

RESOLUTION NO. 2011- 10

**A RESOLUTION OF THE BOARD OF DIRECTORS
OF THE AVILA BEACH COMMUNITY SERVICES DISTRICT
APPROVING THE AMENDMENT AND RESTATEMENT OF THE 1995 CONTRACT FOR
GENERAL MANAGER AND ENGINEERING SERVICES**

WHEREAS, On August 1, 1995, The Avila Beach Community Services District (District) entered into a contract with John L. Wallace of the John L. Wallace & Associates (now the Wallace Group) for District General Manager and District Engineer Services (the 1995 Contract); and;

WHEREAS, The 1995 Contract stated in relevant part, "the District desires to engage the services of a registered civil engineer to act for the District as and in the capacity of District General Manager and District Engineer as may be provided by District's ordinances and regulations and Board Policy"; and;

WHEREAS, Section 8 of the 1995 Contract provides "this Agreement may be amended from time to time by mutual written consent of the District and the Manager; and;

WHEREAS, The District and Manager, as defined in the 1995 Contract, desire to Amend and Restate the 1995 Contract into two separate Agreements to:

- a) Better clarify the roles of the General Manager and The District Engineer consistent with the relationship established in the 1995 Contract; and;
- b) Address indemnification and insurance issues; and;

WHEREAS, The District at its regular Board meeting of July 12, 2011, reviewed proposed job descriptions for the positions of the District General Manager and District Engineer and thereon instructed District Legal Counsel to return Amended and restated General Manager and District Engineer Agreements for Board approval; and;

WHEREAS, Based on Staff presentation, Staff Report, and public comment, the District Board of Directors finds:

- a) The Amended and Restated Agreements are consistent with and do not alter the Duties of the District General Manager and District Engineer performed by John L. Wallace and the Wallace Group.
- b) The term of the Amended and Restated Agreements are consistent with the terms in the 1995 Contract.
- c) That the approval of the Amended and Restated Agreements do not increase compensation for services provided by the Wallace Group above what has been previously approved by the District in 2010.

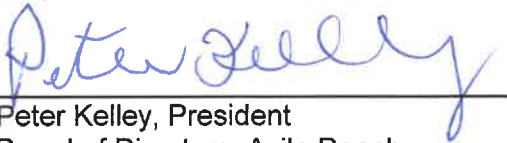
**NOW, THEREFORE, THE BOARD OF DIRECTORS OF THE AVILA BEACH
COMMUNITY SERVICES DISTRICT DOES HEREBY RESOLVE, DECLARE, DETERMINE
AND ORDER AS FOLLOWS:**

1. The Amended and Restated Agreements for General Manager and District Engineering Services are hereby approved.
2. The Board President is authorized to sign the Agreements upon the receipt of duly executed Agreements from the District Manager and District Engineer.
3. The above Recitals are true and correct and incorporated herein by this reference.
4. If any section, subsection, sentence, clause or phrase of this Resolution is for any reason held to be unconstitutional, ineffective or in any manner in conflict with the laws of the United States, or the State of California, such decision shall not affect the validity of the remaining portions of this Resolution. The Governing Board of the District hereby declares that it would have passed this Resolution and each section, subsection, sentence, clause and phrase thereof, irrespective of the fact that any one or more sections, subsection, sentence, clause or phrase be declared unconstitutional, ineffective, or in any manner in conflict with the laws of the United States or the State of California.
5. Title, division, part, chapter, article, and section headings contained herein do not in any manner affect the scope, meaning, or intent of the provisions of this Resolution.
6. This Resolution shall take effect immediately. The Agreements approved herein shall take effect on November 9, 2011.

On the motion of Director Rowe, seconded by Director Janowicz, and on the following roll call vote, to wit:

AYES: Rowe, Janowicz, Brown, Yoder
NOES: Kelley
ABSENT: None

The foregoing resolution is hereby passed, approved and adopted by the Board of Directors of the Avila Beach Community Services District this 8th day of November, 2011.


Peter Kelley, President
Board of Directors, Avila Beach
Community Services District