

Las Pozas Conservation Project

**PHILANTHROPIC NEEDS
NOW & TOMORROW**

PROPOSED AGREEMENT

presented by

**KELLEHER & ASSOCIATES
15240 Lotusgarden Drive
Canyon Country, CA 91351-1834
805-251-7753 FAX 805-251-7900**

E-mail: kel-assc@ix.netcom.com

Web Site: <http://www.kelleher.associates.2ndlevel.com>

February 16, 1999

The **LAS POZAS CONSERVATION PROJECT** is presently looking to develop a Not-for-Profit 501(c) 3 Corporation in California. Its primary purpose is to develop a Philanthropic Program and Public Image to develop awareness and funding to assure its conservation and restoration, as well as, its operations and existence today and into the 21st Century.

Upon acceptance of KELLEHER & ASSOCIATES proposed agreement, the following would be implemented to assist in meeting the immediate and long-range development needs of the **LAS POZAS CONSERVATION PROJECT**.

-- NOT-for-PROFIT CORPORATION --

1. Assist in the development of the appropriate documents, including but not limited to by-laws, articles of incorporation, etc.
2. Assist in the development of the appropriate state documents with legal counsel for the State of California, Franchise Tax Board.
3. Assist in the development of the appropriate 501 (c) 3 documents for submittal to the Federal Government, Internal Revenue Service.

-- BOARD & STAFF DEVELOPMENT --

1. Assist in the Creation of the **JOB DESCRIPTION** for the Board and/or Fund Raising (Development) Committee:
 - a. Create a job description outlining the responsibilities and duties of members;
 - b. Create a membership application for prospective members;
 - c. Assist in the creation of an outline for the board/committee for the needs of the **LAS POZAS CONSERVATION PROJECT**; and,
 - d. Develop an outline for an Advisory Committee including their responsibilities and duties.

2. Prepare and conduct **ORIENTATIONS (Retreats)** for the Board, Staff, Committees and Special Friends of the **LAS POZAS CONSERVATION PROJECT**
3. Meet with the appropriate members of the **LAS POZAS CONSERVATION PROJECT** to develop a **CAMPAIGN** for the Fund Raising (Development) Committee and/or Board of Directors recruitment needs:
 - a. Assist in the research and cultivation of prospective candidates;
 - b. Assist in the recruitment of prospective Fund Raising (Development) Committee and/or Board of Directors; and,
 - c. Assist in the development of marketing programs for the Fund Raising (Development) and/or Board of Directors recruitment.
4. Orient new board members on presentations to prospective Fund Raising Committee and/or Board of Directors candidates.

-- GOVERNMENTAL AFFAIRS --

KELLEHER & ASSOCIATES will assist in developing relationships with governmental and elected representatives (state, federal and international levels):

1. Assist in the creation of a **governmental affairs program** made up of U.S. elected representatives and their staffs that has a specific purpose of developing our governmental base and friends. This base will go beyond the boundaries of the **LAS POZAS CONSERVATION PROJECT** to include the leadership of government.
2. Assist in the education development of elected representatives and their staff with respect to the ongoing concerns and needs of the **LAS POZAS CONSERVATION PROJECT**.

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3. Assist in developing communication and awareness of the **LAS POZAS CONSERVATION PROJECT** with governmental representatives and respective governmental agencies at all levels (state, federal and international).
4. Assist in the research and development of a plan of action in seeking funds from the U. S. and Mexican Governments, and International Agencies to meet specific needs and goals of the **LAS POZAS CONSERVATION PROJECT**.
5. Assist in the research and development of elected representatives' friends and supporters from the corporate and business communities for financial support and partnerships with the **LAS POZAS CONSERVATION PROJECT**.

-- CORPORATE/BUSINESS DEVELOPMENT --

KELLEHER & ASSOCIATES will assist in developing the **LAS POZAS CONSERVATION PROJECT** contacts and relationships with the corporate and business communities:

1. Assist in the creation of a public awareness of the **LAS POZAS CONSERVATION PROJECT** to the corporate and business communities.
2. Assist in developing corporate and business communities' joint participation with the **LAS POZAS CONSERVATION PROJECT**.
3. Assist in developing support from the corporate and business communities for the **LAS POZAS CONSERVATION PROJECT**.

-- MAJOR GIFTS/CAPITAL NEEDS --

KELLEHER & ASSOCIATES will assist in the research and development of the **LAS POZAS CONSERVATION PROJECT** through their major gifts and capital needs:

1. Assist in developing potential sources of major gifts in support of the capital needs of the **LAS POZAS CONSERVATION PROJECT**.
2. Assist the Board/Committee(s) in developing their sources for major gifts.
3. Assist in developing immediate and long range (pledges) gifts for the **LAS POZAS CONSERVATION PROJECT**.

-- GRANT DEVELOPMENT --

KELLEHER & ASSOCIATES will assist in creation of the grantsmanship program for the **LAS POZAS CONSERVATION PROJECT**:

1. Assist in the research and development of Public and Private Resources for grants;
2. Assist in the preparation and development of grants proposals for Public and Private Resources;
3. Assist in the monitoring and follow-up reports (as required) by various grant makers; and,
4. Assist in the presentation to grant makers as needed.

-- PUBLIC AWARENESS --

KELLEHER & ASSOCIATES will assist in expanding the overall marketing and community awareness program for the **LAS POZAS CONSERVATION PROJECT**

It is the intention and desire of KELLEHER & ASSOCIATES to assist in whatever way possible to assure the creation of the Not-for-Profit Corporation and the implementation of a successful development program to meet the LAS POZAS CONSERVATION PROJECT needs now and into the 21st Century. KELLEHER & ASSOCIATES will work with the board, staff and friends of the LAS POZAS CONSERVATION PROJECT to seek out and develop prospective funding sources including, research, cultivation, motivation and solicitation of gifts for the LAS POZAS CONSERVATION PROJECT.

KELLEHER & ASSOCIATES is willing to accept the assignment above and with consideration of the LAS POZAS CONSERVATION PROJECT for changes as may be needed on a retainer basis for ONE YEAR at \$ 5,000.00 (US) monthly for up to FIFTY HOURS (50) and at ONE HUNDRED and TWENTY-FIVE DOLLOARS (\$125.00 US) per hour thereafter. An OPTION to EXTEND this AGREEMENT for four (4) ONE-YEAR PERIODS to be executed on or before the end of MONTH TEN (10) of each period. PAYMENT of the monthly retainer for and beyond MONTH TEN (10) of the current year shall constitute an automatic extension of this agreement. ALL EXPENSES incurred that are related to the fulfillment of the services rendered to be reimbursed within thirty (30) days of receipt of invoice.

NOTE:

01. LAS POZAS CONSERVATION PROJECT representative will give prior approval to go beyond the "monthly hours" in any given month.
02. Reimbursed expenses above \$500.00 (US) to receive prior approval from the LAS POZAS CONSERVATION PROJECT representative.
03. Hold all communications both written and oral CONFIDENTIAL unless otherwise authorized by Kelleher & Associates.
04. Supply Kelleher & Associates all pertinent information and data on the LAS POZAS CONSERVATION PROJECT.
05. Designate the appropriate contact(s) from the LAS POZAS CONSERVATION PROJECT who will be the individual(s) to communicate and assist Kelleher & Associates.
06. LAS POZAS CONSERVATION PROJECT will provide support staff when needed to execute the overall development campaign.

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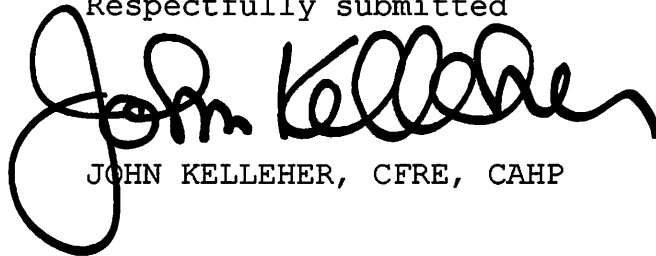
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Thank you very much for your consideration and time. We are very excited about the opportunity to assist and participate with the **LAS POZAS CONSERVATION PROJECT** in the planning, development and implementation of your future needs.

Respectfully submitted

A handwritten signature in black ink, appearing to read "John Kelleher". The signature is fluid and cursive, with a large loop at the beginning and end.

JOHN KELLEHER, CFRE, CAHP

John Walker

-- AGREEMENT --

The Parties below agree to the above written agreement as to the proposal and financial arrangements between the LAS POZAS CONSERVATION PROJECT, c/o N. J. Bud Goldstone, Los Angeles, CA and KELLEHER & ASSOCIATES, Canyon Country, CA.

Please sign BOTH Copies of the AGREEMENT. Retain one copy for your file and return one copy with First Month Retainer to:

KELLEHER & ASSOCIATES
15240 Lotusgarden Drive
Canyon Country, CA 91351-1834

JOHN KELLEHER, CFRE, CAHP
KELLEHER & ASSOCIATES

LAS POZAS CONSERVATION PROJECT
c/o N. J. Bud Goldstone
6719 West 86th Place #2
Los Angeles, CA 90045

DATE

DATE

NOTE: This Proposal and all related items to same shall be an offer for consideration that will be required to be signed and agreed to within Ninety (90) days from date of same, February 15, 1999. The option to extend this offer shall be at the sole rights of Kelleher & Associates.