

**MINUTES OF A REGULAR MEETING
OF THE BOARD OF DIRECTORS OF THE
MASSACHUSETTS LIFE SCIENCES CENTER**

DATE: February 19, 2014

TIME: 2:00 p.m. EST

PLACE: Mack Conference Room, Room #1/2
One Ashburton Place, 21st Floor
Boston, Massachusetts

DIRECTORS PRESENT: Edward Benz, M.D.
Secretary Greg Bialecki
Josh Boger, Ph.D.
Robert Caret, Ph.D.
Robert Dolan (designee for Secretary Glen Shor)
Lydia Villa-Komaroff, Ph.D.

DIRECTOR(S) ABSENT: Secretary Glen Shor

1. **Call to Order**

Secretary Greg Bialecki called to order the meeting of the Board of Directors (the “Board”) of the Massachusetts Life Sciences Center (the “Center”) at 2:07 p.m. The meeting, having been duly convened, was ready to proceed with its business.

2. **Approval of Board Minutes**

The Board then reviewed the minutes of the December 18, 2013 and January 7, 2014 Board meetings. Upon motions duly made, seconded and unanimously carried, the Board adopted the resolution to approve the minutes.

Dr. Edward Benz joined the meeting at 2:10 p.m.

3. **Proposal: New SAB Member**

Dr. Susan Windham-Bannister, the Center’s President and CEO, presented to the Board

on the selection of a new Scientific Advisory Board (SAB) member, Dr. Andrew Jay, Fund Head for the Medical Solutions Fund for Siemens. Dr. Jay brings expertise in medical devices and oral health to the SAB.

After further discussion, the Board reviewed the relevant Resolution, and, upon motions duly made, seconded and unanimously carried by all voting Board members, the Board adopted the resolution approving the appointment of Dr. Andrew Jay as a member of the SAB.

4. Proposal: MLSC Discretionary Capital Grant Awards

Liz Nadzo, the Center's Deputy General Counsel, presented to the Board on the 2013 Capital Project Matching Grant Program. She began by describing the program's selection criteria, its potential job creation/retention and its contributions to the "life sciences ecosystem." She then discussed the review process, which concluded with presentations to the Board's Investment Committee and Capital Planning Work Group.

Dr. Lydia Villa-Komaroff presented the Investment Committee and Capital Planning Work Group's recommendation to fund 15 projects. The recommended grants were distributed into five categories; planning dollars, lab renovation and/or equipment, incubators, research, and regional consortium. The planning dollars, research, and regional consortium categories each contained one grant: MassBay Community College, University of Massachusetts Medical School at Mass Biologics, and the North Shore Biotech Consortium respectively. In the lab renovation and/or equipment category there were eight grants: Framingham State University, Middlesex Community College, Cape Cod Community College, Just-A-Start, and Mt. Wachusett Community. The final four grants were to incubators: LabCentral, UMass Boston Venture Development Center, M2D2 at UMass Lowell, and the Venture Café.

The Board reviewed the relevant Resolution, and, upon motions duly made, seconded and unanimously carried by all voting Board members, the Board adopted the resolution authorizing

the total expenditure of \$28,474,009 to fund the Capital Program grants.

5. Proposal: MLSC Tax Incentive Program

Brad Rosenblum, the Center's Chief Financial and Administrative Officer, presented to the Board on 2013 Tax Incentive Program. He began with a brief overview of the program, explaining that the Center's statute authorizes it to award up to \$25 million of tax incentives each year. He next discussed the program's eligibility criteria and the extensive review process, which involved the Board's Investment Committee, the Department of Revenue and the Executive Office of Administration and Financial. Dr. Edward Benz presented the Board's Investment Committee's recommendation to award tax incentives to 22 companies.

After further discussion, the Board reviewed the relevant Resolution, and, upon motions duly made, seconded and unanimously carried by all voting Board members, the Board adopted the resolution approving the expenditure of \$24,949,655 in tax incentives to the 22 companies.

6. Proposal: Authorization of Funds for MLSC Company Recruitment Program

Brad Rosenblum presented to the Board on the Company Recruitment Program. He began by explaining that this new program will fill a gap in the Center's portfolio to attract companies to Massachusetts. He discussed the program framework, explaining that it is similar to the Tax Incentive Program on most indices including eligibility criteria, award amounts, headcount commitments and the "clawback" provisions; but unlike the Tax Incentive Program, awards will be made through a discretionary process.

After further discussion, the Board reviewed the relevant Resolution, and, upon motions duly made, seconded and unanimously carried by all voting Board members, the Board adopted the resolution approving the expenditure of up to \$4 million dollars to fund the recruitment program.

7. Proposal: ICIP 2013-14 Awards

Tal Dinar, the Center's Senior Coordinator of International Programs, presented to the Board on the first round of the International Collaborative Industry Program (ICIP). She began by giving a brief overview of the program, explaining that the main objective is to support collaborations between international and Massachusetts partners conducting innovative R&D. The Center partnered with agencies in Wallonia, Belgium; Victoria, Australia; Quebec, Canada; and Alsace, France to select collaborations between Massachusetts life sciences companies and companies in their respective regions.

Dr. Alan Smith, a member of the Center's SAB, discussed the rigorous review process, consisting of reviews by the Center's SAB and the sister agencies' SAB. He discussed the key assessment criteria, which included the quality, novelty and feasibility of the science, the quality of the collaboration and the market opportunity for the proposed product or service.

Dr. Lydia Villa-Komaroff presented the Investment Committee's recommendation to fund collaborations between Massachusetts companies inviCRO LLC (\$249,750), Covaris Inc. (\$160,000), New England Biolabs Inc. (\$250,000), EMD Millipore Co. (\$400,000) and their international partners.

After further discussion, the Board reviewed the relevant Resolution, and, upon motions duly made, seconded and unanimously carried by all voting Board members, the Board adopted the resolution approving the expenditure of \$1,059,750 for ICIP grants.

8. Proposal: Authorization of funds for MLSC International Programs

Pamela Norton, the Center's Vice President of Industry Relations and Program, presented to the Board two proposals for international programs: a second round of the ICIP Program and a new Universal Partnering Program (UP). The new round of ICIP 2014-2015 will expand to include more partner agencies, Israel and Medicon Valley. Ms. Norton explained that the

program will follow the framework of the current program with the exception of lowering the grant size maximum (from 500k to 400k) to enable the funding of more projects. Unlike the ICIP Program, the new Universal Partnerships Program will provide more geographic options to Massachusetts companies, enabling them to partner with any country around the world. She requested \$3 million to support both programs.

After further discussion, the Board reviewed the relevant Resolution, and, upon motions duly made, seconded and unanimously carried by all voting Board members, the Board adopted the resolution approving \$3 million to support the ICIP and UP programs.

9. Proposal: Authorization of funds for MLSC 2014-14 Accelerator Program and Pre-Accelerator Companies

Pamela Norton presented to the Board a proposal for funding for an “Expanded” Accelerator Program. Miss. Norton explained that nine rounds of the Accelerator Program revealed a gap in funding companies in earlier stages of commercialization. Expanding the existing program will fill this gap by providing the flexibility to fund Accelerator and Pre-Accelerator companies. The expanded program will leverage the competitive solicitation structure, review processes and timelines of the current Accelerator Program but will identify earlier stage applicant companies with potential for future success. She requested \$8 million to support the “Expanded” Accelerator Program.

After further discussion, the Board reviewed the relevant Resolution, and, upon motions duly made, seconded and unanimously carried by all voting Board members, the Board adopted the resolution approving \$8 million to fund the “Expanded” Accelerator Program.

10. Proposal: Planning Grant for the City of New Bedford Earmark

Derek Santos, Executive Director of the New Bedford Economic Development Council, presented to the Board a planning proposal to prepare a feasibility study and business plan for a

regional incubation center. He began by detailing the region's history of creating industry-specific devices and how this skill can be transferred to the medical device industry. He next discussed the region's partnership with the University of Massachusetts Dartmouth. Mark Trusehim, President, Co-Bio Consulting, then explained that Co-Bio Consulting will work collaboratively with New Bedford to assess the life sciences environment and will engage the life sciences community to create and prioritize life science program options, the best of which will inform the creation of the incubator. He explained that the planning will take up to seven months and will involve regional asset reviews, workshops with stake holders and an investment review by the Center.

After further discussion, the Board reviewed the relevant Resolution, and, upon motions duly made, seconded and unanimously carried by all voting Board members, the Board adopted the resolution approving \$75,000 to fund the planning proposal.

11. Adjournment

Secretary Bialecki, upon motion duly made, seconded and unanimously carried, adjourned the meeting at 3:42 p.m.

List of Materials and Exhibits Used During Meeting:

- Minutes from December 18, 2013 and January 7,2014 Board meetings
- Executive Report
- “ MLSC 2013 Capital Project Matching Grant Program” PowerPoint Presentation
- “ 2013 MLSC Tax Incentive Program” PowerPoint Presentation
- “Proposal for MLSC Company Recruitment Program” PowerPoint Presentation
- “International Collaborative Industry Program (ICIP) Award Recommendations”
- “ICIP 2014/2015 and Universal Partnership (UP) Program
- “‘Expanded’ Accelerator Program FY’15” PowerPoint Presentation
- “A Regional Incubation Center” PowerPoint Presentation