

**MICHIGAN STATE
UNIVERSITY**

October 29, 2021

MEMORANDUM

APPROVED
OCTOBER 29, 2021
BOARD OF TRUSTEES
MICHIGAN STATE UNIVERSITY

To: Committee on Audit, Risk and Compliance

From: Douglas A. Gage
Vice President for Research and Innovation

Subject: Approval of Contract Terms: *MAI Therapeutics, Inc.*

RECOMMENDATION

The Trustee Committee on Audit, Risk and Compliance recommends that the Board of Trustees approve a contract between Michigan State University and MAI Therapeutics, Inc., in which MSU faculty and staff members Dr. Guowei Wei, Dr. Kaifu Gao, and Dr. Jiahui Chen hold a financial interest.

RESOLUTION

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves an option agreement with MAI Therapeutics consistent with earlier public notice and with an "Option Agreement Term Sheet" now presented to the Board for inclusion in its minutes.

BACKGROUND

In compliance with State law, public notice of the University's intent to negotiate contracts with MAI Therapeutics, a Delaware corporation, was given at the Board of Trustees meeting on September 10, 2021. The terms of an option agreement are now presented for Board approval.

Dr. Guowei Wei, MSU Foundation Professor of Mathematics, College of Natural Sciences, Dr. Kaifu Gao, Research Associate, College of Natural Sciences, and Dr. Jiahui Chen, Research Associate, College of Natural Sciences, and their families own or have options to buy an ownership interest of more than 1% of the company.

The attached "Option Agreement Term Sheet" summarizes the agreement that MSU has negotiated with MAI Therapeutics, Inc.

cc: Board of Trustees, S. Stanley, M. Woo, T. Woodruff, N. Beauchamp, M. Zeig, B. Mattes, B. Quinn, N. Stuart



Office of
**RESEARCH
AND INNOVATION**

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Vice President

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OPTION AGREEMENT TERM SHEET

Party:	MAI Therapeutics, Inc.
Agreement:	Exclusive Option Agreement
Technology:	MSU TEC2018-0106, System and Methods for Machine Learning for Drug Design and Discovery; MSU TEC2019-0085, System and Methods for Electrostatic Analysis with Machine Learning Model; TEC2022-0025, Artificial Intelligence Design of Mutation-Proof COVID-19 Antibody Therapies; and respective patent applications
Term:	12 months, with possibility to renew for another 12 months
Potential Commercial Application:	Drug Design and Discovery
Payment Terms:	\$2,000 upfront payment, \$2,000 for 12 month extension
Services Provided:	Sponsored research agreement from company to MSU if SBIR/STTR grant is awarded
Organization Type:	Delaware corporation
Personnel Interest:	Dr. Guowei Wei, MSU Foundation Professor of Mathematics, College of Natural Sciences, Dr. Kaifu Gao, Research Associate, College of Natural Sciences, and Dr. Jiahui Chen, Research Associate, College of Natural Sciences, and their families own or have options to buy an ownership interest of more than 1% of the company.

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To: Committee on Audit, Risk and Compliance

From: Douglas A. Gage 
Vice President for Research and Innovation

Subject: Approval of Contract Terms: *Ubiquitous Energy, Inc.*

RECOMMENDATION

The Trustee Committee on Audit, Risk and Compliance recommends that the Board of Trustees approve a contract between Michigan State University and Ubiquitous Energy, Inc., a Delaware corporation in which MSU faculty member Dr. Richard Lunt holds a financial interest.

RESOLUTION

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves a sponsored research agreement with Ubiquitous Energy, Inc. consistent with earlier public notice and with a "Sponsored Research Agreement Term Sheet" now presented to the Board for inclusion in its minutes.

BACKGROUND

In compliance with State law, public notice of the University's intent to negotiate contracts with Ubiquitous Energy, Inc., a Delaware corporation, was given at the Board of Trustees meeting on April 3, 2012. The terms of a sponsored research agreement are now presented for Board approval.

Dr. Richard Lunt, the Johansen Crosby Endowed Professor in the Department of Chemical Engineering and Materials Science, and his family own or have options to buy an ownership interest of more than 1% and less than 5% of the company.

The attached "Sponsored Research Agreement Term Sheet" summarizes the agreement that MSU has negotiated with Ubiquitous Energy, Inc.

cc: Board of Trustees, S. Stanley, M. Woo, T. Woodruff, N. Beauchamp, M. Zeig, B. Mattes, B. Quinn, N. Stuart



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SPONSORED RESEARCH AGREEMENT TERM SHEET

Party:	Ubiquitous Energy, Inc.
Sponsored Research Agreement:	PD 53822, Transparent and Perovskite Solar Cell Devices
Term:	January 1, 2022 – December 31, 2024
Potential Commercial Application:	Improved solar energy harvesting by transparent photovoltaics.
Payment Terms:	\$555,000 to MSU to fund the research
Services Provided:	By MSU to Ubiquitous Energy: Research towards identifying and demonstrating new semiconductor materials. By Ubiquitous Energy to MSU: None contemplated under this agreement
Use of University Facilities/Personnel:	MSU Facilities, Dr. Lunt's Molecular and Organic Excitronics Laboratory.
Organization Type:	Incorporated in Delaware, Headquartered in Redwood City, California based small business.
Personnel Interest:	Dr. Richard Lunt, the Johansen Crosby Endowed Professor in the Department of Chemical Engineering and Materials Science, and his family own or have options to buy an ownership interest of more than 1% and less than 5% of the company.

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To: Committee on Audit, Risk and Compliance

From: Douglas A. Gage 
Vice President for Research & Innovation

Subject: Approval of Contract Terms: *Nordisch, LLC*

RECOMMENDATION

The Trustee Committee on Audit, Risk and Compliance recommends that the Board of Trustees approve a contract between Michigan State University and Nordisch, LLC, a Wisconsin limited liability company, in which MSU faculty member Dr. Roozbeh Dargazany holds a financial interest.

RESOLUTION

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves a research agreement with Nordisch, LLC, consistent with earlier public notice and with a "Research Agreement Term Sheet" now presented to the Board for inclusion in its minutes.

BACKGROUND

In compliance with State law, public notice of the University's intent to negotiate contracts with Nordisch, LLC, a Wisconsin limited liability company, was given at the Board of Trustees meeting on April 16, 2021. The terms of a research agreement are now presented for Board approval.

Dr. Roozbeh Dargazany, Associate Professor of Civil & Environmental Engineering, College of Engineering and his family own or have options to buy an ownership interest of more than 1% of the company.

The attached "Research Agreement Term Sheet" summarizes the agreement that MSU has negotiated with Nordisch, LLC.

cc: Board of Trustees, S. Stanley, M. Woo, T. Woodruff, N. Beauchamp, M. Zeig, B. Mattes, B. Quinn, N. Stuart



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RESEARCH AGREEMENT TERM SHEET

Party:	Nordisch, LLC
Project Description:	The damage/ageing prediction of composite materials
Term:	01/15/2021 – 01/14/2022
Payment Terms:	\$19,327.16 to MSU
Services Provided:	By MSU to Nordisch, LLC: Pilot Phase-Composite Durability test By Nordisch, LLC to MSU: None contemplated under this agreement
Use of University Facilities/Personnel:	Work is to be performed at Engineering Research Building/ Dr. Hamidreza Modares (Principal Investigator) and Dr. Roozbeh Dargazany (Key Personnel).
Organization Type:	Wisconsin limited liability company
Personnel Interest:	Dr. Roozbeh Dargazany, Associate Professor of Civil & Environmental Engineering, College of Engineering and his family own or have options to buy an ownership interest of more than 1% of the company.

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To: Committee on Audit, Risk and Compliance

From: Douglas A. Gage 
Vice President for Research and Innovation

Subject: Approval of Contract Terms: *IASO Therapeutics, Inc.*

RECOMMENDATION

The Trustee Committee on Audit, Risk and Compliance recommends that the Board of Trustees approve a contract between Michigan State University and IASO Therapeutics, Inc., a Michigan corporation, in which MSU faculty member Dr. Xuefei Huang holds a financial interest.

RESOLUTION

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves a license agreement with IASO Therapeutics, Inc., consistent with earlier public notice and with a "License Agreement Term Sheet" now presented to the Board for inclusion in its minutes.

BACKGROUND

In compliance with State law, public notice of the University's intent to negotiate contracts with IASO Therapeutics, Inc., a Michigan corporation, was given at the Board of Trustees meeting on February 16, 2018. The terms of a license agreement are now presented for Board approval.

Dr. Xuefei Huang, a Professor in the Department of Chemistry, owns, or has options to buy, an interest in the company.

The attached "License Agreement Term Sheet" summarizes the agreement that MSU has negotiated with IASO Therapeutics, Inc.

cc: Board of Trustees, S. Stanley, M. Woo, T. Woodruff, N. Beauchamp, M. Zeig, B. Mattes, B. Quinn, N. Stuart



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LICENSE AGREEMENT TERM SHEET

Party:	IASO Therapeutics, Inc.
Agreement:	Worldwide, non-exclusive license agreement including rights to sublicense for the sale of research products
Technology:	<p>TEC2017-0099, "Engineered virus-like particle Qβ as a novel carrier for vaccine development; including the following biological materials: Qβ-A38K, Qβ-A38K/A40C/D102C; Qβ-A40C/D102C, WT-Qβ</p> <p>The parties may add or remove technologies under the agreement, including improvements generated under a separate sponsored research agreement, provided the change does not affect the financial consideration of the parties or the nature or extent of any pecuniary interest of MSU personnel</p>
Term:	Life of the patents or 20 years from effective date, whichever is longer
Potential Commercial Application:	Commercially available research reagents are a key to the advancement of science; and minimize the investment of time and effort by scientists in the laboratory
Payment Terms:	<p>License issue fee: \$2500</p> <p>Royalties on products sold by Licensee or sublicensee and covered by patent rights: 3% of net sales; after cumulative product sales reach \$150,000, 5% of net sales</p> <p>Royalties on products sold by Licensee or sublicensee and not covered by patent rights: 1.5% of net sales</p>

Forty percent (40%) on all sublicensing income received by Licensee that are not earned Royalties

Services Provided: None contemplated

Organization Type: Michigan C-Corporation

Personnel Interest: Dr. Xuefei Huang, a Professor in the Department of Chemistry, owns, or has options to buy, an interest in the company.