**THIRD AMENDMENT TO AMENDED JOINT POWERS AUTHORITY AGREEMENT**

**ORANGE COUNTY FIRE AUTHORITY**

This Third Amendment (“Third Amendment”) to the Amended Joint Powers Authority Agreement is made and entered into by and between the following public entities (collectively referred to as “members”): Aliso Viejo, Buena Park, Cypress, Dana Point, Irvine, La Palma, Laguna Hills, Laguna Niguel, Laguna Woods, Lake Forest, Los Alamitos, Mission Viejo, Placentia, Rancho Santa Margarita, San Clemente, San Juan Capistrano, Santa Ana, Seal Beach, Stanton, Tustin, Villa Park, Westminster, and Yorba Linda (collectively referred to as “Cities” and individually as "City") and the County of Orange (referred to as the “County”), each of whom is a member of the Joint Powers Authority, Orange County Fire Authority (“the Authority”).

**RECITALS**

WHEREAS, the Authority presently provides fire protection, prevention and suppression services and related and incidental services (collectively, "Fire Services") to Cities as well as to the unincorporated area of the County and State Responsibility Areas (“SRA”); and

WHEREAS, the County and several of the Cities entered into a Joint Powers Authority Agreement to form the Authority as of February 3, 1995 pursuant to the provisions of Article 1, Chapter 5, Division 7, Title I (commencing with Section 6500) of the Government Code of the State of California ("Joint Powers Statutes"); and

WHEREAS, pursuant to the Joint Powers Statutes the members are authorized to jointly provide for the methods of the provision of Fire Services, including the method of financing the provision of Fire Services; and

WHEREAS, on September 23, 1999, the members entered into an amended Joint Powers Authority Agreement (“1999 Amended Agreement”) which superseded all prior agreements between the members and is incorporated herein by reference; and

WHEREAS, on July 1, 2010, the members entered into a First Amendment to the Amended Joint Powers Agreement (“First Amendment”) which amended several provisions of the 1999 Amended Agreement; and

WHEREAS, on April 20, 2012, the City of Santa Ana joined the Authority and became a party to the 1999 Amended Agreement and the First Amendment; and

WHEREAS, on November 18, 2013, the members entered into the Second Amendment to the Amended Joint Powers Agreement (“Second Amendment”) which amended several provisions of the 1999 Amended Agreement. Litigation has been filed by the County challenging the validity of the Second Amendment, and the litigation remains unresolved as of the date of this Third Amendment;

WHEREAS, the parties wish to adopt this Third Amendment to eliminate alternative Board directors;

NOW THEREFORE, the members agree to amend the 1999 Amended Agreement as follows:

**AGREEMENT**

 1. *Article II, Section 2 of the 1999 Amended Agreement shall be amended to read as follows:*

**2. Designation of Directors.** Each member by resolution of its governing body shall designate and appoint one representative to act as its Director on the Authority Board of Directors (the “Board”), except the County whose Board of Supervisors shall appoint two representatives to act as its Directors. Each representative shall be a current elected member of the governing body. Each Director shall hold office until the selection of a successor by the appointing body. Each member shall also appoint an alternate to act in each Director’s absence. Each alternate shall be a current elected representative of the governing board of the member. Each Director and alternate shall serve at the pleasure of his or her appointing body and may be removed at any time, with or without cause, at the sole discretion of that appointing body. Any vacancy shall be filled in the same manner as the original appointment of a Director and/or alternate. With approval of the Board, a Director or alternate may be reimbursed for reasonable expenses incurred in the conduct of the business of the Authority.

2. *Article II, Section 5 of the 1999 Amended Agreement shall be amended to read as follows:*

**5. Quorum; Voting.** A majority of the Directors shall constitute a quorum for the purpose of the transaction of business relating to the Authority. Each Director, or alternate in the absence of any voting Director, shall be entitled to one vote. Unless otherwise provided herein, a vote of the majority of those present and qualified to vote shall be sufficient for the adoption of any motion, resolution or order and to take any other action deemed appropriate to carry forward the objectives of the Authority.

*3. Effective Date. This Third Amendment requires the approval of at least two thirds of the members to go into effect, and it shall be effective on the date of approval by a sixteenth member.*