

INTELLECTUAL PROPERTY OWNERSHIP AGREEMENT

This Agreement, made this ___ day of May, 2016, by and between the City of Tonka Bay, a Minnesota municipal corporation, hereafter referred to as the “City”, and Franke+Fiorella, a Minnesota corporation, hereafter referred to as “Designer”:

RECITALS

WHEREAS, the City received a donation from the Designer of professional logo design services; and

WHEREAS, the Designer donated the time and expertise to develop a new logo for the City, which logo was officially adopted by the City on April 26th, 2016; and

WHEREAS, the logo created by the Designer constitutes intellectual property; and

WHEREAS, the parties wish to transfer perpetual ownership of the logo and all associated intellectual property to the City.

NOW, THEREFORE, with respect to the ownership of intellectual property and distribution of any profits or other benefit arising therefrom, the parties hereby agree as follows:

1. **Ownership.** The City shall have absolute and unencumbered perpetual ownership interest in the final logo design created by the Developer, a copy of which is attached hereto as Exhibit A.
2. **Royalties.** The Designer hereby acknowledges that the City shall not be required, now or in the future, to make any royalty or other payments based on the City’s use of the logo.
3. **Preliminary Concept Materials.** The parties acknowledge that the Designer retains full ownership of all preliminary concepts, as well as all information related to the artistic process of logo creation.
4. **Right to Use.** The City shall have the absolute right to use the logo in any manner the City deems reasonable or appropriate. Franke+Fiorella retains the right to show the concepts and work created (logo, visual identity system, signage, communications and templates) as part of its promotional efforts on its website, in brochures, case studies (printed and online), newsletters, social media posts and capabilities presentations.
5. **Jurisdiction.** The parties hereto agree that in the event of any dispute arising or in connection with this Agreement, the laws of the state of Minnesota shall be binding.
6. **Full Agreement.** This Agreement shall constitute the full agreement of the parties and shall replace any prior agreements regarding the subject matter of this Agreement.

IN WITNESS WHEREOF, the parties hereto have executed, or caused to be executed by their duly authorized officials, this Agreement for Intellectual Property Ownership on the respective dates indicated above.

CITY OF TONKA BAY

Gerry De La Vega, Mayor

Lindy Crawford, City Administrator/Clerk

FRANKE+FIORELLA

By:

Its:

EXHIBIT A

FINAL LOGO DESIGN MARK

