

FINAL Minutes
Missouri Technology Corporation
Wednesday, January 22, 2020

The regular meeting of the Missouri Technology Corporation (the “MTC”) Board of Directors (the “Board”) was held on Wednesday, January 22, 2020, beginning at 10:00 a.m. The meeting was held at Missouri Department of Economic Development, Truman Building, Room 720, 301 West High St, Jefferson City, MO 65102.

Members present or absent:

Jason Hall	Chair	Present
Dr. Jim Baker	Member	Present
Dr. Dedric Carter	Member	Present via phone; exited at 12:00
Dan Cobb	Member	Present
Rob Dixon	Member	Present 10:45 a.m. to 11:12 a.m.
Rep Travis Fitzwater	Member	Absent
Sen Dan Hegeman	Member	Absent
Jim Heeter	Member	Absent
Garry Kemp	Member	Present
Dr. Mark McIntosh	Member designee-MU	Present joined via phone at 10:15 a.m.
Lisa Nichols	Member	Present
Michael O’Connell	Member	Present via phone
Donn Rubin	Member	Present joined via phone at 11:17 a.m.
Erv Switzer	Member	Present via phone
Vacant	Member	

Staff and Outside Legal Counsel present:

Tori Benson	MTC Interim Executive Director
Amy Steinman	MTC staff
Greg Patterson	Thompson Coburn LLP, MTC Legal Counsel

WELCOME AND CALL TO ORDER:

Chair Hall called the meeting to order at 10:02 a.m. Quorum was established with eight members present.

APPROVAL OF MINUTES:

Chair Hall asked if there were any comments on the draft minutes of the October 29, 2019, Board meeting, which had been distributed to the Board prior to the meeting. There were no comments. On motion by Mr. Cobb, seconded by Ms. Nichols, the following resolution was unanimously approved by those members present:

RESOLVED, the Board hereby approves the minutes of the regular Board meeting held on October 29, 2019, as submitted.

EXECUTIVE DIRECTOR SEARCH UPDATE:

Chair Hall updated the Board on the status of the search of a permanent Executive Director and the direction that MTC will be moving with a new Executive Director employed.

CLOSED SESSION:

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

RESOLVED, the Board hereby approves entering Closed Session at 10:12 a.m. pursuant to Sections 610.021 (1), (12), (14) and (15) RSMo.

Jason Hall	aye	Dr. Jim Baker	aye	Dr. Dedric Carter	aye
Dan Cobb	aye	Garry Kemp	aye	Lisa Nichols	aye
Michael O’Connell III	aye	Erv Switzer	aye		

Tori Benson and Amy Steinman left the meeting at 10:13 a.m.

Dr. Mark McIntosh joined the meeting via phone at 10:17 a.m.

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

RESOLVED, the Board hereby approves exiting Closed Session at 10:36 a.m.

Jason Hall	aye	Dr. Jim Baker	aye	Dr. Detric Carter	aye
Dan Cobb	aye	Garry Kemp	aye	Dr. Mark McIntosh	aye
Lisa Nichols	aye	Michael O'Connell III	aye	Erv Switzer	aye

Tori Benson and Amy Steinman re-joined the meeting at 10:39 a.m.

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

On motion by Dr. Baker, seconded by Dr. Carter, the following resolutions were unanimously approved by those members present:

WHEREAS, the Board has concluded its process for selection of a new Executive Director and has determined to extend an offer, subject to the satisfaction of the new hire procedures and processes recommended by the Missouri Department of Economic Development; and

WHEREAS, for certain administrative efficiencies and to provide additional flexibility in structuring a competitive compensation package for the new Executive Director, the Board has determined to engage a service provider to serve as an intermediate employer by hiring personnel, offering such personnel access to compensation alternatives, including health insurance and retirement benefits, and billing the service provider's clients for such services; and

WHEREAS, the Board wishes to engage such services for the purpose of employing the new Executive Director and such other staff as the may be determined necessary or desirable; and

WHEREAS, the MTC Bylaws restrict the designation of the Executive Director as an officer of the MTC unless the Executive Director has a written employment agreement in place with the MTC or the Missouri Department of Economic Development; and

WHEREAS, the MTC Bylaws may be amended following approval (a) by a majority vote of the Board and (b) the Governor of the State of Missouri;

NOW, THEREFORE, BE IT RESOLVED, Article V, Section 1 of the MTC Bylaws be, and hereby is, subject to the approval of the Governor of the State of Missouri, amended and restated as follows:

Section 1. Officers. The officers of the Corporation shall be a Chairperson of the Board of Directors, a Vice-Chairperson of the Board of Directors, and a Secretary/Treasurer. In addition, the Corporation shall appoint an Executive Director, who shall be selected by the Board of Directors. The Executive Director shall not be required to be an employee of the Corporation or the Missouri Department of Economic Development.

FURTHER RESOLVED, that the MTC staff is hereby directed to present the proposed amendment to the Bylaws to the Governor of the State of Missouri for approval and, upon such approval, to reflect the amendment to the Bylaws; and be it

FURTHER RESOLVED, that the MTC Executive Committee be, and hereby is, authorized to negotiate and enter into a contract providing for the hiring of the new Executive Director and such other staff with the compensation, benefits and such other terms as the MTC Executive Committee deems necessary or desirable in connection with, or in furtherance of, such engagement.

ECONOMIC DEVELOPMENT REPORT:

Chair Hall asked the Director of Economic Development, Mr. Rob Dixon, for an update on the Department's activities. Mr. Dixon updated the Board on the Department's "Best in the Midwest" initiative, the progress achieved in the past year and the plans for further implementation. Mr. Dixon expressed his commitment to continue to work with the MTC and the new Executive Director as the MTC refines its goals and future initiatives.

EXECUTIVE DIRECTOR REPORT:

Chair Hall asked Interim Director Benson to present the MTC Interim Executive Director report. Interim Director Benson reported the following activities during the second quarter:

- ❖ Missouri IDEA (Innovation, Development, and Entrepreneurship Advancement) Fund:
 - no new IDEA Fund transactions closed since the October board meeting;
 - overall, 181 MTC investments have closed, totaling \$48 million in direct investment by the MTC and over \$590 million in leveraged capital;
 - 4 IDEA modifications – all supporting companies making progress.
- ❖ MOBEC Grant Application Cycle
 - 25 applications received; requesting over \$7.2 million
- ❖ Process Guides for new Executive Director
- ❖ IDEA Funds application now open
- ❖ Submitted Annual Report
- ❖ Filed IRS 990

Interim Director Benson then closed her report by reviewing activities that the MTC staff planned to undertake in the third quarter of the current fiscal year.

EXECUTIVE COMMITTEE REPORT:

Chair Hall reported the following actions taken by the MTC Executive Committee during the second quarter:

- ❖ the Committee met three times during the second quarter on October 24, November 21, and December 17, 2019; and
- ❖ the Committee reviewed and approved modifications to IDEA transaction documents; extensions and budget modifications for MOBEC grants and Innovation Centers.

Chair Hall also briefly updated the Board on current discussions with the National Geospatial-Intelligence Agency ("NGA") and MTC participation in facilitating the deployment of anticipated funding and in partnering pursuant to a framework agreement to be provided by the NGA.

AUDIT AND FINANCE COMMITTEE REPORT:

Chair Hall asked Dr. Baker to present the Audit and Finance Committee report.

TREASURER'S REPORT: Dr. Baker presented the 2nd Quarter FY2020 Treasurer's Report, which had been distributed to the Board prior to the meeting. On motion by Dr. Baker, seconded by Mr. Cobb, the following resolution was unanimously approved by those members present:

RESOLVED, the Board hereby approves the 2nd Quarter FY2020 Treasurer’s Report dated January 22, 2020, as submitted.

NEXT Missouri Update:

Chair Hall asked Mr. Rubin to update the Board on NEXT Missouri. Mr. Rubin briefed the Board on NEXT Missouri, the statewide advocacy coalition that assembles entrepreneurs and other interested parties to communicate the narrative in Missouri about who and what drives economic growth and job creation. The coalition builds policy-related awareness and action among the public, influencers and policymakers by highlighting the impact of entrepreneurship and innovation across the State and developing a unified policy agenda to address some of Missouri’s barriers to entrepreneurship. Mr. Rubin concluded with a summary of the 2020 priorities for NEXT Missouri.

INVESTMENT COMMITTEE REPORT:

Chair Hall called on Mr. Cobb to present the Investment Committee report. Mr. Cobb provided an overview of the Investment Committee’s activities for the second quarter in reference to the Investment Committee report which was distributed to the Board prior to the meeting. Interim Director Benson reported that the MTC received 25 MOBEC applications, requesting more than \$7.2 million in financial assistance. The MTC staff evaluated the applications in accordance with customary practice applying the MTC’s Investment Guidelines. Twelve applications advanced to the Investment Committee for further consideration. The applicants gave presentations and the Investment Committee conducted in-person applicant interviews on January 16, 2020. The Investment Committee recommended eight applications for total funding of \$901,021.50, subject to further due diligence and the preparation and execution of definitive transaction documents.

CLOSED SESSION:

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

RESOLVED, the Board hereby approves entering Closed Session at 11:55 a.m. pursuant to Sections 610.021 (1), (12), (14) and (15) RSMo.

Jason Hall	aye	Dr. Jim Baker	aye	Dr. Dedric Carter	aye
Dan Cobb	aye	Garry Kemp	aye	Dr. Mark McIntosh	aye
Lisa Nichols	aye	Michael O’Connell III	aye	Donn Rubin	aye
Erv Switzer	aye				

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

RESOLVED, the Board hereby approves exiting Closed Session at 12:02 p.m.

Jason Hall	aye	Dr. Jim Baker	aye	Dan Cobb	aye
Garry Kemp	aye	Dr. Mark McIntosh	aye	Lisa Nichols	aye
Michael O’Connell III	aye	Donn Rubin	aye	Erv Switzer	aye

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

INVESTMENT COMMITTEE RECOMMENDATIONS:

On motion by Ms. Nichols, seconded by Chair Hall, the following resolutions were unanimously approved by those members present:

MOBEC

RESOLVED, the Board hereby approves the following Missouri Building Entrepreneurial Capacity Program applications, subject to satisfaction of ordinary program conditions and other conditions as noted: MOBEC 2019-25-001 (Arch Grants) in the amount up to \$125,000; MOBEC 2019-25-006 (Fulton Area Development Foundation d/b/a Show-Me Innovation Center) in the amount up to \$25,000; MOBEC 2019-25-008 (Joplin Area Chamber of Commerce Foundation) in the amount up to \$111,334; MOBEC 2019-25-010 (LaunchCode Foundation) in the amount up to \$150,000; MOBEC 2019-25-011 (LaunchKC) in the amount up to \$100,687.50; MOBEC 2019-25-012 (LEANLAB Education) in the amount up to \$75,000; MOBEC 2019-25-013 (Marquette Tech District Foundation, Inc.) in the amount up to \$222,500; MOBEC 2019-25-016 (T-REX) in the amount of up to \$91,500;

FURTHER RESOLVED, the Board hereby delegates to the MTC Executive Committee full power and authority on behalf of the MTC to complete any remaining due diligence and 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 awards; and

FURTHER RESOLVED, the Board hereby authorizes the MTC Interim Executive Director on behalf of the MTC to execute and deliver all documents relating to such awards.

NEW BUSINESS: No matters were raised.

2020 MEETING SCHEDULE

April 22, 2020 – Mid Missouri
June 24, 2020 – Kansas City
October 21, 2020 – St. Louis

ADJOURNMENT:

Having no further business on the agenda, and on motion by Mr. Cobb, seconded by Ms. Nichols, the meeting adjourned at 12:11 p.m.

MEETING ADJOURNED