



WOODS HOLE OCEANOGRAPHIC INSTITUTION

CORPORATE RESOLUTION

Authority to Execute Contractual Agreements

I, Emiley Lockhart, Secretary of the Corporation of the Woods Hole Oceanographic Institution, a corporation organized under the laws of the State of Massachusetts, hereby certify that the following is a full and true copy of a resolution adopted by the Board of Trustees of said company on **February 7, 2023**.

VOTED:

1. That the holders of the following positions are hereby empowered to execute contractual or other agreements (including MOUs, real estate and deed transfers) on behalf of the Institution:

- President and Director
- Deputy Director and Vice President for Science and Engineering
 - (1) Up to \$5,000,000 when accepting grants, awards, or subawards
- Vice President for Academic Programs and Dean
- Vice President for Advancement and Chief Marketing Officer
- Vice President for Operations and Chief Financial Officer and Assistant Treasurer
- Vice President for Marine Facilities and Operations
- Vice President for Business and for Legal Affairs, General Counsel
- Chief Communications Officer (not to exceed \$500,000)
- Chief Development Officer (not to exceed \$500,000)
- Senior Director, Finance (not to exceed \$500,000)
- Director, Grant & Contract Services
 - (1) not to exceed \$500,000 when committing Institutional funds; or,
 - (2) up to \$4,000,000 when approving government proposals; or,
 - (3) up to \$1,000,000 for approving non-government proposals; or,
 - (4) up to \$4,000,000 when accepting annual grants, awards, or subawards.
- Procurement Manager (not to exceed \$500,000)
- Director of Facilities (not to exceed \$500,000)
- Director of Ship Operations (not to exceed \$500,000 in value)
- Chief People Officer (not to exceed \$500,000 in value)
- Assistant General Counsel (not to exceed \$100,000 value)
- Director of Technology Transfer (Non-Disclosure Agreements and Material Transfer Agreements)

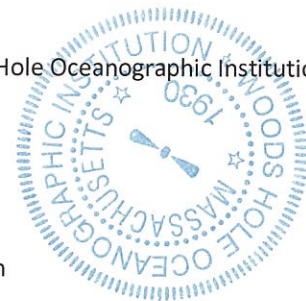
Commitment of Institution funds from \$500,000 to \$1,000,000 requires approval from the President and Director or a Vice President. Commitments exceeding \$1,000,000 require approval from the Vice President for Operations and Chief Financial Officer and either the President and Director or the Deputy Director and Vice President for Science and Engineering. Acceptance of academic, research, or government grants or awards exceeding \$5,000,000 requires approval from the Vice President for Operations and Chief Financial Officer or Vice President for Legal Affairs *and* either the President and Director or the Deputy Director and Vice President for Science and Engineering.¹

2. That the holders of the following positions are hereby authorized to sell, assign, or transfer shares of any corporation owned by Woods Hole Oceanographic Institution, as trustee:

- Vice President for Operations and Chief Financial Officer
- Senior Director, Finance

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of said Woods Hole Oceanographic Institution on **February 7, 2023**.

Emiley Z. Lockhart
Secretary of the Corporation



¹ All proposals will otherwise continue to be managed by the Director of Research, Director and/or Manager, Grant and Contract Services, and the procedures they have established (i.e. "green sheets").