

**M E M O R A N D U M**

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To: Pima County Board of Supervisors

From: Bobby Yu, Deputy County Attorney

Date: August 14, 2023

Subject: **Microsoft Master Services Agreement**

During contract negotiations with Pima County, Microsoft Corporation requested that the Master Services Agreement ("Agreement") be marked confidential. The County honored Microsoft's request when adding the Agreement to the Board of Supervisors agenda for August 8, 2023.

A Pima County Supervisor indicated interest in discussing the contract prior to voting on approval. In response, the County requested written permission from Microsoft for the Board of Supervisors to discuss the contract at the August 8, 2023 Board of Supervisors meeting. Microsoft's Director of Sales for State & Local Government responded by email, "I am okay with Pima County sharing this document in the Public Forum meeting that you have scheduled for day."

Afterwards the Board of Supervisors continued the agenda item to the Board of Supervisors meeting on August 21, 2023. The County requested that Microsoft consider removing the confidential statement at the bottom of each page. Microsoft's Director of Sales and Services Contract Manager indicated that they could not change Microsoft's standard template, but that the confidentiality provision was subject to Arizona state laws. Microsoft confirmed in an email that the following statement was correct, and that the Agreement can be released for public viewing:

Microsoft will not remove the "confidential information" wording on the footer of each page of the Microsoft Master Services Agreement ("Agreement"). However, Microsoft is acknowledging that this Agreement is in fact not confidential. Therefore, Microsoft agrees that this Agreement can be shared as agenda materials accessible to the public on a Board of Supervisors agenda, and that the County can share this Agreement with the public through the County's OnBase contract database and on a Board of Supervisors agenda.

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DATE 12/22/2023 BY 60322 UCBAW