



PUNJAB



MANITOBA

MEMORANDUM OF UNDERSTANDING

BETWEEN

THE PROVINCE OF MANITOBA

AND

THE STATE GOVERNMENT OF PUNJAB, INDIA

to collaborate in establishing a Food Development Centre in Punjab.

WHEREAS, the Province of Manitoba, Canada (“Manitoba”) and the State of Punjab, India (“Punjab”) (hereinafter jointly referred to as the “Participants”) recognize the importance of bilateral co-operation to create mutually beneficial economic, educational, research and development and commercial relations;

WHEREAS, the Province of Manitoba’s Food Development Centre (“FDC”) has been in operation since 1978 and its unique combination of research, development, training and commercialization capability has allowed it to be an effective innovator in the agri-food industry;

WHEREAS, Manitoba, through the FDC, has developed expertise in designing, developing, equipping and operating a food development centre to foster growth of economic activity and support commercialization of value-added agri-food processing, food ingredients, nutraceutical and functional food products and services;

WHEREAS, the FDC is able to provide technical training in the areas of product and process development, client and facility management, food safety consistent with market demands, pilot plant procedures and client incubator operations to the food development centre in Punjab once it is built and operational;

WHEREAS, the Province of Manitoba has gained experience in India’s marketplace through working with Infrastructure Leasing & Financial Services Limited (“IL&FS”) to establish a food development centre in the State of Bihar;

WHEREAS, the Participants’ mutual objective is to establish a long-term relationship that over time will facilitate the development of a centre that has the research, development and commercialization capability that will allow it to be an effective innovator for the agri-food industry in Punjab;

WHEREAS, the Participants have expressed interest in working collaboratively to foster the development of a food development centre in Punjab; and

WHEREAS, Manitoba and Punjab wish to build on the commitment to accelerate mutual business development of the two jurisdictions as stated in the Letter of Understanding between the Confederation of Indian Industry, Northern Region and Manitoba signed February 13, 2006 in Chandigarh, India:

THEREFORE, in the spirit of promoting closer relationships and building on the existing expertise, skills and strong relationship between the Participants:

The Participants intend to work co-operatively to the fullest possible extent consistent with their respective laws and existing treaties between their respective nations to facilitate the establishment of a food development centre in the State of Punjab.

PURPOSE

- The purpose of this Memorandum of Understanding (MOU) is to establish a framework under which the Participants’ mutual intentions to facilitate development of a food development centre in Punjab can be realized.



AREAS OF CO-OPERATION

- The areas of co-operation mutually identified by the Participants include joint collaboration to:
 - o Facilitate assistance in determining the model for the food development centre, based on an evaluation of the needs and opportunities identified by the Government of Punjab, and built on the four key pillars of a centre's foundation including product development, pilot plant, incubation and food safety.
 - o Facilitate assistance and advice with respect to the building design, identification and sourcing of equipment required as well as technical training supportive of the four key pillars;
 - o Facilitate development of food safety protocols and provision of staff training in that regard; and
 - o Facilitate post-opening consultative support to the food development centre in Punjab once it is built and operational.

IMPLEMENTATION

- The Participants will, initially, focus their co-operative activities under this Memorandum of Understanding (MOU) by:
 - o Facilitating the establishment of an advisory committee, comprised of members of Manitoba, Punjab and their representatives such as the FDC and Punjab Agro Industries Corporation Ltd. ("PAIC") to oversee activity consented to under this MOU;
 - o Committing to have their representatives such as the FDC and PAIC work collaboratively to facilitate development of outlines, business plans and contracts that will set out future terms and conditions for joint collaboration in the development of a food development centre located in Punjab.
- The Participants have consented to facilitating the establishment of the advisory committee and documents as defined in the above paragraph by December 2009.

LIMITATIONS

- This Memorandum of Understanding does not create any contractual, financial or other legal obligations for the Participants.
- Neither Participant intends to be responsible for the actions of third parties or associates who may be involved in the activities in the framework of this Memorandum of Understanding.

PROTECTION OF INTELLECTUAL PROPERTY RIGHTS

- Within activities initiated under this MOU, it is the intent of the Participants that the protection of intellectual property rights will be put into effect in conformity with the respective state and national laws, rules and regulations of the Participants and within the international agreements signed by both Participants.
- The Participants, through this MOU, have reached an understanding that any financial, technical or intellectual property rights issues that arise during the course of an activity will be addressed by separate contracts through their representatives such as FDC and PAIC.

CONFIDENTIALITY

- The Participants jointly consent to abide by the restrictions imposed by one another with respect to observing the confidential nature of the information, documents and materials received by, or supplied to one another during the term or any extension of this Memorandum of Understanding
- Both Participants accept that the restrictions imposed with respect to confidentiality will continue to apply notwithstanding the termination of this Memorandum of Understanding.



SETTLEMENT OF DISPUTES

- It is the intent of the Participants that any differences or disputes between the Participants arising out of the interpretation, implementation and/or application of any of the provisions of this Memorandum of Understanding will be settled amicably through mutual consultation and/or negotiations between the Participants, without reference to any third party or international tribunal.

NOTICES

- Any notice or other communication under this MOU will be in writing and will be sent by electronic email or facsimile transmission as follows:

To Manitoba:

Ms. Lynda Lowry
Chief Operating Officer
Food Development Centre
Manitoba, Canada
lynda.lowry@gov.mb.ca
Facsimile: 204-239-3180

To Punjab:

Shri Santosh Kumar Sandhu
Managing Director
Punjab Agro Industries Corporation Ltd.
Chandigarh, India
mdpaic@glide.net.in
Facsimile: 91-172-2657398

Points of contact for notice or other communication may be changed by providing written notice of the new contact to the other Participant.

DURATION AND ENTRY INTO EFFECT

- This Memorandum of Understanding (MOU) will come into effect on the date it is signed by both Participants and will remain in effect for a period of two (2) years from that date.
- The Memorandum of Understanding can be renewed for an additional two (2) years through mutual written consent of the Participants.
- The Memorandum of Understanding may be amended with the mutual written consent of the Participants. Any such amendments will come into effect on the date determined by the Participants.
- Each Participant may notify the other in writing of its intent to terminate this Memorandum of Understanding, providing notice at least thirty (30) days in advance of such termination.
- This Memorandum of Understanding has been brought into effect by the duly authorized representatives of each Participant on the date noted below:

Signed in Winnipeg, this 4th day of June, 2009, in duplicate, each being equally valid.

For the Government of Manitoba

For the Government of Punjab

"Original Signed By"

"Original Signed By"

Honourable Rosann Wowchuk
Minister, Manitoba Agriculture,
Food and Rural Initiatives

Mr. Sucha Singh Langah
Honourable Agriculture Minister, Punjab