

**Minutes**  
**Missouri Technology Corporation Executive Committee**  
**Tuesday, May 17, 2016**

The Executive Committee (the “Executive Committee”) of the Board of Directors of Missouri Technology Corporation (the “MTC”), met on Tuesday, May 17, 2016, beginning at 4:30 p.m. The meeting was held via conference call.

Members of the Executive Committee participating:

Joe Bannister	Chair
Garry Kemp	Member
Mike Downing	Member

Staff and Counsel participating:

Bill Anderson	MTC Executive Director
Tori Benson	MTC Staff
Dan Kaemmerer	MTC Staff
Amy Steinman	MTC Staff
Dawn Overbey	DED Staff
Greg Patterson	Thompson Coburn

**WELCOME AND CALL TO ORDER:**

MTC Chair Bannister called the meeting to order at 4:33 p.m. and declared a quorum to be present with three members of the Executive Committee participating, including Mr. Kemp, Mr. Downing and Chair Bannister.

**APPROVAL OF MINUTES:**

Chair Bannister asked if there were any comments on the draft minutes of the meeting of the Executive Committee held May 2, 2016, which had been distributed to the Executive Committee prior to the meeting. On motion by Mr. Kemp, seconded by Mr. Downing, the following resolution was unanimously approved:

**RESOLVED**, the Executive Committee hereby approves the minutes of the Executive Committee’s meeting held on May 2, 2016, as presented.

**CLOSED SESSION:**

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

**RESOLVED**, the Executive Committee hereby approves entering into Closed Session at 4:33 p.m. pursuant to Sections 610.021 (1), (12), (14) and (15), RSMo, to review proposed transaction documents relating to IDEA Fund applications for financial assistance.

Chair Bannister	aye
Mr. Kemp	aye
Mr. Downing	aye

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

**RESOLVED**, the Executive Committee approves reconvening from Closed Session at 4:36 p.m.

Chair Bannister	aye
Mr. Kemp	aye
Mr. Downing	aye

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

**IDEA FUND TRANSACTION DOCUMENTS:**

On motion by Mr. Downing, seconded by Mr. Kemp, the following resolutions were unanimously approved:

**Scopio LLC**

**RESOLVED**, the Executive Committee on behalf of the MTC Board hereby approves the transaction documents for a convertible secured loan by MTC in an amount up to \$100,000 pursuant to Seed Capital Co-Investment Application 2015-17-003 (Scopio LLC) in substantially the form presented;

**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 all documents relating to such loan on behalf of the MTC; 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 such loan.

**Antegrin Therapeutics, Inc.**

**RESOLVED**, the Executive Committee on behalf of the MTC Board hereby approves the transaction documents for an investment by MTC in the amount of \$175,000 to purchase Series Seed Preferred Shares of Antegrin Therapeutics, Inc. pursuant to Seed Capital Co-Investment Application 2015-17-004 (Antegrin Therapeutics, Inc.) in substantially the form presented;

**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 all documents relating to such loan on behalf of the MTC; 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 such loan.

**MagBiosense Inc.**

**RESOLVED**, the Executive Committee on behalf of the MTC Board hereby approves the transaction documents for a convertible secured loan by MTC in an amount up to \$150,000 pursuant to Seed Capital Co-Investment Application 2015-16-018 (MagBiosense) in substantially the form presented;

**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 all documents relating to such loan on behalf of the MTC; 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 such loan.

**NEW BUSINESS:**

Having no new business, the Executive Committee hereby adjourns the meeting at 4:40 p.m.

**MEETING ADJOURNED**