



TOWN OF WINCHESTER SELECT BOARD'S MEETING
SELECT BOARD MEETING ROOM

A. 6:00 P.M. OPENING

Executive Session (closed to public)

6:00 PM

1. Waterfield Lot - MGL Ch. 30 §21(a) 6 - To consider the purchase, exchange, lease or value of real property if the chair declares that an open meeting may have detrimental effect on the negotiating position of the governmental body.
2. MGL Chapter 30 §21(a) 2 - To discuss strategy with respect to collective bargaining or litigation.

Notification of Meetings and Hearings (open to public)

6:15 PM

- Thursday, May 5, 2022 - Regular Session (5pm)
- Monday, May 9, 2022 - Regular Session before Spring Town Meeting (6pm)
- Monday, May 9, 2022 - Spring Town Meeting
- Monday, May 16, 2022 - Regular Session

B. ACCEPTANCE OF DONATIONS

Accept donations in the amount of \$2,250 from Winchester Co-Operative Bank, Winchester Rotary Club and Winchester Savings Bank to the Recreation Department for the 2022 Summer Concerts on the Common series.

C. TOWN MANAGER REPORT AND COMMENTS

D. COMPTROLLER'S REPORT

E. LICENSES

F. HEARINGS

G. BUSINESS

1. Town Counsel RFP
2. Warrant Articles

Documents:

[WINCHESTER TOWN COUNSEL RFP 2022 DRAFT V3.PDF](#)

H. CONSENT AGENDA

1. Approve a Parade Permit request to hold the Memorial Day Parade on Monday May 30, 2022, assembling at the Winchester High School campus at 9:00 a.m.
2. One Day Liquor Licenses: Archie McIntyre for Wright-Locke Farm – May 12, 21 & 25, 2022 – Wright-Locke Farm

Documents:

[MEMORIAL DAY 2022.PDF](#)

I. COMMUNICATIONS AND WORKING GROUP REPORTS



**TOWN OF WINCHESTER
REQUEST FOR PROPOSALS
FOR TOWN COUNSEL SERVICES**

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I. Objective

The Town of Winchester, Massachusetts, acting through its Select Board (SB), seeks to appoint a highly qualified attorney as Town Counsel effective July 1, 2022. The successful responding attorney should meet or exceed the qualifications stated herein and, in general, should be: readily accessible to authorized public officials; experienced in municipal law (as further described below); scrupulous in adhering to required standards of professional conduct and ethics; and committed to rendering sound legal advice with suitable objectivity and professional detachment.

II. Background

The Town of Winchester is located eight miles north of downtown Boston and has a population of approximately 23,000 residents. The Town is predominantly residential with a vibrant center of Town. With a budget of approximately \$142 million for Fiscal Year 2022, the Town is rated AAA+ by Standard & Poor's.

Winchester government functions under a Select Board and a Town Manager. Additionally, the Town has a 192-member representative Town Meeting, five other elected boards (Board of Assessors, Board of Health, Housing Authority, Library Board of Trustees, and Planning Board) and many Select Board-appointed boards. The Town is led by well qualified department heads and very dedicated staff, and also enjoys a strong grass-roots volunteer effort. Through these volunteers, the Town benefits from a wide range of knowledge and experience in many professional and technical fields. Town citizens and volunteers are encouraged to learn more about the Town of Winchester through its municipal website (www.winchester.us) and local publications.

Currently, the Town uses the model of a single attorney/firm approach but may elect to have a generalist serve as Town Counsel and have his/hers/their services augmented by selected special outside counsel and the Town's labor counsel. Note that the school department hires independent counsel. The Town is seeking an attorney with experience in municipal law, town by-laws and regulations, election laws and procedures. An Attorney with experience in land use and zoning laws considered a plus.

III. Scope of Services

Generally, Town Counsel shall provide or supervise special outside counsel to provide the following scope of services:

- General Municipal Law;
- General Municipal Labor Law;
- Municipal Finance;
- Town By-laws and Regulations;
- Open Meeting, public record, executive session, and conflicts of interest law;
- Town Meeting: drafting and review of Warrant Articles and Motions, advice on issues before and at Town Meeting;
- Drafting and monitoring special legislation;
- Public Bidding, public construction, municipal procurement issues, and contract review;
- Zoning and land use issues;
- Zoning By-laws;
- Real estate issues: acquisitions, sales, eminent domain, easements, leases, tax takings, conservation easements;
- Affordable Housing;
- Subdivision control law;
- Community Preservation Act (new);
- Licensing (new);
- Property and Liability claims against the Town (new);
- Wetlands regulations;
- Oil and Hazardous Waste Contamination and other environmental issues;
- Elections law and procedures;
- Liquor Licensing;
- Representation of the Town in all courts, including appellate level, and administrative agencies as needed;
- Annually review insurance coverage and policies of the Town and advise SB and Town Manager;
- Annual/Semi Annual Review of withheld Executive Session minutes for opinion of release to public; and
- Other legal services as needed.

The Town expects Town Counsel attendance at the following:

- All sessions of Special and Annual Town Meetings (Fall Town Meeting begins on either the first Monday in November or during State or Federal Elections on the first Thursday after the Election and runs on consecutive Mondays and Thursdays. Spring Town Meeting begins on the last Monday in April and runs consecutive Mondays and Thursdays).

- Be present at SB Meetings or other Town agency meetings upon the request of the SB and/or Town Manager. SB meetings are generally held on Monday evenings (every other Monday, less frequently in the summer).
- The SB may have special counsel (i.e., labor issues, tax takings, wetland issues, energy supply contracting, solar projects, environment/DEP permitting, etc.) and as such, the appointed Town Counsel shall manage, collaborate, and review work of Special Counsel.

The Town expects Town Counsel to maintain a log of all matters and make a semi-annual written report to the SB containing a statement of each case that has been settled, tried or otherwise disposed of during the year as well as those cases still pending with status of same. This semi-annual report should also include a report of services performed on behalf of the Town at dates as defined by the SB. The appointee must also commit to preparing a brief written summary each month of all open legal issues at no cost to the Town and to prepare a summary of the Town's legal issues for the Town's Annual Report.

IV. Minimum Qualifications

A. Bar Admissions

The appointee and all those who serve as back-up to the appointee (see below) must be a member in good standing of the Massachusetts Bar and of the Federal Bar for the District of Massachusetts.

B. Experience

The Town prefers an appointee who represents or has represented as town counsel (or functional equivalent) other Massachusetts municipalities for no less than five years each, or represented Massachusetts' municipalities in specific areas of municipal law. References for all municipalities currently represented or represented in the past ten years by the appointee must be furnished.

C. Accessibility and Accountability

The appointee must commit to be available for frequent contact either through in person meetings via telephone or email, and be able to respond to all communications from authorized officials either himself/herself or through a qualified back up within 24 hours of the call during normal business hours. The appointee must be accessible to town staff and board members. The appointee must also commit, as a general rule, to responding to requests for written opinions within one week unless the circumstances of the opinion warrant a shorter or longer time frame for a response.

D. Back-up

The appointee must have within his or her firm or through an established "of counsel" relationship at least one other qualified attorney available to render advice and otherwise represent the interests of the Town of Winchester when the appointee(s) is (are) unavailable. In this context, "qualified attorney" shall mean another lawyer who substantially meets the minimum qualifications set forth herein for the appointee or another attorney in the firm that meets these qualifications supervises.

E. Duration

The Town anticipates entering into a contract for legal services with selected counsel with an anticipated contract start date of July 1, 2022, through June 30, 2023. There may also be an option to renew for one or multiple year terms, based upon mutual satisfaction, to be determined 60 days prior to the expiration of initial agreement.

F. Transition Plan

The responding attorney must describe how your firm transitions in implementing services to the Town of Winchester, and how you would transition to a new firm in the event of transfer in the future.

G. Separation

The Town reserves the right to terminate the contract for legal services with thirty (30) days advance written notice with or without cause and the appointee shall be able to terminate the contract upon ninety (90) days advance written notice with or without cause.

H. Billing

The appointee must commit to providing, each month, a summary statement of legal services rendered and an invoice for services ordered, rendered and accepted. Each statement, if based on an hourly rate for services, must disclose, at a minimum, the date of the service, the identity of the lawyer or staff person performing the service, the subject matter reference for the service, a description of the service performed, the time it took to perform that function, and the hourly rate for the individual performing the function. Expense items must also be itemized.

A responding attorney should submit a detailed proposal regarding the expenses involved for the provision of Town Counsel services including any retainer, hourly rate of personnel providing these services, reimbursable expenses, and other costs involved. This should include proposals for annual maximum legal expenses, as applicable, as well as what services are included in the retainer.

The Town is committed to containing legal costs and wishes to understand the basis on which the responding attorneys propose fees and expenses. The Board of SB will consider alternatives to the traditional hourly rate fee arrangement with counsel and/or the current fixed fee arrangement for certain service such as attendance at Board of SB and Town Meetings. Responding attorneys are required to clearly outline the various types of financial arrangements being proposed. For example, if a fixed fee arrangement is being proposed, define exactly what is meant by this term and specify the legal services that are included in the fixed fee arrangement and those which are excluded. The hourly rate for legal services that are excluded from a fixed-fee arrangement must be provided. If a minimum annual contract, define what would be included in such an arrangement. Responding attorneys should feel free to be creative in this regard so long as the proposal is understandable and reasonable.

The Town shall not be charged for billing inquiries, summary status reports, or for information required by outside auditors.

Whether or not the responding attorney proposes an alternative fee arrangement, the attached "Fees and Expenses Response Sheet" (Attachment B) must be filled out completely.

1. Special attention should be paid to recommendations for managing and controlling the cost of legal services.
2. Proposal Expenses - The Town of Winchester shall not incur or be responsible for any expenses incurred by any responding attorney or others as a result of the proposal process. All expenses will be the proposer's sole responsibility.
3. Financial Condition - Prior to execution of a contract, the successful responding attorney if requested by the Town must demonstrate, to the Town of Winchester's satisfaction that they have adequate financial resources to meet their obligations and the ability to maintain such resources for the term of the contract.

I. Insurance Requirements

Responding attorneys must submit evidence of valid minimum insurance coverage for both the attorney and his/her firm prior to or upon execution of the contract, as follows:

1. Worker's Compensation Insurance as required by law.
2. Insurance Certificates with the Town named as an additional insured for each:
 - a. Lawyers Professional Liability of at least \$2,000,000/occurrence, \$3,000,000 Annual Aggregate Limit.
 - b. General Liability of at least \$1,000,000 Bodily Injury and Property Damage Liability with a \$2,000,000 Annual Aggregate Limit.
 - c. Automobile Liability (applicable for any contractor who has an automobile operating exposure) of at least \$1,000,000 Bodily Injury and Property Damage per accident.

The Town reserves the right to modify these insurance requirements.

V. Selection

In seeking Town Counsel, the Town of Winchester is not bound by G.L c. 30B. This process is being used to communicate the desired qualifications of Town Counsel and to solicit information in an orderly fashion for rough comparative purposes.

A senior staff working group will evaluate proposals, conduct preliminary interviews, and recommend approximately three (3) finalists for consideration by the SB. Ultimately, the SB will select the candidate deemed to be in the best interests of the Town, in its sole discretion. Consequently, the SB and Town of Winchester reserve the right to waive any irregularities in the RFP process and to accept or reject any or all proposals. The SB intends to work with the new appointee on a transitional plan.

Below are the projected dates for this process. The Town reserves the right to modify this schedule as it determines convenient:

May 9, 2022	RFP issued
June 6, 2022	Proposals due by 3:00 pm (EST)
June 13-16, 2022	SB finalist interviews
June 27, 2022	SB's decision
July 1, 2022	Effective date of appointment

VI. Application

Qualified attorneys or law firms interested in responding to this RFP should fill out the attached forms completely and attach copies of all documents requested therein. This RFP is not to be construed as an offer to enter into a contract. Once opened by the Town, a response to this RFP is a public record per Massachusetts Public Records law. The contents of the RFP as accepted by the Town are available for public inspection during normal business hours. Kindly return the same in a sealed envelope labeled "Town Counsel RFP" to Mark Twogood, Assistant Town Manager, who also will be available to respond to questions during normal business hours. He will respond within three to five business days to inquiries. He can be contacted at:

Mark Twogood, Assistant Town Manager
Town of Winchester
71 Mt. Vernon Street
Winchester, MA 01890
Email: mtwogood@winchester.us
Phone: 781-721-7133

Please provide one original and seven hard copies of the completed RFP response and all associated documentation, along with one digital copy in Adobe (.pdf) format at the address above.

All responses to this RFP must be received at the above address no later than 3:00 pm EST on June 6, 2022.

**RESPONSE TO REQUEST FOR PROPOSALS FOR
TOWN OF WINCHESTER TOWN COUNSEL**

ATTACHMENT A: *Responding Attorney Profile*

Name:
BBO#:
Name of Firm:
Street Address:
City, State, Zip:
Telephone:
Fax Number:
Email:
Website:

Please respond to each of the following, using separate pages as necessary.

1. Please identify by name (and BBO number, address and phone number if different than above), the proposed Town Counsel and, if applicable, lead counsel as well as members of a team, and each proposed back-up counsel.
2. Please attach a two-page resume or curriculum vitae for each attorney identified above.
3. Do each of the attorneys identified above meet the minimum bar admission requirements of the RFP? If other than “yes”, please explain.
4. With respect to each attorney identified, please list each and every Massachusetts municipality represented by the attorney within the past ten years, the years of such representation, and the name, address and phone number of at least one contact person in each municipality with knowledge of the attorney’s representation.
5. Please describe each identified attorney’s experience in municipal law.
6. Please describe how you propose to satisfy the Accessibility and Accountability requirements of the RFP, specifically with regard to Winchester’s somewhat decentralized form of government, including volunteer Boards.
7. Please describe any work that you have done over the last ten years where Winchester has been a party to the matter.
8. How do you ensure the delivery of cost-effective client services?
9. How do you propose to minimize duplication and/or re-work of matters that are similar to matters previously handled?
10. Please describe how you propose to satisfy the back-up requirements of the RFP.
11. If services are to be provided by a team of lawyers, describe how the team approach would work. For example, will specific attorneys be assigned to specific cases or subject matters? Will the specific attorney remain the contact throughout the case or matter?
12. How would you conduct or oversee litigation, including administrative proceedings, in which the Town and its boards are involved in their official capacity, to the extent such legal services are not provided by the Town’s insurance carriers or outside counsel?

13. Are you available to review and approve as to form and content all contracts to which the Town is a party?
14. Do you provide regular updates on regulations, legislation and court decisions affecting municipalities and, if so, would this be a separate expense?
15. Do you provide training in legal obligations and compliance for elected, appointed and compensated town employees on issues such as conflict of interest, ethics, open meeting law and harassment, and, if so, would this be a separate expense?
16. Please describe your suggestions for the transition from current Town Counsel.
17. Please describe any complaints with the Board of Bar Overseers or suits against each identified attorney and how the complaints or suits have been resolved.
18. Please provide a listing of any complaints or grievances filed, with outcome, against the law firm or individual attorney with the past five years.
 - a. If your services have been terminated or a municipality did not reappoint you, please list and explain the circumstances.
 - b. Also please indicate if you have ever terminated a contract with a municipality, if so please explain the circumstances.
19. Please identify any past or current clients that may give rise to a conflict of interest as a result of representing the Town of Winchester.
20. For each town you and, if applicable, members of your firm have represented, please list those cases where municipal litigation has been undertaken.

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

Printed Name: _____

Signed: _____ Date: _____

Title: _____

**RESPONSE TO REQUEST FOR PROPOSALS FOR
TOWN OF WINCHESTER TOWN COUNSEL**

ATTACHMENT B: Fees and Expenses Response Sheet

The Town is committed to containing legal costs and wishes to understand the basis on which the responding attorneys propose fees and expenses. Any attorney/law firm wishing to be considered for appointment may submit with its application alternative proposals to the traditional hourly rate arrangement. For example, responding attorneys may propose a fixed retainer for a specified scope of services with an hourly rate for work outside the established scope of services, or a fixed cost for a set number of hours per month.

Towards this end, responding attorneys are encouraged to clearly outline how they might assist the Town in containing legal costs. Note that any single expense/disbursement exceeding \$500 requires prior approval from the Town Manager.

If a minimum annual contract is proposed, define what would be included in such an arrangement. Responding attorneys should feel free to be creative in this regard so long as the proposal is workable and reasonable.

1. Please list the name and hourly rate for proposed Town Counsel and for each attorney intended or likely to serve as back-up. There shall be no charge for travel to and from Winchester.
2. If you propose to bill for services provided by paralegals, clerical staff, or other non-attorney personnel, please list by title and by hourly rate each position for whom you may bill.
3. Please provide a complete listing of all charges for expenses you intend to impose as incurred (i.e., any and all copy charges, telephone charges, fax charges, mileage charges (excluding mileage to and from Winchester), and the like, but excluding any fees for stenographers, court fees, service fees and the like).
4. In what hourly increments do you intend to bill?
5. Do you bill out attorney time out of the office on a portal-to-portal basis or some other basis? Please describe.
6. Please describe any proposed alternative fee arrangement.
7. For each city/town you or your firm represents, list the legal budget (broken down) for the last five years and the actual amount spent that year with an explanation for any substantial (greater than 5%) differences.
8. For each city/town you (or your firm) represent, please describe cost containment procedures you have implemented to keep the legal budget reasonable and cost effective.

Printed Name: _____

Signed: _____ Date: _____

Title: _____

**RESPONSE TO REQUEST FOR PROPOSALS FOR
TOWN OF WINCHESTER TOWN COUNSEL**

ATTACHMENT C: *Municipal Law Experience Profile*

Please describe on a separate, attached paper each identified attorney's experience, if any, in the areas of land use, zoning, planning, and real estate issues (acquisitions, sales, eminent domain, easements, leases, tax taking). The responding attorney should also provide information about his/her experience at: town meetings; drafting and reviewing of warrant articles and motions; and advising on issues before and at town meeting.

Please also expand upon your experience, if any, with G.L. c. 40A, 40B, subdivision control law, Community Preservation Act G.L. c. 44B, wetlands regulation (state and local), and general environmental and oil and hazardous waste contamination law (G.L. c. 21E).

Additionally, the responding attorney should provide information about your experience with general municipal law, municipal finance, municipal by-laws and regulations, drafting and monitoring special legislation, and open meeting, public record, executive sessions, and conflicts of interest law.

Finally, provide any additional information about your experience with public bidding, construction law, and municipal procurement law.

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

Printed Name: _____

Signed: _____ Date: _____

Title: _____

**RESPONSE TO REQUEST FOR PROPOSALS FOR
TOWN OF WINCHESTER TOWN COUNSEL**

ATTACHMENT D: *Statement of Litigation Experience*

Please quantify your experience, if any, with the listed courts, boards, and commissions over the last ten years:

- _____ Trials before State Courts (District, Superior, Land Courts)
- _____ Trials before Federal District Courts
- _____ Appeals before Massachusetts Appeals Court
- _____ Appeals before Massachusetts Supreme Judicial Court
- _____ Administrative Proceedings before Massachusetts Civil Service Commission
- _____ Arbitration Proceedings
- _____ Mediation Proceedings
- _____ Administrative Proceedings before Massachusetts Appellate Tax Board
- _____ Administrative Proceedings before Massachusetts Department of Environmental Protection
- _____ Administrative Proceedings before Massachusetts Commission Against Discrimination
- _____ Administrative Proceedings before the ABCC
- _____ Administrative Proceedings before the Housing Appeals Committee
- _____ Administrative Proceedings before Division of Administrative Law Appeals

Printed Name: _____

Signed: _____ Date: _____

Title: _____



**RESPONSE TO REQUEST FOR PROPOSALS FOR
TOWN OF WINCHESTER TOWN COUNSEL**

TOWN OF WINCHESTER BACKGROUND INFORMATION

Town Website: <http://www.winchester.us>

Annual Report: <https://www.winchester.us/documentcenter/home/view/1688>

Volunteer Boards & Committees: <https://www.winchester.us/251/Appointed-Boards>

Elected Boards: <https://www.winchester.us/216/Elected-Boards>

Home Rule Charter: <https://www.winchester.us/documentcenter/view/226>

General By-laws: <https://www.winchester.us/documentcenter/view/225>

Zoning By-laws: <https://www.winchester.us/documentcenter/view/228>

MEMORIAL DAY

May 30, 2022

Parade and Civic Exercises

Parade: Parade Marshal Greg Quill, Past Commander VFW Post 3719

9:00 AM Muster at Winchester High School

9:15 AM Parade step off, southbound (left) on Skillings to Washington Street

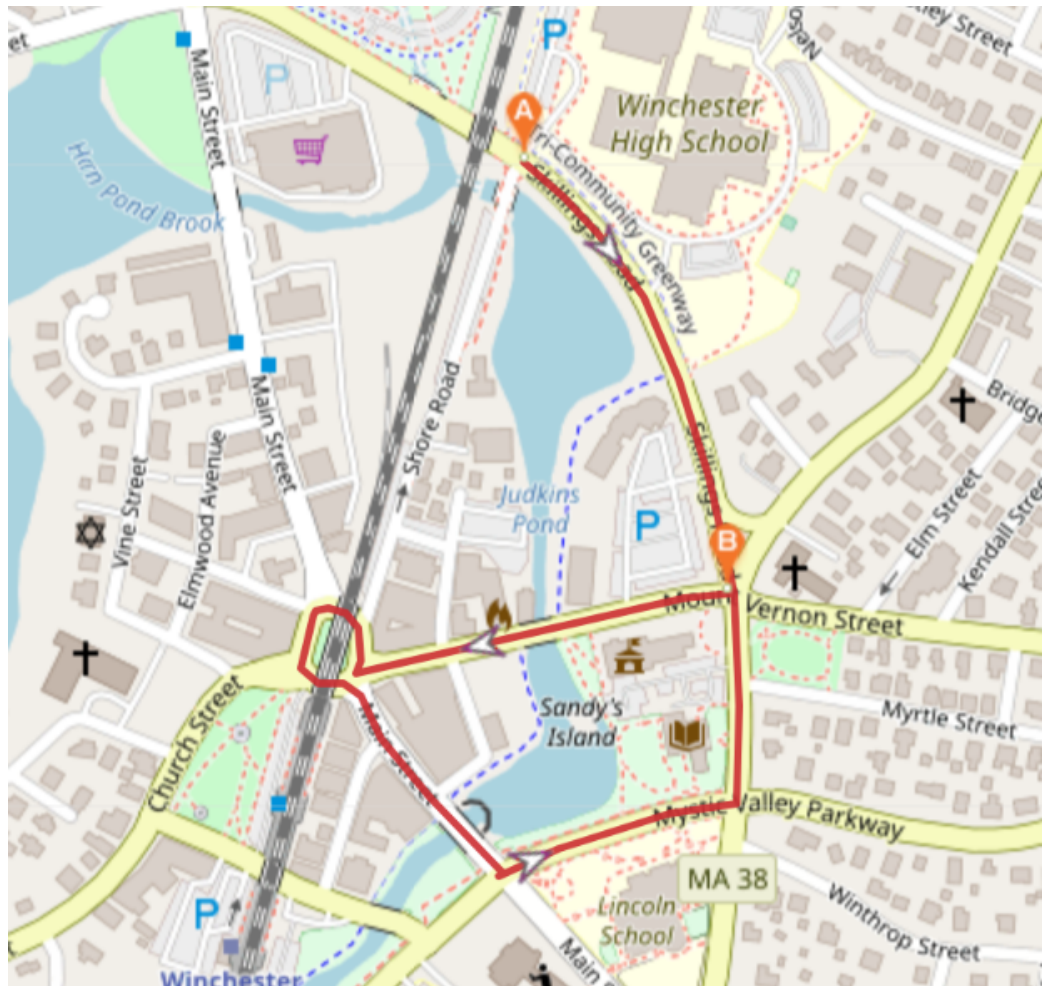
Left on Mt Vernon Street, pause in front of Public Safety Building

Continue around Quill Rotary onto Main Street towards Mystic Valley Parkway

Place wreath at WWII Memorial

Continue from Mystic Valley Parkway to Washington Street

Left on Washington Street, end at Edward F. O'Connell Memorial Plaza



Civic Exercises at Edward F. O'Connell Memorial Plaza

Greetings:	Mrs. Edward O'Connell, Parade Committee
Invocation:	Rev Earl Darlington
Pledge of Allegiance:	
Placing of Wreath:	Commander Festus McDonough, VFW Marge Labeledz, President Post Auxiliary
Volley:	Winchester Police Honor Guard
Playing of Taps:	Winchester High School Guard
Music from the Piper:	Capt. Rick Tustin, Winchester Fire Dept
Welcome from the Post:	VFW Commander, Festus McDonough
Greetings from Town:	Richard Mucci, Chair of Select Board
Introduction of Veteran:	member of the Post
Voice of the Veteran:	TBD
Musical Interlude:	Boston Firemens Band
Address:	State Representative Michael Day
Musical Interlude:	School Chorus (Joel's Group)
Student Introduction:	Mrs. Edward O'Connell
Student Essay:	TBD
Student Essay Award:	member of the Post
Musical Interlude:	Winchester High School Band
Appreciation	President Labeledz
Benediction:	Rev. Earl Darlington
National Anthem:	Winchester High School Band and Boston Firemens Band