



## Cape Light Compact

P.O. Box 427, Barnstable, MA 02630

1.800.797.6699 | Fax: 508.362.4136 | [capelightcompact.org](http://capelightcompact.org)

March 28, 2017

Jack Yunits, Jr.  
Barnstable County Administrator  
Superior Courthouse  
3195 Main Street  
Barnstable, MA 02630

Re: *Termination and Transition Agreement and Administrative Services Agreement with Cape Light Compact*

Dear Jack:

The purpose of this letter is to confirm that the Termination and Transition Agreement between the Cape Light Compact (the "Compact") and Barnstable County (the "Transition Agreement") will terminate on June 30, 2017. The Compact will not be seeking an extension pursuant to Section IV(A) of the Transition Agreement. Through this letter, the Compact is also affirming termination of the Administrative Services Agreement between the County and the Compact dated April 10, 2000, effective as of the date of the Transition Agreement.

As you are aware, the Compact is in the process of reorganizing itself as a joint powers entity pursuant to G.L. c. 40, §4A½, the Joint Powers Statute. The Joint Powers Statute was enacted in November 2016 as part of the Municipal Modernization Act. The Compact is not dissolving, and at some point, the Compact's inter-governmental agreement will be terminated. However, the Compact will continue to exist; it will exist in the form of the JPE which will be assuming all of the liabilities of the Compact.

The Compact's members are currently in the process of taking the necessary steps to join the Cape Light Compact JPE (the "JPE"). As of the date of this letter, ten municipalities have voted to join the JPE. The Compact hopes that full transition to the JPE as the operational and legal successor to the Compact will occur in the next several months.

The Compact is aware that certain members of the Barnstable County Assembly of Delegates are taking the position that the County has some claim to the Compact's assets (tangible and intangible) and that an ordinance is under consideration which would, among other things, attempt to prohibit the Compact from removing its own property from the Barnstable County complex on, or before, June 30, 2017. Both you and I have affirmed that the Compact is not in possession of any assets that have been purchased with County funds. Any funds or in-kind contributions (i.e. office space) that were historically provided to the Compact were done so

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willingly and knowingly by the County and through required budget appropriation approved by both the County Commissioners and Assembly of Delegates. When the County requested the Compact to pay for services starting in fiscal year 2015, the Compact complied with this request. As you have noted in your correspondence with me, there is no legal authority to "go back" in time under Massachusetts General Laws and request payment between public entities for services rendered when no payment was requested at the time of service.

I would like to work cooperatively with you on presenting any concerns you and the Commissioners may have regarding transition matters so that they may be properly addressed in the JPE's transition plan. In order to facilitate the transition, I suggest the Compact and the County Commissioners enter into a memorandum of understanding ("MOU") regarding termination of their relationship. The MOU would offer positive benefits to the County, such as certainty as to liability for pension and health insurance costs. Also, the Compact will be engaging its auditor to conduct a close out audit as part of the transition to a JPE and the details of this audit and the transfer of personnel and other public records could be addressed in the MOU.

On behalf of the Compact Governing Board and Compact staff, thank you and your staff for working with the Compact as we transition to a JPE. If you have any questions, or would like to discuss the details of the MOU, please do not hesitate to contact me.

Sincerely,



Margaret T. Downey  
Compact Administrator

cc: Compact Governing Board  
County Commissioners  
Jeffrey M. Bernstein, Esq., BCK Law, P.C.