

# ANN ARBOR AREA BOARD OF REALTORS®

## IDX Vendor Confidentiality Agreement

AGREEMENT MADE this      day of     , 20    , between Ann Arbor Area Board of REALTORS®, whose address is 1919 West Stadium Boulevard, Ann Arbor, MI 48103 (AAABoR), and Constellation Web Solutions, whose address is 6737 West Washington St, Suite 2120, West Allis, WI 53214 (Vendor).

### WITNESSETH:

WHEREAS, AAABoR provides services to its members through AAABoR's Multiple Listing Service (the MLS); and

WHEREAS, AAABoR, in the operation of the MLS, receives information from Participants in the MLS related to properties which are the subject of listings submitted to the MLS and related information in electronic form provided for the use of Participants (as defined in AAABoR's MLS Rules and Regulations) in the MLS (the MLS Data); and

WHEREAS, Vendor requires access to the MLS Data to provide services to AAABoR or its members; and

WHEREAS, AAABoR and Vendor wish to set forth the terms under which Vendor shall be permitted access to the MLS Data and related information.

NOW, THEREFORE, it is agreed as follows:

1. AAABoR shall provide Vendor access to the MLS Data in consideration for Vendor's conformity with the terms of this Agreement.
2. Vendor acknowledges AAABoR's ownership of the copyrights in the MLS database and understands that Vendor is being granted a nonexclusive, revocable license for access to the MLS Data and use pursuant to the terms of this Agreement.
3. Vendor shall not disclose Confidential Information, as defined below, to which it may obtain knowledge or access as a result of this Agreement to any person or third party without AAABoR's prior written consent. Confidential Information is information which is material or proprietary to AAABoR or designated confidential by AAABoR. Confidential Information includes, and is not limited to, the following types of information (whether in oral, visual, audio, electronic, written or some other form or medium):
  - a. MLS Data;
  - b. All documentation and other tangible and intangible discoveries, ideas, concepts, designs, drawings, specifications, models, information and images;
  - c. All software, source code, object code, diagrams and flow charts;
  - d. IP addresses, access codes and passwords; and
  - e. Any information that AAABoR obtains from any third party that AAABoR treats as proprietary and designates as Confidential Information, whether owned or developed by AAABoR.
4. Vendor shall use or access the Confidential Information only for the purpose of

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Display IDX data on broker/agent website and / or mobile site.

(DESCRIBE PROPOSED USE OF MLS DATA BY VENDOR).

5. The term of this Agreement shall commence on the date this Agreement is signed by authorized representatives of AAABoR and Vendor. AAABoR shall have the right at any time and in its sole discretion to terminate this Agreement.
6. The obligations of the Vendor as set forth in paragraph 3 of this Agreement shall survive its termination. Upon termination, Vendor shall return or destroy any Confidential Information in its possession to AAABoR.
7. Vendor may not assign or otherwise transfer any of its rights under this Agreement to any party without the prior written consent of AAABoR.
8. This Agreement constitutes the full and complete understanding of the parties regarding the subject matter of this Agreement and supersedes all prior representations and understandings, whether they are oral or written.
9. This Agreement is governed by and enforced according to the laws of the State of Michigan.

IN WITNESS WHEREOF, the parties have executed this Agreement on the dates set forth below their signatures.

ANN ARBOR AREA BOARD OF REALTORS®

By: \_\_\_\_\_

Its \_\_\_\_\_

Date: \_\_\_\_\_

VENDOR:

By: Daniel Dlh

Its Data & Compliance Manager

Date: \_\_\_\_\_

**To expedite setting up the feed, if approved, please provide the following information:**

Name of AAABoR member requesting feed: \_\_\_\_\_ Subscriber name required

Type of feed requested: \_\_\_\_\_ FTP \_\_\_\_\_ x \_\_\_\_\_ RETS  
(if RETS what user-agent- \_\_\_\_\_ password \_\_\_\_\_)

Contact person Daniel Dlh

Contact phone number: 425-636-6910

Contact email: brokersolutions@constellationws.com

\_\_\_\_\_ AAABoR use below line \_\_\_\_\_

User name: \_\_\_\_\_ Password: \_\_\_\_\_