

STATE OF GEORGIA

COUNTY OF CLAYTON

RESOLUTION 2011 – 182

A RESOLUTION AUTHORIZING CLAYTON COUNTY TO AMEND A MASTER LICENSE AGREEMENT WITH THE NIELSEN COMPANY, LLC; TO ENTER INTO A LICENSE ORDER WITH THE NIELSEN COMPANY, LLC PROVIDING FOR THE TERMS AND CONDITIONS UNDER WHICH A LICENSE FOR ACCESS TO MARKETPLACE LICENSED MATERIAL WILL BE GRANTED; TO AUTHORIZE THE CHAIRMAN TO EXECUTE THE MASTER LICENSE AGREEMENT AND LICENSE ORDER AND TO PERFORM ALL ACTS NECESSARY TO ACCOMPLISH THE INTENT OF THIS RESOLUTION; TO AUTHORIZE THE FINANCE DIRECTOR TO AMEND THE BUDGET WHERE NECESSARY TO REFLECT THE REQUIRED APPROPRIATIONS AND EXPENDITURES, ALL AS MAY BE REQUIRED UNDER THE TERMS OF THE AGREEMENT; TO PROVIDE AN EFFECTIVE DATE OF THIS RESOLUTION; AND FOR OTHER PURPOSES.

WHEREAS, the Clayton County Board of Commissioners, on behalf of the Clayton County Economic Development Department, previously entered into a Master License Agreement (“Agreement”) with the Nielsen Company, LLC dated June 17, 2009; and

WHEREAS, the 2009 Agreement governed the manner in which various Nielsen Company marketing information services, software and reference services were licensed to the County; and

WHEREAS, the County also previously entered into a License Order (“Order”) with the Nielsen Company for access to specific Nielsen MarketPlace Licensed Material; and

WHEREAS, the Clayton County Department of Economic Development continues to use the license for access to said licensed material in order to generate current SiteReports for Basic Demographics, Business Data and Income; and

WHEREAS, both the 2009 Agreement and the Order were recently amended to reflect the proper parties, to set expiration dates for both documents and to resolve certain payment matters; and

WHEREAS, the Board of Commissioners deems it in the best interest of Clayton County and the County will be best served by amending the Master License Agreement and by entering into a License Order with The Nielsen Company for the stated purposes.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS
OF CLAYTON COUNTY, GEORGIA AND IT IS HEREBY RESOLVED

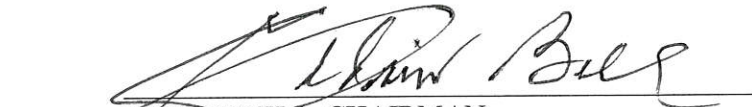
Section 1. The Board of Commissioners hereby authorizes the County to amend its Master License Agreement with the Nielsen Company, LLC. The Board also authorizes the County to enter into a License Order with The Nielsen Company, LLC providing for the terms and conditions under which a license for access to MarketPlace Licensed Material will be granted. The Master License Agreement is attached as Exhibit "A" and the License Order is attached as Exhibit "B". The Board of Commissioners hereby authorizes the Chairman to execute the Master License Agreement and the License Order and to perform all other acts necessary to accomplish the intent of this Resolution. Further, the Board of Commissioners hereby authorizes the Director of Finance to amend the budget where necessary to reflect an appropriate revenue source and expense, all as may be required under the terms of the Agreement.

Section 2. This Resolution shall be effective on the date of its approval by the Board of Commissioners.

[SIGNATURES ON FOLLOWING PAGE]


SO RESOLVED, this the 1st day of November, 2011.

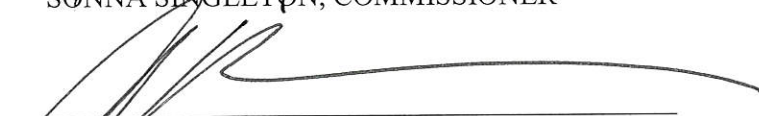
CLAYTON COUNTY BOARD OF COMMISSIONERS


ELDRIN BELL, CHAIRMAN



WOLE RALPH, VICE-CHAIRMAN


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SONNA SINGLETON, COMMISSIONER


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ATTEST:


SHELBY D. HAYWOOD, CLERK