

Minutes
Missouri Technology Corporation Executive Committee
Friday, April 7, 2023

The Executive Committee (the “Executive Committee”) of the Board of Directors of Missouri Technology Corporation (the “MTC”) met on Friday, April 7, 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 – joined 3:34 p.m.
Dan Cobb	Member – present
Erv Switzer	Member – present

Staff and Counsel participating:

Jack Scatizzi	Executive Director
Amy Steinman	MTC Staff
Greg Patterson	Thompson Coburn LLP

WELCOME AND CALL TO ORDER:

Chair Carter called the meeting to order at 3:33 p.m. and declared a quorum to be present with four members of the Executive Committee participating.

APPROVAL OF MINUTES:

Chair Carter asked if there were any comments on the draft minutes from the March 24, 2023, Executive Committee meeting, which had been distributed prior to the meeting. On a motion by Mr. Switzer, seconded by Dr. Baker, 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 24, 2023, as submitted.

CLOSED SESSION:

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

RESOLVED, the Executive Committee hereby approves entering into Closed Session at 3:34 p.m. pursuant to Sections 610.021 (1) and (14) RSMo.

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

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 reconvening from Closed Session at 3:46 p.m.

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

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. During the Closed Session, Mr. Cobb and Dr. Baker notified the Executive Committee of certain potential conflicts of interest arising from their professional 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 the proposed Advanced Manufacturing Resiliency Grant Agreement with Missouri State University – Jordan Valley Innovation Center.

DISCUSS ADVANCED MANUFACTURING GRANT AGREEMENTS:

On a motion by Mr. Switzer, seconded by Mr. Burner, the following resolution was approved by those members present (Mr. Cobb and Dr. Baker recused themselves from all discussions and the vote due to potential conflicts of interest as stated above):

RESOLVED, the Executive Committee on behalf of the MTC Board hereby approves the Advanced Manufacturing Resiliency Grant Agreement with the Board of Governors of Missouri State University substantially in the form presented (the “MSU Grant 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 MSU Grant 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 transactions contemplated in the MSU Grant Agreement.

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

RESOLVED, the Executive Committee on behalf of the MTC Board hereby approves the Advanced Manufacturing Resiliency Grant Agreement with the API Innovation Center substantially in the form presented (the “APIIC Grant 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 APIIC Grant 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 transactions contemplated in the APIIC Grant Agreement.

NEW BUSINESS:

None.

MEETING ADJOURNED:

On a motion by Mr. Switzer, seconded by Chair Carter, the meeting adjourned at 3:51 p.m.