

INTERLOCAL AGREEMENT

C77070
NCA

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This Interlocal Agreement (the "Agreement") is made by and between **Harris County, Texas** ("Harris County"), a corporate and political body under the laws of the State of Texas, and the **City of Houston, Texas** (the "City of Houston"), a municipal corporation and home-rule city of the State of Texas.

Whereas Harris County owns the source code for a Centralized Patient Care Data Management System (CPCDMS) developed by the Harris County Department of Public Health and Environmental Services; and

Whereas the CPCDMS was developed with funds from the Ryan White Title I grant; and

Whereas Harris County wishes to share the software code with the City of Houston for the City of Houston to use in connection with the administration of its federal grants;

The parties hereto hereby agree as follows:

Harris County hereby agrees to provide the City of Houston with a copy of the source code (the "Code") for the CPCDMS, and grants the City of Houston a license to use it without charge to administer federal grants from the United States Public Health Service, Health Resources and Services Administration (HRSA) or the Center for Disease Control and Prevention (CDC).

The City of Houston agrees to use the software only for administering its own grants and will not rent, sell, lend, sub-license, or transfer the Code, or make the Code available for use by, any other person or entity without Harris County's express written permission.

The City of Houston may not claim any copyright of the Code.

The City of Houston may modify the software to meet its particular needs or requirements provided it provides a copy of all modifications to Harris County at no charge.

Harris County does not make any warranties or representations regarding the Code, and hereby disclaims all warranties express or implied. Further, the City of Houston understands that Harris County will not offer any assistance or technical support regarding the installation, modification or use of the software. The City of Houston accepts the software "as is" and "with all faults." The City of Houston assumes the entire risk of the results and performance of the Code and agrees Harris County shall not be liable to the City of Houston for any damages whatsoever, including loss of data and claims by third parties. These limitations of warranties and liabilities shall survive termination of this agreement.

The license granted herein shall remain in effect so long as the City of Houston is in compliance with the terms and conditions of this Agreement. The license shall terminate if the City of Houston fails to comply with any of its terms or conditions. The City of Houston agrees that upon termination it will cease using the Code, remove it from all City of Houston computers and servers, and destroy all copies of the Code.

This document is the sole agreement between the parties regarding the use of the Code, superseding any other agreement, oral or written, and cannot be changed except by a signed agreement.

This Agreement shall be interpreted according to the laws of the State of Texas.

IN WITNESS HEREOF, Harris County and the City of Houston have made and executed this Agreement in multiple copies, each of which is an original.

APPROVED AS TO FORM:

HARRIS COUNTY, TEXAS

MIKE STAFFORD
Harris County Attorney

By: Ed Emmett
ED EMMETT
County Judge

By: James Rice Harris
JAMES RICE HARRIS
Assistant County Attorney

ATTEST/SEAL:

CITY OF HOUSTON, TEXAS

Carla Russell
City Secretary

By: Bill White
BILL WHITE
Mayor

APPROVED

COUNTERSIGNED BY:

Stephen L. Williams
STEPHEN L. WILLIAMS
Director, Houston Department
Of Health and Human Services

Annise Parker
ANNISE PARKER
City Controller
Date: 7-9-08

APPROVED AS TO FORM:

By: Lam P. Nguyen
Assistant City Attorney
L.D. File No. 0380800022001
LPN\2009

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

MAY 20 2008

APPROVE _____
Recorded Vol _____ Page _____

The Commissioners Court of Harris County, Texas, convened at a meeting of said Court at the Harris County Administration Building in the City of Houston, Texas, on the ____ day of MAY 20 2008, 2008, with the following members present, to-wit:

Ed Emmett	County Judge
El Franco Lee	Commissioner, Precinct No. 1
Sylvia R. Garcia	Commissioner, Precinct No. 2
Steve Radack	Commissioner, Precinct No. 3
Jerry Eversole	Commissioner, Precinct No. 4

and the following members absent, to wit: Eversole, constituting a quorum, when among other business, the following was transacted:

ORDER AUTHORIZING AN INTERLOCAL AGREEMENT WITH THE CITY OF HOUSTON

Commissioner Lee introduced an order and made a motion that the same be adopted. Commissioner Lee seconded the motion for adoption of the order. The motion, carrying with it the adoption of the order, prevailed by the following vote:

	Yes	No	Abstain
Judge Emmett	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Comm. Lee	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Comm. Garcia	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Comm. Radack	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Comm. Eversole	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The County Judge thereupon announced that the motion had duly and lawfully carried and that the order had been duly and lawfully adopted. The order thus adopted follows:

RECITALS:

Harris County owns the source code for a Centralized Patient Care Data Management System ("CPCDMS") developed by the Harris County Department of Public Health and Environmental Services; and

The CPCDMS was developed with funds from the Ryan White Title I grant; and

Harris County desires to share the software code with the City of Houston for the City of Houston to use in connection with the administration of its Ryan White grants; and

Harris County desires to approve an agreement between Harris County and the City of Houston. **NOW, THEREFORE,**

BE IT ORDERED BY THE COMMISSIONERS COURT OF HARRIS COUNTY, TEXAS THAT:

Section 1: The recitals set forth in this order are true and correct.

Section 2: The Interlocal Agreement is approved and the County Judge of Harris County or his designee is authorized to execute an Interlocal Agreement with the City of Houston to share the CPCDMS software code with the City of Houston for the City of Houston to use in connection with the administration of its Ryan White grants under the terms and provisions set out in the Agreement, which is incorporated by reference and made a part of this Order for all intents and purposes as though set out in full word for word.

Section 3: All Harris County officials and employees are authorized to do any and all things necessary or convenient to accomplish the purpose of this Order.