

**Minutes**  
**Missouri Technology Corporation Executive Committee**  
**Thursday, June 13, 2019**

The Executive Committee (the “Executive Committee”) of the Board of Directors of Missouri Technology Corporation (the “MTC”) met on Thursday, June 13, 2019, beginning at 3:00 p.m. The meeting was held via conference call.

Members of the Executive Committee:

Jason Hall	Chair - present
Garry Kemp	Member – joined at 3:21 p.m. during Closed Session
Dr. Jim Baker	Member - present
Dr. Dedric Carter	Member - present
Rob Dixon	Member - absent

Staff and Counsel participating:

Tori Benson	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 3:05 p.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 June 7, 2019, Executive Committee meeting, which had been distributed to the Committee prior to the meeting. There were no comments. On motion by Chair Hall, seconded by Dr. Baker, 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 June 7, 2019, as submitted.

**CLOSED SESSION:**

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

**RESOLVED**, the Executive Committee hereby approves entering into Closed Session at 3:06 p.m. pursuant to Sections 610.021 (1), (12) and (14) RSMo.

Chair Hall	aye
Dr. Baker	aye
Dr. Carter	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 3:38 p.m.

Chair Hall	aye
Dr. Baker	aye
Dr. Carter	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.

### **IDEA FUND TRANSACTIONS**

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

**RESOLVED**, the Executive Committee on behalf of the MTC Board hereby approves an amendment of the Participation Agreement dated as of May 26, 2017, by and between Pathfinder Health Innovations, Inc., a Delaware corporation (“Pathfinder”), and MTC in connection with the proposed acquisition of Pathfinder by CentralReach Intermediate HoldCo, LLC, consistent with the proposal presented to the Executive Committee pursuant to which the MTC would be entitled to receive a portion of the consideration payable to certain holders of Pathfinder’s senior debt as and when amounts under the related acquisition documents are payable;

**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 all documents relating to such amendment; 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 amendment.

### **MOBEC GRANT MODIFICATION**

After discussion and on motion by Mr. Kemp, 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 request for an extension of the MOBEC Grant agreement for a grant to MU Entrepreneurship Legal Clinic pursuant to proposal MOBEC 2016-21-012, 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 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 extension; and

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

On motion by Chair Hall, seconded by Dr. Baker, the meeting adjourned at 3:43 p.m.

**MEETING ADJOURNED**