

Wilton Board of Selectmen (“BOS”) and Wilton Athletic and Recreation Foundation Agreement for Advertising and Sponsorship at Athletic Facilities (this “Agreement”)

Dated as of December ___, 2023

RECITALS

- A. On September 11, 2017, ~~the BOS~~ the BOS designated the three organizing founders of WILTON ATHLETIC AND RECREATION FOUNDATION COMPANY, a Connecticut non-stock corporation (“WARF”), pending WARF’s formation and establishment as a charitable foundation in March 2018, as managers authorized to design, solicit and manage funds in trust for the Town’s benefit (collectively, the “Banner Program”). Those funds, net of actual expenses to operate the Banner Program, are controlled by the Town and have been used at the Town’s direction.
- B. The Town desires to continue designating WARF as its exclusive manager and continue the grant of licenses to WARF to continue the Banner Program at Memorial Stadium and Kristine Lilly Field, as well as possible additional locations included in the Town of Wilton Recreational Facilities Advertising and Sponsorship Policy, which is attached hereto as Attachment A and hereinafter referred to as the “Advertising and Sponsorship Policy” and such locations as described therein, the “Town Athletic Facilities”.
- C. Under Conn. Gen. Stat. Section 10-220, the Wilton Board of Education (the “BOE”) maintains full authority and control over all property used for school purposes and that the BOE is charged with responsibility for the care, maintenance and operation of buildings, lands, apparatus and other property used for school purposes (the “Statutory Authority”). By way of example, the parties recognize that all school buildings are within the Statutory Authority. Nothing in this Agreement ~~for Advertising and Sponsorship at Athletic Facilities~~ shall be interpreted or construed in any way as modifying, limiting or restricting the Statutory Authority or the BOE’s right to exercise the Statutory Authority under any circumstances.

NOW, THEREFORE, THE PARTIES HERETO AGREE:

1. Reappointment of WARF. The Board of Selectmen hereby renews its designation of WARF as its exclusive designee to implement and execute the Banner Program at the Town Athletic Facilities for a five (5) year period beginning ~~September~~ January 1, ~~2023~~ 2024 (the “Term”) and renewing automatically for additional five-year periods unless the Town or WARF provides the other party with notice of non-renewal no later than June 30 of the final year of the then-current term, or otherwise terminates the appointment for breach of this ~~Amended and Restated Policy Agreement~~, with ten (10) days’ written notice to the breaching party and a reasonable opportunity to cure such breach not to exceed thirty (30) days. WARF and its employees, officers, agents, consultants and contractors (collectively, its “Representatives”), are hereby granted a limited, revocable license in the Town Athletic Facilities in order to: (i) enter, access, use and affix banner-style advertising, on an exclusive basis; and (ii) solicit, advertise, invoice and accept funds for, select, design, purchase, fabricate, locate, install, maintain, remove and replace such advertising banners for the Town Athletic Facilities, on an exclusive basis, subject to the terms and conditions set forth herein. The exclusivity of this license is limited to the express activities set forth in

the preceding sentence at the Town Athletic Facilities, which means that the Town shall not permit any person or entity other than WARF to engage in any of the activities set forth in the previous sentence at any of the Town Athletic Facilities for so long as this ~~Amended and Restated Policy Agreement~~ is in effect. Excepting the exclusive use for advertising permitted to WARF, the Town reserves all rights to access, use or permit others to access or use the Town Athletic Facilities for any and all purposes whatsoever and to conduct any and all operations or activities that the Town may desire, and the license grant to WARF is further subject and subordinate to any and all activities or uses by the Town or others to the extent required by emergencies or applicable law. WARF shall keep all banners or other property installed at the Town Athletic Facilities in a reasonably safe, clean and presentable condition. WARF shall not use the ~~License Areas~~ Town Athletic Facilities in any manner that constitutes waste or nuisance or that violates any applicable law.

2. Establishment of Accounts. WARF shall operate the Banner Program, including invoicing and payment from third parties participating in the Banner Program and vendors utilized in executing upon the Banner Program, and accounting of all related revenues and expenses and financial reporting. All funds under the Banner Program are to be held in trust by WARF in a segregated account for the benefit of the Town at a bank with a branch office in Wilton. WARF shall deposit into such account all of the Banner Program revenues. WARF may apply the funds in the account to cover WARF's permitted costs and expenses (the "Permitted Expenses") as more fully described below. Amounts remitted by WARF to the Town shall be deposited into the Town's reserve account, which shall be used exclusively as described below in Section 3. WARF shall have the right to pay the following "Permitted Expenses" from its accounts:
 - a. Documented, actual, and reasonable expenses associated with the marketing, management and execution of the Banner Program.
 - b. Any insurance required by the Town or that WARF reasonably deems necessary for the organization, staffing, and management of WARF to execute upon the Banner Program.
 - c. Legal, accounting and other professional fees directly-associated with the maintenance of the WARF organization or operations.
 - d. Notwithstanding the above expenses, WARF acknowledges that the purpose of this Agreement is to build the total value of private investment dollars available to enhance the Town Athletic Facilities and as such, expenses should be managed to maximize net results.
3. Use of Funds. Funds raised through the Banner Program will be managed by WARF, subject to conditions stated in this ~~Amended and Restated Policy Agreement~~. All net revenues shall be deployed by WARF for projects that are approved by the board of directors of WARF and implemented in collaboration with, and as approved by, the Town Administrator (presently Matt Knickerbocker), and/or the Town Parks and Recreation Commission (the "Commission") and the Director of Parks and Recreation, and/or other Town boards and commissions having authority over such facilities (as hereinafter further described, the "Approved Projects"). The Town shall have no right to direct or restrict funding generated under this ~~Amended and Restated Policy Agreement~~ for any Approved Project that meets the requirements set forth in this

Section 3, unless the creation, funding, construction or implementation of such project violates the Town charter or applicable law. WARF will either pay for Approved Projects directly, or will contribute net revenues to the Town for deployment towards Approved Projects. Approved Projects shall be prioritized on an annual basis and will adhere to the following requirements, unless mutually agreed otherwise:

- a. Projects that enhance the existing Town Athletic Facilities and/or create new athletic and recreational facilities;
- b. Projects that directly and positively impact Wilton youth sports and recreation and/or related programming;
- c. Projects that benefit the highest number of Wilton youth and Wilton residents;
- d. Priority will be given to projects that are lower-cost, safety and utility enhancing and readily implementable.

Attachment B hereto sets forth a sample list of projects which have been discussed by WARF with the Commission and/or the Director of Parks & Recreation. Such list is for purposes of discussion only, and the projects thereon do not constitute Approved Projects unless and until approved as required by this Section 3. The Town hereby designates the Town Administrator (presently Matt Knickerbocker) and/or the Commission to assist in the deployment of funds towards Approved Projects.

4. Advertising Guidelines.

- a. When approving advertising or corporate sponsorship proposals, WARF as the designee shall only accept advertisements or corporate sponsorships that maintain the integrity of the athletic and recreational environment, and are not in conflict with either established BOS policies, federal or state law.
- b. All advertisements will be of uniform sizes at any particular Town Athletic Facility, and uniform rates will be charged according to the size of the sign. No sign will be prepared until it is approved by the advertiser and WARF as the designee of Board of Selectmen.
- c. WARF, as the designee of the ~~Board of Selectmen~~BOS, will determine the locations at the Town Athletic Facilities where signs will be displayed. Any Town Athletic Facilities where signs are not currently displayed as of the date hereof will be subject to review and approval by the Commission to (i) determine whether the structures to which the signs are affixed are suitable for such purpose and (ii) confirm that the display of signs in accordance with this ~~Policy Agreement~~ do not otherwise violate any policy or agreement to which the Town is bound.
- d. Because spectators may perceive a sign on Town of Wilton property to bear the Town or School District's approval of the advertised product or service and associate the Town or the School District with a particular advertisement and because children of young age attend school athletic events, signs must conform to the requirements and restrictions for advertising in District schools.
- e. Acceptance of payment for advertising or sponsorship does not confer an endorsement of an advertiser or sponsor by the ~~Board of Selectmen~~BOS or the

Town of Wilton.

- f. The ~~Board of Selectmen~~BOS, and WARF as its designee, reserve the right, at their discretion and at any time, to reject any advertising copy, whether or not it has previously acknowledged and/or advertised the exact or similar copy.
- g. The ~~Board of Selectmen~~BOS or WARF as its designee will not accept advertising that is not in compliance with the ~~Town of Wilton Recreational Facilities~~ Advertising and Sponsorship Policy. ~~See Attachment A.~~

[Signature page follows]

The parties have entered into this Wilton Athletic and Recreation Foundation Agreement for Advertising and Sponsorship at Athletic Facilities as of the date set forth above:

TOWN OF WILTON

By:
Name:
Title:

WILTON ATHLETIC AND RECREATION FOUNDATION COMPANY

By:
Name:
Title:

Attachment A

~~Insert~~ Town of Wilton Policy for Recreational Facilities Advertising and Sponsorship

(attached)

Attachment B
Priority Projects ~~2023-24~~2024

1. Update/install LED lighting at Cider Mill, Middlebrook, North Field, Allen's Meadow 5&6, JV Baseball, Softball and adjoining fields
2. Install fencing/netting at Lilly Field, Merwin Meadows, North Side of Whitten (facing softball), Allen's Meadow 5 & 6, Hurlbutt/Ambler Fields along Hurlbutt side of street
3. Movable outfield fencing at Varsity Softball and Baseball Fields to make for regulation sized fields
4. Improve play surfaces and install multisport lines at Lilly Field and Memorial Stadium
5. Improve infrastructure (fences, batting cages, dugouts, backstops, bullpens, drainage) at JV Softball, Middlebrook and other fields as needed
6. Additional Turf Field(s)
7. Update, expand Storage and create storage pavilion(s) at High School complex, Middlebrook and Allen's Meadow 5&6 for multisport and offseason use
8. Improve playing surfaces and infrastructure for playability, durability and safety (leveling/soil infill, sod/seed, weed prevention, irrigation and drainage) at Allen's Meadow, Merwin Meadows, and Middlebrook (including Madaras) and other fields as needed
9. Rework lighting access (software, staffing) for nights and weekends to ensure no disruptions and to provide ability for youth sports to extend lighting needs on a real time basis
10. New scoreboard at Lilly Field and additional fields as needed; mobile scoring box and scoreboard access and controllers for all youth sports
11. AV access for youth sports at Memorial Stadium, Lilly Field and other fields as needed
12. Repair/Update Stadium Lockers (leaks/heat/bench seating)
13. Aluminum Movable Spectator Bleachers – Allen's 1,2 & 5,6
14. Add bathrooms and concessions where appropriate throughout athletic complexes

~~15. ———~~

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