

**THE MASSACHUSETTS LIFE SCIENCES CENTER  
BOARD OF DIRECTORS MEETING**

**MOTION**

The Board of Directors of the Massachusetts Life Sciences Center hereby adopts the Draft Minutes of the meeting of the Board of Directors, held on October 31, 2008, in Boston, Massachusetts, as the formal Minutes thereof.

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**THE MASSACHUSETTS LIFE SCIENCES CENTER**

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**Board of Directors Meeting**  
**Friday, October 31, 2008**  
**Town Hall**  
**Framingham, Massachusetts**

**MINUTES**

A meeting of the Massachusetts Center Board was held on October 31, 2008 at the Framingham Town Hall, Framingham, Massachusetts, pursuant to notice duly given.

**Board Members present:**

Co-Chair Daniel O’Connell, Secretary of Housing and Economic Development  
Co-Chair Leslie A. Kirwan, Secretary of Administration and Finance  
Vice Chair Jack Wilson, Ph.D., President, University of Massachusetts  
Treasurer Marc D. Beer, former President and CEO, ViaCell, Inc.

**Special Guests:**

Senator Karen Spilka, Massachusetts Senate  
Representative Pam Richardson, Massachusetts House of Representatives  
Representative Tom Sannicandro, Massachusetts House of Representatives  
Selectman Ginger Esty, Vice-Chair, Town of Framingham  
Julian Suso, Town Manager, Town of Framingham  
Thomas Holder, Deputy Director, Department of Public Works, Town of Framingham  
Paul Brinkman, Program Manager, SEA Consultants

**MA Life Sciences Center Officers present:**

Susan Windham-Bannister, President and CEO  
Melissa Walsh, Chief Operating Officer  
Luis Barros, Senior Vice President, Industry Relations  
Beth Nicklas, Vice President and Counsel, Academic and Research Programs  
Angus McQuilken, Vice President for Marketing and Communications

**I. Call to Order**

Co-Chair O’Connell called the meeting of the Massachusetts Life Sciences Center (Center or MLSC) Board of Directors to order with four board members present at 1:15 pm.

**II. Approval of the Minutes of the October 31, 2008 Board Meeting**

On the motion of President Wilson, which was duly seconded by Secretary Kirwan, the Board unanimously voted to approve the minutes of the October 31, 2008 Board meeting.

### **III. Welcome to State and Town of Framingham Elected Officials**

Secretary O'Connell expressed his pleasure at co-chairing this meeting in the Town of Framingham and the value of investment in supporting economic development and job growth in Framingham and throughout the Commonwealth. Secretary O'Connell stressed the importance of sustaining the strength of the life sciences sector, particularly in these difficult economic times.

Secretary O'Connell thanked Senator Spilka, Representatives Richardson and Sannicandro, Selectman Esty, Town Manager Suso, and Deputy Director Holder for the warm welcome of the Town to the Center. Secretary O'Connell also recognized the success of that morning's forum sponsored by the Metro South/West Regional Employment Board at Framingham State College that focused on workforce development and the role of educators in STEM education. Dr. Lynn Griesemer from the University of Massachusetts' Donahue Institute made an excellent presentation of the findings of the Life Sciences Talent Initiative report that was sponsored by the MLSC and the Massachusetts Biotech Council. Break-out groups enabled a wide range of stakeholders to provide input on next steps. Overall, the Secretary indicated that it was a great day for Framingham.

The Secretary then turned to Julian Suso, Framingham's Town Manager, to make a few remarks. Mr. Suso welcomed everyone to Framingham Town Hall and thanked the Center's co-chairs, Secretary O'Connell and Secretary Kirwan, for holding the Center's Board meeting in Framingham. He then acknowledged the Commonwealth's elected officials and Town Selectman Esty for their collective contributions to ensuring passage of the Life Sciences bill and for supporting the development of Framingham's technology park which is so important to sustaining the workforce in the area. He also thanked Genzyme for its commitment to the technology park and the construction of new facilities.

Secretary Kirwan described the constrained fiscal context that the Commonwealth faces as part of the global economic downturn. The Governor, the Legislature, the Judiciary and other partners throughout the state have taken a series of actions to bring the state budget in line with the revised and reduced revenue forecast. There has been a shared sacrifice by many including quasi-public and public governmental entities to minimize the impact on towns and cities. While the Center has taken a measured cut of some of its available funds, the Governor wants to preserve key targeted investments even in new programs to help grow the economy and provide good jobs.

### **IV. President's Report**

President Windham-Bannister echoed the sentiments of the co-chairs by thanking Framingham and its legislative and town officials for such a warm welcome. She began by updating the Board on three new members of the staff. Robert Sepucha has been selected as Senior Vice President and General Counsel. Mr. Sepucha brings a combination of legal expertise and political acumen to the Center, having represented Vice President Gore's Alliance for Climate Protection and negotiated the largest private health insurance contract in America on behalf of AARP's for-profit subsidiary. Mr. Sepucha also served as chief of staff and senior policy advisor to Congressman Harold Ford, Jr. (D-TN).

Angus McQuilken is the Center's Vice President for Marketing and Communications. Mr. McQuilken brings considerable skills in branding, communications, media relations, public affairs and event planning to the Center. He served as Vice President for Public Affairs for Planned Parenthood League of Massachusetts. In 2004, he served as Deputy Communications Director for the Democratic National Convention.

James Kennedy joins the Center as Vice President and Counsel for Government and Regulatory Affairs after serving as General Counsel to the Massachusetts House Committee on Ways and Means. Mr. Kennedy's experience includes serving as the principal legal advisor on all legal, fiscal and policy issues related to the development, presentation and negotiation of all appropriations bills, capital authorization bills and general legislation.

Dr. Windham-Bannister reported that the Center is aggressively moving from the planning of certification criteria for companies and targeted programs to developmental activities that include preparation of application materials and evaluation criteria. Center staff have met with representatives from the Executive Offices of Administration and Finance and Housing and Economic Development, the Massachusetts Biotechnology Council, and Massachusetts Development Corporation to listen and develop materials for company certification. The Department of Revenue has issued a draft Technical Information Release that we anticipate will be finalized by the end of November.

Dr. Windham-Bannister presented the Center's strategic priorities as support for workforce development, funding early state companies, technology transfer, strengthening the competitive position of research institutions, and serving as a convener and coordinator within the life sciences. She indicated that the Center has also accelerated its communications and branding campaign with Mr. McQuilken by solidifying media relations, updating its website, and developing a new brochure for the Center.

Dr. Windham-Bannister informed the Board that Governor Patrick would be joining legislative leaders, officers of the Marine Biological Laboratory (MBL), and staff in Woods Hole to celebrate the Howard Hughes Institute's award to MBL and the targeted investment provided in the legislation.

Dr. Windham-Bannister closed by informing the Board that the Peer Review Panel met on October 14, 2008 to review the cooperative research proposals. The Scientific Advisory Board will consider these recommendations at its next meeting in December in order that Professor Lodish can present the SAB's findings to the Board at its December meeting.

## **V. Program Design for Early Stage Companies**

Dr. Windham-Bannister then introduced Luis Barros to update the Board on the Center's program design for early stage companies. Mr. Barros acknowledged the support of Dr. Alison Taunton-Rigby and Mr. Marc Beer as instrumental in the design of the Center's programs for early stage companies. Based on a robust roundtable discussion on October 21, 2008 with representatives of venture capital firms, company innovation incubators, the Massachusetts Technology Transfer Center, Massachusetts Development, the Massachusetts Office of Business Development, and others, the group identified the need to support early stage companies and brainstormed programs that would provide the greatest value. Programs considered included Phase 0 grants, seed financing, matching grants to companies receiving SBIR funding, and investments in early companies through convertible debt and loan instruments.

Mr. Barros also described the certification process that was under development by the Center and the draft criteria that were being discussed with the Center's partners, including the Massachusetts Office of Business Development and the Massachusetts Biotechnology Council.

## **VI. Technical Information Release**

Mr. Barros then explained the Draft Technical Information Release issued by the Department of Revenue to explain the tax credits received a broad array of comments from MassMEDIC, the Massachusetts Biotechnology Council, and local businesses. Comments focused on the mechanics of the tax benefits

and questions regarding eligibility. These suggestions and comments will be considered and where appropriate, incorporated into the final version.

Dr. Windham-Bannister added that the Center is actively inviting its private partners to match funds from the Center with its own investments in the life sciences sector. Mr. Beer applauded Dr. Windham-Bannister and Mr. Barros for reaching out to the right constituents. This is a wise approach which President Wilson seconded.

## **VII. Infrastructure Investments for Town of Framingham**

Secretary O'Connell opened this portion of the Board meeting by expressing his strong support and excitement regarding this first infrastructure investment of a total of \$12.9 to the Town of Framingham for water and wastewater infrastructure improvements to support the proposed construction of a cell-culture manufacturing and purification plant to be built by Genzyme. The Town has submitted a proposal for the first \$5.2 million to initiate the process and development of the improvements. We recognize that in these tough times, this targeted investment is supportive of state revenues and jobs, and we are grateful that the Town has worked so closely with us and that Tom Holder has been so responsive.

Mr. Holder thanked the Secretary and introduced Paul Brinkman, the project manager for the design and engineering firm of SEA Consultants. In the summer of 2007, a study identified that construction of the Genzyme facility would have impacts on the Town's water distribution and wastewater collection systems. It was shown that the existing pump station and ancillary pipe work were not sized to accommodate the additional flows anticipated from the build-out. Massachusetts Office of Business and Development provided funding for the design of the project, which resulted in a decision to focus first on the waste water infrastructure needs in the technology park. Surcharging of waste water flows occurs now during wet weather events and these problems can be addressed through design and relocation of the pump station. It is anticipated that the pump station will be constructed off site during the winter and transported during the summer of 2009 for construction. Design of the downstream piping will begin this winter, with placement of the line being the most challenging element of this portion of the project. The Town would prefer to locate the sewer line within the right of way for the railroad easement and is in discussions now with CSX, the owner of the easement.

Senator Spilka thanked the Co-Chairs O'Connell and Kirwan and commended President Windham-Bannister for getting the Center up and running over a few short months. The Senator then thanked Mr. Holder for his work and this terrific day in Framingham where we can christen these significant infrastructure improvements. There will be short and long-term economic benefits from this investment. The Genzyme facility will bring at least 300 jobs to the area, the quality of life for the citizens of the Commonwealth will be improved through the scientific discoveries that result in health benefits, and there will be a multiplier effect of additional jobs on account of this investment.

Representative Richardson expressed her excitement about this wonderful project and Genzyme's decision to build in the Town of Framingham. Representative Sannicandro echoed these sentiments by observing that this is a very positive outcome in a difficult economic climate and that many parties worked together to provide solutions for this infrastructure challenge. Selectman Esty observed that the challenges included taking into account environmental concerns such as a Class A body of water that provides a standby water source and the elimination of surcharges during wet weather events.

Marc Beer applauded Genzyme's contributions to the community of Framingham in particular and to the Commonwealth. Henry Fitzgerald, Genzyme's Vice President of Facility Operations, has worked hard to help the company stay ahead of commercial demand and to operate efficiently in a highly competitive

environment. Mr. Beer remarked on Genzyme's significant investment of resources to make this economic development happen.

President Wilson inquired as to whether the Commonwealth's recent deal with CSX, the rail company, could help the Town of Framingham get access to the right of way for placement of the sewer line. Town Manager Suso will be coordinating these meetings with CSX. Secretary O'Connell indicated that Secretary Cohen of the Executive Office of Transportation may be helpful.

President Wilson reinforced the need to make these kinds of investments particularly in tough economic times because there will be a future return on investment. He acknowledged Secretary Kirwan's difficult job of balancing competing priorities and finding the correct balance between restraint and prudent investment which is what the Board is deciding with this investment in Framingham.

Secretary Kirwan reiterated that the Framingham investment is exactly the kind of targeted investment that the Governor has identified as a key opportunity to build our faltering economy.

Secretary O'Connell then asked for a motion to approve the award of a grant to the Town of Framingham for water and waste water infrastructure. Upon motion duly made by Marc Beer and seconded by President Wilson, members of the Board of Directors voted unanimously by roll call vote as follows:

**WHEREAS, the Massachusetts Life Sciences Center is offering financial assistance in the form of grants to agencies, towns and local governments of the Commonwealth of Massachusetts and certain qualified entities which have submitted a request for funding consistent with the statutory goals set forth in M.G.L. c. 23I;**

**WHEREAS, pursuant to Section 2B of Chapter 130 of the Acts of 2008, entitled "An Act Providing for the Investment in and Expansion of the Life Sciences Industry in the Commonwealth," twelve million nine hundred thousand dollars (\$12,900,000) has been allocated to assist the Town in water and waste water infrastructure improvements for a proposed cell culture manufacturing facility and purification plant containing office and lab facilities in the Town (the "Improvement Plan");**

**WHEREAS, the Town has submitted the Grant Proposal for construction of the initial phase of the Improvement Plan, the cost of which is anticipated to be five million two hundred thousand dollars (\$5,200,000); and**

**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 best served by pursuing and promoting the type of public-private partnerships described in the Grant Proposal;**

**NOW, THEREFORE, BE IT RESOLVED, that the Grant be, and it hereby is, approved as presented at this meeting and as described in the Grant Proposal; and**

**RESOLVED FURTHER, that each officer of the Center be, and each such officer hereby is, authorized and directed to take all action and to prepare, execute and deliver all documents or agreements which such officer deems necessary or advisable to carry out the intent of these resolutions and evidence the issuance of the Grant, including (without limitation) a grant agreement.**

## **VIII. Adjournment**

Secretary O'Connell asked for a motion to adjourn. Secretary Kirwan moved to adjourn and Marc Beer seconded the motion, and the meeting adjourned at 2:05 pm.