Finance Department

Memo

To: The Board of Selectmen

From: Rawle Dummett

CC: Kim Allen

Date: June 23, 2021

Re: Bid Award – Bid#21-108 Bond Counsel Services

Dear Mr. Brule:

Proposals for the above mentioned bid were opened on May 18, 2021 by Maryellen McConnell, Linda Geer and I with the attached results. After careful review of proposals, Hinckley, Allen & Snyder LLP best qualifies to provide these services to the town.

I therefore respectfully seek the Board's approval to award the contract to Hinckley, Allen & Snyder.

Sincerely

Rawle Dummett
Purchasing Agent,
Town of Waterford

FIFTEEN ROPE FERRY ROAD
WATERFORD, CT 06385-2886

Town of Waterford

PHONE: 860-442-0553
www.waterfordct.org

TO: Rob Brule
First Selectman

FROM: Kim Allen, Director of Finance

COPY: Rawle Dummett, Purcahsing Agent

RE: Bid Award Recommendation for Bid#21-108 Bond Counsel Services

DATE: June 23, 2021

After careful review of proposals for Town Bond Counsel Services, Hinckley, Allen & Snyder LLP is being recommended for a contract to provide services to the Town of Waterford on an as needed basis for all services related to securing funding for future town projects.

The Town received three proposals in response to an RFP soliciting bond counsel services. The proposals were evaluated and two firms were selected for interviews with the Rob Brule, First Selectman, Rob Avena, Town Attorney, and Kim Allen, Director of Finance.

Criteria for selection included experience, fees, additional services (i.e. meeting attendance) and proposals of creating a partnership with the Town of Waterford to meet our goals.

Hawkins Delafield & Wood, LLP											Optional Extension Years			
Fiscal Year	2022-23		2023-24		2024-25		2025-26		2026-27		2027-28		2028-29	
Description	Min.	Max.	Min.	Max.	Min.	Max.	Min.	Max.	Min.	Max.	Min.	Max.	Min.	Max.
Fixed Fee Items														
Fees for all activities performed by bond counsel for these listed items														
Preparing a Bond Ordinance which would not require a referendum	$500.00	$750.00	$500.00	$750.00	$500.00	$750.00	$600.00	$850.00	$600.00	$950.00	$600.00	$950.00	$600.00	$950.00
Preparing a Bond Ordinance which would require a referendum	$600.00	$950.00	$600.00	$950.00	$600.00	$950.00	$700.00	$1,000.00	$750.00	$1,100.00	$750.00	$1,100.00	$750.00	$1,150.00
Connecticut Clean Water Fund Interim Funding Obligation (IFO)	$3,500.00	$6,000.00	$3,500.00	$6,000.00	$3,500.00	$6,000.00	$4,000.00	$6,500.00	$4,000.00	$6,500.00	$4,500.00	$7,000.00	$4,500.00	$7,000.00
Connecticut Clean Water Fund Permanent Loan Obligation (PLO) [excluding any work performed in connection with related IFOs]	$5,500.00	$12,500.00	$5,500.00	$12,500.00	$6,000.00	$13,500.00	$6,000.00	$14,000.00	$6,500.00	$14,500.00	$7,500.00	$15,500.00	$7,500.00	$16,000.00
Connecticut Drinking Water Fund Interim Funding Obligation	$3,500.00	$6,000.00	$3,500.00	$6,000.00	$3,500.00	$6,000.00	$4,000.00	$6,500.00	$4,000.00	$6,500.00	$4,500.00	$7,000.00	$4,500.00	$7,000.00
Connecticut Drinking Water Fund Permanent Loan Obligation (PLO) [excluding any work performed in connection with related IFOs]	$5,000.00	$12,500.00	$5,500.00	$12,500.00	$6,000.00	$13,500.00	$6,000.00	$14,000.00	$7,500.00	$14,500.00	$7,500.00	$15,500.00	$7,500.00	$16,000.00
Sewer System Expansion Projects and Assessments	hourly	hourly	hourly	hourly	hourly	hourly	hourly	hourly	hourly	hourly	hourly	hourly	hourly	hourly
Preparing Sewer Revenues Bond Ordinances	$850.00	$1,200.00	$850.00	$1,200.00	$850.00	$1,200.00	$850.00	$1,200.00	$950.00	$1,300.00	$950.00	$1,300.00	$950.00	$1,350.00
GO New Money Bond Issue	$5,500.00	$12,500.00	$5,500.00	$12,500.00	$6,000.00	$13,500.00	$6,000.00	$14,000.00	$6,500.00	$14,500.00	$7,500.00	$15,500.00	$7,500.00	$16,000.00
GO Refunding Issue	$8,500.00	$15,500.00	$8,500.00	$15,500.00	$8,500.00	$16,000.00	$8,500.00	$16,500.00	$8,500.00	$16,500.00	$8,500.00	$17,000.00	$8,500.00	$17,500.00
Bond Anticipation Notes	$2,750.00	$5,000.00	$3,000.00	$5,000.00	$3,000.00	$5,500.00	$3,000.00	$6,000.00	$3,500.00	$6,500.00	$4,000.00	$7,000.00	$4,000.00	$7,500.00
All of the amounts quoted above should be inclusive of any postage, materials, and supplies costs.														
Hourly Rates for Other Items														
Partner	$300.00	$350.00	$300.00	$350.00	$300.00	$350.00	$325.00	$375.00	$350.00	$375.00	$350.00	$375.00	$350.00	$375.00
Associate	$200.00	$250.00	$200.00	$250.00	$215.00	$265.00	$215.00	$265.00	$225.00	$275.00	$225.00	$275.00	$250.00	$300.00
Paralegal	$125.00	$125.00	$125.00	$125.00	$125.00	$125.00	$125.00	$150.00	$150.00	$150.00	$150.00	$150.00	$150.00	$150.00

BID#21-108 BOND COUNSEL SERVICES BID TABULATION SHEET

Hinckley Allen											Optional Extension Years			
Fiscal Year	2022-23		2023-24		2024-25		2025-26		2026-27		2027-28		2028-29	
Description	Min.	Max.	Min.	Max.	Min.	Max.	Min.	Max.	Min.	Max.	Min.	Max.	Min.	Max.
Fixed Fee Items														
Fees for all activities performed by bond counsel for these listed items														
Preparing a Bond Ordinance which would not require a referendum	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Preparing a Bond Ordinance which would require a referendum	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Connecticut Clean Water Fund Interim Funding Obligation (IFO)	$5,000.00	$10,000.00	$5,000.00	$10,000.00	$5,000.00	$10,000.00	$5,000.00	$10,000.00	$5,000.00	$10,000.00	$5,000.00	$10,000.00	$5,000.00	$10,000.00
Connecticut Clean Water Fund Permanent Loan Obligation (PLO) [excluding any work performed in connection with related IFOs]	$10,000.00	$50,000.00	$10,000.00	$50,000.00	$10,000.00	$50,000.00	$10,000.00	$50,000.00	$10,000.00	$50,000.00	$10,000.00	$50,000.00	$10,000.00	$50,000.00
Connecticut Drinking Water Fund Interim Funding Obligation	$5,000.00	$60,000.00	$5,000.00	$60,000.00	$5,000.00	$60,000.00	$5,000.00	$60,000.00	$5,000.00	$60,000.00	$5,000.00	$60,000.00	$5,000.00	$60,000.00
Connecticut Drinking Water Fund Permanent Loan Obligation (PLO) [excluding any work performed in connection with related IFOs]	$10,000.00	$50,000.00	$10,000.00	$50,000.00	$10,000.00	$50,000.00	$10,000.00	$50,000.00	$10,000.00	$50,000.00	$10,000.00	$50,000.00	$10,000.00	$50,000.00
Sewer System Expansion Projects and Assessments	$10,000.00	$60,000.00	$10,000.00	$60,000.00	$10,000.00	$60,000.00	$10,000.00	$60,000.00	$10,000.00	$60,000.00	$10,000.00	$60,000.00	$10,000.00	$60,000.00
Preparing Sewer Revenues Bond Ordinances	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GO New Money Bond Issue	$10,000.00	$60,000.00	$10,000.00	$60,000.00	$10,000.00	$60,000.00	$10,000.00	$60,000.00	$10,000.00	$60,000.00	$10,000.00	$60,000.00	$10,000.00	$60,000.00
GO Refunding Issue	$10,000.00	$60,000.00	$10,000.00	$60,000.00	$10,000.00	$60,000.00	$10,000.00	$60,000.00	$10,000.00	$60,000.00	$10,000.00	$60,000.00	$10,000.00	$60,000.00
Bond Anticipation Notes	$5,000.00	$25,000.00	$5,000.00	$25,000.00	$5,000.00	$25,000.00	$5,000.00	$25,000.00	$5,000.00	$25,000.00	$5,000.00	$25,000.00	$5,000.00	$25,000.00
All of the amounts quoted above should be inclusive of any postage, materials, and supplies costs.														
Hourly Rates for Other Items														
Partner	$495.00	$495.00	$495.00	$495.00	$495.00	$495.00	$495.00	$495.00	$495.00	$495.00	$495.00	$495.00	$495.00	$495.00
Associate	$295.00	$295.00	$295.00	$295.00	$295.00	$295.00	$295.00	$295.00	$295.00	$295.00	$295.00	$295.00	$295.00	$295.00
Paralegal	$150.00	$150.00	$150.00	$150.00	$150.00	$150.00	$150.00	$150.00	$150.00	$150.00	$150.00	$150.00	$150.00	$150.00

BID#21-108 BOND COUNSEL SERVICES BID TABULATION SHEET

Pullman & Comley											Optional Extension Years			
Fiscal Year	2022-23		2023-24		2024-25		2025-26		2026-27		2027-28		2028-29	
Description	Min.	Max.	Min.	Max.	Min.	Max.	Min.	Max.	Min.	Max.	Min.	Max.	Min.	Max.
Fixed Fee Items														
Fees for all activities performed by bond counsel for these listed items														
Bond Authorization	$2,500,000 or less - the fee would be $2,500 Over $2,500000 but not more than $10,000,000 - the fee would be .001 of authorization amout ($1,000 per $1,000,000) Over $10,000,000 - the fee is $10,000 plus .0005 of amount over $10,000,000 ($500 per $1,000,000)													
Note Issues	$2,500,000 or less - the fee would be $5,000 Over $2,500,000 but not more that $7,500,000 - the fee would be $7,000 Over $7,500,000 - the fee would be $10,000 plus .0005 of amount over $10,000,000 ($500 per ($1,000,0000)													
Bond Issues	$2,500,000 or less - the fee would be $10,000 Over $2,500,000 but not more that $7,500,000 - the fee would be $15,000 Over $7,500,000 - the fee would be $20,000 plus .0001 of amount over $10,000,000 ($1,000 per ($1,000,0000)													

Legal Services Proposal for:

Town of Waterford, Connecticut

Request for Proposal for Bond Counsel Services
RFP NO: 21-108

PREPARED BY:

Thomas S. Marrion
Hinckley, Allen & Snyder LLP
20 Church Street
Hartford, CT 06103
tmarrion@hinckleyallen.com
(860) 331-2660

May 18, 2021

May 18, 2021

VIA HAND DELIVERY

Rawle Dummett
Purchasing Agent
Town of Waterford
Finance Department
15 Rope Ferry Road
Waterford, CT 06385

Re: ***<u>Response to Request for Proposal for Bond Counsel Services</u>***

Dear Mr. Dummett:

Hinckley, Allen & Snyder LLP ("Hinckley Allen") is pleased to respond to the Town of Waterford's Request for Proposal to provide legal services as Bond Counsel (the "RFP"). The attached Response highlights the primary attorneys who would be responsible for providing the Town with counsel/services.

Founded in 1906, Hinckley Allen is a full-service law firm providing outstanding legal counsel and in-depth industry knowledge to a wide variety of clients, including many of the region's state and local governments and agencies, educational institutions, financial institutions, manufacturing companies, academic medical centers, hospitals, real estate developers and retail companies. We have a long history of serving as counsel to governments and public agencies in Connecticut and throughout New England at both the state and municipal levels on various matters, including public finance, pension, real estate, environmental, construction, land use and tax matters. Hinckley Allen has extensive experience representing bond issuers, and we have rendered opinions in public finance transactions involving more than $12 billion of bonds and notes since 2016.

Hinckley Allen is nationally recognized for its work in public finance. Until recently, the Firm's public finance practice had focused primarily on conduit governmental bond issues for the benefit of tax-exempt, non-profit institutions and governmental bond issues for certain state-level independent authorities. About two years ago, Hinckley Allen invested in building upon its extensive public finance practice by providing bond counsel services to states, cities, towns and other local governments. Toward that end, the Firm hired partner Jay Gonzalez and municipal public finance specialist Kimberly Kessler Bragg, for governmental borrowings.

Jay and Kim, together with our tax law expert Tony Martini, collectively have close to 50 years of experience providing bond counsel services to most of the cities and towns in Massachusetts, during their time together at Palmer & Dodge LLP (now Locke Lord). Since Jay was hired, many Massachusetts cities and towns have engaged us to serve as their bond counsel, and we expect a number of others will engage us in the near future. We also were recently selected to serve as bond counsel for the Commonwealth of Massachusetts.

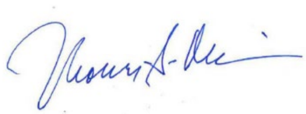
We are highly motivated to be your bond counsel and have the experience and expertise to provide the Town with the high-quality, technical bond counsel services that you expect and deserve. Although we do not have municipal experience in Connecticut, our experience in Massachusetts is vast and we know we can be a hands-on partner who the Town's leadership and finance team can rely on for advice and counsel. As the former Secretary of Administration and Finance for the Commonwealth, Jay knows what it is like to stand in the shoes of Town leadership and to balance the many competing needs and interests they face.

I am confident that Hinckley Allen can provide the Town with excellent service and value, and if you select us as your bond counsel, you can be confident that the Town will be a high priority and valued client of our Firm. I also hereby certify that we meet all of the minimum qualifications listed in the RFP.

Thank you for your consideration, and we look forward to hearing from you.

We hope you stay safe and healthy.

Very truly yours,



Thomas S. Marrion
Partner
tmarrion@hinckleyallen.com
(860) 331-2660

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Background on the Firm and its Personnel

1. Provide the name, telephone number and mailing address of the primary contact person from your firm for this RFP. All correspondence in connection with this RFP will be sent to that contact person.

Thomas S. Marrion, Partner
Office: (860) 331-2660
Mobile: (860) 989-1771
Hinckley, Allen & Snyder LLP
20 Church Street
Hartford, CT 06103

2. Provide an introduction to your firm, briefly describing its history, including when it was founded, changes in ownership and location of its principal and any branch offices over time, and changes in the areas of practices engaged in by the firm. Also provide a description of the manner in which the firm is organized to facilitate coordination of the various specialists who will be performing different aspects of the work. Include a description of the organization of the firm's public Purchasing Agent, indicating its full time legal personnel and when they first joined the department. Provide affirmation that your Firm is a firm properly licensed or otherwise permitted to provide bond counsel services in Connecticut.

Hinckley Allen is a client-driven, forward-thinking law firm, and we make a simple promise to our clients: to provide value and deliver results. We collaborate across practices to deliver cost-effective, exceptional service. Hinckley Allen offers a combination of agility, responsiveness, full-service capabilities, and depth of experience because our Firm is structured to serve our clients based on their industries and how they do business.

Recognized as an AmLaw 200 firm, Hinckley Allen offers pragmatic legal counsel, strategic thinking, and tireless advocacy to a diverse clientele. In addition to a wide variety of governmental clients, our clients include regional, national, and international companies and emerging businesses, both public and privately-held, in a wide range of industries. Leading utilities, financial institutions, manufacturing companies, educational institutions, academic medical centers, health care institutions, hospitals, real estate developers, and construction companies depend on us for counsel. With offices in hub cities throughout the Northeast and in Chicago, we have been a vital force for businesses, government, and our communities for many decades. Hinckley Allen's Hartford office opened in 2008 and has been named as one of the "Best Places to Work in Connecticut" by the *Hartford Business Journal* for the past 10 years. While we have attorneys in various states and offices, we function as a seamless team, drawing on the skills of each attorney to best meet the needs of the client regardless of where the particular attorney is located.

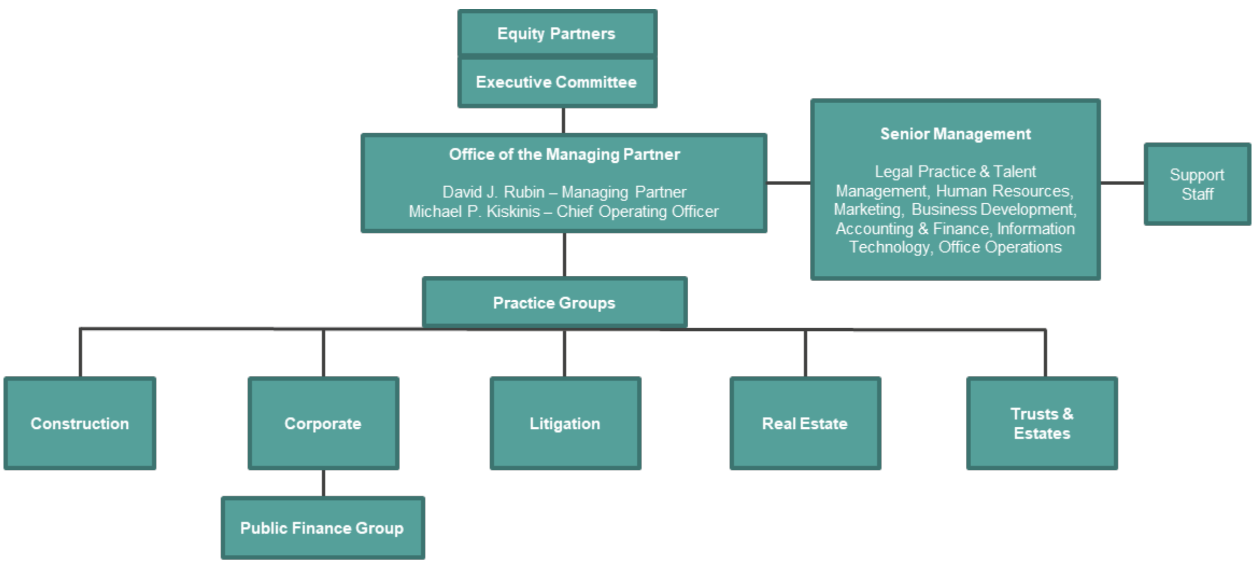
Hinckley Allen's office locations include:

Albany	Boston	Chicago	Hartford
30 South Pearl Street Suite 901 Albany, NY 12207	28 State Street Boston, MA 02109	222 West Adams Street Suite 2200 Chicago, IL 60606	20 Church Street Hartford, CT 06103
Manchester	**New York**	**Providence**	
650 Elm Street Manchester, NH 03101	1177 Avenue of the Americas, 5th Floor New York, NY 10036	100 Westminster Street Suite 1500 Providence, RI 02903	

The breadth and depth of legal specialties and experience offered by Hinckley Allen—including in public finance, litigation, real estate, environmental law, energy regulation and many others—means that we can provide the Town with any additional legal services it may request.

Hinckley Allen was founded in 1906 and has stood the test of time thanks to an ability to adapt and a drive to stay ahead of the curve regarding developments and innovations within the markets and industries we serve. The Firm has always been owned by its equity partners, and the number of lawyers at the Firm, the scope of practice areas and the number of offices have grown at a steady and sustainable rate over time to meet the needs of our growing client base. A brief timeline of changes in the name of the Firm and office openings is outlined in **Appendix A**.

Hinckley Allen is a Limited Liability Partnership, led by David J. Rubin, Managing Partner, and an Executive Committee supported by a team of administrative officers and directors. The Firm has various departments organized by general legal practice area, and some departments are composed of various practice groups. The Public Finance Group is a part of the Firm's Corporate Department.



As described in more detail below, Tom Marrion will be the primary point person and lead attorney handling this engagement for the Town. He will take responsibility for managing and coordinating all of the Town's bond counsel work done by the members of the Public Finance team identified below. To the extent the Town requests additional legal services from Hinckley Allen, Tom will be responsible for identifying the best lawyers in the Firm to assist with the matter and for ensuring that any such additional legal services are provided effectively and efficiently for the Town.

Hinckley Allen's Public Finance practice is chaired by Tony Martini. The Firm has had an active Public Finance practice for 35 years, but it made a significant investment in growing this practice in 2015, when it added Tony Martini and Kris Moussette to the group, and again in 2019, when it hired Jay Gonzalez and Kimberly Kessler Bragg. The Firm's Public Finance group currently has nine partners, three associates, one of counsel, two public finance specialists and one paralegal.

Name	Title	Joined Public Finance Dept.
Stephen J. Carlotti	Partner	1970
Malcolm Farmer III	Partner	1969
Jay Gonzalez	Partner	2019
David S. Hirsch	Partner	2009
Thomas S. Marrion	Partner & Primary Contact	2008
Antonio D. Martini	Partner, Public Finance Chair	2015
Kris A. Moussette	Partner	2015
Brian E. Tierney	Partner	2007
Jonathan R. Winnick	Partner	2011
Joseph A. Vitale	Of Counsel	2013
Shasky L. Clarke	Associate	2018
Kaitlin M. Humble	Associate	2019
Jessie M. Reniere	Associate	2021
Kimberly K. Bragg	Public Finance Specialist	2019
Patricia N. DuBois	Public Finance Specialist	2016
Eneida Bennett	Paralegal	2007

Hinckley Allen is properly licensed and permitted to provide bond counsel services in Connecticut.

3. Provide the names and resumes of all professional members of your public finance department, including the attorney who will be primarily responsible for handling the Town's bond-related affairs, and a description of each individual's role in providing services to the Town. The naming of such personnel shall be considered by the Town to be a commitment by the firm to assign these individuals to provide legal services to the Town if a contract is awarded to that firm. Include the number of clients currently handled by each member of this team.

Our team will be led by **Tom Marrion**, a partner in Hinckley Allen's Public Finance Group. Tom will serve as Hinckley Allen's principal contact and will manage and direct all of the work performed by Hinckley Allen for the Town. He will be responsible for undertaking assignments, managing the work, communicating on the status of current matters, ensuring open and frequent communication with you and serving as a trusted counselor to the Town. He will be responsible for ensuring that Hinckley Allen continues to deliver outstanding legal services and that all of your legal needs are addressed promptly and efficiently. While the entire resources of Hinckley Allen will be made available to work on various matters for the Town, we specifically identify the proposed team of professionals listed below to be dedicated to, or available as appropriate, for your legal counsel engagements.

Name	Title	Role
Thomas S. Marrion	Partner	Primary Contact with Connecticut public finance experience
Jay Gonzalez	Partner	Key support with significant city/town bond counsel experience
Kris A. Moussette	Partner	Key support with experience as bond counsel for governmental issuers
Antonio D. Martini	Partner, Public Finance Chair	Key tax lawyer with city/town tax experience and nationally recognized public finance lawyer
Joseph A. Vitale	Of Counsel	Key support with Connecticut public finance experience
Shasky L. Clarke	Associate	Key support for public finance team
Kaitlin M. Humble	Associate	Key support for public finance team
Kimberly K. Bragg	Public Finance Specialist	Key support for due diligence and closing transactions
Patricia N. DuBois	Public Finance Specialist	Key support for due diligence and closing transactions

Members of the Public Finance Group identified above work together in providing bond counsel services to our collective clients. Tom Marrion serves as the primary client contact for 30-40 clients in a number of industries. He is the primary contact for Hinckley Allen's engagement as bond counsel for the State of Connecticut Health and Educational Facilities Authority. Jay Gonzalez currently has about 25 clients for which he is principally responsible, most of which are cities, towns or other governmental bond counsel clients. In addition, Kris Moussette and Tony Martini collectively represent nearly 50 other clients that are active in the public finance markets, including issuers, conduit borrowers and investment banks, offering hundreds of separate unique credits to bond investors. Not every client or obligor issues bonds on a regular basis, allowing us to focus our time and attention on a subset of these matters at any one time.

In addition to the legal professionals noted above who will be primarily responsible for providing bond counsel services for the Town, the following lawyers are also members of the Firm's Public Finance Group and available to assist as needed:

- Stephen J. Carlotti, Partner
- Malcolm Farmer III, Partner
- David S. Hirsch, Partner
- Brian E. Tierney, Partner
- Jonathan R. Winnick, Partner
- Jessie M. Reniere, Associate
- Eneida Bennett, Paralegal

Detailed resumes for each of the legal professionals who will provide bond counsel services to the Town, as well as summary resumes of the other legal professionals in the Firm's Public Finance Group, are set forth as **Appendix B**.

4. Indicate whether your firm is local, regional, national or international in the scope of its practice. Identify the local office that would handle the Town engagement, including Address and phone number. Identify the partner or other individual in charge of that office. Indicate the total number of professional staff personnel currently assigned to that office. If that office is not in Waterford describe how your firm's personnel assigned to the Town engagement would be available throughout the year for consultation or meetings.

Hinckley Allen is a multiservice law firm offering a full range of legal services and practical advice to regional, national and international clients, with core practices including construction, corporate, litigation, real estate and trusts and estates.

We have a nationally-recognized public finance practice. Our focus is rigorous and detail-oriented and our method of delivery is collaborative and team-focused. We provide outstanding legal counsel and in-depth industry knowledge to many of the region's state and local governments and agencies, publicly held corporations and emerging businesses, including educational institutions, financial institutions, manufacturing companies, academic medical centers, hospitals, real estate developers and construction companies. We have a long history of serving as counsel to various public agencies in Connecticut and throughout New England at both the state and municipal level on various matters including public financing projects, pension, real estate, environmental, construction, land use and tax.

In 2020 alone, our Public Finance team worked on many different types of transactions for a variety of governmental and non-profit clients. Noted below are the total number of transactions we worked on in 2020 and the total dollar value of the principal amount issued in those transactions.

83	**$3.4 Billion**
Public Finance Closings	Public Finance Deal Value

Hinckley Allen's Hartford, Connecticut office will handle the engagement for the Town, with support from Public Finance team members located in our Boston, Massachusetts office. Public Finance partner Tom Marrion will lead this engagement and is located in our Hartford office. The Firm maintains its Connecticut office at 20 Church Street, Hartford, and the main phone number is (860) 725-6200. It employs 47 Connecticut residents.

The Town will be a highly-valued and top-priority client of Hinckley Allen. You can be assured that we will devote our full focus and attention to the Town's needs, and we will make ourselves available to the Town whenever our services are needed. We take pride in our hyper-responsiveness to clients' needs, and we would certainly bring that level of responsiveness to the Town. We also commit that the lead partner, Tom Marrion, will personally be available to and responsive to the Town whenever he is needed.

Hinckley Allen will, however, be more than just responsive. We will also approach our engagement with a personalized, proactive and hands-on approach. We will work closely with your team to understand your objectives and help you to achieve them; anticipate and proactively work to address potential challenges; and be an active, engaged and problem-solving partner to you in working through issues.

One of the reasons Hinckley Allen is able to commit to being extremely accessible to the Town is that our office at 20 Church Street is a short drive away. This will allow us to interact and collaborate with the Town officials directly and in person for consultations and meetings.

We have the capabilities and expertise of a national firm, but with the agility and responsiveness of a regional firm. That unique combination allows us to address your legal needs efficiently and cost-effectively.

5. Identify the partners, managers, specialists or other professional staff persons from that local office and from any other offices of your firm who would be assigned to the Town bond counsel services engagement. Describe their roles and provide a brief description of their professional experience, including their experience designations, licenses, and memberships that these individuals hold. Indicate the extent to which their governmental bond counsel services' experience has been within the State of Connecticut. Indicate their participation in professional development programs in the governmental or nongovernmental bond counsel services area. If more convenient, resumes may be included in an appendix appropriately cross-referenced here.

Tom Marrion will lead this engagement for the Hinckley Allen team and will be the Town's primary contact. He has served as bond counsel, underwriters' counsel, borrower's counsel, and bank counsel in Connecticut, throughout the Northeast and beyond. Tom has served as special counsel outside the Firm's Northeastern footprint to borrowers in public finance transactions. He is an active member of the National Association of Bond Lawyers ("NABL") and has served as a panelist on several occasions at NABL's Bond Attorneys Workshop. He is a contributing author of NABL's recent publication *Municipal Bankruptcy: A Guide for Public Finance Attorneys*. He has served as underwriters' counsel in recent State of Connecticut bond financings. Tom is also an Adjunct Professor at the University of Connecticut School of Law, where he has taught since 1992, and he has written and lectured extensively on health law, public finance and business law topics. Tom received his A.B. from the College of the Holy Cross, and his J.D., *with honors*, from the University of Connecticut School of Law.

Joseph Vitale is Of Counsel to Hinckley Allen. Joe has acted as counsel in tax-exempt financings since 1985 and has served as Bond Counsel for State of Connecticut financings, the Metropolitan District, the Cities of Waterbury and New Britain and a number of other municipalities, as well as underwriters' counsel on State and municipal financings in Connecticut. His practice also includes the representation of healthcare providers, as well as underwriters and other financial institutions. Joe received his A.B., *summa cum laude*, from Boston College, and his J.D. from Georgetown University Law Center.

Jay Gonzalez has more than 20 years of public and private sector leadership and legal experience, including executive leadership roles in state government and health care and as a law firm partner. He also has a history of political and civic engagement, including as the most recent Democratic Party nominee for Governor of Massachusetts. Jay began his career in Boston as a public finance lawyer at Palmer & Dodge LLP, where he became a partner in that firm's Public Finance Department. In that role, Jay served as bond counsel to governmental entities in financing and developing capital projects and other government programs. His bond counsel clients included, among others, the City of Boston and most of the other cities and towns in Massachusetts, the Massachusetts Clean Water Trust, the Lynn Water and Sewer Commission and the New Hampshire Bond Bank. Jay subsequently served as the Secretary of Administration and Finance for the Commonwealth of Massachusetts under Governor Deval Patrick. In that role, Jay successfully managed a $32 billion state budget during the “Great Recession” and oversaw over 3,000 employees in 18 state agencies including the Department of Revenue and agencies responsible for state facilities, human resources, information technology, procurements, and other administrative functions. As Secretary of Administration and Finance, Jay also served on various state boards and commissions, including as chair of the boards of the Health Connector and the Life Sciences Center. Following his time in the Patrick Administration and prior to his gubernatorial campaign, Jay served as the President and Chief Executive Officer of CeltiCare Health Plan of Massachusetts and New Hampshire Healthy Families. In these roles, he led all aspects of a government-subsidized health insurance business for the Massachusetts and New Hampshire subsidiaries of Centene Corporation and oversaw a period of significant growth for the regional business. Jay received his B.A., *cum laude*, from Dartmouth College, and his J.D., *cum laude*, from Georgetown University Law Center.

Kris Moussette is involved in all aspects of public finance, including the structuring and facilitating of a variety of tax-exempt bond transactions, disclosure, bank loans, standby credit facilities, liquidity facilities and interest rate hedge agreements. She serves as outside general counsel to the Business Finance Authority of the State of New Hampshire (“BFA”), the New Hampshire National Finance Authority (“NFA”) and Vermont Economic Development Authority (“VEDA”) and was outside general counsel to the Health and Educational Finance Authority (“HEFA”) until its merger into the Massachusetts Development Finance Agency (“MassDevelopment”) in 2010. She serves as bond counsel, disclosure counsel, borrower's counsel, underwriters’ counsel, bank counsel, and issuer's counsel. Kris’s public finance roots started at Palmer & Dodge LLP in 1997. She joined the Hinckley Allen Public Finance Group in 2015. She has significant experience in municipal financings, including as bond counsel and disclosure counsel for the Massachusetts Clean Water Trust, disclosure counsel and underwriters’ counsel for the Massachusetts Water Resources Authority (“MWRA”), disclosure counsel and underwriters’ counsel for the Massachusetts Port Authority, disclosure counsel and bond counsel for University of Massachusetts Building Authority (“UMBA”), bond counsel to the University of Massachusetts, bond counsel for the Massachusetts State College Building Authority, underwriters’ counsel for the Massachusetts School Building Authority, borrower’s counsel on Rhode Island Clean Water financings, bond counsel for Rhode Island Infrastructure Bank, and bond counsel for the Southfield Redevelopment Corporation, among others. In addition, Kris has represented the Commonwealth of Massachusetts in connection with its infrastructure development program known as “I-Cubed”. Her public finance work also includes debt issuances to support 501(c)(3) organizations, such as public and private colleges and universities, secondary schools, hospitals, health care systems, cultural institutions such as museums, and other charitable organizations. Kris serves as bond counsel to the Connecticut Health and Education Finance Authority (“CHEFA”), Rhode Island Health and Education Building Corporation (“RIHEBC”), Finance Authority of Maine (“FAME”), MassDevelopment, BFA, VEDA and NFA. Kris has drafted legislation for state and local issuers and represents bond purchasers on transactions throughout the United States. She is experienced with the issuance of “green bonds” and “sustainability bonds”.

Kris received her B.A., *magna cum laude*, from Colby College and her J.D. from Boston College Law School. Kris is the Chair of the Board and is on the Executive Committee of the ALS Association, Massachusetts Chapter, and is on the Board of the Women in Public Finance, Boston Chapter. Kris is on the faculty and a panel chair for the National Association of Bond Lawyers and is a panelist for the Treasury Institute. At Hinckley Allen, Kris is a member of the Firm’s Strategic Planning Committee and the Firm’s Women’s Forum Leadership Group.

Tony Martini will take the lead on handling all of the tax-related work for the Town's bond issues. Tony is the Chair of the Firm's Public Finance Practice Group and the leader of the Firm's Public Finance tax practice, and he offers premier, unsurpassed, nationally-recognized tax expertise in tax-exempt financings. Tony focuses his practice on municipal finance-related federal tax law, with an emphasis on tax-exempt governmental facilities financings, qualified 501(c)(3), exempt facility and qualified small issue and other private activity bond financings, tax revenue anticipation and other working capital financings, advance refunding structures and tax-exempt substitutes, interest rate swap and other municipal finance-related derivative products, defense of IRS bond examinations, as well as taxable bond and tax credit bond financings for state and local governments and other eligible borrowers. He has considerable experience with and insight into the full range of arbitrage and private activity bond considerations that affect governmental bond issuers. Tony started his career at Orrick, Herrington and Sutcliffe, LLP in California in 1992 before joining Palmer & Dodge LLP in 1998 and subsequently joining Hinckley Allen as a partner in 2015.

Tony also has handled general federal corporate taxation matters and has extensive bond-related tax controversy experience handling IRS audits of tax-exempt bonds and in the negotiation of closing agreements with the IRS through its Voluntary Closing Agreement Program ("VCAP"). He is a regular speaker and panelist on federal tax law issues at the tax seminars and Bond Attorneys' Workshops presented by NABL. From 2002 to 2003, he served as Editor-in-Chief of NABL's treatise, *Federal Taxation of Municipal Bonds*. In addition, he served as Chair of NABL's 2008 Tax and Securities Law Institute and served on NABL's Board of Directors from 2009 to 2016. Tony served as President of NABL from 2014-2015. He is also a Fellow of the American College of Bond Counsel and has been recognized for his expertise and experience by *Best Lawyers in America®* and *Chambers USA*. Tony received his B.A., *summa cum laude*, from Union College, and his J.D. from Columbia Law School, where he served as an editor of the *Columbia Law Review*.

Shasky Clarke joined Hinckley Allen's Public Finance practice in September 2018, after having been a summer associate with the Firm in 2017. He has worked on a variety of transactions, including work for governmental borrowers who issue general obligation debt, special obligation bond issues, competitive and negotiated transactions and providing bond counsel, underwriters' counsel and borrower's counsel services. Shasky will be the primary associate assigned to support Hinckley Allen's work for the Town. He has provided bond counsel services for CHEFA, MassDevelopment, RIHEBC and VEDA. While at Harvard Law School, Shasky worked as a legal intern with the Nashville Predators and worked on the Journal of Sports and Entertainment. Shasky received his B.A. from Yale University and his J.D. from Harvard Law School.

Kaitlin Humble is an Associate in Hinckley Allen's Corporate & Business practice group. In her practice, Kaitlin advises clients on a wide variety of corporate and business law topics, including corporate finance and taxation, corporate governance, mergers and acquisitions, securities regulation, bankruptcy and corporate restructuring, and commercial real estate transactions. Kaitlin has worked with the Hinckley Allen Public Finance team on transactions in Connecticut and elsewhere in New England. Prior to attending law school, Kaitlin worked for an international consulting firm based in Washington, DC, where she supported financial industry professionals in providing expert witness services for litigation, arbitration and mediation matters for corporate clients. She received her B.A. from Johns Hopkins University and her J.D. from the University of Notre Dame Law School.

Kim Bragg, Public Finance Specialist, has more than 15 years of public finance experience. She assists attorneys with providing bond counsel services to governmental borrowers throughout New England. Her experience includes assisting with all aspects of public financings from reviewing diligence materials, preparing official statements, drafting closing documents and assisting with closing and post-closing matters. Kim received her M.S. from Simmons University, her Paralegal Studies Certificate from Northeastern University and her B.A. from Bates College.

Patty DuBois, Public Finance Specialist, will support Hinckley Allen's work in coordinating the various parties and documentation required to close bond transactions for the Town. Patty brings comprehensive experience managing and closing public and private fixed-income transactions for a variety of issuers and borrowers in the Northeast region. Prior to joining Hinckley Allen in 2016, Patty spent 16 years in the public finance groups at both Palmer & Dodge LLP and Mintz Levin. Patty is highly experienced in conducting due diligence and closing transactions. Patty received her B.A., *magna cum laude*, from Pace University.

Detailed resumes for each of the legal professionals who will provide bond counsel services to the Town, as well as summary resumes of the other legal professionals in the Firm's Public Finance Group, are set forth as <ins>**Appendix B**</ins>.

6. Indicate whether your firm has been the subject of any professional disciplinary action by federal, state government or by a professional association. If yes, describe that disciplinary action.

None.

7. Identify the larger bond counsel services clients handled by that local office, including commercial and industrial companies, non-profit organizations and governmental units (current of within the past five years). For governmental clients, please indicate how many years your firm has been providing bond counsel services to each client.

The Hinckley Allen public finance team has served as bond counsel on billions of dollars of general obligation and special obligation bond issues for the Commonwealth of Massachusetts and for the States of Rhode Island, Vermont and New Hampshire. We also have years of experience serving as bond counsel to hundreds of municipal and other governmental borrowers throughout New England on thousands of bond and note issues with security and financing structures similar to the Town's.

A sampling of our experience as bond counsel, general or special counsel, or underwriters' counsel for large governmental entities includes:

- Hinckley Allen has served as bond counsel to the **Connecticut Health and Educational Facilities Authority ("CHEFA")** since 2016 and our Public Finance Team has handled revenue bond transactions totaling over $200,000,000 for CHEFA since 2017.

- Hinckley Allen served from 2013 to 2020 as co-bond counsel to the **Connecticut Metropolitan District ("MDC")** which, as the Connecticut Clean Water Fund's largest borrower, has borrowed extensively from both the State's Clean Water fund for the MDC's clean water project and from the State's Drinking Water fund for its other capital improvement projects. Our lawyers served as co-bond counsel on over $1.5 billion of Metropolitan District bonds and notes and have represented borrowers from the Clean Water Fund since 1997.

- We were recently selected to serve as bond counsel to the **Commonwealth of Massachusetts** and are currently serving as bond counsel on a $600 million bond issue.

- We previously served as bond counsel to the **State of Rhode Island** until 2017. We served as bond counsel on nine separate financings for the State of Rhode Island, including tax-exempt bond issuances, taxable bond issuances and tax anticipation notes. The total par amount of such issuances was approximately $950,000,000. In our capacity as bond counsel to the State of Rhode Island, we also regularly advised on legislation and voter referendums for future bond financings. We worked closely with various state officials, including the Governor, Treasurer and State Budget Officer.

- The Hinckley Allen team consistently represents underwriters for governmental issuer transactions. Most recently, Kris Moussette served as underwriters' counsel in connection with the $405,530,000 **Massachusetts Port Authority** Revenue Bonds, Series 2021-D (Non-AMT) and 2021-E (AMT), which were issued on March 24, 2021. One month prior, Kris served as underwriters' counsel in connection with the $287,270,000 Massachusetts Port Authority Revenue Refunding Bonds, Series 2021-A (Non-AMT), 2021-B (AMT) and 2021-C (Taxable), which were issued on February 3, 2021.

- Kris Moussette, Tony Martini and Jay Gonzalez have a long history as serving as the go-to bond counsel for the **Business Finance Authority of the State of New Hampshire ("BFA")** while at Hinckley Allen and their prior firms, providing bond counsel, special tax counsel, and issuer counsel services. In 2019 and 2020, we assisted the BFA with two sale-leaseback transactions partially secured with state of New Hampshire guarantees, which provide the BFA with lease payment revenue and a lower cost of lending and borrowing, generating enterprise within the state. We also represented the BFA in connection with the restructuring of its taxable bonds, the proceeds of which it uses to fund its loan program.

- Hinckley Allen is nationally recognized for its work in public finance and has extensive experience serving as **bond counsel for governmental bond issuers in Connecticut and throughout New England**. Prior to 2019, the Firm's robust public finance practice had focused primarily on conduit governmental bond issues for the benefit of tax-exempt, non-profit institutions and governmental bond issues for certain state-level independent authorities, offering hundreds of separate unique credits to bond investors. The governmental entities acting as conduit issuers for whom we provide bond counsel services include CHEFA, BFA, Massachusetts Development Finance Agency, National Finance Authority ("NFA") (which is a component unit of the BFA), Rhode Island Health and Education Building Corporation ("RIHEBC"), and Vermont Economic Development Authority ("VEDA").

- In 2020 following an RFP process, the **Rhode Island Infrastructure Bank ("RIIB")** engaged Hinckley Allen as its sole bond counsel. Since the start of the engagement, we have rendered bond counsel opinions with respect to the $12,765,000 Rhode Island Infrastructure Bank Municipal Road and Bridge Revolving Fund Revenue Bonds, Series 2020 A issued April 22, 2020 and the $13,970,000 Rhode Island Infrastructure Bank Efficient Buildings Fund Revenue Bonds, Series 2020 A (Green Bonds) issued October 29, 2020, and currently are working with the RIIB and its financial advisors in collaboration with regulatory authorities to overhaul its indenture frameworks to provide for a streamlined structure.

- Following an RFP process in 2019, the **Massachusetts State College Building Authority ("MSCBA")** engaged Hinckley Allen as its sole bond counsel. The MSCBA finances dormitories, student life and other facilities at the state university and community college campuses. Since being engaged, we have served as bond counsel on two large taxable advance refunding bond issues and have assisted the MSCBA with a variety of other debt-related matters, including state law and federal tax law compliance matters relating to the sale of property financed with tax-exempt bonds.

The following is a representative list of governmental bond issuers for which the members of the Hinckley Allen team have served as bond counsel over the last 20+ years:

- State of Connecticut Health and Educational Facilities Authority
- Connecticut Metropolitan District
- The City of Boston and virtually every other city and town in Massachusetts
- Virtually every other municipal issuer in Massachusetts, including regional transit authorities and regional school districts
- The Commonwealth of Massachusetts and the states of Vermont, New Hampshire, Maine and Rhode Island
- Massachusetts Clean Water Trust
- Massachusetts Convention Center Authority
- Massachusetts Steamship Authority
- MassHousing
- University of Massachusetts Building Authority
- Massachusetts State College Building Authority
- Vermont Economic Development Authority
- Vermont Public Power Supply Authority
- Many special purpose governmental entities with bond financing authority, such as the Lynn Water and Sewer Commission, the Nantucket Land Bank and the Southfield Redevelopment Authority (formerly South Shore Tri-Town Development Corporation)
- MassDevelopment (and the former Health and Educational Finance Authority)
- MassDOT (formerly Massachusetts Turnpike Authority)
- New Hampshire Bond Bank
- New Hampshire Business Finance Authority
- New Hampshire's Pease Development Authority
- Rhode Island Health and Education Building Corporation
- Rhode Island Infrastructure Bank
- Rhode Island Student Loan Authority
- Finance Authority of Maine

8. Identify any municipal governments that are comparable in size to the Town for which your firm currently provides bond counsel services of type of similar to that outlined in this request for proposals.

Hinckley Allen's Joseph Vitale has served as bond counsel to the **City of Waterbury and City of New Britain**. Among other transactions, he acted as lead counsel on the City of Waterbury's $97,465,000 deficit financing bonds, secured by a special capital reserve fund ("SCARF") and a tax revenue intercept, to finance the City's accumulated operating deficit.

Since investing in growing our state and local government bond counsel practice a couple of years ago, Hinckley Allen now **represents close to 20 municipal governments in Massachusetts as bond counsel, including cities, towns and a redevelopment authority**. In the last year, we have served as bond counsel on over 50 bond and note issues for these entities, virtually all of which were general obligation issues. These municipal bond and note issues included new money and refunding issues, competitively sold and negotiated deals, tax-exempt and taxable transactions, privately placed and publicly offered issues, and general obligation and special obligation security structures.

The following is a list of Hinckley Allen's municipal bond counsel clients, all of which are new clients of the Firm since the summer of 2019 after Jay Gonzalez joined the Firm:

Cities:

- City of Chelsea, Massachusetts
- City of Easthampton, Massachusetts
- City of Haverhill, Massachusetts
- City of Lawrence, Massachusetts
- City of Lynn, Massachusetts
- City of Medford, Massachusetts
- City of Melrose, Massachusetts
- City of Northampton, Massachusetts
- City of Revere, Massachusetts
- City of Salem, Massachusetts

Towns:

- Town of Acton, Massachusetts
- Town of Brookline, Massachusetts
- Town of Medfield, Massachusetts
- Town of North Andover, Massachusetts
- Town of Watertown, Massachusetts
- Town of Winchester, Massachusetts
- Town of Winthrop, Massachusetts

Based on conversations with certain other cities and towns, the Firm expects to have additional municipal bond counsel clients in the near future. In addition, Hinckley Allen is currently serving, for the first time, as bond counsel to the Commonwealth of Massachusetts on a $600 million bond issue.

9. Describe your firm's professional development programs and any continuing professional education requirements imposed by your firm on professional bond counsel services personnel. Identify specialized programs offered within your firm in the area of governmental bond counsel services.

The Hinckley Allen Public Finance Group is diligent about ensuring we stay abreast of statutory and regulatory developments that affect our clients and our public finance practice, and we engage in various professional development activities to ensure we are aware of public finance industry developments and best practices. For example, all of the lawyers on the Town's bond counsel team are current members of NABL who regularly attend its excellent in-person and virtual educational seminars and conferences. NABL distributes many educational and reference resources as a part of these educational offerings.

Our Public Finance Group also attends other relevant industry conferences, such as GFOA events. We all subscribe to and regularly read the Bond Buyer, and our Public Finance Group meets regularly to share our learnings with each other.

As we learn of any proposed or enacted federal or state legislation or regulations relating to municipal bonds that could impact the Town, we would be sure to make the Town aware of such provisions and, to the extent necessary, assist the Town in complying with them. Depending on the nature of the legislation or regulations, we might make you aware of such changes through an alert or bulletin sent to all of our municipal bond counsel clients or through a direct communication to Town leadership regarding the changes in law. When necessary, we would engage with Town officials to ensure the Town understands the changes in law and to help the Town comply with them.

Experience and Performance

1. Identify the lawyers in your firm whose primary specialty consists of representing municipalities in connection with the issuance of municipal bonds and state the percentage of time each of them has spent representing municipalities in connection with the issuance of municipal bonds in each of the last three calendar years.

The Hinckley Allen team has substantial experience representing municipalities in connection with the issuance of municipal bonds. Now more than ever, our team is focused on municipal bond counsel services with the addition of Jay Gonzalez. Jay currently spends about 80% of his time serving as bond counsel for cities and towns. Jay was previously a partner at Edwards Angell Palmer & Dodge (together with Tony Martini, Kris Moussette, Kim Bragg and Patty DuBois) where he specialized in serving as bond counsel to hundreds of cities, towns and other local governments throughout New England, including the City of Boston. He also has the perspective of a government issuer, having previously served as the Secretary of Administration and Finance for the Commonwealth of Massachusetts, where he successfully managed a $32 billion state budget through the Great Recession, and oversaw the State's investments and capital borrowing program. Jay's experience in this role allows our team to understand the Town's perspective and the challenges you face, and it allows us to serve as a strategic resource and advisor in a way that other firms cannot. Jay just returned to the practice of law after spending the last few years in public and private sector leadership positions and, most recently, as the Democratic nominee for Governor of Massachusetts.

Tony Martini has provided bond counsel services to each of the New England states and to hundreds of cities, towns and other local governments throughout New England. His experience extends as well to numerous other governmental issuers throughout New England, and in New York, Florida and California. No other bond tax counsel in New England can offer this remarkable depth of field. In the last three calendar years, Tony has spent approximately 20-25% of his time representing municipalities on federal tax law matters in connection with the issuance of tax-exempt municipal bonds; over the same period, virtually all of Tony's other time has been devoted to advising other governmental entities on the federal tax law rules governing tax-exempt bonds.

Tom Marrion has served as bond counsel, borrower's counsel, bank counsel, and underwriter's counsel in numerous transactions throughout New England and New York, including transactions with CHEFA, the State of Connecticut, New Hampshire Health and Education Facilities Authority ("NHHEFA"), the Metropolitan District Commission, the Vermont Housing Finance Agency and the Vermont Economic Development Agency. In the last three calendar years, Tom spent 35-40% of his time in public finance transactions.

In the past three years, Joseph Vitale has represented the Metropolitan District Commission as bond counsel for multiple bond issues.

Kris Moussette has served in a variety of capacities, mostly as bond counsel and as disclosure counsel, to virtually every institutional governmental issuer in Massachusetts as well as to conduit issuers and borrowers throughout New England, including CHEFA, the State of Rhode Island, RIHEBC, MassHEFA, MassDevelopment, the Commonwealth of Massachusetts, UMBA, Massachusetts State College Building Authority, the State of New Hampshire, VEDA, NFA, BFA, FAME, Maine HEFA, Southfield Redevelopment Authority (f/k/a Tri Town), MWRA, Massachusetts Clean Water Trust and the Massachusetts Port Authority, among others. She has also developed several pool loan, commercial paper and lease financing programs for many issuers. Kris also serves as bond and/or general outside finance counsel to several large private institutions, such as Harvard University, Dana-Farber Cancer Institute, UMass Memorial Medical Center, Dartmouth College and Tufts University.

Although they are not lawyers, Hinckley Allen's Public Finance Specialists play an important role on our team. Kim Bragg has over 15 years of experience working on bond and note issues for cities and towns. Kim assists with loan authorization diligence, drafting closing documents, coordinating the execution and delivery of the bonds and related closing documents and preparing the closing transcripts, among other matters. She is well-versed in municipal finance and works collaboratively with our clients, their financial advisors and other transaction participants to make sure we successfully close our clients' bond and note issues. Additionally, Patty DuBois has worked in public finance for over 20 years and brings comprehensive experience managing and closing public and private fixed-income transactions for a variety of issuers and borrowers in the Northeast region. She is highly experienced in conducting due diligence and closing transactions.

We are committed to making our engagement as counsel to the Town a success and will make the Town's goals in its bond financing program our top priority.

2. Identify the lawyers in your firm whose primary specialty consists of representing municipalities, municipal utilities and Sewer Authorities in connection with the issuance of bonds, funding of projects through the State of Connecticut Clean Water and Drinking Water fund programs, and providing analysis, guidance and opining for sewer expansion assessments under State of Connecticut statutory requirements, and state the percentage of time each of them has spent representing municipalities in connection with the issuance of municipal bonds in each of the last three calendar years.

- Joseph Vitale, Of Counsel, served as co-bond counsel to **The Metropolitan District ("MDC")** which, as the Clean Water Fund's largest borrower, has borrowed extensively from both the State's Clean Water fund for the MDC's clean water project and from the State's Drinking Water fund for its other capital improvement projects. Hinckley Allen lawyers (formerly with Levy & Droney) have represented borrowers from the Clean Water Fund since the inception of the program. Joe also assisted in the drafting of Section 2 of Connecticut Public Act 15-114, which **modified the Connecticut sewer revenue bond statutes** to permit the use of sewer revenue bonds to wrap around other existing, project-specific sewer debt.

- Joseph Vitale served as bond counsel to the **Towns of Easton, Norfolk, Colebrook, Bloomfield, Newington and Regional School District 9**, among others, during his time with Levy & Droney.

- Jay Gonzalez's primary specialty and area of practice is **representing cities and towns as bond counsel**. See responses to prior questions for more information about this experience and current municipal clients.

- Jay Gonzalez and Tony Martini served for many years as program counsel and bond counsel to the **Massachusetts Water Pollution Abatement Trust (now the Massachusetts Clean Water Trust)** during their time at Palmer & Dodge LLP. In that role, Jay advised the Trust on all legal matters relating to its financing program, developed the standard form loan agreements with borrowers and other program-related documentation, and oversaw the authorization, structuring, sale and issuance of bonds to finance the Trust's SRF loan programs. In addition, during his time as Secretary of Administration and Finance of the Commonwealth of Massachusetts, Jay served on the Board of Trustees for the Trust. Tony Martini served for approximately 15 years as lead tax program counsel to the Trust while at Palmer & Dodge. In this role, he had direct involvement in structuring all of the Trust's tax-exempt bond issuances, and he also assisted in between the Trust's bond transactions on federal tax law compliance matters such as rebate analysis and refunding escrow monitoring and restructuring.

- Since 2016, while at Hinckley Allen, Kris Moussette, Jay Gonzalez and Tony Martini have served as bond counsel for the **Massachusetts Clean Water Trust** on three bond issuances with an aggregate stated principal amount in excess of $450 million.

- Tony Martini has also participated for approximately 15 years as bond counsel to **a number of local borrowers who participated in Rhode Island Clean Water Finance Agency** pool financings.

- In 2020 following an RFP process, the **Rhode Island Infrastructure Bank ("RIIB")** engaged Hinckley Allen as its sole bond counsel. Since the start of the engagement, we have rendered bond counsel opinions with respect to the $12,765,000 Rhode Island Infrastructure Bank Municipal Road and Bridge Revolving Fund Revenue Bonds, Series 2020 A issued April 22, 2020 and the $13,970,000 Rhode Island Infrastructure Bank Efficient Buildings Fund Revenue Bonds, Series 2020 A (Green Bonds) issued October 29, 2020, and currently are working with the RIIB and its financial advisors in collaboration with regulatory authorities to overhaul its indenture frameworks to provide for a streamlined structure.

3. Identify each Connecticut bond and note issue for which you have rendered an opinion for the last three calendar years.

Below please find the list of Connecticut tax-exempt financings on which Hinckley Allen served as Bond Counsel for the last three calendar years.

Description	Client	Role	State	Year
$23,728,000 State of Connecticut Health and Educational Facilities Authority Revenue Bonds, Pomfret School Issue, Series C-1 and Series C-2	CHEFA	Bond Counsel	CT	2021
$39,555,758.52 State of Connecticut Health and Educational Facilities Authority Revenue Bonds, Westminster School Issue, Series L	CHEFA	Bond Counsel	CT	2021
$64,845,000 State of Connecticut Health and Educational Facilities Authority Revenue Bonds, McLean Issue, Series 2020A, Series 2020B-1 and Series 2020B-2	CHEFA	Bond Counsel	CT	2020
$5,615,000 Connecticut Health and Educational Facilities Authority Revenue Bonds, Kent School Issue, Series I	CHEFA	Bond Counsel	CT	2020
$55,010,000 Metropolitan District, Hartford County, Connecticut, Clean Water Project Revenue Bonds 2020 Series A and its $76,050,000 Clean Water Project Refunding Revenue Bonds, 2020 Series B (Federally Taxable)	MDC	Bond Counsel	CT	2020

Description	Client	Role	State	Year
$76,500,000 Metropolitan District General Obligation Bonds, Issue of 2019 Series A	MDC	Bond Counsel	CT	2019
$49,305,000 Metropolitan District General Obligation Refunding Bonds, Issue of 2019 Series B	MDC	Bond Counsel	CT	2019
$32,070,000 Metropolitan District General Obligation Refunding Bonds, Issue of 2019 Series C	MDC	Bond Counsel	CT	2019
$20,000,000 State of Connecticut Health and Educational Facilities Authority Revenue Bonds, Westport/Weston Family YMCA Issue, Series A	CHEFA	Bond Counsel	CT	2019
$45,700,000 State of Connecticut Health and Educational Facilities Authority Revenue Bonds, Mary Wade Home Issue, Series A-1 and Series A-2 (Federally Taxable)	CHEFA	Bond Counsel	CT	2019
$8,000,000 Connecticut Health and Educational Facilities Authority Revenue Bonds, Cornell Scott-Hill Health Corporation Issue, Series A	CHEFA	Bond Counsel	CT	2018
$7,500,000 State of Connecticut Health and Educational Facilities Authority Revenue Bonds, The Loomis Chaffee School Issue, Series J	CHEFA	Bond Counsel	CT	2018
$110,770,000 The Metropolitan District, Hartford County, Connecticut General Obligation Bonds, Issue of 2018	MDC	Bond Counsel	CT	2018

4. The Town has a significant number of active capital projects being financed under various capital budgets at any one time. Please discuss your experience working with multiple authorizations in Cities or Towns of similar size to Town. In addition, please discuss your experience working with municipalities, municipal utilities and Sewer Authorities/WPCA's in connection with the issuance of bonds, funding of projects through the State of Connecticut Clean Water and Drinking Water fund programs, revenue bonds, and providing analysis, guidance and opining for sewer expansion projects and assessments under State of Connecticut statutory requirements.

Our public finance team has experience working on complicated governmental financings, including for cities and towns. We have a national public finance practice and serve as bond counsel to numerous governmental bond issuers who issue bonds to finance multiple projects pursuant to multiple authorizations. Additionally, as previously noted, Jay Gonzalez has represented hundreds of cities, towns and other local governments throughout New England. He has worked with many cities and towns of comparable size to Waterford in the issuance of bonds to finance multiple projects authorized by multiple authorizations. Our team has significant experience in this area and is ready to assist the Town with all of its active capital projects.

Our relevant experience as bond counsel for the specific types of clients and in the specific areas requested in the question is described in response to question 2 and some of the other questions above.

5. Describe methods that your firm has used to deal with arbitrage and private use limitations for issuers who finance multiple capital projects in a single issue.

Under applicable Treasury Regulations, the principal tools available for issuers financing multiple capital projects with a single issue to optimize arbitrage and private activity bond compliance are the so-called "multipurpose allocation" rules and the "qualified equity" rules. Effective application of the multipurpose allocation rules will permit an issuer to treat specific bonds within a larger issue to be treated as if they were a "separate" issue of bonds, for most federal tax law compliance purposes. This type of treatment can provide clarity in connection with and facilitate post-issuance compliance. For example, a multipurpose allocation can aid an issuer identifying bonds of an issue for purposes of remedial action measures, other than on a pro rata basis, when an asset identified as financed with those bonds is sold or otherwise disposed of to an ineligible user. Similarly, the qualified equity rules, if properly applied with the assistance of bond counsel, can make it easier for issuers to "monetize" all or a portion of the uses of an asset and to allocate those arrangements to original sources of funding other than an issue of tax-exempt bonds. The effect of the application of these rules will be to optimize the issuer's ability to maintain compliance with the private activity bond rules while engaging flexibly in business arrangements with third parties when good opportunities to do so present themselves. There are other tools as well, such as separation of sale dates of bonds that would otherwise be sold contemporaneously, in order to create separate issue treatment should there be a compelling need to do so. By contrast, there can be advantages to treating a financing for multiple projects as one project/issue for tax purposes. We would work with the Town to optimize the structuring and tax treatment to achieve their business goals and ensure compliance. Tony Martini and the rest of the team at Hinckley Allen are well-versed in all of the federal tax law limitations applicable to tax-exempt bonds and will be ready at all stages of the engagement to assist the Town in achieving the best possible business outcomes consistent with the requirements of federal tax law.

6. Discuss your firm's tax capabilities and experience, including its experience in handling complex tax questions. Provide specific examples and the identity of those responsible in the firm for the tax work and their expertise.

Tony Martini will serve as the principal tax lawyer in this engagement. Tony has almost 29 years of experience as a public finance tax lawyer, and, during his nearly 17 years at Palmer & Dodge LLP (now Locke Lord LLP), he served as the tax law expert supporting the firm's bond counsel work for the City of Boston and virtually every other city and town in Massachusetts. Tony has extensive experience with and expertise in all tax law compliance aspects of governmental bond issuance, including arbitrage restrictions, private activity bond rules and other limits on the allocation of bond proceeds. A past President of NABL, Tony is nationally recognized for his work as a tax law expert in the area of municipal bonds. See his biography in the prior section for a more complete description of Tony's experience.

Tax law compliance for municipal bond issues can be complicated, and it is not typically the primary focus of anyone in leadership within a municipality, including Treasurers and CFOs. We see it as our responsibility as bond counsel to our municipal clients to make it easy for them to understand and comply with the tax law requirements. It is not good enough to simply ask municipal leaders to sign complicated tax certificates and adopt complicated tax law compliance policies without making sure the appropriate officials understand them and have systems in place to ensure compliance. The last thing the Town or any other municipal borrower wants is for its tax-exempt bonds to be audited and found to be ineligible for tax-exempt status. Tony will work closely with Tom Marrion to provide whatever support the Town needs to understand its obligations and to ensure compliance with them.

In the event the Town's bond issues ever were audited by the IRS, Tony would be there to help. Tony has broad experience, spanning more than 20 years, assisting numerous issuers and borrowers, including Massachusetts municipal bond counsel clients, successfully defend IRS audits of bonds. Although the outcome of future audits cannot be guaranteed, the IRS has confirmed the tax-exempt status of the bonds in every one of the audits that Tony has defended to date.

Finally, as a former NABL Board member and President and even now as a past President of NABL, Tony has worked directly with regulators in the Treasury Department and the IRS on virtually every significant bond-tax regulatory project since late 2009. In this capacity, Tony, together with other NABL members, has had a direct hand in shaping the regulatory proposals that the Treasury and the IRS released in the public finance field, moderating their impact on bond issuers and other market participants. Tony remains an active member of NABL's Tax Law Committee and since the advent of the COVID-19 pandemic in March 2020, Tony has worked on three submissions to the IRS seeking tailored tax law relief for issuers and other participants in the tax-exempt bond markets. This experience puts Tony in a particularly good position to assist the Town to handle any complex tax issue arising in connection with its debt management program. Tony will continue to closely follow all regulatory developments in the area of federal tax law that may affect the Town's bond financing program in the future, and we will make sure the Town is promptly made aware of how these developments will affect the Town's debt management program.

7. Discuss your firm's capabilities and experience with drafting special legislation for consideration by the Connecticut General Assembly on behalf of your clients.

Our lawyers have drafted legislation for consideration by the Connecticut General Assembly on a wide variety of topics including banking, finance, senior housing, affordable housing, and real estate. In addition, lawyers in our other offices, including members of our public finance team, have drafted special legislation on public finance issues and other issues in other jurisdictions. We have substantial experience working with the Connecticut General Assembly and have strong relationships with a number of its members.

In addition, we have drafted special legislation in other states, including Massachusetts and New Hampshire, for municipal borrowers and other governmental borrowers to authorize borrowings for special projects, fix procedural deficiencies with local borrowing authorizations, and other matters.

8. Discuss your firm's capabilities and experience with analyzing and opining on the appropriateness of economic development and alternative financing tools including but not limited to tax increment financing, tax deferrals, enterprise zones, public-private partnerships, lease financing of government buildings and equipment.

- Kris Moussette has represented the Commonwealth of Massachusetts in connection with its **infrastructure development program known as "I-Cubed"**. This program finances critical infrastructure to support large economic development projects financed from the incremental tax revenue generated from the projects. She drafted the template Infrastructure Development Assistance Agreement ("IDAA") and drafted the IDAAs for the Assembly Square, Fan Pier and Chestnut Hill I-Cubed transactions.

- Hinckley Allen served as bond counsel for the **Southfield Redevelopment Authority ("SRA")** in connection with its $13,295,000 Infrastructure Development Revenue Refunding Bonds, Series 2020A dated December 18, 2020. The SRA is a public instrumentality charged with certain municipal and economic development powers for purposes of overseeing the development of the former South Weymouth Naval Air Station. The bonds were special obligations secured by incremental property tax revenue and assessments generated from the development. The bonds were issued to refund a prior series of bonds and were sold on a negotiated basis.

- We frequently represent underwriters in connection with financing the **Massachusetts School Building Authority and the University of Massachusetts Building Authority ("UMBA")**. In addition, Kris Moussette and Tony Martini served as bond counsel to **UMBA** in connection with a public private partnership to construct the first student housing facility on the UMass Boston campus. The $372,320,000 University of Massachusetts Building Authority issue comprised the $165,130,000 Project Revenue Bonds, Senior Series 2017-1; $19,510,000 Project Revenue Bonds, Senior Series 2017-2 (Federally Taxable); and $187,680,000 Refunding Revenue Bonds, Senior Series 2017-3. We have worked with UMBA in a variety of capacities since 2015 – including as bond counsel, disclosure counsel and underwriters' counsel.

- We represent **large multi-campus private universities such as University of Massachusetts (through UMBA), Dartmouth College and Tufts University** in connection with financing the capital needs of these institutions. We represent these institutions (and others) as bond counsel or borrowers counsel (or both), in connection with tax-exempt and taxable bond issues, taxable corporate bond issues, note sales to insurance companies, credit facilities such as standby bond purchase agreements, loan agreements, and revolving credit facilities, and off balance sheet financings involving public private partnerships. Our relationships with these institutions date back many years, with the Tufts University relationship dating back 25 years.

9. Does your firm provide arbitrage rebate calculations to its clients? If so, state the nature and type of such services and the names of the persons performing such services.

Tony is a nationally recognized expert on all aspects of compliance with the "arbitrage bond" provisions of federal tax law that apply to tax-exempt bonds, including the investment of bond proceeds and their allocation to eligible expenditures, the calculation of arbitrage yield on tax-exempt issues, the implementation of yield restriction strategies for investments and the payment of arbitrage rebate. Although Hinckley Allen does not hold itself out as an arbitrage rebate compliance firm, Tony Martini has experience over his entire public finance career working with virtually every one of the established rebate firms to optimize rebate analysis for his clients' tax-exempt bond issues and to assist in the preparation of the rebate reports that memorialize that analysis. Tony is prepared to work with the Town's rebate service providers as requested to ensure that the Town's rebate compliance is optimized with respect to its tax-exempt bond portfolio.

10. Discuss one or more significant tax or arbitrage issues that your firm has dealt with for municipal clients and how such issues were resolved.

Over the course of his career, Tony Martini is dedicated to coming up with creative solutions that make tax compliance easier for his municipal clients. A couple of examples will illustrate his commitment.

Recently, one borrower asked Tony for advice on rebate compliance on a very large refunding bond transaction that had been issued some five years prior. Virtually all of the bond proceeds had been spent shortly after the bonds were issued or had been invested on a yield-restricted basis, but a small portion of the proceeds had been retained for longer than six months and then had been reallocated in a manner that left it unclear whether and when those proceeds had been spent. The borrower was concerned that this small “tail” would obligate it to commission a complex, and expensive, rebate analysis of the entire multi-hundred million dollar issue and possibly expose the borrower to a significant rebate liability. Working with the borrower, Tony was able to establish that under Section 148(f)(4)(B)(ii)(II) of the Internal Revenue Code and Treasury Regulations Section 1.148-7(c)(2) that the so-called six-month rebate spending exception is extended for an additional six months (for a total spending period of one year) for bonds like the refunding issue in question. Tony was also able to fashion a roadmap for the borrower to establish that the “tail” actually had been expended within a one-year time frame, within the timing parameters for a rebate exception, which meant that the commissioning of a complex rebate analysis of the entire issue would be unnecessary and that any concern about rebate liability on the bond issue could be set aside.

In another case, Tony helped another client to understand how the “qualified improvements” exception to the private business use rules in Treasury Regulations Section 1.141-3(d)(5) could be applied to a large tax-exempt deferred maintenance bond financing that funded a host of miscellaneous repairs and renovations across the client’s buildings and other facilities. With Tony’s assistance, the client was able to set up oversight and monitoring controls in its post-issuance tax compliance procedures that make it very easy for the client to confirm that any third party uses of the repaired and renovated buildings and facilities would not give rise to private business use with respect to the bond issue, even if those third party uses could otherwise be characterized as private business use arrangements.

Finally, Tony successfully convinced the IRS, in an audit of another tax-exempt issue, that the fact that a substantial amount of the proceeds remained unspent in a project fund some eight years after the bonds had been issued did not mean that the bonds were an issue of taxable “hedge bonds” under Section 149(g) of the Internal Revenue Code. The IRS agent examining the bonds had raised the concern on discovering the size and duration of the deposit in the project fund, but Tony was able to ascertain the business reasons and justifications, outside of the issuer’s control, for the retention of the balance and successfully demonstrated to the agent that those reasons justified the conclusion that the bonds were not “hedge bonds”. The IRS agent subsequently closed the audit with no adverse change to the tax-exempt status of the bonds.

11. Discuss your firm's expertise with respect to the continuing disclosure requirements imposed on municipalities. Describe any significant issues that your firm has dealt with for municipal clients in the area of continuing disclosure and how such issues were resolved.

Our team is on top of the latest developments relating to continuing disclosure requirements, including the most recent amendments to Rule 15c2-12 and the earlier MCDC initiative. Team members have presented at seminars on this topic, and Jay Gonzalez has advised hundreds of cities, towns and other local governments on continuing disclosure requirements as their bond counsel. In addition, team members have been disclosure counsel to numerous large-scale and frequent issuers, including UMBA, University of Massachusetts, Pennichuck Water Works (which is affiliated with the City of Nashua, NH), Massachusetts Port Authority and MWRA. As counsel to certain underwriters, we have been engaged to review compliance with continuing disclosure undertakings and to assist in correcting any non-compliance. In addition, we would be pleased to work with the Town on the standardization of its disclosure and its annual filings and similar matters. Our team members have crafted disclosure for all New England states and hundreds of agencies and conduit borrowers and can use this experience to benefit the Town.

For one particular issuer that had difficulties correctly posting material event notices and annual reports on EMMA, our team became a registered user of EMMA, enabling us to post filings on our client’s behalf.

Proposed Approach

Describe in narrative form your proposed approach to this engagement, including time deadlines by which you would want information from the Town, method of transmission of data from the Town to your firm, turn-around time in preparing reports, quality controls within your firm, and the format of any standard report (attach examples, if possible).

We see our job as helping you achieve your financing objectives. This requires that we work collaboratively with you and your financial advisors to understand what your financing objectives are, identify the best approaches to achieving them, and help you do so. We are not the type of lawyers who will just react to questions, tell you what you can and cannot do, and pass papers back and forth. We will develop a relationship with you and proactively work as your partner to help you accomplish your goals. We will also be attentive, responsive, dependable and available. If you need us to attend meetings with town officials, we will be there. If you call, we will promptly get back to you. We will be there for you whenever you need us.

We pride ourselves on being responsive to our municipal bond counsel clients. In order to ensure we meet your expectations, we would request a kick-off meeting with appropriate town officials after we are engaged as bond counsel to walk through your upcoming financing needs, the Town's standard internal processes relating to the authorization, sale and issuance of bonds and notes, and the Town's preferences and expectations with respect to communication and logistics in working with its bond counsel. All of this would be toward ensuring we meet your expectations, deadlines, preferences regarding transmission of documents and information.

Fee

The Town is interested in obtaining fixed price proposals for certain items. The proposal should include, for each of the identified transactions a minimum fee and a maximum fee. Also, the Town wants to obtain the hourly rates for other items not listed as Fixed Fee Items in the Fee Proposal form.

Proposers may include alternative fee proposals, in addition to but not in lieu of, the price proposal as described herein.

The volume of transactions varies according to the needs of the Town.

We propose to calculate our fees for bond counsel services in connection with each bond and note issue in the following manner:

Bonds: Total principal amount up to $10M: $2.75 for each $1,000 of bonds

Total principal amount over $10M: $27,500, plus $1.00 for each $1,000 of bonds over $10M

Minimum fee: $10,000

Maximum fee: $60,000 ($50,000 if CT Clean Water Fund or Drinking Water Fund permanent loan obligation)

*If Bonds are special obligation/revenue bonds as opposed to general obligations, add $25,000 to fee calculation above, including maximum fee amounts.

Notes: $2,500, plus $0.50 for each $1,000 of notes (e.g., BANs, RANs, GANs)

Minimum fee: $5,000

Maximum fee: $25,000 ($10,000 if CT Clean Water Fund or Drinking Water Fund interim funding obligation)

Our proposal is based on our assessment of the level of work involved, an efficient allocation of internal resources, the level of risk we would be assuming in connection with any particular bond or note issue, and our strong desire to be cost competitive. Our fees would only be charged and payable upon the closing of a bond or note issue, and you would receive no other bills for hourly work or expenses related to the standard work involved with serving as bond counsel, including the drafting of authorizing ordinances.

Please see the following page for our completed **Fee Proposal Form**.

											Optional Extension Years			
Fiscal Year	2022-23		2023-24		2024-25		2025-26		2026-27		2027-28		2028-29	
Description	Min.	Max.	Min.	Max.	Min.	Max.	Min.	Max.	Min.	Max.	Min.	Max.	Min.	Max.
Fixed Fee Items														
Fees for all activities performed by bond counsel for these listed Items														
Preparing a Bond Ordinance which <u>would not</u> require a referendum	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Preparing a Bond Ordinance which <u>would</u> require a referendum	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Connecticut Clean Water Fund Interim Funding Obligation (IFO)	$5,000	$10,000	$5,000	$10,000	$5,000	$10,000	$5,000	$10,000	$5,000	$10,000	$5,000	$10,000	$5,000	$10,000
Connecticut Clean Water Fund Permanent Loan Obligation (PLO) [excluding any work performed in connection with related IFOs]	$10,000	$50,000	$10,000	$50,000	$10,000	$50,000	$10,000	$50,000	$10,000	$50,000	$10,000	$50,000	$10,000	$50,000
Connecticut Drinking Water Fund Interim Funding Obligation	$5,000	$60,000	$5,000	$60,000	$5,000	$60,000	$5,000	$60,000	$5,000	$60,000	$5,000	$60,000	$5,000	$60,000
Connecticut Drinking Water Fund Permanent Loan Obligation (PLO) [excluding any work performed in connection with related IFOs]	$10,000	$50,000	$10,000	$50,000	$10,000	$50,000	$10,000	$50,000	$10,000	$50,000	$10,000	$50,000	$10,000	$50,000
Sewer System Expansion Projects and Assessments	$10,000	$60,000	$10,000	$60,000	$10,000	$60,000	$10,000	$60,000	$10,000	$60,000	$10,000	$60,000	$10,000	$60,000
Preparing Sewer Revenues Bond Ordinances	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
GO New Money Bond Issue	$10,000	$60,000	$10,000	$60,000	$10,000	$60,000	$10,000	$60,000	$10,000	$60,000	$10,000	$60,000	$10,000	$60,000
GO Refunding Issue	$10,000	$60,000	$10,000	$60,000	$10,000	$60,000	$10,000	$60,000	$10,000	$60,000	$10,000	$60,000	$10,000	$60,000
Bond Anticipation Notes	$5,000	$25,000	$5,000	$25,000	$5,000	$25,000	$5,000	$25,000	$5,000	$25,000	$5,000	$25,000	$5,000	$25,000
All of the amounts quoted above should be inclusive of any postage, materials, and supplies costs.														
Hourly Rates for Other Items														
Partner	$495													
Associate	$295													
Paralegal	$150													

Other Relevant Information

Provide any other information that you believe will assist the Town in making its selection. Such information may be in this last section of your proposal or may be presented in one or more appendices.

References

Our clients recognize and distinguish us for the levels of service and responsiveness that we provide, and we encourage you to contact our references to inquire about our substantive expertise, responsiveness, ability to work collaboratively, proactive nature and overall client representation services.

Connecticut Health and Educational Facilities Authority ("CHEFA")
Michael F. Morris, Managing Director
10 Columbus Blvd., Hartford, CT 06106
mmorris@chefa.com
(860) 761-8424

City of Salem, Massachusetts
Mayor Kimberley Driscoll
Salem City Hall, 93 Washington Street, Salem, MA 01970
mayor@salem.com
(978) 619-5600

City of Lawrence, Massachusetts
Mark Ianello, Chief Administrative and Finance Officer
200 Common Street, 3rd Floor, Room 301, Lawrence, MA 01840
(978) 620-3071
mianello@cityoflawrence.com

Conflicts

Hinckley Allen has no knowledge at this time of any actual conflicts of interest or any potential conflicts of interest that may arise in connection with this engagement.

Hinckley Allen has a designated "ethics" lawyer who functions as the official resource and advisor on all conflict of interest and ethical matters. Our ethics lawyer is current on all rules, opinions and case law (including the Rules of Professional Conduct and their Ethics Advisory Panel, the recommendations of the American Bar Association, and recommendations from our malpractice insurance carrier). He also stays current on state and federal requirements that govern individuals doing business for and with public agencies. The Firm's Managing Partner oversees activities and adjudicating any disputes that may arise. The Firm maintains a business intake policy that, among other important requirements, identifies and resolves any potential conflicts of interest. A computerized database contains information on all current and past clients and related parties and all adverse parties. All new business file openings must pass the conflict of interest search criteria before a file is opened and any work commences and be reviewed and approved by both the engagement attorney and the appropriate department chairperson. If a conflict of interest is determined to exist and cannot be resolved, the matter must be declined.

Each Hinckley Allen lawyer is charged with the responsibility for assuring that the Firm's practice is conducted at the highest ethical and professional level, and the Firm's General Counsel or his designee must be consulted on any non-routine conflicts matters. If a potential conflict of interest were to arise during the course of providing legal services to the Town of Waterford, we would expect to consult with the Town as necessary to resolve the matter.

Value-Add

Board, Legal Department & Other Strategic Meetings – Consistent with our desire to build long-term relationships, we believe it is essential for our attorneys to immerse themselves in the issues our clients face. One practice we have found to be very helpful, which we would be willing to do with the Town, is attend – free of charge – Board meetings, Legal Department meetings, and other strategic meetings that you feel are appropriate for us to attend. As your primary contact, Tom Marrion would attend these meetings to ensure a high level of familiarity with your business and emerging issues. We will visit the Town, meet its key decision-makers, and generally do whatever it takes to become knowledgeable about the issues that are important to your community. We have found that this practice assists our clients in receiving complimentary value-added services, and also helps our Firm in staying current with all issues that are important to you. In short, we are committed to doing whatever it takes to ensure that we are knowledgeable about all of the issues that are important to you.

Education & Training – Hinckley Allen strongly believes in building long-term relationships with clients. As a result, we regularly sponsor educational seminars and training events for our clients free of charge. In addition, at least twice per year, our labor and employment lawyers hold comprehensive seminars for clients to update them on changes to the law in that area. We publish and distribute client alerts and newsletters to help clients remain up-to-date on legal issues that affect them. Our labor and employment lawyers also provide compliance training seminars for clients, including programs on sexual harassment prevention and fair employment practices. We also offer a Hinckley Workshops program as an exclusive service to our clients; in these programs Hinckley Allen lawyers offer free, on-site or virtual workshops on a variety of topics, such as **Social Media and the Law**, **How to Conduct Internal Investigations**, and **Workplace Bullying**. We would welcome the opportunity to do something similar for the Town, as well as present on any other topic you would find helpful. At your request, we would be happy to provide you with our brochure listing our program offerings.

Library Services – The Firm has a full service law library equipped with a wide scope of legal and business electronic resources and is supported by a staff of professional librarians. The electronic resources encompass all major legal research platform providers, including Westlaw Edge, Lexis Advance, Practical Law, and litigation analytics tools. The Firm maintains relationships with several membership law libraries based in the Northeast region which provide expanded professional librarian support for historical legislative and regulatory research projects, additional electronic services, and hard to find print books. Through the library staff, the Firm can offer monitoring services and substantive research services.

Equal Employment Opportunity and Affirmative Action Policy

Diversity is important to our success as a law firm as well as to our individual and professional growth. By committing ourselves to the goal of improving the diversity of our attorneys and staff, we are better able to serve clients that understand the need for diversity, equity and inclusion in the workplace. Hinckley Allen has demonstrated its commitment to diversity. We support the recruitment and advancement of individuals of diverse backgrounds who represent the broad communities we serve and in which we live. A copy of Hinckley Allen's Equal Employment Opportunity and Affirmative Action Policy is attached as **Appendix C**.

Insurance

Hinckley Allen's professional liability insurance carrier is Attorneys' Liability Assurance Society ("ALAS") with a current annual limit of $35,000,000 per claim and $70,000,000 in the aggregate. The self-insured retention under the Policy is $500,000 for each claim up to an aggregate of $1,000,000 and $100,000 each claim thereafter. If Hinckley Allen is selected for this engagement, we will provide the Town with a copy of our Certificate(s) of Insurance.

Conclusion

Hinckley Allen would be honored and delighted to serve as your counsel, and we would make it a priority engagement. We believe that Hinckley Allen will provide you with a unique depth and breadth of expertise given our experienced Public Finance team, supported by lawyers throughout the firm who are well-versed in relevant specialty areas. Hinckley Allen will be committed to meeting the Town's needs and providing timely and quality legal service at great value. We look forward to hearing from you.

Appendix A:

Timeline

Contemporary Insight—For more than a Century

1906 Law firm of Green, Hinckley & Allen founded in Providence, Rhode Island

1984 Firm merges with Tobin & Silverstein to become Hinckley, Allen, Tobin & Silverstein and Boston, Massachusetts office opens

1987 Firm merges with Snyder, Tepper & Comen becoming Hinckley, Allen, Snyder & Comen

1992 Firm name changes to Hinckley, Allen & Snyder

2001 Concord, New Hampshire office opens

2008 Firm opens an office in Hartford, Connecticut with the addition of 25 lawyers from the firm of Tyler Cooper & Alcorn

2012 Albany, New York office opens

2013 More than a dozen lawyers from Levy & Droney, P.C. join the Hartford, Connecticut office effective January 1, 2013

2013 New York, New York office opens

2017 Concord, New Hampshire office relocates to Manchester, New Hampshire

2020 Chicago, Illinois office opens

Appendix B:

Public Finance Group Resumes

Thomas S. Marrion

860-331-2660 | tmarrion@hinckleyallen.com

Tom practices in the areas of health care, corporate and business law, and commercial and public finance. He serves as general counsel to privately-owned businesses and non-profit organizations in industries including health care, manufacturing, retail, and professional services. Tom also represents clients in a wide variety of transactions, including mergers and acquisitions, commercial and industrial loans and tax-exempt financings. He has extensive experience representing and advising health care providers in general corporate matters as well as financings, affiliations, and mergers and acquisitions. Tom is an Adjunct Professor at the University of Connecticut School of Law, where he has taught since 1992, and he has written and lectured extensively on health law, public finance and business law topics.

Tom served on Hinckley Allen's Executive Committee from 2008 to 2020.

PRACTICE AREAS

Corporate & Business

Public Finance

Commercial & Real Estate Finance (CREF)

Mergers & Acquisitions

Senior Living

Municipal Restructuring

Nonprofit

Health Care

BAR MEMBERSHIPS

Connecticut, 1985

U.S. District Court for the District of Connecticut, 1985

WORK EXPERIENCE

Hinckley Allen

» Executive Committee Member (2008-2020)

» Partner (2008-Present)

University of Connecticut School of Law

» Adjunct Professor (1992-Present)

Tyler Cooper & Alcorn, LLP

» Partner (1987-2008)

United States Bankruptcy Court, District of Connecticut, Honorable Robert L. Krechevsky

» Clerkship (1985-1987)

EDUCATION

University of Connecticut School of Law (J.D., 1985)

College of the Holy Cross (A.B., 1982)

SPECIAL HONORS

Best Lawyers in America® (2007-2021)

» Lawyer of the Year (2018, 2021)

» Recognized for Bankruptcy and Creditor Debtor Rights / Insolvency and Reorganization Law, Corporate Law, and Health Care Law

Connecticut Super Lawyers (2007-2012)

Central Area Health Education Center, Community Service Award (2010)

Hartford Magazine, “Greater Hartford’s Top Attorneys” (2011) Recognized in the Business & Corporate category

Martindale-Hubbell® AV Peer Review Rating, Recipient

Jay M. Gonzalez

617-378-4256 l jgonzalez@hinckleyallen.com

Jay has 20+ years of public and private sector leadership and legal experience, including executive leadership roles in state government and health care and as a law firm Partner. He has a history of political and civic engagement, including as the 2018 Democratic Party nominee for Governor of MA. Jay served as the President & CEO of CeltiCare Health Plan of MA and NH Healthy Families, subsidiaries of Centene Corporation, and oversaw a period of significant growth. Jay acted as the Secretary of Administration and Finance for the Commonwealth of MA under Governor Deval Patrick. In that role, Jay managed a $32 billion state budget during the Great Recession and oversaw 3,000+ employees in 18 state administrative agencies. Before joining the Patrick Administration, Jay was a Partner in the public finance department of a major Boston law firm where he represented cities, towns and other governmental entities in financing and developing capital projects and other government programs.

PRACTICE AREAS

Public Finance

Health Care

BAR MEMBERSHIPS

Massachusetts, 1998

Ohio, 1996

WORK EXPERIENCE

Hinckley Allen

» Partner (2019-Present)

Northeastern University Law School

» Adjunct Lecturer (2020-2021)

Democratic Candidate for Governor of the Commonwealth of Massachusetts

» Democratic Party Nominee in General Election (2018)

» Candidate in Democratic Primary (2017-2018)

New Hampshire Healthy Families

» President & Chief Executive Officer (2013-2016)

CeltiCare Health Plan of Massachusetts

» President & Chief Executive Officer (2014-2016)

Executive Office for Administration and Finance of the Commonwealth of Massachusetts

» Secretary of Administration and Finance (2009-2013)

EDUCATION

Georgetown University Law Center (J.D., 1996, cum laude)

Dartmouth College (B.A., 1993, cum laude)

CIVIC ENGAGEMENTS

The GK Fund, Board Member (2021-Present)

Coordinated Transportation Solutions, Board Member (2021-Present)

Georgetown Law School, State and Local Government Policy and Law Advisory Committee (2021-Present)

NARAL Pro-Choice Massachusetts, Board of Directors (2020-Present)

Boston Bar Association, Task Force on Police Accountability (2020-2021)

Project Hope, Board of Directors (2014-Present)

Trust for Public Land, Massachusetts Advisory Board (2015-2016)

Kris A. Moussette

617-378-4194 | kmoussette@hinckleyallen.com

Kris is involved in all aspects of public finance, including the structuring and facilitating of a variety of tax-exempt bond transactions. She serves as bond counsel, borrower's counsel, underwriter's counsel, bank counsel, issuer's counsel, bond insurer counsel and in other capacities. Much of her public finance work focuses on debt issuances to support 501(c)(3) organizations, such as public and private colleges and universities, secondary schools, hospitals, health care systems, cultural institutions such as museums, and other charitable organizations. In addition, she represents governmental issuers in connection with large scale projects to enhance airport, water, sewer and other public facilities. Kris represents The Commonwealth of Massachusetts in connection with its infrastructure development program (I Cubed). She works with financially distressed borrowers and manages work out situations with creditors.

PRACTICE AREAS

Public Finance

Corporate & Business

Health Care

Senior Living

Public Private Partnerships

Nonprofit

Banking & Financial Institutions

BAR MEMBERSHIPS

Massachusetts, 1996

U.S. District Court for the District of Massachusetts

WORK EXPERIENCE

Hinckley Allen

» Partner (2015-Present)

Locke Lord LLP/Edwards Wildman Palmer LLP/Palmer & Dodge LLP

» Partner (2006-2015)

» Associate (1997-2005)

Mirick, O'Connell, DeMallie & Lougee, LLP

» Associate (1996-1997)

EDUCATION

Boston College Law School (J.D., 1996)

Colby College (B.A., 1993, magna cum laude)

Antonio D. Martini

617-378-4136 l amartini@hinckleyallen.com

Tony is Chair of the Public Finance Group. Tony focuses on municipal finance-related federal tax law with emphasis on tax-exempt governmental facilities financings, qualified 501(c)(3), exempt facility and qualified small issue and other private activity bond financings, tax revenue anticipation and other working capital financings, advance refunding structures, interest rate swap and other municipal finance-related derivative products, defense of IRS bond examinations and taxable and tax credit bond financings for state and local governments.

Tony also has experience in general federal corporate taxation and tax dispute work. He is a regular speaker and panelist on federal tax law issues at the National Association of Bond Lawyers' tax seminars and Bond Attorneys' Workshops, and served as NABL President, 2014-2015.

PRACTICE AREAS

Public Finance

Corporate & Business

Banking & Financial Institutions

Tax

Health Care

Senior Living

Nonprofit

BAR MEMBERSHIPS

Massachusetts, 1999

California, 1991

U.S. Court of Appeals for the Ninth Circuit, 1992

U.S. District Court for the Northern District of California, 1992

U.S. Tax Court, 1993

WORK EXPERIENCE

Hinckley Allen

» Chair, Public Finance

» Partner (2015-Present)

Locke Lord LLP

» Partner (2015-2015)

Edwards Wildman Palmer LLP/Palmer & Dodge, LLP (Merged into Locke Lord)

» Partner (2001-2015)

» Associate (1998-2000)

Orrick Herrington & Sutcliffe LLP

» Associate (1992-1998)

Hon. Jerome Farris, 9th Circuit U.S. Court of Appeals

» Clerk (1991-1992)

EDUCATION

Columbia Law School (J.D., 1991, Stone Scholar)

Union College (B.A., 1986, summa cum laude)

SPECIAL HONORS

Best Lawyers in America® (2017-2021) Recognized for Tax Law

Chambers USA America's Leading Lawyers for the category of Banking & Finance: Public Finance

Super Lawyers® Bonds & Government Finance, Massachusetts

Joseph A. Vitale

860-725-6200

Joe is a graduate of Boston College (A.B., summa cum laude, 1978) and Georgetown University Law Center (J.D., 1981). He was of counsel to Levy & Droney, P.C. and became of counsel to the Firm in January, 2013.

Joe has acted as counsel in tax-exempt financings since 1985. He Is actively involved in advising municipal clients in connection with tax-exempt offerings.

His practice also Includes the representation of health care providers, as well as underwriters and other financial institutions.

PRACTICE AREAS

Public Finance

PROFESSIONAL AFFILIATIONS

American Bar Association, Member

Connecticut and Hartford County Bar Associations, Member

National Association of Bond Lawyers (NABL), Member

EDUCATION

Georgetown University Law Center (J.D., 1981)

Boston College (A.B., 1978, summa cum laude)

Shasky L. Clarke

617-378-4110 | sclarke@hinckleyallen.com

Shasky is an Associate in Hinckley Allen's Corporate & Business Department. He was a Summer Associate with Hinckley Allen in 2017, where he gained hands-on experience supporting a variety of practice groups. While at Harvard Law School, Shasky worked as a legal intern with the Nashville Predators and worked on the Journal of Sports and Entertainment.

PRACTICE AREAS

Corporate & Business

Public Finance

BAR MEMBERSHIPS

Massachusetts, 2019

WORK EXPERIENCE

Hinckley Allen

» Associate (2018-Present)

» Summer Associate (2017)

Nashville Predators

» Intern (2017)

Living Proof, Inc.

» Package Development (2015-2016)

Boston Beer Company, Inc.

» Inventory Analyst (2013-2015)

Kennison & Associates, Inc.

» Administrative Assistant (2013)

Sterling Memorial Library

» Staff Librarian (2011)

Yale School of Medicine

» Research Assistant, Internal Medicine (2008)

EDUCATION

Harvard Law School (J.D., 2018)

Yale University (B.A, 2011)

Kaitlin M. Humble

860-331-2656 l khumble@hinckleyallen.com

Kaitlin is an Associate in Hinckley Allen's Corporate & Business practice group. In her practice, Kaitlin advises clients on a wide variety of Corporate & Business law topics, including corporate finance and taxation, corporate governance, mergers and acquisitions, securities regulation, bankruptcy and corporate restructuring, and commercial real estate transactions. Kaitlin also has experience litigating and arbitrating commercial disputes, with a particular focus on matters related to intellectual property. Prior to attending law school, Kaitlin worked for an international consulting firm based in Washington, DC, where she supported financial industry professionals in providing expert witness services for litigation, arbitration and mediation matters for corporate clients.

PRACTICE AREAS

Corporate & Business

Public Finance

BAR MEMBERSHIPS

Connecticut, 2011

U.S. District Court for the District of Connecticut, 2011

WORK EXPERIENCE

Hinckley Allen

» Associate (2017-Present)

Halloran & Sage, LLP

» Associate (2014-2017)

The Law Offices of Joseph E. Bowman

» Associate (2012-2014)

Office of the State's Attorney

» Legal Intern (2011-2012)

United States Attorney's Office for the District of Columbia

» Law Clerk (2010)

LECG, LLC

» Associate (2005-2008)

EDUCATION

Notre Dame Law School (J.D., 2011, cum laude)

Johns Hopkins University (B.A., 2005)

Kimberly K. Bragg

617-378-4180 l kbragg@hinckleyallen.com

Kim has more than 15 years' public finance experience. She assists attorneys with providing bond counsel services to cities, towns and districts throughout New England. Her experience includes assisting with all aspects of public financings from reviewing diligence materials, preparing official statements, drafting closing documents and assisting with closing and post-closing matters.

PRACTICE AREAS

Corporate & Business

Public Finance

WORK EXPERIENCE

Hinckley Allen

» Public Finance Specialist (2019-Present)

Mintz Levin

» Legal Specialist (2017-2019)

Locke Lord LLP (f/k/a Edwards Wildman Palmer LLP/Edwards Angell Palmer & Dodge)

» Senior Paralegal (2006-2017)

» Paralegal (2001-2006)

EDUCATION

Simmons College (M.L.I.S., 2004)

Northeastern University (Certificate, Paralegal Studies, 2000)

Bentley College (Certificate, Computers in Business, 1997)

Bates College (B.A., 1994)

Patricia N. DuBois

617-378-4202 l pdubois@hinckleyallen.com

Patty brings comprehensive experience organizing, managing and closing public offerings and direct purchase financings for a variety of issuers and borrowers in the Northeast region, as well as broad knowledge of the financial community.

PRACTICE AREAS

Corporate & Business

Public Finance

WORK EXPERIENCE

Hinckley Allen

» Public Finance Specialist (2016-Present)

Locke Lord LLP

» Public Finance Specialist (2002-2016)

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo P.C.

» Public Finance Specialist (1999-2002)

EDUCATION

Pace University (B.A., 1999, magna cum laude)

Public Finance Practice Group

Stephen J. Carlotti

Partner I Providence

Steve practices in the areas of mergers and acquisitions, securities offerings, public finance and general business and legal management issues. He has served as general counsel to a variety of businesses and governmental entities with a special emphasis on firms engaged in manufacturing and distribution. Steve represents clients, both public and private, throughout the United States in the life insurance, manufacturing, and real estate industries. His other clients include business corporations in a variety of industries ranging from the jewelry industry to high technology. Steve received his A.B., *summa cum laude*, from Dartmouth College and his LL.B. from Yale University.

Malcolm Farmer III

Partner I Providence

Mac's practice is focused in the area of financial transactions of all kinds, combined with a general corporate practice. His clients include in-state and out-of-state banks and other types of financial institutions as well as U.S. and foreign corporations of all sizes. He has experience in real estate loans, secured and unsecured commercial loans, industrial revenue bond transactions including sale/leaseback structures, and other specialized banking transactions such as letters of credit, syndicated financings, leveraged buyouts, and loans tailored to specific industries. Mac's general corporate practice area involves mergers, acquisitions, and purchase and sale of businesses. Mac chairs the Firm's Non-Profit practice group. He has an extensive practice representing Non-Profit organizations of all kinds. Mac received his B.A. from Yale University and his LL.B. from Harvard Law School.

David S. Hirsch

Partner I Providence

David focuses his practice in corporate law, with a dedicated emphases in public finance, mergers and acquisitions, corporate finance, commercial lending and securities law. As a trusted advisor, David advises clients on matters ranging from everyday corporate governance and operational questions to strategic expansion and sophisticated financings. David serves as bond counsel, borrower's counsel and bank counsel on a broad array of tax-exempt financing transactions. He represents companies in all stages of business, including emerging and developing companies, established private middle-market businesses, and publicly held companies. David received his B.A. from the University of Pennsylvania and his J.D. from Emory University School of Law.

Brian E. Tierney

Partner I Boston

Brian has extensive experience representing a broad range of companies throughout the entire corporate life-cycle, including pre-incorporation planning, general corporate representation and counseling, venture capital financings, joint ventures, as well as mergers and acquisitions (on both the buyer and seller side). Brian specializes in the areas of commercial and public finance, serving as legal adviser to institutional lenders, investment bankers, underwriters and borrowers in senior, mezzanine, subordinated debt and tax-exempt financings, and equipment leasing transactions. Brian also serves as counsel to start-up companies, and their investors, across a variety of industries, with a focus on New England's tech and biotech communities. Brian received his B.S., *summa cum laude*, from the University of Rhode Island, and his J.D., *magna cum laude*, from the University of Hawaii, William S. Richardson School of Law.

Jonathan R. Winnick

Partner I Boston

Jonathan represents a number of large financial institutions in secured lending, project finance, securitization and other credit transactions, with a particular focus on corporate trust. He represents financial institutions that provide trustee and agency services in secured and unsecured financings, with a concentration on domestic and international project finance, corporate and municipal debt, mergers and acquisitions, and asset-backed securitizations. Jonathan works with financial institutions serving as trustee, administrative agent, collateral agent, intercreditor agent, account bank, escrow agent, and paying agent. In addition to new transactions, Jonathan advises corporate trust clients on the development of product-related policies and procedures, and other risk management and regulatory compliance matters. Jonathan received his B.A., *cum laude*, from Bowdoin College, and his J.D, *cum laude*, from Suffolk Law School.

Jessie M. Reniere

Associate I Providence

Jessie is a member of Hinckley Allen's Corporate & Business group. She advises clients on a wide variety of matters including mergers and acquisitions, capital markets transactions, and general corporate law. Jessie has represented both buyers and sellers in asset purchases, stock purchases, and mergers involving small closely-held companies and middle-market businesses. She also frequently advises clients on equity transfers and related issues. Jessie is also a member of Hinckley Allen's Corporate Trust group. She represents large financial institutions that provide trustee and agency services, with a particular focus on public finance transactions.

Eneida Bennett

Paralegal I Providence

Eneida is a seasoned corporate paralegal who supports Hinckley Allen's public finance, corporate and finance practices. Among her many responsibilities, Eneida maintains client corporate records, handles client Annual Report preparation and filing, drafts Audit Response Letters, coordinates closing details and documents and handles various other filings. Eneida received her B.A. from the University of Rhode Island.

Appendix C:

Equal Employment Opportunity and Affirmative Action Policy

Hinckley, Allen & Snyder LLP

Equal Employment Opportunity and Affirmative Action Policy

Hinckley, Allen & Snyder LLP is committed to the principles of equal opportunity and diversity. Our policy prohibits employment decisions based on race, religious creed, color, national origin, ancestry, sex, sexual preference, gender identity or expression, age, marital status, veteran status, mental or physical disability, genetic information or any other legally protected status. Employment decisions include hiring, firing, compensation, benefits, promotion, training selection, or other status or condition of employment. All employment decisions will be made on the basis of individual skills, knowledge, abilities, job performance and other appropriate qualifications.

As part of our equal employment opportunity effort, we have established an affirmative action program that can identify specific recruiting needs. Hinckley, Allen & Snyder LLP is committed to addressing these recruiting needs and increasing the representation of minorities and women in our company. Our Chief Human Resources Officer has been appointed to manage our daily activities in these programs.

All employees share responsibility for the success of these programs. All managers are responsible for participating in the identification of problems, taking action to prevent harassment of employees, conducting and supporting career counseling for all staff members, ensuring that employees are afforded full employment opportunities and are encouraged to participate in all company-sponsored educational, training and social activities. All employees are expected to support our equal employment opportunity and affirmative action policies. No one may use their lack of knowledge about these policies as an excuse for inappropriate behavior or decisions.

Moreover, employees and applicants shall not be subjected to harassment, intimidation, threats, coercion or discrimination because they have filed a complaint, assisted or participated in any investigation, opposed any unlawful act or practice, or exercised any protected rights.

Equal Employment Opportunity and Affirmative Action must be part of the fabric of all personnel decisions at Hinckley, Allen & Snyder LLP. We are proud to reaffirm our commitment to those ideals.

Affirmative Action Plans are located in our Human Resource Department.

Signed Form:

Non-Collusion Affidavit

Non-Collusion Affidavit

State of Connecticut)
County of Hartford)

Thomas S. Marrion, being first duly sworn, deposes and says that:
(Individual's Name)

1. He/she is a Partner of Hinckley, Allen + Snyder LLP
(Sole Owner, Partner, President, Secretary, etc.) (Corporation Name)

herein after referred to as the "Proposer" that has submitted the attached bid;

2. He/she is fully Informed respecting the preparation and content of the attached Proposal and of all pertinent circumstances respecting such Proposal;

3. Such Proposal is genuine and is not a collusive or sham proposal;

4. Neither the said Proposer nor any of its officers, partners, owners, agents, representatives, employees or parties in interest, including the affiant, has in any way colluded, conspired, connived or agreed, directly or indirectly with any other Proposer, firm or person to submit a collusive or sham bid, in connection with the contract for which the attached Proposal has been submitted or to refrain from bidding in connection with such contract, or has in any manner directly or indirectly, sought by agreement or collusion or communications or conference with any other Proposer, firm or person to fix the price or prices in the attached Proposal or of any Proposer, or to fix any overhead, profit or cost element of the Proposal price or the Proposal price of any other Proposer, or to secure through any collusion, conspiracy, connivance or unlawful agreement any advantage against the Town of Waterford, CT or any person interested in the proposed contract; and

5. The price or prices quoted in the attached Proposal are fair and proper and are not tainted by any collusion, conspiracy, connivance or unlawful agreement on the part of the Proposer or any of its agents, representatives, owners, employees, or parties of interest, including this affiant.

6. That no officer or employee or person whose salary is payable in whole or in part from the Town of Waterford is directly or indirectly interested in this Proposal, or in the supplies, materials, equipment, work or labor to which it relates, or in any of the profits thereof.

Signed: [signature]
Title: Partner

Subscribed and sworn before me this 12th day of May 2021.

Annamaria Zocco My Commission expires on
Notary Public

ANNAMARIA F. ZOCCO
NOTARY PUBLIC
My Commission Expires 07-31-2023
CONNECTICUT