



MICHIGAN STATE UNIVERSITY
BOARD OF TRUSTEES
Executive Action Summary

Audit, Risk, & Compliance-Attachment 1a

Committee Name: Audit, Risk, & Compliance

Date: June 13, 2025

Agenda Item: Michigan State University (MSU) and CytoHub, Inc. First Amendments to Option Agreements

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Information

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Discussion

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Action

Resolution:

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves amendments to the option agreements with CytoHub, Inc. consistent with the term sheet now presented to the Board of Trustees for inclusion in its minutes.

Recommendation:

The Trustee Committee on Audit, Risk, & Compliance recommends that the Board of Trustees authorize the agreement between Michigan State University and CytoHub, Inc. in which Michigan State University faculty member, Dr. Aitor Aguirre holds a financial interest.

Prior Action by BOT:

The Board approved an option agreement with CytoHub, Inc., during the June 28, 2024, Board of Trustees meeting.

Responsible Officers:

Douglas A. Gage, Vice President for Research and Innovation

Summary:

The following is presented to the Board of Trustees: first amendments to option agreements, AGR2024-00895 and AGR2024-00934. The parties wish to append, a license term sheet with certain business and financial terms which will be incorporated in a future license agreement between MSU and CytoHub, Inc., once the option agreements are exercised. The license agreement shall provide CytoHub, Inc., an

exclusive, royalty bearing, worldwide license (including sublicensing rights and may include field limitations) to the patents from the following four technologies:

- TEC2023-0059, “Methods of generating neural crest containing heart organoids”
- TEC2023-0079, “Methods for immune integration in human heart organoids”
- TEC2020-0173, “Methods to Produce Advanced Human Heart Organoids in Defined Conditions”
- TEC2023-0010, “Methods for Human Pluripotent Stem Cell Heart Organoid Maturation”

Background Information:

The attached term sheet summarizes the agreement between Michigan State University and CytoHub, Inc.

Source of Funds:

1. License issue fees in the range of \$15,000 to \$80,000 (depending upon number of patents ultimately licensed).
2. Royalties on net sales of products by CytoHub, Inc., and sublicensees shall be 2.00%. Anti-stacking provisions shall apply.
3. Non-royalty sublicense consideration in the range of 7.5% to 50%.
4. Each of the pre and post-commercialization milestone payments will fall within the range of \$100,000 to \$7,500,000.
5. Each minimum annual royalty payment starting in 2028 will fall within the range of \$50,000 - \$200,000.

Resource Impact:

None.

MICHIGAN STATE UNIVERSITY

TERM SHEET

Party:

CytoHub, Inc.

Project Description:

First Amendments to Option Agreements, AGR2024-00895 and AGR2024-00934.

The parties wish to append, a license term sheet with certain business and financial terms which will be incorporated in a future license agreement between MSU and Cytohub, Inc., once the Option Agreements are exercised.

The license agreement shall provide Cytohub, Inc., an exclusive, royalty bearing, worldwide license (including sublicensing rights and may include field limitations) to the patents from the following four technologies:

TEC2023-0059, "Methods of generating neural crest containing heart organoids"

TEC2023-0079, "Methods for immune integration in human heart organoids"

TEC2020-0173, "Methods to Produce Advanced Human Heart Organoids in Defined Conditions"

TEC2023-0010, "Methods for Human Pluripotent Stem Cell Heart Organoid Maturation"

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.

Term:

Last to expire valid claim

Financial Terms:

(1) License issue fees in the range of \$15,000 to \$80,000 (depending upon number of patents ultimately licensed).

(2) Royalties on net sales of products by CytoHub, Inc., and sublicensees shall be 2.00%. Anti-stacking provision shall apply.



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(3) Non royalty sublicense consideration in the range of 7.5% to 50%.

(4) Each of the pre and post commercialization milestone payments will fall within the range of \$100,000 to \$7,500,000.

(5) Each minimum annual royalty payments starting in 2028 will fall within the range of \$50,000 - \$200,000.

Services Provided:

By MSU to Company: None contemplated

By Company to MSU: None contemplated

**Use of University
Facilities/Personnel:**

None.

Organization Type and

Domicile:

Delaware State Corporation

Personnel Interest:

Dr. Aitor Aguirre, associate professor in the Department of Biomedical Engineering has an ownership interest and is a consultant for CytoHub, Inc.



MICHIGAN STATE UNIVERSITY
BOARD OF TRUSTEES
Executive Action Summary

Audit, Risk, & Compliance-Attachment 1b

Committee Name: Audit, Risk, & Compliance

Date: June 13, 2025

Agenda Item: Michigan State University (MSU) and IORA Nature Tech, Inc. Exclusive Copyright and Patent License Agreement

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Information

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Discussion

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Action

Resolution:

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves an exclusive copyright and patent license agreement with IORA Nature Tech, Inc. consistent with the term sheet now presented to the Board of Trustees for inclusion in its minutes.

Recommendation:

The Trustee Committee on Audit, Risk, & Compliance recommends that the Board of Trustees authorize the agreement between Michigan State University and IORA Nature Tech, Inc. in which Michigan State University faculty members Dr. David Skole and Jay Samek hold a financial interest.

Prior Action by BOT:

The Board previously approved an option and research use license agreement with IORA Nature Tech, Inc. during the October 25, 2024, Board of Trustees meeting.

Responsible Officers:

Douglas A. Gage, Vice President for Research and Innovation

Summary:

An exclusive copyright and patent license agreement is presented for the Board's approval. The technology to be licensed includes the AI/ML software and supporting documents for TEC2025-0005 "A digital measurement, reporting and verification software for forest and tree carbon and emissions

estimation using advanced remote sensing and deep machine learning tools”, the licensee’s derivative works created therefrom, and patents claiming the software algorithm.

Background Information:

The attached term sheet summarizes the agreement between Michigan State University and IORA Nature Tech, Inc.

Source of Funds:

5% of licensee’s fully diluted equity due within thirty (30) days of the effective date of the license agreement. 5% of net sales by licensee and any sublicensees.

Resource Impact:

None.

MICHIGAN STATE UNIVERSITY

TERM SHEET

Party:	IORA Nature Tech, Inc.
Project Description:	Exclusive Copyright and Patent License Agreement, limited to the field of tree mapping for measurement of carbon sequestration, generation of carbon credits and carbon storage reports, and validation of carbon storage projects. The technology to be licensed includes the AI/ML software and supporting documents for TEC2025-0005 "A digital measurement, reporting and verification software for forest and tree carbon and emissions estimation using advanced remote sensing and deep machine learning tools", the licensee's derivative works created therefrom, and patents claiming the software algorithm.
Term:	The license will expire on the latter of (1) expiration or termination of patent rights and (2) cessation of use of the licensed copyrights and data unless terminated earlier due to (a) licensee's uncured breach or default; or (b) licensee's written notice of termination.
Financial Terms:	5% of licensee's fully diluted equity due within thirty (30) days of the effective date of the license agreement. 5% of net sales by licensee and any sublicensees.
Services Provided:	By MSU to company: none By company to MSU: none
Use of University Facilities/Personnel:	None
Organization Type and Domicile:	C-corporation, Delaware
Personnel Interest:	MSU Professor David Skole, Department of Forestry, and Jay Samek, Department of Forestry have an ownership interest in IORA Nature Tech, Inc.



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MICHIGAN STATE UNIVERSITY
BOARD OF TRUSTEES
Executive Action Summary

Audit, Risk &, Compliance-Attachment 1c

Committee Name: Audit, Risk, & Compliance

Date: June 13, 2025

Agenda Item: Michigan State University and Scarlet Spartan Solutions, LLC Services Agreement

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Information

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Discussion

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Action

Resolution:

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves a purchasing agreement with Scarlet Spartan Solutions, LLC consistent with the term sheet now presented to the Board of Trustees for inclusion in its minutes.

Recommendation:

The Trustee Committee on Audit, Risk, & Compliance recommends that the Board of Trustees authorize the agreement between Michigan State University and Scarlet Spartan Solutions, LLC in which Michigan State University faculty member, Dr. Justin Scott holds a financial interest.

Prior Action by BOT:

The Board of Trustees of Michigan State University previously approved a purchasing agreement with Scarlet Spartan Solutions, LLC on October 28, 2022 and June 28, 2024.

Responsible Officers:

Douglas A. Gage, Vice President for Research and Innovation

Summary:

The purpose of this current service agreement is to offer student hospital placement ranking and histogram services for the Base Hospital Project for the classes of 2028 and 2029.

Background Information:

The attached term sheet summarizes the agreement between Michigan State University and Scarlet Spartan Solutions, LLC.

Source of Funds:

Purchase order not to exceed \$18,000.

Resource Impact:

Not applicable.

MICHIGAN STATE UNIVERSITY

TERM SHEET

Party:	Scarlet Spartan Solutions, LLC
Project Description:	Scarlet Spartan Solutions, LLC to offer student hospital placement ranking and histogram services for the Base Hospital Project for the classes of 2028 and 2029.
Term:	February 2028 - February 2029
Financial Terms:	Purchase order not to exceed \$18,000.
Services Provided:	<p>By MSU to company: None.</p> <p>By company to MSU: Student hospital placement ranking and histogram services. These services will be fulfilled by the consultant providing the College of Osteopathic Medicine (COM) with a spreadsheet indicating which students will be placed at each clinical rotation site. The spreadsheet provided by the consultant will further include the rank each student gave to the hospital in which they were placed, the overall average ranking of each hospital (as determined from the ranked order lists provided by college), and the average and standard deviation of the rank each student gave to the hospital in which they were placed. The consultant will provide the College with a histogram of the rank each student gave to the hospital in which they were placed.</p>
Use of University	
Facilities/Personnel:	None.
Organization Type and Domicile:	Michigan Limited Liability Company
Personnel Interest:	Michigan State University faculty member Justin Scott, Department of Mechanical Engineering, is the founder and has an ownership interest in Scarlet Spartan Solutions, LLC.



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MICHIGAN STATE UNIVERSITY
BOARD OF TRUSTEES
Executive Action Summary

Audit, Risk &, Compliance-Attachment 1d

Committee Name: Audit, Risk, & Compliance

Date: June 13, 2025

Agenda Item: Michigan State University and The Soil Inventory Project Sponsored Research Agreement

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Information

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Discussion

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Action

Resolution:

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves a sponsored research agreement with The Soil Inventory Project consistent with the term sheet now presented to the Board of Trustees for inclusion in its minutes.

Recommendation:

The Trustee Committee on Audit, Risk, & Compliance recommends that the Board of Trustees authorize the agreement between Michigan State University and The Soil Inventory Project in which Michigan State University faculty, Dr. Bruno Basso is the co-founder and Chief Scientist.

Prior Action by BOT:

Not applicable.

Responsible Officers:

Douglas A. Gage, Vice President for Research and Innovation

Summary:

The sponsored research agreement between MSU and The Soil Inventory Project is described on the attached term sheet as “key conservation practices’ benefits for greenhouse gas (GHG) emissions reduction and increases in soil carbon storage”.

Background Information:

The attached term sheet summarizes the agreement between Michigan State University and The Soil Inventory Project.

Source of Funds:

The Soil Inventory Project will provide \$500,000 to Michigan State University for this sponsored research project.

Resource Impact:

Not applicable.

MICHIGAN STATE UNIVERSITY

SPONSORED RESEARCH AGREEMENT TERM SHEET

Party: The Soil Inventory Project (PD#76301)

Project Description: Key conservation practices' benefits for greenhouse gas (GHG) emissions reduction and increases in soil carbon storage

Term: 04/15/2025 - 12/31/2026

Financial Terms: \$500,000 from The Soil Inventory Project (TSIP) to MSU

Services Provided: By MSU to company: In advancing TSIP's agroecological modeling capabilities, specifically the integration of multi-model ensemble model outputs into the TSIP platform for improved agricultural and environmental insights.
By company to MSU: None



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**Use of University
Facilities/ Personnel:** Natural Science Building. Dr. Bruno Basso (Principal Investigator).

**Organization Type and
Domicile:** Non-profit Delaware Corporation

Personnel Interest: Bruno Basso (John A. Hannah Distinguished Professor and MSU Foundation Professor; Earth and Environmental Sciences) is the co-founder and Chief Scientist for the corporation and received a consultancy pay stipend.