

1. Selectmen\_Special\_Meeting\_Agenda\_2022\_12\_01

Documents:

[SELECTMEN\\_SPECIAL\\_MEETING\\_AGENDA\\_2022\\_12\\_01.PDF](#)

1.1. Selectmen\_Special\_Meeting\_Agenda\_Packet\_2022\_12\_01

Documents:

[SELECTMEN\\_SPECIAL\\_MEEETING\\_AGENDA\\_PACKET\\_2022\\_12\\_01.PDF](#)



# TOWN OF GREENWICH

Office of the First Selectman (203) 622-7710 fax: (203) 622-3793  
Town Hall • 101 Field Point Road • Greenwich, CT 06830  
E-Mail: [fred.camillo@greenwichct.org](mailto:fred.camillo@greenwichct.org)

Fred  
Camillo  
*First  
Selectman*

Board of Selectmen Special Meeting  
Thursday, December 1, 2022  
1:00 p.m.  
via Zoom Meeting

<https://greenwichct.zoom.us/j/82503754488?pwd=QnhCeXFsdVRTcHZIRWpJYzZMVTVwUT09>

Dial in: 1 646 518 9805  
Meeting ID: 825 0375 4488  
Passcode: 1835690

## AGENDA

1. **Call to order**
2. Shipman & Goodwin LLP request for conflict waiver – Town Attorney Barbara Schellenberg.
3. **Adjournment**

Fred Camillo  
First Selectman

*The Town complies with all applicable federal and state laws regarding non-discrimination, equal opportunity, affirmative action, and providing reasonable accommodations for persons with disabilities. If you require an accommodation to participate, please contact the Commissioner of Human Services at 203-622-3800 or [demetria.nelson@greenwichct.org](mailto:demetria.nelson@greenwichct.org)*



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**Robert J. O'Brien**  
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**Hartford**  
**One Constitution Plaza**  
**Hartford, CT 06103-1919**

November 22, 2022

*Via Electronic Mail Only* ([BSchellenberg@mzslaw.com](mailto:BSchellenberg@mzslaw.com))

Barbara M. Schellenberg, Esq.  
Town Attorney  
Town of Greenwich  
Greenwich Legal Department  
101 Field Point Road  
Greenwich, CT 06830

*Via Electronic Mail Only* ([Tony.Turner@greenwichct.org](mailto:Tony.Turner@greenwichct.org))

Tony Turner  
Chair, Central Middle School Building Committee  
Town of Greenwich  
101 Field Point Road  
Greenwich, CT 06830

Re: Legal Representation

Dear Attorney Schellenberg and Mr. Turner:

As you know, Shipman & Goodwin LLP (the "Firm") represents the Town of Greenwich (the "Town") and the Central Middle School Building Committee (the "CMSBC") in connection with the Central Middle School building project now ongoing (the "Project"), for which The S/L/A/M Collaborative, Inc. ("SLAM") has recently been selected to provide architectural services. In addition, the Firm represents the Town in various matters unrelated to the Project. The Firm also represents SLAM in a variety of matters as its outside general counsel, although I am not, and have not, been involved in any of those matters on SLAM's behalf. Therefore, we are seeking waivers from each of the Town, the CMSBC and SLAM to continue our representation of the Town with respect to the Project and the preparation and negotiation of contracts in connection with the Project, including for SLAM's services.

Under the applicable Rules of Professional Conduct, which apply to all attorneys, neither I nor any attorney at the Firm may act adversely to a current client, even on an unrelated matter, without full disclosure to each affected client and the consent of each client. This means that the Firm must explain to the Town, the CMSBC and SLAM the pros and cons of giving consent and the reasonably available alternatives to granting consent, and that the Firm cannot proceed unless the Town, the CMSBC and SLAM give consent to the simultaneous representation. In deciding whether or not to consent, you should consider how our representation of SLAM as described above could or might affect the Town and the CMSBC. For example, a client who is asked to waive or consent to conflicts typically should consider whether there is any material risk that its attorney(s) will be less zealous or eager on the client's behalf due to the conflict. Similarly, a client asked to waive a conflict should consider whether there is any material risk that client confidences or secrets will be used adversely to it due to the conflict. In the present case, because we would be representing the clients on unrelated matters, we do not believe that there is a material risk of either type. Nevertheless, these are issues that the Town and the CMSBC should consider for themselves. The only reasonably available alternative to granting consent is for the Firm to terminate its representation of the Town and the CMSBC in connection with the Project and for the Town and the CMSBC to engage other counsel. Regardless, we would continue to represent the Town in other matters, and we would remain counsel to SLAM on other matters.

In asking you for your waiver of the conflict described above, we assure you that we will observe the attorney-client privilege between us and each client and preserve the confidentiality of information provided to us by each client. We will not use any confidential client information of either the Town, the CMSBC or SLAM to their disadvantage in any way.

The Town and the CMSBC have the right to seek independent counsel to assist in deciding whether or not to give their consent. They do not have to do so if they do not wish to, however. Whether or not the Town or the CMSBC consults such counsel is entirely up to the Town and the CMSBC.

In the event the Town, the CMSBC and SLAM consent to a waiver (SLAM has already indicated it will so consent), our law firm will take certain actions to ensure that a conflict wall has been erected between the attorneys representing the Town and the CMSBC in connection with the Project and the attorneys representing SLAM in regard to their matters. These measures include the following:

- 1) Identifying all attorneys representing the Town and the CMSBC and those representing SLAM.
- 2) Having each of the identified attorneys sign an agreement not to share materials and information.
- 3) Restricting electronic access to documents/files to those attorneys representing each client.

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- 4) Segregating and labeling the files in a similar manner.

This conflict waiver would only extend to the matter described in this letter. If a contentious dispute between the Town, the CMSBC and SLAM arises in any matter, including with respect to the Project, the Firm will not represent either client without seeking and obtaining appropriate waivers but would continue to represent each client in all unrelated matters.

Please review this matter carefully. If you have any questions that you would like me to answer prior to reaching a decision on this issue, please let me know. If you are willing to consent after such review as you believe appropriate, please acknowledge your consent by return email to me. Thank you.

Sincerely,

*Robert J. O'Brien*

Robert J. O'Brien

RJO/mld

Cc: Patricia Ceglio (Via Electronic Mail only)

Abby R. Wadler, Esq. (Via Electronic Mail only)

ACCEPTED AND AGREED:

Town of Greenwich

By: \_\_\_\_\_  
Duly Authorized

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

November 22, 2022

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Central Middle School Building Committee

By: \_\_\_\_\_  
Duly Authorized

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

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