

5.6 Agreements with Third Party Chassis Pools. Any of the Parties, the Governing Board, the Pool Manager or any committee designated by the Governing Board or its Chairman, may meet, discuss, exchange information and data, submit bids to, negotiate with, and enter into contracts or agreements with the owners, operators or other representatives of Third Party Chassis Pools in connection with the operation or establishment of a Third Party Chassis Pool for the provision, development, licensing, or maintenance of computers, information systems, software, or networks; including all financial, operational, liability and other terms and conditions of such contracts.

5.7 Insurance. One or more of the Parties may act as a purchasing group of Users and Contributors to procure insurance covering liabilities arising out of or related to chassis and or chassis pool operations.

5.8 SACP Loyalty Incentive. UIE may pay out funds in its possession to one or more OCEMA Members on an equal or differentiated basis solely for purposes of promoting use of the South Atlantic Consolidated Chassis Pool. Such payments may be based on a commitment to use the Pool on a volume or percentage basis for a specified period of time. The authority under this subparagraph shall only apply to the extent a member is a User of the SACP and on such other terms and conditions as may be established by UIE.

5.9 Exclusivity. (a) Any contract or agreement entered into hereunder to form a Chassis Pool, locate or operate it at any one or more Inland Intermodal Terminal(s) or Marine Terminal(s), engage vendors to a Pool, or in connection with operation of a Pool, or otherwise authorized under this Agreement, may be entered into on an exclusive or non-exclusive basis

at any or all such facilities. (b) No ocean common carrier shall be required to participate in a Pool because it is a member of OCEMA or because it is participating in any other Pool owned or operated by UIE or any Affiliate.

**Article 6: Management of Chassis Pools and Use of Chassis**

6.1 Organization. Each Chassis Pool shall be owned by an Affiliate. Operating rules for each Chassis Pool and the Pool Charges will be established for the Chassis Pool by the

Governing Board. The Governing Board may delegate all or any part of such authority to an Affiliate or the Pool Manager of any specific Pool LLC. The Governing Board will be selected by UIE in its discretion. Only OCEMA Members shall be eligible to serve on the Governing Board. Associate Members and Non-Regulated Entities shall not have the right to participate in the selection of the Governing Board. Without limitation, OCEMA may discuss and agree on policies or other matters relating to the establishment or operation of Chassis Pools and may communicate same to UIE, an Affiliate, or other Entity formed to own or operate the Chassis Pool.