

ELI WHITNEY ADVISORY COMMITTEE
of Connecticut Innovations, Incorporated
Minutes – Regular Meeting
Thursday, May 12, 2016

A regular meeting of the **Eli Whitney Advisory Committee of Connecticut Innovations, Incorporated** (the “Advisory Committee”) was held on May 12, 2016 at the office of Connecticut Innovations, Inc. (“CI”), 865 Brook Street, Rocky Hill, CT.

1. Call to Order:

Rafael Santiago, Chairperson of the Advisory Committee, noting the presence of a quorum, called the meeting to order at 3:00 p.m. Advisory Committee members present: J. Kevin Grogan (by phone), Erik Jansen (by phone), Alan Mendelson (by phone), Rafael Santiago (by phone), and Michael Werle (by phone).

Other Board Members Attending: Mun Choi (by phone) and Alex Pencu (by phone).

Absent: Paul Pescatello and Tim Shannon

Staff attending: Matthew Bloom, Kevin Crowley, Peter Longo, Heidi Marshall, Lillian Mu, Pauline Murphy, Ted Murphy, Jamie Rinaldi, Douglas Roth, Dan Wagner, Michael Wisniewski, and David Wurzer.

2. Approval of Minutes:

Mr. Santiago asked the Advisory Committee members to consider the minutes from the April 7, 2016 meeting.

Upon a motion made by Mr. Jansen, and seconded by Mr. Mendelson, the Advisory Committee members voted unanimously in favor of adopting the minutes from the April 7, 2016 meeting.

3. New Investment Proposals:

“Biohaven Pharmaceuticals Holding Company Ltd. - British Virgin Islands”

Mr. Wagner discussed the proposed new investment of up to \$1,500,000 in Biohaven Pharmaceuticals Holding Company Ltd. - British Virgin Islands. Biohaven Pharmaceuticals Holding Company Ltd. is a privately-held biopharmaceutical company with operations in New Haven, CT. They are engaged in the identification and development of clinical stage compounds targeting the glutamatergic system. Their mission is to exploit advances over the past decade in the understanding of glutamate mechanisms involved in a variety of CNS diseases. Ms. Mu and Mr. Wagner then gave a brief company overview and discussed the role of Glutamate.

A discussion ensued.

Upon a motion made by Mr. Grogan, and seconded by Mr. Werle, the Advisory Committee members voted (3-1-1) in favor of recommending to the Eli Whitney Investment Committee that financing be approved in an amount of up to \$1,500,000 for the purpose of preclinical IND activities and working capital in Biohaven Pharmaceuticals Holding Company Ltd. – British Virgin Islands. (Mr. Mendelson voted against the motion and Mr. Jansen abstained from the vote based on limited industry knowledge).

“Cadenza Innovation, LLC - Oxford, CT”

Ms. Murphy and Mr. Longo discussed the proposed new investment of up to \$1,000,000 in Cadenza Innovation, LLC of Oxford, CT. Cadenza Innovation, LLC is an early-stage battery technology company which was formed in 2012.

Ms. Murphy asked the Eli Whitney Advisory Committee to enter into executive session to discuss Cadenza Innovation, LLC.

Upon a motion made by Mr. Grogan, and seconded by Mr. Werle, the Advisory Committee members voted unanimously in favor of going into executive session at 3:34 p.m. to discuss financial and/or commercial information and/or trade secrets, regarding Cadenza Innovation, LLC.

The executive session ended at 3:55 p.m., and the regular meeting was immediately reconvened.

Upon a motion made by Mr. Jansen, and seconded by Mr. Grogan, the Advisory Committee members voted unanimously in favor of recommending to the Eli Whitney Investment Committee that financing be approved in an amount of up to \$1,000,000 for the purpose of product development, build out of a CT facility and working capital in Cadenza Innovation, LLC.

“Cyber Sec BI, Ltd. - Be’er Sheva, Israel”

Mr. Longo discussed the proposed new investment of up to \$1,500,000 in Cyber Sec BI, Ltd. of Be’er Sheva, Israel. Cyber Sec BI, Ltd. is an early-stage cybersecurity company establishing its US headquarters in Connecticut.

Mr. Longo asked the Eli Whitney Advisory Committee to enter into executive session to discuss Cyber Sec BI, Ltd.

Upon a motion made by Mr. Jansen, and seconded by Mr. Werle, the Advisory Committee members voted unanimously in favor of going into executive session at 4:00 p.m. to discuss financial and/or commercial information and/or trade secrets, regarding Cyber Sec BI, Ltd.

The executive session ended at 4:18 p.m., and the regular meeting was immediately reconvened.

Upon a motion made by Mr. Jansen, and seconded by Mr. Werle, the Advisory Committee members voted unanimously in favor of recommending to the Eli Whitney Investment Committee that financing be approved in an amount of up to \$1,500,000 for the purpose of product development, sales and marketing, and working capital in Cyber Sec BI, Ltd.

4. Follow-On Proposals:

“Cornovus Pharmaceuticals Inc. – Farmington, CT”

Mr. Wagner discussed the proposed follow-on investment of up to \$1,000,000 in Cornovus Pharmaceuticals, Inc. of Farmington, CT. Cornovus Pharmaceuticals, Inc. is focused on the development of a novel, cardioprotective compound, MRS2339, for the treatment of heart failure. Mr. Wagner then went on to discuss CI's investment history with the Company. This investment would be funded through our SSBCI program.

A question and answer discussion ensued.

Upon a motion made by Mr. Mendelson, and seconded by Mr. Grogan, the Advisory Committee members voted unanimously in favor of recommending to the Eli Whitney Investment Committee that financing be approved in an amount of up to \$1,000,000 for the purpose of technology and business development of Cornovus Pharmaceuticals Inc.

“Intelligent Clearing Network, Inc. – New Canaan, CT”

Mr. Crowley discussed the proposed follow-on investment of up to \$100,000 in Intelligent Clearing Network, Inc. of New Canaan, CT. Intelligent Clearing Network, Inc. is a software-as-a-service (SaaS) company that electronically delivers and clears coupons and other incentives in real time as a point-of-sale in grocery, drug and mass merchant retailers – currently collecting a fee for each incentive redeemed. Mr. Crowley then went on to discuss CI's investment history with the Company.

Mr. Crowley asked the Eli Whitney Advisory Committee to enter into executive session to discuss Intelligent Clearing Network, Inc.

Upon a motion made by Mr. Werle, and seconded by Mr. Grogan, the Advisory Committee members voted unanimously in favor of going into executive session at 4:35 p.m. to discuss financial and/or commercial information and/or trade secrets, regarding Intelligent Clearing Network, Inc.

The executive session ended at 4:37 p.m., and the regular meeting was immediately reconvened.

Upon a motion made by Mr. Jansen, and seconded by Mr. Werle, the Advisory Committee members voted unanimously in favor of recommending to the Eli Whitney Investment Committee that financing be approved in an amount of up to \$100,000 for the purpose of product development, sales and marketing, and working capital in Intelligent Clearing Network, Inc.

“P2 Science – Woodbridge, CT”

Mr. Wagner discussed the proposed follow-on investment of up to \$100,000 in P2 Science of Woodbridge, CT. P2 Science is a specialty chemical company developing process technology that enables the conversion of renewable oils from canola, palm, and soy into high-value, high margin specialty chemicals via a novel tube film ozonolysis process. Mr. Wagner then went on to discuss CI's investment history with the Company.

Mr. Wagner asked the Eli Whitney Advisory Committee to enter into executive session to discuss P2 Science.

Upon a motion made by Mr. Werle, and seconded by Mr. Jansen, the Advisory Committee members voted unanimously in favor of going into executive session at 4:38 p.m. to discuss financial and/or commercial information and/or trade secrets, regarding P2 Science.

The executive session ended at 4:43 p.m., and the regular meeting was immediately reconvened.

Upon a motion made by Mr. Jansen, and seconded by Mr. Werle, the Advisory Committee members voted unanimously in favor of recommending to the Eli Whitney Investment Committee that financing be approved in an amount of up to \$100,000 for the purpose of technology and business development of P2 Science.

“Soft Tissue Regeneration, Inc. – New Haven, CT”

Mr. Wagner discussed the proposed follow-on investment of up to \$850,000 in Soft Tissue Regeneration, Inc. of New Haven, CT. Soft Tissue Regeneration, Inc. is a clinical-stage orthopaedic device company developing a breakthrough tissue engineering platform used to re-grow ligaments and tendons. Mr. Wagner then went on to discuss CI's investment history with the Company.

Mr. Wagner asked the Eli Whitney Advisory Committee to enter into executive session to discuss Soft Tissue Regeneration, Inc.

Upon a motion made by Mr. Werle, and seconded by Mr. Grogan, the Advisory Committee members voted unanimously in favor of going into executive session at 4:50 p.m. to discuss financial and/or commercial information and/or trade secrets, regarding Soft Tissue Regeneration, Inc.

The executive session ended at 4:55 p.m., and the regular meeting was immediately reconvened.

Upon a motion made by Mr. Werle, and seconded by Mr. Grogan, the Advisory Committee members voted unanimously in favor of recommending to the Eli Whitney Investment Committee that financing be approved in an amount of up to \$850,000 for the purpose of technology and business development in Soft Tissue Regeneration, Inc.

“Thetis Pharmaceuticals, Inc. – Southport, CT”

Noting a potential conflict of interest, Mr. Mendelson left the meeting and was recused from the discussion on Thetis Pharmaceuticals, Inc.

Mr. Wurzer and Ms. Mu discussed the proposed follow-on investment of up to \$500,000 in Thetis Pharmaceuticals, Inc. of Southport, CT. They then went on to discuss CI's investment history with the Company and explained that the funding request is the result of a change in the investment structure for a previously approved CI investment.

Upon a motion made by Mr. Werle, and seconded by Mr. Grogan, the Advisory Committee members voted unanimously in favor of recommending to the Eli Whitney Investment Committee that financing be approved in an amount of up to \$500,000 into a Series B financing round, and recommending conversion of outstanding notes payable of \$500,000 into a Series B financing round, to fund pre-IND enabling studies and provide working capital in Thetis Pharmaceuticals, Inc.

5. Other Business:

Mr. Wurzer thanked the Advisory and Investment Committee members for their patience and dedication.

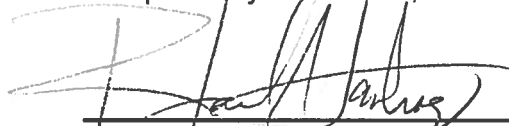
6. Next Meeting:

June 2, 2016, at 3:00 p.m.

7. Adjournment:

Upon a motion made by Mr. Grogan, and seconded by Mr. Werle, the Advisory Committee members voted to adjourn the May 12, 2016 meeting at 4:58 p.m.

Respectfully submitted,



Rafael Santiago
Chairperson of the Eli Whitney Advisory
Committee