

Minutes
Missouri Technology Corporation
Thursday, April 27, 2023

The regular meeting of the Missouri Technology Corporation (the “MTC”) Board of Directors (the “Board”) was held on Thursday, April 27, 2023, beginning at 10:00 a.m. at the Missouri State Truman Building, Room 750, 301 West High St, Jefferson City, MO 65102.

Members present or absent:

Dr. Dedric Carter	Chair	Present
Dr. Jim Baker	Member	Present
Dan Cobb	Member	Present
Kathryn Allen	Member	Present
Maggie Kost	Member	Absent
Shad Burner	Member (proxy for the Acting Director of Economic Development)	Absent
Allen Dillingham	Member	Present
Sen. Denny Hoskins	Member	Present – joined 10:14 a.m.; left 10:21 a.m.
Ajay Jhamb	Member	Absent
Michael O’Connell	Member	Present
Stephanie Regagnon	Member	Present
Representative Alex Riley	Member	Present – joined 12:54 p.m.
Donn Rubin	Member	Present – joined 10:17 a.m.
Dr. Tom Spencer	Member designee-MU	Absent
Erv Switzer	Member	Present – joined 10:03 a.m.

Staff, Outside Legal Counsel, and Guest present:

Jack Scatizzi	MTC Executive Director
Melissa Grizzle	MTC Staff
Nate Marschalk	MTC Staff
Amy Steinman	MTC Staff
Christine Zika	MTC Staff
Greg Patterson	Thompson Coburn LLP, MTC Legal Counsel
Sheri Flanigan-Vazquez, COO	Justine Petersen – joined 1:06 p.m.
Rob Boyle, CEO	Justine Petersen – joined 1:06 p.m.
Jesse Kremenak	Kremenak NanoTech Inc. – joined 1:06 p.m.

WELCOME AND CALL TO ORDER:

Chair Carter called the meeting to order at 10:01 a.m. with a quorum established with seven members present.

APPROVAL OF MINUTES:

Chair Carter asked if there were any comments on the draft minutes of the February 21, 2023, Special Board meeting, which had been distributed to the Board prior to the meeting. There were no comments. On a motion by Ms. Allen, seconded by Mr. Cobb, the following resolution was unanimously approved by those members present:

RESOLVED, the Board hereby approves the minutes of the special Board meeting held on February 21, 2023, as submitted.

EXECUTIVE DIRECTOR REPORT:

Executive Director Scatizzi reported to the Board on MTC’s staffing developments, introducing the MTC’s newest hire, Christine Zika, as Venture Associate and reporting on the departure of Erika Fiola. Executive Director Scatizzi outlined plans for the hiring of an IDEA Fund Manager, Grants Team Manager and Marketing & Communications Strategist. Executive Director Scatizzi then reported on the completed and planned initiatives for the Grants and Investments Teams:

Ecosystem Engagement (Grants) Team:

The Grants Team took the following actions during the third quarter of FY2023: (a) launched MTC Quarterly Newsletter; (b) selected the Advanced Manufacturing grant applications awardees and entered into agreements with the same; (c) executed eight MOBEC grant agreements (d) launched the Physical Infrastructure Grant program; and (d) completed plans for the Kansas City Stakeholder Engagement Event.

The Grants Team planned initiatives for the fourth quarter of FY2023 include (a) evaluation of Physical Infrastructure applications; (b) publishing the MTC Newsletter in May; (c) preparing the Regional Node Planning Grant program; (d) ongoing management of Sponsorship/Membership & Microgrant Programs; and (e) evaluating tools for ongoing grant management.

Investments Team:

The Investment Team took the following actions during the third quarter of FY2023: (a) commenced and completed multiple diligence processes for IDEA Fund applicants; (b) completed the April IDEA fund award cycle; and (c) progressed on preparation of the SEDI Program Partner Treasury application process.

The Investment Team planned initiatives for the fourth quarter of FY2023 include: (a) complete active due diligence activities and finalize awarded investments; (b) finalize and onboard IDEA Fund Manager; (c) review July 2023 IDEA fund applications; and (d) submit new SSBCI SEDI program for Treasury approval.

Finally, Executive Director Scatizzi concluded his report with updates on the National Geospatial Agency (NGA) activities and FY24 budget updates.

EXECUTIVE COMMITTEE REPORT:

Chair Carter reported to the Board on the actions taken by the MTC Executive Committee during the third quarter of FY2023 and through the date of the Board meeting. The Executive Committee met four times: February 17th, March 24th, April 7th and April 21st.

After discussion and on motion by Mr. Dillingham, seconded by Mr. Rubin, the following resolution was unanimously approved by those members present:

RESOLVED, the Board hereby approves and ratifies all of the actions taken by the Executive Committee, the Chairman, and the Executive Director since the prior Board meeting, including, without limitation, those presented.

AUDIT AND FINANCE COMMITTEE REPORT:

Dr. Baker reported to the Board that the Audit and Finance Committee met once during the third quarter of FY2023 on April 4th. Dr. Baker reported that the Audit and Finance Committee reviewed the following items: (a) banking options; (b) cash balances; (c) short-term investment strategy; (d) publicly traded assets; (e) closing inactive/legacy accounts; and (f) Q3 FY2023 Treasurer's report. Dr. Baker presented the third quarter treasurer's report to the Board Members for approval.

TREASURER'S REPORT:

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

RESOLVED, the Board hereby approves the 3rd Quarter FY2023 Treasurer's Report dated April 27, 2023, as submitted.

INVESTMENT COMMITTEE REPORT:

Mr. Cobb reported to the Board that the Investment Committee met twice during the third quarter of FY2023 and through the date of the Board meeting on February 14th and April 6th. The Investment Committee reviewed and recommended funding for the Advanced Manufacturing Grant program finalists; reviewed and recommended proposed IDEA Fund write-offs; monitored the progress of the MSU MOBEC grant ; and reviewed the FY2023

April IDEA funding cycle applications. Mr. Cobb reported that the Investment Committee’s recommendations for funding would be presented during Closed Session.

Executive Director Scatizzi concluded the Committee reports with a summary of the initiatives discussed during the Committee reports and the MTC’s role in supporting Missouri entrepreneurs.

CLOSED SESSION:

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

RESOLVED, the Board hereby approves entering Closed Session at 11:08 a.m. pursuant to Sections 610.021 (1), (2), (3), (11), (12), (13), (14), and (15) RSMo.

Dr. Dedric Carter	aye	Kathryn Allen	aye	Dr. Jim Baker	aye
Dan Cobb	aye	Allen Dillingham	aye	Michael O’Connell	aye
Stephanie Regagnon	aye	Donn Rubin	aye	Erv Switzer	aye

The Chair called a recess from 11:30 a.m. to 11:45 a.m.

The Board and Counsel held an Executive Session for personnel updates. Executive Director Scatizzi attended a portion of the Executive Session, but no other MTC staff attended the Executive Session.

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

RESOLVED, the Board hereby approves exiting Closed Session at 12:59 p.m.

Dr. Dedric Carter	aye	Kathryn Allen	aye	Dr. Jim Baker	aye
Dan Cobb	aye	Allen Dillingham	aye	Michael O’Connell	aye
Stephanie Regagnon	aye	Rep. Alex Riley	aye	Donn Rubin	aye
Erv Switzer	aye				

Chair Carter reported that the Board took no action in the Closed Session after a discussion confined to the matters set forth in the agenda. Chair Carter reported on the following recusals from discussions due to potential or apparent conflicts of interest:

1. **BioSTL/BioGenerator Relationships.** Chair Carter and Mr. Rubin disclosed their relationship with BioSTL and BioGenerator and recused themselves from all discussions with respect to the following applicants that had existing relationships with BioSTL or BioGenerator: (a) Echelon Med Tech, LLC; (b) Aegis Digital Health, LLC; (c) GC Royalty Holding, LLC f/k/a GeneriCo; and (d) Nanopore Diagnostics, LLC.
2. **Washington University Relationship.** Chair Carter disclosed his relationship with Washington University and recused himself from all discussions with respect to the following applicant that had an existing relationship with Washington University: Customized Learning Exercises for Aural Rehabilitation, Inc. d/b/a Amptify
3. **Polsinelli Relationship.** Ms. Allen, a shareholder with Polsinelli PC, recused herself from all discussions with respect to the following applicants that had an existing relationship with Polsinelli: (a) Echelon Med Tech, LLC; (b) Customized Learning Exercises for Aural Rehabilitation, Inc. d/b/a Amptify; and (c) Avocado, Inc. Ms. Allen noted that these applicants are current clients of Polsinelli, although Ms. Allen has not been directly involved in any representation of such companies.

The Board continued its discussion in Open Session.

IDEA FUND INVESTMENT RECOMMENDATIONS:

TechLaunch:

On a motion by Mr. Dillingham, seconded by Chair Carter, the following resolutions were unanimously approved by those members present:

RESOLVED, the Board hereby approves the following TechLaunch Program awards, subject to satisfying the ordinary program conditions:

TL-2023-04-027	Marma Nutrition, LLC d/b/a Marma Health	in the amount up to \$100,000
TL-2023-04-028	TogetherSound, Inc d/b/a inUnison	in the amount up to \$50,000

FURTHER RESOLVED, the Board hereby delegates to the MTC Executive Committee 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 award; and

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

SEED Capital Co-Investment:

On a motion by Dr. Baker, seconded by Mr. Cobb, the following resolutions were unanimously approved by those members present (Chair Carter, Mr. Rubin and/or Ms. Allen recused themselves from all discussions and the vote with respect to Echelon Med Tech, LLC and Aegis Digital Health, LLC (Carter, Rubin and Allen); Customized Learning Exercises for Aural Rehabilitation, Inc. d/b/a Amptify (Carter and Allen) due to the potential and/or apparent conflicts of interests noted above. :

RESOLVED, the Board hereby approves the following Seed Capital Co-Investment Program awards, subject to satisfying the ordinary program conditions:

SEED-2023-01-015	Kremenak NanoTech	in the amount up to	\$500,000
SEED-2023-04-029	Aegis Digital Health, LLC	in the amount up to	\$150,000
SEED-2023-04-034	Echelon Med Tech, LLC	in the amount up to	\$500,000
SEED-2023-04-042	Customized Learning Exercises for Aural Rehabilitation, Inc. d/b/a Amptify	in the amount up to	\$500,000

FURTHER RESOLVED, the Board hereby delegates to the MTC Executive Committee 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 awards; and

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

Venture Capital Co-Investment:

On a motion by Mr. O’Connell, seconded by Mr. Rubin, the following resolutions were unanimously approved by those members present (Ms. Allen, recused herself from all discussions and the vote due to the apparent conflict of interests noted above.):

RESOLVED, the Board hereby approves the following Venture Capital Co-Investment Program award, subject to satisfying the ordinary program conditions:

VC-2023-04-040	Avocado, Inc.	in the amount up to	\$500,000
----------------	---------------	---------------------	-----------

FURTHER RESOLVED, the Board hereby delegates to the MTC Executive Committee 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 award; and

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

IDEA FUND WRITE-OFFS:

Executive Director Scatizzi reported that during the MTC Staff’s active IDEA portfolio management activities, six investments were identified for write-off. After a discussion, on a motion by Mr. Cobb, seconded by Ms. Allen, the following resolutions were unanimously approved (Chair Carter and/or Mr. Rubin recused themselves from all discussions and the vote with respect to GC Royalty Holding, LLC f/k/a GeneriCo (Rubin); Nanopore Diagnostics, LLC (Rubin); and Cardialen, Inc. (Carter and Rubin) due to their the potential conflicts of interests noted above):

RESOLVED, the Board hereby approves the following IDEA Fund investments to be written off in their entirety:

- Keybot, Inc. (f/k/a KeyPlease)
- MedSocket of Missouri, Inc.
- Cardialen, Inc.
- CheckTheQ, Inc. (d/b/a Qstodian)
- GC Royalty Holdings, LLC (f/k/a GeneriCo)
- Nanopore Diagnostics, LLC

OVERVIEW OF THE SSBCI PROGRAM:

Executive Director Scatizzi presented an overview of the Federal SSBCI 2.0 program and Missouri’s funding, highlighting the following: (a) how the program aligns with the MTC’s Catalyzing Innovation Strategies; (b) the MTC’s performance with SSBCI 1.0 funds from 2010; (c) funding allocation to be received and requirements to receive and deploy the funds; and (d) the MTC programs and initiatives used to deploy the funds.

INTRODUCTION TO JUSTINE PETERSON:

Chair Carter introduced Rob Boyle and Sheri Flanigan-Vazquez of Justine Peterson, who MTC has engaged to provide a Loan Participation Program pending approval by Treasury to deploy SSBCI 2.0 program funds specifically to Socially and Economically Disadvantaged Businesses. Ms. Flanigan-Vazquez and Mr. Boyle presented an overview of their organization, the impact of the loan programs they operate, and how the IgniteMO Loan Participation Program would deploy SSBCI funding throughout Missouri.

KREMENAK NANOTECH INC. – MTC PORTFOLIO COMPANY

Chair Cater welcomed Jesse Kremenak of Kremenak Nanotech, Inc. The MTC made an investment in 2021 into Kremenak Nanotech, Inc.. Mr. Kremenak presented to the Board the company product, the future plans of the company and the benefits the MTC funding had created for the company and the state.

NEW BUSINESS:

2023 MEETING SCHEDULE

Thursday, July 27, 2023 – St. Louis

Thursday, October 26, 2023 – Central Missouri

ADJOURNMENT:

Having no further business on the agenda, and on motion by Mr. Dillingham, seconded by Ms. Allen, the meeting adjourned at 2:01 p.m.

MEETING ADJOURNED