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BOARD OF DIRECTORS
of Connecticut Innovations, Incorporated
Minutes – Regular Meeting
Monday, November 20, 2017

A regular meeting of the **Board of Directors of Connecticut Innovations, Incorporated** (the “Board”) was held on November 20, 2017 at the offices of Connecticut Innovations, Inc., 865 Brook Street, Rocky Hill, CT 06067.

1. Call to Order: Noting the presence of a quorum, Mr. Cantor, Chairperson of the Board, called the regular meeting to order at 9:32 a.m. Participating: Mostafa Analoui (by phone); Christopher Bandecchi (by phone); Michael Cantor; Valarie Gelb (by phone); Ashley Bekton (by phone); Richard Mulready (by phone); John Olsen (by phone); Paul Pescatello; Rafael Santiago; David Siegel (by phone); Catherine Smith, Commissioner of the Department of Economic and Community Development (by phone); Erika Steiner, Board of Regents of Higher Education (by phone) and Susan Weisselberg, Office of Policy and Management (by phone).

Absent: John Pavia and Alexander Pencu

Staff Attending: Lauren Carmody, Leslie Larson, Matt McCooe, Phil Siuta and Dave Wurzer.

Other Attendees: Attorney Scott Murphy

2. Approval of Minutes:

Mr. Cantor asked the members of the Board to consider the minutes from the October 23, 2017 meeting.

Upon a motion made by Mr. Santiago, and seconded by Mr. Analoui, the Board members voted unanimously in favor of adopting the minutes from the October 23, 2017 meeting, as presented.

3. Chairman’s Remarks:

Mr. Cantor said CI’s contribution to the economic growth of Connecticut will continue to help propel the State out of its ongoing fiscal crisis. He emphasized that CI needs to continue growing jobs in its Connecticut start-up’s and “prime the pump” for the growth of the State.

4. Business Lines and Operations Updates:

Mr. Wurzer presented the Q1 FY2018 venture investment activity. He also shared the dollars CI has invested over the last five quarters and answered questions from the board.

A discussion arose about undertaking a media/communication's plan, for CI board review, to highlight successful CI portfolio companies, recent exits/IPO's, and the growing entrepreneurial ecosystem in Connecticut that exists to support technology and bioscience start-up's.

Mr. Siuta reviewed the Q1 FY2018 financial statements, and highlighted the assets under management, variances from actual versus budget for revenues, operating expenses, program expenses, and investment activities. He also discussed the projected revenues and expenses and cash flows for FY2018.

5. Approval of Updated Ethical Conduct Policy:

Attorney Murphy reviewed CI's current and amended ethical conduct policy for the Board and answered questions. He stated that the Office of State Ethics reviewed has these changes. A discussion followed.

Upon a motion made by Mr. Mulready, seconded by Mr. Pescatello, the Board members voted unanimously to approve Connecticut Innovations' Amended Ethical Conduct Policy, as presented.

6. Approval of Signature Powers:

Mr. Siuta reviewed changes requested regarding CI's policy for granting of signature powers to certain officers to execute and deliver documents, instruments and agreements for and on behalf of Connecticut Innovations, Incorporated. A discussion followed.

Upon motion made by Ms. Smith, seconded by Ms. Steiner, the Board of Directors of Connecticut Innovations, Incorporated (including as the statutory successor to the Connecticut Development Authority, the "Corporation") voted unanimously to approve the following resolutions:

1. That the Chairman, the Vice Chairman, the Secretary, the Chief Executive Officer, the Chief Operating Officer, the Chief Financial Officer, and any Vice President, or any other officer or employee of the Corporation expressly authorized and empowered in writing by the Chairman, the Chief Executive Officer, the Chief Operating Officer or the Chief Financial Officer of the Corporation to execute and deliver documents for and on behalf of the Corporation, and each such officer and employee individually, be and hereby is authorized and empowered to execute and deliver, for and on behalf of the Corporation, any and all of the following contracts, documents, instruments or agreements that may be required:

a) loan and security documents, loan guarantees and guarantee certificates, lease guarantees, mortgages and mortgage guarantees, stock purchase agreements, subscription agreements, financial assistance agreements, participation agreements, operating agreements, partnership agreements, and all other documents, instruments and/or agreements evidencing loans, loan, lease and mortgage guarantees, loan participations, grants, investments and other forms of financial assistance, and all extensions, renewals, consents, waivers, amendments, modifications, assignments, subordinations, releases and terminations of any of the foregoing, which have been approved or authorized by, or which implements an action or transaction approved or authorized by, the Board of Directors or a duly constituted committee thereof, or by the Chairman, the Chief Executive Officer, the Chief Operating Officer or the Chief Financial Officer pursuant to delegation of authority from the Board of Directors or a duly constituted committee thereof, or otherwise authorized pursuant to applicable program requirements, policies, procedures or resolutions of the Corporation;

b) Uniform Commercial Code financing statements, Uniform Commercial Code continuation statements, and other filings, notices and instruments required to give effect to, preserve or assert rights of the Authority pursuant to loan and security documents or other agreements and instruments entered into in connection with loans, guarantees, grants, investments or other financial assistance provided by the Corporation, and of all appropriate renewals, extensions, amendments, modifications, subordinations and assignments thereof ;

c) releases, terminations and other instruments of satisfaction and discharge, including mortgage releases, Uniform Commercial Code termination statements and releases of personal guarantees and life insurance assignments, in connection with loans, guarantees, grants, investments, or other financial assistance provided by the Corporation which has been, or upon delivery of

**such instruments will be, fully paid, released or otherwise satisfied;
and**

d) agreements, contracts, instruments or other documents relating to the day-to-day operations of the Authority, the management of its assets, properties and subsidiaries, the internal management and administration of the Corporation or its subsidiaries, or dealings with the Department of Economic and Community Development or other agencies, quasi-public agencies and political subdivisions of the State of Connecticut including, without limitation, all real and personal property leases, sale agreements, sale contracts, personal service contracts, employment contracts, consulting agreements, agreements in connection with banking relationships, including such instruments, certificates, resolutions and agreements as may be required to establish and maintain bank accounts and other relationships with banking institutions, memoranda of understanding, settlement agreements, corporate consents, corporate and tax filings, including applications for exemption, and other agreements, contracts, instruments and documents presented to or submitted to the Corporation for execution in the ordinary course of the business of the Corporation; subject in each case to the general supervision, direction and control of the Board of Directors or a committee thereof and compliance with all applicable policies and procedures of the Corporation; and provided that the Chairman, the Chief Executive Officer, the Chief Operating Officer and the Chief Financial Officer are authorized to restrict such signature authority of any officer or employee to particular matters or to particular documents, instruments or agreements, or to require, in connection with the exercise of such signature authority by any officer or employee, the approval or direction of one or more other designated officers or employees.

2. That prior resolutions of the Board of Directors with respect to the signature authority of officers and employees of the Corporation, to the extent more limiting than the foregoing resolution, are hereby rescinded and withdrawn.

3. That any prior resolution of the Connecticut Development Authority or Connecticut Innovations, Incorporated granting signature authority to the "President" or to the "Executive Director" shall be deemed to grant the same signature authority to the Chief Executive Officer of the Corporation.

Ms. Smith left the meeting.

7. Approval of Audited Financial Statements for FYE June 30, 2017:

Mr. Siuta explained that the CI Audit Committee of the Board had recommended to the Board approval of the Audited Financial Statements for FYE June 30, 2017, and that the CI by-laws require Board approval.

Upon a motion made by Ms. Gelb, seconded by Mr. Santiago, the Board voted unanimously to approve the Audited Financial Statements for the year ended June 30, 2017, as presented.

8. Other Business:

Mr. Siuta reminded the Board of the incentive compensation discussion from the April meeting. He proposed that in order to attract, retain and motivate employees and compete with the private sector, CI would like the Board to approve incentive-based compensation rewards for all CI employees. A discussion followed. Attorney Murphy advised that a motion to formally add an item to the agenda would need a two-thirds vote of the Board to pass. A roll call vote was taken.

Upon a motion made by Ms. Gelb, seconded by Mr. Mulready, the Board unanimously voted to add Incentive Compensation to the agenda.

Mr. Bandecchi left the meeting.

9. Incentive Compensation:

After further discussion, it was decided to review and vote on the proposed incentive-based compensation rewards for all CI employees for FY2017. Future awards beginning with FY2018 shall be reviewed and approved by the Board.

Upon a motion made by Mr. Mulready, seconded by Ms. Bekton, the Board voted to approve the incentive-based compensation rewards, for all employees, as presented.

Ms. Weisselberg, Ms. Steiner and Mr. Siegel voted against the motion.

10. Adjournment:

Upon a motion made by Mr. Pescatello, seconded by Mr. Santiago, the Board voted unanimously in favor of adjourning the November 20, 2017 meeting at 11:06 a.m.

Respectfully submitted,

Michael Cantor
Chairperson of CI