



# *Town of Sudbury, Sudbury MA*

## **Request for Proposals – Town Counsel**

**Release: February 18, 2026**

### **I. Objective**

The Town of Sudbury, Massachusetts, acting through its Select Board, seeks to appoint a highly qualified attorney or law firm to serve as **Town Counsel, effective July 1, 2026**. The successful appointee must meet or exceed the qualifications set forth herein and, in general, be readily accessible to authorized Town officials; possess extensive experience in municipal law, as further described below; adhere scrupulously to all applicable standards of professional conduct and ethics; and demonstrate a commitment to providing sound legal advice with appropriate objectivity and professional independence. The initial term of the appointment shall be for one year, with the option for the Town, at its sole discretion, to renew the contract for up to two additional one-year terms.

### **II. Background**

The Town of Sudbury was settled in 1638 and incorporated as a Town in 1639. At that time, Sudbury boundaries included (by 1653) all what is now Wayland (which split off in 1780), and parts of Framingham, Marlborough, Stow and Maynard. Sudbury is a charming community, rooted deeply in New England's history; the Sudbury Center Historic District has changed little since 1800. The Town is located in Middlesex County along the major highways of Route 20 in the south and Route 117 in the north, and bisected by Route 27, and lies approximately twenty miles from Boston and twenty-six miles from Worcester. Sudbury is bordered by Wayland on the east; Framingham on the south; Hudson, Maynard, Marlborough, and Stow on the west; Concord on the northeast; and Acton on the north. Sudbury also borders Lincoln, with which it shares a regional high school. It is situated near the junctions of Route 128, the Mass Pike and Route 495, providing an excellent location for residents, businesses and commuters. Sudbury is a desirable community to live and work in due to its location, excellent public school system, attractive neighborhoods, high property values, and well managed local government.

The Town is governed by an open Town Meeting, an elected 5-member Select Board, and an appointed Town Manager. Local legislative decisions for the town are made by an open town meeting. The Town implemented its current charter on July 1, 1996. This charter provided for appointment of a Town Manager by the Select Board. The Town Manager has broad responsibility for day-to-day management of Town

affairs, as well as preparation of annual operating and capital budgets. The Town has a budget of approximately \$133M for Fiscal Year 2026 and is rated AAA by Standard and Poor's.

The Town Manager has established informal procedures and protocols that limit direct contact with Town Counsel to a designated group of staff and volunteers. This approach has proven effective for the Town's legal operations. Currently, KP Law serves as General Counsel, Kevin Feeley of Feeley & Brown serves as Labor Counsel, and Troutman Pepper Locke serves as Bond Counsel. The School Department retains independent legal counsel.

### **III. Scope of Services**

The Town Counsel shall serve as the chief legal advisor to the Town and provide legal services to the Select Board, Town Manager, and all Town boards, committees, commissions, officers, and departments, as authorized. Services shall include, but not be limited to, the following:

#### **General Municipal Counsel**

- Provide timely legal advice and opinions on all matters of municipal concern, including statutory, regulatory, charter, bylaw, and policy interpretation.
- Advise on compliance with Massachusetts General Laws, regulations, and applicable federal law.
- Attend meetings of the Select Board and other boards, committees as requested.
- Attend all sessions of Annual Town Meeting and Special Town Meeting. Annual Town Meeting typically runs 2-3 consecutive evenings beginning on the first Monday in May.
- Provide written legal opinions upon request.

#### **Governance, Open Government, and Ethics**

- Advise on the Open Meeting Law, Public Records Law, Conflict of Interest Law, and other ethics and transparency requirements.
- Assist with the drafting, review, and enforcement of bylaws, regulations, rules, policies, warrants, and resolutions.
- Provide guidance on Town Meeting procedures, warrant articles, motions, and votes, including Annual and Special Town Meetings.
- Review and advise on combined or consolidated warrant articles, including procedures for discussion and voting on individual appropriations.

#### **Contracts, Procurement, and Finance**

- Draft, review, and negotiate contracts, agreements, licenses, leases, memoranda of understanding, and intermunicipal agreements.
- Advise on public procurement laws, including M.G.L. c. 30B, c. 149, and c. 30, §39M.
- Review Requests for Proposals (RFPs), Invitations for Bids (IFBs), and other procurement documents as requested.
- Advise on appropriations, borrowing, bond issues, debt exclusions, enterprise funds, revolving funds, and other municipal finance matters.

**Land Use, Real Estate, and Development**

- Provide legal services related to zoning, subdivision control, planning, conservation, wetlands, and affordable housing.
- Advise boards and staff on permitting, enforcement, and appeals, including matters before the Land Court and courts of general jurisdiction.
- Draft and review deeds, easements, licenses, restrictions, purchase and sale agreements, and other real estate instruments.
- Assist with land acquisition, disposition, leasing, and development projects.

**Litigation and Claims**

- Represent the Town in litigation before state and federal courts, administrative agencies, and boards, or coordinate such representation with special counsel as appropriate.
- Defend the Town, its officers, and employees in claims arising from official duties, including tort, contract, employment, zoning, and civil rights matters.
- Advise on insurance coverage, indemnification, settlement negotiations, and risk management.
- Review and respond to public liability claims and demand letters.

**Special Counsel and Coordination**

- Recommend and coordinate the use of special counsel when appropriate, subject to approval by the Select Board.
- Work cooperatively with special counsel, insurers, consultants, and Town staff to ensure efficient and consistent legal representation.

**Availability and Responsiveness**

- Be readily accessible to authorized Town officials during normal business hours and, when necessary, outside such hours.
- Provide prompt responses to requests for legal advice, recognizing the time-sensitive nature of municipal operations.
- Weekly calls with the Town Manager and Assistant Town Manager.

**Training and Preventive Legal Services**

- Provide periodic training for Town boards, committees, and staff on legal issues affecting municipal governance.
- Assist the Town in identifying legal risks and developing policies and procedures to minimize exposure.

**IV. Attendance and Availability**

The Town expects Town Counsel, or a designated representative with familiarity with Town matters, to attend and participate in the following, as requested:

- Select Board meetings, as needed;

- Town Meetings and any Special Town Meetings;
- Weekly virtual meetings with the Town Manager and Assistant Town Manager to provide updates and coordination; and
- Other meetings with Town boards, committees, commissions, or staff, as necessary.

## **V. Minimum Qualifications**

### **A. Bar Admissions and Insurance**

The appointee and all attorneys serving as back-up to the appointee must be members in good standing of the Massachusetts Bar and the United States District Court for the District of Massachusetts. Town Counsel shall maintain Professional Liability Insurance with limits of not less than \$2,000,000 and shall provide a certificate of insurance upon appointment and upon request thereafter.

### **B. Experience**

Experience serving as Town Counsel is required. It is desirable that the applicant has represented one or more Massachusetts municipalities in matters of municipal law or possesses equivalent relevant experience.

References shall be provided for all municipalities currently represented, or represented within the past ten (10) years, by the appointee.

### **C. Accessibility and Accountability**

The appointee must commit to being readily available for frequent contact, whether in person, by telephone, or through electronic means, and must be able to respond to communications from authorized Town officials either personally or through a qualified back-up attorney within twenty-four (24) hours during normal business hours.

Town Counsel shall be accessible to Town staff and members of boards and committees and shall establish internal controls or procedures directing staff and board members on the process to be followed when legal services are required.

The appointee must also commit, as a general rule, to responding to requests for written legal opinions within one (1) week, unless the circumstances warrant a shorter or longer response time, which shall be communicated to the requesting official. In addition, the appointee shall provide, at no cost to the Town a brief written quarterly summary of all open legal matters.

#### **D. Back-Up Counsel**

The appointee must have, within the firm or through an established “of counsel” relationship, at least one other qualified attorney available to provide legal advice and represent the interests of the Town when the appointee is unavailable.

For purposes of this section, a “qualified attorney” shall mean an attorney who substantially meets the minimum qualifications set forth herein for the appointee or who is supervised by another attorney within the firm who meets such qualifications.

#### **E. Billing and Invoicing**

The appointee must commit to submitting itemized invoices and a summary of legal services rendered on a monthly basis for all services ordered, rendered, and accepted.

Invoices based on hourly billing shall include, at a minimum:

- The date of service;
- The name and title of the attorney or staff person performing the service;
- The subject matter reference;
- A description of the service performed;
- The amount of time expended; and
- The applicable hourly rate.

All expense items shall be separately itemized.

#### **VI. Contract and Fee Arrangement**

The Town anticipates entering into a contract with the selected attorney or law firm that defines the scope of services to be provided and the compensation structure for such services.

Responding attorneys may propose a traditional hourly billing arrangement, an alternative fee arrangement, or a hybrid approach. Alternative fee arrangements may include, but are not limited to, a monthly or annual retainer covering specified services, with additional services billed separately on an hourly or other agreed-upon basis. Proposers are encouraged to be creative in structuring fee arrangements, provided that the proposal is clear, reasonable, and understandable, and that it allows the Town to evaluate costs and services effectively.

Any proposed contract or fee arrangement shall clearly identify:

- Services included in any retainer or flat-fee component;
- Services excluded from the retainer and subject to additional charges;
- Hourly rates or other billing methods applicable to additional or extraordinary services;
- Any proposed caps, thresholds, or not-to-exceed limits; and
- Any assumptions, limitations, or conditions affecting fees or expenses.

Whether or not an alternative fee arrangement is proposed, all respondents must complete the attached **Fees and Expenses Response Sheet** in its entirety, including hourly rates for all attorneys and staff who may perform work on behalf of the Town, as well as reimbursable expenses.

The Town reserves the right to negotiate the final scope of services, fee structure, and contract terms with the selected respondent.

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

February 18, 2026	RFP issued
March 11, 2026	Questions due by 11:00 AM
March 31, 2026	Proposal Due by 11:00AM
April – May	Town Manager/Assistant Town Manager Review
	Interviews & Select Board Determination
July 1 2026	Effective date of appointment

## **VII. Application**

Qualified attorneys or law firms responding to this Request for Proposals (RFP) shall complete all attached forms in full and include copies of all required documents. Proposals must be submitted in a sealed envelope clearly labeled “**Town Counsel RFP**” and shall include the proposer’s name, address, and telephone number. The price proposal shall be submitted in a separate, sealed envelope clearly marked “**Town Counsel RFP Price Proposal.**” Sealed proposals shall be delivered to:

### **Victor Garofalo**

Assistant Town Manager / Finance Director  
278 Old Sudbury Road  
Sudbury, MA 01776

Proposals must be received no later than **11:00 a.m. on March 31, 2026.**

All questions regarding this RFP must be submitted in writing to **garofalov@sudbury.ma.us** no later than **11:00 a.m. on March 11, 2026.**

Proposers shall submit **seven (7) hard copies** of the RFP response, along with **one (1) digital copy** provided on a USB drive in Adobe PDF format, delivered to the address listed above.

A contract will be awarded to the proposer submitting the most advantageous response from a responsive and responsible proposer, taking into consideration price and all evaluation criteria set forth in this RFP. Proposers are responsible for reviewing and acknowledging any addenda issued in connection with this RFP. All addenda must be acknowledged in the proposal submission.

The Town of Sudbury reserves the right to amend or cancel this RFP, to accept or reject any or all proposals, and to waive minor informalities.

All responses to this RFP must be received at the address listed above no later than **11:00 a.m. on March 31, 2026**.

## ATTACHMENT “A”

### RESPONSE TO REQUEST FOR PROPOSALS FOR TOWN OF SUDBURY TOWN COUNSEL

<b>Name:</b>	
<b>BBO #:</b>	
<b>Name of Firm:</b>	
<b>City, State, Zip</b>	
<b>Telephone:</b>	
<b>Fax Number:</b>	
<b>Email:</b>	
<b>Website:</b>	

Proposers shall respond to each of the following questions. Responses shall be clearly labeled by number and provided on separate pages as necessary.

1. **Identification of Counsel** - Identify by name, Massachusetts Board of Bar Overseers (BBO) number, business address, and telephone number the proposed Town Counsel. If different, identify the proposed lead counsel, all members of the legal team, and each proposed back-up counsel.
2. **Attorney Qualifications** - Attach a resume or curriculum vitae for each attorney identified in response to Question 1.
3. **Bar Admission Requirements** - State whether each attorney identified above meets the minimum bar admission requirements set forth in this RFP. If the response is anything other than “yes,” provide a detailed explanation.
4. **Municipal Law Experience** - Describe each identified attorney’s experience in municipal law, including areas of practice, years of experience, and types of municipal clients represented.
5. **Accessibility and Accountability** - Describe how the proposer will satisfy the Accessibility and Accountability requirements of this RFP, with specific attention to the Town’s decentralized form of government, including elected and appointed volunteer boards and committees.
6. **Back-Up Coverage** - Describe how the proposer will satisfy the back-up counsel requirements of this RFP, including availability during absences, emergencies, or conflicts of interest.



7. **Team Approach** - If services are to be provided by a team of attorneys, describe how the team approach will function. Specify whether attorneys will be assigned by subject matter or case, and whether the same attorney will remain the primary contact throughout a matter.
8. **Litigation and Administrative Proceedings** - Describe how the proposer would conduct or oversee litigation and administrative proceedings involving the Town or its boards in their official capacity, to the extent such matters are not handled by the Town's insurance carriers or separate outside counsel.
9. **Contract Review** - State whether the proposer is available to review and approve, as to form and content, all contracts to which the Town is a party.
10. **Legal Updates** - Describe whether the proposer provides regular updates on regulations, legislation, and court decisions affecting municipalities, and indicate whether such updates are included in the base fee or provided at an additional cost.
11. **Training Services** - Describe whether the proposer provides training to elected officials, appointed officials, and Town employees regarding legal obligations and compliance, including but not limited to conflict of interest, ethics, Open Meeting Law, Public Records Law, and workplace conduct. Indicate whether such training is included in the base fee or provided at an additional cost.
12. **Transition Plan** - Describe the proposer's recommended approach for transitioning services from the Town's current Town Counsel, including continuity of ongoing matters.
13. **Disciplinary History and Claims** - Identify any complaints filed with the Massachusetts Board of Bar Overseers and any professional liability claims or lawsuits involving each identified attorney. For each, describe the nature of the matter and its resolution.
14. **Conflicts of Interest** - Identify any past or current client or representation that may present an actual or potential conflict of interest with the representation of the Town.
15. **Municipal Litigation Experience** - For each municipality represented by the proposer or members of the firm, list matters in which municipal litigation was undertaken, excluding special education matters and Appellate Tax Board cases. Provide a brief description of each matter.

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

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

## **ATTACHMENT “B”**

### **RESPONSE TO REQUEST FOR PROPOSALS FOR THE TOWN OF SUDBURY TOWN COUNSEL – FINANCIAL INFORMATION**

#### **Fee Proposal – Required Responses**

Proposers shall respond to each of the following questions. All rates and charges shall be stated clearly and shall apply for the full term of the contract unless otherwise specified.

**1. Attorney Hourly Rates**

List the name and hourly billing rate for the proposed Town Counsel and for each attorney who is intended or likely to serve as back-up counsel.

**2. Non-Attorney Billing Rates**

If the proposer intends to bill for services provided by paralegals, clerical staff, or other non-attorney personnel, list each billable position by title and corresponding hourly rate.

**3. Reimbursable Expenses**

Provide a complete and detailed listing of all expenses for which the proposer intends to charge the Town as incurred, including but not limited to copying, telephone, facsimile, postage, mileage, electronic research, and similar charges. This listing shall exclude court reporters, filing fees, service fees, and other third-party costs customarily treated as disbursements.

**4. Billing Increments**

State the minimum time increment in which services will be billed (e.g., tenths of an hour, quarter-hour increments).

**5. Travel Time Billing**

Describe how attorney travel time is billed, including whether time spent traveling outside the office is billed on a portal-to-portal basis or on another basis.

**6. Alternative Fee Arrangements**

Describe any proposed alternative fee arrangements, including but not limited to flat fees, retainers, caps, blended rates, or other cost-control mechanisms, and identify the services to which such arrangements would apply.

## ATTACHMENT “C”

### MUNICIPAL LAW EXPERIENCE CHECKLIST (To be completed by each team member)

Rate your experience in the following areas of municipal law using the scale below.

1. No experience
2. Limited experience
3. Moderate experience
4. Advanced experience
5. Extensive experience

_____	General Municipal Law
_____	Municipal Finance
_____	Town bylaws and regulations
_____	Open Meeting, public record, executive session, and conflicts of interest law
_____	Zoning G.L. c. 40A and land use
_____	Real estate issues: acquisitions, sales, eminent domain, easements, leases, tax taking
_____	Town Meeting: drafting if needed and review of warrant articles and motions, advice on issues before and at Town Meeting
_____	Drafting and monitoring special legislation
_____	Public Bidding, Construction Law and Municipal Procurement Law
_____	Chapter 40B Affordable Housing
_____	Subdivision Control Law
_____	Community Preservation Act G.L. c. 44B
_____	Wetlands Regulations (State and Local)
_____	Oil & Hazardous Waste Contamination G.L. c. 21E
_____	Elections Law
_____	Liquor Licensing
_____	Chapter 32B
_____	Labor Law

## ATTACHMENT “D”

### STATEMENT OF LITIGATION EXPERIENCE (To be completed by each team member)

Rate your experience in the following areas of municipal law using the scale below.

1. No experience
2. Limited experience
3. Moderate experience
4. Advanced experience
5. Extensive experience

\_\_\_\_\_ Trials before State courts (District, Superior, Land Courts)

\_\_\_\_\_ Trials before Federal District Courts

\_\_\_\_\_ Appeals before Massachusetts Appeals Court

\_\_\_\_\_ Appeals before Massachusetts Supreme Judicial Court

\_\_\_\_\_ Administrative Proceedings before Massachusetts Civil Service Commission

\_\_\_\_\_ Arbitration Proceedings

\_\_\_\_\_ Mediation Proceedings

\_\_\_\_\_ Administrative Proceedings before Massachusetts Appellate Tax Board

\_\_\_\_\_ Administrative Proceedings before Massachusetts Department of Environmental Protection

\_\_\_\_\_ Administrative Proceedings before Massachusetts Commission Against Discrimination

\_\_\_\_\_ Administrative Proceedings before the Alcoholic Beverages Control Commission (ABCC)

\_\_\_\_\_ Administrative Proceedings before the Housing Appeals Committee

\_\_\_\_\_ Administrative Proceedings before Division of Administrative Law Appeals

## ATTACHMENT “E”

### TOWN OF SUDBURY BACKGROUND INFORMATION

<b>Town Website:</b>	<a href="https://sudbury.ma.us/"><u>https://sudbury.ma.us/</u></a>
<b>Town By-Laws:</b>	<a href="https://sudbury.ma.us/clerk/town-bylaws-current/"><u>https://sudbury.ma.us/clerk/town-bylaws-current/</u></a>
<b>Town Charter:</b>	<a href="https://sudbury.ma.us/selectboardsoffice/board-of-selectmen-town-manager-form-of-government/"><u>https://sudbury.ma.us/selectboardsoffice/board-of-selectmen-town-manager-form-of-government/</u></a>
<b>Town Reports:</b>	<a href="https://sudbury.ma.us/selectboardsoffice/town-reports/"><u>https://sudbury.ma.us/selectboardsoffice/town-reports/</u></a>
<b>Boards &amp; Committees:</b>	<a href="https://sudbury.ma.us/officials/"><u>https://sudbury.ma.us/officials/</u></a>
<b>Zoning By-Laws:</b>	<a href="https://sudbury.ma.us/clerk/town-bylaws-current/"><u>https://sudbury.ma.us/clerk/town-bylaws-current/</u></a>



## *Town of Sudbury, Sudbury MA*

### **RESPONSE FORM for FEE PROPOSAL TOWN COUNSEL SERVICES PAGE 1 OF 2**

1. Please list the name and hourly rate for the proposed attorney intended or likely to serve as back-up counsel:

\_\_\_\_\_ Rate of \$\_\_\_\_\_ per hour  
\_\_\_\_\_ Rate of \$\_\_\_\_\_ per hour  
\_\_\_\_\_ Rate of \$\_\_\_\_\_ per hour

(Rate changes may be effective each July 1 during the term of any agreement, with prior written approval of the Town at least 60 days prior to June 30.)

2. If you propose to bill for services provided by paralegals, clerical staff, or other non-attorney personnel, please list by title and by hourly rate each position for whom you may bill:

\_\_\_\_\_ Rate of \$\_\_\_\_\_ per hour  
\_\_\_\_\_ Rate of \$\_\_\_\_\_ per hour  
\_\_\_\_\_ Rate of \$\_\_\_\_\_ per hour

3. Please provide a complete listing of all charges for expenses you intend to impose as incurred (i.e. any and all copy charges, telephone charges, fax charges, mileage charges and the like, but excluding any fees for stenographers, court fees, service fees and the like)

Expense Item Rate

_____	\$ _____
_____	\$ _____
_____	\$ _____



## *Town of Sudbury, Sudbury MA*

### **RESPONSE FORM for FEE PROPOSAL TOWN COUNSEL SERVICES PAGE 2 OF 2**

4. In what hourly increments do you intend to bill?
  
  
  
  
  
5. Please indicate billing procedure or policy for attorney time out of the office:
  
  
  
  
  
6. Do you intend to propose an alternative fee arrangement (describe) Yes \_\_\_\_\_ No \_\_\_\_\_

Authorized Signatory:

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Name	BBO#	Date
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Firm Name: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Telephone: \_\_\_\_\_

Fax No.: \_\_\_\_\_

Email Address: \_\_\_\_\_

## REFERENCE FORM

Respondent's Name: \_\_\_\_\_

Respondent's Title: \_\_\_\_\_

Respondent must provide references from at least two (2) Massachusetts clients, or equivalent, for whom the respondent is currently representing as general counsel, and references for all municipalities or equivalent, represented over the last ten (10) years.

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Reference: \_\_\_\_\_ Contact: \_\_\_\_\_

Address: \_\_\_\_\_ Phone: \_\_\_\_\_

Email Address: \_\_\_\_\_

Description and date (s) of services provided: \_\_\_\_\_

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Reference: \_\_\_\_\_ Contact: \_\_\_\_\_

Address: \_\_\_\_\_ Phone: \_\_\_\_\_

Email Address: \_\_\_\_\_

Description and date (s) of services provided: \_\_\_\_\_

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Reference: \_\_\_\_\_ Contact: \_\_\_\_\_

Address: \_\_\_\_\_ Phone: \_\_\_\_\_

Email Address: \_\_\_\_\_

Description and date (s) of services provided: \_\_\_\_\_

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## CERTIFICATE OF NON-COLLUSION

The undersigned certifies under penalties of perjury that this bid or proposal has been made and submitted in good faith and without collusion or fraud with any other person. As used in this certification, the work “person” shall mean any natural person, business, partnership, corporation, union, committee, club, or other organization, entity, or group of individuals.

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Signature of individual submitting bid or proposal

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Name of Business (please type or print)

## CERTIFICATE OF TAX COMPLIANCE

Pursuant to Massachusetts General Law Chapter 62C, Section 49A, the undersigned acting on behalf of the Contractor, certify under penalties of perjury that to the best knowledge and belief, the Contractor is in compliance with all laws of the Commonwealth relating to taxes, reporting of employee and contractors, and withholding and remitting child support.

### **Individual**

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Signature

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Date

---

Name (please print or type)

---

Social Security Number

### **Corporate**

---

Corporate Name (please print or type)

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Signature of Corporate Officer

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Date

---

Name of Corporate Office (please print or type)

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Title

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Taxpayer Identification Number

As used in this certification, the work “person” shall mean any natural person, business, partnership, corporation, union, committee, club, or other organization, entity, or group of individuals.