

ACTION REQUEST

Subject: License Agreement between the University of Michigan and Perception Analytics & Robotics LLC

Action Requested: Approval of License Agreement

Preamble:

A statutory conflict of interest situation was identified by the Office of Technology Transfer while reviewing the technology transfer agreement that then triggered a review by the UMOR Conflict of Interest Review Committee. A plan for management of the possible risks associated with the conflict of interest was then developed and approved by this Committee and agreed to by the parties involved in this plan.

This proposed license agreement (“Agreement”) falls under the State of Michigan Conflict of Interest Statute because Professor Vineet Kamat and Dr. Suyang Dong are employees of the University of Michigan (“University”) and partial owners of Perception Analytics & Robotics LLC (“PeARL”). The law permits such an Agreement provided it is disclosed to the Board of Regents (“Regents”) of the University of Michigan and approved in advance by a 2/3 vote.

Background:

Dr. Kamat, a Professor in the Department of Civil and Environmental Engineering and Dr. Dong, a Research Fellow in the Department of Civil and Environmental Engineering, are the partial owners of a for-profit company called PeARL (the “Company”). The Company was formed recently to commercialize a Collision Avoidance System for Monitoring a Digging Excavator's Proximity to Invisible Underground Assets and desires to license from the University of Michigan the University’s rights associated with the following technologies:

UM OTT File No. 5601, entitled: “Collision Avoidance System for Monitoring a Digging Excavator's Proximity to Invisible Underground Assets” (Vineet R. Kamat, Sanat A. Talmaki)

UM OTT File No. 5811, entitled: “Displaying Buried Utility Locations in Excavator Cabin Using Geo-Referenced Augmented Reality” (Vineet R. Kamat, Suyang Dong)

UM OTT File No. 5820, entitled: “3D Pose Estimation of Articulated Earth Excavating Machine in Real-Time Using Networked Cameras” (Vineet R. Kamat, Chen Feng)

The Office of Technology Transfer selected the Company as a University partner and negotiated the terms of the proposed Agreement in accordance with University policy and its accepted licensing principles.

Parties to the Agreement:

The Regents of the University of Michigan and PeARL.

Agreement Terms Include:

Agreement terms include granting the Company an exclusive license to commercialize the three technologies. The Company will pay a license fee and royalties to the University. The University may receive equity in the Company, along with the right to purchase more equity.

The University will retain ownership of the licensed technology and may continue to further develop it and use it internally. No use of University services or facilities, nor any assignment of University employees, is obligated or contemplated under the Agreement. Standard disclaimers of warranties and indemnification apply, and the Agreement may be amended by consent of the parties, such as adding related technology. University procedures for approval of these changes will be followed and additional conflict of interest review will be done as appropriate.

Pecuniary Interest:

The pecuniary interests of Drs. Kamat and Dong arise from their ownership interest in PeARL.

Net Effect:

The Office of Technology Transfer has negotiated and finalized the terms of a license agreement for patents and software related to UM OTT File Nos. 5601, 5811, and 5820 for all fields of use. PeARL will obtain use and commercialization rights to the above listed University technologies.

Recommendations:

This matter has been reviewed and approved by the UMOR Conflict of Interest Review Committee. In light of this disclosure and our finding that the Agreement was negotiated in conformance with standard University practices, I recommend that the Board of Regents approve the Agreement between the University and PeARL.

Respectfully submitted,



S. Jack Hu
Interim Vice President for Research

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