



## FLORIDA ATLANTIC RESEARCH AND DEVELOPMENT AUTHORITY

777 Glades Road, ADM 326, Boca Raton, FL 33431

January 23<sup>rd</sup>, 2018 at 8 AM

### Special Meeting Minutes

#### Members present

Mr. Michael I. Daszkal	Chair
Mr. Bob Swindell	Vice Chair
Dr. Daniel C. Flynn	Treasurer
Dr. Robert D. Parks	Member
Hon. Susan Whelchel	Member
Mr. Bruce C. Rosetto	Member
Ms. Lonnie H. Maier	Member

#### Members absent

None

Staff present: Andrew Duffell, President & CEO  
Christine Burres, Director of Operations  
Jacki Wales, Office Administrator

Counsel: Marissa D. Kelley

#### Others Present

Kayla Lieber – CBRE, Alex Castro – Raith Capital, Chris Peters – Raith Capital, Bonnie Miskel - Dunay, Miskel and Backman LLP, Ele Zacariades – Dunay, Miskel and Backman LLP, Gary Dunay – Dunay, Miskel and Backman LLP, Robert I. MacLaren II – Osborne & Osborne, P.A., Keith O'Donnell – Avison Young, Elizabeth Fago – NuVista, Paul Walczak– NuVista, John Wargo – Wargo Property Company, John Fox-Snider – Stearns Weaver, Frank Duemmier – Kayne Anderson, Craig Zogby – Kayne Anderson, Alex Candia – Kayne Anderson, James M. Rosemurgy - Rosemurgy Properties.

I. Call to Order & Roll Call

Meeting called to order by Chairman Daszkal at 8:11 AM.

President Duffell performed the roll call: 7 members present. Mr. Duffell informed the Chairman that a quorum was present.

II. Additions, deletions, substitutions to the agenda

None

III. Chairman's Report

The Chairman informed the Authority that the election of officers would take place at the next regularly scheduled meeting rather than at this meeting, as would the review of financial statements. Mr. Daszkal also welcomed Marissa Kelley, Esq. who was substituting for George Pincus, Esq. as counsel during his medical leave.

IV. Old Business

A. Review of NuVista White Paper and subsequent submissions

Public Comment:

Robert MacLaren expressed the support of Boca/Research Park, Ltd. for the approval of NuVista as a user/tenant in the Research Park at FAU.

Paul Walczak stated that he had met with Dr. Flynn and submitted a supplemental white paper to FARDA. In that meeting Dr. Flynn had asked how NuVista could be productive for FAU. NuVista originally met with the College of Business, College of Medicine, College of Engineering and College of Nursing several times and with many professors and feels the collaboration of true life science would be a significant opportunity for students, professors and the community.

Ele Zacariades stated the first original white paper expired due to restraints and construction delays.

Keith O'Donnell supports NuVista joining the Research Park which currently hosts nineteen companies, only three approved by FAU. Palm Beach Institute of Sports Medicine & Physical Therapy is a current company that could collaborate with NuVista.

END OF PUBLIC COMMENT.

Mr. Rosetto asked for Mr. Walczak to be more specific on how NuVista will work with the four colleges (Nursing, Medicine, Engineering and Business).

Mr. Walczak stated NuVista will provide internship and employment for the College of Nursing students. Patient rotation and internship for the College of Medicine. Internship and data regarding cost and structure to the College of Business. Monitoring medicine and action to the College of Engineering.

Hon. Whelchel questioned sale of the real estate asset and if collaboration would still be valid.

Mr. Walczak stated: NuVista stays with the facility and will not sell the operational side of the facility.

Ms. Maier questioned the description of research.

Mr. Walczak stated: NuVista is currently developing a healthcare production model, collecting big data. This big data will be given to FAU for analysis.

Mr. Swindell asked for examples of students at other NuVista facilities.

Mr. Walczak stated: NuVista in Wellington works with Keiser, Palm Beach State College and Palm Beach Atlantic University students who are doing their final year rotation. Rounds, bedside training, wound care and final residency for geriatric. This will continue at the Jupiter facility once opened in 60 days.

Dr. Flynn stated that when TRAC reviewed the first time, they did not see a collaboration. He stated no follow up was reported by the College of Engineering, the College of Nursing reported no follow up from NuVista, the College of Medicine stated there was a breakdown of communication and the College of Business saw no interaction. With no feedback and no follow through, TRAC has recommended to not proceed with NuVista as part of the Research Park at FAU.

Dr. Parks states there is no specificity in what NuVista can do for the colleges or the Research Park.

Mr. Walczak explains the building would need to be developed first to have sufficient data to follow up. With construction delays, no water, no sewer, no abandonment of NW 7<sup>th</sup> Avenue there cannot be any follow up or engagement with the colleges until NuVista can build first.

Chairman Daszkal asked Dr. Flynn to explain the difference between TRAC's first approval and now.

Dr. Flynn said that the first time around TRAC was not very enthusiastic but took did not object strongly. In addition, FAU was in a planning phase. Now FAU is getting stronger

and the research portfolio is growing and each college has a better idea of its strategic direction.

Mr. Swindell asked Mr. Duffell about the lease transactions and future approvals by FARDA. If ownership of the bricks and mortar of NuVista were to change, would new ownership be presented to FARDA?

Mr. Duffell will need to review the current lease terms for a comprehensive answer.

Mr. Rosetto stated the buyer would have to honor the leases and commitments.

**A motion to approve NuVista with certain milestones and one year to collaborate with the university was made by Mr. Rosetto.**

Ms. Maier wanted to tighten up the timeframe and suggested amending the motion to give ninety (90) days for NuVista to submit memoranda of understanding with the various colleges to evidence collaboration potential.

**A motion to approve the NuVista white paper on the condition that memoranda of understanding with the various colleges be submitted within ninety (90) days to TRAC for review, and then come to FARDA for final approval, was made by Mr. Rosetto and seconded by Ms. Maier.**

Chairman Daszkal asked for a roll call vote.

Daszkal	Yes
Swindell	No
Flynn	No
Maier	Yes
Parks	No
Rosetto	Yes
Whelchel	No

**The motion failed 3-4, with no members absent.**

**A motion to accept TRAC's recommendation to not approve the NuVista White Paper was made by Mr. Swindell and seconded by Dr. Flynn.**

Chairman Daszkal asked for a roll call vote.

Daszkal	No
Swindell	Yes
Flynn	Yes
Maier	No

Parks No  
Rosetto No  
Whelchel Yes

**The motion failed 3-4, with no members absent.**

**A motion to accept the NuVista White Paper on the condition that NuVista submit memoranda of understanding outlining specific collaboration with the various colleges to TRAC within 60 days. After TRAC review the memoranda would come back to FARDA for final approval, was made by Dr. Parks and seconded by Mr. Rosetto.**

Chairman Daszkal asked for a roll call vote.

Daszkal Yes  
Swindell No  
Flynn No  
Maier Yes  
Parks Yes  
Rosetto Yes  
Whelchel No

**The motion passed 4-3, with no members absent.**

B. Additional items for review: NW 7<sup>th</sup> Ave., Consents, Waiver of First Right

Public Comment:

Gary Dunay, representing NuVista recapped his efforts to create documents to abandon NW 7<sup>th</sup> Ave. and consent to the lease assignment.

END OF PUBLIC COMMENT.

Chairman Daszkal asked Mr. Duffell to present the item to the Authority. Mr. Duffell informed the Authority that staff would need to review the documents further with Ms. Kelley, and had some concerns over some of the items in the documents that would need to be resolved before a positive recommendation could be made.

**A motion to defer discussing item IV-B until next meeting was made by Mr. Rosetto and seconded by Ms. Maier. The motion passed 7-0, with no members absent.**

V. Regular Business

None

VI. Members' comments and reports

Mr. Swindell reported that Colin Brown of J.M. Families would be recognized as FAU's Business Leader of the Year and invited Authority members to attend the breakfast.

VII. Public Comment

Craig Zogby – Kayne Anderson stated that he had submitted a White Paper for student housing, an incubator and co-working space for students and people in the Research Park. He asked the Authority if they had questions regarding the White Paper to let Kayne Anderson know so they can add to it.

Chris Peters – Raith Capital reported on the status of the 4 acres in Deerfield. The land must be built on by August 22<sup>nd</sup>, 2019 or the lease with FARDA and FARDA's lease with the City will automatically terminate. The City of Deerfield Beach is not interested in extending the lease and he is discussing alternative options with FARDA management and the City.

Keith O'Donnell apologized to the Authority members for his outbursts during the meeting.

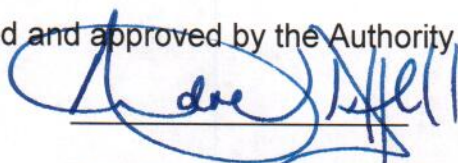
There being no other business Chairman Daszkal asked for a motion to adjourn the meeting.

**Motion to adjourn the special meeting of the Florida Atlantic Research and Development Authority was made by Mr. Rosetto at 9:42 AM and seconded by Ms. Maier. The motion passed 7-0, with no members absent.**

Respectfully presented to the Authority for review and approval on February 6<sup>th</sup>, 2018.

Reviewed and approved by the Authority by 7-0 vote on February 13<sup>th</sup>, 2018.

Signed:



Andrew Duffell, Secretary

