

Letter of Agreement

Between the Children's School of Science and the Community Preservation Committee of the Town of Falmouth

Contingent upon Town Meeting action on warrant article 39 at the Town Meeting on April 4, 2007, the recommendation of the Community Preservation Committee (CPC) for \$135,000 unless changed by Town Meeting, will become available to pay approved expenses for the project as submitted by the Children's School of Science, hereafter referred to as "the applicant" as stipulated under the general and special conditions stated below.

GENERAL CONDITIONS:

1. Scope of Work:

This approval is based on the application that the applicant submitted to the CPC on October 26, 2006 and the project as described in Addendum A, unless modified by mutual agreement between the CPC and the applicant and recorded under special conditions of this Letter of Agreement (LOA). No subsequent changes to the project description may occur without the prior written consent of the CPC.

2. Applicant's Responsibilities:

The applicant hereby attests to the validity of all appraisals, estimates and other information submitted to the CPC for this project.

The applicant is responsible for obtaining any and all permits and approvals necessary for project activities, and shall follow all applicable laws and regulations. Also, the applicant must obtain any necessary property and liability insurance, as applicable, to protect the project and the Town of Falmouth.

A designated representative of the applicant must sign all documents executed for the project, including this LOA. This representative must have the authority to enter into contracts on behalf of the applicant.

Applicants must prepare brief written reports of project activity for the CPC semi-annually or quarterly as the CPC may determine, outlining progress and any problems encountered. Applicants must submit these reports in writing and may be requested to make verbal presentations at CPC meetings.

The applicant must follow the method stated in Addendum B in order to receive payment.

Recognition:

The applicant must acknowledge that Community Preservation funds were used as a funding source for their project. This acknowledgement must appear in relevant print materials (e.g. press releases, brochures, advertisements, etc.) and referenced in presentations, interviews and other commentary regarding the project.

Validation:

The applicant's undersigned representative certifies, under the penalties of perjury, to the best of his/her knowledge that:

- o The applicant has filed all State (Commonwealth of Massachusetts) tax returns and paid all State and Town taxes under law.
- o Under the provisions of Chapter 701 of the Acts of 1983, the applicant's application is in all respects bona fide, fair and made without collusion or fraud with any other person. As used

in this section, the word "person" shall mean any natural person, joint venture, partnership, corporation, union, committee, club or other business or legal entity.

- o The applicant has not engaged in any unlawful discrimination based upon race, color, religious creed, national origin, sex, sexual orientation or veteran status and has complied with Town of Falmouth affirmative action policies and practices with respect to their application.

All municipal departments and committees applying for funding exceeding \$10,000 must include Addendum C attached.

Proof of legal existence and good standing, if applicant is a corporation, and/or Proof of non-profit status, if applicable, must be included in the application packet.

3. The CPC reserves the right:

To inspect relevant records of the applicant to ensure that approved project activities are completed, and that Community Preservation funds are spent on the project as approved.

To withhold payments for project activities until all conditions herein noted have been met by the applicant.

4. Time Frame:

The applicant must prepare a proposed schedule of drawdown of funds, which must include amounts, dates and project completion milestones. This schedule must be submitted to the CPC for approval before the first payment is requested. Any amendments to approved schedules must be submitted in writing to the CPC for approval.

SPECIAL CONDITIONS:

1. Appropriate signage or a plaque must acknowledge that CPA funds were used for this project, including the date.
2. A Preservation Restriction (PR) shall be required, the conditions of which shall include that the PR will be in perpetuity, will cover the entire exterior (of the front building, as delineated on sketch plans submitted on March 22, 2007), will be assigned to a grantee designated by the CPC, and will not include the proposed 'alternate approval'. The

preservation restriction shall be in the format of the MHC's sample PR. The PR shall be approved by the CPC and Town Counsel and reviewed by the Massachusetts Historical Commission (MHC) through their preliminary review process and appropriate revisions shall be made to meet the requirements of MHC before the disbursement of funds. Upon MHC's final approval, the PR shall be held in escrow by Town Counsel until such time that the rehabilitation is completed. Upon satisfactory completion of the rehabilitation, the PR shall be recorded at the Barnstable County Registry of Deeds. The cost of drafting the PR, up to \$5,000, may be submitted for payment from the appropriation for this project.

3. Community Preservation funds shall be applied to the historically appropriate exterior rehabilitation of the Davis House at 3 Water Street.

If these conditions are acceptable to the Children's School of Science, please sign two copies of the LOA, and return them to the Planning Office at Town Hall by 4:00 p.m. Tuesday, April 2, 2007. A copy will be returned to you for your records once it has been signed by the CPC Chairman, Town Administrator, Town Accountant, and Town Counsel. All correspondence shall be addressed to:

Jessica Erickson

Community Preservation Committee / Planning Office

Town of Falmouth

59 Town Hall Square

Falmouth, MA 02540

Applicant

Date

Peter Clark, Chairman CPC

Date

Applicant print name

Robert L. Whritenour, Jr. Date

Town Administrator

Approved as to form

Frank K. Duffy, Jr. Date

Town Counsel

I, Mary Ellen Alwardt, Town Accountant for the Town of Falmouth hereby certify that \$135,000 has been set aside and encumbered by the Town for the purposes of this agreement.

Mary Ellen Alwardt Date

Town Accountant

Addendum A - Project Application

Addendum B - Invoice Submission Procedure

Addendum C - EEO certificates, etc. (N/A)

Addendum B – Invoice Submission Procedure

FALMOUTH COMMUNITY PRESERVATION ACT (CPA) FUNDS: REQUESTS FOR PAYMENT

Procedure for non-profit and private CPA fund recipients

1. The CPC requires that Community Preservation funding recipients submit Requests for Payment in order to be reimbursed for project expenses affiliated with the project as described in the Letter of Agreement, project application, and as voted by Town Meeting.
2. All Requests for Payment must be submitted to the CPC by funding recipients and shall be accompanied by appropriate proof of payment, which includes:
 - a. copy of paid invoices, AND
 - b. copy of cancelled checks and/or a signed letter from the vendor on official letterhead certifying that the invoice has been paid. The invoice number, name of payor, check number, and dollar amount shall be included in the text of the letter.
3. Please limit Requests for Payment submissions to the CPC to no more than once per month.
4. Submit Requests for Payment to the Community Preservation Committee at the following address:

Jessica Erickson

Assistant Town Planner / Community Preservation

Planning Office

59 Town Hall Square

Falmouth, MA 02540

5. Payment will be made within 30 – 60 days upon receipt of Requests for Payment. All Requests for Payment will be reviewed by the CPC and the Town Accountant. Upon approval and verification of project status, a check will be issued payable to the Community Preservation funding recipient.

Amendment #1:

Letter of Agreement between the

Children's School of Science and the Town of Falmouth's Community Preservation Committee

Delete special condition #2 of the Letter of Agreement dated March 29, 2007 and insert the following condition in its place:

"A Deed Restriction protecting the historical significance of the building exterior shall be required, the conditions of which shall include that the restriction will be in perpetuity, will cover the entire exterior (of the front building, as delineated on sketch plans submitted on March 22, 2007), will be monitored by the Falmouth Historical Commission, and will not include the proposed 'alternate approval'. The restriction shall be approved by the CPC and Town Counsel and submitted to the Falmouth Historical Commission (FHC) for their review and approval before the disbursement of funds. Upon approval, the restriction shall be held in escrow by Town Counsel until such time that the rehabilitation is completed. Upon satisfactory completion of the rehabilitation, the restriction shall be recorded at the Barnstable County Registry of Deeds. The cost of drafting the restriction, up to \$5,000, may be submitted for payment from the appropriation for this project."

Applicant

Date

Peter Clark, Chairman CPC

Date

Robert L. Whritenour, Jr.

Date

Town Manager

Approved as to form

Frank K. Duffy, Jr.

Date

Town Counsel