



Miami Herald Interactive News Network Partnership Agreement

Community Partner: _____ ("PARTNER")

Partner Contact Information for Notice: _____

Term of Agreement: October 1, 2009 – September 30, 2010

The Miami Herald is pleased to work with PARTNER to create a jointly produced online, neighborhood-focused news/information website ("Partner Site") for _____ ("Community").

The Miami Herald will:

- Design, develop and maintain an interactive online platform to host the Partner Site and allow the Partner Site to carry Community news, photos and other content ("Community News") and advertising.
- Provide content management tools and training to PARTNER to upload (or otherwise manage feeds of) Community News to the Partner Site.
- Set minimum rates ("floor rates") for all advertising positions on the Partner Site. (See Appendix A for initial floor rates.)
- Determine the specific advertising positions on Partner Site to be available to PARTNER for sale by PARTNER's sales team ("Partner Inventory"). All advertising positions which are not included in Partner Inventory shall belong solely to The Miami Herald. PARTNER will be entitled to 100 percent of the sale proceeds, net of The Miami Herald's administrative/ad-serving costs and/or ad production costs, for ad positions sold on Partner Inventory. These administrative/production costs will be billed by The Miami Herald and payable by PARTNER on a monthly basis. ((See Appendix A for initial Partner Inventory) The Miami Herald shall have sole discretion to determine if any ads proposed for/running in Partner Inventory are inappropriate for Partner Site (all ads must be pre-approved by The Miami Herald prior to running in Partner Inventory) and therefore prohibit such ads from Partner Site.
- Provide ad-serving tools, training and sales materials to PARTNER's sales team.
- Assist PARTNER in developing and training student interns, citizen journalists and/or community organizations to report, write and contribute Community News to the Partner Site.
- Promote Partner Site in print (Neighbors section), on its websites and at community events, and through other means as appropriate.
- Assign operational support to ensure website functionality for Partner Site on a continuous basis.
- Assign editorial (producer) support to monitor user postings on Partner Site and ensure application of appropriate community standards for Partner Site by deleting inappropriate postings and/or banning users.
- Track readership (page views, monthly uniques and time-on-site) for Partner Site on a regular basis.
- Indemnify and hold PARTNER harmless from all liabilities and claims arising out of the Community News and ads submitted by The Miami Herald to Partner Site and Partner Website (as defined below).

PARTNER agrees to:

- Provide high-quality, relevant, original Community News to Partner Site's "Mainstage" module on a mutually agreed-to daily/weekly schedule. By submitting the specific Community News to the Partner Site, PARTNER represents that PARTNER is the author and copyright owner of the submission and/or has all rights necessary to provide the specific submission to Partner Site and PARTNER hereby grants The Miami Herald an irrevocable, royalty-free license to publish the submission, as edited, in any of its print publications, and to display the submission on The Miami Herald's websites, including the perpetual right to republish and redisplay the submission in The Miami Herald's newspapers and websites (including Partner Site), as well as rights to archive the submission in The Miami Herald's archive in any microform media, in any database, in any other media or platform. The Miami Herald agrees that it will not make available such submission to news wire services for republication without your prior permission.

- Use reasonable care to ensure the Community News contains facts and statements that are true, do not defame individuals or infringe upon any copyright, right of privacy, proprietary right or any other right of someone else, and do not present a conflict of interest. The Miami Herald shall have sole discretion to determine if any Community News submissions proposed for/running on Partner Site are inappropriate for Partner Site and therefore has the right to use, restrict, modify, edit and prohibit such Community News submissions from Partner Site at its sole discretion.
- Indemnify and hold The Miami Herald harmless from all liabilities and claims arising out of the Community News and ads submitted by PARTNER to Partner Site.
- Assign a producer/editor to actively manage PARTNER Community News contributions in a manner to promote readership growth and engagement.
- Maintain and/or develop a community network of reporters/contributors to provide Community News. This will include an agreed-to mix of professionally reported news articles as well as community contributions.
- Maintain and/or develop advertising sales resources to solicit community businesses to advertise on Partner Site.
- Schedule ads for Partner Inventory and bill advertisers for ads sold by PARTNER into Partner Inventory. Partner shall be solely responsible for collecting from advertisers placing ads into Partner Inventory.
- Participate in regular monthly partnership status updates (via conference call/brief meetings) to discuss traffic/revenue and other aspects of business development, editorial issues and revise tactics and strategy as circumstances require.
- Indemnify and hold The Miami Herald harmless from all liabilities and claims arising out of the Community News and ads submitted by PARTNER to Partner Site and PARTNER WEBSITE (to make clear, not Partner's Site but Partner's solely-owned and operated website, i.e. xxxxxx.com) if applicable.
- Promote the Partner Site in print and on its PARTNER WEBSITE (where applicable) and through community outreach with local organizations/networks, at events and through advertisers.

(THESE REMAINING THREE POINTS ONLY RELEVANT FOR PARTNERS WITH THEIR OWN WEBSITES)

- Determine the specific advertising positions to be available on PARTNER'S WEBSITE to The Miami Herald for sale by The Miami Herald's sales team ("Herald Inventory"). All advertising positions which are not included in Herald Inventory shall belong solely to PARTNER. The Miami Herald will be entitled to 100 percent of the sale proceeds, net of PARTNER's administrative/ad-serving costs and/or ad production costs, for ad positions sold on Herald Inventory. These administrative/production costs will be billed by PARTNER and payable by The Miami Herald on a monthly basis. (If applicable, see Appendix A for initial Herald Inventory) PARTNER shall have sole discretion to determine if any ads proposed for/running in Herald Inventory are inappropriate for Partner Website (all ads must be pre-approved by PARTNER prior to running in Herald Inventory) and therefore prohibit such ads from Partner Website.
- Provide relevant (to Partner Website) ad-serving tools, training and sales materials to The Miami Herald sales team

Both The Miami Herald and PARTNER further agree to operate in accordance with the following guidelines:

- The Partner Site will be co-branded by mutual agreement and will be appropriately represented as such.
- Time-sensitive Community News articles (i.e. has a rapid news cycle deterioration) will be posted first to Partner Site, and subsequently to each parties individual print publications, if any, if party elects at their sole discretion to publish article in their print publication.
- All Community News published on Partner Site will be appropriately labeled according to the source of the information, with specific disclosure for material that is "advertorial" or otherwise promotional in nature.
- Work collaboratively on those news stories requiring resources of both organizations.
- This agreement may be terminated by either partner for any reason with 30 days written notice.
- This agreement may not be assigned to a third party without the express agreement of both parties.

Date
PARTNER: _____

Date
The Miami Herald Media Company

Appendix A

I. Advertising positions and floor rates for Partner Site

	Dimensions	Spots	Floor Rate	Owner
Leaderboard	728x90	1	\$420 per month	Miami Herald
Ruler 1	300x100	1	\$300 per month	Partner
Ruler 2	300x100	1	\$300 per month	Miami Herald
Rectangle 1	300x250	1	\$450 per month	Partner
Rectangle 2	300x250	1	\$450 per month	Partner
Featured Business	N/A	4	\$100 per month	Partner
Adlink	50x50 + text	Unlimited*	\$49.95 per month	Partner/Miami Herald
Press Release Subscription	N/A	Unlimited	\$200 per year	Partner

**6 spots featured on page, advertiser rotate among the 6 spots*

II. Production Costs

These costs apply to all online ads served to Partner Site.

	Cost per creative
Banner: Camera Ready Art	\$25.00
Banner: Art to be Designed	\$60.00
Featured Business	\$5.00
Press Release Sub	\$5.00
Adlink	\$5.00