

FIRST AMENDMENT TO
GRANT AWARD AGREEMENT
(Florida Institute for Human and Machine Cognition, Inc./Project #233)

THIS FIRST AMENDMENT TO GRANT AWARD AGREEMENT (this “**Amendment**”) is made and entered into as of November 5th, 2022, by and between TRIUMPH GULF COAST, INC., a Florida not-for-profit corporation (“**Triumph**”), and the FLORIDA INSTITUTE FOR HUMAN AND MACHINE COGNITION, INC., a Florida not-for-profit research institute of the State of Florida University System established and organized pursuant to Section 1004.447, Florida Statutes (“**Grantee**”).

WITNESSETH:

WHEREAS, Triumph and Grantee are parties to that certain Grant Award Agreement dated March 23, 2021 (the “**Agreement**”). All capitalized terms herein shall have the meanings set forth in the Agreement; and

WHEREAS, Grantee has requested that certain amendments be made to the Agreement; and

WHEREAS, Triumph is agreeable to such amendments as described herein.

NOW, THEREFORE, in consideration of the mutual covenants, promises herein and other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, Triumph and Grantee hereby agree as follows:

1. Amendment to Sections 2 and 5.2/Increase in Grant Amount, Matching Funds, and Total Project Cost.

(a) The amount of the Grant as defined in Section 2 of the Agreement is hereby increased by Five Million Eight Hundred Eighty Nine Thousand Three Hundred Twenty Four Dollars (\$5,889,324), to a total Grant amount of Eleven Million Nine Hundred Sixty Eight Thousand One Hundred Nineteen Dollars (\$11,968,119).

(b) The total amount of the Matching Funds as defined in Section 5.2 of the Agreement is hereby increased by Forty One Million Nine Hundred Eighty Eight Thousand Six Hundred Fifty Nine Dollars (\$41,988,659) to a total of Sixty Six Million Nine Hundred Forty Nine Thousand Six Hundred Seventy Seven Dollars (\$66,949,677), with the amount of the Matching Funds provided by Grantee being increased by Twenty Four Million Nine Hundred Eighty Eight Thousand Six Hundred Sixty Dollars (\$24,988,660) to a total of Thirty Million Nin Hundred Forty Nine Thousand Six Hundred Seventy Seven Dollars (\$30,949,677) and the amount of the Matching Funds provided by external sources being increased by Seventeen Million Dollars (\$17,000,000) to a total of Thirty Five Million and 00/100 Dollars (\$35,000,000).

(c) The total cost of the Project as described in Section 5.2 of the Agreement is hereby increased from \$31,039,813 to \$78,917,796.

(d) In accordance with subsections (a), (b), and (c) above, the first four sentences of Section 5.2 of the Agreement are hereby amended to read in its entirety as follows:

“The total cost of the Project is \$78,917,796, of which (A) (i) Grantee is contributing \$30,949,677, (ii) a private donor is contributing \$1,000,000, (iii) new external matching grants will be contributing \$35,000,000 above and beyond the contribution specific in 5.2(A)(i) (collectively, the “**Matching Funds**”), and (B) \$11,968,119 is being provided by the Grant. It is expressly understood and agreed that the term “Matching Funds” as defined herein include but not are limited to all externally funded projects and includes internal funding and donor funding but the word “Match” or “Matching” for purposes of this Agreement is not subject to the definition of “Match” as set forth in OMB 2 CFR 200.306. The total estimated cost of the Project is based upon the Budget. To the extent that the actual cost of the Project exceeds \$78,917,796, Grantee shall be solely responsible for such excess.”

(e) All references in the Agreement to the \$6,078,795 Grant amount shall hereafter be deemed references to the \$11,968,119 Grant amount; all references in the Agreement to the Matching Funds amount shall hereafter be deemed references to the Matching Funds described in Section 1(d) above; and references in the Agreement to the \$31,039,813 total cost of the Project shall hereafter be deemed references to the total cost of the Project of \$78,917,796.

2. **Amendment to Budget.** The Budget attached as Exhibit “A” to the Agreement is hereby deleted and replaced with the Budget attached hereto as Exhibit “A” and incorporated herein. All references to the Budget in the Agreement shall hereafter mean and refer to the Budget attached hereto as Exhibit “A.”

3. **Amendment to Performance Metrics.** In order to increase the required value of research grants from \$18,000,000 to \$35,000,000 in Performance Metric #1, and to extend the deadline for completion thereof from December 31, 2031 to December 31, 2034, Section 8.3(a) of the Agreement is hereby amended to read in its entirety as follows:

(a) **Performance Metric #1:** As of December 31, 2034, Grantee shall have been awarded not less than Thirty Five Million Dollars (\$35,000,000) in awarded research grants that support the broader objectives of the Project; and”

4. **Amendment to Grant Application.** All references in the Agreement to the Grant Application shall hereafter mean and refer to Grantee’s Application for Funds dated December 4, 2020, as amended and supplemented by modification dated September 23, 2022.

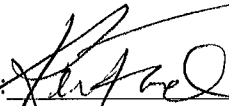
5. **No Other Amendments.** Except as expressly provided above, the Agreement shall remain unmodified and in full force and effect.

[signature page follows]

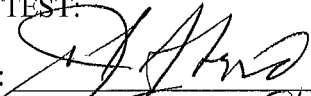
IN WITNESS WHEREOF, the parties hereto have caused this Amendment be executed as of the day and year first above written.

GRANTEE:

FLORIDA INSTITUTE FOR HUMAN AND MACHINE COGNITION, INC., a Florida not-for-profit research institute of the State of Florida University System

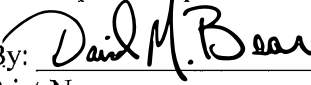
By: 
Print Name: Dr. Kenneth Ford
Title: Chief Executive Officer

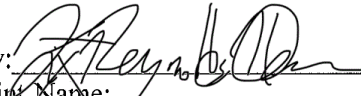
ATTEST:

By: 
Print Name: Julie L. Steppano
Title: 11-03-22

TRIUMPH:

TRIUMPH GULF COAST, INC., a Florida not-for-profit corporation

By: 
Print Name: David M. Bear
Title: Chairman

By: 
Print Name:
Title: Treasurer

ATTEST:

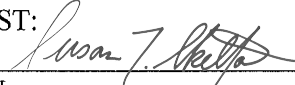
By: 
Print Name: Susan Skelton
Title: Secretary

EXHIBIT "A"

Budget

(see attached)

Exhibit A
 IHSAC Center for Human Healthspan, Resilience and Performance (the Center)
 Budget

	Supplies & Equipment	Personnel	Facilities	External Match	Total
Project Total					
2020	732,621	2,937,445			3,670,066
2021	657,910	494,584	7,560		1,160,054
2022	953,992	1,040,679	3,780	818,730	2,817,181
2023	5,401,848	2,933,486	20,000,000		28,335,334
2024	1,976,480	1,777,011	5,000,000		8,753,491
2025					
2026				2,171,270	2,171,270
2027					
2028					
2029					
2030					
2031				15,000,000	15,000,000
2032					
2033					
2034				17,000,000	17,000,000
Project Total	9,722,851	6,183,605	25,011,340	35,000,000	78,017,796
Triumph					
2020					
2021	657,910	87,942			745,852
2022	953,992	956,832			1,910,824
2023	5,401,848	1,843,419			7,245,267
2024	1,976,480	687,696			2,664,176
2025					
2026					
2027					
2028					
2029					
2030					
2031					
2032					
2033					
2034					
Triumph Total	8,990,230	2,977,889			11,968,119
Grantee					
2020	732,621	1,937,445			2,670,066
2021	657,910	407,042	7,560		1,072,512
2022	953,992	681,847	3,780		1,640,619
2023	5,401,848	1,090,067	20,000,000		26,491,915
2024	1,976,480	1,089,315	5,000,000		7,065,795
2025					
2026					
2027					
2028					
2029					
2030					
2031					
2032					
2033					
2034					
Grantee Total	732,621	5,205,716	25,011,340		30,949,677
Private Donor					
2020		1,000,000			1,000,000
2021					
2022					
2023					
2024					
2025					
2026					
2027					
2028					
2029					
2030					
2031					
2032					
2033					
2034					
Match Source 1 Total		1,000,000			1,000,000
External Match					
2020					
2021					
2022				818,730	818,730
2023					
2024					
2025					
2026				2,171,270	2,171,270
2027					
2028					
2029					
2030					
2031				15,000,000	15,000,000
2032					
2033					
2034				17,000,000	17,000,000
Match Source 2 Total				35,000,000	35,000,000