

Minutes
Missouri Technology Corporation Executive Committee
Friday, December 11, 2020

The Executive Committee (the “Executive Committee”) of the Board of Directors of Missouri Technology Corporation (the “MTC”) met on Friday, December 11, 2020, beginning at 1:30 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
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 1:30 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 November 23, 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 November 23, 2020, as submitted.

CLOSED SESSION:

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

RESOLVED, the Executive Committee hereby approves entering into Closed Session at 1:31 p.m. pursuant to Sections 610.021 (1), (12), (14), and (15) RSMo.

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

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

RESOLVED, the Executive Committee hereby approves reconvening from Closed Session at 1:46 p.m.

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

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

BENSON HILL BIOSYSTEMS INC. SHAREHOLDER CONSENT:

On motion by Vice-Chair 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 Written Consent of the Stockholders to Action Without Meeting in substantially the form provided (the “Stockholder Written Consent”) requested by Benson Hill, Inc. (“Benson Hill”), authorizing the expansion of Benson Hill’s Series D Preferred Stock financing, the repurchase of shares of certain Preferred Stock previously issued by Benson Hill and the ancillary actions contemplated with respect to the same; and

FURTHER RESOLVED, the Executive Committee on behalf of the MTC Board hereby authorizes the MTC Executive Director to execute and deliver the Stockholder Written Consent 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 such Stockholder Written Consent and the actions contemplated therein.

BENSON HILL BIOSYSTEMS INC. STOCK SALE:

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 sale of 375,000 shares of Series A Preferred Stock issued to the MTC by Benson Hill at a price per share of \$4.00 (the “Proposed Sale”) on the terms set forth in the Stock Purchase Agreement, substantially in the form provided (the “Purchase Agreement”); and

FURTHER RESOLVED, the Executive Committee on behalf of the MTC Board hereby authorizes the MTC Executive Director to execute and deliver the Purchase Agreement 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 Proposed Sale.

SENSRTRX, LLC JOINT CONSENT LETTER:

On motion by Vice-Chair 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 Statement of Unanimous Consent to Action Taken in lieu of a Special Joint Meeting of the Managers and Members in substantially the form provided (the “Member Written Consent”) requested by SensrTrx, LLC (“SensrTrx”), authorizing the investment in SensrTrx by Mucker V, L.P. and waiving the members’ pre-emptive rights with respect to such investment; and

FURTHER RESOLVED, the Executive Committee on behalf of the MTC Board hereby authorizes the MTC Executive Director to execute and deliver the Member Written Consent 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 such Member Written Consent and the actions contemplated therein.

NEW BUSINESS:

None

MEETING ADJOURNED:

On motion by Vice-Chair Carter, seconded by Dr. Baker, the meeting adjourned at 1:54 p.m.