

September 2, 2016

Mr. Manoel Galdino Pereira Neto
Executive Director
Transparência Brasil
Rua Bela Cintra, 409
Bairro Cerqueira Cesar
CEP 01415-000, Sao Paulo - SP
BRAZIL

SAN FRANCISCO OFFICE

P.O. Box 29903
San Francisco, CA | 94129-0903

SAN FRANCISCO OFFICE

P.O. Box 29903
San Francisco, CA | 94129-0903

main 415.561.6400

fax 415.561.6401

NEW YORK OFFICE

55 Exchange Place | Suite 402

New York, NY | 10005-3304

main 212.509.1049

fax 212.509.1059

www.tides.org

Grant # TFR16-01541

Dear Mr. Neto:

I am happy to inform you that Tides Foundation, on the recommendation of the Tides Foundation, on the recommendation of the Google Foundation, has decided to give your organization a BRL 1,500,000 grant. We are sending a BRL 790,333 wire to your account representing the first installment. Remaining installments will be disbursed pending receipt and review of your report demonstrating that your organization has met milestone requirements as detailed in the attached annex. Please allow five business days for the transfer to appear in your account. Note: some beneficiary banks will take longer than five business days to credit the funds to your account. If you do not receive payment, please contact us. By accepting payment, you agree to all the terms and conditions set forth in this letter. This grant is for your organization's citizen-driven tracking and monitoring of publicly funded projects with an initial focus on schools.

The conditions of this grant are as follows:

Your organization must notify Tides immediately, in writing, of any change in its tax-exempt status, its executive or key staff responsible for achieving the grant purposes, or any other change affecting its ability to achieve the grant purposes. Any change of purpose for this grant must be requested and approved in writing.

If you do not use the entire grant for the stated purpose, the remaining portion must be repaid to Tides. You may not use the funds for anything other than the stated purpose, unless you request a change in writing and it is approved by Tides.

Your organization agrees to submit a report for each year in which it receives or spends any portion of these funds. Your reports are due as outlined in the attached reporting timeline. Reporting templates have been enclosed for your convenience. To submit all reports, please visit www.tidesgrantreports.org and follow the instructions on the website. Tides will transfer submitted reports to your grant lead at Google for their review. If you do not have internet access, please mail one copy of your report to our national office in San Francisco, Attn: Grants Administration.

Please refer to the attached Milestone Annex for additional details regarding specific project implementation requirements.

Each grant must be reported on separately. Reporting is important, and Tides cannot make further payments or new grants to your organization if reports are not submitted on time.

Your organization must account for grant funds separately— either in a separate bank account or a separate bookkeeping account that is dedicated to this grant's stated purpose and maintained as part of your financial records. All expenditures made for the purposes of the grant must appear in your organization's financial records, and such records must be made available to Tides upon request. Any portion of this grant not used for the stated purpose must be repaid to Tides by your organization. Any change of purpose must be requested and approved in advance, in writing.

Your organization agrees that it shall not use any portion of this grant to make sub-grants or sub-contracts to individuals on a non-objective basis, or for any non-charitable or non-educational purpose. This grant does not represent the payment of a pledge or other financial obligation. No goods or services should be provided in return for this grant.

Your organization agrees not to use any portion of the granted funds to: carry on propaganda or to attempt to influence specific legislation either by direct or grassroots lobbying.

Your organization shall not use funds to participate in or intervene in (including the publishing or distribution of statements) any campaign on behalf of (or in opposition to) any candidate for public office; or fund any specific voter registration drive that is conducted in a manner that favors a particular candidate or slate of candidates. Your organization has not violated and will not violate any federal or state laws applicable to campaign finance or lobbying limitations or reporting rules, and will indemnify, defend and hold Tides Foundation harmless from all costs or damages incurred by Tides arising out of your organization's activities.

Your organization agrees that within three months of the creation of all copyright, patent, trade secret, trademark and any other intellectual property or proprietary rights ("Intellectual Property Rights") developed by your organization (including its

officers, directors, employees, contractors, sub-grantees and agents) with Grant Funds, (the "Grant Works"), your organization will place and widely disseminate such Grant Works in the public domain, free for any use, such that the information is searchable by major Internet search engines. With respect to any Grant Works that constitutes code or software, your organization will distribute such code or software, within 3 months of its creation, under a mutually agreed upon permissive open source license (e.g. Apache), and where applicable in an appropriate, commonly use machine readable format such as KML, such that the information is searchable by major Internet search engines.

Please note that failure to submit grant reports in a timely manner may result in ineligibility of future grant funding by Google. Your organization certifies that this grant will not negatively impact Google's current or future ability to do business with you.

Your organization agrees that this grant will be designated for service programs open to all persons regardless of religion, and will not be used for religious instruction.

You certify that your organization does not discriminate on any unlawful basis with regard to hiring or employment practices or in the administration or provision of programs and services. You certify that your organization does not discriminate on the basis of sexual orientation or gender identity in hiring or employment practices.

Your organization agrees to comply with all applicable laws in connection with the expenditure of the grant, including all applicable export laws and trade sanctions programs. Additionally, your organization agrees that no portion of the grant will be used to corruptly give anything of value to anyone, including a government official, for the purpose of a) gaining or retaining business, b) causing a government official to do or not do something in their official capacity or c) to gain any other improper advantage. Your organization certifies that it has not and will not support or conduct, directly or indirectly, violence or terrorist activity of any kind.

Your organization certifies that it is legally authorized to receive this grant under its own policies, as well as any other applicable laws and regulations. Your organization certifies that the person accepting payment has the authority and has obtained all necessary approvals to accept the grant award.

If the Donor or Fund Advisor is known to you, your organization agrees that it shall not use any portion of this grant to make any grant or loan, pay compensation, reimburse expenses, or make any other similar payment to: (i) any Donor to this Fund, (ii) any Fund Advisor to this Fund, (iii) any Relative of a Donor or Fund Advisor to this Fund, or (iv) any Controlled Entity. If you have any questions about these terms please refer to the Resources Section on Tides Foundation website.

This grant must be used exclusively for activities conducted outside the U.S. Your organization is expected to take all necessary steps to counteract exchange rate fluctuations and inflation. Any exchange losses will not be paid by Tides.

Grantee agrees to submit to Google at nonprofit-brand-approvals@google.com, at least 5 business days in advance, in electronic form for review and written approval at the sole discretion of Google, any announcements or publications, verbal or in writing, Grantee intends to make referencing the grant or Google, including the Google logo.

Should you have questions regarding your grants, please email your inquiry to grants@tides.org. You may also review our Frequently Asked Questions at www.tidesfoundation.org/forgrantees. Please include your grant number on all correspondence. In the interest of conservation, we request that you do not add Tides to your general mailing list.

Tides envisions a world of shared prosperity and social justice founded on equality and human rights, sustainable environment, quality education, and healthy individuals and communities. Since 1976, Tides has partnered with innovative organizations to accelerate the pace of social change and solve society's toughest problems. We are proud to include your organization in that history.

Sincerely,



Kriss Dieglmeier
Chief Executive Officer

Expenditure Responsibility Mandatory Report Form

Grant # TFR16-01541

SAN FRANCISCO OFFICE

P.O. Box 29903
 San Francisco, CA | 94129-0903
 main 415.561.6400
 fax 415.561.6401

NEW YORK OFFICE

55 Exchange Place | Suite 402
 New York, NY | 10005-3304
 main 212.509.1049
 fax 212.509.1059

www.tides.org

Reporting Information		
Award Date:	September 2, 2016	
Grant Amount:	BRL 1,500,000	
Grant Purpose:	citizen-driven tracking and monitoring of publicly funded projects with an initial focus on schools	
Fiscal Year* End Date:	12/31	Report Due Date: July 31, 2017
* Fiscal year is your business or financial year, also known as your organizational accounting period.		

Organizational Information	
Contact Name & Title:	Mr. Manoel Galdino Pereira Neto, Executive Director
Organization Name:	Transparência Brasil
Organization Address:	Rua Bela Cintra, 409 Bairro Cerqueira Cesar CEP 01415-000, Sao Paulo - SP BRAZIL
Please list any corrections:	

I. Compliance Confirmations

Funds were used only for purposes stated in the Award Letter. _____ (signature)

All Terms and Conditions of the grant were met. _____ (signature)

II. Financial Report

Please provide a financial report detailing the expenditures made from this grant using this format (If you need more space, you may use Excel or Word to recreate this financial report):

Grant Period:		
Expenditures (e.g. salaries, rent, supplies)	Expended	Balance to be Spent
	\$	\$
	\$	\$
	\$	\$
	\$	\$
	\$	\$
	\$	\$
Total	\$	\$

Please be sure your report is in U.S. dollars.

Exchange Rate: _____

Date of Exchange Rate: _____

III. Narrative Report

Please refer to Annex for Milestone requirements to complete your narrative report.

IV. Report Submission

Each grant must be reported on separately. Your organization is required to submit a report for each year in which your organization receives or spends any portion of these funds.

To submit all reports, please visit www.tidesgrantreports.org and follow the instructions on the website. If you do not have internet access, please mail one copy of your report to our national office in San Francisco, Attn: Grants Administration.

The undersigned officer or authorized representative of the organization affirms that all the foregoing information is correct and accurate.

Name of Officer or Representative Title

Signature of Officer or Representative Date