

Minutes
Missouri Technology Corporation Executive Committee
Monday, November 23, 2020

The Executive Committee (the “Executive Committee”) of the Board of Directors of Missouri Technology Corporation (the “MTC”) met on Monday, November 23, 2020, beginning at 3:00 p.m. The meeting was held via conference call.

Members of the Executive Committee participating:

Jason Hall	Chair – present
Dr. Dedric Carter	Vice-Chair – present
Dr. Jim Baker	Member – present
Rob Dixon	Member – present
Garry Kemp	Member – present

Staff and Counsel participating:

Jack Scatizzi	Executive Director
Kaitlin Cavey	MTC Staff
Amy Steinman	MTC Staff
Greg Patterson	Thompson Coburn LLP

WELCOME AND CALL TO ORDER:

Chair Hall called the meeting to order at 3:00 p.m. and declared a quorum to be present with all members of the Executive Committee participating.

APPROVAL OF MINUTES:

Chair Hall asked if there were any comments on the draft minutes from the November 6, 2020, Executive Committee meeting, which had been distributed prior to the meeting. There were no comments. On motion by Dr. Carter, seconded by Chair Hall, 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 November 6, 2020, as submitted.

CLOSED SESSION:

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

RESOLVED, the Executive Committee hereby approves entering into Closed Session at 3:02 p.m. pursuant to Sections 610.021 (1), (12), (14), and (15) RSMo.

Chair Hall	aye
Dr. Baker	aye
Dr. Carter	aye
Mr. Dixon	aye
Mr. Kemp	aye

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

RESOLVED, the Executive Committee hereby approves reconvening from Closed Session at 3:18 p.m.

Chair Hall	aye
Dr. Baker	aye
Dr. Carter	aye
Mr. Dixon	aye

Mr. Kemp aye

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

BENSON HILL BIOSYSTEMS STOCK SELL:

On motion by Dr. Carter, seconded by Mr. Kemp, the following resolutions were unanimously approved by those members present:

RESOLVED, the Executive Committee on behalf of the MTC Board hereby approves the submission of a bid in the sale of a portion of the shares of Series A Preferred Stock and/or Series B Preferred Stock issued to the MTC by Benson Hill, Inc. ("Benson Hill"), sufficient to result in proceeds to the MTC of at least \$1.5 million consistent with the guidance of the Executive Committee as discussed;

FURTHER RESOLVED, the Executive Committee on behalf of the MTC Board hereby authorizes the MTC Executive Director to execute and deliver (a) the Non-Binding Indication of Interest on such terms and (b) the Non-Disclosure Agreement contemplated in such Non-Binding Indication of Interest; 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 proposed sale.

HEALTHY HIP HOP INC.:

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

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 \$100,000 in the form of a Convertible Promissory Note pursuant to Seed Capital Co-Investment Application SEED 2020-25-020 (Healthy Hip Hop Inc) in substantially the forms 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 such transaction documents; 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.

NEW BUSINESS:

None

MEETING ADJOURNED:

With no further business, the meeting adjourned at 3:23 p.m.