

## MEMORANDUM OF AGREEMENT

This agreement is entered into effective as of May 1, 2010, by and between the Association of Public and Land-grant Universities (APLU) and the University of Vermont (UVM). UVM is acting as the fiscal agent for the Northeast Extension Directors Association (NEEDA) to fund the services of Linda Kay Benning ("Executive Director"), an employee of APLU who shall perform services for NEEDA during the term of this agreement.

From May 1, 2010, through April 30, 2012, the Executive Director shall allocate .50 of her time to perform such duties and other services as NEEDA may request through an annual plan of work. UVM shall reimburse APLU for the .50 of the Executive Director's salary and benefits, .50FTE of the overhead cost rate established between APLU and the Board on Agriculture Assembly, and all properly-documented travel and other out-of-pocket expenses. APLU will invoice UVM for the salary, benefits, overhead costs, and expenses of the Executive Director on a biannual basis with the first payment equal to two months (May and June 2010) to be due no later than the last day of May 2010 and the second payment of six months (July-December) due not later than the last day of July 2010. Invoices and payments thereafter will be due on a six month cycle.

All work product authored or created by the Executive Director shall belong to NEEDA as a "work made for hire" within the meaning of U.S. copyright law. By its signature below, APLU assigns all its rights to NEEDA.

Either party may terminate this agreement without cause upon ninety days' prior written notice. During the ninety-day period, the Executive Director will continue to perform those tasks specified by NEEDA. This Agreement may also be terminated immediately upon a material breach by either party, which breach is not cured to the reasonable satisfaction of the non-breaching party within fifteen days of written notice.

This constitutes the entire agreement between the parties with respect to the subject matter herein and may only be amended in a writing signed by both parties.

Association of Public and  
Land-Grant Universities

University of Vermont

ACKNOWLEDGED BY: Northeast  
Extension Directors Association

\_\_\_\_\_  
Title: President

*Jane Knodell*  
\_\_\_\_\_  
Title: Provost

\_\_\_\_\_  
Title: Chair

\_\_\_\_\_  
Date

*April 30, 2010*  
\_\_\_\_\_  
Date

\_\_\_\_\_  
Date