

**AGREEMENT BY AND BETWEEN THE TOWN OF LOS GATOS AND SUSTAINABLE WAZE FOR
SPONSORSHIP OF THE LOS GATOS MUSIC IN THE PARK SUMMER CONCERT SERIES**

THIS AGREEMENT is made and entered into on February xx, 2023 by and between TOWN OF LOS GATOS, a California municipal corporation, ("Town") and SUSTAINABLE WAZE, whose address is 104 A Edelen Avenue, Los Gatos, California. This Agreement is made with reference to the following facts.

I. RECITALS

WHEREAS, on March 3, 2020, the Town Council selected Sustainable Waze to produce, manage, and promote the Music in the Park Summer Music Concert Series; and

WHEREAS, on February 7, 2022, the Town Council reconfirmed their selection of Sustainable Waze to produce, manage, and promote the Music in the Park Summer Music Concert Series; and

WHEREAS, Town has agreed to purchase the naming rights sponsorship for Music in the Park for the amount not to exceed \$20,000 to remain: "Los Gatos Music in the Park" with no additional sponsor name in the title; and,

WHEREAS, Town appropriated funds in its Fiscal Year 2023/24 Budget for allocation of funds; and

WHEREAS, the Town has agreed to provide additional sponsorship in the form of in-kind services and the relief of Town fees to support for the following items, as resources and scheduling is available: installation, usage and removal of the Town owned stage, installation and removal of Music in the Park banner at the Civic Center, special event permit, banner permit, park use, chamber lobby use, and no parking sign fees, and two Los Gatos-Monte Sereno Police Officers at each concert as resources are deemed necessary and available, as directed by the Chief of Police or his or her designee.

- 1.1 Sustainable Waze represents and affirms that it is willing to comply with the terms pursuant to this Agreement.

II. AGREEMENTS

- 2.1 Term of Agreement. The term shall commence upon the execution of this Agreement and shall terminate on September 30, 2023; with two options to renew annually, if mutually agreed upon between the Town and Sustainable Waze for 2024 and 2025.
- 2.2 Scope of Agreement. This agreement pertains to the \$20,000 sponsorship dollars from the Town to Sustainable Ways, and the in-kind services and relief of specific

Town fees associated with Music in the Park as outlined I. Recitals, approved by Town Council at the February 7, 2023 Town Council Meeting.

2.3 Special Event Permit. As part of the terms of the original Request for Proposal (RFP) presented by the Town to Sustainable Waze, Sustainable Waze is required to apply for, and follow the special event permit application process. As such, all conditions, including the scope of work, use of premises, timelines, requirements, and Town commitments will be included in the special event permit conditional letter of approval.

2.4 Terms of Sponsorship.

2.4.a. The Town shall remain the sole naming rights sponsor for Music in the Park to remain "Los Gatos Music in the Park" with no additional sponsor name in the title.

2.4.b. The Town will be recognized as a Premier Sponsor in all print, web, and social media marketing, including large logo on main sign located behind main stage.

2.4.c. The Town shall have a sponsor tent at all concerts in premier location on the Civic Center Lawn.

2.4.d. Large feather banners, exclusively with the Town logo prominently displayed at each concert.

2.5 Compensation. Compensation for naming rights sponsorship **shall not exceed \$20,000**. Sustainable Waze has estimated that the sponsorship may be reduced, but not less than \$10,000, if a sponsorship of \$10,000 is secured from a local hospital.

An initial payment of \$10,000 shall be made prior to the first concert. A second payment of up to \$10,000 shall be made at the conclusion of the concert series, upon documentation being provided by Sustainable Waze, to the Town, indicating the sponsorship level of said local hospital.

2.6 Billing. Sustainable Waze must provide the Town with a detailed invoice in order for payment to be made. All invoices and statements to the Town shall be addressed as follows:

Email to: AP@losgatosca.gov

Or, Mail to: Town of Los Gatos
Attn: Accounts Payable
P.O. Box 655
Los Gatos, CA 95031-0655

2.7 Use of Funds. Sustainable Waze shall not use any monies received under this agreement for anything other than items related to the direct marketing or production of the Music in the Park summer concert series.

III. GENERAL TERMS

3.1 Waiver. No failure on the part of either party to exercise any right or remedy hereunder shall operate as a waiver of any other right or remedy that party may have hereunder, nor does waiver of a breach or default under this Agreement constitute a continuing waiver of a subsequent breach of the same or any other provision of this Agreement.

3.2 Governing Law. This Agreement, regardless of where executed, shall be governed by and construed to the laws of the State of California. Venue for any action regarding this Agreement shall be in the Superior Court of the County of Santa Clara.

3.3 Entire Agreement. This Agreement constitutes the complete and exclusive statement of the Agreement between the Town and Sustainable Waze. No terms, conditions, understandings or agreements purporting to modify or vary this Agreement, unless hereafter made in writing and signed by the party to be bound, shall be binding on either party.

IN WITNESS WHEREOF, the Town and Sustainable Waze have executed this Agreement.

Town of Los Gatos by:

Service Provider, by:

Laurel Prevetti, Town Manager

Title

Approved as to Form:

Gabrielle Whelan, Town Attorney
Attest:

Wendy Wood, CMC, Town Clerk

DRAFT