

PARTNERSHIP AGREEMENT

Between,

The **American Association of Port Authorities (AAPA)** based in Alexandria, VA.

And

The **United States Section of the International Navigation Association (PIANC)** based in Alexandria, VA.

I. Purpose

In order to strengthen the cooperation between the two organizations and to enhance the effectiveness and impact of both organizations in various international navigation forums, AAPA and the U.S. Section PIANC endeavor to cooperate as described below while recognizing their individual identities, membership expectations, and authorities.

A. Technical Cooperation

1. Mutual discussion of subjects for seminars, workshops and other activities.
2. Development of joint working groups as appropriate to initiate innovative studies benefiting both organizations and the navigation community of the Americas.

B. Events Cooperation

1. Identification of on-going opportunities for the parties to collaborate in each other's conferences and seminars and exploration of the opportunity for co-organizing and/or co-sponsoring conferences and seminars.
2. Coordination of event schedules to encourage maximum event participation on the part of members of the two organizations.

3. Provision at events of the opportunity for each organization to promote itself and its programs, by presentation, brochures, poster sessions and other means consistent with Paragraph II.B. below.

C. Dissemination of Information

1. Sharing technical and research results to strengthen the exchange of information.
2. Creating mutual links on each other's website and mutual announcement of each other's events consistent with Paragraph II.B. below.

D. Joint Participation

1. Having, free of registration fees, one attendee at each others highest managerial meetings (for AAPA: the Annual Convention, for U.S. Section PIANC: the Annual Commissioner's meeting and U.S. Section Annual meeting.
2. Offering registration and participation in the AAPA's Professional Port Manager (PPM) Program to enable U.S. Section PIANC members to get AAPA certification.

II. Miscellaneous

A. This agreement establishes the basis for mutual understanding and cooperation between AAPA and the U.S. Section PIANC. It is understood that this partnering agreement provides a framework to pursue cooperative projects of mutual interest. Any exchange of funds or other tangible resources in furthering the purposes of the partnering agreement will require execution of a separate written agreement in accordance with applicable law. Nothing in this agreement will be construed as affecting the authorities of the participants to act as provided by statute or regulation or as binding beyond their respective authorities or to require the participants to obligate or expend funds in excess of available appropriations.

B. U.S. Section PIANC officers in the DoD shall comply with applicable DoD laws and regulations regarding ethics for all activities under this agreement.

C. The Secretary of the U.S. Section PIANC and the President of AAPA are charged with implementation of this agreement.

D. This agreement will become effective upon the date of the last signature and shall remain in effect unless terminated by either party. This agreement may be terminated by either Party hereto by written notice to the other party of such intent at least sixty (60) days prior to the effective date of such termination.

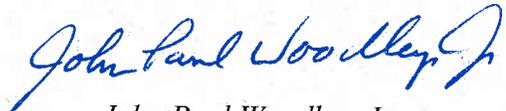
Signed in two copies in Charleston on May 13, 2005

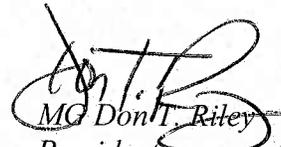
For AAPA

*Gary LaGrange
Chairman of the Board*


*Kurt J. Nagle
President*

For U.S. Section, PIANC


*John Paul Woodley, Jr.
Representative of the Office
of the Chairman*


*MG Don T. Riley
President*