

Minutes
Missouri Technology Corporation Executive Committee
Thursday, March 22, 2018

The Executive Committee (the “Executive Committee”) of the Board of Directors of Missouri Technology Corporation (the “MTC”) met on Thursday, March 22, 2018, beginning at 4:00 p.m. The meeting was held via conference call.

Members of the Executive Committee participating:

Jason Hall	Chair
Garry Kemp	Member
Dr. Jim Baker	Member
Dr. Dedric Carter	Member
Rob Dixon	Member

Staff and Counsel participating:

Bill Anderson	MTC Executive Director
Bill Vega	MTC Staff
Dan Kaemmerer	MTC Staff
Tom Litz	Thompson Coburn LLP

WELCOME AND CALL TO ORDER:

Chair Hall called the meeting to order at 4:00 p.m. and declared a quorum to be present with 3 members of the Executive Committee participating.

APPROVAL OF MINUTES:

Chair Hall asked if there were any comments on the draft minutes of the meeting of the Executive Committee held on March 13, 2018, which had been distributed to the Executive Committee prior to the meeting. On motion by Mr. Kemp, seconded by Dr. Baker, the following resolution was unanimously approved:

RESOLVED, the Executive Committee hereby approves the minutes of the Executive Committee’s meeting held on March 13, 2018, as presented.

CLOSED SESSION:

On motion by Chair Hall, seconded by Mr. Kemp, the following resolution was approved by roll call vote:

RESOLVED, the Executive Committee hereby approves entering into Closed Session at 4:02 p.m. pursuant to Sections 610.021 (1), (12), (14) and (15) RSMo.

Chair Hall	aye
Mr. Kemp	aye
Dr. Baker	aye

On motion by Chair Hall, seconded by Dr. Baker, the following resolution was approved by roll call vote:

RESOLVED, the Executive Committee approves reconvening from Closed Session at 4:13 p.m.

Chair Hall	aye
Mr. Kemp	aye
Dr. Baker	aye
Director Dixon	aye

Chair Hall reported that the Executive Committee took no action in Closed Session after a discussion confined to the matters stated above.

IDEA FUND TRANSACTION DOCUMENTS:

After discussion and on motion by Dr. Baker, seconded by Chair Hall, the following resolutions were unanimously approved:

Payit, LLC

RESOLVED, the Executive Committee on behalf of the MTC Board hereby approves the transaction documents for a secured convertible loan by the MTC in an amount up to \$60,729.72 pursuant to Seed Capital Co-Investment Application 2015-17-014a (payit) in substantially the forms presented;

FURTHER RESOLVED, the Executive Committee on behalf of the MTC Board hereby authorizes the MTC Executive Director to execute and deliver on behalf of the MTC all documents relating to such loan on behalf of the MTC; and

FURTHER RESOLVED, the Executive Committee on behalf of the MTC Board hereby authorizes the MTC Executive Director on behalf of the MTC to negotiate, amend and approve any and all agreements, documents or instruments and to take such other actions as may be required or desirable in connection with, or in furtherance of, such loan.

MediBeacon, Inc.

RESOLVED, the Executive Committee on behalf of the MTC Board hereby approves the transaction documents for a secured loan by the MTC in an amount up to \$250,000 pursuant to Venture Capital Co-Investment Application 2015-10-004a (MediBeacon) in substantially the forms presented;

FURTHER RESOLVED, the Executive Committee on behalf of the MTC Board hereby authorizes the MTC Executive Director to execute and deliver on behalf of the MTC all documents relating to such loan on behalf of the MTC; and

FURTHER RESOLVED, the Executive Committee on behalf of the MTC Board hereby authorizes the MTC Executive Director on behalf of the MTC to negotiate, amend and approve any and all agreements, documents or instruments and to take such other actions as may be required or desirable in connection with, or in furtherance of, such loan.

Keybot Inc.

RESOLVED, the Executive Committee on behalf of the MTC Board hereby approves the transaction documents for a convertible loan by the MTC in an amount up to \$100,000 pursuant to Seed Capital Co-Investment Application 2017-23-006 (Keybot) in substantially the forms presented;

FURTHER RESOLVED, the Executive Committee on behalf of the MTC Board hereby authorizes the MTC Executive Director to execute and deliver on behalf of the MTC all documents relating to such investment on behalf of the MTC; and

FURTHER RESOLVED, the Executive Committee on behalf of the MTC Board hereby authorizes the MTC Executive Director on behalf of the MTC to negotiate, amend and approve any and all agreements, documents or instruments and to take such other actions as may be required or desirable in connection with, or in furtherance of, such investment.

IDEA FUND TRANSACTION MODIFICATION:

After discussion and on motion by Chair Hall, seconded by Mr. Kemp, the following resolutions were unanimously approved:

Nexmatix LLC

RESOLVED, the Executive Committee on behalf of the MTC Board hereby approves the plan of dissolution and liquidation of Nexmatix LLC in substantially the form presented;

FURTHER RESOLVED, the Executive Committee on behalf of the MTC Board hereby approves the MTC Executive Director to spend an amount up to \$10,000 to cover costs associated with such dissolution and liquidation;

FURTHER RESOLVED, the Executive Committee on behalf of the MTC Board hereby authorizes the MTC Executive Director to execute and deliver on behalf of the MTC all documents relating to such dissolution and liquidation on behalf of the MTC; and

FURTHER RESOLVED, the Executive Committee on behalf of the MTC Board hereby authorizes the MTC Executive Director on behalf of the MTC to negotiate, amend and approve any and all agreements, documents or instruments and to take such other actions as may be required or desirable in connection with, or in furtherance of, such dissolution and liquidation.

NEW BUSINESS: Having no new business to discuss, and on motion by Mr. Kemp, seconded by Dr. Baker, the meeting adjourned at 4:20 p.m.

MEETING ADJOURNED