RESOLUTION TO AUTHORIZE
BETA SOFTWARE LICENSE AGREEMENT

WHEREAS, the Board of Trustees of New Jersey Institute of Technology ("NJIT") is empowered to adopt operating rules and procedures for the purchase of all properties, equipment, materials, supplies and services, if deemed necessary or advisable to carry out the goals of NJIT;

WHEREAS, pursuant to NJIT’s Pandemic Recovery Plan implementing converged learning and de-densifying in-person classroom attendance to effect social distancing in order to promote safer learning spaces in accordance with CDC and other regulatory guidance, NJIT has determined that it is necessary to reduce class sizes and stagger student presence within the classrooms. At the same time, NJIT wants students to have the freedom to opt out of physically attending classes either temporarily or throughout the semester. Furthermore, NJIT wants to maximize the use of the available space to accommodate students who may want to physically attend even when it is not their turn, if space is available. To achieve the foregoing goals, NJIT has determined that it needs to use appropriate technological tools;

WHEREAS, a new web-app called Back To Work ("App") provides a classroom reservation system whereby students have the option to accept or decline the invite. If they accept the invite, the App asks them to take a COVID-19 health pledge to ensure it is safe for them and their classmates to be in class and then sends them a unique QR code which is scanned at the classroom entrance to allow access and keep track of actual attendance. If a student declines the invite, the App goes to a waiting list made of students whose turn is not to attend the particular class session but have expressed interest in attending should space become available. In accommodating students on waiting lists, the App provides an equal opportunity to students in the sense of making sure, through its “memory,” that students accommodated in the past are given a lower priority relative to students not previously accommodated when on the same waiting list;

WHEREAS, the App was developed by current NJIT Professor of Practice Pantelis Monogioudis ("Monogioudis") while at New York University ("NYU") with a group of NYU students. Monogioudis and NYU are negotiating ownership rights to the App and Monogioudis has formed a New Jersey company called Aegean AI Inc. ("AAI") to commercialize the same;

WHEREAS, under the New Jersey Conflicts of Interest Law ("Conflicts Law") and the rules of the State Ethics Commission ("SEC"), there is a general prohibition against a State Agency such as NJIT entering into a contract with an employee or a company in which an employee owns or controls more than 1% of the stock;

WHEREAS, there is an exception under the Conflicts Law to the general prohibition against a State Agency entering into a contract with an employee or a company owned or controlled by an employee where the contract, purchase or sale is made after public
notice and competitive bidding. However, before entering into a contract falling within such exception to the Conflicts Law, the State Agency must first obtain permission from the SEC;

WHEREAS, NJIT’s enabling statute (NJSA 8A:64E-12 et seq.) allows NJIT to enter into agreements for services without public notice and competitive bidding when the exigency of the service will not admit of such advertisement and a resolution has been passed by the Board of Trustees of New Jersey Institute of Technology declaring the exigency to exist and approving the contract with an employee or a company owned or controlled by an employee to help remediate the exigency;

WHEREAS, the Administration recommends NJIT entering into a minimal cost Beta Software License Agreement with Monogioudis and/or AAI so that NJIT may begin implementing the App and preparing for face to face interactions between students and instructors while social distancing to prevent COVID-19;

NOW THEREFORE BE IT RESOLVED, by the Board of Trustees of New Jersey Institute of Technology that COVID-19 has caused an exigency to exist which requires social distancing in the classroom, attendance verification and a COVID-19 health pledge by students; and

THEREFORE BE IT FURTHER RESOLVED, by the Board of Trustees of New Jersey Institute of Technology that the proposed Beta Software License Agreement with Monogioudis and/or AAI will help remediate the COVID-19 classroom exigency and is hereby approved subject to first, permission from the SEC, and second, clarification as to ownership of the App; and

THEREFORE BE IT FURTHER RESOLVED, by the Board of Trustees of New Jersey Institute of Technology, that the Provost and Senior Executive Vice President is hereby authorized to execute any and all agreements or documents on behalf of NJIT to consummate the Beta Software License Agreement.

Holly C. Stern, Esq.
General Counsel and
Secretary to the Board of Trustees
New Jersey Institute of Technology

July 23, 2020
Board Resolution No. 2021-6