



Memorandum
Department of Human Resources

ONBASE #80820

To: The Honorable Board of Acquisition and Contract

From: Mary Mahon
Commissioner of Human Resources

RE: Authorization to enter into an agreement with LinkedIn Corporation for the County to access and use the subscription and advertising services offered via LinkedIn's website to, among other things, advertise employment positions and acquire network search capabilities for recruitment purposes, for a one-year period commencing upon the later of execution or the contract start date as determined by LinkedIn, in the amount not-to-exceed \$25,035, pursuant to an approved budget, and to indemnify and defend LinkedIn, as described below.

The County of Westchester (the "County"), acting by and through its Department of Human Resources (the "Department"), seeks authorization to enter into an agreement (the "Agreement") with LinkedIn Corporation ("LinkedIn"), for the County to access and use the subscription and advertising services offered via LinkedIn's website to, among other things, advertise employment positions and acquire network search capabilities for recruitment purposes, for a one-year period commencing upon the later of execution or the contract start date as determined by LinkedIn, in the amount not-to-exceed \$25,035, pursuant to an approved budget.

The **goals and objectives** of the proposed Agreement are to allow the County, among other things, to place customized career content on LinkedIn's company profile page, with preferred placement on company page for custom content, post job openings and acquire network search capabilities through LinkedIn in order to recruit quality individuals to become employees and consultants of the County.

The proposed Agreement will serve a **public purpose** by permitting the County to successfully recruit qualified individuals to the various County's departments, and, therefore, continue to ensure timely, professional and reliable services to all Westchester County residents.

The proposed Agreement will require the County to indemnify LinkedIn as follows:

“To the extent legally liable and permitted by law, Customer will be responsible for any damages resulting from (a) the negligent acts or omissions of Customer, its Customer Users, or agents; (b) claims made or brought against LinkedIn by a third party alleging that (i) the Customer Personal Data or LinkedIn’s transmission or hosting of the Customer Personal Data infringes or violates the rights of the third party; or (ii) Customer’s use of the Services in violation of the Agreement infringes or violates the rights of the third party; or (c) Customer’s failure to comply with applicable laws, rules or regulations in its performance under the Agreement.”

This proposed Agreement is exempt from the Westchester County Procurement Policy and Procedures pursuant to Section 3(a) iv thereof regarding contracts for advertising.

Your approval of the attached resolution is respectfully requested.

Attachment

MM/CMC

APPROVED BOARD OF ACQUISITION & CONTRACT - 1/24/2020 - JOHN J. COCCARDO, SECRETARY

RESOLUTION

UPON A COMMUNICATION FROM THE COMMISSIONER OF HUMAN RESOURCES, be it hereby

RESOLVED, that the County of Westchester (“County”) is authorized to enter into an agreement with LinkedIn Corporation (“LinkedIn”) to access and use the subscription and advertising services offered via LinkedIn’s website to, among other things, advertise employment positions and acquire network search capabilities for recruitment purposes, for a one-year period commencing upon the later of execution or the contract start date as determined by LinkedIn, in the amount not-to-exceed \$25,035, pursuant to an approved budget; and, be it further

RESOLVED, that the County is authorized to defend and indemnify LinkedIn according to the following indemnification language contained in the agreement, as follows:

“To the extent legally liable and permitted by law, Customer will be responsible for any damages resulting from (a) the negligent acts or omissions of Customer, its Customer Users, or agents; (b) claims made or brought against LinkedIn by a third party alleging that (i) the Customer Personal Data or LinkedIn’s transmission or hosting of the Customer Personal Data infringes or violates the rights of the third party; or (ii) Customer’s use of the Services in violation of the Agreement infringes or violates the rights of the third party; or (c) Customer’s failure to comply with applicable laws, rules or regulations in its performance under the Agreement.”

and, be it further;

RESOLVED, that this Agreement is subject to County appropriations; and be it further

RESOLVED, that this Agreement is also subject to further financial analysis of the impact of any New York State Budget (the “State Budget”) proposed and adopted during the term of this Agreement. The County shall retain the right, upon the occurrence of any release by the Governor of a proposed State Budget and/or the adoption of a State Budget or any amendments thereto, and for a reasonable period of time after such release(s) or adoption(s), to conduct an analysis of the impacts of any such State Budget on County finances. After such analysis, the County shall retain the right to either terminate this Agreement or to renegotiate the amounts and rates approved herein. If the County subsequently offers to pay a reduced amount to LinkedIn, then LinkedIn shall have the right to terminate this Agreement upon reasonable prior written notice; and be it further

RESOLVED, that the County Executive or his duly authorized designee be and hereby is authorized and empowered to execute all appropriate contracts or documents necessary to effectuate the purposes of this resolution in the manner prescribed by law.

Account to be Charged/Credited

| Fund | Dept | Major Program, Program & Phase Or Unit | Object/ Sub-Object | Trust Account | Dollars |
|------|------|--|--------------------|---------------|----------|
| 101 | 12 | 6010 | 4909 | | \$25,035 |

Budget Funding Year(s): 2020-2021 Start Date: upon execution End Date: one year
 (must match resolution)

Funding Source: \$25,035
 (must match resolution)

Tax Dollars: \$25,035
 State Aid: _____
 Federal Aid: _____
 Other: _____

APPROVED BOARD OF ACQUISITION & CONTRACTS - 11/25/2020 - JOAN COCCARDI, SECRETARY