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BOARD OF DIRECTORS
of Connecticut Innovations, Incorporated
Minutes – Regular Meeting
Tuesday, November 26, 2019

A regular meeting of the **Board of Directors of Connecticut Innovations, Incorporated** (the “Board”), was held on November 26, 2019, 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 9:35 a.m. Participating: Mostafa Analoui; Christopher Bandecchi (by phone); Ben Barnes, Connecticut State & Community Colleges (by phone); Michael Cantor; Jessica Cabanillas, Office of Policy and Management (by phone); Mark Evans, Office of the Treasurer (by phone); Valarie Gelb (by phone); Richard Mulready (by phone); John Olsen (by phone); John Pavia (by phone); Alexander Pencu (by phone); Paul Pescatello (by phone); and, Rafael Santiago (by phone).

Absent: David Lehman Commissioner of the Department of Economic and Community Development,

Staff attending: Christopher Baisden, Lauren Carmody, Leslie Larson, Matt McCooe, Phil Siuta and Dave Wurzer.

2. Approval of Minutes

Mr. Cantor asked the members of the Board to consider the minutes from the September 24, 2019, meeting.

Upon a motion made by Ms. Gelb, and seconded by Mr. Mulready, the Board members voted unanimously in favor of adopting the minutes from the September 24, 2019, meeting, as presented.

3. Chairman’s Remarks

Mr. Cantor remarked on the good work being done on behalf of the State by Connecticut Innovations’ leadership team.

4. Action Items

Approval of extension to the resolutions for the fund-of-funds investments in Disruptive and 1843.

Mr. McCooe requested an extension on prior Fund-of-Funds investment approvals for Disruptive Technologies and 1843 Capital Ventures LP for an initial close by December 31, 2020. The board was also informed that CI's investment in 1843 Capital Ventures LP has been reduced to a maximum of \$500,000.

Upon a motion by Mr. Analoui, seconded by Mr. Santiago, Connecticut Innovations (CI) at a duly called meeting held on November 26, 2019, a quorum being present, unanimously voted in favor of approving the following resolution:

Resolved:

(1) that financing is approved by Connecticut Innovations, Inc. (CI), for 1843 CAPITAL VENTURES LP in an amount of up to FIVE HUNDRED THOUSAND DOLLARS (\$500,000); and

(2) that Matthew McCooe, Chief Executive Officer; David Wurzer, Executive Vice President & Chief Investment Officer; Philip Siuta, Senior Vice President, Chief Financial Officer & Chief Operating Officer; or Peter Longo, Senior Managing Director, Investments, each an "Authorized Signatory," is authorized to execute and deliver for and on behalf of CI such agreements and related documents to cause such investment to be effected, which documents shall (a) be executed by CI no later than December 30, 2020; and (b) contain such terms and conditions as the Authorized Signatory shall deem to be in the best interests of CI including terms and conditions relating to the matters described in Section 6 of the Regulations, the Authorized Signatory's approval thereof as hereby authorized to be conclusively evidenced by the execution and delivery of the Agreement; and

(3) that the Authorized Signatories hereby are severally authorized and empowered to do any and all acts and execute and deliver any and all other documents as they shall deem necessary and desirable to effectuate the above-mentioned Agreement.

Upon a motion by Mr. Analoui, seconded by Mr. Santiago, Connecticut Innovations (CI) at a duly called meeting held on November 26, 2019, a quorum being present, unanimously voted in favor of approving the following resolution:

Resolved:

(1) that financing is approved by Connecticut Innovations, Inc. (CI), for Disruptive Technologies in an amount of up to TWO MILLION DOLLARS (\$2,000,000); and

(2) that Matthew McCooe, Chief Executive Officer; David Wurzer, Executive Vice President & Chief Investment Officer; Philip Siuta, Senior Vice President, Chief Financial Officer & Chief Operating Officer; or Peter Longo, Senior Managing Director, Investments, each an “Authorized Signatory,” is authorized to execute and deliver for and on behalf of CI such agreements and related documents to cause such investment to be effected, which documents shall (a) be executed by CI no later than December 30, 2020; and (b) contain such terms and conditions as the Authorized Signatory shall deem to be in the best interests of CI including terms and conditions relating to the matters described in Section 6 of the Regulations, the Authorized Signatory’s approval thereof as hereby authorized to be conclusively evidenced by the execution and delivery of the Agreement; and

(3) that the Authorized Signatories hereby are severally authorized and empowered to do any and all acts and execute and deliver any and all other documents as they shall deem necessary and desirable to effectuate the above-mentioned Agreement.

Acceptance of the audited financial Statements for the year ending June 30, 2019

Mr. Siuta stated that Whittlesey & Hadley performed the audit for CI for the fiscal year ending June 30, 2019. 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, 2019 and that the CI by-laws require Board approval.

Upon a motion made by Mr. Bandecchi, seconded by Ms. Gelb, the Board voted unanimously to approve the CI audited Financial Statements for the year ended June 30, 2019, as presented.

Mr. Siuta answered the Boards questions to the State Auditors’ findings and recommendations report. He indicated the eight findings were reported to the audit committee and Mr. Pavia confirmed that a special audit meeting was held to address the recommendations and attempt to remedy the situation. Mr. Siuta said the final report will be out in February 2020.

Approval of 2020 Board and Committee Meeting Dates

Mr. Siuta asked the members to approve the 2020 board and committee dates for 2020.

Upon a motion made by Mr. Mulready, seconded by Mr. Bandecchi, and the Board voted unanimously in favor of approving the proposed CI Board and Committee meeting dates for calendar year 2020.

5. Business Line and Operations Updates

Ms. Carmody reviewed the accomplishments of four years of VentureClash. She indicated the CI management team believe it is time to evolve our public role with a shift toward aligning and investing in organizations that are highly focused on recruitment and acceleration. The focus will now be on the portfolio and accelerating the growth within those companies.

Other areas of focus for the remainder of fiscal year 2020 will include: a legislatively-mandated, statewide bioscience marketing initiative; the ramp-up of the angel investor tax credit networking series and marketing plan; and, corporate partner pitch days, where portfolio companies have the opportunity to get in front of our corporate partners.

Mr. Baisden shared the recent employee survey results and summarized the key findings.

Mr. Wurzer reviewed the FY 2020 Q1 CI investment activity. He indicated that the pipeline for potential venture capital investments continues to be strong, the bioscience fund activity continues to accelerate, and the CI venture investments portfolio continues to expand.

Mr. Siuta reviewed the financial statements, and highlighted the FY2020 income statement forecast versus budget, forecasted FY2020 balance sheet versus FY2019, actual FY2019 cash flow versus forecasted FY2020. He also discussed the five-year historical comparative income statement, CI's deployment activity, and assets under management.

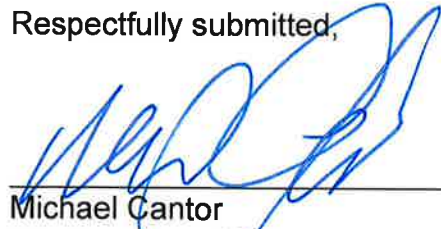
6. Other Business

There was no other business.

7. Adjournment

Upon a motion made by Mr. Bandecchi, seconded by Mr. Analoui, the Board voted unanimously in favor of adjourning the November 26, 2019, meeting at 10:30 a.m.

Respectfully submitted,



Michael Cantor
Chairperson of CI