

**Minutes**  
**Missouri Technology Corporation Executive Committee**  
**Wednesday, January 13, 2021**

The Executive Committee (the “Executive Committee”) of the Board of Directors of Missouri Technology Corporation (the “MTC”) met on Wednesday, January 13, 2021, beginning at 2:30 p.m. The meeting was held via conference call.

Members of the Executive Committee participating:

Jason Hall	Chair – present (joined 2:36 p.m.)
Dr. Dedric Carter	Vice-Chair – present
Dr. Jim Baker	Member – present
Rob Dixon	Member – absent
Garry Kemp	Member – present

Staff and Counsel participating:

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

**WELCOME AND CALL TO ORDER:**

Vice-Chair Carter called the meeting to order at 2:35 p.m. and declared a quorum to be present with three members of the Executive Committee participating.

**APPROVAL OF MINUTES:**

Vice-Chair Carter asked if there were any comments on the draft minutes from the December 21, 2020, Executive Committee meeting, which had been distributed prior to the meeting. There were no comments. On motion by Dr. Baker, 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 December 20, 2020, as submitted.

Chair Hall joined call at 2:36 p.m. and chaired the remainder of the meeting.

**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 2:37 p.m. pursuant to Sections 610.021 (1), (12), (14) and (15) RSMo.

Chair Hall	aye
Dr. Baker	aye
Dr. Carter	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 3:18 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.

**MAZEN ANIMAL HEALTH SALE OF NOTE:**

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 sale of the convertible promissory notes issued by Mazen Animal Health, Inc. to the MTC (the “Mazen Sale”) pursuant to the Convertible Promissory Note Sale, Transfer and Assignment Agreement in substantially the form presented (the “Sale Agreement”); 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 the Sale Agreement; 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 Mazen Sale.

**NGA ACCELERATOR BRAND CONSULTANT PROPOSAL:**

On motion by Chair Hall, 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 of Services and the Contract Data Requirements List (collectively, the “Bids”) 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 Bids any and all agreements, documents or instruments and to take such other actions as may be required or desirable in connection with the Bids as long as the project is contained with a budget of \$3,500.

**NEW BUSINESS:**

None

**MEETING ADJOURNED:**

On motion by Dr. Baker, seconded by Chair Hall, the meeting adjourned at 3:25 p.m.