



County of Sonoma  
State of California

THE WITHIN INSTRUMENT IS A  
CORRECT COPY OF THE ORIGINAL ON  
FILE IN THIS OFFICE

ATTEST: May 13, 2025  
M. CHRISTINA RIVERA, Clerk/Secretary  
BY *Noelle Francis*

Date: May 13, 2025

Item Number: 48

Resolution Number: 25-0266

4/5 Vote Required

**Joint Resolution of the Board of Supervisors of the County of Sonoma, State Of California; the Board of Directors of the Sonoma County Community Development Commission; the Board Of Directors of The Sonoma County Agricultural Preservation And Open Space District; the Board of Directors of the Sonoma County Water Agency; the Board of Directors of the Russian River County Sanitation District; the Board of Directors of the South Park County Sanitation District; the Board of Directors of the Occidental County Sanitation District; and the Board of Directors of the Sonoma Valley County Sanitation District, Authorizing Certain Exceptions to Standardized Contracting Terms as to Certain Contracts**

**Whereas**, it is the desire of the Sonoma County Board of Supervisors of the County of Sonoma, State Of California; the Board of Directors of the Sonoma County Community Development Commission; the Board Of Directors of the Sonoma County Agricultural Preservation And Open Space District; the Board of Directors of the Sonoma County Water Agency; the Board of Directors of the Russian River County Sanitation District; the Board of Directors of the South Park County Sanitation District; the Board of Directors of the Occidental County Sanitation District; and the Board of Directors of the Sonoma Valley County Sanitation District (collectively all hereinafter generally referred to as "Boards"), to promote efficient and effective use of resources with respect to preparation, review, and approval of contracts necessary for operations, programs, projects, and other public activities; and

**Whereas**, the County of Sonoma; the Sonoma County Community Development Commission; the Sonoma County Agricultural Preservation And Open Space District; the Sonoma County Water Agency; the Russian River County Sanitation District; the South Park County Sanitation District; the Occidental County Sanitation District; and the Sonoma Valley County Sanitation District ("Public Agencies") engage in numerous procurements for services, goods, subscriptions, and uses of real property, as needed for such activities; and

**Whereas**, pursuant to existing Resolutions and other legal authorities, including Resolution 95- (delegated authority for certain goods and services contracts); Resolutions 16-0102 and 16-0103 (increase in amounts for services contracts), Resolution 19-0578 (authority to lease and license non-County property); Resolution 16- 0272 (increase in Community Development Commission Executive Director authority for services contracts); and Sonoma County Code Section 2-54 (Purchasing Agent goods and service contracts authority), the Boards have delegated certain general authority to various respective Public Agency heads and officers; and

**Whereas**, due to circumstances that are often beyond the Public Agency's control, certain transactions require that the Public Agency agree to terms that deviate from the Agency's standard terms, conditions, and template forms; and

**Whereas**, notwithstanding the deviation from Public Agency contracting standards, many of such terms may be lawful, industry-standard, commercially-reasonable, and otherwise acceptable. Moreover, sometimes absent agreeing to such terms, the Public Agency could not obtain the needed contract;

**Whereas**, when circumstances mandate that the Public Agency deviate from certain contracting standards and accept non-standard contracting terms or forms, the public interest is served in allowing for flexibility and negotiation to ultimately obtain the needed contract;

**Whereas**, such flexibility and negotiation can continue to best serve the public interest if deviation from standardized contracting terms and forms occurs only under certain criteria, subject to certain checks and balances, and only when absolutely warranted;

**Whereas**, these Boards recognize the need for certain flexibility and ability to negotiate otherwise acceptable contract terms, and are willing to so allow as to those types of contracts where such need most commonly arises; and

**Whereas**, the use of standardized forms best ensures consistency, efficiencies, and safeguards for public contracting and uses of public funds. Accordingly, it is and shall remain the policy of these Boards and directive to their respective Public Agencies to use standard templates and to obtain standard terms and conditions in all agreements. Deviations shall be limited, of last-resort, and an exception to the general rule and practice, and all in strict accordance with the criteria, processes, and other parameters set forth in this Resolution;

**Now, Therefore, Be It Resolved** by these Boards, that unless a more specific delegation has been granted or a particular contract (form, or terms) has been approved by the Board, to the extent authority is otherwise expressly delegated to negotiate and execute certain contracts, licenses, leases, or other types of agreements, then County Department Heads, Public Agency heads, and the Purchasing Agent, as appropriate for contracts and agreements on behalf of their respective entities, are each delegated further authority to negotiate and agree to any term or condition (a "term") in an agreement, or use of any form therefor, on condition of the following:

1. That, after good faith effort to fully negotiate, the term is absolutely required such that the agreement cannot be obtained but for accepting the term;
2. The term relates to indemnification, liability, release, warranty, disclaimer, insurance, limitations on or exclusions of damages, prevailing party attorney fees and costs, dispute resolution, choice of law or venue, use or publicity of fact of County or agency usage, copyright, or any similar or related provisions;
3. The term is not prohibited by law or applicable policy;
4. The term is determined by the subject department to be reasonable, meaning industry-standard or otherwise appropriate given the scope of the agreement, associated risks, and all other circumstances;

5. The term is determined by the subject department to be feasible, meaning manageable and able to be implemented given County or agency systems, capacities, and other internal considerations, including in consultation with other potentially affected departments;
6. The term is determined by the subject department to be affordable, and that adequate funding, insurance, or other provision exists to the extent the term entails direct financial obligation or need for liability coverage from the County or agency;
7. The term is determined to be acceptable, meaning tolerable, mitigated, or accounted for based on and/or in light of other terms and conditions in the agreement;
8. For hardware contracts, software purchase or development contracts, database subscriptions, and other Information Services-related commodities or services, all technical or cybersecurity-related terms are approved by County Information Services Department (or, for County-affiliate entities, by their respective information services designate);
9. For County contracts, the term is approved by the Purchasing Agent, or his/her designee;
10. For contracts of County-affiliate entities also adopting this Resolution, the term is approved by the Executive Director or General Manager of the respective agency, or their respective designees;
11. For terms pertaining to indemnification, the term also is approved by County's Risk Management division, and
12. County Counsel concurs with acceptance of the term in accordance with the criteria herein and approves the agreement as to form.

**Be It Further Resolved**, that to the extent that any contract or agreement meets the criteria as set forth above and strict compliance with the requirement to include certain contractual provisions in agreements as set forth in the County's AIDS Discrimination Ordinance (Sonoma County Code Chapter 19, Article II – AIDS Discrimination) and the Living Wage Ordinance (Sonoma County Code Chapter 2, Article XXVI – Living Wage) is not feasible or possible, then these Boards find and determine that countervailing public interest and policy outweighs and so requires, and the requirements under said Ordinances to include certain express contractual provisions are hereby waived as to those contracts. Said waiver is limited and made solely as to the statutory requirements to affirmatively include certain contractual provisions in certain contracts, and without waiving or limiting the applicability of those Ordinances to such contracts as otherwise provided by law.

This action does not create any new delegation of authority, but rather is supplementary and to be used solely in conjunction with other, separately-delegated authority or legal allowance. All other requirements for review and approval of contracts remain in effect and shall be complied with in conjunction with any exercise of the authority granted hereby, including without limitation all County policies requiring review and approval of certain County contracts by the County's Information Services Department or Risk Management Division.

The authority granted and waivers made hereby are limited to the following types of contracts and agreements:

1. Emergency contracts under exigent, unforeseen circumstances that do not permit delay or allow for standard procurement procedures and where immediate action is required to meet imminent and serious public health, safety, welfare, or operational need;

2. Computer hardware, software, database and online platform subscription or access license agreements;
3. Contracts, orders, and subscription agreements for goods;
4. Leases, licenses, rental agreements, and permits for use of non-County/non-Public Agency real property;
5. Expert witness, legal, and other litigation or trial support services;
6. All purchases and agreements as authorized by Resolution No. 95-0328, "Resolution of the Board of Supervisors of the County of Sonoma, State of California, Establishing Exemptions From Purchasing Procedures"; and
7. Agreements where a Sole/Single Source Waiver is otherwise approved.

This Resolution is declaratory of, and not a change in, existing law and authority.

**Supervisors:**

Hermosillo: Aye    Rabbitt: Aye    Coursey: Aye    Gore: Aye    Hopkins: Aye

Ayes: 5                Noes: 0                Absent: 0    Abstain: 0

**So Ordered.**