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| <b>To Office of General Counsel</b><br><u><b>Privileged &amp; Confidential</b></u>  |  | <b>From</b>  |  |
| <b>Department/Group</b>   |  | <b>Contact Data</b>  |  |
| <b>Project Name &amp; Proposal No.</b>  |  | <b>Budget/Estimated Award Amount</b>   |  |
| <b>Principal Investigator &amp; Contact Data</b>  |  | <b>Other WHOI Contacts – Email &amp; phone</b>   |  |
| <b>Sponsor</b><br><br><small>(Government, academic, or nonprofit entity)</small>  |  | <b>Contracting Party Name</b><br><br><small>(Prime contractor or subcontractor/vendor to WHOI)</small>                               |  |
| <b>DRAFT Agreement/Terms &amp; Conditions Attached?</b><br><br><small>(Indicate if WHOI Ts &amp; Cs, other WHOI agreement submitted to other party)</small> |  | <b>Party proposing agreement or Ts &amp; Cs</b>  |  |
| <b>Proposal Due Date</b>  |  | <b>Target date for agreement/Ts &amp; Cs negotiation</b>   |  |
| <b>List all other contract and associated parties</b>   |  |  |  |
| <b>Other party risk</b>   |  | <small>(Identify any party posing adverse risk to WHOI's standing and reputation)</small>  |  |
|   |  |  |  |
| <b>Summary of Project</b>   |  | <b>Financial Commitment(s)</b><br><br><small>(Spending or funding commitments by WHOI, or by sponsor/prime contractor)</small>       |  |
| <b>Authorization and review prior to submission</b>   |  |  |  |
| <b>By:</b><br><br><small>(Dept. Chair, Dir., or VP)</small>   |  | 1. Principal risk(s) necessitating legal review:<br><br>2. Actions considered/proposed to address and reduce/eliminate such risk(s): |  |
| <b>Complete additional details below</b>  |  |  |  |

**List specific issues and terms/deal points contract must address**

**Intellectual Property**

(ID and explain IP involved and expectations on creation, ownership, licensing, usage)

**Describe potential areas (if any) in which WHOI may not be able to perform**

(If none, state affirmatively WHOI's ability to perform as proposed and agreed in contract)

**Risks of WHOI nonperformance**

1. Financial risk(s)
2. Funding source or project funds for WHOI's payment of damages
3. Other risks (e.g., termination for cause; harm to institutional reputation; environmental liability)

**Risks to WHOI of Other Parties' Nonperformance**

(Other parties include associated parties with which WHOI may have no direct agreement)

Legal review by:

Date:

**WHOI Counsel Comments**