

IN BOARD OF SUDBURY SELECTMEN
TUESDAY, OCTOBER 7, 2014

Present: Chairman Charles C. Woodard, Selectman Lawrence W. O'Brien, Selectman Robert C. Haarde, Selectman Leonard A. Simon, Vice-Chairman Patricia A. Brown and Town Manager Maureen Valente

The statutory requirements as to notice having been complied with, the meeting was convened at 7:32 p.m. in the Lower Town Hall, 322 Concord Road.

Opening Remarks

At 7:32 p.m., Chairman Woodard opened this special meeting to interview two candidates for Town Counsel services. He suggested the Board organizes its questions to the candidates around themes of issues to be covered. Chairman Woodard stated each candidate will present a brief presentation, which will be followed by questions from the Board. He further stated any comments from the public will be accepted by the Board after the conclusion of the interviews, and the Board would likely make a decision at its October 14, 2014 meeting. The Board was previously in receipt of the responses to the RFP for Town Counsel Services provided by both firms, a letter from Petrini & Associates, P.C. dated October 2, 2014 and materials provided by the Town Counsel Search Committee, including a memorandum from Assistant Town Manager Marianne Bilodeau dated September 19, 2014, the Town Counsel Search Committee Final Recommendations memorandum dated February 3, 2014, the 2013 Town Counsel Search Timeline dated October 17, 2013, the Request for Proposal (RFP) for Town Counsel Services posted October 25, 2013, the Town Counsel Search Committee's Rating Sheets and Interview Questions, and the Town Counsel Search Committee Draft Minutes dated February 3, 2014 regarding references.

Chairman Woodard welcomed Boy Scout members from Troop 60 to the meeting who are working towards their civic duty badges.

Selectman Haarde expressed his discomfort with the suggested format for tonight's interviews. He stated the recommended questions were prepared by others, and he believes the Board should participate in the interview process by asking its own questions on issues it has deemed as important. Selectman Haarde opined the Board never discussed what ground should be covered with the candidates tonight.

Chairman Woodard stated the Board had decided to rely on the work completed previously by the Town Counsel Search Committee in developing its list of questions. However, he further stated any Board member is welcomed to also ask other questions.

Selectman Simon stated the Board discussed the Search Committee's list of questions at its last meeting, and he explained the genesis of the questions as developed by the Search Committee. He stated the questions were provided as a framework for the interviews, and that they are not meant to preclude other questions from being asked.

Selectman Haarde stated he is not comfortable relying on the work of a Committee who recommended the current Town Counsel, who resigned six months later.

At 7:42 p.m., Chairman Woodard concluded the opening comments, and he asked the Board to proceed with the interviews.

Kopelman and Paige P.C.

Present: Proposed Primary Attorney Lauren Goldberg and Attorney Carolyn Murray

Kopelman and Paige P.C. attorney Lauren Goldberg stated she would be Sudbury's primary counsel and Jonathan Silverstein would be the back-up lead attorney. She stated Mr. Silverstein apologizes for being

absent tonight due to family obligations. Ms. Goldberg summarized her work experience, emphasizing municipal law is her passion. She stated she is a managing attorney for the firm, which believes in providing its clients the highest quality of legal services, while also being mindful of budgets. Ms. Goldberg stated the firm utilizes a primary and back-up contact system, which she believes would be a good fit for the Town, and that there are 35-40 lawyers who can also enhance the team with their expertise. Because the firm has so many talented lawyers with wide-ranging specialties, Ms. Goldberg believes this saves money by not having to hire Special Counsels. She noted the firm provides towns with extensive information and education regarding municipal law and cutting-edge issues of the day.

Attorney Carolyn Murray stated she has been proud to be a client and an employee of Kopelman and Paige, and she summarized her work experience. Ms. Murray has a long commitment to local government and she appreciates the dedication it requires from numerous individuals within each community.

Selectman O'Brien asked a few questions regarding accessibility, competing accounts, the staff's expertise, and whether they are comfortable providing verbal opinions.

Ms. Goldberg stated she would be available to the Town all the time by email, text and/or cell phone. She emphasized clients are always attended to usually by her or she would make sure the Town is attended to by the proper qualified person at her firm. Ms. Goldberg explained how the firm would handle conflicting commitments with clients, but she emphasized juggling clients' needs is part of the job. She also highlighted consistency and uniformity in providing services is very important to the firm.

Regarding verbal opinions, Ms. Goldberg stated the firm believes in providing services the way the client wants them. She stated that, typically, requests are relayed through the Town Manager, which allows for more organized communications and a better tracking system. Ms. Goldberg stated opinions are based only on the facts received. Ms. Murray concurred, stating it is best to have questions and requests provided in writing to avoid different interpretations or recollections.

Vice-Chairman Brown asked questions related to average response time during and off normal work hours and the accessibility of the lead attorney's schedule. She also asked about how the Town would be advised of alternative options to resolve an issue, and how the firm handles citizen petition requests for Town Meetings.

Ms. Goldberg stated she would be available to the Town 24 hours a day/7 days a week, noting she is aware municipal work includes evening meetings and unpredictable issues and crises. She emphasized the law firm understands the Board of Selectmen is the policy-making body, and the job of counsel is to provide all the relevant information and ramifications in order to help the Town make informed decisions. Ms. Goldberg stated the firm's multidisciplinary approach helps to provide creative solutions. She also stated the firm believes a proactive approach is money well spent in order to avoid higher litigation costs. Ms. Goldberg stated she is accustomed to reviewing numerous citizen's petitions each year. She explained the process varies from town to town, noting some towns will spend no money on review of citizen's petitions, and other towns vet them carefully. Ms. Goldberg highlighted the firm would represent the Town, and it would not provide counsel to a citizen without the approval of the Town Manager, but it would be happy to assist a citizen craft appropriate article language.

Selectman Haarde asked questions related to familiarity with Sudbury's issues, measurement of accountability and effectiveness, transition activities and experience with Town Meetings. He also asked who the firm would perceive it worked for, and with whom the attorneys would communicate.

Ms. Goldberg and Ms. Murray noted they were aware the Town is working to construct a new Police Station and Town Center improvements and to purchase the Johnson Farm property. Ms. Goldberg stated the firm would work for the Town, Town Manager and Board of Selectmen, and it would be accountable for all its actions, and open to public scrutiny. She also stated the firm would take its direction from the Town, as part of its municipal team. As part of the transition process, Ms. Goldberg stated she would want to meet with the Town Manager, the current Town Counsel, the Selectmen, and Chairs of other boards and committees to begin to establish a relationship. She noted there is no charge for transition time, and that she has attended many Town Meetings and she enjoys them.

Selectman Haarde asked if they have ever had to handle a situation when the attorneys have been dictated to by a client who was wrong. Ms. Goldberg stated the situation has not really arisen. She emphasized the focus would be on telling the client what the best solution is and to inform them of the law and risks. If the client chooses another path, she also stated the firm's job is to help defend the client's position. Ms. Goldberg stated communication between counsel and the Town must be transparent so a trust develops between all parties. She stated that, in towns with a Town Manager/Town Administrator, communication tends to be with them or with the Chair of the Board of Selectmen, but they are open to speaking to others as well. Ms. Goldberg stated the firm recommends requests come through a liaison, since the Board of Selectmen votes as a body, and not as individuals.

Selectman Simon asked questions related to previous municipal work with great and disappointing outcomes. He also asked how the firm handles contributing to municipal law professional development and how it handles engaging outside counsel if a decision is challenged.

Ms. Goldberg provided several examples of information provided by the firm, at no charge, through emails, seminars and memoranda. She also provided a few examples of particularly rewarding case work. Ms. Goldberg stated she could not recall a situation she led which was challenged, and that they all try hard to never lose a case.

Chairman Woodard asked questions related to what changes would need to occur to take on work for Sudbury, how the transition would be handled with the current Town Counsel, and how conflicts of interest are handled.

Ms. Goldberg stated it would be important to be brought up-to-speed regarding active litigation and to review reports, files and prior bills. She also stated it would be important to meet with any boards regarding pending land acquisitions. Ms. Goldberg stated file transfer issues are handled at no charge, and she confirmed the firm could be up and running by January 1, 2015. She also stated every lawyer at the firm is prepared to address conflict of interest issues.

At 8:51 p.m., Chairman Woodard thanked Ms. Goldberg and Ms. Murray, and they thanked the Board for being invited back for consideration as Town Counsel. The Kopelman and Paige candidates exited the Hall.

Petrini & Associates, P.C.

Present: Proposed Lead Attorney Barbara J. Saint Andre and Attorney Christopher J. Petrini.

At 8:54 p.m, Chairman Woodard welcomed Petrini & Associates P.C. proposed lead attorney Barbara J. Saint Andre and attorney Christopher J. Petrini to the meeting. The Board followed the same format as done with Kopelman and Paige, by introducing themselves, and then asking nearly the same questions after a brief presentation by Petrini & Associates P.C.

Petrini & Associates P.C. attorney Christopher Petrini provided a summary of his work experience prior to being the founder of this law firm ten years ago. He described the firm of six lawyers as specializing in municipal law, noting Ms. Saint Andre joined the firm in 2006. Mr. Petrini emphasized the breadth of experience at the firm and the individualized attention clients receive. He also noted the firm is in Framingham, which is in close proximity to Sudbury, and that the firm could provide services in a cost-efficient manner.

Proposed lead attorney Barbara J. Saint Andre stated she has a strong commitment to local government, and she summarized her work experience, including many years as a principal at Kopelman and Paige. Ms. Saint Andre described her specialties as municipal law, land use, zoning, Chapter 40B and wetlands issues. She believes the firm's proposal is competitive, and she emphasized how responsive she is to requests. Ms. Saint Andre encouraged the Board to contact their references.

Selectman O'Brien asked a few questions regarding accessibility, competing accounts, staff turnover, and why a smaller firm might be a better fit for Sudbury than a larger law firm.

Mr. Petrini and Ms. Saint Andre stated the firm's attorneys handle eleven towns as clients and their breadth of expertise is sufficient. It was noted that, upon occasion, the services of a Special Counsel might be recommended for cable-related issues. Mr. Petrini stated the firm has never lost a client due to a lack of expertise. Ms. Saint Andre emphasized their smaller firm has expertise in the same key areas that a larger firm has. She would like to think that quality of the lawyers versus the quantity of lawyers is what matters, and she believes nothing is lost by going with a smaller firm. In response to a question from Chairman Woodard, Ms. Saint Andre stated she is currently the lead attorney for three towns, and she also provides other services.

Vice-Chairman Brown asked questions related to average response time during and off normal work hours and the accessibility of the lead attorney's schedule. She also asked about how the Town would be advised of alternative options to resolve an issue, and how the firm handles citizen petition requests for Town meetings.

Ms. Saint Andre stated she returns calls usually within the same or next business day, and she would be available by cell phone. She stated she is used to a heavy workload, and could handle a fourth town as lead attorney. Ms. Saint Andre further stated the Selectmen are the policy-making body for the Town, and she views her role as helping the Board/Town reach its goals and to avoid being in troublesome positions. She further stated the systems for citizen's petition articles vary from town to town. Ms. Saint Andre stated they are willing to follow whatever system a town is comfortable with, noting some towns help citizens draft articles, while others do not. She stated she is happy to assist citizens, if requested to do so, but she would not offer legal advice to a citizen.

Selectman Haarde asked questions related to familiarity with Sudbury's issues, measurement of accountability and effectiveness, transition activities and experience with Town Meetings. He also asked who the firm would perceive it worked for, and with whom the attorneys would communicate.

Mr. Petrini and Ms. Saint Andre stated they are aware of the pending closing of the Town's Raytheon site, the efforts to purchase the Johnson property and the Chapter 40B issues, and the pending construction projects for a sewer and a new Police Station. Ms. Saint Andre stated she perceives her role as representing overall the Town and helping to further the goals of the Board of Selectmen. She emphasized that in fulfilling this role, it would be important for her to give straightforward advice. Ms. Saint Andre stated effectiveness would be measured by feedback received from the Town, how well issues were resolved and

how quickly they moved along and how successful efforts are to stay out of litigation and/or to win the cases which go to court.

Regarding the transition, Ms. Saint Andre stated she would first want to meet with the Town Manager and current Town Counsel, to review pending litigation, meet with Department Heads, and visit with Town boards. She noted there is no charge for transition time. Ms. Saint Andre stated she works to help prepare the Town Warrant and prepare motions for Town Meetings, meets with the Town Moderator and would meet with key staff regarding articles for large expenditures. She further stated she usually corresponds most with Town Managers and/or the Chair of the Board of Selectmen, noting it is up to each town to set the culture for communication.

Selectman Simon asked questions related to previous municipal work with great and disappointing outcomes. He also asked how the firm handles contributing to municipal law professional development and how it handles engaging outside counsel if a decision is challenged.

Ms. Saint Andre stated informational announcements are sent out periodically, a quarterly land use publication is issued, free seminars are conducted. She emphasized part of the firm's job is helping to educate the Town. Mr. Petrini concurred, stating this is taken seriously by the firm. Ms. Saint Andre stated there has not really been a case when a situation has been challenged requiring the additional services of a Special Counsel.

Mr. Petrini and Ms. Saint Andre provided a few examples of work they have been proud to be involved with through their careers.

Chairman Woodard asked questions related to how the transition would be handled with the current Town Counsel and how conflicts of interest are handled.

Ms. Saint Andre stated there is no time limit put on the transition phase, and she would take as much time as is needed to get up-to-speed as quickly as possible. Mr. Petrini and Ms. Saint Andre confirmed the firm could be ready to represent the Town by January 1, 2015. Ms. Saint Andre also provided two examples of how conflict of interest issues could be handled.

At 9:34 p.m., Chairman Woodard thanked Mr. Petrini and Ms. Saint Andre for their time. Ms. Saint Andre stated the firm understands this can be a difficult process, but they appreciate being considered as a local, small firm which would be pleased to serve Sudbury, and they will provide office hours to accommodate the Town's needs.

Chairman Woodard concluded the interview portion of the meeting and the Petrini & Associates' candidates exited the Hall.

Sudbury resident Timothy Coyne, 24 Taylor Road, stated the conclusion he has come to from tonight's two interviews is that the second firm, Petrini & Associates, got right to the point with their responses. Thus, he believes they will do a better overall job for the Town.

Chairman Woodard stated the Board will consider both candidates and vote its preference at its next meeting.

Selectman Haarde asked if the Board needs to interview a third candidate as stated in the Town's bylaws.

Chairman Woodard stated the Board discussed this at its last meeting and decided to not ask a third candidate here tonight.

Assistant Town Manager Maryanne Bilodeau read aloud the relevant section of the bylaw.

Vice-Chairman Brown asked if the Board has copies of other firms interviewed by the Search Committee.

Selectman Simon stated the Search Committee interviewed seven firms, and tonight the Board interviewed two of these firms. He opined that the entire process, including the initial interviews, should be considered. He also questioned whether a third interview would benefit the process, since the remaining candidates were not contenders for recommendation by the Search Committee.

Chairman Woodard stated the Board should ask for an opinion from the current Town Counsel as to whether a third candidate should be interviewed.

Selectman Haarde stated he would like to go on record that, regardless of Town Counsel's opinion on the matter, he believes the Board should comply with the Town bylaw and invite a third candidate to be interviewed for the position.

Chairman Woodard asked the Board to review the packets of information (previously provided) received from the remaining responders to the Request for Proposal, who were interviewed by the Search Committee prior to the Board's next meeting, and to be prepared for discussion on October 14, 2014.

Vice-Chairman Brown stated it would be good to expedite this process so as to maximize the amount of transition time the new firm has with the current Town Counsel.

Selectman Haarde stated he is not as concerned with delaying the process by a few weeks as opposed to not complying with the bylaw because he believes all the responders are capable of making a successful transition within a few months.

Selectman Simon noted he would be out of Town October 20-October 24, 2014, if an additional meeting needs to be scheduled.

Town Forum – Discussion and Vote on Topics

At 9:52 p.m., Chairman Woodard opened a discussion regarding the upcoming Town Forum.

Vice-Chairman Brown stated Selectman O'Brien will present the Affordable Housing topic, and he will also mention the Land Acquisition process. She will present the Minuteman discussion, Selectman Haarde will present the Route 20 Sewer Project discussion and Chairman Woodard will present the Town Finance and Prioritization of Capital Projects discussion. Vice-Chairman Brown also stated she has confirmed the room, and she will confirm the services of Sudbury TV to cover the Forum. She noted that, last year, questions were accepted by email, and she asked how that was coordinated. Town Manager Valente stated she worked with Mark Thompson last year and she will coordinate a similar system this year. Chairman Woodard suggested SudburyTV should run a crawl along the bottom of the screen noting the email address to be used.

Selectman O'Brien asked what the process is for those who want to use a PowerPoint presentation. Vice-Chairman Brown and Town Manager Valente suggested presentations be submitted to SudburyTV at least 24 hours in advance.

Vice-Chairman Brown asked if anyone would require handouts and how far in advance staff would need them to prepare copies. Town Manager Valente asked Ms. Brown to coordinate this with Office Supervisor Leila Frank. Chairman Woodard suggested handouts also be made available in advance on the Town website.

Vice-Chairman Brown opined it would be helpful to have a written record of the Town Forum, and she asked if anyone on staff could do it. Town Manager Valente stated it is not likely there is a staff person who could cover this evening activity, and she suggested Ms. Brown should try to find a volunteer to do it.

Vice-Chairman Brown reminded the Board to keep presentations to five minutes or less, leaving the majority of the time (25 minutes) for questions and discussion.

Selectman O'Brien suggested that discussion be directed to be positive and educational.

Selectman Haarde stated lively debate should be encouraged and not necessarily be characterized as personal attacks.

Selectman O'Brien reiterated he believes the session should be a resource for information-sharing and not an opportunity to bash Town policies or politicians, and he hopes everyone will be mindful of this.

There being no further business, the meeting adjourned at 10:09 p.m.

Attest: _____
Maureen G. Valente
Town Manager-Clerk