


MICHIGAN STATE
UNIVERSITY

February 11, 2022

MEMORANDUM

To: Committee on Audit, Risk and Compliance

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

Subject: Approval of Contract Terms: *Portera 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 Portera Therapeutics, Inc., a company in which MSU faculty member Dr. Jetze Tepe holds a financial interest.

RESOLUTION

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves an option agreement with Portera Therapeutics, Inc. 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 Portera Therapeutics, Inc. a Delaware C-corporation, was given at the Board of Trustees meeting on December 17, 2021. The terms of an option agreement are now presented for Board approval.

Dr. Jetze Tepe, a Professor in the Department of Chemistry and members of his family own or have options to buy an ownership interest of more than 1% of the company. Dr. Tepe is the scientific founder of Portera Therapeutics and is an officer in the company.

The attached "Option Agreement Term Sheet" summarizes the agreement that MSU has negotiated with Portera 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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OPTION AGREEMENT TERM SHEET

Party:	Portera Therapeutics, Inc.
Agreement:	Option agreement for an exclusive world-wide license to the following: TEC2016-0128, "Small molecule proteasome activators and uses thereof", US Patent Application 16/619,876 TEC2017-0020, "Treatment of malignancies," US Patent Application 17/490,999 TEC2022-0022, "Proteasome enhancers and uses thereof," PCT application PCT/US2021/045448 TEC2022-0023, "Proteasome enhancers and uses thereof," PCT application PCT/US2021/045446 TEC2022-0024, "Proteasome enhancers and uses thereof," PCT application PCT/US2021/045440 <i>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.</i>
Term:	Two years from the effective date of the option agreement, with a one year extension available.
Financial Terms:	Initial equity grant of Common Stock equal to 8% of Portera's fully-diluted equity calculated prior to Portera's Series Seed Preferred financing; second equity grant of Common Stock to be made in connection with Portera's next qualified financing to bring MSU up to 3.5% of Portera's fully-diluted equity on up to

\$10,000,000 raised in the next qualified financing.

Services Provided:

By MSU to Portera: None

By Portera to MSU: None

**Use of University
Facilities/Personnel:**

None

**Organization Type and
Domicile:**

Delaware C-corporation

Personnel Interest:

Dr. Jetze Tepe, a Professor in the Department of Chemistry and members of his family own or have options to buy an ownership interest of more than 1% of the company. Dr. Tepe is the scientific founder of Portera Therapeutics and is an officer in 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: *Portera 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 Portera Therapeutics, Inc., a company in which MSU faculty member Dr. Jetze Tepe holds a financial interest.

RESOLUTION

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves a sponsored research agreement with Portera Therapeutics, 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 Portera Therapeutics, Inc. a Delaware C-corporation, was given at the Board of Trustees meeting on December 17, 2021. The terms of a sponsored research agreement are now presented for Board approval.

Dr. Jetze Tepe, a Professor in the Department of Chemistry and members of his family own or have options to buy an ownership interest of more than 1% of the company. Dr. Tepe is the scientific founder of Portera Therapeutics, Inc. and is an officer in the company.

The attached "Sponsored Research Agreement Term Sheet" summarizes the agreement that MSU has negotiated with Portera 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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SPONSORED RESEARCH AGREEMENT TERM SHEET


Party:	Portera Therapeutics, Inc.
Agreement:	Preclinical development of 20S proteasome enhancers involving synthetic organic chemistry of novel bioactive compounds, and their evaluation in a panel of assays.
Term:	Feb. 15, 2022 – August 14, 2023
Financial Terms:	\$500,000 to MSU for research
Services Provided:	By MSU to Portera Therapeutics, Inc.: Engage in chemistry research and synthetic organic chemistry to develop novel routes to useful reagents. By Portera Therapeutics, Inc. to MSU: None contemplated under this agreement
Use of University Facilities/Personnel:	Laboratory and related support facilities as available to the Principal Investigator on the grant, Jetze Tepe.
Organization Type and Domicile:	Delaware C-corporation
Personnel Interest:	Dr. Jetze Tepe, a Professor in the Department of Chemistry and members of his family own or have options to buy an ownership interest of more than 1% of the company. Dr. Tepe is the scientific founder of Portera Therapeutics, Inc. and is an officer in the company.

MICHIGAN STATE
UNIVERSITY

February 11, 2022

MEMORANDUM

To: Committee on Audit, Risk and Compliance

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

Subject: Approval of Contract Terms: *National Pesticide Safety Education Center (NPSEC)*

RECOMMENDATION

The Trustee Committee on Audit, Risk and Compliance recommends that the Board of Trustees approve a contract between Michigan State University and National Pesticide Safety Education Center (NPSEC), a Michigan non-profit corporation, of which Tom Smith, Associate Director of MSU's Institute of Agricultural Technology, is the Executive Director.

RESOLUTION

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves a service agreement with National Pesticide Safety Education Center consistent with earlier public notice and with a "Service 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 National Pesticide Safety Education Center, a Michigan non-profit corporation, was given at the Board of Trustees meeting on April 12, 2019. The terms of a service agreement are now presented for Board approval.

Mr. Tom Smith, Associate Director of MSU's Institute of Agricultural Technology, is the executive director of the National Pesticide Safety Education Center.

The attached "Service Agreement Term Sheet" summarizes the agreement that MSU has negotiated with National Pesticide Safety Education Center.

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



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SERVICE AGREEMENT TERM SHEET

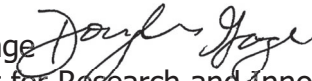
Party:	National Pesticide Safety Education Center (NPSEC)
Agreement:	NPSEC to prepare five online education modules regarding meat processing
Term:	Through completion of the modules
Payment Terms:	\$52,080 to NPSEC in fees for service
Services Provided:	By MSU to NPSEC: None By NPSEC to MSU: Develop five online modules
Use of University Facilities/Personnel:	None contemplated under this agreement
Organization Type:	Michigan non-profit corporation
Personnel Interest:	Mr. Tom Smith is the Associate Director of MSU's Institute of Agricultural Technology and is the Executive Director of the National Pesticide Safety and Education Center.

MICHIGAN STATE
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February 11, 2022

MEMORANDUM

To: Committee on Audit, Risk and Compliance

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

Subject: Approval of Contract Terms: *Jolt Energy Storage Technologies, LLC*

RECOMMENDATION

The Trustee Committee on Audit, Risk and Compliance recommends that the Board of Trustees approve a contract between Michigan State University and Jolt Energy Storage Technologies, LLC, a Michigan limited liability company, in which MSU faculty member Dr. Thomas F. Guarr holds a financial interest.

RESOLUTION

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves a lease agreement with Jolt Energy Storage Technologies, LLC, consistent with earlier public notice and with a "Lease 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 Jolt Energy Storage Technologies, LLC, a Michigan limited liability company, was given at the Board of Trustees meeting on February 6, 2015. The terms of a lease agreement are now presented for Board approval.

Dr. Thomas F. Guarr, Professor Fixed Term, Director of R&D MSU Bioeconomy Institute holds an ownership interest of more than 1% of the company.

The attached "Lease Agreement Term Sheet" summarizes the agreement that MSU has negotiated with Jolt Energy Storage Technologies, 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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LEASE AGREEMENT TERM SHEET

Party:	Jolt Energy Storage Technologies, LLC (Jolt)
Lease Agreement:	Exclusive use of Room 112 and all offices and subordinate rooms therein. 1,716 ft ² total, comprised of 1,302 ft ² Laboratory, 414 ft ² office. Nonexclusive use of Common Areas of the Bioeconomy Institute, as designated by building management.
Term:	February 15, 2022 – February 14, 2024
Financial Terms:	\$3,373 per month for 24 months
Services Provided:	By MSU to Jolt: Facility maintenance and custodial service, basic telephone service. By Jolt to MSU: None contemplated under this agreement
Use of University Facilities/Personnel:	Bioeconomy Institute, located at 242 Howard Avenue, Holland, MI 49424.
Organization Type:	Michigan limited liability company
Personnel Interest:	Dr. Thomas F. Guarr, Professor Fixed Term, Director of R&D MSU Bioeconomy Institute holds an ownership interest of more than 1% of the company.

MICHIGAN STATE
UNIVERSITY

February 11, 2022

MEMORANDUM

To: Committee on Audit, Risk and Compliance

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

Subject: Approval of Contract Terms: *Jolt Energy Storage Technologies, LLC*

RECOMMENDATION

The Trustee Committee on Audit, Risk and Compliance recommends that the Board of Trustees approve a contract between Michigan State University and Jolt Energy Storage Technologies, LLC, a Michigan limited liability company, in which MSU faculty member Dr. Thomas F. Guarr holds a financial interest.

RESOLUTION

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves a license agreement with Jolt Energy Storage Technologies, LLC, 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 Jolt Energy Storage Technologies, LLC, a Michigan limited liability company, was given at the Board of Trustees meeting on February 6, 2015. The terms of a license agreement are now presented for Board approval.

Dr. Thomas F. Guarr, Professor Fixed Term, Director of R&D MSU Bioeconomy Institute holds an ownership interest of more than 1% of the company.

The attached "License Agreement Term Sheet" summarizes the agreement that MSU has negotiated with Jolt Energy Storage Technologies, 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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LICENSE AGREEMENT TERM SHEET


Party:	Jolt Energy Storage Technologies, LLC
Agreement:	Amendment to worldwide, exclusive license agreement
Technology:	Addition of TEC2022-0030, "Highly Soluble Pyridinium Compounds With Persistent Radical States" to the Patent Rights of the existing license. 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:	Expiration or termination of the patents
Financial Terms:	Amendment fee of \$2,500; all other financial terms remain unchanged from license agreement
Services Provided:	By MSU to Jolt Energy Storage Technologies, LLC: None By Jolt Energy Storage Technologies, LLC to MSU: None
Use of University Facilities/Personnel:	None
Organization Type and Domicile:	Michigan limited liability company
Personnel Interest:	Dr. Thomas F. Guarr, Professor Fixed Term, Director of R&D MSU Bioeconomy Institute holds an ownership interest of more than 1% of the company.

MICHIGAN STATE
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February 11, 2022

MEMORANDUM

To: Committee on Audit, Risk and Compliance

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

Subject: Approval of Contract Terms: *Infrastructure Analytics Company*

RECOMMENDATION

The Trustee Committee on Audit, Risk and Compliance recommends that the Board of Trustees approve a contract between Michigan State University and Infrastructure Analytics Company, a Wyoming corporation in which MSU faculty member Dr. Nizar Lajnef holds a financial interest.

RESOLUTION

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves a sponsored research agreement with Infrastructure Analytics Company 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, disclosure of the public servant's pecuniary interest in Infrastructure Analytics Company was made a matter of record in the official proceedings of the Board of Trustees. The terms of a sponsored research agreement are now presented for Board approval.

Dr. Nizar Lajnef, a Professor in the Department of Civil and Environmental Engineering owns or has options to buy an ownership interest of more than 1% of the company.

The attached "Sponsored Research Agreement Term Sheet" summarizes the agreement that MSU has negotiated with Infrastructure Analytics Company.

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:	Infrastructure Analytics Company
Agreement:	Infrastructure-to-Everything (I2X) Communication Technology for Autonomous and Connected Vehicle Support
Term:	1/1/22-12/31/22
Financial Terms:	\$30,000 to MSU
Services Provided:	By MSU to Infrastructure Analytics Company: MSU will support the testing and verification of the prototypes in small scale field tests on MSU's campus. By Infrastructure Analytics Company to MSU: None
Use of University Facilities/Personnel:	Engineering Building; Dr. Ali Zokaie and Dr. Nizar Lajnef
Organization Type and Domicile:	Wyoming Corporation
Personnel Interest:	Dr. Nizar Lajnef, a Professor in the Department of Civil and Environmental Engineering owns or has options to buy an ownership interest of more than 1% of the company.

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February 11, 2022

MEMORANDUM

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 sponsored research agreement with IASO Therapeutics, 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 IASO Therapeutics, Inc., a Michigan corporation, was given at the Board of Trustees meeting on February 16, 2018. The terms of a sponsored research 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 "Sponsored Research 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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SPONSORED RESEARCH AGREEMENT TERM SHEET


Party:	IASO Therapeutics, Inc.
Agreement:	Mouse model support for a project entitled Proprietary Bacteriophage Qbeta Mutant as a Platform Carrier for Next Generation Vaccines
Term:	4/1/2022-3/31/2024
Payment Terms:	\$35,164 to MSU
Services Provided:	By MSU to IASO Therapeutics, Inc.: Support and conduct of mouse studies By IASO Therapeutics, Inc. to MSU: None
Use of University Facilities/Personnel:	Engineering Building; Dr. Zhen Qiu
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.

MICHIGAN STATE
UNIVERSITY

February 11, 2022

MEMORANDUM

To: Committee on Audit, Risk and Compliance

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

Subject: Approval of Contract Terms: *Scion Plasma, LLC*

RECOMMENDATION

The Trustee Committee on Audit, Risk and Compliance recommends that the Board of Trustees approve a contract between Michigan State University and Scion Plasma, LLC, a company in which MSU faculty member Dr. Qi Hua Fan holds a financial interest.

RESOLUTION

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves a purchase agreement with Scion Plasma, LLC consistent with earlier public notice and with a "Purchase 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 Scion Plasma, LLC a Michigan limited liability company, was given at the Board of Trustees meeting on June 22, 2018. The terms of a purchase agreement are now presented for Board approval.

Dr. Qi Hua Fan, Associate Professor in the Department of Electrical and Computer Engineering, and members of his family own or have options to buy an ownership interest of more than 1% of the company.

The attached "Purchase Agreement Term Sheet" summarizes the agreement that MSU has negotiated with Scion Plasma, 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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PURCHASE AGREEMENT TERM SHEET

Party:	Scion Plasma, LLC
Agreement:	MSU to purchase one Round Single Beam Ion Source from Scion Plasma, LLC
Payment Terms:	\$4,675.00 to Scion Plasma, LLC for one Round Single Beam Ion Source
Services Provided:	By MSU to Scion Plasma, LLC: None By Scion Plasma, LLC to MSU: None
Use of University Facilities/Personnel:	None contemplated under this agreement
Organization Type:	Michigan limited liability company
Personnel Interest:	Dr. Qi Hua Fan, Associate Professor in the Department of Electrical and Computer Engineering, and members of his family own or have options to buy an ownership interest of more than 1% of the company.