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**ADVISORY COMMITTEE**  
**of the Connecticut Bioscience Innovation Fund**  
Minutes – Regular Meeting  
Wednesday, May 16, 2018

A regular meeting of the **Connecticut Bioscience Innovation Fund** (“the Bioscience Fund”) **Advisory Committee** (the “Committee”) was held on May 16, 2018, at Connecticut Green Bank, 845 Brook Street, Rocky Hill, CT.

Call to Order: Noting the presence of a quorum, Matt McCooe, chairperson of the Committee, called the meeting to order at 10:03 a.m.

Committee members present: Yvonne Addo, Deputy Commissioner DPH (by phone); Peter Farina, Ph.D. (by phone); Seth Feuerstein, M.D., William LaRochelle, Ph.D.; Charles Lee, Ph.D. (by phone at 10:24); Haifan Lin, Ph.D. (by phone); Matthew McCooe; Alan Mendelson (by phone); Kevin Rakin (by phone); Catherine Smith, Commissioner of the CT Department of Economic and Community Development; Jon Soderstrom, Ph.D. (by phone) and Sandra Weller, Ph.D.

Staff Attending: Matthew Bloom (CI); Amanda Hayward (CI by phone); Leslie Larson (CI); Peter Longo (CI); Pauline Murphy (CI); Jamie Rinaldi (CI); Matthew Storeygard (CI); Daniel Wagner (CI); Carrie White (CI); David Wurzer (CI by phone); Ting Yi (CI).

Other Guests: Dr. Murat Gunel, Dr. Michael Murray, Director of Clinical Operations for Yale School of Medicine and Yale New Haven Hospital’s Center for Genomic Health Ms. Polly Painter, Director of Strategic Relations for Precision Medicine and Population Health at Yale School of Medicine

**Approval of Minutes:**

Mr. McCooe asked the Committee members to consider the minutes from the April 19, 2018 regular meeting.

**Upon a motion made by Ms. Addo, seconded by Dr. Weller, the Advisory Committee members voted unanimously in favor of adopting the minutes from the April 19, 2018 meeting as presented. (Dr. Lee was not present for the vote).**

**New Investment Proposal:**

**“Elm Street Ventures II”- New Haven, CT**

*Dr. Farina and Dr. Soderstrom recused themselves from the discussion.*

Mr. McCooe discussed a new investment proposal with Elm Street Ventures II, a Connecticut based venture capital manager for early stage investors. He discussed the industry focus, the experienced team, current fundraising, projected portfolio and key takeaways. Discussion amongst the committee included asking for “most favored nation” terms and any special rights granted to other investors and to request that CBIF be exempt from any penalties associated with not participating in future tranches due to the State of Connecticut not advancing bond funds to CBIF.

**Upon a motion made by Commissioner Smith, seconded by Dr. Feuerstein the Advisory Committee members voted in favor of approving the following resolution, (Dr. Farina and Dr. Soderstrom abstained from the vote):**

**Resolved:**

**(1) that financing is approved by the Connecticut Bioscience Innovation Fund, Inc. (“CBIF”) for ELM STREET VENTURES II LP in an amount of up to THREE MILLION DOLLARS (\$3,000,000); 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 December 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.**

**Follow on Investment Proposal:**

**“Bactana- New Canaan, CT”**

Mr. Longo and Ms. White discussed the follow-on investment for this early stage animal health company, and the plans to locate its headquarters to the UConn Technology Incubation Program (TIP) in Farmington, CT, the nature of the business, use of funds, the technology platform overview, proof of concept and intellectual property.

**Upon a motion made by Commissioner Smith, seconded by Mr. McCooe, the Advisory Committee members voted in favor of going into executive session at 10:43 a.m. to discuss financial and/or commercial information and/or trade secrets regarding Bactana.**

Mr. Mendelson left the call.

The executive session ended at 11:03 a.m., and the regular meeting was immediately reconvened. Discussion arose about adding marketing support and adding an animal health expert to the company's board of directors.

**Upon a motion made by Commissioner Smith, seconded by Dr. Weller, the Advisory Committee members voted unanimously in favor of approving the following investment:**

**Resolved:**

**(1) that financing is approved by Connecticut Bioscience Innovation Fund (“CBIF”) for Bactana Corporation, of New Canaan, CT in an amount of up to FOUR HUNDRED THOUSAND DOLLARS (\$400,000) for 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 October 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:**

**“My Gene Counsel, LLC, Branford, CT”**

Mr. Storeygard asked the Committee for clarification on the milestones for the investment approved in March 2018 for the company. After much discussion, the Committee decided to change the language from its prior resolution that stated, “milestones must be acceptable to the CBIF Advisory Committee” to “milestones must be acceptable to the CI staff overseeing the CBIF investment in My Gene Counsel, LLC.”

**Upon a motion made by Commissioner Smith, seconded by Dr. Soderstrom, the Advisory Committee members voted unanimously in favor of changing the prior March 15, 2018 resolution, regarding My Gene Counsel, LLC, as follows.**

**Resolved:**

**(1) that CI will invest \$250,000 in a convertible note, alongside \$250,000 from the New Haven Community Foundation, immediately (or as soon as the Foundation is ready to fund). And, that in order for CI to release the second investment tranche of \$250,000, in the opinion of the CI staff, all of the following conditions must be met:**

**(a) Completion of minimum viable product (MVP) of the software platform and matching dollars from external investors of at least \$500,000; and**

**(b) My Gene Counsel must have a signed contract with a paying customer that is projected to produce a significant amount of revenue. Significance of the revenue potential will be determined by CI Staff, which will review and accept whether the revenue producing contract meets this milestone (in conjunction with their review of points 3 and 4 below); and**

**(c) My Gene Counsel must have identified and added a Board member with experience in genetic health and significant business expertise. This Board member must be acceptable to CI Staff; and**

**(d) My Gene Counsel must have added a senior C-Level executive. Whether it be COO, President or CEO, the person must have significant experience in business development, deal-making, and business scaling/expansion, and ideally in the same field (genetic counseling). This individual must be acceptable to the My Gene Counsel Board and CI Staff; and**

**(2) that Matthew McCooe, Chief Executive 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 August 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.**

**The CT Precision Medicine Initiative (CT-PMI):**

Ms. Polly Painter introduced herself in her new role as Director of Strategic Relations for Precision Medicine and Population Health at Yale School of Medicine.

Dr. Murat Gunel introduced Dr. Michael Murray as the new Director of Clinical Operations for Yale School of Medicine and Yale New Haven Hospital’s Center for Genomic Health. Dr. Murray spoke about his background and then gave a brief overview of the proposal for CT-PMI. Dr. Murray revealed that Connecticut’s population is ~1% of the US population and a reasonable model for the nation thus making it a valuable pilot site for the precision medicine initiative. His overview included the Yale CT Bio bank buildout and the CDC priorities for screening for elevated risk of key conditions including heart attack, stroke, and breast, ovarian, colon, and uterine cancer

which are all in the top 5 causes of death in Connecticut. Dr. Murray presented a budget for CT-PMI and acknowledged that a more comprehensive budget was due to the Committee. The presentation was followed by a question and answer session with Dr. Gunel and Dr. Murray and the Advisory Committee.

A discussion ensued and subsequently concluded with the Advisory Committee proposing to fund \$500,000 to the project by June 30, 2018. The Committee sees many opportunities to innovate within the project and would like to guide the structure of the proposed ROI calculations, milestones, spending objectives, discussions with health companies and broader group discussions. An oversight committee for management of this investment was also discussed. The Committee recommended a comprehensive budget by quarter be submitted for Committee review and that it include milestones to be completed prior to future funding tranches being advanced.

**Upon a motion made by Dr. LaRochelle, seconded by Dr. Feuerstein, the Advisory Committee members voted unanimously in favor of approving the following investment, with Dr. Weller voting against the resolution and Dr. Soderstrom abstaining from the vote:**

**Resolved:**

**(1) that \$500,000 be funded to the CT-PMI project by June 30, 2018, and, that additional funding be approved after review of a comprehensive plan that includes quarterly budgets and agreed upon milestones.**

**Adjournment:**

**Upon a motion made by Dr. Weller, seconded by Dr. LaRochelle, the Advisory Committee members voted unanimously in favor of adjourning the meeting at 12:17 p.m.**

Respectfully Submitted,

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Matt McCooe  
Chairperson