

PARTICIPANT MEMBER BROKERS "IDX" AGREEMENT

This Agreement is made and entered into by Central Georgia Multiple Listing Service, Inc.

("CGMLS"), _____ ("Participant"), and

Constellation Web Solutions _____ ("Operator").

RECITALS:

CGMLS provides real estate multiple listing services to Participant Member Broker and others. Participant Member Broker has requested that CGMLS provide "IDX" listing data to operator. Operator operates a website that includes listing information at the following URL:

(the "Website").

IT IS AGREED:

The undersigned Participant Member Broker hereby requests to receive and display all consenting Participant Member Brokers' listings, and the undersigned hereby agrees, represents and warrants to CGMLS as follows:

1. Participant Member Broker will be limited to a single data feed or FTP login/RETS.
2. Single set of IDX data must populate Participant Member Broker controlled website.
3. Single data set may not be forwarded on to any additional web site or portal.
4. CGMLS will provide data for active and contingent exclusive right to sell / exclusive agency property types that allow for Internet republication.
5. Listing data may not be modified for display by anyone other than the listing Participant Member Broker.
6. CGMLS will provide listing data a minimum of once per week and a maximum of once per business day via FTP transfer, or may provide web site/data aggregator access to the CGMLS data/image FTP server.
7. All listing data on the site must be updated at a minimum of weekly.
8. A search result producing a property detail display of any Participant Member Broker's listing shall bear the listing company's name immediately following the property information.
9. Any search result shall include a disclaimer disclaiming liability for inaccuracies in the data.
10. The listing data file format will be tab delimited.
11. A maximum of 36 photos per listing will be provided in .jpg format.

12. CGMLS will reasonably attempt to provide 5 business days notice of data or graphics format changes.

13. The data aggregator/web site operator must make changes within ten (10) days of notice from CGMLS to correct or cure any violation of CGMLS Rules and Regulations or any breach of the agreement.

14. The RETS location of the MLS data is:

<http://cgmls.rets.paragonrels.com/rets/fnisrets.aspx/CGMLS/login?rets-version=rets/1.7.2>

15. The data aggregator/web site operator shall take reasonable efforts to avoid scraping of the data set and framing of the data set on any unauthorized web site.

16. Participant Broker may frame or gateway their Participant Member Brokers web site to display the IDX data set, but the site must retain Participant Member Brokers "branding".

17. CGMLS is executing this Agreement at the request of its Participant Member Broker, and neither the execution nor the performance of this Agreement shall constitute a waiver, license, transfer, relinquishment or abandonment of any trade secret, confidential, proprietary or other information or rights by CGMLS. Any information obtained by Operator in connection with the performance of this Agreement concerning CGMLS's database, confidential, custom or proprietary software or business systems or methods shall be deemed confidential, and shall be preserved such by Operator, and shall not be disclosed by operator to any third party without CGMLS's express prior written consent.

18. This Agreement shall be interpreted under the laws of the state of Georgia, and the parties hereby consent to jurisdiction and venue in the State of Georgia and Houston County Circuit Court and/or the Federal District Court of Georgia with respect to any matter arising out of, or related to, this Agreement or the relationship among the parties in connection with this Agreement.

19. If suit or action is commenced to enforce or interpret the terms or provisions of this Agreement, the prevailing party shall be entitled to its costs and reasonable attorneys' fees in such suit or action and in any appeal there from.

PARTICIPANT/AGENT:

By: _____
Participant Member Broker/Agent Signature

DATE: _____

Office: _____

Date: _____

OPERATOR/VENDOR:

By: David Dilly Its: Data & Compliance Manager

Company: Constellation Web Solutions

Date: _____

CGMLS

CENTRAL GEORGIA MULTIPLE LISTING SERVICE, INC.

By: *Skip Talbert*
 Executive Officer

DATE: May 31, 2019