**MEMORANDUM OF MUTUAL COOPERATION AND ASSISTANCE**

**THIS MEMORANDUM OF MUTUAL COOPERATION AND ASSISTANCE** was concluded between:

**the Moravian-Silesian Region** (hereinafter the “**Moravian- Silesian Region or the MSR**”)

with registered office at: 28. října 117, 702 18 Ostrava

represented by: Mr Ivo Vondrák, Governor of the Moravian-Silesian Region

Reg No.: 708 906 92

Tax Reg No.: CZ70890692

**and**

**the Statutory City of Ostrava Regional Self-Governing Unit** (hereinafter the“**SCO**”)

with registered office at: Prokešovo náměstí 8, 729 30 Ostrava

represented by: Mr Tomáš Macura, Mayor of the Statutory City of Ostrava

Reg No.: 008 454 51

Tax Reg No.: CZ00845451

**and**

**the Railway Transport Administration State Organisation** (hereinafter the“**RTA**”)

with registered office at: Dlážděná 1003/7, 110 00 Prague 1

represented by: Mr Jiří Svoboda, Managing Director

Reg No.: 709 94 234

Tax Reg No.: CZ70994234

**and**

**the CONCENS INVESTMENTS A.S. Company** (hereinafter“**CINV**”)

with registered office at: Rybná 682/14, Staré město, 110 00 Prague 1

represented by: Mr Petr Kalina, Statutory Director

registered: File No. B 23167 registered at the Municipal Court in Prague

Reg No.: 057 52 434

Tax Reg No.: CZ05752434

**and**

**Antwerp Port Authority** (hereinafter“**APA**”)

**Antwerp Port Authority**

Havenhuis, Zaha Hadidplein 1

2030 Antwerpen, Belgium

BE 0248.399.380

represented by: Mr Wim Dillen, International Development Manager

The Moravian Silesian Region Superior Self-Governing Unit, the Statutory City of Ostrava, the Railway Transport Administration State Organisation, CONCENS INVESTMENTS A.S. and Antwerp Port

Authotity (hereinafter jointly referred to as the “**parties**”) declare:

**PREAMBLE**

The purpose of this MEMORANDUM and interest of the parties involved in it is **mutual cooperation and assistance during the development of multi-modal transport of goods and raw materials to the Mošnov Combined Transport Terminal**. The parties to this MEMORANDUM explicitly declare that, according to their will, this MEMORANDUM expresses their interests only and does not determine any of their rights or obligations. Each provision of this MEMORANDUM must therefore be understood and interpreted within the meaning of the previous sentence and not as any consequent right or obligation towards any of the parties, whether this concerns current rights or obligations or rights and obligations that may arise in the future. Where this MEMORANDUM specifies a deadline or date, this only concerns a deadline or date of a purely organisational nature. No provision stipulates a deadline or date requiring fulfilment of obligations by any of the parties.

**I. GENERAL GOALS**

1. As partners during the preparation and realisation of the Mošnov Logistics Centre, **the Moravian-Silesian Region and the Statutory City of Ostrava** will consider improvement of the environment in the region and the Ostrava-Karviná conglomeration and measures directed towards improving the safety of road transport one of their chief priorities. Realisation of the Mošnov Combined Transport Terminal by the CINV Company will create a key condition for transferring a significant proportion of the traffic burden from the road network to the railway and for its use in developing business relations, i.e. between Antwerp Port Authority and the MSR. Both these public institutions therefore support the technical measures and business activities directed towards rapid commencement of operation of the terminal and its subsequent conflict-free operation and development.
2. **The Railway Transport Administration** will ensure preparation and realisation of the “Improvement of the RTA transport infrastructure” project relating to the construction of the Mošnov Combined Transport Terminal, which was included in the SFDI investment plan in 2019. Its primary goal is attaining the technical conditions and measures that will enable logistic use of the railway infrastructure to carry goods and raw materials to the MSR and facilitate conflict-free operation of the combined transport terminal, thereby also contributing to improving the environment in the MSR, the Ostrava-Karviná conglomeration and in the town of Studénka.
3. As the investor in the Mošnov Combined Transport Terminal under the terms of the constructed OSTRAVA AIRPORT MULTIMODAL PARK Complex, **the CINV Company** will take all the essential steps for its rapid preparation and realisation while making use of the subsidies from the Transport Programme of the Ministry of Transport of the Czech Republic. The planned date of commencement of operation of the terminal is the beginning of 2022, and its standard operation should contribute substantially to transferring the traffic burden from the road network to the railway, thereby contributing to improving the environment and traffic safety within the region and the Ostrava-Karviná conglomeration.
4. **Port of Antwerp** is a major European port from which goods and raw materials travel to all parts of the continent. The port authority considers execution of the Mošnov Combined Transport Terminal an important logistics condition and stimulus for developing business relations and links between commercial subjects with links to the port and commercial subjects active in the territory of the SCO and the MSR. Railway transport is considered an important method of ecologically transporting raw materials and goods between the aforementioned subjects.

**II. PHASES**

**Commencement and development of cooperation between the parties to the MEMORANDUM is assumed in two phases:**

1. The preparatory phase until the time of commencement of operation of the terminal, i.e. the period from 2019 to 2021.
2. The commencement phase for standard cooperation and its development, i.e. the period from the assumed commencement of operation of the terminal in January 2022 until 2025.
3. **Preparatory phase – key goals and activities:**
   1. Acceptance of a joint memorandum.
   2. Establishment of a business partnership between the MSR, SCO and APA commercial subjects – a business mission by commercial subjects to Antwerp – patronage by the MSR, SCO and APA, preparation and organisational assurance under the responsibility of CINV – execution during the course of 2020 and 2021.
   3. CINV is interested in developing a commercial partnership with APA:

* in searching for the best possible operator for the Mošnov Terminal,
* for digitalisation and technical exchange of information during the preparation for operation of the Mošnov Terminal.
  1. Cooperation with the RTA consisting of political patronage during the preparation of the “Improvement of the RTA transport infrastructure” project relating to the construction of the Mošnov Combined Transport Terminal – under the responsibility of the MSR and SCO – regularly during 2019–2021.

1. **Commencement phase for standard cooperation and its development – key goals and activities:**
   1. Commencement of operation of the terminal and standard cooperation – evaluation of current experience from previous cooperation and proposal of a model of standard cooperation during the next phase – patronage by the MSR, SCO and APA – preparation and organisation under the responsibility of CINV – 12/2022.
   2. A business mission by commercial subjects to Antwerp – patronage by the MSR, SCO and APA, preparation and organisational assurance under the responsibility of CINV – realisation on the basis of item 2.1, assumed implementation in 2022 and 2024.
   3. Cooperation with the RTA consisting of political patronage during the completion of preparation and realisation of the “Improvement of RTA transport infrastructure” project relating to the construction of the Mošnov Combined Transport Terminal (realisation by the end of 2024 at the latest) – MSR and SCO regularly during 2022–2024.
   4. Joint evaluation in the form of a conference of the success of realisation, standard cooperation between commercial subjects and the operation of the Mošnov Combined Transport Terminal – patronage by the MSR, SCO, RTA, preparation and organisational assurance by CINV, cooperation – key commercial subjects of the involved parties – assumed date 2025.

**III. OTHER PROVISIONS**

1. All parties unanimously declare that they intend to proceed in accordance with this MEMORANDUM from the date the final signature of the parties is appended to this MEMORANDUM.
2. This MEMORANDUM is concluded for an unlimited period. Each party to this MEMORANDUM declares that it will immediately inform the other parties to this MEMORANDUM in writing if it is no longer in its own interest to act in accordance with this MEMORANDUM. This MEMORANDUM is executed in Czech and English, both the language versions are equal in significance and none of them has a priority.
3. The parties will settle all disputes and potential future conflicting opinions concerning this MEMORANDUM through amicable negotiation.
4. If it is necessary to publish this MEMORANDUM, the parties declare that they will inform each other of the need to do so.
5. After reading and understanding this MEMORANDUM, the parties append their signatures as proof of this MEMORANDUM’s absolute agreement with their intentions.
6. This MEMORANDUM was concluded in five (5) originals in Czech and in five (5) originals in English, each party receiving one (1) original in each language. The MSR declares that it will ensure the signed originals are distributed to all parties.
7. This MEMORANDUM is subject to approval by the council of the Moravian-Silesian Region and the council of the Statutory City of Ostrava.
8. The assembly of the Moravian-Silesian Region decided to conclude this MEMORANDUM under resolution No. ………………… dated………………2019.
9. The assembly of the Statutory City of Ostrava decided to conclude this MEMORANDUM under resolution No. ………………. dated………………. 2019.

**Signatures follow**

On behalf of:

**Moravian-Silesian Region**

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Mr Ivo Vondrák

Governor of the Moravian-Silesian Region

On behalf of: On behalf of:

**Statutory City of Ostrava Railway Transport Administration**

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Mr Tomáš Macura Mr Jiří Svoboda

Mayor of the City of Ostrava Managing Director

On behalf of: On behalf of:

**CONCENS INVESTMENTS a.s. Antwerp Port Authority**

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Mr Petr Kalina Mr Wim Dillen

Statutory Director International Development Manager