



REFREPS | KHSAA Partnership Agreement

PREPARED BY KYLE ARMSTRONG
REVISED SEPTEMBER 13, 2023

Thank you for interest in the **RefReps Officiating Education System**.

The following outlines our State High School Association Partnership Agreement.

We look forward to working with you!

Organization Name = Kentucky High School Athletic Association (“KHSAA”)

Ref Reprs, LLC (“RefReps”) and the KHSAA agree to the following:

1. RefReps has developed a proprietary RefReps Officiating Education System (“RefReps OES”) comprised of turn-key officiating education courses (“courses”) and interactive training video packs (“video packs”).
2. The KHSAA will utilize the RefReps OES as the exclusive standardized officiating education partner for its KHSAA sports officiating education initiatives.
3. The **KHSAA will receive 100 free RefReps OES seat licenses**, per academic school year, to be distributed to and consumed by “student” learners in any combination by the KHSAA at their discretion.
 - a. “Student” learners are defined as individuals enrolled in KHSAA member middle or high schools, as well as colleges, universities, and/or technical schools located in Kentucky.
 - b. RefReps recommends distributing 5 RefReps OES seat licenses per school to a total of 20 schools who are teaching officiating classes using the RefReps OES.
4. **KHSAA member schools will receive ten percent (10%) off** RefReps OES seat license purchases.
5. RefReps and the KHSAA will promote their partnership and initiatives in, but not limited to, the following ways:
 - a. KHSAA will provide RefReps a minimum one-page attributed executive “Letter of Support”.
 - b. KHSAA will provide RefReps an attributed executive quote for use in partnership announcements, press releases, promotional materials, etc.
 - c. Minimum of three (3) written and three (3) video endorsements from mutually agreed upon KHSAA representatives which may include, but are not limited to; referees, member school administrators, and/or KHSAA executive staff members.
 - d. Eight mentions on applicable social media accounts such as such as Facebook, Twitter, Instagram, TikTok, YouTube over the duration of 12 months.
 - e. Promotional advertising on the KHSAA.org website
6. RefReps and the KHSAA will work together to develop a sports officiating education survey, to be delivered by the KHSAA, to school administrators (including, but not limited to, Principals, Assistant Principals, Athletic Directors) at all public high schools in the state, evaluating the interest schools have in offering Intro to Sports Officiating education.
7. RefReps and the KHSAA will work together to develop a timeline for email announcements, to be delivered by the KHSAA, to school administrators (including, but not limited to, Superintendents, Principals, Assistant Principals, Athletic Directors) at all public high schools in the state, announcing the opportunity to join Intro to Sports Officiating education informational webinars hosted by RefReps.
8. The KHSAA will acknowledge/recognize the RefReps Certificate of Completion towards officiating licensure through the state high school association.
9. RefReps and the KHSAA will work in unity to create and develop a customized KHSAA “welcome” video for use in their learners’ RefReps portal.
10. RefReps will host and incorporate up to 10 additional “Resource Videos” provided by the KHSAA (not to exceed 3GB of total data) per sport course.

11. RefReps and the KHSAA will jointly create and develop a process in which data may be passed between the RefReps OES and the KHSAA eligibility tracking system(s). Development of custom software(s), APIs, code, etc. may be subject to additional fees, as mutually agreed upon between RefReps and the KHSAA, to be detailed in subsequent contracts and/or Agreements.
12. RefReps and the KHSAA must declare their intent to renew this Agreement no fewer than 90 days prior to the Agreement Renewal Date listed below. In the event the KHSAA chooses to decline their intent to renew this Agreement, **termination/cancellation of this Agreement by the KHSAA, must be provided in writing by emailing notice to hype@refreps.com** no fewer than 90 days prior to the Agreement Renewal Date listed below and will take effect upon completion of the applicable Agreement term.
13. No waiver, amendment, or modification of any provisions of this Agreement will be effective unless it is in writing and signed by duly authorized representatives of both RefReps and the KHSAA.
14. Neither RefReps nor the KHSAA will be responsible for delays or failure of performance resulting from acts beyond the reasonable control of such party. Such acts include, but are not limited to, acts of God, strikes, walkouts, riots, acts of war, epidemics, governmental regulations, power failures, earthquakes, or other disaster.
15. If any provisions of this Agreement are held to be invalid or unenforceable, they are to that extent to be deemed omitted and the remaining provisions of this Agreement will remain in full force and effect.
16. This Agreement and any dispute arising under it shall be construed in accordance with the laws of the State of Indiana without regard to conflict of law principles.
17. This Agreement constitutes the entire Agreement between RefReps and the KHSAA concerning the subject matter hereof and thereof, and supersedes all previous communications, representations, understandings, and agreements, whether verbal or written, between the parties to this Agreement.

Terms of Agreement:

Agreement Start Date = September 14, 2023

End Date of Agreement Term = July 31, 2026

Agreement Renewal Declaration Date = May 2, 2026

IN WITNESS WHEREOF, each of the Parties has executed this Agreement, both Parties by its duly authorized officer, as of the day and year set forth below.

REF  REPS

Kentucky High School Athletic Association

Signature: _____



Printed Name: _____

Kyle T. Armstrong

Title: _____

Founder

Signature: _____



Printed Name: _____

Julian Tackett

Title/Role: _____

Julian Tackett

Date: _____

09 / 14 / 2023

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SENT

09 / 14 / 2023

16:09:28 UTC

Sent for signature to Julian Tackett (jtackett@khsaa.org) and Kyle T. Armstrong (kyle@refreps.com) from kyle@refreps.com
IP: 174.202.33.37



VIEWED

09 / 14 / 2023

16:26:12 UTC

Viewed by Julian Tackett (jtackett@khsaa.org)
IP: 166.194.154.35



SIGNED

09 / 14 / 2023

16:27:37 UTC

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IP: 166.194.154.35



VIEWED

09 / 14 / 2023

16:27:56 UTC

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SIGNED

09 / 14 / 2023

16:28:45 UTC

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IP: 174.202.33.37



COMPLETED

09 / 14 / 2023

16:28:45 UTC

The document has been completed.