

Minutes
Missouri Technology Corporation Executive Committee
Tuesday, June 18, 2024

The Executive Committee (the “Executive Committee”) of the Board of Directors of Missouri Technology Corporation (the “MTC”) met on Tuesday, June 18, 2024, beginning at 3:30 p.m. The meeting was held via conference call.

Members of the Executive Committee participating:

Dan Cobb	Chair – present
Kathryn Allen	Member – present
Allen Dillingham	Member – present – joined 3:32 p.m.
Paul Eisenstein	Member – (proxy for the Director of Economic Development) – 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 Cobb called the meeting to order at 3:31 p.m. and declared a quorum to be present with four members of the Executive Committee participating.

APPROVAL OF MINUTES:

Chair Cobb asked if there were any comments on the draft minutes from the May 21, 2024, Executive Committee meeting, which had been distributed prior to the meeting. On a motion by Mr. Switzer, seconded by Ms. Allen, 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 May 21, 2024, as submitted.

REVIEW OF CLOSED SESSION STATUTES:

Chair Cobb reviewed the procedures for discussions in Open Session and Closed Session..

CLOSED SESSION:

On a motion by Mr. Dillingham, seconded by Mr. Switzer, 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), (3), (11), (12), (14), and (15) RSMo.

Chair Cobb	aye
Ms. Allen	aye
Mr. Dillingham	aye
Mr. Eisenstein	aye
Mr. Switzer	aye

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

RESOLVED, the Executive Committee hereby approves reconvening from Closed Session at 4:30 p.m.

Chair Cobb	aye
Ms. Allen	aye

Mr. Dillingham aye
Mr. Eisenstein aye
Mr. Switzer aye

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

1. **Polsinelli Relationship.** Ms. Allen, a shareholder with Polsinelli PC, recused herself from all discussions with respect to Edison Agrosociences, Inc. Ms. Allen noted that there is an actual or potential conflict of interest with the company in connection with Polsinelli matters.
2. **Missouri Department of Economic Development.** Mr. Eisenstein, an employee of the Missouri Department of Economic Development (DED), recused himself from all discussions with respect to the amended agreement with DED.
3. **Paul Eisenstein Relationship.** Mr. Eisenstein disclosed a personal relationship with an executive with Maximum Fidelity Surgical Simulations LLC and recused himself from all discussions. Mr. Eisenstein's relationship is non-financial.

DISCUSS INVESTMENT IN EDISON AGROSCIENCES, INC.:

On a motion by Chair Cobb, seconded by Mr. Dillingham, the following resolutions were approved by those members present (Ms. Allen recused herself from the discussion and voting due to the potential conflict of interest noted above):

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 \$100,000 in the form of an equity investment in Series Seed Plus Preferred Stock pursuant to Seed Capital Co-Investment Application SEED 2023-01-011 Edison Agrosociences, Inc.) in substantially the forms 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 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 INVESTMENT IN MAXIMUM FIDELITY SURGICAL SIMULATIONS LLC:

On a motion by Ms. Allen, seconded by Mr. Switzer, the following resolutions were approved by those members present (Mr. Eisenstein recused himself from the discussion and voting due to the potential conflict of interest noted above):

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 \$500,000 in the form of an equity investment in Series Seed Preferred Stock pursuant to Seed Capital Co-Investment Application SEED-2024-04-054 (Maximum Fidelity Surgical Simulations 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; 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 SSBCI AGREEMENT WITH DED:

On a motion by Chair Cobb, seconded by Mr. Dillingham, the following resolutions were approved by those members present (Mr. Eisenstein recused himself from the discussion and voting due to the potential conflict of interest noted above):

RESOLVED, the Executive Committee on behalf of the MTC Board hereby approves the amended Agreement between the Missouri Department of Economic Development and the MTC relating to the State Small Business Credit Initiative in substantially the form presented (the “SSBCI 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 Agreement and any and all agreements, documents or instruments and to take such other actions as may be required or desirable in connection with the SSBCI Agreement.

REVIEW VIEWPOINT MARKETING OPPORTUNITY:

On a motion by Mr. Switzer, seconded by Ms. Allen, the following resolutions were approved by those members present:

RESOLVED, the Executive Committee on behalf of the MTC Board hereby approves the Studio Authorization Agreement between Pioneer Production Services LLC and the MTC in substantially the form presented (the “Viewpoint Production 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 Viewpoint Production Agreement and any and all agreements, documents or instruments and to take such other actions as may be required or desirable in connection with the Viewpoint Production Agreement.

REVIEW OF FINANCIAL MATTERS:

Executive Director Scatizzi provided an overview of MTC’s current funds/accounts and identified two that are inactive. The Committee reviewed Staff proposals related to closing the inactive accounts.

FRAMEWORK FOR STAKEHOLDER ENGAGEMENT:

Executive Director Scatizzi outlined the current legislative budget process to the Committee. Executive Director Scatizzi identified potential improvements that could better communicate MTC value proposition to the state legislature and requested that the Committee enter into Closed Session to discuss certain legal and hiring issues appropriate for Closed Session.

CLOSED SESSION:

On a motion by Ms. Allen, seconded by Mr. Dillingham, the following resolution was approved by roll call vote:

RESOLVED, the Executive Committee hereby approves entering into Closed Session at 4:41 p.m. pursuant to Sections 610.021 (1), (3), (11), and (14) RSMo.

Chair Cobb	aye
Ms. Allen	aye
Mr. Dillingham	aye
Mr. Eisenstein	aye
Mr. Switzer	aye

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

RESOLVED, the Executive Committee hereby approves reconvening from Closed Session at 4:58 p.m.

Chair Cobb	aye
Ms. Allen	aye

Mr. Dillingham aye
Mr. Eisenstein aye
Mr. Switzer aye

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

NEW BUSINESS: None

MEETING ADJOURNED:

On a motion by Ms. Allen, seconded by Mr. Dillingham, the meeting adjourned at 4:59 p.m.