

Minutes
Missouri Technology Corporation Executive Committee
Friday, May 20, 2022

The Executive Committee (the “Executive Committee”) of the Board of Directors of Missouri Technology Corporation (the “MTC”) met on Friday, May 20, 2022, beginning at 3:30 p.m. The meeting was held via conference call.

Members of the Executive Committee participating:

Dr. Dedric Carter	Chair – present
Dr. Jim Baker	Member – present
Dan Cobb	Member – present
Shad Bruner	Member (proxy for the Acting Director of Economic Development) – present
Erv Switzer	Member - present

Staff and Counsel participating:

Jack Scatizzi	Executive Director
Erika Fiola	MTC Staff – exited at 5:00 p.m.
Michael Curnes	MTC Staff
Amy Steinman	MTC Staff
Greg Patterson	Thompson Coburn LLP

WELCOME AND CALL TO ORDER:

Chair Carter called the meeting to order at 3:30 p.m. and declared a quorum to be present with five members of the Executive Committee participating.

APPROVAL OF MINUTES:

Chair Carter asked if there were any comments on the draft minutes from the April 15, 2022, and May 6, 2022, Executive Committee meetings, which had been distributed prior to the meeting. On a motion by Chair Carter, seconded by Mr. Switzer, 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 April 15, 2022, and May 6, 2022, as submitted.

CLOSED SESSION:

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

RESOLVED, the Executive Committee hereby approves entering into Closed Session at 3:32 p.m. pursuant to Sections 610.021 (1), (12), (14) and (15) RSMo.

Chair Carter	aye
Dr. Baker	aye
Mr. Bruner	aye
Mr. Cobb	aye
Mr. Switzer	aye

The Executive Committee members and Counsel held an Executive Session from 4:36 p.m. until 4:59 p.m. for a personnel update. No MTC staff attended the Executive Session.

On a motion by Mr. Bruner, seconded by Chair Carter, the following resolution was approved by roll call vote:

RESOLVED, the Executive Committee hereby approves reconvening from Closed Session at 4:59 p.m.

Chair Carter aye
Dr. Baker aye
Mr. Bruner aye
Mr. Cobb aye
Mr. Switzer aye

Chair Carter reported that the Executive Committee took no action in Closed Session after a discussion confined to the matters set forth in the agenda.

DISCUSS KATALYST SURGICAL LLC ACQUISITION DOCUMENTS:

On a motion by Mr. Cobb, seconded by Dr. Baker, the following resolutions were unanimously approved by those members present:

WHEREAS, the Executive Committee on behalf of the MTC Board has determined that it is in the best interest of the MTC to approve the proposed corporate restructuring of Katalyst Surgical, LLC, a Missouri limited liability company (“Katalyst”), as contemplated in the Member Letter of Transmittal in the form presented to the Executive Committee (the “Katalyst Transmittal Letter”); and

WHEREAS, in connection with such corporate restructuring, the Executive Committee on behalf of the MTC Board has determined that it is in the best interest of the MTC to approve the assignment and assumption by Katalyst Holdco, LLC, a Missouri limited liability company, of (a) the Amended and Restated Participation Agreement, dated as of August 11, 2017, by and between the MTC and Katalyst on the terms set forth in the Assignment and Assumption of Amended and Restated Participation Agreement in the form presented to the Executive Committee and (b) the Promissory Note dated as of August 15, 2017 issued by Katalyst in favor of the MTC on the terms set forth in the Assignment and Assumption of Promissory Note in the form presented to the Executive Committee (collectively, the “Katalyst Assignment Agreements”); now, therefore, be it

RESOLVED, the Executive Committee on behalf of the MTC Board hereby approves the Katalyst Transmittal Letter and the Katalyst Assignment Agreements; 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 Katalyst Transmittal Letter and the Katalyst Assignment Agreements; 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 the Katalyst Transmittal Letter and the Katalyst Assignment Agreements and 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 transactions contemplated therein.

DISCUSS KOAGENT SURGICAL LLC ACQUISITION DOCUMENTS:

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

WHEREAS, the Executive Committee on behalf of the MTC Board has determined that it is in the best interest of the MTC to approve the proposed corporate restructuring of Kogent Surgical, LLC, a Missouri limited liability company (“Kogent”), as contemplated in the Member Letter of Transmittal in the form presented to the Executive Committee (the “Kogent Transmittal Letter”); and

WHEREAS, in connection with such corporate restructuring, the Executive Committee on behalf of the MTC Board has determined that it is in the best interest of the MTC to approve the assignment and assumption by Kogent Holdco, LLC, a Missouri limited liability company, of the letter agreement dated as of December 31, 2012, by and between the MTC and Kogent on the terms set forth in the Assignment and Assumption of Letter Agreement in the form presents to the Executive Committee (the “Kogent Assignment Agreement”); now, therefore, be it

RESOLVED, the Executive Committee on behalf of the MTC Board hereby approves the Kogent Transmittal Letter and the Kogent Assignment 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 Kogent Transmittal Letter and the Kogent Assignment 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 the Kogent Transmittal Letter and the Kogent Assignment Agreement and 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 transaction contemplated therein.

NEW BUSINESS:

MEETING ADJOURNED:

On a motion by Chair Carter, seconded by Mr. Cobb, the meeting adjourned at 5:05 p.m.