



CITY OF EL PASO DE ROBLES

"The Pass of the Oaks"

NONBINDING LETTER OF INTENT

This Letter of Intent ("LOI") is entered into by and between the City of El Paso de Robles ("City") and the California Polytechnic State University, San Luis Obispo ("Cal Poly") for the purpose of memorializing and expressing the intent of the City and Cal Poly to explore an operational relationship at the proposed Paso Robles Spaceport (PRSP). The City and Cal Poly are herein referred to as "Party" or "Parties" to this LOI.

This LOI is not meant by the Parties to be a legally binding agreement or an amendment to any existing agreement, but it does memorialize the Parties' intent to pursue future agreements related to the development, use, and operations at the proposed PRSP.

Recitals:

- A. Currently, there are 13 licensed commercial spaceports in the United States, and on Aug. 3, the City Council unanimously voted to start the pre-application process with the Federal Aviation Administration ("FAA") for licensing the Paso Robles Spaceport.
- B. FAA Spaceport designation will allow the City to market the spaceport to firms wishing to conduct research, manufacturing, or launch small-scale satellites and attract high-paying space tech-related jobs.
- C. As a launch and landing site for suborbital, reusable launch vehicles as well as a center for innovation, a Spaceport may offer several economic development opportunities including leasing, laboratory office space including technology incubator space, and hardware production facilities.
- D. The City is interested in continuing non-exclusive discussions with potential tenants and partners interested in the proposed PRSP.

Facts; Intended Points for Negotiation:

1. Nonbinding. This letter is non-binding in all respects and should not and may not be construed as a commitment of either the City or Cal Poly.
2. Intent. While the City explores the possible Spaceport designation, it is the desire of the Parties to continue to explore an operational relationship at the proposed PRSP.
3. Public Purpose is a Future Agreement. Cal Poly has expressed interest in providing potential educational opportunities at the proposed PRSP. The potential relationship

presents Cal Poly learn by doing opportunities, in Aeronautics and Space, to support its educational mission.

4. Compliance With All Laws. The Parties acknowledge that this LOI neither includes nor constitutes approval of any project or use at the PRSP. The PRSP and all activities related to the application, proposal, licensure, and future uses or operations are subject to compliance with the California Environmental Quality Act (“CEQA”) and that this LOI in no way commits the City to the approval of any project or to any CEQA determination. It is understood that the City reserves the right to exercise its discretion as to all matters, which it is by law entitled or required to exercise. In addition, any agreement, amendment, or application processed will be subject to and brought to the City Council for consideration in accordance with applicable legal requirements.
5. Counterparts. This LOI may be executed in any number of counterparts (each of which shall be original) and by facsimile (which along with the originally executed LOI) shall constitute one and the same document.
6. No Liability. Notwithstanding anything else in this LOI, either party may, at any time unilaterally terminate all negotiations or discussions without any liability whatsoever to the other Party. Each Party is and will be solely liable for all of its own fees, costs, and other expenses in conjunction with the discussions called for in this LOI.

The Parties agree with the foregoing as indicated by their signatures below. The signatories below for the City and Cal Poly represent that they have authority to act on behalf of their respective entity. The Parties understand that nothing about this LOI constitutes a binding agreement.

(NEXT PAGE IS SIGNATURE PAGE)

SIGNATURE PAGE TO
LETTER OF INTENT

IN WITNESS WHEREOF, the parties hereto have caused this Letter of Intent to be executed the day and year first hereinabove set forth.

THE CITY OF EL PASO DE ROBLES

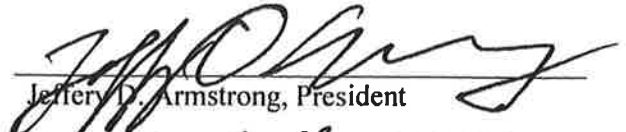
**California Polytechnic State University,
San Luis Obispo**



Steve Martin, Mayor

27 April, 2022

PS (Date)



Jeffery D. Armstrong, President

27 April, 2022

(Date)

ATTEST:

Approved as to form by:



Melissa Boyer, City Clerk

May 5, 2022

(Date)



Robin Webb, University Counsel

05/03/2022

(Date)

Approved as to form by:



Elizabeth Wagner Hull
Elizabeth Wagner Hull (May 5, 2022 18:18 EDT)
City Attorney

May 5, 2022

(Date)