

EXHIBIT A

SERVICES SUPPLEMENT

Dated _____

To

Independent Contract AGREEMENT

Dated _____

By and between

Woods Hole Oceanographic Institution and _____

Overview

This Services Supplement is subject to, and governed by, the Independent Contractor / Contractor Agreement, dated _____ (the "Agreement"), by and between _____ Of _____ ("you" or the "IC"), and **The Woods Hole Oceanographic Institution** (the "Institution") located in Woods Hole, Ma.

This Services Supplement sets forth a description of the services to be performed by you (the "Services") and the Deliverables, in connection with the Services. The date of this Services Supplement is _____ (the "Services Supplement Effective Date"). All capitalized terms used herein without definition shall have the meaning set forth in the Agreement.

Services:

General.

1. Introduction. [Provide a short description of the requirements without including the specific requirements]

2. Background. [Summarize information which is essential for understanding the work and ensure technical information is understandable to potential readers of different disciplines]

3. Objectives. [What is the desired end result, if any]

4. Scope. [A brief description of: Size of the anticipated effort; summary of actions to be performed; results expected; timeframes, including specific phases of work; and special areas of interest.]

5. Place of Performance/Hours of Operation. [Please indicate all locations that the contractor may be asked to perform or state that it will be at the contractor's facilities. If necessary, identify the main location, and approximately how far away any secondary locations are. Also, please specify how often the contractor may have to visit these locations. Identify normal working hours and how you wish to address overtime or extra hours.]

6. Contractor Furnished Items. [All items the contractor is to furnish during the contract.]

7. Specific Requirements.

8. Key Personnel

9. Quality Control

10. Travel [As part of the Cost Proposal, the contractor shall provide any anticipated travel costs, if known, to include: origination; destination; number of trips; number of persons; and a breakdown of lodging, meals, transportation and related costs. Actual expenses are limited by the Government Travel Regulations and must be pre-approved by the client.]

IN WITNESS WHEREOF, the parties hereto have signed this Agreement as of the Services Supplement Effective Date.

Woods Hole Oceanographic Institution

Independent Contractor's Name

By: Matthew Agnese, M.B.A.

By: _____

Title: Procurement Manager

Title: _____