



Request for Proposals

TRAVEL & TOURISM RESEARCH SERVICES

Global Brand Marketing Program Measurement





February 26, 2020

To All Prospective Bidders:

Visit California, a privately funded nonprofit corporation, is seeking a qualified research services company to provide research services related to measurement of our global brand advertising program.

The California Travel and Tourism Commission d.b.a. Visit California is a private non-profit 501(C) 6 funded by assessed businesses that have an interest in promoting tourism to California. California Tourism is marketed exclusively by Visit California. The Tourism Assessment Program was created under the California Tourism Marketing Act in 1995 with the passage of SB 256. The legislation authorized self-imposition of an assessment by businesses that benefit from travel and tourism. It also authorized the establishment of a non-profit, public benefit corporation, Visit California, to oversee the promotion of California as a premier travel destination.

Visit California oversees the production of a variety of marketing activities, that may include television and online advertising, content marketing to include Website, social media, content series, visitor publications and maps, cooperative programs with traditional and non-endemic partners, public relations and travel trade programs – all designed to promote California to consumers, media and the travel trade industry. For more details, please visit <https://industry.visitcalifornia.com>.

The contract period for the Scope of Work shall be negotiated with the selected data provider. Our fiscal year runs from July 1 through June 30. Visit California reserves the right to adjust the budget and related services.

Attached is an RFP for those capable of meeting minimum requirements and carrying out the scope-of-work. All proposals will be carefully reviewed and evaluated based on the criteria noted in the attached document.

Notice of Intent to Bid (a non-binding document), as well as any questions you may have to clarify this RFP, are due to Visit California no later than 4:00 p.m., Pacific Standard Time (PST), March 6, 2020.

Sincerely,

A handwritten signature in black ink that reads "Caroline Beteta".

Caroline Beteta
President and Chief Executive Officer
Visit California



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PART I

BACKGROUND



1. INTRODUCTION TO VISIT CALIFORNIA

California is the leading visitor destination in the United States with more than \$140 billion in travel and tourism related spending in 2018. This spending directly supported over one million jobs and generated over \$11 billion in state and local tax revenues. Among California's export-oriented industries, tourism is the fourth largest employer. Since 1998, consistent investment in the California Tourism program (a joint marketing venture of Visit California and the California Division of Tourism) has helped to increase market share and put California in a strong competitive position.

About Visit California

Visit California is a not-for-profit, 501(C) (6) corporation formed in 1998 to work jointly with the State of California's Division of Tourism to implement the annual Marketing Plan, which promotes California as a premier travel destination. While these two partners (Visit California and Division of Tourism) are separate legal entities, they are commonly referred to jointly as Visit California.

Visit California's 37-member board of commissioners is composed of individuals from all 12 designated regions of California. Members represent five principal industry sectors: Accommodations, Restaurants and Retail, Attractions and Recreation, Transportation and Travel Services, and the Passenger Car Rental Industry. Twenty-five of the commissioners are elected by the approximately 18,000 assessed California businesses, and the governor appoints 12. The board meets three times a year to help direct Visit California's programs and activities. A 34-member statewide Marketing Advisory Committee also provides input in developing the Marketing Plan.

2. RFP PURPOSE

The purpose of this RFP is to seek a qualified company to provide a variety of research services, including:

1. Global Brand Marketing Program Evaluation;
2. Global Brand Health Assessment; and
3. Resident Sentiment Measurement.

Vendors may propose for one or more services. Additional details are provided in the Scope of Work section.

3. CONTRACT TERM

The successful proposer will enter into a contract for services with Visit California. The duration of the initial contract between Visit California and the successful proposer shall be



negotiated and dependent upon frequency and scope of data. Visit California reserves the right to renew its agreement prior to the end of each contract term for a total of three (3) years, providing funding to do so is appropriated for this purpose in subsequent budgets. Proposed renewals are also assessed according to program direction, funding, and consistency of price and scope of work continuity.

4. AVAILABLE FUNDS

Visit California's total budget for this Scope of Work shall be as follows:

1. Global Brand Marketing Program Evaluation: \$500,000 to \$600,000 per year.
2. Global Brand Health Assessment: \$150,000 to \$200,000 per wave.
3. Resident Sentiment Measurement: \$150,000 to \$200,000 per wave.

However, we seek quality, cost-effective services and as such we encourage companies to propose a reasonable budget based on these guidelines. Please see Attachment B for more budget details. Visit California reserves the right to adjust both the budget and related services.

5. EVALUATION PROCESS & CRITERIA

Visit California will form a committee to evaluate the written proposals. The criteria for the scoring of the proposals is included as Attachment C. The committee may at any time during the evaluation process seek clarification from Proposers regarding any information contained within their proposal. Any attempt by a Proposer to contact a member of the evaluation committee outside the RFP process, in an attempt to gain knowledge or an advantage may result in disqualification of Proposer.

The top finalists chosen by the evaluation committee will be asked to provide oral presentations to the evaluation committee and allow the committee to conduct in-person office visits. All proposers and key team members working on the account should ensure they are available for the on-site visits during the dates presented in the Tentative Schedule. You will be notified of the total presentation time. In addition to Proposer management, key personnel performing day to day activities will be requested to attend. The criteria for the scoring of the oral presentations is included as Attachment C.

Please note: Upon completing the selection process under this RFP, Visit California will notify the winning Proposer and all other Proposers who were not selected. Visit California's deliberations are confidential. Accordingly, while we understand that non-selected proposers may wish to ascertain reasons for their non-selection, Visit California is unable to respond to any subsequent questions and/or requests for information as to why a company was not selected.



6. TENTATIVE SCHEDULE

This tentative schedule may be altered at any time at the discretion of the Commission.

February 26, 2020	RFP public announcement
March 6, 2020 (4:00 pm PST)	Deadline for agency to submit Intent to Bid & questions
March 13, 2020	Q&A provided to proposers
April 17, 2020 (4:00 pm PST)	Deadline for agency to submit proposal
April 27, 2020	Compliance review completed – Committee review begins
May 4, 2020	Finalists selected and notified (actual notification date may vary)
May 28, 2020	Management conducts oral interviews in Sacramento, CA
Week of June 8, 2020	Selected proposer announced (actual notification date may vary)
July 1, 2020	Commencement date of new contract

7. MINIMUM REQUIREMENTS

Proposals may be rejected if minimum requirements are not met.

Questions

All Proposers wishing clarification of this RFP must submit questions via email to: RFP Submissions rfps@visitcalifornia.com by the date and time referenced in Section 6, Tentative Schedule. **Prior to submitting questions, please review the questions and answers located on our website at: <http://industry.visitcalifornia.com/about/request-for-proposals>.**

Notice of Intent to Bid

Notice of Intent to Bid, Attachment A, must be received by **March 6, 2020** 4:00 pm, PST. The notice must be submitted via e-mail to rfps@visitcalifornia.com. The Notice of Intent to Bid is non-binding; however, it ensures the receipt of all addenda related to this RFP. Proposals will be accepted only from applicants who submitted a timely Notice of Intent to Bid.



Financial Statements

Proposers are required to demonstrate financial viability for maintaining an account of this size. Please provide **one copy** of GAAP / IAS compliant financial statements, including but not limited to:

- Income Statement; and
- Balance Sheet.

All of the above Financial Statements must be the most recent statements available, but no more than 12 months old. Financial statements are to be submitted in a sealed envelope. After review, all financial statements will be destroyed or returned to Proposer.

If Proposer would like a Non-Disclosure Agreement (NDA) signed, please complete, sign, and return the NDA (Attachment D) along with your *Intent to Bid* form by the date specified in the Tentative Schedule. *Please note that the NDA is optional.*

Financial Statements are not required to be audited.

Please note that financial statements are not optional, but a minimum requirement, even for private companies. Proposers who do not provide financial statements will not be considered.

Financials for Joint Proposals

If proposal is a joint proposal, you must submit financial statements for both Proposers.

References

Provide three client references. At least two must be current clients. Include client name, contact information, and the engagement start and end dates.

Experience

Your company should have at least three years' experience in the subject area(s).

Reserved Rights

All proposals submitted shall become the property of Visit California and shall not be returned to the Proposer. Visit California also reserves the right to:

- Reject any and all bids;
- Waive any or all mandatory requirements, if no proposers meet one or more of those requirements;
- Cancel this RFP;
- Revise the amount of funds available under this RFP;
- Amend this RFP as needed; and
- Not select a vendor and award a contract from this RFP.



Contract Award

The Scope of Work and all tasks involved will be subject to negotiation between Visit California and the Awardee for the initial contract period. The details of your proposal will be used to negotiate the contract scope of work, and to evaluate your overall proposal as described in Attachment C, Written & Oral Proposal Evaluation Criteria.

8. BILLING & RELATED REQUIREMENTS

Winner of RFP will be required to abide by Visit California contracting requirements. This includes the conditions and terms contained within our standard Contract Template.

Please review this template prior to submitting a proposal to ensure these terms are acceptable. The standard Contract Template and information on contracting requirements can be found at <http://industry.visitcalifornia.com/about/request-for-proposals>

You will also be required to submit United States Internal Revenue Service (IRS) Form W-9.



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PART II

PROPOSAL



1. PROPOSAL STRUCTURE

Your proposal shall contain the following sections:

- Company Background;
- Company Management & Staff;
- Budget Form; and
- Financials (submitted separately in sealed envelope).

Please ensure your proposal includes the following:

- A detailed table of contents or index which lists each key section of your proposal;
- Page numbers; and
- Tabs or other methods to identify key sections of your proposal.

Please also place sections of your proposal in the order they are presented within this RFP.

2. COMPANY BACKGROUND

Please include the following items:

- A letter of interest;
- A description of your company's primary services;
- The year in which your company was formed;
- Your company's experience;
- The address from which the primary work on the contract would be performed;
- Numbers of total employees and contractors;
- A current and past client list; and
- Experience in travel industry / destination marketing or management

3. COMPANY MANAGEMENT & STAFF

Please include the following items:

- The contract manager for this scope of work; and
- The individuals who will be conducting the day to day work.

For all individuals assigned to this account, please provide:

- Current resumes/biographies demonstrating qualifications related to this RFP; and



- Length of time with your company.

4. SUB-CONTRACTORS

Please identify all proposed subcontractors for work that exceeds USD \$5,000 annually. For each sub-contractor:

- Document which portions of service they will perform;
- Describe their ability to perform the work;
- Provide the name and background of their company, if applicable; and
- Provide resumes and/or biographies of staff assigned to your account.

5. SCOPE OF WORK

Overview

There are three objectives that comprise this Research Services RFP. Vendors are welcome to propose for any one or all of the three services.

The primary objective is the measurement of Visit California's global brand advertising program. Visit California currently measures the advertising effectiveness of the marketing program through an online survey and aided recall methodology presenting digital and video campaign assets to the respondent. The advertising measurement program reflects the current seasonal distribution of advertising spend (heavy in late winter and spring) and includes a fall awareness wave (U.S. and Canada), a spring awareness wave (all brand markets), and a Global ROAS wave (all brand markets) to measure respondent-reported visitation and spend.

The measurement reporting uses widely accepted metrics such as ad awareness, average cost to reach an aware household, lift on brand qualities, and lift in intent to visit, along with actual incremental travel and spending generated by the campaigns.

Visit California recognizes the validity and practicality of this approach for the current program. The scope of work detailed below follows the general parameters of this measurement plan. However, Visit California wants to explore a modified methodology in order to:

1. Better measure potential changes in the marketing plan that would shift some spending to other times of the year to encourage more low-season/shoulder-season visitation
2. Explore if ongoing tracking may give Visit California more flexibility to include more topical/timely research questions as well as to evaluate different aspects of the program that are not included in the current program



A potential proposed methodology could be a monthly or continuous tracking service. Actual travel/visitation to California should continue to be linked to advertising awareness and the basis of calculating economic impact.

In addition, Visit California would be interested in seeing ways that the consumer research could be supplemented or refined with other syndicated or custom datasets. An example of this might be overlaying regional credit card spend with consumer response data to improve accuracy where there are instances of low sample size.

Objective 1: Global Brand Marketing Program Evaluation (including Website)

(Budget: \$500,000 to \$600,000 per year)

The selected vendor will develop a strategy and methodology to report on the effectiveness of Visit California's global brand advertising program and owned program (visitcalifornia.com website) at a minimum.

Points of view or proposals to expand measurement to other marketing program elements are encouraged, including social platforms, earned media/PR, travel trade, and other non-traditional marketing efforts.

Scope of Work

Assess the impact of Visit California's global brand advertising campaigns as outlined in the aforementioned Program Objectives section.

The current paid program includes advertising across traditional and digital media platforms, including television (linear, online television (OTV)), Digital (digital video content distribution, display banners, native, and SEM), and paid social.

The campaign is currently measured in 2 awareness waves (Fall campaign, Spring campaign) and one ROAS wave to measure actual visitation.

Travel and spending impacts should be detailed for the state and each of California's 12 marketing regions as well as by type of commodity purchased-accommodations, food & beverage, transportation within the state, entertainment & recreation, and retail sales.

Countries of measurement and wave will include (Brand markets):

- United States (Fall, Spring, ROAS)
- Canada (Fall, Spring, ROAS)
- United Kingdom (Spring, ROAS)
- Australia (Spring, ROAS)
- Mexico (Spring, ROAS)
- China (Spring, ROAS)



Measurement should include, but not limited to, the following key metrics:

- Advertising awareness
- Brand perception/attributes
- Campaign messaging evaluation
- Actions of travel intent stemming from exposure to brand awareness
- Incremental travel generated from brand awareness
- Associated incremental spending and resulting program ROI

The website (owned program) is measured through a similar aided awareness and incremental trip/spend analysis through a survey of website visitors. The current methodology reports incremental trips and spend not measured in the paid advertising approach. While only the U.S. website is measured for ROI, Visit California would encourage vendors to propose a methodology that measures all Visit California brand markets.

Deliverables

In general, the vendor will provide data tables, individual market reports and a summary report for each wave/study. Specific deliverables under the current methodology include:

- Individual market reports in PowerPoint (2 reports in Fall, 6 reports in Spring)
- Summary global report with market detail in PowerPoint (Spring, ROAS)

Proposed deliverables should account for continuous tracking if proposed, and also include the following:

- Weighted data tables for all survey questions and Visit California requested banner points and cross-tabbed tables
- Data file for loading into a data visualization tool
- API (optional/not required)

In addition, the chosen vendor will work directly with Visit California's research staff to help fulfill ad hoc requests and planned deliverables required for the industry website, annual publications/reports, and conferences/meetings.

To ensure familiarity with Visit California's ongoing program of work, the vendor will be asked to participate in several sets of meetings:

- Weekly research meetings with Visit California research staff
- 3x annual Board of Commissioners meetings, and February Outlook Forum
- 3x annual Research Committee meetings

Budget should include examples of agency competency in data monitoring and reporting, as well as recommended staffing for each of the above requirements.



Objective 2: Global Brand Health Assessment

(Budget: \$150,000 to \$200,000 per wave)

The selected vendor will deliver one brand health study on the Visit California brand,

Scope of Work

Visit California recently conducted an online Brand Health survey in 13 markets and plans to repeat a brand health study every two to three years. (Pricing per wave should be proposed.) The vendor will work closely with the Visit California research team to refine the survey methodology to measure the brand health of Visit California relative to the state's key domestic and international competitors.

The 14 Visit California markets to be assessed in the Brand Health study include:

- United States
- Canada
- United Kingdom
- Australia
- Mexico
- China
- Japan
- South Korea
- Brazil
- France
- Germany
- Italy
- Scandinavia
- India
- Middle East

Deliverables

In addition to survey development and fielding, the vendor will provide Visit California with the following deliverables:

- Weighted data tables for all survey questions and Visit California requested banner points and cross-tabbed tables
- Data file for loading into a data visualization tool



- Summary global report with market-level insights in PowerPoint

Objective 3: Resident Sentiment Measurement

(Budget: \$150,000 to \$200,000 per wave)

The selected vendor will deliver a California Resident Sentiment Study to support Visit California's Destination Stewardship plan. (Pricing per wave should be proposed.)

Scope of Work

As part of the Destination Stewardship Plan, Visit California is interested in tracking resident sentiment in the state related to the impact of the travel and tourism industry. The primary questions the research should address may include, but are not limited to:

- Resident awareness and understanding of the economic impact of travel and tourism to state and local community
- Resident identified "hot spots" in the state related to over-crowding/over-tourism
- Resident awareness and perceptions of Visit California and marketing programs
- Opportunities for Visit California to implement or improve Stewardship programs that make the tourism industry more sustainable for the state
- Opportunities to improve communication about the positive impacts of tourism for the state
- Resident state pride
- Resident in-state visitation and travel

The methodology for resident sentiment should include representative samples for each of the 12 Visit California regions in the state. Partnerships with current Visit California vendors or new vendor partners are encouraged to provide deeper insights and industry-leading methodology.

Deliverables

In addition to survey development and fielding, the vendor will provide Visit California with the following deliverables:

- Weighted data tables for all survey questions and Visit California requested banner points and cross-tabbed tables
- Data file for loading into a data visualization tool
- PowerPoint report

6. BUDGET

Please complete the required budget information in Attachment B.



7. DELIVERY OF PROPOSAL

Each bidder is required to deliver **ten** hard copies in addition to an electronic version of their proposal. Only **one** copy of Financial Statements is required. Electronic versions of the proposal must be in PDF format and sent to RFP Submissions at rfps@visitcalifornia.com. Hard copies must be sent by courier such as FedEx or UPS to:

Visit California
Request for Proposals: Travel and Tourism Research Services
Attn: RFP Submissions
555 Capitol Mall, Suite 1100
Sacramento, CA 95814 USA

Proposals may not be faxed. Proposals must be received by the date and time referenced in the Tentative Schedule. Late submissions will not be accepted.



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PART III

ATTACHMENTS

Intent to Bid

Budget

Evaluation Criteria

Non-Disclosure Agreement



ATTACHMENT A

NOTICE OF INTENT TO BID RESEARCH SERVICES

Due: March 6, 2020

4:00 PM PST

Send to:

Debi Himovitz
Contracts Manager
rfps@visitcalifornia.com

Name of Proposer:
Contact Person:
Mailing Address:
Agency URL:
Telephone:
Fax Number:
Email Address:
Signed



ATTACHMENT B

BUDGET RESEARCH SERVICES

Our objective, as it relates to the budget, is to gather complete and relevant information that will allow us to make an informed decision.

- Please include all relevant pricing information including your fees and any out of pocket expenses;
- Please stratify your budget by each of the three objectives in terms of both fees and staffing; and
- Please include any additional information that you believe may help us make an informed decision. E.g. hourly rates; discounts; payment terms; etc.



ATTACHMENT C

WRITTEN & ORAL PRESENTATION / POPOSAL EVALUATION CRITERIA

Written proposals will be reviewed, evaluated and scored by an evaluation committee. The evaluation committee may, if they deem necessary, select certain proposers for oral interviews. Interviews apply only to the top finalists, as determined by the evaluation committee. Evaluation of written and oral proposals will be based on the following criteria.

	Max. Points	Score
1. OVERALL EXPERIENCE OF FIRM	20	
Our evaluation will include an assessment of such items as the history of your company, your experience as it relates to the requirements within this RFP, evidence of past performance, and related items.		
2. SCOPE OF WORK	20	
Our evaluation will include an assessment of the quality of proposed strategies, creativity, detail of plan, ROI measurement systems, and related items.		
3. FAMILIARITY WITH VISIT CALIFORNIA BRAND & PRODUCT	10	
Our evaluation will include our assessment of your understanding of our organization and how you integrated this knowledge into your proposal, cultural fit, and related items.		
4. QUALIFICATIONS OF PERSONNEL	10	
Our evaluation will include an assessment of the qualifications, experience, and creativity of your managerial team, staff, and subcontractors, and related items.		
5. CAPABILITIES	20	
Our evaluation will include an assessment of your past performance related to developing effective programs in the RFP areas.		
6. COST EFFECTIVENESS	20	
The maximum services are provided in relation to the fees charged and value of overall project. The budget is reasonable and appropriate.		
TOTAL POINTS	100	



ATTACHMENT D

NON-DISCLOSURE AGREEMENT (Proposal Information)

THIS NON-DISCLOSURE AGREEMENT ("Agreement") is made as of _____ ("Effective Date") by and between _____, a _____ ("Disclosing Party"), and the California Travel and Tourism Commission, a California non-profit mutual benefit corporation dba Visit California ("Receiving Party"), on the following terms and conditions:

1. Background and Purpose. Receiving Party has issued a request for proposal to which Disclosing Party intends to respond with a proposal (the "Proposal"). The proposal and supporting documentation will contain certain financial and other business information that is considered confidential and proprietary information by the Disclosing Party (the "Confidential Information"). The Disclosing Party has agreed to provide, and the Receiving Party has agreed to hold and use the Confidential Information pursuant to the terms and conditions of this Agreement.

2. Requirement to Retain Confidentiality. The Confidential Information is regarded by the Disclosing Party as highly valuable and is not known publicly. Its continued value depends, in part, on retaining its confidential nature. The requirements of this Agreement will apply to the Confidential Information for a period of three (3) years from the Effective Date.

3. Use or Disclosure of Confidential of Information. The Receiving Party recognizes that the improper use, disclosure or release of all or any portion of the Confidential Information could cause substantial damage to the Disclosing Party and its affiliates and damage his potential opportunities and revenues, and otherwise have a detrimental impact on the Disclosing Party. Accordingly, all Confidential Information received by the Receiving Party shall be (a) used solely for the purpose of the Receiving Party's evaluation of the Proposal, and (b) kept confidential and shall not be disclosed by Receiving Party in any manner whatsoever, in whole or in part, to any person who is not a party to this Agreement, or (ii) used or included in any information or reports disclosed or distributed by the Receiving Party to any person who is not a party to this Agreement; provided that Receiving Party is authorized to disclose the Confidential Information to affiliates, attorneys, agents, representatives, or employees of the Receiving Party who will review the Confidential Information in connection with the Proposal, subject to the terms and conditions of this Agreement.

4. Information Not Covered by Agreement; Disclosure under Legal Compulsion. Confidential Information shall not include such portions of the Confidential Information as are or become: (i) generally available to the public other than as a result of a disclosure in violation of this Agreement, (ii) available to a party to this Agreement on a non-confidential basis from a source (other than a party to this Agreement), which source is not prohibited from disclosing such Confidential Information by a legal, contractual, or fiduciary obligation, (iii) known by the Receiving Party prior to such disclosure as shown by credible evidence, or



(iv) subject to a governmental, judicial, or administrative order, subpoena or discovery request. If the Receiving Party receives any subpoena, order or other document legally compelling the Receiving Party to disclose any of the Confidential Information, the Receiving Party shall provide the Disclosing Party with prompt written notice of such request so that the Disclosing Party may seek a protective order or other appropriate remedy and/or waive compliance with the provisions of this Agreement. If such protective order or other remedy is not obtained or not requested, the Receiving Party agrees that it shall furnish only that portion of the Confidential Information that it is advised by counsel that it is legally required to disclose and shall exercise reasonable efforts to obtain assurance that confidential treatment will be accorded the Confidential Information so disclosed. Additionally, notwithstanding the foregoing, Disclosing Party acknowledges and agrees that Receiving Party is subject to the California Public Records Act, ("PRA") and shall provide any materials and make any disclosures required for Receiving Party to comply with the PRA.

5. Safeguard Confidential Information. The Receiving Party agrees to safeguard all Confidential Information in a secure place and restrict the disclosure of any Confidential Information as provided herein.

6. Property. The Confidential Information shall remain the exclusive property of the Disclosing Party. Upon the termination of the discussions regarding the Proposal the Receiving Party shall return any documentation or recordings of the Confidential Information, together with all copies thereof, immediately to Disclosing Party, provided that Receiving Party may retain a copy in its records, pursuant to its records retention policy, subject to the continuing obligation of confidentiality with respect to such Confidential Information.

7. Attorneys' Fees; Prejudgment Interest. If the services of an attorney are required by any party to secure the performance of this Agreement or otherwise upon the breach or default of another party to this Agreement, or if any judicial remedy or arbitration is necessary to enforce or interpret any provision of this Agreement or the rights and duties of any person in relation thereto, the prevailing party shall be entitled to reasonable attorneys' fees, costs and other expenses, in addition to any other relief to which such party may be entitled.

8. Severability. If any provision of this Agreement is held by a court of competent jurisdiction to be invalid or unenforceable, the remainder of the Agreement which can be given effect without the invalid provision shall continue in full force and effect and shall in no way be impaired or invalidated.

9. Governing Law. The rights and obligations of the parties and the interpretation and performance of this Agreement shall be governed by the law of California, excluding its conflict of laws rules.

10. Notices. All notices and communications pursuant to this Agreement shall be given in writing by personal delivery, prepaid first class registered or certified mail properly addressed with appropriate postage paid thereon, or facsimile transmission, and shall be



deemed to be duly given and received on the date of delivery if delivered personally, on the second day after the deposit in the United States Mail if mailed, or upon acknowledgment of receipt of electronic transmission if sent by facsimile transmission.

11. Waiver of Breach. No covenant or condition of this Agreement can be waived except by the written agreement of the party entitled to enforce the covenant or condition. Forbearance or indulgence by either party in any regard whatsoever shall not constitute a waiver of the covenant or condition to be performed by the other party.

12. Miscellaneous. This Agreement contains the entire understanding of the parties with respect to the matters described herein. This Agreement supersedes all prior and/or contemporaneous agreements and understandings between the parties, written or oral, with respect to the matters described herein. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original document and all of which, taken together, shall be deemed to constitute but a single original document.

Each of the parties hereto has executed this Non-Disclosure Agreement as of the Effective Date first set forth above.

DISCLOSING PARTY:

RECEIVING PARTY:

California Travel and Tourism Commission,
a California non-profit mutual benefit
corporation dba Visit California

By: _____

By: _____

Name: _____

Name: _____

Title: _____

Title: _____