

MEMORANDUM OF UNDERSTANDING

This Memorandum of Understanding is between:

**University of Mary Washington
1301 College Avenue
Fredericksburg, VA 22401**

hereafter "SCHOOL,"

and

**Kawai America Corporation
2055 E. University Drive
Rancho Dominguez, CA 90020**

hereafter "KAWAI."

KAWAI Shall:

1. Make quality acoustic pianos available for SCHOOL use through a DEALER. If a DEALER is not available or assigned, such DEALER may be assigned at a later date. Pianos are indicated on "Exhibit A" attached.
2. Periodically, and at times agreeable to the SCHOOL, inspect pianos to insure proper maintenance and use.
3. Conduct an on-site piano sale in accordance with a high standard of advertising and business practices.

The SCHOOL shall:

1. Maintain pianos in an appropriate environment and pay for damages other than normal wear and tear.
2. Grant KAWAI or its DEALER the right to use the SCHOOL name in advertising as solely determined by the SCHOOL in consultation with KAWAI or the DEALER.
3. Allow an on-site sale of pianos by KAWAI or the DEALER. The location and time of sale will be determined by the SCHOOL in consultation with KAWAI or the DEALER. The SCHOOL, at KAWAI or DEALER cost, will make telephones available during sale.

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4. As solely determined by the SCHOOL in consultation with KAWAI or its DEALER, notify faculty, students and alumni of the sale event (by providing alumni mailing lists or by mailing an announcement letter to alumni at KAWAI or DEALER's expense) and assist KAWAI or the DEALER in making the annual sale a successful event for the SCHOOL, faculty, staff, students, alumni and community within the DEALER's marketing area.
5. In consultation with KAWAI and the DEALER, allow advertising space in concert programs, bulletins, calendars and other media at no charge as deemed appropriate by the SCHOOL, and prepare press releases as appropriate.
6. Maintain pianos in good condition as reasonably directed by KAWAI or the DEALER.

GENERAL:

1. The SCHOOL, faculty and students may purchase the pianos noted on Exhibit A during the scheduled annual sale at special discounted prices as negotiated with KAWAI or the DEALER.
2. This agreement shall begin on the date that it is signed by the last party and remain in effect for five (5) years or until either party elects to terminate the agreement with sixty (60) days written notice.
3. In the event of termination by the SCHOOL, the SCHOOL will permit KAWAI to hold a final on-campus sale during the notice period. The SCHOOL will not unreasonably restrict the dates allowed for the final sale.
4. This agreement may be extended in one-year increments up to ten (10) years as mutually agreed. Should the SCHOOL elect to continue the program, KAWAI has the first right of refusal to continue this program in subsequent years.
5. KAWAI, may assign this agreement to another DEALER. KAWAI shall notify the SCHOOL of any such assignment sixty days in advance of the assignment at the address listed above.
6. No additional or concurrent piano sale events associated with the SCHOOL may be conducted by other agents or parties, either on or off campus without written consent of KAWAI.
7. The SCHOOL shall not allow removal of the pianos from SCHOOL locations without the prior written permission of KAWAI.

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SIGNATURES

For the SCHOOL:

_____ Date: 1/31/2019

For KAWAI:

_____ Date: 01/30/2019

Cory Callies
National Sales Manager
310-761-6871

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UNIVERSITY OF MARY WASHINGTON

EXHIBIT A

GRAND PIANOS:

<u>QTY</u>	<u>MODEL</u>	<u>DESCRIPTION</u>	<u>PRICE</u>	<u>EXT. PRICE</u>
1	GL-40 EP	Kawai 5'11" Grand Piano	\$32,295.00	\$32,295.00
1	GL-30 EP	Kawai 5'5" Grand Piano	\$27,295.00	\$27,295.00

UPRIGHT PIANOS:

<u>QTY</u>	<u>MODEL</u>	<u>DESCRIPTION</u>	<u>PRICE</u>	<u>EXT. PRICE</u>
2	K-400 EP	48" Professional Upright	\$12,495.00	\$24,990.00
2	K-300 EP	48" Professional Upright	\$11,695.00	\$23,390.00
1	ST1 ES	46" Institutional Upright Piano	\$8,695.00	\$8,695.00

SUMMARY:

2 Grand Pianos	\$59,590.00
5 Upright Pianos	\$57,075.00
6 Total Pianos	\$116,665.00

Exhibit A Notes:

- a. Models and finishes may change due to availability and/or specification changes.
- b. On-campus sale to be completed within a 270-day period from time of piano delivery (or sooner, as mutually agreed).
- c. Prices listed are FOB Rancho Dominguez, CA.