

June 20, 2013

13-156

AUTHORIZE THE COLLEGE PRESIDENT OR
DESIGNEE TO NEGOTIATE AND EXECUTE AN
AMENDMENT TO THE JULY 1, 2008 TRANSFER
AGREEMENT BETWEEN THE COLLEGE AND
GATEWAY TO COLLEGE NATIONAL NETWORK
(GtCNN) TO TRANSFER THE TRADEMARK
“GATEWAY TO COLLEGE” TO GtCNN AND TO
EXECUTE ALL DOCUMENTS NECESSARY TO
TRANSFER THE TRADEMARK

PREPARED BY: Jeff Condit, College Legal Counsel
Randy McEwen, College Vice President

FINANCIAL
RESPONSIBILITY: Wing-Kit Chung, Vice President, Administrative Services

APPROVED BY: Dr. Preston Pulliams, College President

REPORT: Resolution 08-025 of 18 October 2007 authorized the “spin-off” of the Gateway to College National Network as a separate Oregon non-profit corporation. PCC developed and operated the Gateway to College program starting in 2000. This program is designed to work with 16-20 year old individuals who have either dropped out of high school or who are on the verge of dropping out to enable them to obtain a high school diploma and earn college credit at the same time. The success of the Gateway to College program attracted the attention of the Bill and Melinda Gates Foundation, which provided PCC grant funds in 2003 to fund the replication of the Gateway to College program at other community colleges across the nation.

The transfer agreements authorized by Resolution 08-025 were completed on 1 July 2008. Among other things, those agreements provided that:

- PCC agreed to license the Gateway to College intellectual property to GtCNN to allow use of this property in connection with the Gateway to College program at other colleges. These “licensed materials” were defined as “...any and all materials and works of authorship used in connection with the Programs, including but not limited to curriculum, outlines, course

descriptions, books, course material, course packs, teaching material and aids, and training material created or developed by Licensor prior to the Effective Date” (1 July 2008);

- PCC retained ownership of the trademark Gateway to College;
- PCC granted to GtCNN an exclusive, royalty-free license to use the trademark solely in connection with the Programs;
- GtCNN agreed that “any and all intellectual property rights that may be acquired by Licensee’s use of the Licensed Materials and the Licensed Mark (trademark) will inure to the sole benefit of” PCC;
- the agreement was perpetual, but could be terminated in certain breach situations.
- the PCC Board of Directors may appoint up to two (subsequently revised to three) members of the GtCNN Board of Directors.
- GtCNN agreed to continue to recognize PCC as the originator of Gateway to College by having PCC’s logo appear on all materials and advertising for the GtCNN program in no less a fashion than was the practice prior to the agreement (when Gateway to College was solely a PCC program).

On 29 April 2013, GtCNN requested that this agreement be modified substantially to transfer the trademark "Gateway to College" and cited a number of reasons for that request. As the original Transfer Agreement was authorized by the PCC Board, any amendment to the agreement needs to be authorized by the Board.

RECOMMENDATION: That the President or designee be authorized to negotiate and execute an amendment to the July 1, 2008, Transfer Agreement to transfer the trademark to GtCNN, and to negotiate and execute any other documents necessary to implement the amendment, subject to the concurrence of the Board Chair and College Legal Counsel.