

Minutes
Missouri Technology Corporation Audit and Finance Committee
Monday, August 28, 2017

The Audit and Finance Committee (the “Audit Committee”) of the Board of Directors of the Missouri Technology Corporation (the “MTC”) met on Monday, August 28, 2017, beginning at 1:30 p.m. The meeting was held via conference call.

Members Participating:

Garry Kemp	Chair
Jason Hall	Member
Mike O’Connell	Member

Staff and Legal Counsel Participating:

Bill Anderson	MTC Executive Director
Dan Kaemmerer	MTC Staff
Bill Vega	MTC Staff
Amy Steinman	MTC Staff
Dawn Overbey	DED Staff
Tom Litz	Thompson Coburn LLP

WELCOME AND CALL TO ORDER:

Chair Kemp called the meeting to order at 1:40 p.m. and declared a quorum to be present with three members of the Audit Committee participating, including Mr. O’Connell, Mr. Hall and Chair Kemp.

APPROVAL OF MINUTES:

Chair Kemp asked if there were any comments on the draft minutes of the Audit Committee’s meeting held July 5, 2017, which had been made available to the Audit Committee prior to the meeting. On motion by Mr. O’Connell, seconded by Mr. Hall, the following resolution was unanimously approved:

RESOLVED, the Audit Committee hereby approves the minutes of its meeting held July 5, 2017, as submitted.

CONFLICT OF INTEREST WAIVER:

Director Anderson advised that the MTC had received a request to approve a conflict waiver to allow Lewis Rice LLC represent the MTC in connection with a proposed investment in Canopy BioSciences. Lewis Rice LLC represents Canopy BioSciences in connection with intellectual property matters from time to time. Canopy Biosciences has been represented by Thompson Coburn LLP for its corporate affairs, making it necessary for the MTC to use different counsel for the MTC’s proposed investment. Mr. Litz disclosed that Lewis Rice LLC has served as counsel to the MTC on unrelated matters in the past.

After discussion and on motion by Mr. O’Connell, seconded by Mr. Kemp, the following resolutions were unanimously approved:

RESOLVED, the Audit Committee hereby approves the conflict waiver requested by Lewis Rice LLC in connection with such firm’s representation of the MTC with respect to its proposed investment in Canopy BioSciences, and

FURTHER RESOLVED, the Audit Committee on behalf of the MTC Board hereby authorizes the MTC Executive Director to execute a written conflict waiver on behalf of the MTC.

ADJOURNMENT:

Having no further business on the agenda to discuss, the Audit Committee hereby adjourns at 1:45 p.m.