

Board Meeting
March 15, 2012

APPROVE AMENDED AND RESTATED SERVICES AND MANAGEMENT
AGREEMENT OF ILLINOISVENTURES, LLC

Action: Approve Amended and Restated Services and Management Agreement of IllinoisVENTURES, LLC

Funding: No New Funding Required

At its meeting on April 13, 2000, the Board of Trustees authorized formation of IllinoisVENTURES, LLC (VENTURES), as a University-Related Organization to promote the development of new companies commercializing University technologies and to assist companies in obtaining seed and venture capital funding, recruiting management talent, developing business plans, and acquiring other business services as needed. VENTURES is a limited liability company (LLC) governed by an Operating Agreement, which defines the composition of the Board of Managers and specifies the powers and responsibilities of various persons to manage the activities of the LLC. In addition, a Services and Management Agreement has been negotiated between VENTURES and the University specifying the roles and responsibilities of those parties.

The University Counsel performed a comprehensive review of the Services and Management Agreement at the request of the Vice President for Research. As a result of this review, it is recommended that the Services and Management Agreement be amended and restated to reflect the leadership changes in University Administration. The

Vice President for Research will be listed in place of the Vice President for Economic Development and Corporate Relations in various sections of the agreement.

In addition, it is recommended that Section 6 of the Services and Management Agreement be amended to eliminate the automatic extension provision.

The current agreement reads:

This Agreement is effective from the date of execution through June 30, 2003, and shall automatically be extended on a month-to-month basis thereafter, subject to termination by either party by providing ninety (90) days written notice to the other party.

The suggested amended text for Section 6 is:

This Agreement is effective from the date of execution *and* subject to termination by either party by providing ninety (90) days written notice to the other party.

Attached to this Board item is a comparison copy of the Amended and Restated Services and Management Agreement in a format to reflect all of the amendments.

The Vice President for Research and the University Counsel recommend that the Board of Trustees approve the amended Services and Management Agreement as described above.

The Board action recommended in this item complies in all material respects with applicable State and Federal laws, University of Illinois *Statutes, The General Rules Concerning University Organization and Procedure*, and Board of Trustees policies and directives.

The President of the University concurs.