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ADVISORY COMMITTEE
of the Connecticut Bioscience Innovation Fund
Minutes – Regular Meeting
Wednesday, June 20, 2018

A regular meeting of the **Connecticut Bioscience Innovation Fund** (“the Bioscience Fund”) **Advisory Committee** (the “Committee”) was held on June 20, 2018, at Connecticut Innovations, 865 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 10:02 a.m.

Committee members present: Yvonne Addo, Deputy Commissioner DPH (by phone); Peter Farina, Ph.D. (by phone); Seth Feuerstein, M.D. (by phone); William LaRochelle, Ph.D. (by phone); Matthew McCooe; Alan Mendelson (by phone); Kevin Rakin (by phone); Jon Soderstrom, Ph.D. (by phone) and Sandra Weller, Ph.D. (by phone).

Members absent: Haifan Lin, Ph.D., Charles Lee, Ph.D., Catherine Smith, Commissioner of the CT Department of Economic and Community Development

Staff Attending: Amanda Hayward (CI by phone); Leslie Larson (CI); Pauline Murphy (CI); Patrick O’Neill (CI); Jamie Rinaldi (CI); Phil Siuta (CI); Matthew Storeygard (CI by phone); Carrie White (CI); David Wurzer (CI); Ting Yi (CI).

Approval of Minutes:

Mr. McCooe asked the Committee members to consider the minutes from the May 16, 2018 regular meeting.

Upon a motion made by Mr. Rakin, seconded by Ms. Addo, the Advisory Committee members voted unanimously in favor of adopting the minutes from the May 16, 2018 meeting as presented.

New Investment Proposal:

Dr. Farina recused himself

Dr. Soderstrom recused himself

“Simcha Therapeutics Holding Company, LLC - New Haven, CT”

Ms. Hayward and Ms. Yi discussed the proposed investment in an early stage biopharmaceutical company looking to develop an engineered interleukin

therapy. The proposed investment amount, terms and use of funds were presented.

Upon a motion made by Mr. Rakin, seconded by Dr. Feuerstein, the Advisory Committee members voted in favor of going into executive session at 10:14 a.m. to discuss financial and/or commercial information and/or trade secrets regarding Simcha Therapeutics Holding Company, LLC.

The executive session ended at 10:36 a.m., and the regular meeting was immediately reconvened.

Upon a motion made by Mr. Rakin, seconded by Ms. Addo, 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 SIMCHA THERAPEUTICS HOLDING COMPANY, LLC, in an amount of up to ONE MILLION DOLLARS (\$1,000,000) for the purpose of funding its lead candidate program through pre-GLP toxicity, IP licensing, and to provide 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.

Dr. Farina rejoined the meeting

Dr. Soderstrom rejoined the meeting

Other Business:

Internal Approval Authority

Committee members were supportive of giving CI the authority to act internally on the conditions listed in the motion below, consistent with the internal approval authority previously granted by the CI board for the portfolio managed on behalf of the Eli Whitney fund.

Upon a motion made by Mr. Rakin, seconded by Dr. Farina, the Advisory Committee members voted unanimously in favor of authorizing Connecticut Innovations Incorporated ("CI") the authority to internally approve extensions of outstanding CBIF convertible note maturity dates, conversions of CIBF debt into equity, and/or subordination of existing CBIF notes or equity positions in conjunction with a portfolio company financing, for amounts of \$1 million or less. CI will retrospectively report quarterly to the Committee on all CBIF-related internal approvals.

"Mobile Sense Technologies"

Mr. O'Neill described the cardiac monitoring equipment being developed.

Upon a motion made by Dr. Farina, seconded by Mr. Rakin, the Advisory Committee members voted in favor of going into executive session at 10:44 a.m. to discuss financial and/or commercial information and/or trade secrets regarding Mobile Sense Technologies.

The executive session ended at 10:46 a.m., and the regular meeting was immediately reconvened.

Upon a motion made by Dr. Weller, seconded by Mr. Rakin, the Advisory Committee members voted unanimously in favor of the following resolution extending the maturity date for the Mobile Senses Technologies' outstanding convertible debt, periodically, through June 30, 2019.

Resolved:

- (1) that the extension of the maturity date of the Connecticut Bioscience Innovation Fund's ("CBIF's") previous note payable from Mobile Sense Technologies is approved by CBIF; 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 amendments 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.

“Wellinks”

Mr. Storeygard discussed the smart orthotics and prosthetics company’s total investment to date, the goal of prototype completion, and the request to extend the maturity of previous notes and to subordinate the existing notes to \$50,000 of new money being invested.

Upon a motion made by Dr. Weller, seconded by Mr. Rakin, the Advisory Committee members voted unanimously in favor of the following resolution extending the maturity dates for the Wellinks’ outstanding convertible debt, for one year, and agreed to subordinating the existing notes to \$50,000 of new money being invested.

Resolved:

- (1) that the extension of the maturity date of the Connecticut Bioscience Innovation Fund’s (“CBIF’s”) previous Notes Payable (the “Notes”) from Wellinks is approved by CBIF; and
- (2) that the subordination of CBIF’S Notes to the notes of the New Investor (up to \$50,000) is approved by CBIF; 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 amendments 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

- (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.**

FY2019 Budget

Mr. Siuta discussed the Bioscience Fund FY2019 budget, which included the budgeted investment activity and budgeted income statement forecast. He also presented the proposed budget in comparison to the forecasted FY 2018 financial statements with a discussion of the variances from actual versus budget for revenues and operating expenses. He also shared the recommended budget for Bioscience Fund administrative expenses for FY2019 and a full year forecasted income statement, cash flow, balance sheet and bonding schedule for FY2019.

Upon a motion made by Dr. Soderstrom, seconded by Ms. Addo, the Advisory Committee members voted unanimously in favor of approving the FY 2019 Bioscience Fund budget, as presented.

Guidelines for Indirect Investment

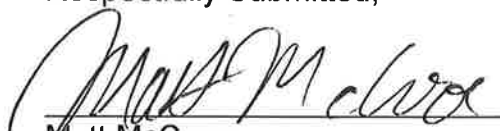
Mr. Siuta presented the CBIF Guidelines for Indirect Investment.

Upon a motion made by Dr. Soderstrom, seconded by Mr. McCooe, the Advisory Committee members voted unanimously in favor of approving the Guidelines for Indirect Investments, as presented. (Dr. Farina abstained from the vote).

Adjournment:

Upon a motion made by Ms. Addo, seconded by Dr. Weller, the Advisory Committee members voted unanimously in favor of adjourning the meeting at 11:01 a.m.

Respectfully Submitted,

A handwritten signature in black ink, appearing to read "Matt McCooe", written over a horizontal line.

Matt McCooe
Chairperson