

CITY COUNCIL MINUTES-Draft

November 25, 2019

- I-4 Award Standard Purchasing Resolution 8: Best Value Award – Personnel Evaluation Consulting Services (*Introduced by: Robert J. Bruner, Assistant City Manager*)

Resolution #2019-11-139

Moved by Hodorek

Seconded by Abraham

RESOLVED, That Troy City Council hereby **AWARDS** a contract to GovHR of Northbrook, IL to provide Personnel Evaluation Consulting Services for the City Manager and the City Attorney as detailed in the attached proposal response and bid tabulation in the estimated total amount of \$11,500.00.

BE IT FURTHER RESOLVED, That the award is **CONTINGENT** upon the company's submission of properly executed proposal and contract documents, including agreements, insurance certificates and all other specified requirements.

Yes: All-7

No: None

**MOTION CARRIED**

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Reg. 2020 - 1...500

# PURCHASE ORDER

No. 2020-00000809

DATE: 12/09/2019

PAGE: 1 of 1

FOB DESTINATION

Ship To

CITY OF TROY  
City Manager  
500 W BIG BEAVER RD  
TROY, MI 48084

Bill To

CITY OF TROY  
City Manager  
500 W BIG BEAVER RD  
TROY, MI 48084

COUNCIL RESOLUTION  
2019-11-139

VENDOR NO. 172756

Vendor

GOVHR USA, LLC  
630 DUNDEE ROAD  
SUITE 130  
NORTHBROOK, IL 60062

QUANTITY	UNIT	DESCRIPTION	UNIT COST	TOTAL COST
1	Lump Sum	PERSONNEL EVALUATION CONSULTATION SERVICES Project Fee as per all specifications and Scope of Work of RFP-COT 19-47.	11,000.0000	\$11,000.00
1	Lump Sum	Project Expenses (not to exceed amount)	500.0000	\$500.00

Entered By: MaryBeth Murz

\$11,500.00

## Special Instructions:

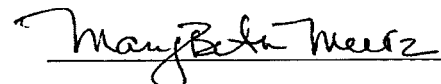
CITY COUNCIL AWARD DATE: November 24, 2019. CERTIFICATE OF INSURANCE and ENDORSEMENT SHALL BE ON FILE for duration of service.

## TERMS &amp; CONDITIONS

1. Purchases of Municipalities are exempt from State Sales and Federal Excise Taxes.
2. Prior to acceptance, vendor agrees to provide City with information under the Right-to-Know Law, P.A. 1986, No. 80, and fully comply with all terms and conditions of the Michigan Occupational Safety and Health Act, MCL 408.1001, et seq. including vendor shall provide City with an "MSDS". Vendor also agrees to be responsible for all required labeling.
3. In cases of emergency/disaster, the City can purchase up to six(6) times the order amount for a period of six(6) months at the price contained in the contract.
4. Purchase Orders are signed electronically based upon computer generated "on-line" authorized approvals. Authentic signatures are on file in the City of Troy Purchasing Department.

NOTICE: The City could put the vendor on notice that vendors will be held financially responsible for any claims or awards made against the City as a result of the vendor's action. If the City has to defend the initial lawsuit, the City will bring in the vendor as a co-defendant or sue the vendor, either as the result of settling a claim or the conclusion of the lawsuit.

I HEREBY CERTIFY THAT THIS ORDER IS PROPERLY AUTHORIZED AND APPROVED.



Opening Date: 11/14/2019  
Date Reviewed:

CITY OF TROY  
BID TABULATION  
Personnel Evaluation Consulting Services

RFP-COT 19-47  
Page 1 of 2

VENDOR NAME:	GOVHR USA		
CITY:	Northbrook, IL		
<b>PROPOSAL: Performance Evaluation Consulting Services for the City Manager and the City Attorney.</b>			
City Manager Personnel Evaluation - Cost:	\$5,500.00		
City Attorney Personnel Evaluation - Cost:	\$5,500.00		
Additional Cost(s) (if any):	\$0.00		
<b>Total Cost:</b>	<b>\$11,000.00</b>		
<b>Reimbursable Expenses; if any</b>	<b>\$500.00</b>		
	<i>Mileage &amp; out of pocket expenses will be billed to client.</i>		
<b>Estimated Total Cost:</b>	<b><u>\$11,500.00</u></b>		
Introductory Cover Letter provided? Y or N	Y		
Detail of all services and evaluation process provided? Y or N	Y		
Evaluation timeline can be met? Y or N	Y		
Questionnaire completed? Y or N	Y		
Pricing Form: Y or N	Y		
References: Y or N	Y		
Can Meet Insurance: Y or N	Y		
Payment Terms:	Invoiced as follows: 1/2 of the Project Fee upon Proposal acceptance. 1/2 of the Project Fee and all expenses (invoice sent after Phase IV).		
Exceptions: Y or N	None		
Acknowledgement: Y or N	Y		
Forms: Y or N	Y		

ATTEST:  
\_\_\_\_\_  
Bob Bruner  
\_\_\_\_\_  
Jackie Ahlstrom  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
MaryBeth Murz,  
Purchasing Manager

November 12, 2019

City of Troy  
Office of the City Clerk  
500 W. Big Beaver Road  
Troy, MI 48084

**Attn: MaryBeth Murz, Purchasing Manager**  
**RFP-COT 19-47 Personnel Evaluation Consulting Services**

Dear Ms Murz:

Thank you for the opportunity to provide you with a proposal for Personnel Evaluation Consulting Services for the City of Troy. GovHR USA ("GovHR") prides itself on a tailored, personal approach to its services and looks forward to adapting our services to your specific requirements for this project.

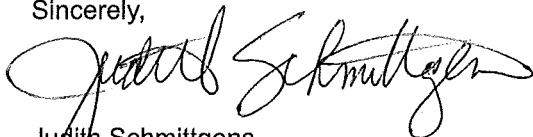
GovHR is a public management consulting firm serving municipal clients and other public-sector entities on a national basis. GovHR is led by Heidi Voorhees, President, and Joellen Cademartori, Chief Executive Officer. Our headquarters offices are in Northbrook, Illinois. We are a certified Female Business Enterprise in the State of Illinois and work exclusively in the public sector. We have 11 full-time and 8 part-time employees and 27 project consultants. In addition to the corporate office in Illinois, GovHR's project consultants have offices in 6 States, including in Oakland County, Michigan. All of our consultants have held leadership positions within local government, giving us an understanding of the complexities and challenges facing today's public-sector leaders.

Our proposed consultant for Troy's Personal Evaluation Consulting Services is Mr. Jaymes Vettraino. Mr. Vettraino will have the support and professional resources of our entire firm. Mr. Jaymes Vettraino is located in Rochester, MI, has 17 years of city management experience, 4 years public sector consulting experience and is currently a professor at Rochester University.

We believe we have provided you with a comprehensive proposal; however, if you would like a service that you do not see in our proposal, please let us know. We can most likely accommodate your request. Please contact Jaymes Vettraino, Vice President, 248-379-8923, [jvettraino@govhrusa.com](mailto:jvettraino@govhrusa.com), if you have any questions regarding our proposal or need additional information.

We look forward to hearing from you and hope to have the opportunity to again work with the City of Troy.

Sincerely,



Judith Schmittgens  
Corporate Secretary and Compliance Manager

**TROY, MICHIGAN**  
**PERSONNEL EVALUATION CONSULTING SERVICES**  
**RFP-COT 19-47**  
**November 12, 2019**

Thank you for the opportunity to provide you with a proposal for personnel evaluation consulting services. GovHR USA ("GovHR") prides itself on a tailored, personal approach to its consulting services projects.

### **Understanding of the Scope of Work**

The Troy City Council appoints the position of City Manager and City Attorney. In order to enhance communication between the City Council and these appointed positions, the City is requested assistance in developing a process to have an honest dialog regarding performance, the establishment of goals and performance measurements ("performance evaluations"). Performance evaluations are important for both the employees and the elected officials. Clear performance expectations and objectives can improve the service that employees and the City Council provide to the community.

The City of Troy's recent traumatic turnover in the City Manager's office has disrupted the annual performance evaluation process and provides the City Council an opportunity to establish a new performance evaluation process. There are also specific terms in the current employment agreements of the City Manager and City Attorney which provide for the conducting and timing of performance evaluations.

GovHR will assist the City of Troy with the Scope of Work provided in the RFP-COT 19-47, including facilitation of a mutually agreeable evaluation schedule; establish and conduct "initial" performance evaluations (January – March 2020); develop mutually agreeable "revised" performance evaluations processes (March – May 2020); assist in the preparation of new employment agreements (April – May 2020); and facilitate the revised performance evaluation process (June – July 2020). Please see below "Description of Services" for a detailed description of services to be provided.

### **Firm - Qualifications and Experience**

GovHR is a public management consulting firm serving municipal clients and other public-sector entities on a national basis. Our headquarters offices are in Northbrook, Illinois. We are a certified Female Business Enterprise in the State of Illinois and work exclusively in the public sector. GovHR offers customized executive recruitment services and completes other management studies and consulting projects for communities. In addition to the corporate office in Illinois, GovHR's project consultants have offices in six (6) States, including in Oakland County, Michigan.

GovHR is led by Heidi Voorhees, President, and Joellen Cademartori, Chief Executive Officer. Ms. Voorhees previously spent 8 years with the nationally recognized public-sector consulting firm, The PAR Group, and was President of The PAR Group from 2006 – 2009. In addition to her 12 years of executive recruitment and management consulting experience, Ms. Voorhees has 19 years of local government leadership and management service, with ten years as the Village Manager for the Village of Wilmette, IL. Ms. Cademartori is a seasoned manager, with expertise in public sector human resources management. She has held positions from Human Resources Director and Administrative Services Director to Assistant Town Manager and Assistant County Manager. Ms. Cademartori has worked in forms of government ranging from Open Town Meeting to Council-Manager and has supervised all municipal and county departments ranging from Public Safety and Public Works to Mental Health and Social Services.

630 Dundee Road, Suite 130, Northbrook, Illinois 60062  
847.380.3240 | GovHRUSA.com

## **Assigned Consultant - Qualifications and Experience**

Jaymes Vettrains  
Vice President  
GovHR USA LLC  
Telephone: 248-379-8923  
[jvettrains@govhrusa.com](mailto:jvettrains@govhrusa.com)

Prior to joining GovHR, Jaymes Vettrains spent 17 years as a City Manager, most recently as the City Manager of Rochester, MI. Mr. Vettrains believes that great local communities are the foundation of our lives. Through his facilitative style and technical knowledge of local government, he excels at problem solving and consensus building. Mr. Vettrains's recent GovHR clients include the municipalities of Ferndale, Royal Oak, Rochester Hills, Troy, Oakland Twp., Jackson and Kent County.

In 2015, Mr. Vettrains was appointed a faculty member in the School of Business at Rochester University, where he is accelerating the University's development of students that have a passion for working in the social and community service sector. His course expertise includes Organizational Behavior, Corporate Social Responsibility, Strategy and Policy, and Social Entrepreneurship. He is also an Adjunct Professor at Oakland University where he teaches Public Budgeting in the University's Master of Public Relations Program.

Mr. Vettrains had the opportunity to lead the City of Troy's City Manager Executive Search (2018), assisted in developing the position expectations for the City's Assistant City Manager position (2019) and provided support serves to the City's Classification and Compensation study (2018/19). Through these projects Mr. Vettrains has developed an understanding of the culture and direction the elected and appointed officials desire for the City. These experiences combined with Mr. Vettrains's deep understanding of the public sector in Oakland County and Michigan will allow Mr. Vettrains to efficiently understand the goals of the project and allow him to quickly focus on developing customized performance evaluations for the City Council and appointed employees.

Mr. Vettrains's biography is attached to this Proposal.

## **Description of Services**

### **Phase I – Assist City Council to prepare for and conduct interim performance evaluations**

Phase I will include the following steps:

- Review documents and develop a comprehensive understanding of the past City Manager and City Attorney performance evaluation process and instruments.
- Host individual meetings with the City Manager, City Attorney, Mayor and each City Council member. The purpose of the meetings will be to develop a clear understanding of the goals of all participants in the process.
- Utilizing a model performance evaluation developed by the International City/County Manager's Association (ICMA) with the assistance of the University of Tennessee's Institute for Public Service, the consultant will work with the City Council, City Manager and City Attorney to develop a customized mutually agreeable interim performance evaluation tool to be completed by City Council.
- The consultant will receive the completed evaluations from City Council, tabulate results and/or summarize narrative statements.

- The consultant will prepare for and facilitate a meeting with City Council and the evaluated employees. The meetings will be conducted consistent with Michigan's Open Meetings Act.
- A final report will be developed and distributed to the City Council and the evaluated employees.
- It is understood that all public records created during the interim evaluation process may be subject to disclosure pursuant to the Michigan Freedom of Information Act.
- *Deliverable for Phase I is a complete interim performance evaluation for the positions of City Manager and City Attorney. The stated goal for this work to be accomplished is during the months of January – March 2020*

## **Phase II – Facilitate the establishment of mutually agreed-upon new performance evaluations**

Phase II will include the following steps:

- The consultant will evaluate the success of the evaluation tool used for Phase I and further research best-practice options for evaluation of executive level public employees.
- Similar to Phase I, individual meetings will be had with the City Manager, City Attorney, Mayor and each City Council member to evaluate the effectiveness of the interim review and refine the understanding of the goals of all participants of the process, and review objectives related to goal setting for the future review period.
- The consultant will be available for broader stakeholder meetings, if the City Council desires to expand the performance evaluation to a 360-degree evaluation to include staff and/or other stakeholders as part of the evaluation process.
- Through information from the individual meetings and from information provided by the City (i.e. formally stated community goals, Master Plans, budget objectives, etc.) the consultant will facilitate the development of goals for the future period of review. The consultant will work with the City to develop a flexible tool that can be modified to update goals and performance measures for future performance evaluation periods.
- A mutually agreed-upon tool and process will be developed/presented by the consultant and revised based on feedback from City Council, City Manager and City Attorney.
- It is understood that all public records created during the interim evaluation process may be subject to disclosure pursuant to the Michigan Freedom of Information Act.
- *Deliverable for Phase II is a draft performance evaluation instrument and process. The stated goal for this work to be accomplished is during the months of March – May 2020*

## **Phase III – Assist with the preparation of new employment agreements**

Phase III will include the following steps:

- Review existing employment agreements for the City Manager and City Attorney.
- Host individual meetings with the City Manager, City Attorney and a representative of City Council to understand the scope the parties wish to address in the employment agreements (i.e. to just bring the employment agreement into alignment with the performance evaluation process or if there are a broader issues with the agreements the parties mutually agree to address).

- Through facilitative communications, the consultant will work with the parties and coordinate with the City's labor attorney to draft revised employment agreements.
- It is understood that all public records created during the interim evaluation process may be subject to disclosure pursuant to the Michigan Freedom of Information Act.
- *Deliverable for Phase III are mutually agreeable revised employment agreements for the positions of City Manager and City Attorney. The stated goal for this work to be accomplished is during the months of April – May 2020*

#### **Phase IV – Assist City Council to prepare for and conduct new performance evaluations**

Phase IV will include the following steps:

- Utilizing the tools and work prepared during Phase II to develop a clear performance evaluation process, including both administrative and public timelines and duties.
- The consultant will receive the completed evaluation tool from City Council, tabulate results and/or summarize narrative statements.
- The consultant will prepare for and facilitate a meeting with City Council and the evaluated employees. The meetings will be conducted consistent with Michigan's Open Meetings Act.
- A final report will be developed and distributed the City Council and the evaluated employees. The report will include the results of the performance appraisal process, including the performance of the employee, the performance goals established for the next performance period and the performance measures that will be utilized for the next period.
- It is understood that all public records created during the interim evaluation process may be subject to disclosure pursuant to the Michigan Freedom of Information Act.
- *Deliverable for Phase IV is a final performance evaluation instrument and process and completion of the first year's performance evaluation including performance goals/measures for the next period for the positions of City Manager and City Attorney. The stated goal for this work to be accomplished is during the months of June – July 2020*

<b>Summary of Costs</b>	<b>Price</b>
Project Fee:	<b>\$11,000</b>
Project Expenses* (not to exceed):	<b>\$500</b>
<b>Total:</b>	<b>\$11,500</b>

\*Project expenses would include actual out of pocket travel expenses and mileage as well as any direct expenses associated with the project (i.e., supplies, copies, printing, etc.).

Professional fees and expenses will be invoiced as follows:

**1<sup>st</sup> Payment:** 1/2 of the Project Fee (invoice sent upon acceptance of our proposal).

**Final Payment:** 1/2 of the Project Fee and all expenses (invoice sent after Phase IV).

GovHR is pleased to provide any additional services, beyond what is noted in the scope of work, at a rate of \$125/hour, plus expenses.

## References

The following references can speak to the quality of service provided by GovHR and Jaymes Vettraino:

### **Rochester Hills, MI (On-Call Executive Recruitment and HR Consulting Services, current)**

1000 Rochester Hills Drive  
Rochester Hills, MI 48309  
Pam Gordon, Director of Human Resources  
248-841-2521  
[gordonp@rochesterhills.org](mailto:gordonp@rochesterhills.org)  
Mayor Bryan Barnett  
248-841-2530  
[barnettb@rochesterhills.org](mailto:barnettb@rochesterhills.org)

### **Kent County, MI (County Administrator/Comptroller Executive Recruitment, 2017)**

Amy Rollston, Human Resources Director  
300 Monroe Avenue NW  
Grand Rapids, MI 49503  
616-632-7477  
[amy.rollston@kentcountymi.gov](mailto:amy.rollston@kentcountymi.gov)

### **Ferndale, MI (City Manager Executive Recruitment, 2019 and Downtown Development Director Executive Recruitment, 2019)**

Dan Jacey, Human Resources Director  
300 E 9 Mile Road  
Ferndale, MI 48220  
248-546-2378  
[djacey@ferndalemi.gov](mailto:djacey@ferndalemi.gov)

We believe we have provided you with a comprehensive proposal; however, if you would like a service that you do not see in our proposal, please let us know. We can most likely accommodate your request. This proposal will remain in effect for a period of six months from the date of the proposal. We look forward to working with you!

Sincerely,



Judith M. Schmittgens  
Corporate Secretary and Compliance Manager  
GovHR USA

## ACCEPTED BY TROY, MICHIGAN

BY: \_\_\_\_\_

TITLE: \_\_\_\_\_

DATE: \_\_\_\_\_

## **CONSULTANT BIOGRAPHY**

### **JAYMES VETTRAINO** **Vice President, GovHR USA**

Jaymes Vettraino is a Vice President with GovHR USA and provides municipal management consulting services to communities. His focus is on assisting with employee recruitment, classification/compensation, financial planning, operational management, human resources, community relations and economic development.

Prior to starting his consulting service, Jaymes spent 17 years as a City Manager, most recently as the City Manager of Rochester, MI. In Rochester, he had the opportunity to lead a dynamic management team to simultaneously reduce expenses and increase the level of community service during years of the "great recession." During his time as the Manager of Kutztown, PA, Jaymes had the opportunity to lead the college town in the development of its own fiber optic network and improve its relations with Kutztown University. Jaymes was the first Manager of Pen Argyl, PA, where he led the community in creating a city manager form of government and implemented many grant-funded quality of life improvement initiatives and projects.

### **Professional Education, Training and Instruction, Memberships and Affiliations, Awards and Local Government Professional Background**

#### **Professional Education**

- Master of Business Administration degree in Management, Lehigh University, PA
- Bachelor's degree in Political Science, Michigan State University, MI

#### **Training and Instruction**

- Director of the Center for Social Engagement and Assistant Professor, Rochester University
- Adjunct Professor at Oakland University, Rochester, MI
- Former Adjunct Professor at Alvernia College, Reading, PA

#### **Memberships and Affiliations**

- International City and County Managers Association
- Michigan Local Government Management Association
- Leadership Oakland County
- Pennsylvania Association of Municipal Managers
- American Public Power Association
- Pennsylvania Electric Association

#### **Awards**

- Rochester University, Faculty Manager of Year (2018)
- Rochester Regional Chamber of Commerce Sunrise Pinnacle Award for Community Advocacy (2018)
- Selected as one of "Oakland County's Elite 40 under 40" (2015)
- Outstanding Service Award from Michigan Municipal League (2013)

### **Local Government Professional Background**

- Director of the Center for Social Engagement, Rochester University, MI 2015-Present
- City Manager, Rochester, MI 2008-2015
- Town Manager, Kutztown, PA 2003-2008
- Manager of Pen Argyl, PA 1998-2003



Request for Proposal  
Personnel Evaluation Consulting Services

**QUESTIONNAIRE**

DATE: 11/12/2019  
Month/Date/Year

FIRM NAME: GOVHR USA

OFFICE LOCATION that will service the Account: Oakland, MI  
OTHER LOCATIONS, if any: Northbrook, IL (home office)

FIRM ESTABLISHED: 02/2009 STATE: IL Years in Business in Michigan: 10

TYPE OF ORGANIZATION: (Circle One)

- a. Individual
- b. Partnership
- c. Corporation
- d. Joint Venture
- e. Other LLC

1. **How many years has your Firm been conducting Personnel Evaluation Consulting Services? Provide historical narrative.**

GovHR's first Performance Evaluation for a client was for the Richton Park, IL Village Manager in 2014;  
however, GovHR Vice President Jaymes Vettraino has conducted numerous performance evaluations  
as an acting City Manager prior to joining GovHR.

2. **Briefly describe your Firm's philosophy relative to Personnel Evaluations, specifically for City Managers and/or City Attorneys.**

GovHR engages all parties including Trustees/Council Members and the persons being evaluated, having  
him or her conduct a self-evaluation as a part of the process. We tailor each evaluation to the goals  
established by the client and communicated to the person/position being evaluated.

3. **List a sample of similar clients (i.e. public sector, local municipalities, others) to whom your Firm has provided Personnel Evaluation Consulting Services? Explain the capacity of the services provided.**

Richton Park, IL - Performance Evaluation of Village Manager (2014)  
Mamaroneck, NY - Performance Evaluation of Village Manager (2018)  
Greenbelt, MD - Performance Evaluation of City Manager (2019)



Request for Proposals  
Personnel Evaluation Consulting Services - Questionnaire (continued)  
Page 2 of 3

4. Provide experience and qualifications of project lead and other personnel who would be assigned to the project. Include name and position title, total years of experience with current Firm and other education, certifications, summary of pertinent experience and qualifications and other information regarding experience in relation specifically to Personnel Evaluation Consulting Services for municipalities.

Mr. Vettrains's biography is attached to the Proposal.

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5. Professional References – please list at least three clients with whom you have provided Personnel Evaluation Consulting Services that are similar in scope to the type of work described in this proposal. Contact names and the listed information are to be provided.

Entity Name	Address	Contact Name	Phone Number	E-Mail
Mamaroneck, NY,	123 Mamaroneck Ave.,	Mamaroneck, NY 10543,	Mayor Tom Murphy,	914-268-1876, tmurphy@vomny.org
Greenbelt, MD,	25 Crescent Rd.,	Greenbelt, MD 20770,	Mayor Emmett Jordan,	301-474-8000, ejordan@greebeltmd.gov
Rochester Hills, MI,	1000 Rochester Hills Drive,	Rochester Hills MI 48309,	Mayor Bryan Bennett,	248-841-2530, barnettb@rochesterhills.org

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6. Describe process employed to conduct the Evaluation process and the involvement needed from City Council, City Management and the City Manager and City Attorney.

Please see GovHR's Proposal.

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7. Describe process employed in communicating with the City Council while facilitating the Evaluation process.

Please see GovHR's Proposal. Mr. Vettrains will communicate regularly with the City's designated representative via telephone and email.

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FIRM NAME: GOVHR USA



ORIGINAL

Request for Proposal  
Personnel Evaluation Consulting Services - Questionnaire (continued)  
Page 3 of 3

**THE FOREGOING QUESTIONNAIRE IS A TRUE STATEMENT OF FACTS:**

Signature of Authorized Firm Representative:

Judith Schmittgens  
Corporate Secretary

Title of Authorized Firm Representative:

Representative's Name: Judith Schmittgens  
(print)

Firm Name: GOVHR USA

Address: 630 Dundee Road, Suite 130, Northbrook, IL 60062

Phone Number: 847-380-3240

Fax Number: 866-803-1500

E-mail: JSchmittgens@GovHRusa.com

Date: 11/12/2019



ORIGINAL

Request for Proposal  
Personnel Evaluation Consulting Services Page 1 of 1

### PRICING

Proposal shall describe service by task, type of service and personnel. Detail the cost on the pricing form below. Pricing shall be all inclusive unless indicated otherwise below.

Clearly define any/all applicable relative direct and indirect costs.

Prices submitted shall remain Firm for 60 days or bid award whichever comes first except for the successful proposer whose prices shall remain firm for the entire contract period.

City Manager Personnel Evaluation – Cost: \$ 5,500

City Attorney Personnel Evaluation – Cost: \$ 5,500

Additional Cost(s) (if any): \$

**Total Cost:** \$ 11,000

Identify how travel time is handled and invoiced; *if applicable*.

Mileage and out of pocket expenses for travel will be billed to the client.

**Reimbursable Expenses; if any**

Not to Exceed \$ 500

FIRM NAME: GOVHR USA

SIGNATURE/DATE:

*[Handwritten Signature]*

11-15-19



ORIGINAL

Request for Proposal  
Personnel Evaluation Consulting Services  
Page 1 of 1

### SIGNATURE PAGE

#### PRICES

Prices quoted shall remain Firm for 60 days or bid award, whichever comes first, except the successful bidder whose prices shall remain Firm from date of award through successful completion of all specified requirements of this contract.

SIGNATURE OF AUTHORIZED FIRM REPRESENTATIVE: 

**NOTE:** The undersigned has checked carefully the bid figures and understands that he/she shall be responsible for any error or omission in this offer and is in receipt of all addendum as issued.

FIRM: GOVHR USA

ADDRESS: 630 Dundee Road, Suite 130 CITY Northbrook STATE IL ZIP 60062

TELEPHONE NUMBER ( 847 ) 380-3240 FAX NUMBER ( 866 ) 803-1500

REPRESENTATIVE'S NAME Judith Schmittgens  
(Print)

SIGNATURE OF AUTHORIZED FIRM REPRESENTATIVE: \_\_\_\_\_

TERMS: \_\_\_\_\_ EMAIL: JSchmittgens@GovHRusa.com

COMPLETION: AS SPECIFIED IN RFP REQUIREMENTS.

#### EXCEPTIONS:

Any exceptions, substitutions, deviations, etc. from City specifications and this proposal must be stated below. The reason(s) for the exception, substitution, and/or deviation are an integral part of this proposal offer:

None

**ACKNOWLEDGEMENT:** I, Judith Schmittgens, certify that I have read the **Instructions to Bidders** (4 Pages) and that the proposal documents contained herein were obtained directly from the City's Purchasing Department or MITN website, [www.mitn.info](http://www.mitn.info) and is an official copy of the Authorized Version.

SIGNATURE OF AUTHORIZED FIRM REPRESENTATIVE: 

**IMPORTANT:** All City of Troy purchases require a **MATERIAL SAFETY DATA SHEET**, where applicable, in compliance with the **MIOSHA "Right to Know" Law**.

**NOTE:** The City of Troy, at their discretion, may require the bidder(s) to supply a Financial Report from an impartial Financial Credit Reporting Service before award of contract.

**U.S. FUNDS:** PRICES QUOTED SHALL BE IN U.S. CURRENCY.



ORIGINAL

## ***Legal Status of Bidder:***

**The Bidder shall fill out the appropriate form and strike out the other two:**

~~A **corporation** duly organized and doing business under the laws of the State of \_\_\_\_\_ for  
whom \_\_\_\_\_, bearing the office title of \_\_\_\_\_, whose  
signature is affixed to this proposal, is duly authorized to execute contracts.~~

An **LLC**, all members of which, with addresses, is:

Heidi Voorhees

630 Dundee Road, Suite 130, Northbrook, IL 60062

Joellen Cademartori

630 Dundee Road, Suite 130, Northbrook, IL 60062

~~AN **INDIVIDUAL**, WHOSE SIGNATURE IS AFFIXED TO THE PROPOSAL:~~



ORIGINAL

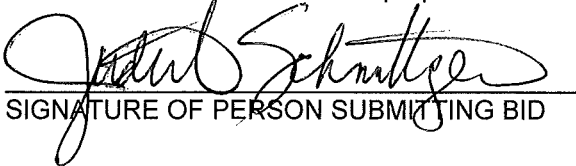
**CITY OF TROY  
OAKLAND COUNTY, MICHIGAN  
NON-COLLUSION AFFIDAVIT**

TO WHOM IT MAY CONCERN:

Judith Schmittgens, being duly sworn deposed, says that he/she  
(Print Full Name)

is Corporate Secretary. The party making the foregoing proposal or bid,  
(State Official Capacity in Firm)

that such bid is genuine and not collusion or sham; that said bidder has not colluded, conspired, connived, or agree, directly or indirectly, with any bidder or person, to put in a sham bid or to refrain from bidding and has not in any manner directly or indirectly sought by agreement or collusion, or communication or conference, with any person to fix the bid price or affiant or any other bidder, or to fix any overhead, profit, or cost element of said bid price, or that of any other bidder, or to secure the advantage against the City of Troy or any person interested in the proposed contract; and that all statements contained in said proposal or bid are true.

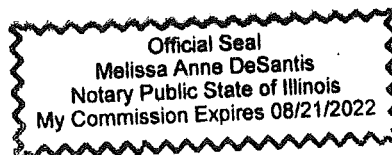
  
SIGNATURE OF PERSON SUBMITTING BID

  
NOTARY'S SIGNATURE

Subscribed and sworn to before me this 12th day of November, 2019 in and for Cook  
County.

My commission expires:

8/21/22





ORIGINAL

## CERTIFICATION REGARDING DEBARMENT, SUSPENSION, AND OTHER RESPONSIBILITY MATTERS

The prospective participant certifies, to the best of its knowledge and belief, that it and its principals:

1. Are not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from participation in transactions under any non-procurement programs by any federal, state or local agency.
2. Have not, within the three year period preceding, had one or more public transactions (federal, state, or local) terminated for cause or default; and
3. Are not presently indicted or otherwise criminally or civilly charged by a government entity (federal, state, or local) and have not, within the three year period preceding the proposal, been convicted of or had a civil judgment rendered against it:
  - a. For the commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public transaction (federal, state, or local), or a procurement contract under such a public transaction;
  - b. For the violation of federal, or state antitrust statutes, including those proscribing price fixing between competitors, the allocation of customers between competitors, or bid rigging; or
  - c. For the commission of embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements, or receiving stolen property.

I understand that a false statement on this certification may be grounds for the rejection of this proposal or the termination of the award. In addition, the general grant of this authority exists within the City's Charter, Chapter 12, Section 12.2-Contracts.

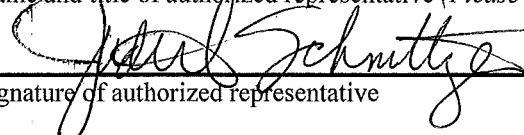
☒ **I am able to certify to the above statements.**

GOVHR USA

Name of Agency/Company/Firm (Please Print)

Judith Schmittgens, Corporate Secretary

Name and title of authorized representative (Please Print)

  
Signature of authorized representative

11-12-2019

Date

☐ **I am unable to certify to the above statements. Attached is my explanation.**



ORIGINAL

**VENDOR CERTIFICATION  
THAT IT IS NOT AN  
"IRAN LINKED BUSINESS"**

Pursuant to Michigan law, (the Iran Economic Sanctions Act, 2012 PA 517, MCL 129.311 et seq.), before accepting any bid or proposal, or entering into any contract for goods or services with any prospective Vendor, the Vendor must first certify that it is not an "IRAN LINKED BUSINESS", as defined by law.

Vendor	
Legal Name	GOVHR USA
Street Address	630 DUNDEE ROAD, SUITE 130
City	Northbrook
State, Zip	IL, 60062
Corporate I.D. Number/State	
Taxpayer I.D. #	27-0598897

The undersigned, with: 1.)full knowledge of all of Vendors business activities, 2.)full knowledge of the requirements and possible penalties under the law MCL 129.311 et seq. and 3.) the full and complete authority to make this certification on behalf of the Vendor, by his/her signature below, certifies that: the Vendor is NOT an "IRAN LINKED BUSINESS" as require by MCL 129.311 et seq., and as such that Vendor is legally eligible to submit a bid and be considered for a possible contract to supply goods and/or services to the City of Troy.

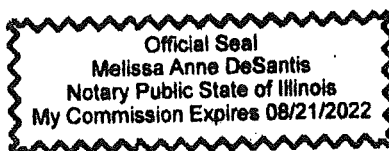
Signature of Vendor's Authorized Agent:

Printed Name of Vendor's Authorized Agent: Judith Schmittgens

Witness Signature:

Printed Name of Witness: Mysi DeSantis

G:\ BidLanguage\_IranLinkedBusiness



ORIGINAL



**Proposer's Sworn and Notarized Familial Disclosure**  
(to be provided by the Proposer)

The undersigned, the owner or authorized officer of GOVHR USA (the "Proposer"), pursuant to the familial disclosure requirement provided in the Request for Proposal, hereby represent and warrant, except as provided below, that no familial relationships exist between the owner(s) or any employees of GOVHR USA and any member of the City of Troy City Council or City of Troy management.

**List any Familial Relationships:**

None

BIDDER:

By: Judith Schmittgens

Its: Corporate Secretary

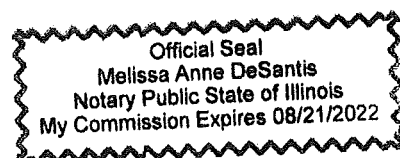
STATE OF ILLINOIS )

)ss.

COUNTY OF Cook )

This instrument was acknowledged before me on the 12th day of November, 2019, by

Melissa DeSantis





ORIGINAL

November 5, 2019  
Addendum 1  
RFP-COT 19-47  
Personnel Evaluation Consulting Services  
Page 1 of 1

**To All Bidders:**

Please be advised that the City of Troy Purchasing Department has authorized the following ANSWERS TO QUESTIONS regarding Bid Proposal **RFP-COT 19-47, Personnel Evaluation Consulting Services**. The CHANGES will be considered an integral part of the original proposal documents.

**QUESTION:**

In the Scope of Work Section (p. 6 & 7), Points 1 and 2 provide for the consultant to do the following (in summary):

- (1) A process and completion of interim performance evaluations (January - March 2020)
- (2) Development of a permanent performance evaluation process (March - May 2020)
- (3) Assist in developing new employment agreements (April - May 2020)
- (4) Facilitate the new permanent performance evaluations (June - July 2020)

In the Scope of Work section (p. 7 & 8), Points 3, 4 and 5 are not specific as to if the process noted in the points applies to the "interim" performance evaluation process (January - March 2020) or the "permanent" performance evaluations process (March - May 2020) or both. Can you clarify this expectation?

**ANSWER:**

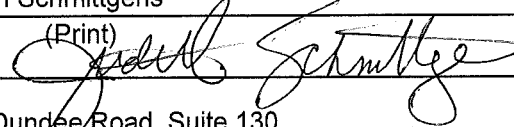
Sections 3 (Preparing for the Evaluations), 4 (Conducting the Evaluations), and 5 (Evaluation Results) of the Scope of Work apply to both the "interim" evaluation process to be conducted in Q1 2020 and the "ideal" evaluation process to be conducted later. However, the City expects the amount of work required to facilitate the "interim" evaluation process will be less than the "ideal" evaluation process.

For example, Section 3 requires the consultant to solicit input from the City Attorney, City Manager, the Mayor, and each Council Member and help establish mutually agreed-upon evaluation processes and instruments. The consultant is expected to do so for both the "interim" evaluation process and the "ideal" evaluation process but the "interim" evaluation process will be shorter and less formal so the consultant is expected to do less work preparing for those evaluations than the "ideal" evaluations.

I, the undersigned Bidder, have read this addendum and have integrated the changes into the Bid Proposal documents for RFP-COT 19-47, **Personnel Evaluation Consulting Services**. All other items in the original proposal document remain the same. This addendum should be attached to the top of the proposal packet at the time of submission on or before **Thursday, November 14, 2019 at 10:00 A.M., EDT** in the Office of the City Clerk.

COMPANY: GOVHR USA

NAME OF REPRESENTATIVE: Judith Schmittgens

SIGNATURE OF AUTHORIZED REPRESENTATIVE: (Print) 

ADDRESS: 630 Dundee Road, Suite 130  
Northbrook IL 60062

DATE: 11/12/2019



500 West Big Beaver  
Troy, MI 48084  
troymi.gov

## CITY COUNCIL AGENDA ITEM

Date: November 19, 2019

To: Mark F. Miller, City Manager

From: Robert J. Bruner, Assistant City Manager  
Robert C. Maleszyk, Chief Financial Officer  
Lisa Burnham, Accounting Manager  
MaryBeth Murz, Purchasing Manager

Subject: Award Standard Purchasing Resolution 8 – Best Value Award – Personnel Evaluation Consulting Services  
(Introduced by Robert J. Bruner, Assistant City Manager)

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### **History**

- The City Manager and City Attorney are appointed by the City Council for an indefinite period, are responsible to and serve at the pleasure of the City Council and the City Council fixes the compensation of those officers (City Charter Section 3.9).
- The City Council last evaluated the performance of the current City Attorney (Lori Grigg Bluhm) and former City Manager (Brian Kischnick) in August 2017.
- The current City Manager, Mark Miller, was appointed Acting City Manager on March 11, 2018 and appointed City Manager on November 19, 2018. The City Council and Mr. Miller entered into a 5-year employment agreement effective as of January 1, 2019. Section 5 of the agreement provides that his base salary be evaluated annually prior to the anniversary date of the Agreement (January 1).
- The City Attorney, Lori Grigg Bluhm, was appointed City Attorney in September 2001. Most recently, the City Council and Ms. Bluhm entered into a 5-year employment agreement effective as of June 8, 2015. Section 5 of the agreement requires that her base salary be evaluated annually prior to the anniversary date of the Agreement (June 8).
- Section 9 of both employment agreements provide that the City Council shall annually conduct a performance review of the City Attorney and City Manager. However, Section 9 is not as specific regarding the timing of the performance review as Section 5 is regarding the timing of the evaluation of base salary.
- The City Council discussed personnel evaluations during its September 23, 2019 regular meeting and adopted Resolution #2019-09-112 expressing its interest in receiving assistance from a performance evaluation consultant. City staff conducted a Request for Proposal (RFP) process in order to engage a consultant to facilitate the evaluation process.

### **Purchasing**

On November 14, 2019, a bid opening was conducted as required by City Charter and Code in order to accept Proposals for Personnel Evaluation Consulting Services for the City Manager and the City Attorney. The bid was posted on the Michigan Inter-governmental Trade Network (MITN) website; [www.mitn.info](http://www.mitn.info). One (1) response was received.



500 West Big Beaver  
Troy, MI 48084  
troymi.gov

## CITY COUNCIL AGENDA ITEM

### Purchasing (continued)

Below is a detailed summary of potential proposers:

<b>Companies notified via MITN</b>	307	<p><b>MITN</b> provides a resourceful online platform to streamline the procurement process, reduce costs, and make it easier and more transparent for vendors to do business with the City of Troy.</p> <p><b>Active MITN</b> members with a current membership and paying annual dues receive automatic electronic notification which allows instant access to Bids, RFPS and Quote opportunities with the City.</p> <p><b>Active MITN non-paying members</b> are responsible to monitor and check the MITN website for opportunities to do business with the City.</p> <p><b>Inactive MITN member</b> status can occur when a company does not renew their account upon expiration. Inactive members cannot be notified of</p>
Troy Companies notified via MITN	21	
Troy Companies - Active email Notification	20	
Troy Companies - Active Free	1	
<b>Companies that viewed the bid</b>	34	
Troy Companies that viewed the bid	1	

The Request for Proposal was also directly emailed to ten (10) consulting firms. Consulting firms that were directly sent this opportunity were asked why they did not respond to this opportunity. The firms declined to submit a Proposal for the following reasons:

	<i>REASON</i>
3	Our Firm does not handle the type of product / service
	We cannot meet the Scope of Work nor provide an approved alternate – please explain below
1	Our Firm is not interested in submitting a Proposal at this time
	Job is too small
	Job is too large
	Cannot be competitive
	Liability Issues such as insurance, bonding, indemnification, hold harmless
	Insufficient time to respond – please explain below
1	Our Firm's schedule would not permit performance of the specifications
1	Other – describe below

The purpose of the Personnel Evaluation process is to increase communication between the City Council, City Attorney and City Manager regarding the Performance of their duties and to establish specific goals, objectives, and performance measurements for the coming year. The evaluation process is intended to provide an opportunity for the City Council to have an honest dialogue with the City Manager and the City Attorney about its expectations.

*GovHR USA of Northbrook, IL* understands the Scope of Work and has the qualifications and experience to provide the services as required and is therefore in the best interest of the City being recommended. The proposal response from *GovHR USA* is attached to this memo.

### Financial

This purchase will require a budget amendment in the amount of \$11,500.00 to the General Fund for the 2020 fiscal year. Expenditures will be charged to City Council account number #101.102.7801.100.



500 West Big Beaver  
Troy, MI 48084  
troymi.gov

## **CITY COUNCIL AGENDA ITEM**

### **Recommendation**

City management recommends that it is in the best interest of the City to award a contract to *GovHR USA of Northbrook, IL* to provide Personnel Evaluation Consulting Services for the City Manager and the City Attorney as detailed in the attached proposal response and bid tabulation in the estimated total amount of \$11,500.00.

**STANDARD PURCHASING RESOLUTION 8: BEST VALUE AWARD - PERSONNEL  
EVALUATION CONSULTING SERVICES – City Manager and City Attorney**

RESOLVED, That Troy City Council hereby AWARDS a contract to *GovHR of Northbrook, IL* to provide Personnel Evaluation Consulting Services for the City Manager and the City Attorney as detailed in the attached proposal response and the bid tabulation in the estimated total amount of \$11,500.00.

BE IT FINALLY RESOLVED, That the award is CONTINGENT upon the company's submission of properly executed proposal and contract documents, including agreements, insurance certificates and all other specified requirements.



# CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)

12/5/2019

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 have ADDITIONAL INSURED provisions or 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).

<b>PRODUCER</b> Assurance Agency, Ltd. 20 North Martingale Road Suite 100 Schaumburg IL 60173	<b>CONTACT NAME:</b> Select Commercial <b>PHONE (A/C No, Ext):</b> (847) 797-5700 <b>E-MAIL ADDRESS:</b> select@assuranceagency.com <b>FAX (A/C, No):</b> (847) 440-9133
<b>INSURED</b> GovHR USA, LLC GovTemps USA, LLC 630 Dundee Rd #130 Northbrook IL 60062	<b>INSURER(S) AFFORDING COVERAGE</b> <b>INSURER A:</b> Everest Insurance Co <b>INSURER B:</b> Lloyds of London <b>INSURER C:</b> Hartford Fire Insurance <b>INSURER D:</b> <b>INSURER E:</b> <b>INSURER F:</b>

**COVERAGES**

CERTIFICATE NUMBER: 535826971

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 INSD	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
A	<input checked="" type="checkbox"/> <b>COMMERCIAL GENERAL LIABILITY</b> <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR  GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input type="checkbox"/> PROJECT <input type="checkbox"/> LOC OTHER:	Y	Y	91ML001668191	7/7/2019	7/7/2020	EACH OCCURRENCE \$ 1,000,000 DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 1,000,000 MED EXP (Any one person) \$ 10,000 PERSONAL & ADV INJURY \$ 1,000,000 GENERAL AGGREGATE \$ 2,000,000 PRODUCTS - COMP/OP AGG \$ 2,000,000 \$
A	<input type="checkbox"/> <b>AUTOMOBILE LIABILITY</b> <input type="checkbox"/> ANY AUTO <input type="checkbox"/> OWNED AUTOS ONLY <input checked="" type="checkbox"/> HIRED AUTOS ONLY <input type="checkbox"/> SCHEDULED AUTOS <input checked="" type="checkbox"/> NON-OWNED AUTOS ONLY	Y	Y	91ML001668191	7/7/2019	7/7/2020	COMBINED SINGLE LIMIT (Ea accident) \$ 1,000,000 BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$ \$
A	<input checked="" type="checkbox"/> <b>UMBRELLA LIAB</b> <input checked="" type="checkbox"/> OCCUR <input type="checkbox"/> EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE <input type="checkbox"/> DED <input checked="" type="checkbox"/> RETENTION \$ 10,000			91CU001265191	7/7/2019	7/7/2020	EACH OCCURRENCE \$ 4,000,000 AGGREGATE \$ 4,000,000 \$
C	<b>WORKERS COMPENSATION AND EMPLOYERS' LIABILITY</b> ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory In NH) If yes, describe under DESCRIPTION OF OPERATIONS below	Y/N N	N/A	83WECBZ8768	3/7/2019	3/7/2020	<input checked="" type="checkbox"/> PER STATUTE <input type="checkbox"/> OTHER E.L. EACH ACCIDENT \$ 1,000,000 E.L. DISEASE - EA EMPLOYEE \$ 1,000,000 E.L. DISEASE - POLICY LIMIT \$ 1,000,000
A B A	Crime Cyber Liability Professional Liability			91CR000639191 ESI011178862 91ML001668191	7/7/2019 7/7/2019 7/7/2019	7/7/2020 7/7/2020 7/7/2020	Limit: 100,000 Aggregate: 250,000 Occurrence: 1,000,000 Deductible: 1,000 Deductible: 2,500 Agg.: 2,000,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

It is agreed that the Certificate Holder is added as Additional Insured, when required by written contract, on the General Liability on a primary and non-contributory basis with respect to operations performed by the named insured in connection with this project.

**CERTIFICATE HOLDER****CANCELLATION**

City of Troy 500 W. Big Beaver Rd. ATTN: Purchasing Troy MI 48084	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>Daniel G. H. Garza</i>
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**THIS ENDORSEMENT CHANGES THE POLICY. PLEASE READ IT CAREFULLY.**

## **ADDITIONAL INSURED – DESIGNATED PERSON OR ORGANIZATION**

This endorsement modifies insurance provided under the following:

COMMERCIAL GENERAL LIABILITY COVERAGE PART

### **SCHEDULE**

**Name Of Additional Insured Person(s) Or Organization(s):**

Any person(s) or organization(s) who you are required by contract or agreement to name as additional insured (s) on this policy as per the terms of this endorsement.

Information required to complete this Schedule, if not shown above, will be shown in the Declarations.

**A. Section II – Who Is An Insured** is amended to include as an additional insured the person(s) or organization(s) shown in the Schedule, but only with respect to liability for "bodily injury", "property damage" or "personal and advertising injury" caused, in whole or in part, by your acts or omissions or the acts or omissions of those acting on your behalf:

1. In the performance of your ongoing operations; or
2. In connection with your premises owned by or rented to you.

However:

1. The insurance afforded to such additional insured only applies to the extent permitted by law; and
2. If coverage provided to the additional insured is required by a contract or agreement, the insurance afforded to such additional insured will not be broader than that which you are required by the contract or agreement to provide for such additional insured.

**B. With respect to the insurance afforded to these additional insureds, the following is added to Section III – Limits Of Insurance:**

If coverage provided to the additional insured is required by a contract or agreement, the most we will pay on behalf of the additional insured is the amount of insurance:

1. Required by the contract or agreement; or
2. Available under the applicable Limits of Insurance shown in the Declarations;

whichever is less.

This endorsement shall not increase the applicable Limits of Insurance shown in the Declarations.

**THIS ENDORSEMENT CHANGES THE POLICY. PLEASE READ IT CAREFULLY.**

**PRIMARY AND NONCONTRIBUTORY –  
OTHER INSURANCE CONDITION**

This endorsement modifies insurance provided under the following:

COMMERCIAL GENERAL LIABILITY COVERAGE PART  
PRODUCTS/COMPLETED OPERATIONS LIABILITY COVERAGE PART

The following is added to the **Other Insurance** Condition and supersedes any provision to the contrary:

**Primary And Noncontributory Insurance**

This insurance is primary to and will not seek contribution from any other insurance available to an additional insured under your policy provided that:

- (1) The additional insured is a Named Insured under such other insurance; and

- (2) You have agreed in writing in a contract or agreement that this insurance would be primary and would not seek contribution from any other insurance available to the additional insured.