

THE UNIVERSITY OF MICHIGAN
REGENTS COMMUNICATION

Approved by the Regents
May 19, 2011

ACTION REQUEST

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

Action

Requested: Authorization for the University of Michigan to Enter into a Lease Agreement and Relationship Agreement with JBR Pharma Inc. (University of Michigan Professor Gary Glick, Assistant Professor Peter Higgins, Professor Kent Johnson, and Associate Professor Anthony Opipari, partial owners of JBR Pharma Inc.)

Background:

The University of Michigan wishes to enter into a lease agreement for office space in the North Campus Research Complex start-up accelerator space, located at 1600 Huron Parkway, 2nd Floor, Ann Arbor, Michigan, to be leased to JBR Pharma Inc. The space will be utilized as office space for research and business operations for JBR Pharma Inc. The parties will also enter into a relationship agreement defining the relationship between the University of Michigan and JBR Pharma Inc. at the accelerator.

The proposed lease and relationship agreements fall under the State of Michigan conflict of interest statute as Gary Glick, Peter Higgins, Kent Johnson and Anthony Opipari are University of Michigan employees and indirectly a party to the lease and relationship agreements by virtue of their partial ownership of JBR Pharma Inc. However, the statute allows university employees to participate in such lease agreements, if the following conditions are met:

- a) The public servant promptly discloses any pecuniary interest in the lease agreement to the official body that has power to approve the lease agreement, which disclosure shall be a matter of record in its official proceedings.
- b) The lease agreement 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 lease agreement.
 - ii) The terms of the lease agreement, including duration, financial consideration between the parties, facilities or services of the public entity included in the lease agreement, and the nature and degree of assignment of employees of the public entity for fulfillment of the lease agreement.
 - iii) The nature of any pecuniary interest.

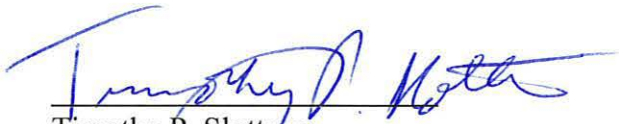
The following information is provided in compliance with the statutory requirements contained in Section (c) above:

- i) The parties to the lease agreement and relationship agreements are the Regents of the University of Michigan and JBR Pharma Inc.
- ii) The service to be provided is the lease of standard office space in the North Campus Research Complex start-up accelerator space on the second floor of Building 520, located at 1600 Huron Parkway, 2nd Floor, Ann Arbor, Michigan, for twelve months. The lease will begin in late spring 2011 and will use the standard University of Michigan accelerator lease template. Tenant will pay the standard accelerator rates of: \$200 per month for each office (maximum of 4); and \$65 per month for each cubicle (maximum of 2). JBR Pharma Inc. will be responsible for providing monthly updates concerning its business progress to the University of Michigan Office of Technology Transfer, and will have access to Office of Technology Transfer personnel for advice concerning obtaining technology assessment, business consulting, technical assistance, capital raising, or other business services.
- iii) The pecuniary interest arises from the fact that Gary Glick, Peter Higgins, Kent Johnson and Anthony Oipari, University of Michigan employees, are owners of an equity interest in JBR Pharma Inc.

Gary Glick, Peter Higgins, Kent Johnson and Anthony Oipari have met state law requirements with the disclosure of their pecuniary interest and their formal appointment arrangements with the University of Michigan.

We recommend that the Board of Regents approve the lease agreement between the University of Michigan and JBR Pharma Inc., subject to the requirements, if any, of a conflict management plan required by the respective employees' supervisor, and any requirements imposed by the conflict of interest committees of the Medical School or the Office of the Vice President for Research.

Respectfully submitted,



Timothy P. Slottow
Executive Vice President and
Chief Financial Officer

May 2011