

Sample

Letterhead of City Solicitor/Corporation Counsel/Town Council

Date

State Retiree Benefits Trust Fund Board
 One Ashburton Place – 12th floor
 Boston, MA 02108
 Attention: Chair

Re: [Insert Name of Governmental Unit]

Ladies and Gentlemen:

We/I serve as counsel to [insert name of governmental unit] validly existing under M.G.L. Chapter ____ (the “Governmental Unit”). By vote duly taken of its [insert name of legislative body] (the “Governing Body”), the Governmental Unit accepted the provisions of G.L. c.32B, § 20 on [insert date] thereby creating an Other Post-Employment Benefits Liability Trust Fund (the “OPEB Fund”). By vote of the Governing Body duly taken on [insert date], (a) the treasurer of the Governmental Unit was designated to serve as custodian of the OPEB Fund (the “Custodian”); (b) the sum of \$_____ was appropriated as the initial investment into the OPEB Fund; (c) the following persons were designated as trustees of the OPEB Fund: _____ (the “Trustees”); and (d) the treasurer was authorized to execute and deliver the Investment Agreement with the State Retiree Benefits Trust Fund Board of Trustees (the “SRBTF Board”) on behalf of the Governmental Unit.

By vote of the Trustees duly taken on [insert date], (a) the Declaration of Trust of the OPEB Fund was duly adopted and filed appropriately in accordance with G.L. c.32B, § 20; (b) the Custodian of the OPEB Fund was directed to invest the OPEB Fund with the State Retiree Benefits Trust Fund (“SRBTF”); (c) the Trustees voted to enter into the Investment Agreement with the SRBTF Board; and (d) the Custodian was authorized to execute and deliver the Investment Agreement on behalf of the Trustees, and to sign checks and wire OPEB Fund monies to the SRBTF, the Pension Reserves Investment Trust or as directed by the SRBTF Board. The Declaration of Trust was filed with the chief executive officer and clerk on [insert date] becoming effective on [insert date] and remains in full force and effect.

I have reviewed the form of Investment Agreement among the SRBTF Board, the Trustees of the OPEB Fund and the Governmental Unit, dated as of _____, 20__ . Based on my review of the aforesaid votes and the applicable law, it is my opinion that the OPEB Fund was duly established and the Trustees have been duly appointed by the Governing Body; the Custodian has been duly authorized to execute and deliver the Investment Agreement to the SRBTF Board on behalf of the Trustees and the Governmental Unit; the Investment Agreement is a valid and binding obligation of the OPEB Fund Trustees, and the Governmental Unit, enforceable against the OPEB Fund Trustees and the Governmental Unit in accordance with its terms; the terms of the Investment Agreement do not violate any obligation or covenant by which the OPEB Fund Trustees or the Governmental Unit is bound by contract, operation of law or otherwise; and the Trustees and Governmental Unit have complied with applicable state and federal laws concerning the establishment and operation of the OPEB Fund. The foregoing opinion is for the sole benefit of the SRBTF Board and can only be relied upon by the SRBTF Board.

Sincerely,

City Solicitor/Corporation Counsel/Town Counsel

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