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ADVISORY COMMITTEE
of the Connecticut Bioscience Innovation Fund
Minutes – Regular Meeting
Wednesday, November 15, 2017

A regular meeting of the **Connecticut Bioscience Innovation Fund** (“the Bioscience Fund”) **Advisory Committee** (the “Committee”) was held on November 15, 2017, at Connecticut Innovations, Inc., 865 Brook Street, Rocky Hill, CT.

Call to Order: Noting the presence of a quorum, Dr. Farina, acting Chairperson of the Committee, called the meeting to order at 10:06 a.m.

Committee members present: Peter Farina, Ph.D. (by phone); William LaRochelle, Ph.D. (by phone); Charles Lee, Ph.D.; Haifan Lin Ph.D. (by phone); Alan Mendelson; Kevin Rakin (by phone); Jon Soderstrom, Ph.D. (by phone).

Absent: Yvonne Addo, Deputy Commissioner DPH; Seth Feuerstein, M.D.; Matt McCooe; Catherine Smith, Commissioner of the CT Department of Economic and Community Development.

Other Attendees: Matt Bloom (CI); Whitney Brown, Ph.D. (CI, by phone); Amanda Hayward (CI); Leslie Larson (CI); Peter Longo (CI); Pauline Murphy (CI); Patrick O'Neill (CI); Jamie Rinaldi (CI); Dan Wagner (CI); Carrie White (CI); David Wurzer (CI).

Members of the Public: Alison Bonds (Yale, by phone); Isolde Bates (UConn, by phone); Dr. Gordon Carmichael (UConn, by phone).

Approval of Minutes:

Dr. Farina asked the Committee members to consider the minutes from the October 18, 2017 regular meeting.

Upon a motion made by Mr. Mendelson, seconded by Dr. Lin, the Advisory Committee members voted unanimously in favor of adopting the minutes from the October 18, 2017 meeting as presented.

Change to Order of Agenda:

Dr. Farina asked the Board members to consider changing the order of the agenda.

Upon a motion made by Dr. Lee, seconded by Mr. Mendelson, the Advisory Committee members voted in favor of moving the RMRF Core Facility Funding Proposals ahead of the follow investment proposal for LindaCare NV.

UCHC Core Facility Funding Proposal:

Dr. Brown gave a brief history of the stem cell research fund from 2005 to present day and shared examples of economic growth in the state. She gave a project overview with the specific aims, the risks and benefits and the funding recommendation.

Yale Core Facility Funding Proposal:

Dr. Brown gave a project overview with the specific aims, the risks and benefits and the funding recommendation.

Public comment was then received on both Core Facility proposals from Alison Bonds (Yale), Isolde Bates (UConn), Dr. Gordon Carmichael (UConn) and Dr. Haifan Lin (Yale).

Dr. Haifan Lin then excused himself from the meeting, and members of the public with conflicts of interest were excused from the meeting.

Upon a motion made by Mr. Mendelson, seconded by Dr. Lee, the Advisory Committee members voted in favor of going into executive session at 10:34 a.m. to discuss financial and/or commercial information and/or trade secrets regarding the UConn and Yale Core Research Facilities.

The executive session ended at 10:47 a.m., and the regular meeting was immediately reconvened.

After further discussion, the Committee requested CI obtain an interim report from the Core Facilities at UConn and Yale, to be submitted 6 months after funding, detailing the following:

1. Reporting of expenditures including dollar allocation, names of PIs/entities serviced, and a brief description of the projects;
2. Accomplishments from funding received (revenue generation, new techniques added, jobs);
3. Milestones for the next 6 months; and,
4. Proposed strategic goals for 2019.

Upon a motion made by Mr. Mendelson, seconded by Dr. LaRochelle, the Advisory Committee members voted in favor of approving the following resolution: Abstained Dr. Soderstrom and Dr. Lee. Recused: Dr. Lin.

Resolved:

(1) that financing is approved by Connecticut Bioscience Innovation Fund ("CBIF") for UConn Stem Cell Core Facility in an amount of up to FIVE HUNDRED THOUSAND DOLLARS (\$500,000) for one year, with the option to renew for an additional year, pending approval for the purpose of the development and sustainability of stem cell research throughout the state of Connecticut.

(2) that the investment be in the form of a Royalty Bearing Grant

(3) that Matthew McCooe, Chief Executive Officer; David Wurzer, Executive Vice President & Chief Investment Officer; Philip Siuta, Senior Vice President, Chief Financial Officer & Chief Operating Officer; or Peter Longo, Senior Managing Director, Investments, each an "Authorized Signatory", are authorized to execute and deliver for and on behalf of CBIF such agreements and related documents to cause such investment to be effected, which documents shall (a) be executed by CI no later than June 30, 2018; and (b) contain such terms and conditions as the Authorized Signatory shall deem to be in the best interests of CBIF, including terms and conditions relating to the matters described in Section 6 of the Regulations, the Authorized Signatory's approval thereof as hereby authorized to be conclusively evidenced by the execution and delivery of the Agreement; and

(4) that the Authorized Signatories hereby are severally authorized and empowered to do any and all acts and execute and deliver any and all other documents as they shall deem necessary and desirable to effectuate the above-mentioned Agreement.

Upon a motion made by Mr. Mendelson, seconded by Dr. LaRochelle, the Advisory Committee members voted in favor of approving the following resolution: Abstained Dr. Soderstrom and Dr. Lee. Recused: Dr. Lin.

Resolved:

1) that financing is approved by Connecticut Bioscience Innovation Fund ("CBIF") for Yale Stem Cell Core Facility in an amount of up to FIVE HUNDRED THOUSAND DOLLARS (\$500,000) for one year, with the option to renew for an additional year pending approval, for the purpose of the development and sustainability of stem cell research throughout the state of Connecticut.

(2) that the investment be in the form of a Royalty Bearing Grant.

(3) that Matthew McCooe, Chief Executive Officer; David Wurzer, Executive Vice President & Chief Investment Officer; Philip Siuta, Senior Vice President, Chief Financial Officer & Chief Operating Officer; or Peter Longo, Senior Managing Director, Investments, each an “Authorized Signatory”, are authorized to execute and deliver for and on behalf of CBIF such agreements and related documents to cause such investment to be effected, which documents shall (a) be executed by CI no later than [June 30, 2018; and (b) contain such terms and conditions as the Authorized Signatory shall deem to be in the best interests of CBIF, including terms and conditions relating to the matters described in Section 6 of the Regulations, the Authorized Signatory’s approval thereof as hereby authorized to be conclusively evidenced by the execution and delivery of the Agreement; and

(4) that the Authorized Signatories hereby are severally authorized and empowered to do any and all acts and execute and deliver any and all other documents as they shall deem necessary and desirable to effectuate the above-mentioned Agreement.

Dr. Haifan Lin then rejoined the meeting.

Follow-On Investment Proposals:

“LindaCare NV - Hartford, CT”

Mr. O’Neill presented the follow-on investment opportunity in LindaCare NV. He provided an overview of the technology, market, competition, team, the investment terms, use of funds and key achievements since the initial CI investment.

Upon a motion made by Mr. Mendelson, seconded by Dr. Lee, the Advisory Committee members voted in favor of going into executive session at 11:00 a.m. to discuss financial and/or commercial information and/or trade secrets regarding LindaCare NV.

The executive session ended at 11:07 a.m., and the regular meeting was immediately reconvened.

Upon a motion made by Dr. Soderstrom, seconded by Dr. Lee, the Advisory Committee members voted unanimously in favor of approving the following resolution:

Resolved:

- (1) that financing is approved by Connecticut Bioscience Innovation Fund ("CBIF") for LindaCare NV in an amount of up to SEVEN HUNDRED FIFTY THOUSAND EURO'S (€750,000) for the purpose of product development and working capital; and**
- (2) that the conversion of the existing convertible note into the proposed financing is approved; and**
- (3) that Matthew McCooe, Chief Executive Officer; David Wurzer, Executive Vice President & Chief Investment Officer; Philip Siuta, Senior Vice President, Chief Financial Officer & Chief Operating Officer; or Peter Longo, Senior Managing Director, Investments, each an "Authorized Signatory", are authorized to execute and deliver for and on behalf of CBIF such agreements and related documents to cause such investment to be effected, which documents shall (a) be executed by CI no later than May 31, 2018; and (b) contain such terms and conditions as the Authorized Signatory shall deem to be in the best interests of CBIF, including terms and conditions relating to the matters described in Section 6 of the Regulations, the Authorized Signatory's approval thereof as hereby authorized to be conclusively evidenced by the execution and delivery of the Agreement; and**
- (4) that the Authorized Signatories hereby are severally authorized and empowered to do any and all acts and execute and deliver any and all other documents as they shall deem necessary and desirable to effectuate the above-mentioned Agreement.**

Shoreline Biome - Farmington, CT

Mr. O'Neill and Ms. White presented the follow-on investment opportunity in Shoreline Biome.

Upon a motion made by Mr. Mendelson, seconded by Dr. Lee, the Advisory Committee members voted in favor of going into executive session at 11:13 a.m. to discuss financial and/or commercial information and/or trade secrets regarding Shoreline Biome.

The executive session ended at 11:23 a.m., and the regular meeting was immediately reconvened.

Upon a motion made by Mr. Mendelson, seconded by Dr. Lin, the Advisory Committee members voted in favor of approving the following resolution: Dr. Lee abstained.

(1) that financing is approved by Connecticut Bioscience Innovation Fund ("CBIF") for Shoreline Biome, LLC of Farmington, CT in an amount of up to FIVE HUNDRED THOUSAND DOLLARS (\$500,000) for the purpose of technology development, commercialization, and working capital; and

(2) that Matthew McCooe, Chief Executive Officer; David Wurzer, Executive Vice President & Chief Investment Officer; Philip Siuta, Senior Vice President, Chief Financial Officer & Chief Operating Officer; or Peter Longo, Senior Managing Director, Investments, each an "Authorized Signatory", are authorized to execute and deliver for and on behalf of CBIF such agreements and related documents to cause such investment to be effected, which documents shall (a) be executed by CI no later than March 31, 2018; and (b) contain such terms and conditions as the Authorized Signatory shall deem to be in the best interests of CBIF, including terms and conditions relating to the matters described in Section 6 of the Regulations, the Authorized Signatory's approval thereof as hereby authorized to be conclusively evidenced by the execution and delivery of the Agreement; and

(3) that the Authorized Signatories hereby are severally authorized and empowered to do any and all acts and execute and deliver any and all other documents as they shall deem necessary and desirable to effectuate the above-mentioned Agreement.

Other Business:

Avitus - Farmington CT

Mr. O'Neill gave a company update, shared marketing milestones and requested amending the prior CBIF approval to allow CI to invest the remaining in the \$250K on a 1:1 match with additional capital raised under the convertible note.

Upon a motion made by Mr. Mendelson, seconded by Dr. Lee, the Advisory Committee members voted in favor of going into executive session at 11:32 a.m. to discuss financial and/or commercial information and/or trade secrets regarding Avitus.

The executive session ended at 11:35 a.m., and the regular meeting was immediately reconvened.

Upon a motion made by Dr. Lee, seconded by Mr. Mendelson, the Advisory Committee members voted unanimously in favor of approving the following resolution:

Resolved:

- (1) that the requested changes to the previously approved financing are approved by the Connecticut Bioscience Innovation Fund ("CBIF") for Avitus Orthopedics, Inc. for the purposes of product development and working capital; and**
- (2) that Matthew McCooe, Chief Executive Officer; David Wurzer, Executive Vice President & Chief Investment Officer; Philip Siuta, Senior Vice President, Chief Financial Officer & Chief Operating Officer; or Peter Longo, Senior Managing Director, Investments, each an "Authorized Signatory", are authorized to execute and deliver for and on behalf of CBIF such agreements and related documents to cause such investment to be effected, which documents shall (a) be executed by CI no later than May 31, 2018; and (b) contain such terms and conditions as the Authorized Signatory shall deem to be in the best interests of CBIF, including terms and conditions relating to the matters described in Section 6 of the Regulations, the Authorized Signatory's approval thereof as hereby authorized to be conclusively evidenced by the execution and delivery of the Agreement; and**
- (3) that the Authorized Signatories hereby are severally authorized and empowered to do any and all acts and execute and deliver any and all other documents as they shall deem necessary and desirable to effectuate the above-mentioned Agreement.**

Adjournment:

Upon a motion made by Dr. Lee, seconded by Dr. Farina, the Advisory Committee members voted unanimously in favor of adjourning the meeting at 11:38 a.m.

Respectfully Submitted,

Peter Farina
Acting Chairperson

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