

**MINUTES OF THE MEETING
OF THE
BOARD OF DIRECTORS
OF
PHOENIX BIOINFORMATICS CORPORATION**

A meeting of the Board of Directors (BOD) of Phoenix Bioinformatics Corporation was held on December 7, 2016 at 9 am, Pacific time, by conference call, upon notice duly given. The following members of the board, constituting a quorum for the transaction of business, were present via conference call: Mary Margaret Sprinkle, Eric Lyons, Todd Vision, Jonathan Dugan, Anne Haake, Eva Huala, and Bob Muller. The following directors were not able to attend: Susan Au and Arthur Grossman. Tanya Berardini, Donghui Li, and Karen Melzer were present at the invitation of the board. Jonathan Dugan chaired the meeting, and Tanya Berardini, as the Secretary of the Corporation, acted as secretary of the meeting.

The Chair called the meeting to order at 9:06 am. The directors proceeded to the first order of business. All attendees except for Karen Melzer were present for the start of the meeting.

Approval of Previous Meeting's Minutes

The first item of business was approval of the minutes of the Annual Board meeting held on September 6, 2016. The minutes were unanimously approved and the Secretary was directed to certify the minutes and have the minutes, so certified, inserted in the corporation's minute book.

Bylaws Amendments

The Board next discussed a change to the corporation's Bylaws to allow the election of directors at meetings other than the annual meeting. After discussion, the directors unanimously adopted the following recitals and resolutions:

WHEREAS the Board has determined that it is in the best interests of this corporation to amend the Bylaws as proposed on Exhibit A, to allow the Board to hold director elections prior to the annual meeting;

NOW, THEREFORE, IT IS RESOLVED that the proposed amendments to the Bylaws, in substantially the form attached hereto as Exhibit A, are hereby approved.

RESOLVED FURTHER that the officers of this corporation are authorized and directed to take all such further actions as they may deem necessary or advisable to implement fully the foregoing resolution, including preparation of consolidated Bylaws reflecting the amendments, and any such actions heretofore taken by any of such officers to such ends are ratified, approved, and confirmed.

RESOLVED FURTHER that the Secretary is directed to file a copy of such Bylaws with the minutes of this meeting.

Board Elections

- a. The terms of Eric Lyons, Eva Huala, and Bob Muller ended on September 7, 2016. Both Dr. Huala and Dr. Lyons agreed to run for reelection. Dr. Muller is retiring in 2017 and chose not to run for reelection. Dr. Muller was greatly thanked for his service to the board.
- b. Eric Lyons and Eva Huala left the conference call and the remaining directors unanimously reelected both of them to the board for another two-year term with the Chair supervising the voting process.
- c. Eva Huala rejoined the call at 9:17 am and Eric Lyons rejoined the call at 9:18 am.
- d. The board members agreed to leave Dr. Muller's board seat open for now and revisit filling this seat at next year's annual in person meeting. The directors were encouraged to think about new skills or expertise that could and should be represented on the Board and what people might be appropriate to provide these skills.

New Chief Financial Officer (CFO)

The board unanimously approved the appointment of Karen Melzer to the CFO position beginning January 1, 2017. She will be taking Bob Muller's place as CFO and will be joining Phoenix as an employee working at 50% time. She will continue to attend the Board meetings as a non-voting member.

Vote on Recommendations of Compensation Committee on Executive Compensation for Executive Director and CFO

All Phoenix staff members left the conference call at 9:29 am. Mary Margaret Sprinkle, Eric Lyons, Todd Vision, Jonathan Dugan, and Anne Haake remained to discuss the recommendations of the committee. The recommendations were accepted.

Eva Huala, Bob Muller, Donghui Li and Tanya Berardini rejoined and Karen Melzer joined the call by 9:57 am.

Presentation of Final Proposed Budget for 2017

Eva Huala and Karen Melzer presented the proposed Phoenix 2017 budget for a vote by the board. This budget includes the first year of funding from the second Sloan Foundation grant. Discussion among the board followed on the topics of partner database onboarding, specifics of AWS costs and employee changes, end of year net assets, and subscription revenue projections. After this discussion, the board unanimously approved the budget.

Updates to the Board

Eva Huala reported on the ongoing search for a replacement for outgoing CTO Bob Muller. Tanya Berardini updated the board on an successful and productive ongoing collaboration between Phoenix and RIT's Software Engineering department involving a team of senior undergraduates and their senior capstone project. This project was made possible by director Anne Haake, who set up the connection between the appropriate people at Phoenix and RIT.

Next Meeting

The Chair reminded the Board that the next in-person Board meeting is scheduled for March 20-21, 2017, at the Phoenix offices in Redwood City, CA. Directors were advised to begin making their travel plans in preparation for the meeting.

Adjournment

There being no further business to come before the board, the meeting was adjourned at 10:35 am Pacific time.

Respectfully submitted,

Tanya Z. Berardini, Secretary

Minutes approved on March 21, 2017.

EXHIBIT A
BYLAWS AMENDMENTS

Article 3, Section 4, is hereby replaced in its entirety with the following:

SECTION 4. ELECTION AND TERM OF OFFICE OF DIRECTORS

The Directors then in office shall elect their successors. Each Director shall be elected for a term of two (2) years, except that Directors appointed to fill newly created positions due to an increase in the authorized number of directors, may be appointed to initial terms of one or two years as determined prior to election by the Board so as to maintain approximately equal number of Directors' terms expiring every other year. All Directors may serve any number of consecutive terms, if elected. All Directors shall hold office until expiration of the term for which they were elected and until a successor has been elected, or until that Director's earlier resignation or removal in accordance with these Bylaws. Not more than 49% of the persons serving on the Board of Directors may be "interested persons" as defined in Section 5 below.

The Corporation intends that the Board of Directors shall collectively represent a diversity of relevant backgrounds and skills to enable the Board of Directors to make informed, well-balanced decisions on the economic viability and social and scientific impacts of corporate activities.

Article 3, Section 8, is hereby replaced in its entirety with the following:

SECTION 8. REGULAR AND ANNUAL MEETINGS

(a) **Annual Meeting.**

A meeting of the Board of Directors shall be held at least once a year. Annual Meetings shall be called by the President or any two Directors. Notice of the Annual Meeting shall be given in the manner set forth in Article 3, Section 10, of these Bylaws regarding Special Meetings.]

(b) **Regular Meetings.** Regular meetings shall be held at such times as are fixed by the Board of Directors. Meetings may be held at any place designated by resolution of the Board, or, if not designated, at the principal office of the Corporation.