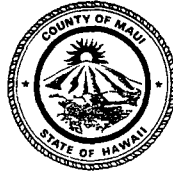


JAMES "KIMO" APANA
Mayor



JAMES B. TAKAYESU
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March 25, 2002

Mr. John A.H. Tomoso
Office on Aging
Department of Housing and Human Concerns
County of Maui
200 S. High Street
Wailuku, Hawaii 96793

**RE: YOUR REQUEST FOR A LEGAL OPINION REGARDING PROPOSED
CHANGE IN CONTRACT LANGUAGE**

Dear Mr. Tomoso:

This letter is sent in response to your recent request that we review the proposed revision to Paragraph 4.4, Termination by Contractor, of our standard service provider contract. Specifically, under the current contract language, the provider may withdraw from the agreement with the prior written consent of the county. Under the revised language, the provider may withdraw without consent of the county upon 30 days notice to the county of its intention to withdraw.

We do not recommend varying from the current contract language for several reasons. First, using standard language ensures consistency across contracts and that all providers are treated equally. Second, the change in language is not necessary because the current contract language already allows for termination by the contractor should that become necessary. Third, given the relative short term of the contract, it is not in the county's best interest to relax the provision for early termination of contracts. Early termination, especially if done unilaterally and without county consent, increases the risk that clients may be left without services.

In sum, our opinion is that the current contract language sufficiently protects the county's interest while allowing the provider to terminate the contract should termination become necessary. Therefore, we recommend against amending Paragraph 4.4,

John A.H. Tomoso
Maui County Office of Aging
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Termination by Contractor to allow for withdrawal from the agreement upon notice from the provider.

Should you have any further questions, please let me know.

Very truly yours,



GREGORY J. GARNEAU
Deputy Corporation Counsel

GJG:k

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