

**Minutes**  
**Missouri Technology Corporation**  
**Wednesday, August 18, 2010**

The Missouri Technology Corporation (the “MTC”) Board of Directors (the “Board”) met in regular session on Wednesday, August 18, 2010, beginning at 4:00 p.m. The meeting was held by teleconference.

The following members of the Board were present or absent:

Joe Bannister	Chair	Present
Jim Baker	Secretary-Treasurer	Present
Dan Devers	Member	Present
Victoria Gonzalez	Member	Present
Sen. John Griesheimer	Member	Present
Anthony Harris	Member	Absent
Rep. Steve Hobbs	Member	Present (joined at 4:20 p.m.)
Garry Kemp	Member	Present
David Kerr	Member designee-DED	Present
Dan Mehan	Vice Chair	Present
Mike Nichols	Member designee-MU	Present
Donn Rubin	Member	Present
Greg Steinhoff	Member	Absent
Frank Stokes	Member	Present (joined at 4:21 p.m.)
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)	Absent
Ray Tait	Honorary member-RAM	Absent
Nasser Arshadi	Honorary member-RAM	Absent

Staff present:

Jason Hall	MTC Executive Director
Bill Anderson	MTC Deputy Director
Stacey Hirst	MTC Director of Operations

**WELCOME AND CALL TO ORDER:**

Chair Bannister called the meeting to order at 4:00 p.m. and established a quorum with eleven (11) members present including Chair Bannister, Dr. Baker, Mr. Devers, Ms. Gonzalez, Senator Griesheimer, Mr. Kemp, Mr. Kerr, Mr. Mehan, Dr. Nichols, Mr. Rubin, and Mr. Wetle.

**APPROVAL OF MINUTES FROM PRIOR MEETING:**

Chair Bannister moved to the first agenda item which was the approval of minutes from the June 30, 2010 Board meeting. Draft minutes were distributed to the Board prior to the meeting. The following resolution was moved by Dr. Baker, seconded by Mr. Kemp, and unanimously approved:

**RESOLVED**, the Board hereby approves the minutes from the June 30, 2010 Board meeting, as presented.

### **PROJECT MAGNET/PULSE THERAPEUTICS:**

Chair Bannister asked Mr. Anderson to provide an update on Project Magnet. Mr. Anderson stated that the MTC has a right to appoint a member to the Board of Director for Pulse Therapeutics. After a detailed discussion, the following resolution was moved by Mr. Kerr, seconded by Ms. Gonzalez and unanimously approved:

**RESOLVED**, the Board hereby delegates to the MTC Executive Committee the authority to appoint the MTC member to the Board of Directors for Pulse Therapeutics.

### **GENERAL MPSC AGREEMENT WITH DED:**

Chair Bannister moved to the next agenda item and a review of the general agreement with DED for the Missouri Plant Science Center project. Mr. Anderson stated the purpose of the amended general agreement was to extend the period of the agreement through June 30, 2011 because it was funded under a two-year appropriation for FY10 and FY11. The following resolution was moved by Dr. Baker, seconded by Mr. Kemp and unanimously approved:

**RESOLVED**, the Board hereby approves the the amendment to the general agreement between MTC and DED for FY11; and

**FURTHER RESOLVED**, the Board hereby authorizes Chair Bannister to sign the agreement on behalf of the Board.

### **INNOVATION CENTER COMMITTEE:**

Chair Bannister reviewed a letter sent to the Board prior to the meeting in regards to the membership of the Innovation Center Committee. Mike Wetle notified Director Hall that he intended to recuse himself from voting on innovation center funding. Due to this recusal and pursuant to the MTC Bylaws, Chair Bannister appointed Dan Mehan to the Innovation Center Committee. After a discussion, the following resolution was moved by Dr. Baker, seconded by Dr. Nichols and unanimously approved:

**RESOLVED**, the Board hereby ratifies the Chair's appointment of Dan Mehan to the Innovation Center Committee.

MTC Board members Representative Hobbs and Mr. Stokes joined the meeting.

### **BIOSCIENCE ENTREPRENEURSHIP TRAINING INITIATIVE:**

Chair Bannister then asked Director Hall to review the draft Bioscience Entrepreneurship Training Initiative RFP. Director Hall reviewed the RFP, which was distributed to the Board members who did not intend to recuse themselves prior to the meeting. Board members intending to recuse from the process and funding decision include: Victoria Gonzalez, Mike Wetle, Mike Nichols, and Donn Rubin. Director Hall stated he thought it was appropriated for Anthony Harris to also recuse from the process. After a detailed discussion, the following resolution was moved by Mr. Kerr, seconded by Dr. Baker and unanimously approved:

**RESOLVED**, the Board hereby approves the Bioscience Entrepreneurship Training Initiative RFP as submitted.

Director Hall stated the final version will be distributed to all Board members and also put on the MTC web site.

**REPORT FROM SPECIAL COMMITTEE ON MTC LEGAL COUNSEL:**

Chair Bannister then moved to the next agenda item and asked Director Hall to exit the meeting. Director Hall recused himself and exited the room. Mr. Rubin disclosed he worked as an associate at Bryan Cave leaving in 1992. The following resolution was moved by Mr. Mehan, seconded by Chair Bannister and approved by the following roll call vote:

**RESOLVED**, the Board hereby enters Closed Session at 4:24 p.m. pursuant to Section 610.021, subsections (1), (11) and (12), RSMo, relating to the MTC Legal Counsel.

Dr. Baker	aye	Mr. Mehan	aye
Mr. Devers	aye	Dr. Nichols	aye
Ms. Gonzalez	aye	Mr. Rubin	aye
Sen. Griesheimer	aye	Mr. Stokes	aye
Rep. Hobbs	aye	Mr. Wetle	aye
Mr. Kemp	aye	Chair Bannister	aye
Mr. Kerr	aye		

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

**RESOLVED**, the Board hereby reconvenes from Closed Session at 5:12 p.m.

Mr. Devers	aye	Mr. Mehan	aye
Ms. Gonzalez	aye	Dr. Nichols	aye
Sen. Griesheimer	aye	Mr. Rubin	aye
Rep. Hobbs	aye	Mr. Stokes	aye
Mr. Kemp	aye	Chair Bannister	aye

Upon exiting closed session Chair Bannister asked Ms. Hirst to report the resolutions. Ms. Hirst reported the resolutions below:

The following resolution was moved by Chair Bannister and seconded by Rep. Hobbs. The resolution failed to be adopted per the roll call vote below:

**RESOLVED**, the Board hereby accepts and approves the Special Committee's recommendation to award the MTC Legal Counsel contract to Bryan Cave LLP.

Mr. Devers	nay	Dr. Nichols	nay
Ms. Gonzalez	nay	Mr. Rubin	abstain
Sen. Griesheimer	nay	Mr. Stokes	nay
Rep. Hobbs	aye	Mr. Wetle	aye
Mr. Kemp	nay	Chair Bannister	aye
Mr. Mehan	abstain		

The following resolution was moved by Mr. Stokes, seconded by Sen. Griesheimer and approved by the following roll call vote:

**RESOLVED**, the Board hereby approves and awards the MTC Legal Counsel contract to Thompson Coburn LLP.

Mr. Devers	aye	Dr. Nichols	aye
Ms. Gonzalez	aye	Mr. Rubin	aye
Sen. Griesheimer	aye	Mr. Stokes	aye
Rep. Hobbs	aye	Mr. Wetle	aye
Mr. Kemp	aye	Chair Bannister	nay
Mr. Mehan	abstain		

## **ADJOURNMENT**

Having no further business on the agenda the following resolution was moved by Mr. Mehan, seconded by Sen. Griesheimer and unanimously approved:

**RESOLVED**, the Board hereby adjourns.

Meeting adjourned at 5:15 p.m.