



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

IN REPLY REFER TO:

Agreement Date: June 11, 2009

Supersedes Agreement dated: June 12, 2008

NEGOTIATION AGREEMENT

Institution: WOODS HOLE RESEARCH CENTER
P.O. BOX 296
WOODS HOLE, MASSACHUSETTS 02543-0296

The Indirect Cost 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 Fiscal Year 2009. This rate agreement supersedes all previous rate agreements for Fiscal Year 2009 (FY 09).

SECTION I: RATES - TYPE: PREDETERMINED (PRED)
 PROVISIONAL (PROV)

<u>TYPE</u>	<u>POOL</u>	<u>FROM</u>	<u>TO</u>	<u>RATE</u>	<u>BASE</u>	<u>APPLICABLE</u> <u>TO</u>	<u>LOCATION</u>
PRED	Overhead	7/1/08	6/30/09	47.2 %	(a)	All Programs	On-Site
PROV	Overhead	7/1/09	6/30/10	49.0 %	(a)	All Programs	On-Site

DISTRIBUTION BASE

- (a) Total Direct Costs excluding capital expenditures and the portion of subaward costs over \$25,000.
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SECTION II – GENERAL

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. USE BY OTHER FEDERAL AGENCIES: The rates set forth in Section I were 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 and contracts 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.

D. PREDETERMINED RATES: The predetermined rate set forth in Section I of this agreement is not subject to adjustment in accordance with the provisions of 2 CFR 230, subject to the limitations contained in Part A of this section.

E. PROVISIONAL RATES: The provisional rate contained in this agreement is subject to unilateral amendment by the Government or bilateral amendment by the contracting parties at any time.

Acceptance:

FOR THE WOODS HOLE
RESEARCH CENTER:


ROBERT M. BARRY
Director of Finance

June 12, 2009
Date

FOR THE U.S. GOVERNMENT:


DEBORAH K. RAFI
Contracting Officer

June 15, 2009
Date

For information concerning this agreement contact:

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