

PwC US Tax LLP
101 SEAPORT BOULEVARD
BOSTON, MA 02210

WOODS HOLE OCEANOGRAPHIC INSTITUTION
INSTRUCTIONS FOR FILING
FORM 8879-TE
IRS E-FILE SIGNATURE AUTHORIZATION FOR FORM 990
FOR THE YEAR ENDED DECEMBER 31, 2022

THE ORIGINAL IRS E-FILE SIGNATURE AUTHORIZATION FORM SHOULD BE SIGNED (USE FULL NAME) AND DATED BY AN AUTHORIZED OFFICER OF THE ORGANIZATION.

RETURN YOUR SIGNED IRS E-FILE SIGNATURE AUTHORIZATION FORM 8879-TE TO:

PWC US TAX LLP
101 SEAPORT BLVD., SUITE 500
BOSTON MA 02210

THERE IS NO TAX DUE WITH THE FILING OF THIS RETURN.

DO NOT SEPARATELY FILE FORM 990 WITH THE INTERNAL REVENUE SERVICE. DOING SO WILL DELAY THE PROCESSING OF YOUR RETURN. WE MUST RECEIVE YOUR SIGNED FORM BEFORE WE CAN ELECTRONICALLY TRANSMIT YOUR RETURN, WHICH IS DUE ON OR BEFORE NOVEMBER 15, 2023. WE WOULD APPRECIATE YOU RETURNING THIS FORM AS SOON AS POSSIBLE AS THIS WILL EXPEDITE THE PROCESSING OF YOUR RETURN. THE INTERNAL REVENUE SERVICE WILL NOTIFY US WHEN YOUR RETURN IS ACCEPTED. YOUR RETURN IS NOT CONSIDERED FILED UNTIL THE INTERNAL REVENUE SERVICE CONFIRMS THEIR ACCEPTANCE, WHICH MAY OCCUR AFTER THE DUE DATE OF YOUR RETURN.

23 990

Form **8879-TE**

IRS e-file Signature Authorization for a Tax Exempt Entity

OMB No. 1545-0047

For calendar year 2022, or fiscal year beginning 01/01/2022 and ending 12/31/2022

2022

Department of the Treasury
Internal Revenue Service

Do not send to the IRS. Keep for your records.
Go to www.irs.gov/Form8879TE for the latest information.

Name of filer WOODS HOLE OCEANOGRAPHIC INSTITUTION EIN or SSN 04-2105850

Name and title of officer or person subject to tax KATHRYN LINK, VP OPS & CFO

Part I Type of Return and Return Information

Check the box for the return for which you are using this Form 8879-TE and enter the applicable amount, if any, from the return. Form 8038-CP and Form 5330 filers may enter dollars and cents. For all other forms, enter whole dollars only. If you check the box on line 1a, 2a, 3a, 4a, 5a, 6a, 7a, 8a, 9a, or 10a below, and the amount on that line for the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, 5b, 6b, 7b, 8b, 9b, or 10b, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. Do not complete more than one line in Part I.

| | | | | |
|-----------------------------|-------------------------------------|---|-----|-------------------|
| 1a Form 990 check here | <input checked="" type="checkbox"/> | b Total revenue, if any (Form 990, Part VIII, column (A), line 12) | 1b | <u>353851530.</u> |
| 2a Form 990-EZ check here | <input type="checkbox"/> | b Total revenue, if any (Form 990-EZ, line 9) | 2b | |
| 3a Form 1120-POL check here | <input type="checkbox"/> | b Total tax (Form 1120-POL, line 22) | 3b | |
| 4a Form 990-PF check here | <input type="checkbox"/> | b Tax based on investment income (Form 990-PF, Part V, line 5) | 4b | |
| 5a Form 8868 check here | <input type="checkbox"/> | b Balance due (Form 8868, line 3c) | 5b | |
| 6a Form 990-T check here | <input type="checkbox"/> | b Total tax (Form 990-T, Part III, line 4) | 6b | |
| 7a Form 4720 check here | <input type="checkbox"/> | b Total tax (Form 4720, Part III, line 1) | 7b | |
| 8a Form 5227 check here | <input type="checkbox"/> | b FMV of assets at end of tax year (Form 5227, Item D) | 8b | |
| 9a Form 5330 check here | <input type="checkbox"/> | b Tax due (Form 5330, Part II, line 19) | 9b | |
| 10a Form 8038-CP check here | <input type="checkbox"/> | b Amount of credit payment requested (Form 8038CP, Part III, line 22) | 10b | |

Part II Declaration and Signature Authorization of Officer or Person Subject to Tax

Under penalties of perjury, I declare that I am an officer of the above entity or I am a person subject to tax with respect to (name of entity) _____, (EIN) _____ and that I have examined a copy of the 2022 electronic return and accompanying schedules and statements, and, to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the electronic return and, if applicable, the consent to electronic funds withdrawal.

PIN: check one box only

I authorize PWC US TAX LLP to enter my PIN 28422 as my signature
ERO firm name Enter five numbers, but do not enter all zeros

on the tax year 2022 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

As an officer or person subject to tax with respect to the entity, I will enter my PIN as my signature on the tax year 2022 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Signature of officer or person subject to tax [Signature] Date 11/7/23

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

04363813400

Do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2022 electronically filed return indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature [Signature] Date 11/02/2023

**ERO Must Retain This Form - See Instructions
Do Not Submit This Form to the IRS Unless Requested To Do So**

For Privacy Act and Paperwork Reduction Act Notice, see back of form.

Form **8879-TE** (2022)

JSA
2X3008 2.000

Form **990**

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2022

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter social security numbers on this form as it may be made public.

Go to www.irs.gov/Form990 for instructions and the latest information.

Open to Public
Inspection

A For the 2022 calendar year, or tax year beginning _____ and ending _____

B Check if applicable:
 Address change
 Name change
 Initial return
 Final return/terminated
 Amended return
 Application pending

C Name of organization: **WOODS HOLE OCEANOGRAPHIC INSTITUTION**
 Doing business as: _____
 Number and street (or P.O. box if mail is not delivered to street address): **569 WOODS HOLE ROAD MS 14** Room/suite: _____
 City or town, state or province, country, and ZIP or foreign postal code: **WOODS HOLE, MA 02543**

D Employer identification number: **04-2105850**

E Telephone number: **(508) 457-2000**

G Gross receipts \$: **376,531,730.**

F Name and address of principal officer: **PETER DE MENOCA**
569 WOODS HOLE ROAD, MS 14, WOODS HOLE, MA 02543

H(a) Is this a group return for subordinates? Yes No
H(b) Are all subordinates included? Yes No
 If "No," attach a list. See instructions.

H(c) Group exemption number: _____

I Tax-exempt status: 501(c)(3) 501(c) () (insert no.) 4947(a)(1) or 527

J Website: **WWW.WHOI.EDU**

K Form of organization: Corporation Trust Association Other

L Year of formation: **1930** **M** State of legal domicile: **MA**

Part I Summary

1 Briefly describe the organization's mission or most significant activities: SEE SCHEDULE O

2 Check this box if the organization discontinued its operations or disposed of more than 25% of its net assets.

| | | |
|--|-----------|----------|
| 3 Number of voting members of the governing body (Part VI, line 1a) | 3 | 36 |
| 4 Number of independent voting members of the governing body (Part VI, line 1b) | 4 | 34 |
| 5 Total number of individuals employed in calendar year 2022 (Part V, line 2a) | 5 | 1,304 |
| 6 Total number of volunteers (estimate if necessary) | 6 | 94 |
| 7a Total unrelated business revenue from Part VIII, column (C), line 12 | 7a | 784,802. |
| b Net unrelated business taxable income from Form 990-T, Part I, line 11 | 7b | 67,002. |

| | Prior Year | Current Year |
|--|--------------|--------------|
| 8 Contributions and grants (Part VIII, line 1h) | 286,413,539. | 342,645,334. |
| 9 Program service revenue (Part VIII, line 2g) | 7,739,564. | 8,296,918. |
| 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) | NONE | NONE |
| 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 502,093. | 2,909,278. |
| 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 294,655,196. | 353,851,530. |
| 13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) | 12,087,932. | 13,596,573. |
| 14 Benefits paid to or for members (Part IX, column (A), line 4) | NONE | NONE |
| 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) | 140,475,289. | 137,441,676. |
| 16a Professional fundraising fees (Part IX, column (A), line 11e) | 103,941. | 363,684. |
| b Total fundraising expenses (Part IX, column (D), line 25) | 4,297,179. | |
| 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) | 144,752,499. | 144,826,690. |
| 18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) | 297,419,661. | 296,228,623. |
| 19 Revenue less expenses. Subtract line 18 from line 12 | -2,764,465. | 57,622,907. |

| | Beginning of Current Year | End of Year |
|--|---------------------------|--------------|
| 20 Total assets (Part X, line 16) | 725,776,960. | 715,285,770. |
| 21 Total liabilities (Part X, line 26) | 207,136,863. | 154,931,095. |
| 22 Net assets or fund balances. Subtract line 21 from line 20 | 518,640,097. | 560,354,675. |

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
 Signature of officer: *[Signature]* Date: **11/7/23**
 KATHRYN LINK VP OPS & CFO
 Type or print name and title

Paid Preparer Use Only
 Print/Type preparer's name: **ERICA R MCREYNOLDS** Preparer's signature: *[Signature]* Date: **11/02/2023** Check if self-employed PTIN: **P00977806**
 Firm's name: **PWC US TAX LLP** Firm's EIN: **92-0460586**
 Firm's address: **101 SEAPORT BLVD., SUITE 500 BOSTON, MA 02210** Phone no.: **617-530-5000**

May the IRS discuss this return with the preparer shown above? See instructions Yes No

For Paperwork Reduction Act Notice, see the separate instructions. **Form 990 (2022)**

Application for Automatic Extension of Time To File an Exempt Organization Return

► **File a separate application for each return.**
► **Go to www.irs.gov/Form8868 for the latest information.**

Electronic filing (e-file). You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/e-file-providers/e-file-for-charities-and-non-profits.

Automatic 6-Month Extension of Time. Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

| | | |
|--|--|--------------------------------------|
| Type or print | Name of exempt organization or other filer, see instructions. | Taxpayer identification number (TIN) |
| | WOODS HOLE OCEANOGRAPHIC INSTITUTION | 04-2105850 |
| | Number, street, and room or suite no. If a P.O. box, see instructions. | |
| | 569 WOODS HOLE ROAD MS 14 | |
| File by the due date for filing your return. See instructions. | City, town or post office, state, and ZIP code. For a foreign address, see instructions. | |
| | WOODS HOLE, MA 02543 | |

Enter the Return Code for the return that this application is for (file a separate application for each return)

| Application Is For | Return Code | Application Is For | Return Code |
|--|-------------|-----------------------------------|-------------|
| Form 990 or Form 990-EZ | 01 | Form 1041-A | 08 |
| Form 4720 (individual) | 03 | Form 4720 (other than individual) | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |
| Form 990-T (corporation) | 07 | | |

- The books are in the care of ► DANA FERNANDEZ, SR DIR FINANCE
569 WOODS HOLE RD, MS 14 WOODS HOLE MA 02543
Telephone No. ► 508 289-3505 Fax No. ► _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and TINs of all members the extension is for.

1 I request an automatic 6-month extension of time until 11/15, 2023, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► calendar year 2022 or
 ► tax year beginning _____, 20____, and ending _____, 20____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

| | | |
|---|--------------|------|
| 3a If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 3a \$ | NONE |
| b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | 3b \$ | NONE |
| c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 3c \$ | NONE |

Caution: If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-TE and Form 8879-TE for payment instructions.

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III [X]

1 Briefly describe the organization's mission:

SEE SCHEDULE O

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No

[] Yes [X] No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No

[] Yes [X] No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 243,305,232. including grants of \$ 12,813,620.) (Revenue \$ 489,833.)

SPONSORED AND INSTITUTIONAL RESEARCH IN OCEANOGRAPHY AND RELATED FIELDS: OF THE 1,069 SPONSORED RESEARCH AWARDS, 707 AWARDS ARE FROM 8 FEDERAL AGENCIES AND 362 ARE FROM 144 OTHER SPONSORS. INSTITUTION RESEARCH SPONSORED 306 PROJECTS FROM UNRESTRICTED FUNDS. IN ADDITION, WOODS HOLE OCEANOGRAPHIC INSTITUTION ISSUED 577 PUBLICATIONS IN 2022.

4b (Code:) (Expenses \$ 14,869,168. including grants of \$ 782,953.) (Revenue \$ 7,807,085.)

EDUCATION: JOINT GRADUATE PROGRAM WITH M.I.T. IN THE MARINE SCIENCES. IN 2022, THERE WERE 153 GRADUATE STUDENTS, 27 DEGREE RECIPIENTS, 47 POST DOCTORAL SCHOLARS AND FELLOWS, 23 SUMMER STUDENT FELLOWS AND 109 GUEST STUDENTS.

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe on Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 258,174,400.

Part IV Checklist of Required Schedules

Table with 3 columns: Question ID, Yes, No. Rows include questions 1 through 21 regarding organizational requirements and reporting.

Part IV Checklist of Required Schedules (continued)

Table with 3 columns: Question, Yes, No. Rows 22-38 covering various organizational requirements and schedules.

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V []

Table with 3 columns: Question, Yes, No. Rows 1a-1c regarding Form 1096, Forms W-2G, and backup withholding rules.

| Part V Statements Regarding Other IRS Filings and Tax Compliance (continued) | | Yes | No |
|---|---|-----|----|
| 2a | Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return. 2a 1,304 | | |
| b | If at least one is reported on line 2a, did the organization file all required federal employment tax returns? | X | |
| 3a | Did the organization have unrelated business gross income of \$1,000 or more during the year? | X | |
| b | If "Yes," has it filed a Form 990-T for this year? <i>If "No" to line 3b, provide an explanation on Schedule O</i> | X | |
| 4a | At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? . . | | X |
| b | If "Yes," enter the name of the foreign country _____ See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). | | |
| 5a | Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? | | X |
| b | Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? | | X |
| c | If "Yes" to line 5a or 5b, did the organization file Form 8886-T? | | |
| 6a | Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? | | X |
| b | If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? | | |
| 7 | Organizations that may receive deductible contributions under section 170(c). | | |
| a | Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? | | X |
| b | If "Yes," did the organization notify the donor of the value of the goods or services provided? | | |
| c | Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? | | X |
| d | If "Yes," indicate the number of Forms 8282 filed during the year 7d | | |
| e | Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | | X |
| f | Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | | X |
| g | If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? | | |
| h | If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? . . | | |
| 8 | Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year? | | |
| 9 | Sponsoring organizations maintaining donor advised funds. | | |
| a | Did the sponsoring organization make any taxable distributions under section 4966? | | |
| b | Did the sponsoring organization make a distribution to a donor, donor advisor, or related person? | | |
| 10 | Section 501(c)(7) organizations. Enter: | | |
| a | Initiation fees and capital contributions included on Part VIII, line 12 10a | | |
| b | Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities 10b | | |
| 11 | Section 501(c)(12) organizations. Enter: | | |
| a | Gross income from members or shareholders 11a | | |
| b | Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.) 11b | | |
| 12a | Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? | | |
| b | If "Yes," enter the amount of tax-exempt interest received or accrued during the year 12b | | |
| 13 | Section 501(c)(29) qualified nonprofit health insurance issuers. | | |
| a | Is the organization licensed to issue qualified health plans in more than one state? 13a Note: See the instructions for additional information the organization must report on Schedule O. | | |
| b | Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans 13b | | |
| c | Enter the amount of reserves on hand 13c | | |
| 14a | Did the organization receive any payments for indoor tanning services during the tax year? | | X |
| b | If "Yes," has it filed a Form 720 to report these payments? <i>If "No," provide an explanation on Schedule O</i> | | |
| 15 | Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? 15 If "Yes," see the instructions and file Form 4720, Schedule N. | | X |
| 16 | Is the organization an educational institution subject to the section 4968 excise tax on net investment income? If "Yes," complete Form 4720, Schedule O. 16 | | X |
| 17 | Section 501(c)(21) organizations. Did the trust, or any disqualified or other person engage in any activities that would result in the imposition of an excise tax under section 4951, 4952, or 4953? 17 If "Yes," complete Form 6069. | | |

Part VI Governance, Management, and Disclosure. For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes on Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI [X]

Section A. Governing Body and Management

Table with columns for line numbers (1a, 1b, 2-9), descriptions of questions, and Yes/No columns. Includes questions about voting members, independent members, family relationships, and governance documents.

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with columns for line numbers (10a-16b), descriptions of questions, and Yes/No columns. Includes questions about local chapters, conflict of interest policies, whistleblower policies, and compensation reviews.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed CA, MA, NY,
18 Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, if applicable), 990, and 990-T (section 501(c) (3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
19 Describe on Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, address, and telephone number of the person who possesses the organization's books and records

DANA FERNANDEZ, SR DIR FINANCE 569 WOODS HOLE RD, MS 14 WOODS HOLE, MA 025 508-289-3505

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII X

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See the instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (box 5 of Form W-2, box 6 of Form 1099-MISC, and/or box 1 of Form 1099-NEC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

See the instructions for the order in which to list the persons above.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

| (A) Name and title | (B) Average hours per week (list any hours for related organizations below dotted line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC/1099-NEC) | (E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC) | (F) Estimated amount of other compensation from the organization and related organizations |
|--|--|---|-----------------------|---------|--------------|------------------------------|--------|---|--|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (1) PETER DE MENOCA PRESIDENT/DIRECTOR | 50.00 NONE | X | | X | | | | 612,792. | NONE | 687,473. |
| (2) KATHRYN LINK VP OPS & CFO | 50.00 NONE | | | X | | | | 439,573. | NONE | 31,623. |
| (3) CHRISTOPHER LAND VP LEGAL AFFAIRS/GEN. COUNSEL | 50.00 NONE | X | | X | | | | 403,572. | NONE | 40,785. |
| (4) ROBERT MUNIER VP MARINE FACILITIES & OPS | 50.00 NONE | | | | X | | | 374,403. | NONE | 69,258. |
| (5) SAMUEL HARP VP FOR ADVANCEMENT & CMO | 50.00 NONE | | | | | X | | 367,978. | NONE | 59,905. |
| (6) RICHARD MURRAY DD & VP SCIENCE & ENGINEERING | 50.00 NONE | | | | X | | | 338,793. | NONE | 35,251. |
| (7) GEORGE CLAYTON CHIEF DEVELOPMENT OFFICER | 50.00 NONE | | | | | X | | 290,707. | NONE | 65,228. |
| (8) MARGERET TIVEY VP OF ACADEMIC AFFAIRS & DEAN | 50.00 NONE | | | | | X | | 293,256. | NONE | 50,294. |
| (9) KEITH GLAVIN SR. DIR. INFORMATION SYSTEMS | 50.00 NONE | | | | | X | | 277,320. | NONE | 59,894. |
| (10) KATHLEEN BENJAMIN CHIEF HR DIRECTOR | 50.00 NONE | | | | | X | | 298,564. | NONE | 37,193. |
| (11) MARK ABBOTT FORMER PRES./DIRECTOR | NONE NONE | | | | | | X | 114,310. | NONE | 4,408. |
| (12) DAVID B. SCULLY CHAIR OF THE BOARD OF TRUSTEES | 2.50 NONE | X | | X | | | | NONE | NONE | NONE |
| (13) MARGARET A. FLANAGAN VICE CHAIR - BOARD | 2.50 NONE | X | | X | | | | NONE | NONE | NONE |
| (14) MARIA WILHELM VICE CHAIR - BOARD | 2.50 NONE | X | | X | | | | NONE | NONE | NONE |

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

| (A) Name and title | (B) Average hours per week (list any hours for related organizations below dotted line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|--|--|---|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (15) STEVEN G. HOCH CHAIRMAN OF THE CORPORATION | 2.50 NONE | X | | X | | | | NONE | NONE | NONE |
| (16) WILLIAM SCHMIDT TREASURER | 2.50 NONE | X | | X | | | | NONE | NONE | NONE |
| (17) ALAN CHUNG TRUSTEE (AS OF 5/22) | 2.50 NONE | X | | | | | | NONE | NONE | NONE |
| (18) ANNE C. KRONENBERG TRUSTEE | 2.50 NONE | X | | | | | | NONE | NONE | NONE |
| (19) BARBARA WU TRUSTEE | 2.50 NONE | X | | | | | | NONE | NONE | NONE |
| (20) CHARLES WARD TRUSTEE | 2.50 NONE | X | | | | | | NONE | NONE | NONE |
| (21) CHRISTINE FOX TRUSTEE (UNTIL 1/22) | 2.50 NONE | X | | | | | | NONE | NONE | NONE |
| (22) CLINT HARRIS TRUSTEE | 2.50 NONE | X | | | | | | NONE | NONE | NONE |
| (23) CULLEN BUIE TRUSTEE | 2.50 NONE | X | | | | | | NONE | NONE | NONE |
| (24) D. ALEC SARGENT TRUSTEE | 2.50 NONE | X | | | | | | NONE | NONE | NONE |
| (25) EDWARD TREGURTHA TRUSTEE | 2.50 NONE | X | | | | | | NONE | NONE | NONE |
| 1b Sub-total | | | | | | | | 3,811,268. | NONE | 1,141,312. |
| c Total from continuation sheets to Part VII, Section A | | | | | | | | NONE | NONE | NONE |
| d Total (add lines 1b and 1c) | | | | | | | | 3,811,268. | NONE | 1,141,312. |

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶ 369

| | Yes | No |
|---|-----|----|
| 3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> | 3 | |
| 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i> | 4 | |
| 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i> | 5 | |

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

| (A) Name and business address | (B) Description of services | (C) Compensation |
|----------------------------------|--------------------------------|---------------------|
| | | |
| | | |
| | | |
| | | |

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ▶

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

| (A) Name and title | (B) Average hours per week (list any hours for related organizations below dotted line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|--|--|---|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (26) GEORGE DAVID TRUSTEE (AS OF 5/22) | 2.50 NONE | X | | | | | NONE | NONE | NONE | |
| (27) H. LARRY CLARK TRUSTEE | 2.50 NONE | X | | | | | NONE | NONE | NONE | |
| (28) HARDWICK SIMMONS TRUSTEE (UNTIL 10/22) | 2.50 NONE | X | | | | | NONE | NONE | NONE | |
| (29) JAMES A. AUSTIN, JR. TRUSTEE | 2.50 NONE | X | | | | | NONE | NONE | NONE | |
| (30) JAMES M. CLARK, JR. TRUSTEE | 2.50 NONE | X | | | | | NONE | NONE | NONE | |
| (31) JAMES P. ROSENFELD TRUSTEE | 2.50 NONE | X | | | | | NONE | NONE | NONE | |
| (32) JEAN C. TEMPEL TRUSTEE (UNTIL 10/22) | 2.50 NONE | X | | | | | NONE | NONE | NONE | |
| (33) JEFFERSON E. HUGHES, JR. TRUSTEE | 2.50 NONE | X | | | | | NONE | NONE | NONE | |
| (34) JOHN KREIDER TRUSTEE | 2.50 NONE | X | | | | | NONE | NONE | NONE | |
| (35) JOHN M. RICHARDSON TRUSTEE | 2.50 NONE | X | | | | | NONE | NONE | NONE | |
| (36) JOHN STAVIS TRUSTEE | 2.50 NONE | X | | | | | NONE | NONE | NONE | |
| 1b Sub-total | | | | | | | | | | |
| c Total from continuation sheets to Part VII, Section A | | | | | | | | | | |
| d Total (add lines 1b and 1c) | | | | | | | | | | |

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶

| | Yes | No |
|--|-----|----|
| 3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> | | |
| 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i> | | |
| 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i> | | |

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

| (A) Name and business address | (B) Description of services | (C) Compensation |
|----------------------------------|--------------------------------|---------------------|
| | | |
| | | |
| | | |
| | | |

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ▶

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

| (A) Name and title | (B) Average hours per week (list any hours for related organizations below dotted line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|--|--|---|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (37) JOYCE K. MOSS ----- TRUSTEE | 2.50 ----- NONE | X | | | | | NONE | NONE | NONE | |
| (38) LAWRENCE FISH ----- TRUSTEE | 2.50 ----- NONE | X | | | | | NONE | NONE | NONE | |
| (39) LINDA SALLOP ----- TRUSTEE | 2.50 ----- NONE | X | | | | | NONE | NONE | NONE | |
| (40) MICHAEL ESPOSITO ----- TRUSTEE | 2.50 ----- NONE | X | | | | | NONE | NONE | NONE | |
| (41) MICHELE S. FOSTER ----- TRUSTEE | 2.50 ----- NONE | X | | | | | NONE | NONE | NONE | |
| (42) ROBERT C. DUCOMMUN ----- TRUSTEE | 2.50 ----- NONE | X | | | | | NONE | NONE | NONE | |
| (43) ROBIN POWELL MANDJES ----- TRUSTEE | 2.50 ----- NONE | X | | | | | NONE | NONE | NONE | |
| (44) SALLY ROCKER ----- TRUSTEE (AS OF 5/22) | 2.50 ----- NONE | X | | | | | NONE | NONE | NONE | |
| (45) SAMUEL COLEMAN ----- TRUSTEE | 2.50 ----- NONE | X | | | | | NONE | NONE | NONE | |
| (46) SARA G. DENT ----- TRUSTEE (UNTIL 10/22) | 2.50 ----- NONE | X | | | | | NONE | NONE | NONE | |
| (47) SARAH JOHNSON ----- TRUSTEE (AS OF 5/22) | 2.50 ----- NONE | X | | | | | NONE | NONE | NONE | |
| 1b Sub-total | | | | | | | | | | |
| c Total from continuation sheets to Part VII, Section A | | | | | | | | | | |
| d Total (add lines 1b and 1c) | | | | | | | | | | |

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶

| | Yes | No |
|--|-----|----|
| 3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> | | |
| 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i> | | |
| 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i> | | |

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

| (A) Name and business address | (B) Description of services | (C) Compensation |
|----------------------------------|--------------------------------|---------------------|
| | | |
| | | |
| | | |
| | | |
| | | |

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ▶

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

| | | | | (A) | (B) | (C) | (D) | |
|--|---|--|------------|--|------------------------------------|----------------------------|--|------------|
| | | | | Total revenue | Related or exempt function revenue | Unrelated business revenue | Revenue excluded from tax under sections 512-514 | |
| Contributions, Gifts, Grants, and Other Similar Amounts | 1a | Federated campaigns | 1a | | | | | |
| | b | Membership dues | 1b | | | | | |
| | c | Fundraising events | 1c | | | | | |
| | d | Related organizations | 1d | | | | | |
| | e | Government grants (contributions) . . | 1e | 215,542,421. | | | | |
| | f | All other contributions, gifts, grants, and similar amounts not included above . | 1f | 127,102,913. | | | | |
| | g | Noncash contributions included in lines 1a-1f | 1g | \$ 11,854,458. | | | | |
| | h | Total. Add lines 1a-1f | | | 342,645,334. | | | |
| | Program Service Revenue | | | | Business Code | | | |
| 2a | | EDUCATION | | 900099 | 7,807,085. | 7,807,085. | | |
| b | | INFO CENTER INCOME | | 541900 | 471,083. | 471,083. | | |
| c | | CENTER FOR MARINE ROBOTICS REVENUE | | 900099 | 18,750. | 18,750. | | |
| d | | | | | | | | |
| e | | | | | | | | |
| f | | All other program service revenue | | | | | | |
| g | | Total. Add lines 2a-2f | | | 8,296,918. | | | |
| Other Revenue | 3 | Investment income (including dividends, interest, and other similar amounts) | | NONE | | 784,802. | -784,802. | |
| | 4 | Income from investment of tax-exempt bond proceeds . | | NONE | | | | |
| | 5 | Royalties | | 111,415. | | | 111,415. | |
| | 6a | Gross rents | 6a | (i) Real | 566,402. | | | |
| | | | | (ii) Personal | | | | |
| | | | | | | | | |
| | b | Less: rental expenses | 6b | | 436,200. | | | |
| | c | Rental income or (loss) | 6c | | 130,202. | NONE | | |
| | d | Net rental income or (loss) | | | 130,202. | | 130,202. | |
| | 7a | Gross amount from sales of assets other than inventory | 7a | (i) Securities | 22,244,000. | | | |
| | | | | (ii) Other | | | | |
| | | | | | | | | |
| | b | Less: cost or other basis and sales expenses . . | 7b | | 22,244,000. | | | |
| | c | Gain or (loss) | 7c | | | | | |
| | d | Net gain or (loss) | | | NONE | | NONE | |
| | 8a | Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 | 8a | | NONE | | | |
| | | | | 8b | | NONE | | |
| c | | | | Net income or (loss) from fundraising events | | NONE | | |
| 9a | Gross income from gaming activities. See Part IV, line 19 | 9a | | NONE | | | | |
| | | | 9b | | NONE | | | |
| | | | c | Net income or (loss) from gaming activities | | NONE | | |
| 10a | Gross sales of inventory, less returns and allowances | 10a | | NONE | | | | |
| | | | 10b | | NONE | | | |
| | | | c | Net income or (loss) from sales of inventory | | NONE | | |
| Miscellaneous Revenue | | | | Business Code | | | | |
| | 11a | SPONSORED RESEARCH | | 900099 | 2,667,661. | | 2,667,661. | |
| | b | | | | | | | |
| | c | | | | | | | |
| | d | All other revenue | | | | | | |
| e | Total. Add lines 11a-11d | | | 2,667,661. | | | | |
| 12 | Total revenue. See instructions | | | | 353,851,530. | 8,296,918. | 784,802. | 2,124,476. |

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

| | (A) Total expenses | (B) Program service expenses | (C) Management and general expenses | (D) Fundraising expenses |
|--|-----------------------|---------------------------------|--|-----------------------------|
| Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII. | | | | |
| 1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21 | NONE | | | |
| 2 Grants and other assistance to domestic individuals. See Part IV, line 22 | 13,596,573. | 13,596,573. | | |
| 3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16 | NONE | | | |
| 4 Benefits paid to or for members | NONE | | | |
| 5 Compensation of current officers, directors, trustees, and key employees | 3,301,975. | 891,203. | 1,696,970. | 713,802. |
| 6 Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) | NONE | | | |
| 7 Other salaries and wages | 87,829,732. | 75,185,146. | 11,421,078. | 1,223,508. |
| 8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) | 11,926,581. | 9,956,258. | 1,716,784. | 253,539. |
| 9 Other employee benefits | 27,328,934. | 22,814,074. | 3,933,892. | 580,968. |
| 10 Payroll taxes | 7,054,454. | 5,889,027. | 1,015,461. | 149,966. |
| 11 Fees for services (nonemployees): | | | | |
| a Management | 3,157,878. | 2,419,170. | 738,063. | 645. |
| b Legal | 685,887. | 54,501. | 631,386. | |
| c Accounting | 782,511. | | 782,511. | |
| d Lobbying | 97,720. | | 97,720. | |
| e Professional fundraising services. See Part IV, line 17 | 363,684. | | | 363,684. |
| f Investment management fees | 3,275,341. | | 3,275,341. | |
| g Other. (If line 11g amount exceeds 10% of line 25, column (A), amount, list line 11g expenses on Schedule O.) | 814,335. | 769,648. | 6,403. | 38,284. |
| 12 Advertising and promotion | 633,322. | 307,535. | 96,112. | 229,675. |
| 13 Office expenses | 15,538,013. | 15,243,745. | 262,608. | 31,660. |
| 14 Information technology | 2,793,699. | 1,278,819. | 1,441,694. | 73,186. |
| 15 Royalties | NONE | | | |
| 16 Occupancy | 2,909,761. | 1,953,262. | 956,499. | |
| 17 Travel | 5,239,265. | 4,899,043. | 241,358. | 98,864. |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | NONE | | | |
| 19 Conferences, conventions, and meetings | NONE | | | |
| 20 Interest | 3,779,086. | 3,778,961. | 125. | |
| 21 Payments to affiliates | NONE | | | |
| 22 Depreciation, depletion, and amortization | 14,155,255. | 13,218,836. | 936,419. | |
| 23 Insurance | 5,189,700. | 4,188,803. | 1,000,897. | |
| 24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A), amount, list line 24e expenses on Schedule O.) | | | | |
| a SUBCONTRACTS | 22,917,029. | 22,917,029. | NONE | NONE |
| b EQUIPMENT | 23,186,019. | 23,185,915. | NONE | 104. |
| c OUTSIDE SERVICES | 20,993,793. | 19,336,820. | 1,240,835. | 416,138. |
| d FEDERAL & STATE INCOME TAXES | 449,639. | NONE | 449,639. | NONE |
| e All other expenses | 18,228,437. | 16,290,032. | 1,815,249. | 123,156. |
| 25 Total functional expenses. Add lines 1 through 24e | 296,228,623. | 258,174,400. | 33,757,044. | 4,297,179. |
| 26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) | | | | |

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

| | | (A) Beginning of year | | (B) End of year |
|--|--|--------------------------|--------------|--------------------|
| Assets | 1 Cash - non-interest-bearing | 8,493,578. | 1 | 15,297,000. |
| | 2 Savings and temporary cash investments | 25,941,450. | 2 | 30,074,299. |
| | 3 Pledges and grants receivable, net | 14,840,619. | 3 | 39,009,603. |
| | 4 Accounts receivable, net | 54,069,694. | 4 | 50,761,182. |
| | 5 Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons | NONE | 5 | NONE |
| | 6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B) | NONE | 6 | NONE |
| | 7 Notes and loans receivable, net | 797,178. | 7 | 877,956. |
| | 8 Inventories for sale or use | 3,593,840. | 8 | 3,267,226. |
| | 9 Prepaid expenses and deferred charges | 5,086,180. | 9 | 5,794,419. |
| | 10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D | 10a 307,906,888. | | |
| | b Less: accumulated depreciation | 10b 187,298,611. | | |
| | | 113,765,416. | 10c | 120,608,277. |
| | 11 Investments - publicly traded securities | 865,208. | 11 | 967,954. |
| | 12 Investments - other securities. See Part IV, line 11 | 490,905,541. | 12 | 441,954,871. |
| | 13 Investments - program-related. See Part IV, line 11 | NONE | 13 | NONE |
| | 14 Intangible assets | NONE | 14 | NONE |
| 15 Other assets. See Part IV, line 11 | 7,418,256. | 15 | 6,672,983. | |
| 16 Total assets. Add lines 1 through 15 (must equal line 33) | 725,776,960. | 16 | 715,285,770. | |
| Liabilities | 17 Accounts payable and accrued expenses | 37,884,614. | 17 | 33,588,707. |
| | 18 Grants payable | NONE | 18 | NONE |
| | 19 Deferred revenue | 3,043,177. | 19 | 1,725,677. |
| | 20 Tax-exempt bond liabilities | 80,202,348. | 20 | 78,371,088. |
| | 21 Escrow or custodial account liability. Complete Part IV of Schedule D | NONE | 21 | NONE |
| | 22 Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons | NONE | 22 | NONE |
| | 23 Secured mortgages and notes payable to unrelated third parties | NONE | 23 | NONE |
| | 24 Unsecured notes and loans payable to unrelated third parties | NONE | 24 | NONE |
| | 25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D | 86,006,724. | 25 | 41,245,623. |
| | 26 Total liabilities. Add lines 17 through 25 | 207,136,863. | 26 | 154,931,095. |
| Net Assets or Fund Balances | Organizations that follow FASB ASC 958, check here and complete lines 27, 28, 32, and 33. <input checked="" type="checkbox"/> | | | |
| | 27 Net assets without donor restrictions | 43,855,666. | 27 | 81,540,068. |
| | 28 Net assets with donor restrictions | 474,784,431. | 28 | 478,814,607. |
| | Organizations that do not follow FASB ASC 958, check here and complete lines 29 through 33. <input type="checkbox"/> | | | |
| | 29 Capital stock or trust principal, or current funds | | 29 | |
| | 30 Paid-in or capital surplus, or land, building, or equipment fund | | 30 | |
| | 31 Retained earnings, endowment, accumulated income, or other funds | | 31 | |
| | 32 Total net assets or fund balances | 518,640,097. | 32 | 560,354,675. |
| 33 Total liabilities and net assets/fund balances | 725,776,960. | 33 | 715,285,770. | |

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

| | | | |
|-----------|--|-----------|--------------|
| 1 | Total revenue (must equal Part VIII, column (A), line 12) | 1 | 353,851,530. |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 296,228,623. |
| 3 | Revenue less expenses. Subtract line 2 from line 1 | 3 | 57,622,907. |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A)) | 4 | 518,640,097. |
| 5 | Net unrealized gains (losses) on investments | 5 | -51,711,157. |
| 6 | Donated services and use of facilities | 6 | |
| 7 | Investment expenses | 7 | |
| 8 | Prior period adjustments | 8 | |
| 9 | Other changes in net assets or fund balances (explain on Schedule O) | 9 | 35,802,828. |
| 10 | Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B)) | 10 | 560,354,675. |

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII.

- 1** Accounting method used to prepare the Form 990: Cash Accrual Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain on Schedule O.
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- b** Were the organization's financial statements audited by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
If the organization changed either its oversight process or selection process during the tax year, explain on Schedule O.
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Uniform Guidance, 2 C.F.R. Part 200, Subpart F?
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why on Schedule O and describe any steps taken to undergo such audits . . .

| | Yes | No |
|-----------|-----|----|
| 2a | | X |
| 2b | X | |
| 2c | X | |
| 3a | X | |
| 3b | X | |

**SCHEDULE A
(Form 990)**

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

Attach to Form 990 or Form 990-EZ.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2022

**Open to Public
Inspection**

| | |
|--|--|
| Name of the organization WOODS HOLE OCEANOGRAPHIC INSTITUTION | Employer identification number 04-2105850 |
|--|--|

Part I Reason for Public Charity Status. (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 12, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E (Form 990).)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university: _____
- 10 An organization that normally receives (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions, subject to certain exceptions; and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 11 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 12 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box on lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
 - a **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
 - b **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
 - c **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
 - d **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
 - f Enter the number of supported organizations
 - g Provide the following information about the supported organization(s).

| (i) Name of supported organization | (ii) EIN | (iii) Type of organization (described on lines 1-10 above (see instructions)) | (iv) Is the organization listed in your governing document? | | (v) Amount of monetary support (see instructions) | (vi) Amount of other support (see instructions) |
|------------------------------------|----------|---|---|----|---|---|
| | | | Yes | No | | |
| (A) | | | | | | |
| (B) | | | | | | |
| (C) | | | | | | |
| (D) | | | | | | |
| (E) | | | | | | |
| Total | | | | | | |

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule A (Form 990) 2022

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Table with 7 columns: Calendar year (or fiscal year beginning in), (a) 2018, (b) 2019, (c) 2020, (d) 2021, (e) 2022, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1 through 3; 5 The portion of total contributions by each person; 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: Calendar year (or fiscal year beginning in), (a) 2018, (b) 2019, (c) 2020, (d) 2021, (e) 2022, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources; 9 Net income from unrelated business activities; 10 Other income. Do not include gain or loss from the sale of capital assets; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities; 13 First 5 years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2022 (line 6, column (f), divided by line 11, column (f)) 98.21%; 15 Public support percentage from 2021 Schedule A, Part II, line 14 97.38%; 16a 33 1/3% support test - 2022. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization. [X]; 16b 33 1/3% support test - 2021. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization. []; 17a 10%-facts-and-circumstances test - 2022. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the facts-and-circumstances test, check this box and stop here. Explain in Part VI how the organization meets the facts-and-circumstances test. The organization qualifies as a publicly supported organization. []; 17b 10%-facts-and-circumstances test - 2021. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the facts-and-circumstances test, check this box and stop here. Explain in Part VI how the organization meets the facts-and-circumstances test. The organization qualifies as a publicly supported organization. []; 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions. []

Part III Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II.
If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Table with 7 columns: (a) 2018, (b) 2019, (c) 2020, (d) 2021, (e) 2022, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support.

Section B. Total Support

Table with 7 columns: (a) 2018, (b) 2019, (c) 2020, (d) 2021, (e) 2022, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included on line 10b; 12 Other income; 13 Total support.

14 First 5 years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 2 columns: Public support percentage for 2022 (line 8, column (f), divided by line 13, column (f)); Public support percentage from 2021 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 2 columns: Investment income percentage for 2022 (line 10c, column (f), divided by line 13, column (f)); Investment income percentage from 2021 Schedule A, Part III, line 17.

19a 33 1/3% support tests - 2022. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here.

19b 33 1/3% support tests - 2021. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here.

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions.

Part IV Supporting Organizations

(Complete only if you checked a box on line 12 of Part I. If you checked box 12a, Part I, complete Sections A and B. If you checked box 12b, Part I, complete Sections A and C. If you checked box 12c, Part I, complete Sections A, D, and E. If you checked box 12d, Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

| | Yes | No |
|---|-----|----|
| 1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i> | | |
| 2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i> | | |
| 3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer lines 3b and 3c below.</i> | | |
| b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i> | | |
| c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i> | | |
| 4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked box 12a or 12b in Part I, answer lines 4b and 4c below.</i> | | |
| b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i> | | |
| c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i> | | |
| 5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer lines 5b and 5c below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i> | | |
| b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document? | | |
| c Substitutions only. Was the substitution the result of an event beyond the organization's control? | | |
| 6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i> | | |
| 7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990).</i> | | |
| 8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described on line 7? <i>If "Yes," complete Part I of Schedule L (Form 990).</i> | | |
| 9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons, as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i> | | |
| b Did one or more disqualified persons (as defined on line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i> | | |
| c Did a disqualified person (as defined on line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i> | | |
| 10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer line 10b below.</i> | | |
| b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i> | | |

Part IV Supporting Organizations (continued)

Table with 3 columns: Question, Yes, No. Row 11: Has the organization accepted a gift or contribution from any of the following persons? Sub-rows 11a, 11b, 11c.

Section B. Type I Supporting Organizations

Table with 3 columns: Question, Yes, No. Row 1: Did the governing body, members of the governing body, officers acting in their official capacity, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's officers, directors, or trustees at all times during the tax year? Row 2: Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization?

Section C. Type II Supporting Organizations

Table with 3 columns: Question, Yes, No. Row 1: Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)?

Section D. All Type III Supporting Organizations

Table with 3 columns: Question, Yes, No. Row 1: Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided? Row 2: Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? Row 3: By reason of the relationship described on line 2, above, did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year?

Section E. Type III Functionally Integrated Supporting Organizations

Table with 3 columns: Question, Yes, No. Row 1: Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions). Sub-rows a, b, c. Row 2: Activities Test. Answer lines 2a and 2b below. Sub-rows a, b. Row 3: Parent of Supported Organizations. Answer lines 3a and 3b below. Sub-rows a, b.

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

- 1 Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (*explain in Part VI*). See instructions. All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

| Section A - Adjusted Net Income | | (A) Prior Year | (B) Current Year (optional) |
|---|--|----------------|--------------------------------|
| 1 | Net short-term capital gain | 1 | |
| 2 | Recoveries of prior-year distributions | 2 | |
| 3 | Other gross income (see instructions) | 3 | |
| 4 | Add lines 1 through 3. | 4 | |
| 5 | Depreciation and depletion | 5 | |
| 6 | Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions) | 6 | |
| 7 | Other expenses (see instructions) | 7 | |
| 8 | Adjusted Net Income (subtract lines 5, 6, and 7 from line 4) | 8 | |
| Section B - Minimum Asset Amount | | (A) Prior Year | (B) Current Year (optional) |
| 1 | Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year): | | |
| a | Average monthly value of securities | 1a | |
| b | Average monthly cash balances | 1b | |
| c | Fair market value of other non-exempt-use assets | 1c | |
| d | Total (add lines 1a, 1b, and 1c) | 1d | |
| e | Discount claimed for blockage or other factors (<i>explain in detail in Part VI</i>): | | |
| 2 | Acquisition indebtedness applicable to non-exempt-use assets | 2 | |
| 3 | Subtract line 2 from line 1d. | 3 | |
| 4 | Cash deemed held for exempt use. Enter 0.015 of line 3 (for greater amount, see instructions). | 4 | |
| 5 | Net value of non-exempt-use assets (subtract line 4 from line 3) | 5 | |
| 6 | Multiply line 5 by 0.035. | 6 | |
| 7 | Recoveries of prior-year distributions | 7 | |
| 8 | Minimum Asset Amount (add line 7 to line 6) | 8 | |
| Section C - Distributable Amount | | | Current Year |
| 1 | Adjusted net income for prior year (from Section A, line 8, column A) | 1 | |
| 2 | Enter 0.85 of line 1. | 2 | |
| 3 | Minimum asset amount for prior year (from Section B, line 8, column A) | 3 | |
| 4 | Enter greater of line 2 or line 3. | 4 | |
| 5 | Income tax imposed in prior year | 5 | |
| 6 | Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions). | 6 | |
| 7 | <input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions). | | |

Schedule A (Form 990) 2022

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

| Section D - Distributions | | Current Year |
|---------------------------|---|--------------|
| 1 | Amounts paid to supported organizations to accomplish exempt purposes | 1 |
| 2 | Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity | 2 |
| 3 | Administrative expenses paid to accomplish exempt purposes of supported organizations | 3 |
| 4 | Amounts paid to acquire exempt-use assets | 4 |
| 5 | Qualified set-aside amounts (prior IRS approval required - <i>provide details in Part VI</i>) | 5 |
| 6 | Other distributions (<i>describe in Part VI</i>). See instructions. | 6 |
| 7 | Total annual distributions. Add lines 1 through 6. | 7 |
| 8 | Distributions to attentive supported organizations to which the organization is responsive (<i>provide details in Part VI</i>). See instructions. | 8 |
| 9 | Distributable amount for 2022 from Section C, line 6 | 9 |
| 10 | Line 8 amount divided by line 9 amount | 10 |

| Section E - Distribution Allocations (see instructions) | | (i) Excess Distributions | (ii) Underdistributions Pre-2022 | (iii) Distributable Amount for 2022 |
|---|---|-----------------------------|--|---|
| 1 | Distributable amount for 2022 from Section C, line 6 | | | |
| 2 | Underdistributions, if any, for years prior to 2022 (reasonable cause required - <i>explain in Part VI</i>). See instructions. | | | |
| 3 | Excess distributions carryover, if any, to 2022 | | | |
| a | From 2017 | | | |
| b | From 2018 | | | |
| c | From 2019 | | | |
| d | From 2020 | | | |
| e | From 2021 | | | |
| f | Total of lines 3a through 3e | | | |
| g | Applied to underdistributions of prior years | | | |
| h | Applied to 2022 distributable amount | | | |
| i | Carryover from 2017 not applied (see instructions) | | | |
| j | Remainder. Subtract lines 3g, 3h, and 3i from line 3f. | | | |
| 4 | Distributions for 2022 from Section D, line 7: \$ | | | |
| a | Applied to underdistributions of prior years | | | |
| b | Applied to 2022 distributable amount | | | |
| c | Remainder. Subtract lines 4a and 4b from line 4. | | | |
| 5 | Remaining underdistributions for years prior to 2022, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, <i>explain in Part VI</i> . See instructions. | | | |
| 6 | Remaining underdistributions for 2022. Subtract lines 3h and 4b from line 1. For result greater than zero, <i>explain in Part VI</i> . See instructions. | | | |
| 7 | Excess distributions carryover to 2023. Add lines 3j and 4c. | | | |
| 8 | Breakdown of line 7: | | | |
| a | Excess from 2018 | | | |
| b | Excess from 2019 | | | |
| c | Excess from 2020 | | | |
| d | Excess from 2021 | | | |
| e | Excess from 2022 | | | |

Part VI **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

SCHEDULE A, PART II - OTHER INCOME

| DESCRIPTION | 2018 | 2019 | 2020 | 2021 | 2022 | TOTAL |
|--------------|------------|----------|----------|----------|------------|------------|
| OTHER INCOME | 1,160,086. | 426,646. | 146,944. | 218,107. | 2,667,661. | 4,619,444. |
| TOTALS | 1,160,086. | 426,646. | 146,944. | 218,107. | 2,667,661. | 4,619,444. |

SCHEDULE C
(Form 990)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2022

Open to Public Inspection

For Organizations Exempt From Income Tax Under section 501(c) and section 527

Complete if the organization is described below. Attach to Form 990 or Form 990-EZ.

Go to www.irs.gov/Form990 for instructions and the latest information.

Department of the Treasury
Internal Revenue Service

If the organization answered "Yes," on Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," on Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," on Form 990, Part IV, line 5 (Proxy Tax) (See separate instructions) or Form 990-EZ, Part V, line 35c (Proxy Tax) (See separate instructions), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

| | |
|--|--|
| Name of organization WOODS HOLE OCEANOGRAPHIC INSTITUTION | Employer identification number 04-2105850 |
|--|--|

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV. See instructions for definition of "political campaign activities."
- 2 Political campaign activity expenditures. See instructions \$ _____
- 3 Volunteer hours for political campaign activities. See instructions _____

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955. \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities. \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities \$ _____
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b \$ _____
- 4 Did the filing organization file **Form 1120-POL** for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

| (a) Name | (b) Address | (c) EIN | (d) Amount paid from filing organization's funds. If none, enter -0-. | (e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-. |
|----------|-------------|---------|---|--|
| (1) | | | | |
| (2) | | | | |
| (3) | | | | |
| (4) | | | | |
| (5) | | | | |
| (6) | | | | |

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule C (Form 990) 2022

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check if the filing organization checked box A and "limited control" provisions apply.

| Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.) | (a) Filing organization's totals | (b) Affiliated group totals | | | | | | | | | | | | |
|---|--|------------------------------------|--------------------|-------------------------------|---|--|---|--|--|---|-------------------|--------------|--|--|
| 1a Total lobbying expenditures to influence public opinion (grassroots lobbying) | | | | | | | | | | | | | | |
| b Total lobbying expenditures to influence a legislative body (direct lobbying) | | | | | | | | | | | | | | |
| c Total lobbying expenditures (add lines 1a and 1b) | | | | | | | | | | | | | | |
| d Other exempt purpose expenditures | | | | | | | | | | | | | | |
| e Total exempt purpose expenditures (add lines 1c and 1d) | | | | | | | | | | | | | | |
| f Lobbying nontaxable amount. Enter the amount from the following table in both columns. | | | | | | | | | | | | | | |
| <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 35%; text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="width: 65%; text-align: left;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table> | If the amount on line 1e, column (a) or (b) is: | The lobbying nontaxable amount is: | Not over \$500,000 | 20% of the amount on line 1e. | Over \$500,000 but not over \$1,000,000 | \$100,000 plus 15% of the excess over \$500,000. | Over \$1,000,000 but not over \$1,500,000 | \$175,000 plus 10% of the excess over \$1,000,000. | Over \$1,500,000 but not over \$17,000,000 | \$225,000 plus 5% of the excess over \$1,500,000. | Over \$17,000,000 | \$1,000,000. | | |
| If the amount on line 1e, column (a) or (b) is: | The lobbying nontaxable amount is: | | | | | | | | | | | | | |
| Not over \$500,000 | 20% of the amount on line 1e. | | | | | | | | | | | | | |
| Over \$500,000 but not over \$1,000,000 | \$100,000 plus 15% of the excess over \$500,000. | | | | | | | | | | | | | |
| Over \$1,000,000 but not over \$1,500,000 | \$175,000 plus 10% of the excess over \$1,000,000. | | | | | | | | | | | | | |
| Over \$1,500,000 but not over \$17,000,000 | \$225,000 plus 5% of the excess over \$1,500,000. | | | | | | | | | | | | | |
| Over \$17,000,000 | \$1,000,000. | | | | | | | | | | | | | |
| g Grassroots nontaxable amount (enter 25% of line 1f) | | | | | | | | | | | | | | |
| h Subtract line 1g from line 1a. If zero or less, enter -0- | | | | | | | | | | | | | | |
| i Subtract line 1f from line 1c. If zero or less, enter -0- | | | | | | | | | | | | | | |
| j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? <input type="checkbox"/> Yes <input type="checkbox"/> No | | | | | | | | | | | | | | |

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the separate instructions for lines 2a through 2f.)

| Lobbying Expenditures During 4-Year Averaging Period | | | | | |
|--|----------|----------|----------|----------|-----------|
| Calendar year (or fiscal year beginning in) | (a) 2019 | (b) 2020 | (c) 2021 | (d) 2022 | (e) Total |
| 2a Lobbying nontaxable amount | | | | | |
| b Lobbying ceiling amount (150% of line 2a, column (e)) | | | | | |
| c Total lobbying expenditures | | | | | |
| d Grassroots nontaxable amount | | | | | |
| e Grassroots ceiling amount (150% of line 2d, column (e)) | | | | | |
| f Grassroots lobbying expenditures | | | | | |

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

Table with 3 main columns: (a) Yes/No, (b) Amount. Rows include: 1 During the year, did the filing organization attempt to influence foreign, national, state, or local legislation... a Volunteers? b Paid staff or management... c Media advertisements? d Mailings to members... e Publications... f Grants to other organizations... g Direct contact with legislators... h Rallies, demonstrations... i Other activities... j Total... 2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)? b If "Yes," enter the amount of any tax incurred under section 4912... c If "Yes," enter the amount of any tax incurred by organization managers under section 4912... d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

Table with 3 columns: Question, Yes, No. Rows include: 1 Were substantially all (90% or more) dues received nondeductible by members? 2 Did the organization make only in-house lobbying expenditures of \$2,000 or less? 3 Did the organization agree to carry over lobbying and political campaign activity expenditures from the prior year?

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

Table with 2 main columns: Question, Amount. Rows include: 1 Dues, assessments and similar amounts from members 2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid). a Current year b Carryover from last year c Total 3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues. 4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditures next year? 5 Taxable amount of lobbying and political expenditures. See instructions.

Part IV Supplemental Information

Provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, lines 1 and 2 (See instructions); and Part II-B, line 1. Also, complete this part for any additional information.

SEE PAGE 4

Blank lines for supplemental information.

Part IV Supplemental Information (continued)

LOBBYING ACTIVITY EXPLANATION 2022

THE WOODS HOLE OCEANOGRAPHIC INSTITUTION DID NOT PARTICIPATE OR INTERVENE IN ANY POLITICAL CAMPAIGNS. THE WOODS HOLE OCEANOGRAPHIC INSTITUTION EMPLOYS A DIRECTOR OF GOVERNMENT RELATIONS TO ADVOCATE ON A BROAD RANGE OF POLICY AND SPENDING LEGISLATION RELATING TO OCEAN SCIENCE. SPECIFICALLY, WHOI SUPPORTS INCREASED FUNDING FOR COMMUNITY-WIDE COMPETITIVE OCEAN SCIENCE GRANT PROGRAMS IN THE US NAVY, THE NATIONAL SCIENCE FOUNDATION, AND THE NATIONAL OCEANIC AND ATMOSPHERIC ADMINISTRATION. IN ADDITION, THE INDIVIDUAL REPORTS TO WOODS HOLE OCEANOGRAPHIC INSTITUTION ON FEDERAL POLICY AND POLITICAL ISSUES OF INTEREST TO AND/OR FACING THE INSTITUTION. THERE WERE NO DIRECT LOBBYING EXPENSES IN 2022.

THE ORGANIZATION PAID MEMBERSHIP DUES OF \$46 TO MEMBER ORGANIZATIONS WHICH MAY ENGAGE IN LOBBYING ACTIVITIES. THEREFORE, A PORTION OF THE DUES MAY BE ATTRIBUTABLE TO LOBBYING ACTIVITIES. NO ADDITIONAL COSTS WERE INCURRED FOR MAILINGS.

WHOI ALSO PROVIDES EXPERT ADVICE TO CONGRESS ON OCEAN MATTERS INCLUDING ENVIRONMENTAL QUALITY, CLIMATE CHANGE AND MARINE RESOURCES.

WHOI ALSO ENGAGED A CONSULTANT TO LOBBY ON ISSUES, PROJECTS AND LEGISLATION RELATED TO OCEAN SCIENCE WITH THE STATE OFFICES AND LEGISLATURE OF THE COMMONWEALTH OF MASSACHUSETTS.

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2022

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Complete if the organization answered "Yes" on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

Attach to Form 990.

Go to www.irs.gov/Form990 for instructions and the latest information.

Name of the organization

Employer identification number

WOODS HOLE OCEANOGRAPHIC INSTITUTION

04-2105850

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include total number at end of year, aggregate value of contributions, grants, and end of year, and two questions about donor advisement.

Part II Conservation Easements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

Table with 2 columns: Description, Held at the End of the Tax Year. Rows include purpose(s) of conservation easements, total number, acreage, and number of easements on historic structures, and questions about monitoring and expenses.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

Table with 2 columns: Description, Amount. Rows include questions about reporting art, historical treasures, or other similar assets held for public exhibition, education, or research.

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule D (Form 990) 2022

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that make significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange program
 - e Other _____
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b If "Yes," explain the arrangement in Part XIII and complete the following table:
- | | Amount |
|---|-----------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? Yes No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII

Part V Endowment Funds.

Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

| | (a) Current year | (b) Prior year | (c) Two years back | (d) Three years back | (e) Four years back |
|--|------------------|----------------|--------------------|----------------------|---------------------|
| 1a Beginning of year balance | 513,017,766. | 469,357,845. | 434,028,549. | 417,536,924. | 437,709,964. |
| b Contributions | 33,205,942. | 821,485. | 1,684,014. | 6,390,133. | 2,700,023. |
| c Net investment earnings, gains, and losses | -59,808,324. | 63,694,436. | 54,343,282. | 40,486,309. | -2,670,105. |
| d Grants or scholarships | | | | | |
| e Other expenditures for facilities and programs | 21,247,000. | 20,856,000. | 20,698,000. | 30,384,817. | 20,202,958. |
| f Administrative expenses | | | | | |
| g End of year balance | 465,168,384. | 513,017,766. | 469,357,845. | 434,028,549. | 417,536,924. |

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment 18.3900 %
 - b Permanent endowment 25.2500 %
 - c Term endowment 56.3600 %
- The percentages on lines 2a, 2b, and 2c should equal 100%.
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|--|---------------|----|
| (i) Unrelated organizations | 3a(i) | X |
| (ii) Related organizations | 3a(ii) | X |
| b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R? | 3b | |
- 4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

| Description of property | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|--|--------------------------------------|---------------------------------|------------------------------|----------------|
| 1a Land | 5,247. | 4,226,117. | | 4,231,364. |
| b Buildings | 574,821. | 221,485,538. | 134,170,282. | 87,890,077. |
| c Leasehold improvements | | 23,495,097. | 19,777,550. | 3,717,547. |
| d Equipment | | 28,820,045. | 22,278,304. | 6,541,741. |
| e Other | 991,497. | 28,308,526. | 11,072,475. | 18,227,548. |
| Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.) | | | | 120,608,277. |

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

| (a) Description of security or category (including name of security) | (b) Book value | (c) Method of valuation: Cost or end-of-year market value |
|---|----------------|--|
| (1) Financial derivatives | | |
| (2) Closely held equity interests | | |
| (3) Other | | |
| (A) PVT EQTY, VENTURE CAP, & OTHER | 418,110,659. | FMV |
| (B) SHORT-TERM LIQUIDITY FUND | 23,844,212. | FMV |
| (C) | | |
| (D) | | |
| (E) | | |
| (F) | | |
| (G) | | |
| (H) | | |
| Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) . . . | 441,954,871. | |

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

| (a) Description of investment | (b) Book value | (c) Method of valuation: Cost or end-of-year market value |
|---|----------------|--|
| (1) | | |
| (2) | | |
| (3) | | |
| (4) | | |
| (5) | | |
| (6) | | |
| (7) | | |
| (8) | | |
| (9) | | |
| Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.) . . . | | |

Part IX Other Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

| (a) Description | (b) Book value |
|---|----------------|
| (1) | |
| (2) | |
| (3) | |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) | |

Part X Other Liabilities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

| 1. (a) Description of liability | (b) Book value |
|---|----------------|
| (1) Federal income taxes | |
| (2) ACCRUED PENSION LIABILITY | 37,041,900. |
| (3) DEFERRED FIXED RATE VARIANCE | 4,203,723. |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) | 41,245,623. |

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FASB ASC 740. Check here if the text of the footnote has been provided in Part XIII .

Part XIII Supplemental Information (continued)

CONSERVATION EASEMENTS

FORM 990, SCHEDULE D, PART II, LINE 5

FACILITIES OFFICE PERSONNEL WALK THE CONSERVATION EASEMENT AREAS TWICE A YEAR TO ENSURE THAT THERE ARE NO ENCROACHMENTS ON THE 16.09 ACRES AND THAT THERE ARE NO PROHIBITED USES AS DEFINED IN THE TERMS OF THE CONSERVATION RESTRICTIONS.

FORM 990, SCHEDULE D, PART II, LINE 9

THE WOODS HOLE OCEANOGRAPHIC INSTITUTION'S CONSERVATION EASEMENTS ARE NOT ACCOUNTED FOR SEPARATELY, BUT ARE INCLUDED AS PART OF LAND ON THE BALANCE SHEET.

ORGANIZATIONS MAINTAINING COLLECTIONS OF ART, HISTORICAL TREASURES, OR

OTHER SIMILAR ASSETS

FORM 990, SCHEDULE D, PART III, LINE 4

IN 2013, WOODS HOLE OCEANOGRAPHIC INSTITUTION (WHOI) ADDED THE DEEPSEA CHALLENGER, A HUMAN OCCUPIED SUBMERSIBLE VEHICLE, TO ITS COLLECTION. WHOI SCIENTISTS AND ENGINEERS COLLABORATED WITH THE DEEPSEA CHALLENGE REENGINEERING TEAM TO CONDUCT A FULL SYSTEM SURVEY, COMPLETELY DISASSEMBLING AND REASSEMBLING THE VEHICLE, AND TO DOCUMENT AND DETAIL THE DESIGN APPROACH TO THE VEHICLE'S SUBSYSTEMS. WHOI ENGINEERS HAVE PRESENTED THEIR FINDINGS TO THE OCEAN ENGINEERING COMMUNITY AND INFORMATION ABOUT THE DEEPSEA CHALLENGER IS INCLUDED ON WHOI'S WEBSITE. THE VEHICLE WAS DAMAGED IN A FIRE, HAD COSMETIC/DISPLAY REPAIRS

Part XIII Supplemental Information (continued)

COMPLETED, AND IS NOW MOVING FROM MUSEUM TO MUSEUM FOR SHORT-TERM EXHIBITS.

INTENDED USE OF ENDOWMENT FUND

FORM 990, SCHEDULE D, PART V, LINE 4

- PROVIDE A STREAM OF INCOME IN SUPPORT OF ANNUAL BUDGETARY NEEDS.
- PRESERVE AND ENHANCE THE REAL (INFLATION-ADJUSTED) PURCHASING POWER.
- PROVIDE SUPPORT FOR CAPITAL INVESTMENT NEEDS AS THEY ARISE.

OTHER LIABILITIES

SCHEDULE D, PART X, LINE 2

WOODS HOLE OCEANOGRAPHIC INSTITUTION DOES NOT HAVE A FIN 48 FOOTNOTE IN ITS FINANCIAL STATEMENTS.

REVENUE INCLUDED ON BOOKS BUT NOT ON RETURN

FORM 990, SCHEDULE D, PART XI, LINE 2D

| | |
|--|----------------|
| PENSION RELATED CHANGES OTHER THAN COST | (\$54,503,382) |
| RETURN ON INVESTMENT FOR RETIREE & ACTIVE MED. | (\$2,872,006) |
| NET PERIODIC BENEFIT COST | (\$2,275,884) |
| SWAP INTEREST EXPENSE | (\$2,085,000) |
| CHANGE IN SPLIT-INTEREST AGREEMENTS | (\$399,846) |
| | ===== |
| TOTAL | (\$62,136,118) |

Part XIII Supplemental Information (continued)

REVENUE INCLUDED ON RETURN BUT NOT ON BOOKS

FORM 990, SCHEDULE D, PART XI, LINE 4B

RELEASE FROM RESTRICTION (\$12,892,148)

=====

TOTAL (\$12,892,148)

EXPENSES INCLUDED ON RETURN BUT NOT ON BOOKS

FORM 990, SCHEDULE D, PART XII, LINE 4B

SWAP INTEREST EXPENSE \$2,085,000

=====

TOTAL \$2,085,000

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2022

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.

Attach to Form 990.

Go to www.irs.gov/Form990 for instructions and the latest information.

Name of the organization

Employer identification number

WOODS HOLE OCEANOGRAPHIC INSTITUTION

04-2105850

Part I **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 14b.

1 For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

| (a) Region | (b) Number of offices in the region | (c) Number of employees, agents, and independent contractors in the region | (d) Activities conducted in the region (by type) (such as, fundraising, program services, investments, grants to recipients located in the region) | (e) If activity listed in (d) is a program service, describe specific type of service(s) in the region | (f) Total expenditures for and investments in the region |
|---|-------------------------------------|--|--|--|--|
| (1) CENTRAL AMERICA/CARIBBEAN | NONE | 2 | PROGRAM SERVICES | SHIP OPERATIONS | 5,700. |
| (2) EUROPE | NONE | 2 | PROGRAM SERVICES | SHIP OPERATIONS | 9,761. |
| (3) NORTH AMERICA | NONE | 3 | PROGRAM SERVICES | SHIP OPERATIONS | 38,180. |
| (4) CENTRAL AMERICA/CARIBBEAN | NONE | 39 | PROGRAM SERVICES | SCIENTIFIC RESEARCH | 67,361. |
| (5) EAST ASIA AND THE PACIFIC | NONE | 25 | PROGRAM SERVICES | SCIENTIFIC RESEARCH | 89,434. |
| (6) EUROPE | NONE | 120 | PROGRAM SERVICES | SCIENTIFIC RESEARCH | 379,303. |
| (7) MIDDLE EAST AND NORTH AFRICA | NONE | 20 | PROGRAM SERVICES | SCIENTIFIC RESEARCH | 94,512. |
| (8) NORTH AMERICA | NONE | 43 | PROGRAM SERVICES | SCIENTIFIC RESEARCH | 129,122. |
| (9) SOUTH AMERICA | NONE | 2 | PROGRAM SERVICES | SCIENTIFIC RESEARCH | 5,739. |
| (10) SOUTH ASIA | NONE | 1 | PROGRAM SERVICES | SCIENTIFIC RESEARCH | 5,243. |
| (11) SUB-SAHARAN AFRICA | NONE | 5 | PROGRAM SERVICES | SCIENTIFIC RESEARCH | 15,634. |
| (12) CENTRAL AMERICA/CARIBBEAN | NONE | NONE | INVESTMENTS | | 2,362,861. |
| (13) | | | | | |
| (14) | | | | | |
| (15) | | | | | |
| (16) | | | | | |
| (17) | | | | | |
| 3a Subtotal | NONE | 262. | | | 3,202,850. |
| b Total from continuation sheets to Part I | | | | | |
| c Totals (add lines 3a and 3b) | NONE | 262. | | | 3,202,850. |

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule F (Form 990) 2022

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

| 1 | (a) Name of organization | (b) IRS code section and EIN (if applicable) | (c) Region | (d) Purpose of grant | (e) Amount of cash grant | (f) Manner of cash disbursement | (g) Amount of noncash assistance | (h) Description of noncash assistance | (i) Method of valuation (book, FMV, appraisal, other) |
|------|--------------------------|--|------------|----------------------|--------------------------|---------------------------------|----------------------------------|---------------------------------------|---|
| (1) | | | | | | | | | |
| (2) | | | | | | | | | |
| (3) | | | | | | | | | |
| (4) | | | | | | | | | |
| (5) | | | | | | | | | |
| (6) | | | | | | | | | |
| (7) | | | | | | | | | |
| (8) | | | | | | | | | |
| (9) | | | | | | | | | |
| (10) | | | | | | | | | |
| (11) | | | | | | | | | |
| (12) | | | | | | | | | |
| (13) | | | | | | | | | |
| (14) | | | | | | | | | |
| (15) | | | | | | | | | |
| (16) | | | | | | | | | |

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as a tax exempt 501(c)(3) organization by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter . . . ▶ _____

3 Enter total number of other organizations or entities ▶ _____

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 16.
 Part III can be duplicated if additional space is needed.

| (a) Type of grant or assistance | (b) Region | (c) Number of recipients | (d) Amount of cash grant | (e) Manner of cash disbursement | (f) Amount of noncash assistance | (g) Description of noncash assistance | (h) Method of valuation (book, FMV, appraisal, other) |
|---------------------------------|------------|--------------------------|--------------------------|---------------------------------|----------------------------------|---------------------------------------|---|
| (1) | | | | | | | |
| (2) | | | | | | | |
| (3) | | | | | | | |
| (4) | | | | | | | |
| (5) | | | | | | | |
| (6) | | | | | | | |
| (7) | | | | | | | |
| (8) | | | | | | | |
| (9) | | | | | | | |
| (10) | | | | | | | |
| (11) | | | | | | | |
| (12) | | | | | | | |
| (13) | | | | | | | |
| (14) | | | | | | | |
| (15) | | | | | | | |
| (16) | | | | | | | |
| (17) | | | | | | | |
| (18) | | | | | | | |

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* Yes No
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to separately file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A; don't file with Form 990)* Yes No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect to Certain Foreign Corporations (see Instructions for Form 5471)* Yes No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621)* Yes No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships (see Instructions for Form 8865)* Yes No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to separately file Form 5713, International Boycott Report (see Instructions for Form 5713; don't file with Form 990)* Yes No

Part V Supplemental Information

Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

DESCRIPTION OF FOREIGN ACTIVITIES

SCHEDULE F, PART I, LINE 3

WOODS HOLE OCEANOGRAPHIC INSTITUTION (WHOI) OPERATES TWO U.S. GOVERNMENT-OWNED OCEANOGRAPHIC RESEARCH VESSELS UNDER THE UNIVERSITY-NATIONAL OCEANOGRAPHIC LABORATORY SYSTEM (UNOLS). THE SHIPS OPERATE BY "LEGS," PERIODS OF TIME AT SEA. EACH LEG ENDS IN A PORT OF CALL TO DISEMBARK RESEARCHERS, EQUIPMENT AND SOMETIMES MARINE CREW, THEN LOAD EQUIPMENT, AND BOARD THE NEXT SET OF RESEARCHERS AND SOMETIMES CREW MEMBERS FOR THE FOLLOWING LEG. SOME PORTS OF CALL ARE IN FOREIGN REGIONS AS DETERMINED BY GRANTS THAT FUND SHIP OPERATIONS. WHOI DOES NOT CONSIDER THESE TRANSIENT ACTIVITIES TO CONSTITUTE FOREIGN ACTIVITIES THAT SHOULD BE REPORTED ON FORM 990, SCHEDULE F. IN ALL OF THESE CASES THE PURPOSE OF JOINING A SHIP IS TO CONDUCT RESEARCH ACTIVITIES OR SHIP OPERATIONS AT SEA, NOT IN THE FOREIGN COUNTRY.

Part V Supplemental Information

Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

HOWEVER, AGENTS, PRIMARILY SHIP'S AGENTS WHO ARE PAID FOR SERVICES TO FACILITATE THE TURNOVER BETWEEN LEGS AT SEA, ARE REPORTED BY NUMBER AND TOTAL EXPENDITURES (PART I, LINE 3, COLUMNS (C) AND (F)).

ACTIVITIES PER REGION

PART I, LINE 3, COLUMNS (B) & (F)

REPORTABLE INFORMATION IS OBTAINED THROUGH WHOI'S FINANCIAL MANAGEMENT SYSTEM. PROVISION OF COLUMN (F) DATA FOR THE INSTITUTION WAS FACILITATED BY A LOCALLY-IMPOSED ACCOUNTING PROCEDURE THAT SEPARATES COSTS INCURRED INSIDE ITS BORDERS FROM THOSE INCURRED OUTSIDE.

Part II Fundraising Events. Complete if the organization answered "Yes" on Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

| | | (a) Event #1 | (b) Event #2 | (c) Other events | (d) Total events |
|-----------------|--|---|--------------|------------------|---------------------------------|
| | | (event type) | (event type) | (total number) | (add col. (a) through col. (c)) |
| Revenue | 1 | Gross receipts | | | |
| | 2 | Less: Contributions | | | |
| | 3 | Gross income (line 1 minus line 2) | | | |
| Direct Expenses | 4 | Cash prizes | | | |
| | 5 | Noncash prizes | | | |
| | 6 | Rent/facility costs | | | |
| | 7 | Food and beverages | | | |
| | 8 | Entertainment | | | |
| | 9 | Other direct expenses | | | |
| | 10 | Direct expense summary. Add lines 4 through 9 in column (d) | | | |
| 11 | Net income summary. Subtract line 10 from line 3, column (d) | | | | |

Part III Gaming. Complete if the organization answered "Yes" on Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

| | | (a) Bingo | (b) Pull tabs/instant bingo/progressive bingo | (c) Other gaming | (d) Total gaming (add col. (a) through col. (c)) | |
|-----------------|---|--|---|---|---|--|
| | | | | | | |
| Revenue | 1 | Gross revenue | | | | |
| Direct Expenses | 2 | Cash prizes | | | | |
| | 3 | Noncash prizes | | | | |
| | 4 | Rent/facility costs | | | | |
| | 5 | Other direct expenses | | | | |
| | 6 | Volunteer labor | <input type="checkbox"/> Yes _____ % <input type="checkbox"/> No | <input type="checkbox"/> Yes _____ % <input type="checkbox"/> No | <input type="checkbox"/> Yes _____ % <input type="checkbox"/> No | |
| | 7 | Direct expense summary. Add lines 2 through 5 in column (d) | | | | |
| | 8 | Net gaming income summary. Subtract line 7 from line 1, column (d) | | | | |

9 Enter the state(s) in which the organization conducts gaming activities: _____

a Is the organization licensed to conduct gaming activities in each of these states? Yes No

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended, or terminated during the tax year? Yes No

b If "Yes," explain: _____

- 11 Does the organization conduct gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity conducted in:

| | | |
|-------------------------------|------------|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15 a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.
- c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

- Director/officer
- Employee
- Independent contractor

17 Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also provide any additional information (see instructions).

SCHEDULE G, PART I, LINE 2B

FUNDRAISING CONSULTANT EDWARD FONES WAS ASSOCIATED WITH THE SAME FUNDRAISING ACTIVITIES AS BALLANTINE CORPORATION. GROSS RECEIPTS FROM THIS JOINT EFFORT ARE INCLUDED ON LINE 1, COLUMN IV.

FORM 990, SCHEDULE G, LINE 2B - HIGHEST PAID INDIVIDUALS/ENTITIES

=====

NAME:

BALLANTINE CORPORATION

ADDRESS:

1 HIGH STREET COURT, SUITE 6
MORRISTOWN, NJ 07960

ACTIVITY :

MAILING

CUSTODY OR CONTROL OF CONTRIBUTION?

NO

| | |
|--|----------|
| GROSS RECEIPTS FROM ACTIVITY : | 150,881. |
| AMOUNT PAID TO (OR RETAINED BY) FUNDRAISER : | 67,102. |
| AMOUNT PAID TO (OR RETAINED BY) ORGANIZATION : | 83,779. |

NAME:

EDWARD FONES

ADDRESS:

2206 APPLE ROAD
FOGELSVILLE, PA 18051-1905

ACTIVITY :

SEE PART IV

CUSTODY OR CONTROL OF CONTRIBUTION?

NO

| | |
|--|---------|
| GROSS RECEIPTS FROM ACTIVITY : | NONE |
| AMOUNT PAID TO (OR RETAINED BY) FUNDRAISER : | 27,469. |
| AMOUNT PAID TO (OR RETAINED BY) ORGANIZATION : | NONE |

FORM 990, SCHEDULE G, LINE 2B - HIGHEST PAID INDIVIDUALS/ENTITIES

=====

NAME:

COMMUNITY COUNSELLING SVC

ADDRESS:

527 MADISON AVENUE 5TH FLOOR
NEW YORK, NY 10022

ACTIVITY :

CAPITAL CAMPAIGN

CUSTODY OR CONTROL OF CONTRIBUTION?

NO

GROSS RECEIPTS FROM ACTIVITY : NONE

AMOUNT PAID TO (OR RETAINED BY) FUNDRAISER : 241,419.

AMOUNT PAID TO (OR RETAINED BY) ORGANIZATION : NONE

NAME:

EPSILON

ADDRESS:

3 MILL & MAIN, SUITE 250
MAYNARD, MA 01754

ACTIVITY :

FUNDRAISER LIST

CUSTODY OR CONTROL OF CONTRIBUTION?

NO

GROSS RECEIPTS FROM ACTIVITY : NONE

AMOUNT PAID TO (OR RETAINED BY) FUNDRAISER : 8,175.

AMOUNT PAID TO (OR RETAINED BY) ORGANIZATION : NONE

FORM 990, SCHEDULE G, LINE 2B - HIGHEST PAID INDIVIDUALS/ENTITIES

=====

NAME :

PMX

ADDRESS :

ONE WORLD TRADE CENTER, 63RD FLOOR
NEW YORK, NY 10007

ACTIVITY :

FUNDRAISER LIST

CUSTODY OR CONTROL OF CONTRIBUTION?

NO

GROSS RECEIPTS FROM ACTIVITY : NONE

AMOUNT PAID TO (OR RETAINED BY) FUNDRAISER : 7,719.

AMOUNT PAID TO (OR RETAINED BY) ORGANIZATION : NONE

NAME :

BAIONE

ADDRESS :

64 CATHERINE COURT
RINGWOOD, NJ 07456

ACTIVITY :

FUNDRAISER LIST

CUSTODY OR CONTROL OF CONTRIBUTION?

NO

GROSS RECEIPTS FROM ACTIVITY : NONE

AMOUNT PAID TO (OR RETAINED BY) FUNDRAISER : 7,561.

AMOUNT PAID TO (OR RETAINED BY) ORGANIZATION : NONE

FORM 990, SCHEDULE G, LINE 2B - HIGHEST PAID INDIVIDUALS/ENTITIES
=====

NAME:

WILAND

ADDRESS:

7420 EAST DRY CREEK PARKWAY
LONGMONT, CO 80503

ACTIVITY :

FUNDRAISER LIST

CUSTODY OR CONTROL OF CONTRIBUTION?

NO

GROSS RECEIPTS FROM ACTIVITY :

NONE

AMOUNT PAID TO (OR RETAINED BY) FUNDRAISER :

4,239.

AMOUNT PAID TO (OR RETAINED BY) ORGANIZATION :

NONE

**SCHEDULE I
(Form 990)**

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

OMB No. 1545-0047

2022

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.

Attach to Form 990.

Go to www.irs.gov/Form990 for the latest information.

Name of the organization

WOODS HOLE OCEANOGRAPHIC INSTITUTION

Employer identification number

04-2105850

Part I General Information on Grants and Assistance

- Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

| 1 (a) Name and address of organization or government | (b) EIN | (c) IRC section (if applicable) | (d) Amount of cash grant | (e) Amount of noncash assistance | (f) Method of valuation (book, FMV, appraisal, other) | (g) Description of noncash assistance | (h) Purpose of grant or assistance |
|--|---------|---------------------------------|--------------------------|----------------------------------|---|---------------------------------------|------------------------------------|
| (1) | | | | | | | |
| (2) | | | | | | | |
| (3) | | | | | | | |
| (4) | | | | | | | |
| (5) | | | | | | | |
| (6) | | | | | | | |
| (7) | | | | | | | |
| (8) | | | | | | | |
| (9) | | | | | | | |
| (10) | | | | | | | |
| (11) | | | | | | | |
| (12) | | | | | | | |

- Enter total number of section 501(c)(3) and government organizations listed in the line 1 table
- Enter total number of other organizations listed in the line 1 table

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) 2022

Part III Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

| (a) Type of grant or assistance | (b) Number of recipients | (c) Amount of cash grant | (d) Amount of non-cash assistance | (e) Method of valuation (book, FMV, appraisal, other) | (f) Description of non-cash assistance |
|--------------------------------------|--------------------------|--------------------------|-----------------------------------|---|--|
| 1 TUITION/FELLOWSHIPS & SCHOLARSHIPS | 135 | | 9,624,092. | BOOK | TUITION |
| 2 STIPENDS | 135 | 3,972,481. | | | |
| 3 | | | | | |
| 4 | | | | | |
| 5 | | | | | |
| 6 | | | | | |
| 7 | | | | | |

Part IV Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b); and any other additional information.

MAINTAINING RECORDS

FORM 990, SCHEDULE I, PART I, LINE 1

APPLICATIONS FOR ADMISSIONS ARE REVIEWED BY FACULTY. STUDENTS ARE ADMITTED BASED UPON THEIR ACADEMIC RECORD, AND ALL ARE GIVEN SUPPORT THROUGH EITHER WHOI OR MIT. WRITTEN RECORDS OF ALL DECISIONS ARE RETAINED.

MONITORING USE OF GRANT FUNDS

FORM 990, SCHEDULE I, PART I, LINE 2

Part III Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

| (a) Type of grant or assistance | (b) Number of recipients | (c) Amount of cash grant | (d) Amount of non-cash assistance | (e) Method of valuation (book, FMV, appraisal, other) | (f) Description of non-cash assistance |
|---------------------------------|--------------------------|--------------------------|-----------------------------------|---|--|
| 1 | | | | | |
| 2 | | | | | |
| 3 | | | | | |
| 4 | | | | | |
| 5 | | | | | |
| 6 | | | | | |
| 7 | | | | | |

Part IV Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b); and any other additional information.

EACH STUDENT'S ACADEMIC PROGRESS IS EVALUATED YEARLY TO ENSURE

SATISFACTORY ACADEMIC PROGRESS.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

Complete if the organization answered "Yes" on Form 990, Part IV, line 23.

Attach to Form 990.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2022

**Open to Public
Inspection**

WOODS HOLE OCEANOGRAPHIC INSTITUTION

Employer identification number

04-2105850

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|---|
| <input checked="" type="checkbox"/> First-class or charter travel | <input checked="" type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (such as maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?

3 Indicate which, if any, of the following the organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- b** Participate in or receive payment from a supplemental nonqualified retirement plan?
- c** Participate in or receive payment from an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
- b** Any related organization?
- If "Yes" on line 5a or 5b, describe in Part III.

6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?
- If "Yes" on line 6a or 6b, describe in Part III.

7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

| | Yes | No |
|-----------|-----|----|
| 1b | X | |
| 2 | X | |
| 4a | X | |
| 4b | X | |
| 4c | | X |
| 5a | | X |
| 5b | | X |
| 6a | | X |
| 6b | | X |
| 7 | X | |
| 8 | | X |
| 9 | | |

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2022

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that aren't listed on Form 990, Part VII.

Note: The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

| (A) Name and Title | | (B) Breakdown of W-2 and/or 1099-MISC and/or 1099-NEC compensation | | | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation in column (B) reported as deferred on prior Form 990 |
|---|------|--|-------------------------------------|-------------------------------------|--|-------------------------|---------------------------------|---|
| | | (i) Base compensation | (ii) Bonus & incentive compensation | (iii) Other reportable compensation | | | | |
| 1 PETER DE MENOCA PRESIDENT/DIRECTOR | (i) | 577,323. | NONE | 35,469. | 597,168. | 90,305. | 1,300,265. | NONE |
| | (ii) | NONE | NONE | NONE | NONE | NONE | NONE | NONE |
| 2 CHRISTOPHER LAND VP LEGAL AFFAIRS/GEN. COUNSEL | (i) | 361,685. | 35,667. | 6,220. | 24,400. | 16,385. | 444,357. | NONE |
| | (ii) | NONE | NONE | NONE | NONE | NONE | NONE | NONE |
| 3 ROBERT MUNIER VP MARINE FACILITIES & OPS | (i) | 333,836. | 30,667. | 9,900. | 36,600. | 32,658. | 443,661. | NONE |
| | (ii) | NONE | NONE | NONE | NONE | NONE | NONE | NONE |
| 4 SAMUEL HARP VP FOR ADVANCEMENT & CMO | (i) | 322,719. | 41,667. | 3,592. | 24,400. | 35,505. | 427,883. | NONE |
| | (ii) | NONE | NONE | NONE | NONE | NONE | NONE | NONE |
| 5 RICHARD MURRAY DD & VP SCIENCE & ENGINEERING | (i) | 304,571. | 31,667. | 2,555. | 30,500. | 4,751. | 374,044. | NONE |
| | (ii) | NONE | NONE | NONE | NONE | NONE | NONE | NONE |
| 6 GEORGE CLAYTON CHIEF DEVELOPMENT OFFICER | (i) | 285,118. | 5,000. | 589. | 23,924. | 41,304. | 355,935. | NONE |
| | (ii) | NONE | NONE | NONE | NONE | NONE | NONE | NONE |
| 7 MARGERET TIVEY VP OF ACADEMIC AFFAIRS & DEAN | (i) | 267,722. | 22,667. | 2,867. | 32,909. | 17,385. | 343,550. | NONE |
| | (ii) | NONE | NONE | NONE | NONE | NONE | NONE | NONE |
| 8 KEITH GLAVIN SR. DIR. INFORMATION SYSTEMS | (i) | 274,538. | NONE | 2,782. | 28,772. | 31,122. | 337,214. | NONE |
| | (ii) | NONE | NONE | NONE | NONE | NONE | NONE | NONE |
| 9 MARK ABBOTT FORMER PRES./DIRECTOR | (i) | 18,398. | NONE | 95,912. | 1,408. | 3,000. | 118,718. | NONE |
| | (ii) | NONE | NONE | NONE | NONE | NONE | NONE | NONE |
| 10 KATHRYN LINK VP OPS & CFO | (i) | 391,401. | 37,667. | 10,505. | 28,623. | 3,000. | 471,196. | NONE |
| | (ii) | NONE | NONE | NONE | NONE | NONE | NONE | NONE |
| 11 KATHLEEN BENJAMIN CHIEF HR DIRECTOR | (i) | 164,664. | 5,000. | 128,900. | 19,233. | 17,960. | 335,757. | NONE |
| | (ii) | NONE | NONE | NONE | NONE | NONE | NONE | NONE |
| 12 | (i) | | | | | | | |
| | (ii) | | | | | | | |
| 13 | (i) | | | | | | | |
| | (ii) | | | | | | | |
| 14 | (i) | | | | | | | |
| | (ii) | | | | | | | |
| 15 | (i) | | | | | | | |
| | (ii) | | | | | | | |
| 16 | (i) | | | | | | | |
| | (ii) | | | | | | | |

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

BENEFITS TO INDIVIDUALS LISTED ON PART VII, SECTION A

FIRST-CLASS OR CHARTER TRAVEL

FORM 990, SCHEDULE J, LINE 1A

CHRISTOPHER LAND RECEIVED FIRST-CLASS TRAVEL FOR BUSINESS PURPOSES. THE AMOUNT IS NOT INCLUDED IN TAXABLE INCOME AS THEY ARE APPROPRIATE BUSINESS EXPENSES UNDER AN ACCOUNTABLE PLAN.

HOUSING ALLOWANCE OR RESIDENCE FOR PERSONAL USE

FORM 990, SCHEDULE J, LINE 1A

PETER DE MENCAL RECEIVED HOUSING AS A CONDITION OF EMPLOYMENT FOR THE CONVENIENCE OF THE EMPLOYER. SUCH AMOUNTS ARE NOT CONSIDERED TAXABLE COMPENSATION. THE VALUE OF THE HOUSING IS INCLUDED IN SCHEDULE J, PART II, COLUMN (D).

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

SEVERANCE PAYMENT

FORM 990, SCHEDULE J, LINE 4A

KATHLEEN BENJAMIN, IN CONNECTION WITH HER SEPARATION FROM THE ORGANIZATION, WAS ENTITLED TO A TOTAL OF \$77,848 DURING CALENDAR YEAR 2022. THESE PAYMENTS ARE INCLUDED IN SCHEDULE J, PART II, COLUMN (B)(III).

SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN

FORM 990, SCHEDULE J, LINE 4B

PURSUANT TO HIS EMPLOYMENT AGREEMENT IN 2021, PETER DE MENCAL IS ENTITLED TO A \$200,000 SIGNING BONUS, WHICH IS CREDITED TO HIS DEFERRED COMPENSATION ACCOUNT PURSUANT TO SECTION 457(F). THE ACCRUED AMOUNT FOR 2022 IS \$66,668, WHICH IS INCLUDED IN SCHEDULE J, PART II, COLUMN (C).

PETER DE MENCAL IS ENTITLED TO INCENTIVE PAYMENTS WHICH WERE CREDITED TO HIS DEFERRED COMPENSATION ACCOUNT PURSUANT TO SECTION 457(F). THE ACCRUED

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

AMOUNT OF \$500,000 FOR 2022 IS INCLUDED IN SCHEDULE J, COLUMN (C). THE AMOUNTS OF DEFERRED COMPENSATION WILL VEST OVER THE NEXT SEVERAL YEARS.

TERMS AND CONDITIONS OF DISCRETIONARY BONUS

FORM 990, SCHEDULE J, LINE 7

CERTAIN LISTED PERSONS RECEIVED NONFIXED PERFORMANCE BONUSES IN 2022. THE BONUSES WERE APPROVED BY THE EXECUTIVE COMMITTEE OF THE BOARD OF TRUSTEES, AND THE AMOUNTS ARE INCLUDED IN SCHEDULE J, PART II, COLUMN B(II).

**SCHEDULE K
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax-Exempt Bonds

Complete if the organization answered "Yes" on Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.

Attach to Form 990.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2022

**Open to Public
Inspection**

Name of the organization

WOODS HOLE OCEANOGRAPHIC INSTITUTION

Employer identification number

04-2105850

Part I Bond Issues

| | (a) Issuer name | (b) Issuer EIN | (c) CUSIP # | (d) Date issued | (e) Issue price | (f) Description of purpose | (g) Defeased | | (h) On behalf of issuer | | (i) Pooled financing | |
|----------|-----------------|----------------|-------------|-----------------|-----------------|------------------------------------|--------------|----|-------------------------|----|----------------------|----|
| | | | | | | | Yes | No | Yes | No | Yes | No |
| A | MHEFA | 04-2456011 | 57584YGR4 | 05/09/2018 | 86,306,214. | REFINANCED BOND ISSUE OF 12/4/2008 | | X | | X | | X |
| B | | | | | | | | | | | | |
| C | | | | | | | | | | | | |
| D | | | | | | | | | | | | |

Part II Proceeds

| | | A | | B | | C | | D | |
|-----------|--|-------------|-----------|------------|-----------|------------|-----------|------------|-----------|
| 1 | Amount of bonds retired | | | | | | | | |
| 2 | Amount of bonds legally defeased | | | | | | | | |
| 3 | Total proceeds of issue | 86,468,681. | | | | | | | |
| 4 | Gross proceeds in reserve funds | | | | | | | | |
| 5 | Capitalized interest from proceeds | 2,297,624. | | | | | | | |
| 6 | Proceeds in refunding escrows | | | | | | | | |
| 7 | Issuance costs from proceeds | 645,990. | | | | | | | |
| 8 | Credit enhancement from proceeds | | | | | | | | |
| 9 | Working capital expenditures from proceeds | | | | | | | | |
| 10 | Capital expenditures from proceeds | 31,371,812. | | | | | | | |
| 11 | Other spent proceeds | 50,660,224. | | | | | | | |
| 12 | Other unspent proceeds | 1,493,031. | | | | | | | |
| 13 | Year of substantial completion | 2019 | | | | | | | |
| | | Yes | No | Yes | No | Yes | No | Yes | No |
| 14 | Were the bonds issued as part of a refunding issue of tax-exempt bonds (or, if issued prior to 2018, a current refunding issue)? | X | | | | | | | |
| 15 | Were the bonds issued as part of a refunding issue of taxable bonds (or, if issued prior to 2018, an advance refunding issue)? | | X | | | | | | |
| 16 | Has the final allocation of proceeds been made? | | X | | | | | | |
| 17 | Does the organization maintain adequate books and records to support the final allocation of proceeds? | X | | | | | | | |

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule K (Form 990) 2022

Part III Private Business Use

MHEFA

| | A | | B | | C | | D | |
|---|----------|----|-----|----|-----|----|-----|----|
| | Yes | No | Yes | No | Yes | No | Yes | No |
| 1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds? | | X | | | | | | |
| 2 Are there any lease arrangements that may result in private business use of bond-financed property? | | X | | | | | | |
| 3a Are there any management or service contracts that may result in private business use of bond-financed property? | | X | | | | | | |
| b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property? | | | | | | | | |
| c Are there any research agreements that may result in private business use of bond-financed property? | X | | | | | | | |
| d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property? | X | | | | | | | |
| 4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government | 0.0144 % | | | | | | | |
| 5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government | NONE % | | | | | | | |
| 6 Total of lines 4 and 5 | 0.0144 % | | | | | | | |
| 7 Does the bond issue meet the private security or payment test? | | X | | | | | | |
| 8a Has there been a sale or disposition of any of the bond-financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued? | | X | | | | | | |
| b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of | | | | | | | | |
| c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2? | | | | | | | | |
| 9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2? | X | | | | | | | |

Part IV Arbitrage

| | A | | B | | C | | D | |
|---|-----|----|-----|----|-----|----|-----|----|
| | Yes | No | Yes | No | Yes | No | Yes | No |
| 1 Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate? | | X | | | | | | |
| 2 If "No" to line 1, did the following apply? | | | | | | | | |
| a Rebate not due yet? | X | | | | | | | |
| b Exception to rebate? | | X | | | | | | |
| c No rebate due? | X | | | | | | | |
| If "Yes" to line 2c, provide in Part VI the date the rebate computation was performed | | | | | | | | |
| 3 Is the bond issue a variable rate issue? | | X | | | | | | |

Part VI **Supplemental Information.** Provide additional information for responses to questions on Schedule K (see instructions) *(Continued)*

TOTAL PROCEEDS OF ISSUE

TOTAL PROCEEDS OF ISSUE

SCHEDULE K, PART I, LINE A, COLUMN (F) REFINANCED BOND ISSUE OF
12/04/2008 AND CONSTRUCTION.

SCHEDULE K, PART II, LINE 3

THE AMOUNT REPORTED INCLUDES TOTAL PROCEEDS OF PRINCIPAL TOTALING
\$75,510,000 AND PREMIUM OF \$10,958,681.

SCHEDULE K, PART III, LINE 9; PART IV, LINE 7; PART V

THE ORGANIZATION HAS A CHECKLIST IN PLACE TO ENSURE COMPLIANCE WITH
FEDERAL TAX REQUIREMENTS.

SCHEDULE K, PART IV, LINE 2C

THE REBATE COMPUTATION WAS PERFORMED ON 06/06/2018.

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.

Attach to Form 990.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2022

**Open to Public
Inspection**

Name of the organization

WOODS HOLE OCEANOGRAPHIC INSTITUTION

Employer identification number

04-2105850

Part I Types of Property

| | (a) Check if applicable | (b) Number of contributions or items contributed | (c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g | (d) Method of determining noncash contribution amounts |
|--|-------------------------------|--|--|--|
| 1 Art - Works of art | | | | |
| 2 Art - Historical treasures | | | | |
| 3 Art - Fractional interests | | | | |
| 4 Books and publications | | | | |
| 5 Clothing and household goods | | | | |
| 6 Cars and other vehicles | | | | |
| 7 Boats and planes | X | 1 | 9,500,000. | FMV |
| 8 Intellectual property | | | | |
| 9 Securities - Publicly traded | X | 29 | 2,354,458. | FMV |
| 10 Securities - Closely held stock | | | | |
| 11 Securities - Partnership, LLC, or trust interests | | | | |
| 12 Securities - Miscellaneous | | | | |
| 13 Qualified conservation contribution - Historic structures | | | | |
| 14 Qualified conservation contribution - Other | | | | |
| 15 Real estate - Residential | | | | |
| 16 Real estate - Commercial | | | | |
| 17 Real estate - Other | | | | |
| 18 Collectibles | | | | |
| 19 Food inventory | | | | |
| 20 Drugs and medical supplies | | | | |
| 21 Taxidermy | | | | |
| 22 Historical artifacts | | | | |
| 23 Scientific specimens | | | | |
| 24 Archeological artifacts | | | | |
| 25 Other ▶ () | | | | |
| 26 Other ▶ () | | | | |
| 27 Other ▶ () | | | | |
| 28 Other ▶ () | | | | |

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part V, Donee Acknowledgement **29**

| | Yes | No |
|---|-----|----|
| 30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least three years from the date of the initial contribution, and which isn't required to be used for exempt purposes for the entire holding period? | | X |
| b If "Yes," describe the arrangement in Part II. | | |
| 31 Does the organization have a gift acceptance policy that requires the review of any nonstandard contributions? | X | |
| 32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? | X | |
| b If "Yes," describe in Part II. | | |
| 33 If the organization didn't report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II. | | |

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) 2022

JSA

2E1298 1.000

SI8053 7377

V22-7.4F

Part II **Supplemental Information.** Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

CONTRIBUTION METHOD

FORM 990, SCHEDULE M, PART I, COLUMN (B)

WOODS HOLE OCEANOGRAPHIC INSTITUTION HAS REPORTED THE NUMBER OF
CONTRIBUTIONS ON THIS SCHEDULE.

**SCHEDULE O
(Form 990 or 990-EZ)**

Department of the Treasury
Internal Revenue Service

Name of the organization

WOODS HOLE OCEANOGRAPHIC INSTITUTION

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2022

**Open to Public
Inspection**

Employer identification number

04-2105850

MISSION STATEMENT

FORM 990, PART I, LINE 1 AND PART III, LINE 1

THE WOODS HOLE OCEANOGRAPHIC INSTITUTION IS DEDICATED TO ADVANCING KNOWLEDGE OF THE OCEAN AND ITS CONNECTION WITH THE EARTH SYSTEM THROUGH A SUSTAINED COMMITMENT TO EXCELLENCE IN SCIENCE, ENGINEERING, AND EDUCATION, AND TO THE APPLICATION OF THIS KNOWLEDGE TO PROBLEMS FACING SOCIETY.

DELEGATION OF BOARD AUTHORITY

FORM 990, PART VI, LINE 1A

THE EXECUTIVE COMMITTEE SHALL BE COMPOSED OF THE CHAIR OF THE BOARD OF TRUSTEES; VICE CHAIR(S) OF THE BOARD OF TRUSTEES; CHAIR OF THE CORPORATION; THE CHAIRS OF THE ADVANCEMENT COMMITTEE, AUDIT AND RISK COMMITTEE, COMMITTEE ON THE BOARD, DIVERSITY, EQUITY, AND INCLUSION COMMITTEE, FACILITIES COMMITTEE, FINANCE COMMITTEE, AND INVESTMENTS SUBCOMMITTEE, UP TO TWO "AT LARGE" TRUSTEES APPOINTED BY THE CHAIR OF THE BOARD OF TRUSTEES, AND UP TO TWO "AT-LARGE" TRUSTEES APPOINTED BY THE BOARD FROM TRUSTEES SUGGESTED BY THE COMMITTEE ON THE BOARD. AT-LARGE MEMBERS SHALL SERVE FOR A THREE-YEAR TERM, WITH THE POWER GIVEN TO THE CHAIR OF THE BOARD OF TRUSTEES TO RECOMMEND MEMBERS FOR ONE ADDITIONAL THREE-YEAR TERM. THE CHAIR OF THE BOARD OF TRUSTEES SHALL SERVE AS THE CHAIR OF THE EXECUTIVE COMMITTEE.

THE EXECUTIVE COMMITTEE SHALL HAVE AND MAY EXERCISE, SO FAR AS MAY BE PERMITTED BY LAW, ALL OF THE POWERS OF THE BOARD DURING THE INTERVALS BETWEEN MEETINGS OF THE BOARD OF TRUSTEES EXCEPT SUCH POWERS OR DUTIES AS

**SCHEDULE O
(Form 990 or 990-EZ)**

Department of the Treasury
Internal Revenue Service

Name of the organization

Supplemental Information to Form 990 or 990-EZ

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04-2105850

MAY HAVE BEEN SPECIFICALLY DELEGATED BY THE BOARD TO OTHER COMMITTEES OR OFFICERS, AND SHALL HAVE POWER TO AUTHORIZE THE SEAL OF THE CORPORATION TO BE AFFIXED TO ALL PAPERS WHICH MAY REQUIRE IT, AND SUCH OTHER POWERS AS THE BOARD MAY DELEGATE TO IT. THE EXECUTIVE COMMITTEE MAY HOLD MEETINGS AND MAKE RULES FOR THE CONDUCT OF ITS BUSINESS AS IT SHALL FROM TIME TO TIME DEEM NECESSARY OR ADVISABLE. THE PRESENCE OF AT LEAST FIVE MEMBERS OF THE EXECUTIVE COMMITTEE WHO ARE TRUSTEES SHALL CONSTITUTE A QUORUM AND MAY TAKE ACTION BY MAJORITY VOTE OF SUCH QUORUM. ALL ACTIONS OF THE EXECUTIVE COMMITTEE SHALL BE REPORTED TO THE BOARD IN WRITING OR AT THE NEXT MEETING OF THE BOARD.

CONSISTENT WITH THE PROVISIONS OF THE MASSACHUSETTS GENERAL LAWS, THE EXECUTIVE COMMITTEE SHALL NOT HAVE THE AUTHORITY TO: (I) CHANGE THE PRINCIPAL OFFICE OF THE CORPORATION; (II) AMEND THE BYLAWS; (III) ELECT THE STATUTORY OFFICERS OF THE CORPORATION INCLUDING THE PRESIDENT AND DIRECTOR, TREASURER, AND SECRETARY, OR FILL VACANCIES IN SUCH OFFICES; (IV) CHANGE THE NUMBER OF THE BOARD OF TRUSTEES OR FILL VACANCIES IN THE BOARD OF TRUSTEES; OR (V) REMOVE OFFICERS OR TRUSTEES FROM OFFICE.

FORM 990 REVIEW PROCESS

FORM 990, PART VI, LINE 11A

THE ORGANIZATION HAS PROVIDED A COMPLETE COPY (WITH THE EXCEPTION OF AN ANONYMOUS DONOR LISTED IN SCHEDULE B) OF THE FORM 990 TO ITS GOVERNING BODY.

FORM 990, PART VI, LINE 11B

**SCHEDULE O
(Form 990 or 990-EZ)**

Department of the Treasury
Internal Revenue Service

Name of the organization

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

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WOODS HOLE OCEANOGRAPHIC INSTITUTION

04-2105850

WOODS HOLE OCEANOGRAPHIC INSTITUTION'S (WHOI) FORM 990 IS PREPARED WITH THE ASSISTANCE OF ITS OUTSIDE TAX ACCOUNTANTS. FOLLOWING WHOI'S INTERNAL MANAGEMENT'S REVIEW, A DRAFT VERSION OF THE RETURN IS DISTRIBUTED TO THE AUDIT AND RISK COMMITTEE FOR REVIEW AND COMMENTS. ONCE THE RETURN HAS BEEN UPDATED WITH INTERNAL MANAGEMENT AND THE AUDIT AND RISK COMMITTEE'S COMMENTS, EACH VOTING MEMBER OF THE GOVERNING BODY, THE PRESIDENT & DIRECTOR AND VP FOR OPERATIONS AND CHIEF FINANCIAL OFFICER, WILL RECEIVE COPIES OF FORM 990 FOR REVIEW. THE AUDITORS/TAX CONSULTANTS WILL THEN FINALIZE THE FORM 990. COPIES OF COMPLETED FORM 990 WILL BE DISTRIBUTED IN ELECTRONIC OR PAPER FORM TO MEMBERS OF THE GOVERNING BODY PRIOR TO FILING WITH THE IRS. A DESIGNEE OF THE CHIEF FINANCIAL OFFICER WILL BE RESPONSIBLE FOR MAINTAINING A CURRENT DISTRIBUTION LIST AND DISTRIBUTING THE COPIES.

CONFLICT OF INTEREST COMPLIANCE

FORM 990, PART VI, LINE 12C

EACH TRUSTEE, OFFICER, AND KEY EMPLOYEE OF WOODS HOLE OCEANOGRAPHIC INSTITUTION ("WHOI") IS REQUIRED TO DISCLOSE ON AN ONGOING BASIS, IN WRITING, ON WHOI'S DISCLOSURE STATEMENT, (A) ANY FINANCIAL OR BUSINESS RELATIONSHIPS THAT HE OR SHE, OR ANY FAMILY MEMBER, HAS WITH WHOI OR ANY AFFILIATED ORGANIZATION OR WITH ORGANIZATIONS THAT DO BUSINESS WITH WHOI OR ANY AFFILIATED ORGANIZATION, (B) ANY ELECTED OR APPOINTED OFFICE OR POSITION THAT HE OR SHE, OR ANY FAMILY MEMBER, HOLDS IN A BRANCH OF GOVERNMENT OR IN A REGULATORY AGENCY HAVING AUTHORITY OR JURISDICTION OVER WHOI, OR (C) OTHER PERSONAL, FAMILIAL, FINANCIAL, OR BUSINESS RELATIONSHIPS THAT OTHERWISE COULD BE CONSTRUED TO AFFECT THE

**SCHEDULE O
(Form 990 or 990-EZ)**

Department of the Treasury
Internal Revenue Service

Name of the organization

WOODS HOLE OCEANOGRAPHIC INSTITUTION

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

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04-2105850

INDEPENDENT, UNBIASED JUDGMENT OF SUCH TRUSTEE OR OFFICER IN LIGHT OF HIS
OR HER DECISION-MAKING AUTHORITY OR RESPONSIBILITIES FOR WHOI.

THE DISCLOSURE STATEMENTS ARE FILED WITH WHOI'S SECRETARY AND THE
SECRETARY WILL PREPARE A REPORT ANNUALLY OR MORE FREQUENTLY AS NECESSARY
FOR THE TRUSTEES AND OFFICERS SUMMARIZING ANY CONFLICT ISSUES. THE AUDIT
COMMITTEE REVIEWS THE DISCLOSURE REPORTS AND ANY CONFLICTS OR POTENTIAL
CONFLICTS ARE BROUGHT TO THE EXECUTIVE COMMITTEE'S ATTENTION. THE
EXECUTIVE COMMITTEE WILL DETERMINE WHETHER A CONFLICT EXISTS BASED ON
WHOI'S CONFLICT OF INTEREST POLICY. IF A CONFLICT OF INTEREST IS
DETERMINED, THE EXECUTIVE COMMITTEE WILL EXERCISE ITS JUDGMENT ON THE
BEST COURSE TO FOLLOW.

COMPENSATION APPROVAL

FORM 990, PART VI, LINE 15

THE ANNUAL COMPENSATION APPROVAL PROCESS CONSISTS OF A REVIEW BY THE
ORGANIZATION'S INDEPENDENT COMPENSATION COMMITTEE, USING COMPARABLE,
RELEVANT MARKET DATA FOR THE INSTITUTION'S POSITIONS OBTAINED FROM
PUBLISHED SURVEYS, AND OTHER AVAILABLE SOURCES SUCH AS PEER
ORGANIZATIONS' 990 FORMS. OTHER SURVEYS OF SPECIALIZED SKILL SETS OR
EMPLOYEE ATTRIBUTES CRITICAL TO THE SUCCESS OF THE INSTITUTION WILL ALSO
BE INCORPORATED AS NEEDED. MOREOVER, THE COMMITTEE MAY RELY ON MEMBERS OF
WHOI MANAGEMENT AND OUTSIDE ADVISORS, CONSULTANTS, AND COUNSEL TO PROVIDE
MARKET DATA REPORTS, ANALYSIS, AND OPINIONS WITH RESPECT TO
COMPENSATION-RELATED MATTERS. ALL COMPENSATION DECISIONS MADE ARE
DOCUMENTED IN THE MINUTES.

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

2022

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Department of the Treasury
Internal Revenue Service

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Name of the organization

WOODS HOLE OCEANOGRAPHIC INSTITUTION

Employer identification number

04-2105850

PUBLIC DISCLOSURE OF DOCUMENTS

FORM 990, PART VI, LINE 19

THE WOODS HOLE OCEANOGRAPHIC INSTITUTION MAKES ITS GOVERNING DOCUMENTS,
CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE
PUBLIC THROUGH ITS WEBSITE.

RECONCILIATION OF NET ASSETS

FORM 990, PART XI, LINE 9

| | |
|--|--------------|
| VEBA RELATED EXPENSE | (6,117,012) |
| RETURN ON INVESTMENT FOR RETIREE & ACTIVE MED. | (2,872,006) |
| CHANGE IN SPLIT INTEREST AGREEMENTS | (399,846) |
| PENSION RELATED CHANGES OTHER THAN COST | 51,922,819 |
| ODYSSEY GIFT & RELEASE | 6,597,222 |
| OTHER NONOPERATING EXPENSES | (13,328,349) |
| TOTAL | 35,802,828 |

Name of the organization

Employer identification number

WOODS HOLE OCEANOGRAPHIC INSTITUTION

04-2105850

FORM 990, PART VII-COMPENSATION OF THE 5 HIGHEST PAID IND. CONTRACTORS

| NAME AND ADDRESS | DESCRIPTION OF SERVICES | COMPENSATION |
|---|-------------------------|--------------|
| MC GARR SERVICE CORP 233 NEEDHAM STREET, SUITE 530 NEWTON, MA 02464 | CLEANING SERVICES | 920,771. |
| PWC LLP 101 SEAPORT BLVD BOSTON, MA 02210 | AUDIT & TAX ADVISORY | 720,087. |
| CAMBRIDGE ASSOCIATES 125 HIGH STREET BOSTON, MA 02210 | INVEST MGMT SRVCS | 662,396. |
| HURON CONSULTING GROUP INC. PO BOX 71223 CHICAGO, IL 60694 | CONSULTING SERVICES | 615,193. |
| WILLIS TOWER WATSON US LLC 901 NORTH GLEBE RD ARLINGTON, VA 22203 | ACTUARIAL ADVISORY | 544,769. |

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

Related Organizations and Unrelated Partnerships

Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.

Attach to Form 990.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2022

**Open to Public
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Employer identification number

04-2105850

WOODS HOLE OCEANOGRAPHIC INSTITUTION

Part I Identification of Disregarded Entities. Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

| (a) Name, address, and EIN (if applicable) of disregarded entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Total income | (e) End-of-year assets | (f) Direct controlling entity |
|---|-------------------------|--|---------------------|---------------------------|----------------------------------|
| (1) | | | | | |
| (2) | | | | | |
| (3) | | | | | |
| (4) | | | | | |
| (5) | | | | | |
| (6) | | | | | |

Part II Identification of Related Tax-Exempt Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related tax-exempt organizations during the tax year.

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Exempt Code section | (e) Public charity status (if section 501(c)(3)) | (f) Direct controlling entity | (g) Section 512(b)(13) controlled entity? | |
|--|-------------------------|--|----------------------------|---|----------------------------------|--|----|
| | | | | | | Yes | No |
| (1) WHOI TAX EXEMPT EMP. WELFARE BEN. TRUST 04-3282355 569 WOODS HOLE ROAD WOODS HOLE, MA 02543 | BEN. TRUST | MA | 501(C)(9) | N/A | WOODS HOLE | X | |
| (2) | | | | | | | |
| (3) | | | | | | | |
| (4) | | | | | | | |
| (5) | | | | | | | |
| (6) | | | | | | | |
| (7) | | | | | | | |

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2022

Part III Identification of Related Organizations Taxable as a Partnership. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a partnership during the tax year.

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Predominant income (related, unrelated, excluded from tax under sections 512 - 514) | (f) Share of total income | (g) Share of end-of-year assets | (h) Disproportionate allocations? | | (i) Code V - UBI amount in box 20 of Schedule K-1 (Form 1065) | (j) General or managing partner? | | (k) Percentage ownership |
|--|-------------------------|--|----------------------------------|--|------------------------------|------------------------------------|--------------------------------------|----|--|-------------------------------------|----|-----------------------------|
| | | | | | | | Yes | No | | Yes | No | |
| (1) WHOI INVESTMENTS HOLDINGS, LP 569 WOODS HOLE RD WOODS HOLE, | INVESTING | DE | WOODS HOLE | EXCLUDED | 4,805,677. | 467,870,994. | | X | 784,802. | | X | 100.0000 |
| (2) | | | | | | | | | | | | |
| (3) | | | | | | | | | | | | |
| (4) | | | | | | | | | | | | |
| (5) | | | | | | | | | | | | |
| (6) | | | | | | | | | | | | |
| (7) | | | | | | | | | | | | |

Part IV Identification of Related Organizations Taxable as a Corporation or Trust. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a corporation or trust during the tax year.

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Type of entity (C corp, S corp, or trust) | (f) Share of total income | (g) Share of end-of-year assets | (h) Percentage ownership | (i) Section 512(b)(13) controlled entity? | |
|--|-------------------------|--|----------------------------------|--|------------------------------|------------------------------------|-----------------------------|--|----|
| | | | | | | | | Yes | No |
| (1) QUISSETT DEVELOPMENT CORP. REALTY TRUST 26-6212595 569 WOODS HOLE ROAD WOODS HOLE, MA 02543 | LICENSING | MA | WOODS HOLE | TRUST | | | 100.0000 | X | |
| (2) CHARITABLE REMAINDER TRUST (1) | SUPPORT | MA | WOODS HOLE | TRUST | | | | X | |
| (3) CHARITABLE REMAINDER TRUST (2) | SUPPORT | NY | WOODS HOLE | TRUST | | | | X | |
| (4) CHARITABLE REMAINDER TRUST (3) | SUPPORT | FL | WOODS HOLE | TRUST | | | | X | |
| (5) | | | | | | | | | |
| (6) | | | | | | | | | |
| (7) | | | | | | | | | |

Part V Transactions With Related Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note: Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

| | Yes | No |
|--|-----|----|
| 1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV? | | |
| a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity. | | X |
| b Gift, grant, or capital contribution to related organization(s) | X | |
| c Gift, grant, or capital contribution from related organization(s) | | X |
| d Loans or loan guarantees to or for related organization(s) | | X |
| e Loans or loan guarantees by related organization(s) | | X |
| f Dividends from related organization(s) | | X |
| g Sale of assets to related organization(s) | | X |
| h Purchase of assets from related organization(s) | | X |
| i Exchange of assets with related organization(s) | | X |
| j Lease of facilities, equipment, or other assets to related organization(s) | | X |
| k Lease of facilities, equipment, or other assets from related organization(s) | | X |
| l Performance of services or membership or fundraising solicitations for related organization(s) | | X |
| m Performance of services or membership or fundraising solicitations by related organization(s) | | X |
| n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s) | | X |
| o Sharing of paid employees with related organization(s) | | X |
| p Reimbursement paid to related organization(s) for expenses. | | X |
| q Reimbursement paid by related organization(s) for expenses | X | |
| r Other transfer of cash or property to related organization(s) | X | |
| s Other transfer of cash or property from related organization(s) | X | |

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

| (a) Name of related organization | (b) Transaction type (a - s) | (c) Amount involved | (d) Method of determining amount involved |
|---|---------------------------------|------------------------|--|
| (1) WHOI TAX EXEMPT EMP. WELFARE BEN. TRUST | Q | 1,229,951. | CASH |
| (2) WHOI INVESTMENT HOLDINGS LP | S | 22,244,000. | CASH |
| (3) | | | |
| (4) | | | |
| (5) | | | |
| (6) | | | |

Part VI **Unrelated Organizations Taxable as a Partnership.** Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

| (a) Name, address, and EIN of entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Predominant income (related, unrelated, excluded from tax under sections 512 - 514) | (e) Are all partners section 501(c)(3) organizations? | | (f) Share of total income | (g) Share of end-of-year assets | (h) Disproportionate allocations? | | (i) Code V - UBI amount in box 20 of Schedule K-1 (Form 1065) | (j) General or managing partner? | | (k) Percentage ownership |
|---|-------------------------|--|--|--|----|------------------------------|------------------------------------|--------------------------------------|----|--|-------------------------------------|----|-----------------------------|
| | | | | Yes | No | | | Yes | No | | Yes | No | |
| (1) | | | | | | | | | | | | | |
| (2) | | | | | | | | | | | | | |
| (3) | | | | | | | | | | | | | |
| (4) | | | | | | | | | | | | | |
| (5) | | | | | | | | | | | | | |
| (6) | | | | | | | | | | | | | |
| (7) | | | | | | | | | | | | | |
| (8) | | | | | | | | | | | | | |
| (9) | | | | | | | | | | | | | |
| (10) | | | | | | | | | | | | | |
| (11) | | | | | | | | | | | | | |
| (12) | | | | | | | | | | | | | |
| (13) | | | | | | | | | | | | | |
| (14) | | | | | | | | | | | | | |
| (15) | | | | | | | | | | | | | |
| (16) | | | | | | | | | | | | | |

Part VII **Supplemental Information**

Provide additional information for responses to questions on Schedule R. See instructions.
