

**RESOLUTION BY ABAG PLAN CORPORATION RELIEVING ABAG OF SPECIFIED RIGHTS
AND DUTIES UNDER PARAGRAPH 3 OF THE AGENCY AGREEMENT**

A. WHEREAS, the Association of Bay Area Governments, A California Joint Powers Authority (ABAG) irrevocably appointed ABAG Plan Corporation ("PLAN") as its agent in connection with the provision of coverage under the Liability Risk Coverage Agreement as amended from time to time under the Agency Agreement dated June 2, 1986, and;

B. WHEREAS, the Liability Risk Coverage Agreement sets forth the program established for the benefit of the members of PLAN and the purpose of establishing the PLAN and the need for the Agency Agreement, and;

C. WHEREAS, Pursuant to Paragraph 2 of the Agency Agreement, ABAG irrevocably assigned and transferred to PLAN certain specified rights and duties in the Liability Risk Coverage Agreement, and;

D. WHEREAS, under paragraph 3 of the Agency Agreement, ABAG reserved certain rights under the Agency Agreement, and;

E. WHEREAS, Paragraph 3 of the Agency Agreement further provided that subject to a three-fourths (3/4) vote of the Board of Directors of PLAN relieving ABAG of such rights and duties, ABAG reserved to itself, including (i) The right to act as Trustee for, invest and disburse moneys of the Claims Payment Funds, (ii) administrative and clerical support for the day-to-day management of PLAN, (iii) internal accounting for PLAN, and (iv) promotional and educational activities, including provision for technical training programs (the Retained Rights and Duties"), and;

F. WHEREAS on June 23, 2017, after conducting a formal recruitment under a request for proposals PLAN voted to accept the proposal for risk management and fiscal services from Bickmore and authorized the President of PLAN to execute a contract. The action further provided that ABAG would remain as fiscal agent during the transition period, and;

G. WHEREAS, the Board of Directors has determined it is in the best interests of PLAN to exercise its rights under the Agency Agreement to relieve ABAG of the Retained Rights and Duties effective as set forth hereinbelow.

NOW, THEREFORE, BE IT RESOLVED by a minimum three-fourths (3/4) vote that ABAG is relieved of (i) the right to act as Trustee for, invest and disburse moneys of the Claims Payment Funds, (ii) administrative and clerical support for the day-to-day management of PLAN, (iii) internal accounting for PLAN, and (iv) promotional and educational activities,

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including provision for loss control/safety and technical training programs, effective November 2, 2017.

PASSED AND ADOPTED as Resolution of the ABAG PLAN Corporation at the Special Meeting held on the ___th day of _____, 2017, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

Marc L. Zafferano
President and Chairman of the Board, ABAG PLAN Corporation

ATTEST:

Heather McLaughlin
Secretary, ABAG PLAN Corporation