



OFFICE OF THE CHANCELLOR
2147 MURPHY HALL
BOX 951405
LOS ANGELES, CALIFORNIA 90095-1405

February 28, 2014
DA 160.03

VICE CHANCELLOR, HEALTH SCIENCES AND DEAN, SCHOOL OF MEDICINE A.
EUGENE WASHINGTON

Delegation of Authority - Approval and Execution of Agreements Relating to the Joint Venture with Centre Testing International (CTI)

References: (a) UC DA 2580 to Chancellor - Los Angeles Campus, February 27, 2014;
(b) Regents' Standing Order 100.4 (oo).

Supersedes: New

Effective as of the date above, I hereby delegate to your position, within your respective area of responsibility, and in accordance with Standing Order 100.4 (oo), the authority to approve and execute agreements pertaining to the joint venture with CTI.

This delegation to approve and execute agreements, includes the following :

- any documents reasonably required to participate in the joint venture as described below, including but not limited to a Framework Agreement, a Contractual Joint Venture Agreement, a License Agreement, and a Services Agreement; and
- any modifications, addenda, or amendments (collectively, "amendments") provided, however, such amendments do not materially reduce the rights of The Regents or materially increase the obligations of The Regents.

On January 23, 2014, The Regents approved the participation of UCLA Health System in a joint venture with CTI to be named CTI Pathology/UCLA Health to establish and operate a clinical laboratory in Shanghai, China, subject to the following conditions:

1. The company will be owned jointly by CTI and The Regents. CTI will have a 51 percent interest in the company and The Regents 49 percent. The Regents'

- contribution will be in-kind clinical laboratory management and services expertise. CTI will provide all capital needs for the joint venture as well as service functions, such as human resources and accounting. Except for the above described contribution, The Regents will not be responsible for making any capital contributions to establish the laboratory or to participate in the joint venture.
2. The company shall be governed by a Board of Directors (Board). The Regents will appoint two members to the company Board through the Vice Chancellor and Dean of the David Geffen School of Medicine, UCLA. CTI will appoint three members to the Board.
 3. UCLA Health System will manage the laboratory on behalf of the University pursuant to management services agreements entered into by first UCLA Health System and an existing sub-unit of CTI, Shanghai CTI-Aipu Medical Laboratory Co., Ltd., and later between the new joint venture company and UCLA Health System.
 4. The use of UCLA's name will be licensed to the new joint venture company for co-branding purposes in connection with operation of the laboratory, subject to a separately approved license agreement, which will be consistent with both California statutes and University of California policy.
 5. Prior to the adoption by the new company, the initial formational documents, including but not limited to the articles of association, and any amendments thereto, shall be subject to the approval of the President following consultation with the General Counsel.
 6. The Regents shall retain the right to terminate the agreement (i) in the event conversion to a contractual joint venture company does not occur within six months of the formation of the company; or (ii) in the event of any uncured material breach by CTI of its obligations to the University.

This authority may be redelegated.



Gene Block
Chancellor

cc: Executive Vice Chancellor and Provost
Vice Chancellor Legal Affairs
Manager, Administrative Policies & Delegations