

STATEMENT OF WORK NO. YOUR3

BETWEEN NEW VENTURE FUND AND DICKINSON & AVELLA PLLC

NVF-DIC07-SOW-YOUR3-2020-02-10

THIS STATEMENT OF WORK IS GOVERNED BY THE PARTIES' MASTER AGREEMENT,
NVF-DIC07-MSA-2020.

Effective Date

This Agreement is effective on the date that it is signed by both Parties hereto (the "Effective Date").

Description of Services

Contractor will perform the following services and provide the following deliverables in support of NVF:

In partnership with Marc Soloman and the Center for Secure and Modern Elections (CSME) staff, represent New Venture Fund's CSME project in support of Automatic Voter Registration and other pro-voter modernizations before the New York State Legislative, Executive and Administrative branches of government.

Term

The term of this Statement of Work will commence on February 10, 2020 and shall continue until June 1, 2020.

Contractor Personnel

Unless Contractor and NVF agree otherwise, the Contractor will be the sole contractor working on this contract.

Compensation

Contractor's compensation is separated into the following parts:

1. *Fee for Services.* Contractor shall be paid at a rate of \$10,000 per month for work related to this SOW. Contractor will bill NVF on a monthly basis beginning March 1, 2020. Contractor's total fee for work related to this contract will be capped at \$40,000 or four months. Contractor must submit invoices that outline in detail time spent on performing the Services and completing the deliverables outlined in Exhibit A.

2. *Expenses and Reimbursements.* NVF will not reimburse Contractor for any expenses under this SOW.

Contractor is responsible for supplying all basic infrastructure, tools and equipment required to perform the Services under this Agreement.

Contractor (including any individual employed by Contractor) must include sufficient level of detail on each invoice about the type and dollar value of any lobbying activities to allow NVF to properly code all lobbying expenditures on its books. A sample Contractor timesheet is included as Exhibit A.

Lobbying Obligations

NVF and the Contractor agree that this SOW includes – or may evolve to include – activities that are considered lobbying by the IRS, the Lobbying Disclosure Act, and/or a state, local and/or foreign jurisdiction. Contractor (and any individual employed by such Contractor) is required to comply with the rules and regulations applicable to Section 501(c)(3) nonprofit organizations when acting on behalf of NVF or pursuant to its independent contractor agreement with NVF. Contractor is responsible for familiarizing themselves with the rules and regulations applicable to nonprofit organizations, and obtaining training and/or retaining outside legal counsel, at Contractor’s own expense, as necessary. The following limitations on lobbying are of the essence.

IRS Lobbying

NVF and the Contractor agree that this SOW includes – or may evolve to include – activities that are considered lobbying within the meaning of section 501(c)(3) under the “no substantial part test” and without regard to section 501(h) (“IRS Lobbying”).

With regard to IRS lobbying, the combined value of all lobbying expenditures incurred and lobbying activity attributable to this SOW is capped at **\$40,000**. This cap may be adjusted by NVF in its sole discretion at any point during the contract term, including increasing or decreasing the cap, provided that the cap may not be reduced below the total value of all lobbying expenditures attributable to this SOW as of the date that any notice of adjustment is given to Contractor.

LDA Lobbying

If Contractor’s activities involve direct communications or meetings with legislators or executive branch officials, or activities in preparation for such communications with legislators or executive branch officials, then the Contractor may be engaging in “lobbying” as defined by the Lobbying Disclosure Act (2 U.S.C. § 1601) (“LDA lobbying”). Notwithstanding the above guidance on IRS lobbying, the Contractor agrees not to engage in any LDA lobbying activities. In no event shall the Contractor conduct any activities that would require the Contractor to register as a lobbyist on behalf of NVF under the LDA.

Other Lobbying

NVF and the Contractor agree that this SOW includes – or may evolve to include – activities that constitute lobbying under state, local and/or foreign law (separate from IRS definitions of lobbying at those levels). Contractor is responsible for familiarizing itself with all local lobbying regulations to which its activities on behalf of NVF may be subject, and for complying with all applicable laws. Contractor is responsible for preparing and submitting all filings required by any state, local or foreign government

related to Contractor's provision of the Services under this SOW, and for any and all costs associated with such filings. Notwithstanding the foregoing, Contractor shall not make any filings related to the Services under this SOW that the relevant state, local or foreign government authority intends or requires to be filed by NVF or another entity. Contractor agrees to provide NVF, in a timely manner, with all relevant information to facilitate any such filings. In no event shall the Contractor conduct any activities that would require the Contractor to register as a lobbyist on behalf of NVF in any state, local or foreign jurisdiction, without the express written permission of NVF.

Other Provisions

Cooperation

Contractor agrees to cooperate and provide NVF with any additional information reasonably requested by NVF in order to satisfy any reporting obligations NVF may have to donors/ funders, the IRS, other federal, state, local or foreign agencies or to otherwise comply with laws or regulations pertaining to Contractor's activities.

Mass Media Communications.

In certain times during election cycles, mass media communications may constitute "electioneering" communications. Any communication on radio or television (including satellite and cable) which (1) refers to a clearly identified federal candidate, (2) takes place within sixty (60) days prior to the general election, or thirty (30) days prior to a primary, nominating convention or caucus, and (3) can be received by at least 50,000 persons in the candidate's electoral jurisdiction is considered an "electioneering" communication regulated by the Federal Election Commission. This type of communication may be prohibited or may trigger federal reporting requirements.

Contractor is responsible for notifying NVF of any mass media communication or any other public communication as defined by the FEC, <https://www.fec.gov/press/resources-journalists/public-communications/>, on radio or television (including cable or satellite format), newspaper, digital media, or billboard immediately prior to distribution of the communication, regardless of whether the communication was previously discussed with or approved by NVF. Contractor must submit to NVF all written materials intended for mailing to the general public or insertion into newspapers, digital media or other written media, and any scripts for television, radio or telemarketing, for evaluation of potential lobbying, electioneering and political activity content at least five (5) days before they are used in a project or campaign.

Official Gifts

Contractor agrees not to provide any gift to a government official without prior approval from NVF, when such gift is purportedly on behalf of NVF or utilizes NVF's resources. For these purposes, a "gift" is any meal, entertainment, goods, travel, lodging, services, or any other benefit or thing of value that Contractor gives to a government official without receiving payment from the government official for the full value of the gift. A "government official" is any person who is employed by a federal, state, local or foreign government body, including legislative, executive branch, and judicial employees, as well as any person who has been elected or appointed to a government office, but has not yet taken office.

Insurance

For all programs whose work includes interacting or communicating with minors, Contractor shall maintain in full force and effect at its own expense \$1,000,000 in liability insurance. NVF shall be named

as an additional insured for all such coverage. At NVF's request, Contractor shall provide to NVF a certificate of insurance evidencing the coverage required in this section and shall provide NVF with notice of cancellation or non-renewal of any such coverage within thirty (30) days of the time Contractor receives notice.

Final Report

Once all deliverables for this Statement of Work have been delivered and accepted by NVF, Contractor may be required to complete a final report in a form provided by NVF. The final report form will request a consolidated version of the project deliverables and a financial report for the project consistent with the initial project financial statement, dated and signed by an authorized officer of Contractor. This final report must be returned to NVF within thirty (30) days after the evaluation form has been provided to the Contractor.

IN WITNESS WHEREOF, the Parties have executed this Statement of Work through their duly authorized representatives on the dates indicated below.

New Venture Fund



Name: Lee Bodner

Title: President

Date: Feb 12, 2020

Dickinson & Avella, PLLC



Name: MICHAEL AVELLA ESQ

Title: PARTNER

Date: 2/10/20

EXHIBIT A – Sample Contractor Timesheet

Please submit a completed timesheet with all invoices, or provide sufficient detail on invoices to allow NVF to properly code all lobbying activities.

Contractor:
Work Period Covered by Invoice:
Total Number of Contractor Hours Worked during Work Period: <i>(Please include lobbying and non-lobbying hours in this figure)</i>

Of the total number of hours worked, please detail any time spent on lobbying activities in the following chart:

Activity Category	Total Hours	Dollar Value of Hours	Description/ Comments
Lobbying – IRS Only			
Contact with non-federal legislators, their staff, or a legislative body			
Mailings to non-federal legislators			
Mailings to the public on legislative or ballot measures			
Media advertisements on legislative or ballot measures			
Publications; published or broadcasted statements			
Rallies, demonstrations, seminars, speeches, lectures, etc.			
Other (please describe)			
Lobbying – IRS/LDA			
Contact with Congress			
Mailings to Congress			
Media advertisements targeted at Congress			
Other (please describe)			
Lobbying – LDA Only			
Influencing “covered” congressional and federal executive branch officials			
Other Lobbying			
Please describe			
TOTAL LOBBYING			

EXPLANATION OF SAMPLE TIMESHEET CATEGORIES

The information that follows provides guidance on the lobbying codes on the sample contractor timesheet. Please note that the examples are intended to be illustrative, not exhaustive.

Lobbying – IRS ONLY

Communicating with legislators (other than the U.S. Congress) at the local, state, or international levels

If you are interacting with local, state, or international legislators—or their staff members—on specific legislation, please use the following IRS ONLY codes:

Timecode & Definition	Example
<p>Contact with non-federal legislators, their staff, or a legislative body (state, local, foreign) Lobbying legislative bodies at the local, state, or international level (<i>not the U.S. Congress</i>).</p>	<p>1. Meeting with a state senator to urge them to support a specific piece of legislation.</p>
<p>Mailings to non-federal legislators (state, local, foreign) Lobbying at the local, state, or international level (<i>not the US Congress</i>); involves sending emails, letters, or publications to legislators and/or their staff.</p>	<p>1. Sending a letter to a state legislator asking him or her to support a piece of legislation. 2. Emailing a local council member asking him or her to support a local ordinance.</p>

Communications with the public

If the primary audience for a lobbying activity is the general public—or specific subsets of the general public—please use the following IRS ONLY codes:

Timecode & Definition	Example
<p>Mailings to the public on legislative or ballot measures Expressing a view with respect to legislation at the federal, state, local or international level to the public via mailed (or emailed) publications and letters.</p>	<p>1. Sending an email blast to your project’s email list asking recipients to contact their members of Congress and urge them to oppose a specific piece of legislation.</p>

	<ol style="list-style-type: none"> 2. Sending an email request to local citizens to appear at a city council meeting to speak on a local zoning decision. 3. Sending a postcard to a potential voter urging them to vote “yes” on a ballot measure.
<p>Media advertisements Expressing a view with respect to legislation at the federal, state, local or international level via media ads (broadcast, online, print, etc.).</p>	<ol style="list-style-type: none"> 1. Purchasing an online media buy for banner ads that urge viewers to contact their members of Congress and tell them vote “yes” on a specific piece of legislation. 2. Placing an ad in a local newspaper calling on voters to contact their city council members to oppose a specific ordinance. 3. Running an advertisement on a local radio program that directly appeals to the city council to adopt a specific ordinance.
<p>Published materials; published or broadcast statements Expressing a view with respect to legislation at the federal, state, local or international level via published materials (online, print, etc.).</p>	<ol style="list-style-type: none"> 1. Creating a one-pager with talking points for constituents to use when urging their members of Congress to support a specific piece of legislation. 2. Writing a report on the impacts of specific state legislative proposals that will be shared with the public to urge them to contact state legislators on the issues.
<p>Rallies, demonstrations, seminars, speeches, lectures, etc. Expressing a view with respect to legislation at the federal, state, local or international level via rallies, demonstrations, seminars, conventions, speeches, or lectures.</p>	<ol style="list-style-type: none"> 1. Hosting a rally to mobilize supporters to contact their state senators to ask them to oppose a specific piece of legislation. 2. Setting up a public concert with a message in favor of a specific state bill.
<p>Other Expressing a view with respect to legislation at the federal, state, local or international level via activities other than mailings, media ads, public gatherings and published materials.</p>	<ol style="list-style-type: none"> 1. Launching a social media campaign that mobilizes supporters to sign a petition urging the state legislature to vote “no” on a specific piece of legislation. 2. Tweeting that the public should call Congress and urge a “yes” vote on a specific amendment. 3. Posting a message on a state senator’s Facebook page that urges them to vote against a specific piece of legislation.

Lobbying – IRS/LDA

Communications with Congress

If you are interacting with members of Congress, their staff, or other government officials participating in the formulation of language to be considered by Congress, please use the following IRS/LDA codes:

Timecode & Definition	Example
<p>IRS/LDA, Contact with Congress Lobbying at the federal level; involves meetings and phone conversations with federal legislators, their staff, or executive branch officials participating in the formulation of the legislation and advocating for or against that piece of legislation.</p>	<ol style="list-style-type: none"> 1. Meeting with a member of Congress to discuss your project’s position on how the member should vote on a specific piece of legislation. 2. Telephoning all of the staff for members of a subcommittee before the vote on an amendment.
<p>IRS/LDA, Mailings to Congress Lobbying at the federal level; involves sending emails, letters, or publications to federal legislators, their staff, or executive branch officials participating in the formulation of the legislation.</p>	<ol style="list-style-type: none"> 1. Emailing a congressional staffer a cover note and a series of articles and publications in an attempt to persuade the member of Congress—to support a specific piece of legislation. 2. Sending a letter to a Cabinet secretary asking him or her to testify in favor of a piece of legislation.
<p>IRS/LDA, Media targeted at Congress Lobbying at the federal level; involves placing media messages directed at members of Congress, their staff, or executive branch officials intended to influence the formulation of legislation.</p>	<ol style="list-style-type: none"> 1. Buying a full-page ad in the major newspaper in a Senator’s state asking him or her to support a piece of legislation. 2. Appearing on a radio program and directly appealing to a member of Congress to vote a certain way on legislation.
<p>IRS/LDA, Other Lobbying at the federal level; involves activities other than direct contact with and mailing to federal legislators, their staff, or executive branch officials participating in the formulation of the legislation.</p>	<ol style="list-style-type: none"> 1. Directing a tweet at a Senator asking her to vote for a specific piece of legislation.

Lobbying – LDA ONLY

Communications with members of Congress or federal executive branch officials (“covered officials”) intended to influence executive branch actions

If you are working with federal executive branch officials who are considered covered officials, on an issue other than legislation, please use the following LDA ONLY codes:

Timecode & Definition	Example
<p>Influencing “covered” congressional or executive branch officials Any effort to influence the decisions of covered executive branch officials with respect to executive branch policy decisions, including direct contact, phone calls, or mailings. (Does not include campaigns in response to official requests for public comment on policies or grassroots action.)</p>	<ol style="list-style-type: none"> 1. Meeting with the President’s Chief of Staff to urge the administration to issue an Executive Order. 2. Meeting with the Chair of the FCC urging him to adopt a specific ruling. 3. Drafting a letter for a member of Congress to send to a Cabinet secretary requesting action on a specific policy.

Please note that covered executive branch officials include the President, Vice-President, officers and employees of the Executive Office of the President, the two senior-level officers of each of the other agencies in the Executive Office, individuals in Level I through V positions of the Executive Schedule and their immediate deputies, members of the uniformed services serving at grade O-7 or above, schedule C employees, and individuals designated as having Cabinet-level status and their immediate deputies. Note that the inclusion of Levels 1 through V of the Executive Schedule (the SES) and members of the uniformed services at grade O-7 or above (brigadier general or rear admiral and above) means that many of the covered employees of the executive branch are career employees, not just political appointees. Please see [Section 3 of the LDA Guidance](#) document from the Clerk of the US House of Representatives for more information on the definition of covered officials.

Other Lobbying

If any activities conducted constitute lobbying under state, local or foreign jurisdictions, but NOT under IRS guidelines, please record activities using the “Other Lobbying” code and describe activities conducted in detail. NVF may follow up to request additional detail on these activities to ensure that it can comply with any and all registration and reporting requirements triggered by such activities.