

Minutes
Missouri Technology Corporation
Friday, January 23, 2009
2:05 to 3:39 p.m.

The Missouri Technology Corporation (the “MTC”) Board of Directors (the “Board”) met in regular session on Friday, January 23, 2009, beginning at 2:05 p.m. The meeting was held by teleconference.

The following members of the Board were present or absent:

Greg Steinhoff	Chair	Present
Jim Baker	Member	Present
Joe Bannister	Member	Present
Dan Devers	Member	Present
Jake Fisher	Member	Present
Nick Franano	Member	Present
Victoria Gonzalez	Member	Present
Sen. John Griesheimer	Member	Absent
Rep. Steve Hobbs	Member	Present
Daniel Mehan	Vice Chair	Present
Bill McCoy	Member designee-DED	Present
Mike Nichols	Member designee-MU	Present (joined at 2:30 p.m.)
Donn Rubin	Member	Present
Frank Stokes	Treasurer	Present
Ed Timm	Member	Present

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

Colonel John Megnia	Honorary member-Fort Leonard Wood	Absent
Krishna Krishnamurthy	Honorary member-RAM	Present
Nasser Arshadi	Honorary member-RAM	Present

Outside Legal Counsel and Staff present or absent:

J. Powell Carman	Bryan Cave LLP, MTC Legal Counsel	Present
Brad Wideman	Bryan Cave LLP, MTC Legal Counsel	Present
Rob Monsees	MTC Executive Director	Present
Bill Anderson	MTC Deputy Director	Present
Stacey Hirst	DED staff and MTC support	Present

Guests Present:

Bob Donnelly	Department of Economic Development
Jessica Eads	Department of Economic Development
Paul Rehrig	University of Missouri
Max Sommers	University of Missouri

WELCOME AND CALL TO ORDER:

Chair Steinhoff called the meeting to order at 2:05 p.m. and established a quorum with 13 members present including Chair Greg Steinhoff, Jim Baker, Joe Bannister, Dan Devers, Jake Fisher, Nick Franano, Victoria Gonzalez, Rep. Steve Hobbs, Dan Mehan Bill McCoy, Donn Rubin, Frank Stokes and Ed Timm.

APPROVAL OF MINUTES FROM PRIOR MEETING:

Chair Steinhoff moved to the first agenda item which was the approval of minutes from the December 17, 2008 Board meeting. Draft minutes were distributed to the Board prior to the meeting. The following resolution was moved by Rep. Hobbs, seconded by Mr. Stokes and unanimously approved:

RESOLVED, the Board hereby approves the minutes from the December 17, 2008 Board meeting as presented.

APPROVAL OF THE TREASURER’S REPORT:

Chair Steinhoff then asked Mr. Stokes to present the Treasurer’s Report which was distributed to the Board prior to the meeting. Mr. Stokes presented the Treasurer’s Report for the Board’s approval.

Following a discussion, the following resolution was moved by Dr. Baker, seconded by Mr. Mehan and unanimously approved:

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

UPDATE ON MTC ADMINISTRATIVE ISSUES:

Chair Steinhoff moved to the next agenda item and asked Director Monsees to provide the Board with an update on the administrative issues. Director Monsees stated he was asked by the new Director of the Missouri Department of Economic Development, Linda Martinez, to stay on as the Executive Director of the MTC through mid-February. A meeting is scheduled for next Tuesday, January 27, 2009 between the MTC Executive Committee and Director Martinez to discuss staffing and management of the organization. A briefing of the meeting will be sent to the Board following this meeting.

STATUS OF LEWIS AND CLARK DISCOVERY INITIATIVE PROJECTS:

Chair Steinhoff moved to the next agenda item and called on Director Monsees to lead the discussion regarding the status of the Lewis and Clark Projects.

ANGEL INVESTOR NETWORK:

Director Monsees stated the MTC received four responses to the Angel Investment Network RFP. The Board previously allocated \$240,000 from the Opportunity Fund for this project. The Board delegated the authority to review and evaluate the responses to the Angel Investment Network RFP and to make a recommendation to the Board regarding such responses to the Missouri Venture Partners Committee (the “MVP Committee”) at the December 17th Board meeting. Four very strong proposals were submitted by the St. Louis Arch Angels, Centennial Investors from Columbia, Show Me Angels from Lee’s Summit, and the Springfield Angel Network. A summary of the responses was prepared by Mr. Anderson and reviewed by the MVP Committee during a meeting held on January 20, 2009. A copy of this summary was also distributed to the Board prior to the meeting. Two of the responses were from more mature angel investor networks in St. Louis and Columbia, which will use the funding to assist with additional due diligence processes. The groups from Lee’s Summit and Springfield are newer organizations and require assistance with operational, development and training costs.

Director Monsees advised the Board that the MVP Committee recommends approving the funding awards in the amount of \$30,000 for each network. An award agreement will be drafted to include performance criteria and milestones to aid in the evaluation of each recipient’s performance and in the consideration of

subsequent awards to each recipient. A list of milestones was provided to the Board for their review prior to the meeting. After a detailed discussion, the following resolutions were moved by Mr. Mehan, seconded by Ms. Gonzalez and unanimously approved:

RESOLVED, the Board hereby approves grant awards totaling \$30,000 to the following angel networks in Missouri: the St. Louis Arch Angels, Centennial Investors, Show Me Angels and Springfield Angel Network; and,

FURTHER RESOLVED, the Board delegates authority to the MVP Committee to negotiate and approve the form of award agreement to include criteria and milestones respective to each angel network in order to consider subsequent awards and to encourage collaboration between the networks.

AGBIOTECH RECRUITMENT FUND:

Chair Steinhoff then asked Director Monsees to review two AgBiotech Recruitment Fund projects.

Director Monsees asked the Board to review information regarding the PetScreen Project which was distributed to the Board prior to the meeting. The MTC Executive Committee reviewed this information at a meeting held on January 21, 2009. Director Monsees advised that the MTC Executive Committee recommended that the Board approve a loan to PetScreen Ltd in the amount of \$250,000.

Following a detailed discussion regarding the project, the following resolutions were moved by Dr. Nichols, seconded by Dr. Franano and unanimously approved:

RESOLVED, the Board hereby approves the PetScreen recruitment project for a loan in the amount of \$250,000; and,

FURTHER RESOLVED, the Board hereby delegates the authority to negotiate and approve the final terms of the agreement with PetScreen to the MTC Executive Committee.

Director Monsees then discussed additional information regarding the Tiller Dairy project, which was distributed to the Board prior to the meeting. The MTC Executive Committee reviewed this information at a meeting held on January 21, 2009. Director Monsees advised that the MTC Executive Committee recommended the Board approve an equity investment in the amount of \$500,000 and equipment loan in the amount of \$500,000 to the Tiller Dairy project.

Following a detailed discussion regarding the project, the following resolutions were moved by Rep. Hobbs, seconded by Mr. Stokes and unanimously approved:

RESOLVED, the Board hereby approves the Tiller Dairy recruitment project for an equity investment in the amount of \$500,000 and equipment loan in the amount of \$500,000; and,

FURTHER RESOLVED, the Board hereby delegates the authority to negotiate and approve the final terms of the agreements with Tiller Dairy to the MTC Executive Committee.

MISSOURI TECHNOLOGY INCENTIVE PROGRAM:

Director Monsees then moved to the next agenda item which was a review of the status of the Missouri Technology Incentive Program ("MOTIP") Phase 0 grant program. He recommended funding the request at \$200,000 separated into two tranches of funding, each in the amount of \$100,000. He then asked Dr. Paul Rehrig from the University to provide additional information and answer any questions from the

Board. Following a question and answer session with Dr. Rehrig, the following resolution was moved by Mr. Stokes, seconded by Ms. Gonzalez and unanimously approved:

RESOLVED, the Board hereby approves providing an additional \$200,000 to the MOTIP Phase 0 Grant Program to be divided into two tranches of \$100,000, with the second tranche to be approved at the discretion of the MTC staff.

APPOINTMENT OF COMMITTEE MEMBERS:

Chair Steinhoff moved to the next agenda item and the appointment of additional committee members to the Intellectual Property Management Fund Committee (the "IPMF Committee"). Chair Steinhoff noted that, pursuant to the MTC bylaws, he has appointed the following individuals to the IPMF Committee: Dr. Al Beardsley, Mr. J. B. Waggoner, and Mr. Kevin Buckley. A biography of each potential member was distributed to the Board prior to the meeting. Also serving on this committee are Dan Devers, Chair; Jim Baker, member, and Mike Nichols, member. Chair Steinhoff asked that the Board approve these appointments.

The following resolution was moved by Dr. Baker, seconded by Mr. Fisher and unanimously approved:

RESOLVED, the Board hereby approves Chair Steinhoff's appointments to the IPMF Committee as follows: Dr. Al Beardsley, member; Mr. J. B. Waggoner, member; and Mr. Kevin Buckley, member.

REPORT ON THE LIFE SCIENCES RESEARCH GRANT AWARDS FOR FY2009:

Chair Steinhoff moved to the next agenda item and asked Director Monsees to provide a report on the FY2009 Life Sciences Research Grant Awards. Director Monsees referred to a list of the grant awards approved by the Life Sciences Research Board which had been distributed to the Board prior to the meeting. Fourteen research grants totaling \$10,547,689 and four commercialization grants totaling \$2,600,000 were approved. The grant awards were drafted and sent to the Grantees in late December. Several grants have been executed.

REVIEW OF LAWSUIT:

Chair Steinhoff asked Mr. Carman to provide an update on the status of the lawsuit. Mr. Carman stated that the MTC received a favorable judgment on January 15, 2009. The judgment will become final 30 days after that date.

NEW BUSINESS:

Chair Steinhoff then moved to New Business and asked Director Monsees to provide the Board information regarding the item under new business. Director Monsees referred to a set of documents which were distributed to the Board prior to the meeting. Dr. Annie Sobel, Assistant to MU Provost, is leading a team of faculty from the University of Missouri-Columbia, Missouri University of Science & Technology and University of Missouri-Kansas City in submitting a proposal to the Department of Homeland Security for a National Center of Excellence for Food Security. Dr. Sobel is asking for the Board's support of the project. He asked the Board to review and approve the draft support letter which was distributed to the Board prior to the meeting. He then introduced Dr. Sobel who provided additional information to the Board regarding the opportunity. Following a detailed discussion the following resolutions were moved by Mr. Stokes, seconded by Mr. Mehan and unanimously approved:

RESOLVED, the Board hereby supports the proposal from the University of Missouri-Columbia, Missouri University Science & Technology and University of Missouri-Kansas City to the Department of Homeland Security for a National Center of Excellence for Food Security; and,

FURTHER RESOLVED, the Board hereby authorizes Director Monsees to finalize and send the support letter to Dr. Annie Sobel on behalf of the Board.

ADJOURNMENT

As no further business was brought forth, the Chair declared the meeting adjourned.

Meeting adjourned at 3:39 p.m.

The next regularly scheduled MTC Board meeting is Friday, April 24, 2009 at 10:00 a.m. It will be held in Columbia, location is yet to be determined.