

**DIVISION 500 – CONTRACT PROVISIONS****10.500 Policy**

The policies of this Division are the following:

- (1) To establish the minimum provisions for all contracts, Grant Agreements, and Intergovernmental Agreements to which the County is a party; and
- (2) To establish a procedure for Departments to obtain waivers of these provisions from the Board of Commissioners.

**10.505 Definitions**

For the purposes of this division:

- (1) “Cooperative Agreement” means a written agreement between the County and a unit of local government of another state, a state agency of another state, the United States, a United States governmental agency, an American Indian tribe, or an agency of an American Indian tribe as described in ORS 190.110.
- (2) “Intergovernmental Agreement” means a written agreement between the County and any other unit or units of local government as described in ORS 190.010.
- (3) The terms “Contract,” “Grant,” “Public improvement,” “Personal Services Contract,” and “Request for Proposals” shall have the meaning set forth in Division 000 of this Chapter.

**10.510 Agreement Forms**

- (1) The Office of Legal Counsel shall be responsible for developing and maintaining agreements, contracts and grant forms used by the County.
- (2) All Departments shall use approved forms in any contract entered into by the County, unless waived by the Board of Commissioners in the manner provided by these rules.

**10.540 Insurance and Indemnity Provisions in Contracts, Grants, and Intergovernmental Agreements**

At the discretion of Counsel, all Contracts, Grants, Cooperative Agreements and Intergovernmental Agreements used by Coos County, including Contracts not let by the Competitive Process, shall, when practicable, contain indemnity and insurance provisions required by Counsel. Insurance requirements of this Division will not apply to Grant Agreements in which the County agrees only to disburse grant money but has undertaken no obligation other than to ensure that the grant recipient has fulfilled the conditions of the grant.

**10.542 Waiver of the Insurance Provisions**

Notwithstanding the foregoing, all contracts let by competitive bids, quotes and proposals, and contracts for personal services, including informal selection, shall include insurance and indemnity provisions, unless otherwise waived; such waiver to be obtained prior to acceptance of competitive sealed bids, quotes, proposals, and informal personal services contracts, and will only be effective upon written approval by the Board of Commissioners, which may be obtained as follows:

- (a) To obtain a waiver, the Department responsible for administering the Contract must submit a written request for the waiver and an agenda item coversheet to Counsel. The request shall specify the alternative limits and/or language to be used in the Contract, Grant, or Intergovernmental Agreement.
- (b) Counsel shall review and comment on the request and submit it to the Board for consideration, if necessary.
- (c) The Board will consider all waiver requests on the basis of the potential risk to the County, the willingness of the County to assume the risk, and any other matters of public interest deemed relevant to the Board.

### **CONTRACTS for GOODS OR SERVICES**

#### **10.545 Indemnity**

Purpose. The purpose of this provision is to transfer the risk of liability to the contractor for the contractor's, or their subcontractor's, performance of the duties of the contract or agreement.

Counsel shall direct the specific language required for indemnification of the County in a specific contract or agreement.

#### **10.546 Insurance**

- (1) Purpose. An insurance provision is intended to give the County assurance that a source of funds will be available to pay claims for which the contractor is responsible to pay. The standard insurance language covers all types of insurance that may be required for liability exposures. If insurance is required, the type of insurance will vary depending on the nature of the project. Insurance, while desirable for all projects, may not always be feasible, and in those cases other methods of risk transfer may be considered.
- (2) Counsel will determine the types of insurance necessary and draft the appropriate clauses as the situation requires, and determine if Board approval is required.

#### **10.548 Board Approval of Minimum Insurance Requirements**

The Board shall make an annual determination on minimum requirements for insurance coverage.