

THE UNIVERSITY OF MICHIGAN
REGENTS COMMUNICATION

ACTION REQUEST

Subject: Regental Action Required Under the State of
Michigan Conflict of Interest Statute

Action Requested: Authorization for the University to transact with Espervita Therapeutics, Inc.
(University of Michigan Employee, Roger Newton, Director, Owner, and
Stockholder).

Background:

The University of Michigan Zell Lurie Institute seeks approval to invest through a convertible note with Espervita Therapeutics, Inc. as part of the Zell Lurie Commercialization Fund, a student-run early stage investment fund program with the primary goal of identifying promising startups in the surrounding community.

The proposed agreement falls under the State of Michigan Conflict of Interest Statute as Roger Newton is a University employee as Adjunct Associate Professor with the Department of Computational Medicine and Bioinformatics and would be party to the agreement as director, owner, and stockholder of Espervita Therapeutics, Inc.

However, the Statute allows the University to enter into such agreements if the following conditions are met:

- a) The public servant promptly discloses any pecuniary interest in the contract to the official body which has power to approve the purchase, which disclosure shall be a matter of record in its official proceedings.
- b) The purchase is approved by a vote of not less than 2/3 of the full membership of the approving body in open session without the vote of the public servant making the disclosure.
- c) The official body discloses the following summary information in its official minutes:
 - i) The name of each party involved in the contract.
 - ii) The terms of the purchase, including duration, financial consideration between the parties, facilities or services of the public entity included in the purchase, and the nature and degree of assignment of employees of the public entity for fulfillment of the purchase.
 - iii) The nature of any pecuniary interest.

The following information is provided in compliance with the statutory requirements contained in Section (c) above:

- i) The parties to the contract are the Regents of the University of Michigan and its Zell Lurie Institute and Espervita Therapeutics, Inc.
- ii) The agreement is for a one time investment at a total cost not to exceed \$50,000 from the Zell Lurie Commercialization Fund program. Espervita Therapeutics, Inc. will be supplying all the necessary resources and personnel to fulfill this contract. The remaining base contract terms and conditions are typical to those used in Procurement Services standard templates for other similar contracts entered into by the Regents.
- iii) The pecuniary interest arises from the fact that University of Michigan employee, Roger Newton, is director, owner, and stockholder of Espervita Therapeutics, Inc.

Roger Newton has met state law requirements with the disclosure of his pecuniary interest and formal appointment arrangements with the University of Michigan. Requirements, if any, that may be applicable by the supervisor of Roger Newton, under the Medical School's or OVPR's Conflict of Interest Committee's procedures are separately analyzed and managed.

We recommend that the Board of Regents approve the agreement between the University of Michigan and Espervita Therapeutics, Inc. subject to requirements, if any, that the supervisor of Roger Newton or the Medical School's or OVPR's Conflict of Interest Committee may impose.

Respectfully submitted,



Geoffrey S. Chatas
Executive Vice President and Chief Financial Officer

February 2022