

Kenneth W. Jenkins  
County Executive

Natasha Caputo  
Director  
Tourism & Film

**110482**

TO: Honorable Members of the Board of Acquisition and Contract

FROM: Natasha Caputo  
Director, Westchester County Office of Tourism & Film

DATE: February 5, 2025

SUBJECT: Authority for the County of Westchester to agree to defend, indemnify, and hold harmless publishers in approved short form agreements for advertising services for the period commencing retroactively on January 1, 2025 through December 31, 2025.

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The County of Westchester (the "County"), acting by and through the Office of Tourism & Film ("OTF"), enters into many agreements with various publishers for the purpose of placing advertisements for publication in order to promote tourism in Westchester County. The process of negotiating individual agreements with each publisher is cumbersome and lengthy due to the unique nature of advertising and publishing. Often times there is a short window of time in which to place an advertisement with a publisher. In order to assist in this process, the Law Department and OTF have worked together to finalize an "Advertising/Publishing Agreement" template (the "Agreement") for the provision of these services to be used for short form agreements only. During the drafting of the Agreement, OTF sought input from publishers in order to create a comprehensive agreement that would meet the requirements of all parties. It was determined that a mutual defense and indemnity clause is standard in the industry and such a clause has been included in the Agreement.

If authorized by your Honorable Board, the attached Resolution would authorize the County to agree "to defend, indemnify, and hold the other party harmless from and against any and all damages, liabilities, costs and expenses (including but not limited to attorney's fees and costs) arising out of or relating to the party's breach of its obligations under this Agreement and any intellectual property claims and violation of rights, including the personal or proprietary rights, related to the material provided by the party", in all Agreements for the period commencing retroactively on January 1, 2025 through December 31, 2025.

The public purpose, as well as the goal and objective of this Resolution, is to allow OTF to promote tourism in Westchester County by placing advertisements for publication in the timeliest and most efficient manner.

As I believe this to be in the best interest of the County, and necessary for the OTF to effectively promote tourism, I most respectfully recommend adoption of the annexed Resolution.

NC/mcz

APPROVED BOARD OF ACQUISITION & CONTRACT - 03/13/2025 - RAYMOND SCULKY, SECRETARY

**RESOLUTION**

Upon a communication from the Director of the Office for Tourism & Film, be it hereby:

**RESOLVED**, that the County of Westchester (the "County"), acting by and through the Office of Tourism & Film, is hereby authorized to defend, indemnify, and hold harmless publishers for advertising services in short form agreements for the period commencing retroactively on January 1, 2025 through December 31, 2025 as follows:

"Each party agrees to defend, indemnify, and hold the other party harmless from and against any and all damages, liabilities, costs, and expenses (including but not limited to attorney's fees and costs) arising out of or relating to the party's breach of its obligations under this Agreement and any intellectual property claims and violation of rights, including the personal proprietary rights, related to the material provided by the party."

; and be it further

**RESOLVED**, that the County Executive or his duly authorized designee, be and hereby is authorized and empowered to execute all documents necessary to effectuate the purposes herein.

Account to be Charged/credited

Year	Fund	Agency	Major Program, Program & Phase Or Unit	Object/ Sub-Object	Trust Account	Dollars
						\$0.00

Budget Funding Year(s) 2025 Start Date: 01/01/2025 End Date: 12/31/2025

Funding Source

Tax Dollars: \_\_\_\_\_  
 State Aid: \_\_\_\_\_  
 Federal Aid: \_\_\_\_\_  
 Other: \_\_\_\_\_

\$ 0.00  
 (must match resolution)

