

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

THIS THIRD AMENDMENT TO GRANT AWARD AGREEMENT (this “**Amendment**”) is made and entered into as of the Effective Date as set forth on the signature page below, 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, as amended by (i) that certain First Amendment to Grant Award Agreement dated November 3, 2022, and (ii) that certain Second Amendment to Grant Award Agreement dated December 19, 2023 (as amended, 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 Section 7.2(b)(i).** Section 7.2(b)(i) of the Agreement is hereby deleted and replaced in its entirety with the following:

“(i) Chapter 218, Florida Statutes; applicable rules of the Department of Financial Services (DFS); and applicable of the Rules of the Auditor General. Regardless if Section 10.550 Rules of the Auditor General are applicable or not, Grantee shall provide as part of its Audit for any fiscal year in which funds related to the Deepwater Horizon oil spill are received or expended, a report that includes an opinion (or disclaimer of opinion) as to whether the schedule of receipts and expenditures of such funds is presented fairly in all material respects in relation to the financial statements taken as a whole. The report shall be prepared in accordance with AICPA Professional Standards, AU-C Section 725, promulgated by the American Institute of Certified Public Accountants.”

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

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed as of _____, 2024 (the “**Effective Date**”).

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: _____
Title: _____

TRIUMPH:

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

By: _____
Print Name: _____
Title: Chairman

By: _____
Print Name: _____
Title: Treasurer

ATTEST:

By: _____
Print Name: _____
Title: Secretary

EXHIBIT "A"

Budget

(see attached)

IHMC Center for Human Healthspan, Resilience and Performance (the Center)
Budget

	Supplies & Equipment	Personnel	Facilities	Construction	External Match Expenditures	Total
Project Total						
2020	-	2,937,445	-	-	-	2,937,445
2021	657,910	1,507,870	7,560	-	-	2,173,340
2022	953,992	1,320,299	3,780	-	828,730	3,106,801
2023	6,101,518	2,730,295	-	20,000,000	-	28,831,813
2024	4,276,810	687,696	-	5,334,550	-	10,299,056
2025	418,237	160,000	-	2,165,450	-	2,743,687
2026	-	160,000	-	1,500,000	2,171,270	3,831,270
2027	-	160,000	-	-	-	160,000
2028	-	-	-	-	-	-
2029	-	-	-	-	-	-
2030	-	-	-	-	-	-
2031	-	-	-	-	15,000,000	15,000,000
2032	-	-	-	-	-	-
2033	-	-	-	-	-	-
2034	-	-	-	-	17,000,000	17,000,000
2035	-	-	-	-	-	-
2036	-	-	-	-	23,531,507	23,531,507
Project Total	12,408,467	9,663,605	11,340	29,000,000	58,531,507	109,614,919
Triumph						
2020	-	-	-	-	-	-
2021	657,910	87,942	-	-	-	745,852
2022	953,992	358,832	-	-	-	1,312,824
2023	6,101,518	1,843,419	-	-	-	7,944,937
2024	4,276,810	687,696	-	334,550	-	5,299,056
2025	418,237	160,000	-	2,165,450	-	2,743,687
2026	-	160,000	-	1,500,000	-	1,660,000
2027	-	160,000	-	-	-	160,000
2028	-	-	-	-	-	-
2029	-	-	-	-	-	-
2030	-	-	-	-	-	-
2031	-	-	-	-	-	-
2032	-	-	-	-	-	-
2033	-	-	-	-	-	-
2034	-	-	-	-	-	-
2035	-	-	-	-	-	-
2036	-	-	-	-	-	-
Triumph Total	12,408,467	3,457,889	-	4,000,000	-	19,866,356
Grantee						
2020	-	1,937,445	-	-	-	1,937,445
2021	-	1,419,928	7,560	-	-	1,427,488
2022	-	961,467	3,780	-	-	965,247
2023	-	886,876	-	20,000,000	-	20,886,876
2024	-	-	-	5,000,000	-	5,000,000
2025	-	-	-	-	-	-
2026	-	-	-	-	-	-
2027	-	-	-	-	-	-
2028	-	-	-	-	-	-
2029	-	-	-	-	-	-

IHMC Center for Human Healthspan, Resilience and Performance (the Center)
 Budget

	Supplies & Equipment	Personnel	Facilities	Construction	External Match Expenditures	Total
2030						-
2031						
2032						
2033						
2034						
2035						
2036						
Grantee Total	-	5,205,716	11,340	25,000,000	-	30,217,056
Private Donor						
2020		1,000,000				1,000,000
2021						-
2022						-
2023						-
2024						-
2025						-
2026						-
2027						-
2028						-
2029						-
2030						-
2031						-
2032						-
2033						-
2034						-
2035						-
2036						-
Match Source 1 Total	-	1,000,000	-	-	-	1,000,000
External Match						
2020						-
2021						-
2022					828,730	828,730
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
2035						-
2036					23,531,507	23,531,507
Match Source 2 Total	-	-	-	-	58,531,507	58,531,507