



February 17, 2018

This letter of agreement (the "Agreement") provides guidelines for cooperation between Sedona Red Rock Trail Fund (SRRTF) and the Verde Valley Cyclists Coalition (VVCC) related to fundraising for the Western Gateway Trail Construction Project (aka "Project") by partnering on an application due in June 2018 for a \$25,000 National Forest Foundation (NFF) matching grant (the "Grant") exclusively for Project construction. The SRRTF and VVCC share an interest in providing high quality nonmotorized trail opportunities accessible to residents and visitors of Sedona and the Village of Oak Creek.

The two 501(c)3 organizations agree that it is in the interest of their members that the US Forest Service, Red Rock District (USFS), be supported through the application of an NFF Grant for this Project.

To this end, the two groups agree to collaborate on the Grant as follows:

- SRRTF will be the lead partner responsible for writing and submission by the Grant's June 2018 deadline. As the lead partner, SRRTF will be the interface with the NFF and be responsible for satisfying all awarded Grant requirements.
- The VVCC will commit \$25,000 for the Grant match requirements (the "Match") under the following schedule:
 - The VVCC will provide a minimum of \$19,500.00 to the SRRTF upon successful Grant award to the SRRTF.
 - The VVCC will provide monthly Grant Match fundraising status reports to the SRRTF beginning the month after the Agreement effective date until the VVCC raises the full \$25,000 commitment.
 - The VVCC will provide any remaining balance to the SRRTF by the end of the Grant term.

A Project coordinator/liaison is identified within each organization to work closely together to ensure that collaboration meets the needs of each group. These liaisons will be: Dan Blaettler (SRRTF) and Kevin Adams (VVCC). Dan and Kevin will maintain effective communication between the two organizations regarding activities for the Project.

Collaborative public communications disseminated about the Project by either the VVCC or SRRTF will be reviewed and approved by each organization prior to release. The final approver will be the President of each organization, or designee. SRRTF and VVCC may announce the collaborative Project agreement on their website and to members without prior coordination.

The VVCC is to be named as a SRRTF partner in SRRTF's grant applications, fundraising, marketing, website, press releases, etc., related to this Project.

SRRTF will serve as the prime contractor for all expenditures and in-kind contributions pertaining to the Grant. All work performed by SRRTF contractors will be supervised by the USFS. Statements of purpose/activity contained within SRRTF agreements with third parties, regarding the use of the Match

for the Project, will be reviewed and approved by Presidents of each organization prior to finalization by SRRTF, its contractors and the USFS.

This Agreement may be revised as necessary, by consent of both parties, by issuance of a written amendment, signed and dated by both parties.

This Agreement will terminate upon the 1) notification of unsuccessful Grant award to the SRRTF or 2) at upon Grant termination.

IN WITNESS WHEREOF, each of the Parties hereto has caused this Agreement to be executed personally or, as appropriate, by its duly authorized officer.

Sedona Red Rock Trail Fund

By: Jennifer Burns 2-17-18
Name: Jennifer Burns
Title: President

Verde Valley Cyclists Coalition

By: Martin Glinsky
Name: Martin Glinsky
Title: President