



Legislation Details (With Text)

File #: 47898 **Version:** 1 **Name:** Authorizing City staff to click to accept an End User License Agreement with Tableau Solutions, Inc. that includes indemnification of the software provider by the City.

Type: Resolution **Status:** Passed

File created: 7/5/2017 **In control:** COMMON COUNCIL

On agenda: 7/11/2017 **Final action:** 7/11/2017

Enactment date: 7/18/2017 **Enactment #:** RES-17-00545

Title: Authorizing City staff to click to accept an End User License Agreement with Tableau Solutions, Inc. that includes indemnification of the software provider by the City.

Sponsors: Samba Baldeh

Indexes:

Code sections:

Attachments:

Date	Ver.	Action By	Action	Result
7/11/2017	1	COMMON COUNCIL	Adopt Under Suspension of Rules 2.04, 2.05, 2.24, and 2.25	Pass
7/5/2017	1	Information Services	RECOMMEND TO COUNCIL TO ADOPT UNDER SUSPENSION OF RULES 2.04, 2.05, 2.24, & 2.25 - MISC. ITEMS	

Fiscal Note

The proposed resolution authorizes designated Information Technology staff to click on and accept the terms of End User License Agreements (EULA) in order to purchase or subscribe to software on behalf of the City, only after having unsuccessfully attempted to negotiate the terms of the EULA with the vendor and only upon receiving the City Attorney and Risk Manager’s approval to click through the terms and conditions in question. The fiscal impact depends on the particular claims or suits in which a vendor may seek indemnification; in which case the City may have coverage for such indemnification under the terms and conditions of its current insurance policies. Minor savings may be achieved from efficiencies gained in the purchasing process.

Title

Authorizing City staff to click to accept an End User License Agreement with Tableau Solutions, Inc. that includes indemnification of the software provider by the City.

Body

WHEREAS, software vendors frequently require the person who downloads or installs software for the first time to click on a set of legal terms and conditions referred to as a EULA or End User License Agreement; and,

WHEREAS, a EULA is a contract like any other contract; and,

WHEREAS, the Finance Department wishes to evaluate a software product called Tableau as a tool for data visualization; and,

WHEREAS, Tableau requires a person to click on a EULA in order to download the evaluation license and the vendor, Tableau Solutions, Inc. will not modify or negotiate the terms of its EULA during the evaluation phase;

and,

WHEREAS, Tableau's EULA contains a clause warning that a person who clicks to accept the terms and downloads and uses the software on behalf of an entity must be authorized to sign for and bind the entity, and by doing so, they warrant that they have the right and authority to do so; and,

WHEREAS, pursuant to APM 1-1, City employees do not have authority to sign or otherwise enter into contracts on behalf of the City of Madison without specific authorization through an ordinance or from the Common Council; and,

WHEREAS, APM 1-1 further prohibits the City from entering into a contract that requires the City to indemnify another party without the express permission of the Common Council; and,

WHEREAS, Tableau's EULA contains a clause that requires the City to indemnify, hold harmless and defend Tableau Solutions, Inc. from certain third party claims arising under the EULA; including damages, costs, and reasonable attorney's fees and the Risk Manager and the City Attorney have reviewed the language and authorized the Finance Department to seek authority to agree to this EULA for the limited purposes of the evaluation license,

NOW, THEREFORE, BE IT RESOLVED that staff person(s) designated by the Information Technology Director or his designee is authorized to click on and accept the terms of a EULA with Tableau Solutions, Inc. on behalf of the City, and the Common Council further authorizes the indemnification of Tableau Solutions, Inc. as set forth in that EULA.