

RESOLUTION 2013-196

**RESOLUTION AUTHORIZING STAFF TO ENTER
INTO A MEMORANDUM OF AGREEMENT WITH
AND GRANT INDEMNITY TO CIVIC SAN DIEGO FOR
THE MAINTENANCE OF WAYFINDING SIGNAGE TO
BE INSTALLED IN THE PORT TIDELANDS AREA OF
DOWNTOWN SAN DIEGO**

WHEREAS, the San Diego Unified Port District (District) is a public corporation created by the legislature in 1962 pursuant to Harbors and Navigation Code Appendix 1, (Port Act); and

WHEREAS, Section 21 of the Port Act states that the Board of Port Commissioners (BPC) may pass all necessary ordinances and resolutions for the regulation of the District; and

WHEREAS, in fall 2008, the Centre City Development Corporation (CCDC), forerunner organization to Civic San Diego, initiated a program to place updated, coordinated wayfinding signage throughout downtown San Diego, including North and South Embarcadero areas of District Tidelands; and

WHEREAS, the estimated cost of the entire program is \$1.17 million, of which the signage proposed for installation on the District Tidelands would cost \$218,900, the entire amount of which would be funded by Civic San Diego (CSD); and

WHEREAS, CSD is developing Memorandum of Agreements (MOAs) with the District and the other entities in the downtown region that would be responsible for the maintenance of the signage in their individual areas; and

WHEREAS, the District is responsible for maintenance and removal of the signs for an amount not to exceed \$175,000; and

WHEREAS, the MOA between the District and CSD contains a mutual indemnity for negligence on the part of the District and CSD; and

WHEREAS, this type of indemnity provision is typical for MOAs between governmental entities and does not present excessive exposure to the District; and

WHEREAS, following approval of all MOAs for signage maintenance with the responsible entities, CSD will determine with its signage contractor the fabrication and installation schedule for the signage.

NOW, THEREFORE, BE IT RESOLVED by the Board of Port Commissioners of the San Diego Unified Port District, as follows:

That the Executive Director or his designated representative is hereby authorized and directed to enter into a Memorandum of Agreement with Civic San Diego for Maintenance of Wayfinding Signage to be installed in the Port Tidelands area of downtown San Diego and grant indemnity as follows:

The Port District agrees to defend, indemnify, protect and hold CSD its directors, officers, agents and employees harmless from any and all actions, suits, proceedings, liability, claims, demand for, damages or injuries to, any person or property, but only to the extent such claims arise from or are directly connected with or attributable to the Port District's negligence or failure to perform services or other obligations under this MOA.

APPROVED AS TO FORM AND LEGALITY:


PORT ATTORNEY

2013-196

PASSED AND ADOPTED by the Board of Port Commissioners of the San Diego Unified Port District, this 19th day of November, 2013, by the following vote:

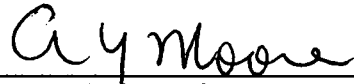
AYES: Castellanos, Merrifield, Moore, Nelson, Smith,

NAYS: None.

EXCUSED: Malcolm, Valderrama

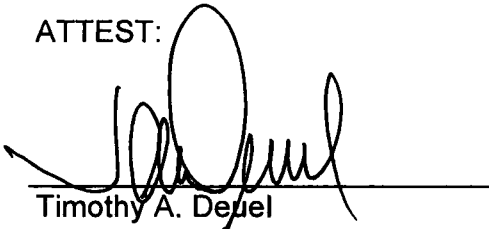
ABSENT: None.

ABSTAIN: None.



Ann Y. Moore, Chair
Board of Port Commissioners

ATTEST:



Timothy A. Deuel
District Clerk

(Seal)