

Minutes
Missouri Technology Corporation Executive Committee
Friday, April 16, 2021

The Executive Committee (the “Executive Committee”) of the Board of Directors of Missouri Technology Corporation (the “MTC”) met on Friday, April 16, 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 – present
Dr. Jim Baker	Member – present
Rob Dixon	Member – present – exited at 3:30 p.m.
Garry Kemp	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 Carter called the meeting to order at 3:00 p.m. and declared a quorum to be present with five members of the Executive Committee participating.

APPROVAL OF MINUTES:

Chair Carter asked if there were any comments on the draft minutes from the April 9, 2021, Executive Committee meeting, which had been distributed prior to the meeting. There were no comments. On motion by Chair 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 April 9, 2021, as submitted.

CLOSED SESSION:

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

RESOLVED, the Executive Committee hereby approves entering into Closed Session at 3:01 p.m. pursuant to Sections 610.021 (1), (2), (12), (14) and (15) RSMo.

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

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

RESOLVED, the Executive Committee hereby approves reconvening from Closed Session at 3:29 p.m.

Chair Carter	aye
Dr. Baker	aye
Mr. Cobb	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.

ZAF Energy Reorganization:

On motion by Mr. Cobb, seconded by Mr. Kemp, the following resolution was unanimously approved by those members present:

RESOLVED, the Executive Committee on behalf of the MTC Board hereby approves the transaction documents proposed by ZAF Energy Systems, Incorporation (“ZAF”) effecting a spin-off of ZAF’s wholly owned subsidiary, AESir Technologies, Inc. (“AESir”), pursuant to which MTC will receive 562,552 shares of Common Stock of AESir, 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 transaction.

ZAF Energy Reorganization:

MediBeacon Note Extension:

On motion by Chair Carter, seconded by Dr. Baker, the following resolution was unanimously approved by those members present:

RESOLVED, the Executive Committee on behalf of the MTC Board hereby approves the amendment (the “MediBeacon Amendment”) to extend the maturity date of the Secured Promissory Note issued to the MTC by MediBeacon, Inc. (“MediBeacon”), dated June 15, 2018, in the original principal amount of \$250,000; 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 MediBeacon 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 transactions contemplated in the MediBeacon Amendment.

MyCroft AI Consent Request:

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

RESOLVED, the Executive Committee on behalf of the MTC Board hereby approves (a) the Waiver to Voting Agreement, (b) the Waiver to Right of First Refusal and Co-Sale Agreement, and (c) the Consent and Acknowledgement (collectively, the “Waivers and Consent”) requested by Mycroft AI, Inc. (“Mycroft”) with respect to the transfer of certain shares of Mycroft between and among Mycroft’s founders and executive officers 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 the Waivers and Consent; 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 transactions contemplated in the Waivers and Consent.

Proposed Amendments to FY2021 Operating Budget:

Executive Director Scatizzi presented a draft amended budget due to the release of the Governor's withholds that will be presented to the full board at the April 22, 2021 meeting.

NEW BUSINESS:

MEETING ADJOURNED:

On motion by Mr. Cobb, seconded by Mr. Kemp, the meeting adjourned at 3:48 p.m.