

Associate Member Program

Guidelines for Qualification and Selection

Introduction

The University of Florida's Sid Martin Biotechnology Development Institute (the "Incubation Program") is a business incubation program designed to foster the development of new commercial ventures related to UF in all of the areas broadly relating to the molecular life sciences including agriculture, medicine and the chemical and environmental sciences. The goal of the Incubator Program is to assist companies in their quest to become commercially viable by expediting research and development of promising biotechnologies, as well as to facilitate the financial and organizational aspects of business development. To achieve these goals, it is important that the Incubation Program foster the interactions of the early stage companies with more advanced biotechnology companies in the region and the state so that they can all share information and technologies in a manner best suited for business success in an extremely competitive marketplace. Further, it is necessary that the Incubation Program become a critical focus for the interactions of the entire spectrum of biotechnology companies and their networking with an emerging biotechnology community. Therefore, a program of corporate association with the Incubator helps achieve the goals of biotechnology business development in Florida.

I. Program Goals and Overview:

In an effort to establish a thriving biotechnology community in the North Florida region, the University of Florida Research Foundation encourages established and ancillary companies to get involved with the Incubation Program, and its licensees. The program has established an Associate Member Program to insure that there will be a steady stream of new companies positioned to benefit from Incubation support programs, and ultimately from Incubation space, as it becomes available. However, not every company wishes to use the Incubator as their base of operations or needs access to its infrastructure. In the case of an existing company which either has products on the market or has already established corporate offices or production facilities, it may be simply seeking out new products or alliances with new, emerging companies. Ancillary businesses, which do no research, yet wish to maintain contacts and relationships with the growing Incubator firms may be seeking new clients. Both types of companies may find that a relationship with the Incubator Program will prove to be beneficial over the long run, because they will have established trust with a pre-positioned client base or have found technologies that may enhance pre-existing products.

In addition, existing companies may wish to access selected pieces of equipment, benefit from contacts with Incubation Program clients or particular amenities of the Incubation Program, such as the networking, due diligence searches, conference rooms, etc. to defray some of the costs of operations. Thus, the University of Florida Sid Martin Biotechnology Development Institute is providing an opportunity for these established and ancillary companies to foster and strengthen their ties to the Incubator and the research community housed in the facility through an Associate Member Program.

II. Admittance Criteria

The Incubation Program's Associate Member Program is intended for established companies that are attempting to conduct research and development for new products or services in the molecular life sciences, or have an interest in the success of biotechnology business in the region as well as all of Florida. These companies may not necessarily require the Incubation Program's assistance but would like to establish a relationship with the Incubation Program for one or more of the following reasons: their research requires limited access to certain specialized equipment operated by the Program that would otherwise require a large capital outlay; they wish to gain a foothold in the biotechnology community in an effort to enhance business contacts; they wish to contribute to the success of biotechnology companies in the program. An applicant company will be appropriate for associate status as long as they are an established firm and have a service or product that could benefit Incubator clients and the biotechnology community. The company should also establish research relationships with the University of Florida or must have an interest in, and potential for, initiating such relationships. This program is specifically designed to promote and assist the Incubation Program's biotechnology based clients as outlined above, and is not intended as a vehicle for public access to the Incubator's services and infrastructure.

III. Admittance Procedure

Established companies interested in applying for membership in the Incubator's Associate Member Program must complete an Application for Admission, including a non-proprietary description of their services and products of potential benefit to the Incubator and the companies housed therein. Applications may be obtained from the Program's management team at the Incubator, or from the main web site at www.biotech.ufl.org.

The Incubator's Associate Director and Director who will have sole discretion to determine whether the associate applicant company meets the general, criteria for admittance will review the application. The review will be based on the service or product benefit to the Incubation Program and the biotechnology community, whether it is compatible with the R&D program and overall purpose of the Incubation Program whether there is good potential for a collaborative relationship with the University, and how well the applicant's enterprise fits with the intent of the Associate Member Program as outlined above. Much of the focus of the review will be on information usually contained in a description of the business and what potential it holds to help and enhance the companies at the Incubator, as well as the reason for wanting to

establish an associate membership.

After satisfactory completion of the review, the applicant will be considered an associate member of the Incubation Program upon payment of an associate fee in the amount of \$2500 annually, (payable in full by check or money order to the University of Florida Research Foundation, Inc.) and upon receipt of the executed Associate Member Agreement by the Incubator. The Associate Member Agreement will outline the level of access to equipment and services of the Incubation Program, and indicate the other obligations of the associates.

Research contracts with the University of Florida or with the University of Florida Research Foundation, Inc., are encouraged if appropriate, and will be executed under separate agreements and guidelines of the respective entities.

In addition to the above requirements, associate members must also offer access to their services, products, or research to licensees of the Incubation Program for a nominal fee or free of charge. Each applicant will suggest to the Incubation Program, as part of the application process, what it believes its obligation and commitment to the success of the Incubation Program licensees and the biotechnology industry in the North Florida region should entail. It should be noted that it is the intent of this requirement that there be a real and helpful interaction between companies in the Incubation Program and associate members, so that the donation of the expertise of the established company's CEO to review business plans, or the willingness of the larger associate member's staff to help with the planning or launch of a start-up company, for example, is considered perfectly appropriate. A full description of the service must be supplied in writing, to be noted in section III ,of the Associate Member Agreement.

IV. Terms

The Incubator agrees to provide access to the facilities contained within the incubator building including use of common equipment, meeting/ conference space, and related infrastructure under the following terms:

1. The program shall be conducted by the Sid Martin Biotechnology Development Institute in accordance with the laws, rules and regulations of the State of Florida, the University of Florida Board of Trustees, and the University of Florida Research Foundation.
2. The associate member fee is a non-refundable, annual payment.
3. Continued annual participation in the program is at the sole discretion of the Incubator Program's Associate Director and Director. The agreement may be renewed or extended by written mutual agreement of the parties.
4. Access to the Incubator services and facilities will be restricted to available resources and at a lower priority, available only after the Incubation Program's primary commitments to its licensee companies have been met.

5. Associate members have no permanent space assignment within the Incubator. Access to the Incubator and its infrastructure and services is limited to normal working hours.
6. No advertising, publicity or news release containing any reference to the UF Sid Martin Biotechnology Incubator or the University of Florida or the associate member shall be used by either party without mutual agreement.