

A MEMORANDUM OF UNDERSTANDING

Between

North America's SuperCorridor Coalition (NASCO)

and

**The North American International Trade Corridor
Partnership (NAITCP)**

FOR THE AMALGAMATION OF NASCO AND NAITCP



NASCO



NAITCP

June 24, 2005

A MEMORANDUM OF UNDERSTANDING

BETWEEN: **North America's SuperCorridor Coalition, Inc. (NASCO)**

AND: **The North American International Trade Corridor
Partnership (NAITCP)**

(Hereinafter referred to as "the parties")

Whereas,

- NASCO is a not-for-profit corporation dedicated to advocating the interests of the North American International Trade Corridor (ITC). The ITC encompasses Interstates -35, -29, and -80/-94 in the U.S. and PTH 75 in Manitoba.
- NASCO's mission is to maximize economic activity and improve the quality of life along the ITC through the development of efficient, secure, and safe transportation, trade processing, and border crossing systems by promoting infrastructure and technological improvements. The principle underlying NASCO's mission is that the Corridor is a continental system, integral to the development of the regional economies it serves; investments that reduce travel time, transport, or trade processing costs anywhere along the Corridor, benefit the system as a whole.
- Membership base includes members from government and economic development agencies, chambers of commerce, transportation facility providers, and private sector companies in TX, OK, KS, MO, IA, SD, MB, and ON.
- The NAITCP is a non-profit corporation whose mission is to bring together municipalities and chambers of commerce from Mexico, the United States and Canada with the objective of promoting the social and economic development of its member communities along the NAFTA Superhighway, which encompasses I-35 and I-69.
- NAITCP's members are comprised of public and private sector leaders in all three NAFTA countries who are responsible for economic development along the NAFTA Superhighway including the I-35 and I-69 corridors.
- The NAITCP helps generate influence and synergies by bringing together and organizing high level decision makers concerned with economic development and transportation issues along the NAFTA super-highway at its annual Summit of Mayors. The Summit of Mayors is a trilateral forum to help municipal authorities work together to address common concerns and achieve shared goals. The Summit also provides a good networking forum to develop meaningful business relationships.

- NAITCP also offers business facilitation services to its members designed to help small businesses enter international markets.
- NASCO and the NAITCP are similarly focused organizations, dedicated to economic development along a geographically similar Corridor via the promotion and development of a network of seamless transportation linkages.
- NASCO has been successful in achieving Canadian and U.S. membership and NAITCP has been successful in achieving U.S. and Mexican participation. The two organizations recognize the potential benefits of a merged entity.

Therefore,

NASCO and NAITCP recognize and agree that it is mutually beneficial to amalgamate and form one organization to more effectively represent the interests of both organizations along the defined Corridor.

1.0 SCOPE

The scope of this Memorandum of Understanding (MOU) will include the following:

1.1 Purpose

To establish a one year agreement between the above mentioned parties, whereby the parties work over the course of the year to evolve as one fully amalgamated entity.

1.2 Mandate

- a) To define the principles, framework, and activities under which the parties will work towards one amalgamated organization.
- b) Confirm agreement and commitment on the part of the signators of the MOU to advancing the objectives of the new organization.

1.3 Representation

During the first six months of the one year agreement the Board of Directors of each party will be remain unchanged. Meetings of the two Boards will be held in unison. For the first six months of the one year agreement, each party will maintain its separate legal structures, but will operate in all other ways as one organization.

A sub-committee will be formed to oversee the details of the merger process and carry out strategic planning for the resulting new organization. The sub-committee will be made-up of representatives from each party as chosen by each of their respective Boards.

2.0 PRINCIPLES

The following principles will apply to any and all activities and initiatives undertaken by the two organizations as they prepare to merge:

- a) The parties will recognize the current Mission of NASCO, which is to maximize economic activity and improve the quality of life along the Corridor, through the development and advocacy of secure and efficient multi-modal transportation, trade processing, and border crossing systems.
- b) The parties will recognize the existing geographic definition of the Corridor—the Canadian provinces of Manitoba and Ontario; the American states of North Dakota, South Dakota, Minnesota, Nebraska, Iowa, Illinois, Indiana, Michigan, Kansas, Missouri, Oklahoma, and Texas; and the Mexican states of Nuevo Leon, Tamaulipas, Michoacan, Colima, San Luis Potosi, Zacatecas, Aguascalientes, Guanajuato, Jalisco, Estado de Mexico, and Mexico City;
- c) The two parties will be flexible and responsive to the dynamic and evolving security, trade, and transportation environment in all three NAFTA countries;
- d) The parties will respect each other’s need for confidentiality when sharing information; and
- e) The parties will be cognizant of budgeting capacities facing the involved parties.

3.0 FRAMEWORK

The merger of the above noted parties will take place under the following framework:

- a) During the one year agreement, the parties will adopt and operate under the name of “**North America’s SuperCorridor Coalition**” or “**NASCO**”. The name will eventually be adopted as the name of the proposed merged organization, unless decided otherwise by the board.
- b) The involved parties will enter into a one-year agreement to work jointly under the above noted corporate name upon approval of this MOU by the current boards of directors of each party. Under this one-year agreement each party will maintain its separate legal structures, but will operate in all other intents as one organization.

- c) All initiatives undertaken by the parties will be focused on progressing the development of the defined trade and transportation corridor. For purposes of continuity, the parties will formally adopt and refer to the Corridor as the “**Mid-Continent International Trade and Transportation Corridor**” or “**MCITTC**”.
- d) The two parties will use NASCO’s current by-laws while operating under this agreement. The current by-laws will be the basis for the future by-laws of the amalgamated entity. Any necessary revisions will be agreed upon by the appointed Boards of Directors of the involved parties and adopted over the course of this agreement.

4.0 DESCRIPTION OF WORK TO UNDERTAKEN (Action Plan)

The designated sub-committee noted in section 1.3, will undertake the following work over the course of the one year agreement:

- a) Adopt the name “**North America’s SuperCorridor Coalition**” or “**NASCO**” as the name for the proposed merged organization, unless otherwise decided by the sub-committee and Boards of Directors.
- b) Complete and adopt a strategic plan for the proposed new organization, including a defined vision, mission, goals, objectives and outline of a strategic work plan. A proposed Vision, Mission and goals have been included in this document as Appendices A, B and C for review by the sub-committee.
- c) Define and adopt the structure and by-laws of the proposed merged organization. A proposed structure is included as part of this document as Appendices D for review by the sub-committee. As mentioned in section 3.0 d) the amalgamated entity will use NASCO’s current by-laws as the basis for its by-laws the next steps and time frame for completing this merger.
- d) Adopt a new logo for the proposed merged organization. A proposed logo new logo has been included in this document as Appendix E for review by the sub-committee.

5.0 AMENDMENT AND TERMINATION

This MOU may be amended by agreement of the parties in writing at any time.

Any party may terminate its involvement in this memorandum by giving one month prior notice in writing to the other parties or after one year of signing the MOU.

6.0 COORDINATION AND IMPLEMENTATION

The existing NASCO and NAITCP Boards will be responsible for ensuring the intent of this MOU is fulfilled and for recommending any future actions. The described work and action of this MOU will be carried out as per section 1.3 of this MOU.

This MOU does not create any enforceable legal or equitable rights, or obligations, but merely acknowledges the intentions of the parties to pursue the amalgamation of their two entities as outlined in this MOU.

This MOU does not imply any financial commitment by any of the undersigned.

7.0 DEFINITIONS

Parties	The parties listed above form part of North America's SuperCorridor Coalition, hereinafter referred to as "NASCO" or "the Parties".
Corridor	<p>The Corridor includes: the Canadian provinces of Manitoba and Ontario; the American states of North Dakota, South Dakota, Minnesota, Nebraska, Iowa, Illinois, Indiana, Michigan, Kansas, Missouri, Oklahoma, and Texas; and the Mexican states of Nuevo Leon, Tamaulipas, Michoacan, Colima, San Luis Potosi, Zacatecas, Aguascalientes, Guanajuato, Jalisco, Estado de Mexico, and Mexico City.</p> <p>It includes the Provincial Trunk Highways 75/29 in Manitoba; interstates 29/35/90/94 (I-29, I-35, I-90, and I-94) in the U.S.; and _____ in Mexico.</p>

8.0 LIST OF CONTACTS

Tim Brown
 Bell County Commissioner
 President, NASCO
 Tel: (254) 933-5105
 Fax: (254) 933-5179
 E-mail: Tim.Brown@CO.BELL.TX.US

Andrew Horosko
Deputy Minister, Manitoba Transportation
Manitoba Transportation & Government Services
Vice President, NASCO
Tel: 204-945-3768
Fax: 204-945-4766
Email: dmtrans@leg.gov.mb.ca

Tiffany Newsom
Executive Director, NASCO
Tel: (214) 744-1042
Mobile: (214) 587-9507
Fax: (214) 744-1043
Email: tiffany@nasco-itc.com

George D. Blackwood Jr.
Attorney at Law, Blackwood, Langworthy & Tyson, L.C.
Chair, NAITCP
Tel: (816) 474-6200
Fax: (816) 474-1911
Email: george.blackwood@blackwoodlaw.com

David W. Eaton
Executive Director, NAITCP
Centro Internacional de Negocios
Justo Sierra 371, Col. Anahuac
CP 66450 San Nicolas de los Garza, Nuevo Leon, México
Tel: (011 52) (81) 8332-2796
Mobile: +01152 (81) 80316279
Fax: (81) 8332-3349
Email: deaton@mbcmex.com

This Memorandum of Understanding is signed on this _____ day of May, 2005.

North America's Super Corridor Coalition (NASCO), Chair of Executive Committee

North American International Trade Corridor Partnership (NAITCP), Chair of Executive Committee

APPENDIX A – PROPOSED VISION

To be the primary organization in developing the Mid-Continent International Trade and Transportation Corridor (MCITTC) as the highest profile, tri-nationally supported Corridor in North America. To lead the development of the MCITTC as the most technologically advanced, highly sustainable, efficient, safe, and secure multi-modal transportation, trade processing, and border crossing network in North America.

APPENDIX B – PROPOSED MISSION

To maximize economic activity and improve the quality of life of the jurisdictions along the MCITTC. This will be achieved through the development and advocacy of secure and efficient multimodal transportation, trade processing, and border crossing systems by promoting infrastructure and technological improvements along the Corridor.

APPENDIX C – PROPOSED GOALS

- a) To be a strong advocacy and lobby group for transportation and related issues and interests of the jurisdictions along the corridor;
- b) To gain federal, provincial/state, and municipal government support in the all three NAFTA countries;
- c) To gain and maintain tri-lateral membership support for the organizations vision and goals;
- d) To push for, facilitate and support any Corridor related projects or initiatives that focus on enhancing the security, safety and efficiency of transportation, trade processing and logistics systems along the corridor.

APPENDIX D – PROPOSED ORGANIZATIONAL STRUCTURE

- a) The business and property of NASCO will be managed and controlled by a Board of Directors.
- b) The board of directors will be formed of membership based on membership contribution level.
- c) NASCO will hold two annual meetings/summits of the members of the Corporation, one in the spring (May/June), and one in the fall. These annual meetings/summits will be hosted in rotation in all three NAFTA countries in geographical jurisdictions belonging to the Corridor area as defined in section 7.0.

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- d) An annual meeting of the Board of Directors shall be held during the month of May/June in conjunction with the annual meeting of the members.
- e) The Board shall appoint an Executive Committee consisting of one Chair, three Vice-Chairs (one representing each of the three NAFTA countries—Canada, United States and Mexico), one Secretary, and one Treasurer, and any other officers that the Board of Directors deems necessary.
- f) The Executive Committee may convene a meeting at the direction of the Chair either in person or electronically at such times as are necessary to conduct the business of the Corporation.
- g) The Executive Committee will form a sub-committee to hire professional staff of the organization. The Corporation's professional staff will consist of:
- one Executive Director
 - one Coordinator of Canadian Affairs (recommended)
 - one Coordinator of Mexican Affairs (recommended)
- h) The Chair of the Executive Committee may designate and appoint one or more committees subject to the approval of the Officers (Executive Committee), each of which shall consist of two or more persons who are members of the Corporation or its Board of Directors, as it deems appropriate.
- i) Broad areas for cooperation and development include:
- Facilitating multi-jurisdictional lobbying/advocacy efforts directed at the U.S., Canadian and Mexican governments focused on promoting enhanced trade and transportation linkages along the Mid-Continent International Trade and Transportation Corridor;
 - Facilitating and/or undertaking strategic research and demonstration projects to further the development of secure and efficient trade and transportation networks along the Corridor;
 - Broad-based membership recruitment (government, chambers of commerce, economic development entities, industry) from all identified geographical jurisdictions along the Corridor;
 - Sharing of information in a timely manner with regard to related news/programs/legislation, etc.;
 - Working with host jurisdiction to hold the annual Summits;
 - Holding annual board meetings;
 - Holding Executive Committee meetings;
 - Consulting with stakeholder groups;
 - Exploring opportunities to work with media to increase the profile of the Corridor and its member jurisdictions, and to promote the initiatives of the Corporation and its members.

- Designating a sub-committee to work on the Inland Port Network (NAIPN) to progress the development of a network of inland ports along the Corridor; and
- Facilitating business to business contacts.

APPENDIX E – PROPOSED CORPORATE LOGO

