



February 16, 2004



Mr. Charles M. Davis  
Chairman, Right of Way Consultant Council  
Coates Field Service  
4800 N. Santa Fe  
Oklahoma City, OK 73118



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*Consultants Council*

Dear Charles:

Thank you for your letter regarding the decision made by the Consultants Council to separate from the IRWA.

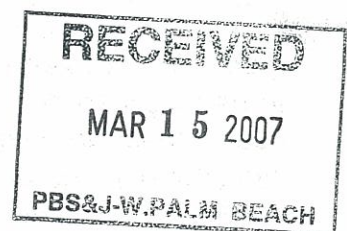
The International Executive Committee (IEC) discussed your letter at our meeting on January 15-16, 2004 and we support both the direction the Consultants Council wishes to proceed and the transition from the IRWA as proposed. Since the Consultants Council is currently a part of IRWA, please keep us informed of your incorporation status. During the incorporation process I ask that you work with Steve Ruth, IRWA's General Counsel so that it is accomplished in a matter that does not place either organization in a questionable position with the IRS. We will also need to ensure that the transfer of funds to you under the IRWA's FEIN complies with acceptable accounting practices.

The IRWA firmly believes that maintaining a strong, viable relationship with the Consultants Council is in the best interest of the IRWA and our members. We welcome the opportunity to forge a new and stronger relationship with the Consultants Council in the pursuit of mutual endeavors. Howard Armstrong, International Treasurer will continue as IEC liaison to the Consultants Council and will work closely with you in preparing a formal Memorandum of Agreement between our two organizations once your incorporation is completed.

Sincerely,



Donald S. Marx, SRWA  
International President



c: International Executive Committee

HARBOR  
BUSINESS  
CENTER  
19750  
SOUTH  
VERMONT  
AVENUE  
SUITE 220

TORRANCE, CA  
90502-1144

PI310•538•0233  
FI310•538•1471

www.irwaonline.org

## MEMORANDUM OF UNDERSTANDING

The International Right of Way Association (IRWA) and the Right of Way Consultants Council, Inc. (Council) hereby enter into this Memorandum of Understanding (MOU) to formalize the relationship between the two organizations to promote the cause of excellence in right of way education, professionalism and recognition of the high standards of membership associated with each organization.

### The IRWA and Council agree to the following:

- To coordinate efforts related to promotion of the right of way profession through education, professional designations and the recognition of standards associated with membership in each organization.
- To promote the efforts of each organization through presentations at each other's annual conference/meeting.
- To provide and maintain links to each other's websites.
- To review on an annual basis accomplishments obtained and work initiatives underway in accordance with the terms and spirit of this agreement. A written report to each organizations leadership shall be prepared near the anniversary date of this MOU.

### The IRWA agrees to:

- To provide the Council meeting space (at not charge) for one day at the IRWA's annual educational conference. Such meeting space will be exclusive of special audio-video equipment and refreshments.
- Publish an acceptable article in *right of way* related to the Councils formation and purpose.

### The Council agrees to:

- Promote with its corporate members, the use of IRWA's educational and professional development programs.
- Promote the ethical standards of IRWA to its members.

This MOU entered adopted by the International Executive Committee of the IRWA on Sept 17, 2004 and by the Board of Directors of the Council on June 21, 2004.

**INTERNATIONAL RIGHT OF WAY  
ASSOCIATION**

  
\_\_\_\_\_  
President

**RIGHT OF WAY CONSULTANTS  
COUNCIL**

  
\_\_\_\_\_  
Chair