

**Minutes**  
**Missouri Technology Corporation Executive Committee**  
**Friday, November 6, 2020**

The Executive Committee (the “Executive Committee”) of the Board of Directors of Missouri Technology Corporation (the “MTC”) met on Friday, November 6, 2020, beginning at 1:00 p.m. The meeting was held via conference call.

Members of the Executive Committee participating:

Jason Hall	Chair – present
Dr. Dedric Carter	Vice-Chair – present
Dr. Jim Baker	Member – present
Rob Dixon	Member – absent
Garry Kemp	Member – present

Staff and Counsel participating:

Jack Scatizzi	Executive Director
Kaitlin Cavey	MTC Staff
Amy Steinman	MTC Staff
Greg Patterson	Thompson Coburn LLP
David Lemkemeier	Lewis Rice LLC – joined at 1:01 p.m. exited 1:07 p.m.

**WELCOME AND CALL TO ORDER:**

Chair Hall called the meeting to order at 1:00 p.m. and declared a quorum to be present with four members of the Executive Committee participating.

**APPROVAL OF MINUTES:**

Chair Hall asked if there were any comments on the draft minutes from the October 15, 2020, Executive Committee meeting, which had been distributed prior to the meeting. There were no comments. On motion by Dr. Carter, seconded by Mr. Kemp, 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 October 15, 2020, as submitted.

**CLOSED SESSION:**

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

**RESOLVED**, the Executive Committee hereby approves entering into Closed Session at 1:00 p.m. pursuant to Sections 610.021 (1), (12), (14), and (15) RSMo.

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

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

**RESOLVED**, the Executive Committee hereby approves reconvening from Closed Session at 1:18 p.m.

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

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

**NGA CORPORATE ACCELERATOR OPERATOR AGREEMENT:**

On motion by Dr. Baker, seconded by Chair Hall, the following resolutions were unanimously approved by those members present:

**RESOLVED**, the Executive Committee on behalf of the MTC Board hereby approves the operating agreement between MTC and Capital Innovators (the “Operating 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 Operating 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 execute and deliver the Operating Agreement 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, the Operating Agreement.

**COMPATIO LLC:**

On motion by Mr. Kemp, seconded by Chair Hall, the following resolutions were unanimously approved by those members present, Dr. Baker abstained from the vote (due to his relationship with economic development organizations associated with Missouri State University):

**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 \$250,000 in the form of an equity investment in Class C Units pursuant to Seed Capital Co-Investment Application SEED 2020-25-018 (Compatio LLC) 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.

**OUTSIDE360, LLC DBA VENKU:**

On motion by Mr. Kemp, seconded by Chair Hall, 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 Convertible Note pursuant to Seed Capital Co-Investment Application SEED 2020-25-010 (Outside360, LLC dba Venku) 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.

**BETTER WEEKDAYS, INC.:**

On motion by Dr. Carter, 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 (the “Better Weekdays, Inc. Amendment”) to extend the maturity dates of each of the Convertible Promissory Notes issued to the MTC by Better Weekdays, Inc. (“Better Weekdays”), dated April 29, 2015, October 2, 2015 and December 30, 2016, in the original principal amounts of \$175,000, \$250,000 and \$250,000, respectively; 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 Better Weekdays Amendment; 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 Better Weekdays Amendment.

**NEW BUSINESS:**

None

**MEETING ADJOURNED:**

The meeting adjourned at 1:26 p.m.