

**Minutes**  
**Missouri Technology Corporation Audit and Finance Committee**  
**Wednesday, July 5, 2017**

The Audit and Finance Committee (the “Audit Committee”) of the Board of Directors of the Missouri Technology Corporation (the “MTC”) held a meeting on Wednesday, July, 5, 2017, beginning at 3:00 p.m, pursuant to notice duly given. The meeting was held by teleconference.

Members Participating:

Garry Kemp	Chair
Jason Hall	Member
Donn Rubin	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 3:02 p.m. and declared a quorum to be present with three members of the Audit Committee participating, including Mr. Rubin, 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 April 21, 2017, which had been made available to the Audit Committee prior to the meeting. On motion by Mr. Hall, seconded by Mr. Rubin, the following resolution was unanimously approved:

**RESOLVED**, the Audit Committee hereby approves the minutes of its meeting held April 21, 2017, as submitted.

**REVIEW EXPENSE REPORT FOR APPROVAL:**

Chair Kemp asked Director Anderson to review a request for reimbursement for Mr. Hall for travel expenses incurred in April 2017. A copy of the expense report had been made available to the Committee prior to the meeting. Per MTC’s Travel Policy, adopted on October 26, 2012, the Audit Committee must approve any expenses claimed for travel that occurred more than 30 days prior to submission for reimbursement.

On motion by Mr. Rubin, seconded by Chair Kemp, the following resolution was approved, with Mr. Hall recused.

**RESOLVED**, the Audit Committee hereby approves the expense report for Mr. Hall, as submitted, pursuant to the Audit Committee’s authority as set forth in the MTC Travel Policy adopted on October 26, 2012.

**CONFLICT OF INTEREST WAIVER:**

Director Anderson advised that MTC had received a request from portfolio company Arvegenix that MTC consent to Arvegenix’s engagement of attorneys at Thompson Coburn LLP with unique experience and expertise in biotechnology intellectual property matters. Mr. Litz advised that, if MTC were to consent to the engagement, Thompson Coburn would assure that attorneys working on intellectual property matters on behalf of Arvegenix would not have access to MTC files. Mr. Rubin questioned if the staff person could ever work with MTC at a later date? Mr. Litz advised that it could be possible,

related to another matter, however, if MTC objected such attorneys would be excluded from serving as counsel to MTC on all matters. Mr. Litz left the call at 3:08 pm for the Committee to further discuss the topic and returned at 3:10 pm after the discussion.

On motion by Mr. Kemp, seconded by Mr. Rubin, the following resolution was unanimously approved:

**RESOLVED**, the Audit Committee hereby approves the conflict waiver requested by Arvegenix, as presented, and

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

**CLOSED SESSION**

On motion by Mr. Rubin, seconded by Mr. Hall, the following resolution was approved by roll call vote as follows:

**RESOLVED**, the Audit Committee hereby approves entering into Closed Session at 3:10 p.m. pursuant to Sections 610.021 (1), (14) and (17) RSMo.

Chair Kemp     aye  
Mr. Rubin       aye  
Mr. Hall         aye

On motion by Mr. Hall, seconded by Mr. Rubin, the following resolution was approved by roll call vote as follows:

**RESOLVED**, the Audit Committee hereby reconvenes from Closed Session at 3:22 p.m.

Chair Kemp     aye  
Mr. Rubin       aye  
Mr. Hall         aye

Chair Kemp reported that the Audit Committee took no action in Closed Session after a discussion confined to the matters stated above. The Audit Committee continued its discussion in Open Session.

**REVIEW OF Q4 TREASURER’S REPORT:**

Chair Kemp reviewed the Fourth Quarter Treasurer’s Report and brought to the Committee’s attention the Investment and Pending Grants database, which Amy Steinman had improved and organized, making it easier to read. Chair Kemp stated all reports had been uploaded to BoardPaq for review prior to the meeting.

**UPDATE ON MTC OPERATING PLAN:**

Director Anderson presented the draft FY18 MTC Operating Plan for review and discussion. The proposed draft includes a MOBEC funding cycle from \$3.1 million in reserved funds and adding a category for early stage business grants to the MOBEC application during Q1. The proposed draft plan also includes an IDEA Fund program funding cycle funded utilizing \$3.8 million in reserved funds in Q2. Innovation Centers are proposed to be funded with \$2.4 million in new FY2018 state appropriations.

Discussion was held regarding funding options for the Innovation Centers.

**ADJOURNMENT:**

Having no further business, the Audit Committee hereby adjourns at 3:45 p.m.