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
OPTION AGREEMENT TERM SHEET

Party: Portera Therapeutics, Inc.

Agreement: Option agreement for an exclusive world-wide license to the following:


TEC2022-0023, "Proteasome enhancers and uses thereof," PCT application PCT/US2021/045446


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: 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.
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 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
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.
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
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.
February 11, 2022

MEMORANDUM

To: Committee on Audit, Risk and Compliance

From: Douglas A. Gage, Ph.D.  
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
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 ft² total, comprised of 1,302 ft² Laboratory, 414 ft² 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.
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
LICENSE AGREEMENT TERM SHEET

Party: Jolt Energy Storage Technologies, LLC

Agreement: Amendment to worldwide, exclusive license agreement


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.
MEMORANDUM

To: Committee on Audit, Risk and Compliance
From: Douglas A. Gage, Ph.D.
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
### SPONSORED RESEARCH AGREEMENT TERM SHEET

<table>
<thead>
<tr>
<th><strong>Party:</strong></th>
<th>Infrastructure Analytics Company</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Agreement:</strong></td>
<td>Infrastructure-to-Everything (I2X) Communication Technology for Autonomous and Connected Vehicle Support</td>
</tr>
<tr>
<td><strong>Term:</strong></td>
<td>1/1/22-12/31/22</td>
</tr>
<tr>
<td><strong>Financial Terms:</strong></td>
<td>$30,000 to MSU</td>
</tr>
</tbody>
</table>
| **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. |
February 11, 2022

MEMORANDUM

To: Committee on Audit, Risk and Compliance

From: Douglas A. Gage, Ph.D.
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
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.
February 11, 2022

MEMORANDUM

To: Committee on Audit, Risk and Compliance

From: Douglas A. Gage, Ph.D.
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
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.