



Resolution 6

Authorizing entry into a Joint Powers Agreement with the State Coastal Conservancy and the Association of Bay Area Governments

Whereas, the San Francisco Bay Restoration Authority (Authority) was created as a regional public entity pursuant to the San Francisco Bay Restoration Authority Act at California Government Code Sections 66700, et seq. (Act); and

Whereas, the Act at California Government Code Section 66704(k) authorizes the Authority to enter into joint powers agreements pursuant to the Joint Exercise of Powers Act at California Government Code Sections 6500, et seq.; and

Whereas, the Authority has reviewed the Joint Powers Agreement, Proposed Recitals & Terms, March 19, 2014 and determined that the Authority would achieve costs savings as well as other benefits from entry into a joint powers agreement with the State Coastal Conservancy (Conservancy) and the Association of Bay Area Governments (ABAG).

Now Therefore Be It Resolved, that the Governing Board of the San Francisco Bay Restoration Authority hereby:

- A. The San Francisco Bay Restoration Authority (“Authority”) authorizes its Chair and Vice-Chair to enter into a joint powers agreement with the State Coastal Conservancy and the Association of Bay Area Governments in substantial conformance with the terms set forth in the Joint Powers Agreement, Proposed Recitals & Terms, March 19, 2014 (JPA).
- B1. The Conservancy and ABAG shall, to the extent allowed by law, defend and indemnify the Authority for claims arising out of their performance under the JPA.
Or
- B2. The indemnification term of the joint powers agreement shall provide for the Authority to purchase liability insurance and for the Authority to indemnify ABAG and the Conservancy once it is able to purchase the insurance, with the Conservancy and ABAG agreeing to indemnify the Authority prior to the Authority’s purchase of insurance.
Or
- B3. As between the Authority and ABAG, ABAG shall, to the extent allowed by law, defend and indemnify the Authority for claims arising out of ABAG’s performance under the JPA. For all third party claims arising out of the parties’ performance under the JPA that are not covered by ABAG’s defense and indemnity obligation and for all defense costs and liabilities that are not covered by ABAG’s defense and indemnity obligation, the parties agree that each shall be

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responsible for liability and defense costs arising out of its performance under the JPA.

- C. The Authority has been fully informed in writing about its attorneys' responsibilities in avoiding the representation of adverse interests without the consent of their clients, understands the potential for adverse legal interests, and consents to the potential conflicts of interest raised by Conservancy staff attorneys providing legal advice to the Authority pursuant to the joint powers agreement.
- D. The Authority hereby ratifies and confirms the acts of Its officers, agents and/or employees in heretofore executing the joint powers agreement together with any acts performed In relation thereto.

Passed and adopted this 19th day of March, 2014.

John Gioia
Vice Chair

Attest:

Frederick Castro
Clerk of the Governing Board