

ELI WHITNEY ADVISORY COMMITTEE
of Connecticut Innovations, Incorporated
Minutes – Regular Meeting
Thursday, October 2, 2014

A regular meeting of the **Eli Whitney Advisory Committee of Connecticut Innovations, Incorporated** (the “Advisory Committee”) was held on October 2, 2014, at the office of Connecticut Innovations, Inc., 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 2:00 p.m. Advisory Committee members participating: Gail Coppage, Erik Jansen (by phone), Alan Mendelson, Rafael Santiago (by phone), Tim Shannon (by phone), and Michael Werle (by phone).

Members absent: J. Kevin Grogan

Other Board Members Attending: Michael Cantor (by phone), Mun Choi (by phone), Alex Pencu (by phone), Jonathan Roth (by phone), and Paul Pescatello (by phone).

Staff attending: Heidi Bieber, Matthew Bloom, Kevin Crowley, Lori Granato, Stepheni Harpin, Claire Leonardi, Peter Longo, Lillian Mu, Pauline Murphy, Patrick O’Neill, Chris Penner (by phone), Julie Rader, Jamie Rinaldi, Douglas Roth, Matthew Storeygard, Russ Tweeddale, Daniel Wagner, Michael Wisniewski, David Wurzer, and Mark Zhu.

2. **Approval of Minutes:**

Mr. Santiago asked the Advisory Committee members to consider the minutes from the September 17, 2014 meeting.

Upon a motion made by Mr. Mendelson, and seconded by Ms. Coppage, the Advisory Committee members voted unanimously in favor of adopting the minutes from the September 17, 2014 meeting as presented. (Ms. Coppage, Mr. Mendelson and Mr. Jansen were not present for the vote).

3. **Introduction of New Employee:**

Ms. Leonardi introduced Jamie Rinaldi, CI’s Investment Accounting Manager. The Advisory Committee members welcomed Ms Rinaldi.

4. **Overview of Pre-Seed Companies Presented/Why the Peer Reviews are Still in Progress:**

Mr. Wurzer gave an overview of the two companies being presented by stating that they were both pre-seed companies that had demonstrated ability to achieve milestones and move company development forward. He further explained that, while initial

observations of the peer review would be shared in the presentations, the final written peer review reports were not yet available due to the recent change in the due diligence process requiring a peer review for early seed investments. It was suggested that the entire Committee receive a copy of the final peer review reports, and that a designated member of the Committee act as a representative of the Committee to formally agree/approve that the peer review reports are supportive of the proposed investments.

5. Follow-on Investment Proposals:

“Tru Optik Data Corporation – Stamford, CT”

Mr. Roth and Mr. Bloom presented on Tru Optik Data Corporation a SaaS-based digital media audience intelligence company which was founded in 2013. They went on to discuss the company background, market dynamics and need. Mr. Roth gave an explanation of peer-to-peer networks and went on to discuss examples of insight from consumer demand of digital media consumption that can be derived from the Tru Optik’s data sources. Mr. Bloom reviewed the competitive landscape, customer calls, initial feedback from the peer reviewer, and their management team and advisors.

Mr. Roth asked the Eli Whitney Advisory Committee to enter into executive session to discuss Tru Optik Data Corporation.

Upon a motion made by Ms. Coppage, and seconded by Mr. Mendelson, the Advisory Committee members voted unanimously in favor of going into executive session at 2:26 p.m. to discuss financial and/or commercial information and/or trade secrets, regarding Tru Optik Data Corporation.

The executive session ended at 2:41 p.m., and the regular meeting was immediately reconvened.

Upon a motion made by Ms. Coppage, and seconded by Mr. Mendelson, the Advisory Committee members voted unanimously in favor of recommending to the Eli Whitney Investment Committee that financing is approved in an amount of up to \$200,000 for the purpose of product development, collaborative studies, intellectual property development, and working capital in Tru Optik Data Corporation, Stamford, CT, subject to CI receiving a written peer review that supports investing in this opportunity.

The entire committee shall receive the final peer review report. Ms. Coppage agreed to serve as the representative of the Committee to formally agree/approve that the peer review report is supportive of the proposed investment and will report back to the Committee, if necessary.

“eBrevia, Inc. – Stamford, CT”

Mr. Roth and Mr. Wisniewski presented on eBrevia, Inc. an early-stage IT company that has developed a SaaS based platform to assist law firms. They went on to present the company background, market dynamics and, product need/solution. They also discussed customer calls and the peer reviewer feedback to date, sales/marketing plans, competition, and the management team and advisors.

Mr. Roth asked the Eli Whitney Advisory Committee to enter into executive session to discuss eBrevia, Inc.

Upon a motion made by Ms. Coppage, and seconded by Mr. Werle, the Advisory Committee members voted unanimously in favor of going into executive session at 2:59 p.m. to discuss financial and/or commercial information and/or trade secrets, regarding eBrevia, Inc.

The executive session ended at 3:18 p.m., and the regular meeting was immediately reconvened.

Upon a motion made by Ms. Coppage, and seconded by Mr. Werle, the Advisory Committee members voted unanimously in favor of recommending to the Eli Whitney Investment Committee that financing is approved in an amount of up to \$500,000 for the purpose of product development, sales and marketing, hiring staff, and working capital in eBrevia, Inc., Stamford, CT, subject to CI receiving a written peer review that supports investing in this opportunity.

The entire committee shall receive the final peer review report. Ms. Coppage agreed to serve as the representative of the Committee to formally agree/approve that the peer review report is supportive of the proposed investment and will report back to the Committee, if necessary.

6. Other Business:

Mr. Santiago asked the committee to consider adding to the agenda a request by staff to approve a temporary waiver of the 30-day Pre-Seed requirement.

Upon a motion made by Ms. Coppage seconded by Mr. Cantor the Advisory Committee members voted unanimously in favor of amending the agenda to discuss the temporary waiver of the 30-day Pre-Seed requirement.

Ms. Leonardi asked that the committee approve a temporary waiver of the Pre-Seed requirement that matching funds must be held no longer than 30-days prior to submission of the application for funding due to the present CI cash flow situation.

Currently, the matching funds qualify as “new money” if they are deposited within 30-days prior to submission of a Pre-Seed fund questionnaire. This amendment request lifts the 30-day rule and allows CI Ventures to use its discretion with regard to the qualifications of matching funds while taking into consideration the timing of funding of these matching funds. All other matching funds requirements remain in place. Mr. Crowley also gave an update on the quarterly activities of the Pre-Seed Portfolio.

A question and answer discussion ensued.

Upon a motion made by Ms. Coppage, and seconded by Mr. Werle, the Investment Committee members voted in favor of amending the Pre-Seed loan process to suspend the Pre-Seed matching funds 30-day rule and allow CI Ventures to use its discretion with regard to qualifying matching funds based on reasonable timing of the funds. The four month suspension of the Pre-Seed matching funds 30-day rule will be revisited by the end of January 2015 (Mr. Mendelson was not present for the vote).

“Queralt Inc. – North Haven, CT”

Mr. Longo presented Queralt, a software development company located in North Haven, CT. He explained that CI is not requesting an additional investment at this time. Rather, CI is requesting the approval to convert the existing convertible notes (approximately \$460,000 including accrued interest) into a Series A round that the Company is currently raising.

Upon a motion made by Ms. Coppage, seconded by Mr. Werle, the Advisory Committee members voted unanimously in favor of recommending to the Eli Whitney Investment Committee conversion of the current debt investment into the preferred equity round in Queralt, Inc. of North Haven, CT.

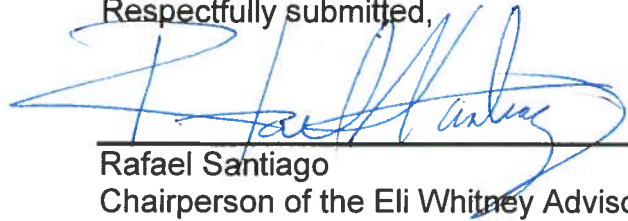
“SSBCI Fund”

Ms. Murphy presented on the State Small Business Credit Initiative (SSBCI Fund). She explained that it is a federal program and part of the small business jobs act of 2010. She went on to also discuss the SSBCI criteria and process.

7. **Next Meeting:** November 6, 2014, at 2:00 p.m.

8. **Adjournment:** Upon a motion made by Ms. Coppage, seconded by Mr. Grogan, the Advisory Committee members voted to adjourn the October 2, 2014 meeting at 3:36 p.m.

Respectfully submitted,



Rafael Santiago
Chairperson of the Eli Whitney Advisory
Committee