



## Legislation Text

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**File #:** 67111, **Version:** 2

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### **Fiscal Note**

The proposed resolution authorizes a 3-year contract between the City of Madison and CDW Government, LLC for the purchase of Microsoft 365 and other software as needed. Funding for the Microsoft 365 implementation is included in the 2021 Adopted Capital Budget with a total project cost of \$1.55 million. Funding for the annual maintenance of Microsoft 365 will be included in 2022 and future operating budgets, subject to Common Council approval. No additional City appropriation is required for the proposed resolution.

### **Title**

SUBSTITUTE: Authorizing the Mayor and City Clerk to enter into a 3-year, competitively-selected Microsoft Enterprise Enrollment Agreement with Microsoft Corporation, and a 3-year, competitively selected services agreement with CDW Government, LLC, a reseller of Microsoft and other software.

### **Body**

WHEREAS, the City has used Microsoft for Windows licenses and desktop, server and business tools for many years and traditionally purchases licenses and support through software resellers that have been selected by the State of Wisconsin through a competitive selection process administered by the State; and,

WHEREAS, under MGO 4.26, the City's competitive purchasing requirements are satisfied by making purchases from a vendor that has been selected by the State; and,

WHEREAS, CDW Government, LLC (CDW-G) is one such vendor selected by the State as a reseller of Microsoft products and services and the state's contract includes a process for local government to participate; and,

WHEREAS, City Information Technology plans to upgrade all City agencies to the Microsoft 365 suite of products and services which operate many of the City's important functions such as email and creating Word documents (Office, Sharepoint, Teams, Exchange Online/Outlook, etc.) This is an important upgrade for the City because many Microsoft systems that the City uses are reaching end-of-life. Microsoft 365 provides more features for collaboration, platform reliability and stability, compatibility of improved versioning between components, software accessibility from anywhere, budgeting consistency, and security and compliance; and,

WHEREAS, this requires new Microsoft subscriptions, through a contract with CDW-G, as well as signing a new agreement directly with Microsoft Corporation; and,

WHEREAS, APM 1-1 requires Common Council approval before the City can indemnify another party. The current Microsoft Universal Licensing Terms for Only Services includes the following clause:  
"Customer agrees to defend, indemnify and hold Microsoft harmless from and against all damages, costs and attorneys' fees in connection with any claims arising from a High-Risk Use associated with the Online Services, including any claims based in strict liability or that Microsoft was negligent in designing or providing the Online Service(s) to Customer. The foregoing indemnification obligation is in addition to any defense obligation set forth in Customer's licensing agreement and is not subject to any limitation of, or exclusion from, liability contained in such agreements."

The Common Council authorizes the City to enter into an agreement with Microsoft that includes the foregoing clause or one substantially similar to it. Upon review the Risk Manager has approved this clause as it

presents minimal risk to the City; and

WHEREAS, the IT department has received a quote from CDW-G for Microsoft 365 of \$1,600,000 per year for 3 years; and,

WHEREAS, the City also routinely purchases approximately \$600,000 per year in other software products and services from CDW-G as a State authorized reseller; and

WHEREAS, the City's current reseller agreement with CDW-G will expire in September and must be renewed to maintain these critical software licenses and services; and

WHEREAS, under MGO 4.26(3)(e), service contracts of more than one year that average more than \$100,000 per year in cost require Common Council approval and signature by the Mayor and City Clerk; and,

NOW, THEREFORE, BE IT RESOLVED, that the Mayor and City Clerk are authorized to sign a reseller service agreement with CDW Government, LLC for 3 years, for the purchase of Microsoft 365 and other software as needed, at the prices described above, with all payments going to CDW-G and not Microsoft; and

BE IT FURTHER RESOLVED that the Finance Director or designee is authorized to sign attachments or other amendments to the CDW-G service contract to effectuate future software purchases during the term of that contract, pending availability of funds in the budget and in a form approved by the City Attorney; and

BE IT FINALLY RESOLVED, the Mayor and City Clerk are authorized to sign a 3 year State and Local Volume Pricing Microsoft Enterprise Enrollment agreement with Microsoft Corporation for the purchase of 365, and the Finance Director or designee is authorized to sign Amendments, Mid-Term Product Selection forms, etc. with Microsoft if needed to add software products during the term of the three year agreement.