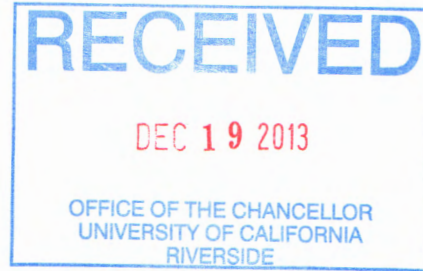




OFFICE OF THE PROVOST AND EXECUTIVE VICE PRESIDENT –  
ACADEMIC AND HEALTH AFFAIRS

OFFICE OF THE PRESIDENT  
1111 Franklin Street, 12<sup>th</sup> Floor  
Oakland, California 94607-5200



December 11, 2013

**DAPEVC01**

CHANCELLOR WILCOX

RE: Reassignment of Responsibility – Administration of University Patent and Other Intellectual Property Matters, Riverside Campus

On July 23, 2008, the Provost and Executive Vice President assigned to the Chancellor of UCR responsibility for implementing policies and procedures on matters pertaining to intellectual property, and executing documents necessary for the administration of such intellectual property pursuant to a Reassignment of Responsibility for Administration of University Patent and Other Intellectual Property Matters and consistent with a set of Operating Guidelines (effective August 1, 2008).

Effective June 30, 2013, that Reassignment is now extended indefinitely, subject to the conditions and restrictions set forth in the July 23, 2008 Reassignment, and to the relevant portions of the August 1, 2008 Operating Guidelines.

Sincerely,

A handwritten signature in blue ink, appearing to read 'Aimée Dorr'.

Aimée Dorr

Provost and Executive Vice President

Attachment: July 23, 2008 Reassignment of Responsibility, including Operating Guidelines

cc: Vice President Beckwith  
Executive Director Streitz  
Executive Director Tucker  
Universitywide Policy Office

UNIVERSITY OF CALIFORNIA

BERKELEY • DAVIS • IRVINE • LOS ANGELES • MERCED • RIVERSIDE • SAN DIEGO • SAN FRANCISCO



SANTA BARBARA • SANTA CRUZ

OFFICE OF THE PROVOST AND EXECUTIVE VICE PRESIDENT –  
ACADEMIC AND HEALTH AFFAIRS

OFFICE OF THE PRESIDENT  
1111 Franklin Street, 12<sup>th</sup> Floor  
Oakland, California 94607-5200

July 23, 2008

CHANCELLOR WHITE

RE: Reassignment of Responsibility – Administration of University Patent and Other Intellectual Property Matters, Riverside Campus

Effective July 1, 2008 and for a period of five years through June 30, 2013, as Chancellor of the Riverside Campus, you are assigned the responsibility to implement policies and procedures on matters pertaining to intellectual property, including patents and tangible research products, and to execute documents necessary for the administration of such intellectual property, including those which may contain commitments existing longer than seven years, subject to conditions specified in the Bylaws and Standing Orders of The Regents of the University of California, subject to terms of applicable Regental and Presidential policies which are or may be established from time to time, and subject to the attached Reassignment of Responsibility Operating Guidelines. The Provost and Executive Vice President – Academic and Health Affairs will remain responsible for preparing, for the President's review, annual and other reports to The Regents pertaining to patent and other intellectual property matters (see also Bylaw 12.3 (k)).

The responsibility assigned to you for administration of intellectual property matters may not be reassigned. However, the responsibility to execute documents may be reassigned. Any such reassignment by you shall be in writing with copies provided to the Provost and Executive Vice President – Academic and Health Affairs, the Special Assistant-Coordination and Review, the General Counsel and Vice President for Legal Affairs, and the Secretary of The Regents. Such reassignment shall be at least as restrictive as, but may be more restrictive than, this reassignment to you.

Sincerely,

A handwritten signature in dark ink, appearing to read "Wyatt".

Wyatt R. Hume  
Provost and Executive Vice President  
Academic and Health Affairs

Attachment: Reassignment of Responsibility Operating Guidelines

cc: Vice Chancellor Louis  
General Counsel and Vice President Robinson  
Vice President Beckwith  
Executive Director Tucker  
Director Streit  
Secretary Griffiths  
Universitywide Policy Office

REASSIGNMENT OF RESPONSIBILITY  
OPERATING GUIDELINES  
UNIVERSITY OF CALIFORNIA AT RIVERSIDE

This document constitutes an understanding between the Executive Vice President - Academic and Health Affairs and the Chancellor of the University of California at Riverside ("UCR"), for implementation of the Reassignment of Responsibility ("Reassignment") from the Executive Vice President - Academic and Health Affairs to the Chancellor of UCR for the protection and the licensing of certain intellectual property, including patents and tangible research products. Under the Reassignment, and in the name of The Regents of the University of California ("The Regents"), UCR will be responsible for carrying out certain activities in accordance with the provisions of these Operating Guidelines.

The purpose of these Operating Guidelines is to provide for a smooth reassignment of responsibilities to UCR and to clarify certain matters relating to administration.

In accepting this Reassignment, UCR represents that it will commit the necessary resources and staff to carry out the administration of intellectual property as described herein.

**1. Policies/Authorities**

All intellectual property activities conducted under the Reassignment will be conducted in accordance with university policy and policy guidance, including that contained in Business and Finance Bulletin G-40, "University of California Patent Program"; the University Patent Policy; University Contract and Grant Manual, Chapter 11; the May 1989 Guidelines on University-Industry Relations and revision thereto; President Atkinson's policy (August 26, 1999) on "Principles Regarding Rights to Future Research results in University Agreements with External Parties"; the University Policy on Accepting Equity; Business and Finance Bulletin G-44, "Guidelines on Accepting and Managing Equity When Licensing University Technology"; 2001 University Guidelines on Managing Potential Conflicts of Interest in Licensing (see OTT Guidance Memo # 01-02); directives issued from time-to-time by the Executive Vice President – Academic and Health Affairs. The provisions for requesting exceptions to policy, as set forth in Business and Finance Bulletin G-40 and the University Contract and Grant Manual will continue to apply unless revised.

All activities under the Reassignment shall be conducted under and in accordance with formally delegated Regental authority.

**2. Invention Case Responsibilities**

2.1 UCR will be responsible for administering all inventions that meet at least one of the following criteria (hereinafter referred to as "UCR Cases"):

- i) UCR inventions disclosed in writing on or after the effective date of the Reassignment and that are not "Related Cases," as defined below; or
- ii) UCR inventions covered under the temporary delegation of authority dated July 27, 2006 from the OTT Executive Director to the UCR Vice Chancellor for Research; or

- iii) UCR inventions managed at OTT, for which there is mutual agreement, after good faith consultation, between the OTT Executive Director and the UCR Vice Chancellor for Research or his or her designee for such reassignment.

“Related Cases” are those new cases that UCR considers to be best managed in an integrated manner with existing OTT Cases (as defined below) based on legal or commercial rationales. Related cases may include those that are dominant or subordinate to existing OTT Cases, involve derivative or improvement patent positions, or require integrated licensing strategies. UCR and OTT will discuss in good faith the disposition of any cases that are Related Cases.

It is understood that any reassignment of individual cases will be carried out in a manner that ensures a smooth transfer, with consideration of effective and economical ongoing case management, responsive service to inventors, optimized utilization of legal investment, and development of positive relationships with commercial partners. The terms of such reassignments may include financial considerations, as appropriate, that are based upon consistent accounting principles and fairness to both parties.

- 2.2 OTT will be responsible for administering all inventions that are not UCR Cases (hereinafter referred to as "OTT cases"). OTT will take campus concerns into consideration in the disposition of such cases.
- 2.3 A high level of coordination and program synergism, as well as open and frequent communication between personnel located at UCR, UC Davis and OTT who have responsibility for plant inventions pursuant to the Reassignment, are critical to the success of the University-wide plant licensing program.
- 2.4 For joint inventions arising between a UCR inventor and an inventor from another UC facility for which UCR is reassigned responsibility, UCR and the Appropriate Licensing Office (“ALO”) that has responsibility for administering inventions for that facility shall confer to mutually agree upon which of the entities will handle the case. A written notice to OTT will accompany any transfer of invention case responsibility from one UC facility to another. Should a UCR inventor relocate to another UC facility, the continued administration of that person's UCR invention will be coordinated between UCR and the ALO of that other facility, as will the administration of inventions of any UC inventor relocated to UCR from another UC facility.
- 2.5 For all cases, UCR will promptly notify OTT of any disclosure by transmitting all relevant documents and information, including all Records-of-Inventions.
- 2.6 UCR shall submit to the Executive Vice President – Academic and Health Affairs an annual progress report which summarizes the activities of UCR program established under the Reassignment. The report shall be provided by October 1 for the past fiscal year (July 1 to June 30th). The report shall discuss the invention disclosure activity and management of these cases according to the Reassignment. The report shall identify any operational issues of invention management, integration into the research enterprise, and areas of concern of property management which arose during the previous fiscal year. The report shall describe the UCR resources, technical and financial capabilities which have been used to support the reassigned responsibilities. The Executive Vice President – Academic and Health Affairs and the UCR Chancellor shall confer, as appropriate, on issues and opportunities identified in the

report to ensure a successful UCR intellectual property management program under the Reassignment.

### **3. Patent Prosecution and Licensing**

#### **3.1 UCR SHALL:**

- i) For UCR cases: make invention patentability evaluations; make decisions concerning election of title and releasing inventions to inventors; make patent filing decisions for the United States and foreign countries; report inventions to sponsors other than those reported by OTT in accordance with Section 3.2.i; negotiate inter-institutional agreements; market and license inventions to commercial entities; and manage post-agreement matters.
- ii) Participate in any systemwide system(s) established to determine if any of its inventions is a Related Case to a case managed at another University location.
- iii) For UCR Cases, engage and direct outside patent counsel through authority granted by the General Counsel for the filing and prosecution of United States and foreign patent applications. Such counsel shall be appointed only from firms approved by the General Counsel. Control of patent prosecution must be retained by The Regents through independent outside counsel unless deemed otherwise by the General Counsel or his or her designee.
- iv) For UCR Cases, incorporate in all licensing agreements certain provisions, as appropriate, that limit the license to the specific invention(s). Particular care shall be taken to ensure that other background or foreground rights or know-how assigned to The Regents in other parts of the corporate organization are not inadvertently included, directly or indirectly, in any license issued by UCR.
- v) For UCR Cases, incorporate in all licensing agreements provisions to accommodate any obligations assumed on behalf of The Regents by UCR, or by the Office of the President and provided to UCR, through sponsored research or other agreements.
- vi) Report all potential or declared interferences and all other legal disputes to the General Counsel or his or her designee.
- vii) Reimburse OTT for OTT administrative costs for prosecution services provided by OTT to UCR. Such OTT costs shall be based upon standard OTT methodology for systemwide allocation of OTT costs.

#### **3.2 OTT SHALL:**

- i) For both OTT and UCR Cases, provide prosecution management and support services, elect title or release title to inventors pursuant to determinations made by the responsible licensing officer, report inventions to federal and non-profit sponsors pursuant to the terms of sponsored research agreements, and management of post-agreement matters. UCR may request that it be permitted to assume responsibility for portions of, or all patent prosecution management for UCR related cases. This may encompass existing

OTT/UCR cases, both existing and new UCR Cases, and Related Cases. In considering such request, OTT will take into account UCR's commitment of necessary resources, risks to the systemwide program, and any other relevant criteria.

- ii) Maintain all UCR cases in the Patent Tracking System (PTS).
- iii) Modify access to PTS, as appropriate to allow UCR to enter certain information, as mutually agreed by UCR and OTT, into the PTS system for UCR Cases.
- iv) Develop, in coordination with UCR, written procedures for interaction between UCR and OTT regarding the various OTT services as they relate to UCR Cases. Such procedures shall reflect services comparable to those available to OTT licensing professionals for OTT Cases.

### **3.3 GENERAL COUNSEL (or designee) SHALL:**

- i) Review and approve all final secrecy, letter, option, and license agreements before execution and, as appropriate, authorize UCR's use of pre-approved standard boilerplate agreements.
- ii) Manage all inventorship disputes, interferences, infringement actions, legal defense and other legal disputes that may arise, including primary administrative oversight for such matters. Campus concerns, as well as those of The Regents, will be considered in any litigation actions taken or being considered.

## **4. Accounting and Finance**

- 4.1 OTT shall collect all accounts receivable for UCR and OTT cases, including fees and royalties due to the University for all patent licensing and bailment agreements.
- 4.2 OTT shall pay all accounts payable for UCR and OTT cases, including activities for payment of all direct costs incurred for patenting, marketing and licensing of UCR properties. UCR shall ensure documentation of appropriate and reasonable costs are attributed to individual cases, to the extent possible.
- 4.3 OTT shall calculate and distribute royalty and fee income to inventors and other contractual obligations of The Regents for UCR and OTT cases in accordance with University Patent Policy.
- 4.4 UCR will reimburse OTT for OTT administrative costs for accounting and finance services provided by OTT to UCR. Such OTT costs shall be based upon standard OTT methodology for systemwide allocation of OTT costs.
- 4.5 UCR may request that it be permitted to assume the responsibility of portions of, or all of, the accounting and finance responsibilities as referenced in this section.
- 4.6 In considering such request, OTT will take into account UCR's commitment of necessary resources, risks to the systemwide program, and any other relevant criteria.

## **5. General Responsibilities**

### **5.1 OTT SHALL:**

- i) Coordinate PTS training of UCR personnel focusing on the development and implementation of the use of the PTS system in invention case administration. OTT will coordinate access and linkage to other information databases which will support the campus marketing and licensing activities.
- ii) Provide timely assistance to UCR on resolution of intellectual property concerns in research, material transfer and other agreements, including decisions on policy exceptions, on request.
- iii) Negotiate “master” systemwide intellectual property agreements with research sponsors, providers of proprietary materials and others, as appropriate.
- iv) Promote systemwide awareness of technology transfer issues, concepts, and processes, and support systemwide consistency among University licensing and other personnel by developing and coordinating systemwide training programs and materials concerning such matters.
- v) Establish and maintain systemwide administrative systems and databases, including PTS, as necessary, to support an effective systemwide technology transfer program, including the capability to meet internal and external reporting obligations and needs.
- vi) Coordinate, formulate, and present University intellectual property policy in accordance with responsibilities assigned by the Executive Vice President – Academic and Health Affairs and authorize exceptions thereto in accordance with delegated Regental authority.
- vii) Coordinate, formulate, and present University legislative and regulatory analysis and response with respect to intellectual property in accordance with responsibilities assigned by the Executive Vice President – Academic and Health Affairs.
- viii) Develop systemwide responses and reports to governmental agencies, professional associations, University management, and The Regents, as appropriate.

### **5.2 UCR SHALL:**

- i) Reimburse OTT for OTT administrative costs reflecting the services provided to UCR by OTT. Such OTT costs shall be based upon standard OTT methodology for allocating OTT costs systemwide.
- ii) Respond to requests from OTT for feedback on matters relating to state and federal legislation and public policy.

## **6. Communications**

Interaction between UCR and OTT will continue to be in the spirit of cooperation, seeking the best interest of the University and its inventors. UCR and OTT staff will meet as necessary to ensure a high

degree of coordination and synergism in carrying out the letter and spirit of these Operating Guidelines. UCR will continue to actively participate in University Intellectual Property Managers' Meetings and other appropriate systemwide activities.

It is recognized that certain records of the University with respect to invention disclosures, research agreements, patent applications, and licenses contain proprietary information. UCR will establish procedures to safeguard such proprietary information, both internally and externally, to prevent unauthorized access and/or use or misuse of such information for personal gain.

While all parties anticipate cooperative interactions and good faith negotiations between UCR and OTT staff on the complex issues involved in these Operating Guidelines, there may be occasions on which agreement is not reached. In such cases, the Vice President, Research and Graduate Studies or, if necessary, the Executive Vice President – Academic and Health Affairs shall resolve any outstanding issues.

#### **7. Term of Agreement**

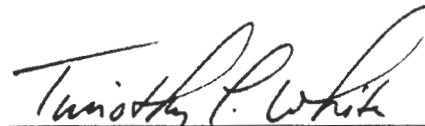
The provisions of these Operating Guidelines shall be effective for five (5) years, beginning July 1, 2008 and terminating on June 30, 2013. The UCR Chancellor and the Executive Vice President - Academic and Health Affairs will evaluate the success of the UCR activities under the Reassignment after the completion of the fourth year of the Reassignment. Any extension of the term of these Operating Guidelines, or any revisions, shall be by mutual written agreement.

Wyatt R. Hume  
Provost and Executive Vice President-  
Academic and Health Affairs



DATE: 7.29.08

Timothy P. White  
Chancellor, Riverside Campus



DATE: 8.01.08