

Minutes
Missouri Technology Corporation Executive Committee
Friday, October 8, 2021

The Executive Committee (the “Executive Committee”) of the Board of Directors of Missouri Technology Corporation (the “MTC”) met on Friday, October 8, 2021, beginning at 3:00 p.m. The meeting was held via conference call.

Members of the Executive Committee participating:

Dr. Dedric Carter	Chair – present
Dan Cobb	Member – absent
Dr. Jim Baker	Member – present
Rob Dixon	Member – present – joined 3:02 p.m.
Garry Kemp	Member – present

Staff and Counsel participating:

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

WELCOME AND CALL TO ORDER:

Chair Carter called the meeting to order at 3:00 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 24, 2021, Executive Committee meeting, which had been distributed prior to the meeting. On motion by Mr. Kemp, 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 September 24, 2021, as submitted.

Mr. Dixon joined the meeting at 3:02 p.m.

CLOSED SESSION:

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

RESOLVED, the Executive Committee hereby approves entering into Closed Session at 3:03 p.m. pursuant to Sections 610.021 (1), (12), (14) and (15) RSMo.

Chair Carter	aye
Dr. Baker	aye
Mr. Dixon	aye
Mr. Kemp	aye

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

RESOLVED, the Executive Committee hereby approves reconvening from Closed Session at 3:26 p.m.

Chair Carter	aye
Dr. Baker	aye
Mr. Dixon	aye

Mr. Kemp aye

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

PLASTOMICS INC. INVESTMENT:

On motion by Dr. Baker, 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 transaction documents for the purchase by MTC of shares of Series A Preferred Stock to be issued by Plastomics Inc., a Delaware corporation, in exchange for \$499,999.63 pursuant to Seed Capital Co-Investment Application SEED 2021-26-008 (Plastomics Inc.) in substantially the forms 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.

DCODE AMENDED CONSULTING AGREEMENT:

On motion by Mr. Kemp, 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 Amendment to the Consulting Services Agreement with The Dcode Group, Inc. (the "Dcode Agreement") in substantially the form presented; and

FURTHER RESOLVED, the Executive Committee on behalf of the MTC Board hereby grants 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 Dcode Agreement 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 Dcode Agreement.

FY2021 FINANCIAL STATEMENTS:

Executive Director Scatizzi presented the Executive Committee the FY2021 financial statements, which had been distributed prior to the meeting. The Executive Committee members had no exceptions to the financial statements.

DRAFT FY2021 ANNUAL REPORT:

The Executive Committee reviewed the draft FY2021 Annual Report which had been distributed prior to the meeting. The Executive Committee members had no exceptions to the draft report.

STATEWIDE STRATEGIC INITIATIVE UPDATE:

Chair Carter reported to the Executive Committee the following status updates of the Statewide Strategic Initiative: (a) MTC staff and Board members are preparing for the second meeting of the Steering Committee which is scheduled for October 18, 2021, (b) the process remains on schedule, and (c) focus groups have been established in each of the Economic Development Department regions throughout the state with meetings being scheduled.

NEW BUSINESS: Chair Carter congratulated Mr. Dixon for his new position with Ameren. Chair Carter thanked Mr. Dixon for years of service as the Director of the Missouri Department of Economic Development which included his time on the MTC Board and Executive Committee. Mr. Dixon thanked the Executive Committee for all the hard work throughout his tenure.

MEETING ADJOURNED:

On motion by Mr. Kemp, seconded by Chair Carter, the meeting adjourned at 3:47 p.m.