

**Minutes**  
**Missouri Technology Corporation Audit and Finance Committee**  
**Thursday, September 3, 2020**

The Audit and Finance Committee (the “Audit Committee”) of the Board of Directors of the Missouri Technology Corporation (the “MTC”) met on Thursday, September 3, 2020, beginning at 2:30 p.m. The meeting was held via conference call.

Members Participating:

|                |  |
|----------------|--|
| Dr. Jim Baker  | Chair - present                        |
| Erv Switzer    | Member - present                       |
| Donn Rubin     | Member – present – joined at 2:32 p.m. |
| Jason Hall     | Member - present                       |
| Mike O’Connell | Member - present                       |

Staff and Legal Counsel Participating:

|                  |                    |
|------------------|--------------------|
| Jack Scatizzi    | Executive Director |
| Tori Benson      | MTC Staff          |
| Amy Steinman     | MTC Staff          |
| David Lemkemeier | Lewis Rice, LLC    |

**WELCOME AND CALL TO ORDER:**

Chair Baker called the meeting to order at 2:30 p.m. and declared a quorum to be present with four members of the Audit Committee participating.

**APPROVAL OF MINUTES:**

Chair Baker asked if there were any comments on the draft minutes of the Audit Committee’s meeting held July 7, 2020, which had been made available to the Audit Committee prior to the meeting. There were no comments. On motion by Mr. Switzer, seconded by Mr. O’Connell, the following resolution was unanimously approved:

**RESOLVED**, the Audit Committee hereby approves the minutes of its meeting held July 7, 2020, as submitted.

**CLOSED SESSION:**

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

**RESOLVED**, the Audit Committee hereby approves entering into Closed Session at 2:32 p.m. pursuant to Sections 610.021 (1), (3), (12), (14), and (15) RSMo.

|               |     |
|---------------|-----|
| Chair Baker   | aye |
| Mr. Hall      | aye |
| Mr. O’Connell | aye |
| Mr. Rubin     | aye |
| Mr. Switzer   | aye |

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

**RESOLVED**, the Audit Committee hereby approves reconvening from Closed Session at 2:49 p.m.

Chair Baker                    aye  
Mr. Hall                        aye  
Mr. O’Connell                aye  
Mr. Rubin                      aye  
Mr. Switzer                    aye

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

**LEGAL CONFLICT WAIVER REQUEST**

Executive Director Scatizzi advised that the MTC had received a request to approve a legal conflict of interest waiver to allow Thompson Coburn LLC to represent Capital Innovators in connection with a proposed NGA sponsored Corporate Accelerator contract with the MTC. Capital Innovators has been represented by Thompson Coburn LLC for its corporate matters, creating a legal conflict of interest with the MTC. MTC has engaged alternative legal counsel, Lewis Rice, to represent our interests in the contract negotiations. Capital Innovators has requested that Thompson Coburn represent them in the negotiations and have already agreed to waive the legal conflict.

It was suggested by Mr. Switzer that the Board and staff consider whether future legal conflict waivers should be addressed by the Audit Committee.

On motion by Mr. Rubin, seconded by Mr. Hall, the following resolution was unanimously approved by those members present.

**RESOLVED**, the Audit Committee hereby determines that the legal conflict waiver requested by Thompson Coburn LLC in connection with such firm’s representation of Capital Innovators, subject to the condition that Greg Patterson and Thomas Litz do not represent Capital Innovators, with respect to its contract negotiations with MTC is in the MTC’s best interest and is fair and reasonable, and

**FURTHER RESOLVED**, the Audit Committee hereby authorizes the MTC Executive Director to execute a written legal conflict waiver on behalf of the MTC.

**New Business:** none

**ADJOURNMENT:**

Having no further business on the agenda to discuss, the Audit Committee adjourned at 2:56 p.m. on a motion from Chair Baker, seconded by Mr. Switzer.

Meeting Adjourned