

ADVISORY COMMITTEE
of the Connecticut Bioscience Innovation Fund
Minutes – Regular Meeting
Wednesday, October 19, 2016

A regular meeting of the **Connecticut Bioscience Innovation Fund** (“the Bioscience Fund”) **Advisory Committee** (the “Committee”) was held on October 19, 2016, at the office of Connecticut Innovations (“CI”), 865 Brook Street, Rocky Hill, CT.

Call to Order: Noting the presence of a quorum, Matthew McCooe, Chief Executive Officer of Connecticut Innovations and Chairperson of the Committee, called the meeting to order at 10:06 a.m.

Committee members present: Matt McCooe; Peter Farina, Ph.D.; Alan Mendelson (by phone); Carolyn Slayman, Ph.D. (by phone, joined the meeting at 11:00 a.m.); Ed Pezalla, M.D (by phone) Marc Lalande, Ph.D. (by phone); Catherine Smith (Commissioner of the CT Department of Economic and Community Development); Yvonne Addo.

Other Attendees: David Wurzer (CI); Ariel Drew (CI); Carrie White (CI); Pauline Murphy (CI); Lillian Mu (CI); Dan Wagner (CI); Leslie Larson (CI, by phone); Philip Siuta (CI); Jamie Rinaldi (CI); Patrick O’Neill (CI).

Approval of Minutes

Mr. McCooe asked the Committee members to consider the minutes from the September 21, 2016 meeting.

Upon a motion made by Commissioner Smith, seconded by Dr. Pezalla, the Advisory Committee members voted in favor of adopting the minutes from the September 21, 2016 meeting as presented.

New Investment Opportunities

- *Kleo Pharmaceuticals – New Haven, CT*

Mr. Wagner and Ms. Mu presented the platform technology developed at Yale University. They reviewed the investment terms of the proposed deal, as well as the requested use of funds. A discussion ensued regarding the proposed terms and the possibility of future follow-on investment opportunities.

Upon a motion made by Commissioner Smith, seconded by Ms. Addo, the Advisory Committee members voted in favor of approving the following resolution:

Resolved:

(1) that financing is approved by the Connecticut Bioscience Innovation Fund (“Bioscience Fund”) for Kleo Therapeutics of New Haven, CT in an amount of up to one million dollars (\$1,000,000) for the purpose of product development, sales and marketing, 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 the Bioscience Fund such agreements and related documents to cause such investment to be effected, which documents shall (a) be executed by CI no later than April 30, 2017; and (b) contain such terms and conditions as the Authorized Signatory shall deem to be in the best interests of the Bioscience Fund, 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.

- *Mobile Sense Technology – Darien, CT*

Dr. Lalande was recused from the meeting.

Mr. O’Neill and Ms. White presented the company and technology developed out of the University of Connecticut’s Technology Incubation Program (TIP). They discussed the product, the company’s progress-to-date, as well as strategic partnerships and collaborations that the company is pursuing. Questions were asked regarding the product and possible customers.

Upon a motion made by Commissioner Smith, seconded by Dr. Farina, the Advisory Committee members voted in favor of approving the following resolution:

Resolved:

(1) that financing is approved by the Connecticut Bioscience Innovation Fund (“Bioscience Fund”) for Mobile Sense Technologies, Inc., of Darien, CT in an amount of up to five hundred thousand dollars (\$500,000) for the purpose of product development, sales and marketing, 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 the Bioscience Fund 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, 2017 and (b) contain such terms and conditions as the Authorized Signatory shall deem to be in the best interests of the Bioscience Fund, 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 Opportunities

- *Biohaven Pharmaceuticals – British Virgin Islands*

Dr. Lalande joined the meeting.

Mr. Wagner and Ms. Mu introduced the proposed follow-on investment, stating that the company is currently a Connecticut Innovations portfolio company through an Eli Whitney Committee previously approved investment. They discussed the current investment round, use of funds, as well as the company’s development plan and strategy. A discussion ensued.

Upon a motion made by Commissioner Smith, seconded by Ms. Addo, the Advisory Committee members voted in favor of approving the following resolution:

Dr. Slayman abstained from the vote for Biohaven.

Resolved:

(1) that financing is approved by the Connecticut Bioscience Innovation Fund (“Bioscience Fund”) for Biohaven Holding Company Ltd., of British Virgin Islands in an amount of up to one million dollars (\$1,000,000) for the purpose of product development, sales and marketing, 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 the Bioscience Fund such agreements and related documents to cause such investment to be effected, which documents shall (a) be executed by CI no later than April 28, 2017 and (b) contain such terms and conditions as the Authorized Signatory shall deem to be in the best interests of the Bioscience Fund, 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.

- *Smpl Bio – Tolland, CT*

Dr. Lalande was recused from the meeting.

Mr. Wurzer and Ms. White presented the follow-on investment opportunity for a previously awarded Bioscience deal.

Upon a motion made by Commissioner Smith, seconded by Dr. Farina, the Advisory Committee members voted in favor of going into executive session at 11:40 a.m. to discuss financial and/or commercial information and/or trade secrets regarding Smpl Bio.

The executive session ended at 11:45 a.m. and the regular meeting was immediately reconvened.

Upon a motion made by Dr. Slayman, seconded by Ms. Addo, the Advisory Committee members voted in favor of approving the following resolution:

Resolved:

(1) that financing is approved by the Connecticut Bioscience Innovation Fund ("Bioscience Fund") for Smpl Bio of Tolland, CT in an amount of up to five hundred thousand dollars (\$500,000) for the purpose of product development, sales and marketing, 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 the Bioscience Fund 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, 2017 and (b) contain such terms and conditions as the Authorized Signatory shall deem to be in the best interests of the Bioscience Fund, 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

Dr. Lalande joined the meeting.

Mr. Siuta provided an update on the Bioscience Pipeline Program (BPP), a program that was awarded \$1,000,000 in June 2015 to Yale University, the University of Connecticut and Quinnipiac University. He discussed the expenditures paid to date, as well as allocated funds that have not yet been utilized. A discussion ensued. There was general agreement from the Committee that representatives from the BPP are required to present program achievements to date, prior to the Committee's consideration of revised budgeting requests or possible follow-on investments to the program.

In an effort to streamline internal processes within CI – as well as Committee approval processes – Mr. Wurzer discussed the possibility of allocating a fixed amount of bioscience dollars to the other CI funds (i.e. the Eli Whitney Fund) for follow-on investments in portfolio companies previously approved by the Eli Whitney Committee. A discussion ensued. There was consensus that the Bioscience Committee should maintain involvement and responsibility for all Bioscience Fund investments – including new and follow-on investment opportunities.

Adjournment

Upon a motion made by Mr. Mendelson, seconded by Commissioner Smith, the Advisory Committee members voted in favor of adjourning the meeting at 12:01 p.m.

Respectfully Submitted,



Matthew McCooe, Chief Executive Officer
Connecticut Innovations