

Minutes
Missouri Technology Corporation Executive Committee
Thursday, October 24, 2019

The Executive Committee (the “Executive Committee”) of the Board of Directors of Missouri Technology Corporation (the “MTC”) met on Thursday, October 24, 2019, beginning at 2:30 p.m. The meeting was held via conference call.

Members of the Executive Committee:

Jason Hall	Chair – present
Garry Kemp	Member – present
Dr. Jim Baker	Member – present (off call from 2:36 to 2:40 p.m.)
Dr. Dedric Carter	Member – present
Rob Dixon	Member – absent

Staff and Counsel participating:

Tori Benson	MTC Interim Executive Director
Amy Steinman	MTC staff
Tom Litz	Thompson Coburn LLP
Greg Patterson	Thompson Coburn LLP

WELCOME AND CALL TO ORDER:

Chair Hall called the meeting to order at 2:32 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 September 12, 2019, Executive Committee meeting, which had been distributed to the Committee prior to the meeting. There were no comments. On motion by Mr. Kemp, 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 September 12, 2019, 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), (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. Baker, the following resolution was approved by roll call vote:

RESOLVED, the Executive Committee hereby approves reconvening from Closed Session at 2:50 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.

IDEA FUND TRANSACTIONS

On motion by Chair Hall, seconded by Mr. Kemp, and after discussion, the following resolutions were unanimously approved by those members present:

Geneoscopy Inc.

RESOLVED, the Executive Committee on behalf of the MTC Board hereby approves the conversion of the SAFE Agreement issued to the MTC by Geneoscopy Inc., a Delaware corporation (“Geneoscopy”), dated March 16, 2018, in the original principal amount of \$100,000.00, into 23,438 shares of Series A-1 Preferred Stock (the “Geneoscopy Conversion”); and

FURTHER RESOLVED, the Executive Committee on behalf of the MTC Board hereby authorizes the MTC Interim Executive Director to execute and deliver on behalf of the MTC all documents relating to the Geneoscopy Conversion; and

FURTHER RESOLVED, the Executive Committee on behalf of the MTC Board hereby authorizes the MTC Interim 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 Geneoscopy Conversion.

Innovation Center Equipment Request

On a motion by Chair Hall, seconded by Dr. Carter, and after discussion, the following resolutions were unanimously approved by those members present with Dr. Baker recusing himself from the vote.

RESOLVED, the Executive Committee on behalf of the MTC Board hereby approves the request by Missouri State University – Springfield Innovation, Inc. for a budget modification to the FY2020 Operating Plan for Core Technology Programs agreement to purchase certain specified equipment, in substantially the form presented; and

FURTHER RESOLVED, the Executive Committee on behalf of the MTC Board hereby authorizes the MTC Interim 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 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 budget modification.

MOBEC Extension Request:

On a motion by Dr. Baker, seconded by Dr. Carter, and after discussion, the following resolutions were unanimously approved by those members present:

RESOLVED, the Executive Committee on behalf of the MTC Board hereby approves the request by University of Missouri – Kansas City (“UMKC”) for an extension of the MOBEC Grant agreement for the grant to UMKC pursuant to proposal MOBEC 2017-23-009, in substantially the form presented; and

FURTHER RESOLVED, the Executive Committee on behalf of the MTC Board hereby authorizes the MTC Interim 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 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 grant extension.

NEW BUSINESS

A draft of the annual report was included for the committee to review. Chair Hall mentioned that Dr. Weber gave notice that he is resigning from the Board.

On motion by Chair Hall, seconded by Dr. Carter, the meeting adjourned at 2:41 p.m.

MEETING ADJOURNED