



VMAQ Monument Foundation

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Date: 13 Nov 2018

Sterling Gilliam
Director, National Naval Aviation Museum
1750 Radford Blvd.
Naval Air Station Pensacola, FL 32508
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SUBJ: LETTER OF INTENT TO MAKE AN IRREVOCABLE TRANSFER TO NATIONAL NAVAL AVIATION MUSEUM

Dear Sterling,

After much consideration by the VMAQ Monument Foundation Board of Directors, we are pleased to notify you that National Naval Aviation Museum has been selected as the intended recipient of our VMAQ monument bronze sculpture, currently under development. While there are numerous excellent museums in the nation that met many of our criteria, none other than National Naval Aviation Museum was best fit to share and preserve our history, enlighten our nation's youth, and display this great piece of art to the world; your facility simply feels like "home"!

We hope you'll agree to the below terms and we look forward to your partnership in this endeavor!

1. GENERAL

- 1.1. VMAQ Monument Foundation is currently developing a 3-figure bronze monument on a black granite pedestal, depicting an EA-6B Pilot, ECMO, and Maintenance Marine as they prepare to launch an EA-6B flight.
- 1.2. The monument is currently intended to be heroic scale (1.5 times actual).
- 1.3. The black granite pedestal may include etched copy and imagery relating to the long and storied history of the four VMAQ squadrons to include unit awards and operations; memorializing the lost and fallen; and honoring those who served.
- 1.4. The monument will share the history and aircraft of the VMAQ and legacy squadrons; serve as a gathering place for veterans, friends, and families of the VMAQ community; inspire our nation's youth to serve; and pique the imagination of young people interested in Science, Technology, Engineering, Math (STEM), the arts, and military aviation.
- 1.5. The monument was conceived by our chairman Maj H. Wayne Qualkinbush USMC (Ret) and will be sculpted by artist Sandra Van Zandt.
- 1.6. The monument bronzes will depict Marines in modern uniforms and flight equipment. This monument will also serve as an "extension" of Sandra Van Zandt's existing sculpture "Spirit of Naval Aviation" located in your museum, by providing an additional era of Naval aviation characters between 1991-2019.

- 1.7. The pedestal, bronzes, and any associated plaques may contain donor, sponsor, artist, board member, volunteer or other names and data related to the funding and creation of the project.
- 1.8. Artist, Sandra Van Zandt, will retain artist copyright of the sculpture and maquettes which will also contain her signature.
- 1.9. Artist, Sandra Van Zandt will grant VMAQ Monument Foundation exclusive licensee rights to the monument and maquettes that will in turn, convey to National Naval Aviation Museum upon monument transfer.
- 1.10. Limited edition bronze maquettes will be created and gifted to larger donors by the VMAQ Monument Foundation during fundraising. If all maquette editions are not cast and gifted at the time of monument transfer, National Naval Aviation Museum may be permitted to hire artist Sandra Van Zandt to cast the remaining maquettes in the editions, to be determined by VMAQ Monument Foundation at time of transfer. Details of the maquette editions are below:
 - All 3-Figures together on black granite Limited Edition of 20.
 - Male aviator (pilot) on wood base Limited Edition of 25.
 - Female aviator (ECMO) on wood base Limited Edition of 25.
 - Aviation maintenance Marine on wood base Limited Edition of 25.
- 1.11. National Naval Aviation Museum will prepare a site suitable to accommodate the size and support the weight of the monument (approximately 15'L x 10'W x 12'H and 4 tons).
- 1.12. The site should be located in a prominent and permanent location, with no obstructions within 25 feet on all sides to allow comfortable, 360-degree viewing by the public.
- 1.13. Landscaping improvements such as uplighting, benches, shrubs, flowers, walkways, brick or paver surrounds, etc. surrounding the monument are highly desirable.
- 1.14. VMAQ Monument Foundation will make reasonable efforts to ensure the monument is accurate and in keeping with the values and mission of the National Naval Aviation Museum.
- 1.15. VMAQ Monument Foundation requests a collaborative partnership with National Naval Aviation Museum with regards to the intended monument display location, site plan and overall appearance.
- 1.16. Specific technical assistance related to the monument, sculptures, delivery and installation will be provided by the artist's operations director, Doug Van Zandt.
- 1.17. Sandra Van Zandt Arts will maintain custody and full responsibility of the monument until delivery, installation, and final acceptance by VMAQ Monument Foundation.

2. RESTRICTIONS

- 2.1. When absolutely required, limited movement of the monument on the campus is permissible. Necessary precautions to prevent and limit damage shall be taken. Sandra Van Zandt Arts should be consulted for specific guidance, limitations and cautions. Design considerations for safe movement of the monument will be made by Sandra Van Zandt Arts.
- 2.2. Viewing public shall be disallowed from climbing on, leaning on, or touching the sculptures to prevent damage and/or unnatural wear of surfaces.
- 2.3. No altering of content on pedestal, bronzes, associated plaques, etc.

- 2.4. Bronze sculptures shall not be dislocated from granite pedestal, nor shall their representation of and connection to the Marine Corps' VMAQ community be altered.
- 2.5. No part of the monument shall be sold or transferred unless National Naval Aviation Museum ceases operations or dissolves, at which time a suitable military/aviation museum should be selected as the new recipient. The new recipient should also agree with the terms in this document.
- 2.6. The monument should not be loaned.
- 2.7. The monument shall be well maintained, kept clean and in good repair during its lifetime.

3. FINANCIAL

- 3.1. VMAQ Monument Foundation is currently filed as a 501(c)(3) "application pending" in Colorado.
- 3.2. The latest IRS 1023 application status estimates approval no earlier than January 2019, and likely longer.
- 3.3. Missing a final IRS approval letter will cause our foundation delays in receiving larger donations, especially from foundations and for-profit organizations as they largely seek tax-deductible giving opportunities.
- 3.4. VMAQ Monument Foundation requests a fiscal partnership with Naval Aviation Museum Foundation to include 'fiscal sponsorship' while we wait for IRS 501(c)(3) approval. We currently have one \$15,000 pledge that requires a 501(c)(3) letter before payment; thus, we hope this matter can be resolved by November 2018 or we risk losing this donation.
- 3.5. VMAQ Monument Foundation requests a fundraising partnership with Naval Aviation Museum Foundation to include collaborative marketing and fundraising efforts that will mutually benefit each party, and the project as a whole.

4. MISCELLANEOUS

- 4.1. The date or time of transfer shall be upon successful completion of the project, determined primarily by fundraising progress, artist and foundry schedule, availability of recipient to accept, and availability of dedication venue. We currently anticipate completion between 2020-2021, targeting the summer of 2020.
- 4.2. Approximate cost of the monument is \$275,000. An appraisal may be attained if required by the IRS, VMAQ Monument Foundation, and/or Naval Aviation Museum Foundation.
- 4.3. VMAQ Monument Foundation requests National Naval Aviation Museum provide facilities to host the dedication ceremony and associated events upon completion and installation of the monument (date yet to be determined). This could be a great fundraising opportunity for both parties (i.e. "NNAM campus kick-off party").
- 4.4. VMAQ Monument Foundation makes no guarantee or promise to deliver the above mentioned property, nor has any obligations to do such, in the event the foundations ceases operations, fails to raise required funds, or any other situations that might interfere with the successful completion of the monument project.

Please acknowledge our intent and your acceptance of the terms herein described by signing and returning a copy of this letter.



Date: 13 November, 2018

Harold W. Qualkinbush
President & CEO, VMAQ Monument Foundation

National Naval Aviation Museum hereby acknowledges the foregoing intent and accepts its terms as of the date written.

Sterling Gilliam
Director, National Naval Aviation Museum

By: _____

Date _____



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