

1 of the State Constitution. However, the Auditor General, the
2 Office of Program Policy Analysis and Government
3 Accountability, and the Florida Board of Governors, pursuant
4 to their oversight and auditing functions, must be given
5 access to all proprietary confidential business information
6 upon request and without subpoena and must maintain the
7 confidentiality of information so received.

8 (c) As used in this subsection, the term "proprietary
9 confidential business information" means information,
10 regardless of its form or characteristics, that:

11 1. Is owned or controlled by the not-for-profit
12 corporation that governs and operates the Florida Vaccine
13 Research Institute or its subsidiaries;

14 2. Is intended to be and is treated by the
15 not-for-profit corporation that governs and operates the
16 Florida Vaccine Research Institute or its subsidiaries as
17 private;

18 3. Would harm the business operations of the
19 not-for-profit corporation that governs and operates the
20 Florida Vaccine Research Institute or its subsidiaries if
21 disclosed;

22 4. Has not been intentionally disclosed by the
23 corporation that governs and operates the Florida Vaccine
24 Research Institute or its subsidiaries unless pursuant to law,
25 an order of a court or administrative body, a legislative
26 proceeding pursuant to s. 5, Art. III of the State
27 Constitution, or a private agreement that provides that the
28 information may be released to the public; and

29 5. Is information concerning:

30 a. Internal auditing controls and reports of internal
31 auditors;

1 b. Matters reasonably encompassed in privileged
2 attorney-client communications;

3 c. Bids or other contractual data, banking records,
4 and credit agreements the disclosure of which would impair the
5 efforts of the not-for-profit corporation that governs and
6 operates the Florida Vaccine Research Institute or its
7 subsidiaries to contract for goods or services on favorable
8 terms;

9 d. Information relating to private contractual data,
10 the disclosure of which would impair the competitive interest
11 of the provider of the information;

12 e. Corporate officer and employee personnel
13 information;

14 f. Information relating to the proceedings and records
15 of credentialing panels and committees and of the governing
16 board of the not-for-profit corporation that governs and
17 operates the Florida Vaccine Research Institute or its
18 subsidiaries relating to credentialing;

19 g. Minutes of meetings of the governing board of the
20 not-for-profit corporation that governs and operates the
21 Florida Vaccine Research Institute and its subsidiaries,
22 except minutes of meetings open to the public pursuant to
23 subsection (2);

24 h. Information that reveals plans for marketing
25 services that the corporation that operates and governs the
26 Florida Vaccine Research Institute or its subsidiaries
27 reasonably expect to be provided by competitors;

28 i. Trade secrets as defined in s. 688.002, including
29 reimbursement methodologies or rates; or

30 j. The identity of donors or prospective donors of
31 property who wish to remain anonymous or any information

1 identifying such donors or prospective donors. The anonymity
2 of these donors or prospective donors must be maintained in
3 the auditor's report.

4 (2) Meetings of the governing board of the
5 not-for-profit corporation that governs and operates the
6 Florida Vaccine Research Institute and meetings of the
7 subsidiaries of that not-for-profit corporation at which the
8 expenditure of funds appropriated to the not-for-profit
9 corporation by the state are discussed or reported must be
10 open to the public in accordance with s. 286.011 and s. 24(b),
11 Art. I of the State Constitution, unless made confidential or
12 exempt by law. Other meetings of the governing board of the
13 not-for-profit corporation that operates and governs the
14 Florida Vaccine Research Institute and of the subsidiaries of
15 the not-for-profit corporation are exempt from s. 286.011 and
16 s. 24(b), Art. I of the State Constitution.

17 (3) This section is subject to the Open Government
18 Sunset Review Act of 1995 in accordance with s. 119.15, and
19 shall stand repealed on October 2, 2010, unless reviewed and
20 saved from repeal through reenactment by the Legislature.

21 Section 2. (1) The Legislature finds that it is a
22 public necessity that trade secrets of the not-for-profit
23 corporation that governs and operates the Florida Vaccine
24 Research Institute or its subsidiaries be confidential and
25 exempt from public disclosure. In accordance with that
26 definition, a "trade secret" consists of information that
27 derives actual or potential economic value from not being
28 readily ascertainable by others and is the subject of
29 reasonable efforts to maintain its secrecy. The Legislature
30 has determined that "trade secrets" may include information
31 relating to research discoveries and business transactions

1 resulting from research discoveries and that the disclosure of
2 such information would adversely affect the not-for-profit
3 corporation that governs and operates the Florida Vaccine
4 Research Institute and its subsidiaries, which are resources
5 of the state of Florida, and would create an unfair
6 competitive advantage to a person receiving such information.

7 (2) Pursuant to section 119.15, Florida Statutes, the
8 Legislature finds that the amendment to subparagraph
9 1004.43(8)(b)10., Florida Statutes, referencing information
10 relating to methods of manufacture or production, potential
11 trade secrets, potentially patentable materials, or
12 proprietary information received, generated, ascertained, or
13 discovered during the course of research conducted by the
14 not-for-profit corporation that governs and operates the
15 Florida Vaccine Research Institute or any of its subsidiaries,
16 and business transactions resulting from such research, does
17 not substantially amend the existing exemption. The
18 Legislature finds and declares that each of the classes of
19 information specified meets the test of being a "trade secret"
20 within the meaning of the term as defined in section 688.002,
21 Florida Statutes. To fulfill its legislative mandate of
22 research, education, treatment, prevention, and the early
23 detection of flu-related diseases, an exemption of
24 confidential and proprietary information relating to business
25 transactions will allow the not-for-profit corporation that
26 governs and operates the Florida Vaccine Research Institute
27 and its subsidiaries to more effectively partner with other
28 researchers. Although information relating to business
29 transactions may not qualify as intellectual property, the
30 terms and pricing of a research transaction and, in some
31 cases, the very fact of a research transaction may be

1 considered confidential information concerning an entity. This
2 exemption will assure collaborating partners that their
3 confidential business information will remain confidential and
4 exempt from public disclosure if shared with the
5 not-for-profit corporation that operates and governs the
6 Florida Vaccine Research Institute or its subsidiaries. The
7 Legislature finds that the ability of the not-for-profit
8 corporation that governs and operates the Florida Vaccine
9 Research Institute and its subsidiaries to conduct meaningful
10 scientific research and meet their obligations will be
11 significantly impaired if certain proprietary business
12 information or scientific research is not made confidential
13 and exempt from public disclosure. Specifically, the
14 Legislature finds that it is a public necessity to make exempt
15 and confidential proprietary business information or
16 scientific research that relates to methods of manufacture or
17 production, potential trade secrets, patentable material,
18 actual trade secrets as defined in section 688.002, Florida
19 Statutes, or proprietary information received, generated,
20 ascertained, or discovered by or through the not-for-profit
21 corporation that operates and governs the Florida Vaccine
22 Research Institute and its subsidiaries because the disclosure
23 of this information would negate the benefit expected by
24 exposing valuable proprietary work to competitors. Business
25 transactions resulting from scientific research must be held
26 confidential and exempt from public records requirements
27 because the disclosure of such information would create an
28 unfair competitive advantage for the person receiving such
29 information. Such an advantage would adversely affect the
30 not-for-profit corporation that operates and governs the
31 Florida Vaccine Research Institute and its subsidiaries. If

1 confidential and exempt information regarding research in
2 progress were released pursuant to a public records request,
3 others would be allowed to derive benefit from the research
4 without compensation or reimbursement to the not-for-profit
5 corporation that operates and governs the Florida Vaccine
6 Research Institute or its subsidiaries. Without the exemptions
7 provided for in this act, the disclosure of confidential and
8 exempt information would place the not-for-profit corporation
9 that operates and governs the Florida Vaccine Research
10 Institute or its subsidiaries on an unequal footing in the
11 marketplace as compared with other research competitors whose
12 information is kept confidential and exempt. The Legislature
13 finds that disclosure of confidential and exempt information
14 would adversely affect the not-for-profit corporation that
15 operates and governs the Florida Vaccine Research Institute or
16 its subsidiaries in fulfilling the mission of research.

17 (3) The Legislature further finds that information
18 received by the not-for-profit corporation that operates and
19 governs the Florida Vaccine Research Institute or its
20 subsidiaries from a person in this or another state or nation
21 or the Federal Government which is otherwise exempt or
22 confidential under the laws of this or another state or nation
23 or under federal law should remain exempt or confidential
24 because the highly confidential nature of research
25 necessitates that the not-for-profit corporation that operates
26 and governs the Florida Vaccine Research Institute or its
27 subsidiaries be authorized to maintain the status of exempt or
28 confidential information received from the sponsors of
29 research. Without the exemptions provided for in this act, the
30 disclosure of exempt and confidential information would place
31 the not-for-profit corporation that operates and governs the

