

Memorandum of Understanding for Values-Based Procurement Template

MEMORANDUM OF UNDERSTANDING

This Memorandum of Understanding (“MOU”), dated *[insert date]*, is between *[Institution]*, a *[description of Institution entity-type (e.g., corporation, nonprofit corporation, LLC)]* with its principal place of business at *[insert location of Institution’s principal place of business]* (“*[insert shortened reference for Institution]*”), and *[Values-Based Partner]*, a *[description of Values-Based Partner entity-type (e.g., corporation, nonprofit corporation, LLC)]* with its principal place of business at *[insert Values-Based Partner’s principal place of business]* (“*[insert shortened reference for Values-Based Partner]*”).

Article I. Definitions

Section 1.01 Defined Terms.

As used in this MOU, the terms defined in the introduction have their assigned meanings, and the following terms have the meanings assigned in this Article:

- a) “[*Term*]” has the meaning assigned to it in *[insert relevant Article/Section of the MOU]*.
- b) “[*Term*]” has the meaning assigned to it in the attached Exhibit *[A/B/C]*.
- c) “[*Term*]” means *[insert definition]*.
- d) *[Use the options above and continue as needed.]*

Article II. Background

Section 2.01 *[Institution]*.

[Describe Institution’s mission, approach to food procurement commitments, and goals. This language can be drawn from the Institution’s food purchasing guidelines.]

Section 2.02 *[Values-Based Partner]*.

[Describe Values-Based Partner’s mission and goals related to values-based procurement.]

Section 2.03 *Mutual Benefits*.

As detailed in *[Purpose and Scope Section]* below, *[Institution and Values-Based Partner]* intend to *[insert high-level description of intended agreement]*.

This arrangement creates a win-win situation. First, *[insert party and related benefit]*. Second, *[insert party and related benefit]*. *[Continue as needed.]*

Article III. Purpose and Scope

Section 3.01 Purpose and Scope.

[*Institution*] and [*Values-Based Partner*] enter into this MOU to represent each party's intent to:

- [*List parties' intentions.*]

Section 3.02 Future Negotiations and Agreements.

This MOU is meant to set the stage for and catalyze future agreements and negotiations between [*Institution*] and [*Values-Based Partner*]. Future negotiations may concern, among other topics, [*insert subject(s) of future negotiations based on the intents represented in the MOU*].

Article V. Representations

Section 4.01 [*Institution's*] Representations.

[*Institution*] represents an intent to undertake and following actions:

- [*List Institution's representations.*]

Section 4.02 [*Values-Based Partner's*] Representations.

[*Values-Based Partner*] represents an intent to undertake the following actions:

- [*List Values-Based Partner's representations.*]

Article VI. General Provisions

Section 6.01 Duration. This MOU is valid until [*insert expiration date*] (“**Expiration Date**”). The Expiration Date may be extended or amended with written approval by both parties.

Section 6.02 Termination. Either of the parties, in writing, may terminate this MOU in whole, or in part at any time before the Expiration Date. If this MOU is terminated, both parties shall take reasonable steps to ensure that the termination does not affect any prior obligation, project, or activity already in progress.

Section 6.03 Amendments. Amendment to this MOU can be limited by either party at any time and shall be done in writing with written approval by both parties.

Section 6.04 Effective Date and Signature. This MOU shall be effective upon signing by authority officials of [*Institution*] and [*Values-Based Partner*].

Section 6.05 Enforceability. This MOU shall not be construed as creating any legally binding rights or obligations on the part of either party and shall not be enforced in any court of law or equity, or any other forum.

Section 6.06 Good Faith and Fair Dealing. Both [*Institution*] and [*Values-Based Partner*], in each party's respective dealings with the other party under or in connection with this MOU, shall act in good faith and fair dealing.

Section 6.07 Merger. This MOU constitutes the final and exclusive agreement between the parties on the matters contained herein. All earlier and contemporaneous negotiations and agreements between the parties on the matters contained herein are expressly merged into and superseded by this MOU.

AGREED:

[*Institution*]

[*Values-Based Partner*]

Signature: _____

Signature: _____

Name: _____

Name: _____

Title: _____

Title: _____

Date: _____

Date: _____

[*If an Exhibit is referred to in the MOU (e.g., the Definitions article) add another page with the header **EXHIBIT [A/B/C – SUBJECT TITLE]** and insert relevant information and material.]