

#28566

DATE: August 8, 2012

TO: Board of Acquisition and Contract

FROM: Marguerite Beirne, Chief Information Officer

RE: AUTHORIZATION TO ENTER INTO A CONFIDENTIALITY AGREEMENT (IT-1291) WITH UNITED WATER WESTCHESTER FOR A FIVE (5) YEAR TERM COMMENCING ON NOVEMBER 1, 2012, WITH AN OPTION, AT THE SOLE DISCRETION OF THE COUNTY, TO RENEW THE AGREEMENT FOR AN ADDITIONAL FIVE (5) YEAR TERM, SUBJECT TO RENEGOTIATION OF THE TERMS OF THE AGREEMENT BY THE PARTIES

Authorization is requested for the County of Westchester, acting by and through its Department of Information Technology (the "County"), to enter into a confidentiality agreement (the "Agreement") with United Water Westchester ("United Water") pursuant to which United Water will share certain proprietary data with the County in exchange for which the County will agree to use such data for internal use only and maintain the confidentiality of such data, for a five (5) year term commencing on November 1, 2012, with an option, at the sole discretion of the County, to renew the Agreement for an additional five (5) year term, subject to renegotiation of the terms of the Agreement by the parties.

In addition, pursuant to the terms of the proposed Agreement, the County will agree, among other things, to hold United Water and all its employees, and agents harmless from any claim, suit, or proceeding arising directly out of the County's use of the proprietary data in violation of the Agreement, including indemnification of United Water for reasonable attorney's fees and expenses incurred in defending such claims.

This Agreement will serve a public purpose by assisting the County with its critical Infrastructure Water District mapping project.

The goals and objectives of the Agreement are to obtain data necessary to assist the County with its critical Infrastructure Water District mapping project.

The goals and objectives are in the best interests of the County because it will enable the County to build relationships with utilities.

The goals and objectives will be monitored by the County's GIS staff.

Accordingly, the attached resolution is submitted for your Honorable Board's consideration.

MB/SW/jpg

RESOLUTION

UPON A COMMUNICATION FROM THE CHIEF INFORMATION OFFICER, DEPARTMENT OF INFORMATION TECHNOLOGY, BE IT HEREBY

RESOLVED, that the County of Westchester, acting by and through its Department of Information Technology (the "County"), is authorized to enter into a confidentiality agreement (the "Agreement") with United Water Westchester ("United Water") pursuant to which United Water will share certain proprietary data with the County in exchange for which the County will agree to use such data for internal use only and maintain the confidentiality of such data, for a five (5) year term commencing on November 1, 2012, with an option, at the sole discretion of the County, to renew the Agreement for an additional five (5) year term, subject to renegotiation of the terms of the Agreement by the parties; and be it further

RESOLVED, that pursuant to the terms of the proposed Agreement, the County will agree, among other things, to hold United Water and all its employees and agents harmless from any claim, suit, or proceeding arising directly out of the County's use of the proprietary data in violation of the Agreement, including indemnification of United Water for reasonable attorney's fees and expenses incurred in defending such claims; and be it further

RESOLVED, that the County Executive or his duly authorized designee be and hereby is authorized to execute any and all documents necessary and appropriate to effectuate the purposes hereof.

Contract No. IT-1291

Account to be Charged/Credited:

Fund	Dept	Major Program, Program & Phase Or Unit	Object/ Sub-Object	Trust Account	Dollars
					N/A

Budget Funding Year(s): 2012-2017 Start Date: November 1, 2012 End Date: October 31, 2017

Funding Source Tax Dollars N/A

State Aid _____

(N/A) Federal Aid: _____

(must match resolution)

Other _____