

Minutes
Missouri Technology Corporation Executive Committee
Friday, January 11, 2019

The Executive Committee (the “Executive Committee”) of the Board of Directors of Missouri Technology Corporation (the “MTC”) met on Friday, January 11, 2019, beginning at 10:00 a.m. The meeting was held via conference call.

Members of the Executive Committee participating:

Jason Hall	Chair
Garry Kemp	Member
Dr. Jim Baker	Member
Dr. Dedric Carter	Member
Rob Dixon	Member

Staff and Counsel participating:

Bill Vega	MTC Interim Executive Director
Amy Steinman	MTC staff
Tom Litz	Thompson Coburn LLP
Greg Patterson	Thompson Coburn LLP

WELCOME AND CALL TO ORDER:

Chair Hall called the meeting to order at 10:02 a.m. and declared a quorum to be present with all five members of the Executive Committee participating.

APPROVAL OF MINUTES:

Chair Hall asked if there were any comments on the draft minutes of the December 21, 2018, Executive Committee meeting, which had been distributed to the Committee prior to the meeting. There were no comments. On motion by Dr. Carter, seconded by Mr. Kemp, 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 December 21, 2018 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 10:04 a.m. pursuant to Sections 610.021 (1), (3), (12), (14) and (15) RSMo.

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

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

RESOLVED, the Executive Committee approves reconvening from Closed Session at 10:28 a.m.

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

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

NATIONAL GEOSPATIAL-INTELLIGENCE AGENCY PARTNERSHIP

After discussion and on motion by Chair Hall, seconded by Dr. Carter, the following resolution was unanimously approved by those members present:

RESOLVED, the Executive Committee hereby recommends that the MTC Board approve the Partnership Intermediary Agreement between the MTC and the National Geospatial-Intelligence Agency in substantially the form presented.

AMENDMENT TO THE AGREEMENT BETWEEN DED AND THE MTC RELATING TO SSBCI:

After discussion and on motion by Dr. Carter, seconded by Mr. Dixon, the following resolutions were unanimously approved by those members present:

RESOLVED, the Executive Committee on behalf of the MTC Board hereby approves the Amendment to the Agreement between the Missouri Department of Economic Development and the MTC Relating to the State Small Business Credit Initiative in substantially the form presented; and

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

IDEA FUND TRANSACTIONS

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

ImmunoPhotonics

RESOLVED, the Executive Committee on behalf of the MTC Board hereby approves the modification via letter agreement of the Amended and Restated Participation Agreement dated as of November 17, 2017, between Immunophotonics, Inc. and the MTC in substantially the form presented (the "Letter Agreement"); and

FURTHER RESOLVED, the Executive Committee on behalf of the MTC Board hereby authorizes the MTC Interim Executive Director to execute and deliver on behalf of the MTC the Letter Agreement; and

FURTHER RESOLVED, the Executive Committee on behalf of the MTC Board hereby authorizes the MTC Interim 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 modification.

NEW BUSINESS

Independent Contractor Agreement between William Anderson and the MTC

After discussion and on motion by Dr. Baker, 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 execution of a Consulting Agreement by and between the MTC and William Anderson, former Executive Director of the MTC, on the terms presented, including (a) payment to Mr. Anderson for time billed and accounted for at a rate equal to \$50 per hour, (b) such agreement is terminable by either party at any time on at least ten days' written notice, and (c) Mr. Anderson will be an independent contractor, and not an employee of the MTC; and

FURTHER RESOLVED, the Executive Committee on behalf of the MTC Board hereby authorizes the Chairman of the Board to execute and deliver on behalf of the MTC such Consulting Agreement on the terms presented.

On motion by Chair Hall, seconded by Mr. Kemp, the meeting adjourned at 10:37 a.m.

MEETING ADJOURNED