

**Minutes**  
**Missouri Technology Corporation Executive Committee**  
**Wednesday, May 22, 2019**

The Executive Committee (the “Executive Committee”) of the Board of Directors of Missouri Technology Corporation (the “MTC”) met on Wednesday, May 22, 2019, beginning at 10:30 a.m. The meeting was held via conference call.

Members of the Executive Committee:

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

Staff and Counsel participating:

Tori Benson	MTC Interim Executive Director
Greg Patterson	Thompson Coburn LLP

**WELCOME AND CALL TO ORDER:**

Chair Hall called the meeting to order at 10:34 a.m. and declared a quorum to be present with three members of the Executive Committee participating.

**APPROVAL OF MINUTES:**

Chair Hall asked if there were any comments on the draft minutes of the May 8, 2019, Executive Committee meeting, which had been distributed to the Committee prior to the meeting. There were no comments. On motion by Dr. Baker, 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 May 8, 2019, as submitted.

**APPROVAL OF CENTRAL BANK RESOLUTION:**

On motion by Chair Hall and Seconded by Mr. Kemp, the following resolution was unanimously approved by those members present:

**WHEREAS**, the Company desires to obtain a variety of services from the Central Bank as described by the electronic Business Services Agreement of even date herewith, and it is necessary or desirable that the Electronic Business Services Agreement be authorized by the Company, and the Company desires to give such approval;

**NOW, THEREFORE, BE IT RESOLVED**, that the person listed below, or any one of them, shall enter into and execute and deliver the Electronic Business Services Agreement and such applications, instruments, documents, agreements, financial statements, and other writings and any amendments or modifications of any of the same, as in the opinion of the Authorized Persons may be necessary or desirable to consummate the Electronic Business Services Agreement; and

**FURTHER RESOLVED**, that the Authorized Persons, individually or jointly, are hereby authorized and directed to execute, acknowledge and deliver on behalf of the above-references entity, as the Authorized Persons may deem necessary or desirable, any and all documents and other writings to consummate the Electronic Business Services Agreement together with any modifications of the same, and to perform the transactions.

**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 10:38 a.m. pursuant to Sections 610.021 (1), (3), (12), (14) and (15) RSMo.

Chair Hall                    aye  
Dr. Baker                    aye  
Mr. Kemp                    aye

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

**RESOLVED**, the Executive Committee approves reconvening from Closed Session at 11:00 a.m.

Chair Hall                    aye  
Dr. Baker                    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.

On motion by Chair Hall, seconded by Dr. Baker, the meeting adjourned at 2:23 p.m.

**MEETING ADJOURNED**