

STATE OF VERMONT

SUPERIOR COURT
Windsor Unit

CIVIL DIVISION
Docket No. 544-10-14 Wrcv

THE STATE OF VERMONT OFFICE OF)
THE ATTORNEY GENERAL,)
Plaintiff)
)
v.)
)
EMERGE FAMILY ADVOCATES, INC.,)
JOSEPH VERDINE, BOARD PRESIDENT,)
MURIEL FARRINGTON, BOARD)
SECRETARY, THOMAS TRUNZO, BOARD)
MEMBER, JOHANNA JASPERSOHN,)
BOARD MEMBER, and RAYMONA RUSSELL,)
EXECUTIVE DIRECTOR)
Defendants.)

SETTLEMENT AGREEMENT

The Vermont Attorney General and Emerge Family Advocates, Inc. (“Emerge”), and Joseph Verdine, Muriel Farrington, Thomas Trunzo, and Joanna Jaspersohn (collectively “the Board”) hereby enter into this Settlement Agreement.

In exchange for settling this matter under the terms herein, the Attorney General agrees to voluntarily dismiss the civil petition and declaratory action entitled *Attorney General v. Emerge Family Advocates, et al.*, Docket No. 544-10-14 Wrcv.

TERMS OF SETTLEMENT

As conditions for settling this matter, the Board agrees to suspend Emerge’s bylaws as necessary to carry out the terms contained below. Emerge and the Board further agree to the following terms, which shall be considered to take effect concurrently or in any sequence necessary to give each term legal effect:

Office of the
ATTORNEY
GENERAL
109 State Street
Montpelier, VT
05609

A. Financial Review

1) The Board agrees to appoint Suzanne Lovell as a special trustee with all the necessary powers to: (1) preserve Emerge's charitable assets, review Emerge's finances and financial practices, and assess the likelihood of Emerge being able to continue its charitable mission; (2) pay any expenses necessary for the preservation of Emerge's assets; and (3) recommend to the Attorney General, or if available any new board described under section C, below (hereafter, the "new board"), whether and how Emerge may continue to carry out its mission.

2) The Board agrees that the special trustee shall be paid a reasonable rate and that such payment will be made from Emerge funds.

3) The Board agrees to hereby direct Emerge's Executive Director to provide access to all information regarding Emerge requested by the special trustee, including, but not limited to: all financial records; all bills and associated documents; board minutes; by-laws and policies; tax filings; grant applications; grant reports filed with Vermont Center for Crime Victims Services, Vermont Department of Children and Families, New Hampshire Department of Justice Office on Violence Against Women, and reports filed with any other grantor, together with the schedule book and other supporting documentation for those reports.

B. Continuation of Provision of Services

1) Recognizing that for the time in which there is no properly constituted board there can be no proper oversight of Emerge's operations, the Board agrees to suspend all services provided directly by Emerge until such time as a new board is constituted.

2) The Board agrees to appoint Sara Kobylenski, Executive Director of Upper Valley Haven, through coordination with a group of local non-profit organizations, to create an emergency interim resource for the provision of essential court-ordered supervised visitation and supervised exchanges of children between parents until Emerge can resume providing such services or until the new board determines how services shall be provided.

3) The Board agrees to make Emerge's facilities at 95 Lesle Drive, White River Junction, Vermont, available for the provision of services referenced in section B(2), above.

4) The Board agrees to hereby direct the Executive Director to provide access to all Emerge client files and to consult with Sara Kobylenski, or her designate, to enable the provision of services referenced in section B(2), above.

C. Board Transition

1) Each member of the Board agrees to resign effective the date this Agreement is signed by a majority of the Board.

2) The Board agrees to the appointment of a nominating committee to generate and review applications for new board members, and to nominate a slate of at least seven new board members. This nominating committee will be appointed by the Attorney General and will be comprised of three members representing area nonprofits such as Granite United Way, New Hampshire Charitable Trust and the Vermont Community Foundation, or comprised of three members recommended by such nonprofits. The nominating committee will operate with all due haste to develop and nominate a slate of board members.

3) The Board agrees that the Attorney General will have authority to appoint the new board members from those nominated by the nominating committee. This new board will hold a meeting as soon as practicable, reinstate the Emerge bylaws, and take all actions

necessary to enable Emerge to resume direct provision of services, as appropriate.

4) The Board agrees to make itself available for consultation with the new board.

5) The Attorney General will make all reasonable and necessary efforts to ensure that the new board is in place within two months from the date of this agreement, unless the Attorney General determines, after consultation with the Board, that Emerge is not financially viable, based on the review and recommendation of the special trustee, in which case the Board agrees to work cooperatively with the Attorney General to close Emerge.

SIGNATURES

All parties affirm that this is a fair and reasonable resolution of the concerns regarding the Board, its duties and financial oversight of Emerge raised in the petition filed by the Attorney General entitled *Attorney General v. Emerge Family Advocates, et al.*, Docket No. 544-10-14 Wrcv.

DATED at Woodstock, Vermont, this 20th day of October, 2014.

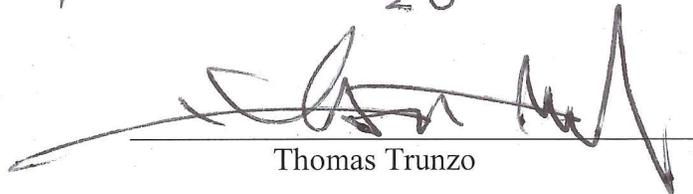


Joseph Verdine

DATED at _____, Vermont, this ____ day of October, 2014.

Muriel Farrington

DATED at Woodstock, VT, Vermont, this 20th day of October, 2014.



Thomas Trunzo

DATED at Woodstock, Vermont, this 20th day of October, 2014.



Joanna Jaspersohn

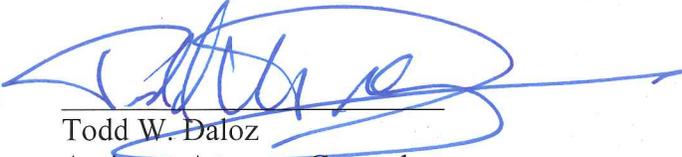
(Additional signatures on the following page)

ACCEPTED on behalf of the Attorney General:

DATED at Woodstock, Vermont, this 20th day of October, 2014.

STATE OF VERMONT

WILLIAM H. SORRELL
ATTORNEY GENERAL

By: 

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