

**Minutes**  
**Missouri Technology Corporation Executive Committee**  
**Tuesday, November 29, 2016**

The Executive Committee (the “Executive Committee”) of the Board of Directors of Missouri Technology Corporation (the “MTC”), met on Tuesday, November 29, 2016, beginning at 4:00 p.m. The meeting was held via conference call.

Members of the Executive Committee participating:

Dr. James Baker	Vice Chairman
Garry Kemp	Member
Mike Downing	Member

Staff and Counsel participating:

Bill Anderson	MTC Executive Director
Dan Kaemmerer	MTC Staff
Amy Steinman	MTC Staff
Tori Benson	MTC Staff
Dawn Overbey	DED Staff
Tom Litz	Thompson Coburn LLP

**WELCOME AND CALL TO ORDER:**

Chair Bannister called the meeting to order at 1:33 p.m. and declared a quorum to be present with three members of the Executive Committee participating, including Mr. Kemp, Mr. Downing and Vice Chair Baker.

**APPROVAL OF MINUTES:**

Vice Chair Baker asked if there were any comments on the draft minutes of the meeting of the Executive Committee held November 9, 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 November 9, 2016, as presented.

**CLOSED SESSION:**

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

**RESOLVED**, the Executive Committee hereby approves entering into Closed Session at 4:09 p.m. pursuant to Sections 610.021 (1), (12), (14) and (15), RSMo.

Vice Chair Baker	aye
Mr. Kemp	aye
Mr. Downing	aye

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

**RESOLVED**, the Executive Committee approves reconvening from Closed Session at 4:25 p.m.

Vice Chair Baker	aye
Mr. Kemp	aye
Mr. Downing	aye

Vice Chair Baker 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:

**RESOLVED**, the Executive Committee on behalf of the MTC Board hereby approves the transaction documents for an investment by MTC in an amount up to \$175,000 to purchase Common Voting Units of Cellaride LLC pursuant to Seed Capital Co-Investment Application SEED 2016-19-007 (CellARide) 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 investment.

**RESOLVED**, the Executive Committee on behalf of the MTC Board hereby approves the transaction documents for an investment by MTC in an amount up to \$200,000 to purchase Series A Preferred Stock of Euclises Pharmaceuticals, Inc. pursuant to Seed Capital Co-Investment Application SEED 2015-17-001 (Euclises) 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 investment.

**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 \$275,000 to BacterioScan, Inc. pursuant to Seed Capital Co-Investment Application SEED 2016-20-008 (BacterioScan) 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.

**MOBEC GRANT AGREEMENTS:**

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

**RESOLVED**, the Executive Committee on behalf of the MTC Board hereby approves the Missouri Building Entrepreneurial Capacity Program grant agreement for a grant in the amount of \$30,155 to Missouri

Innovation Corporation pursuant to MOBEC Application 2016-19-005, in substantially the form presented;  
and

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

**RESOLVED**, the Executive Committee on behalf of the MTC Board hereby approves the Missouri Building Entrepreneurial Capacity Program grant agreement for a grant in the amount of \$122,748 to Marquette Tech District Foundation pursuant to MOBEC Application 2016-19-005, in substantially the form presented; and

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

**NEW BUSINESS:**

Director Anderson advised that he hopes to have one more Executive Committee call before the Christmas holiday. Having no further business to discuss, the meeting adjourned at 4:30 p.m.

**MEETING ADJOURNED**