

**ELI WHITNEY ADVISORY COMMITTEE**  
of Connecticut Innovations, Incorporated  
Minutes – Special Meeting  
Thursday, December 18, 2018

A special meeting of the **Eli Whitney Advisory Committee of Connecticut Innovations, Incorporated** (the “Advisory Committee”) was held on December 18, 2018 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 11:08 a.m. Advisory Committee members present: Gerry DePardo (by phone), Erik Jansen (by phone), Alan Mendelson (by phone), Paul Pescatello (by phone), Rafael Santiago (by phone), and Michael Werle (by phone).

Absent: Tim Shannon

CI Board members attending: Alex Pencu (by phone).

Staff attending: Matthew Bloom, Daniel Boyle, Peter Longo, Heidi Marshall, Pauline Murphy, Ted Murphy, and David Wurzer.

**2. Proposal:**

**“Device42, Inc. – Bethel, CT”**

Mr. Longo asked the Eli Whitney Advisory Committee to enter executive session to discuss Device42, Inc. (the “Company”).

**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 11:09 a.m. to discuss financial and/or commercial information and/or trade secrets, regarding Device42, Inc. (Mr. Pescatello was not present for the vote).**

The executive session ended at 11:16 a.m., and the special meeting was immediately reconvened.

**Upon a motion made by Mr. Werle, and seconded by Mr. Jansen, the Advisory Committee members voted unanimously in favor of recommending to the Eli Whitney Investment Committee that Connecticut Innovations, Inc. be authorized to sell its Series A shares of Device42, Inc. pursuant to the Company’s proposed plan.**

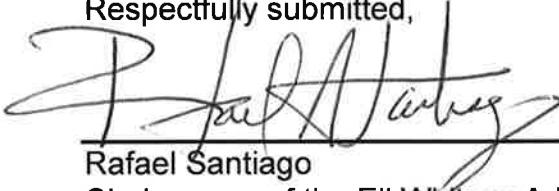
3. **Date of Next Meeting:**

January 10, 2019 at 3:00 p.m.

4. **Adjournment:**

**Upon a motion made by Mr. DePardo, and seconded by Mr. Werle, the Advisory Committee members voted unanimously to adjourn the December 18, 2018 special meeting at 11:17 a.m.**

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Rafael Santiago', written over a horizontal line.

Rafael Santiago  
Chairperson of the Eli Whitney Advisory  
Committee