

**Minutes**  
**Missouri Technology Corporation Executive Committee**  
**Wednesday, July 18, 2018**

The Executive Committee (the “Executive Committee”) of the Board of Directors of Missouri Technology Corporation (the “MTC”) met on Wednesday, July 18, 2018, beginning at 11:00 a.m. The meeting was held via conference call.

Members of the Executive Committee participating:

Jason Hall	Chair
Garry Kemp	Member
Dr. Jim Baker	Member
Dr. Dedric Carter	Member
Rob Dixon	Member

Staff and Counsel participating:

Bill Anderson	MTC Executive Director
Bill Vega	MTC Staff
Greg Patterson	Thompson Coburn LLP

**WELCOME AND CALL TO ORDER:**

Chair Hall called the meeting to order at 11:03 a.m. and declared a quorum to be present with 5 members of the Executive Committee participating.

**APPROVAL OF MINUTES:**

Chair Hall asked if there were any comments on the draft minutes of the meeting of the Executive Committee held on June 15, 2018, which had been distributed to the Executive Committee prior to the meeting. On motion by Mr. Kemp, seconded by Chair Hall, the following resolution was unanimously approved:

**RESOLVED**, the Executive Committee hereby approves the minutes of the Executive Committee’s meeting held on June 15, 2018, as presented.

**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 11:05 a.m. pursuant to Sections 610.021 (1), (12), (14) and (15) RSMo.

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

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

**RESOLVED**, the Executive Committee approves reconvening from Closed Session at 11:31 a.m.

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

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

**IDEA FUND TRANSACTION DOCUMENTS:**

After discussion and on motion by Chair Hall, seconded by Dr. Carter, the following resolutions were unanimously approved:

**Transportant LLC**

**RESOLVED**, the Executive Committee on behalf of the MTC Board hereby approves the transaction documents for an investment by the MTC in an amount up to \$125,000 to purchase Common Membership Units of Transportant, LLC, pursuant to Seed Capital Co-Investment Application 2017-23-011 (Transportant) 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 all documents relating to such investment on behalf of the MTC; 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.

**Babyation**

**RESOLVED**, the Executive Committee on behalf of the MTC Board hereby approves the transaction documents for an investment by the MTC in an amount up to \$250,000 in the form of a “SAFE” (Simple Agreement for Future Equity) pursuant to Seed Capital Co-Investment Application 2017-23-002 (Babyation) 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 all documents relating to such investment on behalf of the MTC; 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.

**Apse Inc.**

**RESOLVED**, the Executive Committee on behalf of the MTC Board hereby approves the transaction documents for a convertible loan by the MTC in an amount up to \$200,000 pursuant to Seed Capital Co-Investment Application 2017-23-008 (Apse 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 all documents relating to such loan on behalf of the MTC; 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 loan.

**PatientsVoices**

**RESOLVED**, the Executive Committee on behalf of the MTC Board hereby approves the transaction documents for an investment by the MTC in an amount up to \$75,000 in the form of a “SAFE” (Simple Agreement for Future Equity) pursuant to TechLaunch Application 2015-16-008 (PatientsVoices) 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 all documents relating to such investment on behalf of the MTC; 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.

**NEW BUSINESS:**

On motion by Chair Hall, seconded by Dr. Baker, the meeting adjourned at 11:36 p.m.

**MEETING ADJOURNED**