

2020

ANNUAL REPORT

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The Ohio Capital Fund (the "OCF") was established to increase the amount of private investment capital available for seed- and early-stage Ohio-based business enterprises, with the goals of increasing employment, creating additional wealth and otherwise benefiting the economic welfare of the people of the State of Ohio.

#### TO THE OHIO VENTURE CAPITAL AUTHORITY:

We are pleased to present the 2020 annual report for The Ohio Capital Fund LLC ("OCF" or the "Fund"). Standard practice for the private equity asset class is to report underlying fund information one quarter in arrears. This report will include the most up-to-date information available as of June 30, 2020, for the underlying fund investments (the "Underlying Funds").

All references to quarters in this report refer to calendar quarters, unless otherwise indicated in the context.

#### THIRD QUARTER SUMMARY

As of June 30, 2020, the Fund's gross total value to paid-in capital was 1.35x with a gross IRR of 5.4%. Exit and deal activity slowed in Q2 2020 due to the impacts of the coronavirus pandemic, according to the PitchBook-NVCA Venture Monitor. Exit activity in 2020 is tracking to be at its lowest since 2011. Q2 saw only 147 exits close with a value of \$21.2 billion, bringing the half-year total capital exited to \$45.3 billion. This compares to a 2019 full year exit value of \$261.6 billion. In terms of venture capital dealmaking, activity has slowed rather significantly when looking at figures for the broader industry. Late-stage financings didn't see as significant of a slowdown as early-stage financings, as companies took on a lower investment risk profile for new deals while investors did their best to protect the best existing companies within their portfolios. Early stage companies trying to raise rounds of financing did struggle to find sources of capital. Luckily, as OCF's underlying investments are more mature, many of the companies fit into the late-stage financing category. Distribution activity from underlying funds for OCF was slow to start 2020, reaching \$3.5 million, but has seen a recent pick-up in activity. We are doing our best to stay on top of this rapidly changing and volatile environment.

Approximately 88% of the Fund's capital commitments were made to Ohio-based Underlying Funds and 12% to national Underlying Funds. This exceeds the requirement to commit at least 75% of the Fund's investable capital in Ohio-based Underlying Funds. As of June 30, 2020, the Underlying Funds have invested in 107 Ohio-based early-stage companies. This past quarter, there were no new investments in Ohio-based companies.

In the last quarter, Underlying Funds did not draw down any capital from the Fund and OCF received \$3.5 million in total distributions. The largest distribution during the quarter originated from RiverVest Venture Fund II's investment in Allakos, Inc. (NASDAQ: ALLK). Allakos, Inc. is a publicly-traded company that operates which develops therapeutic antibodies to treat many forms or allergies. RiverVest II only sold a portion of their shares and still hold significant value for OCF.

As of June 30, 2020, Underlying Funds had invested \$336.1 million, or 2.52 times the \$133.3 million funded amount, into the 107 Ohio-based early- stage companies. As a condition to receiving an investment from OCF, the Underlying Funds agree to invest at least 50% of the capital committed from the Fund into Ohio-based early-stage companies. This condition would imply a goal of at least \$69 million (50% of total Fund commitments of \$138 million). For each \$1.00 drawn down from the Fund by the Underlying Funds, \$10.07 has been invested in Ohio-based companies with the total investment from the Underlying Funds and co-investors included in those same financing rounds. Inclusive of all investors, \$1.34 billion has been invested into the 107 Ohio based early stage companies, an increase of 3.0% during the year. Through June 30, 2020, the 107 Ohio-based early-stage companies that received investment from OCF have added 1,624 new employees since the time of investment by Underlying Funds. According to the Economic Analysis of The Ohio Capital Fund report published by the Economics Department at the University of Cincinnati, total headcount for Ohio-based companies has reached 2,956 employees, earning over 1.1 billion in nominal wages. An estimated \$32.1 million in real taxes have been collected to date from Ohio-based companies which received an investment from an Underlying Fund.

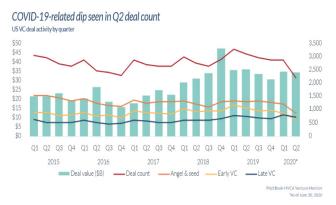
The Fund continues to have a positive impact on the Ohio venture capital ecosystem, fulfilling one of its missions as the Program Administrator.

Sincerely,

Buckeye Venture Partners, LLC

#### The COVID-19 Impact on Venture Capital

The first half of 2020 saw a global pandemic with unprecedented repercussions. The venture capital industry was especially hit hard with the COVID-19 pandemic causing nationwide lockdowns, stay at home orders and much of the country's economy at a standstill. The lockdowns disrupted general business practices among all parts of the country, and the VC industry especially, as investors have traditionally relied heavily on travel and face to face meetings before making new investments. Venture firms turned bearish and more conservative at the start of the pandemic, leading to a downturn in both number of deals and dollars invested. Late-stage financings held up ok while early-stage and seed investing saw a dramatic drop-off, leading to a multi-year quarterly low in number of deals. According to the Pitchbook-NVCA Venture Monitor, angel and seed deals saw a massive slowdown, resulting in just 316 completed seed financings during Q2. This is a huge decline from an average of 650 completed seed deals per quarter over the last year.



In addition, according to the Pitchbook-NVCA Venture Monitor, Q2 saw only 147 exits close with a value of \$21.2 billion, bringing the half-year total of capital exited to \$45.3 billion. This compares

to a 2019 full year exit value of \$261.6 billion. A continued slowdown in the exit market could create a lasting domino effect in the VC market. Secondary markets offer one solution to this potential liquidity problem and we are already seeing a vast influx of secondary deals.

Especially early in the pandemic, venture firms were scrambling with their portfolio companies to better understand the impact of the virus on each of their businesses. This led to a reduction in company cash burn rates through layoffs, cost-cutting, and curtailed expansion plans. After the initial few months of exercising caution and focusing primarily on stabilizing their own portfolio companies, VC investing began to pick up back up midway early in the summer. Much of the stabilization for companies came as a result of some direct form of government support, via the Paycheck Protection Program (PPP) and/or local state government funding, like the JobsOhio Innovation Loan Program. Both programs served start-up companies well by providing impactful bridge financing to support employee and overall company growth plans as COVID-related impacts rippled through the economy.

In April, JobsOhio formed the \$50 million Innovation Loan program, which made loans available to eligible Ohio businesses during the COVID-19 crisis. The program used convertible loans, side by side with capital from existing investors, toward Ohio's most promising and innovative companies. The good news is that very few Ohiobased companies in the OCF portfolio suffered major reductions in employee headcount. The companies that lost headcount came after hiring employees late in 2019 or early 2020, but are at least back to pre-pandemic figures. Otherwise, underlying Ohio companies worked well with their VC investors in properly managing their cash burn and applying for available funding to maintain headcount. Two Ohiobased companies within the OCF portfolio, Blue Spark Technologies and Aware, used government funding and OCF underlying fund capital to not only maintain employee headcount but also prosper during the pandemic.

#### OCF Ohio Company Update - Aware

#### Aware





Aware, based in Columbus, Ohio, is a cyber-security platform that manages collaboration risk and surfaces employee insights with its next-generation Al-powered, centralized conversation compliance and behavior monitoring suite. Aware delivers governance, compliance, risk and insights solutions for enterprise organizations deploying today's leading collaboration and messaging platforms, including Slack, Microsoft Teams, Yammer and Workplace from Facebook. Enterprises, especially regulated enterprises, are often required to monitor employee activity for regulatory, security, human resources and anti-terrorism concerns. The complexity and unstructured nature of these enterprise social collaboration software makes the monitoring of such activity a painful and labor intensive challenge. Aware automatically monitors the social graph, intelligently identifying incidents and enforcing enterprise policies based on the analysis of user interactions and data.

The COVID-19 crisis has created a lot of interest in enterprise collaboration tools, like Aware, as companies are forced to work-from-home. Aware has seen a 3X increase in data flowing across its platform since the start of the COVID-19 crisis and a significant increase in sales opportunities. Since the pandemic began, the entire world has accelerated their move to cloud productivity applications like Slack, Microsoft Teams, and Workplace by Facebook. Aware sells to customers that use or anticipate using these technologies and, as a result, Aware is seeing momentum in their sales pipeline that they've never seen before. Across the company's existing customers, they are seeing increases in collaboration activity as high as 300%.

Because Aware needed to capitalize on this tremendous increase in activity, as well as the importance of maintaining key employees during the pandemic, Aware received important capital from a PPP loan and a Jobs Ohio Innovation Ioan. This helped the company continue its upward trajectory and not only retain all of its employees at the time but also helped Aware add two new employees. According to COO Greg Moran, "With traditional capital markets locked up and Aware facing such a great market opportunity, we were so pleased and impressed with the speed with which JobsOhio was able to put together a financing program targeted at companies like Aware. It made all the difference as we have more than doubled the revenue of the company this year!"

Draper Triangle Ventures III, based in Pittsburgh, PA, received a \$4 million commitment from OCF in 2015. Because of this commitment, Draper has been focused on investing in Ohio companies. Draper III has invested nearly \$6 million in Aware, after its initial investment in the company 2017. In aggregate, Draper III has invested \$14 million in multiple Ohio companies.

Source: Draper Triangle Ventures, Aware

#### OCF Ohio Company Update – Blue Spark





Blue Spark Technologies, based in Westlake, Ohio, develops flexible, printed, "green," proprietary power source solutions for battery-powered printed electronic systems. In 2014, Blue Spark started high-volume production at its Westlake headquarters with the opening of a new, automated battery assembly line. The new line was custom developed to assemble Blue Spark's unique, thin printed carbon zinc batteries. The main input to the line is the printed web, which consists of an FDA-approved PET substrate and the printed elements of the battery. Blue Spark's lead innovation, TempTraq is the only Bluetooth, wearable temperature monitor in the form of a soft, comfortable patch that continuously, safely and comfortably, monitors body temperature for up to 72 hours and sends alerts to Apple or Android compatible mobile devices. The company's TempTraq Connect HIPAA-compliant service supported by Google Healthcare Cloud Platform allows caregivers to monitor body temperature from anywhere.

Blue Spark has seen a surge in demand for its TempTraq remote monitoring patch and has multiple key benefits in dealing with to current COVID 19 crisis. TempTraq is disposable and is wireless, which reduces the need for Health Care providers contact with patients. The system can be used to remotely monitor COVID patients which reduces pressure on capacity issues at Hospitals. The TempTraq system has been used in new verticals including monitoring critical essential workers at Nuclear powerplant command centers and in Q3 launched in the first nursing home. In addition, TempTraq was recently integrated into the US Air Force BATDOK (Battlefield Assisted Trauma Distributed Observation Kit). BATDOK is a remote vital

sign monitoring platform and TempTraq has been integrated as the temperature monitoring unit.

Due to the increase in demand for the product, Blue Spark had to expand its manufacturing by adding extra assembly lines at its Westlake facility (pictured above). The company has gone from producing 3,000 units to 25,000 units per week. Because of this increase in production, Blue Spark has added 11 new jobs since March, bringing total jobs in Ohio to 26 employees. Blue Spark received both PPP funds as well as capital from the Jobs Ohio Innovation Fund, in order to help increase employment and fuel growth.

Blue Spark was spun out of Eveready Battery Company and initially funded by Cleveland-based, Early Stage Partners, an underlying OCF fund. Soon after, another OCF underlying fund, SunBridge Technology Partners, invested in the company and General Partner, John Gannon, took over as CEO. Blue Spark is a perfect example of the great venture ecosystem that has been built in Ohio.

#### Economic Analysis of The Ohio Capital Fund

In order to understand the economic activity and impact that The Ohio Capital Fund has made in Ohio through its Underlying fund investments, the Economics Department at the University of Cincinnati was engaged to create a report and present the findings. The Academic Director of Applied Economics at the University of Cincinnati, Dr. Michael Jones, along with a Graduate Research Assistant, Jason Adams, led the research and produced the report that summarizes the economic activity of The Ohio Capital Fund through direct employment, wages and estimated state income taxes paid by workers in the invested firms. The data encompasses investment into companies from 2006 through 2019.

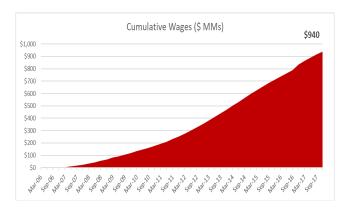
#### **METHODOLOGY**

Each quarter, the Ohio Department of Jobs and Family Services ("ODJFS") receives data from every business in the State of Ohio that files unemployment insurance ("UI") reports. By using jobs and wage data from the UI filings, this report analyzed the employment and tax impacts of the businesses in which OCF invested. A list of companies and investment timing data was matched against quarterly employment and wage filing data from the State of Ohio. Cumulative wages were calculated beginning with the quarter that the investment was first made into the company. If a company was acquired or changed ownership, then wages continued to be added to the cumulative total by tracking the physical address.

#### Economic Analysis of The Ohio Capital Fund

#### **RESULTS**

Since 2006, The Ohio Capital Fund has invested in companies that have collectively employed 2,956 individuals, earning over \$1.1 billion dollars in nominal wages. Of these 2,956 jobs, 1,624 were net new jobs. That is, these were jobs that were added since the date of the initial investment from an OCF Underlying Fund.



In addition, companies that received funds from The Ohio Capital Fund employed workers with significantly higher wages than the average employee in the State of Ohio. OCF funded companies employed workers at wages more than 50 percent higher than the average employee in the State of Ohio (table).

| Table: Average Employee Wages |          |          |          |          |          |          |  |  |  |
|-------------------------------|----------|----------|----------|----------|----------|----------|--|--|--|
| Year                          | 2012     | 2013     | 2014     | 2015     | 2016     | 2017     |  |  |  |
| Ohio Capital<br>Fund          | \$72,754 | \$75,709 | \$81,230 | \$79,920 | \$78,948 | \$76,790 |  |  |  |
| State of Ohio                 | \$43,061 | \$44,062 | \$45,482 | \$46,582 | \$47,112 | \$49,157 |  |  |  |

\*SA Annual Report and QCEW. In 2019, the average wage for the Ohio Capital Fund increased to \$90,081 from \$81,985.

#### Economic Analysis of The Ohio Capital Fund

These higher wages from OCF companies are due to the sector composition of the funded companies. Nearly 90 percent of the jobs in the OCF companies are in the Information Technology, Healthcare, or Biohealth sector. IT represented more than 1,500 jobs and the Healthcare and Biohealth sectors were responsible for an additional 1,200 jobs.

Estimates of income tax collections by the State of Ohio were based on historical data tables from the Internal Revenue Service ("IRS"). The table below shows that between 2006 and 2019, the State of Ohio was estimated to have collected \$32.1 million in real income taxes from companies that received an investment from an OCF Underlying Fund.

| Ohio Income Taxes Paid (Estimated in Real Values) |           |         |         |         |         |         |         |         |        |  |
|---------------------------------------------------|-----------|---------|---------|---------|---------|---------|---------|---------|--------|--|
|                                                   | 2006-2012 | 2013    | 2014    | 2015    | 2016    | 2017    | 2018    | 2019    | Total  |  |
| Total Gross Income (\$MM)                         | \$395.7   | \$123.6 | \$132.8 | \$118.4 | \$124.9 | \$112.0 | \$109.9 | \$110.6 |        |  |
| AGI Percentage                                    |           | 98.5%   | 98.5%   | 98.5%   | 98.5%   | 98.5%   | 98.5%   | 98.5%   |        |  |
| AGI (\$MM)                                        | \$390.0   | \$121.8 | \$130.8 | \$116.7 | \$123.0 | \$110.3 | \$108.2 | \$109.0 |        |  |
| Tax Liability Percentage                          |           | 2.6%    | 2.5%    | 2.5%    | 2.5%    | 2.5%    | 2.5%    | 2.5%    |        |  |
| Taxes Paid (\$MM)                                 | \$11.5    | \$3.2   | \$3.3   | \$2.9   | \$3.1   | \$2.8   | \$2.7   | \$2.7   | \$32.1 |  |

#### **Future Forecast**

In addition to presenting data from 2006 through 2019, Dr. Jones also created a forecast of future economic impact of OCF through 2028, when the final OCF bonds are retired. The forecast for job growth in OCF companies is based on the sector specific forecasts provided in the Ohio Job Outlook Employment Protections. Basing the forecast for OCF companies' job growth on the Ohio Job Outlook will produce consistency with other economic analyses conducted by the State of Ohio. In fact, the Ohio Job Outlook report was written to be used by "administrators and legislators responsible for government policies." The forecast also assumes that no additional investments are

made through 2028. Dr. Jones estimated the future survival rate range for OCF companies based on historical OCF company data.

Based on the ODJFS industry forecast, wage growth and estimated future company survival rates, Dr. Jones estimates an additional \$22.7 million in real taxes are expected to be paid by OCF underlying company employees. Aggregating the \$32.1 million in estimated taxes paid by employees from 2006-2019 with the \$22.7 million forecasted, Dr. Jones estimates \$54.8 million in real Ohio State taxes will have been paid by employees in OCF underlying companies.

|                     | 2020   | 2022    | 2024    | 2026    | 2028    | Total  |
|---------------------|--------|---------|---------|---------|---------|--------|
| Gross Income (\$MM) | \$98.4 | \$199.9 | \$203.9 | \$208.0 | \$212.2 |        |
| AGI Percentage      | 98.5%  | 98.5%   | 98.5%   | 98.5%   | 98.5%   |        |
| AGI (\$MM)          | \$97.0 | \$196.9 | \$200.9 | \$204.9 | \$209.0 |        |
| Tax Liability       | 2.5%   | 2.5%    | 2.5%    | 2.5%    | 2.5%    |        |
| Taxes Paid (\$MM)   | \$2.4  | \$4.9   | \$5.0   | \$5.1   | \$5.2   | \$22.7 |

## \$1.34 BILLION TOTAL INVESTMENT BY ALL INVESTORS, INCLUDING THE OCE UNDERLYING FUNDS.

# THE OCF PORTFOLIO HIGHLIGHTS

INTO 107 EARLY-STAGE OHIO COMPANIES

We are pleased to report on the continued increase in the level of Ohio-based investment activity. This helps fulfill The Ohio Capital Fund's mandate of increasing the amount of private investment capital available for seed- and early-stage Ohio-based business enterprises.

## 107 EARLY-STAGE OHIO COMPANIES

44 ACTIVE, HAVE RECEIVED INVESTMENT FROM THE OCF UNDERLYING FUNDS

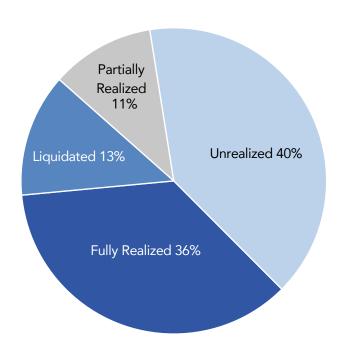
2,956 JOBS

HAVE BEEN CREATED
AND RETAINED BY THE
107 OHIO COMPANIES

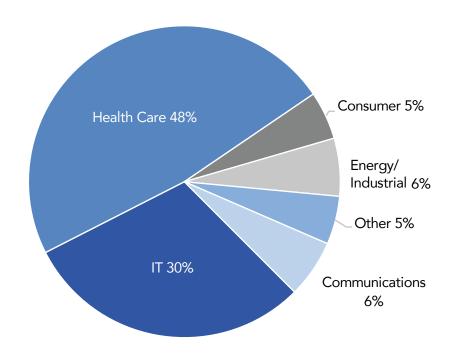
\$36 MILLION
CAPITAL INVESTED BY THE OCF
UNDERLYING FUNDS IN THE
107 EARLY-STAGE COMPANIES

#### Portfolio Holdings

#### **STATUS OF INVESTMENTS BY COST**



#### **REMAINING VALUE BY SECTOR**



# THE OCF UPDATE

#### THE OCF STRUCTURE

The OCF is funded by the issuance of publicly traded, S&P-rated bonds. Bond interest and principal are supported by means of contingent refundable tax credits from the State of Ohio. During the financial crisis of 2008, the lenders declined to renew the letter of credit backed credit facility, forcing the OCF to refinance the facility with bonds in 2010. The refinancing provided the OCF with long-term stability, but at increased long-term costs relative to the original facility.

The bonds mature from 2014 to 2027 and pay current interest. In December 2015, BVP restructured the Series 2013A February and August 2016 maturities, totaling \$10.98 million call all or a portion of the remaining \$10 million of Series 2010A term bonds maturing on August 15, 2027, bearing interest at 6.625%, and callable at par. In March 2020, BVP exercised its option to redeem \$4,500,000 principal amount of the Series 2010A Term Bonds and \$45,454.54 principal amount of the PA Series 2010A Term Bonds. With this bond call, BVP now has redeemed the entirety of the \$10 million of the highest

interest rate bonds outstanding and saved the program nearly \$4 million in future interest expense.

The bonds have been structured to permit future refinancing and restructurings as market conditions allow. Market conditions are continuously monitored for opportunities to reduce the borrowing costs for the OCF.

It is very difficult to forecast OCF's underlying future fund performance. BVP, manager of OCF, continues to monitor the cash flow projections on a daily basis. On February 15, 2020, BVP utilized \$7.86 million in tax credits. This resulted in an additional loan payment obligation of the Fund to the State of Ohio in the amount of \$7.86 million, which is subordinate to the payments due to the holders of the bonds. The loan payment obligation is due on the first February 15 or August 15 after the repayment of all bonds, and interest accrues at a rate of 4.225% per year. BVP continually evaluates potential use of credits based on market conditions, Underlying Fund portfolio performance, and OCF's debt maturity schedules.

#### Fund Data (as of 6/30/20)

\$138.2 MILLION \$133.3 MILLION COMMITTED TO 30 VENTURE CAPITAL FUNDS

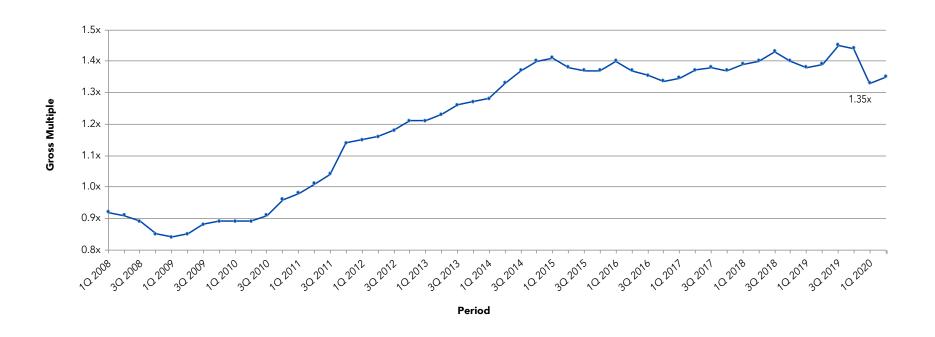
13 FUNDS WITH A **NEW** PRESENCE IN OHIO INVESTING

743 MILLION \$121 O MILLION CUMULATIVE DISTRIBUTIONS FROM UNDERLYING FUNDS

1.35x**GROSS RETURN MULTIPLE** ON FUND INVESTMENTS

#### OCF Historical Multiples of Invested Capital

#### OCF HISTORICAL MULTIPLES OF INVESTED CAPITAL



#### Ohio Capital Fund Impact

#### CAPITAL IMPORTED FROM NATIONAL INVESTORS

The OCF has helped to attract over \$1.34 billion of private investment into 107 Ohio companies. \$336 million has come from the OCF Underlying Funds, with another \$986 million coming from investors other than the OCF's Underlying Funds, investing in those same rounds of financing. The \$1.34 billion invested in these 107 companies has created an 10.07 leverage multiple on the \$133.3 million contributed by the OCF to date to its Underlying Funds.

The OCF investments have helped to attract capital into seed- and early-stage companies in Ohio. Of the OCF's 30 investments, 13 funds established a new presence in Ohio. Those 13 funds have since made direct investments into Ohio startups totaling \$174.3 million. Many of these funds had never invested in Ohio prior to receiving a commitment from the OCF. Some of these companies have gone on to

raise large amounts of capital from the non-OCF sources. Most of the OCF Underlying Funds invest at a critical time in the life of their startup companies, the Series A round of financing. The Series A investment is very important for startups to develop products, perform initial marketing and branding, hire key employees and begin business operations. For startups that survive, this eventually leads to the growth round of financing, when large, influential venture funds from around the country will invest to support the startup's continued growth. Without strong, active local venture funds, like the ones within the OCF portfolio, startup companies typically either move closer to the coasts where most large venture funds are located, or they never receive the growth funding that enables them to reach their full potential, and they stay small or go out of business entirely.

# \$986 MILLION COMING FROM INVESTORS OTHER THAN THE OCF'S UNDERLYING PORTFOLIO FUNDS

\$134 BILLION

TOTAL INVESTMENT BY ALL INVESTORS, INCLUDING THE OCF UNDERLYING FUNDS, INTO 107 EARLY-STAGE OHIO COMPANIES

\$174.3 MILLION
INVESTED INTO OHIO STARTUPS
FROM 13 FUNDS WITH A NEW
PRESENCE IN OHIO

#### **Arboretum Ventures**

Detroit Venture Partners
General Motors Ventures
Plymouth Ventures

**Charter Life Sciences** 

Intel Capital
Kearney VP
Sutter Hill Ventures
Technology Crossover Ventures
US Venture Partners

RiverVest Venture Partners

Sun Mountain Capital Flywheel Ventures

DFJ Mercury

**Draper Triangle Ventures** 

Boston Scientific
Braemer Energy Ventures
Canaan Partners
Edison Partners
Fletcher Spaght Ventures
New Science Ventures
OrbiMed Advisors
Radius Ventures
SV Life Sciences

Arsenal Venture Partners

**Chrysalis Ventures** 

### ATTRACTING EARLY-STAGE INVESTMENT CAPITAL TO OHIO

The OCF Underlying Funds
National Fund Co-Investor

#### Ohio Investment Requirement

| Investment                                   | Commitment<br>Year | Commitment    | % Funded | Achievement of Ohio<br>Investment Commitment <sup>1</sup> | Amount Fund has Invested in Ohio Companies <sup>2</sup> |
|----------------------------------------------|--------------------|---------------|----------|-----------------------------------------------------------|---------------------------------------------------------|
| Early Stage Partners Fund II, L.P.           | 2007               | \$10,000,000  | 100.7%   | 6.9x                                                      | \$34,466,624                                            |
| Draper Triangle Ohio Ventures, L.P.          | 2005               | 6,000,000     | 84.6%    | 11.1x                                                     | 33,196,608                                              |
| SV Life Sciences Fund IV, L.P. <sup>3</sup>  | 2006               | 5,000,000     | 97.1%    | 12.3x                                                     | 30,787,000                                              |
| NCT Ventures Fund II, L.P.                   | 2015               | 2,000,000     | 97.1%    | 24.6x                                                     | 24,649,391                                              |
| NCT Ventures Fund I, L.P.                    | 2008               | 5,000,000     | 100.4%   | 8.3x                                                      | 20,733,546                                              |
| Reservoir Venture Partners II, L.P.          | 2006               | 5,000,000     | 93.4%    | 6.7x                                                      | 16,800,000                                              |
| Charter Life Sciences (Ohio) II, L.P.        | 2008               | 6,150,000     | 99.2%    | 5.1x                                                      | 15,762,000                                              |
| Edison Venture Fund VII, L.P.                | 2011               | 8,000,000     | 100.4%   | 3.9x                                                      | 15,681,043                                              |
| River Cities Capital Fund IV, L.P.           | 2006               | 10,000,000    | 92.6%    | 3.1x                                                      | 15,395,000                                              |
| Draper Triangle Ventures Ohio III, L.P.      | 2013               | 4,000,000     | 98.6%    | 7.5x                                                      | 15,040,000                                              |
| Primus Capital Fund VI, L.P.                 | 2007               | 6,163,262     | 93.8%    | 4.9x                                                      | 14,690,000                                              |
| Athenian Venture Partners III, L.P.          | 2009               | 2,000,000     | 104.2%   | 11.6x                                                     | 11,610,000                                              |
| Allos Ventures II, L.P.                      | 2012               | 2,000,000     | 100.1%   | 11.0x                                                     | 10,960,000                                              |
| Chrysalis Ventures (Ohio) III, L.P.          | 2006               | 10,000,000    | 100.3%   | 2.2x                                                      | 10,927,000                                              |
| Radius Venture Partners (Ohio) III, QP, L.P. | 2008               | 5,000,000     | 89.1%    | 4.2x                                                      | 10,380,000                                              |
| Arboretum Ventures IIa, L.P.                 | 2008               | 6,000,000     | 100.8%   | 3.2x                                                      | 9,620,000                                               |
| RiverVest Venture Fund II (Ohio), L.P.       | 2007               | 8,000,000     | 81.0%    | 2.0x                                                      | 8,170,000                                               |
| Edison Venture Fund VIII, L.P.               | 2015               | 2,000,000     | 100.0%   | 6.9x                                                      | 6,880,000                                               |
| Glengary LLC                                 | 2008               | 2,000,000     | 96.1%    | 6.5x                                                      | 6,525,994                                               |
| FSV II-B, L.P.                               | 2008               | 8,000,000     | 100.6%   | 1.4x                                                      | 5,640,000                                               |
| SunBridge Partners Technology Fund III, L.P. | 2006               | 4,000,000     | 100.8%   | 2.5x                                                      | 4,950,000                                               |
| RiverVest Venture Fund III (Ohio), L.P.      | 2014               | 2,000,000     | 100.0%   | 4.5x                                                      | 4,450,000                                               |
| QCA First Fund III                           | 2009               | 500,000       | 100.0%   | 16.9x                                                     | 4,220,000                                               |
| Arsenal Venture Partners IIa, L.P.           | 2009               | 6,000,000     | 94.1%    | 1.1x                                                      | 3,340,000                                               |
| Emerging Market Fund, LLC                    | 2011               | 250,000       | 100.0%   | 9.6x                                                      | 1,200,000                                               |
| Total Portfolio                              |                    | \$125,063,262 | 96.1%    | 5.4x                                                      | \$336,374,206                                           |

Source: BVP. Data as of 6/30/20. ¹Achievement of Ohio Investment Commitment measures dollars invested in Qualified Ohio-based companies versus the Underlying Funds' total commitment to invest into Ohio-based companies. ²The amount the Fund has invested in Ohio companies may include parallel or related fund investments. ³Non-Ohio Fund. Past performance is not indicative of future results.

#### **OCF Remaining Value Summary**

| Underlying Fund         | Residual Value<br>(\$MM) | % of Total<br>Residual Value | No. of<br>Active Companies | Potential Value Drivers         |
|-------------------------|--------------------------|------------------------------|----------------------------|---------------------------------|
| RiverVest II            | \$7.3                    | 12%                          | 4                          | Alakos "Neuros                  |
| RiverVest III           | 5.8                      | 10%                          | 9                          | Alakos                          |
| Arsenal II              | 5.7                      | 10%                          | 14                         | Filter Easy Frontline education |
| Edison VII              | 4.3                      | 7%                           | 12                         | zelis. TrialScope.              |
| Early Stage Partners II | 4.0                      | 7%                           | 8                          | On Shift Me HISTOSONICS         |
| Remaining Funds         | 31.5                     | 54%                          | 156                        | media dialogtech.               |
| Total                   | \$58.6                   | 100%                         | 203                        |                                 |

#### **Active Ohio Companies**

The portfolio companies are distributed across Ohio but are concentrated in the areas of Cleveland, Columbus and Cincinnati. The active Ohio-based company investments are primarily focused in the IT and health care sectors relative to the number of companies at 64% and 25%, respectively. As measured by the dollars invested, IT companies represented 55% of the capital invested into active Ohio companies

while health care companies represented 36%. Energy and communications sectors together represented 5% of the number of companies and 7% of the dollars invested in active Ohio-based companies through June 30, 2020. Remaining businesses represented 6% of the companies and 2% of capital invested. The active companies and their respective sectors are as follows:

#### **Active Ohio Companies**

| Portfolio Company                | City       | Sector         | Portfolio Company           | City         | Sector      |
|----------------------------------|------------|----------------|-----------------------------|--------------|-------------|
| 10X Engineered Materials, LLC.   | Columbus   | IT             | Ischemia Care               | Oxford       | Health Care |
| 7Signal Solutions, Inc.          | Akron      | Communications | JadeTrack Inc.              | Columbus     | IT          |
| Aerpio Therapeutics              | Cincinnati | Health Care    | Juventas Therapeutics       | Cleveland    | Health Care |
| Akebia Therapeutics, Inc.        | Cincinnati | Health Care    | Kare Intellex, Inc.         | Columbus     | IT          |
| Arisdyne Systems, Inc.           | Cleveland  | Energy         | Lukla LLC                   | Cincinnati   | Consumer    |
| AVE Automedia Inc.               | Columbus   | IT             | Mezu, Inc.                  | Cleveland    | IT          |
| Aver, Inc.                       | Columbus   | IT             | Nikola Labs Inc.            | Columbus     | IT          |
| Azoti                            | Columbus   | IT             | Olive Inc.                  | Columbus     | Health Care |
| Beagle Bioproducts, Inc.         | Columbus   | Health Care    | Onseen Marketing, Inc.      | Columbus     | IT          |
| Blue Spark Technologies          | Westlake   | IT             | OnShift                     | Cleveland    | IT          |
| Career Town Network              | Columbus   | IT             | Ovation Polymers, Inc.      | Medina       | Other       |
| Cleveland Medical Polymers, Inc. | Medina     | Health Care    | Pacejet                     | Columbus     | IT          |
| Commuter Advertising, Inc.       | Dayton     | Consumer       | PriorAuthNow, Inc.          | Columbus     | Health Care |
| Cordata                          | Cincinnati | IT             | Roost Enterprises, LLC      | Columbus     | IT          |
| Data Inventions Inc              | Cleveland  | IT             | SafeChain Financial Inc.    | Columbus     | IT          |
| DOmedia LLC                      | Columbus   | IT             | Securus Medical Group, Inc. | Cleveland    | Health Care |
| Enosix                           | Cincinnati | IT             | Solutions Vending Intl Inc. | Columbus     | IT          |
| Ethex, LLC                       | Columbus   | IT             | The CLE Group Inc.          | Cleveland    | IT          |
| Exacter                          | Columbus   | IT             | veDiscovery LLC             | Cleveland    | IT          |
| FactGem Holdings Inc.            | Columbus   | IT             | VentureMed Group            | Toledo       | Health Care |
| GenSyn Technologies, Inc.        | Cleveland  | Health Care    | Vox Mobile                  | Independence | IT          |
| Healthy Roster Inc.              | Columbus   | IT             | Wiretap                     | Columbus     | IT          |
|                                  |            |                |                             |              |             |

#### Fund Development & Governance

Members of BVP have a seat on either the Advisory Board or Investment Committee on 23 of the 25 active Underlying Funds. BVP is extremely active in advising the Underlying Funds on annual valuations, portfolio decisions, and any potential conflicts. In addition, BVP continually monitors Ohio investment activity by collecting and aggregating Ohio-based investment information from all of the Underlying Funds on a quarterly basis. Data such as dollars invested in new and existing Ohio companies, size of financing rounds, and jobs created and retained are collected quarterly. BVP continues to be active within the Ohio venture capital ecosystem through involvement in the Ohio Venture Association, Venture Ohio, and attending conferences throughout the State of Ohio.

As of June 30, 2020, BVP has held 20 days of fund presentations in Columbus and hosted a total of 58 prospective funds. During these sessions, the funds made formal presentations to

the members of the BVP investment committee and also had the opportunity to answer due diligence questions asked by BVP. Of the 58 funds that have presented to date, BVP has made commitments to 30 funds, 25 of which are still active. BVP declined investment in 18 of the funds that presented to BVP, only three of which are currently based in Ohio. Fourteen funds withdrew their applications for various reasons. The most common reason for an application withdrawal was a fund's unwillingness to meet the requirements of the Fund's policy. Since inception, formal applications have been received from 65 funds as shown in the chart on the following page, including 48 Ohio-based or prospective Ohio-based funds and 17 national funds. Most significantly, 28 of the 48 potential Ohio-based funds were funds that are or could be new Ohiobased funds. The chart on the following page contains data through June 30, 2020. Note that some funds apply but are not asked to present.

#### Fund Development & Governance

|                             | Existing <sup>1</sup> | Ohio-based<br>Funds<br>Prospective/<br>New <sup>2</sup> | Subtotal | National Funds <sup>3</sup> | Fund Total |
|-----------------------------|-----------------------|---------------------------------------------------------|----------|-----------------------------|------------|
| Fund Presentation Data      |                       |                                                         |          |                             |            |
| Number of Fund Commitments  | 12                    | 13                                                      | 25       | 5                           | 30         |
| Approved but not Closed     | 0                     | 0                                                       | 0        | 0                           | 0          |
| In Due Diligence            | 0                     | 0                                                       | 0        | 0                           | 0          |
| Declined <sup>4</sup>       | 2                     | 11                                                      | 13       | 5                           | 18         |
| Withdrew <sup>5</sup>       | 2                     | 5                                                       | 7        | 2                           | 9          |
| Total Funds Presented       | 16                    | 29                                                      | 45       | 12                          | 57         |
| Application Data            |                       |                                                         |          |                             |            |
| Number of Fund Commitments  | 12                    | 13                                                      | 25       | 5                           | 30         |
| Approved but not Closed     | 0                     | 0                                                       | 0        | 0                           | 0          |
| In Due Diligence            | 0                     | 0                                                       | 0        | 0                           | 0          |
| Declined <sup>4</sup>       | 3                     | 10                                                      | 13       | 7                           | 20         |
| Withdrew <sup>5</sup>       | 2                     | 7                                                       | 9        | 5                           | 14         |
| Total Applications Received | 17                    | 30                                                      | 47       | 17                          | 64         |

<sup>&</sup>lt;sup>1</sup>Existing funds refer to funds that were Ohio based funds prior to submitting an application to the Ohio Capital Fund. <sup>2</sup>Prospective/New funds refer to funds that would be a first time Ohio fund (either new or in parallel with an out of state fund). <sup>2</sup>Prospective/New funds refer to funds that would be a first time Ohio fund (either new or in parallel with an out of state fund). <sup>3</sup>Two national funds entered the Ohio Capital Fund diligence process without formally applying but are counted as applying. <sup>4</sup>Declined for investment by BVP. <sup>5</sup>Withdrew application for consideration by the fund manager. Source: Fort Washington Capital Partners Group. BVP.

# BUCKEYE VENTURE PARTNERS, LLC

In 2004, the newly created Ohio Venture Capital Authority ("OVCA") instituted an investment policy for the State's fledgling venture capital fund-of-funds program embodied by the OCF and issued a request for proposals ("RFP") from private fund managers to fill the role of program administrator. Buckeye Venture Partners, LLC ("BVP"), which was formed as a joint venture between Cincinnati-based Fort Washington Investment Advisors, Inc., and Cleveland-based Peppertree Partners, LLC, was selected from among the RFP respondents and engaged by the OVCA to serve as program administrator in January 2005. BVP is the sole manager of the OCF and is currently a subsidiary of Fort Washington Investment Advisors, Inc., following its acquisition in 2008 of Peppertree. Fort Washington Capital Partners Group ("FW Capital") is the institutional private equity division of Fort Washington Investment Advisors.

#### **Investment Team**



#### STEPHEN A. BAKER, HEAD OF PRIVATE EQUITY

Steve has over 25 years of private equity experience, having invested in more than 50 companies in his career. He is a member of the FW Capital investment committee and serves on several portfolio fund advisory boards. Prior to FW Capital, Steve was a principal with Seaport Capital Partners, a New York-based private equity firm, where he made growth equity and buyout investments in the media, communications, Internet and telecom sectors. Steve earned his BA, cum laude, in History from the University of Cincinnati and his MBA from the Stern School of Business at New York University.



#### TARIK ADAM, SENIOR INVESTMENT MANAGER

Tarik, with an office in Cleveland, joined FW Capital in 2008 and focuses on venture capital investments. Tarik has over a decade of relevant public and private equity experience. Prior to joining FW Capital, Tarik was an Investment Manager at Peppertree Partners, a Cleveland-based fund of funds manager. At Peppertree, Tarik managed primary investments in venture capital funds. Tarik earned a BS in Business Administration from The Ohio State University and an MBA from the Weatherhead School of Management at Case Western Reserve University.



#### **Program Overview**

Ohio's venture capital funds program, codified mainly in Chapter 150 of the Revised Code, was overwhelmingly passed by the 124th Ohio General Assembly in December 2002 and signed into law by then-Governor Bob Taft in January 2003. Promoted by a broad section of the business community statewide and enacted with bipartisan support, the program was established to increase the amount of private investment capital available in Ohio for seed- and early-stage businesses based here, with the long-term goals of increasing employment, creating additional wealth and otherwise benefiting the economic welfare of the people of Ohio.

The program calls for the creation of a venture capital fund of funds (the "program fund") to be managed by a private investment management firm as program administrator, and capitalized through sales of debt securities to private-sector investors. The proceeds of these sales would be used to make investments in private, for-profit venture capital funds ("VC funds") and pay program fund expenses. The statutory design of the program requires that at least 75% of the program fund's investments be made in VC funds based in Ohio, and that every VC fund receiving a program fund investment — whether the fund is Ohio-based or not — must agree to invest at least a specified minimum amount in seed- or early-stage businesses based in Ohio, the minimum amount being equal to 50% of the program fund's total investment in that VC fund.

To encourage lenders to capitalize the program fund, the legislature designed the program so that if, at any point, the returns on the program fund's underlying investments in VC funds have been insufficient to enable it to repay its loans on schedule, then the lenders would be entitled to receive refundable State tax credits to the extent of the shortfall. The State, then, serves as a guarantor of the program fund's obligations to its lenders. The statutes authorize the issuance of up to a maximum of \$380 million in tax credits over the life of the program ending in the year 2036, but not more than \$20 million in tax credits in any one year.

Buckeye Venture Partners, LLC, was engaged by the OVCA to serve as program administrator in January 2005 with a mandate to minimize the likelihood of using tax credits. During 2005, the OCF was formed to act as the program fund envisioned by R.C. Chapter 150. In the same year, the OCF closed on its initial debt financing facility, under which it received total lending commitments of \$58 million, and began to perform due diligence and make equity investment commitments in underlying VC funds. The OCF continued to pursue its fundraising activities while its investment program was proceeding, and in October 2006, its total lending commitments increased to \$150 million.

In 2009, responding to the disruptive events in worldwide financial markets that began in late 2008, the Ohio legislature amended the program to enable the OCF to refinance and replace its original lending facility with a more stable lending facility involving port authority conduit revenue bonds, backed by refundable tax credits as before. It had been recognized by the legislature, the OVCA, then-Governor Ted Strickland, and the program administrator that the switch to a bond-based facility was necessary because financial market conditions were making the debt service costs under the OCF's original facility ever more expensive and untenable.



The OCF held the initial closing under its port authority revenue-bond financing facility in 2010, at that time receiving authorization from the OVCA to borrow up to approximately \$169 million. Overall, the OCF was authorized to borrow a principal amount sufficient to yield, net of capitalized interest, \$150 million for VC fund investments and program fund expenses. In 2013, the OCF took advantage of lower interest rates to reduce its long-term debt service costs by restructuring a part of the bond indebtedness incurred in 2010. At that time, the OVCA increased the limit on the OCF's total principal indebtedness to approximately \$179 million.

On May 27, 2010, RBC Capital Markets underwrote a bond offering to sell taxable bonds to refinance the existing obligations of the Fund and to provide cash for the future operations and investment activity of the Fund. The bonds were issued by the Columbus-Franklin County Finance Authority acting as a conduit to the Fund. In August 2013, \$60.4 million of the term bonds were refinanced to obtain a lower rate. The term bonds had a fixed rate of 6.625% and they were refinanced at an average rate of 4.3%.

In December 2015, BVP restructured the Series 2013A February and August 2016 maturities, totaling \$10.98 million of refunded bond par, to provide the flexibility to call all or a portion of the remaining \$10 million of Series 2010A term bonds maturing on August 15, 2027, bearing interest at 6.625%, and callable at par. The current bond structure is outlined below along with the call features of the bonds. The bonds were rated AA-by Standard & Poor's. See the following summary of the bonds as of March 31, 2020:

#### Financing Summary

| Series                      | Bonds   | Provisions      | Amount        | Rate           | Amortization          |
|-----------------------------|---------|-----------------|---------------|----------------|-----------------------|
| Par Call Bonds              |         |                 |               |                |                       |
| 2013A                       | Term    | 8/15/2020 @ Par | \$33,825,000  | 4.982%         | 2/15/2024 - 8/15/2027 |
| 2015A                       | Term    | 8/15/2018 @ Par | 5,265,000     | 3.000%         | 2/15/2025 - 8/15/2025 |
| 2015A                       | Term    | 8/15/2018 @ Par | 3,500,000     | 3.496%         | 2/15/2026 - 8/15/2026 |
| 2015A                       | Term    | 8/15/2018 @ Par | 1,940,000     | 3.250%         | 2/15/2026 - 8/15/2026 |
| 2015A                       | Term    | 8/15/2018 @ Par | 5,615,000     | 3.300%         | 2/15/2027 - 8/15/2027 |
| 2015B                       | Serials | 8/15/2021 @ Par | 1,750,000     | 3.00 - 3.25%   | 2/15/2022 - 2/15/2025 |
| 2015B                       | Term    | 8/15/2021 @ Par | 785,000       | 3.250%         | 2/15/2024 - 8/15/2024 |
| otal Par Call Bonds         |         |                 | \$52,680,000  |                |                       |
| Make-Whole Call Bonds       |         |                 |               |                |                       |
| 2010A                       | Serials | UST +100bps     | \$10,885,000  | 4.1 - 5.2%     | 2/15/2017 - 2/15/2021 |
| 2013A                       | Terms   | UST +25bps      | 22,245,000    | 4.0 - 4.25%    | 8/15/2021 - 8/15/2023 |
| 2015A                       | Serials | UST +25bps      | 15,465,000    | 2.551 - 3.0%   | 8/15/2021 - 8/15/2024 |
| 2015B                       | Serials | UST +25bps      | 3,765,000     | 2.0 - 3.0%     | 2/15/2017 - 8/15/2021 |
| Total Make-Whole Call Bonds |         |                 | \$52,360,000  |                |                       |
| Non-Callable Bonds          |         |                 |               |                |                       |
| 2013A                       | Serials | Non-Callable    | \$2,180,000   | 1.975 - 3.732% | 2/15/2017 - 2/15/2021 |
| Total Non-Callable Bonds    |         |                 | \$2,180,000   |                |                       |
| Outstanding Bonds           |         |                 |               |                |                       |
| 2010A                       | Various | Various         | \$10,885,000  | 4.1 - 6.625%   | 2/15/2017 - 8/15/2027 |
| 2013A                       | Various | Various         | 58,250,000    | 1.357 - 4.982% | 2/15/2016 - 2/15/2027 |
| 2015A                       | Various | Various         | 31,785,000    | 2.551 - 3.496% | 8/15/2021 - 8/15/2027 |
| 2015B                       | Various | Various         | 6,300,000     | 2.0 - 3.25%    | 2/15/2017 - 2/15/2025 |
| Total Outstanding Bonds     |         |                 | \$107,220,000 |                |                       |

#### Loan Payment Schedule

| OCF Schedule of Loan Payment | :S                 |                   |                    |
|------------------------------|--------------------|-------------------|--------------------|
| Bond Payment Date            | Principal Payments | Interest Payments | Total Debt Service |
| 08/15/20                     | \$7,270,000        | \$2,197,967       | \$9,467,967        |
| 02/15/21                     | 7,435,000          | 2,029,022         | 9,464,022          |
| 08/15/21                     | 7,005,000          | 1,852,935         | 8,857,935          |
| 02/15/22                     | 7,100,000          | 1,727,263         | 8,827,263          |
| 08/15/22                     | 7,245,000          | 1,603,546         | 8,848,546          |
| 02/15/23                     | 7,350,000          | 1,475,156         | 8,825,156          |
| 08/15/23                     | 7,505,000          | 1,338,503         | 8,843,503          |
| 02/15/24                     | 7,625,000          | 1,197,515         | 8,822,515          |
| 08/15/24                     | 7,815,000          | 1,036,521         | 8,851,521          |
| 02/15/25                     | 7,810,000          | 873,616           | 8,683,616          |
| 08/15/25                     | 7,735,000          | 707,632           | 8,442,632          |
| 02/15/26                     | 7,880,000          | 540,818           | 8,420,818          |
| 08/15/26                     | 8,085,000          | 366,103           | 8,451,103          |
| 02/15/27                     | 6,575,000          | 185,935           | 6,760,935          |
| 08/15/27                     | 2,785,000          | 45,953            | 2,830,953          |
| Totals Totals                | \$107,220,000      | \$17,178,487      | \$124,398,487      |

#### **Ohio Venture Capital Authority**

As part of the venture capital funds program, the Ohio legislature established the Ohio Venture Capital Authority ("OVCA") to provide oversight of the program fund. The OVCA consists of three members appointed by the Governor, one selected from a list of nominees provided by the President of the Senate, and one selected from a list of nominees provided by the Speaker of the House of Representatives. The Director of Development and the Tax Commissioner serve as advisors. The statutory responsibilities of the OVCA are:

- To establish, and modify from time to time as the OVCA sees fit, a written policy governing the investment of program fund monies in underlying VC funds, including diversification and other requirements.
- To select through a competitive bidding process, and negotiate and conclude a management agreement with, a private, for-profit investment management firm to serve as program administrator, manage the program fund's debt financing and venture capital investing activities, and negotiate contracts with lenders and VC funds on the program fund's behalf.

- To issue tax credits to the program fund's lenders to the extent of any loan losses they might experience, when the program administrator has certified the occurrence and the amount of such losses to the OVCA.
- To enter into agreements with lenders to the program fund containing terms and conditions governing the OVCA's issuance of tax credits to them.
- To give a report annually to the Ohio legislature concerning the financial and investment affairs of the program fund and the OVCA's assessment of the program's achievement of its economic development purpose.



Mark Williams, Chairman OVCA
Managing Director of Manchester Partners
MBA from the Harvard Business School
Polytechnic University (NYU)



James Kunk, Member OVCA
Chairman of the Board for State Auto Mutual Insurance Company
Bachelor of Administration at Ohio State University
Graduate School of Banking at the University of Wisconsin

Source: BVP. OVCA.

# **NOTES**

| NOTES |  |      |  |
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