



CORPORATE RESOLUTION
Authority to Execute Contractual Agreements

I, **Peter de Menocal, President and Director** 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 **October 18, 2024**.

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 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 **\$4,000,000** for approving non-government proposals; or,
 - (4) up to \$4,000,000 when accepting grants, awards, or subawards.
- **PostAward Manager, PreAward Manager, SubAward Manager**
 - (1) Up to \$500,000 when accepting grants, awards, or subawards
 - (2) Up to \$500,000 for issuance of new and amended subawards
- Senior Contract Officer (not to exceed \$4,000,000)
- 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 in 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. All proposals will otherwise continue to be managed by the Deputy Director and Vice President for Science and Engineering, and the Director, Grant and Contract Services and the procedures they have established (i.e. "green sheets").

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 October 18, 2024.

Peter de Menocal

Peter de Menocal
President and Director

