

**BOARD OF SELECTMEN
MEETING AGENDA**

Fuller Meadow School

Nathan Media Room

143 South Main Street, Middleton, MA 01949

Tuesday, November 21, 2017

7:00 PM

This meeting is being recorded

1. 7:00 PM Warrant
Minutes
Town Administrator
2. 7:10 PM Interviews of legal firms as recommended by the Town Counsel Screening Committee:
 - 1) Segal, Edelstein, Bussone and Fallon, LLP
 - 2) Mead, Talerman and Costa, LLC
3. 8:10 PM Presentation by Senator Bruce Tarr of a citation to the Middleton Police Department from the Massachusetts State Senate in honor of Middleton Reserve Police Officer Michele Nowak
4. 8:20 PM Vote on request from Attorney Jill Mann for the Board of Selectmen to waive its rights, pursuant to MGL 61A, Section 14, to act on their right of first refusal to purchase a portion of a parcel of land transferring out the Chapter 61A (agricultural exemption) program located behind 230 South Main Street, Assessors Map 30, Lot 188C for use as a solar energy project
5. 8:30 PM Request of Philomena Rago, of 62 Peaslee Circle, to waive the Oakdale Cemetery rules and regulations to permit a larger headstone at Oakdale Cemetery
6. 8:40 PM Review of November 7, 2017 Special Town Meeting
7. 9:00 PM Acceptance of quitclaim deed for Lots 166, 166A and 167, located on Glen Road in Middleton, Massachusetts, from Joan Mason and Cynthia Perry a/k/a Cynthia Mason-Triana, for conservation purposes as authorized by MGL C40, Section 8C
8. 9:05 PM Vote to accept a donation of \$640 from Christine Lindberg of 9 Lake Street on behalf of a group of donors, to the Middleton Food Bank
9. 9:10 PM Vote to appoint Judith Schneider as a Member the Middleton Board of Health through June 30, 2018
10. 9:20 PM Vote to appoint Srdjan Perisic as an Alternate Member of the Middleton Recreation Commission through June 30, 2018
11. 9:25 PM New Business: Reserved for topics that the Chair did not reasonably anticipate would be discussed

The Board reserves the right to consider items on the agenda out of order. Not all items listed may in fact be discussed and other items not listed may also be brought up for discussion to the extent permitted by law.

Board of Selectmen Meeting
November 7, 2017
6:30 p.m.
Howe Manning School
Room 250

Call to Order – Chairman Brian Cresta called the meeting to order at 6:37 p.m. Also present were Mr. Kosta Prentakis, Mr. Rick Kassiotis, Mr. Timothy Houten, Town Administrator, Andrew Sheehan and Assistant Town Administrator Mr. Ryan Ferrara.

Warrant – The Payroll Warrant totaled \$720,075. The Payables Warrant totaled \$300,892 and includes \$4,998 for plantings at Rubchinuk Park and \$45,160 for IT related expenses at the elementary schools.

Mr. Kassiotis made a motion to approve the Warrants. Mr. Prentakis seconded the motion and all were in favor.

Minutes – *Mr. Prentakis made a motion to accept the October 24, 2017 Board of Selectmen Open Session Minutes as written. Mr. Houten seconded the motion and all were in favor.*

Mr. Moreschi and Town Counsel, Tom Fallon entered the meeting at 6:43 p.m.

Town Administrator's Report – Delayed until later in the meeting

Vote to recommend Article 6 of the November 7, 2017 Special Town Meeting Warrant authorizing the Board of Selectmen to enter into a Payment in Lieu of Taxes (PILOT) agreement with HG Solar Systems, LLC with respect to a solar energy project located behind 230 South Main Street – Chairman Cresta asked the Board if there were any questions regarding Article 6. The purpose of the agenda item was to affirm to Town Meeting, HG Solar and HG Solar's investors that the Board supports the PILOT agreement per the terms in the Town's October 24, 2017 letter to HG Solar. *Mr. Prentakis made a motion for the Board to support Article 6. Mr. Houten seconded the motion and all were in favor.*

Vote to Appoint Steven Melanson as a part-time Alternate Local Building Inspector through June 30, 2018 – *Mr. Prentakis made a motion to appoint Steven Melanson as part-time Alternate Local Building Inspector through June 30, 2018. Mr. Moreschi seconded the motion and all were in favor.*

Town Administrator's Report – Mr. Sheehan highlighted the correspondence handed out at the meeting regarding the Chief of Police's request to the Finance Committee for an \$11,000 transfer to pay for the Town's portion of an insurance settlement for a totaled police cruiser. The November 1st memorandum also discussed a recent meeting between the Chief of Police and Sheriff Coppinger at which Sheriff Coppinger expressed his intention to discontinue the Memorandum of Agreement between the Town and the Sheriff's Office which annually provides the Town, in our role as host community for the Middleton Jail, training and equipment to the Fire Department, worth approximately \$8,000, and two police cruisers, worth approximately \$80,000.

Mr. Cresta expressed is strong displeasure with Sheriff Coppinger's disavowal of the Memorandum of Agreement with the Town and asked that a discussion of the Essex County Regional Emergency Communications Center be added to the next BOS meeting agenda. Additionally, Mr. Cresta requested that Mr. Sheehan forward the Memorandum of Agreement (MOA) between the Sheriff and the Town be forwarded to Town Counsel to determine what options might be available to the Town to enforce the agreement. Mr. Sheehan indicated he would add an agenda item to the next Board of Selectmen's meeting scheduled for November 21st and will forward the MOA to Town Counsel.

New Business: There was no new business.

Mr. Prentakis made a motion to adjourn the meeting. The meeting was adjourned at 6:49 p.m.

Respectfully Submitted,

Ryan Ferrara

Ryan Ferrara, Assistant Town Administrator

Kosta Prentakis, Clerk

Board of Selectmen Meeting

November 22, 2016

7:00 p.m.

Fuller Meadow School

Nathan Media Room

Call to Order – Chairman Timothy Houten called the meeting to order at 7:05 p.m. Also present were Mr. Kosta Prentakis, Mr. Brian Cresta, Mr. Todd Moreschi, Mr. Rick Kassiotis, Town Administrator Mr. Andrew Sheehan and Assistant Town Administrator Mr. Ryan Ferrara. Chairman Houten announced that the meeting is being recorded.

Minutes

Mr. Cresta made a motion to accept the August 2, 2016 Open and Executive Session Minutes and October 18, 2016 Open Session Minutes.

Mr. Kassiotis seconded the motion and all were in favor.

Warrant – The Payroll Warrant totaled \$654,178. The Payables Warrant totaled \$3,305,384 and includes \$21,466 for paving, \$553,167 for the purchase of power and \$2,279,102 for the Masconomet Assessment. *Mr. Prentakis made a motion to accept the warrants.*

Mr. Cresta seconded the motion and all were in favor.

Town Administrators report

- **Early Voting and Election November 8** – 40% turn out for voting overall was a success. It has its challenges but overall turn out was 80% which is typical but made the election day a little more manageable. Mr. Cresta brought up that the location for early voting should be reconsidered. Mr. Sheehan agreed.
- **Veteran's Day** – the Veterans Services Agent Ted Butler hosted a nice event for Veteran's Day. Mr. Sheehan thanked both the Boy Scouts and Mr. Butler.
- **Henry Tragert Common** – Work has been completed on the Henry Tragert Common behind Memorial Hall. This includes the replacement of curbing, pathways and the transitional areas. The project will be finalized next calendar year.
- **River Street Water Main Extension Project** – The project should be complete on Friday. There is roughly 400 feet left to completion. The next step is to reconnect the service connections. Testing has also been completed on half of the main line. The project went well and is actually finishing up a few weeks earlier than anticipated.
- **Facility Building Study** – Gienapp Design was hired to review the Town's facility needs. The DPW building and The Flint Public Library will have a more abbreviated study done. Gienapp has already worked on other projects in both Memorial Hall and the Fire Station and is familiar with both buildings.
- **Meeting Packets** – This was the first week we have posted the board packets digitally. They will be posted along with the agenda on the Town website.
- **Lola Anderson** – Chief James DiGianvittorio hosted a donation through Cops for Kids on behalf of Lola Anderson. She has battled cancer most of her young life. Chief DiGianvittorio was thanked for coordinating the event and gratitude was expressed to all those who made donations to the family. The selectmen will also be making a donation through the Mansfield Fund.
- **Chief James DiGianvittorio** – Chief DiGianvittorio will be sworn in as the President of the Massachusetts Chiefs Association on December 15th. This appointment is an honor for both the Chief and the Town.
- **Master Plan Survey** – There is a survey online for residents to provide input on future planning for the Town.

- **Electronics Fee**- Beginning December 1st there will be a \$15.00 disposal fee required for disposal of electronics at the transfer station. The sticker will need to be purchased prior to drop off at Memorial Hall.
- **Belinda Young**- Recently had received her Treasurers' certification and has graduated the Supervisory Leadership Development program.
- **Finance Team**- The town's finance team is working on closing out Fiscal Year 2017 and getting ready for the tax rate hearing in December. The increase is estimated to be less than ten cents per thousand.
- **Fiscal Year 2018** - A memo was handed out to BOS to help fine tune some of our processes and procedures with the upcoming FY18 budget process. Once the memo has been reviewed by the BOS, the memorandum can be discussed in more detail at a future meeting.

Masconomet Regional School District FY18 budget update from School Committee member Teresa Buono-

- The enrollment is decreasing in the Tri-Town and for Middleton it is down .37%, which will impact our community contribution. Masconomet is performing an enrollment and staffing analysis. The meetings will be throughout December and the board will be kept informed of the meeting times and dates. There will be a budget report issued once this is completed. The meetings will be over a course of 4 days.
- **Facility assessment by Habeeb and Associates Architects** - The School Committee met with the architects and discussed the report and requested a more detailed report including timelines. The draft of the report is expected to be available by the end of the fiscal year as this will also have an impact on the budget.
- **Telecommunication System** - Boxford did not have enough time last year to include this in their budget, so the school committee will be bringing it in front of the Board of Selectmen again this January for approval.
- **School Start Times** - The School Committee continues to discuss the start times. There are four potential options, but no decision has been made yet. The bus routes will also be evaluated to ensure they are efficient as well as how the routes will best work with proposed start times. This will include Tri-Town not just Masconomet High School.
- **Vision 2025** - The strategic plans for the next 10 years will be available in the second half of the school year.

Entertainment and Common Victualler License change of name request by Optigolf New England, LLC, located at 216-220 South Main Street, from 'Optigolf New England, LLC' to 'The Clubhouse Golf and Entertainment, LLC by Attorney Jill Mann – Atty. Jill Mann is representing The Clubhouse Golf and Entertainment. The liquor license was previously changed at an earlier meeting. The request is to ensure the entertainment license is consistent with the new business name.

Mr. Cresta made a motion to approve the transfer application for an Entertainment and Common Victualler License change of name request by Optigolf New England, LLC, located at 216-220 South Main Street, from 'Optigolf New England, LLC' to 'The Clubhouse Golf and Entertainment, LLC.

Mr. Moreschi seconded the motion and all were in favor.

Vote to accept a conservation restriction (CR), per MGL Chapter 40, Section 8C, granted by Philip Colosi and Joanne Colosi, as Trustees of PC Development Realty Trust, for a parcel of land located at Ohlson Way, Essex South District Registry of Deeds Book 33666, Page 267, with rights reserved under the Deed recorded in Book 34717, Page 554, to the Town of Middleton by Attorney Jill Mann – This parcel is located along the Ipswich River and requires approval of Executive Office of Environmental Affairs, once this approved, the other CRs for East Meadow, Ridgewood, and Nathan Lane. The application once approved will be used for all properties to ensure the rights of the Town will be consistent. Parcels from Ridgewood and East Meadow will have the 100 Feet, but this will also include a 20 foot right-of-way for residents to access to the Ipswich River. There will be no direct access to the easement through the properties. *Mr. Cresta made a motion to accept a conservation restriction, per MGL Chapter 40, Section 8C, granted by Philip Colosi and Joanne Colosi, as Trustees of PC Development Realty Trust, for a parcel of land located at Ohlson Way, Essex South District Registry of Deeds*

Book 33666, Page 267, with rights reserved under the Deed recorded in Book 34717, Page 554, to the Town of Middleton.

Mr. Kassiotis seconded the motion and all were in favor.

Request to establish a Cable Television Advisory Committee to assist with the renegotiation of the Verizon and Comcast cable television licenses with the Town – Mr. Sheehan stated previously the Town had a Committee of five people to assist in renegotiating the cable contract. He requested that the committee be reinstated. The Board will consist of Town Administrator and Assistant Town Administrator and three members at large. The Board instructed the Town Administrator to advertise for 3 members at large and will appoint the members at a later date.

Mr. Cresta made a motion to establish a Cable Television Advisory Committee to assist with the renegotiation of the Verizon and Comcast cable television licenses with the Town.

Mr. Moreschi seconded the motion and all were in favor.

Chairman Houten recused himself regarding discussion of Rusty's Bottle Shop.

Continuation of Public Hearing from the October 25, 2016 Board of Selectmen's meeting: Retail package goods store license revocation hearing for Rusty's Bottle Shop (21 South Main Street, licensee Alan Karahalis) – Atty. Demakis addressed the Board and stated that the transaction is a cash transaction and he is just waiting to hear from the Alcoholic Beverages Control Commission (ABCC). Mr. Prentakis suggested if the deal has closed by the new continuation date of December 20, 2016, to please inform the board as there will be no need to come in for an update. Mr. Ferrara reaffirmed what Mr. Cresta had said in previous meetings that maintaining the operating schedule is crucial until the sale is complete. *Mr. Cresta made a motion to continue the public hearing to December 20, 2016 to discuss potential revocation of the package store license for Rusty's Bottle Shop located at 21 South Main Street, Manager Alan Karahalis.*

Mr. Moreschi seconded the motion and all were in favor.

Chairman Houten returned to session.

Vote to appoint Michelle Creasi as an alternate member to the Recreation Commission through June 30, 2017 – Mr. Cresta said she couldn't make a better appointment, with no further comments.

Mr. Prentakis made a motion to appoint Michelle Creasi as an alternate member to the Recreation Commission through June 30, 2019. Mr. Moreschi seconded the motion and all were in favor.

Vote to appoint Richard Gilman to the Middleton Cultural Council through June 30, 2019 –

Mr. Prentakis made a motion to appoint Richard Gilman to the Middleton Cultural Council through June 30, 2019. Mr. Moreschi seconded the motion and all were in favor.

Request to replace Susan Gannon as a member of the Municipal Tax Relief Committee with Ronald Draper, resident of 6 Acorn Street, through June 30, 2018, to ensure compliance with Massachusetts General Law Chapter 60, Section 3D - Mr. Draper addressed the board if they have any questions. Mr. Ryan Ferrara clarified that Susan Gannon is being replaced in accordance with the Mass General Law that requires the member to be a resident, and Susan Gannon is no longer a resident of Middleton. Mr. Cresta mentioned Mr. Draper has been on a number of committees in town including a previous Cable Advisory Committee.

Mr. Cresta made a motion to appoint Ronald Draper, resident of 6 Acorn Street, through June 30, 2019, to ensure compliance with Massachusetts General Law Chapter 60, Section 3D. Mr. Prentakis seconded the motion all were in favor.

Preliminary review of potential Charter amendments - Mr. Sheehan discussed the proposed motions to below to be discussed as a change to the charter.

- On petition of the Board of Selectmen, Town Clerk, and Town Moderator to see if the

Town will vote to authorize the Board of Selectmen to petition the General Court for special legislation in the form set out below amending the Town Charter to change the term of the Moderator from one (1) year to three (3) years and to change the day of the annual Town election from Monday to Tuesday.

SECTION 1. The Middleton Home Rule Charter, which was adopted at the Annual Town Election held on May 20, 1974, is hereby amended by striking words "one year" and inserting in its place the words "three year" in Section 2-5-1.

SECTION 2. Section 3-1-1 of said charter is amended by striking out the word "Monday" and inserting in its place the word "Tuesday".

SECTION 3. This act shall take effect upon passage.

Or take any other action relative to.

- On petition of the Board of Selectmen to see if the Town will vote to amend Chapter 56 of the Middleton Code/ Section 56-3, Hours for Special Town Meetings, by changing the start time of Special Town Meetings from no earlier than 7:30PM to no earlier than 7:00 PM or such other time called by the Board of Selectmen. Section 56-3 will read: "No Special Town Meeting shall be called to assemble earlier than 7:00 PM or such other time as the Board of Selectmen may call; and no Special Town Meeting shall be called to assemble later than 9:00PM " ; or take any other action relative thereto.

Mr. Houten expressed his interest in assisting with review of the Charter. Mr. Cresta suggested the Constables term also be changed to a three year term as well.

Preliminary discussion of interest in a tax increment financing agreement for a business relocating to Middleton - A business, who requested to remain anonymous, is looking to move to Middleton. They have had discussion Massachusetts Office of Business Development and the tax credits they may receive based on a Tax Increment Financing (TIF) agreement.

Kosta wanted to make sure that allowing a TIF will not directly compete with current businesses in town. Mr. Sheehan said there isn't a current business that would be competition. This would be doubling the size of their current location. Mr. Houten would like to appoint Mr. Prentakis to represent the Board in further discussions and report back to the Board.

Vote to designate a member of the Board of Selectmen to approve all bills, drafts, orders and payrolls provided the designated member shall make available to the board at the first meeting following such action, a record of such actions, per Chapter 218, Sections 57 and 58 (An Act to Modernize Municipal Finance and Government) - Mr. Sheehan stated that this would be utilized mostly during the summer months when there may be fewer meetings or if there is need to meet off-schedule. This measure would give one member of the BOs the authority to approve of the bi-weekly warrant. No vote is required, the vote will need to be made when deemed necessary.

Discussion of implications regarding passing of Question #4: Legalization, Regulation, and Taxation of Marijuana, passed by Massachusetts voters on November 8, 2016 - Mr. Sheehan discussed the requirements for this in order to pass at the local level. He stated there are two portions to this, local possession and growing and the retail of recreational marijuana. There would need to be a citizen petition signed by 10% of registered voters which for Middleton would need 519 signatures. This will be the only way it goes to ballot at the 2018 state election. This does not fall under medical marijuana and would need to have zoning laid out as well. Mr. Cresta stated that there needs to be further clarification on these items and there are several items that need to be addressed at the local and state level. There are still lots of questions surrounding regulation of this, how it

will be regulated by authorities. The Board should watch closely to see how the Commonwealth offers guidance as well as MMA. Mr. Sheehan recommended instituting a moratorium until further clarification can be provided by the state. It was agreed that further discussion is needed.

New Business

Mr. Prentakis released the state Community Preservation Act (CPA) match for the Fiscal Year 2017 budget, in the amount of 40,318. We had projected to receive 29,391, there are two contributing factors. One, the match percentage is higher than estimated and two, the match is on a higher base, we under estimated the amount of the local receipts in 2016.

Winter Festival December 3rd begins at 4:00 at the Flint Public Library and moves across the way to the Richardson's green for further festivities.

Mr. Houten also reminded residents of the new recycling fee for electronics and to be respectful to the employees as the process changes.

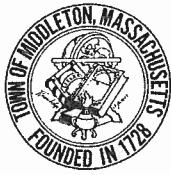
Executive Session pursuant to MGL, 30A (21(a)(3) To conduct strategy sessions in preparation for negotiations with nonunion personnel or to conduct collective bargaining sessions or contract negotiations with non-union personnel. Mr. Kassiotis using a roll call vote with the following voting in favor: Chairman Houten, Mr. Prentakis, Mr. Moreschi, Mr. Cresta and Mr. Kassiotis. Mr. Sheehan and Mr. Ferrara were also invited to attend. The meeting went into Executive Session at 8:21 PM.

Respectfully submitted,

Michelle Creasi

Michelle Creasi, Recording Secretary

Kosta Prentakis, Clerk

**OFFICE OF THE TOWN ADMINISTRATOR**

Town of Middleton
Memorial Hall
48 South Main Street
Middleton, MA 01949-2253
978-777-3617
www.middletonma.gov

MEMORANDUM

TO: Board of Selectmen

FROM: Andrew J. Sheehan, Town Administrator

SUBJ.: Town Counsel Selection

DATE: November 17, 2017

The Board previously instructed this office to explore a change in Town Counsel services. Legal services are exempt from the Uniform Procurement Act, Chapter 30B. However, in order to abide by the statute's spirit of openness, my office prepared a simple request for proposals. We distributed the RFP and received proposals from eight (8) firms or individuals.

After receiving proposals, I convened a working group to review proposals. The working group consisted of Assistant Town Administrator Ryan Ferrara, Town Clerk Ilene Twiss, Town Moderator Lynn Murphy, and me. As noted in my June 15, 2017 memo, the plan was to review proposals and forward a small number of finalists to the Board of Selectmen to conduct interviews and render a decision.

After reviewing the eight proposals, the working group narrowed the field to two firms. They are incumbent Town Counsel Tom Fallon of Segal, Edelstein, Bussone and Fallon, LLP (SEBF) of Beverly and Mead, Talerman & Costa, LLC (MTC) of Newburyport. One of the concerns of the working group was that we might get lost in the shuffle if we were represented by a large firm. This led us to focus on smaller firms that would be more responsive.

We feel these two firms will be responsive to Middleton's needs and give the Town a clear choice. SEBF and its principal, Tom Fallon, is a one person shop with a long history of providing counsel services to Middleton. MTC is a firm with eight attorneys with expertise in various municipal law practice areas. I have had a good working relationship with Tom Fallon during my two years in Middleton and worked previously with Jason Talerman, one of the principals of MTC when he was with another firm.

The price proposals by the two firms are not dramatically different and cost should not form the basis of the decision. Also, the existing appointment of SEBF runs through the end of the calendar year. Therefore, the Board need not feel pressure to make a final decision on November 21.

I look forward to discussing this in more depth with the Board.

PROPOSAL FOR TOWN COUNSEL SERVICES

TOWN OF MIDDLETON

THOMAS C. FALLON
SEGAL, EDELSTEIN, BUSSONE & FALLON, LLP
900 Cummings Center, Suite 306-T
Beverly, MA 01915
(978) 927-2211
TFallon@sebflaw.com

PROPOSAL FOR TOWN COUNSEL SERVICES

In accordance with your request for proposals, received on August 16, 2017, I hereby submit the following proposal for Town Counsel services:

1. For a monthly fee of \$2,000.00 and/or annual fee of \$24,000.00, I will perform the following services:

Review of contracts and procurement issues;

Administrative law questions, such as open meeting law, public records law, municipal finance law, and administrative processes;

Environmental advisory opinions;

Ethics/conflict of interest advice;

Land use advice to boards, commissions, and staff;

Zoning issues for the Building Commissioner, Town Planner, Board of Appeals, Planning Board, and other related boards and staff;

Town meetings, including preparation of the warrant, home rule petitions, motions for use at Town Meeting, and attendance at Annual and Special Town Meetings;

Attendance at occasional but infrequent Board of Selectmen meetings or meetings of other boards and committees;

Training on particular subject matter areas, such as but not limited to conflict of interest, open meeting, and public records laws at least once per calendar year and more frequently if required; and

Act as a resource and provide legal advice to the Board of Selectmen and Town Administrator as needed.

2. For an hourly fee of \$200.00, I will perform all other matters which would include trial work; litigation; arbitration hearings; and administrative hearings.

As an alternative, for an annual fee of \$60,000.00, I will provide all services listed in paragraphs 1 and 2 supra, which continues the form of engagement between the Town and Segal, Edelstein, Bussone & Fallon, LLP, which precedes my employment with the firm in 1982.

PROPOSAL FOR TOWN COUNSEL SERVICES
PAGE TWO

The advantages to the Town for the alternative proposal, are that for the months of May through July, 2017, the average monthly hours provided to the Town amount to 41 hours, the majority of which involved litigation matters, for which the Town is requesting an hourly fee. Based upon the foregoing, billings to the Town, for Town Counsel services under paragraphs 1 and 2 supra, could exceed \$8,000.00 per month, or \$96,000.00 annually, which is more consistent with the law department budget in every surrounding community, than the alternative proposal herein quoted.

As a further example of the benefits to the Town of the alternative proposal, reference is made to Deacon v. Town of Middleton and Middleton ZBA. The trial of this case was crucial to the Town because a finding that the Town unlawfully withheld a building permit and refused the Candlelight's reopening was Deacon's theory of liability in a subsequent lawsuit seeking over a million dollars of damages against the Town. The Court made the opposite determination which subsequently resulted in the dismissal of the million dollar lawsuit. This crucial trial, which was heard for five days, over a ten day period in Newburyport Superior Court trial days involved preparation early in the morning prior to the 9:00 a.m., start; actual trial; and preparation into the night afterwards. This continued through the end of trial, including preparation during weekends. This schedule alone, during the Deacon ten day period, at \$200.00/hr. would amount to \$24,000.00, and then if you account for the time spent in the four weeks prior to trial in assembling the exhibits; preparing direct and cross-examination; and motions and arguments for trial, you are looking at a \$40,000.00 - \$50,000.00 cost incurred in trial and pre-trial preparations. This figure does not take into account the pleadings; depositions; motions; and discovery that occurs in the two to three year period preceding the trial which could easily amount to a \$20,000.00 fee, and all of these fees are standard throughout the profession. Obviously, the alternative proposal of \$60,000.00 total, is far more advantageous to the Town, as evidenced by the fact that Town Counsel never billed, nor received, additional payment for the Deacon case, despite the extraordinary hours expended in same.

3. A. Thomas C. Fallon will be providing counsel to the Town of Middleton, and his resume is attached.

B. The firm currently provides Town Counsel services to the Town of Middleton.

C. Segal, Edelstein, Bussone & Fallon, LLP, has provided counsel in litigation involving the Beverly Board of Alderman in 1993-1994; was labor counsel for the Beverly Housing Authority for ten (10) years until the labor union disbanded; and filled in for the Town of Ipswich Town Counsel due to vacations and conflicts.

PROPOSAL FOR TOWN COUNSEL SERVICES

PAGE THREE

D. The firm has litigated the following significant Massachusetts cases:

(1) Jack Quigley, et al v. City of Beverly, West Beach Corporation

Elected Home Rule Charter Commission lacks authority to enact revisions to City Charter resulting in eminent domain (represented West Beach Corporation).

(2) City of Beverly v. AFSCME, 2014-P-0241 (FAR denied)

Arbitration Award of 13 years back pay, with other benefits, does not violate public policy, nor G.L. c. 150E, § 7(a). Evergreen Clause in CBA not rendered invalid by Boston Housing v. National Conference of Fireman and Oilers, Local 3, as CBA predates Supreme Judicial Court opinion (represented AFSCME). Appeals Court affirmed, further appellate review to SJC denied.

(3) Thomas Scully v. Beverly Contributory Retirement Bd., 2010-P-0943

Pension forfeiture not warranted unless employee convicted of crimes related to employment; and this requires use of employment resources in some manner or violation of fundamental tenet of position (represented employee). Appeals Court decision repeatedly cited in all appellate forfeiture cases.

(4) Donna Johnson, et al v. Town of Middleton, et al, 2004-P-1118

Town's not liable for trespass, nor obligated to remove water mains even though no express easement from owners of land in question. Easement either implicit in conveyance of RR system, or prescriptive. Appeals Court may affirm decision of Trial Court on a different theory than Trial Court determined. Further appellate review to SJC denied (represented Town). Adverse decision would have resulted in removal of Town infrastructure and award of damages from date of installation in late 1800's to present.

(5) Middleton Water Park v. Town of Middleton and Middleton ZBA

Action for declaratory relief, and for damages for lost profits regarding denial of building permit for construction of Water Park on Rte. 114 in Middleton. Adverse decision could have caused severe financial impact to Town, regarding lost profit claim (represented Town).

(6) Judson Deacon v. Town of Middleton and Middleton ZBA

Town had authority to refuse to issue building permit, notwithstanding by-law authorizing landowner to rebuild within two (2) years of fire. Deacon filed companion case seeking in excess of \$1,000,000.00 in damages for lost profits as a consequence of Town's refusal to issue building permit, and adverse decision in this lawsuit would have resulted in Town liability for same (represented Town). Essex Superior Court dismissed that case last month and later on this year Town's Counterclaim for injunction and fines will be tried.

PROPOSAL FOR TOWN COUNSEL SERVICES

PAGE FOUR

(7) Town of Middleton v. Alcoholic Beverages Control Commission

Board of Selectmen decision to deny liquor license was not arbitrary and capricious and Board has discretion in its determination, notwithstanding contrary opinion of ABCC. Certiorari action (represented Town).

(8) McAuley v. Planning Board of Middleton

Appeal from Planning Board denial of ANR with demand for attorney's fees and damages pursuant to G.L. c. 41, due to "bad faith denial." Planner on record had advised Board that the Plan met all legal requirements and therefore required endorsement and Board denied notwithstanding. Case settled without payment of fees and damages.

(9) Evergreen Estates Condominiums and Department of Environmental Protection v. Town of Middleton and Middleton Board of Health

Unsuccessful claim of condominium trustee and DEP against Town for damages due to quality of water. Represented Town and no financial impact occurred.

E. Municipal References:

- (1) Ira Singer, former Town Administrator, Town of Middleton
21B Madison Street, Newburyport, MA 01950/(978) 828-0754
- (2) Andrew J. Sheehan, Town Administrator, Town of Middleton
48 South Main Street, Middleton, MA 01949/ (978) 777-3617
- (3) Ryan Ferrara, Assistant Town Administrator, Town of Middleton
48 South Main Street, Middleton, MA 01949/ (978)777-3617

F. Thomas C. Fallon has represented the Town of Middleton, first as labor counsel, then as Assistant Town Counsel, and subsequently Town Counsel, since 1982, and his law firm has represented the Town, preceding 1982. As such, he is very familiar with the Town's By-Laws, practices, procedures, and its customs. He is also very familiar with various reactions and responses from the trial courts and administrative agencies, to the Town's customs and procedures.

The original charge given to Thomas C. Fallon was to assist the Town in avoiding liability and the Town has been able to do so since 1982, despite various lawsuits and arbitrations against the Town, some of which are detailed in the preceding section. Others include the police union arbitration claim regarding the three plus year suspension of Officer Peachey which was resolved without any monetary payment; the clerical union arbitration seeking an across the board unit raise comparable to the raise given one member by the Board of Selectmen outside the collective bargaining process which was resolved without said across the board raise; and the claim and

PROPOSAL FOR TOWN COUNSEL SERVICES

PAGE FIVE

settlement involving the general contractor for the Flint Library where the Town successfully avoided over \$350,000.00 in payments sought by the general contractor. In addition to the favorable outcomes in the lawsuits and arbitration claims filed, the fact that the Town has been able to avoid expensive appeals, unfavorable declaratory judgments, punitive judgments and compulsory actions by virtue of advice rendered and litigation avoidance strategies, cannot be overlooked and the absence of any such detrimental judgments in the last 35 years is somewhat notable. Obviously the reasonableness of the Town and its officials and boards is crucial to the favorable litigation record, but there is also a substantial monetary value, both in amounts saved and time incurred, in knowing the history of the Town and many of the active citizens, developers, and Town officials, and having experience dealing with same, for the last 35 years.

A survey of twelve (12) communities surrounding Middleton reveal that some communities have salaried law department personnel; some pay on an hourly basis; some have in-house counsel; some outside counsel; and some have a combination of all of the foregoing. Of the twelve (12) communities, one was comparable to Middleton, with payment of \$52,000.00, and all others exceeded the Town budget, some by double, triple, and even ten times the amount Middleton budgets for same. The Town has been able to achieve this due to Town Counsel's long standing representation of the Town and personal attention to the needs of the Town.

THOMAS C. FALLON
SEGAL, EDELSTEIN, BUSSONE & FALLON, LLP
900 CUMMINGS CENTER, SUITE 306-T
BEVERLY, MA 01915
TEL: (978) 927-2211 – FAX: (978) 922-0661
E-MAIL: TFALLON@SEBFLAW.COM

CAREER SUMMARY

Broad-based, varied legal practice with emphasis in municipal law and trial and litigation management. Practice also includes collective bargaining, employment litigation, and domestic relations.

Jury and non-jury trial and litigation experience; appellate experience, including briefing and/or argument; and alternative dispute resolution experience, including arbitrations before the American Arbitration Association and various other arbitration and mediation programs.

Appearances before administrative agencies including the Massachusetts Commission Against Discrimination; Alcoholic Beverages Control Commission; Joint Labor Management Committee for Municipal Police and Fire; Massachusetts Division of Labor Relations; Appellate Tax Board; and State Building Code Appeals Board.

Named a “Massachusetts Super Lawyer” by the publishers of Boston Magazine, and cases have been the subject of frequent press coverage by the local and national press.

PROFESSIONAL EXPERIENCE

PRINCIPAL

Segal, Edelstein, Bussone & Fallon, LLP
1982 to date

Beverly, Massachusetts

My primary specialty includes municipal law, with all facets of same covered. Representation includes attendance and rendering of advice at Annual Town Meetings; Special Town Meetings; and Board of Selectmen meetings and hearings; collective bargaining with police, fire and clerical unions; land use litigation concerning appeals of decisions of municipal boards such as zoning, planning and conservation commission; representation of Town at ABCC, MCAD, Joint Labor Management, and State Building Code Appeals Board; and representation of Town and Town Boards at District Court, Superior Court, and Land Court in all types of arbitration and litigation including appeals to Appeals Court and Supreme Judicial Court. My secondary specialty includes municipal pension forfeitures; trial and litigation management; and over 35 years' experience examining residential and commercial titles and handling complex title issues such as quiet/establish title, survey and access issues. I served as Town Counsel for the Town of Middleton from 1998-2017, and served as Assistant Town Counsel for the Town of Middleton from 1983-1998. I served as labor negotiator for the Beverly Housing Authority, Beverly, Massachusetts; and am a former City Alderman (Ward 6 - Beverly, Massachusetts); and represented former Board of Alderman, Beverly, Massachusetts.

PROFESSIONAL ASSOCIATIONS

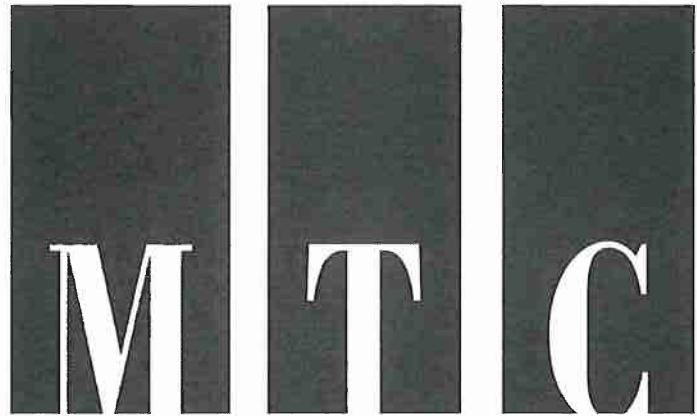
The Real Estate Bar Association for Massachusetts
City Solicitors and Town Counsel Association
Massachusetts Bar Association
Essex County Bar Association
Salem Bar Association

BAR ADMISSIONS

Massachusetts; United States District Court, Massachusetts; United States Supreme Court;
United States Court of Appeals, First Circuit.

EDUCATION

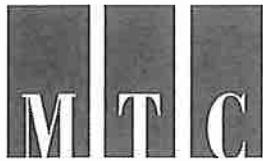
Syracuse University Law School 1982.



RESPONSE TO REQUEST FOR PROPOSALS
Town Counsel Services - Middleton, MA

Mead, Talerman & Costa, LLC
30 Green Street
Newburyport, MA 01950
978-463-7700
www.mtclawyers.com

September 2017



Mead, Talerman & Costa, LLC
Attorneys at Law

30 Green Street
Newburyport, MA 01950.

Phone 978.463.7700
Fax 978.463.7747

www.mtclawyers.com

September 12, 2017

Andrew J. Sheehan, Town Administrator
Town of Middleton
48 South Main Street
Middleton, MA 01949

Re: Town Counsel Services

Dear Mr. Sheehan:

On behalf of Mead, Talerman & Costa, LLC (“MTC”), we are pleased to submit this Proposal for Town Counsel Services. For the reasons set forth in the materials that accompany this letter, we feel that MTC would be an ideal fit as Town Counsel for Middleton.

MTC presently serves as Town Counsel for the Towns of Ashland, Bellingham, Berkley, Deerfield, Easton, Hanson, Holliston, Lunenburg, Kingston, Maynard, Rehoboth, and Yarmouth, and also provides general legal counsel services to the Towns of Marblehead and Douglas, where we serve as co-Town Counsel. We also represent dozens of other local boards and commissions across the Commonwealth on a wide variety of matters relating to general municipal law, land use, planning and environmental law.

Included for your information and review are: responses to your RFP, a detailed Fee Proposal; a comprehensive document that includes a description of the firm, attorney resumes, a description of the firm’s municipal projects; and a list of references. The enclosed materials offer a thorough overview of the firm’s make-up and the qualifications and experience of its attorneys. As is noted in these materials, our attorneys have extensive experience and unique qualifications.

I have provided Town Counsel services to nearly a third of the municipalities in Massachusetts and am currently lead counsel in Douglas, Easton, Bellingham, Hanson, Holliston, Rehoboth, Kingston, and Yarmouth. I am also the Town Moderator in my hometown of Norfolk. Lisa Mead has extensive experience serving municipal clients in all phases of municipal governance. She is the former three-term Mayor for the City of Newburyport. She serves as MTC’s lead counsel in Ashland, Deerfield, Marblehead, and Maynard. Attorney Adam Costa, also a partner, has more than a decade of experience representing Cities and Towns, is MTC’s lead counsel in Lunenburg and regular advises other communities as special counsel on large-scale development projects. In addition to his litigation practice, Attorney Michael Kennefick has substantial experience in general municipal, labor and employment, construction, and land use and planning law. Attorney Kate

Feodoroff joined the firm in 2017 after serving as City Solicitor for the City of Brockton, where she advised the City on all phases of municipal law. Attorney Sarah Bellino, another of the firm's associates, provides expertise on a variety of municipal matters including employee conflict of interest issues, public procurement, and construction project development. Another recent addition to the firm, Robert Dignan has more than two decades of experience handling a wide range of real estate matters for public and private clients. Also new to the firm's growing roster of attorneys is Joel Quick, who recently completed a clerkship for Land Court Judge Gordon Piper.

We are an accessible, responsive law firm, which prides itself on its relationships with municipalities and their officials. Among the benefits of working with a small firm is direct access to its partners, associates and attorneys-of-counsel. We propose that I will be the primary contact and Lisa Mead would serve as immediate back up. Should you retain the firm for employment services, Attorney Feodoroff will be lead counsel on all such matters. This would ensure that you have at least one lead attorney available at all times on all phases of municipal law. We will delegate responsibilities to other attorneys as necessary and as requested by the Town. All of the firm's attorneys would regularly assist in providing the desired services as may be necessary. Given our wide range of expertise, it is unlikely that you would ever need to retain special counsel.

Upon reasonable notice, a member of the firm will be able to meet with local officials, attend board meetings or make other necessary appearances. The firm will provide periodic reports on ongoing matters as necessary, and will answer inquiries from boards, departments and/or officials in an expeditious manner. The firm will promptly respond to requests for legal opinions, will inquire as to the required timing of the request and will provide a written response by the deadline provided. MTC will also offer quarterly *office hours* as well as free seminars, as may be requested by the Town.

In the enclosed fee proposal, you will note that, as an alternative to hourly billing, we offer an alternative *flat fee* billing arrangement that has been tailored to Middleton's historical legal expenditures. This arrangement can allow for expansive and nearly unlimited access to Town Counsel. More importantly, the flat fee arrangement would provide an incentive to include Town Counsel in decision-making prior to the advent of disputes that could result in litigation. We employ a variety of flat fee arrangements in the Towns of Kingston, Bellingham, Holliston, Lunenburg, Rehoboth, Douglas, and Maynard with excellent results. I encourage you to contact the Administrators in these Towns to inquire further. Of course, we would be amenable to considering other billing arrangements as well. Should the Town wish to employ a conventional hourly rate, the firm's services are billed at a rate of \$180.00 per hour, regardless of whether the work is performed by a partner, associate or attorney-of-counsel. No additional charges are assessed for services provided by the firm's paralegals, staff and other personnel. Nor would the Town be charged for the firm's internal costs, such as clerical assistance, telephone services, utilities, routine copying costs or standard mailing fees. Filing fees, the cost of bulk copying, extraordinary mailing fees (i.e., the use of FedEx for time sensitive shipping), and direct costs associated with litigation such as deposition costs, however, are billed on a direct-cost basis.

Town of Middleton
September 12, 2017
Page 3 of 3

We would be pleased to meet with you to discuss our proposal, as would the other members of the firm. In the interim, please do not hesitate to call or email me if you have any questions or require any additional information that would be beneficial to your review of our proposal.

Thank you for your interest in our firm.

Very truly yours,



Jason Talerman

Enclosures

Town of Middleton - Request for Proposals
Town Counsel Services

Mead, Talerman & Costa, LLC
September 2017

**RESPONSE TO REQUEST FOR
PROPOSALS**
TOWN OF MIDDLETON
TOWN COUNSEL SERVICES

Mead, Talerman & Costa, LLC
www.mtclawyers.com

Our Offices

730 Main Street · Suite 1F · Millis · 508.376.8400

30 Green Street · Newburyport · 978.463.7700

Our Team

Lisa Mead BBO# 550901
Jason Talerman BBO# 567927
Adam Costa BBO# 667840
Sarah Bellino BBO# 674890
Bob Dignan BBO# 632207
Mike Kennefick BBO# 648004
Kate Feodoroff BBO# 657377
Joel Quick BBO# 694265

Please see the included Firm Summary for a comprehensive list of all our attorneys and their respective areas of practice and a comprehensive list of all of the Massachusetts municipalities our attorneys have represented.

Bar Admissions

All of the Firm's attorneys are licensed to practice in the Commonwealth of Massachusetts.

Notable Litigation

The principals of the Firm have been actively practicing municipal law for decades, representing hundreds of municipal clients. Below are some cases where our attorneys have had exceptionally favorable outcomes:

Chatham Bars Inn v. Town of Chatham, Attorney Talerman successfully obtained dismissal of claims relating to the enforceability of restrictions on vital fish pier property.

Baun, et al. v. Ashland Board of Selectmen, Attorney Adam Costa, with Attorney Lisa Mead as Second Chair: At Issue: Whether the Board of Selectmen was within its authority to enter into and subsequently extend a Purchase & Sale Agreement for the conveyance of a parcel of land for development of an age-restricted, affordable housing development, known as the Robert Hill Way project, and, in any event, whether the Agreement has now expired under its own terms. Status: Dismissed by the Superior Court upon motion by the Town and co-Defendant RHW Development, LLC. Appealed on July 2, 2014. Judgment affirmed by the Appeals Court. An Application for Further Appellate Review was filed but denied.

Laquidara, et al. v. Ashland Zoning Board of Appeals, et al. At Issue: Whether the Zoning Board of Appeals' modification of a comprehensive permit for the Robert Hill Way project, referenced above, was arbitrary and capricious, erroneous or in excess of the Board's discretion. *Laquidara*'s suit was dismissed by the Superior Court upon motion by the Town and co-Defendant RHW Development, LLC. *Laquidara*'s Motion for Reconsideration was denied and subsequently appealed. The appeal was dismissed by stipulation of the parties, with prejudice and without costs.

Town of Marblehead v. Fisher. At Issue: The Fishers' noncompliance with an enforcement order requiring that they cease and desist excessive feeding of wildlife at their 38 Longview Drive property in Marblehead. The feeding was alleged to have caused a rodent/pigeon infestation at the Fishers' property and at neighboring properties. Status: Preliminary injunction issued.

Chapman v. Picariello. At Issue: Whether the Police Chief acted within his discretion in denying an application for a license to carry firearms. Status: The Plaintiff's Petition for Judicial Review was denied, on summary judgment. No further appeal taken.

Town of Hanson v Anderson. Attorney Michael Kennefick with Jay Talerman as second Chair. After a nine (9) day jury trial, Attorney Kennefick obtained a favorable judgment requiring the demolition of an unsafe derelict structure.

Kupperstein v. Town of Easton Conservation Commission. Attorneys Kennefick and Talerman obtained Judgment in the Superior Court upholding the Conservation Commission's Enforcement Order regarding massive filling of a wetland.

Shimkus v. Southborough ZBA. After a two day trial, Attorney Talerman obtained judgment in favor of the ZBA upholding their decision regarding a zoning enforcement.

ISGW v. Town of Dudley. After lengthy proceedings, including a Land Court appeal, Attorney Talerman obtained zoning relief relating to the siting of a religious cemetery.

Our Approach to Providing Municipal Legal Services

Accessibility and Accountability

We have a firm commitment to responsiveness. Our system of using primary and secondary contacts ensure that all calls and emails are met with an immediate response. We have a policy of responding to all inquiries within twenty-four hours of their receipt. Our expertise and maturity in the area of municipal law allows for swift responses to requests for opinions and other legal advice. We are experienced in providing written opinions in a timely manner, ever mindful of our clients' time requirements.

Our extensive experience working for many communities allows us to utilize, adapt and customize existing forms and other materials in a cost-effective manner. From contracting to litigation, to Town Meeting and everything in between, our extensive library of forms and opinions allow us to operate quickly and comprehensively.

Attorney Talerman will be the Town's primary point of contact and Attorney Lisa Mead will serve as the secondary contact. In the event either the primary or secondary contacts are unavailable for a period of time, we arrange for one of our other attorneys to serve as contact in his or her absence. Attorney Feodoroff would serve as lead counsel on all labor-related matters.

Specific cases and major matters are assigned to one attorney who remains responsible for the matter until completion. As a matter of practice, we assign two attorneys to every piece of litigation to assure that there is coverage at all times. In all matters, one of the partners will retain primary responsibility.

There is a high level of communication among the attorneys in the firm which results in sharing information among ourselves ranging from research, information gleaned from conversations with state officials, and drafted documents. Our offices are connected such that each attorney's files are available to the rest of the team through a secure, cloud-based network.

Standard Form Contract Templates

Our representation comes with a fully customizable set of standard form contracts that simplify the contracting process with vendors, resulting in predictable, comprehensive coverage of the municipality's needs. Our form contracts are easy to use and are "pre-approved" by us, so the Town saves time and money on lengthy legal review while at the same time ensuring that the Town's interests are protected under any scenario.

Regular Updates and Employee Training

We regularly provide our clients with updates on changes to laws impacting municipalities, including land use, procurement, and other areas of municipal practice.

We provide, at no additional cost, two training seminars per year. Our training seminars build staff effectiveness and aid in the prevention of litigation. Additional training sessions can be developed and scheduled to fit the Town's needs.

Attorney Mead's training syllabi on the Open Meeting Law and the Conflict of Interest Law have been approved by the Public Employee Retirement Administration Commission to satisfy the continuing education requirements for Retirement Boards under G.L. c. 30, §20(7).

Litigation and Administrative Proceedings

As previously noted, two attorneys are assigned to all litigation matters. The lead attorney gathers the appropriate information, including documentation, prior decisions and similar case-related material and meets with relevant town employees to understand the issues related to the litigation. At the outset, we meet with the Town Administrator and the Board of Selectmen to understand how the Board wants to proceed, or not, with the matter in order to develop the best strategies. We maintain ongoing contact with the Town Administrator and Board of Selectmen to keep them informed as to the progress of the litigation as it proceeds.

By my signature, I certify that the information contained in this Response to Request for Proposals are complete and accurate, to the best of my knowledge and belief.

Signed: 

Date: September 12, 2017

REFERENCES

1. Town of Bellingham
Denis Fraine, Town Administrator
(508) 657-2802, dfraine@bellinghamma.org
Town Counsel since 2008
2. Town of Easton
Connor Read Town Administrator
(508) 230-0510, rread@eastonma.us
Town Counsel since 2010
3. Town of Kingston
Robert Fennessy, Town Administrator
(781) 585-0547, r Fennessy@kingstonmass.org
Town Counsel since 2009
4. Town of Ashland
Michael Herbert, Town Manager
(508) 532-7911, mherbert@ashlandmass.com
Town Counsel since 2007
5. Town of Maynard
Kevin Sweet, Town Administrator
(978) 897-1375, ksweet@TownofMaynard.net
Town Counsel since 2010
6. Town of Chatham
Jill Goldsmith, Town Manager
(508)-945-5105, jgoldsmith@chatham-ma.gov
Town Counsel from 2012 to 2015
7. Town of Southborough,
Mark Purple, Town Administrator
(508) 485-0710 mpurple@southboroughma.com
Special Town Counsel to Southborough since 2013
8. Town of Burlington
John Petrin, Town Administrator
(781) 270-1635 jpetrin@burlington.org
Special Counsel since 2015
9. Town of Rehoboth
Helen Dennen, Interim Town Administrator
(508) 252-3758, hdennen@town.rehoboth.ma.us
Town Counsel since 2012

Town of Middleton - Request for Proposals
Town Counsel Services

Mead, Talerman & Costa, LLC
September 2017

10. Town of Marblehead
John McGinn, Town Administrator
(781)631-0000, mcginnj@marblehead.org
Co-Town Counsel since 2005
11. Town of Hanson
Michael McCue, Town Administrator
(781) 293-2131, mmccue@HANSON-MA.gov
Town Counsel since 2014
12. Town of Holliston
Jeff Ritter, Town Administrator
(508) 429-0608, Ritterj@holliston.k12.ma.us
Town Counsel since 2017

Also see included Firm Summary which provides a comprehensive list of all municipalities, boards, and commissions the Firm has represented.

**RESPONSE TO REQUEST FOR PROPOSALS
TOWN OF MIDDLETON
TOWN COUNSEL SERVICES**

Fee Proposals

Our experienced administrative staff generate monthly invoices for each of our clients. Each invoice details the work performed, the hourly rate, if applicable, and by whom the work was performed. Invoices including expenses are similarly detailed. Our staff can create individualized sub-billing categories to fit the bookkeeping and organizational needs of the Town.

Proposal No. 1 – Flat Fee

1. The Firm proposes a flat monthly fee of \$5000.00, which shall include substantially all legal work performed by the firm's partners, associates and/or attorneys-of-counsel and related services performed by the firm's support staff. For the Town's convenience, all services provided by the firm will be itemized.
2. The flat fee includes all representation and legal opinions for general and land use matters as well as preparation for and attendance at Annual and/or Special Town Meetings, as necessary, and up to three (3) board hearings or meetings per month. Attendance at additional meetings per month will be billed at the firm's hourly rate of \$180.00 per hour.
3. The flat fee includes defense and prosecution of all customary land-use litigation, mediation and arbitration relating to zoning, planning, board of health and conservation, as well as defense and prosecution relating to general by-laws. All other litigation will be billed at the firm's hourly rate of \$180.00 per hour.
4. The flat fee does not encompass matters relating to labor and employment, given the variability of such matters. Such matters will be billed at the firm's hourly rate of \$180.00 per hour.
5. The flat fee includes all services relating to review of municipal contracts and procurement issues.
6. The flat fee includes representation of the Town on all significant licensing matters handled by the Board of Selectmen, including liquor licensing.
7. The flat fee does not cover general tax-title matters or routine hearings before the Appellate Tax Board that can be handled without counsel but does cover all ATB hearings on substantial matters that require the assistance of counsel. Nor does the flat fee include negotiation of cable services agreements, as such specialized items are generally handled by outside special counsel.
8. The flat fee does not include matters for which fees are required to be paid by permit applicants under G.L. Ch. 44, § 53G. For such matters, the Firm will bill at the rate of \$180.00 per hour.

9. The firm does not charge for work performed by paralegals and support staff.
10. The flat fee also includes quarterly office hours at Town Hall, as may be directed by the Town, as well as two (2) training seminars per year.
11. The firm's internal costs, such as telephone services, utilities and clerical assistance, are not the Town's responsibility. Nor are standard mailing fees or routine copying costs charged to the Town. Filing fees, the cost of bulk copying and extraordinary mailing fees (e.g. certified mailings, overnight mailings), recording costs, and costs for other similar items are billed on a direct basis. Expert consultant fees, title examinations and costs for stenographic transcripts shall also be the Town's responsibility.
12. For matters subject to hourly billing, the firm bills in increments of one-tenth (1/10) of an hour. Substantive telephone calls and conferences and receipt, review and drafting of correspondence and e-mail are billed at a minimum rate of two tenths (2/10) of an hour. It is the Firm's practice NOT to charge for insubstantial telephone conversations or insubstantial email exchanges with the Town's officials.

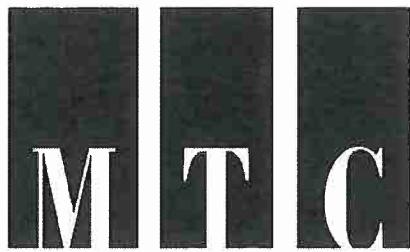
Proposal No. 2 – Partial flat fee

1. The Firm proposes a flat monthly fee of \$3500.00, which shall include substantially all non-litigation legal services performed by the firm's partners, associates and/or attorneys-of-counsel and related services performed by the firm's support staff. For the Town's convenience, all services provided by the firm will be itemized.
2. The flat fee includes all representation and legal opinions for general and land use matters as well as attendance at Annual and/or Special Town Meetings, as necessary, and up to three (3) board hearings or other meetings per month. Attendance at additional meetings per month will be billed at the firm's hourly rate of \$180.00 per hour.
3. The flat fee includes all services relating to review of municipal contracts and procurement issues.
4. The flat fee does not encompass matters relating to labor and employment, given the variability of such matters. Such matters will be billed at the firm's hourly rate of \$180.00 per hour.
5. The flat fee includes representation of the Town on all significant licensing matters handled by the Board of Selectmen, including liquor licensing.
6. The flat fee does not include defense and prosecution of litigation, mediation and arbitration. All litigation will be billed at the firm's hourly rate of \$180.00 per hour.
7. The flat fee does not include routine tax-title matters and negotiation of cable services agreements, as such specialized items are generally handled by outside special counsel.
8. The flat fee also does not include matters for which fees are required to be paid by permit applicants under G.L. Ch. 44, § 53G. For such matters, the Firm will bill at the rate of \$180.00 per hour.

9. The firm does not charge for work performed by paralegals and support staff.
10. The flat fee also includes quarterly office hours at Town Hall, as may be directed by the Town, as well as two (2) training seminars per year.
11. The firm's internal costs, such as telephone services, utilities and clerical assistance, are not the Town's responsibility. Nor are standard mailing fees or routine copying costs charged to the Town. Filing fees, the cost of bulk copying and extraordinary mailing fees (e.g. certified mailings, overnight mailings), recording costs, and costs for other similar items are billed on a direct basis. Expert consultant fees, title examinations and costs for stenographic transcripts shall also be the Town's responsibility.
12. For matters subject to hourly billing, the firm bills in increments of one-tenth (1/10) of an hour. Substantive telephone calls and conferences and receipt, review and drafting of correspondence and e-mail are billed at a minimum rate of two tenths (2/10) of an hour. It is the Firm's practice NOT to charge for insubstantial telephone conversations or insubstantial email exchanges with the Town's officials.

Proposal No. 3 – Hourly rate

1. The Firm proposes an hourly rate of \$180.00 per hour, which shall include substantially all legal work performed by the firm's partners, associates and/or attorneys-of-counsel and related services performed by the firm's support staff. For the Town's convenience, all services provided by the firm will be itemized.
2. Where applicable, legal fees to be paid by permit applicants under G.L. Ch. 44, § 53G will be billed separately.
3. The firm does not charge for work performed by paralegals and support staff.
4. The firm will provide two (2) training seminars per year at no charge to the municipality.
5. The firm's internal costs, such as telephone services, utilities and clerical assistance, are not the municipality's responsibility. Nor are standard mailing fees or routine copying costs charged to the Town. Filing fees, the cost of bulk copying and extraordinary mailing fees (e.g. certified mailings, overnight mailings), recording costs, and costs for other similar items are billed on a direct basis. Expert consultant fees, title examinations and costs for stenographic transcripts shall also be the Town's responsibility.
6. For matters subject to hourly billing, the firm bills in increments of one-tenth (1/10) of an hour. Substantive telephone calls and conferences and receipt, review and drafting of correspondence and e-mail are billed at a minimum rate of two tenths (2/10) of an hour. It is the Firm's practice NOT to charge for insubstantial telephone conversations or insubstantial email exchanges with the Town's officials.
7. Travel time to and from the Town will be billed but will be capped at one hour.



Mead, Talerman & Costa, LLC

Attorneys at Law

I. FIRM SUMMARY

The firm of *Mead, Talerman & Costa, LLC*, offers the Commonwealth's cities and towns expertise in general municipal law, land use and zoning law, energy and environmental law, labor law, and residential and commercial real estate law. The firm's practice is focused on these areas, providing its clients with relevant, timely and sound counsel. Most of the firm's clients are municipalities, housing authorities and other public and quasi-public entities. The firm provides counsel in all areas of municipal law, including labor law. With offices located in both Newburyport and Millis, the firm is geographically well-situated to effectively serve all of its municipal clients.

The firm's attorneys provide general municipal counsel as well as project-based special counsel services. The team is thoroughly familiar with the day-to-day workings of municipal government and the myriad of challenges facing localities as they manage daily operations, emergency situations, long-term planning and strategic efforts. The firm presently serves as Town Counsel to a growing number of municipalities, including the Towns of Ashland, Bellingham, Berkley, Deerfield, Easton, Hanson, Kingston, Marblehead, Maynard, Rehoboth and Yarmouth. The firm has also represented well over 100 municipalities in the past 20 years on Special Counsel assignments. The firm has had ongoing relationships for over ten years with a number of our municipal clients.

II. ATTORNEYS

Although well-versed in the full scope of services offered, the attorneys' areas of expertise in the municipal context are as follows:

Lisa L. Mead: Municipal law; land use and planning law; renewable energy

Jason R. Talerman: Municipal law; land use, planning, wetlands and environmental law; renewable energy; trial and appellate court advocacy

Adam J. Costa: Municipal law; land use and planning law; trial and appellate court advocacy

Robert A. Dignan, Jr.: Commercial and residential real estate law; complex title examination

Katherine M. Feodoroff: Municipal law; labor and employment

Sarah Bellino: Municipal law; land use and planning law; local permitting and licensing

Michael Kennefick: Municipal law; municipal labor and employment law; trial and appellate court advocacy; renewable energy

Joel Quick: Municipal law; land use and planning; environmental law; real estate.

WWW.MTCLAWYERS.COM

30 Green Street, Newburyport, Massachusetts 01950 • 978.463.7700

730 Main Street, Suite 1F, Millis, Massachusetts 02054 • 508.376.8400

Lisa L. Mead*Partner*

Lisa L. Mead, a partner in the firm, is also former City Solicitor for the City of Somerville. She is a former three-term Mayor of the City of Newburyport and a former two-term City Councilor for the City of Newburyport. Lisa also served as State Director for Senator John Kerry's Massachusetts operations. Previously, she worked in a private practice specializing in real estate, banking, securities and corporate law, and as Assistant General Counsel for the Massachusetts Department of Public Welfare. As a partner at Mead, Talerman & Costa, LLC, she provides general municipal counsel services to towns and cities as well as special counsel services.

Having served as both the chief elected officer for a municipality and City Solicitor for a major urban city, Lisa is broadly qualified to assist municipalities as they address a variety of local legal issues, including: procurements, finances, licensing, zoning, affordable housing development, permitting, litigation, state and federal relations, renewable energy contracts and public construction. Drafting and negotiating power purchase agreements as well as tax agreements on behalf of municipalities have become areas of focus for Lisa.

Lisa's work also extends into local permitting for non-land use matters, such as licensing. She permitted the first commercial grade wind turbine on the North Shore and the first 5 MW solar facility in Massachusetts.

Lisa serves a large number of land use clients, working with private homeowners as well as large residential and commercial developers. Her work extends to providing counsel to major health care facilities concerning their real estate assets as well as permitting and related commercial leases.

Lisa has presented at the Boston Bar Association, Department of Housing and Community Development and Massachusetts Managers Association on various municipal topics such as renewable energy matters, medical marijuana permitting, managing relationships between town management and Boards of Selectmen, smart growth tools and other topics.

Education:

- B.A., University of Massachusetts (Amherst, Massachusetts)
- J.D., New England School of Law (Boston, Massachusetts)

Selected Publications and Presentations:

- Suffolk University Municipal Managers Certification Program, Local Government Leadership and Management, Legal Challenges for Local Government (2016)
- Boston Bar Association, Local Permitting and the Wind Siting Reform Act (December 2011)
- Massachusetts Managers Association, Annual Boot-Camp; Strategies for Building Relationships among the Board of Selectmen, Town Manager and Town Counsel (October 2009 and 2010)
- Developing a Green Legal Thumb Emerging Practice Issues; Green Real Estate, How to Handle Zoning and Permitting (October 2009)
- Keeping Current with Chapter 40B, Citizens Housing & Planning Institute and Department of Housing and Community Development (October 2008)

- A New Look at the Old 40B, A Municipal Perspective, Suffolk University's Moakley Institute (September 2008)
- Local Investment Accounts Ensure Funding, "American City and County Magazine" (March 2002); co-authored with Stephen Lisauskas

Jason R. Talerman

Partner

Jason R. Talerman, a partner in the firm, has been practicing municipal law for nearly two decades. Jay has wide experience in a variety of municipal practice areas and serves as primary counsel for several of the Towns that the firm represents.

Jay is well known for his expertise in Town Meeting procedures and has extensive expertise in the areas of environmental law, land use and affordable housing. He has a strong litigation background and has practiced before the Housing Appeals Committee, Appellate Tax Board, Department of Environmental Protection, District Court, Land Court, Superior Court, Appeals Court, Supreme Judicial Court, U.S. Bankruptcy Court and Federal District Court. Jay is a resident of the Town of Norfolk, where, in addition to currently serving as Town Moderator, he has served as a member on a variety of local boards and committees, including the Conservation Commission, Community Preservation Committee, Bylaw Review Committee, Council on Aging and Master Plan Committee.

Prior to joining the firm, Jay was a partner at Kopelman & Paige, where he provided Town Counsel services to nearly a third of the cities and towns in the Commonwealth. He frequently lectures on a variety of municipal topics and served as an appointed member of the Massachusetts Housing Appeals Committee Rules Advisory Committee. Jay graduated as a Commonwealth Scholar from the University of Massachusetts with degrees in English and Communications and also attended Oxford University.

Education:

- B.A., University of Massachusetts (Amherst, Massachusetts)
- J.D., Boston College Law School (Newton, Massachusetts)
- Trinity College, Oxford University (Oxford, England)

Selected Publications and Presentations:

- Speaker, Conference of Massachusetts Building Commissioners (Annually, 2011-present)
- Featured Panelist, 2012 REBA Annual Conference
- Speech: "Planned Production Implementation," MMA Annual Conference (2009)
- Speech: "Affordable Housing in Massachusetts," Annual Conference of the American Planners' Association (2006)
- Speech: "Chapter 40B Update," CLE International Land Use Forum (2005-06)
- Speech: "Ask the Experts," Affordable Housing Seminar (Co-sponsored by DHCD, MassHousing, CHAPA & MHP) (2004-06)
- Speech: "Housing Everyone in the Commonwealth," Harvard University Kennedy School of Government (2003)
- "Life After 40B," Architecture Boston Magazine (May/June 2003)
- Presenter, "Community Preservation Act," SE and Western Mass Moderators Associations

Adam J. Costa

Partner

Adam J. Costa, a partner in the firm, is an experienced practitioner in the areas of general municipal law, land use and zoning law and real estate law. He is admitted to practice in both Massachusetts and New Hampshire.

Adam works with a varied clientele including municipalities, private developers and other individuals. He advises municipal clients on a wide range of topics, from substantive matters such as bylaw enforcement and property sales/acquisitions to procedural matters such as procurement and Open Meeting Law compliance. Representing both municipal and private clients, Adam has extensive experience with Chapter 40B development, the adoption of Chapter 40R smart growth zoning and expedited permitting under Chapter 43D. Adam is also well-versed in all aspects of residential and commercial real estate law.

Adam frequently represents clients in the District Courts, Superior Courts, Housing Court and Land Court, as well as before administrative agencies including the Housing Appeals Committee (HAC), the Department of Environmental Protection (DEP), the Appellate Tax Board (ATB) and the Alcoholic Beverages Control Commission (ABCC). Adam has successfully argued before the Massachusetts Appeals Court on multiple occasions. Representing a municipal client, Adam defended its denial of the protections afforded nonconformities to a structure that was not lawfully in existence at the time of its creation. See Godfrey v. Board of Appeals of Lancaster, 71 Mass. App. Ct. 1118 (2008). Adam also rebuffed an effort by a group of residents in a different municipality to prevent the sale of property for the development of an age-restricted affordable housing project. See Baun v. Board of Selectmen of Ashland, 87 Mass. App. Ct. 1130 (2015).

Adam is a graduate of Wake Forest University School of Law, where he was active in appellate advocacy, was selected for the Wake Forest National Moot Court Team and was a recipient of the N.C. Academy of Trial Lawyers Award for his outstanding achievements in trial advocacy. Adam received his Bachelor of Arts degree from the University of New Hampshire, majoring in political science and international affairs.

Education:

- B.A., University of New Hampshire (Durham, New Hampshire)
- J.D., Wake Forest University School of Law (Winston-Salem, North Carolina)

Selected Publications and Presentations:

- Presenter, "Site Plan Review," Citizen Planner Training Collaborative Fall Workshops (2016)
- Presenter, "Writing Reasonable & Defensible Decisions," Citizen Planner Training Collaborative Fall Workshops (2016)
- "Zoning For Medical Marijuana: Approaches and Considerations," Boston Bar Journal (2016)
- Panelist, "The Next 10 Years of Smart Growth Housing in Massachusetts," A Roundtable on the Chapter 40R Program (Sponsored by the Boston Foundation) (2014)

Robert A. Dignan, Jr.

Senior Attorney

Director, Title & Conveyancing

Robert A. Dignan, Jr., a Senior Attorney in the firm, has practiced law for over twenty years and brings a broad range of legal knowledge with a particular emphasis in title examination and resolution of complex real estate title issues. Bob concentrates in commercial and residential real estate law, title examination and review, title insurance, Land Court and Probate Court research and zoning. Prior to joining the firm, he practiced civil litigation and corporate law, in addition to real estate law, with firms in Boston, until opening an office of his own in 2008.

Bob earned his degree of Juris Doctor from Massachusetts School of Law at Andover, and holds a Bachelor of Arts degree in History from Merrimack College, where he earned membership in the national history honor society, Phi Alpha Theta. He is admitted to practice before the courts of the Commonwealth of Massachusetts, the U.S. District Court for the District of Massachusetts, and the U.S. Court of Appeals for the First Circuit. He is a long-time agent for Connecticut Attorneys Title Insurance Company (CATIC).

Education:

- B.A., Merrimack College (North Andover, Massachusetts)
- J.D., Massachusetts School of Law (Andover, Massachusetts)

Katherine M. Feodoroff

Senior Attorney

Director, Labor & Personnel

Katherine McNamara Feodoroff has been practicing law for over thirteen years, twelve specializing in municipal law. Having served as the Senior Assistant Solicitor for the seventh largest city in the Commonwealth, Kate has a breadth of knowledge and deep experience in areas including labor and employment disputes, labor negotiations, open meeting law and public records, licensing and code enforcement, contract negotiation and drafting and zoning and planning appeals. Kate's broad experience has enabled her to provide quick and thoughtful advice to her clients on many topics routinely faced by municipalities.

Additionally, Kate has appeared frequently before the Housing Court, District Court, Land Court, Superior Court and U.S. District Court. Kate has also argued several times before the Massachusetts Appeals Court.

Kate received her Juris Doctor from Seton Hall University School of Law. She received her Bachelor of Arts degree from Boston College in Economics and German. She studied abroad in Frankfurt and Berlin, spending a year in Munich as an exchange student at the Ludwig Maximilian Universität.

Education:

- B.A., Boston College (Chestnut Hill, Massachusetts)
- J.D., Seton Hall University School of Law (Newark, New Jersey)

Sarah Bellino*Associate*

Sarah Bellino is an Associate in the firm with a practice primarily focused on providing municipal government clients with a comprehensive package of legal services including ethics opinions, public procurement counseling, construction project development and claims/litigation resolution. She also has experience representing private clients in local permitting matters.

Sarah earned her Juris Doctor at Roger Williams University School of Law in Bristol, Rhode Island and her Bachelor of Arts degree at Wells College in Aurora, New York. She is a member of the Massachusetts Bar, New Hampshire Bar and the Massachusetts Federal District Court. Before joining Mead, Talerman & Costa, LLC, Sarah served as Assistant City Solicitor for the City of Brockton, Massachusetts. In her capacity there, she strategized, researched and rendered opinions on key legal issues impacting the City. She previously worked as a Guardian Ad Litem for the Boston Housing Court.

Education:

- B.A., Wells College (Aurora, New York)
- J.D., Roger Williams University (Bristol, Rhode Island)

Michael Kennefick*Senior Attorney*

Michael Kennefick is a Senior Associate in the firm and a leader in the firm's litigation practice. He has significant trial experience before the District, Housing, Superior and Land Courts and also represents clients before local and state boards. In addition to his litigation practice, Mike has substantial experience in general municipal, employment, construction and land use and planning law. He regularly meets with and counsels the firm's municipal clients on a variety of topics.

Mike was formerly employed with Perry, Hicks, Crotty and Deshaies, LLC, and then the Law Offices of Thomas P. Crotty & Associates, PLLC, where he represented several communities in Southeast Massachusetts. He was a member of the Rochester Zoning Board of Appeals from 2006 through 2013 and sat as the Chairman of the Board of Public Works for the Town of Acushnet from 2002 through 2005. He received his Bachelor of Arts degree from the University of Massachusetts and his Juris Doctor from Roger Williams University. He has served as a guest lecturer at the University of Massachusetts School of Law regarding zoning, local and state licensing and municipal employment issues.

Education:

- B.A., University of New Hampshire (Durham, New Hampshire)
- J.D., Roger Williams University (Providence, Rhode Island)

Joel Quick*Associate*

Joel Quick is an Associate in the firm with a focus on municipal law, especially zoning and planning matters, and real estate law. He also has experience with litigation involving public rights in tidelands, cleanup of hazardous waste, construction, and the siting of energy generating facilities. Before joining Mead, Talerman, and Costa, Joel served as a law clerk for the Honorable Justice Piper of the Massachusetts Land Court. Prior to the clerkship he served as an Interim Assistant Solicitor for the City of Somerville and worked for Andrew Rainer, P.C.

Joel is a member of the Massachusetts Bar. He earned his Juris Doctorate from Northeastern University School of Law in 2015. As a part of the curriculum at Northeastern Law he completed four full-time externships, each lasting three months with: the United States Attorney's Office, the Massachusetts Division of Capital Asset Management and Maintenance, the Southern Environmental Law Center, and Thornton Law Firm, LLP.

Joel graduated from Warren Wilson College in 2006 with a degree in Environmental Studies and a concentration in Environmental Policy. After college Joel taught environmental education, worked as a non-profit advocate for policies that preserved open space and farmland, worked for a company that renovated and leased both residential and commercial properties, and helped launch a retrofit non-toxic insulation company. Joel served for a few years on the board of a non-profit organization working to increase stream buffers and otherwise prevent erosion from mountainside development, and helped start a non-profit Buddhist center. Joel is a regular volunteer judge for the Boston Debate League, and a member of the Real Estate Bar Association of Massachusetts and of the Boston Bar Association. He is currently serving as Co-Chair of the Public Service Committee of the Energy and Environmental Section of the Boston Bar Association.

Education:

- B.A., Warren Wilson College (Asheville, North Carolina)
- J.D., Northeastern University School of Law (Boston, Massachusetts)

III. FIRM PROJECTS

General Municipal Counsel

Ashland, Massachusetts (2008-present): The firm serves as Town Counsel, representing the Town in all phases of municipal law.

Bellingham, Massachusetts (2008-present): The firm serves as Town Counsel, representing the Town in all phases of municipal law.

Berkley, Massachusetts (2011-present): The firm serves as Town Counsel, representing the Town in all phases of municipal law.

Chatham, Massachusetts (2012-2015): The firm served as Town Counsel, representing the Town in all phases of municipal law.

Deerfield, Massachusetts (2004-present): The firm serves as Town Counsel, representing the Town in all phases of municipal law.

Douglas, Massachusetts (2011-present): The firm serves as Town Counsel for land use matters, representing the Town in all phases of land use matters.

Easton, Massachusetts (2010-present): The firm serves as Town Counsel, representing the Town in all phases of municipal law.

Grafton, Massachusetts (2013 – 2017): The firm served as Town Counsel, representing the Town in all phases of municipal law.

Hanson, Massachusetts (2014-present): The firm serves as Town Counsel, representing the town in all phases of municipal law.

Kingston, Massachusetts (2008-present): The firm serves as Town Counsel, representing the Town in all phases of municipal law.

Lunenburg, Massachusetts (Starting July 1, 2017): The firm will serve as Town Counsel, representing the Town in all phases of municipal law.

Marblehead, Massachusetts (2005-present): The firm serves as co-Town Counsel, representing the Town in all phases of municipal law.

Maynard, Massachusetts (2010-present): The firm serves as Town Counsel, representing the Town in all phases of municipal law.

Millis, Massachusetts (2001-2006): Attorney Talerman served as primary municipal law contact for Town. Responsible for coordination of all legal representation. Representation at Town Meeting.

Millville, Massachusetts (2001-2006): Attorney Talerman served as primary municipal law contact for Town. Responsible for coordination of all legal representation. Representation at Town Meeting.

Newbury, Massachusetts (2013-2017) The firm served as Town Counsel, representing the Town in all phases of municipal law.

Norton, Massachusetts (2004-2006): Attorney Talerman served as primary municipal law contact for Town. Responsible for coordination of all legal representation. Representation at Town Meeting.

Rehoboth, Massachusetts (2012-present): The firm serves as Town Counsel, representing the Town in all phases of municipal law. Currently recodifying subdivision regulations.

Scituate, Massachusetts (2004-present): Attorney Talerman represents the Town of Scituate on a variety of general municipal matters, ranging from tax issues to sewer construction.

Somerville, Massachusetts (2002-2004): Attorney Mead served as City Solicitor, in charge of all legal affairs for city.

Southborough, Massachusetts (2013-present): The firm serves as Special Town Counsel for regional school district and land use matters.

Southbridge, Massachusetts (2009-2014): The firm served as co-Town Counsel, representing the Town in all phases of municipal law.

Templeton, Massachusetts (2011-2012): The firm served as Town Counsel, representing the Town in all phases of municipal law.

Wareham, Massachusetts (2011-2013). The firm served as Town Counsel, representing the Town in all phases of municipal law.

Yarmouth, Massachusetts (2016-present). The firm serves as Town Counsel, representing the Town in all phases of municipal law.

Town Meetings

In addition to the foregoing, Attorney Talerman has served as Town Counsel at Town Meetings in the following Towns: Blandford, Chelmsford, Edgartown, Oak Bluffs, Tisbury, Westport and Winchester.

Drafting Municipal Bylaws, Ordinances, Etc.

In addition to drafting by-laws for the Towns for which the firm serves as Town Counsel, the firm has drafted bylaws, ordinances, rules and regulations for the following municipalities:

Cambridge, Massachusetts (2016): Drafted suggested modifications to Outdoor Lighting Ordinance on behalf of neighborhood organization.

Clinton, Massachusetts (2011): Drafted Zoning and General Bylaw amendments to streamline permitting for designated commercially- and industrially-zoned properties.

Dighton, Massachusetts (2007): Completely recodified Subdivision Rules and Regulations for Planning Board. Enacted 2007.

Douglas, Massachusetts (2007-2010): Drafted Zoning and General Bylaw amendments to

expedite the permitting process for designated industrially-zoned properties. Drafted Residentially- and Commercially-Scaled Wind Energy Conversion Facility Bylaws.

Gardner, Massachusetts (2005): Completely recodified Zoning Ordinance with Taintor & Associates. Adopted 2006.

Grafton, Massachusetts (2008): Prepared Operations and Maintenance Manual for Affordable Housing Trust.

Greenfield, Massachusetts (2009): Drafted Zoning Ordinance and General Code amendments to expedite the permitting process for designated commercially- and industrially-zoned properties.

Groveland, Massachusetts (2006): Completely recodified Zoning Bylaw.

Methuen, Massachusetts (2008): Completely recodified Zoning Ordinance. Enacted 2008.

Natick, Massachusetts (2006): Drafted Comprehensive Permit Rules of the Zoning Board of Appeals.

Needham, Massachusetts (2011): Drafted both General Rules and Regulations and Comprehensive Permit Rules of the Zoning Board of Appeals, together with Community Opportunities Group, Inc.

Norwood, Massachusetts (2010): Drafted Zoning and General Bylaw amendments for the Vanderbilt Expedited Permitting District.

Uxbridge, Massachusetts (2008): Completely recodified Zoning Bylaw.

Legal Assistance to Local Boards and Commissions

The members of the firm have served as City Solicitor, Town Counsel and Special Town Counsel to land use boards and commissions, (i) assisting in the review of permit applications, subdivision plan submittals, Notices of Intent and Title V applications; (ii) preparing written decisions under the direction of the board or commission; and (iii) representing these boards and commissions, if necessary, in appeals before the courts and administrative agencies of the Commonwealth.

The members of the firm have successfully handled the following matters on behalf of governmental clients:

Land Use, Zoning, Environmental and Energy Law

Representation of boards and commissions in land use, zoning, environmental and energy law matters including applications for zoning relief, ANR and subdivision applications, site assignments, reviews of renewable energy projects and appeals of all of the foregoing, in the following municipalities:

- Acushnet
- Amesbury
- Ashland

- Aquinnah
- Bellingham
- Berkley
- Blackstone
- Boxford
- Brockton
- Burlington
- Chatham
- Chelmsford
- Chilmark
- Clinton
- Cohasset
- Concord
- Dedham
- Deerfield
- Dighton
- Douglas
- Easton
- Edgartown
- Franklin
- Freetown
- Grafton
- Great Barrington
- Hadley
- Hamilton
- Haverhill
- Holliston
- Ipswich
- Kingston
- Lancaster
- Malden
- Mansfield
- Marblehead
- Maynard
- Medway
- Mendon
- Merrimac
- Methuen
- Millis
- Millville
- Natick
- Newburyport
- Norfolk
- Norton
- Oak Bluffs
- Provincetown
- Quincy
- Rochester
- South Hadley
- Sterling
- Stoughton
- Sturbridge
- Templeton
- Tewksbury
- Tisbury
- Uxbridge
- West Boylston
- Westford
- Westport
- West Tisbury
- Winchester

Wetlands and Sewage Disposal Systems

Representation of Conservation Commissions regarding filings and/or enforcement under the Wetlands Protection Act and local wetlands bylaws, as well as representation of Boards of Health in Title V matters, in the following municipalities:

- Acushnet
- Ashland
- Amesbury
- Bellingham
- Carver
- Chatham
- Chelmsford
- Douglas
- Easton
- Edgartown
- Freetown
- Holbrook
- Kingston
- Marblehead
- Mattapoisett
- Mendon
- Millis
- Millville
- Norton
- Provincetown
- Rehoboth
- Scituate
- Tisbury
- Upton
- Westport
- Yarmouth

Comprehensive Permit Law

Comprehensive permit review (G.L. c. 40B, §§ 20-23) with a team of interdisciplinary professionals including civil engineers, traffic engineers, wetlands specialists, landscape architects, financial consultants and others, as required, as legal counsel to Zoning Boards of Appeals in the following municipalities:

- Amesbury
- Ashland
- Bellingham
- Blackstone
- Boxborough
- Boxford
- Brookline
- Chelmsford
- Dartmouth
- Deerfield
- Douglas
- Franklin
- Freetown
- Georgetown
- Great Barrington
- Groton
- Groveland
- Haverhill

- Holliston
- Kingston
- Lakeville
- Lancaster
- Longmeadow
- Mansfield
- Marblehead
- Marion
- Mashpee
- Medfield
- Medford
- Melrose
- Mendon
- Merrimac
- Methuen
- Millis
- Natick
- Needham
- Newbury
- Newburyport
- Norfolk
- North Andover
- North Attleboro
- Norwell
- Pembroke
- Petersham
- Provincetown
- Rochester
- Sandwich
- Scituate
- Sterling
- Sunderland
- Templeton
- Tewksbury
- Tisbury
- Tyngsborough
- Upton
- West Boylston
- Westford
- West Newbury
- Westport

Smart Growth Zoning and Housing

Smart growth overlay district review (G.L. c. 40R) with a team of interdisciplinary professionals including planners, architects, engineers and others, as required, in the following cities and towns, either as municipal counsel or working cooperatively with the municipality on behalf of a private party:

- Andover
- Dartmouth
- Easton
- Foxborough
- Grafton
- Hingham
- Kingston
- Methuen
- Northampton
- Norwood
- Pittsfield
- Sharon
- Walpole

Expedited Permitting

Assistance with the adoption and implementation of the expedited permitting program (G.L. c. 43D) for commercial, industrial and/or mixed-use development of priority development site(s), as designated by the following municipalities:

- Ashland
- Boylston
- Clinton
- Deerfield
- Douglas
- Greenfield
- Norwood
- Uxbridge
- Worcester

Legal Counsel to Housing Authorities

The members of the firm have served as general legal counsel to housing authorities covering all aspects of day-to-day operations along with special projects. They include:

Newburyport Housing Authority (2005-present): Provide general counsel to the Housing Authority on all matters.

Franklin Housing Authority (2015-present): Provide general counsel to the Housing Authority

on all matters.

Collective Bargaining and Labor Representation

Members of the firm have been involved with collective bargaining and other labor issues with the IAFF, SEIU, LIUNA, and Police Patrolmens' Associations.

Hand Delivered

Town of Middleton – Board of Selectmen
c/o Andrew Sheehan, Town Administrator
Memorial Hall, 48 South Main Street
Middleton, MA 01949

Town of Middleton - Board of Assessors
Bradford Swanson, Assistant Assessor
Memorial Hall, 48 South Main Street
Middleton, MA 01949

Town of Middleton – Town Administrator
Andrew Sheehan
Memorial Hall, 48 South Main Street
Middleton, MA 01949

Town of Middleton – Planning Board
Beverly Popielski, Chairman
195 North Main Street
Middleton, MA 01949

Town of Middleton – Conservation Comm.
Kristin Kent, Conservation Agent
195 North Main Street
Middleton, MA 01949

By Certified Mail

MA Dept. of Conservation and Recreation
Northeast Region, State Forester
Susan Hamilton, Regional Director
25 Shattuck Street
Lowell, MA 01852

NOVEMBER 14, 2017

**RE: NOTICE OF INTENT TO CONVERT LAND SUBJECT TO M.G.L.A. c. 61A
230 Rear South Main Street, Middleton, MA 01949**

Ladies and Gentlemen:

The undersigned is providing legal assistance and advice to HG Solar Systems LLC ("HG") in connection with its desire to lease an 18.5 acre portion (the "Leased Premises") of a 243 acre parcel of land (the "Farm") owned by Richardson's Farms, Inc. ("Richardson's"). The Farm is classified and used as agricultural land that is taxed under M.G.L.A. c. 61A. Therefore, subject to the requirements of M.G.L.A. c. 61A, §14, the undersigned hereby offers this letter and the attachments hereto in satisfaction of the notice and disclosure

requirements for a conversion under M.G.L.A. c. 61A, §14. As HG's legal counsel, the undersigned has been asked to facilitate the process for removing the Leased Premises from classification under 61A and to secure the Town's waiver of any rights to acquire the Leased Premises.

1. **Notification required under M.G.L.A. c. 61A, §14.** M.G.L.A. c. 61A, §14 requires that notice of an intent to sell or convert land taxed under M.G.L.A. c. 61A be sent to the Board of Selectmen, Town Administrator, Board of Assessors, Conservation Commission, and Planning Board of the Town of Middleton as well as the Massachusetts State Forester prior to any conversion or sale. This letter and all of its attachments constitute notice of the intent to convert the Leased Premises to a nonagricultural use. An affidavit certifying that such notices were distributed by hand or certified mail to each of the above-listed addresses is attached hereto as **Exhibit A.**

2. **Detailed Description of the Land and Proposed Use.** Richardson's desires to convert the Leased Premises from farmland to a solar energy generation facility (the "**Solar Facility**") and to enter into a lease agreement with HG for its use and development of the Premises for such purpose. A copy of the site plan providing a detailed description of the Leased Premises is attached hereto as **Exhibit B.**

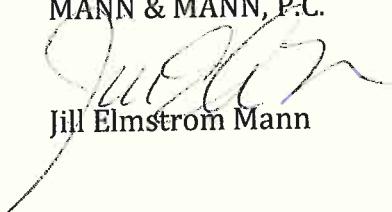
3. **Conversion and Proposed Use.** On October 31, 2017, Richardson's and HG entered into an Option Agreement (the "**Option Agreement**") pursuant to which Richardson's and HG agreed to enter into a 25 year lease agreement (with options to extend for two additional terms of 5 years each) for the Premises, subject to the removal of the Leased Premises from M.G.L.A. c. 61A. A copy of the Option Agreement is attached hereto as **Exhibit C.** As described in the Option Agreement, HG intends to use the Leased Premises as the location of a Solar Facility that will be owned and operated by a third party electric power company that will sell the electricity to Middleton Electric Light Department. Subject to the Town of Middleton waiving its right to acquire the Leased Premises, HG and Richardson's will enter into a binding lease agreement containing all of the terms and provisions of their lease arrangement.

4. **Waiver Request.** This notice of conversion is subject to the right of the Town, for a period of thirty (30) days, to secure an appraisal of the Leased Premises. Upon agreement as to the amount of consideration for the Leased Premises based on any such appraisal, the Town shall then have up to 120 days to exercise its option to acquire the Leased Premises. HG hereby requests that the Board of Selectmen, on behalf of the Town, forgo its right to secure an appraisal and waive its right to acquire the Leased Premises.

To the extent that the Town waives its rights, then pursuant to M.G.L.A. c. 61A, §14, the conversion triggers the payment of rollback taxes to the Town of Middleton, which has been estimated by the Board of Assessors to be approximately \$37,900. In addition to the roll back taxes, HG or its successor in interest will be responsible for paying all future real estate taxes that will be assessed against the Leased Premises as well as a "PILOT" payment based on the value all property and equipment that will be a part of the Solar Facility. At its November 7th Special Town Meeting, the residents of the Town of Middleton voted in favor of accepting certain payments in lieu of personal property taxes (the "PILOT").

The undersigned hereby requests that this matter be placed on the agenda of the next regularly scheduled meetings of the Board of Selectmen. Your kind attention to this matter is greatly appreciated.

Very truly yours,
MANN & MANN, P.C.


Jill Elmstrom Mann

JEM/ge

Enclosures

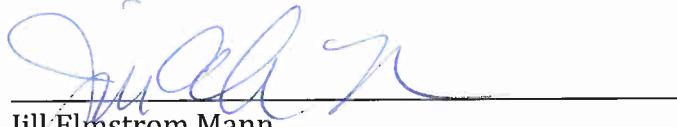
cc: HG, Jared Haines, Client
Philip Riley, Legal Counsel for Richardson's

Exhibit A

AFFIDAVIT OF NOTICE

I, Jill Elmstrom Mann, hereby certify that the Notice of Intent to convert land taxed under M.G.L.A. ch. 61A and all of its attachments thereto have been sent by hand to the Board of Selectmen, Town Administrator, Board of Assessors, Conservation Commission, and Planning Board of the Town of Middleton and to the Massachusetts State Forester by certified mail.

Signed and subscribed to under the penalties of perjury on this 14th day of November 2017.



Jill Elmstrom Mann



COMMONWEALTH OF MASSACHUSETTS
County of Essex

On this 14th day of November 2017 before me, the undersigned notary public, personally appeared Jill Elmstrom Mann, who proved to me through satisfactory evidence of identification, which was her driver's license, to be the person whose name is signed on the preceding document and acknowledged to me that she signed it voluntarily for its stated purpose.



PAMELA J. VEERMAN, Notary Public
NOTARY PUBLIC
COMMONWEALTH OF MASSACHUSETTS
My Comm. Expires August 31, 2023

Exhibit B

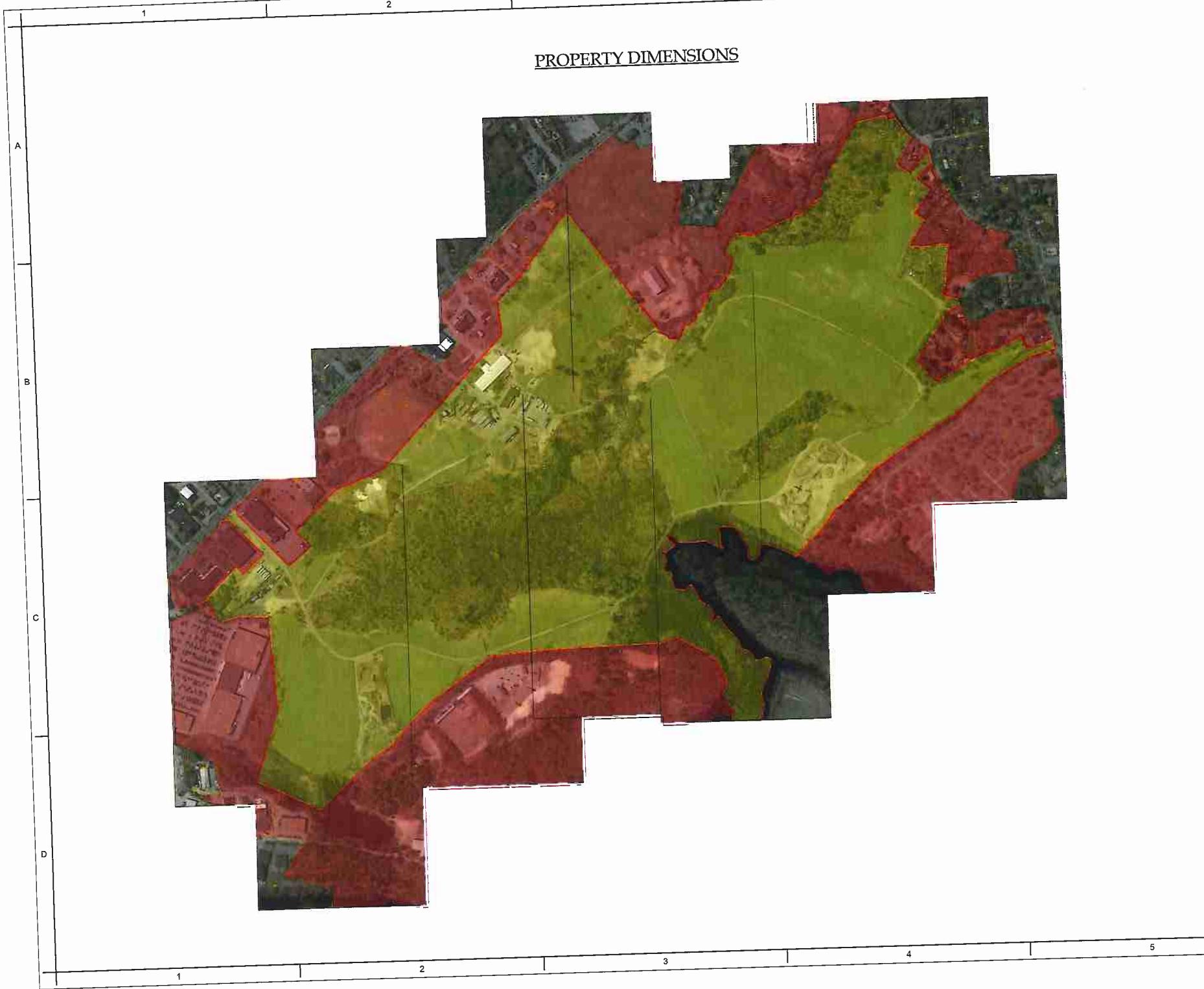


Exhibit C

OPTION AGREEMENT

This Option Agreement (this "agreement") is dated as of this 31st day of October 2017 ("Effective Date"), by and between Richardson's Farms, Inc., ("Optionor"), at 230 South Main Street, Middleton, MA 01913 and HG Solar Systems, LLC ("Optionee") having its offices at 20 Lincoln Ave., Rye Brook, NY 10573. Optionor and Optionee are each a "Party" and they are collectively referred to herein as the "Parties".

WITNESSETH:

WHEREAS, Optionor is the owner of certain real properties, together with the facilities, systems, buildings and improvements located thereon, located at 230 South Main Street, Middleton, MA 01913 (the "Property") of approximately twenty two acres of land to be used for the solar installation, generally referred to herein as the "Premises", indicated on the EXHIBIT B attached site plan,

WHEREAS, Optionee desires to develop a solar energy generation facility with a capacity of approximately 4-6 MW of electricity (the "Facility") on the Premises and to acquire from Optionor easements over and through the Property of Optionor to provide access to the Premises and the Facility (the "Easements");

OPTION; LEASE; RENT; EASEMENTS

In consideration of the Option Payment, Optionor hereby grants to Optionee the exclusive right and option (the "Option") to lease the Premises and acquire the Easements.

Optionor shall grant an access easement to Optionee for the purpose of gaining reasonable access to the site both during construction and over the lease term. Any required easement shall have a minimum width of 15 feet and shall be finalized by the parties upon receipt of any and all permits from state and local planning and zoning agencies. The existing road will not be obstructed by any fence or solar panels.

The term of the Lease shall be for 306 months, commencing upon the Notice of Exercise, and the rental payments due under the Lease ("Rent") shall be [REDACTED] per year with a [REDACTED] % increase per year for up to 20 acres of property used for the solar development. (See attachment A for details)

Optionee shall have two five year options to renew the lease at rental rates to be consistent with the [REDACTED] annual increase in cost based on the schedule in the Land Lease. The Optionor will also have the right to buyout the system and the buyout costs will be consistent with the table in Attachment A.

The Option Payment and the Rent include the cost of any and all Easements. The Lease shall be "triple-net," that is, all utilities, taxes and insurance expenses related to the Premises during the Lease shall be the responsibility of Optionee. The terms and conditions of the lease shall be substantially as set forth in the Land Lease attached hereto as Exhibit

A (the "Lease"), with such changes thereto as may be recommended by Optionee's Massachusetts counsel to address state law and practice. The Town Assessor will be creating a new real estate parcel for taxation purposes; to make it easier for the Optionee to directly pay the PILOT taxes due annually. It will remain in the name of Richardson Farms, Inc. as it is the owner of record. There is also a rollback transfer charged that is anticipated to be approximately \$37,900; which will be the responsibility of the Optionee.

The period of the Option (the "Option Period") shall begin on the date of this Agreement (the "Effective Date") and expire on the earlier of (i) the Notice of Exercise, (ii). 11:59 p.m. the day immediately preceding the first anniversary of the Effective Date, or (iii) the termination of the Agreement pursuant to the provisions hereof.

OPTION PAYMENT

In consideration of Optionor's grant of the Option, Optionee shall pay to Optionor an option payment (the "Option Payment"). The Option Payment shall be due 60 days after the execution of this Option Agreement and shall be in the amount of [REDACTED]

Optionee shall have the right to terminate this Agreement prior to the date of such anticipated Option Payments by giving Optionor written notice of termination at least thirty (30) days before such option payment is due; and if Optionee so terminates, Optionee shall have no obligation to make such payment.

EXERCISE OF THE OPTION

Optionee may exercise the Option at any time during the Option Period by giving Optionor written notice of such exercise (the "Notice of Exercise"). Receipt by Optionor of the Notice of Exercise shall automatically trigger commencement of the Lease in accordance with its terms, and the Commencement Date under the Lease shall be the date of the Notice of Exercise. Possession of the Premises shall be delivered to Optionee upon receipt of the Notice of Exercise, subject only to Permitted Title Exceptions. If the Option Payment has not been paid to Optionor on or before the date of the Notice of Exercise, Optionee shall pay the Option Fee to Optionor within ten (10) days after Optionor's receipt of the Notice of Exercise.

Immediately after receipt of the Notice of Exercise, the Parties shall execute and deliver the Lease, but failure to do so shall not affect the validity or enforceability of the Notice of Exercise or Optionee's lease of the Premises which shall be governed by the terms and conditions of the Lease. In addition, immediately after receipt of the Notice of Exercise, Optionor shall execute, acknowledge, and deliver to Optionee (i) the Easement Agreement conveying the Easements to Optionee, and (ii) any other instruments, documents, and assurances reasonably requested by Optionee or its Title Insurance Company to affect the conveyance of the Easements to Optionee.

IN WITNESS WHEREOF, the Parties hereto have duly executed this Agreement the day and year first above written.

OPTIONOR:

Dave Daniels, President

Richardson's Farms, Inc.

BY: Dave Daniels
Name: Dave Daniels
Title: President

OPTIONEE:

· HG Solar Systems, LLC

BY: Jol Haines
Name: J. Garan Haines
Title: President

11/3/17

ATTACHMENT A

111

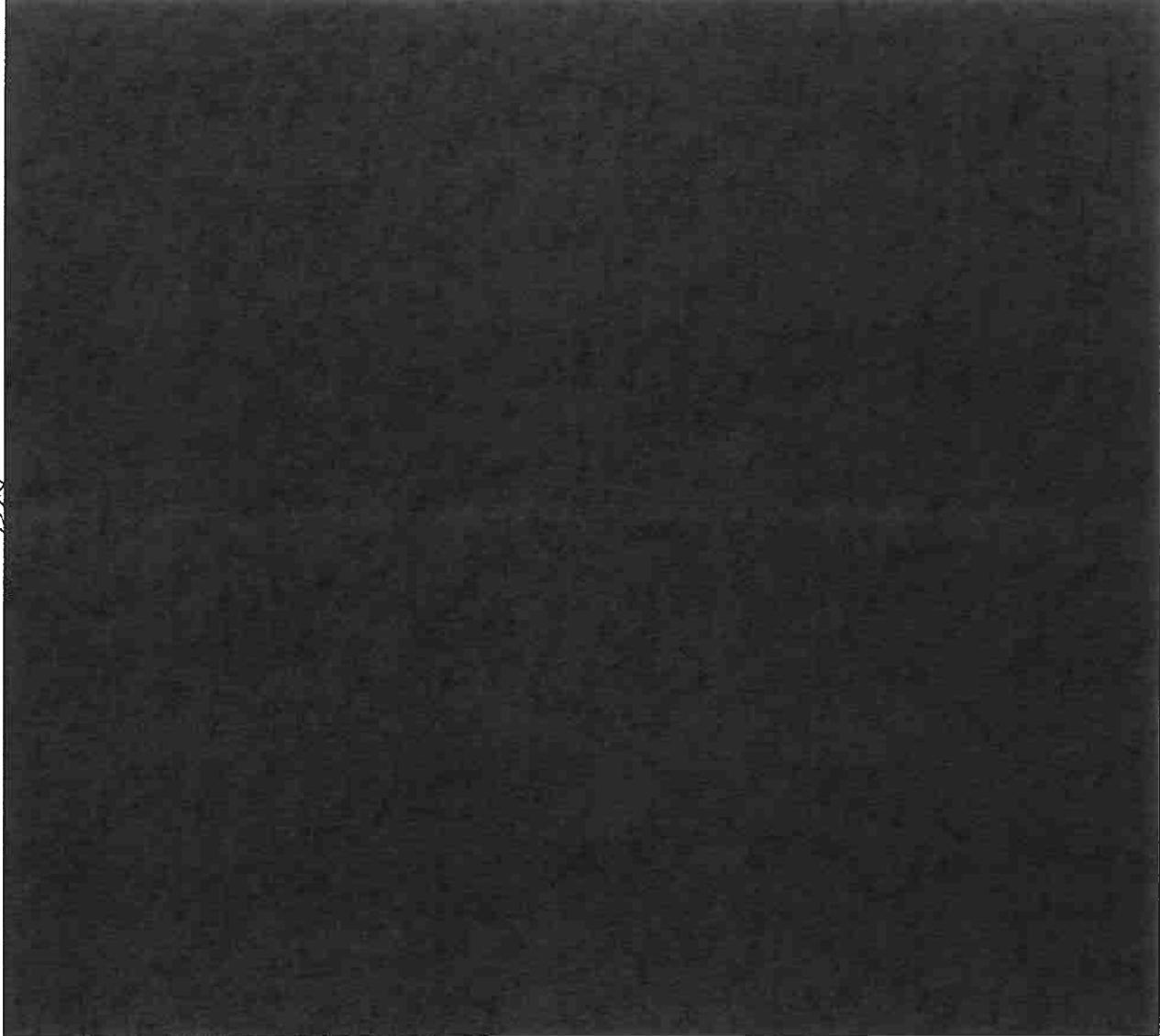


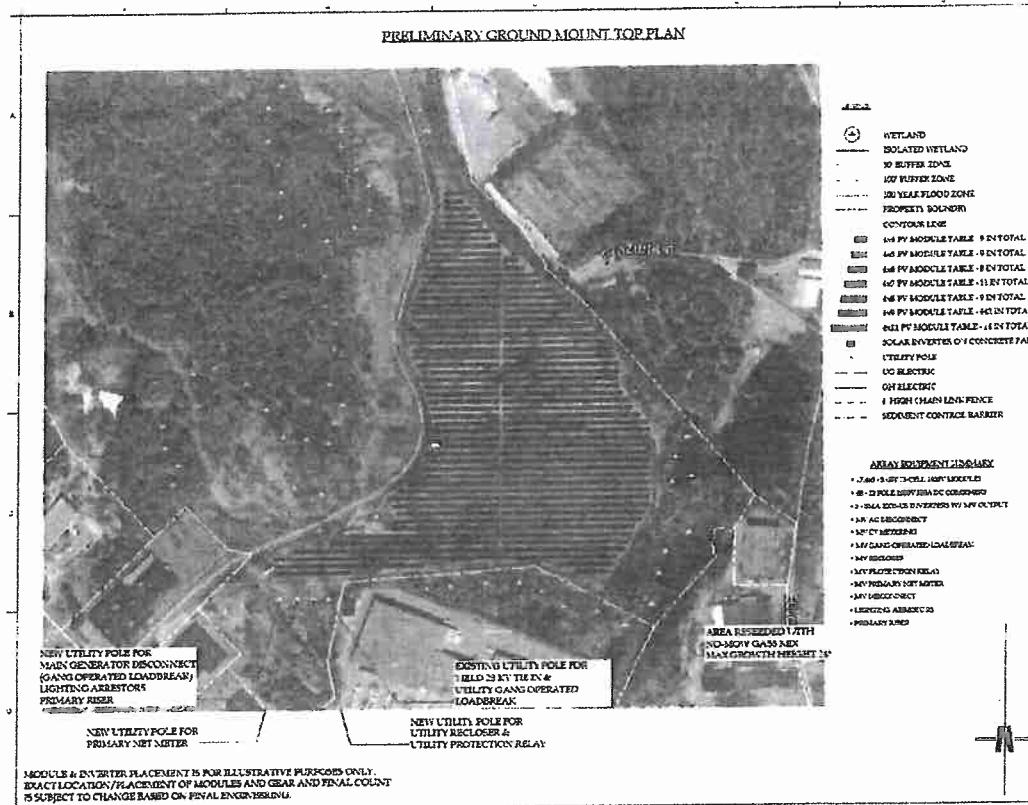
Exhibit A

Site Lease

To be provided

Exhibit B

Site Plan



62 Peaslee Circle
Middleton, MA
October 13, 2017

Dear Board of Selectmen:

My name is Philomena Rago and I have recently purchased a four grave lot in Middleton.

I made a request to the Middleton Public Works Department if I could have the headstone on said grave to be a foot larger than allowed.

My request has been denied by this department, a copy of the denial letter is enclosed.

I am appealing to this Board to grant me the request that I sincerely desire.

Thank you in advance for your kind consideration.

Respectfully,

Philomena Rago



TOWN OF MIDDLETON

Public Works Department

195 NORTH MAIN STREET
MIDDLETON, MA 01949

ROBERT LaBOSSIERE
Superintendent of Public Works

Tel (978) 777-0407
Fax (978) 774-0718

October 3, 2017

Philomena Rago
62 Peaslee Circle
Middleton, MA 01949

Dear Ms. Rago,

I received your correspondence dated September 29, 2017 regarding a request for a larger cemetery headstone than allowed. The Town of Middleton requires a headstone for a four grave lot not to exceed 3'-7" x 1'-1" at the base and 2"-6" in height. These regulations have been in place for many years and we receive requests on a regular basis to have larger stones. The Town has been consistent with our stance that stone must meet these regulations. For that reason, I cannot grant you permission for a larger headstone.

If you have any questions or concerns, please feel free to contact me.

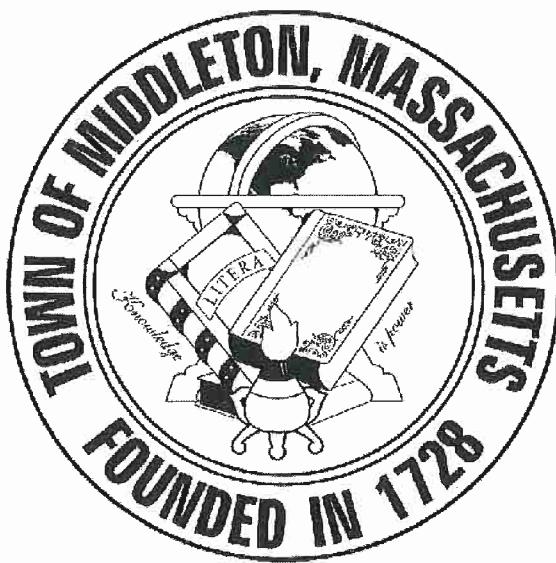
Sincerely,

A handwritten signature in black ink, appearing to read "Robert LaBossiere".

Robert LaBossiere
Superintendent of Public Works

Town of Middleton

Massachusetts



Special Town Meeting

Tuesday, November 7, 2017, 7:00 P.M.

Meeting to be held at Howe Manning School Gymnasium
26 Central Street, Middleton, MA

Dedication to Gimmie Sue Valacer



The Town of Middleton lost an advocate and friend with the passing of Gimmie Sue Valacer on April 3, 2017. Gimmie Sue grew up in the metropolitan Detroit Area. She graduated in 1970 from Lake Shore High School. She moved around the country, making people laugh, and creating lifelong friendships wherever she went. After marrying in 1984, she settled in Middleton where she would take on the roles of a stay at home mother, life-long volunteer, fundraiser and real estate agent.

Gimmie Sue was passionate about many things, the most important of these being her faith and family. She possessed an ability to make others feel understood and important; never missing an opportunity to help those in need. As a wife, mother, volunteer and real estate agent she touched many lives. As her colleague Jon Gray, remembered Gimmie Sue in his comments to the Tri-Town

Transcript, "She was just an overall great person. Anything to make other people happy is what she was about. She was all about giving back."

Gimmie championed a wide variety of projects in the schools and community. For some time she was best known as the penny lady spearheading the annual penny challenge at the Fuller Meadow and Howe Manning Elementary Schools, raising over \$25,000 for Middleton PTO enrichment projects. She spent much of her time as head of the Middleton School Committee improving the Middleton school system and curriculum. Year after year she was the loudest witch at the town's annual Pumpkin Festival, helped at the Winter Festival and Chief Wills Day, volunteered with the Cub Scouts, taught CCD and donated her time at Haven for Hunger.

Gimmie's passion for improving children's lives drew her to chairing the Friends of the Neighbors-In-Need Program. The program helps Middleton families and children in need, so that over 100 children each year receive just what they want for Christmas. As Judy Gallerie, the Assistant Director at the Flint Public Library, commented on Gimmie Sue's involvement in the Neighbors-In-Need Program, "Gimmie Sue's mission was to make sure every child got his or her wish at the holidays. She cared so much about every single family and child. Gimmie Sue had such a positive influence on people that they were always willing to step up and help out when she asked." We are a healthier and stronger community due to Gimmie Sue's contributions and we express our sincere gratitude to Gimmie Sue and her family for her service to the residents of Middleton.

Middleton Board of Selectmen

Brian M. Cresta, Chairperson

Kosta E. Prentakis, Secretary

Timothy P. Houten

Rick Kassiotis

Todd Moreschi

Andrew J. Sheehan, Town Administrator

Ryan Ferrara, Assistant Town Administrator

**TOWN OF MIDDLETON
SPECIAL TOWN MEETING
THE COMMONWEALTH OF MASSACHUSETTS
NOVEMBER 7, 2017**

ESSEX s.s.

To the Constable of the Town of Middleton in the County of Essex.

GREETINGS:

In the name of the Commonwealth of Massachusetts, you are hereby directed to notify and warn the inhabitants of said Town qualified to vote in Elections and Town Affairs, to meet at the Howe Manning School Gymnasium at 26 Central Street in said Middleton on **Tuesday, November 7, 2017, at 7:00 p.m.**, then and there to act on the following articles:

To transact any other business that may lawfully come before this meeting.

1. On petition of the Board of Selectmen, to see if the Town will vote to accept as public ways the three ways comprising the streets in the Olde Boxford Estates Subdivision shown as Norma Way, Kassiotis Lane, and Right of Way [also known as Butler Lane] on a plan entitled "Roadway Acceptance Plan of Land Norma Way/Kassiotis Lane, Middleton, Mass. 01949, Prepared for Olde Boxford Estates, LLC, by Otte & Dwyer, Inc. Land Surveyors", dated February 2, 2017, consisting of two sheets, as laid out by the Board of Selectmen under Massachusetts General Laws, Chapter 82, Section 22, and in compliance with the Planning Board's Subdivision Rules and Regulations for new streets; or take any other action relative thereto.

Planning Board Recommendation: The Planning Board unanimously voted to recommend that Norma Way, Kassiotis Lane, and the short Right of Way included in the subdivision be accepted as public ways.

2. On petition of the Board of Selectmen and Finance Committee, to see if the Town will vote to accept the provisions of Chapter 40, Section 5B of the Massachusetts General Laws establishing a Capital Stabilization Fund and to raise and appropriate, borrow or transfer from available funds a certain sum to said fund; or taken any action relative thereto.

Purpose: The Capital Stabilization Fund will be a reserve fund to hold funds for purchase of capital items or to pay debt service for capital items. The Capital Stabilization Fund will be separate and distinct from other stabilization funds. From time to time, the Administration will ask Town Meeting to transfer funds to the Capital Stabilization Fund from Free Cash or other sources.

3. On petition of the Board of Selectmen, Middleton School Committee and Finance Committee, to see if the Town will vote to raise and appropriate, borrow, or transfer from available funds a certain sum to the Special Education Stabilization Fund; or take any other action relative thereto.

Purpose: The Special Education Stabilization Fund is a reserve fund established on May 10, 2016 to be used to set aside funds to be expended at a later date to offset the impact of anticipated special education costs. The Special Education Stabilization Fund will be separate and distinct from other stabilization funds. From time to time, the Administration will ask Town Meeting to transfer funds to the Special Education Stabilization Fund from Free Cash or other sources.

4. On petition of the Board of Selectmen, Middleton School Committee and Finance Committee, to see if the Town will vote to raise and appropriate, borrow, or transfer from available funds \$135,000 to the Special Education Reserve Fund; or take any other action relative thereto.

Purpose: The Special Education Reserve Fund is a fund established on May 9, 2017 to be used to set aside funds to be expended during the fiscal year to offset the impact of extraordinary and unforeseen special education expenses. The Special Education Reserve Fund may be spent under authorization of the School Committee and Board of Selectmen.

5. On petition of the Board of Selectmen and Finance Committee, to see if the Town will vote to raise and appropriate, borrow or transfer from available funds \$20,000 to pay for the costs associated with the acquisition or disposal of real property.

Purpose: The Town is working to acquire land for public facilities and to sell Town-owned land on Locust Street. The Town needs to engage professionals to conduct assessments such as appraisals, environmental assessments, and surveys. Funds appropriated under this article would not be used for the acquisition of any real property.

Planning Board Recommendation: A motion by the Planning Board to recommend approval of Article #5 failed with a vote of 2-2.

Master Plan Committee Recommendation: A motion by the Master Plan Committee to recommend approval of the article passed unanimously.

6. On petition of the Board of Selectmen, Electric Light Commission, Finance Committee, and Board of Assessors, to see if the Town will vote to authorize the Board of Selectmen to enter into a Payment in Lieu of Taxes (PILOT) Agreement with HG Solar Systems, LLC with respect to a solar energy project located behind 230 South Main Street, Assessors Map 30, Lot 188C; or take any other action relative thereto.

7. On petition of the Board of Selectmen and Finance Committee, to see if the Town will vote to raise and appropriate, borrow or transfer from available funds \$25,000 to pay for repairs to Memorial Hall; or take any other action relative thereto.

8. Citizens Petition submitted by Phil Lippens and one-hundred registered voters:

To see if the Town will vote to petition the General Court to the end that legislation be adopted precisely as it appears below. The General Court may make clerical or editorial changes of form only to the bill unless the Board of Selectmen approves amendments to the Bill before enactment by the General Court. The Board of Selectmen is hereby authorized to approve amendments which shall be within the scope of the general public objectives of this petition, or take any other action thereon.

AN ACT AUTHORIZING THE TOWN OF MIDDLETON TO GRANT TWO (2) ADDITIONAL ALL
ALCOHOL LIQUOR LICENSES NOT TO BE DRUNK ON THE PREMISES

Be it enacted by the Senate and House of Representatives in General Court assembled, and by the authority of the same as follows:

SECTION 1. (a) Notwithstanding section 17 of chapter 138 of the General Laws, the licensing authority of the town of Middleton may grant two additional licenses for the sale of all alcoholic beverages not to be drunk on the premises pursuant to section 15 of said chapter 138. The license shall be subject to all of said chapter 138, except said section 17.

(b) The licensing authority shall not approve the transfer of a license granted pursuant to this act to any other person, corporation or organization for a period of 3 years from the date of original issuance or to any other location; provided, however, that after the expiration of such period the licensing authority may grant the license to a new applicant at the same location if the applicant files with the licensing authority a letter from the department of revenue and a letter from the department of unemployment assistance indicating that the license is in good standing with those entities and that all applicable taxes, fees and contributions have been paid.

(c) If a license granted pursuant to this act is cancelled, revoked or no longer in use, it shall be returned physically, with all of the legal rights, privileges and restrictions pertaining thereto, to the licensing authority which may then grant the license to a new applicant under the same conditions as specified in this act.

SECTION 2. This act shall take effect upon its passage.

9. On petition of 200 or more registered voters, to see if the Town will vote to:

1. Authorize the permanent dedication to active recreational purposes of the Natsue Way Recreation Area, Assessors map 32, parcels 6B, 6C, and portions of parcels 6A and 10, consisting of 35 acres, more or less, as shown on a plan entitled "Dedicated Recreational Area Plan of Land in Middleton, MA", made by Langdon Environmental, dated April 20, 2017, in accordance with Massachusetts General Law Chapter 45, Section 3;
2. Authorize the Board of Selectmen to act as Park Commissioners pursuant to Massachusetts General Law Chapter 45, Section 2;
3. Appropriate and authorize the Treasurer with the approval of the Board of Selectmen to borrow the sum of \$3,890,625, for the purpose of improving for recreational purposes said land, including the payment of costs incidental or related thereto; subject to the award of a grant in an amount up to \$400,000 of project costs from the proceeds of the PARC (Parkland Acquisitions and Renovations for Communities) grant;
4. Authorize the Board of Selectmen to file, on behalf of the Town of Middleton, any and all applications deemed necessary for grants and/or reimbursements from the Commonwealth of Massachusetts under the PARC (Parkland Acquisitions and Renovations for Communities) grant;
5. To authorize the Board of Selectmen to enter into all agreements and contracts and execute any and all instruments as may be necessary or convenient on behalf of the Town of Middleton to effectuate said project including any measures to mitigate any possible impacts on abutting property owners;
6. Any premium received by the Town upon the sale of any bonds or notes approved by this vote, less any such premium applied to the payment of the costs of issuance of such bonds or notes, may be applied to the payment of costs approved by this vote in accordance with Chapter 44, Section 20 of the General Laws, thereby reducing the amount authorized to be borrowed to pay such costs by a like amount.

Or take any other action relative thereto.

Planning Board Recommendation: A motion by the Planning Board to recommend approval of Article 9 failed with a vote of one (1) in favor and three (3) against.

Master Plan Committee Recommendation: A motion by the Master Plan Committee to recommend approval of the article passed unanimously.

End of Special Town Meeting Warrant

Ryan Ferrara

From: Marlene Clapp
Sent: Wednesday, November 15, 2017 11:28 AM
To: Ryan Ferrara
Cc: Kristin Kent
Subject: Glenn Road property
Attachments: Glenn Road deed.pdf

Good morning,

At the Conservation Commission's meeting on Wednesday, November 8, 2017, the four Conservation Commission members present unanimously voted to accept the Glenn Road property (Map15, Lot 48) deed transfer. Attached, please find the signed deed.

Best Regards,

Marlene Clapp
Town of Middleton
Planning/Health/Conservation Depts.
195 North Main Street
Middleton, MA 01949
978.777.1869

Recording information only above this line

MASSACHUSETTS QUITCLAIM DEED

We, Joan L. Mason and Cynthia J. Perry a/k/a Cynthia J. Mason-Triana, both of Middleton, Essex County, Massachusetts

For consideration paid, and in full consideration of One (\$1.00) Dollar

Grant to the Inhabitants of the Town of Middleton, Memorial Hall, 48 South Main Street, Middleton, Massachusetts, 01949, acting by and through its Conservation Commission, to be under its care, custody and control for conservation purposes, pursuant to the provisions of Mass. Gen. Laws c. 40, §8C, as it may hereafter be amended, and of Article 97 of the Amendments to the Massachusetts Constitution

With quitclaim covenants

SEE EXHIBIT A ATTACHED HERETO AND MADE A PART HEREOF.

BUT NEVERTHELESS IN TRUST Upon the following terms and conditions:

1. The property shall be forever used only for Conservation purposes authorized by M.G.L. Ch. 40, Section 8C as it may hereafter be amended and other Massachusetts statutes relating to Conservation including the protection and development of natural resources and the protection of the watershed resources of the Town of Middleton.
2. No building, sign, outdoor advertising display, mobile home, tennis court, septic system, road fence, utilities, conduits, poles, antennas, windmills, solar panels or other temporary or permanent structure will be constructed, placed or permitted to remain on said parcel.

3. No soil, loam, peat, gravel, sand, rock, or other mineral substance, refuse, trash, vehicle bodies or parts, rubbish, debris, junk, waste, or other unsightly or offensive material will be placed, stored, or dumped thereon.
4. No loam, peat, gravel, sand, rock, other mineral resource or natural deposit shall be excavated or removed from said parcel in such a manner as to affect the surface thereof. Unsightly or offensive material deposited by man or erosion may be removed if a majority of Conservation Commission votes to do so.
5. No trees, shrubs, grasses or other vegetation shall be cut or otherwise destroyed from said parcel without the permission of a majority of the Conservation Commission and then only to increase the lands value as wildlife habitat to eradicate undesirable species, or to control plant diseases when appropriate. Notwithstanding anything contained herein, in order to preserve the current condition and natural habitats that now exist, the annual haying, baling of hay and removal of the hay, is actively encouraged.
6. No motorized vehicles of any nature or kind, including but not limited to cars, trucks, motorcycles, all terrain vehicles, and snowmobiles, except as required by police, firemen or other governmental agents in carrying out their lawful duties, or those conducting agricultural pursuits, shall be allowed on said parcel.
7. No activities detrimental to drainage, flood control, water or soil conservation, water quality, or erosion control shall be allowed on said parcel.
8. This Trust shall become effective upon the acceptance of this deed by said Town, signified by the approval of its Board of Selectmen hereto as authorized by M.G.L. Ch. 40, Section 8C.

This conveyance is not subject to any homestead rights as the premises have never been the primary residence of either of the Grantors.

Being the same premises conveyed to the Grantors herein by Treasurer's deed dated December 17, 1976, and recorded with the Essex South District Registry of Deeds, in Book 6311, Page 335.

Witness our hands and seals this 24 day of October,
2017.

Joan L. Mason
Joan L. Mason

Cynthia J. Perry AKA Cynthia J. Mason-Perry
Cynthia J. Perry

THE COMMONWEALTH OF MASSACHUSETTS

ESSEX, ss.

24 October, 2017

On this 24 day of October, 2017, before me, the undersigned Notary Public, personally appeared Joan L. Mason and Cynthia J. Perry, proved to me through satisfactory evidence of identification, which were photographic identification with signature issued by a federal or state government agency oath or affirmation of a credible witness personal knowledge of the undersigned, to be the persons whose names are signed on the preceding or attached document(s), and acknowledged to me that they signed it voluntarily for its stated purpose.



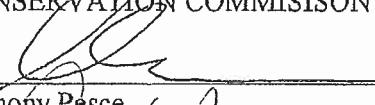
Joshua Nesmith
Notary Public
My Commission
April 5, 2022

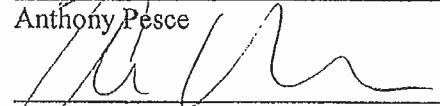
ACCEPTANCE

The undersigned Conservation Commission hereby accepts the foregoing deed pursuant to the authority granted to it by G.L. c. 40 Section 8C.

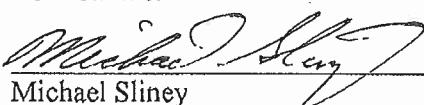
Executed this 8th day of November, 2017.

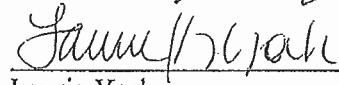
TOWN OF MIDDLETON
CONSERVATION COMMISSION


Anthony Pesce


Andrea Nelson

Tom Skinner


Michael Sliney


Laurie York

APPROVED
TOWN OF MIDDLETON
BOARD OF SELECTMEN

Brian M. Cresta

Richard Kassiotis

Timothy P. Houten

Kosta E. Prentakis

Todd Moreschi

A TRUE COPY
ATTEST:

Town Clerk

ACCEPTANCE

The undersigned Town of Middleton Board of Selectmen hereby accept the foregoing deed pursuant to the authority granted to it by G.L. c. 40 Section 8C.

Executed this _____ day of _____, 2017.

TOWN OF MIDDLETON
BOARD OF SELECTMEN

Brian M. Cresta

Richard Kassiotis

Timothy P. Houten

Kosta E. Prentakis

Todd Moreschi

A TRUE COPY
ATTEST:

Town Clerk



**SIGN
HERE**

EXHIBIT A

The land in Middleton, Essex County, Massachusetts, shown and described as Lots 166, 166A, and 167 in Woodland Park Premises as shown on a plan of land entitled "Woodland Park, Middleton & No. Reading Mass. F.H. Griswold – Owner. Shay & Shay Civil Engineers", filed in the Essex Registry of Deeds, South District, in Plan Book 58, Plan 95.



Council on Aging
Old Town Hall
38 Maple Street
Middleton, MA. 01949
978-777-4067
www.townofmiddleton.org

November 07, 2017

Board of Selectmen
48 South Main Street
Middleton, MA. 01949

Re: Middleton Food Bank Donation

Please add the following donation to your agenda for acceptance by the Board of Selectmen for the Middleton Council on Aging, and notify me when the check has been accepted so that it can then be deposited.

Thank you,

A handwritten signature in blue ink, appearing to read "Susan Gannon".

Susan Gannon
COA Director

A donation has been made payable to the Middleton Food Bank/Town of Middleton:

Date: 11/6/17

Name: Christine Lindberg

Donation: \$640.00 Check Number: 735

This donor would like to remain anonymous

Yes

No

Donation is in memory of or to honor:

CHRISTINE M. LINDBERG
9 LAKE ST
MIDDLETON, MA 01949

735

53-7054/2113
03

11/6/2017

Date

Pay to the
Order of Middleton Food Pantry \$ 640.00
Six Hundred and Forty dollars 00/00 dollars

Security
Features
Details on
Back.



America's Most Convenient Bank®

For FOOD BANK

A handwritten signature in black ink that appears to read "Christine M. Lindberg".

TD Bank N.A.

Hartland Clarke

Please notify when
selectmen will vote
to accept check!
Thank you!
11/7/17

Michelle Creasi

From: Derek Fullerton
Sent: Tuesday, November 14, 2017 9:42 AM
To: Andrew Sheehan
Cc: Judy Schneider; Michelle Creasi; Bob Ambrefe (ambrefeb@gmail.com)
Subject: FW: BOH

Hi Andy, After attending the last BOH to shadow the meeting, Judy Schneider has inclined that she would like to volunteer for the open BOH position. Can you inform her of the next steps with the BOS to interview and if applicable appoint her. Thank you.

Derek

From: Judy Schneider [mailto:judydschneider@gmail.com]
Sent: Sunday, November 12, 2017 8:33 PM
To: Derek Fullerton <derek.fullerton@middletonma.gov>
Subject: BOH

Derek, I am interested in joining the BOH. The meeting was interesting as are the issues that come before the board. Next steps? Judy

Judith Schneider, RN, MS
52 Maple Street
Middleton MA 01949

Education

University of Denver Coursework in MBA program

University of Colorado MS Nursing

University of Vermont BS Nursing

Honors and Awards

Partners in Excellence awards in recognition of outstanding performance and commitment to excellence

1996, 1998, 1999, 2003, 2005, 2006, 2007, 2008, 2009

-The ethics consult team members were recipients of the award in 2007.

Nursing Leadership award May 2011

Ethics Experience

Member Ethics and Human Values committee at Rose Medical Center, Denver CO for 10 years; chairman 1986-1987

Member Ethics Advisory Committee at NSMC, Salem MA for 15 years. Co-chair for 7 years.

Member Partners Ethics Leaders Group 2004 through 2009.

Member Harvard Teaching Hospitals Ethics Leaders group 2007 through 2009.

Professional Experience

1993 to present North Shore Medical Center Salem MA

August 2015 to present: Per Diem Project Director, Patient Care Services

2010 to August 2012 senior Project Director, Patient Care Services

- Responsible for multiple improvement projects to support the division and VP Patient Care as well as oversight of Quadramed acuity system.
- Applied for entrance to (at AONE) and led Care Innovation and Transformation Initiative team at NSMC.

2003 to 2010 Associate Chief Nurse

- Responsible for patient care operations, practice oversight and quality for critical care, respiratory therapy, emergency department, pediatrics, psychiatry, medical surgical inpatient care and maternal child services.
- Budget management responsibility for areas of responsibility.
- NSMC representative on Partners Compass Advisory Committee
- Key member of facility development planning teams (renovations and design of new facility units)
- Oversight for nursing peer review, JCAHO compliance

1999-2002 Director of Nursing/Chief Nurse for Salem Hospital

Judith Schneider, RN, MS

Page Two

- Responsible and accountable for nursing practice throughout the medical center inclusive of inpatient, out patient and remote sites
- Operational responsibility for medical-surgical, critical care, maternal/newborn services, infection control, respiratory therapy, surgical services, and other clinical and management support departments
- Oversaw development of Wound Treatment Center and Hospice inpatient service
- Developed and implemented rapid response nurse role

1998-1999 Director of Nursing

- Operational and programmatic responsibility for inpatient areas. Administrator of neonatology and level II nursery program
- Co-chaired with MD leader the Professional Relations Task Force and developed the Commitment Statement

1995-1998 Administrator for Pediatrics and Interdisciplinary Practice

- Operationally responsible for level II nursery, pediatrics inpatient, outpatient, medical specialty and emergency service
- Operationally responsible for five inpatient medical and surgical units, including critical care during successful implementation of on-line documentation
- Developed a surgical intermediate care unit implemented 12/98
- Responsible for Pediatric and Neonatal program transition from NEMC to Partners
- Obtained grant funding for Failure to Thrive Clinic

1993-1995 Administrator for Women's Health

- Responsible for program development and operations of the obstetrical, pediatric, and neonatal services.
- Established fetal/newborn loss program
- Established pediatric asthma improvement team resulting in reduced readmissions

1991 - 1993 Rose Medical Center Denver, CO

Director of Nursing for Women, Family and Community Services

- Responsible for program development, operations, and quality improvement of the obstetrical, pediatric, neonatal, social services, breast center, and hospital based home health services.
- Developed expanded perinatal program, NICU parent support program, and case management concept in obstetrical and pediatric areas
- Implemented comprehensive breast center

Judith Schneider, RN, MS

Page Three

1986 – 1991 Rose Medical Center Denver, CO

Associate Vice President Patient Care Services

- Shared overall responsibility for division with Vice president. Included Nursing units, Surgery, Home Health, Pharmacy, Food Service, Environmental Services, and Social Services.
- Introduced and implemented a nursing case management model
- Provided leadership for development and success of nursing self-governance model

1972 - 1986 Rose Medical Center Denver, CO

Assistant Director of Critical Care, Assistant Manager, and other roles

- Progressive promotion from staff nurse to other responsibilities

1971 - 1972 St. Elizabeth's Hospital Brighton, MA

Staff nurse Medical ICU

1973-1974: Staff nurse, Medical ICU

Publications

"Hopelessness and Helplessness", Journal of Psychiatric Nursing, March 1980

Presentations

- May 2013 : Values: Nurse-Patient-Organization presented during Faulkner Hospital Nurses' week programming.
- Summer 1993 "What men need to know about women's health issues" presented to Salem Hospital auxiliary and several local Rotary Clubs
- 1991-1992 "Ethics in ICU nursing" presented to ICU Access Program, in Denver CO
- 1984 "Ethics on the Front line of Medical Care" Case presentation as part of the Value of Many voices ethics conference in Denver CO
- 1983 Critical Care Issues of the 80's presented at Rose Medical Center in Denver CO
- 1982-1983 "Making Sense of Ethical Dilemmas" for nurses throughout the Denver CO area
- 1978 "Hopelessness and Helplessness, Altered states of consciousness" presented at Chautaugua conference Vail CO

Recent Ethics Continuing Education and Participation

- Partners Ethics Retreat May 15, 2001 Keynote topic “Ethics, Economics and Patient Care: How do they relate?”
- Partners Ethics Retreat May 15, 2002 Keynote topic “Setting limits fairly”
- Partners Ethics Retreat May 7, 2003 Keynote topic “Institutionalizing Ethics”
- Partners Ethics/Patient Safety Retreat May 24, 2004 Keynote topic “Are trusting relationships still possible in today’s medical system?”
- Planning committee member and co-facilitated case discussion “The Jazz Band as a metaphor for the health care team”
- Harvard Medical School-Division of Medical Ethics Program September 20, 2007 “Ethics Consultation in Health Care”
- Harvard Medical School-Division of Medical Ethics Program November 16, 2007 “What ethics committee members need to know about Law”
- Harvard Medical School-Division of Medical Ethics Program Organizational Ethics
- Member of planning committee for Partner’s Ethics retreat May 2008, “A walk in the woods”
- Ethics Coding at the Clinical Ethics and Public Policy program in July 2013
- Harvard Ethics Course review days annually
- NSMC Ethics consult training 2014

Volunteer Experience

- School Advisory Committee- Howe Manning School 1994
- Girl Scout “cookie Mom” and camping leader in 1990s
- Odyssey of the Mind Team Coach (Team won local competition) 1999

Current volunteer Work

- Middleton Stream Team since 2006, Currently Vice President of the Board, and Stream Team Photographer MiddletonStreamTeam.org
- Ethics committee with on-call for consultation 2012-present (continued after retirement)
- Ipswich River Watershed Association: Board Member IpswichRiver.org

Other Activities:

- Photography blog at <https://www.tumblr.com/blog/thesasonedeye>

Ryan Ferrara

From: Michelle Creasi
Sent: Wednesday, November 15, 2017 11:59 AM
To: Ryan Ferrara
Subject: FW: Thank you

From: Kevin Gmail [mailto:kbnoyes@gmail.com]
Sent: Tuesday, November 07, 2017 6:52 AM
To: Michelle Creasi <Michelle.Creasi@middletonma.gov>
Subject: Fwd: Thank you

Please ask the Board Of Selectman to vote to appoint Srdjan Perisic as the final member of the Recreation Commission.

Sent from my iPhone

Begin forwarded message:

From: Srdjan Perisic <consciousleadership2017@gmail.com>
Date: November 7, 2017 at 6:11:56 AM EST
To: "sojonb@comcast.net" <sojonb@comcast.net>, "amanda@zoecklein.com"
amanda@zoecklein.com, "STEVENSEMENZA@comcast.net"
STEVENSEMENZA@comcast.net, "michelle.creasi@gmail.com"
michelle.creasi@gmail.com, "nbansfield@gmail.com" <nbansfield@gmail.com>,
consciousleadership2017@gmail.com <consciousleadership2017@gmail.com>, Kevin Noyes
kbnoyes@gmail.com, Kevin Noyes <kbnoyes@hotmail.com>
Subject: Thank you

Dear All,

I wanted to take a moment to sincerely Thank You all for inviting me to join you last evening. It was my absolute pleasure to listen, observe, and learn about a great work you all have been doing for our town. Kudos to you!

Until next time.

Best Regards,

Srdjan



Srdjan Perisic
 Certified Professional Coach, Trainer, and Speaker at Conscious Leadership Coaching

P (617) 899 - 5228 E consciousleadership2017@gmail.com
 W <http://www.johnmaxwellgroup.com/srdjanperisic>

October 6, 2017

Town of Middleton Selectmen's office
48 S Main Street
Middleton, MA 01949

To Whom It May Concern,

My understanding is that the Middleton Recreation Commission is currently looking for a few board members for its committee. By the way of this letter, I would like to express my interest in becoming a part of this committee.

My name is Srdjan Perisic. For the past four years, my family and I have been residents of Middleton. I am originally from Montenegro, former Yugoslavia. I studied medicine in Sarajevo Med school, Bosnia, and Hercegovina, during the late 80's and early 90's. Unfortunately, when I was finishing my 3rd year war broke out, and I had to flee my home country. I have been living in the US for the past 22 years holding different senior level positions in a healthcare setting. I am also a John Maxwell certified coach, trainer, and speaker.

Why am I interested in becoming part of Middleton Recreation Committee? This is my way of paying back to all of those folks who helped me along the way to becoming who I am today.

I have particularly interested in leadership coaching/speaking as well as individual self-improvement and discovery. I help people and organizations who want to reach their potential and achieve more in their life.

Very truly yours,



Srdjan Perisic

Certified Professional Coach, Trainer, and Speaker at Conscious Leadership Coaching

P (617) 899 - 5228 E consciousleadership2017@gmail.com

W <http://www.johnmaxwellgroup.com/srdjanperisic>