

**MICHIGAN STATE
UNIVERSITY**

December 18, 2020

MEMORANDUM

APPROVED
DECEMBER 18, 2020
BOARD OF TRUSTEES
MICHIGAN STATE UNIVERSITY

To: Committee on Audit, Risk and Compliance
From: Douglas A. Gage
Interim Vice President for Research and Innovation
Subject: Approval of Contract Terms: *Corporation For Digital Scholarship*

RECOMMENDATION

The Trustee Committee on Audit, Risk and Compliance recommends that the Board of Trustees approve a contract between Michigan State University and *Corporation For Digital Scholarship*, a Virginia corporation, in which MSU faculty member Dr. Sharon Leon holds a financial interest.

RESOLUTION

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves a service agreement with *Corporation For Digital Scholarship* consistent with earlier public notice and with a "Services 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 *Corporation For Digital Scholarship*, a Virginia corporation, was given at the Board of Trustees meeting on December 13, 2019. The terms of a service agreement are now presented for Board approval.

Dr. Sharon Leon, an Associate Professor in the Department of History serves as Vice President of *Corporation For Digital Scholarship*.

The attached "Service Agreement Term Sheet" summarizes the agreement that MSU has negotiated with *Corporation For Digital Scholarship*.

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



Office of
**RESEARCH &
INNOVATION**

Douglas A. Gage, Ph.D.
Interim Vice President

Hannah Administration Bldg.
426 Auditorium Rd, Rm 249
East Lansing, MI 48824

517/355-0306
Fax: 517/432-1171

gage@msu.edu

SERVICE AGREEMENT TERM SHEET

Party:	Corporation For Digital Scholarship
Project Description:	MSU will oversee the development, maintain and set the direction for the software with the Omeka development team. Omeka is an open-source web publishing platform that allows the user to work with digitized collections materials
Term:	January 1, 2021 to December 31, 2021
Payment Terms:	\$19,997.21 payment to MSU for services
Services Provided:	By MSU to Corporation For Digital Scholarship: MSU will oversee the development, maintain and set the direction for the software. By Corporation For Digital Scholarship to MSU: None.
Use of University Facilities/ Personnel:	Services conducted in 342 Old Horticulture by Dr. Sharon Leon
Organization Type:	Corporation For Digital Scholarship, a Virginia corporation
Personnel Interest:	Dr. Sharon Leon, an Associate Professor in the Department of History serves as Vice President of Corporation For Digital Scholarship.

**MICHIGAN STATE
UNIVERSITY**

December 18, 2020

MEMORANDUM

APPROVED
DECEMBER 18, 2020
BOARD OF TRUSTEES
MICHIGAN STATE UNIVERSITY

To: Committee on Audit, Risk and Compliance
From: Douglas A. Gage
Interim Vice President for Research and Innovation
Subject: Approval of Contract Terms: *EXOForce Robotics Inc.*

RECOMMENDATION

The Trustee Committee on Audit, Risk and Compliance recommends that the Board of Trustees approve a contract between Michigan State University and *EXOForce Robotics Inc.*, a company in which MSU faculty members Dr. Christopher Contag and Dr. Anna Moore hold a financial interest.

RESOLUTION

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves an option agreement with *EXOForce Robotics Inc.* consistent with earlier public notice given at a Board meeting 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 *EXOForce Robotics Inc.*, a Delaware corporation, was given at the Board of Trustees meeting on September 11, 2020. The terms of an option agreement are now presented for Board approval.

Dr. Christopher Contag, Hannah Distinguished Professor of Biomedical Engineering and Microbiology & Molecular Genetics and Chair of the Department of Biomedical Engineering, and Dr. Anna Moore, Director of Precision Health Program and Assistant Dean in the College of Human Medicine, and members of their families, have, or have options to buy, an interest in the company or are officers or paid employees of the company.

The attached "Option Agreement Term Sheet" summarizes the agreement that MSU has negotiated with *EXOForce Robotics Inc.*

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



Office of
**RESEARCH &
INNOVATION**

Douglas A. Gage, Ph.D.
Interim Vice President

Hannah Administration Bldg.
426 Auditorium Rd, Rm 249
East Lansing, MI 48824

517/355-0306
Fax: 517/432-1171

gage@msu.edu

OPTION AGREEMENT TERM SHEET

Party:	EXOForce Robotics Inc.
Agreement:	Exclusive right to evaluate the Technology in the field of Military Protective Equipment in the territory of the United States with an option to negotiate a royalty-bearing right to use the Technology.
Technology:	TEC2006-0138, US Patent 7,982,375 Integrated actuator sensor structure, TEC2009-0126, US Patent 9,903,788 B2 Electroactive polymer-based flow sensor and TEC 2020-0004 Distributed monitoring of kink position and magnitude for inflatable structures with a single flexible sensor. The parties may add or remove technologies under the 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:	From the effective date until September 30, 2021
Potential Commercial Application:	Military Protective Equipment
Payment Terms:	\$4,000 to MSU
Services Provided:	None contemplated under the agreement
Organization Type:	Delaware corporation
Personnel Interest:	Dr. Christopher Contag, Hannah Distinguished Professor of Biomedical Engineering and Microbiology & Molecular Genetics and Chair of the Department of Biomedical Engineering, and Dr. Anna Moore, Director of Precision Health Program and Assistant Dean in the College of Human Medicine, and members of their families, have, or have options to buy, an

interest in the company or are officers or paid employees of the company.

**MICHIGAN STATE
UNIVERSITY**

December 18, 2020

MEMORANDUM

APPROVED
DECEMBER 18, 2020
BOARD OF TRUSTEES
MICHIGAN STATE UNIVERSITY

To: Committee on Audit, Risk and Compliance

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

Subject: Approval of Contract Terms: *Mid-Michigan Research LLC*

RECOMMENDATION

The Trustee Committee on Audit, Risk and Compliance recommends that the Board of Trustees approve a contract between Michigan State University and *Mid-Michigan Research LLC*, a Michigan limited liability company, in which MSU faculty member Dr. Harold J. Schock holds a financial interest.

RESOLUTION

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves a service agreement with *Mid-Michigan Research LLC* consistent with earlier public notice and with a "Services 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 *Mid-Michigan Research LLC*, a Michigan limited liability company, was given at the Board of Trustees meeting on February 12, 2003. The terms of a service agreement are now presented for Board approval.

Dr. Harold J. Schock, a Professor in the Department of Mechanical Engineering, and members of his family own or have options to buy an ownership interest of more than 1% of the company.

The attached "Service Agreement Term Sheet" summarizes the agreement that MSU has negotiated with *Mid-Michigan Research LLC*.

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



Office of
**RESEARCH &
INNOVATION**

Douglas A. Gage, Ph.D.
Interim Vice President

Hannah Administration Bldg.
426 Auditorium Rd, Rm 249
East Lansing, MI 48824

517/355-0306
Fax: 517/432-1171

gage@msu.edu

SERVICE AGREEMENT TERM SHEET

Party: Mid-Michigan Research LLC

Project Description: Testing of a Jetfire Engine

Term: January 1, 2021 to December 31, 2021

Payment Terms: \$115,000 payment to MSU for services

Services Provided: By MSU to Mid-Michigan Research LLC: MSU will oversee the testing of a Jetfire engine – Phase II.

By Mid-Michigan Research LLC to MSU: None.

**Use of University Facilities/
Personnel:** Services conducted in the Engineering Research South complex by Dr. Guoming Zhu

Organization Type: Mid-Michigan Research LLC, a Michigan limited liability company

Personnel Interest: Dr. Harold J. Schock, a Professor in the Department of Mechanical Engineering, and members of his family own or have options to buy an ownership interest of more than 1% of the company.

**MICHIGAN STATE
UNIVERSITY**

December 18, 2020

MEMORANDUM

APPROVED
DECEMBER 18, 2020
BOARD OF TRUSTEES
MICHIGAN STATE UNIVERSITY

To: Committee on Audit, Risk and Compliance
From: Douglas A. Gage
Interim Vice President for Research and Innovation
Subject: Approval of Contract Terms: *Motion Grazer AI, Inc.*

RECOMMENDATION

The Trustee Committee on Audit, Risk and Compliance recommends that the Board of Trustees approve a contract between Michigan State University and *Motion Grazer AI, Inc.*, a company in which MSU faculty members Dr. Madonna Benjamin, Dr. Daniel D. Morris and Michael Lavagnino hold a financial interest.

RESOLUTION

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves an option agreement with *Motion Grazer AI, Inc.*, consistent with earlier public notice given at a Board meeting 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 *Motion Grazer AI, Inc.*, a Michigan corporation, was given at the Board of Trustees meeting on September 11, 2020. The terms of an option agreement are now presented for Board approval.

Dr. Madonna Benjamin, an Assistant Professor in Large Animal Clinical Sciences, College of Veterinary Medicine; Dr. Daniel D. Morris, an Associate Professor in the College of Engineering; and Michael Lavagnino, an Academic Specialist in the College of Engineering; and members of their families, have, or have options to buy, an interest in the company or are officers or paid employees of the company.

The attached "Option Agreement Term Sheet" summarizes the agreement that MSU has negotiated with *Motion Grazer AI, Inc.*

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



Office of
**RESEARCH &
INNOVATION**

Douglas A. Gage, Ph.D.
Interim Vice President

Hannah Administration Bldg.
426 Auditorium Rd, Rm 249
East Lansing, MI 48824

517/355-0306
Fax: 517/432-1171

gage@msu.edu

OPTION AGREEMENT TERM SHEET

Party:	Motion Grazer AI, Inc.
Agreement:	Option agreement for all fields of use worldwide
Technology:	TEC2019-0016 Development of Low-Cost Biometrics Software for Assessment of Sow Body Composition and Locomotion to Improve Individual Sow Health and Welfare TEC2020-0129 Transfer Labeling for Training a Depth-Based Pig-Pose Detector The parties may add or remove technologies under the 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:	18 months from the effective date
Potential Commercial Application:	Inexpensive and rapid method to train a Neural Network to process 3D imaging sensor data to automatically estimate animal posture, gait, and body condition.
Payment Terms:	\$2,000 to MSU
Services Provided:	None contemplated under the agreement
Organization Type:	Michigan corporation
Personnel Interest:	Dr. Madonna Benjamin, an Assistant Professor in Large Animal Clinical Sciences, College of Veterinary Medicine; Dr. Daniel D. Morris, an Associate Professor in the College of Engineering; and Michael Lavagnino, an Academic Specialist in the College of Engineering; and members of their families, have, or have options to buy, an interest in the company or are officers or paid employees of the company.

**MICHIGAN STATE
UNIVERSITY**

December 18, 2020

MEMORANDUM

APPROVED
DECEMBER 18, 2020
BOARD OF TRUSTEES
MICHIGAN STATE UNIVERSITY

To: Committee on Audit, Risk and Compliance
From: Douglas A. Gage
Interim Vice President for Research and Innovation
Subject: Approval of Contract Terms: *MwAPATA Institute*

RECOMMENDATION

The Trustee Committee on Audit, Risk and Compliance recommends that the Board of Trustees approve a contract between Michigan State University and *MwAPATA Institute*, a Malawi corporation-not for profit, in which MSU faculty member Dr. Richard Mkandawire holds a financial interest.

RESOLUTION

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves a service agreement with *MwAPATA Institute* consistent with earlier public notice and with a "Services 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 *MwAPATA Institute*, a Malawi corporation-not for profit, was given at the Board of Trustees meeting on October 30, 2020. The terms of a service agreement are now presented for Board approval.

Dr. Richard Mkandawire, a Specialist-Outreach-Fixed Term in International Studies and Programs, serves as Chairman of the Board of *MwAPATA Institute*.

The attached "Service Agreement Term Sheet" summarizes the agreement that MSU has negotiated with *MwAPATA Institute*.

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



Office of
**RESEARCH &
INNOVATION**

Douglas A. Gage, Ph.D.
Interim Vice President

Hannah Administration Bldg.
426 Auditorium Rd, Rm 249
East Lansing, MI 48824

517/355-0306
Fax: 517/432-1171

gage@msu.edu

SERVICE AGREEMENT TERM SHEET

Party:	MwAPATA Institute
Agreement:	MwAPATA Institute is a subrecipient of a prime award to MSU from Foundation for a Smoke-Free-World
Term:	August 1, 2020 to December 31, 2021
Payment Terms:	\$1,433,717 payment to MwAPATA
Services Provided:	<p>By MSU to MwAPATA Institute: Helped establish the MwAPATA Institute via funding from Foundation for a Smoke-Free-World.</p> <p>By MwAPATA Institute to MSU: MwAPATA is leading research and policy engagement activities in Malawi with the goal to accelerate the adoption of more effective Malawian-led policies and programs to drive broad-based agricultural sector growth, improved household food security and nutrition, and reduced poverty in Malawi.</p>
Use of University Facilities/ Personnel:	None
Organization Type:	Malawi corporation-not for profit
Personnel Interest:	Dr. Richard Mkandawire, a Specialist-Outreach-Fixed Term in International Studies and Programs, serves as Chairman of the Board of MwAPATA Institute.

**MICHIGAN STATE
UNIVERSITY**

December 18, 2020

MEMORANDUM

APPROVED
DECEMBER 18, 2020
BOARD OF TRUSTEES
MICHIGAN STATE UNIVERSITY

To: Committee on Audit, Risk and Compliance

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

Subject: Approval of Contract Terms: *Will Winn Games, Inc.*

RECOMMENDATION

The Trustee Committee on Audit, Risk and Compliance recommends that the Board of Trustees approve a contract between Michigan State University and *Will Winn Games, Inc.*, a company in which MSU faculty member Brian Winn holds a financial interest.

RESOLUTION

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves a license agreement with *Will Winn Games, Inc.* consistent with earlier public notice given at a Board meeting 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 *Will Winn Games, Inc.*, a Michigan corporation, was given at the Board of Trustees meeting on October 30, 2020. The terms of a license agreement are now presented for Board approval.

Brian Winn, a Professor in the Department of Media and Information and Director of the Games for Entertainment and Learning Lab, and members of his family, have, or have options to buy, an interest in the company or are officers or paid employees of the company.

The attached "License Agreement Term Sheet" summarizes the agreement that MSU has negotiated with *Will Winn Games, Inc.*

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



Office of
**RESEARCH &
INNOVATION**

Douglas A. Gage, Ph.D.
Interim Vice President

Hannah Administration Bldg.
426 Auditorium Rd, Rm 249
East Lansing, MI 48824

517/355-0306
Fax: 517/432-1171

gage@msu.edu

LICENSE AGREEMENT TERM SHEET

Party: Will Winn Games, Inc.

Agreement: Exclusive license

Technology: TEC2018-0097 Plunder Panic video game

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.

Potential Commercial Application:

Plunder Panic will be commercialized via (1) digital download thru streaming services (STEAM, Nintendo Game Store, PlayStation Store, Microsoft Game Store, Apple App Store, Google Play Store etc.), (2) sale of gaming kiosks for arcades and bars and (3) distribution of Game SWAG (t-shirts, pirate hats/swords, plush figures etc.).

Term: 12 years from effective date of agreement.

Payment Terms: RUNNING ROYALTIES:
DIGITAL DOWNLOADS
Years 1-2: 8%
Years 3-5: 6%
Years 6-12: 4%
GAMING KIOSKS
Years 1-12: 10%
GAME SWAG
Years 1-12: 5%
ANNUAL MINIMUM ROYALTY PAYMENT: \$100
LIQUIDITY MILESTONE PAYMENT UPON
CHANGE IN CONTROL: 5%

Services Provided: None contemplated under the agreement

Organization Type: Michigan corporation

Personnel Interest: Brian Winn, a Professor in the Department of Media and Information and Director of the Games for Entertainment and Learning Lab, and members of his family, have, or have options to buy, an interest in the company or are officers or paid employees of the company.