File #: RES 22-974, **Version:** 1

Authorizing the Office of Technology and Communications to update an agreement with NetMotion Software Inc. for use of their NetMotion Mobility and NetMotion Mobile IQ suite of products.

WHEREAS, the Office of Technology and Communications (OTC) and been using NetMotion Software Inc. products to provide remote connectivity for more than a decade; and

WHEREAS, OTC purchases, manages, and supports NetMotion Software Inc. products for the Saint Paul Police Department (SPPD), Saint Paul Fire Department (SPFD) and the City Attorney's Office (CAO) Criminal Division; and

WHEREAS, NetMotion Inc. enrollment requires a "click-through" acceptance of terms and conditions of the End-User License Agreement (EULA) which the City and NetMotion Software Inc. have reviewed and agreed upon; and

WHEREAS, one of the terms is an indemnification clause which requires each party (the City and NetMotion Software Inc.) to defend the other party from and against any claim, action, proceeding, loss, liability, judgment, penalty, obligation, damage or cost, which arise from (1) your breach of any obligation set forth in this EULA and (2) your negligent act(s) or omission(s). You will undertake at your cost the defense of any claim, suit or proceeding NetMotion reserves the right to participate in the defense of the claim, suit, or proceeding at NetMotion's expense, with counsel of NetMotion's choosing; and

WHEREAS, the NetMotion software is subscription based, meaning that the purchased license is only valid for one year before renewal is required, OTC requests that from the date of the approved resolution, that the resolution be valid for a term of no less than three years; and

WHEREAS, the City Council finds that the promise of indemnification is appropriate to access the NetMotion Software Inc. services; now, therefore, be it

RESOLVED, that the Office of Technology and Communications is authorized to accept the amended terms and conditions of the NetMotion Software Inc. End-User License Agreement.