



January 2, 2019

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 ("Project") and transfer select fundraising proceeds to the SRRTF for use exclusively on the Project. Additionally, the VVCC will provide resources to the SRRTF in support of the SRRTF's Sedona Mountain Bike Festival Raffle ("Raffle").

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 by receiving the Grant for this Project.

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

SRRTF Responsibilities

- Designate an Agreement point of contact for all VVCC Agreement interactions.
- Create a SRRTF Project Restricted Fund where the proceeds from the below VVCC Project activities will be applied.
- **Raffle Activities**
 - Obtain in-kind donations from existing SRRTF supporters for the Raffle by January 15, 2019. Provide supporter recognition consistent with SRRTF's standard practices.
 - Notify the VVCC of all Raffle prizes received by the SRRTF and any restrictions (e.g., must be present to win.)
 - Provide supporter recognition for Raffle donations from VVCC sponsors consistent with recognition applied to SRRTF supporters' prize donations or as otherwise agreed with the VVCC.
 - Raffle tickets will be sold Online at <http://www.redrocktrailfund.org> and at the Sedona Mountain Bike Festival by the SRRTF.
 - The Online SRRTF Raffle ticket sales
 - will targeting SRRTF supporters;
 - prizes will consist of donations received by existing VVCC sponsors and SRRTF supporters;
 - will begin on February 1, 2019 and end February 28, 2019; and
 - entries sold will be combined with all other online Raffle entries and entries sold during the 2019 Sedona Mountain Bike Festival for prize winner determination purposes unless Raffle sponsor restrictions apply.
 - SRRTF may authorize Giant Bicycles to sell Raffle tickets (online and at the Festival) upon notification and approval, which shall not necessarily be withheld, by the VVCC.
 - Staff the SRRTF booth and sell Raffle tickets at the Sedona Red Rock Festival.

- Review and approve Online and SRRTF Sedona Mountain Bike Festival Raffle Official Rules prepared by the VVCC. All third parties authorized to sell Raffle tickets must agree to the Official Rules approved by the SRRTF.
- Determine, in coordination with the VVCC, SRRTF Mountain Bike Festival Raffle collateral requirements for the SRRTF and VVCC's booth locations.
- Net proceeds originating from the SRRTF and Giant Raffle activities as well as Sedona Mountain Bike Festival Raffle sales shall be used at the SRRTF's discretion. For the avoidance of doubt, proceeds from the VVCC online Raffle will be donated to the SRRTF for use as described below.
- Beginning July 1, 2019, coordinate a donation amount from the VVCC to the SRRTF exclusively for Project use on a mutually agreed date.

VVCC Responsibilities:

- Designate an Agreement point of contact for all Agreement interactions with the SRRTF.
- Create a VVCC Project Restricted Fund where the proceeds of the following VVCC Project activities will be applied.
 - Grant Activities
 - Submit planned Project grant applications to the following granting agencies associated with the bicycle industry or non-competing with the SRRTF
 - Singletrack Futures Foundation (\$5,000 – awarded)
 - Mountain Bike Association of Arizona (\$2,500 – submitted, decision to be announced in December 2018)
 - People for Bikes (\$10,000 – due January and July 2019 – will apply in July if not successful in January)
 - Quality Bike Products (\$10,000 – due early 2019)
 - The North Face (\$25,000 – due April 2019)
 - National Forest System Trail Stewardship Partnership Funding in partnership with the International Mountain Bicycling Association (\$20,000 – due April 2019)
 - All Project grant awards from the above applications
 - AZ State Parks Safety & Environmental (SEE) Education Grant Project reimbursement. Note: this SEE grant has a \$2,496 Project component that was paid from the VVCC Project Restricted Fund and will be applied to the VVCC Project Restricted Fund when reimbursed by the State.
 - Provide quarterly status updates to the SRRTF on the above Grant opportunities.
 - Donation Activities
 - All [Trail.Care](#) donations received during the term.
 - All web-based Project [donations](#) received during the term.
 - All Trail Karma donations received during the term.
 - All other individual or business Project donations received during the term.
 - Event Activities – All net proceeds from beer token sales and tips generated at the 2019 Sedona Mountain Bike Festival.

- Provide quarterly VVCC Project Restricted Fund status reports to the SRRTF.
- Beginning July 1, 2019, coordinate a donation amount from the VVCC Project Restricted Fund to the SRRTF exclusively for Project use on a mutually agreed date.
- Raffle Activities
 - Obtain in-kind prize donations from existing VVCC sponsors for a raffle “Raffle” to be conducted with the SRRTF by January 15, 2019.
 - Notify the SRRTF of any raffle prize donation restrictions (e.g., must be present to win.)
 - Provide [Bike Friendly Business](#) recognition to SRRTF supporters providing Raffle prizes to the SRRTF.
 - Raffle tickets will be sold Online at <http://www.vvcc.us> and at the Sedona Mountain Bike Festival by the VVCC.
 - The Online VVCC Raffle ticket sales
 - will targeting the national mountain biking community and raise funds for the Project;
 - prizes will consist of donations received by existing VVCC sponsors and SRRTF supporters;
 - will begin on February 1, 2019 and end February 28, 2019;
 - entries sold will be combined with SRRTF Raffle entries sold during the 2019 Sedona Mountain Bike Festival for prize winner determination purposes unless Raffle sponsor restrictions apply; and
 - proceeds will be donated to the SRRTF exclusively for Project use by March 31, 2019.
 - The SRRTF Sedona Mountain Bike Festival Raffle
 - Provide personnel and financial resources to sell SRRTF Raffle tickets at the VVCC booth location at the Festival.
 - Coordinate booth collateral requirements with the SRRTF.
 - All net SRRTF Raffle ticket sales proceeds collected by the VVCC at the 2019 Sedona Mountain Bike Festival will be turned over to the SRRTF by March 31, 2019.
- Prepare draft Online and SRRTF Sedona Mountain Bike Festival Raffle Official Rules for review and approval by the SRRTF.

The VVCC and SRRTF will have sole responsibility and authority to budget for and authorize expenditures related to their individual operations. VVCC and SRRTF shall be solely responsible for its Online Raffle costs incurred. The VVCC will set aside up to \$500 to help defray SRRTF Sedona Mountain Bike Festival costs for VVCC booth collateral provided by the SRRTF to the VVCC.

The VVCC shall obtain and maintain general liability coverage for its operations. The SRRTF will obtain and maintain general liability coverage for its Sedona Mountain Bike Festival Operations and be named as an additional insured on any third party Project operations funded by the SRRTF.

VVCC and SRRTF will coordinate on any Agreement press releases. VVCC and SRRTF may announce the Agreement on their website and to members (VVCC).

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 is effective upon execution by both parties and will run through September 30, 2019.

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

Sedona Red Rock Trail Fund

By: Joan Bouck
Name: Joan Bouck
Title: Events Committee Chair

Verde Valley Cyclists Coalition

By: Martin Glinsky
Name: Martin Glinsky
Title: President