

**AGREEMENT BETWEEN
the City of Saratoga Springs and
Towne, Ryan & Partners
for the Provision of Legal Services to the City of Saratoga Springs, NY**

The Agreement is entered into between the City of Saratoga Springs and Towne, Ryan & Partners for the provision of legal services to the City of Saratoga Springs for the time period of January 1, 2015 through and including December 31, 2015.

WHEREAS, the City of Saratoga Springs requires legal representation for the City's Article 7 legal matters and the City Council has agreed to engage the services of Towne, Ryan & Partners for these Article 7 legal matters; and Towne, Ryan & Partners has agreed to provide such legal services to the City of Saratoga Springs.

THEREFORE, the City and Towne, Ryan & Partners hereby agree as follows:

1. **Subject of Agreement** – Towne, Ryan & Partners shall advise and represent the City and render legal services relating to the City's municipal legal matters under the direction of the City Council.
2. **Term and Renewal** – The Term of this Agreement shall be from date of this agreement until each of the matters assigned by City Council has been resolved, including any appeals. This Agreement may be renewed for subsequent years under the same provisions or as modified by Agreement between the City and Towne, Ryan & Partners.
3. **Compensation** – The City will pay Towne, Ryan & Partners for legal services as described above with fees billed at hourly rates not to exceed One Hundred Seventy dollars (\$170.00) per hour. Towne, Ryan & Partners will invoice the City on a monthly basis and the City will pay all invoices within thirty (30) days, or as practicable.
4. **Insurance** – The City of Saratoga Springs requires a Certificate of Insurance naming the City of Saratoga Springs as an **Additional Insured on a primary and non-contributory basis** evidencing the following coverage:
 - Commercial General Liability: \$1,000,000 per occurrence and \$2,000,000 aggregate including completed operations, personal injury and product liability
 - Professional Errors & Omissions Coverage: \$1,000,000 per occurrence aggregate (*Please note that for this coverage, the City of Saratoga Springs shall not be named as an Additional Insured.*)
 - Statutory Workers Compensation and Employer's Liability Insurance for all employees (*Please note that for this coverage per NYS Law, the City of Saratoga Springs shall not be named as an Additional Insured.*)

Certificates of Insurance should be addressed to the attention of: Director of Risk and Safety, City of Saratoga Springs, 474 Broadway City Hall, Saratoga Springs, NY 12866.

Towne, Ryan & Partners acknowledges that failure to obtain such insurance on behalf of the municipality constitutes a material breach of contract and subjects it to liability for damages, indemnification and all other legal remedies available to the City. The firm is to provide the City with a Certificate of Insurance naming the City as **Additional Insured on a primary and non-contributory basis** prior to the commencement of any work. The failure to object to the contents of the Certificate of Insurance or the absence of same shall not be deemed a waiver of any and all rights held by the municipality.

Towne, Ryan & Partners shall indemnify and save harmless the City of Saratoga Springs, its Agents and Employees (hereinafter referred to as "City"), from and against all claims, damages, losses and expense (including, but not limited to, attorneys' fees), arising out of or resulting from the performance of the work, sustained by any person or persons, provided that any such claim, damage, loss or expense is attributable to bodily injury, sickness, disease, or death, or to injury to or destruction of property caused by the tortious act or negligent act or omission of Towne, Ryan & Partners or its employees, agents or subcontractors.

5. **Attorneys** – James T. Towne, Jr., Esq. (Principal Attorney) shall be responsible for providing the legal services described above on behalf of Towne, Ryan & Partners. Other attorneys from Towne, Ryan & Partners may be substituted to provide legal services pursuant to this Agreement upon the approval of the City Council.
6. **Termination** – This Agreement may be terminated by either party upon thirty days written notice by certified mail.
7. **Assignment** – This Agreement may not be assigned by Towne, Ryan & Partners.
8. **Modification** – This Agreement may not be modified except in writing signed by both parties.

By: _____ By: _____

Date: _____ Date: _____

As per City Council approval on _____

Client#: 6390

TOWRYAO

ACORD™

CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)
4/30/2014

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER Parsons & Associates, Inc. Lawyers Professional Liability PO Box 3890 Syracuse, NY 13220-3890	CONTACT NAME: PHONE (A/C, No, Ext): 315 472-5420 FAX (A/C, No): 315 472-2322 E-MAIL ADDRESS:																				
	<table border="1"> <tr> <th colspan="2">INSURER(S) AFFORDING COVERAGE</th> <th>NAIC #</th> </tr> <tr> <td>INSURER A:</td> <td>Continental Casualty Co (LP)</td> <td>20443C</td> </tr> <tr> <td>INSURER B:</td> <td></td> <td></td> </tr> <tr> <td>INSURER C:</td> <td></td> <td></td> </tr> <tr> <td>INSURER D:</td> <td></td> <td></td> </tr> <tr> <td>INSURER E:</td> <td></td> <td></td> </tr> <tr> <td>INSURER F:</td> <td></td> <td></td> </tr> </table>	INSURER(S) AFFORDING COVERAGE		NAIC #	INSURER A:	Continental Casualty Co (LP)	20443C	INSURER B:			INSURER C:			INSURER D:			INSURER E:			INSURER F:	
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INSURER F:																					
INSURED Towne Ryan & Partners, PC 450 New Karner Road Albany, NY 12212																					

COVERAGES CERTIFICATE NUMBER: REVISION NUMBER:

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INER LYR	TYPE OF INSURANCE	ADDL SUBR INSR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
	GENERAL LIABILITY <input type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input type="checkbox"/> OCCUR GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC					EACH OCCURRENCE \$ DAMAGE TO RENTED PREMISES (Per occurrence) \$ MED EXP (Any one person) \$ PERSONAL & ADV INJURY \$ GENERAL AGGREGATE \$ PRODUCTS - COMP/OP AGG \$
	AUTOMOBILE LIABILITY <input type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> HIRED AUTOS <input type="checkbox"/> NON-OWNED AUTOS					COMBINED SINGLE LIMIT (Per accident) \$ BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$
	UMBRELLA LIAB <input type="checkbox"/> OCCUR EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE DED RETENTION \$					EACH OCCURRENCE \$ AGGREGATE \$
	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? <input type="checkbox"/> Y <input checked="" type="checkbox"/> N (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below	N/A				(WC STATU-TORY LIMITS) <input type="checkbox"/> OTH-ER E.L. EACH ACCIDENT \$ E.L. DISEASE - EA EMPLOYEE \$ E.L. DISEASE - POLICY LIMIT \$
A	Lawyers Prof		425130425	05/01/2014	08/01/2015	\$6,000,000 PER CLAIM \$5,000,000 AGGREGATE \$10,000/DED PER CLAIM

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach ACORD 101, Additional Remarks Schedule, if more space is required)
 Lawyers Profesional Liability

CERTIFICATE HOLDER City of Saratoga Springs 474 Broadway Saratoga Springs, NY 12866	CANCELLATION SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS. AUTHORIZED REPRESENTATIVE <i>Robert M. Parsons</i>
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CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)
12/5/2014

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER McPhillips Insurance Agency 20 E Washington St Glens Falls NY 12801	CONTACT NAME: Natalie Kerbelis PHONE (A/C No. Ext.): (518) 792-5841 E-MAIL ADDRESS: NatalieK@mopins.com	FAX (A/C No.): (518) 793-3627
	INSURER(S) AFFORDING COVERAGE	
INSURED Towne, Ryan & Partners, Pc 450 New Karner Rd Po Box 15072 Albany NY 12205	INSURER A: Ohio Security Insurance Company 24082	
	INSURER B: Ohio Casualty Insurance Company 24074	
	INSURER C: Utica National Insurance 13998	
	INSURER D:	
	INSURER E:	
INSURER F:		NAIC #

COVERAGES **CERTIFICATE NUMBER: 2014-15** **REVISION NUMBER:**

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL/ SUBR INSR/ WVP	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
A	GENERAL LIABILITY					EACH OCCURRENCE \$ 1,000,000
	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY					DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 300,000
	<input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR	X	BZ855493528	5/1/2014	5/1/2015	MBD EXP (Any one person) \$ 15,000
						PERSONAL & ADV INJURY \$
						GENERAL AGGREGATE \$ 2,000,000
						PRODUCTS - COMP/OP AGG \$
						\$
	AUTOMOBILE LIABILITY					COMBINED SINGLE LIMIT (Ea accident) \$
	<input type="checkbox"/> ANY AUTO					BODILY INJURY (Per person) \$
	<input type="checkbox"/> ALL OWNED AUTOS	<input type="checkbox"/> SCHEDULED AUTOS				BODILY INJURY (Per accident) \$
	<input type="checkbox"/> HIRED AUTOS	<input type="checkbox"/> NON-OWNED AUTOS				PROPERTY DAMAGE (Per accident) \$
						\$
B	<input checked="" type="checkbox"/> UMBRELLA LIAB					EACH OCCURRENCE \$ 5,000,000
	<input type="checkbox"/> EXCESS LIAB	<input type="checkbox"/> CLAIMS-MADE				AGGREGATE \$ 5,000,000
	<input type="checkbox"/> DED <input checked="" type="checkbox"/> RETENTION \$ 10,000		08055493528	5/1/2014	5/1/2016	\$
C	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY					WC STATUTORY LIMITS OTHER
	ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NM)	Y/N				E.L. EACH ACCIDENT \$ 500,000
	If yes, describe under DESCRIPTION OF OPERATIONS below	N/A	4210584	5/1/2014	5/1/2015	E.L. DISEASE - EA EMPLOYEE \$ 500,000
						E.L. DISEASE - POLICY LIMIT \$ 500,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach ACORD 101, Additional Remarks Schedule, if more space is required)
 Certificate holder is an additional insured on General Liability on a primary basis as required by contract

CERTIFICATE HOLDER (518) 693-4070 City of Saratoga Springs 474 Broadway Saratoga Springs, NY 12866	CANCELLATION SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.
	AUTHORIZED REPRESENTATIVE Joseph Rocco/DIANE