

## MINUTES

### Whitewater University Technology Park

#### Board of Directors Meeting

Wednesday, November 19, 2014

Whitewater University Technology Park Innovation Center

1221 Innovation Drive, Whitewater, WI 53190

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**PRESENT:** Richard Telfer, Jessica Bonjour, Sarah Bregant, Kevin Brunner, John Chenoweth, Cameron Clapper, Ronald "Bud" Gayhart, Jeff Knight, Richard Moyses, and Nate Parrish

**EXCUSED:** Crystal Singer

**GUESTS:** Beverly Kopper, Pat Cannon, Mark Johnson, Doug Saubert, Kristen Burton, Kristina Koslosky, and Roger Gerndt

1. **Call to Order:** With a Quorum present, Telfer called the meeting to order at 8:02 am.
2. **Approval of Minutes of October 30, 2014 Meeting:** Gayhart/Knight moved to approve the October meeting minutes as presented. The motion was approved by a unanimous vote.
3. **Review/Acceptance of October 2014 Financial Reports:** Chenoweth/Clapper moved to approve the October 2014 Financial Reports. Saubert stated that the process of putting tenants onto ACH for rent payments moving forward. The motion was approved by a unanimous vote.
4. **Innovation Center Facility Updates/Issues:** Johnson updated the Board on the WUTP presentation to the Whitewater Common Council which was well received. He also reported that there were a few issues with the air handling system, NAMI and ControlWorks repaired; NAMI also did the Fall Preventative Maintenance on the system. Working to update solar panel management software. Energy costs higher at night; implementing "Unoccupied" mode nights and weekends. Meetings to be held with Focus on Energy subcontractors to conduct a System Tune-up; \$2,000 project for \$250 with Focus on Energy assistance. Johnson also stated that working to implement keyless entry system, lowest bid from PerMar for approximately \$6,000; help to make the exterior doors more secure. Telfer asked the cost to re-key exterior doors numerous times vs. cost and ease-of-use for keyless system. Chenoweth inquired whether or not the system can be setup on timer, Johnson stated yes. Knight, where does the money come from? Johnson working with Saubert to identify funds and report back in December. Board supported moving forward at this time. Johnson also stated the building of community at the Innovation Center with dry cleaning services, Friday Yoga classes, chair massages, CPR/AED training, and weekly Innovation Center newsletter among items, with positive feedback received from tenants.
5. **Operational Review and Strategic Plan:** Johnson stated that the strategic plan is ongoing. Kristen Burton putting together tracking information for budget to show up-to-date data compared to budget.

Will distribute Beta version at December Board meeting. Innovation Center list of rent rolls distributed to Board members, with summary of terms for each tenant. No questions from Board members. Johnson also working to develop process of bringing in new tenants. Drew Jones and Mobile Mesh Games brought onboard to share space in Suite 218 with SOLOMO and Meeper; Liz Eversoll initiated and introduced Jones to Whitewater CDA. Unsure if Eversoll was doing so under Article 11 of the Lease agreement, but was not done with written permission. Knight stated that they were brought before the CDA with the thought that they would pay an additional fee, not split the current fee, therefore bringing in more rent to help subsidize more services needed. Telfer stated that Board is the Landlord and they were not informed of the new tenant, even though the CDA owns the property, and should also be notified. Plan is to improve communication between organizations. Chenoweth affirmed that Mobile Mesh Games does not have prior approval yet. Cannon said they could execute an addendum to the lease agreement to include that. Knight stated that this we need to manage expectations, that Mobile Mesh Games has assumed tenancy will be ok. Chenoweth stated that we need to be cognizant of costs associated with the lease agreements; ie. electrical, service costs. Johnson also stated that this was also more about the precedent as well as the process. Knight stated to make sure we move ahead cautiously to not offend current and potential tenants and manage expectations, but it would be a benefit to add to the sinking fund. Gaylord stated that the services tenants receive includes access to meeting spaces and other things that are becoming limited. Chenoweth stated that a key issue becomes leasing shared suites. Telfer wants to get a document in writing regarding the process of bringing in new tenants.

#### 6. **Development Plan Updates:**

A. **Technology Park, Business Park:** In addition to presenting at the Whitewater Common Council meeting, Johnson also presented at the WCEDA annual banquet, where the WUTP was the main sponsor. Had the opportunity to present on front of 200+ attendees at the event held at the Grand Geneva Resort. Dr. Dougan from Blackthorne was the keynote speaker, with Blackthorne winning an award for Walworth County Business Innovation 2014. Johnson will be attending the Association of University Research Parks' International Conference in FL in December for a week. Johnson stated that Gerndt is collaborating with the Research Triangle Park in NC to share best practices.

B. **Innovation Center:** Johnson stated that the Innovation Center will be hosting two events the week of Nov. 23, 2014 for Global Entrepreneurship Week. The first is UW-Whitewater alum Aaron Everson from Shoutlet. Next is Lisa Johnson from the WEDC along with Idella Yamben and Eric Steege from the Ideadvance group at UW Extension. The 2014 Fall Innovators' Showcase will be held Dec. 11, 2014.

7. **Report on WUTP Development Costs:** Saubert handed out documentation regarding the costs of the WUTP development costs, breaking out the major costs. Iverson Construction did the major work on the trails and most roads, with Mann Bros. did Starin Road. Saubert worked with Strand Engineering to determine more detailed costs. There are 97 acres total, not including Moraine Park. Knight asked if this included sewer and water; Saubert stated that it is included. The only thing not included was the purchase price of the land, which would not change the average much, as the land was purchased reasonably in the 1990s. Knight stated that to get the full picture, the property purchase price should be included. The

property on the corner of Innovation Drive and Universal Boulevard was found to be part of the WUTP upon Saubert's research, but will be double-checked. Telfer stated that it is important to understand all of the costs that went into the project, to allow everyone a complete view.

**8. Development of Workforce Development Funding/Partnership:** Knight stated that there are two approaches that they did based on what the Jefferson County Literacy Council Rep. They had suggested with the Fast Forward money being focused on industries, with the other approach based on how Blackthorne has already submitted a proposal and made it through the first round. The process with Workforce Development seems to be more focused on manufacturing. Knight spoke with WEDC Secretary Reed Hall, about bringing Fast Forward into the 21<sup>st</sup> century and including high-tech, high-paying jobs. Telfer stated that Department of Workforce Development Secretary Reggie Newsome spoke at the recent UW Board of Regents meeting and stated that it seemed apparent that the topic was heavily weighted towards manufacturing. Knight stated that the DWD is excited about the work that Blackthorne has submitted.

**9. Memorandum of Understanding (MOU):**

A. **Review and Approval:** Cannon explained the minor typing changes that were brought to his attention by the City Council. Brunner/Bonjour moved to approve the updated MOU as amended by the Whitewater City Council. Passed by a unanimous vote, with Knight and Clapper abstaining.

**10. Equity Driven Crowd-Funding Discussion, Ethics:** Johnson brought to the attention of the Board based on a conversation with Chenoweth the growing influence of crowd funding, especially with the change in the laws in WI regarding crowd funding, where a company, to raise funds, can sell equity this way instead of only products as in the past; possibly causing a conflict of interest should Board members become engaged in a situation like this. Chenoweth stated that now that members of the public can participate in crowd funding and have the potential to own equity in a company that the Board may have contact with, he suggested the Board prohibit members from owning equity in companies tied to the WUTP via this funding source. Knight stated that in a similar situation a CDA member abstains from voting on items related to the company he owns that equity in. Chenoweth stated that the WUTP Board influences the companies that are associated with it in too many ways to simply abstain; there would be nothing left for them to vote on. Telfer stated that he is on the Board of Bizstarts in Milwaukee, and that board decided that if the members wanted to become an equity owner of any business that Bizstarts is associated with, they have to relinquish their Board membership. He also stated that Members need to be aware of what they invest in, and if there is any issue, they need to disclose that to the Board, and then it will be followed up on and get advice to verify whether or not simply disclosing the investment is enough. Gayhart stated that the SBA approaches this topic with the SBDCs is that if there any type of involvement between the business that they are consulting with and the consultant, the consultant is not allowed on that project any longer. Telfer stated that this is only informational at this time. Johnson reviewing the new State statutes and will share any insights at the next meeting. Gayhart stated that it would be interesting to see how the University Research Park in Madison is dealing with these new laws and their practices. Cannon stated that this should be covered under the Conflict of Interest disclosures from each member. Telfer stated for the next Board meeting to review the Conflict of Interest and Non-Disclosure agreement form sign new agreements if necessary.

11. **Adjourn to Closed Session** per Wisconsin Statute §19.85(1)(e) "Deliberating or negotiating the purchasing of public properties, the investing of public funds, or conducting other specified public business, whenever competitive or bargaining reasons require a closed session." Moyses moved, Chenoweth seconded to enter into closed session. Telfer called for a roll call vote to enter into closed session.

Telfer: Aye; Bonjour: Aye; Bregant: Aye; Brunner: Aye; Chenoweth: Aye; Clapper: Aye; Gayhart: Aye; Knight: Aye; Moyses: Aye; and Parrish: Aye. The motion passed unanimously, and the Board went into Closed Session. Items discussed:

- A. **Update on Prospective Clients/Tenants:**  
Cannon, Gayhart, and Johnson gave updates on prospective clients and tenants.
- B. **Accelerator Update:**  
Cannon, Gayhart, and Johnson gave updates on the new Accelerator building.

Parrish moved, Gayhart seconded to return to open session with the intent/option to take action. Telfer called for a roll call vote to return to open session.

Telfer: Aye; Bonjour: Aye; Bregant: Aye; Brunner: Aye; Chenoweth: Aye; Clapper: Aye; Gayhart: Aye; Knight: Aye; Moyses: Aye; and Parrish: Aye. The motion passed unanimously. The Board returned to open session with the intent/option to take action.

12. **Future Agenda Items:** Sign new Conflict of Interest Disclosure, and Non-Disclosure Agreement documents.

13. **Future Meeting Dates:** The final fall/winter 2014 meeting will occur December 18.

14. **Spring Meeting Schedule:** Liz Woolever to provide dates via Doodle poll for 2015 meetings.

15. **Adjournment:** Knight/Clapper moved to adjourn. The meeting was adjourned at 9:11 am.

Respectively submitted,  
Roger Gerndt for Cameron Clapper  
Secretary of the Whitewater University Technology Park Board