

(Attor) – Johanna
Allen, Attorney
(CR) – Committee
Recommendation
(Fix) – Clean up

**SECOND (Attor) AMENDED AND RESTATED
INTERLOCAL AGREEMENT
AVON (Attor) ROCHESTER HILLS-OAKLAND-ROCHESTER
OLDER PERSONS' COMMISSION**

**DRAFT
PROPOSED
CHANGES**

An ~~Interlocal agreement~~ Amended and Restated Interlocal Agreement Avon Rochester Hills-Oakland-Rochester Older Persons' Commission" (Attor) was entered into ~~as of the 20th day of January, 1983,~~ on March 28, 1985, (Attor) by and between the ~~Charter Township of Avon,~~ City of Rochester Hills (Attor), a Michigan Municipal Corporation (Fix), ~~of 1275 West Avon Road, Rochester,~~ whose address is 1000 Rochester Hills Drive, Rochester Hills, Michigan ~~48063~~ 48309 (Attor), the City of Rochester, a Michigan Municipal Corporation (Fix), ~~of whose address is (Attor) 400 6th Sixth (Attor) Street, Rochester, Michigan 48063 48307 (Attor),~~ and the Township of Oakland, a Michigan Municipal Corporation (Fix), ~~of whose address is (Attor) 4393 Collins Road, Rochester, Michigan 48063 48307 (Attor).~~

~~The electors of Oakland Township have approved the levy of a millage of up to one-quarter (1/4) mill voted by the electorate (CR) to support activities for older persons, which necessitates modification of this Agreement to place Oakland Township's participation in the Older Persons' Commission and its program on the same basis as the other members. Also, the Charter Township of Avon has been incorporated into the City of Rochester Hills. This Amended and Restated Interlocal Agreement is to incorporate both events into the Agreement.~~
(Attor. Deleted)

The Amended and Restated Interlocal Agreement was amended on January 20, 1988 by a document entitled "First Amendment to Amended & Restated Interlocal Agreement Avon Rochester Hills-Oakland-Rochester Older Person's Commission" and further amended on October 16, 1995 by a document entitled "Second Amendment to Amended & Restated Interlocal Agreement Avon Rochester Hills-Oakland-Rochester Older Persons' Commission". The parties wish to further amend the Amended and Restated Interlocal Agreement. The purpose of this Second Amended and Restated Interlocal Agreement is to incorporate the

previous amendments and the new changes into one document (hereafter referred to as the “Interlocal Agreement” or the “Agreement”). (Attor. Added)

WHEREAS, this Interlocal Agreement is for the governmental units which are parties hereto to join together to establish an Older Persons’ Commission for the purposes set forth herein pursuant to the under the authority of the Urban Cooperation Act, Act 7 of the Public Acts of 1967, as amended; Act 39 of the Public Acts of 1976, as amended; Act 35 of the Public Acts of 1951, as amended and Act 150 of the Public Acts of 1923, as amended.

IT IS AGREED AS FOLLOWS:

ARTICLE I – PURPOSE

The purpose of this Interlocal Agreement is to establish an Older Persons’ Commission to provide activities and services for older persons, defined as those individuals sixty (60) years of age or older residing in the governmental units which are parties to this Agreement. The activities and services to be provided shall include, but are not limited to, the joint ownership and operation of an Older Persons’ Activity Center (Fix), transportation and actions directed toward the improvement of the social, legal, health, housing, educational, emotional, nutritional, recreational, and mobility status of older persons.

ARTICLE II – OLDER PERSONS’ ACTIVITY CENTER

The parties hereto have set aside and used certain Community Block Grant funds to acquire or and construct an Older Persons’ Activities Center now located in the City of Rochester. Funds set aside and used for this purpose were as follows:

City of Rochester Hills	\$343,800.00
City of Rochester	\$101,500.00
Oakland Township	\$ 26,800.00

ARTICLE III – OLDER PERSONS’ COMMISSION

SECTION 1. CREATION OF AN OLDER PERSONS’ COMMISSION

Upon the signing of this Agreement by the parties hereto and the filing of it with the Oakland County Clerk, the Older Persons' Commission was created and is established as a separate public corporation pursuant to the statutory authority cited herein, with the powers, functions and duties provided in this Agreement and by law.

SECTION 2. NAME.

The name of the Older Persons' Commission shall be the Rochester Hills-Oakland-Rochester Older Persons' Commission. The Commission may recommend a new name. Upon approval of a new name, the parties hereto shall enter into a written Amendment of this Agreement and file it with the Oakland County Clerk, which filing shall have the effect of changing the name.

SECTION 3. MEMBERSHIP OF COMMISSION

A. The Commission shall be composed of eight (8) members, except as otherwise provided in Article IV, as follows:

- 1.) Two elected members of the City Council of the City of Rochester Hills.
- 2.) One elected member of the City Council of the City of Rochester.
- 3.) One elected member of the Oakland Township Board.
- 4.) Two older persons residing in the City of Rochester Hills appointed by the City Council of the City of Rochester Hills.
- 5.) One older person residing in the City of Rochester appointed by the City Council of the City of Rochester.
- 6.) One older person residing in Oakland Township appointed by the Oakland Township Board.

B. The Township Board and City Councils shall, by Resolution, appoint their Commissioner (s), who shall serve at the pleasure of the Township Board or City Councils and

may be removed by Resolution of the Township Board or City Councils at any time, with or without cause. Commissioners who are members of the Township Board or City Councils shall not serve beyond their term on the Board or Councils unless specifically appointed as a citizen-at-large.

C. Commissioners appointed as citizens-at-large shall serve for a term of three (3) years commencing January 1, 1983. In the case of the two (2) Commissioners appointed as citizens-at-large from the City of Rochester Hills, the first appointment shall be for a three (3) year term and the second for one (1) year term expiring December 31, 1983.

D. Any vacancy on the Commission arising for any reason shall be filled by appointment within thirty (30) days of the vacancy, for the remainder of the unexpired term.

E. Members of the Commission shall not be paid for attending meetings of the Commission.

SECTION 4. OFFICERS.

A. The Commission shall elect at its first meeting of each year, from its membership, a ~~Chairperson~~ Chairman (CR – entire document), Vice ~~Chairperson~~ Chairman (CR – entire document), ~~and~~ Secretary, ~~and~~ Treasurer (2nd Amend-#1.A.) who shall hold office for terms of one (1) year, and until a successor is elected, or until a resignation or removal.

B. Vacancies in any office shall be filled by the Commission within thirty (30) days of the vacancy, for the remainder of the unexpired term.

C. The Chairman shall preside at all meetings of the Commission and shall have all privileges and duties of a Commissioner. The Vice Chairman shall preside at all meetings of the Commission at which the Chairman is absent. The Secretary shall keep or cause to be made, all non-financial records, reports and minutes required by this Agreement. ~~and applicable law and shall be charged with assuring compliance with the Open Meetings Act and the Michigan Freedom of Information Act.~~ (2nd Amend- #1.C.)

SECTION 5. MEETINGS.

A. The Commission shall meet at least once every two months and shall at its first meeting of each year establish a regular meeting schedule which shall be posted at the offices of the parties hereto in similar form and within similar times as required by law for governmental meeting schedules.

B. Special meetings of the Commission may be called by the Chairman, or in the absence of the Chairman, by the Vice Chairman.

C. Each Commissioner shall receive five (5) days written notice of all regular meetings and two (2) days written notice of all special meetings. All notices of all meetings shall be posted as required by Michigan Open Meetings Act.

D. All meetings of the Commission shall in every respect, conform with the requirements of the Open Meetings Act, Act 267 of 1976, as amended.

SECTION 6. QUORUM.

~~A majority of the Commission shall constitute a quorum. (Attor)~~ In order to conduct business, a quorum must be present. ~~which shall consist of a majority of the Commission.~~
(Attor)

SECTION 7. VOTING.

~~A majority of the Commission shall be necessary present and voting (CR) for the Commission to take any official action at a regular or special meeting. (Attor Deleted)~~ At a regular or special meeting, a majority of votes cast is sufficient for the adoption of any motion or the taking of any official action. (Attor. Added)

SECTION 8. MINUTES.

Complete written minutes of all Commission meetings shall be kept in compliance with the applicable provisions of the Michigan Open Meetings Act, copies of which shall be sent to all Commissioners and the Clerk of each of the parties hereto as soon as reasonably possible following a Commission meeting.

SECTION 9. RULES.

Robert's Rules of Orders, when not in conflict with this Agreement or any rules the Commission may adopt, shall govern all meetings.

SECTION 10. REGISTERED OFFICE.

The registered office of the Commission shall be ~~the office of the (Attor) City of Rochester Hills, 1275 West Avon Road, Rochester, Michigan 48063. 1000 Rochester Hills Drive, Rochester Hills, Michigan 48063 (1st Amend-#1) Older Persons' Commission 312 Woodward, Rochester Michigan 48307 (2nd Amend-#2) 650 Letica Drive, Rochester, Michigan 48307.~~ (CR) The Commission may designate another location as the registered office.

SECTION 11. PRIVILEGES AND IMMUNITY FROM LIABILITY.

All of the privileges and immunities from liability, and exemptions from law, ordinances and rules, which apply to the activity of officers, representatives, members, agents and employees of the parties hereto shall apply to the same degree and extent to the performance of such functions and duties of such officers, representatives, members, agents and employees of the Commission under this Agreement.

ARTICLE IV – POWERS

SECTION 1. GENERAL POWERS

The Commission shall have the following powers, authority and obligations:

A. Subject to the approval of the governing bodies of each of the parties hereto, purchase, lease, construct, own, receive, exercise right of dominion over and hold in its own name, property, including land, buildings and appurtenances for the express purpose of an Older Persons' Activity Center.(Fix)

~~B. Subject to the approval of the governing bodies of each of the parties hereto, contract with any other governmental units, public agencies, or organizations, as appropriate, to carry out Commission functions or fulfill Commission obligations. Approval of the governing bodies of the parties hereto shall not be required for a contract with private persons or organizations when the contract involves less than \$3,000.00 in expenditures, or is an~~

~~employment contract or for purchase authorized in an approved budget, as provided herein.~~

(CR)

C. Hire and employ an ~~Executive~~ (Fix) Director and such other personnel as may be determined necessary, who shall serve at the pleasure of the Commission, subject to applicable law.

D. Accept funds, ~~grants,~~ (1st Amend-#2) voluntary work, or other assistance, to carry out Commission functions and obligations, from any source, public or private, including, but not limited to, local governmental funding of specific projects, state and federal grants and private donations. Any application for grants or other public funding shall be communicated to the parties hereto. ~~prior to submittal.~~ (1st Amend-#2)

E. Operate and establish policy and rules governing the use of an Older Persons' Activity Center not inconsistent with State or local law.

F. Conduct in its own name a transportation program for older persons and handicapped persons in the governmental units which are parties hereto.

G. Conduct and carry out any program, activity or function which advances and directly relates to purposes expressed in Article I.

SECTION 2. LIMITATIONS ON AUTHORITY

A. Annually, by August 1, of each year, the Commission shall submit ~~its~~ (Attor) ~~approved~~ (CR) budget to each of the parties participating in the program, which shall outline the programs to be carried on for the ensuing year, together with the costs projected for those programs. ~~Upon the approval of a budget,~~ (Attor) The Commission shall be bound to carry on only such programs and expend such funds as approved in the budget for the ensuing year. ~~by the parties hereto who are participating in the program.~~-(Attor)

B. The Commission shall have no power or authority to levy any type of tax within the governmental units which are parties hereto or to issue any type of bond in its name, or in any way indebt any of the parties hereto.

SECTION 3. INSURANCE.

The Commission shall obtain policies of insurance, as a part of its budget, for comprehensive liability and property damage, worker's compensation, the construction and operation of an Older Persons' Activity Center, and other appropriate and necessary purposes. The Commission shall have the parties hereto named as "named insureds", on the comprehensive liability and property damage insurance policy.

ARTICLE V – FINANCE

SECTION 1. FISCAL YEAR.

The fiscal year of the Commission shall be from January 1, through December 31.

SECTION 2. ANNUAL BUDGET

A. The Commission shall each year develop an annual budget in such detail as required by Act 2 of the Public Acts of 1968 of the State of Michigan, which shall include all sums necessary to carry on the programs authorized herein for older persons, including transportation, an Older Persons' Activity Center, etc. The budget shall be submitted to the clerks of each of the parties hereto by August 1 of each year. ~~The governing bodies of each of the parties hereto shall review and either approve as presented or as modified, an identical budget, no later than October 1 of each year.~~ (CR)

B. The parties hereto shall participate in the on-going funding of the commission and its programs and activities, on a pro-rata basis, based upon a percentage determined on the total assessed valuation of all properties subject to taxation in the City of Rochester Hills, the City of Rochester and Oakland Township.

SECTION 3. TREASURER.

A. The ~~Treasurer (Attor) of the City of Rochester Hills shall be the Treasurer~~ (2nd Amend-#3) ~~of the Older Persons' Commission City of Rochester Hills~~, (Attor) shall have the responsibility of custody and control of all funds of the Commission. The Treasurer shall make or cause to made, a full and complete financial report to the Commission and to the

governing bodies of each of the parties hereto, of the Commission's financial transactions at the end of each fiscal year. Such report shall include a complete audit by a Certified Public Accountant ~~s for the City of Rochester Hills~~, according to the audit requirements which may be applicable to a City. (2nd Amend-#3)

SECTION 4. ADMINISTRATION.

A. The ~~City of Rochester Hills Treasurer~~ (2nd Amend-#4A) shall administer the financial aspects of the Commission. All expenditures shall be approved by the Commission pursuant to ~~the its (Attor) budget approved by the parties hereto, (Attor)~~ and paid by the ~~City of Rochester Hills Treasurer~~ according to the methods and procedures ~~utilized by the City for the conducting of its business~~ established by the Commission. (2nd Amend-#4A)

B. The Older Persons' Commission is established herein as an independent corporate entity, separate and distinct from the parties hereto. It shall have its own employees, who shall not be employees of any of the parties hereto. ~~Any Administration of the financial aspects of the Commission by the City of Rochester hills or any other~~ (2nd Amend-#4B) acts done by any of the parties hereto in assistance or in cooperation with the Commission shall not have any effect upon, nor change the status of the Older Persons' Commission, nor create any legal responsibility by any of the parties hereto for acts or obligations of the Commission.

C. Each of the parties hereto shall pay ~~to the City of Rochester Hills, in advance, on a quarterly basis, one fourth of the funds to be provided to the Commission, on January 1, April 1, July 1, of each year.~~ their share of the funding for the Older Persons' Commission as taxes are collected according to the schedule established by the County for deposit of taxes collected for public schools. (2nd Amend-#4C)

D. The funds received or set aside by the City of Rochester Hills for the Commission shall be held in a separate fund and accounted for separately from the other funds of the City.

ARTICLE VI – ON-GOING RESPONSIBILITIES & DISSOLUTION

SECTION 1. PARTICIPATION.

The parties hereto agree that they will participate in the activities and programs and provide funds on an on-going basis ~~for the period (Attor) through 1991, 2002~~ (2nd Amend-#5) (CR-deleted 2002) consistent with a proposition approved by the electors in each of the governmental units, to finance transportation, activities and services for older persons and to operate, equip and maintain an Older Persons' Activity Center. ~~to the extent of a levy up to one quarter mill on each dollar of State Equalized Valuation of all taxable property in the Township and the Cities.~~ (CR)

SECTION 2. TERMINATION OF PARTICIPATION.

The parties hereto may terminate their membership only by giving ~~ninety (90) days~~ (Attor) written notice to the Commission and the governing bodies of the parties hereto, no later than ~~May 1 of any year in which such~~ One Hundred Eighty (180) days prior to the expiration of a millage voted to support the Commission. The (Attor) termination shall be effective ~~on the millage expiration date.~~ (Attor) If notice of termination is given, that party shall remain liable for all obligations incurred by it pursuant to this Agreement, prior to the actual termination and according to the budget approved for that fiscal year.

SECTION 3. DISSOLUTION

Upon any of the parties hereto termination participation in this Agreement, the termination shall cause a dissolution of the Commission and distribution of any and all assets of the Commission. Any such assets shall be distributed to the City of Rochester Hills, City of Rochester and Oakland Township, according to a percentage determined by their initial contributions for the acquisition of land and construction of a building as set forth in Article II. As to any assets which may not be so divided or distributed, the parties hereto shall cause an appraisal to be conducted and the assets sold at a value at or above the appraised value. Upon the sale, the funds derived shall be distributed to the parties hereto according to their percentage interest as is established in Article II.

Notwithstanding anything contained herein or otherwise to the contrary, upon receiving the notice of membership termination discussed in Article VI, Section 2, above, the remaining parties may agree to continue the Commission as contemplated by this Amended and Restated Interlocal Agreement in which event the remaining parties shall purchase from the terminating party, its percentage interest as is established in Article II, and the terminating party's notice shall not cause a dissolution of the Commission.

The purchase price for the terminating party's interest shall be based on the book value of the Commission's assets and the terms and conditions for purchasing the terminating party's percentage interest shall be mutually agreed upon by the governing bodies of the parties, provided, however, the non-terminating parties shall purchase the terminating party's percentage interest in the same ratio that each remaining party's percentage interest bears to the total, unless a different formula is mutually agreed to by the remaining parties.

The remaining parties shall enter into a new Interlocal Agreement or amend this Interlocal Agreement to reflect the continuation of the Commission and the remaining parties' obligations thereto. (Attor)

ARTICLE VII – MISCELLANEOUS PROVISIONS

SECTION 1. AMENDMENTS.

This Agreement may be amended in whole or in any part by written agreement of all of the parties who are parties to the Agreement at the time of any Amendment.

SECTION 2. APPLICABLE LAWS.

The Commission shall fully comply in all activities with applicable local, state and federal laws, regulations, grant conditions and contract provisions.

SECTION 3. STATE APPROVAL.

As soon as reasonably practicable after the effective date of this Agreement, this Agreement shall be officially submitted to the office of the Governor for approval pursuant to the Urban Cooperation Act of 1967.

SECTION 4. EFFECTIVE DATE.

~~This Agreement shall be in full force and effect and the Commission shall be considered as established as an operating public corporation on the date this Agreement was signed by all parties and a copy was filed with the Oakland County Clerk. This same provision shall apply to this Amended and Restated Agreement. (Attor)~~

The Commission was established and in full force and effect as an operating public corporation on the date the original “Interlocal Agreement Avon-Oakland-Rochester Older Persons’ Commission” was signed by all parties and a copy was filed with the Oakland County Clerk. This same provision applied to the “Amended and Restated Interlocal Agreement Avon Rochester Hills–Oakland–Rochester Older Persons’ Commission” and shall apply to this, the Second Amended and Restated Interlocal Agreement. (Attor)

SECTION 5. DURATION.

This Agreement shall remain in effect and continue on an indefinite basis and shall only be terminated according to the terms hereof.

SECTION 6. EFFECT OF AGREEMENT.

This Agreement shall be binding upon the inure to the benefit of the parties hereto and the residents of each of the governmental units hereof.

SECTION 7. SEVERABILITY.

Should any section or part of this Agreement be held by a court of competent jurisdiction to be invalid, illegal or unconstitutional, such holding shall not be construed as affecting or invalidating the remaining sections or parts of this Agreement.

This document was signed on _____ by: (Attor)

~~This document was signed on March 28, 1985 by: (Attor)~~

The City of Rochester Hills -

~~Mayor Earl Borden, Clerk Betty Adame~~(Attor)

The City of Rochester -

~~Mayor Roger L. Knapp, Clerk Maxine M. Ross~~(Attor)

Oakland Township -

~~Supervisor Joan M. Buser, Clerk Carolyn L. Phelps~~(Attor)