

A RESOLUTION APPROVING AND AUTHORIZING AN AGREEMENT RELATED
TO GRANADA SANITARY DISTRICT USE OF A PORTION OF THE PORTOLA
PUMP STATION AS AN OFFICE SPACE

RESOLVED by the Board of Directors of the Sewer Authority Mid-Coastside (Authority), San Mateo County, California, as follows:

WHEREAS, the Granada Sanitary District (District) currently utilizes a space in the Authority's Portola Pump Station as a meeting room,

WHEREAS, the District has advised the Authority that it wishes to make certain improvements to convert this space to an office area and to provide secure storage for District records and office equipment,

WHEREAS, this Board consents to such conversion and uses, upon certain terms and conditions, and

WHEREAS, this Board has been presented with an Agreement (the Agreement) related thereto;

NOW THEREFORE, it is determined and ordered that:

1. The above recitals are true and correct.
2. The Agreement, Exhibit A hereto, is hereby approved.
3. The Chairperson is hereby authorized and directed to execute the Agreement on behalf of the Authority, and the Secretary is authorized to countersign same.

* * * * *

I hereby certify that the foregoing is a full, true and correct copy of the Resolution duly passed and adopted by the Board of Directors of the Sewer Authority Mid-Coastside, San Mateo County, California, at a regular Board meeting thereof held on the 28th day of February, 1993, by the following vote of its members:

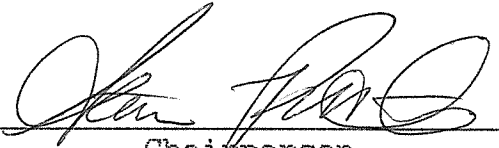
AYES, and in favor thereof, Members:

Prosser, Hall, Pastorino, Patterson, Wall, & Briody

NOES, Members: None.

ABSENT, Members: None.

ABSTAIN, Members: None.


Chairperson
Sewer Authority Mid-Coastside

COUNTERSIGNED:


Secretary
Sewer Authority Mid-Coastside

EXHIBIT A

HOLD HARMLESS AGREEMENT

Agreement entered into by and between Sewer Authority Mid-Coastside ("Authority") and Granada Sanitary District ("District").

Recitals

- A. The Authority is the owner and operator of a pump station facility located at 529 Obispo Road, El Granada, CA (the "Facility").
- B. The Facility includes space which was used by the District as a meeting room.
- C. District wishes to make certain improvements to convert the space to an office area and to provide secure storage for District records and office equipment.
- D. The Authority consents to the proposed conversion and uses on the Terms and Conditions of this Agreement.

Terms and Conditions

In consideration of the foregoing Recitals and the following Terms and Conditions it is mutually agreed by the Authority and District as follows:

- 1. The Authority agrees that District may make improvements, including access for the disabled, at its sole cost and expense, to the meeting area space to permit its use as an office and secure storage area, subject to Authority approval, which will not be unreasonably withheld.
- 2. The District will make suitable arrangements to ensure accessibility to the District's office space by Authority personnel should access be required in an emergency.
- 3. District shall defend, indemnify and hold the Authority harmless of and from all claims, liabilities, actions, causes of action, damages, principal, interest, costs, expenses, penalties, attorneys fees and any other form of relief, however, denominated, and whether or not pecuniary or equitable in nature, arising out of or in any way related to District's conversion, use and occupancy of the space and the Facility except to the extent that any claim for relief may be due to the fault of the Authority.

Dated: March 16th 1994

SEWER AUTHORITY MID-COASTSIDE

GRANADA SANITARY DISTRICT

By [Signature]
Chairperson

By [Signature]
President

Attest [Signature]
Secretary

Countersigned [Signature]
Secretary