

RESOLUTION 2014-224

RESOLUTION AUTHORIZING AGREEMENT AND GRANTING INDEMNITY TO AMERICAN REGISTRY FOR INTERNET NUMBERS, LTD FOR INTERNET PROTOCOL ADDRESS SPACE AND AUTONOMOUS SYSTEM NUMBER REGISTRATION SERVICES

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, the Board of Port Commissioners (BPC) adopted BPC Policy No. 110 incorporating the provisions of the Accounting Act to govern the processing and administration of public projects; and

WHEREAS, on August 9, 2011, the BPC authorized District staff to develop a five-year Technology Strategic Plan (TSP); and

WHEREAS, TSP execution commenced in FY2013 and the BPC approved the second and third years of TSP projects through the adoption of the FY2014 and FY 2015 budgets respectively; and

WHEREAS, a number of TSP projects have leveraged Internet delivered cloud or Software as a Service (SaaS) based solutions including Microsoft Office365 (e-mail services), Granicus Legistar (board meeting agenda management) and SAP Travel on Demand (employee travel expense reimbursement); and

WHEREAS, to increase redundancy of access to the Internet, the District is in the process of implementing multiple Internet connections delivered across different routes and service providers; and

WHEREAS, providing multiple paths to the Internet from the District's network, commonly called multi-homing, enhances the District's ability to maintain access to critical business services in the event of a problem with an individual Internet circuit or service provider; and

WHEREAS, Internet service providers and other autonomous networks, commonly referred to as autonomous systems, with multiple connections to the Internet are required to have an officially registered autonomous system number (ASN) to advertise their network to neighboring networks on the Internet; and

WHEREAS, since 1997 the nonprofit corporation American Registry for Internet Numbers (ARIN) has served as the sole regional Internet registry for Canada, the United States, and many Caribbean/North Atlantic islands; and

WHEREAS, ARIN is responsible for the registration, administration, and stewardship of Internet number resources including Internet Protocol (IP) address blocks and ASNs within these geographic areas. Currently there are five regional Internet registries servicing different geographical regions worldwide with ARIN the only registry servicing the United States; and

WHEREAS, District staff has been working with ARIN to become a registered member organization and obtain assignment of an ASN and a small block of Internet IP addresses; and

WHEREAS, as a not-for-profit agency and the sole assigner of Internet Number Resources in the United States, ARIN has a standard registration services agreement defining its service terms and conditions that all customers are required to accept without modification unless specific terms or conditions of the agreement are in conflict with applicable law; and

WHEREAS, District staff, including representatives from the General Counsel's Office reviewed ARIN's standard registration services agreement and the proposed agreement contains an indemnification provision not previously encountered by the District in its ITS agreements which is not presently contemplated in BPC Policy No. 640, Section 4. b. and as such requires BPC approval; and

WHEREAS, the ARIN agreement includes typical ITS indemnification language including indemnification against claims relating to breach of user agreements (or service terms) and indemnification for third party claims arising out of authorized or unauthorized access to the Included Number Resources which staff would be authorized to accept under BPC Policy No. 640 Section 4. b.; and


WHEREAS, the ARIN agreement also further requires that should the District be required to indemnify, defend and hold ARIN (and related indemnified parties including ARIN Members) harmless for any covered claim that the District would be required to keep ARIN informed and consulted regarding the progress of any claim; not settle, compromise or dispose of any covered claim without ARIN's prior written consent, shall not engage in any action or omit to take any action in connection with any claim that may have an adverse consequence to ARIN and that ARIN would have the right to participate in the settlement, compromise and/or disposition of any claim. Further, the indemnification provision provides that the District may retain counsel to defend any covered claim but only with ARIN's prior approval and that if in ARIN's "reasonable judgment" a conflict arises between it and the District or the District fails to

diligently and perform its indemnification or defense obligations that ARIN may retain its own counsel at the District's sole expense.

NOW, THEREFORE, BE IT RESOLVED that 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 to enter into an Agreement on behalf of the San Diego Unified Port District with American Registry for Internet Numbers, Ltd. for Internet Protocol Address Space and Autonomous System Number Registration Services and grant indemnity to American Registry for Internet Number, Ltd pursuant to Section 11 of the Agreement.

APPROVED AS TO FORM AND LEGALITY:
GENERAL COUNSEL


By: Assistant/Deputy

PASSED AND ADOPTED by the Board of Port Commissioners of the San Diego Unified Port District, this 9th day of December 2014, by the following vote:

AYES: Bonelli, Castellanos, Malcolm, Moore, Nelson, and Valderrama.

NAYS: None.

EXCUSED: Merrifield.

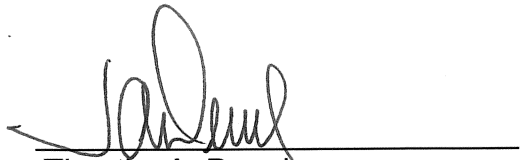
ABSENT: None.

ABSTAIN: None.



Robert E. Nelson, Chairman
Board of Port Commissioners

ATTEST:



Timothy A. Deuel
District Clerk



(Seal)