

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

DATE: April 29, 2009

TIME: 3:00 p.m. EST

PLACE: Mack Conference Room
One Ashburton Place, 21st Floor
Boston, Massachusetts

DIRECTORS PRESENT: Secretary Greg Bialecki
Secretary Leslie Kirwan
Marc Beer
Lydia Villa-Komaroff, PhD
Jack Wilson, PhD

DIRECTOR(S) ABSENT: Josh Boger, PhD (Eustacia Reidy present)
Peter Slavin, MD

OTHERS PRESENT (partial listing):
Susan Windham-Bannister, PhD
Luis Barros
Harvey Lodish, PhD
Angus McQuilken
Beth Nicklas
Robert Sepucha
Melissa Walsh

1. **Call to Order**

Secretary Kirwan, presiding as Chairman of the meeting, called to order the meeting of the Board of Directors (the “Board”) of the Massachusetts Life Sciences Center (the “Center”). Secretary Kirwan announced that a quorum of directors was present and that neither Josh Boger nor Peter Slavin were able to attend. Robert Sepucha served as Secretary of the meeting. 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 March 25, 2009 meeting. Following discussion, upon motion duly made, seconded and unanimously carried, the Board adopted the following resolution:

RESOLVED, that the minutes of the meeting of the Board of Directors (the “Board”) of the Massachusetts Life Sciences Center (the “Center”) held on March 25, 2009 be, and they hereby are, approved as presented at this meeting.

3. **Chair Report**

Secretary Kirwan provided a brief summary of the challenging economic conditions facing the Commonwealth and indicated that the Administration was working closely with the Legislature on the budget for FY10.

Secretary Kirwan then turned the meeting over to Dr. Susan Windham-Bannister for the President’s Report.

4. **President’s Report**

Dr. Windham-Bannister announced that the Center had moved into its permanent office space at 1000 Winter Street in Waltham and the excitement of staff in being in one central location.

She reported on the success of an event held at the Museum of Science with Governor Patrick to recognize the recipients of the Center’s Scientific Research Matching Grants. Governor Patrick viewed each of poster presentations and engaged with the recipients to learn more about their research.

Dr. Windham-Bannister then provided an update on the Center’s programs. She described the positive response to the Internship Challenge program with 415 potential interns posted thus far on the website, 41 companies and 15 research institutions actively in the process

of reviewing candidates and scheduling interviews, and 24 interns matched with host institutions already. In addition, the Center's second round of New Investigator grants has closed with the receipt of 57 grant applications from 19 research institutions. This represents a 65 percent increase over the pool of applicants received during the pilot round. Dr. Windham-Bannister also reported that, as of last Friday, the Center had received 11 complete applications to the tax incentive program, with 44 applications in process.

5. **2009 BIO International Convention**

Angus McQuilken, Vice President for Communications, presented an exciting slide presentation of the Massachusetts Pavilion that is being planned for the Bio International 2009 conference in Atlanta in May. Mr. McQuilken represented that 20 Massachusetts exhibitors would participate in the pavilion with academic, government, and industry leadership as key themes. Three kiosks have been designed to display the successes of Massachusetts life sciences super cluster.

6. **Scientific Advisory Board Additional Member**

Dr. Windham-Bannister then turned to Professor Harvey Lodish, the Chair of the Center's Scientific Advisory Board, to present the credentials of Dr. David R. Walt, the Robinson Professor of Chemistry at Tufts University and a Howard Hughes Medical Institute Professor, for consideration to join the Scientific Advisory Board. Following discussion, upon motion duly made, seconded and unanimously carried, the Board adopted the following resolutions:

RESOLVED, that the Board, acting pursuant to the authority delegated under Chapter 23I of the General Laws of the Commonwealth of Massachusetts, does hereby approve the appointment of the individual listed below as a member of the Scientific Advisory Board ("SAB"), comprised of eminent life science researchers from academia and industry, to provide expert scientific and technical

advice to inform the decisions of the Board in effectuating the mission of the Center:

David Walt, Ph.D.

RESOLVED FURTHER, that as a member of the SAB, the individual set forth above shall serve in a volunteer capacity, and shall function at the discretion of the Board.

7. **Accelerator Program Recommendations**

Luis Barros, Vice President of Investments and Industry Relations, Board member Marc Beer and Professor Lodish then provided the Board with an update of the review process for the Center's Accelerator loan program and the recommendations of the Board's investment committee to provide loans to seven (7) early stage companies. Mr. Beer described the pool of 88 applications as coming from companies that ranged from early seed, start-up ventures to well established companies with up to ten years of operating experience in diagnostics, therapeutics, services, tools, medical devices, and biotechnology.

Mr. Beer and Professor Lodish described the rigorous and comprehensive scientific and business peer review for each application. Professor Lodish noted that 62 peer reviewers comprised of seasoned investors, technology licensing office professionals, doctors and Ph.D. recipients with application-specific expertise provided the initial review. The Center's Scientific Advisory Board members then reviewed all applications and their reviews on the basis of their scientific merit, degree of innovation, degree of differentiation, and potential for further technological advancements and breakthroughs.

Mr. Beer then reported on the second stage of deliberations by the Board's Investment Committee, comprised of Dr. Slavin, Dr. Villa-Komaroff and Mr. Beer, and members of the Scientific Advisory Board (SAB) including Professor Lodish and its VC members – Dr.

Doug Cole of Flagship Ventures, Dr. Jean George of Advanced Technology Ventures, and Jonathan Fleming of Oxford Bioscience Partners. These experts convened for live company presentations by a subset of the applicants to assess the potential impact of each company if successful, its likelihood of success, the likely timeframe required for success, and whether the resources available were realistic.

From this intensive review process by some of the best science and business leaders in the Commonwealth, seven (7) companies were recommended for loans. Mr. Beer and Professor Lodish then presented summaries of each of these companies. Prior to the vote, Chairman Kirwan commended the Center for its thorough review process and the role that these companies will play in promoting economic and workforce development in Massachusetts. Dr. Windham-Bannister then invited Catherine Oyler from Johnson & Johnson's Corporate Office of Science and Technology (COSAT) and the first charter member of the Center's Corporate Consortium to say a few words. Ms. Oyler also commended the Center for developing an efficient and comprehensive process. She also expressed COSAT's support for this open innovation model whereby Johnson & Johnson does not receive any intellectual property rights but helps seed early-stage development of life sciences companies to assist the sector as a whole.

Following discussion, upon motion duly made, seconded and unanimously carried, the Board adopted the following resolutions:

WHEREAS, in accordance with Chapter 23I of the General Laws of the Commonwealth (the "Life Sciences Act"), the Center has solicited applications for its Accelerator loan program, which provides funding for early-stage life sciences companies engaged in life sciences research and development, commercialization and manufacturing in Massachusetts;

WHEREAS, the Board believes that the Center's mission of solidifying Massachusetts status as a worldwide leader in the life sciences, creating jobs and supporting innovative research that will save and improve lives is well served by supporting early-stage life sciences companies; and

WHEREAS, the Center received eighty-eight (88) Accelerator loan applications, which were subjected to a peer review process, including evaluation by the Center’s Scientific Advisory Board and the Board’s investment committee;

NOW, THEREFORE, BE IT RESOLVED, that the Center, acting pursuant to the authority delegated under the Life Sciences Act, does hereby authorize the expenditure of monies for loans to such companies and in such amounts as set forth below:

| <u>Loan Recipient</u> | <u>Loan Amount</u> |
|--------------------------------------|--------------------|
| Eutropics Pharmaceuticals, Inc. | \$500,000 |
| Good Start Genetics, Inc. | \$500,000 |
| InVivo Therapeutics Corporation | \$500,000 |
| Pluromed, Inc. | \$500,000 |
| Spectra Analysis, Inc. | \$500,000 |
| Wadsworth Medical Technologies, Inc. | \$400,000 |
| Wolfe Laboratories, Inc. | \$500,000 |
| Total | \$3,400,000 |

RESOLVED FURTHER, that these loans shall be awarded under the MLSC Accelerator Loan Program, Solicitation No. 2009-MLSC-01, to facilitate research, development, manufacturing and commercialization in life sciences (as defined in the Life Sciences Act) by early-stage companies, and that approval of these loans is subject to the execution of a loan agreement by the Center and each of the above companies in a form and with terms approved by the President and Chief Executive Officer of the Massachusetts Life Sciences Center;

RESOLVED FURTHER, that each of the companies set forth above be, and it hereby is, deemed to be “certified life sciences companies” within the meaning of the Life Sciences Act, and that each such certified life sciences company shall be subject to the requirements set forth therein including, without limitation, annual reporting requirements as mandated by the Center and decertification in the event of a material failure to comply with certain requirements;

RESOLVED FURTHER, that the officers of the Center be, and each of them hereby is, authorized, directed and empowered to execute any agreements or any other instruments or documents or amendments or supplements to such documents, or to do or to cause to be done any and all other acts and things as such officers, in their discretion, may deem necessary or advisable and appropriate to carry out the purposes of the foregoing resolutions, including without limitation, execution of applicable loan agreements.

Eutropics Pharmaceuticals, Inc.:
Approved by a vote of 5 in favor, 0 opposed, 0 abstaining

Good Start Genetics, Inc.:
Approved by a vote of 5 in favor, 0 opposed, 0 abstaining

InVivo Therapeutics Corporation:
Approved by a vote of 5 in favor, 0 opposed, 0 abstaining

Pluromed, Inc.:
Approved by a vote of 5 in favor, 0 opposed, 0 abstaining

Spectra Analysis, Inc.:
Approved by a vote of 5 in favor, 0 opposed, 0 abstaining

Wadsworth Medical Technologies, Inc.:
Approved by a vote of 5 in favor, 0 opposed, 0 abstaining

Wolfe Laboratories, Inc.
Approved by a vote of 5 in favor, 0 opposed, 0 abstaining

9. **Adjournment**

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

Robert Sepucha
Secretary of the Meeting

APPROVED:

Leslie Kirwan
Chairman of the Meeting