



**October 22, 2020
1:30 p.m. – 3:30 p.m.**

<p>Call-in Number: 866-528-2256 Guest Code: 4875556 #</p>	<p>Hyatt - Orlando Airport 9300 Jeff Fuqua Blvd., Orlando, FL 32827</p>
Agenda Items	
<p>Call to Order and Pledge of Allegiance</p>	<p>Lt. Gov. Nuñez</p>
<p>Roll Call</p>	<p>Elizabeth Loving</p>
<p>Welcome & Introductions</p>	<p>Lt. Gov. Nuñez</p>
<p>Public Comments</p>	<p>Lt. Gov. Nuñez</p>
<p><u>Board of Directors</u></p>	
<p><u>Board Committees</u></p>	
<p>1. <u>APPROVAL OF MINUTES</u></p> <ul style="list-style-type: none"> • July 16, 2020 <p>2. COMMITTEE REPORTS</p> <ul style="list-style-type: none"> ➤ Audit & Accountability Committee <ul style="list-style-type: none"> • <u>Interim Financials June 30, 2020</u> • <u>Fiscal Year 2021 Budget</u> • <u>Financial Statements for the years ended September 30, 2019 and 2018</u> • <u>Required Communications</u> ➤ Governance Committee <ul style="list-style-type: none"> • <u>Compensation Philosophy</u> • <u>Report on Base Compensation Market Study & Performance Management Guidelines</u> • <u>Schedule for Board and Committee Meetings</u> ➤ Investment Committee ➤ Marketing Committee <p>3. <u>BUSINESS BEFORE THE BOARD</u></p> <ul style="list-style-type: none"> • Launch Complex 20 (LC) Master Premises Agreement • Project Maricopa • Project Beach House • Project Sterling • NASA-KSC & Blue Origin • Grant and Assessment Activities • FDOT 2021 Program and Planning Funding • FDOT 2020 and 2021 Program, Planning & Engineering Services Contractors • Space Florida LLF East Area Development • Space Florida 2021 Facilities and Subleases • University of Central Florida’s Florida Space Grant Consortium • Venture X Group, Inc. • Defense Logistics Agency (DLA) SLLF Refueling Facility <p>4. PRESIDENT’S REPORT</p> <ul style="list-style-type: none"> • Core Values • Long Term Market Assessment for Board Strategy Efforts • Board Discussion 	<p>Lt. Gov. Nuñez</p> <p>Denise Swanson</p> <p>Jesse Biter</p> <p>Jay Beyrouti Sonya Deen</p> <p>Frank DiBello/ Howard Haug</p> <p>Frank DiBello</p>
<p>Closing Remarks / Adjournment</p>	<p>Lt. Gov. Nuñez</p>

Board of Directors



SPACE FLORIDA BOARD OF DIRECTORS

Lieutenant Governor Jeanette Nuñez -Chairman of the Board
Executive Office of the Governor

Jay Beyrouti
President, Monicarla, Ltd.

Jesse Biter
President/CEO, Biter Enterprises, LLC.

Dean Cannon
President & CEO, Gray Robinson

Gregory Celestan
Chairman & Chief Executive Officer of Celestar

Dan Davis
President & CEO of JAX Chamber

Sonya Deen
Vice President of Government Relations, JM Family Enterprises, Inc.

Barbara Essenwine
Owner, Above & Beyond Group

Mori Hosseini
Chairman & CEO, ICI Homes

Kenneth Kahn
President, LRP Media Group

Belinda Keiser
Vice Chancellor, Keiser University

Katherine San Pedro
Partner, Ballard Partners, Inc

Board Committees



SPACE FLORIDA BOARD OF DIRECTORS

Committee Assignments

**AUDIT & ACCOUNTABILITY
COMMITTEE**

Gregory Celestan (Chair)
Chairman & Chief Executive Officer
of Celestar

Kenneth Kahn
President, LRP Publications, Inc

Belinda Keiser
Vice Chancellor
Keiser University

INVESTMENT COMMITTEE

Jay Beyrouiti (Chair)
President
Monicarla, Ltd.

Mori Hosseini
Chairman/CEO
ICI Homes

Belinda Keiser
Vice Chancellor
Keiser University

**GOVERNANCE & COMPENSATION
COMMITTEE**

Jesse Biter (Chair)
President/CEO
Biter Enterprises, LLC.

Barbara Essenwine
Vice President/Business Manager, GCY, Inc.

Mori Hosseini
Chairman/CE
ICI Homes

MARKETING COMMITTEE

Sonya Deen (Chair)
Vice President of Government Relations
JM Family Enterprises, Inc.

Jesse Biter
President/CEO
Biter Enterprises, LLC.

Katherine San Pedro
Partner
Ballard Partners, Inc

1. APPROVAL OF MINUTES



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 on July 16, 2020 via teleconference.

BOARD MEMBERS PRESENT:

Lieutenant Governor & Space Florida Chair, Jeanette Nuñez
Dean Cannon
Greg Celestan
Daniel Davis
Sonya Deen
Barbara Essenwine
Mori Hosseini
Ken Kahn
Belinda Keiser
Katherine San Pedro

SPACE FLORIDA SENIOR MANAGEMENT PRESENT:

Frank DiBello
Howard Haug
Jim Kuzma
Denise Swanson

WELCOME & INTRODUCTIONS:

A quorum being present, Lieutenant Governor Jeanette Nuñez, called the meeting to order at 1:32 p.m. (EST), and welcomed Board members. The Lieutenant Governor gave a brief update on Florida's State related COVID-19 activities.

There were no Public Comments.

1. APPROVAL OF MINUTES:

- *Katherine San Pedro made a motion to approve the minutes for April 23, 2020 Board of Directors meeting, which was seconded by Mori Hosseini and approved unanimously.*
- *Greg Celestan made a motion to approve the minutes for June 9, 2020 Board of Directors meeting, which was seconded by Barbara Essenwine and approved unanimously*

2. COMMITTEE REPORTS:

Audit and Accountability Committee Report - Interim Financials as of March 31, 2020 were presented by Denise Swanson.

- *Ken Kahn made a motion to approve the issuance of Space Florida's quarterly interim financial statements for the period ended March 31, 2020 which was seconded by Daniel Davis and approved unanimously.*



Governance & Compensation Committee Report - Was presented by Howard Haug and included the June 22, 2020, Governance & Compensation Committee activities consisting of the Space Florida Compensation and Performance Guidelines last updated in late 2017. The Committee approved a benchmark study in October 2019 by Harrington & Associates which is in its final stages of completion and will be presented in the fall. The second item for review was for Space Florida management to develop a schedule for Board of Directors and Committee meetings. A two (2) year schedule beginning January 2021 through January 2023 will be presented during the fall board meeting.

Investment Committee Report - Was presented by Frank DiBello and included the June 24, 2020, Investment Committee activities consisting of the review and discussion of the business before the board items to be presented at the July 16, 2020 Board meeting.

Marketing Committee Report - Was presented by Sonya Deen. The Marketing Committee did not meet during the last quarter; however, management did provide an update on their activities. Items reviewed:

- Status of the Inbound/Outbound Marketing activities
- Upcoming Campaigns and Conferences
- Promotions on Linked-In and Lead Capture
- Creation of Educational Videos
- Enhanced Search Engine Optimization (SEO)
- Co-Branded Marketing Campaigns with Several EDC's Throughout the State of Florida

3. BUSINESS BEFORE THE BOARD ITEMS:

Contracts, Business Development and Project Activities provided to the board in advance were briefed by Howard Haug and Frank DiBello. The following items were recommended for approval:

1. **Project Davinci:** Conduit financing and synthetic lease structure for a hanger, equipment and tooling in Milton, Fl., with AgustaWestland Philadelphia Corporation, a subsidiary of Leonardo Aerospace. Management requests authority to develop and enter the necessary agreements with the company to construct and lease up to a Twenty Million Dollar (\$20,000,000) Hanger and up to Fifteen Million Dollars (\$15,000,000) in equipment and tooling. The company expects to create fifty (50) jobs at an annual average salary of Forty-Two Thousand Dollars (\$42,000).

Sonya Deen made a motion to authorize Space Florida Management to complete negotiations and enter the necessary agreements as described in the amount of up to Thirty-Five Million Dollars (\$35,000,000). The motion was seconded by Greg Celestan and approved unanimously.

2. **Project Hobbs:** Conduit financing and synthetic lease structure for a facility to house a flight training school and aircraft maintenance, repair and operations facility at the Orlando-Melbourne International Airport with Melbourne Flight Training, LLC. Management requests authority to develop and enter the necessary agreements with



the company to construct and lease a Four Million Dollar (\$4,000,000) Facility. The company expects to create seventy (70) jobs at an annual average salary of Fifty-Two Thousand Five Hundred Dollars (\$52,500).

Belinda Keiser made a motion to authorize Space Florida Management to complete negotiations and enter the necessary agreements as described in the amount of up to Four Million Dollars (\$4,000,000). The motion was seconded by Barbara Essenwine and approved unanimously.

3. **Project Castle**: Conduit financing and synthetic lease structure to secure equipment, construct facilities and a fuel farm at Miami Opa-Locka Executive Airport with Embassair Group US., Inc., a Miami based subsidiary of Embassair Group, SA. Management requests authority to develop and enter the necessary agreements to purchase, own and lease the facilities and equipment in the amount of up to Twenty-Six Million Dollars (\$26,000,000) for the project. The company expects to create fifty (50) jobs over five (5) years with an annual average salary of Seventy-Seven Thousand Dollars (\$77,000).

Sonya Deen made a motion to authorize Space Florida Management to complete negotiations and enter the necessary agreements as described in the amount of up to Twenty-Six Million Dollars (\$26,000,000). The motion was seconded by Daniel Davis and approved unanimously.

4. **Project Bueno**: Management requests authority to negotiate and enter a secured convertible note in the amount of up to One Million Five Hundred Thousand Dollars (\$1,500,000) for a term of three (3) years at a market interest rate. At Space Florida's option – the note would convert at a discounted rate to equity upon close of a sale of equity securities with aggregate proceeds of at least Fifteen Million Dollars (\$15,000,000). The company agrees to establish an integration facility in Florida within two (2) years capable of producing at least two hundred (200) units per year and creating at least thirty (30) jobs within three (3) years with an average annual salary of Eighty Thousand Dollars (\$80,000).

Sonya Deen made a motion to authorize Space Florida Management to complete negotiations and enter the necessary agreements as described in the amount of up to One Million Five Hundred Thousand Dollars (\$1,500,000). The motion was seconded by Mori Hosseini and approved unanimously.

5. **Project Beverly**: Management requests authorization to enter Resolution #20-32 (Attachment B below), in conjunction with the April 23, 2020 board approval for conduit financing and synthetic lease activities with Project Beverly (Simcom International, Inc.). The Resolution provides for the project financing with Stonebriar Commercial Finance, LLC., in the amount of up to Seventy-Five Million Dollars (\$75,000,000) for a term of ninety-six (96) months in conjunction with the project efforts.

Ken Kahn made a motion to approve Resolution 2020-32 and to authorize Space Florida to complete negotiations and enter the necessary agreements as described in the amount of up to Seventy-Five Million Dollars (\$75,000,000). The motion was



seconded by Sonya Deen and approved unanimously.

6. **FDOT Master Plan 2021 Amendment:** Management requests authority for the 2021 Master Plan Amendment with the Florida Department of Transportation (FDOT) in conjunction with the requirements of Florida Statutes 331.360 (Attachment A below).
 - a. **2021 FDOT Program, Planning and Engineering Funding:** Management requests authority to negotiate and enter agreement with the Florida Department of Transportation (FDOT) in the amount of Five Million Dollars (\$5,000,000) for 2021 FDOT funding for master planning, program management and engineering activities.

Greg Celestan made a motion to authorize Space Florida Management to amend the 2017 Space Florida Cape Canaveral Spaceport Master Plan to include the updates identified for 2021 and to complete negotiations and enter agreements as described to secure Five Million Dollars (\$5,000,000) for 2021 funding activities. The motion was seconded by Belinda Keiser and approved unanimously.

7. **Engineering and Permitting Contractor for Space Commerce Way Widening:** Management requests authority to negotiate and enter agreement with Volkert, Inc., for construction design, engineering, permitting and project management services in the amount of up to Two Million Dollars (\$2,000,000) of FDOT 2021 planning funding for the Space Commerce Way Connector in conjunction with the INFRA Grant Project.

Mori Hosseini made a motion to authorize Space Florida Management to complete negotiations and enter agreements as described in the amount of up to Two Million Dollars (\$2,000,000). The motion was seconded by Barbara Essenwine and approved unanimously.

8. **FDOT Spaceport Infrastructure Improvements:** Management requests authority to add funding in the amount of Five Hundred Twenty-Five Thousand Dollars (\$525,000) to the previously approved One Million Eight Hundred Thousand Dollar (\$1,800,000) agreement in conjunction with Jacksonville Aviation Authority (JAA) Cecil Spaceport Infrastructure Improvements.

Sonya Deen made a motion to authorize Space Florida Management to complete negotiations and enter agreements as described in the amount of up to Five Hundred Twenty-Five Thousand Dollars (\$525,000). The motion was seconded by Greg Celestan and approved unanimously.

9. **Jacksonville Aviation Authority:** Management requests authority to negotiate and enter an amendment with the Jacksonville Aviation Authority to add FDOT funding in the amount of up to Five Hundred Twenty-Five Thousand Dollars (\$525,000) for fifty (50%) reimbursement in conjunction with the JAA Cecil Spaceport Infrastructure Improvements.



Sonya Deen made a motion to authorize Space Florida Management to complete negotiations and enter agreements as described in the amount of up to Five Hundred Twenty-Five Thousand Dollars (\$525,000). The motion was seconded by Barbara Essenwine and approved unanimously.

10. **FY2021 Department of Economic Opportunity Funding Agreements:** Space Florida performance and program funding agreements with the Department of Economic Opportunity for the period of July 1, 2020 through June 30, 2021 for organizational operational performance in the amount of Eleven Million Five Hundred Thousand Dollars (\$11,500,000), Israel cooperative activities in the amount of One Million Dollars (\$1,000,000) and aerospace industry financing, business development and infrastructure activities in the amount of Six Million Dollars (\$6,000,000) for the total Space Florida appropriation of Eighteen Million Five Hundred Thousand Dollars (\$18,500,000).

Ken Kahn made a motion to authorize Space Florida Management to complete negotiations and enter agreements as described in the amount of Eighteen Million Five Hundred Thousand Dollars (18,500,000). The motion was seconded by Belinda Keiser and approved unanimously.

11. **Spaceport Strategies, LLC.:** Management requests approval to amend the contract with Spaceport Strategies, LLC., to add up to One Hundred Thirty Thousand Dollars (\$130,000) to the contract value for consulting services associated with Space Policy, Space Force and INFRA Grant related activities.

Greg Celestan made a motion to authorize Space Florida Management to complete negotiations and enter agreements as described in the amount of up to One Hundred Thirty Thousand Dollars (\$130,000). The motion was seconded by Sonya Deen and approved unanimously.

12. **S.O. Witt & Associates, LLC.:** Management requests approval to amend the contract with S.O. Witt & Associates, LLC., to add up to Fifty-Eight Thousand Dollars (\$58,000) to the contract value for consulting services associated with Space Policy, Space Force and INFRA Grant related activities.

Belinda Keiser made a motion to authorize Space Florida Management to complete negotiations and enter agreements as described in the amount of Fifty-Eight Thousand Dollars (\$58,000). The motion was seconded by Barbara Essenwine and approved unanimously.

4. PRESIDENT’S REPORT:

Frank DiBello shared the President’s Report which included a review of recent activities including:

- SpaceX Historic Launch from American soil – first in 10 years



- Israel Space Agency Joint Venture
- Florida Venture Forum – Success Virtual Event
- Florida-Israel 7th Grant Awards Finalized
- Made in Space Acquisition by AEI Partners
- One-Web Bankruptcy authorization for continues satellite production
- COVID 19 and Continuity of Operations
- Business Development Deal Activity
- Spaceport Operations & Development – Activity and Construction
- Update on the Indian River Bridge project
- Update on Space Command/ Space Force

Frank thanked the Board for the approval of action items and reminded the Board of the upcoming Space Day events.

CLOSING REMARKS & ADJOURNMENT

Lieutenant Governor Jeanette Nunez requested any further questions or comments from the public or board members. There being none, the Chair thanked the Board for the discussion and involvement and adjourned the meeting at 2:50 p.m. (EST)

Lieutenant Governor Jeanette Nuñez, Chair

BOARD OF DIRECTORS MEETING

July 16, 2020

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 Space Florida Governance Policies, and recorded in the minutes of the meeting of the Board of Directors held on July 16, 2020, and not subsequently amended or modified.

Frank A. DiBello, President

• Interim Financials June 30, 2020

SPACE FLORIDA



Total Compiled Statement of Revenues and Expenses
Period Ending June 30, 2020
Unaudited
In 000's

	Total budget	Q1 Actual	Q2 Actual	Q3 Actual	Committed	Total Actual and Commitments	Budget Remaining
Operations Revenues							
State Appropriated Revenue - OPS	\$ 11,500	\$ 2,875	\$ 2,875	\$ 2,875	\$ 2,875	\$ 11,500	\$ -
Other Revenue	\$ 4,559	\$ 972	\$ 1,438	\$ 596	\$ 593	\$ 3,598	\$ 961
Total Operations Revenues	\$ 16,059	\$ 3,847	\$ 4,313	\$ 3,471	\$ 3,468	\$ 15,098	\$ 961
Operations Expenses							
Salaries & Other Related Costs	\$ 7,502	\$ 1,482	\$ 1,482	\$ 1,676	\$ 1,678	\$ 6,318	\$ 1,184
Contract & Subcontract Services	\$ 1,256	\$ 151	\$ 244	\$ 277	\$ 286	\$ 958	\$ 298
Utilities & Maintenance	\$ 3,913	\$ 981	\$ 988	\$ 850	\$ 1,020	\$ 3,840	\$ 73
Travel & Entertainment	\$ 386	\$ 44	\$ 64	\$ 25	\$ 48	\$ 181	\$ 204
Business Recruitment/Investment	\$ 310	\$ 137	\$ 18	\$ 26	\$ 41	\$ 222	\$ 88
Operating, General & Administrative	\$ 2,693	\$ 588	\$ 663	\$ 612	\$ 562	\$ 2,425	\$ 268
Total Operations Expenses (Excluding Depreciation)	\$ 16,059	\$ 3,383	\$ 3,458	\$ 3,467	\$ 3,635	\$ 13,943	\$ 2,116
Change in Net Assets Due to Operations	\$ (0)	\$ 464	\$ 854	\$ 4	\$ (167)	\$ 1,155	

Fiscal Year 2021 Budget

SPACE FLORIDA



Fiscal Year 2021 Budget
October 1, 2020 to September 30, 2021
In 000's

	<u>Total budget</u>
Operations Revenues	
State Appropriated Revenue - OPS	\$ 11,500
Other Revenue	\$ 2,740
Total Operations Revenues	\$ 14,240
Operations Expenses	
Salaries & Other Related Costs	\$ 7,203
Contract & Subcontract Services	\$ 1,181
Operating, General & Administrative	\$ 1,639
Utilities & Maintenance	\$ 3,564
Business Recruitment/Investment	\$ 361
Travel & Entertainment	\$ 293
Total Operations Expenses (Excluding Depreciation)	\$ 14,240
Change in Net Assets Due to Operations	\$ 0

SPACE FLORIDA



Fiscal Year 2020 and 2021 Budget Comparison

Unaudited

In 000's

	FY20 Budget Total	FY20 Total Actuals & Commitments	FY20 Budget to Actual Variance	FY21 Budget Total	FY20 to FY21 Budget Variance
Operations Revenues					
State Appropriated Revenue - OPS	\$ 11,500	\$ 11,500	\$ -	\$ 11,500	\$ -
Other Revenue	\$ 4,559	\$ 3,598	\$ 961	\$ 2,740	\$ 1,819
Total Operations Revenues	\$ 16,059	\$ 15,098	\$ 961	\$ 14,240	\$ 1,819
Operations Expenses					
Salaries & Other Related Costs	\$ 7,502	\$ 6,318	\$ 1,184	\$ 7,203	\$ 299
Contract & Subcontract Services	\$ 1,256	\$ 958	\$ 298	\$ 1,181	\$ 75
Operating, General & Administrative	\$ 2,693	\$ 2,425	\$ 268	\$ 1,639	\$ 1,055
Utilities & Maintenance	\$ 3,913	\$ 3,840	\$ 73	\$ 3,564	\$ 348
Business Recruitment/Investment	\$ 310	\$ 222	\$ 88	\$ 361	\$ (52)
Travel & Entertainment	\$ 386	\$ 181	\$ 204	\$ 293	\$ 93
Total Operations Expenses (Excluding Depreciation)	\$ 16,059	\$ 13,943	\$ 2,116	\$ 14,240	\$ 1,819
Change in Net Assets Due to Operations	\$ (0)	\$ 1,155	\$ (1,155)	\$ 0	\$ (0)

**Space Florida
Fiscal Year 2021 Budget Compared
to Fiscal Year 2020 Budget
Budget Narrative**

Revenue:

State Appropriated Revenue for Fiscal Year 2021 for Operations will remain the same as compared to Fiscal Year 2020 Budget. Other revenue, which is comprised of Space Florida assisted financing projects and lease revenues, is expected to decrease for Fiscal Year 2021 by \$1,819 thousand as compared to Fiscal Year 2020. This reduction is primarily due to not including the SRMU (Camp Blanding) related revenues that were passthroughs for expenses and Franchise Fees in the Fiscal Year 2021 budget. The remainder is due to a reduction in facility lease revenue & admin fees in the Fiscal Year 2021 budget due to agreement expirations.

Expenses:

Salary & Other Related Costs for Fiscal Year 2021 will decrease by \$299 thousand as compared to Fiscal Year 2020 Budget. The decrease is primarily due to open positions last year that were not filled and are not planned for in Fiscal Year 2021.

Contract & Subcontract Services for Fiscal Year 2021 is anticipated to decrease by \$75 thousand as compared to Fiscal Year 2020 Budget. The decrease is primarily due to a decrease in legal services expenses. Contract & Subcontract Services consist of legal, business development services & project support, facility services, and general operating services.

Operating, General & Administrative for Fiscal Year 2021 is anticipated to decrease by \$1,055 thousand as compared to Fiscal Year 2020 Budget. Expenses included in this category are loan service expenses, rentals & leases, insurance, capital purchases/improvements, and other general operating expenses. The decrease is due primarily to loan services being applied to another funding source and not including pass through expense for Camp Blanding.

Utilities & Maintenance for Fiscal Year 2021 is expected to decrease by approximately \$348 thousand as compared to Fiscal Year 2020 Budget. The decrease is primarily due to reduced utility and use costs and repairs costs.

Business Recruitment/Investments for Fiscal Year 2021 is anticipated to increase by \$52 thousand as compared to Fiscal Year 2020 Budget. The increase is primarily due to an increase in business recruitment and investment activities due to the nature of the projects that are being pursued. Additional efforts related to this category are promotional, advertising, and project expenses.

Travel & Entertainment for Fiscal Year 2021 is anticipated to decrease by \$93 thousand as compared to Fiscal Year 2020 Budget. The decrease is primarily due to reduced travel related activities because of the impacts of COVID-19.

SPACE FLORIDA



Fiscal Year 2021 Budget Detail
October 1, 2020 to September 30, 2021
 In 000's

	FY20 Budget Total	FY20 Total Actuals & Commitments	FY20 Budget to Actual Variance	FY21 Budget Total	FY20 to FY21 Budget Variance
Operating Revenues					
State Appropriated Revenue	\$ 11,500	\$ 11,500	\$ -	\$ 11,500	\$ -
Facility Revenue					
SLSL	\$ 1,163	\$ 733	\$ 430	\$ 1,024	\$ 139
SRMU	\$ 786	\$ 725	\$ 61	\$ -	\$ 786
RLV Hangar	\$ 158	\$ -	\$ 158	\$ -	\$ 158
South Campus	\$ 25	\$ 33	\$ (8)	\$ 25	\$ -
Area 57	\$ 233	\$ 250	\$ (16)	\$ 240	\$ (7)
AOS	\$ 522	\$ 614	\$ (92)	\$ 522	\$ -
	\$ 2,887	\$ 2,355	\$ 532	\$ 1,811	\$ 1,075
Financing Revenue					
Orion Admin Fee	\$ 295	\$ 295	\$ -	\$ 74	\$ 221
Loan Administration Fee	\$ 63	\$ 63	\$ 0	\$ -	\$ 63
Interest/Dividend Income	\$ 160	\$ 216	\$ (56)	\$ 200	\$ (40)
OPF3 Admin Fee	\$ 580	\$ 580	\$ (0)	\$ 580	\$ -
	\$ 1,099	\$ 1,154	\$ (56)	\$ 854	\$ 245
Other Revenues					
Franchise Fees	\$ 574	\$ -	\$ 574	\$ -	\$ 574
Other SF Services	\$ -	\$ 38	\$ (38)	\$ 75	\$ (75)
Miscellaneous Revenues	\$ -	\$ 51	\$ (51)	\$ -	\$ -
	\$ 574	\$ 89	\$ 485	\$ 75	\$ 499
Total	\$ 16,059	\$ 15,098	\$ 961	\$ 14,240	\$ 1,819

SPACE FLORIDA



Fiscal Year 2021 Budget Detail
October 1, 2020 to September 30, 2021
 In 000's

	FY20 Budget Total	FY20 Total Actuals & Commitments	FY20 Budget to Actual Variance	FY21 Budget Total	FY20 to FY21 Budget Variance
Salary & Other Related Costs					
Salary & Wages	\$ 5,447	\$ 4,566	\$ 880	\$ 5,202	\$ 245
Payroll Taxes	\$ 79	\$ 65	\$ 14	\$ 75	\$ 4
Retirement	\$ 817	\$ 732	\$ 85	\$ 780	\$ 37
Life & Health Insurance	\$ 1,015	\$ 811	\$ 205	\$ 984	\$ 32
Other	\$ 144	\$ 144	\$ (0)	\$ 161	\$ (17)
	\$ 7,502	\$ 6,318	\$ 1,184	\$ 7,203	\$ 299
Contract & Subcontract Services					
Legal	\$ 400	\$ 244	\$ 156	\$ 300	\$ 100
Business Development Services & Project Support	\$ 110	\$ 51	\$ 59	\$ 110	\$ -
Facility Services	\$ 75	\$ 43	\$ 32	\$ 75	\$ -
General Operations Services	\$ 671	\$ 619	\$ 52	\$ 696	\$ (25)
	\$ 1,256	\$ 958	\$ 298	\$ 1,181	\$ 75
Operating, General & Administrative					
Rental & Leases	\$ 453	\$ 609	\$ (155)	\$ 448	\$ 6
Insurance	\$ 183	\$ 205	\$ (22)	\$ 170	\$ 13
Other General Operating Expenses	\$ 434	\$ 310	\$ 124	\$ 446	\$ (13)
Capital Purchases/Improvements	\$ 350	\$ 59	\$ 291	\$ 508	\$ (158)
Loan Service	\$ 1,273	\$ 1,243	\$ 30	\$ 66	\$ 1,207
	\$ 2,693	\$ 2,425	\$ 268	\$ 1,639	\$ 1,055
Utilities & Maintenance					
Utilities					
SLSL	\$ 750	\$ 673	\$ 77	\$ 700	\$ 50
RLV Hanger	\$ 15	\$ 11	\$ 4	\$ 10	\$ 5
Camp Blanding	\$ 73	\$ 41	\$ 31	\$ -	\$ 73
Other	\$ 72	\$ 73	\$ (1)	\$ 88	\$ (16)
Repair & Maintenance					
SLSL	\$ 2,600	\$ 2,843	\$ (243)	\$ 2,600	\$ -
RLV Hanger	\$ 277	\$ 115	\$ 162	\$ 117	\$ 160
Camp Blanding	\$ 75	\$ 45	\$ 30	\$ -	\$ 75
Other	\$ 52	\$ 38	\$ 13	\$ 50	\$ 2
	\$ 3,913	\$ 3,840	\$ 73	\$ 3,564	\$ 348
Business Recruitment/Investment					
Promotional & Project Expenses	\$ 150	\$ 57	\$ 93	\$ 154	\$ (4)
Sponsorships/Other Grants & Aid	\$ 160	\$ 165	\$ (5)	\$ 208	\$ (48)
	\$ 310	\$ 222	\$ 88	\$ 361	\$ (52)
Travel & Entertainment	\$ 386	\$ 181	\$ 204	\$ 293	\$ 93
Total	\$ 16,059	\$ 13,943	\$ 2,116	\$ 14,240	\$ 1,819

SPACE FLORIDA



Travel Profile Fiscal Year 2021 Budget

Title	Domestic Travel	International Travel	Annual Travel Budget
President	28,344	-	28,344
VP Spaceport Operations	7,086	-	7,086
Treasurer/EVP Chief Investment Officer	7,086	-	7,086
Sr Vice President & General Manager	7,086	-	7,086
VP Special Projects	7,086	-	7,086
VP Commercial Space	7,086	-	7,086
Senior Project Manager	3,543	-	3,543
Manager, Commercial Space	3,543	-	3,543
Director Business Economic Development	28,344	-	28,344
Information Technology & Business Processes Manager	3,543	-	3,543
VP Research & Innovation	3,543	-	3,543
Contracts Manager	3,543	-	3,543
CFO/VP of Administration	3,543	-	3,543
Director of Marketing & Communications	3,543	-	3,543
Public Relations Manager	3,543	-	3,543
Property Manager	3,543	-	3,543
Staff Accountant	3,543	-	3,543
Executive Assistant	3,543	-	3,543
Project Manager	3,543	-	3,543
Manager Airfield Operations	-	-	-
VP Government & External Relations	-	-	-
Manager of Government Relations & External Affairs	7,086	-	7,086
VP Government Relations	7,086	-	7,086
Spaceport Development Program Manager	3,543	-	3,543
Environmental Health & Safety Director	3,543	-	3,543
Spaceport Operations Project Administrator	3,543	-	3,543
Federal Government Relations Director	-	-	-
Director Facility Management	-	-	-
Director Human Resources	3,543	-	3,543
Total	162,978	-	162,978

Financial Statements for the years ended September 30, 2019 and 2018

S P A C E F L O R I D A



**(A Component Unit Of
The State Of Florida)**

FINANCIAL STATEMENTS

For the Years Ended September 30, 2019 and 2018

Space Florida
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For the years ended September 30, 2019 and 2018

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Additional Elements Required by *Government Auditing Standards* and the Rules of the Auditor General

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Carr, Riggs & Ingram, LLC
215 Baytree Drive
Melbourne, Florida 32940

(321) 255-0088
(321) 259-8648 (fax)
www.cricpa.com

INDEPENDENT AUDITORS' REPORT

The Board of Directors
Space Florida
Cape Canaveral, Florida

Report on the Financial Statements

We have audited the accompanying financial statements of Space Florida, a component unit of the State of Florida, as of and for the years ended September 30, 2019 and 2018 and the related notes to the financial statements which collectively comprise the entity's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors' consider internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Space Florida as of September 30, 2019 and 2018 and the changes in its financial position and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that management's discussion and analysis on pages 7 to 14 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

Our audits were conducted for the purpose of forming an opinion on the financial statements that collectively comprise Space Florida's basic financial statements. The schedule of travel, business meals and incidental expenses and the schedule of expenditures of state financial assistance for the year ended September 30, 2019 and 2018, required by Chapter 10.550 of the Rules of the Auditor General of the State of Florida, are presented for purposes of additional analysis and are not a required part of the financial statements.

The schedule of expenditures of state financial assistance is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the schedule of expenditures of state financial assistance is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

The schedule of travel, business meals and incidental expenses has not been subjected to the auditing procedures applied in the audit of the basic financial statements, and accordingly, we do not express an opinion or provide any assurance on it.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated July 31, 2020 on our consideration of Space Florida's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of Space Florida's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering Space Florida's internal control over financial reporting and compliance.

Cary, Riggs & Ingram, L.L.C.

Melbourne, Florida
July 31, 2020

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Space Florida Management's Discussion and Analysis

As management of Space Florida, we offer readers of Space Florida's financial statements this narrative overview and analysis of the financial activities of Space Florida for the years ended September 30, 2019, 2018 and 2017.

Effective September 1, 2006, Pursuant to Chapter 2006-60, Laws of Florida, a law enacted by the Florida Legislature during its 2006 Regular Session, Space Florida was created as an independent special district and subdivision of the State. Space Florida serves as the State's principal government space entity, responsible for space related infrastructure development, industry recruitment and education/research in partnership with federal agencies and private industry; for providing leadership for development of space transportation infrastructure; and for implementation of space commercialization and development programs.

Space Florida utilizes various funding sources to operate programs that retain, attract and expand new business to Florida, and to promote Florida as the world's premier space business destination. Space Florida is responsible for accelerating the growth of space related industry within Florida's economic goals through targeted space business retention, expansion, and diversification efforts in addition to providing leadership in innovative educational, research and development and workforce development programs and space related infrastructure development projects. A key competitive advantage for Florida in the market is the multiple year relationships it creates with entities that choose Florida for their base of growth.

As a result of the dynamic nature of Florida's space industry, Space Florida has developed a strategic plan that targets a number of diversified commercial market segments for integration of space technology that has not been previously pursued with a focused state effort (i.e. life sciences/pharmaceuticals, agriculture/climate monitoring, cyber security and robotics, clean energy, adventure tourism, civil protection and crisis management). These markets receive direct benefit through utilization of the current space program, or have shown great interest in the potential for benefitting from opportunities in next-generation space initiatives and utilization of microgravity environments. Space Florida has already gained significant interest from major players in these markets, and will continue to increase its efforts to attract and secure these businesses. It will do this, in part, by utilizing its operational budget to focus staff efforts on business development opportunities in these emerging sectors.

Financial Highlights

- The assets of Space Florida exceeded its liabilities for the years ended September 30, 2019, 2018 and 2017 by \$152,267,803, \$142,397,595 and \$110,183,400 (net position), respectively. Of this amount, \$31,912,030, \$25,677,971 and \$17,795,549 (unrestricted net position), respectively, may be used to meet Space Florida's ongoing obligations to citizens and creditors.
- Space Florida's total net position increased by \$9,870,208, \$32,214,195 and \$6,706,698 for the years ended September 30, 2019, 2018 and 2017, respectively.
- Space Florida's state appropriated revenue for operations for the years ended September 30, 2019, 2018 and 2017 was \$17,776,028, \$21,126,767 and \$21,209,740, respectively.

Overview of the Financial Statements

This discussion and analysis is intended to serve as an introduction to Space Florida's basic financial statements. Space Florida's basic financial statements are comprised of two components: financial statements and notes to the financial statements. This report also contains other supplementary information in addition to the basic financial statements themselves.

The basic financial statements report information using the full accrual accounting methods as utilized by similar business activities in the public sector. The financial statements include a Statement of Net position, a Statement of Revenues, Expenses and Changes in Net Position and a Statement of Cash Flows.

The Statement of Net Position presents information on all of Space Florida's assets and liabilities, with the difference between the two reported as net position. Over time, changes in net position may serve as an indicator of the financial status of Space Florida.

The Statement of Revenues, Expenses and Changes in Net Position presents information showing how Space Florida's net position changed for the years ended September 30, 2019 and 2018. All changes in net position are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. Thus, revenues and expenses are reported in this statement for some items that will only result in cash flows in future fiscal periods.

The Statement of Cash Flows presents changes in cash and cash equivalents from operational, financing and investing activities. This statement presents cash receipt and disbursement information without consideration of the earnings event, when an obligation arises or depreciation of capital assets.

The basic financial statements can be found on pages 17-21 of this report.

The notes provide additional information that is essential to a full understanding of the data provided in the basic financial statements and thus are an integral part of these financial statements. The notes to the financial statements can be found on pages 23-46 of this report.

In addition to the basic financial statements and accompanying notes, this report also presents other supplementary information. This supplementary information can be found on page 48 of this report.

Financial Analysis

As noted earlier, net position may serve over time as a useful indicator of an entity's financial status. Assets exceeded liabilities as of September 30, 2019, 2018 and 2017 by \$152,267,803, \$142,397,595, and \$110,183,400, respectively.

The following table reflects the condensed Statement of Net Position.

Space Florida
Management's Discussion and Analysis

Space Florida Net Position

	9/30/2019	9/30/2018	9/30/2017
Cash	\$ 30,019,974	\$ 42,474,180	\$ 53,609,344
Receivables	28,541,543	19,905,091	21,017,523
Investments	3,696,595	3,778,774	4,840,170
Other current assets	891,844	1,044,960	988,139
Capital assets	252,892,467	126,855,874	101,992,903
Prepaid rent	4,878,573	5,261,206	5,643,839
Other assets	3,230,477	3,526,742	3,308,852
Total assets	324,151,473	202,846,827	191,400,770
Accounts payable	1,177,923	2,920,719	7,058,791
Payable from restricted assets	160,372,093	40,208,650	43,936,430
Notes payable	7,985,456	15,536,156	28,696,252
Deferred rent liability	1,449,237	1,173,192	897,147
Capital lease payable	231,247	-	-
Other liabilities	667,714	610,515	628,750
Total liabilities	171,883,670	60,449,232	81,217,370
Net position:			
Invested in capital assets, net			
of related debt	118,276,193	111,048,630	72,733,543
Restricted	2,079,580	5,670,994	19,654,308
Unrestricted	31,912,030	25,677,971	17,795,549
Total net position	\$ 152,267,803	\$ 142,397,595	\$ 110,183,400

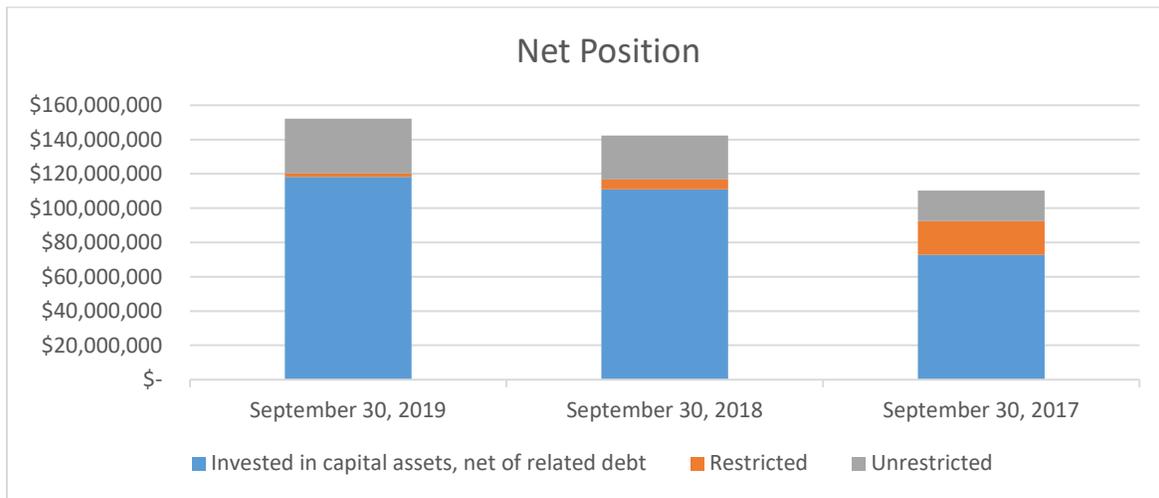
The largest portion of Space Florida's net position as of September 30, 2019 (78 percent), as of September 30, 2018 (78 percent) and as of September 30, 2017 (66 percent) reflects its investment in capital assets (e.g., buildings, equipment and construction in progress) less any related debt used to acquire those assets that are still outstanding.

The increase in payable from restricted assets is due to the establishment of a prepaid rent liability for a long-term tenant at a facility transferred to Space Florida in 2019. The remaining balance will be expensed over the next 49 years.

The decrease in the restricted net position as of September 30, 2019 and 2018 was mainly due to the spending of advance payments received which is restricted for a specific project.

As of September 30, 2019, September 30, 2018, and September 30, 2017, Space Florida was able to report positive balances in all three categories of net position.

Space Florida Management's Discussion and Analysis



The following table shows condensed revenue and expense data.

Space Florida Changes in Net Position

	For the year ended September 30, 2019	For the year ended September 30, 2018	For the year ended September 30, 2017
Operating revenues:			
Fees and charges for services	\$ 8,316,887	\$ 5,735,020	\$ 5,445,184
State appropriated funding	17,776,028	21,126,767	21,209,740
Grant revenue - operating	22,127,636	46,823,593	25,019,903
Total operating revenue	48,220,551	73,685,380	51,674,827
Non-operating revenues:			
Other	221,554	119,913	254,397
Grant revenue - capital	2,173,755	12,880,636	8,657,807
Capital contributions	11,996,674	20,457,307	-
Total non-operating revenues	14,391,983	33,457,856	8,912,204
Total revenues	62,612,534	107,143,236	60,587,031
Operating expenses:			
Business development activities	31,537,884	57,574,911	35,380,292
Educational research	228,000	297,364	456,526
Operations	8,100,975	8,147,818	8,193,302
General, administrative, and depreciation	12,249,320	7,894,446	9,358,483
Total operating expenses	52,116,179	73,914,539	53,388,603
Non-operating expenses			
Total non-operating expenses	626,147	1,014,502	491,730
Total expenses	52,742,326	74,929,041	53,880,333
Change in net position	9,870,208	32,214,195	6,706,698
Net position – beginning	142,397,595	110,183,400	103,476,702
Net position – ending	\$ 152,267,803	\$ 142,397,595	\$ 110,183,400

Space Florida Management's Discussion and Analysis

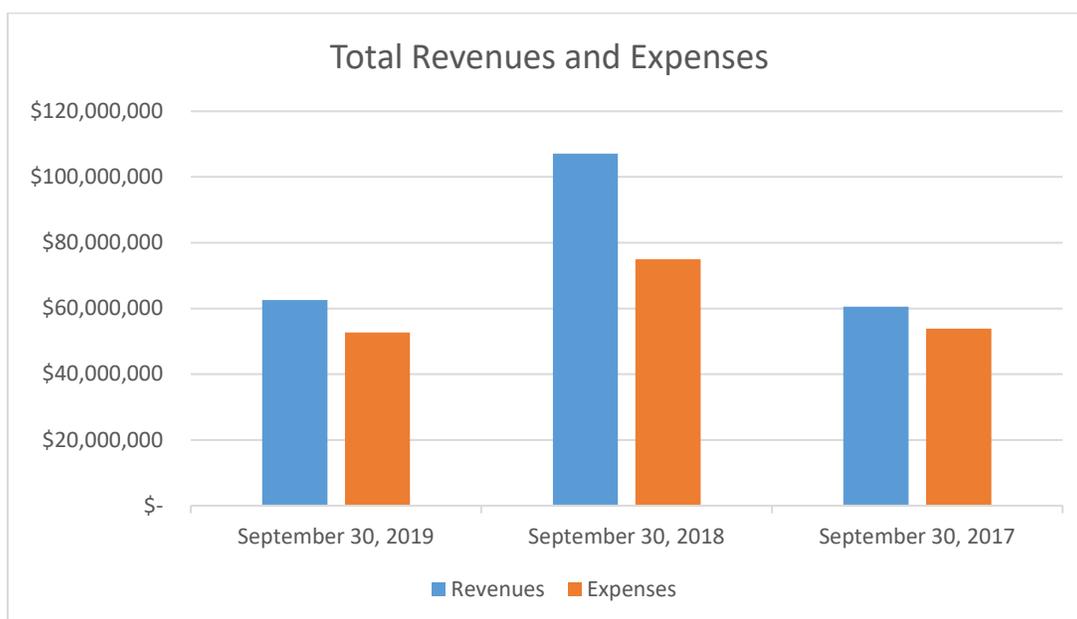
Changes in Net Position. The net position balance increased by \$9,870,208, \$32,214,195 and \$6,706,698 for the years ended September 30, 2019, 2018 and 2017, respectively. For the year ended September 30, 2019, the increase in net position consisted of \$3,895,628 net decrease from operating activity with a \$13,765,836 net increase from non-operating activity that included \$2,173,755 in state grant capital revenue, \$168,659 in interest income, \$11,996,674 in capital contributions, \$6,705 in gain on investment, and \$46,190 from gain on disposal of capital assets, less \$491,791 in interest expense and \$134,356 in impairment loss. For the year ended September 30, 2018, the increase in net position consisted of \$229,159 net decrease from operating activity with a \$32,443,354 net increase from non-operating activity that included \$12,880,636 in state grant capital revenue, \$119,763 in interest income, and \$150 from gain on disposal of capital assets, less \$453,106 in interest expense and \$561,396 in impairment loss. For the year ended September 30, 2017, the increase in net position consisted of \$1,713,776 net reduction from operating activity with an \$8,420,474 net increase from non-operating activity that included \$8,657,807 in state grant capital revenue and \$254,397 in interest income, less \$490,432 in interest expense and \$1,298 from loss on disposal of capital assets.

Operating revenues totaled \$48,220,551, \$73,685,380 and \$51,674,827 for the years ended September 30, 2019, 2018 and 2017, respectively. Of this amount, 37 percent, 29 percent and 41 percent, respectively, were from State appropriated funding. Grant revenue - operating was provided by spaceport infrastructure development grants from State appropriations with the remaining being generated from fees and charges for services. In addition, Space Florida reported non-operating revenues of \$14,391,983, \$33,457,856 and \$8,912,204 for the years ended September 30, 2019, 2018 and 2017, respectively. Grant revenue - capital was provided by the spaceport infrastructure development grants from State appropriations.

Operating expenses were \$52,116,179, \$73,914,539 and \$53,388,603 for the years ended September 30, 2019, 2018 and 2017, respectively. Of those totals, 16 percent, 11 percent and 15 percent, respectively, were related to general operations, which consist of support for the execution of Space Florida's responsibilities as a state-created entity, facilities management and policy-related responsibilities. In addition and related to ownership and management of the operation and its facilities, depreciation totaled \$9,616,707, \$6,165,801 and \$6,281,016 for the years ended September 30, 2019, 2018 and 2017, respectively.

As directed by statute, Space Florida is also responsible for fostering the growth and development of a sustainable and world-leading aerospace industry in the State and thus is responsible for accelerating the growth and diversification of aerospace-related economic development throughout the State. Space Florida is partnering with other State entities to accomplish these directives. For the years ended September 30, 2019, 2018 and 2017, Space Florida expended 61 percent, 78 percent and 66 percent, respectively, of its operating expenditures to create and direct activities and programs that retain, attract and help expand aerospace businesses in Florida.

Space Florida Management's Discussion and Analysis



Capital Asset and Debt Administration

Capital assets. Space Florida's net investment in capital assets as of September 30, 2019, 2018 and 2017, amounted to \$118,276,193, \$111,048,630 and \$72,733,543 (net of accumulated depreciation and debt), respectively. This investment in capital assets includes buildings, improvements, construction in progress and equipment. The balance in construction in progress as of September 30, 2019 consisted primarily of manufacturing assembly for a facility at Exploration Park. The September 30, 2018 and 2017 balance in construction in progress consisted primarily of construction of a new facility at Exploration Park.

Space Florida Capital Assets (net of depreciation)

	9/30/2019	9/30/2018	9/30/2017
SRMU storage facility	\$ 3,009,628	\$ 3,442,346	\$ 3,868,942
RLV hangar and office space	823,284	921,617	1,019,951
Orion facility	20,155,720	21,380,092	22,604,464
Exploration Park	174,160,898	15,021,514	16,102,523
Launch Complex 46	6,505,769	4,276,690	4,318,493
Engineering & Technology Center	13,820,299	14,439,104	15,057,909
Commercial Crew Processing Facility	15,636,568	16,331,528	17,026,489
Other Facilities	2,750,630	2,938,421	2,648,700
Furniture, equipment and vehicles	1,409,903	2,232,377	3,190,882
Construction in progress	14,619,768	45,872,185	16,154,550
Total	\$ 252,892,467	\$ 126,855,874	\$ 101,992,903

Additional information on Space Florida capital assets can be found in Note 6 on pages 31-32 of this report.

Space Florida Management's Discussion and Analysis

Space Florida entered into agreements in fiscal year 2011 to purchase prototypes from third parties to test the technology and capabilities of the prototype. Upon completion of the testing period of one of the prototypes in fiscal year 2012, Space Florida leased back the prototype for a nominal lease rate. At the end of the lease the prototype can be purchased for a nominal value by the third party. As consideration for the lease and option to purchase, the third party issued ownership interest in the third party through common stock and/or warrants. Upon completion of the remaining prototypes, the same lease back and ownership interest agreement will take place. Additional information can be found in Note 14 (Seller 1, 2 & 3) on pages 42-43 of this report.

Space Florida also entered in to an agreement with a third party to purchase three production vehicles in fiscal year 2011. In fiscal year 2012, this agreement was changed to support a new prototype vehicle. Upon completion of the production of the vehicle Space Florida will lease back the prototype for a nominal lease rate. At the end of the lease the prototype may be purchased for a nominal value by the third party. As consideration for the lease and option to purchase the third party has issued ownership interest in the third party through common stock and/or warrants. Additional information can be found in Note 14 (Seller 1) on page 42 of this report.

Rights and Access. Space Florida has agreements with the Cape Canaveral Air Force Station Center for the right to use Space Launch Complexes 36 and 46 for the development of multi-use vertical launch capabilities related to governmental, educational and commercial initiatives. In November 2019, Space Florida did not renew the license for Space Launch Complex 36 and the facility was transferred to an unrelated entity. Space Florida also has an enhanced use lease agreement with NASA's John F. Kennedy Space Center for 60 acres with an optional 139 additional acres to develop a mixed-use multi-tenant technology and commerce park referred to as "Exploration Park and a 30-year master property agreement for the Shuttle Landing Facility. Additional information can be found in Note 13 on pages 41-42 of this report.

Long-term debt. Space Florida entered into a loan agreement with a bank in the amount of \$17,500,000 in fiscal year 2014. The note was scheduled to mature on January 30, 2015, however, the note was converted on January 30, 2015, to a 3-year repayment term, amortized over a 20-year term. The interest rate is equal to the Note Rate that was in effect on the date immediately preceding the Conversion Date. Subsequent amendments were executed extending the maturity date with the same terms.

Space Florida also entered into another loan agreement with a bank in the amount of \$17,500,000 in fiscal year 2017. The interest rate is 3.17% per year with interest due monthly with a mandatory prepayment of the loan for pledged revenues received. Additional information on this can be found in Note 7 on page 33 of this report.

Space Florida Total Outstanding Debt

	9/30/19	9/30/18	9/30/17
Notes payable	\$ 7,985,456	\$ 15,536,156	\$ 28,696,252

Space Florida Management's Discussion and Analysis

Requests for Information

This financial report is designed to provide a general overview of Space Florida's finances for all those with an interest in Space Florida's financial operations. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to Space Florida, 505 Odyssey Way, Exploration Park, FL 32953.

BASIC FINANCIAL STATEMENTS

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Space Florida
Statements of Net Position

<i>September 30,</i>	2019	2018
ASSETS		
Current assets		
Cash:		
Unrestricted	\$ 11,366,018	\$ 18,611,711
Restricted	18,653,956	23,862,469
Accounts receivable, net of allowance for uncollectible accounts of \$19,770 and \$469,207 as of September 30, 2019 and 2018, respectively	167,050	177,636
Due from other governments:		
Unrestricted	10,976,347	5,372,262
Restricted	17,398,146	14,300,837
Accrued interest receivable on loans receivable, net	8,377	8,377
Loans receivable, net of allowance of \$30,426 and \$18,000 as of September 30, 2019 and 2018, respectively	72,000	84,167
Prepaid rent, current	382,633	382,633
Other current assets	891,844	1,036,583
Total current assets	59,916,371	63,836,675
Noncurrent assets		
Capital assets:		
Construction in progress	14,619,768	45,872,185
Other capital assets, net of accumulated depreciation:		
SRMU storage facility	3,009,628	3,442,346
Orion facility	20,155,720	21,380,092
Reusable Launch Vehicle (RLV) hangar and office space	823,284	921,617
Exploration Park	174,160,898	15,021,514
Furniture, equipment and vehicles	1,409,903	2,232,377
Launch Complex 46	6,505,769	4,276,690
Commercial Crew and Cargo Processing Facility	15,636,568	16,331,528
EETC at Melbourne Airport	13,820,299	14,439,104
Other facility	2,750,630	2,938,421
Accrued interest receivable on loans receivable, noncurrent, net	-	54,356
Loans receivable, net of allowance of \$1,717,249 and \$287,200 as of September 30, 2019 and 2018, respectively	3,148,800	3,441,275
Investments	3,696,595	3,778,774
Prepaid rent, noncurrent	4,495,940	4,878,573
Other noncurrent assets	1,300	1,300
Total noncurrent assets	264,235,102	139,010,152
Total assets	\$ 324,151,473	\$ 202,846,827

The accompanying notes are an integral part of these financial statements.

Space Florida
Statements of Net Position (Continued)

LIABILITIES

Current liabilities

Accounts payable and accrued expenses	\$ 1,177,923	\$ 2,920,719
Salaries payable	190,167	184,700
Unearned revenue	74,860	67,976
Compensated absences	159,471	128,619
Capital lease payable	51,997	-
Deposits	118,526	124,530
Payable from restricted assets:		
Accounts payable	32,688,434	29,629,136
Unearned revenue	2,846,730	418,286
Deposits	1,141,550	2,715,978
Notes payable	720,650	15,536,156
Total current liabilities	39,170,308	51,726,100

Noncurrent liabilities

Deferred rent liability	1,449,237	1,173,192
Compensated absences	124,690	104,690
Capital lease payable	179,250	-
Notes payable, less current portion	7,264,806	-
Payable from restricted assets:		
Unearned revenue	123,695,379	7,445,250
Total noncurrent liabilities	132,713,362	8,723,132

Total liabilities	171,883,670	60,449,232
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NET POSITION

Net Investment in capital assets	118,276,193	111,048,630
Restricted for:		
Special purpose	2,079,580	5,670,994
Unrestricted	31,912,030	25,677,971

Total net position	\$ 152,267,803	\$ 142,397,595
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The accompanying notes are an integral part of these financial statements.

Space Florida
Statements of Revenues, Expenses, and Changes in Net Position

<i>For the years ended September 30,</i>	2019	2018
Operating revenues		
Fees and charges for services	\$ 8,316,887	\$ 5,735,020
State appropriated funding	17,776,028	21,126,767
Other grant revenue - operating	22,127,636	46,823,593
Total operating revenues	48,220,551	73,685,380
Operating expenses		
Business development	31,537,884	57,574,911
Educational research	228,000	297,364
Operations	8,100,975	8,147,818
General and administrative	2,632,613	1,728,644
Depreciation	9,616,707	6,165,802
Total operating expenses	52,116,179	73,914,539
Loss from operations	(3,895,628)	(229,159)
Non-operating revenues (expenses)		
Interest income	168,659	119,763
State grant revenue - capital	2,173,755	12,880,636
Capital contributions	11,996,674	20,457,307
Interest expense	(491,791)	(453,106)
Gain on investment	6,705	-
Impairment loss on investment	(134,356)	(561,396)
Gain on disposal of capital assets	46,190	150
Total non-operating revenues (expenses)	13,765,836	32,443,354
Change in net position	9,870,208	32,214,195
Net position, beginning of year	142,397,595	110,183,400
Net position, end of year	\$ 152,267,803	\$ 142,397,595

The accompanying notes are an integral part of these financial statements.

Space Florida Statements of Cash Flows

For the years ended September 30, **2019** **2018**

Cash flows from operating activities:

Cash received from customers and users	\$ 8,386,670	\$ 7,221,193
Cash paid to suppliers for goods and services	(37,438,620)	(55,905,943)
Cash payments to employees for services	(4,559,015)	(4,201,984)
Operating grant receipts	31,073,963	68,216,288
Net cash provided by (used in) operating activities	(2,537,002)	15,329,554

Cash flows from capital and related financing activities:

Capital related grant receipts	6,725,179	15,341,366
Purchase and construction of capital assets	(7,632,198)	(31,028,623)
Principal paid on note payable	(7,550,700)	(13,160,096)
as of September 30, 2019 and 2018, respectively	438,075	-
Deposit for construction of capital assets	(1,574,428)	2,715,978
Net cash used in capital and related financing activities	(9,594,072)	(26,131,375)

Cash flows from investing activities:

Interest received	168,659	119,763
Interest paid	(491,791)	(453,106)
Net cash used in investing activities	(323,132)	(333,343)

Net decrease in cash **(12,454,206)** (11,135,164)

Cash, beginning of year **42,474,180** 53,609,344

Cash, end of year **\$ 30,019,974** \$ 42,474,180

Cash for the purposes of this statement consists of the following

<i>September 30,</i>	2019	2018
Cash	\$ 11,366,018	\$ 18,611,711
Restricted cash	18,653,956	23,862,469
Total cash	\$ 30,019,974	\$ 42,474,180

The accompanying notes are an integral part of these financial statements.

Space Florida
Statements of Cash Flows (continued)

<i>For the years ended September 30,</i>	2019	2018
Reconciliation of income (loss) from operations to net cash provided by (used in) operating activities:		
Income (loss) from operations	\$ (3,895,628)	\$ (229,159)
Adjustment to reconcile Income (loss) from operations to net cash provided by operating activities		
Depreciation expense	9,616,707	6,165,802
Investment impairment	(22,547)	973,640
In-kind payment of rent	382,633	382,633
In-kind receipt of rent	-	-
(Increase) decrease in assets:		
Accounts receivable	21,431	546,297
Due from other governments	(8,701,394)	679,278
Accrued interest receivable on loans receivable	54,356	(33,764)
Loans receivable	270,872	(779,486)
Lease receivable	-	-
Prepaid rent	(1,922,726)	-
Other assets	144,739	(48,244)
Increase (decrease) in liabilities:		
Accounts payable	1,316,502	7,728,955
Compensated absences	50,852	41,773
Salaries payable	5,467	39,134
Unearned revenue	(128,307)	(413,350)
Deposits	(6,004)	-
Rent payable	276,045	276,045
Total adjustments	1,358,626	15,558,713
Net cash provided by (used in) operating activities	\$ (2,537,002)	\$ 15,329,554

Summary of noncash investing activities

During the year ended September 30, 2019, Space Florida had an impairment of investments for \$134,356 and a gain of \$6,705.

Noncash capital financing activities

Capital assets of \$135,626,990 were acquired through contributions from tenants. Capital assets of \$299,691 were acquired through a capital lease.

The accompanying notes are an integral part of these financial statements.

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Note 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Reporting Entity

Space Florida is an independent special district, a body politic and corporate, and a component unit of the State of Florida, which was created pursuant to the Space Florida Act, Sections 331.301-331.369, Florida Statutes, as amended. Space Florida's purpose is to foster the growth and development of a sustainable and world-leading aerospace industry in the State of Florida. Space Florida accomplishes its purpose by promoting aerospace business development, facilitating business financing, spaceport operations, research and development, workforce development, and innovative education programs. Space Florida is not considered an "agency" of the State for budgeting, as defined in Florida Statutes 216.011 and 287.012.

Space Florida is governed by a 13-member independent board of directors that consists of the members appointed to the board of directors of Enterprise Florida, Inc., by the Governor, the President of the Senate, and the Speaker of the House of Representatives pursuant to s. 288.901(5)(a)7. and the Governor, who shall serve ex officio, or who may appoint a designee to serve, as the chair and a voting member of the board.

Space Florida has the authority to purchase or construct facilities, to set rates, fees and charges for the use of facilities and to undertake joint financing with municipalities or private sector entities for projects. Space Florida also has the power to issue bonds and other instruments of indebtedness. The full faith and credit of the State of Florida does not secure any bonds issued by Space Florida.

Measurement Focus, Basis of Accounting and Financial Statement Presentation

Space Florida's financial statements are reported using the economic resources measurement focus, which is concerned with the inflow and outflow of resources that affect an entity. The Statement of Net Position reflects those resources available to meet current obligations and to be used in the delivery of goods and services in subsequent periods. The Statement of Revenues, Expenses and Changes in Net Position summarize those resources received and those consumed during the current period. The statement distinguishes between operating and non-operating revenues and expenses. Operating revenues generally result from leases, administrative fees and operating grants. Operating expenses include the costs for space business development activities, educational research development and workforce activities, operations, administrative expenses and depreciation. All revenues and expenses not meeting the definition of operating are reported as non-operating revenues and expenses.

Space Florida accounts for all of its activities within one enterprise fund.

Note 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Use of Estimates

The process of preparing financial statements in conformity with U.S. generally accepted accounting principles requires the use of estimates and assumptions regarding certain types of assets, liabilities, revenues and expenses. Such estimates primarily relate to unsettled transactions and events as of the date of the financial statements. Upon settlement, actual results may differ from those estimates.

Cash

Consists of cash on hand and demand deposits that are restricted and unrestricted.

Investments

Investments are valued at cost, as permitted by Governmental Accounting Standards Board Standard (GASBS) 62 Codification of Account and Financial Report Guidance, as the investments are not held for the primary purpose of income or profit and therefore do not meet the requirements as defined by GASBS 72 Fair Value Measurement to be measured at fair value. Space Florida is allowed to invest in common stock and warrants under Florida Statute 331.305. Management has reviewed the investments and determined there is an impairment of \$695,753 and \$579,217 (see custodial credit risk in Note 2) as of September 30, 2019 and 2018.

Accounts Receivable

The receivables are funds due to Space Florida from customers. Space Florida charges interest based on contract terms. An allowance of \$19,770 and \$469,207 was recorded at September 30, 2019 and 2018, respectively, based on management's estimate of the collectability of outstanding accounts receivable balances.

Loans Receivable

Consists of loans due from several companies (See Note 4). Management reviews each loan and based on timeliness of payments estimates an allowance.

Other Assets

Consists of deposits, receivables from capital leases and prepaid expenses.

Restricted Assets

Consists primarily of cash received and unexpended in connection with specific State-funded projects.

Note 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Capital Assets

Are defined as assets with an initial cost of more than \$1,000 and an estimated useful life in excess of one year. Capital assets are recorded at cost when purchased or at fair market value when donated. Additions, improvements and expenditures for repairs and maintenance that extend the lives of assets are capitalized. Other expenditures for repairs and maintenance are charged to expense as incurred. The carrying amount and accumulated depreciation of assets that are sold or retired are removed from the accounts in the year of disposal and any resulting gain or loss is included in results of operations.

Depreciation is provided using the straight-line method over the useful lives of the various classes of depreciable assets. The estimated useful lives of the property and equipment range from 1 to 27 years.

Accrued Compensated Absences

Space Florida's reporting of accrued compensated absences has been recorded in accordance with GASB Section C60. A liability is accrued for an employee's right to receive compensation for future absences when certain conditions are met.

Unearned Revenues

Include amounts invoiced or collected before the revenue recognition criteria are met and includes advanced payments received from grantor agencies that are unearned and recognized over the periods to which the payments relate. See Note 12.

Deposits

Consist of amounts held for tenants of leased facilities.

Net Position

Net position is restricted when constraints placed on funds are either externally imposed or are imposed by constitutional provisions or enabling legislation. Internally imposed designations of resources are not presented as restricted net position. At September 30, 2019 and 2018, restricted net position consists primarily of cash received and unexpended in connection with specific State-funded projects and unearned revenue. When both restricted and unrestricted resources are available for use, generally it is Space Florida's policy to use restricted resources first, then unrestricted resources as needed.

Note 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Subsequent Events

Management has evaluated subsequent events through the date that the financial statements were available to be issued, July 31, 2020. See Note 19 for relevant disclosure. No subsequent events occurring after this date have been evaluated for inclusion in the financial statements.

Reclassifications

Certain reclassifications were made to the prior year income statement and statement of cash flows to conform with the current year presentation.

Note 2: CASH AND INVESTMENTS

At September 30, 2019 and 2018, the carrying amount of Space Florida’s deposits was \$30,019,974 and \$42,474,180, respectively, and the bank balance was \$30,935,475 and \$45,650,611, respectively. These deposits consist of demand accounts that are covered by the federal depository insurance corporation (FDIC) up to \$250,000. Monies invested in amounts greater than FDIC limits are secured by collateral held by Space Florida’s agent, pursuant to the Florida Security for Public Deposits Act (the “Act”). The Act requires that Space Florida maintain deposits only in “qualified public depositories.” All qualified public depositories must deposit with the State Treasurer eligible collateral in such amounts as required by the Act. Should a default or insolvency occur, the State Treasurer would implement procedures for payment of losses according to the validated claims of Space Florida. Therefore, Space Florida’s deposits are considered to be fully insured.

Florida Statute 331.309 authorizes Space Florida to select as a depository any qualified public depository as defined in Florida Statute 280.02. Space Florida may also deposit funds with the State Treasury.

Cash consists of the following:

<u>September 30,</u>	<u>2019</u>	<u>2018</u>
Demand deposits	\$ 30,019,974	\$ 42,474,180
Classified as:		
Cash	\$ 11,366,018	\$ 18,611,711
Restricted cash	18,653,956	23,862,469
	\$ 30,019,974	\$ 42,474,180

Credit risk

Florida Statute 331.348 authorizes Space Florida to invest in funds backed by the federal and local governments, or any investment authorized in Florida Statute 17.57.

Space Florida Notes to the Financial Statements

Note 2: CASH AND INVESTMENTS (Continued)

Interest rate risk

Space Florida's investment policy and Florida Statutes do not limit the maturities of investments to reduce the interest rate risk.

Foreign currency risk

Space Florida is not exposed to foreign currency risk. All of the holdings of Space Florida are denominated in US Dollars.

Concentration of credit risk

Space Florida's investment policy and Florida Statute 331.348 do not limit the concentration of types of investments.

At September 30, 2019 and 2018, Space Florida had the following investments that were greater than 5% of their total investments:

<i>September 30,</i>	2019	2018
Speed of Need Solutions, Inc. - 25,000 shares of common stock	\$ 500,000	\$ 500,000
Speed of Need Solutions, Inc. - warrants to purchase 25,000 shares of common stock	699,300	699,300
Because Learning – 315,675 shares of common stock	-	-
Cella Acquisition Limited – 578,442 shares of common stock	-	-
Instant Eyes, Inc. - 20,000 shares of common stock	249,650	249,650
Instant Eyes, Inc. - warrants to purchase 20,000 shares of common stock	249,650	249,650
Rivian Automotive, Inc. - warrants to purchase 300 shares of common stock	1,498,000	1,498,000
XO Market Holding - 55.555 shares of series A preferred stock	499,995	499,995
Total	\$ 3,696,595	\$ 3,696,595

Custodial credit risk

Custodial credit risk for investments is the risk that, in the event of the failure of the counterparty, Space Florida will not be able to recover the value of the investments that are in the possession of an outside party. Space Florida does not have a formal policy for custodial credit risk. Space Florida's investments of \$3,696,595 and \$3,778,774 as of September 30, 2019 and 2018, respectively, are for securities uninsured, unregistered and are held by the individual companies that have issued the stock. Space Florida incurred an impairment loss of \$134,356 and \$561,396 during the years ended September 30, 2019 and 2018, respectively.

Investments in the prior-year financial statements have been reclassified for comparative purposes to conform with the presentation in the current-year financial statements.

Note 3: DUE FROM OTHER GOVERNMENTS

Due from other governments is comprised of \$28,374,493 and \$19,673,099 of State appropriations for operations at September 30, 2019 and 2018, respectively. At September 30, 2019 and 2018, \$17,398,146 and \$14,300,837 was restricted for infrastructure and operations, respectively.

Note 4: LOANS RECEIVABLE

Space Florida entered into several loan agreements with a company (Company 1) and loaned them a total of \$1,036,925 through June 30, 2011 charging 1% interest per annum. During February 2012, the previous loans were refinanced and an additional \$399,076 was loaned to the Company. The loan is secured by collateral in an engine. Interest only payments are due monthly beginning March 2013 and a balloon payment due in 2022. Accrued interest at both September 30, 2019 and 2018 was \$8,377. During the years ended September 30, 2019 and 2018, interest payments were made in accordance with the terms of the agreement. Space Florida's management has estimated a portion of the note receivable will most likely not be collected and has recorded an allowance of \$287,200 at September 30, 2019 and 2018.

On September 28, 2017, Space Florida loaned Company 1 an additional \$90,000. Principal and interest payments originally due September 2018 were extend to December 31, 2019 subsequent to year end. Interest is charged at 6.49% per annum. Equipment and land are collateral on the loan. Management has estimated a portion of the note receivable will most likely not be collected and has recorded an allowance of \$18,000 as of September 30, 2019 and 2018.

Space Florida entered into a loan with another company (Company 7) and loaned them \$1,000,000 on March 29, 2017. Personal property and equipment are collateral on the loan. The loan accrues interest at 2% per annum. The loan requires 48 monthly interest only payments of \$1,666 and then 12 monthly principal and interest payments of \$83,333. Management has estimated the receivable will be collected. There is no accrued interest as of September 30, 2019 and 2018.

On December 17, 2018, Space Florida loaned Company 7 an additional \$1,000,000. Personal property and equipment are collateral on the loan. The loan accrues interest at 5% per annum. The loan requires 48 monthly interest only payments followed by 12 monthly principal payments of \$83,333 plus interest. Equipment and land are collateral on the loan. Management has estimated the receivable will be collected. There is no accrued interest as of September 30, 2019.

Space Florida
Notes to the Financial Statements

Note 4: LOANS RECEIVABLE (Continued)

Space Florida entered into a loan with another company (Company 8) and loaned them \$74,480 on March 1, 2017. Equipment and land are collateral on the loan. The loan accrues interest at 2.10% per year. The loan requires 72 monthly principal and interest payments of \$1,101. Any outstanding balance is due February 1, 2023. Management recorded an allowance of \$42,475 as of September 30, 2019. Company 8 entered into an agreement for an additional \$1,000,000 in funds in January of 2018. The loan accrues interest at 8% per year. Accrued interest at September 30, 2019 and 2018 was \$0 and \$54,356, respectively. The loan requires no payments till January 2023. Management has estimated that the receivable will most likely not be collected and has recorded an allowance of \$1,000,000 of September 30, 2019. No allowances were recorded for the year ended September 30, 2018 on loans to Company 8.

Space Florida entered into a loan with another company (Company 3) and loaned them \$250,000 in December 2017. Personal and corporate guarantees are collateral on the loan. The loan accrues interest at 0% per year. The imputed interest is not significant to the financial statements. The loan requires 36 monthly principal only payments of \$6,944 starting January 2023. The loan was paid in full on July 3, 2019.

Space Florida entered into a loan with another company (Company 9) and loaned them \$400,000 in October 2018. Personal and corporate guarantees are collateral on the loan. The loan accrues interest at 2% per year. The loan requires 20 quarterly interest only payments and a balloon payment of the remaining balance upon maturity at October 2, 2023. Management has estimated that the receivable will most likely not be collected and has recorded an allowance of \$400,000 as of September 30, 2019 .

Loans receivable are as follows:

September 30,	2019			2018	
	Name	Principal	Accrued Interest	Current Portion	Principal
Company 1	\$ 1,526,001	\$ 8,377	\$ 90,000	\$ 1,526,001	\$ 8,377
Company 3	-	-	-	250,000	-
Company 7	2,000,000	-	-	1,000,000	-
Company 8	1,042,474	-	12,426	1,054,641	54,356
Company 9	400,000	-	-	-	-
Less allowance	(1,747,675)	-	(30,426)	(305,200)	-
Totals	\$ 3,220,800	\$ 8,377	\$ 72,000	\$ 3,525,442	\$ 62,733

Note 5: EQUIPMENT LEASE RECEIVABLE

Operating Lease

Space Florida entered into an operating lease for equipment beginning December 11, 2013. As of September 30 2018, \$1,072,725 in equipment had been leased by the lessee. The customer had the option to purchase the equipment at the end of the 24 month lease for a price equal to the outstanding and unpaid equipment cost as determined by the lessor plus all applicable interest and taxes. The lease has a 2% interest rate. Invoicing began January 2016 and the first invoice included all accrued interest. Space Florida recognizes lease income on a straight line basis and recorded \$72,424 on the Statement of Net Position at September 30, 2018.

During the year ended September 30, 2019 Space Florida recognized no rental income, terminated the lease with the customer and sold the assets for \$438,075.

Space Florida
Notes to the Financial Statements

Note 6: CAPITAL ASSETS

Capital asset activity for the year ended September 30, 2019 was as follows:

	Balance September 30, 2018	Increases	Decreases	Balance September 30, 2019
Capital assets, not being depreciated				
Construction in progress	\$ 45,872,185	\$ 7,119,350	\$ (38,371,767)	\$ 14,619,768
Total capital assets not being depreciated	45,872,185	7,119,350	(38,371,767)	14,619,768
Capital assets, being depreciated:				
SRMU storage facility	8,620,190	-	-	8,620,190
RLV hangar and office space	4,696,984	-	-	4,696,984
Orion facility	32,032,069	-	-	32,032,069
Exploration Park	27,201,808	164,348,853	-	191,550,661
Launch complex 46	5,010,767	2,461,628	-	7,472,395
EETC – Melbourne Airport	16,707,735	-	-	16,707,735
C3PF	18,763,941	-	-	18,763,941
Furniture, equipment and vehicles	10,753,591	485,152	(1,078,576)	10,160,167
Other facilities	3,472,313	1,968	-	3,474,281
Total capital assets being depreciated	127,259,398	167,297,601	(1,078,576)	293,478,423
Less accumulated depreciation for:				
SRMU storage facility	(5,177,844)	(432,718)	-	(5,610,562)
RLV hangar and office space	(3,775,367)	(98,333)	-	(3,873,700)
Orion facility	(10,651,977)	(1,224,372)	-	(11,876,349)
Exploration Park	(12,180,294)	(5,209,469)	-	(17,389,763)
Launch complex 46	(734,077)	(232,549)	-	(966,626)
EETC – Melbourne Airport	(2,268,631)	(618,805)	-	(2,887,436)
C3PF	(2,432,413)	(694,960)	-	(3,127,373)
Furniture, equipment and vehicles	(8,521,214)	(915,741)	686,691	(8,750,264)
Other facilities	(533,892)	(189,759)	-	(723,651)
Total accumulated depreciation	(46,275,709)	(9,616,706)	686,691	(55,205,724)
Total capital assets, being depreciated, net	80,983,689	157,680,895	(391,885)	238,272,699
Capital assets, net	\$ 126,855,874	\$ 164,800,245	\$ (38,763,652)	\$ 252,892,467

Space Florida
Notes to the Financial Statements

Note 6: CAPITAL ASSETS (Continued)

Capital asset activity for the year ended September 30, 2018 was as follows:

	Balance September 30, 2017	Increases	Decreases	Balance September 30, 2018
Capital assets, not being depreciated				
Construction in progress	\$ 16,154,550	\$ 30,428,868	\$ (711,233)	\$ 45,872,185
Total capital assets not being depreciated	16,154,550	30,428,868	(711,233)	45,872,185
Capital assets, being depreciated:				
SRMU storage facility	8,614,373	5,817	-	8,620,190
RLV hangar and office space	4,696,984	-	-	4,696,984
Orion facility	32,032,069	-	-	32,032,069
Exploration Park	27,191,613	10,195	-	27,201,808
Launch complex 46	4,756,090	254,677	-	5,010,767
EETC – Melbourne Airport	16,707,735	-	-	16,707,735
C3PF	18,763,941	-	-	18,763,941
Furniture, equipment and vehicles	10,197,396	583,892	(27,697)	10,753,591
Other facilities	3,015,757	456,556	-	3,472,313
Total capital assets being depreciated	125,975,958	1,311,137	(27,697)	127,259,398
Less accumulated depreciation for:				
SRMU storage facility	(4,745,431)	(432,413)	-	(5,177,844)
RLV hangar and office space	(3,677,033)	(98,334)	-	(3,775,367)
Orion facility	(9,427,605)	(1,224,372)	-	(10,651,977)
Exploration Park	(11,089,090)	(1,091,204)	-	(12,180,294)
Launch complex 46	(437,597)	(296,480)	-	(734,077)
EETC – Melbourne Airport	(1,649,826)	(618,805)	-	(2,268,631)
C3PF	(1,737,452)	(694,961)	-	(2,432,413)
Furniture, equipment and vehicles	(7,006,512)	(1,542,399)	27,697	(8,521,214)
Other facilities	(367,059)	(166,833)	-	(533,892)
Total accumulated depreciation	(40,137,605)	(6,165,801)	27,697	(46,275,709)
Total capital assets, being depreciated, net	85,838,353	(4,854,664)	-	80,983,689
Capital assets, net	\$ 101,992,903	\$ 25,574,204	\$ (711,233)	\$ 126,855,874

Note 7: LONG-TERM DEBT

Notes Payable

On October 31, 2013, Space Florida entered into a loan agreement with a bank in the amount of \$17,500,000. The note was to mature on January 30, 2015; however, it was converted, on January 30, 2015, to a note payable with a 3 year repayment term maturing on May 31, 2019. The note was issued with a floating rate of interest equal to 72% of the one month London Interbank Offered Rate (LIBOR) plus 250 basis points (2.50%) per annum. During 2019 and 2020 Space Florida entered into multiple short term extensions before renegotiating the terms of the loan which established a new maturity date of July 1, 2027, accruing interest at 3.021% per annum. Payments of principal and interest are due quarterly beginning on October 1, 2020

The outstanding principal balance as of September 30, 2019 and 2018 was \$7,985,456 and \$9,293,200, respectively. Payment of principal and interest is to be paid by pledged future appropriations from the State through the State Economic Enhancement and Development Fund. Annual principal and interest payments on the note payable are expected to require approximately 15% of appropriations for the year ending September 30, 2019, and will require approximately 11% of appropriations for the year ending September 30, 2020.

On April 25, 2017, Space Florida borrowed \$17,500,000. Interest accrues at 3.17% per annum and interest is due monthly. There is a mandatory prepayment of the loan for any pledged revenues (grant funds) received. During the year ending September 30, 2019 and 2018, \$0 and \$10,037,200 of pledged revenues was earned, respectively. The total grant award is for \$17,500,000. In the event that any principal or interest is outstanding at December 31, 2018, the loan can be converted into a loan with a 5 year repayment term at 4% interest. The loan balance was \$6,242,956 at September 30, 2018 and Space Florida paid the full outstanding loan balance during November 2018.

Future minimum payments at September 30, 2019 are as follows:

<i>Year Ending September 30,</i>	Principle		Interest		Total
2020	\$	720,650	\$	482,212	\$ 1,202,862
2021		1,004,105		212,332	1,216,437
2022		1,034,785		181,653	1,216,438
2023		1,066,402		150,036	1,216,438
2024		1,098,985		117,453	1,216,438
2025- 2027		3,060,529		146,755	3,207,284
Total	\$	7,985,456	\$	1,290,441	\$ 9,275,897

Space Florida
Notes to the Financial Statements

Note 7: LONG-TERM DEBT (Continued)

Capital lease payable

On April 1, 2019, Space Florida entered into a capital lease agreement for equipment. The capital lease agreement requires annual payments of principle and interest of \$68,444 for up to 5 years. The annual imputed interest rate is 7.1125%. The leased equipment is depreciated over straight-line basis over 5 years.

The following is a summary of Space Florida's assets under capital lease at September 30, 2019:

Equipment at cost	\$	299,691
Less: accumulated depreciation		(29,969)
Total	\$	\$269,722

Future minimum lease payments at September 30, 2019 are as follows:

Year Ending September 30	Principle	Interest	Total
2020	\$ 51,997	\$ 16,447	\$ 68,444
2021	55,695	12,749	68,444
2022	59,656	8,788	68,444
2023	63,899	4,545	68,444
Total	\$ 231,247	\$ 42,529	\$ 273,776

Changes In Long-Term Liabilities

Long-term liability activity for the years ended September 30, 2019 and 2018, was as follows:

	Balance September 30, 2018	Additions	Reductions	Balance September 30, 2019	Due Within One Year
Notes from direct borrowings:					
Notes payable	\$ 15,536,156	\$ -	\$(7,550,700)	\$ 7,985,456	\$ 720,650
Total notes from					
Direct borrowings	15,536,156	-	(7,550,700)	7,985,456	720,650
Compensated absences	233,309	347,236	(296,384)	284,161	159,471
Capital Lease payable	-	299,691	(68,444)	231,247	51,997
Total	\$ 15,769,465	\$ 646,927	\$(7,915,528)	\$ 8,500,864	\$ 932,118

Space Florida
Notes to the Financial Statements

Note 7: LONG-TERM DEBT (Continued)

	Balance September 30, 2017	Additions	Reductions	Balance September 30, 2018	Due Within One Year
Notes from direct borrowings:					
Notes payable	\$ 28,696,252	\$ -	\$ (13,160,096)	\$ 15,536,156	\$ 15,536,156
Total notes from direct borrowings	28,696,252	-	(13,160,096)	15,536,156	15,536,156
Compensated absences	191,536	314,394	(272,621)	233,309	128,619
Total	\$ 20,287,788	\$ 17,626,500	\$ (5,350,030)	\$ 15,769,465	\$ 15,664,775

Note 8: CONDUIT DEBT

As defined by GASBC Section C65, conduit debt obligations are certain limited obligation debt instruments issued by a state or local governmental entity for the express purpose of providing capital financing for a specific third party that is not a part of the issuer's financial reporting entity. Although the conduit debt obligations bear the name of the governmental entity, the entity has no obligation to repay the conduit debt beyond the resources provided by a lease or loan to the third party. GASBC has concluded that conduit debt does not create a liability for the governmental entity and, therefore, is not reflected on the entity's basic financial statements.

Space Florida has participated in the issuance of conduit debt projects that are not reflected on the statement of net position of its basic financial statements.

The conduit debt transactions discussed below are limited obligation debts of Space Florida and are payable solely from the pledged revenues described in the respective debt agreements. Neither the faith nor credit, nor the taxing power of Space Florida, the State of Florida nor any subdivision thereof is pledged for the payment of the debts.

During January 2000, the Florida Space Authority entered into an agreement to assist in the financing and modification of Launch Complex 41 for use of the Atlas V rocket. This project was completed during the year ended June 30, 2003. The original value of the Florida Space Authority assisted financing on this project was approximately \$294,117,000. With the dissolution of the Florida Space Authority on September 1, 2006, the conduit debt was assigned to Space Florida. The debt was refinanced in November 2010 with a principal balance of \$100,000,000. As of September 30, 2019 and 2018, the outstanding balance was approximately \$19,372,830 and \$28,195,255, respectively. Lease revenue received on the Atlas V facility is being used to pay off the debt, and debt payments are made by United Launch Alliance.

Note 8: CONDUIT DEBT (Continued)

During July 2005, the Florida Space Authority entered into an agreement to assist in the financing related to the construction of a Shuttle Launch Experience facility to be located at the Kennedy Space Center. With the dissolution of the Florida Space Authority on September 1, 2006, the conduit debt was assigned to Space Florida. The project was completed during the year ended June 30, 2009, at which point the total value of the Florida Space Authority assisted financing on this project was approximately \$35,000,000.

During March 2007, Space Florida entered into an agreement to assist in additional financing related to the construction of a Shuttle Launch Experience facility to be located at the Kennedy Space Center. The project was completed during the year ended June 30, 2009, at which point the total value of the Space Florida assisted financing on this project was approximately \$5,000,000.

During March 2012, Space Florida entered into an agreement to assist with financing related to the construction of the Space Shuttle Atlantis Exhibit. This was attached to the Shuttle Launch Experience facility. The \$35,000,000, and \$5,000,000 were refinanced into one loan with an additional \$22,500,000 of funding provided. The total amount of assisted financing was \$62,500,000.

As of September 30, 2019 and 2018, the outstanding balance on Space Florida assisted financing was approximately \$9,721,375 and \$23,041,700, respectively. The debt will be repaid from a percentage of ticket sale revenues at the Kennedy Space Center Visitor Complex, and debt payments are made by the Kennedy Space Center Visitor Complex.

During December 2014, Space Florida entered into a multi-phase agreement with a company to provide with financing related to the sale and leaseback of personal and real property for up to \$250,000,000. In March 2016, the company elected to exercise Phase 2 of the project but no transactions relating to Phase 2 occurred during fiscal year ended September 30, 2016. As of September 30, 2019 and 2018 under Phase 1, the outstanding balance on Space Florida assisted financing was \$62,324,232 and \$44,845,320, respectively. The debt will be repaid with proceeds from the lease of the personal property. The loan is collateralized by the lease.

During November 2017, Space Florida entered into an agreement with a company to provide financing relating to the sale and leaseback of personal property for up to \$27,200,000. As of September 30, 2019 and 2018, the outstanding balance on Space Florida assisted financing was \$20,283,789 and \$21,221,000, respectively. The debt will be repaid with proceeds of the lease of the personal property. Subsequent to year-end the note was repaid in full, see Note 19.

During December 2017, Space Florida entered into an agreement with a company to assist in financing related to the sale and leaseback of personal property with a company up to \$2,747,361. As of September 30, 2019 and 2018, the outstanding balance on Space Florida assisted financing was \$0 and \$252,971. The debt was repaid with proceeds of the lease of the personal property during July 2019.

Note 9: ENGINEERING & TECHNOLOGY CENTER

On November 7, 2012, Space Florida entered into an operating lease agreement with the Melbourne Airport Authority for the right to sublease facilities. The term of the lease is for 360 months with an option to extend this lease for up to 4 additional terms of 5 years. The lease began in August 2014. During the years ended September 30, 2019 and 2018, Space Florida recorded a lease expense of \$154,271 and \$208,286, respectively. The future minimum lease payment is \$170,716 each year through November 7, 2042.

On September 18, 2014, Space Florida signed a sublease with a company for period of 20 years. The tenant is responsible for maintenance, operations, and improvements of the facilities. During the years ended September 30, 2019 and 2018, Space Florida recorded lease revenue of \$154,271 and \$208,286, respectively. The future minimum rental income is \$170,716 each year through November 7, 2042.

Note 10: SRMU STORAGE FACILITY

The SRMU storage facility was constructed on land owned by the State of Florida Armory Board. The annual land use fee for the years September 30, 2019 and 2018 is approximately \$292,821 and \$287,785, respectively, and is payable by Space Florida in monthly installments of approximately \$25,174. The future minimum lease payments are \$2,114,626 through June 30, 2026.

On May 15, 2007, Space Florida entered into an agreement to lease the Titan IV Solid Rocket Motor Upgrade (SRMU) storage facility constructed at Camp Blanding, Florida. The lease is currently extended through May 31, 2020, and may be extended for up to three additional three year periods. However, the tenant may terminate the lease with a 90-day written notice. During the years ended September 30, 2019 and 2018, Space Florida recorded lease revenue of \$149,200 and \$146,275, respectively.

If the current tenant chooses not to renew the lease and no suitable lease agreement is secured with another tenant, management believes the service utility of the facility would be significantly reduced. Under such circumstances, and in accordance with GASB Cod. Section 1400, *Reporting Capital Assets and for Insurance Recoveries*, Space Florida would be required to report an impairment loss, not to exceed the then carrying value of the facility, which was \$3,009,628, and \$3,442,346 as of September 30, 2019 and 2018, respectively. However, management believes the current tenant will continue to renew the lease. Accordingly, no impairment loss has been recorded as of September 30, 2019 and 2018.

Note 11: COMMERCIAL CREW AND CARGO PROCESSING FACILITY

On July 19, 2011, Space Florida entered into a use lease agreement with NASA's John F. Kennedy Space Center for the right to use the Commercial Crew and Cargo Processing Facility "C3PF" f/k/a/ Orbiter Processing Facility 3 "OPF-3", Space Shuttle Main Engine Processing Facility, K6-0696 building, and the processing Control Center. Space Florida needed to fund an escrow account for the demolition, which is estimated to be \$4,850,000 by October 6, 2016; however, Space Florida requested that NASA waive the specific establishment and funding of the Escrow Account Requirement and NASA granted the request.

On April 1, 2015, Space Florida entered into a sub-use agreement with a Company to lease the C3PF and Processing Control Center. The lease terminates in December 31, 2021 with an option to extend for up to two additional terms of three years, but shall not extend beyond the user permit term expiration date of June 1, 2027. During the years ended September 30, 2019 and 2018, Space Florida recorded administrative fee revenue of \$580,022. The future minimum administrative fees are \$580,022 each year through December 31, 2021.

During the years ended September 30, 2019 and 2018, Space Florida recorded operations and maintenance expenses related to the C3PF facility of \$985,863 and \$645,955, respectively. The facility is sub-licensed to a company that is responsible for all of the operations and maintenance costs of the facilities.

Note 12: EXPLORATION PARK

On January 1, 2009, Space Florida entered into a 60 year enhanced use lease agreement, including additional extension options, with NASA's John F. Kennedy Space Center for 60 acres and an optional 139 additional acres located adjacent to the SLSL. The intended purpose of this property, with certain limitations as described in the lease agreement, is for the development of a mixed-use, multi-tenant technology and commerce park referred to as "Exploration Park." The park is intended to host diverse aerospace-related activities for commercial, civil and military tenants.

Phase 1

There were no cash lease payments initially required under the lease agreement until Phase 1 was available to be utilized, and rental fees began on July 1, 2014 and escalate 2.5% annually. Beginning on January 1, 2039 the rent expense shall escalate on the anniversary using the consumer price index or, if greater, shall be 5% of gross revenues derived from subleases in Phase 1.

Space Florida made capital improvements to the leased area during the first three years of the use agreement and upon completion of the improvements, NASA accepted the improvements in lieu of \$6,887,396 of future rent payments. There is \$382,633 of current prepaid rent as of September 30, 2019 and 2018, and \$4,495,940 and \$4,878,573 of noncurrent prepaid rent, as of September 30, 2019 and 2018.

Note 12: EXPLORATION PARK (Continued)

The prepaid rent was accepted by NASA for rent covering 18 years; therefore, it is allocated and expensed evenly across the 18 years and \$382,633 is applied annually. During the years ended September 30, 2019 and 2018, the straight-line rent expense was \$658,678. The difference between the annual rent expense and the prepaid rent applied results in a cumulative deferred rent liability of \$1,449,237 and \$1,173,192 as of September 30, 2019 and 2018, respectively.

Space Florida will make cash payments totaling \$40,580,340 for the use lease agreement, and will begin making payments in 2032.

Space Life Sciences Lab

The Space Life Sciences Lab (SLSL) was constructed within Phase 1 of Exploration Park and the building is owned by Space Florida. Space Florida leases space within the SLSL to various tenants, the use agreement with NASA requires Space Florida to make regular lease payments if NASA is not the primary tenant. During the years ended December 31, 2019 and 2018 NASA was not the primary tenant and Space Florida recorded lease payments to NASA of \$74,200.

The carrying value of the facility at September 30, 2019 and 2018 was \$14,043,195 and \$15,021,514, respectively. During the years ended September 30, 2019 and 2018, Space Florida recorded operations and maintenance expenses, including rent, related to the SLSL facility of \$3,340,492 and \$3,329,385 respectively. During the years ended September 30, 2019 and 2018, Space Florida recorded lease and service revenue of \$990,141 and \$892,043, respectively. Leases to tenants within the SLSL have rental periods of varying duration through December 2021. Space Florida will collect future minimum lease revenue as follows:

Year ending September 30,		
2020	\$	362,851
2021		22,675
Total	\$	390,509

Phase 1 Building D-F

Space Florida owns a building within exploration park which it leases to a spacecraft manufacturing tenant. The lease began on occupancy of the building which occurred on April 1, 2019 and requires regular monthly payments of \$43,537 for 20 years, plus quarterly common area maintenance fees, and a prepayment for quarterly projected utility usage. The lease has renewal options for up to an additional 15 years via three 5 year lease renewal periods. During the year ended September 30, 2019, Space Florida recorded lease revenue of \$217,685. Future minimum lease payments under the lease are \$522,444 per year through March 2039.

Note 12: EXPLORATION PARK (Continued)

At September 30, 2018 Space Florida had recorded \$7,445,250 in unearned revenue related to the estimated value of the improvements pending approval from NASA. Based on changes in circumstances, NASA has indicated they will not accept additional in-kind payments for rent related to Phase 1. Therefore, during 2019, the improvements were recognized as a contribution as the land rent expense will be passed on to the lessee.

Phase 2

During December 2015, Space Florida signed an amended use agreement with NASA's John F. Kennedy Space Center to exercise the option to lease Exploration Park Phase 2 for sixty years from the commencement date in exchange for in-kind rent and non-monetary considerations. Rental payments were scheduled to begin the earlier of January 1, 2016 or the date improvements to Phase 2 were accepted by NASA.

Space Florida had not recorded rent expense for the year ended September 30, 2019 and 2018 as the lease has not yet commenced. Rent expense is \$167,000 in the first year and escalates at 2.5% per year thereafter.

Phase 2 Site A

During the year ended September 30, 2019, an unrelated company transferred to Space Florida buildings and ancillary support structures constructed within Exploration Park Phase 2 valued at \$128,181,740. Space Florida intends to lease these back to the contributor and has recorded the transfer as prepaid rent which will be used to offset all future lease payments. The prepaid rent related to the contributed building is included in the current and noncurrent unearned revenue. Space Florida recorded \$1,922,726 of lease revenue for the year ended September 30, 2019. The future minimum rental income is \$2,563,635 each year for 50 year lease term which ends in December 2069.

Note 13: RIGHTS AND ACCESS

Area 57 - East

During August 2015, Space Florida was granted license (right to use) to Area 57 – East at Cape Canaveral Air Force Station from the Secretary of the Air Force for a period of five years retroactively beginning in March 2014 and ending in February 2019. Space Florida shall pay all direct costs associated with the use of the facility. Additionally, Space Florida will need to fund the demolition, which is estimated to be \$100,000.

Note 13: RIGHTS AND ACCESS (Continued)

Additionally, during March 2016, Space Florida signed a sublease agreement with a company whereby the company will pay rental payments of \$16,763 per month, and all costs to operate the Area 57 facilities, with a three percent annual escalator through January 31, 2019 with renewal options through 2025.

During the years ended September 30, 2019 and 2018, Space Florida recorded operations and maintenance expenses, related to Area 57, of \$25,864 and \$24,505, respectively.

Launch Complex 36

Space Florida was granted a license (right to use) to Space Launch Complex 36 at Cape Canaveral Air Force Station from the Secretary of the Air Force for a period of five years commencing in November 2014 and ending November 2019 with a one year extension. The intended purpose of the complex, with certain limitations as described in the license agreement, is for the construction and operation of a multi-use vertical launch complex capable of supporting several launch vehicle configurations ranging from light to medium lift. The license is revocable at the will of the Secretary of the Air Force. In November 2019, Space Florida did not renew the license and the facility was transferred from Space Florida control to a different unrelated entity.

Launch Complex 46

Space Florida was granted a license (right to use) to Space Launch Complex 46 (SLC-46) at Cape Canaveral Air Force Station from the Secretary of the Air Force for a period of five years from September 2008 and ending September 2013, which was extended to September 2019. Space Florida anticipates renewal of the license in five year increments. The intended purpose of the complex, with certain limitations as described in the license agreement, is for the construction and operation of a launch complex that is capable of supporting space launches and other directly related activities for government, education and commercial purposes. Through an agreement with the Air Force and Navy, Space Florida shares SLC-46 site with the Naval Ordnance Test Unit (NOTU). The license is revocable at the will of the Secretary of the Air Force.

Shuttle Landing Facility

On June 23, 2015, Space Florida entered into a 30 year agreement with NASA's John F. Kennedy Space Center for the management, development, improvement, operation, and sustainment of the Shuttle Landing Facility to support Government and commercial users engaged in horizontal space launch and recovery, aerospace vehicle flight testing and operations, and mission-related or otherwise compatible aviation. Space Florida will provide, at no cost to NASA, flight operations services associated with landings and take-offs of NASA aircraft at a value of \$45,045 per year with a three percent annual escalator.

Note 13: RIGHTS AND ACCESS (Continued)

Additional Minor Rights and Access

Space Florida has been granted several additional minor licenses or rights to use for real property by either the Secretary of the Air Force or NASA's John F. Kennedy Space Center. These rights, which are deemed immaterial in total, are transferred to third parties who are responsible for all related requirements. However, access rights are retained by Space Florida for inspection purposes to ensure contract compliance. All rights have terms ranging from one to five years with limited option to extend.

Note 14: PROTOTYPE TESTING AGREEMENTS

During June 2010, Space Florida entered into an agreement to purchase an ultra-efficient vehicle prototype from a third party entity (Seller 1) for \$500,000, for the purpose of testing the technology and capabilities of the prototype. Seller 1 delivered the prototype on October 15, 2010, and the testing period began.

Under the terms of the agreement, upon expiration of the testing period, Space Florida was to lease back the prototype to the seller. The sales lease back began on October 15, 2010 at the rate of \$100 per year for 10 years. At the end of the lease, Seller 1 has the option to repurchase the prototype for \$100.

As additional consideration for the lease and option to purchase, the Seller issued to Space Florida a warrant with a 10 year term to acquire 100 shares of Seller 1's common stock, which is estimated to equal a 1% ownership interest in Seller 1. The common stock warrants allow shares to be purchased for \$1,000 per share.

During March 2011, Space Florida entered into an additional and separate agreement with Seller 1 to purchase three vehicles for \$1,000,000. The vehicles have been completed as of June 30, 2014, and the lease commenced on September 30, 2014. The vehicle is being leased back to Seller 1 at \$100 per year for 10 years. Seller 1 has an option to purchase the vehicle at the end of the lease for \$100. Seller 1 issued Space Florida a warrant with a 10 year term to acquire 200 shares of the Seller's common stock. The warrants allow common stock shares to be purchased for \$1,843 per share and is equal to a 2% ownership interest in Seller 1.

Also, in March 2011, Space Florida entered into an agreement to purchase a hydrogen fueled vehicle prototype from Seller 2 for \$1,200,000, for the purpose of testing the technology and capabilities of the vehicle prototype. Of the \$1,200,000, \$500,000 was a loan convertible into common stock of Seller 2. Space Florida converted the loan during the fiscal year ended June 30, 2012 and obtained 25,000 shares of common stock of Seller 2. A sales lease back will begin on the completion of the construction of the prototype. Seller 2 will lease the vehicle for 7 years for \$100 a year, and at the end of the lease can purchase the prototype for \$100. As additional consideration for the lease, Seller 2 gave Space Florida warrants to purchase 25,000 shares of common stock in Seller 2, this is an estimated ownership of 2.5% in Seller 2. The warrants can be exercised for \$0.01 a share.

Note 14: PROTOTYPE TESTING AGREEMENTS (Continued)

In June 2011, Space Florida entered into an agreement to purchase a vehicle prototype from a third party (Seller 3) for \$500,000, for the purpose of testing the technology and capabilities of the vehicle prototype. A sales lease back began in February 2013. Seller 3 will lease the vehicle for 7 years for \$100 a year, and at the end of the lease can purchase the prototype for \$100.

As additional consideration for the lease, Seller 3 gave Space Florida warrants to purchase 20,000 shares of common stock in Seller 3, this is an estimated ownership of 2% in Seller 3. The warrants can be exercised for \$0.01 a share.

As of September 30, 2019 and 2018, the warrants and common stock are recorded in investments, and the receivables for the capital leases are included in other assets.

Note 15: RETIREMENT PLAN

Effective September 1, 2006, Space Florida established a Simplified Employee Pension Plan (the "Plan"). The Plan eliminates the taxation required for the social security element of the Federal Insurance Contributions Act (FICA) for all participants and for Space Florida.

All employees of Space Florida are eligible to participate in the Plan immediately. Participants vest at 100% upon entering the Plan and retirement eligibility is set at age 65. The Plan is non-contributory for employees and, therefore, all contributions are the obligation of Space Florida. Contributions to the Plan for the years ended September 30, 2019 and 2018 were \$708,924 and \$640,953, respectively, and represented 15% of total eligible employee gross compensation for each period.

Note 16: COMMITMENTS AND CONTINGENCIES

Commitments

Contract commitments at September 30, 2019 were \$22,296,768 and related to the design and construction for various launch sites and capital assets and certain other consulting agreements.

Economic Dependency

Space Florida received approximately 79% and 76% of its total revenues from State legislative appropriations and grants during the years ended September 30, 2019 and 2018, respectively.

State Appropriated Funds & Federal Contracts

Amounts received from State and Federal agencies are subject to audit and adjustment at the discretion of these entities. If expenditures are disallowed as a result of these audits, the claims for reimbursement to the agency would become a liability of Space Florida.

Note 17: RISK MANAGEMENT

Space Florida purchases commercial insurance for worker's compensation, health and property insurance for their major capital assets. Therefore all risks of loss are fully insured up to policy maximums.

Note 18: RECENTLY ISSUED AND IMPLEMENTED ACCOUNTING PRONOUNCEMENTS

In fiscal year 2019, Space Florida has implemented GASB Statement No. 83, *Certain Asset Retirement Obligations*. The objective of this statement is to provide for the measurement and accounting of legally enforceable liabilities associated with the retirement of tangible capital assets. There were no changes as a result of the adoption.

Space Florida has implemented GASB Statement No. 88, *Certain Disclosures Related to Debt, including Direct Borrowings and Direct Placements*. The implementation of this statement did not result in any change in Space Florida's financial statements. GASB Statement No. 88 requires that additional essential information related to debt be disclosed in the notes to the financial statements, including unused lines of credit; assets pledged as collateral for the debt; and terms specified in debt agreements related to significant events of default with finance-related consequences, significant termination events with finance-related consequences, and significant subjective acceleration clauses. For notes to the financial statements related to debt, this Statement also requires that existing and additional information be provided for direct borrowings and direct placement of debt separately from other debt. Additional information can be found in Note 7 Changes In Long Term Liabilities.

In June 2017, the GASB issued Statement No. 87, *Leases*. The objective of this Statement is to better meet the information needs of financial statement users by improving accounting and financial reporting for leases by governments. This Statement increases the usefulness of governments' financial statements by requiring recognition of certain lease assets and liabilities for leases that previously were classified as operating leases and recognized as inflows of resources or outflows of resources based on payment provisions of the contract. It establishes a single model for lease accounting based on the foundational principle that leases are financings of the right to use an underlying asset. Under this Statement, a lessee is required to recognize a lease receivable and a deferred inflow of resources, thereby enhancing the relevance and consistency of information about governments' leasing activities. The requirements of this Statement are effective for reporting periods beginning after June 15, 2020 after adoption of GASBS 95 *Postponement of the Effective Dates of Certain Authoritative Guidance*.

In June 2018, the GASB issued Statement No. 89, *Accounting for Interest Cost Incurred Before the End of a Construction Period*. The objectives of this Statement are (1) to enhance the relevance and comparability of information about capital assets and the cost of borrowing for a reporting period and (2) to simplify accounting for interest cost incurred before the end of a construction period.

Note 18: RECENTLY ISSUED AND IMPLEMENTED ACCOUNTING PRONOUNCEMENTS (Continued)

This Statement requires that interest cost incurred before the end of a construction period be recognized as an expense in the period in which the cost is incurred for financial statements prepared using the economic resources measurement focus. The requirements of this Statement are effective for reporting periods beginning after December 15, 2020 after adoption of GASBS 95 *Postponement of the Effective Dates of Certain Authoritative Guidance*.

In May 2019, the GASB issued Statement No. 91, *Conduit Debt Obligation*. The objectives of this Statement are to provide a single method of reporting conduit debt obligations by issuers and eliminate diversity in practice associated with (1) commitments extended by issuers, (2) arrangements associated with conduit debt obligations, and (3) related note disclosures. This Statement requires issuers to disclose general information about their conduit debt obligations, organized by type of commitment, including the aggregate outstanding principal amount of the issuers' conduit debt obligations and a description of each type of commitment.

Issuers that recognize liabilities related to supporting the debt service of conduit debt obligations also should disclose information about the amount recognized and how the liabilities changed during the reporting period. The requirements of this Statement are effective for reporting periods beginning after December 15, 2021, after adoption of GASBS 95 *Postponement of the Effective Dates of Certain Authoritative Guidance*.

In May 2020 the GASB issued Statement 95, *Postponement of the Effective Dates of Certain Authoritative Guidance*. The primary objective of this Statement is to provide temporary relief to governments and other stakeholders in light of the COVID-19 pandemic. That objective is accomplished by postponing the effective dates of certain provisions in Statements and Implementation Guides that first became effective or are scheduled to become effective for periods beginning after June 15, 2018, and later.

Space Florida is evaluating the requirements of the above statements and the impact on reporting.

Note 19: SUBSEQUENT EVENTS

In March 2020, the World Health Organization made the assessment that the outbreak of a novel coronavirus (COVID-19) can be characterized as a pandemic. As a result, uncertainties have arisen that may have a significant negative impact on the operating activities and results of Space Florida. The occurrence and extent of such an impact will depend on future developments, including: (i) the duration and spread of the virus, (ii) government quarantine measures, (iii) voluntary and precautionary restrictions on travel or meetings, (iv) the effects on the financial markets, and (v) the effects on the economy overall, all of which are uncertain.

During March 2020, conduit debt relating to the sale and leaseback of personal property for up to \$27,200,000 was repaid in full.

Note 19: SUBSEQUENT EVENTS (Continued)

During April, 2020, Space Florida renegotiated the maturity of its long-term debt with a principal amount at September 30, 2019 of \$7,985,456 to June 15, 2020. Subsequently, in June 2020 Space Florida renegotiated the terms of the loan which established a new maturity date of July 1, 2027, accruing interest at 3.021% per annum. Payments of principal and interest are due quarterly beginning beginning on October 1, 2020.

SUPPLEMENTARY INFORMATION

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Space Florida
Schedule of Travel, Business Meals and Incidental Expenses

<i>For the years ended September 30,</i>	2019	2018
Domestic:		
Travel and incidental (1)	\$ 187,838	\$ 186,171
Business meals	26,951	31,014
Total domestic	214,789	217,185
Foreign:		
Travel and incidental (1)	73,660	85,140
Business meals	1,848	2,543
Total foreign	75,508	87,683
Total	\$ 290,297	\$ 304,868

(1) Incidental expenses consist of telephone charges and gratuities.

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Carr, Riggs & Ingram, LLC
215 Baytree Drive
Melbourne, Florida 32940

(321) 255-0088
(321) 259-8648 (fax)
www.cricpa.com

INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH *GOVERNMENT AUDITING STANDARDS*

The Board of Directors
Space Florida

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of Space Florida, as of and for the year ended September 30, 2019 and the related notes to the financial statements, which collectively comprise Space Florida's basic financial statements, and have issued our report thereon dated July 31, 2020.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered Space Florida's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of Space Florida's internal control. Accordingly, we do not express an opinion on the effectiveness of Space Florida's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected, on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether Space Florida's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Carri Riggs & Ingram, L.L.C.

Melbourne, Florida

July 31, 2020



INDEPENDENT AUDITORS' REPORT ON COMPLIANCE FOR EACH MAJOR STATE PROJECT; REPORT ON INTERNAL CONTROL OVER COMPLIANCE; AND REPORT ON THE SCHEDULE OF EXPENDITURES OF STATE FINANCIAL ASSISTANCE REQUIRED BY CHAPTER 10.550, RULES OF THE FLORIDA AUDITOR GENERAL

The Board of Directors
Space Florida

Report on Compliance for Each Major State Project

We have audited Space Florida's compliance with the types of compliance requirements described in *Chapter 10.550, Rules of the Auditor General* that could have a direct and material effect on each of Space Florida's major state projects for the year ended September 30, 2019. Space Florida's major state projects are identified in the summary of auditors' results section of the accompanying schedule of findings and questioned costs.

Management's Responsibility

Management is responsible for compliance with the state statutes, regulations, contracts and grants applicable to its state projects.

Auditors' Responsibility

Our responsibility is to express an opinion on compliance for each of Space Florida's major state projects based on our audit of the types of compliance requirements referred to above. We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and Chapter 10.550, Rules of the Auditor General. Those standards, Chapter 10.550, require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major state project occurred. An audit includes examining, on a test basis, evidence about Space Florida's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances.

We believe that our audit provides a reasonable basis for our opinion on compliance for each major state project. However, our audit does not provide a legal determination of Space Florida's compliance.

Opinion on Each Major State Project

In our opinion, Space Florida complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on each of its major state projects for the year ended September 30, 2019.

Report on Internal Control Over Compliance

Management of Space Florida is responsible for establishing and maintaining effective internal control over compliance with the types of compliance requirements referred to above. In planning and performing our audit of compliance, we considered Space Florida's internal control over compliance with the types of requirements that could have a direct and material effect on each major state project to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for each major state project and to test and report on internal control over compliance in accordance with Chapter 10.550, Rules of the Auditor General, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of Space Florida's internal control over compliance.

A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a State project on a timely basis. A *material weakness in internal control over compliance* is a deficiency, or a combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a State project will not be prevented, or detected and corrected, on a timely basis. A *significant deficiency in internal control over compliance* is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of a state project that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over compliance was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of Chapter 10.550, Rules of the Auditor General. Accordingly, this report is not suitable for any other purpose.

Carly Riggs & Ingram, L.L.C.

Melbourne, Florida

July 31, 2020

Space Florida
Schedule of Findings and Questioned Costs
For the year ended September 30, 2019

Section I-Summary of Auditor's Results

Financial Statements

- | | |
|--|------------|
| 1. Type of auditors' report issued: | Unmodified |
| 2. Internal control over major financial reporting: | |
| a. Material weakness identified? | No |
| b. Significant deficiencies identified not considered to be material weaknesses? | None Noted |
| c. Noncompliance material to the financial statements noted? | No |

State Projects

- | | |
|---|-----------------------------------|
| 1. Type of auditors' report issued on compliance for major state projects | Unmodified |
| 2. Internal control over major state projects: | |
| a. Material weakness identified? | No |
| b. Significant deficiency identified? | None Noted |
| 3. Any audit findings disclosed that are required to be reported in accordance with Chapter 10.550? | No |
| 4. Identification of major state projects: | |
| <u>CFDA Number</u> | <u>Federal Program</u> |
| 40.040 | Economic Development Partnerships |
| 55.037 | Spaceport Improvement Program |
| 5. Dollar threshold used to distinguish between type A and B projects : | \$1,258,407 |



Space Florida
Schedule of Findings and Questioned Costs (continued)
For the year ended September 30, 2019

Section II—Financial Statement Findings

No matters were reported.

Section IV—State Project Findings and Questioned Costs

No matters were reported.

Section V—Prior Findings and Questioned for State Projects

No matters were reported in the prior year.

Space Florida

Schedule of Expenditures of State Financial Assistance
For the year ended September 30, 2019

State Agency Pass-through entity, State Project	CSFA Number	Contract/Grant Number	Expenditures	Transfer to Subrecipients
State Programs*				
Florida Department of Economic Opportunity				
Direct Projects				
Economic Development Partnership, Israel	40.040	SB-18-009-A1	\$ 1,000,000	-
Economic Development Partnership, Operations	40.040	SB-18-008-A1	8,124,998	-
Economic Development Partnership, Operations	40.040	SB20-008	3,123,839	-
Economic Development Partnership, Financing Project	40.040	SB-18-011-A1	4,650,370	-
Economic Development Partnership, Financing Project	40.040	SB20-011	876,821	-
Total CSFA number 40.040			17,776,028	-
Total Florida Department of Economic Opportunity			17,776,028	-
Florida Department of Transportation				
Direct Projects				
Economic Development Transportation Fund	55.032	FM #439053-1-54-01	189,468	-
Spaceport Improvement Program	55.037	FM#430254-1-14-01	6,276	
Spaceport Improvement Program	55.037	FM#435320-1-94-01	1,657,804	1,657,804
Spaceport Improvement Program	55.037	FM#435320-1-94-02	(58,066)	(58,066)
Spaceport Improvement Program	55.037	FM#435257-1-14-01	148,490	
Spaceport Improvement Program	55.037	FM#435257-1-14-02	2,155,071	
Spaceport Improvement Program	55.037	FM#435257-1-14-03	18,684	
Spaceport Improvement Program	55.037	FM#430124-4-94-02	2,037,468	2,037,468
Spaceport Improvement Program	55.037	FM#435320-1-94-04	1,332,021	1,332,021
Spaceport Improvement Program	55.037	FM#435320-1-94-05	4,914,817	4,914,817
Spaceport Improvement Program	55.037	FM#435320-1-94-06	2,125,015	
Spaceport Improvement Program	55.037	FM#435321-1-94-01	6,311	
Spaceport Improvement Program	55.037	FM#436863-1-94-06	237,500	237,500
Spaceport Improvement Program	55.037	FM#435322-1-94-06	4,400,000	4,400,000
Spaceport Improvement Program	55.037	FM#437069-1-94-03	5,000,000	5,000,000
Total Florida Department of Transportation			24,170,859	19,521,544
Total Expenditures of State Financial Assistance			\$ 41,946,887	\$ 19,521,544

Space Florida
Schedule of Expenditures of State Financial Assistance
For the year ended September 30, 2019

Note A - Significant Accounting Policies:

The Schedule of Expenditures of State Assistance is a summary of Space Florida's state assistance programs presented on the accrual basis of accounting in accordance with generally accepted accounting principles.

Grant monies received and disbursed by Space Florida are for specific purposes and are subject to review by the grantor agencies. Such audits may result in requests for reimbursement due to disallowed expenditures. Based upon experience, Space Florida does not believe that such disallowance, if any, would have a material effect on the financial position of Space Florida.



Carr, Riggs & Ingram, LLC
215 Baytree Drive
Melbourne, Florida 32940

(321) 255-0088
(321) 259-8648 (fax)
www.cricpa.com

INDEPENDENT AUDITORS' MANAGEMENT LETTER

The Board of Directors
Space Florida

Report on the Financial Statements

We have audited the financial statements of Space Florida as of and for the fiscal year ended September 30, 2019, and have issued our report thereon dated July 31, 2020.

Auditors' Responsibility

We conducted our audit in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States, and Chapter 10.550, Rules of the Florida Auditor General.

Other Reporting Requirements

We have issued our Independent Auditors' Report on Internal Control over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with *Government Auditing Standards*, Independent Auditors' Report on Compliance for Each Major State Project and Report on Internal Control over Compliance; Schedule of Findings and Questioned Costs; and Independent Accounts' Report on an examination conducted in accordance with *AICPA Professional Standards*, AT-C Section 315, regarding compliance requirements in accordance with Chapter 10.550, Rules of the Auditor General. Disclosures in those reports and schedule, which are dated July 31, 2020, should be considered in conjunction with this management letter.

Prior Audit Findings

Section 10.554(l)(i)1., Rules of the Auditor General, requires that we determine whether or not corrective actions have been taken to address findings and recommendations made in the preceding annual financial audit report. There were no corrective actions to be taken as there were no findings and recommendations made in the preceding annual financial audit report.

Official Title and Legal Authority

Section 10.554(l)(i)4, Rules of the Auditor General, requires that the name or official title and legal authority for the primary government and each component unit of the reporting entity be disclosed in this management letter, unless disclosed in the notes to the financial statements. The legal authority of Space Florida is disclosed in the footnotes. There are no component units.

Financial Condition and Management

Section 10.554(l)(i)5.a., and 10.556(7) Rules of the Auditor General, require that we apply appropriate procedures and communicate the results of our determination as to whether or not Space Florida has met one or more of the conditions described in Section 218.503(1), Florida Statutes, and to identify the specific condition(s) met. In connection with our audit, we determined that Space Florida did not meet any of the conditions described in Section 218.503(1), Florida Statutes.

Pursuant to Sections 10.554(1)(i)5.b. and 10.556(8), Rules of the Auditor General, we applied financial condition assessment procedures for Space Florida. It is management's responsibility to monitor Space Florida's financial condition, and our financial condition assessment was based in part on representations made by management and the review of financial information provided by same.

Section 10.5534(1)(i)2, Rules of the Auditor General, requires that we communicate any recommendations to improve financial management. In connection with our audit, we did not have any such recommendations.

Special District Component Units

Section 10.544(1)(i)5.c, Rules of the Auditor General, requires, if appropriate, that we communicate the failure of a special district that is a component unit of a county, municipality, or special district, to provide the financial information necessary for proper reporting of the component unit within the audited financial statements of the county, municipality, or special district in accordance with Section 218.39(3)(b), Florida Statutes. In connection with our audit, we did not note any special district component units that failed to provide the necessary information for proper reporting in accordance with Section 218.39(3)(b), Florida Statutes.

Additional Matters

Section 10.554(1)(i)3., Rules of the Auditor General, requires us to communicate noncompliance with provisions of contracts or grant agreements, or abuse, that have occurred, or are likely to have occurred, that have an effect on the financial statements that is less than material but warrants the attention of those charged with governance. In connection with our audit, we did not note any such findings.

Purpose of this Letter

Our management letter is intended solely for the information and use of the Legislative Auditing Committee, members of the Florida Senate and the Florida House of Representatives, the Florida Auditor General, Federal and other granting agencies, and applicable management, and is not intended to be and should not be used by anyone other than these specified parties.

Cam, Riggs & Ingram, L.L.C.

Melbourne, Florida
July 31, 2020



Carr, Riggs & Ingram, LLC
215 Baytree Drive
Melbourne, Florida 32940

(321) 255-0088
(321) 259-8648 (fax)
www.cricpa.com

INDEPENDENT ACCOUNTANTS' REPORT ON COMPLIANCE WITH LOCAL GOVERNMENT INVESTMENT POLICIES

The Board of Directors
Space Florida

We have examined Space Florida's compliance with the requirements of Section 218.415, Florida Statutes, *Local Government Investment Policies*, during the year ended September 30, 2019. Management of Space Florida is responsible for Space Florida's compliance with the specified requirements. Our responsibility is to express an opinion on Space Florida's compliance with the specified requirements based on our examination.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. Those standards require that we plan and perform the examination to obtain reasonable assurance about whether Space Florida complied, in all material respects, with the specified requirements referenced above. An examination involves performing procedures to obtain evidence about whether Space Florida complied with the specified requirements. The nature, timing, and extent of the procedures selected depend on our judgment, including an assessment of the risks of material noncompliance, whether due to fraud or error. We believe that the evidence obtained is sufficient and appropriate to provide a reasonable basis for our opinion.

Our examination does not provide a legal determination on Space Florida's compliance with specified requirements.

In our opinion, Space Florida complied, in all material respects, with the requirements of Section 218.415, Florida Statutes, *Local Government Investment Policies*, for the year ended September 30, 2019.

This report is intended solely for the information and use of management and the State of Florida Auditor General and is not intended to be and should not be used by anyone other than these specified parties.

Carr, Riggs & Ingram, L.L.C.

Melbourne, Florida
July 31, 2020

Required Communications



Required Communications



Carr, Riggs & Ingram, LLC
215 Baytree Drive
Melbourne, Florida 32940
(321) 255-0088
(321) 259-8648 (fax)
www.cricpa.com

July 31, 2020

To the Board of Directors
Space Florida

We are pleased to present the results of our audit of the 2019 financial statements of Space Florida for the year ended September 30, 2019.

This report to the Board of Directors summarizes our audit, the report issued and various analyses and observations related to Space Florida's accounting and reporting. The document also contains the communications required by our professional standards.

Our audit was designed, primarily, to express an opinion on Space Florida's 2019 financial statements for the fiscal year ended September 30, 2019. We considered Space Florida's current and emerging needs, along with an assessment of risks that could materially affect the financial statements, and aligned our audit procedures accordingly. We conducted the audit with the objectivity and independence that you, the Board of Directors, expect. We received the full support and assistance of Organization personnel.

At Carr, Riggs & Ingram, LLC (CRI), we are continually evaluating the quality of our professionals' work in order to deliver audit services of the highest quality that will meet or exceed your expectations. We encourage you to provide any feedback you believe is appropriate to ensure that we do not overlook a single detail as it relates to the quality of our services.

This information is intended solely for the use of the Board of Directors and management of Space Florida and is not intended to be, and should not be, used by anyone other than these specified parties.

We appreciate this opportunity to work with you. If you have any questions or comments, please contact me at 321.426.3039 or cnollrhan@cricpa.com.

Very truly yours,

A handwritten signature in black ink that reads "Christine E. Noll-Rhan".

Christine E. Noll-Rhan, CPA
Partner
Carr, Riggs & Ingram, LLC

As discussed with management during our planning process and communicated to the Board of Directors in our engagement letter to you dated November 12, 2019 our audit plan represented an approach responsive to the assessment of risk for Space Florida. Specifically, we planned and performed our audit to:

- Perform an audit in accordance with auditing standards generally accepted in the United States of America, in order to express an opinion on Space Florida's financial statements for the year ended September 30, 2019. Additionally, we have audited Space Florida's compliance with the types of compliance requirements described in *Chapter 10.550, Rules of the Auditor General* that could have a direct and material effect on each of Space Florida's major state projects for the year ended September 30, 2019.
- Communicate directly with the Board of Directors and management regarding the results of our procedures;
- Address with the Board of Directors and management any accounting and financial reporting issues;
- Anticipate and respond to concerns of the Board of Directors and management; and
- Other audit-related projects as they arise and upon request.

Required Communications

We have audited the financial statements of Space Florida for the year ended September 30, 2019, and have issued our report thereon dated July 31, 2020. Professional standards require that we communicate to you the following information related to our audit:

MATTER TO BE COMMUNICATED	AUDITORS' RESPONSE
<p>Auditors' responsibility under Generally Accepted Auditing Standards</p>	<p>As stated in our engagement letter dated November 12, 2019, our responsibility, as described by professional standards, is to express an opinion about whether the financial statements prepared by management, with your oversight, are fairly presented, in all material respects, in conformity with accounting principles generally accepted in the United States of America (GAAP). Our audit of the financial statements does not relieve you or management of your responsibilities.</p> <p>Required supplementary information, such as management's discussion analysis and schedule of travel, entertainment and incidental expenses is required by general accepted accounting principles and will be subjected to certain limited procedures, but will not be audited.</p> <p>As part of our audit, we considered the internal control of Space Florida, and internal controls related to major state projects and issued an opinion on compliance with laws, regulations, and the provisions of contracts or grant agreements that could have direct and material effect on each state project in accordance with the Single Audit Act Amendments of 1996 and <i>the Florida Single Audit Act, and Chapter 10.550, Rules of the Auditor General</i>. Such considerations were solely for the purpose of determining our audit procedures and not to provide any assurance concerning such internal control.</p>
<p>Client's responsibility</p>	<p>Management, with oversight from those charged with governance, is responsible for establishing and maintaining internal controls, including monitoring ongoing activities; for the selection and application of accounting principles; and for the fair presentation in the financial statements of financial position, changes in net assets, and cash flows in conformity with the applicable framework. Management, with oversight from those charged with governance, is responsible for the design and implementation of programs and controls to prevent and detect fraud.</p>

Required Communications

MATTER TO BE COMMUNICATED	AUDITORS' RESPONSE
<p>Planned scope and timing of the audit</p>	<p>Our initial audit plan was not significantly altered during our fieldwork.</p>
<p>Management judgments and accounting estimates <i>The process used by management in forming particularly sensitive accounting estimates and the basis for the auditor's conclusion regarding the reasonableness of those estimates.</i></p>	<p>Please see the following section titled "Accounting Policies, Judgments and Sensitive Estimates and CRI Comments on Quality."</p>
<p>Potential effect on the financial statements of any significant risks and exposures <i>Major risks and exposures facing Space Florida and how they are disclosed.</i></p>	<p>No such risks or exposures were noted.</p>
<p>Significant accounting policies, including critical accounting policies and alternative treatments within generally accepted accounting principles and the auditor's judgment about the quality of accounting principles</p> <ul style="list-style-type: none"> • <i>The initial selection of and changes in significant accounting policies or their application; methods used to account for significant unusual transactions; and effect of significant policies in controversial or emerging areas for which there is a lack of authoritative guidance or consensus.</i> • <i>Alternative treatments within GAAP for accounting policies and practices related to material items, including recognition, measurement, presentation and disclosure alternatives, that have been discussed with client management during the current audit period, the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the auditor.</i> 	<p>Management is responsible for the selection and use of appropriate accounting policies. The significant accounting policies used by Space Florida are described in Note 1 to the financial statements.</p> <p>We noted no transactions entered into by Space Florida during the year for which there is a lack of authoritative guidance or consensus. All significant transactions have been recognized in the financial statements in the proper period.</p>
<p>Significant difficulties encountered in the audit <i>Any significant difficulties, for example, unreasonable logistical constraints or lack of cooperation by management.</i></p>	<p>None.</p>
<p>Disagreements with management <i>Disagreements, whether or not subsequently resolved, about matters significant to the financial statements or auditors' report. This does not include those that came about based on incomplete facts or preliminary information.</i></p>	<p>None.</p>

Required Communications

MATTER TO BE COMMUNICATED	AUDITORS' RESPONSE
<p>Other findings or issues <i>Matters significant to oversight of the financial reporting practices by those charged with governance.</i></p>	None.
<p>Matters arising from the audit that were discussed with, or the subject of correspondence with, management <i>Conditions that might affect risk or discussions regarding accounting practices or application of auditing standards.</i></p>	None.
<p>Corrected and uncorrected misstatements <i>Professional standards require us to accumulate all misstatements identified during the audit, other than those that are clearly trivial, and communicate them to the appropriate level of management.</i></p>	Please see the following section titled "Summary of Audit Adjustments"
<p>Major issues discussed with management prior to retention <i>Any major accounting, auditing or reporting issues discussed with management in connection with our initial or recurring retention.</i></p>	We generally discuss a variety of matters, including the application of accounting principles and auditing standards, with management each year prior to retention as Space Florida's auditors. However, these discussions occurred in the normal course of our professional relationship and our responses were not a condition to our retention.
<p>Consultations with other accountants <i>When management has consulted with other accountants about significant accounting or auditing matters.</i></p>	In some cases, management may decide to consult with other accountants about auditing and accounting matters, similar to obtaining a "second opinion" on certain situations. If a consultation involves application of an accounting principle to Space Florida's financial statements or a determination of the type of auditors' opinion that may be expressed on those statements, our professional standards require the consulting accountant to check with us to determine that the consultant has all the relevant facts. To our knowledge, there were no such consultations with other accountants.
<p>Written representations <i>A description of the written representations the auditor requested (or a copy of the representation letter).</i></p>	See "Management Representation Letter" section.

Required Communications

MATTER TO BE COMMUNICATED	AUDITORS' RESPONSE
<p>Fraud and illegal acts <i>Fraud involving senior management or those responsible for internal controls, or causing a material misstatement of the financial statements, where the auditor determines there is evidence that such fraud may exist. Any illegal acts coming to the auditor's attention involving senior management and any other illegal acts, unless clearly inconsequential.</i></p>	<p>We are unaware of any fraud or illegal acts involving management or causing material misstatement of the financial statements.</p>
<p>Other information in documents containing audited financial statements <i>The external auditor's responsibility for information in a document containing audited financial statements, as well as any procedures performed and the results.</i></p>	<p>Our responsibility related to documents (including annual reports, websites, etc.) containing the financial statements is to read the other information to consider whether:</p> <ul style="list-style-type: none"> • Such information is materially inconsistent with the financial statements; and • We believe such information represents a material misstatement of fact. <p>We have audited the supplemental schedules included in the financial statements. We were not provided with any other documents containing the financial statements.</p>

Accounting Policies, Judgements and Sensitive Estimates and CRI Comments on Quality

We are required to communicate our judgments about the quality, not just the acceptability, of Space Florida's accounting principles as applied in its financial reporting. We are also required to communicate critical accounting policies and sensitive accounting estimates. The Board of Directors and management may wish to monitor throughout the year the process used to compute and record these accounting estimates. The table below summarizes our communications regarding these matters.

AREA	ACCOUNTING POLICY	CRITICAL POLICY?	JUDGMENTS & SENSITIVE ESTIMATE	COMMENTS ON QUALITY OF ACCOUNTING POLICY & APPLICATION
Capital Assets	Depreciation method	Yes	Assets having an original acquisition cost of at least \$1,000 are capitalized and depreciated. Capital assets are carried at cost when purchased or at fair value when donated. Depreciation is computed for financial statement purposes on a straight line basis over the estimated useful lives of the assets.	We evaluated the key factors and assumptions used to develop the useful lives in determining that they are reasonable in relation to the financial statements taken as a whole.
Investments	Evaluation of investments for impairment	Yes	Investments are valued at cost, as permitted by the Governmental Accounting Standards Board (GASB) 62 Codification of Account and Financial Report Guidance as the investments are not held for the primary purpose of income or profit, therefore they do not meet the requirements as defined by GASBS 72 Fair Value Measurement to be valued at fair value. Space Florida is allowed to invest in common stock and warrants under Florida Statute 331.305. Management evaluates investments annually for impairment based upon financial data provided by the companies.	We evaluated the key factors and assumptions used to develop the allocation of expenses in determining that they are reasonable in relation to the financial statements taken as a whole.

Accounting Policies, Judgements and Sensitive Estimates and CRI Comments on Quality

AREA	ACCOUNTING POLICY	CRITICAL POLICY?	JUDGMENTS & SENSITIVE ESTIMATE	COMMENTS ON QUALITY OF ACCOUNTING POLICY & APPLICATION
Allowance for Doubtful Accounts	Estimation of Allowance	Yes	Space Florida relies on historical trends for the estimation of the allowance amount, based on a detailed management review of receivable balances.	Space Florida's policies are in accordance with all applicable accounting guidelines.
Loans receivable	Evaluation of loans receivable for impairment	Yes	Management reviews each loan and based on the timeliness of payments estimates an allowance.	Space Florida's policies are in accordance with all applicable accounting guidelines.
Prepaid Rent	Valuation of in-kind rent payment	Yes	Space Florida prepaid some of the rent with capital improvements to Exploration Park. The value of in-kind rent payments and were valued by NASA. The prepaid rent is being expensed on a straight-lined basis over the life of the lease.	We evaluated the key factors and assumptions used to develop the allocation of expenses in determining that they are reasonable in relation to the financial statements taken as a whole.

Certain financial statement disclosures are particularly sensitive because of their significance to financial statement users. The most sensitive disclosures affecting the financial statements were:

The disclosure of investments in Note 2 to the financial statement describes the types of investments Space Florida is invested in.

The disclosure of conduit debt in Note 8 to the financial statements describes the limited-obligation debts of Space Florida.

The disclosure of rights and access in Note 13 to the financial statements describes the unique rights and access Space Florida has to use, occupy or develop certain assets affiliated with Florida's space industry.

July 31, 2020

Carr, Riggs & Ingram, LLC
215 Baytree Drive
Melbourne, FL 32940

This representation letter is provided in connection with your audits of the financial statements of Space Florida, which comprise the respective financial position of the business-type activities and the major fund, as of September 30, 2019 and the respective changes in financial position and, where applicable, cash flows for the period then ended, and the related notes to the financial statements, for the purpose of expressing opinions as to whether the financial statements are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

Certain representations in this letter are described as being limited to matters that are material. Items are considered material, regardless of size, if they involve an omission or misstatement of accounting information that, in light of surrounding circumstances, makes it probable that the judgment of a reasonable person relying on the information would be changed or influenced by the omission or misstatement. An omission or misstatement that is monetarily small in amount could be considered material as a result of qualitative factors.

We confirm, to the best of our knowledge and belief, as of July 31, 2020, the following representations made to you during your audit.

Financial Statements

- 1) We have fulfilled our responsibilities, as set out in the terms of the audit engagement letter dated November 12, 2019, including our responsibility for the preparation and fair presentation of the financial statements in accordance with U.S. GAAP and for preparation of the supplementary information in accordance with the applicable criteria.
- 2) The financial statements referred to above are fairly presented in conformity with U.S. GAAP and include all properly classified funds and other financial information of the primary government and all component units required by generally accepted accounting principles to be included in the financial reporting entity.
- 3) We acknowledge our responsibility for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.
- 4) We acknowledge our responsibility for the design, implementation, and maintenance of internal control to prevent and detect fraud.
- 5) Significant assumptions we used in making accounting estimates, including those measured at fair value, are reasonable.
- 6) Related party relationships and transactions, including revenues, expenditures/expenses, loans, transfers, leasing arrangements, and guarantees, and amounts receivable from or payable to related parties have been appropriately accounted for and disclosed in accordance with U.S. GAAP.
- 7) The effects of all known actual or possible litigation, claims, and assessments have been accounted for and disclosed in accordance with U.S. GAAP.

- 8) Guarantees, whether written or oral, under which Space Florida is contingently liable, if any, have been properly recorded or disclosed.

Information Provided

- 9) We have provided you with:
- a) Access to all information, of which we are aware, that is relevant to the preparation and fair presentation of the financial statements, such as records, documentation, and other matters and all audit or relevant monitoring reports, if any, received from funding sources.
 - b) Additional information that you have requested from us for the purpose of the audit.
 - c) Unrestricted access to persons within Space Florida from whom you determined it necessary to obtain audit evidence.
 - d) Minutes of the meetings of Space Florida or summaries of actions of recent meetings for which minutes have not yet been prepared.
- 10) All material transactions have been recorded in the accounting records and are reflected in the financial statements and the schedule of expenditures State Financial Assistance.
- 11) We have disclosed to you the results of our assessment of the risk that the financial statements may be materially misstated as a result of fraud.
- 12) We have no knowledge of any fraud or suspected fraud that affects Space Florida and involves—
- Management,
 - Employees who have significant roles in internal control, or
 - Others where the fraud could have a material effect on the financial statements.
- 13) We have no knowledge of any allegations of fraud or suspected fraud affecting Space Florida's financial statements communicated by employees, former employees, regulators, or others.
- 14) We have no knowledge of instances of noncompliance or suspected noncompliance with provisions of laws, regulations, contracts, or grant agreements, or abuse, whose effects should be considered when preparing financial statements.
- 15) We have disclosed to you all known actual or possible litigation, claims, and assessments whose effects should be considered when preparing the financial statements.

Government-specific

- 16) There have been no communications from regulatory agencies concerning noncompliance with, or deficiencies in, financial reporting practices.
- 17) We have a process to track the status of audit findings and recommendations.
- 18) We have identified to you any previous audits, attestation engagements, and other studies related to the audit objectives and whether related recommendations have been implemented.
- 19) We have provided our views on reported findings, conclusions, and recommendations, as well as our planned corrective actions, for the report.

Management Representation Letter - Draft

- 20) Space Florida has no plans or intentions that may materially affect the carrying value or classification of assets, deferred outflows of resources, liabilities, deferred inflows of resources, and fund balance or net position.
- 21) We are responsible for compliance with the laws, regulations, and provisions of contracts and grant agreements applicable to us, including tax or debt limits and debt contracts, and legal and contractual provisions for reporting specific activities in separate funds.
- 22) We have identified and disclosed to you all instances that have occurred or are likely to have occurred, of fraud and noncompliance with provisions of laws and regulations that we believe have a material effect on the financial statements or other financial data significant to the audit objectives, and any other instances that warrant the attention of those charged with governance.
- 23) We have identified and disclosed to you all instances that have occurred or are likely to have occurred, of noncompliance with provisions of contracts and grant agreements that we believe have a material effect on the determination of financial statement amounts or other financial data significant to the audit objectives.
- 24) We have identified and disclosed to you all instances that have occurred or are likely to have occurred, of abuse that could be quantitatively or qualitatively material to the financial statements or other financial data significant to the audit objectives.
- 25) There are no violations or possible violations of budget ordinances, laws and regulations (including those pertaining to adopting, approving, and amending budgets), provisions of contracts and grant agreements, tax or debt limits, and any related debt covenants whose effects should be considered for disclosure in the financial statements, or as a basis for recording a loss contingency, or for reporting on noncompliance.
- 26) In regard to the preparation of financial statements, formatting of the schedule of expenditures of State Financial Assistance, and all other non-attest services performed by you, we have—
 - 1) Assumed all management responsibilities.
 - 2) Designated Beth Courtney, Controller and Denise Swanson, Chief Financial Officer & Vice President of Administration, who have suitable skill, knowledge, or experience to oversee the services.
 - 3) Evaluated the adequacy and results of the services performed.
 - 4) Accepted responsibility for the results of the services.
- 27) Space Florida has satisfactory title to all owned assets, and there are no liens or encumbrances on such assets nor has any asset been pledged as collateral.
- 28) Space Florida has complied with all aspects of contractual agreements that would have a material effect on the financial statements in the event of noncompliance.
- 29) The financial statements include all component units as well as joint ventures with an equity interest, and properly disclose all other joint ventures and other related organizations.
- 30) The financial statements properly classify all funds and activities in accordance with GASB Statement No. 34 .

Management Representation Letter - Draft

- 31) All funds that meet the quantitative criteria in GASBS Nos. 34 and 37 for presentation as major are identified and presented as such and all other funds that are presented as major are particularly important to financial statement users.
- 32) Components of net position (net investment in capital assets; restricted; and unrestricted) and classifications of fund balance (nonspendable, restricted, committed, assigned, and unassigned) are properly classified and, if applicable, approved.
- 33) Investments, derivative instruments, and land are properly valued, and we do not believe that the stocks and warrants should be impaired, other than what has been adjusted.
- 34) Provisions for uncollectible receivables have been properly identified and recorded.
- 35) Expenses have been appropriately classified in or allocated to functions and programs in the statement of revenue, expenses, and changes in net position, and allocations have been made on a reasonable basis.
- 36) Revenues are appropriately classified in the statement of activities within program revenues, general revenues.
- 37) Deposits and investment securities and derivative instruments are properly classified as to risk and are properly disclosed.
- 38) Capital assets, including infrastructure and intangible assets, are properly capitalized, reported, and, if applicable, depreciated.
- 39) We have appropriately disclosed Space Florida's policy regarding whether to first apply restricted or unrestricted resources when an expense is incurred for purposes for which both restricted and unrestricted net position is available and have determined that net position is properly recognized under the policy.
- 40) We are following our established accounting policy regarding which resources (that is, restricted, committed, assigned, or unassigned) are considered to be spent first for expenditures for which more than one resource classification is available. That policy determines the fund balance classifications for financial reporting purposes
- 41) We acknowledge our responsibility for the required supplementary information (RSI). The RSI is measured and presented within prescribed guidelines and the methods of measurement and presentation have not changed from those used in the prior period. We have disclosed to you any significant assumptions and interpretations underlying the measurement and presentation of the RSI.
- 42) With respect to the Schedule of Travel, Entertainment, and Incidental Expenses.
 - a) We acknowledge our responsibility for presenting the Schedule of Travel, Entertainment, and Incidental Expenses in accordance with accounting principles generally accepted in the United States of America, and we believe the Schedule of Travel, Entertainment, and Incidental Expenses, including its form and content, is fairly presented in accordance with accounting principles generally accepted in the United States of America. The methods of measurement and presentation of the Schedule of Travel, Entertainment, and Incidental Expenses have not changed from those used in the prior period, and we have disclosed to you any significant assumptions or interpretations underlying the measurement and presentation of the supplementary information.

Management Representation Letter - Draft

- b) If the Schedule of Travel, Entertainment, and Incidental Expenses is not presented with the audited financial statements, we will make the audited financial statements readily available to the intended users of the supplementary information no later than the date we issue the supplementary information and the auditor's report thereon.
- 43) With respect to state programs:
- a) We are responsible for understanding and complying with and have complied with, the requirements of Chapter 10.550, (Florida Single Audit Act) including requirements relating to preparation of the schedule of expenditures of state financial assistance.
 - b) We acknowledge our responsibility for preparing and presenting the schedule of expenditures of state financial assistance (SESFA) and related notes in accordance with the requirements of the Florida Single Audit Act, and we believe the SESFA, including its form and content, is fairly presented in accordance with the Florida Single Audit Act. The methods of measurement or presentation of the SESFA have not changed from those used in the prior period and we have disclosed to you any significant assumptions and interpretations underlying the measurement or presentation of the SESFA.
 - c) We have identified and disclosed to you all of our government programs and related activities subject to the Florida Single Audit Act compliance audit, and have included in the SESFA, expenditures made during the audit period for all awards provided by state agencies in the form of state awards, state cost-reimbursement contracts, loans, loan guarantees, property (including donated surplus property), cooperative agreements, interest subsidies, insurance, food commodities, direct appropriations, and other direct assistance and state financial assistance.
 - d) We are responsible for understanding and complying with, and have complied with, the requirements of state statutes, regulations, and the terms and conditions of state awards related to each of our state programs and have identified and disclosed to you the requirements of state statutes, regulations, and the terms and conditions of state awards that are considered to have a direct and material effect on each major program.
 - e) We are responsible for establishing and maintaining, and have established and maintained, effective internal control over compliance for state programs that provides reasonable assurance that we are managing our state awards in compliance with state statutes, regulations, and the terms and conditions of state awards that could have a material effect on our state programs. We believe the internal control system is adequate and is functioning as intended.
 - f) We have made available to you all state awards (including amendments, if any) and any other correspondence with state agencies or pass-through entities relevant to state programs and related activities.
 - g) We have received no requests from a state agency to audit one or more specific projects as a major project.
 - h) We have complied with the direct and material compliance requirements (except for noncompliance disclosed to you), including when applicable, those set forth in the *Chapter 10.550 Rules of the Florida Auditor General*, relating to state awards and have identified and disclosed to you all amounts questioned and all known noncompliance with the requirements of state projects.
 - i) We have disclosed any communications from grantors and pass-through entities concerning possible noncompliance with the direct and material compliance requirements, including communications received from the end of the period covered by the compliance audit to the date of the auditor's report.

Management Representation Letter - Draft

- j) Amounts claimed or used for matching were determined in accordance with relevant guidelines in *the Florida Single Audit Act*.
 - k) We have disclosed to you our interpretation of compliance requirements that may have varying interpretations.
 - l) We have made available to you all documentation related to compliance with the direct and material compliance requirements, including information related to compliance requirements, including information related to state project financial reports and claims for advance and reimbursements.
 - m) We have disclosed to you the nature of any subsequent events that provide additional evidence about conditions that existed at the end of the reporting period affecting noncompliance during the reporting period.
 - n) There are no such known instances of noncompliance with direct and material compliance requirements that occurred subsequent to the period covered by the auditor's report.
 - o) No changes have been made in internal control over compliance or other factors that might significantly affect internal control, including any corrective action we have taken regarding significant deficiencies or material weaknesses in internal control over compliance, subsequent to the date as of which compliance was audited.
 - p) State program financial reports and claims for advances and reimbursements are supported by the books and records from which the financial statements have been prepared.
 - q) The copies of state program financial reports provided you are true copies of the reports submitted, or electronically transmitted, to the respective state agency or pass-through entity, as applicable.
 - r) We have monitored subrecipients, as necessary, to determine that they have expended pass-through assistance in accordance with applicable laws and regulations and have met the requirements of *Chapter 10.550 Rules of the Florida Auditor General*.
 - s) We have taken appropriate action, including issuing management decisions, on a timely basis after recipient of subrecipients' auditor's reports that identified noncompliance with laws, regulations, or the provisions of contracts or grant agreements and have ensured that subrecipients have taken the appropriate and timely corrective action on findings.
 - t) We have considered the results of subrecipient audits and have made any necessary adjustments to our books and records. We have charged costs to state awards in accordance with applicable cost principles.
 - u) We have charged the cost of state projects in accordance with applicable cost principals.
- 44) Space Florida is in compliance with Florida Statute 218.415, *local government investment policies*, in all respects.
- a) We are responsible for establishing and maintaining effective internal control over compliance.
 - b) We have performed an evaluation of the Space Florida's compliance with Florida Statute 218.415, local government investment policies.
 - c) All relevant matters are reflected in the measurement or evaluation of Space Florida's compliance with the specified requirements.
 - d) We are responsible for selecting the specified requirements and for determining that the specified requirements are appropriate for our purposes.
 - e) We have provided you with all relevant information and access to information and personnel in connection with your examination of compliance with Florida Statute 218.415, local government investment policies.

Management Representation Letter - Draft

- f) We have disclosed to you all known matters that may contradict Space Florida's compliance with the specified requirements and we have disclosed to you all communications from regulatory agencies, internal auditors, other independent accountants or consultants, and others regarding possible noncompliance with Florida Statute 218.415, local government investment policies, including communications received between September 30, 2019 and the date of the examination report.
 - g) We have responded fully to all inquiries made to us by you during the engagement.
- 45) We have disclosed to you all contracts or other agreements with service organizations, and we have disclosed to you all communications from the service organizations relating to noncompliance at the service organizations.

Signature: _____
Title: _____

Signature: _____
Title: _____

Compensation Philosophy



DRAFT

September 17, 2020

COMPENSATION OVERVIEW Prepared for the Space Florida Board of Directors

Compensation Philosophy: The Foundation of our program

Space Florida's Compensation Philosophy is based on the principles of competitive and fair compensation for sustained performance. Our Board of Directors believe that Space Florida's program should:

- be aligned with Stakeholders Interests,
- be aligned with the organization's mission, vision, and strategy,
- be competitive and market-based,
- pay for performance,
- balance both short- and long-term focus, and,
- be aligned with generally accepted industries approaches.

To that end, Space Florida incorporates many best practices in its compensation program and avoid elements that are not aligned with Space Florida's Guiding Pay Principles.

Competitive and Fair Compensation

The compensation philosophy of Space Florida is to establish and maintain employee rewards at levels that reflect job responsibilities and individual performance and ensure that the organization is well positioned to hire, keep and fully engage qualified, competent employees. To ensure that cash compensation is competitive, Space Florida's compensation practices are compared with those of other entities in Space Florida's market sectors on a periodic basis (approximately every three years). In January of this year, Harrington & Associates, Inc. was engaged to conduct an internal study to determine how the relationship of job duties across the organization currently relate to each other, based on job content and requirements, and to conduct a market analysis. The market analysis is derived from published surveys that reflect compensation practices of peer entities and includes data related to base cash compensation and incentive compensation targets for position descriptions (i.e., PDs or Jobs) that are equal to or substantially like those at Space Florida. Peer entities that provide the best comparisons include airports, seaports and other highly regulated transportation environments of similar size and multiple use that correspond to Space Florida's Spaceport activities. For Space Florida's Aerospace / Space Business Development activities peer entities that provide the best comparison with corresponding revenue levels and investment portfolios included boutique investment banks and real estate investment entities that handle complex, innovative financing arrangements, and state / regional wide economic and workforce development organizations.

Guiding Pay Principles

Space Florida's Compensation Program is designed to encourage its employees to: (1) Produce outstanding results in fulfilling Space Florida's Spaceport Authority Mission and Space Florida's Funding & Program Agreement with the State of Florida: (2) Create sustainable long-term value for

SPACE FLORIDA



Space Florida's Stakeholders: and (3) Consistently fulfill their roles and responsibilities in an ethical manner. Space Florida's Guiding Pay Principles are:

- Alignment with Stakeholders Interests: Provide compensation elements and set expectations targets that closely align with those of stakeholders. For example, to foster the growth and development of a sustainable and world leading industry in the State of Florida, and to generate positive benefits for the state without uniquely benefitting any entity.
- Competitive and Market Based: to attract and retain world-class talent with abilities and experience necessary to develop and execute spaceport authority strategies, obtain superior results, and build long-term value for stakeholders within a government environment as large and complex as the State of Florida
- Pay for Performance: Though generally accepted as a fundamental component of a competitive compensation package among the vast majority of Space Florida's peer group, some stakeholders have expressed concerns that the Pay for Performance component is inappropriate for Space Florida. A substitute component should be implemented to comply with Space Florida's Principles and offer a competitive and market-based compensation plan.
- Balanced Short - and Long - Term Focus: Ensure that the compensation program provides an appropriate balance between the achievement of short- and long-term objectives, with a clear emphasis on managing the sustainability of the spaceport authority and mitigating risk.
- Alignment with Generally Accepted approaches; Provide policies and programs that fit within the framework of generally accepted approaches adopted by leading similar entities

Sustained Performance

Employees are rewarded based upon Space Florida's performance and individual performance. Appraisal ratings are graded on a 1 to 5 scale where 5 is "Substantially Exceeds Expectations" and 1 is "Not Meeting Expectations." Overall score is a combination of weighted components consisting of 40% on core behaviors, and 60% on performance. Space Florida's corporate performance is evaluated by reviewing the extent to which strategic goals and performance metrics are met. Individual performance is evaluated and documented by the employee, their supervisor and a reviewing official.

Compensation Objectives

There are three primary objectives of our current compensation program.

First, we must attract and retain superior talent to lead and execute our statutorily defined roles and responsibilities to foster growth and industry leadership while controlling the costs associated with this mission. The high-profile nature of the Space / Aerospace Industry and Space Florida's interconnection with the State of Florida adds complexity to this challenge.

Second, the compensation program must effectively tie pay and benefits to broad responsibilities and performance against measurable targets. Specific performance targets are set for Space Florida by the State and our Board of Directors each year. The combination of base and performance pay must motivate employees to take the actions necessary to meet the targets on a quarterly and annual basis, without affecting our longer-term viability.

SPACE FLORIDA



Finally, the compensation program must properly energize employees to fulfill the mission of Space Florida, deliver returns to its stakeholders and strengthen the position of the State within the Global Space / Aerospace Industry.

Compensation Components

To meet these three objectives annual compensation is currently divided into three elements for employees; *base salary*; *pay for performance*; and *employee benefits*. The Governance and Compensation Committee determines the optimal mix of compensation components, as well as total targeted compensation, based on market analysis by a Compensation Consultant.

Base Salary. Base pay is distributed on a periodic basis and recognizes the daily performance required of the employee's position. The base salary was set using broad industry information, as well as peer entity analysis. Annual base salaries will continue to reflect appropriate market data, as well as individual performance of assigned responsibilities and changes in the scope of responsibilities. Targeted performance criteria vary for each employee based on his or her respective area of responsibility.

Pay for Performance. Are generally paid annually and are tied to exceeding agreement and budgeted targets. Pay for performance potential is based on market and peer group analysis.

Employee Benefits. All employees are provided with a benefit package that includes health care, and life and disability insurance, with dental, a GAP Insurance Plan, a vision care option, and cafeteria plan options. Space Florida pays 100% for the employee only coverage, and 75% for family coverage of medical, dental, and vision. Employees may participate in either of two health plan options that are provided and can enroll in a healthcare flexible spending account. Space Florida has a Simplified Employee Pension Plan (the "Plan"). The Plan eliminates the taxation required for the social security element of the Federal Insurance Contribution Act (FICA) for all participants and for Space Florida. All employees of Space Florida participate in the Plan. Space Florida also offers an employee only contribution deferred compensation plan (457b).

Compensation of President & CEO, and the Executive Vice President Treasurer & Chief Investment Officer

The Governance & Compensation Committee will separately review the annual compensation for these executives and will recommend to the full board a level that is competitive with peer entities, based on industry comparisons and taking into consideration the effectiveness of their leadership and success in fulfilling the mission of Space Florida. The process will be administered by Harrington & Associates, Inc. whereby annual performance evaluation documents will be completed by the executives and presented to the committee for review and assessment. Based on the results of this review and market analysis results the committee will present their recommendations to the full board for approval. The committee expects to present their recommendations at the Boards TBD scheduled meeting.

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Current pay to market analysis and recommendations

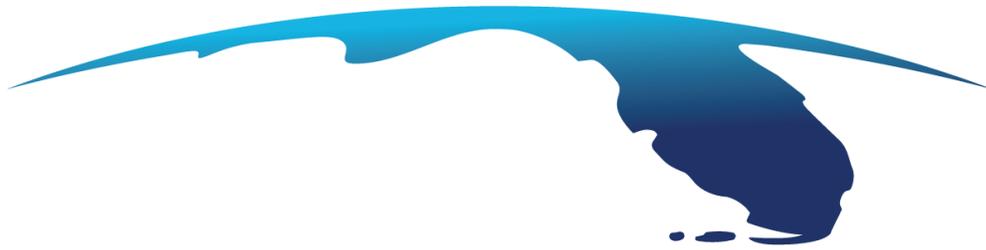
The organization's aggregate current Base Pay compared to the final results of the market analysis conducted this May, is 90 % of the mid-point of the market. The lack of a Pay for Performance component places the organizations overall total cash compensation below its peer groups. It is noteworthy that over the calendar year period of 2017 through 2020 to date, the overall Consumer Price Index (CPI)-Bureau of Labor Statistics has accumulatively increased 6.39%.

For several years, Space Florida has endeavored to maintain its workforce aggregate base pay at Ninety-Five Percent (95%) of the market mid-points of its various grade levels for employee positions. In other words, the market mid-point is an amount where Fifty Percent (50%) of the market is paid less than that amount, and Fifty Percent (50%) is paid more. The reasoning for this policy had been that Space Florida was an emerging entity within a new, fast growing and burgeoning industry, our peer groups primarily reflect more mature and stable growth industries where experience in grade is common and often requires a premium. Recent hires by Space Florida indicate the industry is maturing whereby 100% of mid-market Base Pay is required to be competitive. Management with advice and counsel of the Board will have to address creating a substitute component of Pay for Performance to comply with Space Florida's Principles and offer a competitive and market-based compensation.

Report on Base Compensation Market Study & Performance Management Guidelines

REPORT OF ENGAGEMENT

S P A C E F L O R I D A



5/5/2020

REPORT ON BASE COMPENSATION MARKET STUDY & PERFORMANCE MANAGEMENT GUIDELINES

HARRINGTON & ASSOCIATES, INC.

TOTAL REWARDS CONSULTING
630 S. Wickham Rd. •
West Melbourne, FL 32904
321.733.3331 • www.harrington-hr.com

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ENGAGEMENT SCOPE:

HAI proposed to analyze, determine job duties and responsibilities, revise or write new job descriptions as required, evaluate the relative skill, effort, responsibility and job conditions associated with each role, market price all roles through accessing published compensation data, develop new base compensation ranges and report on the internal equity and external comparability of the organization's current pay practices across the entire scope of its roles. Further, we proposed to work with senior leadership to review and address Performance Management Guidelines and make recommendations regarding any modifications that may be required to remain competitive with the market, relevant with the organization's business strategy, and stimulate the engagement of employees. This Compensation Review engagement included involvement of leadership and resulted in each role having been carefully studied to ensure the accuracy of FLSA status, job descriptions, grading, and pay ranges.

ENGAGEMENT SCOPE: Continued

The roles will be segmented into three sections or Units with individual results and reports being created for each Unit.

- Unit II Nonexempt Administrative, Clerical and Technical roles
- Unit III Supervisory, Managerial and Professional roles
- Unit IV Executive Leadership roles except CEO & President and Executive Vice President & Treasurer

HAI has reflected both the market values and the philosophy of pay of Space Florida. HAI will provide detailed and clear comparisons and analyses that illustrate the current positioning of the organization's overall compensation programs and as they related to individual incumbents. In addition, we offer counsel regarding decisions to be made and sound advice as to expectations, communication, and actions going forward, as relates to base compensation.

ENGAGEMENT PROCESS:

The purpose of this engagement was to ensure the accuracy of Space Florida's base compensation pay ranges in relation to the market, ensure the internal equity of the grading of roles across the organization, assess the relationship of individual base pay to market and for internal equity purposes and to review the guidelines and systems covering Space Florida's Performance Management and pay for performance system.

ENGAGEMENT PROCESS:

Process - Base Compensation Study & Performance Management Guidelines Review:

1. The Space Florida representative(s) provided HAI with copies of current job documentation including available job descriptions and recent job postings, a current organizational chart and set appointments for our Consultant to meet with members of Leadership individually to discuss changes to the jobs within their span of control.
2. HAI used the information collected in these meetings to re-evaluate every role utilizing the Position Evaluation Plan (NPEP) to assess the relative value of each unique position. The NPEP is a quantitative approach to developing an internal hierarchy of work through the assessment of the amounts of skill, effort, responsibility, and job conditions required by each unique set of job duties and responsibilities that make up each specific role. The Plan is the most widely used and defensible method for determining the relative relationship of jobs to each other within an organization. The application of the system results in the assignment of a grade to each role across the organizations. The results of the re-evaluation are contained in the Grade Summaries in the two accompanying Excel Workbooks for Unit II Nonexempt Positions and Unit III & IV Executive and Executive Positions
3. The Consultants examined the FLSA status of the work of each role and found that no changes were required in the current status of roles under FLSA.
4. Consultants reviewed, revised or updated job descriptions for each job evaluation covered by the study, as required based on information provided in the meetings with Leadership.
5. The Consultants present the hierarchies of positions in the Excel Workbooks mentioned above on the documents entitled Grade Summary
6. The Consultants reviewed the overall hierarchies with the Human Resources Director.
7. The Consultants identified the most suitable and reliable published survey data, requested that Space Florida purchase data not available in our library for this study and then matches Space Florida roles to the following surveys:
 - Culpepper Complete Salary Survey
 - CompData Salary Surveys
 - ERI Salary Surveys
8. HAI utilized the above surveys to study market values for the organization's positions. The Consultants have made pay appropriate market-based pay range recommendations for the coming period in the reports accompanying this summary.
9. HAI analyzed the organization's current pay practices for each of the positions across each of the Units and identified the market comparability in a set of individual analyses comprising the final report. These results are submitted and available for review by Space Florida Leadership, the Board of Directors Compensation Committee and the Board of Directors.

BASE COMPENSATION DISCUSSION:

Executive and Exempt Compensation Study Results:

The recommended market-based base compensation ranges presented in the accompanying Executive and Exempt Workbook indicate that rates for existing roles in this workforce segment have increased by between 2% to 10.6% since Space Florida's ranges were last adjusted by a common amount in 2017. You will note when you review the attached workbook that only one employee's rate is currently below the minimum level of the range to which the role is assigned. No employees are currently paid rates above the new recommended base pay ranges.

Nonexempt Compensation Study Results:

The recommended market-based base compensation ranges presented in the accompanying Nonexempt Workbook indicate that rates for those positions have increased between 3.7% and 5.9% percent above the ranges that were last adjusted in 2017. All employees in this work group have rates within the new recommended base pay ranges.

Combined Study Results:

These results indicate that Space Florida has been doing an excellent job of maintaining competitive rates of base pay to ensure their ability to recruit and retain qualified, competent employees since the last time the ranges were fully tested against the market.

We can report that in the most recent salary budget surveys, organizations indicated their actual budgets and intentions for base salary adjustments for 2019 and 2020 respectively are as follows*:

AVERAGE ACTUAL AND BUDGETED PERFORMANCE BASED INCREASE BUDGETS (MEAN)	2019 Actual	2020 Projected
Finance & Insurance	3.30%	3.30%
Manufacturing	3.20%	3.20%
Public Admin	3.20%	3.40%
Retail	3.00%	3.20%
Other Service	3.50%	3.80%
Transportation	3.20%	3.10%
Utilities	3.30%	3.50%
Wholesale	3.30%	3.40%
Health Care & Social Assist	3.10%	3.10%
Construction	3.90%	3.30%
Accommodation & Food Service	3.00%	3.10%

These data reflect the amount by which employers increased base pay rates of employees in 2019 and budgeted for base pay adjustments for 2020. Such adjustments are most frequently based on individual job performance, but organizations without solid performance metrics and plan often make these adjustments by providing the same level of increase to all eligible employees in good standing at the same time during an annual period. (*Surveys taken before COVID-19 crisis).

PERFORMANCE MANAGEMENT DISCUSSION:

Space Florida has structured performance-based pay plan that is currently in effect. It was developed with documentation and policies and has been in use for two years. There are several benefits Space Florida derives from the performance-based base pay movement program base compensation adjustment program. They include:

- To ensure individual base compensation rates at Space Florida maintain a competitive level with the market.
- To preclude managers and supervisors from taking extraordinary action that can result in pay inequities in order to retain employees.
- To increase morale, loyalty and a highly desirable business culture of engagement.
- To ensure transparency in the compensation program to provide employee confidence in management fairness and objectivity.

As Space Florida moves forward with their Performance Management System involving a performance-based pay adjustments system to reward employees for improvements in individual job performance, the following guidelines should be reviewed and re-applied annually:

- There must be a consensus and complete ownership among top management that the program chosen to establish job performance standards and metrics is essential to the success of Space Florida, is the primary system through which employees and their managers work on defining standards of performance, goals and metrics, and that the system enhances Space Florida's culture, ability to manage and the accomplishment of its business strategy.
- Top management is responsible to ensure that the performance-based compensation system becomes or remains an organization-wide program that is utilized consistently by every segment of the organization and every manager and becomes the primary system by which employees and their managers track and manage performance expectations, metrics, outcomes and related communication.
- Top management is responsible to ensure that the system and its policies are followed by management and employees as users with honesty, integrity and transparency.
- Top management is responsible to ensure that managers and supervisors are re-educated annually regarding the process and policies of the Space Florida Performance Management System.

Finally, most economists and financial experts are now predicting a strong return to economic health and prosperity in the United States beginning in the second quarter of 2020. It is anticipated that nearly all 30 million newly unemployed, as of early May 2020 due to the COVID-19 crisis, will be employed by early fall and employers will again be seeking the best talent available to move business forward. The workplace and work lives will be different, but it is anticipated that the historic numbers of unemployed related to the COVID-19 shut-down, will return to work within the year.

CONCLUSIONS:

The Consultants find that Space Florida has done an excellent job of maintaining their individual pay practices in a manner that is consistent with the market and internally equitable. This has been done in spite of the fact that they have not consulted the market formally for longer than is generally recommended, and is to the credit of the Leadership keeping a sharp eye on compensation and market values without a formal process review.

Harrington & Associates, Inc. appreciates the opportunity to conduct this Study for Space Florida and we look forward to responding to questions any leaders may have upon review of these results and this report.

Sincerely,

Judy Harrington

Judy Harrington, CCP ●
Founder & Principal Consultant ●

 **HAI** - Harrington & Associates, Inc. ●

Schedule for Board and Committee Meetings



Board of Directors Meeting Schedule

	January	February	March	April	May	June	July	August	September	October	November	December
2020												15 16 17 10
2021	14		16 23 25 30	22		16 22 24 29	22		21 24 28 30	21		14 15 16
2022	13 27		17 18 22 24	28		16 21 23 30	28		20 22 27 29	27		13 14 15
2023	12 26											

Board of Directors Meeting
Audit & Accountability Committee
Investment Committee
Governance & Compensation Committee
Marketing Committee

3. BUSINESS BEFORE THE BOARD



**Space Florida Board of Directors Meeting
October 22, 2020**

Contracts, Business Development and Project Activities

(Florida Statutes: 331.302; 331.305; 331.312; 331.3051; 331.310; 331.323; 331.324; 331.360 and 331.371)

1. **Launch Complex 20 (LC-20) Master Premises Agreement:** Management requests authority for approval to enter an up to twenty-five (25) year term Master Premise Agreement with the Secretary of the Air Force for an approximate 215-acre parcel surrounding and including LC-20 at Cape Canaveral Air Force Station. Space Florida will be responsible for direct costs to the Air Force for associated use of the facility and will provide routine protection, maintenance, and capital repairs. The agreement will provide that Space Florida will have the right to make improvements to the site, which will be owned by Space Florida, and the right to sublet portions of the property to one or more commercial tenants for launch operations. This launch site will serve as a multi-customer three-pad complex with Firefly Aerospace serving as the initial tenant.

2. **Project Maricopa:** Management requests authority for approval to negotiate and enter the following agreements with Firefly Aerospace, Inc.:
 - Item A: Sublet of approximately 30-acres encompassing the existing launch infrastructure at LC-20 for a period of up to twenty-five (25) years. Improvements to be in the name of Space Florida and leased back to the company. Company responsible for funding of construction, annual premise fees, and all other premise related fees and costs.

 - Item B: Sublease Agreement for approximately 17-acres in Exploration Park, Phase 1, for a period of twenty (20) years plus two (2) five-year renewal options. Improvements to be in the name of Space Florida and leased back to the company. Company responsible for funding of construction, ground lease payments and all other premise related fees and costs.

3. **Project Beach House:** Management requests authority for approval to negotiate and enter the following in conjunction with Project Beach House activities:
 - a. Update to Project Beach House Term Sheet to add sublease activities in conjunction with 7.44-acres of Phase 1 Exploration Park.
 - b. Reimbursement Resolution #20-33 regarding reimbursement of expenditures for Project Beach House. (Attachment A)
 - c. Agreement between Space Florida and the Florida Department of Transportation (FDOT) for Spaceport Improvement Program funding in the amount of up to Nine Million Four Hundred Thousand Dollars (\$9,400,000) in conjunction with Project Beach House activities.
 - d. Corresponding reimbursement agreement for Project Beach House in the amount of up to Nine Million Four Hundred Thousand Dollars (\$9,400,000) in conjunction with the Spaceport Improvement Program FDOT funding.



4. **Project Sterling:** Management requests authority for approval to negotiate and enter into a Term Sheet with the company for the establishment of engineering and testing capabilities anticipated to result in the investment of approximately Forty Million Dollars (\$40,000,000) with the creation of at least twenty-five (25) jobs by 2023. The Term Sheet will provide that the Company will sublease approximately 7.44-acres in Exploration Park Phase 1 for a period of up to thirty (30) years. Additionally, Space Florida will provide best efforts to secure conduit financing from a third-party lender for the improvements and equipment with both remaining the property of Space Florida and subleased to the company as well as evaluation of project eligibility for matching funds through the Spaceport Improvement Program.

5. **NASA-KSC and Blue Origin:** Management requests authority for approval to negotiate and enter the following:
 - Item A: NASA-KSC Master Premises Agreement for 75-acres of property adjacent to Blue Origin’s existing operations.

 - Item B: Blue Origin Sublease Agreement for 75-acres of property. Blue Origin will be responsible for all costs and fees associated with the property including any ground lease fees. Additionally, the company will be responsible for construction, repairs, renovations, utilities, applicable taxes, assessments and all operations associated with the premises. Any improvements made by the company to the premises will be the property of Space Florida and subleased to Blue Origin.

6. **Grant and Assessment Activities:** Management requests authority for approval to negotiate and enter agreements in conjunction with a grant award from Enterprise Florida to the Space Coast Economic Development Commission (SCEDC) from The Florida Defense Support Task Force. The efforts will provide for the assessment of critical infrastructure supporting Eastern Range Space Operations. The following activities are in conjunction with the award:
 - Item A: SCEDC grant award in the amount of up to One Hundred Twenty-Five Thousand Dollars (\$125,000) for the assessment of critical infrastructure supporting Eastern Range Space Operations.

 - Item B: RS&H, Inc., agreement to perform the assessment in the amount of up to One Hundred Twenty-Five Thousand Dollars (\$125,000).

7. **Florida Department of Transportation (FDOT) FY2021 Program and Planning Funding:** Management requests authority for approval to negotiate and enter agreement with FDOT in the amount of up to One Million Nine Hundred Ten Thousand Eight Hundred Nineteen Dollars (\$1,910,819) for FY 2021 Planning Funding in conjunction with FY 2021 FDOT Program Management, Planning & Engineering Services.

8. **FY 2020 and FY 2021 FDOT Program Management, Planning & Engineering Services Contractors:** Management requests authority for approval to negotiate and enter agreements



in conjunction with FDOT FY 2020 and FY 2021 Program and Planning funding to the following service providers in conjunction with services to be provided:

Item A: Up to Two Million Six Hundred Thousand Dollars (\$2,600,000) from FDOT FY 2020 Program and Planning Funding among AECOM Technical Services, Inc., BRPH Architects Engineers, Inc., and RS&H, Inc., and their subconsultants to perform continuing services for spaceport infrastructure general consulting.

Item B: Up to One Million Nine Hundred Ten Thousand Eight Hundred Nineteen Dollars (\$1,910,819) from FDOT 2021 Program and Planning Funding among AECOM Technical Services, Inc., BRPH Architects Engineers, Inc., and RS&H, Inc., and their subconsultants to perform continuing services for spaceport infrastructure general consulting.

Item C: Up to Eight Hundred Thirty Thousand Dollars (\$830,000) from FDOT FY 2021 Program and Planning Funding with Cardno GS, Inc., to perform completion of the Cultural Resource Archeological Survey (CRAS) Work Plan activities.

9. Space Florida Launch and Landing Facility (LLF) East Area Development:

Management requests authority for approval to negotiate and enter contractor related agreements in conjunction with the previously approved Thirty Eight Million Eight Hundred Thousand Dollar (\$38,800,000) FDOT Grants for the Space Florida LLF East Area Development and Electrical Communication Improvement projects to the following contractor awards:

Item A: Award approval to selected contractor to perform the project related Engineer of Record and Construction Contract Administration Services for common use infrastructure improvements including but not limited to utility and road development, land preparation and related site development activities. (Anticipated TBD 10/20/2020)

Item B: Award approval to selected contractor to perform the project related activities for Independent Construction, Engineering and Inspection Services for common use infrastructure improvements including but not limited to utility and road development, land preparation and other site development activities. (Anticipated TBD 10/14/2020)

10. Space Florida 2021 Facilities and Subleases: In conjunction with the operations of Exploration Park, the Space Life Sciences Lab, and the Landing, Launch and Storage Facilities, Management requests authority for approval for management to negotiate and enter agreements for the following:

Item A: For facility and property management activities for premises fees, operations and maintenance, utilities, insurance, property management and service commodity needs at market terms for Fiscal Year 2021 in the budgeted amount of up to Eight Million



Seven Hundred Thousand Dollars (\$8,700,000). (Primary Vendors/Contracts include but are not limited to: The State of Florida Armory Board [through the Department of Military Affairs], The Washington Consulting Group, Inc., the Air Force, Eastern Aviation Fuels, Inc., [DBA Titan Aviation Fuels], NASA, Rush Facilities, LLC., Consolidated Safety Services, Inc., Presidio Technology Capital, LLC., Aviation Systems Engineering Company, Inc., Florida Municipal Insurance Trust, Brevard Achievement Center, Trane U.S., Inc., Barto's Lawn Care Service of Brevard, Inc, Waste Management Inc of Florida, W.W. Gay Mechanical Contractor, Inc, W.W. Gay Fire & Integrated Systems, Inc, Level 3 Telecom Holding, LLC [DBA CenturyLink], Florida High Speed Internet, Cummins Power South, Advance Security & Communications, Advance Disposal, Florida Pest Control, Board of Bradford County Commissions, and Comp-Air Service Co.)

Item B: Fiscal Year 2021 Subleases for the above referenced facilities in the budgeted amount of up to Six Million Three Hundred Thousand Dollars (\$6,300,000).

11. **University of Central Florida's Florida Space Grant Consortium:** Management requests authority for approval to negotiate and enter agreement with the University of Central Florida through the Florida Space Grant Consortium in the amount of One Hundred Thousand Dollars (\$100,000) in conjunction with the Florida Space Research Program and the Technology Development and Commercialization Program.
12. **Venture X Group:** Management requests authority for approval to ratify a three-month extension of the consulting agreement with Venture X Group, Inc., in the amount of Forty-Eight Thousand Seven Hundred Fifty Dollars (\$48,750).
13. **Defense Logistics Agency:** Management requests approval for authority to respond to the DLA Solicitation that the Space Florida Launch and Landing Facility be designated a DLA refueling services facility.

SPACE FLORIDA



Attachment A



RESOLUTION
of the
Space Florida Board of Directors
regarding
Reimbursement of Expenditures
for
PROJECT BEACH HOUSE

WHEREAS, Pursuant to Part II of Chapter 331 of the Florida Statutes, Space Florida is charged with promoting aerospace business development by facilitating business financing and spaceport operations, among others; and

WHEREAS, at its April 22, 2020 the Space Florida Board of Directors authorized management to enter a term sheet relative to Project Beach House (“The Project”), and such term sheet was executed on May 26, 2020.

WHEREAS, The Project is an astronaut training complex, to be located on Kennedy Space Center property, which Space Florida will purchase at the time of issuance of a Certificate of Occupancy from the operator and simultaneously lease to the operator approximately 95,000 square feet build-to-suit mixed-use facilities on an estimated 35 acres to support operations at the Cape Canaveral Spaceport, supporting the operator’s pre-mission training, preflight accommodations, day-of-departure preparation, mission control during flight, and post-mission accommodations, re-acclimation and mission debriefing; and

WHEREAS, Project Beach House, Space Florida and the operator have incurred or will incur various costs associated with the acquisition by Space Florida of the astronaut training facilities; and

WHEREAS, the Board of Directors of Space Florida has determined it is in the best interests of Space Florida and the operator to reimburse such costs from proceeds of tax-exempt or taxable debt; and

WHEREAS, the United States Department of Treasury has issued various regulations regarding reimbursement of governmental costs through the issuance of tax-exempt debt;

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTOS OF SPACE FLORIDA, AN INDEPENDENT SPECIAL DISTRICT OF THE STATE OF FLORIDA, AS FOLLOWS:

SECTION 1. PURPOSE. It is the intent of Space Florida to reimburse various costs and expenditures related to Space Florida’s acquisition of the astronaut training facilities in

support of Project Beach House, together with engineering, legal, financing and other related costs (collectively, the "Project"). In support of the Project, Space Florida and the operator have paid for, and/or reasonably anticipate that Space Florida and the operator will pay for, such costs and expenditures associated with The Project from existing funds of one or both parties. It is reasonably expected that reimbursement of such costs and expenditures shall come from the issuance of tax-exempt or taxable debt, with an issuance of not to exceed One Hundred Million Dollars (\$100,000,000) in aggregate principal amount of debt to fund the Project. It is the intention of Space Florida to principally secure such debt by a pledge of and lien upon project revenues. The expenditures to be reimbursed shall be consistent with Space Florida's budgetary and financial policy as being the type of expenditures which shall be paid on a long-term basis.

SECTION 2. APPLICABLE LAW. Space Florida shall comply with all applicable law in regard to the public availability of records of official acts by public entities such as the City, including making this Resolution available for public inspection.

SECTION 3. COMPLIANCE. It is the intent of Space Florida that the purpose of this Resolution is to meet the requirements of Treasury Regulations Section 1.150-2 and to be a declaration of official intent under such Section.

SECTION 4. SEVERABILITY. In the event that any portion or section of this Resolution is determined to be invalid, illegal or unconstitutional by a court of competent jurisdiction, such decision shall in no manner affect the remaining portions or sections of this Resolution shall remain in full force and effect.

SECTION 5. EFFECTIVE DATE. This Resolution shall take effect immediately upon its adoption.

Resolved this 22nd day of October, 2020.

Space Florida
By its Board of Directors

By: _____
HONORABLE JEANETTE NUNEZ,
Lieutenant Governor of Florida
Chair of the Board

ATTEST:

Signature/Print

#42480934 v3

Space Florida Public Meeting Protocols as of 10/08/2020

- Audience, Board Members, and staff seating has been arranged to comply with social distancing guidelines
- All attendees are required to wear face coverings while inside the meeting room when appropriate social distancing cannot be observed.
- If you are sick or showing signs or symptoms of COVID-19 systems per the CDC guidelines we ask that you stay at home for the health and wellbeing of others.
- Additional guidelines may be required by the Hyatt Regency Orlando International Airport please check the following website for the latest COVID-19 hotel protocols <https://www.hyatt.com/en-US/hotel/florida/hyatt-regency-orlando-international-airport/orlan/policies>
- Please note that face coverings are also a requirement in all the indoor public areas of the hotel.