

Minutes
Missouri Technology Corporation Executive Committee
Wednesday, September 16, 2020

The Executive Committee (the “Executive Committee”) of the Board of Directors of Missouri Technology Corporation (the “MTC”) met on Wednesday, September 16, 2020, beginning at 2:00 p.m. The meeting was held via conference call.

Members of the Executive Committee participating:

Jason Hall	Chair – absent
Dr. Dedric Carter	Vice-Chair – present
Garry Kemp	Member – present
Dr. Jim Baker	Member – present
Rob Dixon	Member – absent

Staff and Counsel participating:

Jack Scatizzi	Executive Director
Tori Benson	MTC Staff
Samuel A. Yoffie	Lewis Rice LLC

WELCOME AND CALL TO ORDER:

Dr. Carter called the meeting to order at 2:00 p.m. and declared a quorum to be present with three members of the Executive Committee participating.

APPROVAL OF MINUTES:

Dr. Carter asked if there were any comments on the draft minutes of the August 20, 2020, Executive Committee meeting, which had been distributed to the Executive Committee prior to the meeting. There were no comments. On motion by Dr. Carter, seconded by Dr. Baker, 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 20, 2020, as submitted.

CLOSED SESSION:

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

RESOLVED, the Executive Committee hereby approves entering into Closed Session at 2:01 p.m. pursuant to Sections 610.021 (1), (9), (12), (14), and (15) RSMo.

Dr. Baker	aye
Dr. Carter	aye
Mr. Kemp	aye

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

RESOLVED, the Executive Committee hereby approves reconvening from Closed Session at 2:16 p.m.

Dr. Baker	aye
Dr. Carter	aye
Mr. Kemp	aye

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

Canopy Biosciences

On motion by Dr. Baker, 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 authorizes the MTC Executive Director to execute and deliver the Letter of Transmittal and Joint Consent of Members & Managers as requested by Canopy Biosciences LLC (the “Canopy Request”), in connection with the merger and sale of Canopy Biosciences LLC; 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, execute, deliver, 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 Canopy Request.

NGA Amendment

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 amendment to the Partnership Intermediary Agreement by and between MTC and the National Geospatial-Intelligence Agency with respect to certain prohibited telecommunications engagements in substantially the form presented (the “NGA 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 execute and deliver the NGA Amendment 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, the NGA Amendment.

Dr. Carter noted that the Executive Committee recommends that the Executive Director develop a policy that aligns with the national security request for the Executive Committee’s review at a future meeting.

NEW BUSINESS: None

On motion by Dr. Carter, seconded by Mr. Kemp, the meeting adjourned at 2:20 p.m.

MEETING ADJOURNED