



Charter Township of Washington Supervisor's Office

COUNTY OF MACOMB
STATE OF MICHIGAN

Sebastian 'Sam' Previti, Supervisor
Stanley Babinski, Clerk
Mike Nicley, Treasurer

Dan Detkowski, Trustee
Gary Kopp, Trustee
Cindy Olsen, Trustee
Dennis Stevenson, Trustee

August 23, 2023

Anthony G. Forlini
Macomb County Clerk
120 North Main Street
Mt. Clemens, MI 48043

Re: First Amended Interlocal Agreement Establishing Washington, Bruce and Romeo
Parks & Recreation and Star Transportation Commission

Dear Mr. Forlini:

Pursuant to Section 10(4) of the Urban Cooperation Act of 1967, MCL 124.510(4), I am submitting for filing the First Amended Interlocal Agreement Establishing Washington, Bruce and Romeo Parks & Recreation and Star Transportation Commission dated August 16, 2023.

Very truly yours,

Sebastian Previti
Washington Township Supervisor

cc: John D. Staran, Esq. (via email)



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August 23, 2023

Jocelyn Benson
Michigan Secretary of State
430 W. Allegan Street
Richard H. Austin Bldg – 4th Floor
Lansing, MI 48918

Re: First Amended Interlocal Agreement Establishing Washington, Bruce and Romeo
Parks & Recreation and Star Transportation Commission

Dear Ms. Benson:

Pursuant to Section 10(4) of the Urban Cooperation Act of 1967, MCL 124.510(4), I am submitting for filing the First Amended Interlocal Agreement Establishing Washington, Bruce and Romeo Parks & Recreation and Star Transportation Commission dated August 16, 2023.

Very truly yours,

Sebastian Previti
Washington Township Supervisor

cc: John D. Staran, Esq. (via email)

**FIRST AMENDED INTERLOCAL AGREEMENT ESTABLISHING WASHINGTON,
BRUCE AND ROMEO PARKS & RECREATION AND STAR TRANSPORTATION
COMMISSION**

THIS FIRST AMENDED INTERLOCAL AGREEMENT ("Agreement") executed on the 16th day of August, 2023, by and between the Charter Township of Washington, a Michigan municipal corporation ("Washington Township"), whose offices are located at 57900 Van Dyke, Washington Township, MI 48094 and the Township of Bruce, a Michigan municipal corporation ("Bruce Township"), whose offices are located at 223 East Gates, Romeo, MI 48065.

WITNESSETH:

WHEREAS, Washington Township is a Michigan municipal corporation incorporated pursuant to and in accordance with the statutes and constitution of the State of Michigan; and

WHEREAS, Bruce Township is a Michigan municipal corporation incorporated pursuant to and in accordance with the statutes and constitution of the State of Michigan; and

WHEREAS, Act 156 of 1917 ("Act 156") expressly authorizes townships to operate systems of public recreation and playgrounds, to acquire, equip and maintain lands, buildings and other recreational facilities, employ a superintendent of recreation and assistants and vote and expend funds for the operation of such systems; and

WHEREAS, Act 156 specifically provides that any township may operate a system of recreation independently or may cooperate in its conduct in any manner in which townships may mutually agree and may delegate the operation of the system to a recreation board created by one or more townships; and

WHEREAS, on March 26, 1986 Washington Township and Bruce Township adopted Articles of Organization creating the Washington-Bruce Parks & Recreation Commission. The Articles of Incorporation established a Board of Commissioners, set forth the powers of the Commission as well as its duties and provided for the joint planning of recreational activities in the Townships; and

WHEREAS, Star Transportation has been serving the needs of Bruce and Washington Townships for older adults and individuals with disabilities since 1982. Star Transportation has been supported by millages adopted by the residents of Bruce and Washington Townships as well as grants from the State of Michigan. The transportation program has been administered through the Washington-Bruce Parks & Recreation Commission; and

WHEREAS, the Urban Cooperation Act of 1967, being Act 7 of the Public Acts of 1967, as amended, ("UCA") authorizes two or more public agencies, including townships, to enter into an interlocal agreement pursuant to the terms of which they may agree to

exercise jointly any power, privilege or authority that the agency shares in common and that each might exercise separately; and

WHEREAS, Section 7 of the UCA expressly provides that an interlocal agreement may provide for a separate legal entity to administer or execute the agreement which may be a commission, board, or council constituted pursuant to the agreement. Section 7 further provides that the separate legal entity created pursuant to the terms of an interlocal agreement shall be a public body, corporate or politic for purposes of the Act; and

WHEREAS, on August 17, 2022 Bruce Township and Washington Township executed an Interlocal Agreement establishing the Washington, Bruce and Romeo Parks & Recreation Commission pursuant to Section 7 of the UCA; and

WHEREAS, Washington Township and Bruce Township desire to amend the Interlocal Agreement to include Star Transportation as part of the authority created by the Interlocal Agreement; and

WHEREAS, Washington Township and Bruce Township agree that this Agreement will amend the August 17, 2022 Interlocal Agreement to include Star Transportation within the powers of the authority.

NOW, THEREFORE, Washington Township and Bruce Township hereby enter into this Agreement pursuant to the authority of Resolutions duly adopted by their respective legislative bodies and hereby agree as follows:

1. ESTABLISHMENT OF COMMISSION

The parties hereby establish the Washington, Bruce and Romeo Parks & Recreation and Star Transportation Commission ("Commission") as a separate legal entity and corporate public body as provided in Section 7 of the UCA.

2. PURPOSE AND OBJECTIVES

The Commission is established for the purpose of providing quality parks and recreation programs, transportation, through the continuation of the Star Transportation program, facilities and services to residents of Washington and Bruce Townships and promoting citizen involvement in parks and recreation programs and activities. The Commission seeks to attract and encourage participation from all age groups within the communities to provide recreational services and opportunities for all residents. In addition, the Townships believe that the establishment of the Commission can best advance the following joint objectives:

- (a) Increasing youth, senior and community access to recreational facilities and grounds;
- (b) Effectively and efficiently manage the use of the Townships' facilities and grounds for the benefit of all residents within the Townships;

- (c) Encouraging joint use of the Townships' respective facilities and grounds to provide effective services to their residents; and
- (d) Developing a unified approach to serving the communities' recreation and transportation needs, cooperatively maintaining recreational facilities and grounds and continuing the services provided by the Star Transportation program.

3. POWERS

The Commission shall have all of the powers necessary to effect any purpose for which it is formed and which are necessary to implement the purposes, objectives and provisions of this Agreement, including the following:

- (a) Accept conveyances of personal property from any other governmental unit or from private third parties;
- (b) To sue and be sued in its own name;
- (c) Enter into contracts and other instruments necessary, incidental or convenient to the performance of his duties;
- (d) Solicit and accept donations, grants, labor, loans and any other aid from any person or governmental agency or political subdivision of the state;
- (e) Procure insurance against loss in connection with the property, assets or activities of the Commission;
- (f) Contract for goods and services and engage personnel as necessary and engage the services of consultants, legal counsel, engineers, accountants and auditors for rendering personal financial assistance.
- (g) Develop and prepare reports and plans the Commission considers necessary to assist it in the exercise of its powers under this Agreement and do all other things necessary or convenient to achieve the objectives and purposes of the Commission that relate to the purpose and responsibility of the Commission.
- (h) Make capital improvements relating to Commission facilities. All capital improvements to Commission facilities must first obtain necessary municipal approvals from the Township within which the improvements are being constructed or maintained.

The Commission shall not possess the power or authority to:

- (a) Contract for or expend Commission funds to improve or install capital improvements on private property;
- (b) To acquire or own real property;
- (c) To levy any type of tax;
- (d) To issue any type of bond;
- (e) To incur debt on behalf of Bruce Township or Washington Township.

4. **ORGANIZATION**

4.1 **Composition of Commission**

Upon execution of the August 17, 2022 Agreement, the Commission shall consist of all members currently serving as the Board of Commissioners pursuant to the March 26, 1988 Articles of Organization. Within one (1) year of August 17, 2022, the Commission members, alternates, and Parks & Recreation Director ("Director") shall, by receipt of applications and interviews of potential candidates, select new Commissioners for the Commission consistent with the terms of this Agreement. All appointments to the Commission shall be made by a majority vote of the existing Commission members, alternates and the Director. These appointments may include one (1) elected official from Bruce Township and one (1) elected official from Washington Township. A total of five (5) appointments will be made with three (3) appointments being Washington Township residents and two (2) appointments being Bruce Township residents. The selection of the new Commissioners shall be reviewed and ratified by Bruce Township and Washington Township Boards of Trustees. Commission members shall serve for an initial two (2) year term and one (1) two year extension as set forth in Section 4.3 of this Agreement.

Subsequent to the expiration of the initial term of the new Commission members and alternates as set forth above, the Boards of Trustees of Bruce and Washington Townships shall select replacement members and alternates of the Commission. Any resident residing south of 32 Mile Road in the Village of Romeo shall be considered a Washington Township resident; any resident residing north of 32 Mile Road in the Village of Romeo shall be considered a Bruce Township resident. Those residents may be considered for appointment to the Commission.

Bruce Township and Washington Township shall each appoint one (1) alternate to serve on the Commission when the appointed Commission member is unable to attend a meeting. Alternate members of the Commission may vote at the meeting at which they are selected to attend. Alternates are recommended to attend all Commission meetings but such attendance is not required.

4.2 Compensation

Members appointed to the Commission as well as alternates shall serve without compensation.

4.3 Commission Member Terms

The length of terms for each member of the Commission shall be based on a staggered term. Terms will be staggered one, two and three years as determined by the Washington Township Board of Trustees and staggered one and two years for the Bruce Township Board of Trustees. The staggered terms will be assigned to the individuals at the time of appointment by the Townships.

4.4 Voting

Only Commission members may vote at a meeting. Alternates may vote only when they are appearing in the absence of a regular-appointed Commission member. The Director shall have no vote. A decision of the Commission will be determined by a majority vote of a duly constituted quorum of the Commission.

4.5 Absences

No member of the Commission shall accumulate more than four (4) absences from meetings on an annual basis. In the event of absences in excess of four (4) annually, for reasons other than personal illness, death of an immediate family member, military duty or other unusual circumstances, the Commission member shall be recommended for removal from the Commission by vote of the Township Board appointing the Commission member. Termination of a Commission member must be reported to both Boards of Trustees immediately after the termination with an explanation of the basis for the termination.

4.6 Vacancy, Replacement and Removal of Commission Members

In the event of a vacancy on the Commission, the vacancy shall be filled for the unexpired term of the Commission member in the same manner as provided for in the original appointment. The new Commission member shall hold office for the remainder of the unexpired term of the Commissioner vacancy.

A Commission member, including an alternate, may be removed from the Commission for misfeasance, malfeasance, or nonfeasance after a hearing and by a majority vote of each Township Board.

4.7 Responsibilities of Commissioners

Commission members shall act pursuant to and in accordance with the terms of this Agreement and shall:

- (a) Abide by the applicable ordinances of the Townships of Bruce and Washington;
- (b) Act in an advisory capacity to the Boards of Trustees for the Townships of Bruce and Washington and Commission staff;
- (c) Recommend policies to govern the operation and programs of the Commission;
- (d) Assist in planning and provide guidance for the expansion of Commission facilities;
- (e) Assist in interpreting the policies and functions of the Commission to the public;
- (f) Encourage the development and advancement of the Commission; and
- (g) Ensure that any hired contractor by the Commission is competitive in price and is capable of completing the work assigned to them.

4.8 Selection of Officers

The officers of the Commission shall be a Chairperson, Vice-Chairperson, Secretary and Treasurer. Officers shall be selected by a majority vote of the Commission and serve a one (1) year term as set forth in this Agreement.

(a) Chairperson

The Chairperson shall preside over all meetings, appoint committees with the approval of Commission, call special meetings with the support of one additional Commissioner, be the liaison to the Bruce Township and Washington Township Boards of Trustees and Director and shall ensure that proper procedures are adopted by the Commission.

(b) Vice-Chairperson

The Vice-Chairperson shall perform all duties of the Chairperson during his or her absence. In the absence of both the Chairperson and the Vice-Chairperson at a Commission meeting, the Commission members shall elect a Chairperson Pro-Tempore who shall perform the duties of the Chairperson for that meeting. The Vice-Chairperson shall be charged with the responsibility of assuring that all standing and temporary committees function as provided by the Commission.

(c) Secretary

The Secretary shall have custody of all public records of the Commission including all writings prepared, owned, used, in the possession of or retained by the Commission

In the performance of its official function. All records must be kept in a safe and secure location. All public records of the Commission are subject to the Michigan Freedom of Information Act, being Act 442 of 1976, as amended. The Secretary shall cause notice of all regular meetings of the Commission to be posted at least 48 hours prior to a regular meeting and 18 hours prior to any special meeting of the Commission. A public notice of a Commission meeting shall state the date, time and place of the meeting and be posted in a prominent and conspicuous place at both the Bruce Township and Washington Township principal offices, the parks and recreation website, websites for both Townships and all social media platforms approved by the Commission. All minutes and agenda for Commission meetings shall be posted on the parks and recreation website. The Secretary shall be responsible for the preparation of the agenda with the approval of elected officers on the Commission.

(d) **Treasurer**

The Treasurer shall present all financial reports quarterly to the Commission in writing including details with respect to all investments of the Commission. The reports shall also be provided to the Bruce Township and Washington Township Boards of Trustees and included in all Board meeting packets. The Treasurer shall serve as the Commission liaison to address all financial issues, audits and bookkeeping practices to review and report to the Commission.

All deposits of Commission funds shall be placed in an FDIC insured bank. All checks must be signed by two (2) signers as set forth below. All Commissioners are the authorized signatories at banks utilized by the Commission. One of the co-signers on all bank drafts must be either the Chairperson or Treasurer. The Commission checkbooks shall be open to review by any of the approved signers upon request. All investments by the Commission must comply with all of the requirements of Act 20, Public Acts of 1943, as amended. The Commission shall adopt a written investment policy consistent with Act 20 and such policy shall be submitted to and approved by both Boards of Trustees of Washington and Bruce Townships. The investment policy must be reviewed and approved every four (4) years by the Boards of Trustees of Washington and Bruce Townships.

5. **PARKS & RECREATION AND STAR TRANSPORTATION DIRECTOR**

The Director of Parks and Recreation appointed pursuant to the March 26, 1986 Articles of Incorporation shall assume all responsibilities as Parks & Recreation and Star Transportation Director. The Director shall act pursuant to the direction of the Commission. The Director's duties shall include, but not be limited to, the following:

- (A) Prepare and recommend short-term and long-range plans to meet the recreational and Star Transportation needs of Washington Township and Bruce Township.

- (B) Plan, organize, promote and direct the development and organization of recreational activities and Star Transportation programs to meet the needs of the residents of Washington and Bruce Townships.
- (C) Recruit, interview and train coaches and volunteers and determine their duties, responsibility and performance standards.
- (D) Ensure that space and facilities are available and in proper condition for all recreational activities and Star Transportation programs.
- (E) Prepare and disseminate information regarding the programs, facilities and activities provided by the Commission.
- (F) Make public presentations to the Washington Township and Bruce Township Boards of Trustees and the Commission regarding the planning and operation of parks and recreation and Star Transportation.
- (G) Participate and assume responsibility for the preparation of the annual parks and recreation and Star Transportation budgets.
- (H) Assure adherence to all policies, procedures and recordkeeping systems for all parks and recreation and Star Transportation programs and activities.
- (I) Inform and explain the organization, responsibilities, working relations and objectives of the parks and recreation and Star Transportation programs to the Commission.
- (J) Create and/or update the existing Master Plan, measure and report progress against the Master Plan annually. The Master Plan shall be reviewed and updated every five (5) years.

Within ninety (90) days from the date of execution of the August 17, 2022 Agreement, the Commission shall create a job description for the position of Director. Within sixty (60) days of the execution of this Agreement, the Director will execute a document acknowledging receipt and acceptance of all duties and responsibilities. Within eighteen (18) months from August 17, 2022, the Commission and Director will execute an employment agreement setting forth the terms, conditions and compensation relating to the Director's duties and responsibilities, including the Director job description referenced above. Such duties will include Director obligations to provide knowledge transfer to the in-coming new Director in the event of termination.

The Director shall, on July, October, January and April of each year, schedule and attend Washington Township and Bruce Township Boards of Trustees meetings to report on the current operation of the parks and recreation and Star Transportation programs including, but not limited to, the following:

- (a) The financial status of the programs.
- (b) The projects which have been completed and those which are being initiated in the fiscal year.
- (c) The programs' compliance with state and federal laws and regulations.
- (d) Strategic plans for the programs and its impact on both Townships.
- (e) Explanation of the budgets, budget amendments, and the proposed budgets for the upcoming fiscal year.
- (f) Address all budgets concerns, difficulties and items which are or may be over budget for the fiscal year.
- (g) Report on employee status, current and future employment needs and related issues.
- (h) Description of all current short-term and long-term parks and recreation and Star Transportation program projects.
- (i) Capital plans and proposed expenditures.
- (j) Report regarding program adherence to the parks and recreation master plan.

The Director shall prepare a summary written report of all of the items set forth above and submit the report to each of the Township Boards at the quarterly presentation.

6. MEETINGS OF THE COMMISSION

All regularly-scheduled meetings of the Commission shall be held on the third Thursday of every month during the year, unless otherwise modified by the Commission. The Commission shall be deemed a public body pursuant to Section 2(a) of the Michigan Open Meetings Act, being Act 267 of 1976, as amended ("OMA"). All meetings of the Commission shall be held in strict compliance with the OMA. In addition, all subcommittees appointed by the Commission shall be required to comply with all of the provisions of the OMA. The location of Commission meetings shall rotate on an annual basis between Washington Township and Bruce Township.

Three (3) members of the Commission shall constitute a quorum for purposes of a meeting so long as one of the members is from Bruce Township. In-person attendance at Commission meetings shall be required absent express provisions in the OMA which would permit remote attendance. The majority of the members present at a duly constituted meeting of the Commission shall have full authority to conduct business.

The Commission shall establish the rules of procedure for all Commission meetings and majority vote of the Commission.

7. FISCAL YEAR AND ANNUAL BUDGET

The fiscal year of the Commission shall be from April 1 through March 31. The Director and Commission shall develop and recommend to the Boards of Trustees of Bruce and Washington Townships annual budgets sufficient to finance the programs of Parks and Recreation and Star Transportation services. The proposed budgets shall be submitted by the Commission to the Boards of Trustees on or before January 31 of each fiscal year. The budgets of the Commission shall not become effective until approved by the Boards of Washington and Bruce Townships. All budget amendments must be approved by both Washington Township and Bruce Township.

8. FUNDING

Washington Township and Bruce Township currently collect funds for the operation of parks and recreation and Star Transportation programs through millages approved by the respective voters in each community. Washington Township and Bruce Township agree to each contribute 100% of all funds collected from their respective parks and recreation and Star Transportation millages to the Commission. Washington Township and Bruce Township agree to each submit identical millage proposals, including millage rates, to their respective electors during the term of this Agreement.

9. EFFECTIVE DATE

This Agreement shall become effective upon execution by both parties. Upon execution, the Agreement shall be filed with the Macomb County Clerk and Michigan Secretary of State pursuant to Section 10(4) of the UCA.

10. TERM

This Agreement shall remain in full force and effect for a period of two (2) years from August 17, 2022. The Agreement shall automatically renew for an additional two (2) year period unless either Washington Township or Bruce Township notifies the other in writing at least ninety (90) days prior to the date of expiration of the first two (2) year term that it will not agree to an extension. In such an event, this Agreement will terminate two (2) years subsequent to its effective date.

This Agreement shall terminate in the event either Washington Township or Bruce Township voters do not renew their respective parks and recreation or Star Transportation millages.

11. DISSOLUTION

The Commission shall dissolve and its affairs shall be wound up upon termination of this Agreement. Upon dissolution, the Commission shall cease carrying on its business

and affairs and shall prepare and issue a final report, including a final audit to each Township. Upon dissolution of the Commission, all outstanding debts and liabilities shall be paid and satisfied in full. All assets remaining after the payment of debts and liabilities shall be divided between Bruce Township and Washington Township based on each Township's annual mean average contribution percentage to the Commission over the prior five (5) year period. Each Township shall receive a distribution of the Commission's assets based on the following formula expressed as a percentage:

$$\text{Total Commission Assets} \times \frac{\text{Township's Mean Average Contribution}}{\text{Total of Both Townships' Mean Average Contribution}}$$

12. TRANSFER OF ASSETS

All assets of the Washington-Bruce Parks and Recreation Commission created pursuant to the March 26, 1986 Article of Incorporation shall be transferred to the Commission within ninety (90) days from August 17, 2022. All assets of Star Transportation shall be transferred to the Commission within ninety (90) days of the effective date of this Agreement.

13. MISCELLANEOUS

(a) Notices

Any notice, request, certificate, or other communication required or permitted hereunder shall be given in writing and shall be effective when received if delivered personally, or one (1) business day after being delivered to a reputable overnight delivery service properly addressed, or five (5) business days after being deposited in the United States mail by certified mail, prepaid and properly addressed.

(b) Entire Agreement

This Agreement constitutes the entire understanding between the parties with respect to the subject matter hereof and all prior or contemporaneous agreements or understanding with respect hereto shall be deemed merged into this Agreement. Upon execution of this Agreement, the March 26, 1986 Articles of Organization creating the Washington-Bruce Parks & Recreation Commission are rescinded in their entirety and shall be of no further force or effect.

(c) No Oral Amendments or Modifications

No amendments, waivers or modifications hereof shall be made or deemed to have been made unless in writing and executed by the parties hereto.

(d) Severability

If any provision of this Agreement shall be declared invalid, illegal or unenforceable by a court of competent jurisdiction, the remainder of this Agreement shall not be affected

thereby and this Agreement shall be construed as if that provision were not contained in the Agreement.

(e) Applicable Law

This Agreement shall be interpreted and enforced according to the laws of the State of Michigan.


(f) No Third Party Reliance

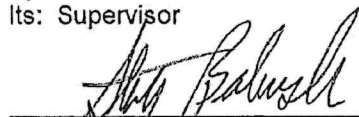
Nothing contained in this Agreement is intended or shall be construed to confer upon or give any person or entity other than the parties hereto, any right, remedy or claim under this Agreement. All the terms, conditions or covenants contained herein are for the sole and exclusive benefit of the parties hereto.

In witness whereof, the parties have executed this First Amended Interlocal Agreement establishing Washington, Bruce and Romeo Parks & Recreation and Star Transportation Commission as of the first date above written.

The undersigned have affixed their signatures as of the 21st day of August, 2023.


CHARTER TOWNSHIP OF WASHINGTON,
A Michigan municipal corporation


By: Sebastian Previti
Its: Supervisor

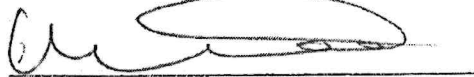

By: Stanley Babinski
Its: Clerk

State of Michigan)
)ss
County of Macomb)

The foregoing instrument was acknowledged before me this 21st day of August, 2023 by Sebastian Previti, Supervisor, and Stanley Babinski, Clerk on behalf of the Charter Township of Washington.


_____, Notary Public
St. Clair County, Michigan
My Commission Expires: 8-22-2025
Acting in Macomb County

TOWNSHIP OF BRUCE,
a Michigan municipal corporation



By: Mike Fillbrook
Its: Supervisor




By: Susan Kraft
Its: Clerk

State of Michigan)
)ss
County of Macomb)

The foregoing instrument was acknowledged before me this 22 day of AUGUST,
2023 by Mike Fillbrook, Supervisor, and Susan Kraft, Clerk on behalf of the Township of
Bruce.

ROBERT F. BILUK
NOTARY PUBLIC, STATE OF MI
COUNTY OF MACOMB
MY COMMISSION EXPIRES Jan 28, 2028
ACTING IN COUNTY OF


_____, Notary Public
MACOMB County, Michigan
My Commission Expires: 1-28-2028
Acting in MACOMB County