SIMON-INSTITUTE White Paper

Benefits Included with Joining SIMON-INSTITUTE

Corporate, Facility Development, Academic, and Federation Participation Package

Prepared for University Leadership, Counsel, Facilities Planning, and Strategic Review

SIMON-INSTITUTE, Inc.
SIMON-FEDERATION PBC, Inc.
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For planning purposes only. This document is not legal advice and does not replace final Delaware counsel review or institution-specific approvals.

Executive Summary

Joining SIMON-INSTITUTE is intended to give a selected university more than access to a brand or a technology package. It offers a governed development pathway that combines corporate formation materials, a prototype facility model, architectural and engineering adaptation, initial construction cost analysis, major systems planning, curriculum alignment, standards adoption, and entry into the SIMON-FEDERATION collaboration structure. The value of participation is therefore institutional as much as technical: the university gains a structured route to launch an on-campus institute environment designed for advanced AI, supercomputing, quantum experimentation, research reproducibility, and federation-scale collaboration.

The package described in this white paper is built around the current SIMON parent/subsidiary structure, in which SIMON-INSTITUTE, Inc. serves as the parent, equity issuer, and primary program/brand/facility entity, and SIMON-FEDERATION PBC, Inc. serves as the wholly owned public benefit corporation subsidiary through which Papa Bear collaboration, standards implementation, and federation-scale collaborative intellectual property are governed. For a university, the practical benefit is clarity: one coordinated work stream for corporate documents, facility development, curriculum and honors adoption, standards implementation, and pre-development planning, while preserving the university's own degree authority, procurement rights, and ability to review alternative vendors and request limited waivers where needed.

Participation Snapshot

Category	Included Benefit
Corporate platform	Parent/subsidiary governance structure, governing document suite, participation mechanics, and counsel-ready formation framework.
Facility development	Prototype facility concept, site-adjusted architectural review, utilities and campus constraints analysis, and bid-package preparation.
Technology package	Advanced compute planning, on-prem quantum planning, cloud quantum reserve-time analysis, and integration assumptions for security and provenance.
Academic package	SIMON-aligned curriculum, honors, program standards, prompt/programming language, and Federation Registry requirements.
Pre-development support	Attorney escrow-funded site adjustment, cost development, consulting coordination, and milestone-driven deliverables for institutional decision-making.

The remainder of this paper explains these benefits in the order a university will experience them: corporate formation and governance, facility development, major systems planning, academic implementation, and pre-development coordination.

1. Corporate Documents and Legal Readiness

The first benefit of joining SIMON-INSTITUTE is that the university does not begin from a blank page. The SIMON model is designed to be supported by a coordinated corporate and governance package that can be refined by Delaware counsel into filing-ready and institution-ready documents. This allows the university to evaluate one integrated structure rather than assemble disconnected contracts over time.

1.1 Legal Team Qualifications (to be determined)

Final legal team selection remains to be determined. However, the required qualifications are clear. Counsel must be capable of handling Delaware corporate formation, Delaware public benefit corporation drafting, parent/subsidiary governance, stockholder and subscription documentation, public-university carve-outs, technology and intellectual property agreements, participation and standards documents, attorney escrow administration or coordination, and construction-adjacent institutional contracting. The strongest legal team will also be comfortable coordinating with university general counsel, procurement offices, technology transfer offices, and research compliance stakeholders.

1.2 State of Incorporation: Delaware

Delaware is the intended state of incorporation because the SIMON structure requires a mature corporate-law environment, a predictable body of governance law, and statutory support for a public benefit corporation model. Delaware is also favored for its specialized Court of Chancery, long-developed corporate case law, and public benefit corporation statute, which allows a corporation to identify specific public benefits in its certificate and requires directors to balance stockholder interests, affected stakeholders, and the identified public benefits. For SIMON, this provides an appropriate legal foundation for a parent corporation with university ownership and a wholly owned public benefit corporation subsidiary focused on governed academic collaboration.

1.3 Current Entity Structure

The current drafting direction places SIMON-INSTITUTE, Inc. as the parent, equity issuer, and primary program/brand/facility entity. SIMON-FEDERATION PBC, Inc. is the wholly owned subsidiary and the only public benefit corporation in the structure. Full university members hold their equity at the parent level rather than directly in the PBC. The Board of Governors at SIMON-INSTITUTE retains reserved-matters authority, while the PBC board of directors and the Board of Regents operate in a dual-capacity framework in which the same individuals may serve in both roles, with the Regents acting as the delegated standards-and-operations body beneath the Governors.

1.4 Governing Documents Included in the Package

The governing-document package is intended to give a selected university a complete legal path from pre-development through final admission. The documents below are briefed at a strategic level here and would be finalized by Delaware counsel and institution-specific counsel.

Document	Purpose
Certificate and bylaws	Forms the legal entity structure, names the public benefit purpose for the PBC, and establishes the board-management framework.
Stockholders Agreement	Governs parent-level university ownership, voting protections, reserved matters, transfers, reporting, and withdrawal/buyout mechanics.
Participation Agreement	Defines access to Papa Bear platform services, standards compliance, auditability, security obligations, training commitments, and fees.
Regents Charter	Defines the delegated standards-and-operations role, committees, elections, meetings, and standards authority beneath the Board of Governors.

IP & Collaboration Agreement	Separates university-originated Baby Bear/Mama Bear work from Board-approved Papa Bear collaborative work, and allocates ownership, licenses, publication rights, and provenance obligations.
Program Charter and standards exhibits	Sets the academic, technical, morality/stewardship, reproducibility, provenance, security, and benefit-measurement standards.
Definitions pack and exhibits	Keeps naming, technology terms, governance roles, and Goldilocks terminology consistent across all agreements.
Facility Development and Federation Participation Agreement	Sets the selected university's pre-development commitments for site, staffing, escrow, cost development, academic adoption, and Federation readiness.
Escrow agreement	Establishes the attorney escrow mechanism for good-faith deposits and the permitted pre-development uses, accounting, release, refund, and dispute rules.

Taken together, these instruments are a core benefit of participation because they turn SIMON from a concept into a governable institutional platform. They provide the university with clarity on ownership, standards, responsibilities, exit rules, and the relationship between local institutional autonomy and federation-level collaboration.

2. Architectural and Engineering Development Package

A second major benefit of joining SIMON-INSTITUTE is access to a facility-first development model. Rather than asking the university to imagine an abstract institute, the package begins with a prototype facility concept and a structured process for adapting that concept to a selected campus site. The working planning basis is a roughly 14,000-square-foot facility combining secure research-computing space, a dedicated quantum suite, and teaching and collaboration space. The prototype is intended to move through campus-specific site adjustment and professional review into a bid-ready facility package.

2.1 Prototype Facility Basis

The prototype concept includes advanced compute rooms, a dedicated quantum suite, secure support space, and classrooms/collaboration amenities. Planning materials already contemplate phased compute growth, critical utility resilience, security zoning, controlled access, and hybrid integration between on-prem AI, on-prem quantum, and secure cloud quantum resources. The prototype serves as the starting point for university-specific adaptation rather than a one-size-fits-all final design.

2.2 On-Site Visits and Site Adjustment

After selection and deposit, SIMON's pre-development work is designed to include architectural site adjustment and campus-specific review. That process is expected to include on-site visits and document intake sufficient to identify the conditions that materially affect the facility design and budget. These items include, as applicable, utilities availability, campus access constraints, zoning or land-use constraints, campus design standards, environmental and safety constraints, vibration and EMI considerations for the quantum suite, geotechnical or soil conditions where relevant to site work, network and security integration needs, and any university-required modifications to the prototype facility.

- Utility review: power, data, mechanical, cooling, redundancy, and expansion capacity.

- Campus and site review: surveys, zoning or land-use limitations, building setbacks, ingress/egress, security, and logistics.
- Technical suitability review: network architecture, research enclaves, secure zones, and quantum-environment constraints such as vibration, noise, or shielding needs.
- Campus-specific adaptation: required building modifications, room-program adjustments, control-space changes, and teaching/collaboration layout revisions.

2.3 Architectural and Engineering Deliverables

The development package is intended to move from concept into an architectural and engineering deliverable set that supports institutional budgeting, university review, vendor coordination, permitting strategy, and the bidding process. Depending on the final scope authorized in the definitive facility agreement, this can include adjusted facility concepts, major-systems layouts, room-program confirmation, network and security assumptions, utility loads, resilience design assumptions, and a progressively refined drawing set sufficient for permitting and formal bidding.

- Adjusted facility concept package based on the selected campus site.
- Preliminary architecture and engineering review of the building shell, major systems, secure zones, and quantum suite requirements.
- Construction bid package preparation and bid-ready scope assumptions.
- Complete or near-complete architectural and engineering drawing progression for the university's chosen procurement and permitting pathway, as finalized in the definitive agreement.
- Commissioning, monitoring, warranty, and maintenance assumptions for research continuity.

2.4 Initial Construction Cost Analysis

SIMON's pre-development package is also designed to provide an initial construction cost analysis that allows a university to evaluate the full project before final admission. This includes a preliminary construction cost package, major-system cost assumptions, FF&E package, installation and integration assumptions, and commercially reasonable efforts to obtain firm bids or budgetary-to-firm bids for major categories. The intended result is a facility cost model that is detailed enough to support institutional decision-making, internal approvals, funding strategy, and formal procurement.

3. Technology Systems, Leasing, and Integration Planning

A third benefit of joining SIMON-INSTITUTE is that the facility is paired with a technology-planning package rather than treated as a generic building project. The development package is intended to include an advanced-compute/supercluster lease package, a dedicated quantum suite and on-prem quantum lease package, contracted cloud quantum reserve-time analysis, and the network, security, identity, provenance, and auditability assumptions required to make the Goldilocks model operational.

- Advanced compute planning for phased on-prem AI supercluster deployment, storage, and networking.
- Dedicated quantum suite planning, including device room, control/electronics support space, and modality-specific environmental and safety requirements.
- Cloud quantum reserve-time analysis for Board-approved Federation collaboration and scalable experimentation.
- Identity, security, network segmentation, provenance, telemetry, and Registry integration assumptions to support controlled academic access and sponsor-ready reporting.

- Alternative vendor review rights, so the university may seek other bids as long as the resulting systems satisfy SIMON standards, interoperability, security, provenance, warranty, and support requirements.

3.1 Goldilocks Model Value

The technology package is valuable because it is not only a procurement exercise; it is a routing and governance model. Baby Bear supports local simulation, preprocessing, postprocessing, baselines, and reproducibility. Mama Bear provides on-site quantum experimentation and curriculum integration. Papa Bear provides the Federation collaboration layer for Board-approved multi-institution projects. This allows the university to build local capability while also joining a governed federation path for higher-scale collaborative work.

4. Academic, Standards, and Federation Benefits

Joining SIMON-INSTITUTE is not limited to facilities and legal formation. The package also includes an academic and standards pathway that helps the university launch diploma-bearing programs and institute-level research under one coherent framework. Current SIMON curriculum architecture contemplates undergraduate, master's, doctoral, and federation-wide honors pathways built around advanced AI, quantum literacy, supercomputing, secure federation, and accountable research practices.

- Curriculum adoption for SIMON-aligned degrees, honors, learning outcomes, capstones, reproducibility requirements, and morality/stewardship requirements.
- University degree authority remains local; the host university awards the degree under its own academic authority while aligning with SIMON core standards.
- Standardized programming and prompt language for continuity across the Federation.
- Federation Registry and five-artifact path for inter-school and Papa Bear collaborative work: Research Brief, Prompt Contract, Run Request, Evaluation Report, and Release Record.
- Waiver path for curriculum, accreditation, enrollment, catalog, public-university, and faculty-governance issues, with Regents review and Governors decision-making.
- Opportunity to participate in a ten-university federation designed for shared standards, auditability, and permissioned collaboration without institutional erasure.

For a participating university, this means the development package helps align building, technology, governance, and curriculum into a single institutional launch rather than forcing each domain to evolve independently.

5. Pre-Development Funding, Escrow, and Financial Transparency

The current participation model also includes a structured pre-development funding mechanism intended to protect both SIMON and the selected university during the evaluation and launch period. The model contemplates a $200,000 attorney escrow deposit as a good-faith pre-development deposit, with funds used only for approved site-adjustment and pre-development purposes under agreed escrow instructions. The deposit is then accounted for and credited under the participation terms.

- Attorney escrow account for the good-faith deposit, governed by escrow instructions acceptable to the parties.
- Permitted uses include architectural site adjustment, facility concept adaptation, preliminary architecture and engineering review, cost estimating, construction bid package preparation, FF&E bid preparation, supercluster leasing analysis, quantum-system leasing analysis, contracted cloud reserve-time analysis, consultant review, and related pre-development work.
- Reasonable accounting and crediting of escrow-funded work toward the university's initiation fee or other agreed amounts.
- Financial information packet for the university covering initiation fee, deposit treatment, facility cost ranges or bids, FF&E costs, supercluster leasing, quantum leasing, contracted cloud reserve time, network/security/storage/integration costs, annual operating assumptions, capital-call policy, and alternative bid rules.

5.1 What the Development Package Does Not Automatically Include

To keep the package explicit and commercially honest, the current documents also distinguish between what SIMON coordinates and what remains a project or operating cost. Unless otherwise included in a separate written agreement, the initiation/developer fee does not automatically include the full cost of construction, site acquisition, permitting, utilities upgrades, FF&E procurement, supercluster leasing, quantum leasing, cloud reserve time, staffing, maintenance, insurance, taxes, local counsel, or university-specific approvals. This distinction is a benefit, not a weakness, because it makes the offer transparent and avoids hiding major cost categories inside broad promotional language.

6. Services Included in the SIMON-INSTITUTE Development Package

The development package can be summarized as the coordinated services required to move a university from institutional interest to a launch-ready SIMON-INSTITUTE site. The following services are contemplated across the current SIMON documents and planning materials:

- Corporate-structure design and counsel-ready formation materials for SIMON-INSTITUTE, Inc. and SIMON-FEDERATION PBC, Inc.
- Draft governing documents for stockholders, participation, Regents operations, intellectual property, standards, and escrow mechanics.
- Prototype facility model and campus-specific architectural site adjustment.
- On-site visits and document intake to assess utilities, zoning, access, security, network, environmental, and geotechnical considerations as applicable.
- Initial construction cost analysis and progressively refined drawing and bid packages for the facility and major systems.
- FF&E planning and bidding support for classrooms, collaboration areas, secure spaces, and institute support functions.
- Supercluster leasing analysis and vendor coordination for on-prem AI infrastructure.
- On-prem quantum system planning and lease/package analysis for the dedicated quantum suite.
- Contracted cloud quantum reserve-time analysis and integration planning for Federation-scale collaboration.

- Network, security, identity, provenance, telemetry, and Registry integration assumptions and standards coordination.
- Operating model, staffing assumptions, launch sequencing, and implementation milestones for facility and program readiness.
- Curriculum, honors, standards, and program-alignment package for undergraduate, master's, doctoral, and institute pathways.
- Standardized prompt/programming language and Federation Registry implementation path for reusable inter-school work.
- Alternative bid review process so universities can seek other construction, leasing, or equipment proposals while preserving interoperability and standards conformance.
- Board-reviewed waiver path for public-university, curriculum, accreditation, and local governance constraints.
- Strategic framework for ten-school federation participation, including Board of Governors / Board of Regents governance, approved collaboration routes, and IP treatment for Papa Bear projects.

Conclusion

The core benefit of joining SIMON-INSTITUTE is that the university receives an integrated institutional development model rather than a piecemeal project. Corporate documents, governance architecture, prototype facility planning, architectural and engineering adaptation, cost analysis, major systems planning, curriculum and honors adoption, standards implementation, and federation onboarding are all organized into one coordinated package. That package does not eliminate the university's own authority; instead, it gives the university a governed path to build serious local capability while participating in a larger collaborative structure designed for advanced AI, quantum research, reproducibility, and public benefit.

Stated plainly, SIMON-INSTITUTE is intended to help a university move from aspiration to execution: from interest in advanced AI and quantum systems to a campus-specific facility, an academic program architecture, a standards framework, a federation collaboration pathway, and a legal structure capable of supporting all of them together.

Source Basis

This white paper is based on current SIMON strategic and transactional materials, including the Facility Development and Federation Participation Agreement, the current stockholder/participation/Regents/IP drafting package, the Goldilocks Network and facility planning materials, and the SIMON curriculum white paper. It is intended as a strategic summary and should be read alongside final Delaware counsel review and institution-specific approvals.