

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

DATE: April 30, 2010

TIME: 1:10 p.m. EST

PLACE: One Ashburton Place, 21st Floor
Boston, Massachusetts

DIRECTORS PRESENT: Josh Boger, Ph.D.
Tom Chmura (Designee for Jack Wilson)
Secretary Jay Gonzalez
Eric Nakajima (Designee for Secretary Greg Bialecki)
Peter Slavin, M.D.

DIRECTOR(S) ABSENT: Marc Beer
Lydia Villa-Komaroff, Ph.D.
Jack Wilson, Ph.D.

1. **Call to Order**

Secretary Gonzalez, 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”) at 1:10 p.m., and announced that a quorum of directors was present. 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 February 24, 2010 meeting. Following discussion, upon motion duly made, seconded and unanimously carried, the Board adopted the resolution to approve the minutes.

3. **Chair Report**

Secretary Jay Gonzalez reported on the State House of Representatives finalizing the budget for FY2011 and the inclusion of a \$10M appropriation proposed by the Ways and

Means Committee. The Secretary commended the House for their leadership in level funding the Center, particularly in light of the Commonwealth's challenging fiscal situation. The Secretary then reported that State tax revenues are consistent with the assumptions included in the Governor's proposed budget, which indicates that signs are pointing toward a full economic recovery.

4. Chair's Report

Dr. Susan Windham-Bannister updated the Board on expenditures from her discretionary budget. She reported on a \$50,000 grant to the Massachusetts Life Sciences Collaborative to support the development of a bio-manufacturing strategy for the Commonwealth in order to retain and grow bio-manufacturing jobs; grants to support business plan competitions with a life sciences track at up to 10% of the total prize (\$10,000 for MIT's \$100K Entrepreneurship Competition, \$5,000 to BU's Institute of Technology, Entrepreneurship and Commercialization, and \$5,000 to WPI's Venture Forum); and a \$7,500 grant to support the third annual MALSI Innovation Day.

5. MassChallenge Investment

Josh Boger brought before the Board a proposal to support MassChallenge, a not-for-profit 501(c)(3) that launched a competition this April to identify, strengthen and enable funding for the highest impact start-up companies in five focus areas including healthcare and life sciences. The winners of the competition will receive intensive mentorship and free resources based in Massachusetts including office and lab space, legal advice, and targeted introductions to customers and funding sources.

Dr. Boger commended these young, but experienced, technology consultants for conceiving a business plan competition that is "impressive in scale and scope." He indicated that

the organization has raised over \$250,000 from non-governmental sources and secured some free mentoring services and real estate to house the selected companies. In response to Dr. Slavin's question as to who else was providing funding, Dr. Boger indicated that Oxford Biosciences, Flybridge Partners, Microsoft, and other quasi-public governmental entities had all committed funds. Secretary Gonzalez added that the purpose of attracting global companies to Massachusetts to do business is consistent with the Center's mission.

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 investment in the MassChallenge competition. Dr. Boger recused himself from the vote since he has advised the MassChallenge team.

6. 457(b) Employee Deferred Compensation Retirement Plan

Authorization

Josh Boger presented to the Board a proposal for the Center to consolidate its 457(b) Plan, previously approved by the Board at its October 28, 2009 meeting, under the Center's retirement provider, ING. Prior to establishment of the ING 457(b) deferred compensation plan, Center employees were able to participate last year in the Commonwealth's deferred compensation plan, known as the Smart Plan.

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 a consolidation of the Center's 457(b) Plan under the Center's retirement provider.

7. Internship Challenge Program Additional Investment

Secretary Gonzalez requested that Beth Nicklas present a proposal for an

additional investment of \$250,000 in the Internship Challenge Program. Ms. Nicklas presented an update on the strong demand for qualified interns from life sciences companies, with a 65% increase over last year's program in new companies seeking to sponsor an intern. She reported that 775 students had applied to the program – an increase of 50% over 2009 – and that 112 companies had registered to participate in the program. As of the Board meeting, Ms. Nicklas indicated that 84 interns had been hired by 56 companies and that this additional investment would support 32 more interns to work in life sciences 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 an additional investment in the Internship Challenge Program.

8. Tax Incentive Recipient

Robert Mulroy, the President and CEO of Merrimack Pharmaceuticals, which is a recipient of the Center's 2009 Tax Incentives Program, explained the value of such tax incentive to his company. With the tax incentive awarded by the Center, Merrimack Pharmaceuticals is better positioned financially to expand the company's manufacturing facility in Cambridge, double the number of products that move into clinical trials, and hire new employees. Secretary Gonzalez asked how Merrimack heard about the Center's Tax Incentive Program. Mr. Mulroy explained that he paid attention to articles in the press and received the Center's regular e-mail broadcasts.

9. Updates on 2010 BIO and the Small Business Matching Grant and Accelerator Programs

Dr. Windham-Bannister, Angus McQuilken, and Luis Barros provided updates for the Board on the upcoming 2010 BIO meeting in Chicago, and the progress of the Small Business Matching Grant (SBMG) and Accelerator Programs. Dr. Boger commended the Center

for the innovative nature of its programming, particularly with the SBMG and Accelerator programs targeting the real needs of early stage companies, rather than replicating existing programs. Dr. Slavin also applauded the staff and Dr. Windham-Bannister's "impressive management tour-de-force". Eric Nakajima pointed to the strong accountability and review measures to demonstrate performance as evidence of excellent administration of the Center's programs.

10. Adjournment

Eric Nakajima, who took over as Chair of the meeting upon Secretary Gonzalez' departure, asked if there was any other further business to come before the Board, and, hearing none, upon motion duly made, seconded and unanimously carried, he adjourned the meeting at 2:30 p.m.

Peter Slavin, M.D.
Secretary of the Meeting

APPROVED:

Secretary Jay Gonzalez
Chairman of the Meeting