

**Cape Light Compact, JPE
Board of Directors Meeting**

DATE: April 12, 2017
LOCATION: Innovation Room, Open Cape Building
3195 Main Street, Barnstable County Complex
TIME: 2:30 p.m. – 4:30 p.m.

AGENDA

1. Public Comment
2. Recognition of Members and Directors
3. Presentation by Chris Rogers, Clifton Larson Associates, Financial Operations of the JPE (Roles and Responsibilities of Business Officer versus Treasurer)
4. Organizational Items for Discussion and Potential Vote
 - a. Establish the Effective Date of the JPE as April 12, 2017
 - b. Election of Chairman
 - c. Election of Vice Chairman
 - d. Election of Secretary
 - e. Election of Interim Treasurer
 - f. Election of Business Officer
 - g. Appointment of JPE Administrator
 - h. Appoint BCK Law as CLCJPE legal counsel
 - i. Ratify the actions of the Compact Administrator for contacting Cape Cod Municipal Health Group and Barnstable County Retirement Association of behalf of the CLCJPE
 - j. Authorize the CLCJPE Administrator to execute a lease for office space
 - k. Authorize CLCJPE Administrator to apply for a tax identification number on behalf of the CLCJPE, open bank accounts and execute documents needed to conduct business
 - l. Appoint the CLCJPE Administrator to serve as CLCJPE Public Records Access Officer
 - m. Designate Location of Posting CLCJPE Meeting Notices for Open Meeting Law (OML)
 - n. Adopt Remote Participation Policy
 - o. Adopt Public Meeting Protocols
 - p. Vote on Treasurer's Bond
 - q. Vote on Operational Transfer Date
 - r. Agree at a Future Director's Meeting to Revise JPA's Effective Date , Operational Transfer Date, and Other Scrivener's Errors
5. Discussion and Vote on Transition Plan
6. Discuss dates for next CLCJPE Directors' Meeting(s)
7. Distribute OML materials and instructions for returning certifications

Agenda Action Request
Cape Light Compact JPE Governing Board
Meeting Date: 4/12/17

VOTES ON ELECTION OF OFFICERS & JPE ADMINISTRATOR

Proposed Motion(s)

- 1) *I move that the Board of Directors vote to elect _____ as chairman of the Cape Light Compact JPE.*
- 2) *I move that the Board of Directors vote to elect _____ as vice chairman of the Cape Light Compact JPE.*
- 3) *I move that the Board of Directors vote to elect _____ as interim treasurer of the Cape Light Compact JPE.*
- 4) *I move that the Board of Directors vote to elect _____ as secretary of the Cape Light Compact JPE.*
- 5) *I move that the Board of Directors vote to elect _____ as business officer of the Cape Light Compact JPE.*
- 6) *I move that the Board of Directors vote to elect Margaret Downey as JPE Administrator.*
- 7) *I move that the JPE Administrator is authorized and directed to take all actions necessary or appropriate to implement the forgoing vote, and to execute and deliver all documents as may be necessary or appropriate to implement the forgoing votes.*

The Joint Powers Agreement requires election of these five officers and appointment of the JPE Administrator. At the July JPE meeting when all or nearly all of the Compact members have joined the JPE, the Governing Board can take another set of votes to confirm or replace these officers. CL has recommended that the JPE issue an RFP for treasury services. Respondents would designate an individual to serve as Treasurer. The JPE will vote on the Treasurer in June or July, but should elect an individual to serve on an interim basis until such time.

Record of Governing Board Action

Motion by:	Second by:	# Aye	# Nay	# Abstain	Disposition

**Agenda Action Request
Cape Light Compact JPE Governing Board
Meeting Date: 4/12/17**

Appoint Legal Counsel

REQUESTED BY: *Maggie Downey*

Proposed Motion(s)

- 1) *I move the Governing Board vote to appoint BCK Law as counsel for the Cape Light Compact Joint Powers Entity, and the JPE Administrator is authorized and directed to take all actions necessary or appropriate to implement this vote, and to execute and deliver all documents as may be necessary or appropriate to implement this vote.*

The Cape Light Compact JPE will continue to retain BCK Law as legal counsel.

Record of Board Action

Motion by:	Second by:	# Aye	# Nay	# Abstain	Disposition

**Agenda Action Request
Cape Light Compact JPE Governing Board
Meeting Date: 4/12/17**

Petition for Membership in the Cape Cod Municipal Health Group

REQUESTED BY: *Maggie Downey*

Proposed Motion(s)

- 1) *I move the Governing Board vote to ratify the Cape Light Compact's Administrator's submission of a letter to the Cape Cod Municipal Health Group (CCMHG) petitioning for membership of a new unit, Cape Light Compact JPE, in the CCMHG, and the JPE Administrator is authorized and directed to take all actions necessary or appropriate to implement this vote, and to execute and deliver all documents as may be necessary or appropriate to implement this vote.*

The 16 Cape Light Compact staff shall become employees of the Cape Light Compact Joint Powers Entity, a public employer under Massachusetts General Laws, on July 1, 2017. Consistent with Chapter 32 of the Massachusetts General Laws, these employees are eligible for health insurance benefits. Membership in the CCMHG will allow for the continuation on Compact staff's health insurance benefits.

Record of Board Action

Motion by:	Second by:	# Aye	# Nay	# Abstain	Disposition

Agenda Action Request
Cape Light Compact JPE Governing Board
Meeting Date: 4/12/17

Petition for Membership in the Barnstable County Retirement Association

REQUESTED BY: *Maggie Downey*

Proposed Motion(s)

- 1) *I move the Governing Board vote to ratify the Cape Light Compact's submission of a letter to the Barnstable County Retirement Association (BCRA) petitioning for the creation of a new unit, Cape Light Compact, JPE, in the BCRA; and the JPE Administrator is authorized and directed to take all actions necessary or appropriate to implement this vote, and to execute and deliver all documents as may be necessary or appropriate to implement this vote.*

The 16 Cape Light Compact staff shall become employees of the Cape Light Compact Joint Powers Entity, a public employer under Massachusetts General Laws, on July 1, 2017. Consistent with Chapter 32 of the Massachusetts General Laws, these employees are eligible for participation in the MA public retirement system. Petitioning the BCRA will allow for the continuation on Compact staff's rights and benefits guaranteed under MGL Chapter 32.

Record of Board Action

Motion by:	Second by:	# Aye	# Nay	# Abstain	Disposition

Agenda Action Request
Cape Light Compact JPE Governing Board
Meeting Date: 4/12/17

Authorize JPE Administrator to Execute Lease for Office Space

REQUESTED BY: *Maggie Downey*

Proposed Motion(s)

- 1) *I move the Governing Board authorize the JPE Administrator to execute a lease for office space, and the JPE Administrator is authorized and directed to take all actions necessary or appropriate to implement this vote, and to execute and deliver all documents as may be necessary or appropriate to implement this vote.*

Consistent with MGL Chapter 30B, Section 16, an RFP for office space was issued on March 1, 2017. Responses to the RFP were due on March 31, 2017. Six responsive bids were received. Staff and several Compact Board members reviewed the proposals and visited the sites.

Record of Board Action

Motion by:	Second by:	# Aye	# Nay	# Abstain	Disposition

Agenda Action Request
Cape Light Compact JPE Governing Board
Meeting Date: 4/12/17

Vote to Authorize JPE Administrator to Apply for a Federal Tax Identification Number and Execute Documents Needed to Conduct Business

REQUESTED BY: *Maggie Downey*

Proposed Motion(s)

- 1) *I move the Governing Board authorize the JPE Administrator to complete and submit the necessary and required paperwork to obtain a Federal Tax Identification Number and Execute Documents Needed to Conduct business on behalf of the Cape Light Compact Joint Powers Entity; and the JPE Administrator is authorized and directed to take all actions necessary or appropriate to implement this vote, and to execute and deliver all documents as may be necessary or appropriate to implement this vote.*

The Cape Light Compact JPE will need a Federal Tax Identification Number to conduct day-to-day business such as processing invoices, employee payroll and payroll taxes.

Record of Board Action

Motion by:	Second by:	# Aye	# Nay	# Abstain	Disposition

Agenda Action Request
Cape Light Compact JPE Governing Board
Meeting Date: 4/12/17

Vote to Appoint the JPE Administrator to Serve as the Cape Light Compact Joint Powers Entity Public Records Officer

REQUESTED BY: *Maggie Downey*

Proposed Motion(s)

- 1) *I move the Governing Board appoint the JPE Administrator to serve as the Cape Light Compact Joint Powers Entity Public Records Officer, and the JPE Administrator is authorized and directed to take all actions necessary or appropriate to implement this vote, and to execute and deliver all documents as may be necessary or appropriate to implement this vote.*

Consistent with the revisions to the MA Open Meeting Law, the CLCJPE is required to appoint a Public Records Access Officer

Record of Board Action

Motion by:	Second by:	# Aye	# Nay	# Abstain	Disposition

Agenda Action Request
Cape Light Compact JPE Governing Board
Meeting Date: 4/12/17

**Vote to Designate Location for Posting the Cape Light Compact
Joint Powers Entity Meeting Notices**

REQUESTED BY: *Maggie Downey*

Proposed Motion(s)

- 1) *I move the Governing Board designate the Cape Light Compact web site as the official location for posting Cape Light Compact Joint Powers Entity meeting notices, and JPE Administrator is authorized and directed to take all actions necessary or appropriate to implement this vote, and to execute and deliver all documents as may be necessary or appropriate to implement this vote.*

The MA Open meeting law requires the designation of a location for posting official meeting notices.

Record of Board Action

Motion by:	Second by:	# Aye	# Nay	# Abstain	Disposition

Agenda Action Request
Cape Light Compact JPE Governing Board
Meeting Date: 4/12/17

Vote to Establish Policies and Procedures for Remote Participation

REQUESTED BY: *Maggie Downey*

Proposed Motion(s)

- 1) *I move the Governing Board adopt the attached Policy an Procedures for participating remotely in meetings of the Cape Light Compact Joint Powers Entity, and the JPE Administrator is authorized and directed to take all actions necessary or appropriate to implement this vote, and to execute and deliver all documents as may be necessary or appropriate to implement this vote.*

The attached policy and procedures were modeled on the Cape Light Compact's existing policy and procedures.

Record of Board Action

Motion by:	Second by:	# Aye	# Nay	# Abstain	Disposition

CAPE LIGHT COMPACT JPE

POLICY AND PROCEDURES ON REMOTE PARTICIPATION

(Adopted April 12, 2017)

In accordance with M.G.L. Chapter 30A, Section 20(d), and 940 CMR 29.10, it is the policy of Cape Light Compact JPE to allow remote participation of a member of a regional public body in accordance with the following policy stipulations:

- 1) At their meeting of April 12, 2017, the Cape Light Compact JPE Governing Board voted to allow remote participation of a member of a regional public body in accordance with the regulations set forth in 940 CMR 29.10 and these regional public policies, and that this vote shall apply to all subsequent meetings of all regional public bodies.
- 2) Members of a public body who participate remotely and all persons present at the meeting location shall be clearly audible to each other. The Chair, or, in the Chair's absence, the person authorized to chair the meeting shall make this determination.
- 3) A quorum of the body, including the chair, or, in the Chair's absence, the person authorized to chair the meeting, shall be physically present at the meeting location as required by M.G.L. c. 30A, Section 20(d).
- 4) Members of the public body who participate remotely may vote and shall not be deemed to be absent for the purposes of M.G.L. c. 39, Section 23D (if applicable).
- 5) The Chair, or, in the Chair's absence, the person authorized to chair the meeting shall permit a member of a public body to participate remotely if they determine that one or more of the following factors makes the member's physical attendance unreasonably difficult: a) personal illness, b) personal disability, c) emergency, d) military service, or) geographic distance.
- 6) A technology permitted by 940 CMR 29.10(6) must be available in order to allow remote participation.
- 7) The Chair, or, in the Chair's absence, the person authorized to chair the meeting shall decide how to address technical difficulties that arise as a result of utilizing remote participation, but is encouraged, wherever possible, to suspend discussion while reasonable efforts are made to correct any problem that interferes with a remote participant's ability to hear or be heard clearly by all persons present at the meeting location. If technical difficulties result in a remote participant being disconnected from

the meeting, that fact and the time at which the disconnection occurred shall be noted in the meeting minutes.

8) PROCEDURES FOR REMOTE PARTICIPATION:

(a) Any member of a public body who wishes to participate remotely shall, as soon as reasonably possible prior to a meeting, notify the Chair or, in the Chair's absence, the person chairing the meeting, of his or her desire to do so and the reason for and facts supporting his or her request.

(b) At the start of the meeting, the Chair shall announce the name of any member who will be participating remotely and the reason under 940 CMR 29.10(5) for his or her remote participation (See #5 above). This information shall also be recorded in the meeting minutes.

(c) All votes taken during any meeting in which a member participates remotely shall be by roll call vote.

(d) A member participating remotely may participate in an executive session, but shall state at the start of any such session that no other person is present and/or able to hear the discussion at that remote location, unless presence of that person is approved by a simple majority vote of the public body.

(e) When feasible, the Chair or, in the Chair's absence, the person chairing the meeting, shall distribute to remote participants, in advance of the meeting, copies of any documents or exhibits that he or she reasonably anticipates will be used during the meeting. If used during the meeting, such documents shall be part of the official record of the meeting, and shall be listed in the meeting minutes and retained in accordance with M.G.L. c. 30A, Section 22.

9) The Cape Light Compact JPE may revoke this Remote Participation Policy in the same manner as it was adopted.

Agenda Action Request
Cape Light Compact JPE Governing Board
Meeting Date: 4/12/17

Vote to Establish Public Participation Meeting Protocols

REQUESTED BY: *Maggie Downey*

Proposed Motion(s)

- 1) *I move the Governing Board adopt the attached Public Meeting Protocols, and the JPE Administrator is authorized and directed to take all actions necessary or appropriate to implement this vote, and to execute and deliver all documents as may be necessary or appropriate to implement this vote.*

The attached protocol was modeled on the Cape Light Compact's existing protocol.

Record of Board Action

Motion by:	Second by:	# Aye	# Nay	# Abstain	Disposition

Cape Light Compact JPE Public Meeting Protocols

(Adopted by Board April 12, 2017)

The following protocols are hereby established to assist the public in effective participation at Board meetings.

1. No person shall address a meeting of a public body without permission of the chair, and all persons shall, at the request of the chair, be silent. No person shall disrupt the proceedings of a meeting of a public body. If, after clear warning from the chair, a person continues to disrupt the proceedings, the chair may order the person to withdraw from the meeting and if the person does not withdraw, the chair may authorize a constable or other officer to remove the person from the
2. All speakers must identify themselves.
3. Each public speaker is limited to three (3) minutes speaking time. This may be extended at the Chair's discretion.
4. All comments must be directed to the Chair.
5. Board members and staff shall not respond to public comment.
6. Public comment must be respectful, courteous, and presented in a dignified manner. All remarks must also be free of personal attacks. Behavior disruptive to the meeting will not be tolerated.
7. After notifying the chair of the public body, any person may make a video or audio recording of an open session of a meeting of a public body, or may transmit the meeting through any medium, subject to reasonable requirements of the chair as to the number, placement and operation of equipment used so as not to interfere with the conduct of the meeting. At the beginning of the meeting the chair shall inform other attendees of any recordings.
8. Copies of the Board meeting packet shall be made available to members of the public at the Board meeting when possible. The meeting packet shall be available on the Cape Light Compact JPE's web site at www.capelightcompact.org within 24-48 hours after the meeting. Documents exempt from disclosure pursuant the Public Records Law or protected by the attorney-client privilege shall not be included.

Agenda Action Request
Cape Light Compact Joint Powers Entity
Meeting Date: 4/12/17

Vote to Set Treasurer's Bond

REQUESTED BY: *Maggie Downey*

Proposed Motion(s)

- 1) *I move the Governing Board vote to set the Treasurer's Bond at zero until such time as the Treasurer is set to expend funds, and the JPE Administrator is authorized and directed to take all actions necessary or appropriate to implement this vote, and to execute and deliver all documents as may be necessary or appropriate to implement this vote.*

Recommend setting the Treasurer's bond at zero until such time as the permanent Treasurer is elected by the CLCJPE. The interim Treasurer will not be expending funds on behalf of the CLCJPE

Record of Board Action

Motion by:	Second by:	# Aye	# Nay	# Abstain	Disposition

**Agenda Action Request
Cape Light Compact JPE Governing Board
Meeting Date: 4/12/17**

Operational Transfer Date of CLCJPE

REQUESTED BY: *Maggie Downey*

Proposed Motion(s)

- 1) *I move the Governing Board set the Operational Transfer Date of July 1, 2017, and the JPE Administrator is authorized and directed to take all actions necessary or appropriate to implement this vote, and to execute and deliver all documents as may be necessary or appropriate to implement this vote.*

The JPA has an operational transfer date of January 31, 2018. This vote will set the operational transfer date to July 1, 2017.

Record of Board Action

Motion by:	Second by:	# Aye	# Nay	# Abstain	Disposition

Agenda Action Request
Cape Light Compact JPE Governing Board
Meeting Date: 4/12/17

Establish April 12, 2017 as the Effective Date of the Cape Light Compact Joint Powers Entity

REQUESTED BY: *Maggie Downey*

Proposed Motion(s)

- 1) *I move the Governing Board vote to establish April 12, 2017 as the effective date of the Cape Light Compact Joint Powers Entity, and the JPE Administrator is authorized and directed to take all actions necessary or appropriate to implement this vote, and to execute and deliver all documents as may be necessary or appropriate to implement this vote.*

The date of the effective date of the reorganization of the Cape Light Compact as a Joint Powers Entity.

Record of Board Action

Motion by:	Second by:	# Aye	# Nay	# Abstain	Disposition

**Agenda Action Request
Cape Light Compact JPE Governing Board
Meeting Date: 4/12/17**

Vote to Amend Joint Powers Agreement at a Future JPE Meeting

REQUESTED BY: *Maggie Downey*

Proposed Motion(s)

- 1) *I move the Governing Board vote, at a future meeting, to amend the Joint Powers Agreement to establish the Operational Transfer and Effective Date as July 1, 2017, and other scrivener errors, and the JPE Administrator is authorized and directed to take all actions necessary or appropriate to implement this vote, and to execute and deliver all documents as may be necessary or appropriate to implement this vote.*

The Joint Powers Agreement has January 31, 2018 as the Operational Transfer and Effective Date. The JPE should amend this date to reflect the proposed revised dare of July 1, 2017, and other scrivener errors that have been identified

Record of Board Action

Motion by:	Second by:	# Aye	# Nay	# Abstain	Disposition

Agenda Action Request
Cape Light Compact JPE Governing Board
Meeting Date: 4/12/17

VOTE ON TRANSITION, ASSET TRANSFER AND SUCCESSION PLAN

Proposed Motion(s)

- 1) *I move that the Board of Directors vote to approve the draft Transition, Asset Transfer and Succession Plan.*
- 2) *I move that the JPE Administrator is authorized and directed to take all actions necessary or appropriate to implement the forgoing vote, and to execute and deliver all documents as may be necessary or appropriate to implement the forgoing vote.*

Additional Information

Article XVII(C) of the Joint Powers Agreement provides as follows: Unless such other date is established by the Governing Board, when the majority of the municipal members of the Compact join the Cape Light Compact JPE, the Compact and the Cape Light Compact JPE will develop an asset transfer and succession plan and, in consultation with DPU (and other governmental authorities if necessary or convenient), will establish an operational transfer date (no later than January 31, 2018, unless otherwise directed by DPU). Once such date is established, the Cape Light Compact JPE will notify the members of the Compact of the deadline for joining the Cape Light Compact JPE in order to participate in its aggregation plan. On or before the operational transfer date, the Cape Light Compact JPE will execute all documents and perform all acts necessary to transfer all programs, operational functions, tangible and intangible assets (including intellectual property), contracts and records of the Compact to the Cape Light Compact JPE so that the Cape Light Compact JPE is the legal successor to the Compact.

Record of Governing Board Action

Motion by:	Second by:	# Aye	# Nay	# Abstain	Disposition

TRANSITION, ASSET TRANSFER AND SUCCESSION PLAN¹

1. *Effective Date & Definitions*

This Transition, Asset Transfer and Succession Plan ("Plan") is effective as of April 12, 2017, provided it is adopted by the Cape Light Compact's Governing Board at its April 12, 2017 meeting. This Plan is a work in progress and will be periodically updated as the Compact transitions into a new organizational form, a joint powers entity ("JPE"). This Plan may be amended informally through Governing Board votes and/or through replacement with an updated version of this Plan.

The current operational transfer date set forth in in the Joint Powers Agreement ("JPA") is January 31, 2018. As a majority of municipal members have voted to join the JPE as of the date of this Plan, the boards of both organizations will vote to move the operational transfer date to July 1, 2017. The Compact will notify its members that have not joined the JPE of the deadline to join.

This Plan will terminate on the operational transfer date.

Terms not defined in this Plan have the meanings set forth in the Compact's Amended and Restated Sixth Intergovernmental Agreement ("IGA")

2. *Purpose*

The purpose of this Plan is to set forth a framework for the Compact's reorganization as a JPE and for the orderly transition of the Compact's administrative, personnel and operational functions.

The Compact will not be terminated. The Compact will maintain continuity of existence. The Compact is reorganizing itself as a joint powers entity (formerly Dukes County and Barnstable County and the towns within them acting together as the Compact through an intergovernmental agreement). The Compact is reconstituting its governing instrument (formerly an intergovernmental agreement; now a joint powers agreement). Within ninety days of full transfer of the Compact's operations (or at such other time as may be directed by any governmental authorities), the Compact Governing Board will hold its final meeting and will vote that the IGA is superseded and replaced by the JPA. On or before the operational transfer date (July 1, 2017,), all of the Compact's funds and assets will be controlled by the JPE. At such time, the Compact's operations will be conducted in the JPE organizational form and all aspects of governance will be in accordance with the JPA.

3. *Current Membership*

As of April 12, 2017, the members of the JPE are listed in Exhibit A to this Plan.

4. *Transition Team*

¹ See Article XVIII of Joint Powers Agreement and IGA termination provision appended to this Plan.

The Compact Administrator shall be in charge of transition matters, subject to the direction of the Compact's Governing Board. The Compact Administrator shall coordinate transition matters with the JPE Board, officers and any person(s) designated by the JPE.

In her absence, Compact staff may be assigned specific transition responsibilities.

The Compact's Governing Board will vote to establish a JPE Transition Subcommittee which shall attend all JPE board meetings. The JPE Transition Subcommittee will assist the Compact Administrator with transition matters. The JPE Transition Subcommittee will not have the right to vote on JPE matters, but may participate in the meetings and make recommendations to the Compact's Administrator. The JPE Transition Subcommittee will be subject to the requirements of the Open Meeting Law.

5. *Transition Funding, Budget, Financial Matters & Procedures*

The Compact will provide funding to the JPE for the following items:

- a. Accounting software
- b. Rent for new office space
- c. Funds for potential renovation of new office space
- d. Funds for legal expenses
- e. Funds to hire a treasurer
- f. Funds for IT assistance associated with the move and reorganization
- g. Treasurer's bond should it become required
- h. Budget

6. *Organizational Meeting of JPE*

The first organizational meeting of the JPE will be held on April 12, 2017. The following items will be included in the agenda: (i) election of officers; (ii) appointment of JPE Administrator; (iii) vote to authorize JPEA to apply for EIN, open bank accounts and execute all other documents required to conduct business; (iv) authorize JPE Administrator to submit application for membership in the BCRA (retirement) & CCMHG (health); (v) authorize the JPE Administrator to execute lease for office space; (vi) vote to designate BCK as JPE counsel; (vii) vote to accept this Plan; (viii) votes related to Public Records Law and Open Meeting Law requirements; (ix) vote on treasurer's bond; (xi) vote on operational transfer date; and (xii) vote on Effective Date of JPE.

The Compact JPE Transition Subcommittee and the Compact Administrator shall attend and participate in the meeting.

7. *JPE Board Meetings/Scheduling Matters*

The JPE Governing Board shall generally meet before, or after the Compact Governing Board meeting, unless the JPE Governing Board shall call a special meeting.

8. *Communication Channels, Information Sharing, Reporting*

The Compact Administrator shall coordinate communications and information sharing between the two boards. The Compact Administrator shall make regular reports regarding transition matters to the Compact Governing Board.

During the transition period, the Compact will have a separate webpage for JPE matters.

9. *Regulatory and Administrative Filings*

The Compact Administrator, in consultation with counsel, will oversee and coordinate all necessary regulatory and administrative filings, including, but not limited to, a DPU Request for Advisory Opinion, Open Meeting Law filings, and Public Records Law filings.

10. *Transfer of Employees*

All Compact staff will transfer from the Barnstable County payroll to the JPE payroll on July 1, 2017. The Compact Administrator will take all required and necessary steps to transfer employee retirement funds, health insurance, other employee benefits (i.e. Employee Assistance Programs, Deferred Compensation Plans).

11. *Contracts*

The Compact will take all necessary steps to terminate the Transition Agreement with the County. The Compact Administrator will coordinate all closeout/reconciliation matters with the County, including pension liabilities and Other Post Employment Benefits (OPEB). The JPE will enter into a new lease of office space. The Compact Administrator will prepare a list of Compact contracts that will need to be assigned to the JPE and will take all necessary steps to assign such contracts.

12. *Transfer of Assets*

The Compact will execute all documents necessary to vest full control and ownership of Compact assets and property (including intellectual property) in the JPE.

13. *Successor Liability*

The JPE will be the organizational and operational successor to the Compact. The JPE will be liable for all liabilities of the Compact, including those incurred prior to the Effective Date of the JPE. Members of the JPE will not be liable for the acts and omissions of the JPE as set forth in the JPA.

14. *Implementation of Plan*

The Compact Administrator is authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient on behalf of the Compact to carry out or put into effect any of the provisions of this Plan.

EXHIBIT A
List of Members

[List who voted to join and returned signature pages]

NOTE: MISSING SIGNATURE PAGES FROM THE TOWNS OF: Sandwich, Oak Bluffs, Aquinnah

Town of Brewster

Town of Chilmark

Town of Dennis

Town of Eastham

Town of Mashpee

Town of Provincetown

Town of Truro

Town of West Tisbury

APPENDIX

JPA PROVISIONS RE TRANSFER OF COMPACT'S FUNCTIONS

**ARTICLE XVIII: THE CAPE LIGHT COMPACT JPE AS SUCCESSOR TO THE COMPACT;
TRANSFER OF COMPACT'S ADMINISTRATIVE AND OPERATIONAL
FUNCTIONS**

A. The Cape Light Compact JPE's Status as Successor Entity to the Compact.

It is the intent of the Members that the Cape Light Compact JPE to serve as the successor entity to the Compact.

In order to provide for an orderly transition, the Cape Light Compact JPE and the Compact will coordinate transfer and succession plans in accordance with this Article XVIII.

Upon transfer of the Compact's operations as set forth in Article XVIII(C) (Transfer of Operations) below, and in accordance with applicable transfer and succession plans, the Cape Light Compact JPE shall assume all benefits, obligations and liabilities of the Compact.

B. Transfer of Administrative and Financial Functions.

Upon the Effective Date, the Cape Light Compact JPE will serve as the administrative and fiscal arm of the Compact. As soon as practicable, Compact staff will become employees of the Cape Light Compact JPE. At such time, the Cape Light Compact JPE shall assume responsibility for any and all loss, injury, damage, liability, claim, demand, tort or worker's compensation incidents that occur on or after the date personnel are transferred to the Cape Light Compact JPE. The Cape Light Compact JPE will also perform certain financial services for the Compact as set forth in a written agreement between the Compact and the Cape Light Compact JPE. The Cape Light Compact JPE may elect to delegate performance of such functions to service providers as set forth in Article IX(M) (Service Providers).

C. Transfer of Operations.

Unless such other date is established by the Governing Board, when the majority of the municipal members of the Compact join the Cape Light Compact JPE, the Compact and the Cape Light Compact JPE will develop an asset transfer and succession plan and, in consultation with DPU (and other governmental authorities if necessary or convenient), will establish an operational transfer date (no later than January 31, 2018, unless otherwise directed by DPU). Once such date is established, the Cape Light Compact JPE will notify the members of the Compact of the deadline for joining the Cape Light Compact JPE in order to participate in its aggregation plan. On or before the operational transfer date, the Cape Light Compact JPE will execute all documents and perform all acts necessary to transfer all programs, operational functions, tangible and intangible assets (including intellectual property), contracts and records of the Compact to the Cape Light Compact JPE so that the Cape Light Compact JPE is the legal successor to the Compact.

D. Meetings and Board Membership During Transition Period.

During the transition period, meetings of the Cape Light Compact JPE will occur immediately before or after scheduled meetings of the Compact. In order to provide for an orderly transition or for any other reason that a Municipal Member deems appropriate, a Municipal Member may appoint the same person to serve on the Cape Light Compact JPE's and Compact's Governing Boards.

EXCERPT FROM 6TH AMENDED AND RESTATED IGA

ARTICLE XIV: TERM AND WITHDRAWAL

Each member shall take such action as required under G.L. c. 40, §4A to make this Agreement effective. This Agreement shall be effective as of the date that the last of the members signs below, and shall continue in effect for a term not to exceed twenty-five years. At the conclusion of the term, taking into account any changed circumstances, the members shall in good faith negotiate a replacement intergovernmental agreement.

Any governmental member may voluntarily withdraw from the Compact at the end of each quarter of the fiscal year (i.e. June 30th, September 30th, December 31st, March 31st), upon thirty days prior written notice. Withdrawal of such member shall not affect any obligations entered into prior to the date of withdrawal which are binding by their terms on such member, including, without limitation, contracts directly entered into by such member and financial contributions to the Compact made or agreed to be made by such member.

If the purposes of the Compact are attained, or for any other reason duly voted upon by the Governing Board, the Compact may dissolve. Upon dissolution, an accounting of the assets owned by the Compact shall be performed and sold. The proceeds of the sale shall be distributed equitably to the then remaining members of the Compact according to their percent contribution.

Open Meeting Law Links

For the OML certification, you can

download: <http://www.mass.gov/ago/docs/government/oml/certificate-of-receipt-of-oml-materials.pdf>

The materials referenced in the certification can be found here:

OML: <http://www.mass.gov/ago/government-resources/open-meeting-law/open-meeting-law-mgl-c-30a-18-25.html>

OML Regs: <http://www.mass.gov/ago/government-resources/open-meeting-law/940-cmr-2900.html>

OML Guide: <http://www.mass.gov/ago/docs/government/oml/oml-guide.pdf>