

TOWN OF FOXBOROUGH
SELECTMEN'S MEETING
MINUTES
JANUARY 28, 2015

Members Present: Lorraine A. Brue, Chairman
John R. Gray, Vice Chairman
Virginia M. Coppola, Clerk
James J. DeVellis
David S. Feldman

Others Present: William G. Keegan, Jr., Town Manager
Ms. Mary Beth Bernard, Assistant Town Manager
Attorney Patrick Costello, Louison, Costello, Condon & Pfaff
Attorney Kate Connolly, Louison, Costello, Condon & Pfaff
Attorney Doug Louison, Louison Costello, Condon & Pfaff
Attorney David DeLuca, Murphy, Hessey, Toomey & Lehane, LLC
Attorney James Toomey, Murphy, Hessey, Toomey & Lehane, LLC
Attorney Lauren Galvin, Murphy, Hessey, Toomey & Lehane, LLC
Attorney Jason Talerman, Blatman, Bobrowski Mead & Talerman, LLC
Attorney Mark Bobrowski, Blatman, Bobrowski, Mead & Talerman, LLC
Attorney Lisa Mead, Blatman, Bobrowski, Mead & Talerman, LLC

The meeting was brought to order at 7:00pm by Chairman Lorraine Brue.

John Gray read the agenda.

7:05pm – Discussion on the Interview Process

Mr. Gray asked if they had a lineup of questions. Ms. Bernard stated that the Board had an interview script in front of them for each group that they can use to take notes. They came up with a series of twelve scripted questions with an introduction as well. Based on the Board of Selectmen's submittal of questions, Ms. Bernard and Mr. Keegan created the interview script and will be assigning the questions to each of the Board members that submitted those questions.

It will work on a five minute opening statement and Mr. Keegan will open up the meeting and welcome each firm and allow them to do a five minute opening statement and then the Board will each ask a series of those scripted questions. The script is the same for each group and at the end they will have the opportunity to ask questions and do a five minute closing statement.

Mr. Gray asked if they were aware of the ground rules. Mr. Keegan stated that he will explain it to them.

7:00pm - Louison, Costello, Condon & Pfaff – Attorney Patrick Costello, Attorney Kate Connolly and Attorney Doug Louison

Mr. Keegan explained the procedure regarding the series of questions, etc.

Attorney Costello addressed the Board stating they were happy to be there. They were one of the finalists the last time and it was great to be back here again. They were pleased that the Board had given them the level of consideration that they had.

Attorney Costello introduced himself and his partners.

Attorney Costello and Attorney Louison worked for the Boston City Counsel's Office back in the mid-1980's right out of law school and since that period of time (30 years ago) they have been practicing municipal law. That is their principal practice and they have been practicing that since that time right up to the present. As of this day their firm practices approximately 90% in the field of municipal law in one form or another.

In 1990 after five years with the City of Boston Law Department he left and went to Kopelman & Page which is another municipal law firm. At that time Attorney Louison had left a year or so prior to that to start his own firm with one of their other associates, Nancy Merrick who in 1990 went on to be a Superior Court Judge in the Commonwealth. Attorney Costello and Attorney Louison spoke at that time about possibly teaming up their practices both with somewhat distinct areas of expertise in practice but it was a nice fit for them. In the intervening years when he was at Kopelman & Page he did have the pleasure of working with Kate Connolly as one of his colleagues.

Initially in the 1990's Merrick, Louison and Costello continued their emphasis on the practice of municipal law. Attorney Costello and the other attorneys already at the law firm focused on litigation matters either directly through the cities or towns or one of the insurance companies that provided coverage on liability policies for cities and towns. Attorney Costello brought with him from Kopelman & Page his experience and expertise in general municipal practice. While he was the principal at Kopelman & Page he served as the primary town counsel for nine (9) communities in the Commonwealth including the Town of Seekonk where he first met Mr. Keegan and work very closely with him.

In 1999 after being at Kopelman & Page for nine years Attorney Louison and he decided to give it a go on their own and since that time their practices have merged nicely and they have continued to focus on the high quality, personalized level of legal representation that they feel is appropriate and clients like Foxborough expect from their attorneys.

Attorney Costello has served for Town Counsel now for three communities; the Town of Mashpee, Blackstone and Uxbridge. They serve as special counsel to approximately 70 other communities in various capacities. He is pleased to say that he has had the pleasure of working with the Town of Foxborough. He has worked on a few of the towns capital projects such as the Boyden Library and had worked with Bill Yukna and his committee on that matter to bring that project to final closure. Near the tail end their contractor gave them some issues and Attorney

Costello is pleased to say that the project was brought to a very successful closure due to the great work of the committee and the dedication that they exhibited in that project. They know Foxborough. Attorney Louison is working with the town on a high level litigation case that he met with the Board on in the past. They know what type of community Foxborough is. One of the things Attorney Costello emphasizes when interviewing for a town counsel position is that it is not their objective to be counsel for as many communities as they possibly can. They have nine experienced lawyers working in their office and seven out of the nine have 15 or more years of relevant experience working in municipal law. Six of the nine have over 20 years of experience and they have worked with them throughout that period of time or with Attorney Louison and his predecessor firm.

They pride themselves on the level of experience they provide to their clients and they pride themselves on the personalized attention they give their clients. If and when they are appointed town counsel for Foxborough, the Board of Selectmen and town can expect the people sitting at the table tonight to be handling their legal affairs 90% to 95% of the time. When they commit to representing a community they want to commit the level of experience and expertise that they set forth for the Board in their proposal down the road.

Their goal is to establish long-term relationships with communities and again more the quality of the practice rather than the quantity of the municipalities that they represent. That has been their driving principal and they are perfectly comfortable with that. They don't need to tell everyone that they represent 25 cities and towns in the Commonwealth; they don't want that type of burden or workload. They don't think they could deliver the type of product that the Board is entitled to under those circumstances.

They believe they have a very nice niche in the municipal law market right now. Attorney Costello and Attorney Connolly provide the level of expertise in every relevant area of law that the town is going to need. Attorney Louison's experience as a litigator on behalf of cities and towns is unparalleled. If they are town counsel the Board does not have to hire them as special counsel for the various types of sub-niches of practice that they currently work with the town on, they would be providing that to the town as a package.

Attorney Connolly is one of the foremost experts in the area of conservation law and land use law. After leaving Kopelman & Page for a Boston firm for six years she continued to practice in those areas but she reached a point where she wanted to do more municipal work than the firm allowed her to do or that the firm had. She had then reached out to people she had worked with in the past including Attorney Costello and they talked about what Attorney Costello's objectives were going forward and they thought that it would be an ideal fit and it is, because although he wears multiple hats he can honestly say the one area that he didn't feel he had the highest level of experience in the past was in the environmental area. Attorney Connolly supplements and augments their expertise ideally in that area and they are so glad to have her on board so they can make a presentation like this and tell them unequivocally that they can provide the level of service and personalized attention that the Board expects from counsel and deserves.

Mr. Feldman stated that their firm has proposed a primary attorney to serve as town counsel and asked what special qualities and experience does this individual possess to differentiate them from the other finalist firms under consideration tonight.

Attorney Costello stated that he would be their primary attorney and he can tell them that the quality that best qualifies him to serve in that role is 30 years of experience representing cities and towns. As he had stated initially, for the first five years in his legal practice he worked for the City of Boston as the Assistant City Counsel and during that period of time he was introduced to a very broad spectrum of law areas. He did all of the work for the Zoning Board of Appeals in terms of drafting their decisions and he ultimately became the City Conveyancer; he was in charge of all of Boston's real estate transactions and he was their conveyancer and drew up the agreements in that regard and every one of them were schooled in tort law. They learned all about the tort claims act, potholes, defects and public roadways and they all handled their share of those cases. Most significant was that he was hired two months after passing the bar exam and in the first six months of his career he was drafting motions for trials because they had trials coming fast and furious and it was a great way to learn the ropes. After five years there he sought new avenues of experience and he was hired by Kopelman & Page and he worked there for nine years. Again, it was fabulous training for him and it exposed him to all aspects of municipal law. He can tell you unequivocally that he has seen more town issues than he can recount and it never surprises him that there is always something new that comes up. While he was at Kopelman & Page he was the principal attorney for nine towns; he was their primary town counsel. He coordinated all the work for those communities and whenever possible he attended their town meetings and quite frankly the reason he left Kopelman & Page in 1999 was because he wanted to continue doing that. As he had advanced through the firm and became a partner he was expected to delegate more work down to the associates and do more management himself rather than the actual law work. He felt he was too young to be doing that and wanted to continue practicing law so he formed his partnership with Attorney Louison. Since that time he has continued to be very active not only in the field of general town counsel law, but special counsel for communities in assessing, tax collection issues and he represents several communities on all of their capital improvement projects such as he does here in Foxborough for our building needs. He works with the Sharron Standard Building Committee on all of their projects and he is Assistant Town Counsel in Marblehead. He worked for that town on all capital projects and school legal matters. He thinks with 30 years of experience in the trenches, hands-on involvement in all matters that he has ever worked on with communities would qualify him to be an exceptional town counsel.

Attorney Connolly stated when she was at Kopelman & Page, she was a partner there as well and she was there for a total of 16 years so she is not a new attorney although she is new to this firm. She does a lot of litigation as well as general land-use, municipal and municipal finance and opposing counsel asked her to join Murtha Collena. She did this, but they weaned off of the municipal work. When she was at Kopelman & Page she had seven towns that she was fully responsible for and another 60 towns that she did land-use. Pretty much every other town that they represented she did the conservation work because amongst land-use attorneys even those that do a lot of zoning, conservation is not one of their areas and that is one of her specialty areas so she could supplement anything because Attorney Costello might be busy and can't handle

something so she could handle that whether it is land-use or something else because of her general municipal background.

Mr. Gray stated that the Town of Foxborough is a unique community amongst small towns in Massachusetts in that it is a thriving residential community with a few highly concentrated and dominant business interests. Foxborough hosts a highly successful NFL franchise which as you know as of Sunday will be far more successful in one of the largest stadium venues in all of New England. Because of that profile there are several associated commercial businesses and an interest to expand the commercial tax base in this area. In addition, the town is also home to a large electronics business based in Europe who is expanding their operation here in Foxborough. With that understanding has your firm ever represented a municipality with similar economic considerations? If not, how would you envision representing the Town of Foxborough in the vision of the town elected officials in negotiating an economic development strategy that balances the quality of life in Foxborough while adding to the tax base and commercial development.

Attorney Costello stated the answer would be yes, they would feel very comfortable representing the town in that capacity and they have done so in the past. As town counsel for the Town of Mashpee he first became counsel there ten years ago and at that time Mashpee was somewhat of a sleepy Cape Cod community and since that time the development down there has burgeoned. There is an economic development project that has really put the town in a completely different level in terms of its tax base and its economic development plan. As you know it is a multiuse development but it has provided stability in the town's tax base to allow it to grow and raise revenues without placing an undue burden on the residential property owners within the town. Mashpee also has very secluded and very affluent subsections down along Nantucket Sound all of which were very uniquely developed pursuant to a special permit that had issued a pre-zoning law back in the 1950's (New Seabury and Popponesset areas) that also provide a unique situation for that town and what they have been able to do in Mashpee is balance the revenues that have been derived from these unique niche neighborhoods or the centralized Mashpee Commons development and parlay that not only into economic security for the town but stability in terms of their tax base and their assessments making sure that the residents aren't paying unduly for the operations of town government. Attorney Costello also did a lot of work for Billerica which has a very concentrated high tech area along the Route 3 corridor. Attorney Costello still works with the Assessors in Billerica and does a lot of work with the Community Development Advisor. His role is to draw high tech industries into town which is difficult because Billerica has a very high split tax rate. The commercial tax rate is \$33 per 1,000 which is very high but nonetheless because of its unique location much as Foxborough has with the Route 1 corridor, they have been able to attract businesses. They have worked hard on strategies and policies to maintain the attractiveness of the town to keep the economic development alive while at the same time trying to maintain a balance between commercial and residential rates. Attorney Costello thinks it is a daunting challenge but he thinks Foxborough has a great situation here with the Route 1 stretch and the commercial activity it brings to the community so it is a nice endeavor to engage in.

Attorney Louison stated that there is a case that they are presently enmeshed in that they have been hired not as town counsel but by the town counsel to represent the city and he and Attorney Costello think it is a window of the unique skill sets that they as a firm would be able to bring to

Foxborough. In the City of Brockton there is a massive internationally owned project to build a large power plant there. Due to problems in politics that have gone on for many years, the owners of the property finally sued the city and also just about anybody that wore any type of official's hat claiming civil rights violations. They were hired to fight that case. When they originally spoke with Attorney Louison they wanted him to negotiate with them and then when that collapsed they were hired to fight in federal court. Again, the politics changed and a new mayor came in who wanted to see the case resolved. They can fight the fight when necessary. They transitioned into negotiating and went up against this international company that had an array of downtown Boston firms and they fought the fight and now they are negotiating a very attractive resolution for the city. That is an example of how they were hired to do just that sort of work that the Board is talking about. What they would be able to bring to Foxborough is that they will fight and negotiate from a position of strength. This type of skillset is what he believes this town needs.

Mr. Gray stated where economic development is welcomed enthusiastically you worry about the erosion of the community and that is the balancing act. Attorney Costello stated that their interests are to protect the residents and the town.

Attorney Connolly stated that she had done work for Sutton which that town has a new exit off the Mass Pike which completely change that town in terms of economic development.

Ms. Coppola asked to please explain any experiences they have had with regard to representing or presenting to any other boards or committees in the town of Foxborough.

Attorney Costello stated he has represented the Building Committee and he has gotten various calls from Bill Yukna and others from the committee when issues would come up and initially drafting a contract for a project. There was a public safety project a few years ago that he believes went very smoothly because he didn't hear very much from the folks on the committee after they had gotten the contracts done.

With regard to the Boyden Library project, he worked with the committee upfront in putting together the contracts and then things went off and running and it was well over a year to two and he didn't hear anything until the bitter end. Attorney Costello stated that is good, the non-need to call lawyers is a good thing for the town because it means things are going smoothly.

Attorney Costello has worked with that committee in Foxborough and he knows Attorney Louison has met with the Board on some litigation matters from time to time which they really shouldn't be discussing here tonight. Other than that Attorney Costello thinks that's the extent of their actual interaction with the Town of Foxborough. Attorney Louison stated that the case he is working on, he is representing the town and the Police Chief individually in an official capacity. Costello stated to his knowledge he has never appeared with any other client before Foxborough so they have no conflicts in that regard.

Mr. DeVellis stated in an effort to eliminate the perception of divided loyalties they feel compelled to ask if their firm has ever represented or been associated with any major

business entity located in Foxborough or if they represent any of the surrounding communities to Foxborough.

Attorney Costello stated they can say unequivocally that they have never represented any businesses in town or any resident for that matter in town and he doesn't remember representing anyone with a matter in Foxborough.

Attorney Costello stated as special counsel he has done a lot of work for the Town of Sharon on their building school projects. He had a very interesting case with the Town of East Bridgewater who had a political feud going on about a year or so ago when he was retained by the town to sort out that mess in court and they were very successful on behalf of the town. Through their insurance representation they are appointed counsel for many communities as claims arise but he could not think off the top of his head of any cases in the area. Attorney Costello did do some work for a period of time for the Mansfield Economic Development Committee which was an advisory committee that did have the right to retain counsel. Their task was to review potential economic and development issues and to advise the Board of Selectmen. He only met with that committee three to four times over a period of six months and they fulfilled their task and then disbanded.

Mr. Gray stated the Board of Selectmen has spent a significant amount of time dealing with the transfer of liquor licenses adjudicating violations and evaluating the perceived need for additional licenses as a catalyst for economic development in the town. Please discuss your firm's capabilities regarding guidance on alcohol issues on a scale similar to Foxborough's, your interactions and relationship with the ABCC and any special legislation that you may have written or represented.

Attorney Costello stated they have had their share of involvement with the ABCC on appeals and he has had a few liquor license issues for Mashpee and for Billerica in the past that did go to the ABCC on appeal. Beyond that they haven't had any particular role in drafting specific legislation or special acts relative to liquor licenses. Attorney Costello has represented private parties in the City of Boston relative to some licensing issues that they had with both Common Victuallers and liquor license issues and he represented these parties before the ABCC. Attorney Costello stated he can't say they are very comfortable with the ABCC; they know the ropes and he knows the way things work in dealing with liquor licenses generally it is something that is part and parcel of town counsel; you are always going to have three to four issues a year per town that come up. Their objective is to advise communities to make proper decisions upfront and work with them upfront so they don't get entangled in long and costly appeals.

Ms. Brue stated posed with the situation that members of a board did not agree with a legal decision and wanted to dispute, appeal or litigate the decision even though in their professional opinion it would not be in the best interest of the town how would you respond.

Attorney Costello stated this was a very pertinent question and arises more than any Board of Selectmen may think. As Attorney Louison alluded to earlier in the final analysis their position will always be based on what they feel is in the best interest of the town as a whole. The Board

of Selectmen is a policy making Board and they establish the policies of the town. You are not going to agree on everything and you probably don't, very few boards do. However, it is town counsel's role not to side with any particular position or viewpoint that the Selectmen or other board members may have, it is their role to carry out policies that the majority of the board adopts and that's what they will endeavor to do. Should they render opinions their opinions are based on their experience and knowledge of the law. That is certainly something that can be shaded if it is a gray area or by the needs or concerns of the town, however; on a pure legal analysis basis Attorney Costello feels an obligation ethically and otherwise to adhere to his position on legal issues and advise the board accordingly and then work with the board to try to find the most appropriate way to implement a proper policy position regarding that legal opinion. Attorney Louison stated with that being said it comes up because number one you don't always agree and not every issue is black-and-white with a right answer or wrong answer. Their view is always that the lawyer works for the client. You hire lawyers for their opinion but at the end of the day the lawyers work for them and policy is dictated by the Board and they follow within the parameters that they can. Attorney Costello stated in 30 years of working in local government he has found without a doubt the old saying "you can't please all the people all the time" is true and it is going to play in this business but their objective is to always make sure that the town comes out ahead of the game.

Mr. Feldman stated how would others characterize your firm. For example, would they describe you as an aggressive litigator or would they describe you as being a solid advisor who keeps the town out of litigation or a combination of both which often leads to an equitable cost-effective solution. Please provide an example.

Attorney Costello stated they have already touched a little on that conversation but he thinks you have to weigh each circumstance, the pros and cons and the facts involved in each circumstance and he can assure the Board that they have a stellar reputation as a hard litigating firm and he thinks Attorney Louison's reputation as a litigator is paramount. The attorneys they have working under them in their litigation specialty have over 20 years of experience. They are very seasoned renowned litigators. When they are charged with litigating a case they will go full bore and go all in to achieve the results they want. On the other hand, he does think the Board needs to have sound, practical advice on matters that could preclude litigation. Much of what they are engaged in is for lack of a better term business oriented and it involves permits and development rights that private property owners and private individuals in the community have a stake in. Your boards within the town are the ultimate arbitrators as to whether or not those projects get to go forward. They have to weigh the legal and financial ramifications of issues when they ultimately advise boards on what course of action they should take. Attorney Louison stated they have always worked for the municipalities, public officials or insurance companies to ensure the public entity. What they do in their package that they bring to such boards or the insurance companies is to say "we are specialized", we are small and don't have the huge overhead that most companies have so they can fight. They don't disappear; there is that need to communicate and the need to be aggressive but cost-effective. They understand the cost of litigation. Attorney Costello stated they have never had a billing problem but they've always had good results or as good as they can, given the cases presented to them.

Attorney Louison stated in order to answer the question of what would people say; they would say that their firm has a very good reputation for the niche. They don't do a lot of other things in the world of law but what they do they are known for being very effective and very efficient at getting it done.

Attorney Costello stated he feels very strongly as town counsel for him to meet with the town boards and officers on a regular basis just to get a sense as to what is going on with them. In Mashpee for example Attorney Costello has a practice of going down there once a month to town hall and however long it may take he just charges them for the actual time in the building. The town manager will schedule meetings with him amongst various town officers and boards (less than a quorum) and address problems before them before they are erupt into litigation. Be it a challenge on issues or if they have questions on issues he thinks that these face-to-face meetings are very economical and very efficient. It provides a vehicle whereby the town officers and employees can sit down with an attorney and ask the questions they have on the table right now and get answers that will hopefully lead them into the right direction to avoid major complications in major litigation expenses later on. Attorney Costello would recommend an approach like that for Foxborough; he thinks it would work very well in this community. Attorney Louison stated it has been a big success in Mashpee. Attorney Connolly stated not every town wants it, but some towns do enjoy it and get a lot out of it; they like to be able to provide that kind of information to them. Attorney Connolly has done that with some of the towns that she has represented also.

Ms. Coppola stated what level of involvement does your firm typically have with respect to the preparation of town meeting warrant articles, bylaw changes and the process of preparing for town meeting.

Attorney Costello stated that it varies by community however he will say that invariably the town manager our town administrator and his/her staff will take the first crack at drafting a warrant and they will send it to them. In some instances like last week when he was down in Mashpee for his monthly meeting he met with two offices; the Assessors and the EDIC both of which wanted to have warrants drafted for the upcoming annual town meeting. They discussed the subject matter of the warrants that they were looking at drafting and two days later he had the warrants drafted up and sent it to them. They will then submit them to the town manager and she will incorporate them into the draft warrant and they will go from there. Other communities will draft a warrant entirely on their own and send them to him for review and as to legal content and form and he will do that and make comments. Typically they will exchange one or two redline versions back and forth with his comments, refine the warrants to the point where they are ready for publication and they will absolutely play a role in drafting bylaws or charter amendments to the extent that are required for inclusion in a warrant. Many times the communities will defer to them to provide an initial draft of such articles. Everything from the budget to local option adoption statutes, zoning bylaw amendments, and conservation commission bylaw amendments all went to his office for input. It will vary though depending on the community as to what level they want them to provide this in the initial phase.

Ms. Coppola asked if they advise that they review the proposed warrant articles before they go to what the board calls their Advisory Committee; do you advocate looking at the warrant articles

before they even go to the Advisory Committee or are you saying after it has been vetted by the Advisory Committee. Attorney Costello stated communities vary in terms of their approach, he personally thinks it might be advisable to run them through counsel first; not the policy or content per se but to make sure the language is in the appropriate legal form before it finds its way through the Advisory Committee process. Making changes based on substance or legal form after it has already received some substance review by a committee such as the Advisory Committee often gets hairy sometimes. Whereas if you do that up front then the changes that are being made down the road, are only those that the committees are suggesting to them as the ultimate warrant preparer.

Mr. Feldman stated does your firm provide ongoing training programs for town boards and is there an additional charge for this service or is it included in your service proposal. If included, how many training programs are included.

Attorney Costello stated that they do all kinds of training programs. They don't have any set rules. They would provide any type of training programs for them as the town manager or the Board of Selectmen would request. He does not see that being an issue and they present on a routine basis, programs on subject matters such as the open meeting law, public records statutes, and ethics. Many communities can get those programs as well from the state agencies that provide them and they often do that but he would be more than happy to consider providing those types of programs to the town at no cost.

Attorney Connolly is presently the President of the Mass Association of Conservation Commission and she presents educational programs on a regular basis on environmental land-use issues. They want their clients to benefit from that knowledge and they would be willing to provide them with those programs. Attorney Connolly stated that some of the ones that she does is conflicts, open meeting law and municipal finance. She writes articles on them as well but she is often suggests to client towns that she can come out rather than them come to her and get a couple of other towns in the area. All of the Brookfield's got together and she did a presentation in front of a filled auditorium.

Attorney Louison stated that one of the principals in their office also comes out, Regina Ryan, and she does a great deal of risk management of going out to boards in Townsend talking about employment discrimination practices and to check to see that human resource policies are current with the ever-changing federal and state mandates for discrimination in employment practices. This is helpful because the laws change all the time despite your best efforts to stay on top of it and it is a lot like what they are talking about doing. Spending a little time up front can avoid problems down the line by saying you really need to change this current employment practice and by doing that you avoid stepping into a problem where it ends up being a lawsuit or some other claim.

Mr. DeVellis stated legal costs are a major concern for all communities; what type of cost saving initiatives have you used in other towns to manage legal costs while not sacrificing the quality of the work.

Attorney Costello stated he could tell them unequivocally every town they have taken over that town counsel and legal costs have gone down the following year. He thinks there are a couple of things that should be done to contain legal costs. Number one; there should be a direct communication between town counsel and a town officer such as the town manager to authorize the use of town counsel. One of the situations that can certainly run into run away legal costs is when you have town boards and officers at their whim calling counsel up saying “do this for me” or “advise me on this” and often times it can be competing interests. He certainly thinks a gatekeeper approach whereby the town manager or another designee of the board would pre-authorize the use of town counsel and no one should be able to go to your town counsel for opinions or tasks without getting authorization from the Board.

As Attorney Costello noted earlier he is a firm believer after doing this for 25 years that one day a month for however long it takes, 2 hours some months, 6 to 8 hours another month, coming to a meeting face-to-face in front of town officers is very helpful. Attorney Costello finds you can accomplish a lot more in a half hour in a face-to-face meeting than you can in 5 or 6 E-Mails or telephone exchanges going back and forth. He thinks that has resulted in great savings for the communities he has worked with that utilize that approach.

Attorney Costello had said to them right from the outset their goal is to establish a long-term relationship with the town. They want to be their counsel and they want to do the job for them and do it well and they want to do it cost-effectively because they understand the stress that towns are under financially. He can honestly say if you check with the town managers that he noted in his resume and ask them to compare their legal rates with them from where they were beforehand you are going to hear unanimously that they were reduced. It is just the way they do business; there are a lot of things they can do, the Board of Selectmen is the policy-setting board and he will listen to whatever suggestions and will certainly follow them through but he thinks taking a couple of simple steps like proper management of access to counsel, trying to nip things in the bud upfront rather than allow them to drag on and become major issues are probably two of the most significant preventative measures they can adopt.

Mr. DeVellis stated just to make sure he heard him properly all of the towns that they have worked for, their legal bills have gone down. Attorney Costello stated yes, absolutely.

Mr. DeVellis stated that he had said they are looking for a long-term relationship; what would you say the average term is representing the towns you are in. Attorney Costello stated they are long; Mashpee has been 10 years, Blackstone eight years, Uxbridge eight years, Marblehead he has been working with for 22 years, he has been doing the Assessors and Treasurer’s work in Billerica for 24 years and to him that is a satisfying feeling that the client appreciated your work and find it to be at such a level that they retain you.

Attorney Louison stated he thinks it is some kind of record that they have had a continuous contract with the City of Boston since 1987. Attorney Louison stated that’s why in the proposal the Board has, Attorney Costello has shown alternate billing systems, it is what works for a town, they are not so big that they have one model and that’s it.

Mr. Keegan stated they are just about at the five minute timeframe but he wanted to give them an opportunity to ask any questions before the end of the five minutes. Attorney Costello stated that they have done their basic research and understand the nature and the types of issues that the town is facing and many of them have come up in questions from the Board tonight so he thinks they have a clear understanding of that. They know what Foxborough is all about and he considers it to be a very challenging community given the mix between the commercial industrial developments on the horizon or exist right now in the residential core that they have. He finds that always presents challenges in a unique way and a positive way and he thinks it gives you options that a lot of communities don't have. They would be very honored to serve as town counsel for Foxborough and as he said they have had the pleasure and the honor of working with Foxborough in a special counsel capacity and they certainly look forward to continuing that in the future if they could but if they were town counsel they could do it all under one umbrella and do it even more cost-effectively for them. He would urge them to contact the references that they have noted in their material, which is the truest version of history that you can get from folks for whom they provided the services.

Mr. Keegan stated that their firm is actually located in Boston and asked if all of their Attorneys are located in Boston. Attorney Costello stated they have one office and they are one firm with lawyers all working under the same leadership doing the same thing. Attorney Costello lives in West Roxbury; Attorney Louison lives in Brookline; and, Attorney Connolly lives in Hopkinton so they all work in Boston but they are local. One of the potentials he looks at in a new client is geography, he would much rather work in this general vicinity than traveling two and a half hours out to Western Massachusetts. Attorney Louison stated they are truly statewide special counsel and litigation counsel and travel is just the nature of the business. One of the towns that Attorney Connolly represents is Upton which is the next town over from where she lives but she also represents Pelham and Lakeville, so they go all over. Attorney Costello stated that their office is right next to South Station so they find that to be very convenient both for their employees and their clients who come into town, especially if you have commuter rail access.

Mr. Keegan wanted to let the Board know that they had asked him at their last meeting to find special counsel that could help with the commuter rail situation and help advise them and actually Attorney Connolly had come to the top of the list for that group because she has such a background in environmental law and he knows that's one of the things they want to be sure they have covered all of their bases. Mr. Keegan had actually had conversations with Attorney Connolly last week prior to them coming in but they had just announced that she had become a member of their firm so he wanted to make sure the Board was aware of that.

8:00pm - Murphy, Hessey, Toomey & Lehane, LLC - Attorney David DeLuca, Attorney James Toomey, Attorney Lauren Galvin

Mr. Keegan explained the procedure regarding the series of questions, etc.

Attorney Toomey stated that they are in a general practice firm with thirty (30) attorneys. About 60% of their practice is in the public sector which consists of over 100 school committees throughout the state and they have a major practice and special education. They also serve as

town counsel for 9 communities and do a fair amount of special counsel work for towns when they don't serve as town counsel. Their approach is that he would be the responsible attorney and the town counsel who would work with the community. They also have a backup person or persons and in this case it would be Attorney DeLuca and Attorney Galvin who would be available for vacations, sickness, or if someone is in a trial. The idea is that they have someone who is dedicated to the town, who the town is familiar with and who is familiar with the issues in the town and the people in the town. It is not a revolving door and there is a commitment to work in partnership as counsel. That provides individual commitment and there is backup so you are always sure someone is there to answer your call if someone is tied up somehow and at the same time they have that individual connection. They also have the backing of the firm and the way that works is that they have eleven (11) attorneys who a substantial part of their practices are town counsel and the municipal area. That group meets once a month and reviews what's going on in the various towns, what are the upcoming issues, what kinds of things are happening so they hope to stay ahead of the curve in terms of the municipal law practice, knowing what is going on and being able to stay ahead of issues and share what goes on from one community to another. In that approach from time to time they might have someone who has worked in special areas for example, Attorney DeLuca is someone who works in the liquor licensing area so they may have people come in to handle specific areas like that or if they had a particular project that someone spent a lot of time on other than reinvent the wheel you might see that person. By and large you are going to see one or two people who you're going to get to know they are going to get to know the town and they think that provides the best service to the town while still providing the background and resources of the whole firm so you have the necessary manpower to back that up.

One of the things they try to emphasize is service. They understand how town government works and if you have a meeting tonight and an issue arises 2:00pm in the afternoon many times you need an answer on what is the legal structure of that. They all have smart phones, cell phones and E-Mail but they get back to you and get answers to your questions. Something might come up during the evening and they are able to respond to that. Their office is open from 8:00am to 8:00pm every day so in an event if something was to happen and they are in a meeting with the cell phone turned off there is always someone who can get an answer and get some resources for you. They make sure they provide that kind of service.

They cover the gamut, if you look at the resumes of the group of lawyers who do this work there is as much experience as there is in any firm varying from different kinds of communities with all kinds of different issues. They bring all of that to bear when they represent a town. They are a big believer in preventative work in getting ahead of an issue so it doesn't get away from them. Their approach is to provide options. When they are asked questions they greatly respect the fact that they are not the decision-makers; they don't make policy. Since they have a lot of experience when they lay out something, it is seldom that they went into something that they haven't had some contact with where they can give a reasonable prediction of how things might go and look ahead and give them an idea of how it would unfold in different areas. They also think with their experience they bring some judgment to that so when they provide pros and cons that comes with a lot of experience and judgment and allows for better decisions to be made on legal issues and hopefully avoiding difficulties down the road. They try to find solutions to be problem solvers and they don't look for fights but on the other hand if it is necessary to take a

firm position on an issue they know how to do that and you will see that they have been involved with litigation and all the courts up and down the appellate ladder. They have the capability to handle those kinds of issues and represent the town well and get good results when it is necessary to go to the mat on an issue. They don't look for those kinds of things but they are able to handle them when and if they come up when it is necessary to deal with those kinds of issues.

Attorney DeLuca also wanted to emphasize their experience with the commercial/residential dichotomy that exists in any town. You'll see from the resumes of towns that they represent, they are towns that very much approach the same position as Foxborough is in; they are a good blend of suburban towns that have a vibrant growth opportunity while maintaining good residential standards. They want to assure them that they are well aware of that with having the experience they have in Natick with the development of the Natick Mall and in Hingham with the development of the Shipyard in Derby shops. Those are manageable situations and they can help them navigate those.

Mr. Feldman stated that their firm has proposed a primary attorney to serve as town counsel and asked what special qualities and experience does this individual possess to differentiate them from the other finalist firms under consideration tonight.

Attorney Toomey stated that this would be him and that he has done a lot of work in schools and in his municipal work he represented Hingham for 25 years, Hanover for 27 years and he has been in Scituate now for about eight years. In those periods of years with those very towns he thinks he has had experience with a broad range of municipal issues whether it be the development things that Attorney DeLuca had just eluded to, the day-to-day operations and things that are unique to each of those towns. When you put that together he thinks that is solid experience.

In addition to that he is very committed and when he sits here today and makes a commitment to you, he will do his best for the town, he will be responsive and they can expect him to be responsible and to do his best to provide the best services for the town. It has been his career and he takes great pride in it. They don't run out and file applications in every town, when they look at a town like Foxboro they are serious about making a commitment to that town in developing a relationship with them that will be long-term and something that we hope both the town and their firm can be proud of.

Mr. Gray stated that the Town of Foxborough is a unique community amongst small towns in Massachusetts in that it is a thriving residential community with a few highly concentrated and dominant business interests. Foxborough hosts a highly successful NFL franchise which as you know as of Sunday will be far more successful in one of the largest stadium venues in all of New England. Because of that profile there are several associated commercial businesses and an interest to expand the commercial tax base in this area. In addition, the town is also home to a large electronics business based in Europe who is expanding their operation here in Foxborough. With that understanding has your firm ever represented a municipality with similar economic considerations? If not, how would you envision representing the Town of Foxborough in the vision of the town elected officials

in negotiating an economic development strategy that balances the quality of life in Foxborough while adding to the tax base and commercial development.

Attorney DeLuca stated that it was many years ago that he worked in a youth organization and at one point it became clear that East Boston was known for the airport and they had T-shirts drafted up saying “East Boston is not an Airport”. Foxborough is not a stadium. Foxborough is a good New England town that happens to host a large commercial interest that they know has a special relationship here in Foxborough. They would expect to be able to help manage that or at least give advice on sensible management of that relationship. They have in the town of Norwood lots of work that they do with the car dealerships and they are important to the town of Norwood but at the same time they struggle at times with some of the zoning and planning issues related to that.

The important aspect of all of this is a relationship that is based on respect; it is based on progress and can be based on mutual benefit. They want to see a win-win situation. He would expect them as Selectmen to want to see that. He thinks that their experience in all of those towns whether in the Town of Danvers, Hingham, Norwood, or Natick all have a good blend of economic and residential interest. He has every reason to believe they can do that here in Foxborough.

Attorney Toomey stated just as an example the shipyard project in Hingham he did the legal work on. They brought together a residential development, they had the ferry terminal and a transportation center that was there, they had some retail development and they were able to bring all of that together. A big portion of the land was owned by the state so they had to negotiate with the Division of Capital Planning in order to do some land swaps to make roads work and things like that. They worked with the developer and one of the things Attorney DeLuca alluded to was his partner John Flynn did pretty much the same thing in Natick when they started to redo the Natick Mall area. It has to be planned out, there has to be cooperation between the parties and there has to be recognition not only of the opportunities that the project presents for the individual developers but also the impact it has on the town and what the long-term combination is to make that work. They have been able to manage a lot of those projects in the towns they represent in a way that produces a good project for a developer which also benefits the town and does not adversely impact the town. They have been able to negotiate mitigation agreements, roadway improvements, contributions to the towns, demands on the fire department for example with the police department. So these are things that they have dealt with and every one of them is different and all of them bring together different components but that is the key to making that work; all of those different components coming together.

Mr. Gray asked if they are presently town counsel for Norwood or special counsel in which Attorney DeLuca responded town counsel.

Ms. Coppola asked to please explain any experiences they have had with regard to representing or presenting to any other boards or committees in the Town of Foxborough.

Attorney DeLuca stated that he has recently worked with the Town of Foxborough and the Board of Selectmen on alcohol licensing matters so he has direct experience very recently with the

Board but he doesn't know that they've had any other experience with the town. Attorney Toomey stated that four or five years ago they interviewed for work with the school committee but they didn't get it but that is the only thing he can think of that they've ever been involved with the Town of Foxborough.

Mr. DeVellis stated in an effort to eliminate the perception of divided loyalties they feel compelled to ask if their firm has ever represented or been associated with any major business entity located in Foxborough or if they represent any of the surrounding communities to Foxborough.

Attorney Toomey stated he can't think of any of the major businesses that would come to mind that they have been involved with. A big portion of their practice is employment law and there may have been a few companies on Route 1 that they have done employment cases for but he can't remember.

His partner, Attorney Mangiaratti represented the Town of Mansfield for quite a few years but they do not represent Mansfield now, it's been four or five years since they've done that. Attorney DeLuca stated that Attorney Mangiaratti continues to represent the City of Attleboro and they have been town counsel in Norwood for many years.

Mr. Gray stated the Board of Selectmen has spent a significant amount of time dealing with the transfer of liquor licenses adjudicating violations and evaluating the perceived need for additional licenses as a catalyst for economic development in the town. Please discuss your firm's capabilities regarding guidance on alcohol issues on a scale similar to Foxborough's, your interactions and relationship with the ABCC and any special legislation that you may have written or represented.

Attorney Toomey stated as part of the Hingham shipyard development the town hit its cap on liquor licenses and at that point they had to do special legislation. That was not only special legislation but it had to be tailored so that it fit the needs there so it was specific to the area and they figured out how many of them should be full pouring licenses and how many should be a beer and wine license and they were able to work that through. One of the components of that before your local representative can get that through the legislative process you have to get the ABCC's approval. They worked through that process and were able to tailor that so that they got the licenses they needed in the areas where they needed them. At the same time at the Hingham Derby shops there were four restaurants open, all of which were above the limit and they managed to get a package of licenses that fit there; they were specific to that area so the whole issue did not become a free-for-all for liquor licenses. Attorney DeLuca is the person in their office who handles the regulatory side of this.

Attorney DeLuca stated they reviewed the Town Manager Act that we have here in Foxborough from 2004 that gives broad powers to the Town Manager, but what is clear from the act is the Board of Selectmen retain a good deal of authority and most importantly the authority over licensing. It is as in any town one of the most critical functions that the Selectmen serve in supervising the licensing function, in particular liquor licensing. It can be a benefit and burden to any town. It is very important economically but then again it can be a very serious drain on

resources. They as representatives to all of the towns they represent spend a lot of time with the Boards of Selectmen on licensing issues and in particular, enforcement and also the kinds of issues that go along with the regulations with the ABCC so they are in regular contact with their counterparts with the ABCC. They appear regularly at the ABCC and feel very comfortable in being able to give any of their Boards of Selectmen any advice on the issuance and supervision of alcohol licensing in the towns.

Mr. Gray stated that Attorney Toomey had said that he worked with a process in trying to figure out where full liquor licenses should go and where wine and liquor licenses were going and asked if that was done with the Board of Selectmen or was that done with the Planning Board. Attorney Toomey stated it was the Selectmen that manage the process, it had to go to town meeting first and they got a request for Home Rule legislation. It was really tailored for a process that the Planning Board was involved with, the Selectmen were involved with and the developer was involved in so they had a sense of what that would look like and it was really an issue of what type of establishments you were going to have. Attorney DeLuca stated in his course of experience here he has become quite familiar with Foxborough alcohol rules and regulations and he has stated to them in the past and states again it is a very, very solid document that they have put together and obviously a lot of thought and effort went into that very comprehensive constitution for alcohol licensing. Could it be improved, sure, he thinks that they can probably help refine some aspects to it but he thinks it is very clear that here in Foxborough you are out front on being able to at least establish a blueprint for them going forward and this is nonexistent in a lot of towns of the same vintage and size.

Ms. Brue stated posed with the situation that members of a board did not agree with a legal decision and wanted to dispute, appeal or litigate the decision even though in their professional opinion it would not be in the best interest of the town how would you respond.

Attorney Galvin stated that they would always tell them what they think and what they think the obstacles are going forward legally and fill them in completely on where they think the case is going but at the end of the day you are in charge and you are the bosses and if you wanted to appeal something they would be happy to take it to court for you and fight as hard as they could to win for you and get the results you're looking for. Attorney Toomey stated that the Board would never, not know what they could foresee in terms of they wouldn't cross the line in determining one decision or another but they would make sure you knew what the options were. The only time they would not go in a direction like that is if there was an ethical issue involved. Sometimes it is necessary to take a position that is a longshot but you have to do that. Their job is to make sure you understand that it is a longshot and then the Board has to make the call.

Attorney DeLuca stated when you come into conflict there are lots of moving parts and he thinks the experience you want in your town counsel is to be able to look in a crystal ball and try to tell you what the endgame is here. There also may nevertheless be other motives in play and reasons why and rationales for the conflict or litigation to continue and that may serve a purpose in and of itself but as long as you know what the cost benefit is of continuing that conflict then they are comfortable being able to give you that advice and to be able to aggressively defend the Board's position in the event that the decision is to go forward with the litigation.

Mr. Feldman stated how would others characterize your firm. For example, would they describe you as an aggressive litigator or would they describe you as being a solid advisor who keeps the town out of litigation or a combination of both which often leads to an equitable cost-effective solution. Please provide an example.

Attorney Toomey stated no one would describe them as an aggressive litigator all by themselves. He thinks they would be described as problem solvers and when they can't solve a problem by working with people and it has to get to litigation they are able to put their heels on the ground and fight the fight that needs to be fought and do a good job at it. He thinks that is how they are perceived, as developer attorneys. They get to a point where they recognize it to be reasonable and solve a problem but they also recognize that they get to the point where they're going to have a fight over something they are going to be able to bring the power and skill necessary to the table in order to do that and achieve results. Attorney DeLuca stated he had a real-time example that was very recent in representing the town of Danvers who put on a very expensive addition to their high school which included a high-end field house floor that was the latest and greatest quality of material. It turned out that the bleacher stands that they had planned for, that floor did not meet the weight capabilities of the material used in the floor, and there was an obvious error that had occurred among the architects, contractors and suppliers, each of them pointing the finger at one another leaving the town of Danvers with a mismatched floor. It took two years and no less than three separate mediations involving fifteen parties and two expert firms all of which were engaged in their office at various times in order to try and figure this out. With a little bit of arm twisting and a little bit of pressuring and pleading they managed to get the town of Danvers a brand-new gym field house floor that is of the right quality and substance that was necessary to complete this project. It was a half a million dollar success story. That is a good example of the work that they do, the persistence that they have and just never say no type of attitude when it comes to getting something done. There was no need for litigation; it was all done without a court battle.

Ms. Coppola stated what level of involvement does your firm typically have with respect to the preparation of town meeting warrant articles, bylaw changes and the process of preparing for town meeting.

Attorney Galvin stated they would have as much involvement as the town would like them to have. They do view warrant articles ahead of time and bylaws and whatever the town is looking for, they've done it. She is in a unique position where she works for all of the towns in the city of Attleboro so she gets to see how different towns do different things so they have a lot to offer in terms of suggestions about other ways towns are doing their bylaws if that is something they are looking for or if they have a specific warrant article they probably have done that type of thing for another city or town so they are happy to be involved as much as they would like them to be.

Ms. Coppola stated in regard to warrant articles, and preparing warrant articles for town meeting do you advocate that you see the warrant article before it is vetted by the Advisory Committee. Attorney Toomey stated that the idea is that the Selectmen control the warrant and that is obviously a big piece of the puzzle. He thinks he would expect that they would look at that

warrant about the time that the Selectmen are in the process of issuing it. They would expect before it gets to the Advisory Committee that they would look at that whole warrant and be able to comment on it and edit it as a starting point for the warrant. Sometimes they are involved one night at the Advisory Committee meeting to go over their issues and why things are the way they are. In many towns there is a pre-town meeting where you run the warrant and sometimes it is run by the Board of Selectmen and sometimes by the Moderator. They don't want to be in the position where it gets to town meeting and then there is a question that it doesn't do what they thought it was going to do. Attorney DeLuca stated and worse yet a year or two later when you are looking to accomplish a task you realize the authorization is not there.

Mr. Feldman stated does your firm provide ongoing training programs for town boards and is there an additional charge for this service or is it included in your service proposal. If included, how many training programs are included.

Attorney Toomey stated they do as much as is within reason and as needed. Right now he is planning one with Hanover where they are going to do an open meeting and ethics together so that will be done for the entire volunteer board members and staff. They try to do those every two or three years when board's turnover and new people come in. Sometimes special things come up or you may have an issue with public records which tends to be more of a staff issue and they would come in the morning and sit down for an hour with the department heads to layout where things can go wrong in public records as well as what are public records and what aren't and what the process is to produce them. That is something they would do as part of their services with no charge to that.

Mr. DeVellis stated legal costs are a major concern for all communities; what type of cost saving initiatives have you used in other towns to manage legal costs while not sacrificing the quality of the work.

Attorney Toomey stated that there is a page in their pamphlet that lays out all of the steps that they take but to give an overview of that he thinks it's about communication. They are happy to come in, sometimes they come in quarterly and give a report not only on the status of things but what is looking like it is going to be expensive and make the Board aware of what costs might be involved. The biggest thing is having that communication, you will find that their bills are very clear so you can see exactly what was done so there is never a question of how come so much time, or what was that time for. It is really a matter of a good working relationship with the Board in terms of understanding what the issues are and they are very aware of costs. One of the things that they bring to the table is that they are very efficient because they have been through a lot of these things before and it is very seldom that they have to sit down and reinvent the wheel or look at an issue for the first time so they can hit a lot of things running and be effective from a cost standpoint.

Attorney Galvin stated that a good example of efficiency is she does a lot of ethics work in the office for all of the towns and Attleboro so she could be kicking around three ethics issues in a day that are coming from the different partners. Chances are she might have looked at it from another town and it is going to save the town a lot of time and money in terms of they all know to go to her because she is looking at the ethics issues for their firm.

Mr. Keegan asked if they had any questions for them.

Attorney Toomey stated that they have read through Foxborough's town report and they have a sense of some of the issues and they understand the commercial thing and Attorney DeLuca had spoken about that a lot in the office so he doesn't think they have anything specific to ask.

Again, this is something they send into every town, they think they would be a good match for Foxboro and they think it would be an interesting place for them to represent in terms of what they do and they will make a major commitment to do it right for them.

Mr. Keegan asked if all of their offices are located in Quincy and all of their partners are located in one area. Attorney Toomey stated yes. Mr. Keegan asked if it was one firm and one location in which Attorney Toomey stated yes. Attorney Toomey stated they are convenient to Foxborough and they can be here within 20 minutes. They are at the Quincy Adams T Station so access is not an issue. They are all set up with the technology, the office being staffed and all those kinds of things.

8:40pm - Blatman, Bobrowski, Mead & Talerman, LLC – Attorney Mark Bobrowski, Attorney Jason R. Talerman, Attorney Lisa Mead

Mr. Keegan explained the procedure regarding the series of questions, etc.

Attorney Bobrowski stated that he is principally a land used attorney and he has worked with Foxborough before with the Planning Board and Bill Casbarra in approximately 2006/2007. He also had an office here in town at the RE/MAX building and subsequently at the ambulance building next door so he knows Foxborough as well as he used to live in Mansfield at that time. He has been doing land-use practice now for about 30 years and works with communities all across the state from the Berkshires to the Islands.

Attorney Mead stated that she and Attorney Bobrowski started the firm with Attorney Bobrowski's wife and their other partner Attorney Blatman in 2004 and her general practice is general municipal law, contracts procurement and special things like solar, environmentally friendly green energy projects and they aim to try to provide a new kind of service which Attorney Talerman will go into a little bit. Her background beyond that was she was the Mayor of Newburyport so she has served in the public sector on their side of the table and they try to make sure that they provide those kinds of services that are really helpful and not just straight legal answers to their clients.

Attorney Talerman stated that he lives in Norfolk and he started his municipal career down on Martha's Vineyard working for the firm of Reynolds, Rappaport & Kaplan where they represented five of the six towns down there. He then went to Kopelman & Page in the year 2000 and was a partner there until 2006 when he joined with Mark and Lisa. When he joined the firm they weren't town counsel in any towns although they did some general municipal work and they were primarily a land-use firm but between Attorney Mead's municipal experience and as mayor and city solicitor and his experience in working for a number of towns in general

municipal as well as land-use context they started to develop some things they all had started in their practices and what he was working on when he was at Kopelman & Page which was to develop a slightly more holistic side of services for municipalities like Lisa and Mark. He had served on the Planning Board in his town and he also served on boards in other capacities. In his hometown of Norfolk he is currently the Moderator and serves on the Council on Aging as well. They knew what the expectations would be and they started to think about how they could be more available to towns to work with, to train, to explore concepts and to help towns rather than just being the people on the other end of the phone that you call up when something goes bad. They started to develop a set of services that would involve flat fees for example that would allow more or less unlimited access; allow for office hours which they implement in many of their communities and not all of their towns use flat fees he would say half of the 15 towns they are working with they are either town counsel or co-town counsel. Their whole plan was to be there for them, they are not policymakers but they have seen enough in land-use in general to help because of their experience and to be there to help you when you come up with issues with your Planning Department, Board of Selectmen, or Zoning Boards. They developed a set of services that would take the financial sting out of it and be there to help avoid problems.

Their first town counsel town was in 2007 in Ashland; 2008 in Bellingham; Kingston and now they have fifteen towns in 2015. They have grown; the firm now has 12 Attorneys and they are expanding to make sure that they cover services for their towns. They do represent a few small select private clients but they are primarily a municipal law firm. Their approach is they try to prevent and try and work with them and where there is not a concern of picking up the phone so they can call them. With respect to whether they do it by flat fee or an hourly rate where clients will call you up and litigation has gone down in every single one of their towns where they have become town counsel because they like to get the problems beforehand. That is somewhat counterintuitive if you are an attorney because attorneys usually make more money in litigation but they are perfectly happy to see them not in litigation and they do just fine without it but more than that they help them devise policies and get to where they need to be. However, if it does come to litigation one of the features of their flat fee services or even partial flat fee services is that if there is something on principle they give you the ability to seek out those principles and to fight for them.

On top of that is how they approach the services which go from the partners on down rather than the associates on up, you will always see a partner. They have associates and they will do work for them but the points of contacts will always be a partner. On top of all that it is people like Attorney Bobrowski who has a tremendous amount of development experience; Attorney Mead and they now have a junior partner, Adam Costa. They think they are the best, the top of the heap when it comes to land-use, and when it comes to devising development agreements. Attorney Bobrowski did Legacy Place in Dedham and he has done a whole bunch of those as well as rezoning and a bunch of towns so the big project people whether it be large 40B projects, development agreements big workouts with state, etc. He has worked formally on the mitigation agreement for Scituate regarding the T expansion into Scituate. Attorney Mead works on very large municipal agreements regarding land-use and other assorted matters and they are working with the FAA on a major airport issue affecting the town of Chatham and he is also working on the federal government intrusion of Monomoy down in Chatham. So those are the kinds of

things they add over and above what a general town counsel firm would do with the expertise of land-use and big projects.

Mr. Feldman stated that their firm has proposed a primary attorney to serve as town counsel and asked what special qualities and experience does this individual possess to differentiate them from the other finalist firms under consideration tonight.

Attorney Talerman stated first of all they go with a 1A and a 1B while most municipal firms do have a primary point of contact and basically they are no different; it would be Attorney Talerman who has an office in Millis as well as an office in Concord. He lives nearby so it is only natural that he would serve as the primary but it is more or less a 1A and a 1B, you get Attorney Mead also. Attorney Mead has an expertise in contracting so as a threshold matter you would get both of them.

What differentiates them is again that proactive approach whether you choose to set up office hours (some of their towns do and some don't) or whether you choose to call them three times a day because you chose a flat fee and because it is cost-effective to do it that is what sets them apart; the access, the quick response and the ability to have them by your side rather than being more dispassionate and just answering questions.

Attorney Mead stated she thinks she would concur with Attorney Talerman on that and she thinks one of the biggest issues is if you give them a call it's not going to start at the associate level and come up, it's going to come to them. It will come to Attorney Bobrowski, Attorney Mead or to Attorney Talerman depending on what the issue is and they will interact with them on that. If they need additional work and additional resources and research, obviously they will employ one of their associates but you need to know that if the town manager or anyone that is authorized to call them calls them, they are going to get them and they will call you right back. She thinks that their responsiveness and their turnaround time and efficiency are probably what really set them apart as well.

Attorney Bobrowski stated he cannot emphasize the importance of calling town counsel and getting him/her involved early enough. He is representing a town right now in a different part of Massachusetts in federal district court because they made a mistake involving treatment of a protected institution under the federal disabilities act and it is a hole that now has to be dug out of that didn't need to exist at all if there had simply been a call and early involvement by town counsel. Attorney Mead stated they like to be proactive in that regard and they like the chairman of the board's to know that they have access to them. Attorney Mead gave an example that they are town counsel in another town in the center part of the state and they recently got a new planner who is not actually from Massachusetts. They have actually helped walk him through various basic things and he probably reaches out to Attorney Mead and Attorney Talerman two to three times a day easily and that's okay because it prevents him from making a mistake and having litigation result in the town and it makes the town better for it and it makes them better for it.

Mr. Gray stated that the Town of Foxborough is a unique community amongst small towns in Massachusetts in that it is a thriving residential community with a few highly

concentrated and dominant business interests. Foxborough hosts a highly successful NFL franchise which as you know as of Sunday will be far more successful in one of the largest stadium venues in all of New England. Because of that profile there are several associated commercial businesses and an interest to expand the commercial tax base in this area. In addition, the town is also home to a large electronics business based in Europe who is expanding their operation here in Foxborough. With that understanding has your firm ever represented a municipality with similar economic considerations? If not, how would you envision representing the Town of Foxborough in the vision of the town elected officials in negotiating an economic development strategy that balances the quality of life in Foxborough while adding to the tax base and commercial development.

Attorney Talerman stated that he thinks Foxborough is unique in what goes on around the property owned by the Kraft's, Rodman and your other industrial park just off of Route 140. They have represented a lot of communities that have a thriving commercial base. Attorney Talerman doesn't think any of which he would compare directly just because of the uniqueness of your commercial profile. With that said he is going to let Attorney Bobrowski speak as to some of his experiences, they have done development agreements that have netted a significant amount of mitigation whether it be physical mitigation or financial mitigation in many of their town counsel communities as well as their special counsel communities.

Attorney Bobrowski stated that Mr. Keegan certainly knows his work because of Legacy Place and the Hebrew Senior Living. These are novel ideas that came into Dedham and Dedham had to react to them and they did and he thought in a very appropriate way so when that kind of opportunity presents itself there is a balance that has to take place between the economic growth that you certainly want and need but also with the future of the community, its aesthetics, its appearance, it's traffic, there are countless examples of people that have done this job badly and he thinks you have to get it holistically and he likes that part of his work as much as the legal part. Bringing in a planner who is very competent and can tell you what the corridor will look like or what the problems will be before they happen because if you leave this to the private sector to define, in most cases you're going to get what they want and not what you collectively decided as a community. If you have someone working for you with skin in the game, which is that they will help you decide what the corridor should look like, how the traffic should knit from parking lot to parking lot the product is always that much better. He likes to work with an interdisciplinary team involving a traffic engineer and involving a civil engineer that can help him with the fit of the utilities but also very importantly a financial analyst can take the deal apart tell you whether it is a net win Nouri net loss and then a lawyer at the end of the day to put the deal together both in the zoning and development agreement for those components of the deal that don't belong in the zoning bylaw. That has work time and time again; it has worked at Legacy Place and did his work for the Tewksbury Mall although the Federal Highway administration has managed not to fund the intersection there. Is the major projects and major shopping centers across the state and that method just generally tends to work.

Attorney Talerman stated that there are other unique examples and again he doesn't think they have anything in their portfolio that is on par or equal to what you go through with regard to annual, semiannual or periodic negotiations with the Kraft group regarding the stadium and the businesses around it. But for example, this is somewhat near and dear to Foxborough's heart,

Attorney Talerman negotiated for Easton (it didn't happen) a surrounding community agreement for a slot parlor that was going to be at the old dog track. He didn't know anything about the revenue stream for slot parlors and he had no clue what had happened. He researched it and they brought in experts and they combated their experts and sat around the table for months upon months with various bits of information and research expertise and they came up with what he thought was a landmark agreement. They got them down to the last day and on almost every single point in the gaming commission didn't end up going with that particular facility but you put your team together, you do your research and they pulled a winner for the Town of Easton had that project gone forward.

Attorney Bobrowski stated the key is to always have the Planning Board, the Board of Selectmen and the Finance Committee stand up at town meeting and tell the voters not only have they answered the questions that you likely want to hear the answers to in advance, but based upon what you learned you think it is a project that benefits the community or not and if it is not a good deal walk away from it.

Ms. Coppola asked to please explain any experiences they have had with regard to representing or presenting to any other boards or committees in the town of Foxborough.

Attorney Bobrowski stated that he had worked with the Planning Board when his office was in town. There were infrequent occasions when he represented someone in front of the Zoning Board of Appeals and he knows that Kevin Penders is a member of that board now and he used to be a student of his. Don Schmidt was his friend many years ago and because of that he thinks he did training sessions for the Board of Selectmen as well but that would've been in the 1990s.

Attorney Talerman has never appeared before a board here either. He is obviously familiar with the day-to-day news coming out of Foxboro because he lives in the next town over but he has never appeared before our represented a private party before a board in Foxborough.

Attorney Mead stated that neither had she.

Ms. Coppola asked Attorney Bobrowski if he had worked with the Planning Board on a project in which he responded yes, the rezoning of the town that took place within the last 10 years was driven by the Planning Board and Mr. Casbarra. There was a committee appointed with delegates from the Board of Appeals, from the Planning Board and ultimately they took it to town meeting and it was a successful recodification.

Attorney Talerman stated that he has probably worked for the boards in every single town that touches Foxborough but he hasn't quite done Foxborough yet.

Mr. DeVellis stated in an effort to eliminate the perception of divided loyalties they feel compelled to ask if they are firm has ever represented or been associated with any major business entity located in Foxboro or if they represent any of the surrounding communities to Foxborough.

Attorney Talerman stated they are town counsel in Easton and he has done work in Norton with a little bit of special counsel work but nothing of substance. Years ago he was town counsel when he was with Kopelman & Page for Walpole and he lives in Norfolk and while he isn't employed there, he is a municipal employee. He has done things in Rehoboth and North Attleboro which is helping out with the 40B project. The Town of Easton he does municipal agreements from time to time and if something came up they would certainly run that by both towns and see if there was anything that would conflict them and if so they would be the first ones to tell you. He has been town counsel for Easton for four or five years now and can't think of an instance where he had done something in town where there would be a conflict arising, they are working right now on a 40B that is close to the Mansfield town line. Attorney Mead stated they are working right now on an inter-municipal agreement with Mansfield right now which ultimately comes this way, the sewer. Attorney Talerman stated sometimes there can be dual representation and sometimes not and they would be the first ones to let you know about that. To date in five years he can't think of a matter that he has handled for Easton that would adversely impact the Town of Foxborough. Attorney Mead stated she doesn't think they've represented any private interests either. Attorney Bobrowski stated that his work as special counsel tends to be in and out and is project specific so he has worked for Mansfield in the past but not within recent memory. He did a lot of 40R work which is a residential component up at the Shaw's Market at Exit 8, there is a project proposed there for Sharon and he was their representative negotiating the residential side. Attorney Talerman represented Mansfield in their last five 40B projects and those are past so it would not be a conflict.

Mr. Gray asked if they had any private contracts in Foxborough in which Attorney Mead stated no.

Mr. Gray stated the Board of Selectmen has spent a significant amount of time dealing with the transfer of liquor licenses adjudicating violations and evaluating the perceived need for additional licenses as a catalyst for economic development in the town. Please discuss your firm's capabilities regarding guidance on alcohol issues on a scale similar to Foxborough's, your interactions and relationship with the ABCC and any special legislation that you may have written or represented.

Attorney Talerman stated that both he and Attorney Mead have done many special acts for additions of licenses of all various shapes and sizes whether they are limited to a specific site or have other limited pieces to them as well as the side agreements that go along with those. He has done that in several towns: Bellingham, Easton, Kingston, and Maynard come to mind. Attorney Talerman has had significant experience before the ABCC in a variety of administrative proceedings and negotiations as has Attorney Costa from their firm. They are familiar with that administrative process and they have significant licensing experience with the licensing authority, generally the Board of Selectmen as it applies to enforcement, denial, or approval of licenses and negotiations with conditions around those matters in several towns such as Southbridge they have had some significant ones and they have a liquor licensing board and he has done permits and fairly contested permits and permit issues in a variety of towns such as Templeton. Easton they have run into a lot of sting issues where they have had to enforce, suspend, penalize and negotiate on a few and handled a few subsequent ABCC matters in various shapes and sizes. They have handled all kinds of liquor related issues and then just the day-to-

day questions that they have with respect to “can we get this,” “is it a one day”, “is it special”, the new language, the new guidelines on what is required and other concerns that come up in the course of regulating liquor establishments.

Attorney Mead stated they have drafted local regulations for licensing commissions and boards with a lot of BYOB regulations in addition to the items that Attorney Talerma listed for most all of their communities.

Ms. Brue stated posed with the situation that members of a board did not agree with a legal decision and wanted to dispute, appeal or litigate the decision even though in their professional opinion it would not be in the best interest of the town how would you respond.

Attorney Mead stated that they give them the advice and then the Board makes the decision and if that is a decision a board has made they will defend them like they would any other client to accomplish what it is that you want to accomplish and be right up front with them about that. Attorney Talerma stated that it depends upon the particular relationships they have, one of the things that they value when they are close comrades of a Board of Selectmen and a town manager is that you gain the ability to talk frankly with people with the benefit of their experience but again it is not their call and as he said they fully endorse the notion of fighting on principle even when things are stacked against you. A 40B is a good example or other land-use matters where sometimes you just have to fight just for the principles of their constituency. Attorney Talerma was just in a town last week where he asked the board if he could speak frankly about something that they wanted to keep appealing and he did speak frankly and he said you have virtually no chance of success and hear are the ramifications if we appeal and lose as it applied to various penalties, damages and costs going forward and they changed their mind. It wasn't his call but he felt duty-bound, they don't sugarcoat it if in fact they see them wanting to go one way despite their legal advice to the contrary they are happy to go that way with them but it will not be with a lack of information of what the risks and benefits going forward are, they are going to be upfront with them about that. They will do it in a respectful way that still indicates that you guys are the boss but sometimes it is necessary. Attorney Mead stated she thinks that is one of the benefits of the practice that they have, and the relationships they have with their clients is that they make the business decisions and they tell them the pros and cons of that decision along the way. You say you want to do “x” and they say you can't do “x” and here are the ramifications if you do it, the town gets to make the business decision obviously but they hope that you are fully informed in making that business decision one way or the other. Their job is not to say yes or no, their job is to say here are the ramifications one way or the other and then they get to make the decision and they defend you in the way that they need to be defended.

Attorney Bobrowski stated that he thinks the question has another part to it; sometimes there is a board other than this board that will go off and make a decision that they would all sit there and scratch their heads and he thinks on some occasions there needs to be a frank discussion with this board because they control legal policy in town as to what that board has chosen to do and decide collectively whether or not they are allowed to go down that path.

Mr. DeVellis asked them to expand on that a little bit, this dialogue that goes back, they are a public entity with open meeting laws so is it in front of the cameras. At what point do you have that dialogue. He knows it is specific to different cases; executive session, open board, one-on-one through the town manager. Attorney Mead stated that it depends on the situation, obviously it is an easy call if someone has filed a lawsuit because then they get to go into executive session, if not, then they have the conversation with the town manager to get kind of the temperature of what is going on and you have the discussion in an appropriate manner in open session if you have to have it in that way. It always depends on where you are. Attorney Mead stated that there is some interesting litigation going on right now at the SJC to talk about attorney client privilege in executive session (New Bedford case) and whether or not advice of counsel not yet in litigation is a protected matter like it is everywhere else except municipalities, so it will be interesting to see where that goes, but it is certainly a fine line.

Attorney Talerma stated they often come up against the issue of how much of a suit has to be threatened in order to gain the exemption of executive session and some boards just don't like executive session and some boards like it. As counsel they are always trying to protect their communications with their clients so they are fans of executive session where it is appropriate, they never force that because complaints under the open meeting law are numerous out there and they try to avoid those types of hurdles for them so they will have that discussion up front. It can be delicate sometimes you just can't find an exception to the open meeting law and sometimes you just have to have that frank talk in public, not always. They look at each one of those differently and ultimately the Board gets to make the call as to when they go into executive session, how they can discuss it, whether they are discussing it with just the manager or whether or not they get a whole board together before things really get in that ugly zone.

Attorney Mead stated that she could remember an example Attorney Bobrowski was involved in where he was sitting with a Zoning Board that they represented and he had advised the Chairman in advance of something he should do and shouldn't do and then despite that the board started to go in that direction against his advice and he was asked in open session what they should do and they still continued to go against his advice which promptly led them to getting two federal lawsuits and two Superior Court lawsuits filed against them within a matter of days at which time he was happy to go into executive session with the Board of Selectmen to have a frank discussion about how they resolve this issue. Often times it happens like that and you have absolutely every reason to go into executive session. Attorney Bobrowski stated that the moral of the story is to listen to good advice.

Mr. Feldman stated how would others characterize your firm. For example, would they describe you as an aggressive litigator or would they describe you as being a solid advisor who keeps the town out of litigation or a combination of both which often leads to an equitable cost-effective solution. Please provide an example.

Attorney Talerma stated that he would say their clients would view them as the folks that try to avoid litigation but when litigation is thrust upon them they can be as aggressive and as direct as possible. Around land-use contracts without giving away too much in the way of ongoing matters are for example, he hotly disputed a project under 40B or even Chapter 40A over a special permit where they work with and they try to avoid hurdles, they work with their traffic

experts and they are there at meetings. Under their flat fee agreement you get three meetings a month or you have the developer pay, but you get that service with them so they will work with you, come back and negotiate and they will try to get them where they need to be and if the developer still doesn't like what you get and they want to appeal it then Attorney Bobrowski has written the book literally on how you fight these things. Attorney Talerman is known as an aggressive litigator when it comes to all kinds of 40A and 40B wetlands projects and they will fight for as long as it takes to get you where you need to be or where you want to settle at and they have been as successful as any firm in the Commonwealth especially when it comes to matters concerning development; whether it be negotiation or combating the developers who simply just don't want to take no or yes for an answer.

Attorney Mead stated she thinks also not just land-use issues you have citizens or citizens groups represented by pro bono attorneys who really just pepper someone, they don't like a town decision and they just try to take you to litigation and spend your money to try to get you to change your mind and they have a pretty good track record. She can specifically recall a case that Attorney Costa did in a community where it was really an important matter for the community and they were just appealed and appealed to the extent that they were really aggressive with discovery that the other side didn't participate in and they were able to get costs and attorney's fees from the other side from a judge or the municipality reimbursed them because of what happened. They are not going to lie down, but on the other hand they are a trusted advisor to folks trying to avoid that if they can, but once you are there they are going to defend them hard.

Attorney Bobrowski stated from his perspective it is the proactive side of things, he has been Winchesters land-use lawyer for 10 to 12 years now and it is a wealthy town with lots of land-use pressure (Winchester Hospital Expansion) and there is plenty of activity there and he has watched his caseload in litigation from what he inherited 10 to 12 years ago go down to nothing. So being involved with the day-to-day process with the Planning Board and Board of Appeals, with the Building Commissioner has made the decision making a little bit more predictable and it has certainly eliminated the surprises and he thinks if anything that is certainly what his work is known for.

Attorney Talerman stated recently in the town of Chatham he inherited when they became town counsel lengthy negotiations with Chatham Bars Inn which is the biggest land holder in downtown Chatham and they control a lot of land and there were negotiations predating him by 10 years for the town's use of a vital parking lot serving the commercial fisherman that Chatham Bars Inn was waving over their head and when he became town counsel he worked with the Town Manager, Jill Goldsmith to try and negotiate. They had negotiated with them and had parking lots in other parts of town that they were interested in and little pieces of zoning changes and it just seemed like they were always reaching into their pockets asking for something else so they decided as a group that enough was enough and they took the parking lot. It was aggressive and they have a history of litigation with them and they are very well-funded and they took it and they sued and tried to stop the taking. They prevailed three times in land court and it is still ongoing but they had tried, and tried to be creative and bartered and it didn't work and they did what they had to do to secure something that was a vital part of the town's economy which was

their commercial fishing fleet. They achieved the desired result, it wasn't inexpensive but it was important to the town.

Ms. Coppola stated what level of involvement does your firm typically have with respect to the preparation of town meeting warrant articles, bylaw changes and the process of preparing for town meeting.

Attorney Talerman stated there are always stylistics of likes and don't likes of a particular town. Their services include attendance of all town meetings, they generally promote their attendance at a pre-town meeting, there are warrant articles that they will draft from the ground up at the request of clients. They review every warrant article as part of their services if in fact that is what the town desires and they will issue a spot for them and help rewrite, revise and they will work with the town's moderator if need be on particular town meeting procedure issues so pretty much from stem to stern they are there for you at town meeting. It is the biggest event of the year and it is roughly \$16 million and they want to make sure it goes well so they try and be there every step of the way and their flat fee services or Proposal A or B it is all in and there is no extra charges for any of those sets of services, drafting, attendance that is something they take really seriously and Attorney Talerman being a town moderator takes it really seriously and Attorney Mead, a Mayor and Attorney Bobrowski, a Planning Board member know what those town meetings are like so they want to make sure it goes great for them.

Ms. Coppola stated in regard to warrant articles and preparing warrant articles for town meeting do you advocate that you see the warrant article before it is vetted by the Advisory Committee.

Attorney Talerman stated the earlier the better and often because you start shaping things early, remember the Board of Selectmen set the warrant not the Advisory Committee or the Finance Committee aside from petitioned articles so it is important that the Board of Selectmen get them in the shape that they want them to be in before they go into that recommendation phase. The worst thing that can happen on town meeting floor is a controversial or complicated article with multiple or serial amendments; it can be the kiss of death for bylaws especially two thirds bylaws. They have all seen that in their experience and he is sure that we have seen that in our experience also. So the more issues they can spot early means the more likely that something is going to go smoothly at town meeting. There are some that they just won't see, it is up to the Board as to when they want them to see this but he thinks he and Attorney Mead both recommend as early as you want to get them to them they think that is a great idea. If you want them to draft it or just to review early he thinks that's a good idea and they will base that review and the depth of the review on the direction they take from this Board and the Town Manager as how much you want them to tinker with or just review as to form.

Attorney Mead stated that coordination is really important because there are certain articles that they will look at and say I want bond counsel to sign off in advance. You don't want a financial article that has to do with borrowing or has to do with something they already have borrowed on and not reviewed by bond counsel and find out afterwards we needed to add these last three words, so she thinks that review ahead of time to spot an issue is good and pull in other reviews as necessary. Sometimes there may be something they want to get DOR's feedback on before they do it and they have done special acts that provide for special funding mechanisms for

special accounts that they always want DOR involved with in advance because if it goes to the legislature the legislature is going to send it over to DOR for review prior to passing it and sending it off to the governor so you always want that box checked so that when DOR gets a call they say we've already reviewed it and it's not a problem for us and it gets it through faster for them. They try to do that stuff in advance so the sooner they can if it is suitable to the Board the better. She does have a town that likes to give them the warrant after the Board of Selectmen has approved it as it is being posted and she will tell you that it always causes a problem at town meeting and she can't tell you how many times they have had to pull articles off because they just didn't pass muster at all and therefore whatever they wanted to do was delayed by 6 to 8 months.

Attorney Bobrowski stated it also causes problems after town meeting because if the Planning Board writes an article in a vacuum and doesn't understand what the general bylaws say or the wetlands bylaw or the other laws that touch on that or even the internal Segway in the zoning document itself, you might write a whole section but it counteracts something over here that is in the same bylaw, someone needs to pick that up and you can expect volunteer people to have that kind of a breadth familiarity with these bylaws that is something that is more of a legal job.

Mr. Feldman stated does your firm provide ongoing training programs for town boards and is there an additional charge for this service or is it included in your service proposal. If included, how many training programs are included.

Attorney Talerman stated that it is included in their proposal, it is generally a year, and he has done multiple and they will sometimes do breakout ones for land-use boards and they have these limits in their proposal of what they do and don't do; they do three meetings a month, the town meetings, the two training seminars, the office hours, no one is going to lose any sleep on their side of the table if one month there are four meetings or you did an open meeting law seminar and the public records seminar and that was two training sessions and you say we need someone to give a tutorial for a brand-new Planning Board member, can you come out and do a third session that is the kind of things that they do and thrive on so that is included. They do a lot of open meeting law sessions with all of their clients each year and refreshers and what they like to do with their open meeting law and public records seminar is that they do an afternoon version for staff or people that don't work during the day they will do an evening session that same day for volunteer boards so they can come. They like to have an all-day affair which has been very successful.

Attorney Mead stated that the conflict of interest seminar you have to take the test every two years and you can actually take that as a group but she can have a room full of people and they can all do the test together and she and the clerk can sign off on it and that can satisfy the requirement that everyone took the test so she has done that in many of their communities, she does employees during the day and volunteer boards in the evening and everyone gets done all at one time, they try to do that to accommodate both sets of folks.

Mr. DeVellis stated legal costs are a major concern for all communities; what type of cost saving initiatives have you used in other towns to manage legal costs while not sacrificing the quality of the work.

Attorney Talerman stated the flat fees they propose, they have two different flat fee arrangements that the Board could choose or they could do a hybrid of them. The first is a flat fee where essentially you get almost everything; there are some exceptions to it. You would get litigation plus advice, plus the three meetings, plus the two seminars and all the things they have been talking about for one flat rate. You can call as much as you need, people thought when they started doing it that they were crazy and clients would take advantage of them but it hasn't happened. That is their biggest cost saver. There are some towns that have very low litigation and they choose to go with the non-litigation version of that which slightly lower costs per month but essentially you still get the three meetings a month, the town meeting, training seminars, office hours and some of the towns use that fairly successfully. There are some exceptions, for example, extraordinary litigation that is not land-use related and it is not in defense of your bylaws or prosecution of your bylaws sometimes comes up and in the seven or eight years they've been doing this roughly 5 cases total over all of their municipal clients have there been matters that have been exempt from the flat fee and it is really kind of a rare event but it does happen. In those cases they charge an hourly rate, but essentially you get everything for a flat fee. Some months the bear eats them and some months they eat the bear so things are going smooth and there is not much going on in town their effective hourly rate will be great and some months when they are in the throes of trial preparation for something their hourly rate will be great but they get that money coming in and it is predictable for them and it is predictable for the town and he guarantees them they won't see an article on the subsequent year's town meeting warrant to say pay bills of the prior fiscal municipal counsel because if they do \$7,000 a month which their proposal is they are going to budget that amount plus maybe a little contingency if there is some outside counsel work; it is the town manager's best friend when it comes to budgeting. That is the biggest cost saver and he thinks other municipal firms do something similar but he doesn't think any of them to his knowledge have done anything so robust in terms of an all-in proposal.

Attorney Mead stated they encourage their land use boards to adopt the process where the developer pays into an escrow account and you can pay your legal fees. So they attend those hearings and it doesn't come out of the town's pocket, it comes out of the developer's pocket. There is no reason for a developer to come into town and have their own Attorney, have their own engineer and all of their experts and have a poor, volunteer board sit there by themselves without any representation, it's not right, and that's where they come in to help assist and not have to have the town pay for it and make sure they are up to date in whatever is needed for that meeting. She thinks the relationship that our boards get from them and our town manager gets from them is that they know they can call before a problem happens and that's a cost saver because everyone is not worried about if I pick up the phone it is going to be \$100 and we are not allowed to call in advance so what do we do.

Attorney Mead said the other thing that they do is that they have a set of contracts that she has drafted for her municipalities that she believes protects municipalities and they try to employ those in the RFP process without wasting the town's money in negotiating every time they go out to bid for something so every engineer that responds to an RFP you negotiate the engineers contract on behalf of the town; no, they have a contract that you put with the engineering bid that they have to accept as part of the town's contract and they believe that it protects you and most

of her communities have employed that mechanism and it is very helpful, it puts the town on very good footing and it helps your finance department and the town manager because they know what the RFP is going to have, they know what the attachments are, they know what they can sign off on, and what is expected when it comes in and everyone is on the same page so from a procurement point of view you are not renegotiating contracts every 10 minutes.

Attorney Bobrowski wanted to follow up on something Attorney Mead had said about the fees for land-use boards, Chapter 44, Section 53G says that your boards can establish a fee which would allow for the developer to put money in the treasurer's office and the money is escrowed to pay for the lawyer, the civil engineer, the traffic engineer and anybody else you need. Legacy Place they went as deep as acoustical engineers, lighting engineers and parking specialists but he thinks the total review costs that were paid on behalf of the Town of Dedham's consultant was over \$400,000.

Mr. Keegan stated that concludes the questions from the Board and asked if they had any questions. Attorney Talerman stated that the only question he had is what is their timeline like. Mr. Keegan stated that the Board is not going to make their decision this evening, they are going to take some time to evaluate their responses from tonight's meetings and also maybe do some further checking on your work in other areas and then they hope to be back here on February 17, 2015 and the Board will then make the decision.

Attorney Talerman stated that was great and in the meantime he asked them to send along any further questions they may have and send it to himself or Attorney Mead and they will be happy to provide any supplementary material. He stated it is their second time around with the town and he would be thrilled if they could provide a set of services to the town. They thrive on this stuff, it is important to them and he is nearby and they would provide a unique set of services and he thinks their services in terms of the flat fees and even an hourly rate are so proactive that he thinks Foxborough based upon the issues before them whether it be the one issue or suburban growth issues, he thinks they will find that they are second to none and they will be right there with them. Attorney Talerman and Attorney Mead would be their primary contacts and this is something that they take really seriously because they really enjoyed this work and it is something they've worked really hard to develop a unique niche and you won't find a dissatisfied client and hopes they call some of the references and some of their town managers and administrators that they work with which are listed in their materials. They are ready and able to serve.

Attorney Mead stated they are not a firm that parachutes in whenever you need them to protect you, they are part of the team and they make an investment in making sure that the town gets the services that they need and they are providing those to us.

Mr. Keegan stated all of your partners are located in the same location in the same office area located all over. Attorney Mead stated they have an office in Newburyport and they have an office in Concord which is really their main office and they have an office in Millis. Every office has at least one associate in it in addition to the partners. The reality is they travel all over the state and Attorney Bobrowski lives in Concord, Attorney Mead lives in Newburyport and

Attorney Talerman lives in Norfolk. It doesn't make sense for them in today's day and age to have one central location and so that is where their offices are.

Attorney Talerman stated in Millis which is the office where you would be seeing him he has a full time associate there who is mainly a litigator and then some of their other associates travel between the offices spending a few days here and a few days there. Their biggest office is in Concord.

Attorney Mead stated they have the power to choose an hourly billing or if you had litigation that was billed hourly in addition to the flat fee your cost for travel would be from the closest office.

Mr. Keegan thought all of the candidates did very well and each has unique aspects with what they represent.

Mr. Keegan's advice to the Board this evening is to take the information and if they have further follow-up questions that they want them to research or if they want to just make some calls based on some of the communities that they actually worked in he would advise them to do that because he thinks it is probably good to get some reaction from you counterparts in other communities to see how they have worked with these folks and he will tell them that he doesn't think they can lose with any one of those groups, they are all very, very good.

Mr. DeVellis stated after three hours of listening it might be good to go back to cable access to skim through it because there is a lot of information and some of these candidates were here two to three years ago so it may be interesting to see what happened within the three years listening to them then versus now.

Ms. Coppola asked if Mr. Keegan had gotten any feedback from any of the boards. Mr. Keegan stated that one of the questions he had about where the firms are located actually came from one of the other boards and that is why he asked the question that he did because it was important to them.

Ms. Bernard stated she did receive feedback on two of the firms from other boards and she was going to forward that to the Selectman after tonight's meeting.

Motion by John Gray to adjourn at 8:35pm. Seconded by Virginia Coppola. **Vote 5-0-0**