

Minutes
Missouri Technology Corporation Executive Committee
Friday, April 9, 2021

The Executive Committee (the “Executive Committee”) of the Board of Directors of Missouri Technology Corporation (the “MTC”) met on Friday, April 9, 2021, beginning at 4:30 p.m. The meeting was held via conference call.

Members of the Executive Committee participating:

Dr. Dedric Carter	Chair – present
Dan Cobb	Member – absent
Dr. Jim Baker	Member – present
Rob Dixon	Member – absent
Garry Kemp	Member – present

Staff and Counsel participating:

Jack Scatizzi	Executive Director
Amy Steinman	MTC Staff
Greg Patterson	Thompson Coburn LLP
Krissa Lubben	Thompson Coburn LLP (left the meeting at 5:00)

WELCOME AND CALL TO ORDER:

Chair Carter called the meeting to order at 4:30 p.m. and declared a quorum to be present with three members of the Executive Committee participating.

APPROVAL OF MINUTES:

Chair Carter asked if there were any comments on the draft minutes from the March 26, 2021, Executive Committee meeting, which had been distributed prior to the meeting. There were no comments. On motion by Chair 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 March 26, 2021, as submitted.

CLOSED SESSION:

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

RESOLVED, the Executive Committee hereby approves entering into Closed Session at 4:31 p.m. pursuant to Sections 610.021 (1), (12), (14) and (15) RSMo.

Chair Carter	aye
Dr. Baker	aye
Mr. Kemp	aye

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

RESOLVED, the Executive Committee hereby approves reconvening from Closed Session at 5:16 p.m.

Chair Carter	aye
Dr. Baker	aye
Mr. Kemp	aye

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

Consulting Agreements

On motion by Chair 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 the execution of a Consulting Agreement in substantially the form presented by and between the MTC and Katie Wehmeyer, including the following terms: (a) payment for time billed and accounted for at a rate equal to \$70 per hour (b) such agreement terminable by either party at any time on at least ten days' written notice, and (c) Ms. Wehmeyer will be an independent contractor, and not an employee, of the MTC;

FURTHER RESOLVED, that the aggregate amount paid to Ms. Wehmeyer pursuant to the Consulting Agreement shall not exceed \$2,000 without the prior consent of the Executive Committee;

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 Consulting Agreement on the terms presented with such modifications as the Executive Director deems necessary or desirable in connection with, or in furtherance of, the engagement of Ms. Wehmeyer;

FURTHER RESOLVED, the Executive Committee on behalf of the MTC Board hereby approves the execution of a Consulting Agreement in substantially the form presented by and between the MTC and QCO Consulting, LLC, including the following terms: (a) payment for time billed and accounted for at a rate equal to \$70 per hour (b) such agreement terminable by either party at any time on at least ten days' written notice, and (c) QCO Consulting will be an independent contractor, and not an employee, of the MTC;

FURTHER RESOLVED, that the aggregate amount paid to QCO Consulting, LLC pursuant to the Consulting Agreement shall not exceed \$2,000 without the prior consent of the Executive Committee;

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 Consulting Agreement on the terms presented with such modifications as the Executive Director deems necessary or desirable in connection with, or in furtherance of, the engagement of QCO Consulting, LLC; and

FURTHER RESOLVED, the Executive Committee on behalf of the MTC Board hereby approves an extension of the services provided to the MTC and Bill Vega pursuant to the existing Consulting Agreement with Mr. Vega; and

FURTHER RESOLVED, that the aggregate amount paid to Mr. Vega pursuant to such extension shall not exceed \$2,000 without the prior consent of the Executive Committee.

Consulting Agreement with Erika Fiola

On motion by Mr. Kemp, seconded by Dr. Baker, the following resolution was unanimously approved by those members present:

RESOLVED, that the Executive Committee on behalf of the MTC Board hereby authorizes the Executive Director to negotiate on behalf of the MTC a consulting arrangement whereby the MTC would engage Erika Fiola, as an independent contractor, to assist the MTC with the selection of a vendor for the Statewide Strategic Initiative subject to the following terms: (a) MTC would compensate Ms. Fiola at the rate of \$150 per hour for her consulting work for the benefit of the MTC, and (b) the aggregate compensation under the arrangement not to exceed \$15,000 without the prior approval of the Executive Committee, and with such other terms as the Executive Director deems advisable and in the best interest of the MTC.

Benson Hill Lockup Up Agreement

On motion by Chair 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 Lockup Agreement requested by Benson Hill Biosciences, Inc. 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 the Lockup Agreement; 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, the Lockup Agreement and the transactions contemplated therein.

NEW BUSINESS:

Executive Director Scatizzi provided the Executive Committee with an update on the potential SSBCI federal funding.

MEETING ADJOURNED:

On motion by Dr. Baker, seconded by Mr. Kemp, the meeting adjourned at 5:30 p.m.