



Interim Legal Services Proposal

Prepared for the City of Rockland

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Fee Structure



FOUNDERS

George F. Eaton (1892-1956)
George F. Peabody (1912-1999)
Merrill R. Bradford (1917-2012)
Arnold L. Veague (1915-2003)

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Seth W. Brewster
Thad B. Zmistowski
Gretchen L. Jones
Neal F. Pratt
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Nathaniel S. Putnam
David C. Pierson
David M. Austin
Matthew S. Raynes
Matthew C. Worthen
Noreen A. Patient
Daniel S. Pittman
Sarah E. Newell
Sarah L. Reinhart
Jeffrey W. Spaulding
Ryan P. Dumais
Jason C. Barrett
Jonathan A. Pottle
Nathaniel R. Fenton
Alfred C. Frawley, III
John David Kennedy
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John A. Cunningham
Eric C. Marshall
Jonathan B. Huntington
Sarah S. Zmistowski
Leslie C. Hallock
Allison C. Lucy
Anne E. O'Donovan
Adria Y. LaRose
Erica M. Johanson
Michael Tadenev
Jeremy S. Grant
Meredith M. Maller
Mariah D. Mitchell

OF COUNSEL

Thomas M. Brown (Retired)
Peter M. Garcia
Daniel G. McKay
Glen L. Porter
Clare Hudson Payne
Dorisann B.W. Wagner
David S. Wakelin

Offices in Augusta, Bangor,
Brunswick, Ellsworth
and Portland.

September 23, 2016

Audra Caler-Bell, Interim City Manager
Rockland City Hall
270 Pleasant Street
Rockland, Me 04841

Re: Legal Services Proposal for the City of Rockland

Dear Ms. Caler-Bell:

On behalf of Eaton Peabody we are pleased to submit the following proposal for legal services to the City of Rockland.

Our Firm serves as general municipal counsel to Maine communities of varying size, tailoring our services to meet the legal and financial needs of the communities we serve. We also provide more specialized municipal legal services, such as those related to municipal finance and economic development projects. All of our municipal clients receive the highest quality legal services, which we endeavor to provide in a prompt and responsive manner. We understand the need of our clients to receive answers and services promptly and to support the schedules of municipal councils, staff, and boards.

Consistent with your September 12 email, we have structured our proposal to address the specific areas where the City anticipates the need for interim legal services, and also have provided additional information regarding legal services provided by Eaton Peabody as the need may arise. Concerning the review of contracts and the form of legal documents, our attorneys in the Business, Municipal Law & Finance, and Labor and Employment groups have extensive experience in preparing and reviewing legal documents. If the City's legal needs require services outside the defined areas, we will be pleased to provide such services as well.

In our proposal, we propose service delivery through a Interim City Attorney, and any associated Assistant City Attorneys, together with Special Project Attorneys identified in our proposal. We find that working in this manner gives our clients a valuable range of depth in legal expertise and resources that

Audra Caler-Bell, Interim City Manager

September 23, 2016

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will provide the City of Rockland the highest and most cost effective level of service.

All of the attorneys identified in the enclosed materials have expertise in areas that would be of assistance to Rockland. In addition to our standard services as municipal counsel, we serve as counsel in a variety of special projects, including redevelopment of abandoned property, expansion of utility services, and project finance. In the recent past, the Eaton Peabody attorneys identified in the proposal have all been actively involved in special projects, including economic development projects on behalf of municipalities and related non-profit development entities. In addition to services provided by Eaton Peabody attorneys, the Eaton Peabody Consulting Group provides a wide range of services to municipalities, including tax increment financing analysis and assistance with a broad range municipal administrative services.

Eaton Peabody is proposing to provide City Attorney legal services at a flat rate of \$185 per hour and \$100 per hour for paralegals. This rate includes all legal services provided by attorneys in their respective areas.

We appreciate the opportunity to present this proposal for legal services to the City of Rockland, and look forward to meeting with you and other City officials to further discuss the opportunity to represent the City of Rockland.

Thank you for your consideration.

Respectfully yours,

P. Andrew Hamilton, Esq.

Encl. (1)

General Firm Information/Background

Founded in 1939, Eaton Peabody is a community-based law firm with over 50 attorneys serving Maine and New England from offices in Augusta, Bangor, Brunswick, Ellsworth, and Portland. The firm offers broad legal expertise and a number of our attorneys are listed in The Best Lawyers in America and Chambers USA as leaders in their fields of practice.

Eaton Peabody has a long history of serving the public sector and has historically represented over 180 municipalities in providing general and special municipal legal services. In addition, they have represented over 70 water, solid waste, sewer and utility districts and more than 80 educational institutions and districts. In addition, the Eaton Peabody Consulting Group (EPCG) has established a reputation as one of the premiere economic development and municipal service teams in the state. Its professionals include Don Gerrish and Richard Metivier, both of whom have extensive municipal experience. Services provided by the attorneys of Eaton Peabody and the Eaton Peabody Consulting Group include:

- General Municipal Law
- Land Use and Environmental Law
- Municipal Finance Law
- Public Sector Employment Law
- Maine's Freedom of Access Act
- Telecommunications Law (including the Federal Telecommunications Act of 1996)
- Town Meeting and Elections Law (including review and preparation of warrant articles, serving as town moderator, and addressing election issues and disputes)
- Municipal Contract Law (including construction and non-construction contracts for services and the like)
- Litigation
- Cable TV Franchise Law
- Economic Development (including community planning, tax increment financing, development agreements, and special purpose development/re-development entities)
- Legislative Advocacy and Inter-Governmental Relations
- Constitutional Law
- Real Estate Law
- Roads & Easements

Services

Our approach is to serve as facilitators and problem solvers. We are results oriented and strive to avoid “over lawyering.” We get to know our clients and strive to anticipate potential legal issues and address them at an early stage rather than reacting after the fact. Our experience allows us to handle basic tasks in a timely and cost efficient manner. Our depth ensures that more complex matters receive thorough consideration from an attorney, or a team of attorneys, with hands-on experience in a variety of specialized areas.

Practice Areas:

Business Law	Intellectual Property
Commercial Finance	Labor & Employment
Creditor and Debtor Rights	Legislative & Government Relations
Economic Development	Litigation/Dispute Resolution
Employee Benefits & Executive Compensation	Municipal Law & Finance
Environmental & Land Use	Natural Resources & Timberlands
Estate Planning & Wealth Transfer Planning	Real Estate
Immigration	

Industries

Legal problems often are multifaceted and do not always fit neatly into a single practice area. We address this reality by organizing legal teams around particular industries, drawing expertise from multiple disciplines. These interdisciplinary teams are versed in your industry, as well as in the law. This approach helps us provide value added industry-specific advice to our clients.

Alternative Energy	Education Law
Aquaculture	Healthcare
Artists & Cultural Organizations	Land Conservation
Banking & Financial Institutions	Municipal, Quasi-municipal, & County
Business Startups	Nonprofit & Charitable Organizations
Commercial & Residential Developers	Professional Services
Construction	Small Business

Insurance:

The firm’s professional liability carriers are OneBeacon, ACE American Insurance Company, and Executive Risk Indemnity, Inc. The limits of the claims made on each policy are \$5,000,000 per claim and in the aggregate.

Labor & Employment

Whether your business is private or public, municipal or county, for profit or nonprofit, large or small, we can help you. We have helped numerous other businesses, just like yours, with all types of labor and employment issues.

Day in and day out we are on the phone, or meeting with employers, providing advice on any number of labor or employment issues. We can assist you in preparing the policies and agreements you need for your employees, including employee handbooks and policies, employment agreements, and non-competition agreements. Every year we present dozens of seminars and training sessions on topics specifically tailored to meet the needs of our clients on a wide variety of employment issues including: Americans with Disabilities Act, including accommodations; collective bargaining; employment discrimination; Family Medical Leave Act; federal and Maine employment laws; hiring; corrective/disciplinary action and termination; and sexual harassment.

We routinely litigate employment cases on behalf of clients in the federal and state court systems. We also serve as mediators and expert witnesses in employment litigation on behalf of third parties.

We assist our clients in responding to organization campaigns, strikes and other concerted employee action, in collective bargaining negotiations and in administrative proceedings before the Department of Labor (Federal and State), Equal Employment Opportunity Commission, Maine Board of Arbitration and Conciliation, Maine Human Rights Commission, Maine Labor Relations Board, National Labor Relations Board, Occupational Safety and Health Administration, Unemployment Insurance Commission, and Workers' Compensation (limited to discriminatory petitions).

Extensive preventive services are provided by developing employment manuals and policies, employment agreements, and training programs on such topics as work-place harassment and employer-employee rights and responsibilities. We are joined by lawyers practicing in the areas of employee benefits to assist clients with executive compensation plans, ERISA, employee benefit design and implementation, plan administration and compliance, and employee benefit issues arising out of mergers and acquisitions, and by attorneys practicing intellectual property to anticipate and respond to questions concerning the ownership and use of inventions and copyrightable materials, and disputes over the respective rights and obligations of employer and former employee..

Environmental & Land Use

Clients who seek our advice are not merely looking for answers to specific legal questions; they are looking for solutions that will allow their project to move forward. In most cases, this requires fully understanding the current situation, the options immediately available and the steps to make quick progressive strides.

Our practice advises and represents private and municipal clients in state, federal and municipal environmental and land use matters. We provide direct and prompt assistance to our clients. When necessary, we consult with professionals in other practices to provide comprehensive solutions to our client's legal and business needs. We work regularly with skilled environmental consultants so we can quickly organize a team of professionals to address an environmental issue efficiently and effectively. We also call upon the expertise of our affiliate, Eaton Peabody Consulting Group (EPCG), to assist in securing local, state and federal funding, and to work with local governments in supporting the redevelopment of properties.

Eaton Peabody's Environmental & Land Use practice provides legal services related to:

- Aquaculture
- Brownfields redevelopment
- Energy projects: hydroelectric, windpower,
- Environmental and land use litigation
- Environmental and regulatory compliance
- Environmental due diligence and commercial transactions
- Forestry
- Land use and zoning
- Natural resource protection and permitting
- Oil and hazardous waste management
- Shoreland zoning
- Solid waste management
- Superfund and environmental cleanup matters
- Wetlands and water discharge permitting and enforcement

Municipal Services

Municipal Services

EPCG can provide your individual community with a variety of generic municipal services to assist in the day to day management of your community. These services are particularly useful during transitions, whether those changes are related to staff movement or to a community simply growing and evolving with the times.

In each case, we can provide staff that are experienced in the field and can help walk your community through difficult organization issues or changes.

Our goal is to provide a partnership that works to nourish the needs of the community and grow it to the next level. As always, the legal services of Eaton Peabody are available, if needed, to reflect those plans in formal legal documents or agreements.

We provide:

- Assistance in hiring Professional Staff
- Assistance with Request for Proposals/Qualifications & their Assessments
- Capital Improvement Programming
- Evaluation Systems
- Labor & Contract Negotiations
- Local Ordinance Analysis & Amendments
- Organizational Analysis and Change
- Municipal Financing Mechanisms
- Project Management
- Strategic Planning/Priority Setting

Municipal Law & Finance

We understand the numerous legal needs of Maine's municipalities. Attorneys in our Municipal Law & Finance Practice have provided general and special municipal legal services to dozens of Maine municipalities. In addition, we have represented over 70 water, solid waste, sewer and utility districts, and more than 80 educational institutions and districts. We currently serve as general counsel to more than a dozen Maine communities and as special counsel to more than 20 others. These are the municipalities and communities that we live and work in. We take pride in helping them succeed.

We provide a comprehensive range of legal services to Maine's town, city and county governments, zoning and planning boards, water and sewer districts and other quasi-municipal entities. Our municipal bond capability, together with the economic development services we offer in conjunction with our affiliate, Eaton Peabody Consulting Group (EPCG), offer a unique array of capabilities enabling us to service the broadest possible range of our client's needs. In addition to representing public clients, we also represent individual and business clients on a variety of municipal issues. The depth of our group's knowledge and experience base allows us to efficiently handle legal issues from the very basic to the highly complex.

Our municipal client and project list extends from Madawaska to Wells, and from Kingfield to Eastport. Recent municipal projects include legal work for the City of Brewer to support redevelopment of the former Eastern Fine Paper Company site in Brewer as the new Eastern Manufacturing Facility and successful completion of complex permit proceedings for several residential subdivisions in the mid-coast region for private clients. We also have worked on many projects for redevelopment organizations including the Brunswick Local Redevelopment Authority, Eastern Maine Development Corporation, Northern Maine Development Corporation and the Somerset Economic Development Corporation.

We provide comprehensive municipal finance services, including services related to revenue and general obligation bonds, bond anticipation notes, and tax and revenue anticipation notes. As one of the few firms in the State to offer municipal finance services as part of a comprehensive municipal services practice, we have acted as bond counsel to a number of the communities we serve, in addition to numerous other municipalities, water districts, sewer districts, and school administrative units. We assist with municipal financings through the Farmers' Home Administration (FMHA), Maine Municipal Bond Bank (MMBB), private lending institutions and public securities offerings. We also can assist with preparation of appropriate applications to regulatory agencies.

Municipal Law & Finance

Eaton Peabody's Municipal Law & Finance practice provides legal services related to:

Brownfields redevelopment	Municipal boards
Charter review	Municipal contracting
Economic development	Municipal policy development
Election practices	Ordinance drafting
Employment relations	Planning and zoning
Environmental permitting and compliance	Town meeting practice
Government assisted finance	Water and sewer districts
Municipal and quasi-municipal bonds	

Related Professionals:

Peter M. Garcia
P. Andrew Hamilton
John F. Loyd, Jr.
Sarah E. Newell
David C. Pierson
Dan S. Pittman
Jonathan A. Pottle
Sarah L. Reinhart
Matthew C. Worthen

Consultants

Don Gerrish
Richard T. Metivier

Related Practices and Services:

Economic Development
Labor & Employment
Business Development
Community Assistance
Public Affairs
Municipal Services

Economic Development

Whether guiding communities through the planning process or helping a developer navigate the complexities of financial planning, marketing, permitting, and project development, our group is well-equipped to address any challenge from the beginning of a project to its final completion. We have the knowledge and experience to handle any project at the local, state, or regional level.

Working closely with Eaton Peabody Consulting Group (EPCG), we assist clients with a wide variety of projects, ranging from tax increment financing, to development agreements, legislative assistance, redevelopments, political processes, permitting, grant writing, financial planning, multi-use developments, credit enhancements, marketing, and zoning issues. Our unique dynamic of integrating legal and consulting services provides a sophisticated blend of services for both the public and private sectors.

Eaton Peabody's Municipal Law & Finance practice provides legal services related to:

Brownfields	Market surveys
Credit enhancement agreements	Multi-use developments
Development agreements	Permitting
Downtown redevelopment	Statutory interpretation
Grant writing	Tax increment financing
Lobbying	Zoning and land use

Related Professionals:

William V. Ferdinand, Jr.
P. Andrew Hamilton
David C. Pierson
Jonathan A. Pottle
Timothy C. Woodcock

Consultants

Don Gerrish
Richard T. Metivier

Related Practices and Services:

Economic Development
Labor & Employment
Business Development
Community Assistance
Public Affairs
Municipal Services

Municipalities, Quasi-Municipalities, & Counties

The attorneys of Eaton Peabody have historically represented over a hundred municipalities in providing general and special municipal legal services.

In addition to our broad based general representation of municipalities, we have represented over 70 water, solid waste, sewer and utility districts many educational institutions and districts.

Working with our Economic Development Practice and Consulting Group, Eaton Peabody's Municipal Law and Finance Practice has assisted in numerous projects for municipalities and has worked on many projects for redevelopment organizations, including the Brunswick Local Redevelopment Authority, Eastern Maine Development Corporation, Northern Maine Development Corporation and the Somerset Economic Development Corporation.

Our municipal, quasi-municipal and county services:

Community & Economic Development

Through our Economic Development practice, we offer a wide array of legal and law-related services to the Firm's municipal clients, including services related to tax increment financing, business/industrial park development, downtown revitalization, community development block grants, economic development assistance, new markets tax credits, local development corporation, and pine tree zones.

Quasi-Municipal Districts & Interlocal Agreements

We provide legal services to organize and incorporate public entities comprised of one or more municipalities and to draft supporting agreements and documentation.

Personnel Issues

We advise a number of municipalities on employment law issues ranging from Equal Employment Opportunity and Fair Labor Standards Act compliance to employee disciplinary procedures and employee benefit plans. Our Labor & Employment Practice is widely known in both public and private sectors and frequently presents legal seminars to employers on human resource and personnel matters.

Real Estate

We offer a full range of real estate legal services, including purchase and sale agreements, commercial and residential leasing, document preparation, title searches, advice and representation in eminent domain takings and damages hearings.

Collections

The Firm provides collections advice and assistance to a number of municipalities, including collection of unpaid taxes, assistance in drafting and filing lien forms, and assistance with foreclosures on tax-acquired property. We also represent municipalities in collecting unpaid fines and court judgments.

To learn more about services specific to municipalities, quasi-municipalities, and counties, please contact P. Andrew Hamilton at 207-992-4332.

Related Practices and Services:

Economic Development
Environmental & Land Use
Labor & Employment
Municipal Law & Finance
Real Estate
Tax

Other Services

Our municipal clients also take advantage of the following legal services which we provide:

Community & Economic Development

Through our Economic Development Practice Group, Eaton Peabody offers a wide array of legal and lawrelated services to the firm's municipal clients, including tax increment financing, business/industrial park development, downtown revitalization, Community Development Block Grants, Economic Development Assistance, new markets tax credits, local development corporation, and Pine Tree Zones.

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The firm provides legal services to organize and incorporate public entities comprised of one or more municipalities and to draft supporting agreements and documentation.

Personnel Issues

The firm provides employment law advice to a number of municipalities on issues ranging from Equal Employment Opportunity and Fair Labor Standards Act compliance to employee disciplinary procedures and employee benefit plans. Our Employment Law Practice Group is widely known in both public and private sectors and frequently presents legal seminars to employers on human resource and personnel matters.

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Eaton Peabody Consulting Group

Eaton Peabody Consulting Group (EPCG) is a multi-disciplined consulting team providing an array of economic and community development services. EPCG has the staff and expertise to provide direct assistance at the municipal, regional and state level to business and governmental entities throughout Maine. With this balance of private and public sector capacity, EPCG can help developers with the complexities of review and permitting process, financial planning, market assessments, or identifying resources to assist in a project's development. EPCG can also provide direct business assistance to emerging companies, connecting them to resources when they need it the most.

Services:

Business Development and Community Assistance
Municipal Management
Public Policy

Consultants

Don Gerrish
Rickmond McCarthy
Richard T. Metivier



P. Andrew Hamilton

Municipal Law & Finance
 Environmental & Land Use
 Economic Development
 Legislative & Government Relations

Shareholder

Chair, Economic Development, Environmental & Land Use, and Municipal Law & Finance Practice Groups

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ahamilton@eatonpeabody.com

Andy has served for more than 30 years as general counsel to municipalities, and is the Leader of Eaton Peabody's Municipal Law & Finance Practice Group. He provides general counsel advice to various municipalities, including Lincoln, Mount Desert, Howland, Greenville, Oakfield, and Baileyville.

He also has more than 30 years experience in general environmental counseling and regulatory compliance, natural resource permitting, and land use permitting, with extensive experience in hazardous substance and waste laws from which he is the author of the Maine law treatise on Brownfields Redevelopment published by Matthew Bender.

In addition, Andy maintains an extensive utilities practice, which includes serving as general counsel to a number of public water utility districts. Andy is a resident of Bangor and is the past chair of the Katahdin Area Council Boy Scouts of America, Bangor YMCA, and Bangor Chamber of Commerce. In addition to other community organizations, Andy is currently providing community services in conjunction with Eastern Maine Development Corporation's Mobilize Maine Re-Engineering the Region economic development planning efforts.

Bar Admissions

State of Maine - 10/4/1984
 U.S. District Court, District of Maine

Education

University of Maine School of Law, J.D., 1984
 Wesleyan University, B.A., 1981

Memberships & Affiliations

Natural Resources and Environmental Law Section, Maine State Bar Association, Member
 Natural Resources and Environmental Law Section, American Bar Association, Member
 Bangor Chamber of Commerce, Immediate Past Chair and Board Member
 Katahdin Area Council, Boy Scouts of America, Past President
 John Bapst Memorial High School, Past Chairman of the Board of Trustees
 Bangor YMCA, Past President
 United Way of Eastern Maine, Board Member
 Unity College, Board Member

Honors

Named Best Lawyers 2013 Bangor Land Use & Zoning Law Lawyer of the Year
 Top ranked Chambers USA, Environmental Law Listed in The Best Lawyers in America, Land Use & Zoning

eatonpeabody.com



Richard T. Metivier

Consulting Services

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77 Sewall Street, Suite 3000
P.O. Box 5249
Augusta, Maine 04332-5249
Tele: 207-240-1464
Fax: 207-622-9732
dmetivier@eatonpeabody.com

Assistant
Veronica Costa

Richard "Dick" Metivier has been involved in municipal finance for more than 40 years. Starting as the Assistant to the Controller for the City of Lewiston in 1969, Dick worked his way up to Assistant Controller then Purchasing Agent. In 1980, he was promoted to the position of Director of Finance for the City of Lewiston where he served for 29 years. Dick has extensive experience in all facets of municipal finance and administration, including:

- Municipal Budgeting
- Financial Reporting
- Debt Service Financing
- Tax Increment Financing
- Joint Services
- Loan Programs
- Risk Management

Dick was also a founding member and the Charter President of the Maine Government Finance Officers Association (MGFOA) and in 1994, was selected as Finance Officer of the Year by his peers.

Education

Husson College, B.S.

Memberships & Affiliations

- Member, Charter President, Maine Government Finance Officers Association (GFOA)
- Director, New England States Government Finance Officers Association (NESGFOA)
- Member, International Foundation of Employee Benefits and Public Risk and Insurance Management Association
- Treasurer, Lewiston Urban Civic Center Enterprises
- Treasurer, Auburn/Lewiston Airport Board of Directors
- Treasurer, Lewiston Mill Redevelopment Corporation
- Member and Past Chairman, Lewiston Auburn Transit Committee

- Member, Androscoggin Valley Council of Governments Executive Board
- Trustee, Maine Public Employees Retirement System
- Trustee and Past Chairman, Maine Municipal Employees Health Trust
- Director and Past Chairman, Board of the Lewiston Municipal Federal Credit Union
- Member, Lewiston Auburn Economic Growth Council Loan Qualification Committee

Honors

- Maine State Government Finance Person of the Year Award, 1994
- Government Finance Officers Association Distinguished Budget Presentation Award, 1986, 1989
- City of Lewiston Employee of the Year Award, 2009

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Don Gerrish

Consulting Services

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Augusta, Maine 04332-5249
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Fax: 207-622-9732
dgerrish@eatonpeabody.com

Assistant
Veronica Costa

Don has been involved in all aspects of Town and City Management in the State of Maine for over 37 years. He retired from the Town of Brunswick after serving as its Manager for nearly 20 years. Prior to that, Don managed the Town of Gorham for 10 years, and worked in Auburn and Rockland as well. In 1993 he was elected by his peers from all over the world to serve on the Board of the International City/County Managers Association as a Regional Vice-President, and was then chosen by the membership in 1996 to serve as the Association's President. This allowed him to travel throughout the United States and Europe meeting managers and discussing issues they and their communities were facing. Don has extensive experience in all facets of Municipal Government including:

- Council/Selectmen/Manager Relations
- Ethics for Staff and Elected Officials
- Manager Evaluations
- Town/School Relations
- Goal Setting for Elected Officials
- Municipal Budgeting
- Personnel Issues
- Regionalization
- Union Negotiations
- Federal Relations
- University/College/Town Relations

Education

University of Maine, B.S.

Memberships & Affiliations

- International City Managers Association 1974 to present; President 1996-1997; Northeast Regional Vice President 1993-1995
- Maine Town and City Managers Association 1974-present; President 1983-1984; Manager of the Year 1987
- Maine Municipal Employees Health Trust 1981-present; Chairman 1981-1987; 1999-2002
- Maine Health Care Performance Council 2002, Co-Chairman appointed by Gov. King

- Cumberland County Strategic Planning Committee 2001, Chairman
- Trustee Cumberland County Civic Center 1985-1991, Chairman 1987-1988
- Member Waste Management Advisory Council 1991-1992, appointed by Gov. McKernan
- Board of Directors Greater Portland United Way 1989
- Member of Portland Area Comprehensive Transportation Study 1980-1989; Chairman 1985-1986
- Member of Governor's Municipal Advisory Committee 1983-1984
- Maine Municipal Association Executive Committee 1982-1983
- Member MidCoast Council of Business Development and Planning

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Jonathan A. Pottle

Environmental & Land Use
 Municipal Law & Finance
 Economic Development
 Natural Resources & Timberlands
 Litigation / Administrative Proceedings

Shareholder

Jon has been providing general counsel to municipalities for over 8 years. He is the City Solicitor for the City of Gardiner and the Town Attorney for Dover-Foxcroft, and is also general counsel to a number of public sewer and sanitary districts. In addition to providing general counsel advice to municipalities, Jon provides clients with advice in land use and economic development as well as in timberlands and natural resources law matters. Jon also regularly represents clients before Maine courts and in local, state, and federal proceedings regarding a wide range of issues, from municipal, environmental, land use enforcement, real estate, to contract disputes.

Jon received a law degree and a masters degree in environmental Law from Vermont Law School, as well as a bachelor's degree in Forest Engineering from the University of New Brunswick, Canada.

Jon is a resident in Bangor, and is a member of the Board of Directors for Bangor Nursing and Rehabilitation Center and the Maine TREE Foundation.

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Bar Admissions

State of Maine
 United States District Court, District of Maine
 United States Court of Appeals, First Circuit

Education

Vermont Law School, J.D., cum laude, 2008
 Master of Studies in Environmental Law
 University of New Brunswick, B.S., Forest Engineering, 2003

Memberships & Affiliations

Maine State Bar Association
 Penobscot County Bar Association
 Maine Tree Foundation, Board of Directors
 Bangor Nursing and Rehabilitation Center, Board of Directors
 American Heart Association, Northern Maine Volunteer Leadership Council
 Bangor Trails Committee, Member

eatonpeabody.com



Sarah E. Newell

Labor & Employment
Municipal Law & Finance
Cross Border Transactions
Immigration

Shareholder

Sarah Newell represents employers in the private, nonprofit and public sectors and her practice is focused on employment and labor law. She assists clients with a broad range of issues including wage & hour, sexual harassment, FMLA, employee discipline and discharge, discrimination, whistleblower actions, collective bargaining, contract administration, labor arbitration, and other employment and labor issues. Sarah also investigates complaints of discrimination for employers, colleges, and universities on a regular basis. Prior to joining Eaton Peabody, Sarah served as State Office Representative to United States Senator Susan Collins. Sarah represented the Senator in Androscoggin, Oxford, and Franklin counties. Representative cases include:

- Successfully defended a disability discrimination case before the Maine Human Rights Commission. The Commission determined there were no reasonable grounds to find that the employer had discriminated against the employee when it terminated her for documented performance problems.
- Prevailed at Maine Labor Relations Board fact-finding. Following hearing, the fact-finding panel issued a report supporting all of the municipal clients positions regarding the settlement of a collective bargaining agreement. The parties reached an agreement favorable to the client soon after.
- Investigated and issued findings regarding a highly sensitive allegation of sexual activity in the workplace between a supervisor and subordinate.
- Successfully defended a nursing home in labor arbitration challenging the termination of an employee for absenteeism. The arbitration found the employer had just cause to terminate the employee for violating its policy regarding absence and tardiness.

Bar Admissions

State of Maine - 10/28/2004
U.S. District Court, District of Maine

Education

University of Maine School of Law, J.D., 2004
Harvard University, Ed. M., 1999
Providence College, B.A., 1998

Memberships & Affiliations

Maine Bar Association, Member
Penobscot County Bar Association, Secretary
Human Resources Association of Eastern Maine (HRAEM), Member
Bangor Area Homeless Shelter, Board of Directors
Maine Council of School Board Attorneys
National Council of School Board Attorneys

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Dan S. Pittman

Tax
Municipal Law & Finance

Shareholder

Dan Pittman's practice focuses on municipal finance and tax matters for businesses, tax-exempt organizations and individuals.

In his role as bond counsel, Dan takes a comprehensive approach to helping municipalities sell municipal bonds. He is involved in every step of lending transactions, from doing the necessary legal research to preparing town meeting materials to drafting the documentation and issuing the bond opinions banks require to lend to municipal borrowers. He takes an active approach to bond transactions, getting involved early and thoroughly so that he can ensure a smooth, efficient process and timely, stress-free closings. He has acted as bond counsel for towns, cities, counties, water districts and other governmental units, and specializes in finding creative and effective ways to build infrastructure and support local businesses.

He also has extensive experience representing clients with respect to international, federal and state tax matters, and assists clients at every stage of development, from providing structuring advice and drafting organizational documents to advising on tax-efficient structures for acquisitions and dispositions of assets and businesses. He also provides day-to-day advice on a wide range of issues, including advising regarding equity and debt issuances, cross-border planning to take advantage of foreign tax credits and shelter gains from U.S. taxation, individual income tax planning and compliance, executive compensation and the tax consequences of real estate transactions.

Dan has worked closely with various tax-exempt organizations, advising on matters including corporate governance, charitable activities, the taxation of investment income, calculation of public support and compliance with rules regarding prohibited transactions.

Prior to joining Eaton Peabody, Dan was a tax associate with the Wall Street law firm of Carter Ledyard & Milburn LLP from 2001 to 2011.

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Illustrative bond matters

In 2014, Dan served as bond counsel in transactions with a cumulative principal amount of over \$33,000,000. Illustrative matters include:

Town of Unity \$5,000,000 in private activity revenue bonds to assist Unity College in building a dormitory and improving facilities.

Town of Lisbon: Using \$818,000 in federal Qualified Energy Conservation Bonds to enter a lease purchase arrangement to improve Town buildings

Bangor Water District: Borrowing \$1,047,843 from the Maine Municipal Bond Bank's State Revolving Fund program

Sanford Housing Authority: \$1,763,243 general obligation bond relating to energy efficiency upgrades

Penobscot County: short-term note for \$3,500,000 in anticipation of taxes

Bar Admissions

State of Maine - 12/7/2012
State of New York
United States Tax Court
U.S. District Court, District of Maine

Education

New York University School of Law, J.D., 2001, L.L.M., taxation, 2005
Augustana College, B.A., 1998

Memberships & Affiliations

Business Law Section, Maine State Bar Association
Penobscot County Bar Association
Town of Alton Planning Board, Member

eatonpeabody.com

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**Eaton
Peabody**
Attorneys at Law

Compensation-Fee Structure

General Fees

As noted, Eaton Peabody proposes to provide the legal services described in this proposal to the City at the discounted rate of \$185 per hour for the City Attorney and the attorneys listed as Assistant City Attorneys. Legal services provided by Special Project Attorneys will be charged at their then current rates.

It is our practice to submit monthly itemized billing statements that include detailed time entries by attorneys and paralegals. Since we consider clerical support, general supplies, and research as part of an attorney's hourly fee, the City of Rockland will not see entries on billing statements for these items. All billable out-of-pocket costs are itemized and separated from legal service billing. Eaton Peabody does have an in-state toll free telephone number, 1-800-564-0111, which allows our clients to contact any and all of our offices at no charge to the client.

To the extent possible, we will limit the use of more than one attorney on any particular matter. However, providing the highest level of service in some circumstances may require having more than one attorney or consultant involved in work on a project. On those occasions the City of Rockland will be billed for both attorneys and/or consultants at their hourly rate.

Although we have proposed compensation on an hourly basis, we are open to discussing a different fee payment structure, including fixed fees for certain services, if that arrangement would be of interest to the City of Rockland.

Paralegal Fees

Paralegal services will be billed at a discounted hourly rate of \$100.

Clerical and Other Support Staff

All other internal attorney and paralegal support staff required to provide a satisfactory level of service is included in the attorney and paralegal's hourly rates.

Out-of-pocket Expenses

Out-of-pocket expenses such as specialized printing, court filing fees, travel, and expert witnesses or professional consultants in litigation matters incurred by the firm in serving the City of Rockland will be charged in addition to charges for legal services. When charged, it is our firm's policy to bill for out-of-pocket expenses on a reimbursement basis, at actual cost, with no mark-ups or administrative fees.

Other Expenses

In addition to clerical and other support staff, ordinary telephone charges, stationery, postage, supplies, library, and equipment required to provide a satisfactory level of service are included in the attorneys' hourly rates.

Meeting Attendance

We are aware that we will be required to participate in evening meetings and attendance would be according to the hourly rates specified above. If regular attendance at meetings is required, we are willing to negotiate a flat or maximum fee for attending regularly scheduled meetings.