

**Policies & Procurement Committee**  
**May 12, 2005 Meeting**  
**May 13, 2005 Meeting**

**Draft Minutes**

**May 12, 2005**

Members Present: Benson Cohn, Committee Chairman  
Theodore Martland, Committee Vice-Chairman  
Mark Cooper  
Raymond O'Brien

CRRA Staff Present: Tom Kirk, President  
Peter Egan, Director of Environmental Affairs  
Floyd Gent, Director of Operations (Present beginning at 9:45 a.m.)  
Laurie Hunt, Esq., Director of Legal Affairs  
Jim Ruel, Purchasing Manager  
Kristen Greig, Secretary to the Board/Paralegal

Chairman Cohn called the meeting to order at 9:35 a.m. and noted that a quorum was present.

Chairman Cohn requested that everyone stand for the Pledge of Allegiance whereupon the Pledge was recited.

**1. Approval of Minutes of the April 14, 2005 Policies & Procurement Committee Meeting**

Chairman Cohn requested a motion to accept the minutes of the April 14, 2005 Policies & Procurement Committee meeting. The motion was made by Director O'Brien and seconded by Director Cooper.

The minutes were approved unanimously.

Director O'Brien requested a review of the procurement policy at a future meeting to add a requirement that the names of owners of companies submitting bids be disclosed. Chairman Cohn informed the Committee that management was in the process of drafting that change.

**2. Review of Informational Items**

Director O'Brien asked what matter was being worked on by Environmental Capital. Mr. Egan responded that Environmental Capital was selected in the fall of 2003.

Mr. Kirk added that Environmental Capital was engaged as a financial advisor for the strategic plan. Director O'Brien pointed out that the billing pattern seemed to follow the timeline of the purchase of the State and Local Government Securities with the Enron bankruptcy proceeds. Mr. Kirk stated that the timing was coincidental because Environmental was not involved in that matter.

Chairman Cohn requested a recess at 9:38 a.m. with the meeting to reconvene at 10:00 a.m.

### **3. Interview Legal Firms for Multi-Legal Services**

Chairman Cohn reconvened the meeting at 10:00 a.m.

Chairman Cohn noted that he would excuse himself from the interview with and any consideration of Cohn, Birnbaum & Shea due to a conflict.

The following firms were interviewed:

Halloran & Sage

Present from Halloran & Sage were:

Peter Boucher  
Ann Catino  
John Farley  
Dan LaBelle  
Jim Maher  
Bill Wilson

Brown Rudnick Berlack Israels

Present from Brown Rudnick were:

Mark Baldwin  
Doug Cohen  
Tom Ritter

Cohn, Birnbaum & Shea

Present from Cohn, Birnbaum & Shea were:

Leslie Olear  
Doug Pelham  
Melvin Simon  
Tom Witherington

Chairman Cohn was not present for the interview with the representatives from Cohn, Birnbaum & Shea.

Tyler Cooper & Alcorn

Present from Tyler Cooper & Alcorn were:

Kurt Johnson  
Robert Metzler  
Carol Loomis

Pepe & Hazard

Present from Pepe & Hazard were:  
Tom Bechen  
Jim Budinetz  
Richard Goldstein  
Karen Mignone  
Susan Orr

Cohen & Wolf

Present from Cohen & Wolf were:  
David Ball  
David Grogins  
Stuart Katz  
Mark Kirsch  
Monty Frank

Perakos & Zitser

Present from Perakos & Zitser was:  
Barry Zitser

Chairman Cohn recessed the meeting at 4:15 to be reconvened on May 13, 2005 at 9:30 a.m.

### **May 13, 2005**

Members Present: Benson Cohn, Committee Chairman  
Theodore Martland, Committee Vice-Chairman  
Michael Jarjura (Present beginning at 11:30 a.m.)  
Raymond O'Brien

CRRA Staff Present: Tom Kirk, President  
Peter Egan, Director of Environmental Affairs  
Floyd Gent, Director of Operations (Present beginning at 11:00 a.m.)  
Laurie Hunt, Esq., Director of Legal Affairs  
Kristen Greig, Secretary to the Board/Paralegal

Chairman Cohn reconvened the meeting at 9:30 a.m. and noted that a quorum was present.

The following firms were interviewed:

Heneghan, Kennedy & Doyle

Present from Heneghan, Kennedy & Doyle was:  
Paul Doyle

Kainen, Escalera & McHale

Present from Kainen, Escalera & McHale were:  
Miguel Escalera  
Pat McHale

McCarter & English

Present from McCarter & English was:  
Bill Bright

Director O'Brien stated that it should be clear that General Counsel should be utilized on all matters unless there was a conflict or a matter requires a certain depth of expertise. Chairman Cohn said that has been the policy, but it should be reaffirmed. Director Martland stated that there were certain matters that would require expertise in a particular area and said he would rather utilize the firms where their strengths were. Chairman Cohn stated that was consistent with the policy as long as it was first determined that General Counsel was not the best choice to handle the matter.

After thorough discussion regarding the interviewees of each category of legal services, Director O'Brien made the following motion:

**RESOLVED:** That the Policies & Procurement Committee recommends to the Board of Directors that the President is hereby authorized to execute, deliver, and perform on behalf of this Authority, Legal Services Agreements as were substantially set forth in the Request for Qualifications dated February 22, 2005 for a period of three years commencing on July 1, 2005 and terminating on June 30, 2008, with the law firms listed below provided that these firms meet the fee structures and other conditions, if any, requested by CRRA. Except for the General Counsel position, all other counsel positions will be "on call."

General Counsel

Halloran & Sage  
Heneghan, Kennedy & Doyle

Bankruptcy

Halloran & Sage  
Cohn, Birnbaum & Shea

Construction

Halloran & Sage  
McCarter & English  
Pepe & Hazard

Energy

Halloran & Sage  
Brown Rudnick Berlack Israels

Environmental

Halloran & Sage  
Brown Rudnick Berlack Israels  
Cohn, Birnbaum & Shea

Employment

Halloran & Sage

Kainen, Escalera & McHale – primary

Litigation

Halloran & Sage

Brown Rudnick Berlack Israels

Cohen & Wolf

Cohn, Birnbaum & Shea

McCarter & English

Pepe & Hazard

Perakos & Zitser

Real Estate

Halloran & Sage

Brown Rudnick Berlack Israels

Cohen & Wolf

Cohn, Birnbaum & Shea

Director Jarjura seconded the motion.

Vice-Chairman Martland made a motion to amend the resolution to state that Pepe & Hazard would be used only for matters in which the firm is currently involved. Director O'Brien seconded the motion, but stated that he did not support the motion. Chairman Cohn also stated that he did not support the amendment because the Attorney General thinks highly of Pepe & Hazard's work and added that CRRA should not be placing limitations. The motion to amend previously made and seconded was not approved. Vice-Chairman Martland voted aye. Chairman Cohn and Directors O'Brien and Jarjura voted nay.

Director Jarjura noted that he served with Attorney Paul Doyle in the Legislature in the past, but noted that there was not a conflict.

The motion previously made and seconded was approved. Chairman Cohn abstained because of a conflict with Cohn, Birnbaum & Shea.

Regarding rates, Chairman Cohn stated that management should utilize the firms' 2002 rates and apply a cost of living increase to bring the rates to date. Attorney Hunt noted that the Legal Services Agreement provided for a specified annual adjustment rate, which could be used to determine the rate schedules for FY06. Director O'Brien stated that if a firm's proposed rates were priced below the rate with the cost of living increase, the lower rate would be used.

Vice-Chairman Martland made a motion to set rates in accordance with the formula previously stated with appointments contingent upon the firms' acceptance of the

set rates. Director Jarjura seconded the motion. The motion previously made and seconded was approved unanimously.

### **Adjournment**

Chairman Cohn requested a motion to adjourn the meeting. The motion made by Vice-Chairman Martland and seconded by Director Jarjura was approved unanimously.

The meeting was adjourned at 2:00 p.m.

Respectfully submitted,

Kristen B. Greig  
Secretary to the Board/Paralegal