

DRAFT Minutes
Missouri Technology Corporation Executive Committee
Friday, October 20, 2023

The Executive Committee (the “Executive Committee”) of the Board of Directors of Missouri Technology Corporation (the “MTC”) met on Friday, October 20, 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
Dan Cobb	Member – present
Michelle Hataway	Member – present – joined 3:44 p.m.
Erv Switzer	Member – absent

Staff and Counsel participating:

Jack Scatizzi	Executive Director
Amy Steinman	MTC Staff
Greg Patterson	Thompson Coburn LLP
Krissa Lubben	Thompson Coburn LLP – joined 4:46 p.m.; exited 5:06 p.m.

Guest participating:

Monique Levy	Levy Consulting – joined 4:24 p.m.; exited 4:46 p.m.
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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 three members of the Executive Committee participating.

APPROVAL OF MINUTES:

Chair Carter asked if there were any comments on the draft minutes from the September 22, 2023, Executive Committee meeting, which had been distributed prior to the meeting. On a motion by Dr. Baker, seconded by Mr. Cobb, 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 September 22, 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 3:33 p.m. pursuant to Sections 610.021 (1), (2), (3), (11), (12), (14) and (15) RSMo.

Chair Carter	aye
Dr. Baker	aye
Mr. Cobb	aye

Ms. Hataway recused herself from all discussions with respect to the Mayfield Line-Item MOU with the Missouri Department of Economic Development (DED) due to her relationship with DED. Ms. Hataway is the Acting Director of DED.

The Executive Committee members, the Executive Director, and Counsel held an Executive Session from 4:24 p.m. until 5:06 p.m. to discuss personnel updates.

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 reconvening from Closed Session at 5:07 p.m.

Chair Carter	aye
Dr. Baker	aye
Mr. Cobb	aye
Ms. Hataway	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.

DISCUSS INVESTMENT IN DYNAMICSURGICAL INC. DBA REZILIENT HEALTH:

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

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 \$50,000 in the form of a Simple Agreement for Future Equity to be entered into with Dynamicsurgical Inc., a Delaware corporation d/b/a Rezilient Health, in substantially the form presented; 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 such transaction documents; 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.

DISCUSS MAYFIELD LINE-ITEM MOU WITH DED:

Ms. Hataway recused herself during the discussion and abstained from the vote for the Mayfield line-item MOU due to the potential conflict of interest noted earlier. On a motion by Chair Carter, seconded by Dr. Baker, the following resolutions were unanimously approved by all other members present:

RESOLVED, the Executive Committee on behalf of the MTC Board hereby approves the Memorandum of Understanding between the MTC and the Missouri Department of Economic Development with respect to the Mayfield Entrepreneurial Center funding in substantially the form presented (the “Mayfield MOU”); 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 Mayfield MOU and 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 Mayfield MOU.

DISCUSS MPSC PLAN OF DISSOLUTION:

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

RESOLVED, the Executive Committee on behalf of the MTC Board hereby approves the Unanimous Written Consent of the Members Adopting a Plan of Liquidation and Dissolution, the Notice of Winding Up and the Articles of Termination to liquidate and dissolve Missouri Plant Science Center, LLC substantially in the forms 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,

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 liquidation and dissolution.

NEW BUSINESS:

None.

MEETING ADJOURNED:

On a motion by Chair Carter, seconded by Dr. Baker, the meeting adjourned at 5:12 p.m.