



Updated 3/3/20

Approved by CSC Board 4/14/20

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Memorandum of Understanding

Albany Futbol Club (DBA TFA Willamette) & Corvallis Soccer Club Merger Agreement

1. Overview

It is recognized by both Albany Futbol Club DBA TFA Willamette (here-in known as AFC) and Corvallis Soccer Club (here-in known as CSC) that our organizations, if aligned in a thoughtful, progressive manner will be stronger as a consolidated entity. Organizationally, this consolidation will allow us to better utilize resources, attract investment and sponsorships necessary to keep player costs low, and creates a sizable player pool that gives us the flexibility to make decisions that are in the best interest of player development.

Most importantly, our players will benefit from an aligned player pathway from U3 - U23 which allows players the ability and encouragement to access soccer programming in line with their abilities, ambitions, and commitment levels, providing the youth of our community with the best opportunities to develop to their full potential as players and people.

With this understanding, AFC and CSC are committing to pursue a merger of the two clubs to form the Oregon Valley Futbol Alliance (here-in known as OVF) under the following terms.

2. Agreements

2.1. Agreement to Align our Player Development Principles

As part of this agreement, AFC and CSC are agreeing to align our player development principles around the following mutually shared beliefs:

- The new organization will adopt a club-wide style of play based around the concepts of purposeful possession and high pressure defending, built on the core belief that this is the best method for developing players technical, tactical, physical, and mental abilities long-term.
- The new organization will adopt a club wide policy that puts player development as our primary objective within the U6-U16 age groups. Age groups above U16 may, for various



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reasons and at the approval of the DOC, adopt different priorities, including but not

limited to, winning.

- In alignment with the prioritization of player development over winning, the new

organization will implement club-wide policy that acknowledges competition's role in player development, and teams will be placed in league and tournament play at levels of competition that consistently push each player to the boundary of his or her ability, understanding that this higher level of competition will result in lower winning percentages across the club in exchange for a higher quality player development environment.

The specifics of these curriculums and policies will be documented and implemented prior to full merger of the clubs, and club-wide adoption by all coaches, players, staff, board, and parents will be the expectation.

2.2. Agreement to Align Organizational Culture

As part of this agreement, AFC and CSC are agreeing to align our organizational culture around the following vision, mission, and core values:

2.2.1 Vision

Build a soccer community in Oregon's Willamette Valley with the resources, infrastructure, and focus necessary to create an aligned player development pathway which enables all of our players to develop to their maximum potential as players and young adults.

2.2.2. Mission

Promote and enhance the soccer culture in Linn, Benton, Marion, and Polk counties with the objective of providing a professionally structured and disciplined program in order to positively influence the lives of our young athletes. Through a rigid soccer curriculum, built upon a philosophy of purposeful possession, we strive to use soccer as a tool to help our players reach their goals while developing non-soccer specific skills such as communication, teamwork, time management, responsibility, discipline, and respect for all people.

2.2.3. Core Values



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● **Community** - At its core OVF Alliance is still a community soccer club. Our community is now just a little bigger and more inclusive. Its paramount for our organizational vitality that we stay true to this identity.

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- ● **Competition** - There is no greater teacher in the game than a match-up that pushes you to the very edge of your ability, forcing you to learn and adapt or lose. Our players develop through competition, and will never back down from a fight.
- ● **Work Ethic** - Nothing worth achieving comes without effort. It is inevitable that we will, at times, lose a game, but we will never be outworked. Through that commitment to effort, we will always learn and grow.
- ● **Respect** - We believe that all people have value, and deserve respect. Every player, parent, coach, and referee is welcome in our club family and as a part of our Alliance.
- ● **Style** - We believe there is a right way to play. Passion, grit, creativity, and a team-first focus drive us at all times to play the game beautifully.

Please note that the specific wording of the above passages may be refined as we continue to work together toward full merger of AFC and CSC, but the ideas conveyed are jointly held and mutually agreed upon as our joint direction forward.

2.3. Agreement to Align Operational Principles

As part of this agreement, AFC and CSC are agreeing to align our operational principles around the following:

- ● A commitment to making our programming affordable and accessible for all through the following efforts:
 - ○ Keeping base fees at affordable levels for median income families within our club population (Linn & Benton County).
 - ○ Securing funding for and providing financial assistance to players whose family qualifies for free and reduced lunch programs or housing subsidies.
 - ○ Providing fundraising and work credit programs that are available to all families as a way of lowering costs.
- ● Enforcement of a club-wide standardized curriculum that's followed by all coaches under DOC supervision.
- ● Agreement to implement the organizational programming structure as outlined in the [Oregon Valley Futbol Alliance: TFA/CSC Merger Plan](#).
- ● Day-to-day operations and decision making, including all technical (soccer) decisions, is the responsibility of paid FTE technical staff.
- ● Board structure is lean with no more than 7 board members at any time.
- ● Board serves an advisory function rather than an operational one.



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- Board is responsible for approving annual budget and assisting in the implementation of fiscally responsible policy to ensure adherence to financial best practices.

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2.4. Acknowledgement of Past Shared History

It is acknowledged that both of our organizations are the product of past efforts and experiences, both successful and failed. This agreement is an effort to grow from – and in some cases move beyond – these past experiences in a united way that improves the experience for those we serve.

3. Additional Merger Details

In addition to the agreements outlined above, both parties agree to comply with the conditions and commitments laid out below as work is completed toward a merger of the clubs.

3.1. Mutual Agreements and Commitments

- A 3rd nonprofit organization, OVF, will be formed with the intent that AFC and CSC will consolidate into this organization upon successful completion of the merger. The OVF board will be comprised of the following individuals:
 - Logan Hoffman (AFC Representative)
 - CSC Director of Coaching
 - Hans Schneiter (AFC Representative)
 - Joey Running (AFC Representative)
 - Jon Soule (CSC Representative)
 - Amy Ridling (CSC Representative)
- AFC will be granted the authority to begin utilizing the “OVF Alliance” name immediately for the USL League Two property, and will adopt the name for all youth teams within the club in May 2020.
 - Full ownership and operational control of the USL League Two property will remain with AFC until a full merger is complete. *AFC’s USL League Two property is a significant investment of time and financial resources, and tying this investment into OVF is an indication of AFC’s serious commitment to a club merger.*
 - AFC’s intent to adopt the OVF name for all youth teams in May 2020 is necessary to avoid committing to another 2-year affiliate contract with Total



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Futbol Academy and delaying the implementation of a club merger. *This should also be seen as further indication of AFC's serious commitment to a club merger.*

- ○ While utilizing the OVF name, AFC will continue operating all youth teams and programs (U3-U14) as well as any USL associated programs (USL League Two, USL Academy) under control of a separate board of directors until full merger of the clubs is complete.

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- ● Both AFC and CSC agree to only field teams in age groups U14 and below for the 2020-2021 calendar year. All teams in the U15-U19 age groups will be managed by the OVF board and designated staff.
- ● For the purpose of transparency and building trust, both AFC and CSC agree to make board meetings open to attendance by any representative from the other organization's board during the period in which merger discussions are taking place (March 2020 to merger completion).
- ● Both AFC and CSC agree to share expertise and innovative ideas in player development and operational "best practices", including documented curriculum materials and club policies that may be used in the development of like materials for OVF.
- ● AFC and CSC agree to work cooperatively in communicating details of the merger to players and families including email communication, town hall forums, and joint community building efforts between the two clubs.
- ● AFC & CSC agree to mutually promote the partnership between our organizations through joint marketing efforts including (but not limited to) cross promotion through organizational websites and social media channels.
- ● Upon completion of the merger, AFC and CSC agree to disband the existing organizational boards, and consolidate into one board of no more than 7 members. The new board will be responsible for financial oversight and club operational support. All day-to-day operations and technical decisions will be the responsibility of FTE staff.
- ● Upon completion of the merger, AFC and CSC agree to consolidate all organizational resources including financial resources.

3.2. Conditions of Termination of this Agreement

- ● Both AFC and CSC will work actively toward full merger of the clubs by May 2021, and merger of the clubs must be completed no later than May 2022. If by May 1, 2022 the clubs have not come to terms on completing this merger, the independent nonprofit entity OVF will be dissolved, and it's financial assets divided equally between AFC and CSC.



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- ● If efforts to merge the clubs are unsuccessful by the May 1, 2022 deadline, players within the U15-U19 age groups under the management of the OVF board will have free right to choose which club (AFC or CSC) he or she plays with for future seasons upon dissolution of the OVF Board.

3.3. Projected Merger Timeline

Upon signing and accepting this agreement both clubs agree to publicly announce their intention to merge in a unified effort, and in alignment with the schedule laid out below.

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- ● **March 2020** - Formally announce OVF Alliance for U15-U19 & intent to merge full clubs; TFA Willamette U23 announces rebranding to OVF Alliance for the 2020 USL League Two season with full legal and operational control of the team remaining with AFC.
- ● **Spring & Summer 2020** - AFC & CSC technical staffs work through outlined challenges
- ● **May 2020** - Tryouts for OVF Alliance U15-U19; These teams are governed by the OVF Alliance Joint Board (2 Representatives from both clubs - currently Jon Soule, Amy Ridling, Joey Running, Logan Hoffman)
- ● **July 2020** - Launch of USL Academy Program (under OVF Alliance banner; Both AFC & CSC players can participate)
- ● **Summer & Fall 2020** - Forums & town halls with parents/families to understand the merger and ask questions
- ● **Fall, Winter, Spring 2020-2021** - Joint club activities
- ● **April 2021** - Formal merger into 1 club within OYSA
- ● **May 2021** - First full OVF Alliance tryout cycle (U9-U19)

By signing below, the board president and represented organization agree in good faith to proceed with an organizational merger as outlined in this Memorandum of Understanding.

Board President Signature - Albany Futbol Club

Date

Printed Name



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Board President Signature - Corvallis Soccer Club

Date

Printed Name

Board President Signature - Oregon Valley Futbol Alliance Date

Printed Name