

**72489**

Date: November 6, 2019

To: The Honorable Board of Acquisition and Contract

From: George Latimer  
County Executive

Re: Authority for the County of Westchester to enter into a short-form agreement with Film, Stage & ShowBiz Expo LLC d/b/a Small Business Expo to participate in the November 20, 2019 event in Brooklyn, New York for an amount of \$4,395.00 and specifying that the County will provide the Manager with indemnification and a limit of liability

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Authority is sought for the County of Westchester ("County") to enter into an agreement with Film, Stage & ShowBiz Expo LLC d/b/a Small Business Expo (the "Manager") to participate in the November 20, 2019 event in Brooklyn, New York (the "Event") for an amount of \$4,395.00 and specifying that the County will indemnify the Manager and provide other protections. The County will be participating as an exhibitor at the Event in order to increase visibility for and recruit startups to apply for the Westchester County Element 46 business incubator program.

As your Honorable Board is aware, short-form contracts for amounts less than \$35,000 do not generally require the approval of your Honorable Board unless those contracts contain provisions that would potentially put the County at risk, such as this agreement which contains indemnification, release and limit of liability clauses. As such, the agreement requires approval of your Honorable Board.

The proposed agreement will provide the following:

1. The County shall indemnify, defend and hold the Manager harmless from and against any and all claims, damages, liabilities, costs, and expenses (including, but not limited to, reasonable attorneys' fees and disbursements and all other associated costs of a lawsuit or lawsuits), arising (a) out of, in connection with or related to the Event which is not due to the gross negligence or willful misconduct of Manager, (b) the violation of any law or regulation by the County or its representative, and/or (c) the negligence or misconduct of the County or its representative.

2. The County expressly releases Manager from any and all damages, claims, costs and other liabilities arising out of the event including damage to the event space, loss of electricity or damage or destruction to the County's property even if arising due to the negligence or misconduct of the Manager.
3. In no event shall the Manager be liable for any damages arising out of the County's involvement in the Event. The entire liability of the Manager for any damages related to the Event is limited to one-half (1/2) of the aggregate fees paid by the County to the Manager.

This agreement is exempt from the requirements of the Westchester County Procurement Policy pursuant to Section 3(b) thereof.

The goals and objectives of this agreement are to increase visibility for and recruit startups to apply for the Westchester County Element 46 business incubator program.

The agreement will be tracked and monitored by the Office of Economic Development.

Accordingly, your favorable action on the annexed Resolution is most respectfully urged and recommended.

GL/DLV/dv

APPROVED BOARD OF ACQUISITION & CONTRACT - 11/07/2019 - LIS/MP/AJ, SECRETARY

**RESOLUTION**

Upon a communication from the County Executive, be it hereby

**RESOLVED**, that the County of Westchester (“County”) is hereby authorized to enter into a an agreement with Film, Stage & ShowBiz Expo LLC d/b/a Small Business Expo (the “Manager”) to participate in the November 20, 2019 event in Brooklyn, New York (the “Event”) for an amount of \$4,395.00 and specifying the following:

1. The County shall indemnify, defend and hold the Manager harmless from and against any and all claims, damages, liabilities, costs, and expenses (including, but not limited to, reasonable attorneys' fees and disbursements and all other associated costs of a lawsuit or lawsuits), arising (a) out of, in connection with or related to the Event which is not due to the gross negligence or willful misconduct of Manager, (b) the violation of any law or regulation by the County or its representative, and/or (c) the negligence or misconduct of the County or its representative.
2. The County expressly releases Manager from any and all damages, claims, costs and other liabilities arising out of the event including damage to the event space, loss of electricity or damage or destruction to the County’s property even if arising due to the negligence or misconduct of the Manager.
3. In no event shall the Manager be liable for any damages arising out of the County’s involvement in the Event. The entire liability of the Manager for any damages related to the Event is limited to one-half (1/2) of the aggregate fees paid by the County to the Manage; and be it further

**RESOLVED**, that the County Executive or his duly appointed designee be, and hereby is, authorized to take such action and execute such documents as may be necessary and proper to effect the purposes hereof.

Account to be Charged/credited	Fund	Dept	Major Program, Program & Phase Or Unit	Object/ Sub Object	Trust Account	Dollars
	101	11	0710	4380		4,395.00

Budget Funding Year(s) 2019 Start Date November 20 End Date November 20  
 (must match resolution)

Funding Source Tax Dollars 4,395.00  
 State Aid \_\_\_\_\_  
 \$ \_\_\_\_\_ Federal Aid \_\_\_\_\_  
 (must match resolution) Other \_\_\_\_\_

APPROVED BOARD OF ACQUISITION & CAPITAL PROJECTS - 11/10/2019 - LEA MARIJA, SECRETARY

APPROVED BOARD OF ACQUISITION & CONTRACT - 11/07/2019 - LISA MRIJAJ, SECRETARY