

Minutes
Missouri Technology Corporation Executive Committee
Friday, June 19, 2020

The Executive Committee (the “Executive Committee”) of the Board of Directors of Missouri Technology Corporation (the “MTC”) met on Friday, June 19, 2020, beginning at 1:15 p.m. The meeting was held via conference call.

Members of the Executive Committee participating:

Jason Hall	Chair – present
Garry Kemp	Member – present
Dr. Jim Baker	Member – present
Dr. Dedric Carter	Member – present
Rob Dixon	Member – present (joined at 1:18 p.m.)

Staff and Counsel participating:

Jack Scatizzi	Executive Director
Tori Benson	MTC Staff
Amy Steinman	MTC Staff
Greg Patterson	Thompson Coburn LLP
David Lemkemeier	Lewis Rice LLC

WELCOME AND CALL TO ORDER:

Chair Hall called the meeting to order at 1:15 p.m. and declared a quorum to be present with four members of the Executive Committee participating.

APPROVAL OF MINUTES:

Chair Hall asked if there were any comments on the draft minutes of the June 3, 2020, Executive Committee meeting, which had been distributed to the Executive Committee prior to the meeting. There were no comments. On motion by Mr. Kemp, seconded by Dr. Carter, the following resolution was unanimously approved by those members present:

RESOLVED, the Executive Committee hereby approves the minutes of the Executive Committee meeting held on June 3, 2020, as submitted.

CLOSED SESSION:

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

RESOLVED, the Executive Committee hereby approves entering into Closed Session at 1:16 p.m. pursuant to Sections 610.021 (1), (3), (12), (14), and (15) RSMo.

Chair Hall	aye
Dr. Baker	aye
Dr. Carter	aye
Mr. Kemp	aye

Mr. Dixon joined the meeting at 1:18 p.m.

Mr. Lemkemeier left the meeting at 1:45 p.m.

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

RESOLVED, the Executive Committee hereby approves reconvening from Closed Session at 1:55 p.m.

Chair Hall	aye
Dr. Baker	aye
Dr. Carter	aye
Director Dixon	aye

Mr. Kemp aye

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

NGA RFP FOR CORPORATE ACCELERATOR

On motion by Mr. Kemp, seconded by Chair Hall, the following resolution was unanimously approved by those members present:

RESOLVED, that the Executive Committee on behalf of the MTC Board hereby directs the Executive Director to prepare and publish on the MTC's website, and disseminate through such other means as the Executive Director determines, a Request for Proposal for the engagement of a third-party operator for the accelerator contemplated in the initial Statement of Work issued to the MTC pursuant to the Partnership Intermediary Agreement between the National Geospatial Intelligence Agency and the MTC.

IDEA FUND TRANSACTIONS

Tallyfy, Inc.

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

RESOLVED, the Executive Committee on behalf of the MTC Board hereby approves the amendment (the "Tallyfy Amendment") to extend the maturity date of the Convertible Promissory Note issued to the MTC by Tallyfy Inc., ("Tallyfy"), dated August 16, 2016, in the original principal amount of \$200,000; and

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 the Tallyfy Amendment; 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 the Tallyfy Amendment.

AdSwapper, Inc.

On motion by Dr. Carter, seconded by Mr. Kemp, the following resolution was unanimously approved by those members present:

RESOLVED, the Executive Committee on behalf of the MTC Board hereby approves the conversion of the Convertible Note issued to the MTC by AdSwapper Inc. ("AdSwapper"), dated May 24, 2018, in the original principal amount of \$200,000, into 47,714 shares of Series A Preferred Stock (the "AdSwapper Conversion");

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 the AdSwapper Conversion; 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 the AdSwapper Conversion.

NEW BUSINESS: Chair Hall reminded the Executive Committee of the two upcoming Board meetings, June 24, 2020, and July 13, 2020. Finally, Chair Hall wanted to recognize that today is Juneteenth and the importance it holds for our nation.

On motion by Chair Hall, seconded by Dr. Carter, the meeting adjourned at 2:01 p.m.