

MINUTES

ONE HUNDRED EIGHTEENTH MEETING

of the

BOARD of DIRECTORS

of the

MASSACHUSETTS TECHNOLOGY PARK CORPORATION

(OPEN SESSION)

May 13, 2020
Zoom Videoconference

The One Hundred Eighteenth Meeting of the Board of Directors of the Massachusetts Technology Park Corporation (“MassTech”) was held on May 13, 2020, via Zoom video conference, pursuant to notice duly given to the Directors and publicly posted on the Mass Tech Collaborative website with corresponding notice provided to the Office of the Secretary of State.

The following Directors were present and participated: Secretary of Housing and Economic Development Michael Kennealy (represented by Damon Cox of the Executive Office of Housing and Economic Development), Alexandra Drane, Christina Royal, Julie Chen, Rupa Cornell, Pam Reeve, Albion Calaj, Alok Tayi, Carla Brodley, Joe Dorant, Michael Greeley, Paige Fetzer, Secretary for Administration and Finance Michael Heffernan (represented by Patrick Lynch of the Executive Office for Administration and Finance, Richard Lester, Bogdan Vernescu, George Anderson, Anne Margulies, Ernesto DiGiambattista and Commissioner of Higher Education Carlos Santiago (represented by Tye Brady of Amazon Robotics).

The following Mass Tech Collaborative staff was present: Carolyn Kirk, Brianna Wehrs, Jennifer Saubermann, Brian Noyes, Kelly Kleanthous, Lisa Erlandson, Michael Baldino, Stephanie Helm, Pat Larkin, Farhad Vazehgoo, Laurance Stuntz, Holly Lucas Murphy, Joseph Downing, James Byrnes, Jasmijn Rompa, Megan Marszalek and William Fuqua.

Mr. Cox observed the presence of a quorum and called the meeting to order at 2:03 p.m.

Agenda Item I Approval of Minutes

Following a period of brief discussion, and upon motions duly made and seconded, it was unanimously and without abstention VOTED:

The Board of Directors of the Massachusetts Technology Park Corporation hereby adopts the Draft Minutes of the open session of the One Hundred Seventeenth Meeting of the Board of Directors of the Massachusetts Technology Park Corporation held on September 25, 2019, in Boston, Massachusetts, as the formal Minutes thereof.

The Board of Directors of the Massachusetts Technology Park Corporation hereby adopts the Draft Minutes of the executive session of the One Hundred Seventeenth Meeting of the Board of Directors of the Massachusetts Technology Park Corporation held on September 25, 2019, in Boston, Massachusetts, as the formal Minutes thereof.

Agenda Item II Report of the Chairperson

Mr. Cox delivered the report of the Chairperson. He opened the meeting by discussing the activity at the Executive Office of Housing and Economic Development (“EOHED”), with a particular focus on the work of the reopening advisory board and the four phases of the reopening plan for the Commonwealth. He noted that MassTech facilitated a focus group with industry leaders that has informed the work of the reopening advisory board. Mr. Cox mentioned that he was proud of the MassTech team for their professionalism and ability to maintain focus and continue to move forward during the pandemic. A discussion ensued about the impact of the COVID-19 pandemic on start-up companies.

Agenda Item III Innovation Institute – Massachusetts COVID-19 Intrapreneur Challenge (motion item)

Mr. Larkin presented a request to approve a \$250,000 award to Lever, Inc. to support the Massachusetts COVID-19 Intrapreneur Challenge. Mr. Larkin stated that the Intrapreneur Challenge is intended to help MassTech and the Manufacturing Emergency Response Team (M-ERT) activate, connect and focus Massachusetts companies wanting to pivot production capabilities to meet the demands for personal protective equipment (“PPE”) triggered by the COVID-19 pandemic. The M-ERT has been contacted by companies that want to help meet demands of COVID-19 but do not have a clearly defined go-to-market strategy to pivot their current production. The award to Lever will allow the company to scale up its intrapreneur challenge model for the COVID-19 program.

Mr. Larkin indicated that this program will assist companies and bring more of the Commonwealth’s innovation assets to bear in response to COVID-19, and that the

Intrapreneur Challenge will be comprised of 5 Challenge Tracks that will essentially function as a virtual accelerator for the ten finalists in each challenge that will leverage a custom platform for start-up companies. He explained that the winner of each challenge will receive a \$25,000 award. The Board then discussed the types of organizations who would be eligible to participate, the utilization of repurposed Mentorship Funds to fund the program, the vetting process for these companies, and the value of the program. Mr. Larkin clarified that the approximately 400 companies that have applied to the M-ERT will be eligible to compete in the challenges and that the finalists selected for each challenge will have access to mentors. Ms. Kirk discussed the challenges faced by companies that have never sold products in PPE markets. Ms. Brodley referenced the difficulties that universities are encountering in procuring adequate supplies of PPE.

[Ms. Royal departed the meeting.]

Following a period of brief discussion, and upon motions duly made and seconded, it was unanimously and without abstention VOTED:

The Board of Directors of the Massachusetts Technology Park Corporation (“Mass Tech Collaborative”), acting pursuant to the authority delegated under Chapter 40J of the General Laws of the Commonwealth, does hereby authorize a grant award to Lever, Inc. from Fiscal Year 2020 Mentorship Funds (line item 7002-1508) in an amount not to exceed \$250,000 to support the Massachusetts COVID-19 Intrapreneur Challenge, as presented. The grant award to Lever, Inc. is subject to the execution of a grant agreement in a form and with terms approved by Mass Tech Collaborative’s Executive Director.

Agenda Item IV Innovation Institute – Big Data – Privacy Preserving Multi Party Computation (motion item)

Mr. Larkin presented a request to approve three awards totaling \$500,000 to pilot a privacy preserving multi-party computation platform in the Fintech & health care sectors. He stated that the Innovation Institute had been active in the big data space since 2014 but funding for these efforts has been spotty. Mr. Larkin mentioned that MassTech has received increased state funding that can support expanded big data activities. He explained that MassTech would be partnering with Boston University to access their proprietary platform. The platform will allowing access to big data by multiple collaborators without risk of exposure of private or sensitive data. Mr. Larkin discussed how this initiative will meet an unmet need in this area for institutions who don’t share data due to privacy issues.

Mr. Larkin then detailed how the multi-party computation process would work-entities who operate together can extract masked bits of data, inside original data, to let the desirable computation to take place without one group getting complete access to all the data. He discussed the partnership with Boston University’s Software & Innovation Lab (SAIL) and the Fintech and healthcare pilots. He explained that the Fintech pilot

will be led by Coalesce.AI and will focus on synthetic identity fraud. Mr. Larkin reviewed the healthcare pilots that are being evaluated, including a pilot that would address COVID-19 treatment patterns. Mr. Larkin also discussed the proposed sponsorship of Boston University's Data Privacy Collaborative.

There was a discussion of how this initiative builds on MassTech's prior R&D investments in the Mass Open Cloud and the New England Research Cloud. Mr. Larkin highlighted Boston University's successful track record with this platform with the Boston Women's Compact and the Juvenile Justice Data Project. He also reviewed the proposed budget. Dr. Lester suggested that MassTech should involve people who are knowledgeable on relevant legal and regulatory issues. Mr. Larkin mentioned that the Federal Reserve will be involved in the Fintech pilot and that the Innovation Institute is collaborating with the Massachusetts eHealth Institute on the health care pilot.

Following a period of brief discussion, and upon a motion duly made and seconded, it was unanimously and without abstention VOTED:

The Board of Directors of the Massachusetts Technology Park Corporation ("Mass Tech Collaborative"), acting pursuant to the authority delegated under Chapter 40J of the General Laws of the Commonwealth, does hereby delegate to the Executive Director the authority to take the following actions, as presented:

- 1. Enter into an agreement with Boston University and expend up to:**
 - \$390,000 from Line Item 7002-1512 of the Commonwealth's Fiscal Year 2020 budget ("Big Data Funds") for three pilot projects that utilize the Multi-Party Computation Platform ("MPC") at the Boston University Software & Innovation Lab ("SAIL"); and**
 - \$50,000 from the Big Data Funds for a sponsorship of the Boston University Data Privacy Collaborative.**
- 2. Enter into an agreement with Coalesce.AI and expend up to \$60,000 from the Big Data Funds for a Fintech MPC pilot in collaboration with SAIL.**

Agenda Item V Flexible Grant Program – Grant Award – Fiber Connect Towns of Egremont and Monterey (motion item)

Mr. Baldino then presented a request for a grant award to Fiber Connect under the Massachusetts Broadband Institute's ("MBI") Flexible Grant Program to support broadband access in the Towns of Egremont and Monterey. He noted that the proposed grant award to Fiber Connect has been reviewed in detail and approved by the MBI Board of Directors. He explained that Fiber Connect has existing networks that cover a portion of both towns and that Fiber Connect has agreed to extend their networks to achieve coverage levels that will meet or exceed 96% in each town. Mr. Baldino reviewed the history of engagement with Fiber Connect and town officials. He noted that

each town ultimately rejected a prior proposal submitted by Charter Communications. He also mentioned that each town issued its own RFP for broadband services and that Fiber Connect was the only respondent. Mr. Baldino emphasized that each town has communicated that Fiber Connect is their preferred broadband solution and that each town does not have any alternative options at this point in time.

Mr. Baldino explained that because of concerns about the financial robustness of Fiber Connect, MBI was prepared to apply the payment in arrears guidelines. He stated that Fiber Connect expressed an unwillingness to proceed under these guidelines. MBI is recommending a modified milestone payment approach coupled with safeguards for the protection of the investment of public funds that mitigate the construction and operational risks.

Mr. Baldino reviewed the key elements of the term sheet that MBI negotiated with Fiber Connect, including: (1) A milestone payment structure tied to tangible and verifiable progress on each project with the payments being back loaded to incentivize completion of each project; (2) A long term commitment by Fiber Connect of at least 10 years to operate and maintain the networks and offer broadband service in each town; (3) Fiber Connect shall provide a security interest in network assets or other comparable protection if Fiber Connect breaches its contract commitments or experiences financial distress and files for bankruptcy; (4) The approval of MBI and each town shall be required if Fiber Connect seeks to assign its rights, duties or obligations or transfer ownership or control of the company or its networks; (5) Fiber Connect shall meet a 51% presubscription requirement, including existing subscribers, in each town; (6) Fiber Connect shall limit its construction activities to a defined set of projects; and (7) Fiber Connect has made a commitment to support affordable services for low income residents.

There was then additional discussion around the history of the project, the specifics of the proposed solution for each town, and the safeguards to protect public funds. Mr. Baldino and MBI were congratulated on getting this plan in place.

Following a period of brief discussion, and upon a motion duly made and seconded, it was unanimously and without abstention VOTED:

The Board of Directors of the Massachusetts Technology Park Corporation (“MassTech”) does hereby authorize the MassTech Executive Director to take the following actions, as presented and as recommended by the Board of Directors of the Massachusetts Broadband Institute: (1) award a grant to Fiber Connect under the Flexible Grant Program Notice of Funding Availability for Innovative Approaches to Provide Broadband Service to Unserved Towns in Western Massachusetts (NOFA No. 2018-MBI-01) to support expanded broadband access in the towns of Egremont and Monterey through an extension of Fiber Connect’s existing broadband networks in each town; and (2) expend funds that shall not exceed \$2,210,000 in the aggregate (up to \$1,070,000 for the project in Egremont and up to \$1,140,000 for the project in Monterey). This authorization is contingent on the

MassTech Executive Director executing a grant agreement with Fiber Connect that contains terms and conditions that generally comport with the grant request, as presented.

Agenda Item VI Litigation Strategy Discussion and Related Motions (Executive Session)

Mr. Cox requested that the Board convene in executive session to discuss litigation strategy. Mr. Baldino indicated that a roll call needed to be taken first. Mr. Cox, in his capacity as Chairperson, stated that he would call for a roll call vote of the Board of Directors to go into executive session to discuss strategy with respect to matters involving ongoing disputes in which the Mass Tech Collaborative is currently involved, including the litigation with KCST and Axia. He stated that the purpose for meeting in executive session to discuss these matters is that discussion of the Mass Tech Collaborative's strategy with respect to these matters in an open meeting may have a detrimental effect on the litigating position of the Mass Tech Collaborative.

A roll call vote was taken to go into executive session. Mr. Cox, Ms. Drane, Ms. Chen, Ms. Cornell, Ms. Reeve, Mr. Calaj, Mr. Tayi, Ms. Brodley, Mr. Dorant, Mr. Greeley, Ms. Fetzer, Mr. Lynch, Mr. Lester, Mr. Vernescu, Mr. Anderson, Ms. Margulies, Mr. DiGiambattista and Mr. Brady voted in the affirmative to enter into executive session. All members of the staff that were not needed for the litigation strategy discussion exited the videoconference.

The meeting proceeded in executive session at 3:20 p.m. The proceedings that occurred in executive session are addressed in a separate set of meeting minutes.

Mr. Cox, in consultation with the members of the Board of Directors, determined that the executive session should conclude at 3:41 p.m. At that point the meeting proceeded in open session.

Agenda Item VII Report of the Executive Director of the Massachusetts Technology Collaborative

Ms. Kirk delivered the report of the Executive Director. She indicated she was very happy with the great work coming out of all the divisions, and that there were no issues transitioning to the work-from-home environment. She thanked Mr. Cox for his support and providing her with the flexibility needed to work on the M-ERT. Ms. Kirk discussed the ongoing development of the Fiscal Year 2021 budget. She indicated that due to the uncertainty around the budget associated with the current COVID-19 situation she has implemented a hiring freeze and is developing conservative budget scenarios. Ms. Kirk mentioned that Human Resources is keeping employees involved and connected, a team is working on MassTech's reopening plan, and Brian Noyes and his team have been doing a great job on communications. She informed the Board that Ira Moskowitz has left the Mass Tech Collaborative and gone on to become CEO of the

Advanced Robotics for Manufacturing Institute, with Farhad Vazehgoo now the Interim Director of the Advanced Manufacturing Program.

Ms. Kirk then provided a Manufacturing Emergency Response Team (M-ERT) update, stating that the M-ERT mission has been to help manufacturers pivot to produce needed PPE and supplies. The M-ERT came through the Advanced Manufacturing Collaborative and because of existing relationships, it was able to stand up quickly. So far, over 600 companies have entered information into the M-ERT portal established through MassTech's website, with over 400 of those from Massachusetts. Most are small companies that face challenges in pivoting and scaling operations quickly. Ms. Kirk explained that we "meet manufacturers where they are at" whether it's a need for information on FDA requirements, testing, prototypes, packaging, etc. She indicated that there is a grant program associated with the M-ERT, which was launched on April 13, 2020, and is being funded by EOHED to support the manufacture of high priority PPE items.

Ms. Kirk showed the landing page for the M-ERT on the MassTech website. She clarified that MassTech has a directory of pivoting companies on the website organized by the type of PPE being manufactured but does not endorse any products. Ms. Kirk noted that 27 companies have graduated from the M-ERT and have produced almost 3.5 million PPE items or related supplies. The Board members indicated their support and enthusiasm for this project and the work done by Ms. Kirk and the members of her team. It was suggested that MassTech capture lessons learned from the M-ERT.

There being no other business and upon a motion duly made and seconded, it was unanimously and without abstention voted to adjourn the meeting at 4:01 p.m.

A TRUE COPY

ATTEST: (Secretary)

DATE:

Materials and Exhibits Used at this Meeting:

1. Draft Minutes for the open session of the September 25, 2019, Mass Tech Collaborative Board of Directors Meeting
2. Draft Minutes for the executive session of the September 25, 2019, Mass Tech Collaborative Board of Directors Meeting
3. Presentation – Executive Director's Report
4. Approval Item- Massachusetts COVID-19 Intrapreneur Challenge
5. Approval Item – Big Data – Privacy Preserving Multi Party Computation
6. Approval Item- Flexible Grant Program – Grant Award – Fiber Connect Towns of Egremont and Monterey