

**Memorandum of Understanding Between  
Better Middlebury Partnership, Inc. and the Town of Middlebury  
Management & Development of the ExperienceMiddlebury.com Website**

WHEREAS, the Town of Middlebury (the “Town”) and Better Middlebury Partnership, Inc. (“BMP”) agree that successfully promoting our businesses, organizations, events and community throughout the Middlebury Bridge & Rail Project (the “Project”) is essential, and

WHEREAS, the Town and BMP agree that supporting businesses directly and indirectly affected by downtown construction activity is important to their continued success before, during and after the project, and

WHEREAS, BMP’s objective is to preserve, promote and enhance the economic and social vitality of Middlebury, Vermont for residents, businesses and visitors, and

WHEREAS, BMP is uniquely qualified to manage the redevelopment and content of the ExperienceMiddlebury.com website to promote Middlebury businesses and the greater community, and

WHEREAS, the Town has signed the attached grant agreement with the United States Department of Agriculture (USDA), whose scope of work includes \$25,500 in funding to provide technical assistance to Middlebury businesses to strengthen marketing outreach efforts by enhancing their use of social media, and

WHEREAS, the USDA grant will be matched with \$17,660 in funds from Middlebury’s Downtown Improvement District and \$1,200 from sources yet to be determined, and

WHEREAS, after a competitive selection process, Hark, Inc., 209 College Street, Burlington, VT 05401, was selected as the website designer as recommended by BMP, and the contract between the Town and Hark, Inc. is attached hereto;

THEREFORE, IT IS AGREED AS FOLLOWS:

1. This Memorandum of Understanding will remain in effect until the completion of the Project, which is scheduled to end in the fall of 2021, unless sooner terminated.
2. BMP will manage the redesign, redevelopment, updating and ongoing management of the ExperienceMiddlebury.com website to promote Middlebury businesses and the greater community.
3. The website and ExperienceMiddlebury.com domain name will continue to be owned and managed by BMP while this Memorandum is in effect. The Town’s role will be limited to facilitating funding and coordinating communication as specified in Section 5 below, but at no time will the website be considered a municipal website (except in the event that the Town takes over the website as provided in Section 8 below).
4. BMP will complete and launch the redesigned website no later than August 31, 2018 and will keep the website maintained and up-to-date at all times while this Memorandum remains in effect. “Up-to-date” shall mean, at a minimum, weekly content updates to the site and its community calendar.
5. The BMP business support efforts, including development of the website, will be coordinated with the Middlebury Project Liaison to ensure consistent messaging, timely construction updates and needs-identification during the Project.

6. The Town of Middlebury will be responsible for general grant administration and reporting to the USDA.
7. Hark will invoice the Town for its design services as outlined in the contract between Hark and the Town, including website development and maintenance support for the first year after the launch of the website. Any other costs associated with the website, such as BMP staff time and web hosting costs, will be BMP's responsibility unless otherwise agreed upon by BMP and the Town.
8. In the event that the BMP becomes unable to maintain the website for any reason, or if the Town finds the website is not being properly maintained and/or updated, the Town may terminate this Memorandum of Understanding, and upon request, BMP will relinquish the ExperienceMiddlebury.com website, domain name, and content to the Town, to become the sole property and responsibility of the Town. In such case, the Town will return the website and domain name to BMP upon completion of the Project.

**DATE:** \_\_\_\_\_, 2018

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**Middlebury Town Manager**

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**Better Middlebury Partnership, Inc.**