

# EXHIBIT D

## Management Agreement

### INTELLECTUAL PROPERTY USE BY VISIT SAN ANTONIO

The City of San Antonio (the *City*) is the sole owner of all content previously utilized by the San Antonio Convention & Visitors Bureau. Pursuant to the Management Agreement, the City authorizes Visit San Antonio (VSA, and collectively with the City, the *Parties*) the ability to retain usage rights for all assets referenced below, pursuant to a license agreement to be executed hereafter by the Parties.

The City will continue to work with VSA to identify and extend the rights of usage of any materials and essential tools to facilitate VSA's primary mission of promoting the City as a premier leisure and convention destination to potential domestic and international travelers and prospectively enter into any necessary additional agreements to facilitate the shared goal of encouraging tourism to the City.

#### *Current Convention and Visitors Center Intellectual Property*

- **Proof Advertising:** Agreement between the City and Proof Advertising as VSA's Advertising Agency of Record to expire on September 30, 2017, including any subcontracts such as Komet Communications or any media or TV/Broadcast, Print, Radio, Out of Home, or Digital media outlet.
- **Domains/URLs:**  
visitsanantonio.com, sanantoniovisit.com, sanantoniovisit.net, visitsanantonio.today, unforgettablesa.com, unforgettablesanantonio.com, unforgettablemeeting.com, meetinsa.com, meetinsa.net, meetings.visitsanantonio.com, getawaysa.com, sanantoniosweeps.com, ahorraensanantonio.com, transformationsa.com, gentlemansquiz.com, gentlemensquiz.com, cityofyellowroses.com, sanantoniovacationdeals.com, sasave.com, sanantonioattractionsguide.com, sanantonioformetings.com, sanantonioheritage.com, kidcationweek.com, sanantoniotexashillcountry.com, sanantonio.travel, 1-800-thealamo.com, worldheritagesa.com, worldheritagesa.com, meetinsa.com, sanantoniotexas.cn, satravelsforward.com, missionsofsanantonio.org
  - Includes the url and email extensions derived from the use of the url for all of the above.
  - All website content including editorial, photography and video included as of (date) for the above websites.
- **Visitors Guide:** All editorial, photo and video content included in the printed and online versions of San Antonio's official Visitors guide.
- **E-Newsletters:** All content including photography video and editorial for e-newsletters including ownership of the opt-in database (email addresses) from Leisure, Trade, Partner, CTA, and EDD partners sites.
- **Databases:** Ownership of all databases collected over time in existing CRM tools including EBMS, Ungerbock or any other database management tools.

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- **Deep. In the Heart:** Usage rights of the phrase in our logo and any advertising piece in all traditional and nontraditional media outlets. Existing agreement with Melody Lane, expires Feb. 2018).
- **Social Media Channels:** All usage rights and content included in social media outlets such as Facebook, Twitter, Instagram, Youtube, Pinterest, Linked In, Flickr, Tumblr, Foursquare, Periscope, Emojis, and Snapchat.
  - Includes the usage of social media #visitsanantonio, #MeetinSA, #TourInSA, #SACVBNews, #SAVEinSA, #unforgettableSA handles in all of the above channels.
- **TV & Video advertising Music & Talent Rights (English & Spanish):**
  - River Walk (2 versions)
  - Roller Coaster (2 versions)
  - Nightlife
  - Missions
  - Splashes
  - Fine Dining/Luxury
  - Fine Dining/Food Truck
- **Online Videos:** All unforgettable asset videos which are part of unfforegettablesa.com and visitsanantonio.com including: Event Videos, Destination Videos, Leisure, Trade, Hotel Channel and Trade Testimonials.
- **Radio.** All radio spots recorded in English & Spanish since 2011 including talent releases.
- **Photographs / Images / Illustrations-Artwork:** For all materials developed since 2007 for Leisure, Trade such as Joel Salcido, Bob Howen, Paul Swen, Darren Abate. Stock video and photos purchased since 2007. Partner images provided to CVB to use on website, marketing, editorial, etc. and Coloring Book Illustration/ Gentleman's guide.
- **Specific Logos:** Usage of the Quatrefoil logo (or combination of the quatrefoil shape, and Corazon Red color and the San Antonio name. Includes usage of other logos that include the quatrefoil such as: SA Tourism Ambassadors, Show Us Your Badge, San Antonio & the Texas Hill Country and SACVB University.
- **Agreements for Educational Programs:** Agreements with Mickey Schaeffer & Associates to implement the Certified Tourism Ambassador Program and Experience Dedicated Destination research.
- **Promotional Agreements:** Existing agreements resulting in promotional opportunities including: Spurs Sport & Entertainment, Alamo Bowl, US All American Bowl, Paseo del Rio Association, Valero Texas Open, Rock n Roll, Marathon, SA Rodeo.

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- **Advertising Services and Fulfillment:** Advertising services agreements such as Thompson Print Solutions (Fulfillment), Speak Inc (trade speaker series agreements), Kennect Marketing - Lorie Kennedy (CTA Partner Outreach and Certified Folder Display).
- **Research Agreements and Reports:** Agreements resulting in Quantitative and Qualitative research report ownership such as: Smarketing, SMARI, Fire Studios, Oxford Economics, DK Schifflett (Economic Impact Study).
- **Synchronicities / Trade Agreements:** Cooperative agreement with the City of Baltimore CVB and Anaheim CVB to co-promote under the Synchronicities brand. Also agreements to participate and promote in all Trade/Meetings association event including: Association Forum, IAEE, PCMA.
- **World Heritage-** Usage of the UNESCO logo when promoting the World Heritage Sites designated Missions.
- **Tourism Agreements:** Agreements to promote the City's Tourism products externally and fulfillment within VisitSanAntonio.com web content. Such as : aRes, and to include, photos, copy, layout and design, all reporting and promotional information, databases, Smart Destinations (Go Card); to include all contract agreements related to the affiliate agreement and the reseller agreement and any promotional activities.
- **Tourism Agreements for Educational Programs:** Will be entering into an agreement with Tugaru to develop the Destination online training program in late October of 2016. In English or Spanish, Mandarin, Portuguese, Japanese.
- **Trade Agreements:** Agreements to participate and Promote in all Trade events including: IPW, NTA, ABA, SYTA, WTM, ITBM, IMEX, Expo Mayorista, Vuela y Viaje, Virtuoso, ARLAG, MARLAG, Destino Shopping, and all State of Texas Missions and or promotional events listed on the annual travel calendar.
- **Tourism E- Newsletter:** All content including photography video and editorial for e newsletters including ownership of the opt-in database (email addresses) from international Leisure, Travel Trade. In English or Spanish, Mandarin, Portuguese, Japanese.
- **Tourism:** SAVE program, name, marketing, historical reporting.
- **International Markets:** Secondary Market Tourism and Communications Agency agreements such as Adnova in Mexico and Pulse Communication in Canada.
- **Communications Services Agreements:** For communications services including Cision (Media value) and Geiger (media FAM fulfillment).

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### INTELLECTUAL PROPERTY OWNERSHIP BY VISIT SAN ANTONIO

Post-Management Agreement execution, VSA retains the ownership rights of all intellectual property (created or arising from the delivery of services under the management agreement) derived from the foregoing list, including not limited to:

**Marks:** All trademarks, trade dress, corporate names, and logos, together with the goodwill associated with any of the foregoing owned or developed for use in connection with VSA's activities.

**Creations:** All ideas, inventions, works of authorship, know-how, processes, formulas, data, computer programs, improvements, discoveries, developments, designs, techniques, customer lists, devices, records, notes, reports, proposals, lists, correspondence, specifications, drawings, blueprints, sketches, proposed products, business plans, or reproductions of any aforementioned items owned or developed by VSA for its purposes.

**Confidential Information:** All trade secrets and other confidential or proprietary information owned or developed by VSA for use exclusively for its purposes.

**Registrations:** All registrations or applications for registration related to the Marks, Creations, and Confidential Information.