

Minutes
Missouri Technology Corporation Executive Committee
Thursday, June 15, 2017

The Executive Committee (the “Executive Committee”) of the Board of Directors of Missouri Technology Corporation (the “MTC”), met on Thursday, June 15, 2017, beginning at 3:00 p.m. The meeting was held via conference call.

Members of the Executive Committee participating:

Jason Hall	Chair
Dr. James Baker	Member
Garry Kemp	Member

Staff and Counsel participating:

Bill Anderson	MTC Executive Director
Dan Kaemmerer	MTC Staff
Tori Benson	MTC Staff
Amy Steinman	MTC Staff
Bill Vega	MTC Staff
Dawn Overbey	DED Staff
Tom Litz	Thompson Coburn LLP

WELCOME AND CALL TO ORDER:

Chair Hall called the meeting to order at 3:03 p.m. and declared a quorum to be present with three members of the Executive Committee participating, including Mr. Kemp, Dr. Baker and Chair Hall.

APPROVAL OF MINUTES:

Chair Hall asked if there were any comments on the draft minutes of the meeting of the Executive Committee held on May 10, 2017, which had been distributed to the Executive Committee prior to the meeting. On motion by Dr. Baker, seconded by Chair Hall, the following resolution was unanimously approved:

RESOLVED, the Executive Committee hereby approves the minutes of the Executive Committee’s meeting held on May 10, 2017, as presented.

CLOSED SESSION:

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

RESOLVED, the Executive Committee hereby approves entering into Closed Session at 3:05 p.m. pursuant to Sections 610.021 (1), (12), (14) and (15) RSMo.

Chair Hall	aye
Mr. Kemp	aye
Dr. Baker	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 3:38 p.m.

Chair Hall	aye
Mr. Kemp	aye
Dr. Baker	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 TRANSACTION DOCUMENTS:

After discussion and on motion by Chair Hall, seconded by Dr. Baker, the following resolutions were unanimously approved:

Acera Surgical, Inc.

RESOLVED, the Executive Committee on behalf of the MTC Board hereby approves the transaction documents for a loan by MTC in an amount up to \$250,000 pursuant to Venture Capital Co-Investment Application 2015-14-001 (Acera Surgical, 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 all documents relating to such loan on behalf of the MTC; 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 such loan.

Sickweather Inc.

RESOLVED, the Executive Committee on behalf of the MTC Board hereby approves the transaction documents for a convertible loan by MTC in an amount up to \$175,000 pursuant to Seed Capital Co-Investment Application 2017-22-001 (Sickweather) 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 all documents relating to such loan on behalf of the MTC; 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 such loan.

Katalyst Surgical

RESOLVED, the Executive Committee on behalf of the MTC Board hereby approves the transaction documents for a loan by MTC in an amount up to \$150,000 pursuant to High-Tech Industrial Expansion Application 2016-18-001 (Katalyst Surgical LLC) 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 all documents relating to such loan on behalf of the MTC; 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 such loan.

Driversiti, Inc. dba Sfara

RESOLVED, the Executive Committee on behalf of the MTC Board hereby approves the transaction documents for an investment by MTC in an amount up to \$300,000 to purchase Series A-2 Preferred Shares of Driversiti, Inc. pursuant to Venture Capital Co-Investment Application 2017-22-001 (Driversiti, 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 all documents relating to such investment on behalf of the MTC; 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 such investment.

Backstitch

RESOLVED, the Executive Committee on behalf of the MTC Board hereby approves the transaction documents for a convertible loan by MTC in an amount up to \$100,000 pursuant to Seed Capital Co-Investment Application 2016-21-023 (Backstitch) 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 all documents relating to such loan on behalf of the MTC; 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 such loan.

Indalo Therapeutics, Inc.

The following resolutions were moved by Mr. Kemp, seconded by Dr. Baker:

RESOLVED, the Executive Committee on behalf of the MTC Board hereby approves the Modification Agreement between MTC and Indalo Therapeutics, 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 all documents relating to such Modification Agreement on behalf of the MTC; 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 such Agreement.

The Chairman then called for discussion of the foregoing resolutions. The Executive Committee members noted that the resolution addressed the request from Indalo that MTC modify certain of the covenants to which Indalo had agreed in the definitive agreements under which MTC provided its economic development award under the IDEA Fund. The modification was a condition to a new round of funding for Indalo proposed by an out-of-state institutional venture capital sponsor. The Executive Committee noted that the IDEA Fund program agreements contemplated that participating companies could request the MTC amend the terms and that MTC would have the right to do so in its sole discretion. The Executive Committee's view was that the modification of the terms requested by Indalo should not be considered a precedent as to whether MTC would exercise its discretion to grant any modification request in the future by other participants in the program. The Executive Committee believed that it was in MTC's best interest to grant Indalo's request under the instant facts and circumstances and to memorialize in the minutes of this meeting that the Executive Committee's decision was based on careful consideration of several factors, including the following: the recommendation of MTC's staff after its review that the modification would be consistent with MTC's economic development mission; facilitating the proposed financing would send a positive message to leading national venture capital firms, such as the potential Indalo investor, regarding the climate for venture capital investing to commercialize technology developed in Missouri; the new funding would facilitate

investment of \$1 million of research activity at a Missouri research institution; and uncertainties with respect to MTC's future funding of its economic assistance programs made it increasingly important not to dispose of MTC's interest in Indalo before the full value of the investment could be realized.

Following the discussion, the foregoing resolution was unanimously approved.

NEW BUSINESS:

Director Anderson advised that the Governor's COO, Drew Erdmann, recently announced the formation of the Governor's Task Force on Innovation, which will be hosting roundtables across the state – KC, St. Louis, Springfield, Columbia and Cape Girardeau. A final report will be announced by the Governor at the Governor's Economic Development conference in September.

Rob Dixon was announced as the new Economic Development Director. He will start July 1, 2017.

Tori Benson has taken a job in Kansas City and will be leaving MTC, but MTC intern, Bill Vega, has joined MTC full-time.

Director Anderson advised that the next MTC Board meeting will be July 6, 2017 at iWerx in Kansas City.

Having no further business on the agenda and on motion by Chair Hall, seconded by Dr. Baker, the meeting adjourned at 3:53pm.

MEETING ADJOURNED