

**DRAFT Minutes**  
**Missouri Technology Corporation Executive Committee**  
**Friday, February 17, 2023**

The Executive Committee (the “Executive Committee”) of the Board of Directors of Missouri Technology Corporation (the “MTC”) met on Friday, February 17, 2023, beginning at 3:30 p.m. The meeting was held via conference call.

Members of the Executive Committee participating:

Dr. Dedric Carter	Chair – present
Dr. Jim Baker	Member – present
Shad Burner	Member (proxy for the Acting Director of Economic Development) – present
Dan Cobb	Member – present
Erv Switzer	Member – present

Staff and Counsel participating:

Jack Scatizzi	Executive Director
Erika Fiola	MTC Staff
Melissa Grizzle	MTC Staff
Nate Marschalk	MTC Staff
Amy Steinman	MTC Staff
Greg Patterson	Thompson Coburn LLP

**WELCOME AND CALL TO ORDER:**

Chair Carter called the meeting to order at 3:31 p.m. and declared a quorum to be present with five members of the Executive Committee participating.

**APPROVAL OF MINUTES:**

Chair Carter asked if there were any comments on the draft minutes from the January 20, 2023, Executive Committee meeting, which had been distributed prior to the meeting. On a motion by Mr. Switzer, seconded by Chair Carter, 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 January 20, 2023, as submitted.

**CLOSED SESSION:**

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

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

Chair Carter	aye
Dr. Baker	aye
Mr. Burner	aye
Mr. Cobb	aye
Mr. Switzer	aye

On a motion by Mr. Cobb, seconded by Dr. Baker, the following resolution was approved by roll call vote:

**RESOLVED**, the Executive Committee hereby approves reconvening from Closed Session at 4:29 p.m.

Chair Carter	aye
Dr. Baker	aye
Mr. Burner	aye
Mr. Cobb	aye
Mr. Switzer	aye

During the Closed Session, Mr. Cobb and Dr. Baker notified the Board of certain potential conflicts of interest arising from their service as a board member or other involvement with respect to Missouri State University (Mr. Cobb serves as a board member of Springfield Innovation, Inc. which is affiliated with Missouri State University and Dr. Baker serves as Assistant to the President for Government Relations for Missouri State University). As a result of such potential conflicts of interest, Mr. Cobb and Dr. Baker recused themselves from all discussions with regard to Missouri State University – Jordan Valley Innovation Center.

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

**DISCUSSION OF MOBEC GRANT AGREEMENTS:**

On a motion by Mr. Cobb, 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 Missouri Building Entrepreneurial Capacity Program grant agreement in the form presented (the “Grant Agreement”) with respect to the grants approved by the MTC Board on January 26, 2023 (the “January Grants”).

**FURTHER RESOLVED**, the Executive Committee on behalf of the MTC Board hereby authorizes the MTC Executive Director full power and authority on behalf of the MTC to complete any remaining due diligence and to negotiate, amend, approve, execute and deliver the Grant Agreement and any and all other agreements, documents or instruments and to take such other actions as may be required or desirable in connection with, or in furtherance of the January Grants.

**DISCUSSION OF IDEA FUND PARTICIPATION AGREEMENTS:**

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

**RESOLVED**, the Executive Committee on behalf of the MTC Board hereby approves the IDEA Fund Participation Agreement in substantially the form presented.

**DISCUSSION OF MOU FOR SSBCI SEDI PROGRAM OPERATOR:**

On a motion by Mr. Cobb, 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 SSBCI SEDI Program Operator Agreement between the MTC and Justine Petersen Housing and Reinvestment Corporation in substantially the form presented (the “SSBCI SEDI Agreement”); and

**FURTHER RESOLVED**, the Executive Committee on behalf of the MTC Board hereby authorizes the MTC Executive Director full power and authority on behalf of the MTC to complete any remaining due diligence and to negotiate, amend, approve, execute and deliver the SSBCI SEDI Agreement any and all agreements, documents or instruments and to take such other actions as may be required or desirable in connection with the SSBCI SEDI Agreement.

**DISCUSSION OF ORANGE EV LLC REDEMPTION AGREEMENT:**

On a motion by Mr. Cobb, 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 redemption of 3,000 Class A Units issued to the MTC by Orange EV LLC pursuant to the redemption agreement in substantially the form presented (the “Orange EV Redemption Agreement”); and

**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 Orange EV Redemption 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 transaction contemplated in the Orange EV Redemption Agreement.

**DISCUSSION OF BIOSTL MOBEC GRANT AGREEMENT MODIFICATION:**

On a motion by Mr. Cobb, 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 budget modification to the Missouri Building Entrepreneurial Capacity Program grant agreement with BioSTL pursuant to proposal MOBEC 2021-26-001, in substantially the form presented; and

**FURTHER RESOLVED**, the Executive Committee on behalf of the MTC Board hereby authorizes the MTC Executive Director full power and authority on behalf of the MTC to complete any remaining due diligence and 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 modification; and

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

**DISCUSS JACCF MOBEC GRANT AGREEMENT MODIFICATION:**

On a motion by Mr. Cobb, 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 request by the Joplin Area Chamber of Commerce (JACCF) for an extension of the term set forth in the MOBEC Grant Agreement by and between the MTC and JACCF pursuant to proposal MOBEC 2021-26-006, to March 15, 2023; and

**FURTHER RESOLVED**, the Executive Committee on behalf of the MTC Board hereby authorizes the MTC Executive Director full power and authority on behalf of the MTC to complete any remaining due diligence and to negotiate, amend, approve, execute and deliver any and all agreements, documents or instruments and to take such other actions as may be necessary or desirable in connection with, or in furtherance of, such grant extension.

**SPONSORSHIPS & MEMBERSHIPS PROGRAM UPDATE:**

Executive Director Scatizzi updated the Committee on the status of the sponsorships and memberships that have been funded.

**NEW BUSINESS:**

None.

**MEETING ADJOURNED:**

On a motion by Dr. Baker, seconded by Mr. Cobb, the meeting adjourned at 4:55 p.m.