

AUDIT, COMPLIANCE AND GOVERNANCE COMMITTEE
of Connecticut Innovations, Incorporated
Minutes – Regular Meeting
October 27, 2014

A meeting of the **Audit, Compliance and Governance Committee of Connecticut Innovations, Incorporated** (the “Audit Committee”) was held on October 27, 2014, at the office of Connecticut Innovations, Inc., 865 Brook Street, Rocky Hill, CT.

1. **Call to Order:** There being a quorum present, the Audit Committee meeting was called to order at 9:10 a.m.

2. **Roll Call of Members and Guests Present:**

Audit Committee members present: Alan K. Greene Chairperson of the Audit Committee; Michael Cantor, Chairperson of CI (by phone); Chris Bandecchi (by phone).

Staff present: Claire Leonardi, Phil Siuta, Hil Scott, Jamie Rinaldi, Linda Wieleba, Pauline Murphy, Peter Longo, Dave Wurzer, Glendowlyn Thames, Carolyn Hawkins; and Lisa Day.

Others invited: John Schuyler, William Sawicki; and Gary Smith of Marcum LLP.

3. **Approval of Minutes: The Audit Committee members were asked to consider the minutes of the May 29, 2014 meeting.**

Upon a motion made by Mr. Bandecchi, seconded by Mr. Cantor, the Audit Committee members voted in favor of adopting the minutes of the May 29, 2014 meeting as presented.

4. **Presentation by Marcum LLP on the 2014 Audit**

Mr. Schuyler introduced his colleagues William Sawicki and Gary Smith to the Committee.

Marcum presented the Financial Statements and the procedures used in their Audit. The following items were discussed:

- CI received a clean opinion;
- No disagreements with Management were noted;
- No adjustments were required; and
- No deficiencies in internal controls were noted.

Mr. Schuyler concluded that the audit was successful and thanked the accounting staff for their cooperation.

5. **Valuation Report: Overview of the Process and Acceptance of the Report of the Valuation Committee as to the Valuation of Portfolio Investments**

Mr. Wurzer reviewed the valuation process with the Audit Committee. He stated that the Valuation Committee approved the final valuation on September 5, 2014, after a series of meetings and follow-up conversations on the portfolio. The process was effective and the Valuation Committee accepted the final portfolio value. The value was then audited by Marcum LLP and no changes were noted.

Upon motion by Mr. Chris Bandecchi, seconded by Mr. Michael Cantor, the Committee voted in favor of accepting the Valuation Report.

6. **Financial Statements: Recommendation to the Board of Directors of CT Innovations for Approval of the Audited Financial Statements for the Fiscal Year Ending June 30, 2014**

Mr. Siuta informed the Committee that the audited financial statements reflect what was presented to the Board in September, 2014 with no material changes.

Upon motion by Mr. Chris Bandecchi, seconded by Mr. Michael Cantor, the Committee voted to recommend to the Board of CT Innovations for Approval of the Draft Audited Financial Statements for the Fiscal Year Ending June 30, 2014.

7. **Executive Session with Public Accounts**

Upon motion by Mr. Chris Bandecchi, seconded by Michael Cantor, the Audit Compliance and Governance Committee voted unanimously in favor of going into executive session at 9:55 a.m.

The executive session ended at 10:00 a.m., and the regular meeting was immediately reconvened.

8. **Other Business:**

Mr. Siuta presented the State Audit Report for the Fiscal Year Ending June 30, 2012.

Mr. Siuta further noted that there were no material findings.

9. **Adjournment:** Upon motion by Mr. Bandecchi, seconded by Mr. Greene, the Audit, Compliance and Governance Committee members voted in favor of adjourning the October 27, 2014 meeting at 10:00 a.m.

Respectfully submitted,

John Pavia on behalf of Alan Green
Chairperson of the Audit, Compliance and Governance Committee