

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

A Special meeting of the **Eli Whitney Investment Committee of Connecticut Innovations, Incorporated** (the “Investment 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 Investment Committee, noting the presence of a quorum called the Eli Whitney Investment Committee meeting to order at 11:18 a.m. Investment Committee members present: Alex Pencu (by phone), and Paul Pescatello (by phone).

Absent: Richard Mulready

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

2. Consent Agenda:

Mr. Santiago asked the Investment Committee members to consider the items on the consent agenda.

Upon a motion made by Mr. Pescatello, and seconded by Mr. Pencu, the Investment Committee members voted unanimously in favor of adopting the following resolutions:

- **Proposal:**
 - **Device42, Inc. – West Haven, CT**

3. Proposal:

“Device42, Inc. – West Haven, CT”

RESOLVED:

(1) that Connecticut Innovations Inc. (“CI”) is authorized to sell its Series A shares of Device42, Inc. (the “Company”) pursuant to the Company’s proposed plan; 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", are authorized to execute and deliver for and on behalf of CI such agreements and related documents to cause such transaction to be effected, which documents shall (a) be executed by CI no later than March 31, 2019; 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.

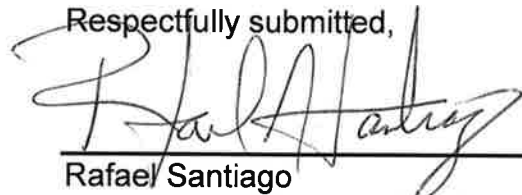
4. Date of Next Meeting:

January 10, 2019 at 4:00 p.m.

5. Adjournment:

Upon a motion made by Mr. Pescatello, and seconded by Mr. Pencu, the Investment Committee members voted unanimously in favor of adjourning December 18, 2018 special meeting at 11:19 a.m.

Respectfully submitted,



Rafael Santiago
Chairperson of the Eli Whitney
Investment Committee