Memorandum of Agreement
To Establish and Implement the Alaska Ocean Observing System

November 10, 2009
Revised May 13, 2021

Section I. Parties and Purpose of MOA

This Memorandum of Agreement (MOA) establishes the Alaska Ocean Observing System (AOOS) as the Alaska region component of the Integrated Ocean Observing System (IOOS). This MOA is entered into and will be implemented by the signatories (representatives of institutions, agencies, etc. with legal status) and any other entities that may become signatories to this agreement in the future (the "Parties"). The MOA outlines the functions and responsibilities agreed to by the participating parties for establishing and implementing AOOS. This MOA will provide a framework for the Parties to work cooperatively to more effectively accomplish their individual and common missions and enhance broad user access to ocean knowledge, data, tools, and products. This MOA may be modified over time as the national IOOS Program evolves and matures.

Section II. Authorization

The Alaska Ocean Observing System (AOOS) has been operating under an MOA adopted in 2004 as the Alaska regional ocean observing system for the national IOOS program. This MOA (adopted June 25, 2008, modified November 10, 2009, and modified May 13, 2021) supersedes the 2004 MOA. AOOS continues to be the regional ocean observing association for Alaska, and as described in the authorizing legislation (Public Law 111-11 "Omnibus Public Land Management Act of 2009," Subtitle C - Integrated Coastal and Ocean Observing System Act of 2009, Sections 12301 to 12311 and Public Law 116-271 "Coordinated Ocean Observations and Research Act of 2020"), the regional information coordination entity, recognized by the National Oceanic and Atmospheric Administration's (NOAA's) IOOS Program Office and established and responsible for the development, operation, and improvement of the regional ocean observing systems in the coastal zone and the Exclusive Economic Zone (EEZ) of the four Large Marine Ecosystem regions of Alaska: Beaufort Sea, Chukchi Sea, Bering Sea/Aleutian Islands, and Gulf of Alaska. These systems are nested in the coastal component of the Integrated Ocean Observing System (IOOS), which is the U.S. program that contributes to the Global Ocean Observing System as well as the Global Earth Observing System of Systems.

Section III. Vision, Mission, Goals, and Objectives

<u>Vision</u> – As the "eye on Alaska's coasts and oceans," AOOS represents a network of critical ocean and coastal observations, data and information products that aid our understanding of the status of Alaska's marine ecosystem and allow stakeholders to make better decisions about their use of the marine environment.

<u>Mission</u> – The mission of AOOS is to address regional and national needs for ocean information, gather specific data on key coastal and ocean variables, and ensure timely and sustained dissemination and availability of these data

<u>Goals</u> – The goals of AOOS are to:

- Support national defense, marine commerce, navigation safety, weather, climate, and marine forecasting, energy siting and production, economic development, ecosystem-based marine and coastal resource management, public safety, and public outreach training and education;
- Promote greater public awareness and stewardship of the Nation's ocean and coastal resources and the general public welfare;
- Enable advances in scientific understanding to support the sustainable use, conservation, management, and understanding of healthy ocean and coastal resources; and
- Improve the Nation's capability to measure, track, explain, and predict events related directly and indirectly to weather and climate change, natural climate variability, and interactions between the oceanic and atmospheric environments.

Objectives – To achieve these goals, AOOS will:

- Identify priorities for coastal and ocean observations and information based on the needs of users of Alaska's coasts and oceans;
- Coordinate State, Federal, Alaska Native, local and private interests at a regional level to meet the priority needs of user groups in the Alaska region;
- Identify gaps in existing ocean observing activities and data, make recommendations for needed enhancements to both Federal and non-Federal assets, and fill gaps when appropriate;
- Increase efficiencies of existing ocean observing activities and data;
- Enhance the usefulness of ocean observations for a wider variety of users, including users with different internet bandwidth capabilities; and
- Integrate observations and data through data management, planning, coordination and facilitation.

Section IV. Geographic Scope

AOOS represents four Large Marine Ecosystems: Beaufort Sea, Chukchi Sea, Bering Sea/Aleutian Islands, and Gulf of Alaska and incorporates the waters surrounding the state of Alaska including the coast, bays and estuaries, to the seaward extent of the Exclusive Economic Zone.

Section V. Functions and Responsibilities as a Regional Information Coordination Entity

As the representative Regional Coastal Observing System for Alaska, the members of AOOS agree to

A. Demonstrate an organizational structure capable of addressing the vision, mission, goals and objectives described in Section III;
B. Meet the information needs of user groups in the region while adhering to national standards;
C. Meet the certification standards and compliance procedures and guidelines issued by the national IOOS;
D. Comply with all financial oversight requirements established by the national IOOS, including requirements relating to audits;
E. Participate as a member of the National Federation of Regional Associations for Coastal and Ocean Observing (an incorporated non-profit representing the interests of the regional component of IOOS);

F. Develop and operate under a strategic operational plan;
G. Work cooperatively with government and non-government entities at all levels to identify and provide information products for multiple users within the Alaska region;
H. Share data and ensure compatible data standards where appropriate and in accordance with applicable laws, regulations, and policies of the participating entities; and
I. Fund any advocacy efforts with non-binding contributions from private (non-governmental) Parties and other private funds.

VI. Members and Affiliates

A. Qualifications of Members
   1) Members include legal organizations representing AOOS constituents who are party to this MOA.
   2) AOOS Members may include, but are not limited to, private sector, federal agencies, regional federal science and management organizations, state and local agencies, Alaska Native communities and tribal governments, research organizations, academic institutions, and non-governmental organizations throughout the entire AOOS region that are committed to the vision, mission, goals and objectives of AOOS.
   3) Per language in the IOOS authorizing legislation, employees of Federal agencies are specifically authorized to participate in the functions of a regional information coordination entity, including AOOS.
   4) The founding members of AOOS, and signatories to the 2005 MOA, are automatically considered AOOS members. New AOOS Members will be added by majority vote of the AOOS Board with the goal of creating an organization that broadly represents, to the best practicable extent, the constituencies described above.

B. Affiliate Members
   1) Representatives from the adjacent Regional Association, NANOOS, as well as representatives of British Columbia, the North Pacific Marine Science (PICES) MONITOR Committee, and other relevant international organizations may hold affiliate membership but do not have voting rights.

C. Meetings
   1) AOOS members shall meet at least annually to foster cooperation among the Parties, share findings with other participatory agencies, evaluate plans and progress in implementation, and coordinate in establishing priorities for the system.
   2) Membership meetings shall be public, open meetings.

D. Powers and Duties
   1) AOOS members act as the AOOS Board, but may elect a smaller board of directors once AOOS Membership is 25 or greater. Procedures for an election will be included in the AOOS Standard Operating Procedures.
   2) AOOS members may amend the MOA or other implementing documents (by two/thirds approval);

3) If 2/3 of the AOOS membership decides to form a private non-profit 501(c) (3) corporation, this MOA does not obligate AOOS members to continue as members if and when AOOS incorporates.
4) Specific roles and responsibilities of the AOOS Board are included in the Standard Operating Procedures.

E. Standard Operating Procedures
   1) Members of AOOS agree to comply with standard operating procedures as adopted by the AOOS board and amended from time to time as needed.

Section VII. Fiscal Agent
AOOS will secure a fiscal agent from an appropriate entity as described in the Standard Operating Procedures.

Section VIII. Indemnification
AOOS, through its fiscal agent, shall secure sufficient insurance coverage for directors, officers, committee members, and employees of AOOS against any liability incurred as a result of their status with AOOS, and in accord with the civil liability provisions included in the Integrated Coastal Ocean Observing Act of 2009, reauthorized in 2020.

Section IX. Intellectual Property
Intellectual property rights will be retained by the appropriate body and implemented according to state and federal laws.

Section X. General Provisions
A. Effective Date. This MOA becomes effective upon two-thirds vote of the founding members. This MOA may be executed in counterparts, each of which will be considered an original document.
B. Withdrawal. Any Party to this MOA may withdraw without obligation with three months formal written notice to the other Parties.
C. Termination. This MOA shall remain in effect until it is terminated by agreement of the Parties.
D. Dispute Resolution. Disputes among the parties will be resolved according to a policy adopted by the Board.
E. Avoiding Conflicts of Interest. A conflict of interest policy will be adopted by the Board.
F. Authority. Nothing in this MOA shall be construed to limit or modify the authority or responsibility of a Party.
G. Third Parties. This MOA is not intended to, nor shall it, vest rights in persons or entities who are not Parties.
H. Amendment. This MOA may be amended upon approval of two-thirds of the AOOS members.
I. Antideficiency. Nothing in this MOA shall be construed as obligating any of the Parties, their agents, or employees to expend funds in excess of that authorized by law.
J. Effect. This MOA is intended to express the good faith plans and general intentions of the Parties, but does not create any legally enforceable obligations between or upon the Parties, or the organizations they represent.

K. Notice. Any notice, request, order, or communication to the Parties, pursuant to this MOA, shall be in writing to each Party at the address that follows: AOOS, 1007 West Third Avenue, Suite 100, Anchorage, AK 99501 or to such other addresses as any Party may designate in writing.

L. Dissolution of AOOS property. In the event of liquidation, dissolution or winding up the affairs of the Alaska Ocean Observing System, the assets of AOOS (both real and intellectual) shall be distributed according to a decision of the Board as appropriate. If no decision is made, all assets will be distributed to the University of Alaska.

Approved by two-thirds vote of founding AOOS members on this date, Nov 10, 2009
Approved by two-thirds vote of AOOS Board members on this date, May 13, 2021