

Totl Agency Software Developer Agreement

Effective Date: April 3, 2025

Parties: This Agreement is made between **Totl Agency** ("Client") and **[The Digital Builders]** ("Developer").

1. Project Scope & Ownership

- Developer agrees to build the **Totl Agency MVP**, following the "MVP Feature Scope" document provided.
 - All code, assets, and intellectual property created under this agreement shall be solely owned by **Totl Agency**.
 - Developer may not reuse, repurpose, or distribute any portion of the code or product without Totl Agency's written consent.
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2. Payment Terms

Total MVP development cost: **\$12,000**, structured as follows:

Date	Amount	Description
April 3, 2025	\$3,000	Due upon signing—work begins
May 1, 2025	\$3,000	Covers Month 2 deliverables
Post-MVP (June onward)	\$6,000	To be paid monthly if possible (\$3k/month preferred), or from user platform fees at a mutually agreed rate

If platform revenue allows, ongoing payments will continue at \$3,000/month.
Otherwise, a reasonable revenue-share model will be negotiated.

3. Timeline & Deliverables

Month	Deliverables
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Month 1 (April)	- Signup/login (OAuth or basic)- Talent profile creation- Gig posting form for clients- UI library in Figma (shadcn + Tailwind compatible)- Initial gig search page
Month 2 (May)	- Gig application flow (with status updates)- Booking workflow- Talent and client dashboards- Email notifications
Month 3 (June)	- Admin dashboard- Moderation tools (flag/report/approve/ban)- Mobile responsiveness- UX polish, testing, QA

4. Communication & Collaboration

- **Bi-weekly meetings** (e.g. Mondays and Thursdays) to review progress and demo builds.
 - All task tracking will be handled via **Notion or Trello**, managed by The Digital Builders.
 - Developer agrees to respond to communication in a timely and professional manner.
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5. Termination Clause

- Either party may terminate this agreement with **14 days written notice**.
 - If terminated early, all completed work and in-progress code must be handed off to Totl Agency.
 - Any overpaid or undelivered amounts will be refunded.
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6. Legal & Ownership

- This agreement supersedes all prior conversations.
- All code, branding, UI components, and systems developed under this agreement are **owned by Totl Agency**.
- Any changes must be agreed upon in writing.

7. Signature

Totl Agency Representative

Name: _____

Signature: _____

Date: _____

Developer

Name: _____

Signature: _____

Date: _____

Would you like me to:

- Generate a shareable Google Docs link?
- Create a version with Notion formatting?
- Or export as a downloadable Word or PDF file?

Let me know how you want to send it to the developer.