

**Minutes**  
**Missouri Technology Corporation Executive Committee**  
**Wednesday, October 26, 2016**

The Executive Committee (the “Executive Committee”) of the Board of Directors of Missouri Technology Corporation (the “MTC”), met on Wednesday, October 26, 2016, beginning at 1:30 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
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 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 August 24, 2016, which had been distributed to the Executive Committee prior to the meeting. On motion by Mr. Kemp, seconded by Mr. Downing, Kemp, the following resolution was unanimously approved:

**RESOLVED**, the Executive Committee hereby approves the minutes of the Executive Committee’s meeting held on August 24, 2016, as presented.

**REVIEW HIGH-TECH MARKETING PROJECT:**

On motion by Chair Bannister, seconded by Mr. Kemp, the following resolution was unanimously approved:

**RESOLVED**, the Executive Committee on behalf of the MTC Board hereby approves the sponsorship of the Global Hack VI as an Innovator Sponsor in the amount of \$10,000 pursuant to the FY2017 MTC Operating Plan; 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, approve, and execute 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 above sponsorship.

**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 1:36 p.m. pursuant to Sections 610.021 (1), (12), (14) and (15), RSMo.

Chair Bannister            aye

Mr. Kemp                    aye  
Mr. Downing                aye

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

**RESOLVED**, the Executive Committee approves reconvening from Closed Session at 1:41 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:

**Apse, 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 \$50,000 to Apse, Inc. pursuant to Seed Capital Co-Investment Application SEED 2014-12-005 (Apse) 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.

**EternoGen Aesthetics 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 \$200,000 to EternoGen Aesthetics LLC pursuant to Seed Capital Co-Investment Application SEED 2016-19-001 (EternoGen Aesthetics) 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.

**CENTRAL BANK SAFEKEEPING AGREEMENT:**

On motion by Chair Bannister, seconded by Mr. Kemp, the following resolution was unanimously approved:

**RESOLVED**, the Executive Committee on behalf of the MTC Board hereby approves the Safekeeping Agreement between the Central Trust Bank and the MTC in substantially the form presented; and

**FURTHER RESOLVED**, the Executive Committee on behalf of the MTC Board authorizes the MTC Executive Director to further negotiate, execute and deliver the agreement on behalf of the MTC.

**NEW BUSINESS:**

Director Anderson reminded the Committee members of the MTC Board Strategic Planning Session on October 27<sup>th</sup> and the MTC Board Meeting on October 28<sup>th</sup>, both at the Danforth Plant Science Center in St. Louis. Having no further business to discuss, the meeting adjourned at 1:48 p.m.

**MEETING ADJOURNED**