**H + W Sport Shop, Inc.**

**SCHOOL TEAM DEALER AGREEMENT**

THIS AGREEMENT is made and entered into by and between H + W Sport Shop, Inc. (“H + W”) and Gallatin County High School, Warsaw, KY (“School”).

H + W and School have agreed as follows:

1. **Term:** Beginning July 1, 2020 and ending June 30, 2021 which will renew automatically in the absence of H + W or District requesting changes.
2. For purposes of this Agreement, the terms below shall have the following definitions: “adidas Products” is defined as adidas footwear, apparel, uniforms, accessories, and equipment for the School. “School Year” is defined as July 1st to June 30th, each year of this Agreement.
3. **H + W Is Official School Supplier:** H + W is the sole supplier of adidas products to school. H + W will supply School adidas products at approximately 25% off Footwear and hardgoods, and approximately 30-35% off apparel plus any additional embellishment. H + W is the sole supplier of adidas athletic apparel, footwear, and hardgoods of School. (Ex. School shall purchase all adidas uniforms, practice gear, shoes, hardgoods, etc. from H + W, such as: game and practice balls, helmets, shoulder pads, etc.)
4. **License:** School hereby grants to H + W the right and license to use School’s name and trademarks in the United States, in connection with the development, promotion, marketing, advertising, and sale of H + W and adidas Products. This license shall be exclusive as to H + W products and shall include the right to use School’s name, nickname, initials, photograph, likeness, image or facsimile image, video or film portrayals and any other means of expressing School’s use of H + W and adidas Products in connection with, but not limited to, television and radio advertisements, print advertisements, advertisements on any public or private on-line service or the Internet, catalogs, posters, billboards, building murals, video or audio promotional productions, promotional or marketing appearances, and hang tags and other in-store displays unless disapproved the school district.
5. **Promotional Products Included (each year):**

***$7,500.00 in adidas product (per adidas agreement)***

***$3,500.00 Early Signing Bonus (If signed before March 20, 2020) \*\*\*$2000.00 additional Promo Dollars and a Large Sublimated Backdrop & Sublimated Table Drape with Gallatin Co, Adidas, and H+W Sports logos ($1500.00 value).***

 **\*\*\*All Promotional $Money is in RETAIL dollars from adidas** Unused promotional merchandise amounts, as of 5:00 p.m. on the last day of school in the School Year are forfeited by School. As a result, promotional merchandise allotments cannot be carried from one School Year to the next.

1. **H + W Products for School’s Use:** During the Term, Embroidery on Promo products will cost $8.00 per location. (For left chest size embroidery)
2. **Use of H + W Products:** Exclusive Coaching staff use of H + W Products when engaged in athletic related activities. Adidas is the official brand for School per adidas agreement.
3. **Disclaimer of Warranty: H + W** shall not be liable to School for any injury or damage suffered by School from wearing or using adidas Products. School SPECIFICALLY WAIVES, AGAINST H + W AND/OR ADIDAS, ALL EXPRESS OR IMPLIED WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE.
4. **Right of Suspension or Reduction:** If H + W believes that School has breached this Agreement, they may (in its discretion) suspend or reduce the dollar amount or type of Bonus Compensation or Promotional Products available to School.
5. **Entire Agreement:** This Agreement constitutes the entire understanding between School and H + W with respect to the subject matter herein and cannot be altered or modified except by an agreement in writing, signed by H+W and School.

**IN WITNESS WHEREOF,** the parties hereto have duly executed this Agreement as of the date first above written.

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| H + W Sport Shop, Inc.Campbellsville, KY | Gallatin County High SchoolWarsaw, KY |
| By: Phil Lawhorn\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_Team Salesman | By: Larry Hammond\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_Superintendent |
| By: Shaun Hord**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**OwnerAddress: 120 East Main StreetCampbellsville, KY 42718 | Address: 75 BoardwalkWarsaw, KY 41095 |