



TSAWWASSEN FIRST NATION
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MEMORANDUM OF UNDERSTANDING



between

TSAWWASSEN FIRST NATION

and

TSI TERMINAL SYSTEMS INC.

February 16, 2010

Background

Tsawwassen First Nation (TFN) is a self-governing First Nation located south of Vancouver. TFN is one of the most progressive and innovative First Nations in Canada. It has recently implemented the first urban treaty in Canadian history. TFN is a member of the Greater Vancouver Regional District and Translink, the initial First Nation member of those two organizations. Over the years, TFN has continuously sought to provide its members with employment and entrepreneurial opportunities from both its land base and its local partners. Tsawwassen members are generally employed in three areas; in construction or skilled trades jobs at the Port of Metro Vancouver and its contractors; in the commercial fishing and crabbing industries; and in the public sector, with Tsawwassen government.

TFN's long-term vision – the creation of a sustainable and vibrant community based on an integrated economy, sustainable development practices, and cultural growth – is dependent on working with its local and regional partners. To assist in achieving this goal, TFN has created the TFN Economic Development Corporation. The Corporation will play a leadership role in the creation of a sustainable economy for TFN by developing TFN's land assets to generate revenues for TFN, and create jobs and business opportunities for TFN members.

TSI Terminal Systems Inc. is a successful marine terminal operator in Vancouver and Delta. It is part of the Global Container Terminal group of companies, and has been a proud business partner with the TFN over many years. TSI is the largest container terminal operator in Canada, with Vanterm in the inner harbour and Deltaport at Roberts Bank. Deltaport is the largest

container terminal in the Port of Metro Vancouver. The terminal is designed to handle the largest container ships afloat and features Super Post-Panamax cranes, two berths – with a third berth coming on stream at the end of the year - and advanced computer systems.

Purpose

This Memorandum of Understanding is intended to set the framework for respectful collaboration between TSI, TFN and the TFN Economic Development Corporation in a number of areas, for the mutual benefit and future prosperity of both organizations. It is understood that the creation of linkages between these organizations may be of great benefit in jointly advancing goals of common and mutual interest.

Principles of Collaboration

The TFN and TSI are committed to work together with transparency, honesty and integrity to:

- Explore ways for TFN members and the TFN Economic Development Corporation to participate in joint TFN-TSI economic development opportunities in such areas as contracting, subcontracting, procurement, business creation and similar entrepreneurial initiatives
- Collaborate to develop new strategies to enhance and support local and regional economic priorities
- Jointly work towards developing TFN-TSI programs to ensure employment opportunities, training and management capacity initiatives for TFN members and the TFN Economic Development Corporation
- Encourage the participation of TFN members and the TFN Economic Development Corporation in the activities of businesses and labour groups in the Port of Metro Vancouver that intersect with the economic and business interests of the TFN
- Cooperate to create a mutual understanding of sustainable resource development in the Roberts Bank area, to include the principles of environmental, economic and social responsibility and stewardship

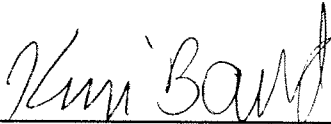
- Adopt a respectful communication protocol that provides both parties with timely and helpful information concerning issues of mutual interest that may arise from time to time

The parties further acknowledge and agree:

1. This Memorandum of Understanding is not a legally binding agreement and does not create legally enforceable obligations for either party.
2. Discussions pursuant to this Memorandum of Understanding are intended to enhance and support economic development processes and opportunities and are without prejudice to, and not intended to replace or supercede any existing initiative between the TFN and other partners and stakeholders, and is without prejudice to the Tsawwassen Final Agreement and any other aboriginal rights and title of TFN.
3. The actions contemplated in this Memorandum of Understanding will begin upon signing.

Signed this Tuesday of February 16, 2010 in Tsawwassen, BC.

**On behalf of the
Tsawwassen First Nation**



Chief Kim Baird

**On behalf of
TSI Terminal Systems Inc.**



**Eric Waltz, President
GCT Canada**