

FORT ORD REUSE AUTHORITY
Resolution No. 20-11

A RESOLUTION OF THE GOVERNING BODY OF THE FORT ORD REUSE AUTHORITY

Approving and Authorizing the Execution and Delivery of (i) a Memorandum of Agreement Regarding Funding from FORA to County of Monterey for Oak Woodlands Conservation Planning and (ii) an Agreement for Assignment and Assumption of Rights and Obligations under Contract, Consent Thereto, and Suspension of Application of Assignment Prohibition, and Approving Related Actions

THIS RESOLUTION is adopted with reference to the following facts and circumstances:

A. On May 13, 2016, the Board of Directors of the Fort Ord Reuse Authority (“FORA”) approved a contract (the “Contract”) with Denise Duffy & Associates, Inc. (“DDA”) to study and prepare a draft Oak Woodland Management and Monitoring Plan and draft Oak Woodland Conservation Map covering certain lands in the City of Seaside and the unincorporated portion of the County of Monterey on the former Fort Ord, among other specified services (collectively, the “Services”). The Services were intended to assist the County and City of Seaside in planning for oak woodland conservation in their respective jurisdictions in the former Fort Ord

B. On or about July 27, 2017, FORA and DDA entered into that certain limited purpose “Agreement for Professional Services - Amendment #2” (believed to be the only amendment to the Contract notwithstanding its title) which restated the term of the Contract to be from May 31, 2016 to June 30, 2018 or until the maximum amount of compensation is reached. The Contract, as amended, remains in force because the maximum amount of compensation has not been reached.

C. FORA’s existence will terminate in accordance with state law on June 30, 2020 (“FORA’s Termination Date”). FORA does not have sufficient time or management resources to manage completion of the Services by FORA’s Termination Date.

D. The County and FORA desire for DDA to complete the Services under the Contract, as DDA has done a considerable amount of work under the Contract and allowing DDA to complete the Services will continue to advance oak woodland conservation planning on the former Fort Ord.

E. FORA is willing to make certain funding available to the County on all the terms and conditions set forth in the form of the Memorandum of Agreement Regarding Funding from FORA to County of Monterey for Oak Woodlands Conservation Planning (the “Memorandum of Agreement”) on file with the Secretary.

F. FORA, DDA, and the County contemplate entering into an Agreement for Assignment and Assumption of Rights and Obligations under Contract, Consent Thereto, and Suspension of Application of Assignment Prohibition (the “Agreement for Assignment, Assumption, Consent, and Suspension”) to authorize FORA to assign the Contract to the County concurrently with FORA’s and the County’s execution of the Memorandum of Agreement.

NOW THEREFORE the Board hereby resolves that:

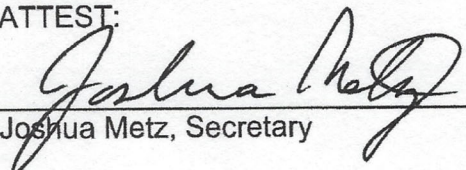
1. The foregoing recitals are true and correct.
2. The Board hereby approves the Memorandum of Agreement in the form on file with the Secretary. The Executive Officer, acting alone, is hereby authorized and directed to execute and deliver the Memorandum of Agreement for and in the name and on behalf of FORA in such form, or in a substantially similar form containing such modifications as the Executive Officer may approve as necessary or appropriate to carry out the purposes of the Memorandum of Agreement, such approval to be conclusively evidenced by the execution and delivery by the Executive Officer of the Memorandum of Agreement. Notwithstanding the foregoing, the dollar amount to be transferred as set forth in the form on file with the Secretary shall not be altered without the specific approval of the Board.
3. The Board hereby approves the Agreement for Assignment, Assumption, Consent, and Suspension in the form on file with the Secretary. The Executive Officer, acting alone, is hereby authorized and directed to execute and deliver the Agreement for Assignment, Assumption, Consent, and Suspension for and in the name and on behalf of FORA in such form, or in a substantially similar form containing such modifications as the Executive Officer may approve as necessary or appropriate to carry out the purposes of the Agreement for Assignment, Assumption, Consent, and Suspension, such approval to be conclusively evidenced by the execution and delivery by the Executive Officer of the Agreement for Assignment, Assumption, Consent, and Suspension.
4. The Executive Officer is hereby authorized and directed, for and in the name and on behalf of FORA, to do any and all things and take any and all actions, which he may deem necessary or advisable as contemplated by the Memorandum of Agreement or otherwise in order to effectuate the transfer of the funds and the assignment of the Contract as contemplated by the Agreement for Assignment, Assumption, Consent, and Suspension.
5. This Resolution shall take effect from and after the date of its passage and adoption.

Upon motion by Board Member Oglesby, seconded by Board Member Gaglioti, the foregoing Resolution was passed on this 11th day of June 2020, by the following vote:

AYES: PARKER, PHILLIPS, ADAMS, GAGLIOTI, O'CONNELL, MORTON, HAFFA,
OGLESBY, WIZARD, CARBONE, GARFIELD, REIMERS
NOES:
ABSTENTIONS:
ABSENT: GUNTER



Jane Parker, Chair

ATTEST:


Joshua Metz, Secretary