

Minutes
Missouri Technology Corporation Executive Committee
Wednesday, September 30, 2020

The Executive Committee (the “Executive Committee”) of the Board of Directors of Missouri Technology Corporation (the “MTC”) met on Wednesday, September 30, 2020, beginning at 3:00 p.m. The meeting was held via conference call.

Members of the Executive Committee participating:

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

Staff and Counsel participating:

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

WELCOME AND CALL TO ORDER:

Chair Hall called the meeting to order at 3:05 p.m. and declared a quorum to be present with three members of the Executive Committee participating.

APPROVAL OF MINUTES:

Chair Hall asked if there were any comments on the draft minutes from the September 16, 2020, Executive Committee meeting, which had been distributed to the Executive Committee prior to the meeting. There were no comments. On motion by Dr. Baker, seconded by Chair Hall, 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 September 16, 2020, as submitted.

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 3:06 p.m. pursuant to Sections 610.021 (1), (9), (12), (14), and (15) RSMo.

Chair Hall	aye
Dr. Baker	aye
Mr. Kemp	aye

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

RESOLVED, the Executive Committee hereby approves reconvening from Closed Session at 3:44 p.m.

Chair Hall	aye
Dr. Baker	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.

REVIEW OF EXECUTIVE COMMITTEE CHARTER:

The Executive Committee reviewed the Executive Committee Charter which had been distributed prior to the meeting. A discussion was had and the Executive Committee determined that no changes to the charter were necessary at this time.

DENIM SOFTWARE, INC.

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 approves the Fractional Share Repurchase requested by Denim Software, Inc. (the “Denim Request”); 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 Denim Request.

JOPLIN AREA CHAMBER

On motion by Chair Hall, 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 grant modification of the Joplin Area Chamber of Commerce Foundation MOBEC Grant consistent with the direction provided by the Executive Committee (the “Joplin Modification”); 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 Joplin Modification.

The Executive Committee had a discussion about the current COVID environment in regards to modifications to existing grants. The Executive Committee requested that Staff present a policy to provide procedures for the Executive Director to approve amendments to grant agreements.

NEW BUSINESS:

On motion by Chair Hall, seconded by Dr. Baker, the meeting adjourned at 3:48 p.m.

MEETING ADJOURNED