



DEPARTMENT OF THE NAVY
 OFFICE OF NAVAL RESEARCH
 875 NORTH RANDOLPH STREET
 SUITE 1425
 ARLINGTON, VA 22203-1995

IN REPLY REFER TO:

Agreement Date: May 5, 2010
 Supersedes Agreement Dated: January 8, 2010

NEGOTIATION AGREEMENT

INSTITUTION: WOODS HOLE OCEANOGRAPHIC INSTITUTION
 WOODS HOLE, MASSACHUSETTS 02543

The Indirect Cost and Fringe Benefit rates contained herein are for use on grants and contracts with all Federal Agencies of the United States of America, in accordance with the provisions and cost principles mandated by 2 CFR 230 (formerly OMB Circular A-122). These rates shall be used for forward pricing and billing purposes for the Woods Hole Oceanographic Institution (WHOI) Fiscal Year 2010. This rate agreement supersedes all previous rate agreements/determinations for Fiscal Year 2010.

Section I: RATES - TYPE: FIXED (FIXED)

Indirect Rates:

<u>TYPE</u>	<u>EXPENSE POOL</u>	<u>FROM</u>	<u>TO</u>	<u>RATE</u>	<u>BASE</u>	<u>APPLICABLE TO</u>
Fixed	Lab OH	1/1/10	12/31/10	57.32%	(a)	Research
Fixed	G&A	1/1/10	12/31/10	29.66%	(b)	Research

Fringe Benefit Rates:

<u>TYPE</u>	<u>EXPENSE POOL</u>	<u>FROM</u>	<u>TO</u>	<u>RATE</u>	<u>BASE</u>	<u>APPLICABLE TO</u>
Fixed	Fringe (Reg)	1/1/10	12/31/10	60.45%	(c)	All Activities
Fixed	Fringe (Reg OT)	1/1/10	12/31/10	27.61%	(d)	All Activities
Fixed	Fringe (Casual)	1/1/10	12/31/10	9.93%	(e)	All Activities
Fixed	Fringe (Casual OT)	1/1/10	12/31/10	9.29%	(f)	All Activities
Fixed	Cruise Leave	1/1/10	12/31/10	9.73%	(g)	All Activities

DISTRIBUTION BASES

(a) Direct research and education salaries plus related Employee Benefits plus one half of Graduate Research Assistant salaries.

(b) Direct salaries plus related Employee Benefits incurred for Research, Education, Ship Operations (including submersibles).

- (c) Total assignable salaries of regular employees (direct and indirect) excluding Graduate Research Assistants and overtime salaries.
- (d) Total assignable overtime salaries of regular employees.
- (e) Total assignable salaries of casual employees (direct and indirect) excluding Graduate Research Assistants and overtime salaries.
- (f) Total assignable overtime salaries of casual employees.
- (g) Total assignable cruise leave salaries of regular employees.

SECTION II - GENERAL TERMS AND CONDITIONS

A. LIMITATIONS: Use of the rates set forth under Section I is subject to any statutory or administrative limitations and is applicable to a given grant or contract only to the extent that funds are available. Acceptance of the rates agreed to herein is predicated upon the following conditions: (1) that no costs other than those incurred by the grantee/contractor were included in this indirect cost pool as finally accepted and that such costs are legal obligations of the grantee/contractor and allowable under governing cost principles; (2) that the same costs that have been treated as indirect costs are not claimed as direct costs; (3) that similar types of costs have been accorded consistent accounting treatment; and (4) that the information provided by the grantee/contractor which was used as a basis for acceptance of the rates agreed to herein, and expressly relied upon by the Government in negotiating and accepting the said rates is not subsequently found to be materially incomplete or inaccurate.

B. ACCOUNTING CHANGES: The rates contained in Section I of this agreement are based on the accounting system in effect at the time the agreement was negotiated. Changes to the method(s) of accounting for costs, which affect the amount of reimbursement resulting from the use of these rates require the prior approval of the authorized representative of the cognizant negotiation agency. Such changes include but are not limited to changes in the charging of a particular type of cost from indirect to direct. Failure to obtain such approval may result in subsequent cost disallowances.

C. FIXED RATES WITH CARRY-FORWARD PROVISIONS: The fixed rates contained in this agreement are based on estimates of the costs for FY 2010. When actual costs for this fiscal year are determined, adjustments will be applied to the next subsequent rate negotiation to recognize the difference between the FY 2010 estimated costs used to establish the fixed rates and the negotiated actual FY 2010 costs.

D. Carry Forward Amounts: The following carry-forward amounts were considered in the establishment of the FY 2010 rates:


Rate Category	Liquidated in FY 2010 Fixed Rates
Indirect Costs:	
Lab Overhead - FY 05	\$7
Lab Overhead - FY 07	(\$24,284)
Lab Overhead - FY 08 <i>Estimated</i>	\$642,331
G&A - FY 05	\$4
G&A - FY 06	(\$83,506)
Employee Benefits:	
Regular - FY 04	\$99
Regular - FY 05	\$22,808
Regular - FY 06	\$11,992
Regular - FY 07	\$87,128
Regular - FY 08 <i>Estimated</i>	(\$359,021)
Regular OT - FY 05	(\$35,903)
Regular OT - FY 06	(\$6,903)
Regular OT - FY 07	\$8,875
Regular OT - FY 08 <i>Estimated</i>	\$2,890
Casual - FY 05	\$1,953
Casual - FY 06	\$5,447
Casual - FY 07	\$928
Casual - FY 08 <i>Estimated</i>	(\$6,854)
Casual OT - FY 04	(\$26)
Casual OT - FY 05	(\$72)
Casual OT - FY 07	(\$67)
Casual OT - FY 08 <i>Estimated</i>	\$124

Note: () denotes over-recovery.

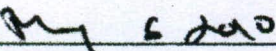
E. USE BY OTHER FEDERAL AGENCIES: The rates set forth in Section I are negotiated in accordance with and under the authority set forth in 2 CFR 230. Accordingly, such rates shall be applied to the extent provided in such regulations to grants, contracts, and other transactions to which 2 CFR 230 applies, subject to any limitations in part A of this section. Copies of this document may be provided by either party to other federal agencies which have or intend to issue or award sponsored agreements using these rates or to otherwise provide such agencies with documentary notice of this agreement and its terms and conditions.

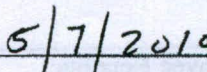
Accepted:
FOR WOODS HOLE OCEANOGRAPHIC
INSTITUTION:

FOR THE U.S GOVERNMENT:


CHRISTOPHER J. WINSLOW
Vice President for Finance
and Administration


DEBORAH K. RAFI
Contracting Officer


Date


Date

For information concerning this agreement contact:

DAVID F. GODFREY, Negotiator
Office of Naval Research
875 North Randolph Street
Arlington, VA 22203-1995

Phone: (703) 696-2586
E-mail: david.f.godfrey@navy.mil