less common areas) plus utilities, {based on SF and Customer negotiations}. The properties consist of 22,473 sq. ft (including common areas) for an annual rate of up to \$281,745.00.

The customer will be required to provide a quarterly report indicating the activity related to the Project Athena program including scheduled launch activity as well as the number, type and annual salary of the jobs created with the reporting quarter with respect to the program.

- *Space Florida requests board approval for management negotiations associated with the Project Athena and related contract activities as described above.*

