



**Paralyzed Veterans
of America**
PAVE

Memorandum of Agreement Society of American Military Engineers and Paralyzed Veterans of America

The terms and conditions outlined in this Memorandum of Agreement will guide the Society of American Military Engineers (SAME) and Paralyzed Veterans of America (PVA) in support of its Paving Access for Veterans Employment Program (PAVE). Its execution recognizes the intent of both organizations to form a strategic alliance to facilitate collaboration, education and information sharing to support and empower veterans and the companies and agencies that hire them within but not limited to the Architecture, Engineering, and Construction (A/E/C) industries. No money will be exchanged with this partnership.

Marketing. SAME and PVA agree to acknowledge this partnership on each other's websites. SAME will announce the partnership in RealTiME, the Society's e-newsletter. PVA will announce the partnership through similar marketing efforts. SAME will provide one 10x10 booth space and associated registrations to PVA at the Joint Engineer Training Conference (JETC), held annually at the end of May. PVA will be responsible for travel and lodging at the event.

Use of the Parties' Marks.

A. PVA's Marks. PVA hereby grants to SAME until the termination of this Agreement a limited, non-exclusive, nontransferable, non-assignable, royalty-free, revocable right and license to use the service marks, trade names and logos listed in Attachment A (hereafter collectively referred to as PVA's "Marks") solely in connection with the purpose of this Agreement. PVA shall have the right to review and approve or disapprove all uses of its Marks, including, but not limited to, use on any web pages, video, audio, script, printed material, promotional or marketing material, press releases or other related material, regardless of the medium, prior to the initial use. Such approval shall not be unreasonably withheld, conditioned or delayed. Once approved, SAME may not alter or revise the approved appearance of PVA's Mark(s) without PVA's express written approval. SAME acknowledges PVA's exclusive right, title and interest in its name and Marks, except as provided for in this Agreement. Upon the termination of this Agreement, all rights to, and interest in, PVA's Marks held by SAME shall revert fully to Paralyzed Veterans of America. All rights and licenses of any kind in PVA's Marks not expressly granted in this Agreement are exclusively reserved to Paralyzed Veterans of America.

B. SAME's Marks. SAME hereby grants to PVA until the termination of this Agreement a limited, non-exclusive, nontransferable, non-assignable, royalty-free, revocable right and license to use the service marks, trade names and logos listed in Attachment B (hereafter collectively referred to as SAME's "Marks") solely in connection with the purpose of this Agreement. SAME shall have the right to review and approve or disapprove all uses of its Marks, including, but not limited to, use on any web pages, video, audio, script, printed material, promotional or

marketing material, press releases or other related material, regardless of the medium, prior to the initial use. Such approval shall not be unreasonably withheld, conditioned or delayed. Once approved, PVA may not alter or revise the approved appearance of SAME's Mark(s) without SAME's express written approval. PVAE acknowledges SAME's exclusive right, title and interest in its name and Marks, except as provided for in this Agreement. Upon the termination of this Agreement, all rights to, and interest in, SAME's Marks held by PVA shall revert fully to the SAME. All rights and licenses of any kind in SAME's Marks not expressly granted in this Agreement are exclusively reserved to the Society of American Military Engineers.

Local Coordination. SAME will communicate the partnership with Post leadership via targeted marketing efforts. SAME will share Post Leadership contacts by request for a particular Post/area of interest to PVA. Posts are a valuable resource for corporate hiring partners and for mentors to facilitate the program.

Certification. SAME will assist PVA with certification information for the A/E/C fields through collaboration with the Credentialing Committee.

Future Collaboration. SAME agrees to collaborate with PAVE on future opportunities that benefit veterans and corporate hiring partners to include expansion of the Transition Workshop and more prospects at JETC. SAME and PVA will collaborate on potential podcast opportunities.

Term of Memorandum of Agreement. SAME and PVA both agree that this memorandum is effective as of the date of signing by the authorized representatives of each organization and shall continue until either or both parties, with ninety (90) days written notice, declare it null and void. This Agreement may be supplemented by additional operating agreements to be signed by the parties to this MOA.

Society of American Military Engineers



Brig. Gen. Joseph Schroedel, P.E., F.SAME
Executive Director

27 March 2017
Date

Paralyzed Veterans of America:



Al Kovach
National President

3 | 31 | 17
Date

ATTACHMENT A

PVA's MARKS



**Paralyzed Veterans
of America**

PAVE

ATTACHMENT B

SAME's MARKS





CONSENT TO ASSIGNMENT

Whereas, the Tragedy Assistance Program for Survivors ("Assignor") intends to sell its Military and Veteran Caregiver Network business ("MVCN Product") to The American National Red Cross, located at 431 18th Street NW, Washington, DC 20006 ("Assignee") pursuant to an Asset Purchase Agreement contemplated between the parties, with an anticipated Closing Date of April 1, 2017:

Should Assignor complete the sale of its MVCN Product to Assignee, then, I, the undersigned duly authorized representative of Paralyzed Veterans of America (PVA), do hereby consent to the assignment of the Memorandum of Understanding currently in effect with the Assignor dated August 1, 2014, to collaborate in mutual areas of interest with regards to the MVCN Product, to Assignee as of the Closing Date of such Asset Purchase Agreement between Assignor and Assignee. Should PVA require evidence of such closing, PVA shall have the right to reasonably request the Bill of Sale of the transaction from Assignee. The existing terms of the Memorandum of Understanding shall remain intact, unaltered, and in full effect following the assignment to Assignee.

By: Paralyzed Veterans of America

Date: 3/30/17

Name: Sherman Gillums

Position: Executive Director

Address: 801 18th Street, NW
Washington, DC 20006

Acknowledged and accepted:

Date:

Name: Bonnie Carroll

Position: President

Company: Tragedy Assistance Program for Survivors

Acknowledged and accepted:

Date:

Name: Koby J. Langley

Position: Senior Vice President, SAF

Company: The American National Red Cross