

Memorandum of Understanding – OMTimes Podcasts



Overview

This Memorandum of Understanding ("MOU") was created to document the understanding between us, OMTimes Media ("OMTimes"). The Podcast Host ("Host") is effective on the date the last party executes this Memorandum of Understanding.

OMTimes is one of the leading online content providers of positivity, wellness, and personal empowerment.

OMTimes is currently offering a platform for the broadcasting of internet podcast programs. The Host is interested in presenting a Podcast show on the OMTimes platform.

It is understood that the Host and OMTimes are separate entities and are coming together in partnership to produce a Podcast show to benefit both parties. This MOU is intended to be the first step in any further formal business arrangement.

This Memorandum of Understanding does not represent an exclusive arrangement between the Host and OMTimes. Both entities may pursue projects and work with other organizations and venues outside the scope of this MOU.

General Clarifications

The following items provide the basic framework of the Podcast Host/Show offers:

Show Structure

The formats for the OMTimes Podcast are set up for:

- 1 X Podcast a month- 32 Min recordings +3 min commercials
- 2 X Podcasts a month-32 Min recordings +3 min commercials.
- 1 X Podcast 55 Min +3 Min Commercials (Fully Produced).
 - :00 to 0:30 Show Intro
 - :30 to 0:60 commercial (approximately 1 Min)
 - :60 to 0:90 PSA
 - :30 Intermission
 - Last: 30 Show Exit Music Starts
 - 34:30 End of Show. This is a hard stop.
- For the 55 minutes fully produced Podcasts
- There is a news section at the top of each hour and two station breaks in each show. The timing is as follows:
 - 00 to 0:30 Show Intro
 - 00:30 to 0:60 commercial (approximately 1 Min)



- 0:60 to 0:90 PSA
- 00:60 Station Break (approximately 1 minute)
- 54:30 Show Exit Music Starts

54:50 End of Show. This is a hard stop.

Fee Structure

There are two fees associated with hosting a Podcast on OMTimes Podcast:

- Show Registration and Setup Fee. This covers the items outlined in the OMTimes Show Setup Responsibilities outlined below. This fee is non-refundable.
- Monthly Podcast Show Fee. This is the monthly fee for hosting your Podcast show on OMTimes Podcast network, distribution and promotion and it covers 4-5 (depending on the month) weekly 1 show spots or 2 shows/month depending on package. Note: this is an automatic monthly payment profile set up through the payment system inside our iAuthor Platform (<https://iauthor.org>)

Grandfather Clause

The Monthly Podcast Show Fee will not go up for any individual continuous Podcast show on OMTimes for the life of that show. They are grandfathered at the initial monthly amount as long as the Host remains current with their monthly payment. If, however, the Host leaves the OMTimes Podcast Platform and later seeks to return, the Monthly Show Fee will go up to the current advertised rate at the time. If the Host falls in arrears on the Monthly Show Fee, OMTimes reserves the right raise the fee to the current advertised rate at the time.

Term

The initial commitment for a Host is for a six (6) month term. After the initial six months, this agreement is month-to-month. We require 30 days' notice for the end of a podcast show. OMTimes reserves the right to terminate any show on its platform.

Show Breaks and Advertising

There is currently one ad break during the show as outlined above (length of break subject to change but will never exceed three minutes). These breaks consist of:

- Host Ads – Each Host has one (1) 60-second ad or two (2) 30-second ad spots per show that they can sell to their network under the following criteria
- Advertisement should be in alignment with the OMTimes audience.
- Ads must meet the quality standards of, and be approved by, OMTimes prior to insertion into the podcasts show.
- At the request of the Host, OMTimes will produce the ad spot for a one-time fee of \$50.00 per ad.
- Host ad spots may be sold by Host to their sponsors for an amount determined by Host.
- The ad spot will run for the length of time determined by the Host for their podcast shows and in the show archives indefinitely.
- Host ad will only run on Host's podcast show and in the Show's archives.
- OMTimes recommends an ad spot of thirty (30) seconds, but this is not a requirement for the Host's ad.
- In the event the Host has not filled their ad spots, the ad spots revert to OMTimes to be filled at OMTimes' discretion.



- OMTimes Ads – OMTimes has one approximately 60-second or two (2) approximately 30-second ad spots per show that they can sell to their network.
- Public Service Announcements – OMTimes is a service to others orientated organization. A percentage of ad spots across the network are reserved to promote legal 501c3 public charities and Community Outreaches. Selection is solely at the discretion of OMTimes Media, Inc. If the Host has a particularity they resonate with, OMTimes will work with the Host to promote that Charity on the Host's show.

Show Categories

The Host will choose a Category that is the closest aligned with the theme of the show. It is understood that a show can include topics from more than one Category.

Please note that we are not interested in "Shock Jocks".

The Categories are:

- Spirituality: Spirituality and Religion
- Spirit: Astrology, Crystals, Metaphysics, Numerology, Paranormal, Psychic Readings
- Conscious Living: Activism, Conscious Politics, Culture, Entertainment, Conscious Business, World Vision, Art, Books and Publishing
- Relationships: Conscious Relationships, Conscious Parenting, Tantra, Romance, Intimacy
- Self-Growth: Empowerment, Inspiration, Motivation, Life Coaching, Spiritual Coaching
- Lifestyle: Feng Shui, Green Living, Cuisine, Spiritual Travel, Yoga
- Health and Wellness: Alternate treatments, Beauty, Health, Healing, Wellness, Weight loss, Nutrition, Health Coach
- Music – Meditations, Mantras, A Cappella, Spiritual, New Age, Indie
- Literature – Book reviews, conceptual shows.
- Movie/documentary commentary, Movie reviews and other entertainment outreaches such as Theater and other performances.

Responsibilities of the Parties

Responsibilities of OMTimes

Show Setup

- Creation of the Show Banners. These include:
 - Show page banner.
 - Cover art for archives
 - Intro/Breaks/Promos
 - Purchase of music beds with copyright releases
 - Have the Show Intro recorded with a voice artist and professionally mixed.
 - Creation of a 30 sec Promotional Video for podcast Show.
 - Provide a technical training session to help you record your shows.
 - Refresher Training: Follow up training before their first show using the hosts customized show music beds.
- Set up Show and Host Pages on the OMTimes Podcast website.
- Set up of Show Archive Page(s)



After Show Launch

- Promotion of Show across OMTimes Podcast Network.
 - Social media blast about upcoming show and topic
 - Listen Now social media blast
- Addition of show recording to Host's Show Archive Folder on Dropbox. The Host will receive an invitation to this Dropbox folder so they may access their archive files directly.
- Addition of Show Description / Recording to OMTimes' Show Archive websites. These include, but are not limited to, Podbean, iTunes, Google Play, Soundcloud, Youtube, Amazon Music, and Spreaker.
- OMTimes DOES NOT track statistics for individual shows, nor does it provide data from individual platforms to the Host. Different platforms (Youtube, Soundcloud, etc.) provide public download data that can be seen next to the individual shows, but not all.

Responsibilities of the Podcast Show Host

The Podcast Show Host will be responsible for:

Show Setup

- Complete and provide all the information in the Show Asset Checklist. Note: it will require approximately 2 weeks from receipt of Show Asset Checklist before Host can do initial dry run of Show.
- Confirm Broadcasting Technical Requirements, including Internet Bandwidth
- Record Host Promo: Host's show commercial to be cross promoted during other shows. This will be recorded in a studio session. See Appendix for details.
- Complete the Training Session

Before Show Launch

- We expect the Hosts to send out an announcement of the launch of their Show to their email list and direct them to your Show Page on the iAuthor Incubator website.

After Show Launch

- Send show descriptions for upcoming shows. We need the show description at least 1 week before the show airs to properly promote and achieve good placement in search engines. A monthly show description list is highly recommended.
- The best SEO practice for a show description is 300 words +.
- It is expected the Show Host will **actively promote their show across their networks.**
- We expect your participation with social media platforms, especially Facebook, Twitter, Google+ and LinkedIn. The Host should be working to actively grow their presence on at least two social media platforms.
- On Facebook, we recommend setting up a page for your Show, if you do not have a professional page which you intend to use and promote your upcoming shows both here and on your personal page.
- Strongly encourage guests to promote the show across their social networks.
- Add your Show Banner to your website and include links to your Show Page and the Podcasts Players



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Content of Shows / Behavior of Hosts

The goal of OMTimes is to provide a positive, informative, and uplifting experience for its audience. The Podcast Host is expected to structure their shows, and to conduct themselves on air, in a professional manner that is aligned with this goal.

Please see the Broadcasting Etiquette Section of the Appendix.

Missing a Show

- It is the Hosts responsibility to notify OMTimes as far as possible in advance if they know they will miss their show spot. OMTimes will schedule an encore performance during the Promotion of that show spot.
- Depending on scheduling availability, for the Opinion Editor's Podcasters, OMTimes can pre-record a show.
- Encore shows are not posted separately in archives.
- If the Host accidentally misses the show spot, a past show will be scheduled for the encore time spots for the week. There will not be a make-up show to take its place.

Meditations/Healing Sessions

While meditations and Healing sessions may fit very well with the theme/topic of a Podcaster's show, it must be noted that extended periods of silence are considered "dead air" and will cause a drop in listenership and give the impression that OMTimes Podcast is off the air. A "Guided" meditation/Healing session is strongly encouraged for this as it gives continuity to the Show and listener.

Holidays

OMTimes will not run live shows on the following days. It is the responsibility of the Host to schedule a time to pre-record their "Live" show ahead of time. The podcast host also has the option of playing an Encore show.

- Christmas Day
- New Year's Day
- Memorial Day
- July 4th
- Labor Day

General Understanding

- The parties hereby acknowledge that this document, simply stated, is to create a legal accountability and responsibilities on the parties so that matters can move forward to accomplish the goals of the projects referenced.
- This understanding may be dissolved by the Host at any time after the initial six-month term with a 30-Day written notification from the Host to OMTimes.
- This understanding may be dissolved by OMTimes at any time.
- The details of this agreement are private and exclusive to the parties of this MOU.
- OMTimes reserves the right to modify this MOU.

Execution:

In witness whereof, the parties hereto have executed this Memorandum of Understanding the day and year set forth below:



Signature: _____

A handwritten signature in black ink, appearing to read "Chris Buck", written over a horizontal line.

Host Name: _____

Christopher Buck, CEO
OMTimes Media Inc.

Date: _____

Co-Host (If applicable)

Signature: _____

Host Name: _____

Date: _____

Appendix – Show Asset Checklist

The following information must be provided to OMTimes before we can begin to organize your podcast show on OMTimes Podcast. NOTE: It will take 2-3 weeks to professionally produce the material needed for a podcast show to launch. A delay on the part of the Host in delivering the material will result in a delay in the launch of the podcast show.

1. Basic Show/Host Information

OMTimes will need to receive the following information in a timely manner:

- Host name(s) as it is to be seen on promotional material
- Email address(s) of Host(s)
- WhatsApp, Messenger, or Skype address(s) of each Host(s). This allows communication between Host and OMTimes in the event of an issue.
- Show Name
- Show Tagline – your show theme in a few words
- Show Description – 360 words
- Host Bio – 360 words
- Host website and social media links
- Co-host name and bio, if applicable
- A high-resolution professional photo of each Host.
- Any existing show art and/or logo that you would like OMTimes to try and integrate into your show graphics. This needs to be in the original, finished vector or .psd format in which it was created.
- Five (5) Keywords for what your show is about. This is all about branding.
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2. Audio Tracks

The Host will select music beds for the Show Intro/Ending and Break Music.

- Music choices must be selected at <https://storyblocks.com.com>. OMTimes will download the selections from our account on Storyblocks.
- OMTimes must own the copyright release for it to be broadcast across our platforms without creating infringement issues.
- Length of choice must be 60 seconds minimum
- It is recommended that several choices, in order of preference, be selected for both Show Intro/Ending and Break Music. The Host will send OMTimes the URL of each music selection and OMTimes will evaluate selection for functional suitability as not all music works well in these applications.
- OMTimes reserves the right to turn down the music if it does not match well when professionally mixing the Music Beds for the show.

3. Show Intro Voiceover Script

The Host will write a 60-second max script for the Show Intro. This will include Show name, Host name, what the show is about in general. This will be professionally recorded and overlaid over one of the music beds. It is strongly recommended that the podcaster Host listen to several current show intros to get a feel for what is needed and what can be done.



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4. Show Promo Script

The Host will write a 30 second max script for the Show Promo. This will include Host name, promoting show name, day, time and summary of show's theme.

This will be recorded during the Host training session and professionally overlaid over one of the music beds.



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Appendix – Broadcasting Etiquette

You should consider delivering your message and reaching your target audience with the finesse of a seasoned broadcaster

1. Hydrate in advance of the interview. Nobody wants to hear you clear your throat or sip water.
2. Make sure you have a good phone connection. Again, landlines are preferable to mobile phones. In our case, we use the LUCI Global Professional studio app (download and familiarize yourself ahead of time, so your broadcast will go smoothly.)
3. Conduct your interview in a quiet room. Ensure your emails don't get "ding," your cell phone is silent, and you set your phone to not disturb.
4. If you want to refer to notes, keep them on a single page so listeners won't hear papers rustling.
5. Be on time. Podcast hosts often conduct multiple interviews in one day. Therefore, when you are a guest, be a good guest by respecting their time.
6. Prepare. Know your purpose on the show, what message you want to convey and how best to get that message across.
7. Be respectful to the Guest, don't try to talk more than they are. A conversation is more interesting than a monologue for listeners.
8. Use inflection in your voice. Don't be monotone. Remember, Podcast, Streaming TV, and podcasts are ultimately forms of entertainment.
9. Send a draft of questions to your guests in advance so they can prepare properly.
10. Many hosts always have a final thought/point. Prepare one in advance, just in case.
11. Promote the episode. As the Host and the main influencer, ask for support from your Guest to drum up excitement for the show. It is important to form bonds of mutual cooperation.
12. Follow these simple tips, and you're sure to have a successful Podcast/TV/Podcast interview and set yourself up as a sought-after Host.



Appendix - Hardware / Software Requirements

OMTimes has invested in the best quality software/hardware to ensure that you sound like you are sitting in a studio with our team. Connection to the OMTimes Podcast Station is made through the Internet. To ensure the quality of the sound of the Show, the following are required.

Internet

Connecting to the podcast station for the broadcast of the Show is made through the internet.

1. An Internet Speed Test is required to ensure that the Host has ample Internet service, and their Show will not drop out of the air. A minimum of 4-5 Mbps Upload Speed. A good Internet Speed Test site is <http://speedtest.net>. We will need a screenshot for our files.
2. For Livestreaming, a minimum of 5 Mbps is needed for good quality. 10 Mbps is recommended to have a buffer. NOTE: The OMTimes studio makes a higher-quality video (720p) than other streaming programs like Zoom (480p).
3. The Host's computer is hard-wired to the Internet modem with an Ethernet cable. Connecting to your modem through wireless will diminish the quality of the connection and result in a poorer quality of sound.
4. **It is highly recommended** that all non-essential programs are turned off during broadcast, as these programs will use the computing power of your computer, leaving less for Skype.
5. **It is highly recommended** that all non-essential windows on your Internet browser be closed during broadcast as this uses internet bandwidth, leaving less for the Show. For example, email and the Facebook home page use bandwidth when updating.
6. **It is highly recommended** that Internet use from other devices be curtailed during broadcast (gaming, streaming video, etc.).

From that point on, just double click on the app icon to connect -- make sure the USB audio device is connected.

Hardware

In addition to a computer and Internet connection, the Host will need to interface with the Show/Guest through a microphone and speakers.

Not An Option – Internal Speakers/Microphone

Using the internal speakers and microphone will result in a poorer quality of sound and the possibility of feedback as your internal microphone will also pick up your speakers.

Recommended – Quality Headset with USB Connection

At a minimum, Host must use headset that is connected to the computer with a USB connection.

A USB connection is digital and the best quality. The old audio pin connections are analog and will result in a poorer connection.

A wireless headset will not result in the best quality sound – all connections MUST be physical.

Highly Recommended – Professional Microphone / Interface / Headset

These (or their Equivalent) are recommended for the highest quality sound for your Podcast Show.

Interface - Focusrite 2i2

http://www.amazon.com/gp/product/B005OZE9SA/ref=as_li_tl?ie=UTF8&camp=1789&creative=9325&creativeASIN=B005OZE9SA&linkCode=as2&tag=podprollc-20&linkId=DK2Y3V2DVJ5WM2B4

Microphone – Two recommendations

Shure SM7B Vocal Dynamic Microphone, Cardioid

http://www.amazon.com/gp/product/B0002E4Z8M/ref=as_li_tl?ie=UTF8&camp=1789&creative=390957&creativeASIN=B0002E4Z8M&linkCode=as2&tag=thweincori-20&linkId=JXCIJCSGCRYKHTAK

Heil PR-40 Dynamic Studio Recording Microphone

http://www.amazon.com/gp/product/B00PQYBRNY/ref=as_li_tl?ie=UTF8&camp=1789&creative=390957&creativeASIN=B00PQYBRNY&linkCode=as2&tag=thweincori-20&linkId=2URSU4LIUW2LOC

Headphones - Sennheiser HD 202 II Professional Headphones



http://www.amazon.com/gp/product/B003LPTAYI/ref=as_li_tl?ie=UTF8&camp=1789&creative=390957&creativeASIN=B003LPTAYI&linkCode=as2&tag=podprollc-20&linkId=LFMPH5CII4YNQJHR

Mic Stands - On Stage DS7200B Adjustable Desk Microphone Stand

Additional Stand options available for boom stands which can be very handy.

http://www.amazon.com/gp/product/B0002M3OVI/ref=as_li_tl?ie=UTF8&camp=1789&creative=390957&creativeASIN=B0002M3OVI&linkCode=as2&tag=podprollc-20&linkId=33QPHBF2MVWFJFDS

XLR Cable - Sendt 3 Foot XLR Male / Female Microphone cable, 24AWG

3 ft or 10 ft recommended. [http://www.amazon.com/Sendt-Female-Microphone-cable-](http://www.amazon.com/Sendt-Female-Microphone-cable-24AWG/dp/B00EPMXWNQ/ref=sr_1_25?s=musical-instruments&ie=UTF8&qid=1433282264&sr=1-25-spons&keywords=xlr+to+xlr+cable+4+feet)

[24AWG/dp/B00EPMXWNQ/ref=sr_1_25?s=musical-instruments&ie=UTF8&qid=1433282264&sr=1-25-spons&keywords=xlr+to+xlr+cable+4+feet](http://www.amazon.com/Sendt-Female-Microphone-cable-24AWG/dp/B00EPMXWNQ/ref=sr_1_25?s=musical-instruments&ie=UTF8&qid=1433282264&sr=1-25-spons&keywords=xlr+to+xlr+cable+4+feet)