

**Minutes**  
**Missouri Technology Corporation Executive Committee**  
**Thursday, May 4, 2017**

The Executive Committee (the “Executive Committee”) of the Board of Directors of Missouri Technology Corporation (the “MTC”), met on Thursday, May 4, 2017, beginning at 3:00 p.m. The meeting was held via conference call.

Members of the Executive Committee participating:

Dr. James Baker	Vice Chair
Garry Kemp	Member
Mike Downing	Member

Staff and Counsel participating:

Bill Anderson	MTC Executive Director
Amy Steinman	MTC Staff
Tori Benson	MTC Staff
Dawn Overbey	DED Staff
Greg Patterson	Thompson Coburn LLP

**WELCOME AND CALL TO ORDER:**

Vice Chair Baker 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, Mr. Downing and Vice Chair Baker.

**APPROVAL OF MINUTES:**

Vice Chair Baker asked if there were any comments on the draft minutes of the meeting of the Executive Committee held on April 18, 2017, which had been distributed to the Executive Committee prior to the meeting. On motion by Mr. Downing, seconded by Mr. Kemp, the following resolution was unanimously approved:

**RESOLVED**, the Executive Committee hereby approves the minutes of the Executive Committee’s meeting held on April 18, 2017, as presented.

**CLOSED SESSION:**

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

**RESOLVED**, the Executive Committee hereby approves entering into Closed Session at 3:04 p.m. pursuant to Sections 610.021 (1), (12), (14) and (15) RSMo.

Vice Chair Baker	aye
Mr. Kemp	aye
Mr. Downing	aye

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

**RESOLVED**, the Executive Committee approves reconvening from Closed Session at 3:10 p.m.

Vice Chair Baker	aye
Mr. Kemp	aye
Mr. Downing	aye

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

**IDEA FUND TRANSACTION DOCUMENTS:**

On motion by Mr. Downing, seconded by Mr. Kemp, the following resolutions were unanimously approved:

**Blue Strata EHR (Cloudware, LLC)**

**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 \$200,000 pursuant to Seed Capital Co-Investment Application 2016-21-031 (Blue Strata EHR) 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.

**Holganix Ag**

**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 \$250,000 pursuant to Seed Capital Co-Investment Application 2016-19-008 (Holganix, 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.

**Pathfinder Health Innovations**

**RESOLVED**, the Executive Committee on behalf of the MTC Board hereby approves the transaction documents for a convertible secured loan by MTC in an amount up to \$650,000 and warrant coverage pursuant to Venture Capital Co-Investment Application 2016-21-003 (Pathfinder Health Innovations, 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.

**Vector Legal Method**

**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 \$150,000 to purchase Seed 2 Preferred Shares of Vector Legal Method pursuant to Seed Capital Co-Investment Application 2016-21-013 (Vector Legal Method, 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 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.

**Nexmatix LLC**

**RESOLVED**, the Executive Committee on behalf of the MTC Board approves the transaction documents for a convertible loan by MTC in an amount up to \$150,000 pursuant to Seed Capital Co-Investment Application 2016-20-006 (Nexmatix 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.

On motion by Vice Chair Baker, seconded by Mr. Downing, the following resolution was unanimously approved:

**Acera Surgical, Inc.**

**RESOLVED**, the Executive Committee has determined that it is advisable and in the best interest of the MTC for it to grant the request of Acera Surgical, Inc. (“Acera”) that the MTC consent to repay certain indebtedness of Acera without offering to pay a corresponding portion of Acera’s obligation to the MTC;

**RESOLVED**, the Executive Committee on behalf of the MTC Board hereby approves the Consent and Waiver Agreement between MTC, Acera and Julotte 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 Consent and Waiver 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 Consent and Waiver.

**NEW BUSINESS:**

Director Anderson gave an update on the status of the FY2018 state budget process, advising that the conference committee included \$2.5 million in new general revenue funds to be transferred to the Missouri Technology Investment Fund. Director Anderson has tentatively set the next Board meeting for June 29, 2017, in Kansas City, but will send out a poll next week to get everyone’s availability. Having no further business to discuss, the meeting adjourned at 3:18 p.m.

**MEETING ADJOURNED**