

**RESOLUTION OF NEW JERSEY INSTITUTE OF TECHNOLOGY ("NJIT") TO
SUPPORT THE CREATION OF A FOR-PROFIT SUBSIDIARY OF NJII**

WHEREAS, on March 20, 2014, the Board of Trustees enacted a resolution authorizing the creation of the New Jersey Innovation Institute ("NJII") as a non-profit organization under Section 501(c)3 of the Internal Revenue Code;

WHEREAS, one of the purposes of creating NJII was to connect the intellectual property with the production focus of industry, and to enhance the economic development of the State of New Jersey;

WHEREAS, NJII has successfully developed intellectual property collectively referred to as Measures Management tools and techniques that originated from work conducted solely by NJII staff;

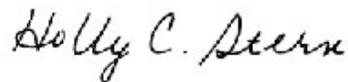
WHEREAS, the commercialization of this intellectual property is best conducted through a taxable subsidiary of NJII;

WHEREAS, NJIT and NJII have sought appropriate advice from their Internal Auditors, Baker Tilly, who have proposed that NJII institute a limited risk service provider (LRSP) model to monetize the intellectual property while protecting the tax exempt status of NJIT and NJII, which would further allow for the potential income to flow back to NJIT and NJII;

WHEREAS, the establishment of a for profit subsidiary of NJII in the form of a LSRP is authorized by NJIT's enabling legislation and consistent with its public mission;

NOW THEREFORE IT BE RESOLVED that upon the approval of the NJII Board of Directors, the Board of Trustees of NJIT authorizes the Administration to take such action as is necessary or desirable to support the creation of a taxable subsidiary of NJII for the limited purpose of commercializing the Measures Management tools, and to enter into additional agreements or provide such documentation as may be necessary to implement and further the establishment of a for-profit subsidiary of NJII for the stated purposes;

BE IT FURTHER RESOLVED that a copy of this resolution and minutes of the public meeting reflecting the action to support NJII's formation of a for-profit subsidiary for the stated purposes be forwarded to the Governor of the State of New Jersey, as set forth in N.J.S.A. 18A:64E-18(s)(1).



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

February 8, 2018
Board Resolution 2018-24