

Section 13. Supersedes Prior Agreement

This Cooperation Agreement represents the entire and integrated agreement of the parties and supersedes any and all prior agreements or understandings between the Agency and the City, either written or oral, regarding payment to or reimbursement of the City by the Agency for the acquisition of land and rights-of-way, and the installation and construction of the Improvements as described in the Original Agreements and herein.

Section 14. Records

Each party shall maintain books and records regarding its duties pursuant to this Cooperation Agreement. Such books and records shall be available for inspection by the officers and agents of the other party and by the public at all reasonable times.

Section 15. Law Governing

This Cooperation Agreement is made in the State of California under the constitution and laws of the State of California, and is to be so construed.

Section 16. Amendments

This Cooperation Agreement may be amended at any time, and from time to time, by an agreement executed by both parties to this Cooperation Agreement.

Section 17. Severability.

Whenever possible, each provision of this Cooperation Agreement shall be interpreted in such a manner as to be valid under applicable law. If any provision of this Cooperation Agreement is determined by a court of competent jurisdiction to be invalid, void or unenforceable, the remaining provisions shall nevertheless continue in full force and effect.

Section 18. Implementation Memoranda.

From time to time, the City Manager and the Executive Director may execute implementation memoranda, to evidence, in addition to this Cooperation Agreement, the indebtedness of the Agency to the City created by this Cooperation Agreement and the program and/or plan for implementing any of the provisions hereof.

Section 19. Liability and Indemnification.

Pursuant to Section 895.4 of the Government Code, the Agency and the City agree that each will assume the full liability imposed on it or any of its officers, agents or

