

**Minutes**  
**Missouri Technology Corporation Executive Committee**  
**Tuesday, August 6, 2013**

The Executive Committee (the “Executive Committee”) of the Board of Directors of Missouri Technology Corporation (the “MTC”), met on Tuesday, August 6, 2013, beginning at 9:04 a.m. The meeting was held by teleconference.

Members of the Executive Committee participating:

Joe Bannister	Chair
Garry Kemp	Member
Dan Mehan	Member

Staff and Counsel Participating:

Bill Anderson	MTC Acting Executive Director
Tara Dampf	MTC Manager, Finance and Grant Administration
Dam Kaemmerer	MTC Associate
Tom Litz	Thompson Coburn LLP, MTC Legal Counsel (exited call at 9:11 a.m.)

**WELCOME AND CALL TO ORDER:**

Chair Bannister called the meeting to order at 9:04 a.m. and declared a quorum to be present with three members of the Executive Committee participating, including Mr. Kemp, Mr. Mehan and Chair Bannister.

**APPROVAL OF MINUTES FROM PREVIOUS EXECUTIVE COMMITTEE MEETING:**

Chair Bannister asked if there were any comments on the draft minutes of the July 19, 2013, Executive Committee meeting, which had been distributed to the Executive Committee prior to the meeting. After discussion and on motion by Mr. Mehan, seconded by Mr. Kemp, the following resolution was unanimously approved:

**RESOLVED**, the Executive Committee hereby approves the minutes of the Executive Committee’s meeting held on July 19, 2013, as presented.

**CLOSED SESSION:**

On motion by Mr. Mehan, seconded by Mr. Kemp, the following resolution was approved by roll call vote as follows:

**RESOLVED**, the Executive Committee hereby approves entering into Closed Session at 9:05 a.m. pursuant to Sections 610.021 (1), (12), (14), and (15), RSMo, to review transaction documents relating to one IDEA Fund application and legal advice.

Mr. Kemp	aye
Mr. Mehan	aye
Chair Bannister	aye

On motion by Mr. Mehan, seconded by Chair Bannister, the following resolution was approved by roll call vote as follows:

**RESOLVED**, the Executive Committee approves reconvening from Closed Session at 9:18 a.m.

Mr. Kemp	aye
Mr. Mehan	aye
Chair Bannister	aye

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

**REVIEW MOBEC GRANT AGREEMENTS:**

After discussion and on motion by Mr. Mehan, seconded by Mr. Kemp, the following resolutions were unanimously approved by those members participating:

**RESOLVED**, the Executive Committee on behalf of the MTC Board hereby approves the agreement for a grant in the amount of \$250,000 to the Entrepreneur Startup Business Development Corporation d/b/a Arch Grants under the Missouri Building Entrepreneurial Capacity Program, in substantially the form presented; and

**FURTHER RESOLVED**, the Executive Committee on behalf of the MTC Board hereby authorizes the MTC Acting Executive Director full power and authority on behalf of the MTC to complete any remaining due diligence 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 grant; and

**FURTHER RESOLVED**, the Executive Committee on behalf of the MTC Board hereby authorizes the MTC Acting Executive Director on behalf of the MTC to execute and deliver all documents relating to such grant.

After discussion and on motion by Chair Bannister, seconded by Mr. Mehan, the following resolutions were unanimously approved by those members participating:

**RESOLVED**, the Executive Committee on behalf of the MTC Board hereby approves the agreement for a grant in the amount of \$250,000 to The Curators of the University of Missouri on behalf of the Missouri University of Science and Technology under the Missouri Building Entrepreneurial Capacity Program for its proposal to develop the SMR Research and Education Consortium, in substantially the form presented; and

**FURTHER RESOLVED**, the Executive Committee on behalf of the MTC Board hereby authorizes the MTC Acting Executive Director full power and authority on behalf of the MTC to complete any remaining due diligence 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 grant; and

**FURTHER RESOLVED**, the Executive Committee on behalf of the MTC Board hereby authorizes the MTC Acting Executive Director on behalf of the MTC to execute and deliver all documents relating to such grant.

**REVIEW IDEA FUND TRANSACTION DOCUMENTS:**

After discussion and on motion by Mr. Kemp, seconded by Chair Bannister, the following resolutions were unanimously approved by those members participating:

**RESOLVED**, the Executive Committee on behalf of the MTC Board hereby approves the transaction documents for a convertible loan by MTC in an amount up to \$50,000 pursuant to TechLaunch Application 2012-05-005 (Antegrin Therapeutics, LLC) in substantially the form presented;

**FURTHER RESOLVED**, the Executive Committee on behalf of the MTC Board hereby authorizes the MTC Acting Executive Director to execute and deliver on behalf of the MTC all documents relating to such convertible loan on behalf of the MTC; and

**FURTHER RESOLVED**, the Executive Committee on behalf of the MTC Board hereby authorizes the MTC Acting 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 such convertible loan.

**REVIEW LEWIS RICE ENGAGEMENT LETTER:**

After discussion and on motion by Mr. Mehan, seconded by Mr. Kemp, the following resolutions were unanimously approved by those members participating:

**RESOLVED**, the Executive Committee on behalf of the MTC Board hereby accepts the engagement agreement submitted by Lewis, Rice and Fingersh, L.C. for the limited scope legal services engagement described therein, as presented; and

**FURTHER RESOLVED**, the Executive Committee on behalf of the MTC Board hereby authorizes the MTC Acting Executive Director, on behalf of the MTC, to execute and deliver the agreement for such engagement.

**ADJOURNMENT:**

Having no further business to discuss, on motion by Chair Bannister, seconded by Mr. Mehan, the following resolution was unanimously approved by those members participating:

**RESOLVED**, the Executive Committee hereby adjourns the meeting at 9:24 a.m.

**MEETING ADJOURNED**