

**Minutes**  
**Missouri Technology Corporation Executive Committee**  
**Friday, February 25, 2022**

The Executive Committee (the “Executive Committee”) of the Board of Directors of Missouri Technology Corporation (the “MTC”) met on Friday, February 25, 2022, beginning at 3:00 p.m. The meeting was held via conference call.

Members of the Executive Committee participating:

Dr. Dedric Carter	Chair – present
Dr. Jim Baker	Member – absent
Dan Cobb	Member – present
Garry Kemp	Member – present – joined 3:04 p.m.
Shad Burner	Member (proxy for the Acting Director of Economic Development) – present

Staff, Counsel, and Guests participating:

Jack Scatizzi	Executive Director
Erika Fiola	MTC Staff
Amy Steinman	MTC Staff
Greg Patterson	Thompson Coburn LLP
Erv Switzer	MTC Board Member – requested by Chair Carter

**WELCOME AND CALL TO ORDER:**

Chair Carter called the meeting to order at 3:02 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 February 10, 2022, Executive Committee meeting, which had been distributed prior to the meeting. On a motion by Mr. Cobb, seconded by Mr. Burner, 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 February 10, 2022, as submitted.

**CLOSED SESSION:**

On a motion by Chair Carter, seconded by Mr. Cobb, 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
Mr. Burner	aye
Mr. Cobb	aye

Mr. Kemp joined the meeting at 3:04 p.m.

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

**RESOLVED**, the Executive Committee hereby approves reconvening from Closed Session at 3:51 p.m.

Chair Carter	aye
Mr. Burner	aye
Mr. Cobb	aye

Mr. Kemp                      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.

Chair Carter noted, due to potential conflicts of interest arising from his role as Vice-Chancellor Innovation & Chief Commercialization Officer at Washington University, that Chair Carter abstained from all discussions with respect to Cardialen, Inc., which was founded through a program at, and has significant ties to, Washington University.

#### **STORYUP INC. STOCKHOLDER CONSENT**

On a motion by Mr. Kemp, 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 Unanimous Written Consent in Lieu of a Special Meeting of the Board of Directors and Stockholder Consent Agreement for StoryUp, Inc.'s Ratification of Stadia & Impact Warrants Issued Outside of Plan in substantially the form presented (the "Consent"); 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 Consent and all documents relating thereto.

#### **STATEWIDE STRATEGIC INITIATIVE UPDATE:**

Chair Carter reported to the Executive Committee on the implementation of the action items from the Statewide Strategic Initiative report, including: (a) MTC staff has commenced identifying immediate and mid-to-short term action items; (b) MTC staff has commenced identifying action items that will require partnership with other stakeholders; (c)

#### **NEW BUSINESS:**

Chair Carter opened the floor to Mr. Switzer to address the Executive Committee on a supplemental initiative. Specifically, Mr. Switzer presented concerns that the focus on economic development aspects of starting businesses in Missouri were missing the social and lifestyle benefits that the state affords new ventures. A discussion was had by the members. .

Chair Carter reminded the Executive Committee of the next meeting on March 25<sup>th</sup> starting at 3:30 p.m.

#### **MEETING ADJOURNED:**

On a motion by Chair Carter, seconded by Mr. Kemp, the meeting adjourned at 4:04 p.m.