

Minutes
Missouri Technology Corporation
Friday, February 5, 2010

The Missouri Technology Corporation (the “MTC”) Board of Directors (the “Board”) met in regular session on Friday, February 5, 2010, beginning at 10:05 a.m. The meeting was held at the Harry S Truman State Office Building, Jefferson City, Missouri.

The following members of the Board were present or absent:

Joe Bannister	Chair	Present
Jim Baker	Secretary-Treasurer	Present (by telephone)
Dan Devers	Member	Absent
Victoria Gonzalez	Member	Absent
Sen. John Griesheimer	Member	Absent
Rep. Steve Hobbs	Member	Present
Garry Kemp	Member	Present
David Kerr	Member designee-DED	Present
Daniel Mehan	Vice Chair	Present
Mike Nichols	Member designee-MU	Present
Donn Rubin	Member	Present (by telephone)
Greg Steinhoff	Member	Present
Frank Stokes	Member	Present (by telephone)
Mike Wetle	Member	Present

Honorary (Non-Voting) Members of the Board present or absent:

Mark Premont	Honorary member-Fort Leonard Wood (on behalf of Colonel Williams)	Present
Krishna Krishnamurthy	Honorary member-RAM	Present (by telephone)
Nasser Arshadi	Honorary member-RAM	Present

Outside Legal Counsel and Staff present:

Jason Hall	MTC Executive Director
Bill Anderson	MTC Deputy Director
J. Powell Carman	Bryan Cave LLP, MTC Legal Counsel
Tory Goldson	Bryan Cave LLP, MTC Legal Counsel (by telephone)
Stacey Hirst	MTC Director of Operations
Tom Litz	Thompson Coburn LLP, MTC Special Counsel (by telephone)

Guests:

Hank Bellina	ARCO Construction
Francis Chemlir	MOFAST Program
Monica Connors	St. Louis County Economic Development (by telephone)
Kyle Darnell	ARCO Construction
Bob Donnelly	DED/Business & Industry Development Manager - IT
Jessica Eads	DED/Business & Industry Development Manager - Life Sciences
Joe Engeln	Department of Natural Resources
Kelly Gillespie	Missouri Biotechnology Association (“MOBIO”)
Sallie Hemenway	DED/Director of the Division of Business and Community Services
Darrell Idecker	Eagle Picher Technologies
Ben Johnson	Coalition for Plant and Life Sciences (by telephone)
Dr. Sunggyu “KB” Lee	Missouri University of Science and Technology

Maria Meyer
Russell Runge
Dr. Tia Strait
A representative from the company involved in Project Flip.

KC SourceLink
City of Mexico
Missouri Southern State University (by telephone)

WELCOME AND CALL TO ORDER:

Chair Bannister called the meeting to order at 10:05 a.m. and established a quorum with eleven (11) members present including Chair Bannister, Dr. Baker, Rep. Hobbs, Mr. Kerr, Mr. Kemp, Mr. Mehan, Dr. Nichols, Mr. Rubin, Mr. Steinhoff, Mr. Stokes, and Mr. Wetle.

INTRODUCTION OF NEW BOARD MEMBERS:

Chair Bannister moved to the first agenda item and introduced Mr. David Kerr, the Director of the Department of Economic Development, as the newest member of the Board.

EXECUTIVE DIRECTOR WELCOME:

Director Hall then welcomed the MTC Board members and all guests to the meeting and provided a brief overview of current MTC activities.

APPROVAL OF MINUTES FROM PRIOR MEETINGS:

Chair Bannister moved to the next agenda item which was the approval of minutes from the October 26, 2009 Board meeting and public hearing. Draft minutes were distributed to the Board prior to the meeting. The following resolution was moved by Mr. Steinhoff, seconded by Mr. Kemp, and unanimously approved:

RESOLVED, the Board hereby approves the minutes from the October 26, 2009 Board meeting and public hearing, as presented.

APPROVAL OF THE TREASURER’S REPORT:

Chair Bannister asked Dr. Baker to present the Treasurer’s Report, which was distributed to the Board prior to the meeting. Dr. Baker presented the Treasurer’s Report for the Board’s approval. He then asked Ms. Hirst to present the Year to Date Spending Plan. After a detailed discussion, the following resolution was moved by Dr. Baker, seconded by Mr. Steinhoff, and unanimously approved:

RESOLVED, the Board hereby approves the Treasurer’s Report as presented.

APPROVAL OF THE MOU BETWEEN THE MTC AND DED:

Chair Bannister and Director Hall then reviewed the Memorandum of Understanding (“MOU”) between the MTC and the Department of Economic Development (“DED”) which was distributed to the Board prior to the meeting. The MOU will govern the period from July 1, 2009 to June 30, 2010, and has been reviewed by the MTC legal counsel and the DED general counsel. After a detailed discussion, the following resolution was moved by Rep. Hobbs, seconded by Mr. Kemp, and unanimously approved:

RESOLVED, that the Board hereby approves the MOU between the MTC and the DED as presented.

COMMITTEE REPORTS:

Chair Bannister then moved to the next agenda item and asked Dr. Baker to give his Audit Committee report. Dr. Baker reported on the status of the audit conducted by the State Auditor's Office of the Lewis and Clark Discovery Initiative. He further reported on the status of the general MTC audit being conducted by the State Auditor's Office. Director Hall reported the MTC staff has been producing the materials requested and he met with Auditor Montee's Chief of Staff to discuss several questions related to the audit.

REPORT FROM MOBIO:

Chair Bannister then asked Kelly Gillespie to give a report from MOBIO. Mr. Gillespie gave a report on the activities of MOBIO and specifically reported on the International BIO show in Chicago in early May. He also reported on the successful county outreach program in partnership with SCOPE and reported that MOBIO's life sciences day in Jefferson City will be on February 23, 2010.

COMMITTEE REPORTS (continued):

Mr. Steinhoff provided a report on the Innovation Center Committee. He reported on the challenging budget year and that if Governor Nixon's budget is approved, the MTC will be responsible for investing the limited amount of general revenue in order to obtain the highest return on investment. The Innovation Center Committee plans to meet over the next few months to review the performance of the ten innovation centers and MEP program and strengthen the performance metrics. Mr. Steinhoff also reported a significant success for the St. Joseph Innovation Center. It was recently announced that Boeringher-Ingelheim will lease the entire second floor of the incubator and retain 40 high-paid research positions in the state of Missouri, which will permit its scientists to collaborate with scientists at emerging animal health companies.

Mr. Wetle provided a report on the activities of the Capital Formation and Entrepreneurship Committee and stated that he talked with Bob Still of the Wisconsin Technology Council on their initiatives. He also interviewed several individuals around the state for their perspective on best practices of funding technology-driven businesses.

Chair Bannister then provided a report on the activities of the Missouri Plant Science Center Committee. Mr. Hank Bellina and Mr. Kyle Darnell from ARCO Construction presented the design of the planned facility in Mexico, Missouri, which will extend ag-biotech opportunities into rural Missouri.

Chair Bannister then asked Mr. Rubin to present his report. Mr. Rubin presented a report on the Strategic Planning Committee and the status of the MOSIRA legislation.

Chair Bannister gave the Fort Leonard Wood Committee report. He discussed the background of the project and gave an update on the efforts to further develop and expand the current Fort Wood Technology Park. Mr. Premont reported on the status of the Fort Leonard Wood Garrison Command.

WEB SITE REVIEW:

Director Hall and Maria Meyer provided a review of the new MTC web site which promotes transparency of MTC's activities and serves as a tool for entrepreneurs and small businesses. Ms. Meyer requested feedback from the MTC Board members on content and design of the site. Ms. Meyer stated the site will go live sometime after February 5, 2010.

REVIEW OF LEWIS AND CLARK DISCOVERY INITIATIVE PROJECTS:

Chair Bannister then moved to the next agenda item and called on Director Hall to provide information about the review of the Ag-Innovation Showcase. Director Hall stated there are two prominent events in Missouri centered around the plant and animal sciences, the Ag-Innovation Showcase in St. Louis and the Animal Health Homecoming event in Kansas City. He contacted both host organizations because the MTC has participated in these events in the past and both are key to bringing new companies and outside involvement to Missouri for two of the largest high-tech clusters in Missouri. Last year, the MTC sponsored the Ag-Innovation Showcase through the High-Tech Marketing grant to MOBIO. After a detailed discussion the following resolutions were moved by Mr. Steinhoff, seconded by Rep. Hobbs and unanimously approved:

RESOLVED, the Board hereby approves the sponsorship of the Ag-Innovation Showcase of \$15,000 from the High-Tech Marketing Promotion Fund; and

FURTHER RESOLVED, the Board hereby approves the re-allocation of funds from the Ag-Biotech Recruitment Fund to the High-Tech Marketing Promotion Fund.

Chair Bannister then entertained a motion to enter closed session and asked all guests to exit the room and the conference call. Four guests were invited to remain in the meeting, including Ms. Eads, Mr. Donnelly, Ms. Connors and a representative of the company involved in Project Flip.

The following resolution was moved by Mr. Kerr, seconded by Rep. Hobbs and approved by a roll call vote:

RESOLVED, the Board hereby enters Closed Session at 12:52 p.m. pursuant to Section 610.021, subsections 1 and 12, RSMo, relating to the presentation and discussion of projects under the Ag-Biotech Recruitment Fund, Interdisciplinary Collaborative Program Fund, and the Missouri Venture Partners Program.

Dr. Baker	aye	Dr. Nichols	aye
Rep. Hobbs	aye	Mr. Steinhoff	aye
Mr. Kemp	aye	Mr. Wetle	aye
Mr. Kerr	aye	Chair Bannister	aye
Mr. Mehan	aye		

The following resolution was moved by Mr. Kerr, seconded by Mr. Mehan and approved by a roll call vote:

RESOLVED, the Board hereby reconvenes from Closed Session at 2:18 p.m.

Rep. Hobbs	aye	Mr. Rubin	aye
Mr. Kemp	aye	Mr. Stokes	aye
Mr. Kerr	aye	Mr. Wetle	aye
Mr. Mehan	aye	Chair Bannister	aye
Dr. Nichols	aye		

Upon exiting closed session Chair Bannister asked Ms. Hirst to report on resolutions approved during the closed session. Ms. Hirst reported the four resolutions below.

The following resolution was moved by Dr. Baker, seconded by Rep. Hobbs and approved by a roll call vote:

RESOLVED, the Board hereby approves funding Project Flip and delegates to the MTC Executive Committee the full power and authority to complete any remaining due diligence and to review, negotiate, and approve all agreements, documents, or instruments as may be required or desirable in connection with, or in furtherance of, this project.

Dr. Baker	aye	Dr. Nichols	aye
Rep. Hobbs	aye	Mr. Rubin	abstain
Mr. Kemp	aye	Mr. Steinhoff	aye
Mr. Kerr	aye	Mr. Wetle	aye
Mr. Mehan	aye	Chair Bannister	aye

The following resolution was moved by Mr. Mehan, seconded by Dr. Nichols and approved by a roll call vote:

RESOLVED, the Board hereby approves funding Project Vision and delegates to the MTC Executive Committee the full power and authority to complete any remaining due diligence and to review, negotiate, and approve all agreements, documents, or instruments as may be required or desirable in connection with, or in furtherance of, this project.

Rep. Hobbs	aye	Mr. Rubin	aye
Mr. Kemp	aye	Mr. Steinhoff	aye
Mr. Kerr	aye	Mr. Wetle	aye
Mr. Mehan	aye	Chair Bannister	aye
Dr. Nichols	aye		

The following resolution was moved by Rep. Hobbs, seconded by Mr. Kemp and approved by a roll call vote:

RESOLVED, the Board hereby delegates the Media Convergence Group, Inc. project to a special committee comprised of Mr. Steinhoff, Mr. Kerr and Mr. Wetle to conduct further diligence and to review, negotiate, and approve all agreements, documents, or instruments as may be required or desirable in connection with, or in furtherance of, this project.

Rep. Hobbs	aye	Mr. Rubin	aye
Mr. Kemp	aye	Mr. Steinhoff	aye
Mr. Kerr	aye	Mr. Stokes	aye
Mr. Mehan	aye	Mr. Wetle	aye
Dr. Nichols	aye	Chair Bannister	aye

The following resolution was moved by Mr. Kerr, seconded by Mr. Mehan and approved by a roll call vote:

RESOLVED, the Board hereby approves and accepts the January 19, 2010 version of the non-binding term sheet with Finistere Ventures, as presented, and reaffirms its prior delegation to the MTC Executive Committee to have the full power and authority on behalf of the MTC to complete any remaining due diligence and to review, negotiate, and approve all agreements, documents, or instruments as may be required or desirable in connection with, or in furtherance of, this project contemplated by the term sheet.

Rep. Hobbs	aye	Mr. Rubin	aye
Mr. Kemp	aye	Mr. Stokes	aye
Mr. Kerr	aye	Mr. Wetle	aye
Mr. Mehan	aye	Chair Bannister	aye
Dr. Nichols	aye		

All guests were welcomed back into the meeting room.

DNR COLLABORATION:

Director Hall introduced Joe Engeln and asked Mr. Engeln to talk briefly to the MTC Board about potential collaborations between the MTC and the Department of Natural Resources.

UPDATE ON IT PROJECT:

Chair Bannister then moved to the next agenda item. Director Hall and Mr. Donnelly presented information about an IT company, Saepio, who has made the decision to remain in Missouri. Saepio is a premier provider of software and solutions that maximize brand effectiveness for organizations with distributed marketing networks. The MTC did not provide any funding for the project, but assisted Saepio in obtaining resources to expand in Missouri.

MOTIP PROGRAM STATUS REPORT:

Chair Bannister asked Mr. Stokes to provide information in regards to the MOTIP program. Mr. Stokes reported that at the last Board meeting, Mr. Francis Chemlir requested that the MTC re-allocate \$100,000 from the MOTIP CAP program to the MOTIP Phase 0 program. Mr. Stokes referenced the report provided by Mr. Chemlir, which was provided to the Board prior to the meeting. After a detailed discussion, the following resolutions were moved by Dr. Nichols, seconded by Mr. Stokes, and unanimously approved:

RESOLVED, that the Board hereby approves a re-allocation of \$100,000 from the MOTIP CAP program to the MOTIP Phase 0 grant program; and

FURTHER RESOLVED, that the Board hereby delegates to the MOTIP Committee the full power and authority to approve all documents and agreements as may be required to complete and effect this re-allocation.

Chair Bannister then stated that, given time constraints, two agenda items (the Medical Device Program Introduction and Angel Investor Network Report) would be tabled until the next meeting. However, Chair Bannister noted that there was information in the Board packet regarding both projects.

MOCAP STATUS REPORT:

Chair Bannister then moved to the next agenda item. Ms. Hirst provided background on the Missouri Center for Advanced Power (“MOCAP”) in Joplin, Missouri. Dr. Tia Strait from the Missouri Southern State University and Mr. Darrell Idecker from Eagle Picher Technologies made a presentation to the Board regarding the status of the MOCAP project.

OPPORTUNITY FUND – DOE ENERGY INNOVATION HUBS REPORT:

Chair Bannister then asked Dr. KB Lee from the Missouri University of Science and Technology to provide information regarding the Department of Energy's ("DOE") Energy Innovation Hubs. Dr. Lee made a presentation to the Board regarding the opportunity for Missouri to submit a proposal to the DOE by March 29, 2010 in order to fund the development of an Energy Innovation Hub. Dr. Lee requested a \$3 million commitment from the MTC. After a detailed discussion, the Board agreed the item would be tabled and directed the MTC staff to conduct follow-up due diligence pertaining to the request.

NEW BUSINESS:

Dr. Nichols reported that President Gary Forsee with the University of Missouri announced the creation of a new three-year \$5 million Enterprise Investment Program.

ADJOURNMENT

Having no further business on the agenda the following resolution was moved by Dr. Nichols, seconded by Rep. Hobbs and unanimously approved:

RESOLVED, the Board hereby adjourns.

Meeting adjourned at 3:31 p.m.