

Monterey Bay Aquarium Research Institute

NONDISCLOSURE AGREEMENT

The Monterey Bay Aquarium Research Institute and the University of Washington (the "Parties") are to be engaged in transferring certain information relating to the MBARI Benthic Rover for the purpose of determining the potential of a collaborative research project involving the transfer of the Benthic Rover to University of Washington. All Information is considered to be confidential and the proprietary property of the disclosing party ("DISCLOSER"). DISCLOSER is willing to disclose and the receiving party ("RECIPIENT") is willing to receive such Information subject to the following terms and conditions:

1. The Information shall be supplied to RECIPIENT in written form and shall be identified as being confidential and disclosed under this Agreement. All Information in the form of diagrams and descriptions relating to the Benthic Rover shall be identified as confidential and disclosed under this Agreement. Any Information which is disclosed in oral form shall be confirmed in written summary form within thirty (30) day period of time.
2. RECIPIENT shall hold the Information in confidence and shall use the same level of care to prevent the use or disclosure of the Information as it exercises in protecting its own information of similar nature.
3. RECIPIENT shall not use the Information for any purpose other than the aforesaid named project and determination of interest without prior written consent of DISCLOSER.
4. RECIPIENT reserves the right to disclose the Information to officers and employees of RECIPIENT and its affiliated companies and to consultants thereof for the purpose of evaluating the Information. All reasonable steps shall be taken to assure that such officers, employees, and consultants to whom Information is disclosed will also comply with the obligations RECIPIENT undertakes under this Agreement. RECIPIENT may disclose Information to the extent such disclosure is reasonably necessary in complying with applicable governmental laws or regulations, or court order, (including without limitation Revised Code of Washington 42.56 and any policies or administrative rules adopted pursuant thereto) provided, however, RECIPIENT agrees to provide DISCLOSER with notice of such requirement in advance of disclosure, if possible, so that such DISCLOSER may take any action it deems appropriate to prevent or limit disclosure, and RECIPIENT agrees to provide reasonable cooperation not to hinder such actions.
5. Nothing contained in this Agreement shall be construed, by implication or otherwise, as an obligation to enter into any further agreement relating to the Information or as a grant of a license to RECIPIENT or its affiliated companies to use the Information other than for the potential collaboration and transfer of the Benthic Rover. Should RECIPIENT desire to commercialize any aspect of the Information, it will seek to reach a mutually satisfactory agreement with DISCLOSER concerning such commercial use.
6. The parties acknowledge that certain Information disclosed under this Agreement may be subject to the export control laws or regulations of the United States of America, including, but without limitation, regulations under the export control laws that may be applicable to direct or indirect re-exportation of such information or of equipment, products, technical data or services directly produced by use of such information.
7. The term of this Agreement is one (1) year from the date of last signature. Either Party may terminate this Agreement for any reason upon sixty (60) days prior written notice to the other Party.
8. The confidentiality and non-use obligations of this Agreement shall not apply to:
 - a. Information which at the time of disclosure or use is in the public domain; or
 - b. Information which, after disclosure, becomes part of the public domain by publication or otherwise, except by breach of this Agreement by RECIPIENT; or
 - c. Information which RECIPIENT or its affiliates can establish by reasonable proof was in their possession at the time of the disclosure by DISCLOSER or was subsequently and independently developed by employees of RECIPIENT or its affiliated companies who had no knowledge of DISCLOSER's Information; or

- d. Information which RECIPIENT shall receive, without obligation or confidentiality, from a third party who has the right to disclose it to RECIPIENT; or
- e. Information which is transmitted to the receiving party after the disclosing party has received written notice from the receiving party that it does not desire to receive Information; or
- f. Information which the receiving party is obligated to produce under order of a court of competent jurisdiction.

RECIPIENT's and DISCLOSER's confidentiality and non-use obligations under this Agreement shall expire on the fifth (5th) anniversary of the latest date set forth below.

IN WITNESS WHEREOF, the parties hereto have respectively caused this Agreement to be signed by their duly authorized representatives on the date herein set forth.

Monterey Bay Aquarium Research Institute

By: Basilio Martinez

By: 11FD7B01B08F475...

Basilio Martinez, CFO

Date: 4/24/2025

The University of Washington

By: Dahra Latham

By: 7B60D41B10114F6...

Dahra Latham, Contract Specialist

Date: 4/24/2025

Read and acknowledged (not a Party)

By: Calvin Mordy

By: 553567BEC26746A...

Calvin W Mordy, UW Principal Investigator

Date: 4/24/2025

DocuSigned by:

By: Nicolas Michel-Hart

By: EB60C10D042E452...

Nicolas Michel-Hart, Research Scientist

Date: 4/24/2025

UW tracking # NAA233655

University of Washington
Office of Sponsored Programs
4333 Brooklyn Ave NE, Box 359472
Seattle, WA 98195-9472
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osp@uw.edu

Certificate Of Completion

Envelope Id: 6E6C9E98-F8CD-4114-A67B-02D285E9B034

Status: Completed

Subject: Complete with Docusign: NAA233655 - UW + MBARI NDA re BenthicRover - for signature

Source Envelope:

Document Pages: 2

Signatures: 4

Envelope Originator:

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Dahra Latham

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Envelopeld Stamping: Enabled

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Status: Original

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dahra@uw.edu

Signer Events

Calvin Mordy

mordy@uw.edu

Security Level: Email, Account Authentication
(None)

Signature

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Calvin Mordy
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Sent: 4/23/2025 4:57:47 PM

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Signed: 4/24/2025 10:11:08 AM

Signature Adoption: Pre-selected Style

Using IP Address: 97.113.141.87

Electronic Record and Signature Disclosure:

Accepted: 4/24/2025 10:08:05 AM

ID: e8485a0b-3e5f-4b26-8707-1c40afb2fc8

Nicolas Michel-Hart

ncmh@uw.edu

University of Washington - Pilot Account

Security Level: Email, Account Authentication
(None)

DocuSigned by:

Nicolas Michel-Hart
EB60C10D042E452...

Sent: 4/24/2025 10:11:09 AM

Viewed: 4/24/2025 10:12:08 AM

Signed: 4/24/2025 10:50:37 AM

Signature Adoption: Pre-selected Style

Using IP Address: 128.95.97.153

Electronic Record and Signature Disclosure:

Accepted: 4/24/2025 10:12:08 AM

ID: 2bf4347c-e52a-4dd3-a1e8-1e5605983675

Dahra Latham

dahra@uw.edu

Contract Specialist

University of Washington - Pilot Account

Security Level: Email, Account Authentication
(None)

DocuSigned by:

Dahra Latham
BF60D41B10114F6...

Sent: 4/24/2025 10:50:40 AM

Viewed: 4/24/2025 10:51:36 AM

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Signature Adoption: Pre-selected Style

Using IP Address: 73.109.184.169

Electronic Record and Signature Disclosure:

Not Offered via Docusign

Basilio Martinez

basilio@mbari.org

CFO

MBARI

Security Level: Email, Account Authentication
(None)

Signed by:

Basilio Martinez
11FD7B01B08F475...

Sent: 4/24/2025 10:51:49 AM

Viewed: 4/24/2025 11:18:31 AM

Signed: 4/24/2025 11:18:39 AM

Signature Adoption: Pre-selected Style

Using IP Address: 134.89.113.247

Electronic Record and Signature Disclosure:

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In Person Signer Events

Signature

Timestamp

Editor Delivery Events	Status	Timestamp
Agent Delivery Events	Status	Timestamp
Intermediary Delivery Events	Status	Timestamp
Certified Delivery Events	Status	Timestamp
Carbon Copy Events	Status	Timestamp
Larry Joireman joireman@uw.edu University of Washington - Pilot Account Security Level: Email, Account Authentication (None) Electronic Record and Signature Disclosure: Not Offered via DocuSign	COPIED	Sent: 4/24/2025 11:18:40 AM
Alana Sherman alana@mbari.org Security Level: Email, Account Authentication (None) Electronic Record and Signature Disclosure: Not Offered via DocuSign	COPIED	Sent: 4/24/2025 11:18:41 AM
Witness Events	Signature	Timestamp
Notary Events	Signature	Timestamp
Envelope Summary Events	Status	Timestamps
Envelope Sent	Hashed/Encrypted	4/23/2025 4:57:47 PM
Certified Delivered	Security Checked	4/24/2025 11:18:31 AM
Signing Complete	Security Checked	4/24/2025 11:18:39 AM
Completed	Security Checked	4/24/2025 11:18:41 AM
Payment Events	Status	Timestamps
Electronic Record and Signature Disclosure		

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Unless you tell us otherwise in accordance with the procedures described herein, we will provide electronically to you through the DocuSign system all required notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you during the course of our relationship with you. To reduce the chance of you inadvertently not receiving any notice or disclosure, we prefer to provide all of the required notices and disclosures to you by the same method and to the same address that you have given us. Thus, you can receive all the disclosures and notices electronically or in paper format through the paper mail delivery system. If you do not agree with this process, please let us know as described below. Please also see the paragraph immediately above that describes the consequences of your electing not to receive delivery of the notices and disclosures electronically from us.

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You may contact us to let us know of your changes as to how we may contact you electronically, to request paper copies of certain information from us, and to withdraw your prior consent to receive notices and disclosures electronically as follows:

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If you created a DocuSign account, you may update it with your new email address through your account preferences.

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