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**BOARD OF DIRECTORS**  
of Connecticut Innovations, Incorporated  
Minutes –Regular Meeting  
Monday, November 21, 2016

A regular meeting of the **Board of Directors of Connecticut Innovations, Incorporated** (the “Board”) was held on November 21, 2016 at Connecticut Innovations, 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 9:33 a.m. Participating: Christopher Bandecchi (on phone); Michael Cantor; Mun Choi; Valarie Gelb (on phone); Richard Mulready; John Olsen (on phone); John Pavia (on phone at 9:52); Alexander Pencu (on phone); Paul Pescatello; Rafael Santiago; David Siegel (on phone); Catherine Smith, Commissioner of the Department of Economic and Community Development; Susan Weisselberg, Office of Policy and Management (on phone) and Mark Ojakian, Board of Regents of Higher Education ( on phone).

Absent: Deborah Spalding, State Treasurer’s office

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

**2. Approval of Minutes:**

Mr. Cantor asked the members of the Board to consider the minutes from the October 5, 2016 meeting.

**Upon a motion made by Mr. Mulready, seconded by Mr. Santiago the Board members voted in favor of adopting the minutes from the October 5, 2016 meeting as presented.**

**3. Action Items:**

**a) Approval of Audited Financial Statements for the FYE June 30, 2016:**

Mr. Suita noted that the Audit Committee met on October 27, 2016 with CI’s independent auditors and reviewed the draft audited financial statements for fiscal year ended June 30, 2016. He mentioned that the Audit Committee members voted to recommend the Board accept the Audited Financial Statements for CI for the fiscal year ended June 30, 2016.

**Upon a motion by Mr. Mulready, seconded by Mr. Santiago, Connecticut Innovations (CI) at a duly called meeting held on November 21, 2016, a quorum being present, unanimously voted in favor of accepting the Audited Financial Statements, the valuation report, and the report on internal controls for the FYE June 30, 2016, as recommended by the Audit Committee.**

**b.) Approval of Board and Committee Dates:**

The General Statutes require Quasi- Public Agencies to notify the Secretary of State the meeting dates for the upcoming year. See attached meeting dates.

**Upon a motion by Mr. Mulready, seconded by Mr. Santiago, Connecticut Innovations (CI) at a duly called meeting held on November 21, 2016, a quorum being present, unanimously voted in favor of adopting the meeting dates proposed for the 2017 calendar year as presented.**

**c) Approval to allow staff to dissolve certain entities:**

In 1993, CT Innovations created certain legal entities to further its mission. These entities are no longer needed to manage current operations and the existence of these entities increases CI's expenses (Tax returns, Federal and State filings, etc.). So, in an effort to continue to lean operations and reduce costs, CI recommends the approval of the resolutions outlined below to dissolve the following entities.

1. CTCD - Purpose: Management of Science Park in New Haven.
2. CEELP and EEM: Purpose: Investing in technology growth enterprises in CT. This entity was governed by CI and Fleet Development Ventures.

**Upon a motion by Mr. Mulready, seconded by Mr. Santiago, Connecticut Innovations (CI) at a duly called meeting held on November 21, 2016, a quorum being present, unanimously voted in favor of the following resolutions:**

**I. Dissolution of Connecticut Technology Development Corporation:**

**WHEREAS**, Connecticut Innovations, Incorporated ("CI"), is the sole shareholder of Connecticut Technology Development Corporation ("CTDC"), a Connecticut stock corporation organized on November 2, 1993 for the purpose of overseeing the projects associated with Science Park in New Haven; and

**WHEREAS**, CTDC ceased operations several years ago, and currently has no assets, no known liabilities, and no plans to conduct operations in the future; and

**WHEREAS**, the members of the Board of Directors of CI deem it appropriate and advisable to adopt specific resolutions to approve the formal dissolution of CTDC.

**NOW THEREFORE**, it is hereby

**RESOLVED**, that the Board, on behalf of CI as the sole shareholder of CTDC, approves the dissolution of CTDC; and further

**RESOLVED**, that any of the officers of CI are, and each of them hereby is, authorized and empowered, in the name and on behalf of CI, to execute a written consent of CI as the sole shareholder of CTDC to authorize the dissolution of CTDC; and further

**RESOLVED**, that any officer of CI is authorized and empowered to take such further actions, and to execute and deliver such additional documents, certificates, notices or instruments, as they or either of them shall deem necessary in connection with the dissolution of CTDC.

## **II. Dissolution of Connecticut Emerging Enterprises, Limited Partnership:**

**WHEREAS**, Connecticut Emerging Enterprises, Limited Partnership, a Connecticut limited partnership ("CEELP") was formed on October 30, 1996 , for the purpose of investing in technology growth enterprises in Connecticut; and

**WHEREAS**, the business and operations of CEELP are governed by that certain First Amended and Restated Limited Partnership Agreement of Connecticut Emerging Enterprises, Limited Partnership dated as of October 31, 1996 (as amended to date, the "Partnership Agreement"); and

**WHEREAS**, CI holds a 74.25% interest as a limited partner in CEELP; and

**WHEREAS**, the other partners of CEELP are Fleet Development Ventures, LLC ("Fleet"), holding a 24.75% interest as a limited partner, and Emerging Enterprises Management, LLC ("EEM"), holding a 1% interest as the general partner (the "General Partner") of CEELP; and

**WHEREAS**, CI is the sole member and the sole manager of EEM; and

**WHEREAS**, the Partnership Agreement provides that CEELP's term of existence ended as of December 31, 2013; and

**WHEREAS**, pursuant to Article 13 of the Partnership Agreement, following the expiration of CEELP's term, the General Partner is authorized to proceed with the dissolution of CEELP, to wind up its affairs and liquidate its assets, to discharge any liabilities to its creditors, and to distribute any remaining assets to its partners; and

**WHEREAS**, CEELP's sole remaining asset is its investment in Spinergy, Inc., a Delaware corporation ("Spinergy"), which investment is represented by that certain Senior Secured Promissory Note dated May 22, 2006 in the original principal amount of \$750,000 issued by Spinergy to CEELP (the "Note"), and pursuant to which Note Spinergy has been making payments to CEELP, which payments have accrued in a bank account held by EEM as the General Partner; and

**WHEREAS**, the Note matured on May 31, 2016, and no further payments have been received by CEELP or EEM since that date, notwithstanding the amounts still owed to CEELP by Spinergy under the Note; and

**WHEREAS**, CI, as the sole member and manager of EEM, in its capacity as the General Partner of CEELP, deems it to be desirable and in the best interests of CEELP and its partners to dissolve and terminate CEELP on or before December 31, 2016 (the "Effective Date").

**NOW, THEREFORE**, it is

**RESOLVED**, that CI, in its capacity as the sole member and manager of the General Partner, approves the dissolution and termination of CEELP on or before the Effective Date; and further

**RESOLVED**, that any officer of CI (each, an "Authorized Officer") is hereby authorized and directed, on behalf of CI as the sole member and manager of EEM, to execute a written consent of EEM, as the General Partner of CEELP, to approve the dissolution and liquidation of CEELP; and further

**RESOLVED**, that any Authorized Officer is hereby authorized and directed, on behalf of CI as the sole member and manager of EEM, in its capacity as the General Partner of CEELP, to take or cause to be taken any and all actions required to discharge all of CEELP's liabilities to its creditors, if any, and to distribute CEELP's rights under the Note to the partners of CEELP as a liquidating distribution; and further

**RESOLVED**, that CI is authorized to propose to Fleet that CI acquire all of CEELP's rights under the Note, and to pay over to Fleet such amount representing 24.75% of any amounts already collected by the General Partner or

payable and anticipated to be collectible under the Note following the dissolution and termination of CEELP; and further

**RESOLVED**, that each Authorized Officer is hereby authorized and directed, on behalf of EEM and in its name, to execute and deliver to Spinergy and/or its successors and assigns any and all such documents, instruments, conveyances, and assignments as may be deemed necessary or appropriate to evidence the assignment to CI, for itself and on behalf of EEM and Fleet, of CEELP's interest in the Note and all payments due to CEELP thereunder; and further

**RESOLVED**, that any Authorized Officer be, and each of them hereby is, authorized, empowered and directed to take or cause to be taken any and all such further actions, and to execute and deliver any and all such additional documents, as may be necessary, desirable or appropriate to effect the dissolution and termination of CEELP and the intent of the preceding resolutions.

**III. Dissolution of Emerging Enterprises Management, LLC:**

**WHEREAS**, such amounts as are currently held by EEM in its bank account for the benefit of CEELP will be distributed to the partners of CEELP upon the dissolution of CEELP; and

**WHEREAS**, upon the termination and dissolution of CEELP, the purpose for which EEM was organized shall no longer exist; and

**WHEREAS**, the Board of Directors of CI deems it to be appropriate and desirable to formally dissolve and terminate EEM, and to liquidate its assets, on or before the Effective Date.

**NOW THEREFORE**, it is hereby

**RESOLVED**, the Board of Directors of CI, in its capacity as the sole member and the sole manager of EEM, hereby approves the dissolution and termination of EEM following the dissolution and cancellation of CEELP; and further

**RESOLVED**, that each Authorized Officer is hereby authorized and directed to execute a written consent of CI, as the sole member and manager of EEM, approving the dissolution and liquidation of EEM; and further

**RESOLVED**, that each Authorized Officer is hereby authorized and empowered to take or cause to be taken any and all actions as any such Authorized Officer may deem necessary, convenient or desirable to dissolve EEM, to wind up its affairs, to pay, satisfy and discharge or make adequate provision for its liabilities and obligations, if any, and thereafter, to distribute the remainder of its assets, if any, to CI as its sole member; and further

**RESOLVED**, that EEM is authorized to liquidate its proportionate share of the Note and all receivables thereunder to CI as the sole member of EEM; and further

**RESOLVED**, that any Authorized Officer be, and each of them hereby is, authorized, empowered and directed to take or cause to be taken any and all such further actions, and to execute and deliver any and all such additional documents, as may be necessary, desirable or appropriate to effect the dissolution and termination of EEM and the intent of the preceding resolutions.

#### **IV. Ratification:**

**RESOLVED**, that each Authorized Officer is hereby authorized and empowered, in the name and on behalf of CI, to execute and deliver any and all such additional agreements, documents, instruments or certificates, and to take or cause to be taken any and all such additional actions as, in such officer's judgment, may from time to time be necessary, incident or proper to carry out the intent of the preceding resolutions, the execution and delivery of any such document and the taking of any such action to be conclusive evidence of the acting officer's approval thereof and of due authorization hereunder; and further

**RESOLVED**, that all actions heretofore taken by any of the officers of CI in furtherance of any of the foregoing resolutions, or in executing documents and taking actions referred to therein, be, and the same hereby are, ratified, confirmed and approved in all respects.

#### **4. Chairman's Remarks:**

Mr. Cantor spoke about his hopes for improved state infrastructure in and around our urban centers believing that it would benefit the work being done with the Innovation Places and CTNext. Ms. Smith thanked Dr. Mun Choi for his dedication to CI's Board of Directors, wished him well in his new endeavor, and emphasized Dr. Choi's impact at the University of Connecticut on sustained involvement with entrepreneurship.

**5. CEO Report:** Mr. McCooe reported on CI's increased productivity, the funding of more high quality companies and recently implemented "lean" changes.

**6. Business Lines and Operations Updates:**

Mr. Wurzer presented the Q1 FY2017 deal leads from within state, out of state and out of country. Deal flow has shown solid and consistent growth due to outreach efforts, including Venture Clash, conference attendance and trips to Israel and Canada. He noted a sharp increase in IT and tech software deals, and mentioned that growth in bioscience prospects has been lower by comparison. The venture portfolio is expanding with expecting to investment closings of \$12 million by end of Q2 FY2017. Discussion arose about future travel locations and conference selection.

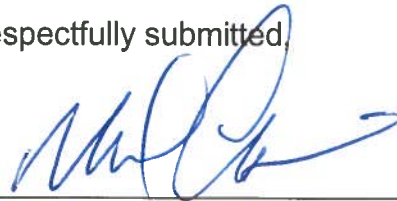
Ms. Carmody discussed the VentureClash event, benefits and latest updates, including the addition of one industry (Internet of Things/IoT) for VentureClash 2017. She was pleased with the coverage of the event and plans to circulate a coverage report to the board. She is planning media outreach as each deal closes, both here and abroad. A planning meeting with internal staff to discuss VentureClash 2017 will be held the week of November 28th.

Mr. Siuta reviewed the Q1 FY2017 financial statements highlighting the assets under management, the 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 all of FY2017 and beyond.

**7. There was no other business.****8. Adjournment:**

**Upon a motion made by Mr. Mulready, seconded by Mr. Santiago, the Board voted unanimously in favor of adjourning the November 21, 2016 meeting at 10:32 a.m.**

Respectfully submitted,



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Michael Cantor  
Chairperson of CI