

**Minutes**  
**Missouri Technology Corporation Executive Committee**  
**Thursday, August 20, 2020**

The Executive Committee (the “Executive Committee”) of the Board of Directors of Missouri Technology Corporation (the “MTC”) met on Thursday, August 20, 2020, beginning at 2:30 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 – absent

Staff and Counsel participating:

Jack Scatizzi	Executive Director
Tori Benson	MTC Staff
Amy Steinman	MTC Staff
Greg Patterson	Thompson Coburn LLP

**WELCOME AND CALL TO ORDER:**

Chair Hall called the meeting to order at 2:31 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 August 4, 2020, Executive Committee meeting, which had been distributed to the Executive Committee prior to the meeting. There were no comments. On motion by Chair Hall, seconded by Mr. Kemp, 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 August 5, 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 2:33 p.m. pursuant to Sections 610.021 (1), (9), (12), (14), and (15) RSMo.

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

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

**RESOLVED**, the Executive Committee hereby approves reconvening from Closed Session at 2:48 p.m.

Chair Hall	aye
Dr. Baker	aye
Dr. Carter	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 Contract**

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

**RESOLVED**, the Executive Committee on behalf of the MTC Board hereby approves the Statement of Work, Order for Supplies or Services and the Contract Data Requirements List (collectively, the “NGA Contract”) in substantially the forms presented; and

**FURTHER RESOLVED**, the Executive Committee on behalf of the MTC Board hereby grants the MTC Executive Director full power and authority on behalf of the MTC to complete any remaining due diligence and to negotiate, amend, approve, execute and deliver the NGA Contract any and all agreements, documents or instruments and to take such other actions as may be required or desirable in connection with the NGA Contract.

### **Accelerator Operator**

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

**RESOLVED**, the Executive Committee on behalf of the MTC Board hereby approves the selection of the Capital Innovators as the Accelerator Operator, as recommended by the MTC Investment Committee.

### **Innovation Center Contracts**

On motion by Chair Hall, seconded by Mr. Kemp, the following resolutions were approved by those members present with the exception of Dr. Baker recused himself from the vote due to the conflict of interest arising from his involvement with an Innovation Center.

**RESOLVED**, the Executive Committee on behalf of the MTC Board hereby approves the Innovation Center Contracts (the “Contracts”) in substantially the forms presented; and

**FURTHER RESOLVED**, the Executive Committee on behalf of the MTC Board hereby authorizes the MTC Executive Director full power and authority on behalf of the MTC to complete any remaining due diligence and to negotiate, amend, approve, execute and deliver the Contracts and any and all agreements, documents or instruments and to take such other actions as may be required or desirable in connection with the Contracts.

### **MOU with DED**

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

**RESOLVED**, the Executive Committee on behalf of the MTC Board hereby approves the General Agreement between the MTC and the Missouri Department of Economic Development in substantially the form presented (the “General Agreement”); and

**FURTHER RESOLVED**, the Executive Committee on behalf of the MTC Board hereby authorizes the MTC Executive Director full power and authority on behalf of the MTC to complete any remaining due diligence and to negotiate, amend, approve, execute and deliver the General Agreement and any and all agreements, documents or instruments and to take such other actions as may be required or desirable in connection with the General Agreement.

**NEW BUSINESS:** None

On motion by Chair Hall, seconded by Dr. Baker, the meeting adjourned at 2:54 p.m.

**MEETING ADJOURNED**