

# **CASE #1 - An Agreement for the Provision of Limited Professional Services**

## **ABSTRACT**

This is a sample agreement for small projects or investigations of limited scope and time duration. It contains the essentials of a good agreement including scope of services, fee arrangement and terms and conditions.

As of 2015, the document was legally reviewed and the following changes were made:

1. Modified Indemnification.
  - a. Extended list of indemnitees of Client and SE.
  - b. Added sentence indicating that neither party has obligation to defend or pay for defense until one party has been found at fault and then only to the proportion found at fault.
  - c. Added paragraph for indemnification from third party claims. This was added since the original indemnification only dealt with claims from one of the contracting parties.
2. Modified Risk Allocation
  - a. Added “or any third party”. This was done to get the client to limit the SE’s liability for a third party claim. This is an aggressive approach and has not been tested by case law.
  - b. Expanded language regarding attorney and expert fee costs.
  - c. Removed “or other amount agreed upon” to remove open-endedness.
3. Other minor grammatical modifications.