



## Cape Light Compact JPE

261 Whites Path, Unit 4, South Yarmouth, MA 02664  
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October 20, 2017

BY: Federal Express

Tim Carroll  
Executive Secretary  
Town of Chilmark  
401 Middle Road  
Chilmark, MA 02535

  
Dear Mr. Carroll:

At its October 11, 2017 meeting, the Governing Board of the Cape Light Compact JPE (the “Compact”) voted to provide notice to its Members that it intends to make certain amendments to the Joint Powers Agreement (“JPA”). The vote to adopt the proposed amendments will take place at the December Governing Board meeting, or at later date if the Governing Board decides that a later date is more desirable or appropriate.

While the power to amend the JPA generally lies with the Governing Board, the Members are required to be given advance notice under Article XV of the JPA which provides for at least thirty days advance written notice prior to taking a Governing Board vote to adopt such amendments.

The Governing Board will vote to amend the JPA as follows:

1. Article I(A) of the JPA will be amended to change the Effective Date to April 12, 2017. More specifically:

In the first and second sentences, the following words will be deleted:

“such date as this Agreement is executed by at least two (2) municipal members of the Compact after authorization by each municipal member’s Board of Selectmen or other governing body as set forth in G.L. c. 40, §4A½ (as may be amended from time to time, the “Joint Powers Statute”). Such date shall be referred to herein as”

The words “April 12, 2017” will be inserted in its place.

2. Article XVIII of the JPA will be amended through insertion of a new subsection to clarify that certain provisions in such Article have no future operational effect as the

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transition has been completed and to state that the operational transfer date was July 1, 2017<sup>1</sup>. More specifically, the following subsection (E) will be inserted:

**E. Completion of Transition and Reorganization**

The foregoing subsections (A) – (D) have no future operational effect as of [December 13, 2017] the effective date of this Agreement. They remain in this Agreement as a placeholder and for historical context. The operational transfer date was July 1, 2017<sup>FN</sup>. On that date, the Cape Light Compact JPE became the legal and operational successor to the Compact.

<sup>1</sup> On April 12, 2017, the Governing Board voted to establish the operational transfer date as July 1, 2017.

3. Certain scrivener/typographical errors in the JPA will corrected and other clarifying edits will be made. More specifically:
  - (i) After the reference to G.L. c. 40, § 4A½ in the last recital, the following words “(as may be amended from time to time, the “Joint Powers Statute”)” will be inserted.
  - (ii) In last sentence of Article I(E), the word “Municipal” will be deleted and replaced with “County.”
  - (iii) In the third sentence of Article V(C), the words “Board of Directors” will be deleted and replaced with “Governing Board.”
  - (iv) In the third sentence of the second paragraph of Article V(G)(2), the word “Board” will be inserted after the word “Governing.”
  - (v) In the third sentence of Article VI(E), the words “or County Representative” will be inserted after the word “Directors.”
  - (vi) In the second sentence of second paragraph of Article XI, the words “the Members” will be replaced with the words “each Member’s.”
  - (vii) In Article XIX(D), the Compact’s mailing address will be changed to 261 Whites Path, Unit 4, South Yarmouth, MA 02664.
  - (viii) In the third sentence of Article XIX(E), the punctuation error in the word “shall” will be corrected.
  - (ix) In the first sentence of Article XIX(I), the word “more” will be inserted after the words “which may be one or.”
4. In order to effectuate the foregoing amendments, the JPA will be replaced with the First Amended and Restated dated as of [December 13, 2017] and the recitals will be amended to reflect the second iteration of the JPA.

A redline of the proposed First Amended and Restated JPA is attached for your review and consideration.

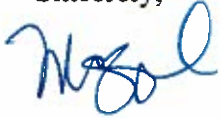
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<sup>1</sup> Compact counsel notes that the JPA does not need to be formally amended in order for the operational transfer date to be effective as of July 1, 2017 as the original language in the JPA vested the power in the Governing Board to establish the date. However, going forward, for administrative convenience and clarity, it makes sense to officially amend the JPA to incorporate the Governing Board vote. To be clear, the operational transfer date was established as of July 1, 2017 effective as of the April 12, 2017 Governing Board vote on the matter.

Members having any comments on the proposed amendments are being asked to provide them to their Director in advance of the December meeting. Compact counsel is also available to answer questions from your town counsel.

Please let me know if you have any questions.

Sincerely,

A handwritten signature in blue ink, appearing to read 'M. Downey', written in a cursive style.

Margaret T. Downey  
Cape Light Compact JPE Administrator

Enclosure