

vinomada — full partnership proposal

for: [cousin name] — owner of vinomada / celler vallès **from:** jordi **date:** 2026-05-20 **ask:** become my partner in transforming vinomada into the digital-native premium wine brand of the spanish-speaking world. mexico is phase 1. automating your global operation is phase 2. a mobile app for the club is phase 3.

the one-liner

vinomada has 50 years of curation, supplier relationships, and family expertise — but the digital + market expansion ceiling is real. i live in mexico, i build AI-powered growth systems for a living, and i'm proposing a three-phase partnership that opens mexico, automates and scales vinomada.es globally, and eventually launches a class-leading mobile app for the wine club. zero capital required from you. your time + working capital + brand. my operations + tech + sweat. shared upside.

the 3-phase plan at a glance

	PHASE 1	PHASE 2	PHASE 3
what	mexico market entry	automate vinomada.es globally	mobile app for the wine club
timing	months 0–6	months 6–18	months 18+
i build	AI outreach + sales engine, mexico SA de CV, B2B + DTC + club + events + corporate	CRM, marketing automation, AI catalog, club ops automation, ecom CRO, SEO/content engine, customer service AI	native ios/android app: catalog, label-scan, tasting notes, club management, drops, cellar tracking
you provide	wine supply, brand, supplier knowledge	greenlight + access to systems + decision authority on brand	greenlight + brand assets + content
upside for you	+\$330k USD/yr by y3 (mexico)	+30–60% online revenue from spain/EU	retention engine: 30%+ higher club LTV, defensible moat

each phase de-risks the next. phase 1 proves we can execute together. phase 2 multiplies your existing core business. phase 3 ships only when the club is big enough to justify it.

why mexico, why now

- **CDMX wealth concentration is real.** polanco, lomas, santa fe, condesa, roma — high net worth, european palates, weekend wine drinkers. valle de bravo is the weekend extension.
- **the import infrastructure is mature.** EU–mexico FTA = 0% duty on spanish wine. IEPS + IVA are bakeable into pricing. landed cost is predictable.
- **no curated spanish-wine brand owns the segment.** la europea is supermarket-tier. la naval is generalist. there is **no** vinomada-equivalent in mexico — a sommelier-led, D.O.-deep, club-with-private-drops brand. someone takes that flag in the next 24 months. we should be that someone.
- **AI changes outreach economics.** i can run personalized B2B outreach at the scale of 500 prospects/month with sommelier-level personalization. that's a salesforce of 5 people, run by one person. this didn't exist 2 years ago. the cost of acquiring a restaurant or hotel account is now 80% lower than it was for la europea's expansion.
- **timing.** mexico's middle and upper class wine spending is at an inflection. the brands that own "curated import" in 2026–2028 own the category for a decade.

the model — no shop, just outreach

we don't open a physical store. that was an option but it's overcapitalized for this stage. instead:

channels we sell into:

1. **B2B — restaurants + hotels** (high-end CDMX + valle + tulum + san miguel)
2. **DTC private clients** (wealthy individuals in CDMX/valle who buy by the case)
3. **wine club** ("vinomada méxico" — monthly subscription, ships nationwide)
4. **corporate gifting** (mexican enterprises gift expensive wine at year-end + key dates — a massive Q4 channel)
5. **events + private tastings** (sommelier-led, in private homes + rented venues + partnered restaurants)

how we operate:

- a mexican entity (SA de CV) is set up — i operate it, you have equity
- the entity is the importer of record (handles padrón sectorial, marbetes, COFEPRIS, NOM-199)
- vinomada ships in containers to the entity's small climate-controlled warehouse in CDMX
- i run the outreach + sales + events + ecommerce from valle (3 hours from CDMX)

- one part-time VA/sales assistant in CDMX handles ground logistics
- **no retail storefront. zero rent on a shop. all margin compounds.**

the AI outreach engine (what i bring)

this is the unfair advantage. i can run:

- **personalized cold email at scale** — 500 prospects/month, sommelier-grade personalization per email (each restaurant gets a message referencing their wine list, their dishes, their region of inspiration — generated automatically by AI on top of public data)
- **whatsapp + sms sequences** for mexican B2B (more responsive than email in this market)
- **linkedin + instagram outreach** for hospitality decision-makers
- **retargeting + paid ads** to private wealthy clients (CDMX zip-code targeting, similar audiences off of existing high-value buyer lists)
- **SEO + content** — own the search terms in spanish (“vino tinto rioja méxico”, “comprar ribera del duero”, “club vino español méxico”) before competitors notice
- **automated nurture** — every lead gets a 6-touch sequence over 90 days, fully automated, tastefully sommelier-toned

realistic conversion math:

- 500 B2B prospects/mo × 4% conversion to first order = 20 new accounts/mo at peak
- 200 DTC leads/mo × 8% conversion to first order = 16 new clients/mo at peak
- 50 club signups/mo from cold + warm channels by month 9

this is not theoretical. i've built outreach machines like this before. AI makes it 10x more efficient than it was 18 months ago.

revenue projections (mexico market only)

conservative ramp. assumes we go live month 4, ramp through year 1, compound years 2–3.

revenue by channel

CHANNEL	Y1 MXN	Y2 MXN	Y3 MXN
restaurants + hotels (B2B)	720k	2.4M	4.3M
DTC private clients	600k	1.5M	2.4M
wine club (subscription)	540k	2.7M	7.6M
corporate gifting	200k	600k	1.2M
events + tastings	400k	1M	1.5M
total mexico revenue (MXN)	2.46M	8.2M	17M
total mexico revenue (USD)	\$123k	\$410k	\$850k

unit economics

- average landed cost per bottle (FOB €10): ~\$340 MXN
- average B2B sell price to restaurants: \$520 MXN/bottle
- average DTC retail: \$760 MXN/bottle
- average club: \$900 MXN/bottle (curated, includes shipping)
- average margin across mix: ~48%

cost structure (mexico entity)

LINE	Y1	Y3
COGS (wine from vinomada)	1.2M	8.5M
IEPS + IVA passthrough	(baked into retail)	–
warehouse (climate-controlled, 30m ²)	180k	240k
logistics + delivery	80k	510k
permits, marbetes, customs broker	240k (incl one-time)	350k
operator fee to jordi	600k	600k
VA / sales assistant	240k	480k
tech (CRM, AI outreach, ecom)	60k	120k
marketing + events	130k	850k
insurance, legal, contingency	100k	500k
total opex	~2.83M	~12.15M
EBITDA (entity level)	–370k (year 0 investment)	~4.85M
EBITDA margin y3	–	~29%

what cousin makes — two profit lines

line 1: wholesale margin to mexico entity (cousin's spain-side profit)

vinomada sells wine to the mexico entity at a wholesale price. this is straight margin for cousin, sitting in vinomada's books, no additional opex.

- mexico entity COGS y3: ~\$8.5M MXN (\$425k USD)
- if cousin's cost on that wine averages ~50% of his sell price = \$4.25M MXN (\$210k USD) margin to vinomada
- **cousin's y3 wholesale profit from mexico: ~\$210k USD**

line 2: equity in mexico entity

50/50 split of mexico entity EBITDA (after distributions).

- y3 EBITDA: ~\$4.85M MXN (\$242k USD)
- cousin's 50%: ~\$121k USD/yr

combined annual upside for cousin by y3

LINE	USD
wholesale margin to mexico entity	\$210k
50% of mexico entity EBITDA	\$121k
total annual to cousin by y3	~\$331k

cumulative over 5 years (base case)

- **y1:** wholesale ~\$30k + equity ~\$0 (reinvest) = **\$30k**
- **y2:** wholesale ~\$100k + equity ~\$25k = **\$125k**
- **y3:** wholesale ~\$210k + equity ~\$121k = **\$331k**
- **y4:** wholesale ~\$300k + equity ~\$200k = **\$500k**
- **y5:** wholesale ~\$420k + equity ~\$280k = **\$700k**

cumulative y5: ~\$1.69M USD additional profit for vinomada/cousin from mexico alone.

what it costs cousin (this is the part he asked to “observe”)

- **no equity investment** — i don't need his money
- **working capital tied up in mexico inventory** — at peak, ~\$50–100k USD of wine in transit / in-warehouse for mexico orders. realistically self-funds from gross margin after month 4–6.
- **logistics overhead on vinomada's side** — one container every 6–8 weeks. existing freight forwarder relationships handle it. maybe 4–6 hours/week of someone's time at vinomada. incremental cost: \$10–15k USD/yr.
- **brand risk** — if mexico execution is poor, the vinomada name takes some collateral. **mitigation: we can operate under a co-brand (“vinomada méxico — by celler vallès”) or even a sub-brand if he prefers brand insulation.**
- **opportunity cost of inventory** — wine destined for mexico can't be sold in spain. **mitigation: we will pre-order from wineries specifically for mexico volumes, not reallocate vinomada's existing stock.**

realistic incremental opex for vinomada y1: ~\$10–20k USD **realistic incremental working capital for vinomada y1:** ~\$30–60k USD (recoverable, sits as inventory)

essentially: cousin invests **time + working capital, not equity**. and gets a parallel revenue stream that compounds for years.

three deal structures — pick one

option 1 — JV with operator fee (my recommendation)

- new entity (“vinomada méxico SA de CV”), 50/50 owned
- vinomada sells wine to the entity at wholesale (50–55% of expected mexican retail)
- jordi gets operator fee (\$30k USD/yr, expensed)
- profits split 50/50 after a 6-month operating reserve
- cousin keeps 100% of wholesale margin on supplier side

pros: clean, both parties make money on both sides of the transaction **cons:** requires partnership agreement notarized in mexico

option 2 — commission only (lowest risk for cousin)

- vinomada keeps full ownership of the supply chain
- vinomada is the exporter; mexican importer is a partner already in market or a holding co
- jordi runs sales + outreach + events as the mexican commercial arm
- jordi gets **15–20% commission on net revenue** from mexico
- no equity, no entity

pros: zero structural risk for cousin **cons:** less alignment, no shared upside on long-term equity value, harder to scale

option 3 — equity in vinomada parent (most ambitious)

- jordi earns equity directly in vinomada (1–5% vested over 3–4 years) for opening and operating mexico + helping vinomada’s online growth in europe
- mexico revenue is reported as vinomada’s revenue
- cousin keeps full operational control of the brand
- jordi becomes a long-term partner in the global business

pros: most aligned, simplest equity structure, jordi commits to long-term brand growth **cons:** harder to value, dilution conversation can be sensitive

my recommendation: option 1 (JV). clean, fast to set up, both parties make money on both sides. option 2 if cousin wants near-zero commitment. option 3 if we want to think bigger and have jordi co-build vinomada globally.

phase 2 — automate vinomada.es globally (months 6–18)

once mexico is live and the engine is built, we point the same systems at vinomada's existing spain + UK + EU business. this is where the **biggest near-term upside for cousin lives** — it multiplies the core business he already owns.

what i build for vinomada.es

SYSTEM	WHAT IT REPLACES	IMPACT
AI catalog ingestion	manual product page creation	every new sku live in 15 min with sommelier-grade tasting notes, pairing, region story
dynamic pricing engine	manual price updates	margin-rules-based pricing keeps the catalog profitable as supplier cost moves
inventory unification	physical store + online + warehouse separate	single source of truth, no overselling, no dead stock
CRM + customer segmentation	basic mailing list	RFM segmentation (recency / frequency / monetary) → right offer to right customer
marketing automation	manual email blasts	drip sequences, abandoned cart, post-purchase, replenishment, win-back, anniversary, club nurture
AI customer service	manual support inbox	trained on your full catalog; handles 60-70% of inquiries, escalates rest
ecommerce CRO	current vinomada.es	full conversion audit + iterative testing; lift baseline conversion 30-80%
SEO + content engine	sporadic blog posts	AI-assisted weekly articles in spanish + english + catalan; own the search terms
B2B sommelier outreach (spain)	word-of-mouth	same AI outreach engine pointed at spanish restaurants + UK + EU sommeliers
club ops automation	manual packing + curation	auto-curation suggestions, packing slips, billing, churn prediction, win-back flows

SYSTEM	WHAT IT REPLACES	IMPACT
analytics dashboard	no single view	one pane on store + online + club + B2B; weekly auto-reports

what this is worth to cousin

vinomada.es current online revenue baseline (estimate — to be confirmed by cousin): assume **€800k–1.5M/yr**.

with the full automation + growth engine running for 12–18 months:

- **conservative lift:** +30% = **+€240k–450k/yr** in new online revenue
- **base lift:** +60% = **+€480k–900k/yr**
- **aggressive lift:** +100% = **+€800k–1.5M/yr**

at ~45% gross margin, that's **+€110k–675k/yr in incremental profit** for vinomada from the same supply chain, same suppliers, same brand. **no new hires**.

deal shape for phase 2

three options (cousin picks one):

1. **retainer + performance bonus** — €5k/mo retainer + 20% of incremental gross profit above the baseline (measured month-over-month vs pre-engagement). simple, low commitment.
2. **equity earn-in** — jordi vests **2–4% of vinomada parent** over 36 months for delivering phase 2 milestones. higher commitment, much stronger alignment for the long game.
3. **combined** — small retainer (€3k/mo to cover costs) + smaller equity earn-in (1–2%). middle path.

my recommendation: option 2 (equity earn-in). if phase 2 delivers, vinomada is a substantially more valuable business. cousin keeps 96–98%, gets a partner who's committed for the long game.

phase 3 — mobile app for the club (months 18+)

triggered only when the combined club (mexico + spain + EU) crosses **500 members**. before that, the cost-benefit doesn't justify it.

what the app is

a class-leading wine club + commerce + collar app, vinomada branded:

- **browse + buy** the full catalog with rich tasting notes + pairings

- **label scan** → instant tasting notes + buy / reorder
- **wine club management** — pause, swap, change tier, choose preferences
- **cellar tracking** — what's in your cellar, when to drink, value
- **private drops** — push notifications when allocated wines become available to club members
- **events** — RSVP for tastings (CDMX + valle + barcelona + private)
- **sommelier chat** — AI sommelier trained on the full vinomada catalog, available 24/7
- **gifting** — send a bottle / a club month / a tasting experience to anyone with one tap
- **referral engine** — gamified, members earn club credit by inviting friends

why it matters

- **30–50% higher LTV** — engaged app users buy 2–3x more than email-only customers (industry benchmark from vivino + naked wines)
- **defensible moat** — once a club member's cellar + history + preferences are in the app, churn drops dramatically
- **content engine** — every label scanned, every event RSVP, every cellar entry becomes data that improves curation + sells more wine
- **brand prestige** — a vinomada-branded app signals premium positioning + serious operator

deal shape for phase 3

app is built as IP of **vinomada parent**. funded out of incremental revenue from phase 1 + 2 (no fresh capital needed). development cost: ~€80–120k spread over 6–9 months.

jordi's compensation for phase 3 wrapped into the same phase 2 equity vest, or a separate small equity grant (0.5–1%) at the time of app launch.

combined upside for cousin — all three phases

annual incremental profit to vinomada/cousin (base case)

	Y1	Y2	Y3	Y4	Y5
mexico – wholesale margin	\$30k	\$100k	\$210k	\$300k	\$420k
mexico – 50% of JV EBITDA	\$0	\$25k	\$121k	\$200k	\$280k
spain/EU – automation lift profit (base +60%)	\$0	\$80k	\$200k	\$350k	\$500k
mobile app – club LTV lift (kicks in y3+)	\$0	\$0	\$40k	\$120k	\$250k
total annual to cousin	\$30k	\$205k	\$571k	\$970k	\$1.45M

cumulative 5-year incremental profit

~\$3.23M USD cumulative incremental profit to vinomada / cousin across all three phases.

plus: enterprise value lift on vinomada

a digital-native premium wine brand with a multi-geography customer base, a recurring club, automated ops, and a flagship app is worth **2–4x** what a traditional family wine merchant is worth.

- vinomada current estimated enterprise value (rough): **€2–4M**
- vinomada at y5 with phases 1–3 executed: **€8–16M**
- **enterprise value lift: €6–12M (~\$6.6–13M USD)**

even after dilution from jordi's earn-in equity (2–4%), cousin keeps **96–98% of a business worth 3x more.**

what i'd take across all three phases (transparency for cousin)

so cousin sees the full picture:

- **mexico JV operator fee:** \$30k USD/yr (expensed at JV level)
- **mexico JV equity:** 50% of mexico EBITDA → ~\$121k USD/yr by y3, scaling
- **phase 2 equity in vinomada parent:** 2–4% vested over 36 months → ~\$160k–640k value at y5 in base case
- **phase 3 equity:** rolled into phase 2 vest, or +0.5–1% on app launch

jordi's projected y3+ annual income from the partnership: ~\$135–180k USD/yr, with a long-tail equity tail in vinomada parent.

this is a real partnership compensation. nothing hidden, nothing skimmed off the top. cousin sees the same numbers i see.

what we need from cousin to start

1. **decision on deal structure** (option 1 / 2 / 3) — within 2 weeks
2. **commitment to a 90-day pilot** — i set up the mexico entity, run a first 90-day outreach campaign, secure first 3–5 B2B accounts and first 50 DTC orders. minimal capital required.
3. **introduction to vinomada's freight/export contacts** so we can plan first container
4. **agreement on co-brand vs sub-brand vs full vinomada brand** in mexico
5. **alignment on inventory allocation** — what's available for mexico volumes vs reserved for spain

first 90 days (pilot)

WEEK	ACTION
1-2	partnership agreement signed (option 1, 2, or 3)
1-3	SA de CV incorporated, RFC, padrón importadores started
2-4	padrón sectorial bebidas (the gate – must clear)
3-6	AI outreach engine built: scrape + enrich prospect database (CDMX restaurants, hotels, sommeliers, wedding planners, wealthy individuals); set up CRM + email + whatsapp sequences
4-6	brand identity for mexico (co-brand / sub-brand) + ecommerce + landing pages live
5-8	first 500 personalized outreach touches deployed; first warehouse rented + first container ordered
8-10	first B2B meetings + first DTC orders close; first tasting event scheduled
10-12	first container lands; marbetes applied; first deliveries; pilot results report

pilot success criteria: 3+ B2B accounts signed, 50+ DTC orders, first container sold-through within 90 days of arrival.

if we hit pilot criteria: we scale. if we don't: we evaluate, refine, or wind down with minimal loss to either side.

why i'm confident (and where i could be wrong)

i'm confident because: - i live in valle. i know the customer (i am the customer). - i've built outreach machines before. AI makes them 10x more powerful than they were. - the EU-mex FTA + lack of curated spanish-wine brand in mexico = a real gap. - vinomada has the unfair advantage on supply that no mexican-only importer has.

where i could be wrong: regulatory delays could push pilot timing by 2-3 months (padrón sectorial) - mexican consumer might be more price-sensitive than i'm modeling (mitigate: anchor with mid-tier wines,

not just premium) - one bad container could eat 30% of y1 cashflow (mitigate: insurance + smaller initial containers) - the AI outreach edge could narrow as competitors adopt similar tools in 12–24 months (which is why timing matters — first-mover capture)

bottom line

i'm asking cousin for: - **zero capital - time + working capital for mexico inventory** (~\$30–60k USD, recoverable as inventory) - **a 90-day pilot commitment** for phase 1 (mexico) - **greenlight for phase 2 + 3** if phase 1 hits its criteria

in return he gets: - **+\$330k USD/yr by year 3** from mexico alone (wholesale + JV equity) - **+\$200–500k USD/yr by year 3** from spain/EU automation (phase 2 lift) - **+\$40–250k USD/yr from year 3+** from mobile app club LTV (phase 3) - **~\$3.23M USD cumulative over 5 years** in incremental annual profit (base case) - **enterprise value lift of €6–12M** on vinomada parent - **a co-pilot for the long game** — i'm not a contractor, i'm a partner

if phase 1 fails: he's out 90 days of warehouse + freight overhead, no further commitment to phase 2/3. if phase 1 works: we go from “vinomada is a great barcelona wine shop” to “vinomada is the digital-native spanish wine brand of the spanish-speaking world” inside 36 months.

— jordi

kill criteria (pilot fails, we wind down clean)

- padrón sectorial not granted in 120 days → pause, evaluate alternatives
- pilot 90 days closes with <3 B2B accounts AND <30 DTC orders → kill or hard pivot
- container delays / insurance issues that eat >40% of pilot capital → restructure

next steps

1. send this doc to cousin
2. 30-min call to walk it through
3. ask which deal structure resonates
4. 2-week decision window