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

IN REPLY REFER TO:

Agreement Date: December 18, 2025

NEGOTIATION AGREEMENT

INSTITUTION: **WOODS HOLE OCEANOGRAPHIC INSTITUTION**
WOODS HOLE, MASSACHUSETTS 02543

The Indirect Cost and Fringe Benefits rates contained herein are for use on grants, contracts, and other agreements issued or awarded to Woods Hole Oceanographic Institution by all Federal Agencies of the United States of America, in accordance with the provisions and cost principles mandated by 2 CFR Part 200. These rates shall be used for forward pricing and billing purposes for Woods Hole Oceanographic Institute Fiscal Year 2026.

SECTION I: RATES - TYPE: FIXED

TYPE	FROM	TO	RATE	BASE	APPLICABLE TO	LOCATION
Indirect Rates:						
Fixed	01/01/26	12/31/26	65.25%	(a)	Research[1]	ALL
Fixed	01/01/26	12/31/26	31.32%	(a)	Marine Operations[2]	ALL
Fringe Benefit Rates:						
Fixed	01/01/26	12/31/26	33.48%	(b)	Fringe (Reg)	ALL
Fixed	01/01/26	12/31/26	15.04%	(c)	Fringe (Reg OT)	ALL
Fixed	01/01/26	12/31/26	8.61%	(d)	Fringe (Casual)	ALL
Fixed	01/01/26	12/31/26	13.81%	(e)	Fringe (Casual OT)	ALL
Fixed	01/01/26	12/31/26	4.97%	(f)	Cruise Leave	ALL
Fixed	01/01/26	12/31/26	15.19%	(g)	Paid Absences	ALL

[1]Research: Contracts and awards (projects) that include all sponsored and internally sponsored research activities carried out by the Institution other than those defined as Marine Operations.

[2]Marine Operations: Contracts and awards (projects) that deploy marine related facilities (example: docks), vessels, equipment and department administration solely supporting the Marine Operations Facilities and Operations group that directly or indirectly benefit or provide support to the University Oceanographic Laboratory System (UNOLS).

DISTRIBUTION BASES

(a) Modified Total Direct Costs (MTDC) means all direct salaries and wages, applicable fringe benefits, materials and supplies, services, travel, and up to the first $50,000 of each subaward (regardless of the period of performance of the subawards under the award). MTDC excludes equipment, capital expenditures, charges for patient care, rental costs, tuition remission, scholarships and fellowships, participant support costs, the portion of each subaward in excess of $50,000, ship and submersible use, ships fuel, vessel charges, and maintenance and stabilization agreements for ship overhauls.

(b) Total assignable salaries of regular employees (direct and indirect) including paid absences, excluding Graduate Research Assistants and overtime salaries and allocated paid leave benefits.

(c) Total assignable overtime salaries of regular employees.

(d) Total assignable salaries of casual employees (direct and indirect) excluding Graduate Research Assistants and overtime salaries.

(e) Total assignable overtime salaries of casual employees.

(f) Total assignable cruise leave salaries of regular employees.

(g) Total assignable salaries of regular employees (direct and indirect) excluding Graduate Research Assistants and overtime salaries.

SECTION II - GENERAL TERMS AND CONDITIONS

A. **LIMITATIONS**: Use of the rates set forth under Section I is subject to availability of funds and to any other statutory or administrative limitations. The rates are applicable to a given grant or contract or other agreement 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 organization were included in this indirect cost pool as finally accepted and that such costs are legal obligations of the organization 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 organization 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 written approval of the authorized representative of the cognizant agency for indirect costs. 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 FY2026. When actual costs for this fiscal year are determined, adjustments will be applied to a rate negotiation for a subsequent fiscal year to recognize the difference between the FY2026 estimated costs used to establish the fixed rates and negotiated actual FY2026 costs.

D. **CARRY-FORWARD AMOUNTS**: The following estimated FY2024 carry-forward amounts were included in the establishment of the FY2026 rates: ( ) denotes over-recovery.

Rate Category	Liquidated in FY 2026 Fixed Rates
	FY24 Final CFW
Indirect Cost	
Research	($2,104,075)
Marine Operations	($125,796)
Fringe Benefits	
Regular	($1,276,538)
Regular OT	($282,761)
Casual	$8,968
Casual OT	$5,601
Cruise Leave	($9,951)
Paid Absences	($2,729,704)

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 Part 200. Accordingly, such rates shall be applied to the extent provided in such regulations to grants, contracts, and other agreements to which 2 CFR Part 200 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 to provide such agencies with documentary notice of this agreement and its terms and conditions.

F. **SPECIAL REMARKS**: The Government's agreement with the rates set forth in Section I is not an acceptance of the Woods Hole Oceanographic Institute accounting practices or methodologies. Any reliance by the Government on cost data or methodologies submitted by

Woods Hole Oceanographic Institute is on a non-precedence-setting basis and does not imply Government acceptance.

Accepted:

FOR WOODS HOLE OCEANOGRAPHIC INSTITUTION:

Kathryn Link
Vice President for Operations
and Chief Financial Officer

12/19/2025
Date

FOR THE U.S. GOVERNMENT:

TINGLE.BETTY.JOHNSON.1204289359
Digitally signed by TINGLE.BETTY.JOHNSON.1204289359
Date: 2025.12.19 13:15:07 -05'00'

Betty J. Tingle
Contracting Officer

Date

For information concerning this agreement contact:

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