

RESOLUTION NO. 85-M-03

A RESOLUTION AUTHORIZING THE COUNTY ADMINISTRATOR OR HIS DELEGATE TO ENGAGE IN PRELIMINARY NEGOTIATIONS WITH OTHER ENTITIES PERTINENT TO THE LICENSING OF COMPUTER SOFTWARE DEVELOPED BY ORANGE COUNTY EMPLOYEES; AUTHORIZING THE LEASING OF SUCH SOFTWARE BY THE COUNTY; PERMITTING SEVERABILITY; PROVIDING AN EFFECTIVE DATE.

WHEREAS, Orange County Data Center, Division of Administrative Support, has developed and is constantly updating data processing systems for use by various Orange County agencies and the constitutional officers of Orange County, thus permitting economies to be realized in the operation of the offices thereof and more complete information to be made available to the County and its constitutional officers; and

WHEREAS, the computer software, including computer programs, used in these data processing systems are often unique in their application and thus result in repeated requests from prospective customers to use said software as educational software models for development of their own data processing systems; and

WHEREAS, these programs are developed at considerable expense to Orange County and, as unique programs, such programs are trade secrets of the County, both of which factors justify control by expenses of development of such programs, both of which objectives can be realized through limited licensing agreements.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF ORANGE COUNTY:

Section 1. Declaration of Public Purpose. The Board of County Commissioners declares that the computer software licensing program authorized herein is in the public interest and is authorized under the provisions of Chapter 125, Florida Statutes. Orange County will recover in licensing fees part of the development costs of the computer programs to be leased hereunder. Further, the County will protect the proprietary rights, trade secrets and inherent value which have been acquired by the development of said computer programs and insure that these programs will remain in the control of the County, thus maintaining the value of such programs for all the residents of Orange County.

Section 2. Preliminary Negotiations and Final Execution of Licensing Agreements. The County Administrator of Orange County, or his delegate, is hereby empowered to enter into preliminary negotiations, from time to time, with prospective software lessees for the purpose of establishing terms and conditions under which such prospective software lessee would lease from the County any computer program or such other computer software developed by County personnel for use by any office, division or agency of the Orange County government.

Upon the establishment of such preliminary terms and conditions, the County Administrator, or his delegate, shall prepare such terms and conditions in contract form and submit the same to the Board of County Commissioners for final approval.

Upon approval of any licensing agreement by the Board of County Commissioners, the Chairman and the Clerk to the Board of County Commissioners shall execute such license agreement and the Orange County Data Center shall fulfill the terms thereof.

Section 3. Specifying Contents of Licensing Agreement. The Orange County Data Center shall determine the general description of the licensed program which is the subject matter of any licensing agreement and provide the Office of the County Administrator and the Board of County Commissioners with a fully detailed and negotiated description thereof as part of the contents of any licensing agreement submitted to the Board for approval.

Section 4. Availability of Licensing Service to Orange County Elected Officials. The Office of the County Administrator and the staff of the Orange County Data Center shall, upon the request of any Elected Official of Orange County, represent that Elected Official in negotiations with those parties for the lease of any computer software developed by either the said Data Center staff for said Elected Official or developed by the staff of said Elected Official. Such service shall be rendered by the Orange County Government to the said Elected Official upon request.

Section 5. Restrictions on Computer Software Licensing.

No licensing agreement executed by the Board of County Commissioners shall license use of any software which has been developed under a grant or other program which:

- (1) requires such software to be shared with or given to other municipalities, political subdivisions, or commercial corporations at no cost to them; or
- (2) prohibits such licensing agreements altogether.

Section 6. Severability. If any provision of this resolution or the application thereof to any person or circumstance is held invalid, the invalidity shall not affect other provisions or applications of the resolution which can be given effect without the invalid provision or application, and to this end, the provisions of this resolution are declared severable.

Section 7. Effective Date. This resolution shall take effect upon adoption.

ADOPTED THIS 21<sup>st</sup> DAY OF January, 1985.

BOARD OF COUNTY COMMISSIONERS  
OF ORANGE COUNTY

BY: Hal Marston  
Chairman

ATTEST:

Thomas H. Locker, Clerk  
to the Board of  
County Commissioners

BY: Mary Jo Garrison  
Deputy Clerk to the Board