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BOARD OF DIRECTORS
of Connecticut Innovations, Incorporated
Minutes – Regular Meeting
Tuesday, September 24, 2019

A regular meeting of the **Board of Directors of Connecticut Innovations, Incorporated** (the "Board"), was held on September 24, 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 9:33 a.m. Participating: Mostafa Analoui; Christopher Bandecchi (by phone); Ben Barnes, Connecticut State & Community Colleges; Michael Cantor; Jessica Cabanillas, Office of Policy and Management (by phone); Mark Evans, Office of the Treasurer (by phone); Richard Mulready; John Olsen; John Pavia (by phone); Paul Pescatello (by phone) and Rafael Santiago.

Absent: Valarie Gelb, David Lehman, Alexander Pencu.

Staff attending: Christopher Baisden, Lauren Carmody, Leslie Larson, Peter Longo, Matt McCooe, Phil Siuta, Colin Tedeschi, Dave Wurzer.

Other Guests: Shana Schlossberg, Upward Hartford; Soner Haci, Bead; Scott Murphy, Shipman and Goodwin;

2. Approval of Minutes

Mr. Cantor asked the members of the Board to consider the minutes from the June 25, 2019, meeting.

Upon a motion made by Mr. Mulready, and seconded by Mr. Olsen, the Board members voted unanimously in favor of adopting the minutes from the June 25, 2019, meeting, as presented. (Mr. Barnes abstained from the vote.)

3. Chairman's Remarks

Mr. Cantor reiterated his support for the direction and accomplishments of CI under Mr. McCooe's leadership.

4. CEO Report

Mr. McCooe commented on national trends, the CT job market, the changing work place, issues facing the State of CT and the resulting mission of CI. Mr. McCooe then reviewed the FY2019 performance against financial and non-financial goals and reviewed CI's proposed goals for FY2020. Questions and discussion followed with Board support expressed for the proposed FY2020 CI goals.

5. Government Innovation Lab Presentation

Mr. McCooe outlined the Innovation Lab partnership as an effort inside the state, to use technology to cut costs and enhance productivity and security. He indicated that this ecosystem development effort will help increase CI's strategic relevance to current and future portfolio companies.

6. Upward Labs Presentation

Mr. Siuta reviewed the investment made by CI in Upward Labs and introduced CEO of Upward Hartford, Shana Schlossberg.

Ms. Schlossberg reported the success Upward Labs has had in its first year and her ability to attract international companies to Hartford Connecticut. She explained the six-month partner program, detailed the "cohort" winners and shared photos and stories of memorable moments. Ms. Schlossberg invited the Board members to the next cohort launch on October 21, 2019. The presentation was followed by a question and answer session.

Mr. Soner Haci of Bead, an Upward Labs start-up company, briefly shared his experience at Upward Labs.

7. Action Items

Mr. Siuta explained the need to update the CI bylaws to include a newly established Compensation Committee of the CI Board of Directors.

Approval to amend the bylaws of Connecticut Innovations as presented:

Upon a motion by Mr. Mulready, seconded by Mr. Analoui, Connecticut Innovations (CI) at a duly called meeting held on September 24, 2019, a quorum being present, unanimously voted in favor of amending the bylaws for the creation of a new

Compensation Committee, to contain at least 3, but not more than 5 members, as presented.

Approval to appoint the following committee assignments:

Upon a motion by Mr. Barnes, seconded by Mr. Cantor, Connecticut Innovations (CI) at a duly called meeting held on September 24, 2019, a quorum being present, unanimously voted in favor of approving the following appointments to the Compensation and Loan Committees of Connecticut Innovations' Board of Directors.

Compensation Committee: John Pavia and Valarie Gelb

Loan Committee: Commissioner of DECD, David Lehman

Approval to appoint the DECD Commissioner, David Lehman to Vice Chair of Connecticut Innovations:

Upon a motion by Mr. Santiago, seconded by Mr. Olsen, Connecticut Innovations (CI) at a duly called meeting held on September 24, 2019, a quorum being present, unanimously voted in favor of appointing the Commissioner of the Department of Community Development, David Lehman, as Vice-Chair of Connecticut Innovations.

8. Connecticut Presence Policy Change

Mr. Wurzer reviewed the existing Connecticut Presence policy and asked for Board consideration of a more flexible policy when the investment opportunity demonstrates job growth in a key CT industry and economic benefit for the State of Connecticut. He and Mr. Longo presented two opportunities where the facts and circumstances demonstrated it would be advantageous to allow an investment outside of the current Connecticut Presence policy. Mr. Wurzer proposed to allow the Eli Whitney Investment Committee and the Connecticut Bioscience Innovation Fund Advisory Committee the flexibility to determine appropriate Connecticut Presence on a case by case basis to justify a CI Investment in a U.S. company. A discussion ensued and the Board asked that they periodically be advised of all exceptions approved by the aforementioned investment committees.

Upon a motion by Mr. Santiago, seconded by Mr. Analoui, Connecticut Innovations (CI) at a duly called meeting held on September 24, 2019, a quorum being present, unanimously voted to allow on a case-by-case basis, the Eli Whitney Investment Committee and the

Connecticut Bioscience Innovation Fund Advisory Committee the flexibility to determine appropriate Connecticut Presence to justify a CI investment in a U.S. company. These should be cases that demonstrate a strong economic development impact, are in a key growth industry and could support the creation of jobs for Connecticut. A request was made that CI report Connecticut Presence exceptions to the Board retrospectively, either semiannually or annually, as appropriate, and consistent with the reporting processes currently approved and in place for the CI Committees.

9. Business Line and Operations Updates

Mr. Wurzer reviewed the FY 2019 CI investment activity, including bioscience fund activity, venture returns, assets under management and the angel tax credit for startup investments.

Ms. Carmody shared the FY 2020 marketing initiatives that include a statewide bioscience marketing initiative, the angel investor tax credit networking series and a mini-campaign to celebrate CI's 30-year anniversary. She also shared VentureClash updates and key dates, and she provided a brief update on the New Haven and Hartford CI office moves.

Mr. Siuta reviewed the financial statements, and highlighted the CI assets under management, and 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 FY2020, consistent with CI's previously approved FY2020 budget.

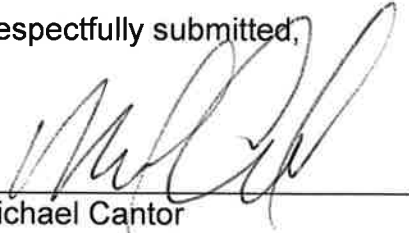
10. Other Business

There was no other business.

11. Adjournment

Upon a motion made by Mr. Mulready, seconded by Mr. Santiago, the Board voted unanimously in favor of adjourning the September 24, 2019, meeting at 11:32 a.m.

Respectfully submitted,



Michael Cantor
Chairperson of CI