

Minutes
Missouri Technology Corporation Executive Committee
Friday, November 3, 2017

The Executive Committee (the “Executive Committee”) of the Board of Directors of Missouri Technology Corporation (the “MTC”) met on Friday, November 3, 2017, beginning at 8:00 a.m. The meeting was held via conference call.

Members of the Executive Committee participating:

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

Staff and Counsel participating:

Bill Anderson	MTC Executive Director
Bill Vega	MTC Staff
Amy Steinman	MTC Staff
Dawn Overbey	DED Staff
Greg Patterson	Thompson Coburn LLP

WELCOME AND CALL TO ORDER:

Chair Hall called the meeting to order at 8:02 a.m. and declared a quorum to be present with five 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 September 20, 2017, 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 September 20, 2017, as presented.

INNOVATION CENTER EQUIPMENT REQUEST:

Director Anderson presented a request from Jordan Valley Innovation Center to purchase equipment necessary for the center to maintain its state of the art facility and conduct cutting-edge research at a cost of \$50,000. On motion by Mr. Kemp, seconded by Chair Hall, the following resolution was unanimously approved by those non-recused members (Dr. Baker recused due to his position at Missouri State University which is affiliated with the Jordan Valley Innovation Center):

RESOLVED, the Executive Committee on behalf of the MTC Board hereby approves the request submitted by the Jordan Valley Innovation Center to purchase equipment pursuant to its FY2018 Innovation Center contract, as presented.

CLOSED SESSION:

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

RESOLVED, the Executive Committee hereby approves entering into Closed Session at 8:07 a.m. pursuant to Sections 610.021 (1), (12), (14) and (15) RSMo.

Chair Hall	aye	Mr. Dixon	aye
Mr. Kemp	aye	Dr. Carter	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 8:34 a.m.

Chair Hall	aye	Mr. Dixon	aye
Mr. Kemp	aye	Dr. Carter	aye
Dr. Baker	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 by those non-recused members (Dr. Carter recused from the discussion and vote regarding Tioma Therapeutics due to his employment at Washington University, which has an intellectual property license with Tioma Therapeutics):

SquareOffs LLC

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 \$225,000 to Square Offs LLC pursuant to Seed Capital Co-Investment Application 2016-20-005 (SquareOffs) in substantially the form 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.

ImmunoPhotonics Inc.

RESOLVED, the Executive Committee on behalf of the MTC Board hereby approves the transaction documents for an investment by the MTC in an amount up to \$100,000 to purchase Series A Convertible Preferred Stock of ImmunoPhotonics, Inc. pursuant to Seed Capital Co-Investment Application 2017-21-007 (ImmunoPhotonics, Inc.) in substantially the form 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.

Babyation LLC

RESOLVED, the Executive Committee on behalf of the MTC Board hereby approves the transaction documents for an investment by the MTC in an amount up to \$100,000 in the form of a "SAFE" (Simplified Agreement for Future Equity) with Babyation LLC pursuant to TechLaunch Application 2016-18-002 (Babyation LLC.) in substantially the form 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.

SoftVu LLC

RESOLVED, the Executive Committee on behalf of the MTC Board hereby approves the transaction documents for an investment by the MTC in an amount up to \$200,000 to purchase Class A units of membership interests of SoftVu LLC pursuant to Seed Capital Co-Investment Application 2017-22-018 (SoftVu LLC) in substantially the form 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.

Tioma Therapeutics Inc.

RESOLVED, the Executive Committee on behalf of the MTC Board hereby approves the transaction documents for the MTC to exercise its contractual preemptive rights to invest up to \$150,000 to purchase Series A-1 Convertible Preferred Stock of Tioma Therapeutics, Inc. pursuant to Venture Capital Co-Investment Application 2014-10-003 (Tioma Therapeutics, Inc.) in substantially the form 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.

Edison Agrosciences Inc.

RESOLVED, the Executive Committee on behalf of the MTC Board hereby approves the transaction documents for an investment by the MTC in an amount up to \$6,700 to purchase its pro rata share of Series Seed Prime Preferred Stock of Edison Agrosciences, Inc. pursuant to Seed Capital Co-Investment Application 2016-21-029 (Edison Agrosciences, Inc.) in substantially the form 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.

NEW BUSINESS:

Director Anderson advised he may need to schedule another Executive Committee meeting before the Thanksgiving holiday. Having no further business on the agenda and on motion by Chair Hall, seconded by Mr. Kemp, the meeting adjourned at 8:41 a.m.

MEETING ADJOURNED