

**Minutes**  
**Missouri Technology Corporation**  
**Monday, April 30, 2018**

The regular meeting of the Missouri Technology Corporation (the “MTC”) Board of Directors (the “Board”) was held on Monday, April 30, 2018, beginning at 10:00 a.m. The meeting was held at the MU Life Sciences Incubator, 1601 S Providence Rd, Columbia, MO 65211.

Members present or absent:

Jason Hall	Chair	Present
Dr. Jim Baker	Member	Absent
Rep T.J. Berry	Member	Absent
Dr. Dedric Carter	Member	Present
Dan Cobb	Member	Present
Rob Dixon	Member	Absent
Sen Dan Hegeman	Member	Present (joined at 10:15 a.m.)
Jim Heeter	Member	Absent
Garry Kemp	Member	Present
Dr. Mark McIntosh	Member designee-MU	Present (joined at 11:18 a.m.)
Lisa Nichols	Member	Present
Michael O’Connell	Member	Absent
Donn Rubin	Member	Present via phone
Erv Switzer	Member	Present
Dr. William Weber	Member	Present

Staff and Outside Legal Counsel present:

Bill Anderson	MTC Executive Director
Amy Steinman	MTC staff
Bill Vega	MTC staff
Tom Litz	Thompson Coburn LLP, MTC Legal Counsel (left at 12:43 p.m.)
Greg Patterson	Thompson Coburn LLP, MTC Legal Counsel (joined at 12:43 p.m.)

**WELCOME AND CALL TO ORDER:**

Chair Hall called the meeting to order at 10:02 a.m. Quorum was established with eight members present. Chair Hall then welcomed the new MTC Board members present, introduced himself as the Chair, and asked for introductions to be made around the room.

**APPROVAL OF MINUTES:**

Chair Hall asked if there were any comments on the draft minutes of the January 25, 2018, Board meeting, which had been distributed to the Board prior to the meeting. There were no comments. On motion by Mr. Switzer, seconded by Dr. Carter, the following resolution was unanimously approved by those members present, except for the Mr. Cobb and Senator Hegeman, who abstained from voting because they did not attend this meeting:

**RESOLVED**, the Board hereby approves the minutes of the regular Board meeting held on January 25, 2018 as submitted.

**MISSOURI TECHNOLOGY CORPORATION HISTORY:** Chair Hall gave a brief overview of the history of the MTC for the new board members.

### **EXECUTIVE DIRECTOR REPORT:**

Chair Hall asked Director Anderson to present the MTC Executive Director report. Director Anderson reported the following activities for the third quarter:

- ❖ Missouri IDEA (Innovation, Development, and Entrepreneurship Advancement) Fund:
  - Six IDEA Fund transactions closed since the January board meeting totaling \$711,000 disbursed alongside more than \$7.7 million in leveraged private capital
  - Overall, 183 MTC investments have closed, totaling \$42.2 million in direct investment by the MTC and over \$500 million in leveraged capital
  - ITEN celebrated its ten-year anniversary as a resource partner for Missouri Tech Entrepreneurs
  - Benson Hill Biosystems received a patent for novel CRISPR technology
  - TRex received approval for \$5 million in New Markets Tax Credits to support geospatial resource center
- ❖ MTC Staff Change - Dan Kaemmerer resigned his position. His last day was April 20, 2018.
- ❖ 2016 IRS Form 990 completed

Director Anderson then closed his report by reviewing activities that the MTC staff planned to undertake in the fourth quarter.

### **MISSOURI DEPARTMENT OF ECONOMIC DEVELOPMENT REPORT:**

Director Anderson informed the board about the efforts of the Missouri Department of Economic Development (the “DED”) to develop a strategy to be the “Best in Midwest.” To help the DED through this strategy development process, the DED recently engaged PwC, a top consulting firm with experience in helping state agencies similar to the DED. Through the process, PwC will work directly with the DED team and its stakeholders from across the State. Simultaneously, the Hawthorn Foundation will initiate two separate task forces – one that will address workforce development and education and one that will address Missouri’s brand and communications.

### **EXECUTIVE COMMITTEE REPORT:**

Chair Hall reported the following for the Executive Committee:

- ❖ met three during the third quarter on March 13<sup>th</sup>, March 22<sup>nd</sup> and April 20<sup>th</sup>, 2018;
- ❖ reviewed and approved transaction documents for seven pending IDEA Fund investments;
- ❖ reviewed and approved subsequent IDEA Fund investments pursuant to Board-delegated authority for three existing MTC portfolio companies;
- ❖ reviewed and approved a loan modification for Emerald Automotive;
- ❖ reviewed and approved a dissolution and liquidation plan for Nexmatix LLC;
- ❖ reviewed and approved MOBEC grant agreement modification for Donald Danforth Plant Science Center; and
- ❖ reviewed an offer to acquire the MTC’s equity interest in a current portfolio company.

### **AUDIT AND FINANCE COMMITTEE REPORT:**

Chair Hall asked Director Anderson to present the Audit and Finance Committee report.

**TREASURER’S REPORT:** Director Anderson presented the 3<sup>rd</sup> Quarter FY2018 Treasurer’s Report, which had been distributed to the Board prior to the meeting. On motion by Dr. Weber, seconded by Dr. Carter, the following resolution was unanimously approved by those members present:

**RESOLVED**, the Board hereby approves the 3<sup>rd</sup> Quarter FY2018 Treasurer’s Report dated April 30, 2018, as submitted.

**IRS FORM 990:** Director Anderson presented the 2016 Form 990, which had been distributed to the Board prior to the meeting. On a motion by Ms. Nichols, seconded by Dr. Weber, the following

resolution was unanimously approved by those members present:

**RESOLVED**, the Board hereby approves the 2016 IRS Form 990, as submitted.

Next, Director Anderson gave an update on the Audit plan. Finally, Director Anderson presented the investment valuation policy for consideration. On a motion by Mr. Cobb, seconded by Dr. Carter, the following resolution was unanimously approved by those members present:

**RESOLVED**, the Board hereby adopts and approves the Investment Valuation Policy, as submitted.

**INVESTMENT COMMITTEE REPORT:**

Chair Hall welcomed Maria Meyers from MO SourceLink. Ms. Meyers explained a proposal to expand MO SourceLink in response to policy options outlined in the Governor’s Innovation Task Force report related to connecting entrepreneurship support resources across the state. Ms. Meyers outlined a first year budget for this expansion totaling \$200,000.

**COMPUTER SCIENCE CURRICULUM LEGISLATION:** Chair Hall welcomed Representative Travis Fitzwater. Representative Fitzwater spoke to the board about House Bill #1623 and Senate Bills #894 & 921. He explained the positive impact this change in course requirements will have on our schools. Finally, Representative Fitzwater thanked the Board for all they do.

**MISSOURI INNOVATION CENTER:** Chair Hall welcomed and thanked Mr. Bill Turpin for his hospitality in serving as a frequent host for MTC-related meetings. Mr. Turpin presented to the board an update on the Missouri Innovation Center and it’s Mid-MO Technology Accelerator Fund. He thanked the Board for the MTC’s continued support of the Innovation Center.

**CLOSED SESSION:**

On motion by Chair Hall, seconded by Mr. Switzer, the following resolution was approved by the following roll call vote:

**RESOLVED**, the Board hereby approves entering Closed Session at 12:43 p.m. pursuant to Sections 610.021 (1), (12), (14) and (15) RSMo.

Jason Hall	aye	Dan Cobb	aye
Garry Kemp	aye	Erv Switzer	aye
Dr. William Weber	aye	Lisa Nichols	aye
Dr. Dedric Carter	aye	Donn Rubin	aye
Sen Dan Hegeman	aye	Dr. Mark McIntosh	aye

On motion by Chair Hall, seconded by Mr. Cobb, the following resolution was approved by the following roll call vote:

**RESOLVED**, the Board hereby approves exiting Closed Session at 1:05 p.m.

Jason Hall	aye	Dan Cobb	aye
Garry Kemp	aye	Erv Switzer	aye
Dr. William Weber	aye	Lisa Nichols	aye
Dr. Dedric Carter	aye	Donn Rubin	aye
Sen Dan Hegeman	aye	Dr. Mark McIntosh	aye

Chair Hall reported that the Board took no action in the Closed Session after a discussion confined to the matters stated above. The Board continued its discussion in Open Session.

## **INVESTMENT COMMITTEE RECOMMENDATIONS:**

### **Missouri SourceLink**

After discussion, the several Board members offered to be assist staff in the development and oversight of the scope of work for the Missouri SourceLink project. Dr. Carter, Mr. Cobb and Mr Rubin volunteered to assist with this effort. On motion by Dr. Carter, seconded by Mr. Kemp, the following resolutions were unanimously approved by those members present, except for Dr. McIntosh who recused himself from the vote and excused himself from the meeting during discussions so that the disinterested members had an opportunity to discuss outside his presence:

**RESOLVED**, the Board hereby approves the Missouri SourceLink expansion proposal in the amount of \$200,000;

**FURTHER RESOLVED**, the Board hereby delegates to the MTC Executive Committee full power and authority on behalf of the MTC to complete any remaining due diligence and to negotiate, amend, and approve any and all agreements, documents or instruments and to take such other actions as may be required or desirable in connection with, or in furtherance of such project; and

**FURTHER RESOLVED**, the Board hereby authorizes the MTC Executive Director on behalf of the MTC to execute and deliver all documents relating to such project.

### **IDEA Fund Transaction**

On motion by Chair Hall, seconded by Dr. Weber, the following resolutions were unanimously approved by those members present, except for Dr. McIntosh who abstained:

**RESOLVED**, the Board hereby approves the transaction documents for the partial or full liquidation of its equity holdings of Spogen Biotech Inc. and Elemental Enzymes Ag and Turf LLC in substantially the forms presented;

**FURTHER RESOLVED**, the Board hereby authorizes the MTC Executive Director on behalf of the MTC to negotiate, amend, and approve any and all agreements, documents or instruments and to take such other actions as may be required or desirable in connection with, or in furtherance of, such transaction; and

**FURTHER RESOLVED**, the Board hereby authorizes the MTC Executive Director to execute and deliver on behalf of the MTC all documents relating to such transaction on behalf of the MTC.

### **Rescission of IDEA Fund Approvals:**

On motion by Chair Hall, seconded by Ms. Nichols, the following resolution was unanimously approved by those members present, except for a recusal from Mr. Rubin on EDIS Solutions, Medical Holography Solutions, Pro-Arc Diagnostics Inc. due to his affiliation with BioGenerator and a recusal from Dr. Carter on Pro-Arc Diagnostics Inc. due to his employment in Washington University:

**RESOLVED**, the Board hereby rescinds its prior approvals to the following applications for financial assistance under the IDEA Funds program which have been approved for more than one year and where the applicant has not confirmed its intention to complete the process for funding: EDIS Solutions LLC (TL 2015-15-002) of the remaining amount of \$50,000 adopted at the Board meeting held June 19, 2015; PopBookings LLC (SEED 2016-19-013) of the remaining amount of \$50,000 adopted at the Board meeting held June 28, 2016; Medical Holography Solutions LLC (TL 2016-21-004) in the amount of \$100,000 adopted at the Board meeting held January 26, 2017; and Pro-Arc Diagnostics Inc. (TL 2016-

21-001) in the amount of \$100,000 adopted at the Board meeting held January 26, 2017, and, accordingly, the reservation of funds for such prior authorizations related to such applications submitted for such proposed financing hereby is revoked and the reserved funds shall be available for other use under the MTC programs.

**Rescission of Grant Funding Approvals:**

On motion by Mr. Cobb, seconded by Dr. Carter, the following resolution was unanimously approved by those members present:

**RESOLVED**, the Board hereby rescinds its prior approval to the application for financial assistance under the MOBEC for the Dairy Farmers of America (MOBEC 2011-02-005) in the amount of \$200,000 adopted at its meeting held January 30, 2012 and, accordingly, the reservation of funds for such proposed grants hereby is revoked and the reserved funds shall be available for other use under the MTC programs.

**FISCAL YEAR 2019 BUDGET UPDATE:**

Director Anderson updated the Board on the current status of the FY2019 budget process with regards to the MTC funding in the Senate and House versions of the budget. He indicated that the House and Senate would soon appoint a conference committee to reconcile the final budget and that the deadline to pass the budget was May 12<sup>th</sup>.

**NEW BUSINESS:**

- ❖ Chair Hall thanked all the Board member for continuing to give their time and vision to the State of Missouri.

**2018 MEETING SCHEDULE**

June 28, 2018 – Kansas City

October 25, 2018 – St. Louis

**ADJOURNMENT:**

Having no further business on the agenda, and on motion by Chair Hall, seconded by Mr. Switzer, the meeting adjourned at 1:25 p.m.

**MEETING ADJOURNED**