

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

DATE: February 24, 2021
TIME: 2:00 p.m. EST
PLACE: Via WebEx: Meeting number: 132 039 7868

DIRECTORS Connected: Stuart Abelson
Julie Chen, Ph.D. (designee for Marty Meehan)
Mark Fuller (designee for Secretary Michael Kennealy)
Catharine Hornby (designee for Secretary Michael Heffernan)
Gary Kearney, M.D.
Pam Randhawa

1. Call to Order

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

2. Chairs’ Updates

Mr. Fuller stated that we continue to move through the re-opening, and are currently in Phase 3 Step 1, reminding the Board to continue to check the website for sector-specific protocols. Mr. Fuller stated that COvid-19 public health data trends are headed in the right direction, including testing, testing results and hospitalizations all trending in the right direction. The vaccine rollout continues to gather steam to scale, with over one million first doses of the vaccine administered across the state, and we enter Phase 2 of the vaccine rollout. Massachusetts is the top state in the nation with a population over five million people in administering doses. Availability of vaccine doses continues to be a headline topic, with limited supply of only 139,000 first doses per week compared to the number of doses the Commonwealth expected to receive based on federal guidance.

Ms. Catharine Hornby endorsed Mr. Fuller’s update and did not have other information to add at this time.

3. CEO Report

Mr. Turner, President and CEO, thanked the Co-Chairs and Board members for the counsel and guidance provided to him in his first weeks on board with the MLSC. Mr. Turner noted a full agenda for this meeting, and stated at the close of the meeting he would present his 90 Day Action Plan, which he shared with Secretary Kennealy a few weeks prior to this meeting.

Addressing the members of the Board, Mr. Turner reiterated his goal of engaging each member of the Board and the Board as a whole to leverage the broad and deep experience that each Board member brings to the Center. Mr. Turner identified changes to leadership he has made, including appointing Ryan Mudawar to the role of Vice President of Education and Workforce, and Joe Sullivan to the role of Marketing and Communication, each for an interim period of six months. Mr. Turner also took steps to realign Industry and Investment Strategy to ensure Jennifer Griffin has the resources necessary, while also moving forward to provide more support to Ryan Mudawar and the Education and Workforce team. Reporting that an offer has been extended to the candidate for General Counsel, Mr. Turner is hoping to finalize the negotiation within the next few days. Mr. Turner thanked Alicia Murphy and Jon Cosco, and the members of the legal team and HED for their assistance and support provided to the Center in the past year. There is a planned off-site team building exercise at the end of March. Mr. Turner anticipates the Board's involvement in the strategic planning process, as the Board is an important contributor to the Center's Strategic Plan. Mr. Turner stated the team is working with the Executive Office of Administration and Finance regarding the investment plan and how we can stabilize our investment funding moving forward, with a meeting scheduled with Ms. Hornby and her team later in the week.

Mr. Turner then invited the Vice President of Finance, Cheryl Sadeli, to provide an update on the budget. Ms. Sadeli shared the financial summary, year to date as of December 31, 2020, of financial operations in the previous quarter (as listed below (Materials and Exhibits used during meeting) and incorporated by reference. Ms. Sadeli identified cost savings related to open positions: six months CEO position open, and General Counsel position open, as well as other open positions. Ms. Sadeli reported a conservative forecast for remainder of fiscal year, and an overview of the status of the Investment Fund. The Investment Fund balance is just over \$13 Million.

Ms. Sadeli opened the floor for questions, and Ms. Julie Chen inquired of Ms. Hornby when information on the Consolidated Net Surplus would be available. Ms. Hornby reported that a surplus is not anticipated, as they are budgeting for a substantial stabilization fund draw, but will know better closer to the end of the current fiscal year but will not know definitively until there is a bill from the legislature closing out the fiscal year – historically occurring as late as November.

4. Vote: Seed Fund Investment Proposal Presentation

Dr. Jennifer Griffin, Vice President of Industry Strategy and Investments, began her presentation with a reminder of the Seed Fund goals and initiatives, and how the MLSC is in a unique position to identify the inequities in our industry and influence the future through its initiatives. Dr. Griffin reviewed one metric for measuring success, specifically the amount of capital coming into healthcare companies, that while healthcare capital has reached an all-time high in MA, the vast majority of that capital is not for seed stage companies but for larger later-stage deals concentrated in the Greater Boston area. Dr. Griffin then provided an overview and summary of the federal funding grant provided to support the operation expenses of establishing the Seed Fund to accelerate opportunity in gateway regions, and the application, selection and investment process. After highlighting the first five investments approved by the Board, Dr. Griffin fielded questions from the Board regarding the Seed Fund overview. Dr. Griffin then introduced Decoy Therapeutics (“Decoy”) as the sixth investment opportunity for the Seed Fund.

Dr. Griffin thanked the Investment Committee for their robust review of this investment opportunity. After presenting the technology being developed by Decoy, the medical problem clinical need it addresses and proposed solution it provides, Dr. Griffin provide information on the development timeline for the viral therapeutic. Decoy offers a prophylactic therapeutic effective against Covid-19, and provides a solution to bridge gaps in the development of Covid-19 vaccines. Dr. Griffin provided information on the value proposition, market opportunity and fundraising strategy. The proposed MLSC investment would participate in the Seed 1 Round. Dr. Griffin stated the conclusion that the Decoy therapeutic has the potential to fill a significant gap in the pandemic as a complementary and versatile solution, and presented the recommendation to allocate \$250,000 of the Seed Fund to an investment in Decoy Therapeutics. The Investment Committee had reviewed this investment opportunity at the February 11, 2021 Investment Committee meeting. Dr. Griffin allowed the Board members an opportunity to ask questions, and

the Board then discussed the merits of the investment and the economic development benefit to Massachusetts, prior to motion.

Upon a motion duly made by Ms. Randhawa, seconded and carried by unanimous vote, the Board adopted the resolution to approve a \$250,000 equity investment in Decoy Therapeutics through a convertible note.

5. Vote: M2D2 \$200K Challenge Presentation

Dr. Jennifer Griffin, Vice President of Industry Strategy and Investments, presented the M2D2 \$200k Challenge, an annual pitch competition. Explaining how Innovation Challenges are an opportunity to identify, develop, and award early stage opportunities by engaging strategic partners to support a robust early stage life science pipeline, Dr. Griffin provided the Board with examples of how the MLSC is uniquely positioned to support the innovation ecosystem by participating in thematic, industry-specific Challenge opportunities. Using a recent M2D2 winner and awardee, Dr. Griffin further showed the importance of the Challenge and the benefit to the Massachusetts life sciences ecosystem. Dr. Griffin further identified the benefit of developing strong industry partnerships through supporting these Challenges. In closing, Dr. Griffin stated the MLSC is recommending participation in the 2021 M2D2 \$200K Challenge with up to \$50,000 granted to one, or divided between more than one, Massachusetts-based winners

Upon a motion duly made by Gary Kearney, seconded and carried by unanimous vote, the Board adopted the resolution to approve fifty thousand dollars (\$50,000) from the Investment Fund, to administer sponsor the 2021 M2D2 \$200K Challenge.

6. Vote: Research Infrastructure Program Presentation

Dr. Carla Reimold, PhD, Director of Industry Strategy and Investments, began her presentation with an overview of the Capital Programs and how they serve the life sciences ecosystem. Dr. Reimold then outlined the Research Infrastructure Program, first identifying its objective to invest in innovative infrastructure across the state with a high demand from both academic and industry scientists, and explaining the eligibility requirements that applicants must

be a Massachusetts not-for-profit entity with projects ready for funding that support life sciences infrastructure. Dr. Reimold informed the Board that \$10 Million has been reserved to fund this program, and that an applicant's funding requests must be between \$1.5 Million to \$ 5Million. Rounding out the presentation with a timeline of the program and snapshot of applicants, and a highlight of the top applicants that were selected by the review panel. Dr. Reimold stated there were matching funds committed from industry partners.

MLSC requests the Board approve Research Infrastructure Grants as follows:

1. Singular Genomics G4 Sequencer Spatial Technologies Unit in the Precision Medicine Initiative at BIDMC (Frank Slack, Ioannis Vlachos & Winston Hide – BIDMC): \$3,307,757 for MERFISH, Bruker Vutara VCL super resolution microscope, NanoString GeoMx DSP
2. Mass Spectrometry Metabolomics Solutions for Highly Scalable Integrated OMics: Charting Metabolic Contributions to Disease Development and Therapeutic Outcomes (Nika Danial – Dana Farber Cancer Institute): \$1,824,028 for Agilent Q-TOF LC/MS System (2), Autosamplers, Triple Quad 7500 LC/MS System; Genevac evaporative concentrator;
3. Race to the Vaccine Exhibition (Lindsay Day – Museum of Science): \$1,520,760 for equipment, supplies, and production, some of which includes: projectors, zoom lenses, digital interface boxes, mapping computers, software licenses, prototyping materials, and video/animation production ;
4. Establishing a state of the art comparative infectious disease pathology core to accelerate translational research (Cheryl London – Tufts , North Grafton): \$2,027,244 for nanostring, NextSeq, microfluidics and liquid handling systems;
5. Massachusetts Center for High-Resolution Electron Cryomicroscopy (Roger Davis – UMMS): \$2,797,610 for Glacios Cryo-TEM with Thermo Selectris filter and Falcon 4 camera.

Dr. Reimold provided information on the capital program inventory project, including an overview information available, challenges encountered in the inventory project, and plans to make the inventory publicly. The Board then had the opportunity to ask questions, and discussion on the reporting requirements and merits of the program.

Upon a motion duly made by Ms. Randhawa, seconded and carried by unanimous vote, the Board adopted the resolution to approve the requested funding in the combined total of (\$11,477,399) from the Capital Fund to fund the five Research Infrastructure Grants.

7. Vote: Angel Investor Tax Credit: 2020 Round

Cheryl Sadeli, Vice President of Finance, introduced the Angel Investor Tax Credit for formal vote by the Board on the Angel Investors participating in this pilot year. Beginning with an overview of the Angel Investor Tax Credit program, Ms. Sadeli provided the Board with the a citation of the enabling Department of Revenue regulations which sets for the applicable rules and Massachusetts General Laws governing the program. Ms. Sadeli further provided the Board with information on the general timeline of the program, application and review process, and how the MLSC works in conjunction with the Department of Revenue to administer the tax credits.

Ms. Sadeli closed her presentation with the 2020 round in review, statistical information on the applicants, and an overview of the conditionally approved Angel Investors.

Upon a motion duly made by Ms. Hornby, seconded and carried by unanimous vote, the Board adopted the resolution to approve the tax credits to the forty-nine tax-paying angel investors as presented.

8. CEO 90 Day Action Plan

Reserved for a later date.

Adjourn

Mark Fuller, Board Co-Chair, adjourned the meeting at 4:102 p.m.

List of Materials and Exhibits Used During Meeting:

- Board Agenda
- Presentation of the Seed Fund Investment Opportunity
- Motion: Approval of the Seed Fund Investment Opportunity
- Presentation of the M2D2 \$200K Challenge
- Motion: Approval of the M2D2 \$200K Challenge
- Presentation of the Research Infrastructure Program
- Motion: Approval of the Research Infrastructure Program
- Presentation of the Angel Investor Tax Credit: 2020 Round
- Motion: Approval of the Angel Investor Tax Credit: 2020 Round