

March 8, 2024

Bill Kirkwood, IEEE OES Treasurer
Institute of Electrical and Electronics Engineers Inc.
445 Hoes Lane
Piscataway, NJ 08854
Email: kiwi@mbari.org

Re: Charitable Contribution for Institute of Electrical and Electronics Engineers Inc. (GBMF ID #12772)

Dear Bill Kirkwood:

The Gordon and Betty Moore Foundation (the "Foundation") has awarded Institute of Electrical and Electronics Engineers Inc. ("IEEE") a contribution in the amount of \$15,000 (the "Contribution") in support of the marine imaging workshop, a 150-200 person meeting focused on bringing together scientists and engineers to present the state of the art in marine imaging and discuss strategies for effective advancement of the field.

This letter contains the terms and conditions of the Contribution.

1. Grantee's Status

IEEE is a tax-exempt organization under Internal Revenue Code (the "Code") Section 501(c)(3) and is not a private foundation as defined in Code Section 509(a) or is a foreign organization that has provided the Foundation with a qualifying Foreign Public Charity Equivalency Affidavit. IEEE will notify the Foundation immediately of any potential or actual change to this status.

2. Prohibited Uses

IEEE will not use the Contribution:

- (a) To carry on propaganda, or otherwise attempt to influence any legislation, within the meaning of Code Section 4945(d)(1);
- (b) To influence the outcome of any election campaign for public office on behalf of, or in opposition to, any candidate, or to carry on, directly or indirectly, any voter registration drive, within the meaning of Code Section 4945(d)(2); or
- (c) To undertake any activity for any purpose other than one or more of the charitable purposes specified in Code Section 170(c)(2)(B).

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3. **Compliance with Laws**

IEEE will use the Contribution in compliance with all applicable laws and regulations.

4. **Entire Agreement**

This letter supersedes any prior oral or written understandings or communications between the parties pertaining to the Contribution and constitutes the entire agreement of the parties with respect to the Contribution. IEEE retains full control and discretion over the selection of subgrantees and subcontractors and confirms that there is no agreement, either written or oral, by which the Foundation can cause IEEE to select any particular entity or individual to receive Contribution funds. The Foundation and its representatives have made no actual or implied promise of future funding except for the amounts specified in this letter.

The Foundation will transmit the funds using the banking information IEEE has provided. The Foundation will regard IEEE's acceptance and retention of the funds as its agreement to the terms and conditions in this letter.

If you have any questions, please notify me.

Sincerely,

Valerie Bennett

Valerie Bennett
Grants Officer, Grants Administration
Gordon and Betty Moore Foundation

cc: Dr. Kakani Katija, Principal Engineer, kakani@mbari.org