

**Board of Selectmen
Minutes of Monday, November 29, 2021
Bourne Veterans' Community Center
Buzzards Bay, MA**

**TA Tim King, Acting
ATA Glenn Cannon**

Selectmen

Peter Meier, Chair
George Slade, Clerk
Judy Froman, Vice Chair
Mary Jane Mastrangelo
Jared MacDonald - Excused

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TOWN CLERK BOURNE

RECEIVED

- 1. Moment of Silence to recognize our Troops and our public safety personnel.**
- 2. Salute to the Flag**
- 3. Vision:** Bourne is a proud community that embraces change while respecting the rich heritage of the town and its villages. It is a municipality based on strong fiscal government with a durable economy that recognizes the rights of all citizens, respects the environment, especially the coastal areas of the community and the amenities that it affords. Bourne embraces excellent education, and offers to citizens a healthy, active lifestyle.
- 4. Mission:** Bourne will maximize opportunities for social and economic development while retaining an attractive, sustainable, and secure coastline and environment for the enjoyment of residents and visitors. Through responsible and professional leadership and in partnership with others, Bourne will strive to improve the quality of life for all residents living and working in the larger community.
- 5. Public Comment on Non-Agenda Items**
 - a. Public comments are allowed for up to a total of 12 minutes at the beginning of each meeting. Each speaker is limited to 3 minutes for comment. Based on past practice, members of the Board are not allowed to comment or respond.

No public comment

6) Approval of Minutes: None.

7) Selectmen's Business

- a. **Town Counsel Interviews (approximately 30 min each) –**
 - i. **Interview law firm - Miyares & Harrington**
 - ii. **Interview law firm – KP Law, P.C.**
 - iii. **Interview law firm – Brooks & DeRensis, P.C.**

- 7.a. i. Interview law firm – Miyares & Harrington, LLP — Miyares & Harrington, LLP – Chair** Meier said that they are here tonight because Bourne's Town Counsel has given due notice that it is time look at other options. There are three finalists to be interviewed. Chair Meier said that each firm to be interviewed will be given five minutes for an opening statement, then there will be a question-and-answer period, then a wrap up at roughly the twenty-five-minute mark, and each interview will go no longer than thirty minutes. He said there will be no decisions made tonight. The decision will be made at a subsequent meeting and the Town Administrator will notify the chosen firm, and that will start the negotiation process and further background checks. The Board of Selectmen and the Acting Town Administrator and Assistant Town Administrator introduced themselves.

Bryan Bertram introduced himself and said he has been with the firm for a few years and has been proposed as the lead Counsel for this proposal. Alexandra Rubin introduced herself and she said she has been with the firm for almost three years, and she has been proposed as back-up Counsel. Ray Miyares introduced himself and said he has been with the firm since it started in 1988 and in the proposal, he will serve in the role as Senior counsel, otherwise known as Philosopher and Advisor.

Chair Meier then asked the firm to please talk about the firm, their selves and the firm's philosophy and what prompted them to respond to Bourne's request for Town Counsel services.

Mr. Bertram said that the firm was started by Ray Miyares in 1988. He said that Mr. Miyares has said that his vision when he started the firm in 1988, was that he wanted it to be a community of professionals. Mr. Bertram said that was what the firm was when he interviewed and joined a few years ago, and that was the reason he joined the firm. He worked for a large firm in Boston for seven years, then served the Commonwealth as an Assistant Attorney General in the Government Bureau.

Mr. Bertram said the firm is mid-sized and there are enough lawyers that have specialization, and they can move work to those who specialize in different areas. They are also small enough that they are on the same floor of their office building. It is easy for clients to get in touch with their lawyers. They are a collection of individuals who enjoy working together, and they enjoy working as a team with municipalities that they serve. They are committed to the idea of good government.

Ms. Rubin said she also joined the firm because of the good vibe and the community of professionals. She wanted to emphasize the community aspect because as individuals they all come from different areas of specialty but what they all have together is municipal government. She reiterated what Mr. Bertram said regarding the firm. She said she also spent a few years on a large law firm, then she was Deputy General Counsel with the Board of Health for the State for seven years.

Mr. Miyares said in 1988 when he started the firm, he was a partner in a small environmental firm in Boston. He had wanted to focus more on municipal clients, so he opened this practice. His first client was the Town of Weymouth which was engaged in environmental battles. They currently serve 18 towns as Town Counsel. He said that his focus is on the environmental side of things. He talked about some of his environmental accomplishments.

Judy Froman asked what they suggest that Town Counsel can do to avoid or mitigate legal risk from the actions of town boards, committees, employees, and other officials. Mr. Bertram said what most legal teams practice is interaction, early and often. He said they try to always keep tabs on what is going on in the towns that they serve. He said that legal should have insight and input into decisions, because that is how you get cost benefit analysis or that risk vs. reward analysis that is necessary to those decisions. He said early communication, and early identification, and treating the legal team as part of the team. Ms. Rubin added that training is key as well and they are a good resource for the towns that they serve from the trainings that they have attended.

Chair Meier asked how the firm is with people from Bourne calling them with questions and if it needs to be a meeting with one person to answer them at a certain time, like weekly, or can it be on a question-by-question basis. Mr. Miyares said they always respond promptly, and it may be to say they do not have the answer, but that they will find it out and get back to the caller with the answer. He also said that they are happy to provide this service in whatever format would work for the Town.

George Slade asked what their strategy is in pursuing litigation and for pursuing alternative options or not pursuing litigation, and if the strategy changes if the Town is the plaintiff or the defendant. Mr. Bertram said that litigation is best to avoid if possible, and if needed then early identification and communication is needed and to keep your eyes on the costs because things can change quickly. He said the strategy changes when the Town is the defendant and sometimes you just cannot avoid it.

Mary Jane Mastrangelo asked what their experience dealing with conflicts among boards, committees and officials, and what part can Town Counsel play in addressing and resolving the conflicts. Mr. Miyares said that Town Counsel represents all of Town government. They will try to work out the best possible resolution for the Town, which sometimes can place Town Counsel in the mediator role. He said he has had much experience dealing with these kind of conflicts.

Glenn Cannon asked how the transition would go and about pending cases, particularly about litigation. Ms. Rubin said that they recently acquired a Town that they had to transition all the work very quickly. They worked collaboratively with that exiting attorney and that firm, and they got up to speed on all their matters including litigation, and they decided with that attorney what litigation would stay with that attorney as wrap up and what cases would transfer to them. They transitioned policies and by-laws that were in process and worked as a collaboration.

Tim King asked how quickly they could start if selected. Mr. Miyares said they could start as soon as the Town would want them to start.

Chair Meier asked why the Bourne Board of Selectmen should choose their firm and what can the Town of Bourne expect over the first year if they are retained. Mr. Miyares said he would give some advice in response to these questions. He said choosing a Town Counsel is one of the most important decisions that they will make in the time that they serve. He said an important decision is based on the relationship that the Town would have with Counsel, so it is important to see how many lawyers in a firm are municipal lawyers. He said that all the 11

lawyers in his firm are municipal lawyers. Also compare that number to how many Towns that they are serving. He said to also check to see who is representing neighboring towns. He encouraged the Town to check their references.

7.a. ii. Interview law firm – KP Law, P.C.

Gregg Corbo and Brian Maser introduced themselves and said they are shareholders at KP Law. The Board of Selectmen, the Acting Town Administrator and Assistant Town Administrator introduced themselves also. Chair Meier then asked the firm to please talk about the firm, their selves and the firm's philosophy and what prompted them to respond to Bourne's request for Town Counsel services.

Mr. Corbo started by saying that KP Law is a medium to large sized firm, with more than forty lawyers. He said they almost exclusively cater to municipalities and public entities. He said in spite of them being a larger firm, they give their clients the experience of a smaller firm. When you hire KP Law, you are hiring all forty lawyers. They will put together a small team to work with Bourne if chosen, with Mr. Corbo being the lead, and his primary point of contact would be with the Town Administrator. When an issue comes up, the Town Administrator would contact Mr. Corbo, by phone or email, and if he cannot get the answer quickly, he will assign the issue to a member of the team, who specializes in that type of issue. Mr. Corbo would be the lawyer that would go to Town Meetings.

Mr. Maser said the firm is big on building relationships with their towns. He said that regarding why they put in the request to represent Bourne, they have a large presence on the Cape, and they are familiar with Cape issues, and they feel they are well suited. Mr. Maser said he is a labor and employment attorney. He reiterated what Mr. Corbo said about their team working model.

Judy Froman asked what their strategy for pursuing litigation, pursuing alternative options, or not pursuing and/or settling litigation and does their strategy change if the Town is the plaintiff or the defendant. Mr. Corbo said that it's hard to say that there's one size fits all and he said that they would always try to look at ways to avoid getting into litigation and put Bourne in the best light should litigation become necessary. He said that he would discuss all options about settling or going to litigation in Executive Session with the Town of Bourne. Mr. Maser said that in advance of having to go to litigation, they are proactive in trying to avoid it. He said once they are involved in litigation, they are zealous in representing their clients.

George Slade asked if they would be able to facilitate in the areas of wetlands protection, salt marsh protection, resiliency, and aspirations for economic development. Mr. Corbo said in regards to wetlands, they have a member of the firm who has over twenty years' experience in practicing in wetlands and environmental law, as well as another colleague who represents municipalities all over specifically on wetlands issues. He also spoke of his own experiences working with towns on their wetland's issues.

Mary Jane Mastrangelo asked what they suggest that Town Counsel can do to avoid or mitigate legal risk from the actions of town boards, committees, employees, and other officials. Mr. Maser said that they are proactive, and they provide involved training to their municipal clients. They provided annual trainings also. They will provide information on new emerging areas of law. Mr. Corbo said to also get them on board early so that assistance can be provided from the very beginning.

Chair Meier asked what their opinion is on trying to make the insurers come back in line, so the Town gets the most bang for their buck, instead of being told the risk in on the Town. Mr. Corbo said that they have lawyers that handle coverage disputes with insurers. He said they are quite knowledgeable on what types of claims should be covered under a policy and what types of claims can be excluded and they will not hesitate to either take that coverage denial or reservation of rights and put it back on them.

Chair Meier also asked what their firm's experience is on answering record requests and getting back to requestor as soon as possible with either the record or an extension request. Mr. Maser said that they are familiar with the public record law, and they deal with a lot of public records questions and issues and are aware of the ten-business day window that Towns have to respond. He said they have quite a few attorneys that specialize in public records issues and can address any issues that come up. They will work with the Town to help get the deadlines met.

Mary Jane Mastrangelo asked what their experience is with conflicts among Town boards, committees, officials, and what part can Town Counsel play in addressing and resolving conflicts. Mr. Corbo said that this does come up from time to time and they try very hard to bring the boards together to see if there is a common goal that they can reach. If it were to end up in litigation, they might recommend a joint executive session with both boards.

Glenn Cannon said that the Town's current Town Counsel, Bob Troy, has been representing Bourne for 42 years, and they have not transferred over to another Town Counsel since he came aboard. He asked how many towns that they have transferred over and what the process would be. Mr. Corbo said he has been involved in several transitions, but he doesn't have a specific number. He said typically the current Counsel will provide a summary of all active matters that they are handling and then send the files to their firm, and they will go through the files and try to figure out what needs to be jumped into right away. They may come down to meet with department heads to get a feel for what is going on. He said that where the Town's current Counsel is leaving on his own, it can make the transition easier. He also said that their firm also can aid on not having to hire Special Counsel for some cases because they have so many specialists in the firm.

Judy Froman asked them to elaborate on labor counsel and helping to resolve issues with staff. Mr. Maser said as one of eight labor lawyers in the firm, he thinks that they are sensitive to how sensitive labor employment matters can be. He said that with contract and labor negotiations he takes his lead from what the client wants.

Chair Meier asked them to tell the Board why they should hire their firm. Mr. Corbo said that they offer big firm depth of experience, and expertise with small firm feel and relationship, together, with bringing a solid base of knowledge with the Town of Bourne being on the Cape and with being a waterfront community. Mr. Maser said that they have a firm of Town Counsels, and it is what they do.

7.a.iii Interview law firm – Brooks & DeRensis, P.C.

Paul DeRensis introduced himself then Len Kopelman, Jack Dolan, and John Ruggieri. The Board of Selectmen, the Acting Town Administrator and Assistant Town Administrator introduced themselves also. Chair Meier then asked the firm to please talk about the firm, their

selves and the firm's philosophy and what prompted them to respond to Bourne's request for Town Counsel services.

Mr. DeRensis said that what prompted their response is that he is quite interested in coastal communities, and he has represented several coastal communities. He also said that what makes them different from what they have just seen is practicality, loyalty, they care, and they are the right size for the Town of Bourne. He said he has been on both sides of the table. He said he has been both Town Counsel and on a Board of Selectmen and other boards and committees for many years. He said that they represent communities that are about the same size as Bourne.

Mr. Kopelman said he was the founder of KP Law, and he left because he was spending too much time in management, and he wanted to get back into municipal law. He talked about practicality and how litigation costs a lot of money. He said that he would be able to tell Bourne what the chances of success would be in litigation, and he would be correct, because he has learned his lessons, and he also would be able to tell Bourne what it would cost. He said their firm has a very good trial attorney. He said he is always available.

Mr. Dolan said he worked at KP Law as well and he has had a lifetime commitment to the public sector professionally. He started as a municipal attorney right out of Law School. He has also served as Town Administrator in a few towns.

Mr. Ruggieri said he has been with Brooks and DeRensis for three years. He said he has done just about everything in his 28 years of his legal profession. His expertise is real estate in municipalities. He is currently working on renewable energy.

Judy Froman asked what they would suggest that Town Counsel could do to avoid or mitigate legal risk from the actions of town boards, committees, employees, and other officials. Mr. DeRensis said that they do training. They feel it is better to have people knowing what they are doing than it is to clean up the mess afterwards. They also have a rule that is "call us before you leap". He said that they are all available 24/7 for any questions, at any time. Mr. Kopelman said that they like to meet with the Town Administrator and the department heads in the beginning to have all get to know each other. Mr. Dolan said that training is key. He said that training is not to answer all questions, it is to raise consciousness levels, so they know when to ask the questions.

George Slade asked them to explain how they address complex legal issues that their firm does not have the necessarily have expertise in, and if they would they recommend outside counsel. Mr. DeRensis said that he just recommended Special Counsel to one of his communities because there is PFAS in the water and they want to sue. He said their office could do this work, but he felt it better to hire someone who makes this their life work.

Mary Jane Mastrangelo asked if they have regular office hours in Town, if they regularly attend board meetings, if they have a system that they thinks works best that they would recommend to the Town and how can the Town be proactive in making sure that they are not leaping before they are calling. Mr. DeRensis says he does office hours every Tuesday in Canton. Mr. Ruggieri said he is very available and accessible, and he thinks regular Town hours are great if there is that need. He also said he does a lot of Zoom meetings as well. Ms. Mastrangelo asked if it would be feasible to have Town Counsel attend executive session meetings while discussing land purchases, and Mr. Ruggieri said yes. There was some discussion about loyalty and accessibility

of the firm. Mr. DeRensis said that he requests all agendas and agenda packets for Board of Selectmen executive session meetings, and he looks them over and will tell the Town if they are wrong and cannot go into executive session for it or he may say he needs to be there.

Judy Froman asked what the transition of their firm will look like in the future. Mr. DeRensis said he recently brought in an attorney who is younger and is a great municipal lawyer. He also said that the wisdom and knowledge of the attorneys that are here right now are passing it on to the other attorneys in the firm.

Glenn Cannon said that the Town is transitioning to new counsel after 42 years, and he asked how their process would be to transition into new counsel for the Town of Bourne. Mr. DeRensis said the transition would be handled gently. They have no antagonism against Bob Troy although they do things differently, because they are bigger and have the depth to put on the field a team. Mr. Cannon said if they were hired today, how long would it take for them to take over representing Bourne, and Mr. DeRensis said tomorrow. Mr. Ruggieri said it would be by the Town's directive. Ms. Mastrangelo asked if they have a transition plan. Mr. Kopelman said that they would contact existing Town Counsel to talk about any emergency issues in the courts. Mr. Dolan said it would be a shared responsibility between both the exiting counsel and their firm if hired.

Chair Meier asked the firm to do a closing statement. Mr. DeRensis said he wanted to go back to what he said in the beginning is what makes them different. He said they are practical, and they will be as invested in any project that the Town is and get the project at hand done. He also said because they care, and they are the right size for the Town of Bourne.

8) Adjourn

Voted: Judy Froman moved, and Mary Jane Mastrangelo seconded to adjourn.

Vote: 4-0-0.

Respectfully submitted – Kim Johnson, recording secretary.