Request for Proposals
Computerized Maintenance Management System (CMMS)
Town of Falmouth, Maine
February 2nd, 2022

The Town of Falmouth is inviting qualified individual(s) or company(s) to submit a proposal to provide and configure a computerized maintenance management system (including software, training, maintenance, and other associated services) for the Wastewater and Public Works Departments.

Proposals must be submitted by **Thursday, March 3rd, 2022 at 11:00 AM at the Falmouth Public Works building located at 101 Woods Road, Falmouth, ME 04105.**

See Section 3.2 Proposal Submission for further instructions on submitting proposals.
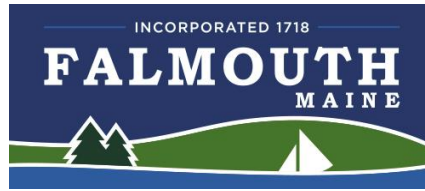
1. RFP OVERVIEW

1.1. Introduction
Falmouth, Maine is located just north of Portland on the coast of Maine. It has a population of approximately 12,000 people and covers approximately 32 square miles from the coastline to rural areas further inland.

The Town of Falmouth has a comprehensive GIS program that has been in place for over 27 years. The Town currently uses proprietary CMMS software to track work orders and is looking to explore new opportunities to advance its work order tracking and asset management program through expanded use of technology.

1.2. Overview of Departments
The Public Works Department provides the following services:
- Public road maintenance and pavement management
- Maintenance of storm drain infrastructure
- Street sweeping
- Street trees
- Managing the town's solid waste disposal and recycling programs
- Managing the transfer station
- Fleet maintenance

The Wastewater Treatment Facility is responsible for providing sewage collection and treatment for the ratepayers of Falmouth and parts of the Town of Cumberland, an abutting community. The wastewater infrastructure includes a gravity and force main collection system, 31 pump stations and a 1.56MGD wastewater treatment facility.

1.3. Goals of the CMMS

The Town is looking to acquire a long-term and cost-effective solution to provide work order tracking and asset management for the Public Works and Wastewater Departments.

The Town is seeking a CMMS that can accomplish the following objectives:
- Enable the Town to more effectively identify, plan, execute and track maintenance activities for the following:
  - **Wastewater infrastructure** (wastewater treatment facility, collection system and pump stations);
  - **Stormwater infrastructure**;
  - **Roadways** and;
  - **Inventory tracking and management for Public Works supplies (street and construction signage, storm drain infrastructure, earthwork, etc.)**
  - **Note:** The Town is not looking to include Facilities Management and Fleet Maintenance in its asset management program at this time but would like to see what potential vendors can offer for future consideration.
- Provide a citizen call-logging system that will allow a seamless transfer between calls logged and subsequent work orders created in the CMMS. Provide two-way communication ensuring that the resolution of the problem is communicated back to the department and, ultimately, the customer that logged the issue. The new CMMS solution should be able to integrate historical work order records from the Town's existing CMMS software.
- Provide the foundation for an asset management program to allow the optimization of financial investments and better equip decision-makers with accurate information regarding the condition and performance of the various assets
- Integrate with the existing GIS and help improve its accuracy
- Provide a mobile CMMS option to support efficiency, accuracy and real-time information between the field and the office
- Capture the lifecycle of an operational or maintenance problem, from incident to resolution, to support repair/replacement decisions
- Assist with budgeting and financial analysis
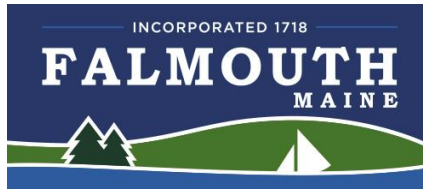- Scheduling of preventive maintenance

1.4. Current Network Environment

The Public Works and Wastewater Departments have approximately 22 employees and 17 computers made up of PC's and Thin Clients. All the Town servers are centrally located at our Police Department's facility. The Public Works and Wastewater Departments connect back to

the servers via a dedicated 200MB fiber connection. The town's servers run in a virtual environment using VMWare. All the town's applications run on Citrix Virtual Apps and Desktops version 2106. All servers run Microsoft Windows Server 2016.

1.5. Current Geographic Information System (GIS) System
The Town of Falmouth has been using GIS in several departments since 1994. The town owns the following ESRI licenses: Enterprise Standard, Desktop Standard, Desktop Basic (4 licenses). Our Enterprise license is served through a cloud-based server. Our data is served through the Enterprise license and used by the town in various ways. The town maintains a variety of data layers including Cadastral data (parcels, building footprints, roads), Utility data including Sewer and Drainage information, Zoning data, and a variety of other data sets. The town uses a variety of ArcGIS online applications currently for field data collection, access to data sets, and dashboards for understanding the data.

All responses to this proposal request should consider integration with existing and future operating systems for both the workstations/thin clients and servers. Hardware and software requirements for the CMMS need to be submitted in writing (email preferred, see Section 4.1 below).

2. SCOPE OF WORK

2.1. Project Management and Work Plan
The selected vendor will be required to assign a dedicated Project Manager to the project. The selected vendor and its assigned Project Manager will be required to manage the project resources to ensure the requirements of the contract are fully satisfied and the CMMS is successfully implemented. Vendors must propose an effective and sufficiently formalized approach to project management that allows for the anticipation of problems, potential delays and the formulation and execution of appropriate corrective action.
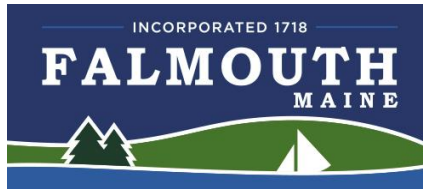
The vendor's Project Manager will be expected to participate in at least bi-weekly (every two weeks) phone meetings with the town, overseeing project schedule, status tracking and reporting, issue tracking and reporting, and tracking and reporting of resources needs. These meetings are expected to occur until such time that the product is deemed satisfactorily operational by the town.

In addition, the vendor will develop and maintain a work plan of activities for initial set-up and on-going delivery of products and services that address all tasks and necessary deliverables. The vendor will describe all work to be performed, including the level of effort required by the Town, prior to commencing work. The work plan must be submitted within four (4) weeks of the formal notice-to-proceed (NTP) and include the approach to accomplishing each task and the process, tools, and resources to be used. The work plan must be at a sufficient level of detail to allow the Town to clearly understand the proposed approach and the dependent tasks or subtasks that may

impact the timely delivery of the products and/or services. The vendor will be expected to provide the Town with a list of initial information and data it will require from the Town to begin project execution.

The Town will review the selected vendor's work plan and upon its acceptance, will authorize the selected vendor to progress with services. The vendor will be required to deliver a graphical schedule depicting the activities, milestones, and interdependencies associated with the activities and phases. The vendor's project manager will be responsible for updating the schedule throughout the course of the project.

2.2. Software
The CMMS should be compatible with the following system configurations:
- Users – Approximately 10 concurrent users
- Server Operating System – Windows Server, cloud solution, or hybrid solution. Note: At this time, the Town prefers a cloud-based solution. The proposal should clearly identify and explain the CMMS operating system and associated storage capabilities
- Client Operating System – Windows Desktop, iOS mobile
- Standard Browser – Chrome, Internet Explorer, Safari
- Database – SQL Server

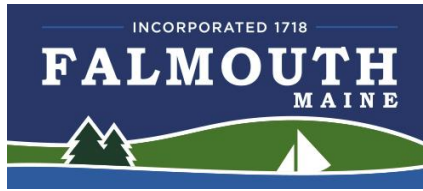## 2.3. System Integration
2.3.1. GIS Integration
The Town intends on leveraging its investment in GIS by acquiring a CMMS that seamlessly integrates with the Town's GIS. This integration between the GIS and the maintenance management system will give the Town, and most notably the field crews, the most accurate information about its assets. The town expects to continue to use ESRI software to view, edit, and update data sets that are used within the CMMS and have access to data developed within the CMMS in other ESRI software. The vendor will ensure integration between the GIS and the CMMS via ArcGIS Server REST endpoints, it is expected that the CMMS will consume the town's existing data layers.

2.3.2. Pavement Condition Index
The Town utilizes an existing Pavement Conditions Index (PCI) for street condition assessment. The CMMS vendor will have to be able to integrate existing numerical PCI ratings and be able to incorporate future PCI assessments.

2.3.3. Existing Work Orders
As mentioned previously, the Town currently utilizes a CMMS to track work orders. The new CMMS vendor should have the capability to integrate historical work orders into the new system or provide a link so historical work orders are accessible.

2.4. Data Conversion

The Town will provide the selected vendor with an inventory of existing assets to be migrated into the new CMMS. The vendor will identify any information or attributes that are missing from the provided inventory that are required for conversion into the CMMS. The vendor will also identify any information or attributes currently captured in the existing inventory that the software cannot migrate directly.

The vendor will describe how the software generates unique asset IDs, and whether the existing asset numbering system utilized by the Town is compatible. The vendor will be responsible for any translations required from the current Town asset ID structure to migrate successfully into the software's structure.

The vendor will be required to develop a data migration plan to map the migration of all data to the CMMS as part of their proposal.

2.5. System Testing and Training

The selected vendor will work with the Town to develop a test plan to verify the system meets all functional and technical requirements. Testing will be conducted for all standard functionality provided in the core software product, as well as for any functions that are configured and/or customized specifically for the Town. It is expected that the vendor will perform all functional and unit-testing and that the end-user acceptance testing will be performed by Town staff. The system will not go live until system testing is completed and the Town is satisfied that all issues identified as part of the testing process are resolved.
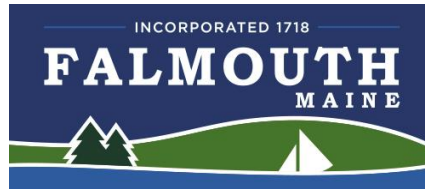
The selected vendor will provide training as needed for up to 10 Town staff within the Public Works, Wastewater and IT departments. It is expected that the selected vendor will provide, at a minimum, training for System Administration for 3 individuals and end-user training for all identified users.

Training shall include overviews, as well as detailed hands-on training tailored to the utility departments. This shall be hands-on training led by a qualified software trainer. If the selected vendor intends to utilize training methods such as remote web-based training, this shall be indicated in the response to this RFP. The training plan and methodology must be included in the proposal.

Training shall be considered complete when all applicable topics in the training plan have been covered, and competency of trained individuals has been established.

2.6. Support and Maintenance

The selected vendor will provide software support, including software version updates, troubleshooting, bug testing and correction, and software end-user support while the Town is current with its annual support and maintenance fee. At a minimum, the technical assistance

shall be available during the business hours of 7:00 a.m. to 4:30 p.m. Eastern Standard Time, through a toll-free phone number and through the internet.

3. PROCUREMENT PROCESS

3.1. Schedule

The proposed schedule for this procurement is summarized in Table 3-1 below. The Town reserves the right to modify any or all of the dates included on the schedule.

Table 3-1 Procurement Schedule	
Activity	**Date**
Issue RFP	February 2nd
Final Questions Due	February 24th
Proposals Due	March 3rd
Evaluation and Selection of Vendor *(approx.)*	March 31st
Town Executes Agreement *(approx.)*	April 7th
Software Go-Live *(approx.)*	June 7th

3.2. Proposal Submission

Proposals must be submitted by **Thursday, March 3rd, 2022 at 3:00pm EST at the Falmouth Public Works building located at 101 Woods Road, Falmouth, ME 04105.**

Proposals shall be submitted in sealed packages labeled "RFP – Computerized Maintenance Management System (CMMS), Attn: Justin Early."
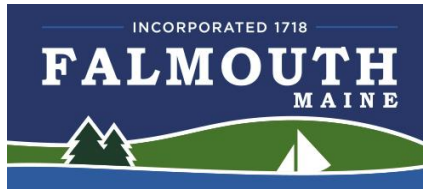
The responding vendor must submit proposals in *one* of the following formats;

Hard Copy: One original and five (5) copies of the price/fee schedule and an electronic version of the cost proposal on a separate portable drive (e.g., thumb drive, jump drive, disk), with the packaged labeled "RFP – Computerized Maintenance Management System (CMMS), Attn: Justin Early.", or

Electronic: Emailed to Justin Early at jearly@falmouthme.org with the subject line "RFP – Computerized Maintenance Management System (CMMS)."

All questions should be directed to Justin Early in writing at jearly@falmouthme.org with the subject – *CMMS Proposal*, or by phone at 207-781-3919. All questions must be submitted by Thursday, February 24th at 5:00pm EST.

The delivery of the Proposal to the Town on the above date and prior to the specified time is solely the responsibility of the Proposer. The Town shall not be responsible for delays caused by

the U.S. Postal Service or any private delivery service. Proposals delivered after the specified time will not be considered and will be marked as non-responsive.

3.3. Meetings, Interviews, Demonstrations

The Town will determine the need for such sessions as provided in the procurement process schedule or through such addenda as may be issued by the Town. The Town will coordinate with selected Proposers on a time and format for such sessions.

The Town will, at its discretion, determine the need for Proposer interviews during the procurement process. Product demonstrations from select group of vendors will be required as part of the proposal process. These product demonstrations can be virtual and will be based on systems similar in size and scope to Falmouth.

3.4. Selection Process

Responding vendors will be screened and the vendors judged by designated Town staff to be most appropriately qualified will be interviewed. Staff from the Wastewater, Public Works, IT and Administration departments may be on the selection committee. Vendor will be selected on a value/qualifications basis with consideration given to fee, in accordance with the following scoring matrix:

Component	Weighted %
Software Offering	50%
Implementation Approach	30%
Price Proposal	20%
TOTAL	100%

Fees will be negotiated with the firm determined to be the best qualified for the intended work.
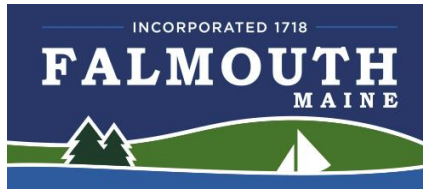
A copy of the Town's standard contract is attached in **Appendix A.**

The Town of Falmouth reserves the right to accept or reject any or all proposals for any reason, to negotiate with any individual or firm and to select one or more of the proposals.

4. PROPOSAL SUBMITTAL PROCEDURES AND FORMAT

The Proposal consists of three sections, and responding vendors shall follow this structure with responses:

1. Software Offering;
2. Implementation Approach;
3. Price Proposal.

The vendor response shall be structured to follow the sections described below.

4.1. Software Offering
This section shall consist of the information described in the following subsections:

4.1.1. Proposed Application Software and Computing Environment
The responding vendor must succinctly describe the overall functionality, features, and capabilities of the proposed CMMS. A summary of the modules relevant to DPW shall be provided. In addition, the following information must be included:

- Hardware Environment – Describe the hardware environment options as well as a recommended environment to deploy the proposed CMMS solution. The hardware environment description shall include all optional hosting environments, as well as all types of devices on which the CMMS would be deployed, including server(s), PCs, and mobile devices. In the event there is more than one suitable hosting environment or hardware platform, list all options indicating the relative strengths and drawbacks of each.

- Operating System – Identify the operating system recommended for the proposed CMMS solution and database management system that will reside in the hardware environment recommended above. In the event there is more than one suitable operating system, list all options indicating the relative strengths and drawbacks (if any) of each.

- Browser Requirements - List the internet browser(s) and version(s) required and preferred to support the CMMS.

- Database - Provide a description of the Relational Database Management System (RDBMS) utilized by the proposed CMMS solution. In the event there is more than one suitable RDBMS, list all options indicating the relative strengths and drawbacks (if any) of each.

- Backup and Redundancy – Provide a description of all options for backing up the system at regular intervals as well as proposed disaster recovery plan.
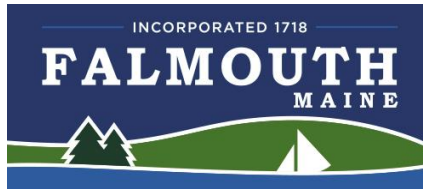
4.1.2. Optional and Third-Party Software
The responding vendor shall explicitly state the name of any optional or required third-party products or license agreements that the vendor is required to use or recommends as part of the proposed CMMS solution. It is the sole responsibility of the responding vendor to obtain and manage all subcontracts or license agreements with any proposed third-party solution vendors. Include a description of any products, features or other value-added components available for use with the proposed CMMS solution that have not been specifically requested in this RFP.

Consideration of these products, features, or other value-added components will be given where these may be of value to the Town.

4.1.3. System Security
The vendor shall provide reasonable assurance of confidentiality, integrity, and availability of all data that will live within the CMMS, detailing the proposed system's security features, including a description of the number and levels of security access allowed with the proposed CMMS solution and the audit functions built into the system to track user activity. Details should also be given of any monitoring and incident response protocols, as well as disaster recovery plans.

4.1.4. Support & Maintenance
The vendor shall supply information about expected response time to technical inquiries and shall describe the process by which software patches and upgrades are distributed and applied to the software. The responding vendor must specify the nature of any post-implementation support provided, including but not limited to:
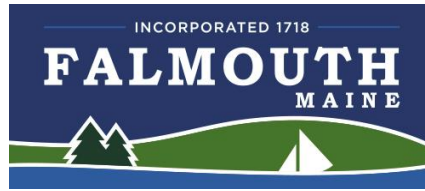
- Telephone support, including toll-free support hotline; hours of operations; availability of 24/7 hotline, etc.

- Special plans defining levels of customer support.

- Delivery method of future upgrades and product enhancements, including historical frequency of patches/updates and version upgrades by module and anticipated release date of all planned future versions.

- Availability of user groups (national and regional).

- Problem reporting and resolution procedures.

- Other support available (on-site, remote access, website access to patches, fixes and knowledge base, etc.)

4.2. Implementation Approach
This section shall consist of the information described in the following subsections:

4.2.1. Approach
Responding vendors are required to describe the proposed procedures and methods in order to meet the specifications presented in Section 2 of this RFP, Scope of Work. The response shall include a project approach that describes each step for the project, the milestones and deliverables produced, and the level of involvement of Town staff, based on the scope described in Section 2. At a minimum, this section must include:
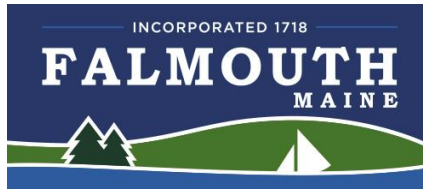
- Detailed implementation methodology, describing how the vendor would typically approach a CMMS project of this size. Include a description of how the firm would organize, mobilize, and implement a typical project, quality control procedures, and tools. If a pilot project or phased approach is recommended this shall be discussed as part of the technical approach

- Discussion on the tools and techniques to support the desired data conversion for the Town's existing files. If standard import tools are available to support the data import of these files, the vendor should provide a description. If custom database routines need to be developed to import the data, describe the experience performing this work

- Integration to the Town's existing GIS system. Thoroughly describe the approach to accommodate the integration requirements as outlined in Section 2

- Overview of proposed training, including options for on-site training services and/or the preferred training methodology

- Implementation plan, including estimated time-frame and deliverables for each phase of the project

- Expected number of Town FTE (Full Time Equivalent) hours required at different stages of the implementation process and for ongoing support

- Level of expertise required of Town staff for implementation, custom report/query definition, database and other system component maintenance, and for implementation and maintenance of hardware and software

- Any information, data or attribute types that are not compatible or cannot easily migrate into proposer's platform

Any additional tasks recommended by the responding vendor shall be addressed as part of the technical approach and shall be clearly presented as additional optional items beyond the Scope of Work presented in Section 2.

If any of the steps associated in the responding vendor's project approach require the assistance of a third-party consultant or a subcontractor, the specific tasks and contractors/subcontractors to be utilized must be identified.

4.2.2. Project Management
The responding vendors shall describe how the project will be organized and managed. The response should include the resources necessary to accomplish the requirements presented in

Section 2 of this RFP, including the total work hours estimated for the project, as well as the anticipated commitment from Town personnel.

4.2.3. Personnel

The responding vendors shall identify all the individuals who will be a part of the project team. An organizational chart shall be provided listing the intended role of each member of the project team and the respective office location. Each team member's total involvement in the project shall be detailed, expressed as total work hours per member of the project. The response should describe each team member's relevant experience.

The response shall include 2-page resumes for all employees shown in the organizational chart. Resumes shall include number of years with company, similar municipal experience, implementation experience, RDBMS experience, and any pertinent certifications.

If the proposed team members participated in any of the projects identified in Qualifications of the Firm (Section 4.2.4), the response should specify the duties and responsibilities of the individual in the project(s). If subconsultants/subcontractors are to be used, the responding vendor shall document the relevant experience of the subconsultants/subcontractors in this section.

The responding vendor should clearly identify which proposed personnel would be responsible for the following tasks: implementation planning, deliverable review, documentation development, training, custom programming (if required), system network integration, implementation, testing, and final system acceptance.
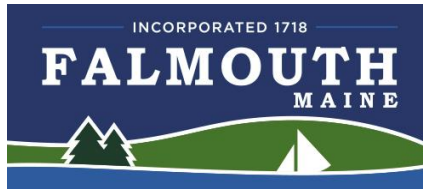
4.2.4. Qualifications of the Firm

Vendors must demonstrate proven knowledge and experience supplying CMMS solutions to organizations of a size comparable to the Town of Falmouth, with the variety of assets the Town is responsible for managing, that seamlessly integrates with Esri GIS.

The Qualifications of the Firm must include:

- Number of years the company has been in business and the company history including mergers/acquisitions.

- A brief description of the company size and organization.

- Most recent audited financial statements, included in an Appendix.

The vendor shall provide a list of all projects that have involved the implementation of CMMS for municipal utilities comparable in size and business function to the Town of Falmouth. Include the project name, type of assets included in the implementation, contract amount,

completion date, and location of the project. Projects in New England and the Northeastern United States shall be emphasized.

From the list of projects, the vendor shall select three that represent what the vendor believe most closely reflects the project specified in Section 2, Scope of Work, and provide a description for each of those projects. The responding vendor shall also include client references for each of the three projects selected. Information for the references shall include at a minimum: date of installation, length of implementation (project start to go-live), name of client reference, address, telephone, email address.

These projects shall reflect the following activities:

- Interface development with existing legacy systems (e.g., GIS, customer service systems, financial systems)

- Implementation services across several municipal departments

- Mobile deployment to field crews

4.2.5. Subcontracts/Subcontractors

If the responding vendor intends to subcontract any part of the vendor's performance, the total percentage of work to be subcontracted shall be stated, and each subcontractor shall be identified by name, address, and telephone number. At least two additional project descriptions and client references shall be provided for each subcontractor.

4.2.6. Schedule

The vendor shall submit a detailed project schedule that identifies project tasks corresponding with their proposed duration, project milestones, and deliverable submittals. The schedule shall show the dependencies, relationships, and timing of each task relative to each other. It shall also include adequate time for the Town to review and comment on draft deliverables.

4.2.7. Price Proposal

The responding vendor must submit price proposals with the complete proposal submission and will consist of the completion of the following forms (see following pages):
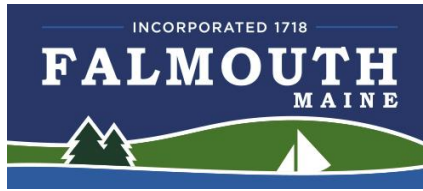
- Fee Proposal Form 1: Cost Summary Sheet
- Fee Proposal Form 2: Five-year Itemized Cost Estimate
- Fee Proposal Form 3: Licensing Cost of Users by Division

Form 1 requires that the vendor identify the Total-Not-To-Exceed price, which must include the software license, proposed hardware costs, and associated implementation fees to execute the Scope of Work (Section 2). Cost estimates shall be provided for the life of the project. The
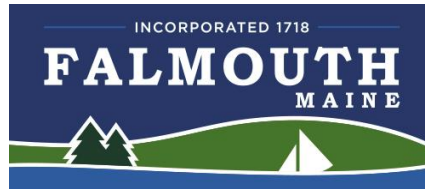
Town of Falmouth operates on a fiscal year basis (July 1 to June 30), so costs should be disaggregated by Town Fiscal Year. If the project extends beyond a 12-month period, then the multi-year costs must also be detailed in Form 2, by the respective year; software maintenance costs shall be listed for a total of five years.

All costs required on Forms 2 and 3 must be totaled and reflected in Form 1, except for the annual Support and Maintenance fees. Any costs not included in Form 1 (except years 2-5 of the Support and Maintenance fees) but detailed in Form 2 and 3 will not be reimbursable upon contract award.

Responding vendors must submit pricing in accordance with stated instruction.

In addition to these forms, the Price Proposal must include a transmittal letter signed by an individual who is authorized to enter into contractual relationship. The transmittal letter shall include any assumptions that were used to develop the fee, including applicable pricing discounts and the terms of the fee quotation. The fee proposal must be valid for a minimum of 180 days.

Fee Proposal Form 1 - Cost Summary Sheet

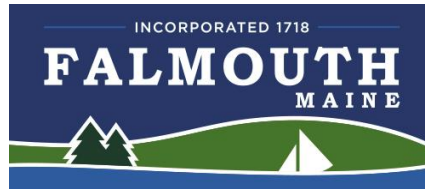| Description	Estimated Hours	Cost ($)
Project Management and Work Plan*		
Software License:		
-Core software for 10 concurrent users	N/A	
-Third Party Software Costs	N/A	
System Integration*		
Data Conversion		
System Testing and Training*		
Support and Maintenance (year 1 only)		

*all travel and expenses need to be included in cost estimates

Total Not-to-Exceed Price $_____

By signing this form, proposer acknowledges that the cost information is accurate and represents all costs associated with performing the necessary work to satisfy the Scope of Work (Section 2).
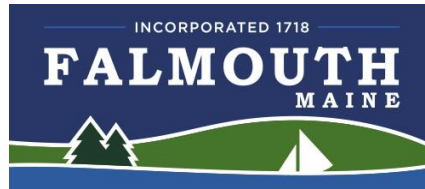
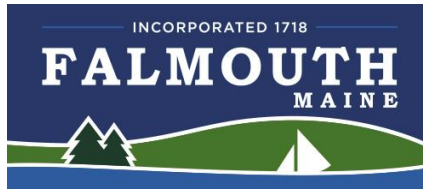Signature: _____

Name of Firm: _____

Fee Proposal Form 2 – Five-Year Itemized Cost Estimate

Description	Year 1	Year 2	Year 3	Year 4	Year 5
Software Product License Fees					
-Each Recommended and Required Module (Please list separately, include name of module, and add rows as needed)					
Module 1 -					
Module 2 -					
Module 3 -					
Module 4 -					
-Third Party Software (please list all required third party software products separately)					
System Integration					
Data Conversion					
System Testing and Training					
Support and Maintenance					
Total By Year					
Total Five-Year Cost					

Fee Proposal Form 3 – Licensing Cost of Users by Department

Department	# of Estimated Concurrent Users	Number of Power Users	Cost of Licensing Users ($ total by department)	Software Modules
Public Works	5	2		
Wastewater	3	1		
IT/GIS	2	1		
Total Licensing Costs				

APPENDIX A – Town of Falmouth Agreement

AGREEMENT

I.   PARTIES

This contract (hereinafter referred to as "Agreement") is made and entered into on this _____ day of _____, 20__, by and between the Inhabitants of the Town of Falmouth with a mailing address of 271 Falmouth Road, Falmouth, Maine 04105 (hereinafter referred to as "Town"); and _____,   with   a   mailing   address   of _____(hereinafter referred to as "Contractor"). In consideration of the mutual promises contained herein, Contractor agrees to perform the following services for the Town.

II.   SCOPE OF WORK

In consideration of the compensation set forth herein, the Contractor shall perform the services as outlined in a request for proposal dated _____ and   attached   hereto   as Exhibit A and the response attached hereto as Exhibit B.

III.   COMMENCEMENT AND COMPLETION

The Contractor will commence work on or before _____, 20__ and will complete work on or before _____, 20__.
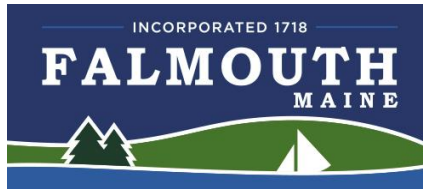
IV.   PAYMENT TERMS

The Contractor shall submit an invoice on or about the first of each month reflecting services performed at the Contractor's normal professional billing rates, attached hereto as Exhibit C.   The Contractor understands that the payment for completion of the services outlined in Section II shall not exceed _____ Dollars ($_____),   and   the Contractor agrees to perform the services on that basis. Invoices shall list separately all out of pocket expenses being billed.

V.   TERMINATION

Either party may terminate this Agreement for cause after giving the other party written notice and a reasonable opportunity to cure. The Town may terminate without cause by giving the Contractor fourteen (14) days notice, and compensating the Contractor equitably to the termination date.

VI.   DISPUTE RESOLUTION

Any controversy or claim arising out of or related to this Agreement, which cannot be resolved between the parties shall be submitted to the Maine Superior Court (Cumberland County). This agreement shall be governed by Maine law.
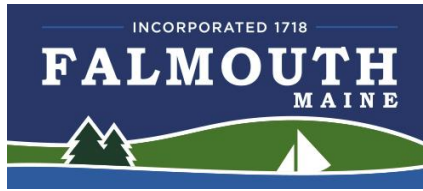
VII.   QUALIFICATIONS

The Contractor represents it holds, and will continue to hold during the term hereof any and all qualifications, licenses and certifications required to perform its services in Maine. The contractor shall perform all services in accordance with professional standards.

VIII.   SUBCONTRACTORS

The Contractor shall be fully responsible to the Town for the acts and omissions of any subcontractors, and of persons either directly or indirectly employed by it, and shall hold subcontractors to the same terms and conditions as Contractor is held under this Agreement. No subcontractors shall be retained on this Agreement without the specific prior written approval of the Town.

IX.   INSURANCE

The Contractor shall purchase and maintain Workers' Compensation Insurance, General Public Liability and Property Damage Insurance including vehicle coverage and professional liability insurance, all with limits and terms satisfactory to the Town. The Town shall be named as an additional insured on the liability policy.

X.   INDEMNIFICATION

The Contractor will indemnify and hold harmless the Town, its officers, agents and employees from and against all claims, damages, losses and expenses including attorney's fees arising out of or resulting from the performance of the Agreement by the Contractor, its officials, employees, agents and subcontractors.

XI.   ENTIRE AGREEMENT

This Agreement and its attachments represent and contain the entire agreement between the parties. Prior discussions or verbal representations by the parties that are not contained in this Agreement and its attachments are not a part of this Agreement. Where there is any conflict between the provisions of this Agreement and the provisions of any attachment, the provisions of this Agreement shall control.

Date: _____   _____

By:_____

Title:_____

Date: _____   INHABITANTS OF THE

TOWN OF FALMOUTH, MAINE

By:_____
Nathan A. Poore, Town Manager