

FLORIDA ATLANTIC RESEARCH AND DEVELOPMENT AUTHORITY

Meeting Minutes

Meeting held at Aerospace Technologies Group
620 Northwest 35th Street
Boca Raton, FL 33431
December 10, 2014 at 8 AM

Members present

Bruce Rosetto

Chair

Bob Parks

Vice Chair

Michael Daszkal

Treasurer

Lonnie Maier

Member

Bob Swindell

Member (arrived at 8.20 am)

Members absent

John Newcomer

Member

Roxanna Trinka

Member

Staff present:

Andrew Duffell, President & CEO

Freddy Perera. General Counsel

Christine Burres, Director of Operations Jonathan Grabis, Program Manager

Others present:

Kellie Boyle, CBRE; Stan Brown, Ambit Advertising and Public

Relations; Simon Kay, Aerospace Technologies Group (ATG); Jake Ades, Cyber

Security LLC; Crystal Stiles, FPL

Call to Order

Meeting called to order by Chairman Rosetto at 8:13 AM.

Roll Call

President Duffell performed roll call, Members John Newcomer and Roxanna Trinka absent. Mr. Duffell informed the Chairman that a quorum was present.

Additions, deletions, substitutions to the agenda

No changes made to the agenda.

Special Presentation – IEDC Award

Ms. Crystal Stiles, one of the judges for the International Economic Development Council (IEDC) presented Chairman Rosetto with the Research Park's Silver Award for

Excellence in Economic Development. Ms. Stiles spoke briefly about the prestige of these awards and commended the Research Park for its ongoing work in economic development.

Approval of the minutes

Chairman Rosetto asked if the Members had the opportunity to review the minutes from the October meeting. There being no additions or changes to the minutes, he asked for a motion to approve the minutes as presented.

A motion to approve the minutes of the October 8, 2014 meeting was made by Treasurer Daszkal, and seconded by Ms. Maier. The motion passed 4-0, with three members absent.

Chairman's Report

Chairman Rosetto informed the Members that FAU has hired a new Vice-President of Research, Dr. Daniel Flynn. Dr. Flynn represents a good opportunity for the Research Park given both his distinguished academic career and experience with startups and entrepreneurs. Dr. Flynn has a reputation for being strategically oriented and a partnership builder. The Research Park's recent hosting of the Association of University Research Park's (AURP) International Conference was a tremendous success. FAU President John Kelly attended and spoke at the conference as did Modernizing Medicine's Daniel Cane. Modernizing Medicine received the Innovation Award at the conference.

Treasurer's Report

Treasurer Daszkal informed the Members that fiscal year end was September 30. FARDA's October 31 cash balance of \$101,000 was low but typically so; the larger checks are typically received at the beginning of the calendar year. Treasurer. Daszkal requested a change in the way income from the Research Park podcasts is recorded. Otherwise the FARDA balance sheets and P&L statements are sound.

A motion to approve the Treasurer's report was made by Dr. Parks, and seconded by Mr. Swindell. The motion passed 5-0, with two members absent.

General Counsel's Report

Counsel Perera reported that there were no current legal issues or exposure to be concerned about.

President's Report:

President Duffell spoke about a growing international interest in the Research Park. In addition to the ongoing relationship with Spain, President Duffell met with representatives from a Chinese research park interested in developing a partnership. In an unrelated matter, a local FBI agent, Myron Umber, met with Director of Operations Christine Burres and had a conversation about Chinese IP espionage. President Duffell will be meeting with him in the coming weeks as well.

The refinement of FARDA's strategic plan is ongoing. A draft will be available for review prior to the next meeting. FARDA has also begun the process of collecting data from Research Park companies for the annual report. This year the annual report will be developed into a marketing tool to be used in an *Inc.* magazine insert. Next week, President Duffell will be meeting with FAU President Dr. Kelly to discuss ongoing initiatives and Dr. Kelly's next board appointment to FARDA.

Mr. Swindell requested that Dr. Flynn's resume be made available to the Members.

Old business

No old business outstanding.

New business

President Duffell discussed progress on the purchase of the ATG building. Related to the purchase of ATG, President Duffell informed the board that the ARC has an offer in hand to purchase their building. The purchasing entity is currently unknown but FARDA must act fast if they have interest in retaining ownership of the building. Since any potential ATG deal would likely include purchase of the ARC building as well, President Duffell recommended that the Members authorize him to make a formal offer of interest for the ARC building of \$730K and execute the necessary documents.

Motion to approve Resolution 14-09 of the Florida Atlantic Research and Development Authority approving formal offer for purchase of the ARC's interest in the property located at 701 NW 35th Street, Boca Raton, FL 33431; and providing an effective date was made by Mr. Swindell and seconded by Dr. Parks. The motion passed 5-0, with two members absent.

The Members reviewed the proposal with Cyber Security LLC. Cyber Security LLC is the result of the call for cyber security innovations his past summer. The company is led by Jake Ades, a student from FAU's business school with a strong background in IT. The proposal would allow Cyber Security LLC to work with FARDA to collect and analyze data to perform future research projects as well as to generate viable revenue streams from the data and analysis activities. The proposal includes authorization for FARDA to use moneys from the Research Park Catalyst Fund to purchase and install specialized equipment. The one-time cost outlay is estimated between \$3,000-4,000. Treasurer Daszkal recommended that FARDA structure the purchase as an investment.

Motion to approve Resolution 14-10 of the Florida Atlantic Research and Development Authority approving purchase of computer research equipment; authorizing President & CEO to negotiate agreement with Cyber Security, LLC; and providing for an effective date. Purchase to be made at the discretion of the President and Chair was made by Treasurer Daszkal and seconded by Ms. Maier. The motion passed 5-0, with two members absent.

President Duffell reviewed the Interlocal agreement between FARDA and the City of Boca Raton. There exists the possibility of increasing FARDA's entitlements for the

purpose of building a hotel/convention center and the draft Second Amended and Restated Agreement between the parties has been included in the agenda packet. While FARDA currently could develop a hotel, the new agreement states this authorization explicitly. President Duffell recommended commissioning a feasibility study.

The motion to approve Resolution 14-11 of the Florida Atlantic Research and Development Authority approving a second amended and restated agreement with the City of Boca Raton; and providing for an effective date was made by Mr. Swindell and seconded by Ms. Maier. The motion passed 5-0, with two members absent.

President Duffell reviewed the Estoppel and Non-Disturbance Agreements for Boca R&D Project entities. The asset owner needs execution of estoppel documents to complete refinancing with UBS. The non-disturbance agreement ensures continuity of leases in the event of ownership change or default. FARDA will receive \$8,000 plus legal fees at the time of closing. The new asset manager will be Raith Capital.

The motion to approve Resolution 14-12 of the Florida Atlantic Research and Development Authority approving execution and issuance of estoppel certificate and non-disturbance, recognition and direct leasing agreement for UBS refinancing; and providing for an effective date, was made by Dr. Parks and seconded by Ms. Maier. The motion was passed 4-0, with two members absent and Chairman Rosetto abstaining from discussion and voting due to a conflict of interest.

Chairman Rosetto delivered an overview of the minutes and proceedings from the Governance Committee meeting. New initiatives from the meeting include review of amended by-laws. Counsel Perera noted that a provision was inserted to allow FARDA the ability to select bids based on value rather than just price alone. New policy to amend the budgeting and purchasing policy was reviewed. Any purchase above \$1,000 must be capitalized. The new purchasing policy is provided for in Resolution 14-14. Review of building signage policy is ongoing and is being developed through input from other major research parks in the state. The new signage policy is provided for in Resolution 14-15. A new administration fee for requests for FARDA action by outside entities was enacted. This provision allows for full reimbursement of FARDA's legal costs and a \$1,000 administration fee to offset the additional workload. This measure is provided for in Resolution 14-16.

Motion to approve Resolution 14-13 of the Florida Atlantic Research and Development Authority amending by-laws; and providing for an effective date was made Dr. Parks and seconded by Ms. Maier. The motion passed 5-0, with two members absent.

Motion to approve Resolution 14-14 of the Florida Atlantic Research and Development Authority amending budget, financial and purchasing policy 13-6

was made by Dr. Parks and seconded by Ms. Maier. The motion passed 5-0, with two members absent.

Motion to approve Resolution 14-15 of the Florida Atlantic Research and Development Authority adopting a building sign specifications policy 14-1 was made by Dr. Parks and seconded by Ms. Maier. The motion passed 5-0, with two members absent.

Motion to approve Resolution 14-14 of the Florida Atlantic Research and Development Authority amending budget, financial and purchasing policy 13-6; and providing for an effective date was made by Dr. Parks and seconded by Ms. Maier. The motion passed 5-0, with two members absent.

Motion to approve Resolution 14-16 of the Florida Atlantic Research and Development Authority adopting an administrative requests policy 14-2; and providing for an effective date was made by Dr. Parks and seconded by Ms. Maier. The motion passed 5-0, with two members absent.

An overview of the Human Resources Committee was delivered. New issues involved goal setting for the president and CEO for 2014-15 and these goal-setting objectives should be carried over for staff as well. These initiatives should focus on growing Research Park revenues, achieving and maintaining 100% capacity at the Technology Business Incubator, and conducting a feasibility study for expansion into North Palm Beach County.

Motion to approve the goals recommended by the Human Resources Committee was made by Dr. Parks and seconded by Ms. Maier. The motion passed 5-0, with two members absent.

Chairman Rosetto asked the Board if there was any additional new business and there being none, called for a motion to adjourn.

Motion to adjourn made by Dr. Parks at 9.58 am, and seconded by Ms. Maier. The motion passed 5-0, with two members absent.

FORM 8B MEMORANDUM OF VOTING CONFLICT FOR

OCCITITION ALL THE CHILD CONTENTS OF THE CONTE							
LAST NAME—FIRST NAME—MIDDLE NAME Rosetto, Bruce			NAME OF BOARD, COUNCIL, COMMISSION, AUTHORITY, OR COMMITTEE Florida Atlantic University Research and Development Authority				
MAILING ADDRESS 5100 Town Center Circle Suite 400			THE BOARD, COUNCIL, COMMISSION, AUTHORITY OR COMMITTEE ON WHICH I SERVE IS A UNIT OF: CITY OTHER LOCAL AGENCY				
CITY Boca Raton	COUNTY Palm Beach	Land	NAME OF POLITICAL SUBDIVISION:				
DATE ON WHICH VOTE OCCURRED December 10, 2014		MY POSITION IS	S:	Z APPOINTIVE			

WHO MUST FILE FORM 8B

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

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

INSTRUCTIONS FOR COMPLIANCE WITH SECTION 112.3143, FLORIDA STATUTES

A person holding elective or appointive county, municipal, or other local public office MUST ABSTAIN from voting on a measure which inures to his or her special private gain or loss. Each elected or appointed local officer also is prohibited from knowingly voting on a measure which inures to the special gain or loss of a principal (other than a government agency) by whom he or she is retained (including the parent organization or subsidiary of a corporate principal by which he or she is retained); to the special private gain or loss of a business associate. Commissioners of community redevelopment agencies under Sec. 163.356 or 163.357, F.S., and officers of independent special tax districts elected on a one-acre, one-vote basis are not prohibited from voting in that capacity.

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

ELECTED OFFICERS:

In addition to abstaining from voting in the situations described above, you must disclose the conflict:

PRIOR TO THE VOTE BEING TAKEN by publicly stating to the assembly the nature of your interest in the measure on which you are abstaining from voting; and

WITHIN 15 DAYS AFTER THE VOTE OCCURS by completing and filing this form with the person responsible for recording the minutes of the meeting, who should incorporate the form in the minutes.

APPOINTED OFFICERS:

Although you must abstain from voting in the situations described above, you otherwise may participate in these matters. However, you must disclose the nature of the conflict before making any attempt to influence the decision, whether orally or in writing and whether made by you or at your direction.

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

You must complete and file this form (before making any attempt to influence the decision) with the person responsible for recording the
minutes of the meeting, who will incorporate the form in the minutes. (Continued on other side)

APPOINTED OFFICERS (continued)

- A copy of the form must be provided immediately to the other members of the agency.
- The form must be read publicly at the next meeting after the form is filed.

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

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

DISCLOSURE OF LOCAL OFFICER'S INTEREST					
Bruce C. Rosetto, hereby disclose that on	20 14:				
(a) A measure came or will come before my agency which (check one) inured to my special private gain or loss; inured to the special gain or loss of my business associate, inured to the special gain or loss of my relative, inured to the special gain or loss of whom I am retained; or inured to the special gain or loss of inured to the special gain or loss of					
is the parent organization or subsidiary of a principal which has retained me. (b) The measure before my agency and the nature of my conflicting interest in the measure is as follows: Vote related to approval of a loan financing transaction by owner of the research park that FARDA governs in which a law firm in which I am employed served as local counsel to the owner. I recused myself from participating in the vote and abstained from the vote					
DECEMBER 15, 2014 Date Filed Signature					

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