

# Remedium

5/24/10  
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**Robert J. Medler**  
**Director**  
**Remedium Group, Inc.**

A Subsidiary of W. R. Grace & Co.  
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Memphis, TN 38119-4840

May 19, 2010

Tel: (901) 820-2024  
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Kevin O'Reilly  
O'Reilly, Talbot & Okun Associates, Inc.  
293 Fridge Street, Suite 500  
Springfield, MA 01103

Dear Kevin:

We understand your colleague, James Okun, has been, and is, representing the Town of Acton, Massachusetts, in a matter involving W.R. Grace. The Acton work is entirely unrelated to the work OTO is performing for us in Easthampton, Massachusetts. You have advised that Mr. Okun and any OTO personnel working on the Acton matter will not work on the Easthampton matter, and OTO personnel working on the Easthampton matter will not work on the Acton matter.

We do not think OTO's work on the Acton and Easthampton matters presents a conflict of interests. We recognize, however, that an abundance of caution may be appropriate when dealing with Massachusetts municipalities. Therefore, by this letter we release OTO and waive any grounds upon which we might now or in the future object to OTO's having worked and continuing to work on the Acton matter before, during, and after OTO's work on the Easthampton matter.

Sincerely,



Robert J. Medler  
Director  
Remedium Group, Inc.

cc: W. Corcoran  
R. Emmett  
R. Finke  
L. Gardner  
R. Marriam

## Christine Joyce

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**From:** Steve Ledoux  
**Sent:** Tuesday, May 18, 2010 8:30 AM  
**To:** Manager Department  
**Subject:** FW: O'Reilly, Talbot & Okun

For agenda once disclosure paperwork is received

Steven L. Ledoux  
 Town Manager  
 472 Main St  
 Acton, MA 01720  
 Telephone: (978) 264-9612  
 Fax: (978) 264-9630

When writing or corresponding, please be aware that the Secretary of State has determined that most email is a public record and, therefore, may not be kept confidential.

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**From:** Doug Halley  
**Sent:** Tuesday, May 18, 2010 8:23 AM  
**To:** Steve Ledoux  
**Cc:** Stephen Anderson  
**Subject:** O'Reilly, Talbot & Okun

Good Morning Steve,

Attached please find email correspondence between Jim Okun and myself. One of the principles of OTO, Kevin O'Reilly, has been working for a client in Western Massachusetts where asbestos containing vermiculite has been found. As it turns out the site was formerly owned by W. R. Grace and Grace has agreed to remediate the site. Due to Kevin O'Reilly's first hand knowledge of the site Grace has requested that he serve as their Licensed Site Professional (LSP) during the clean-up. Mr. O'Reilly has not worked on the Acton remediation issue and has no foreseeable role in the future.

Steve Anderson has reviewed the issue and with the premise of providing abundantly cautious recommendations outlines the following:

1. The BOS should appoint Jim Okun as a special municipal employee of the Town of Acton for purposes of his working on the Acton/Grace project.
  - a. The same holds true for any of Jim's colleagues who perform substantial work on the Acton/Grace project.
  - b. Both Jim and these other colleagues who perform substantial work on the Acton/Grace project should recuse themselves from (i.e. not participate on any work on) the unrelated matter(s) for Grace.
2. Jim and his colleagues need to file the relevant disclosure form of forms under the State Ethics Act and otherwise observe requirements applicable to a special municipal employee.
  - a. See <http://www.mass.gov/?pageID=ethsubtopic&L=3&L0=Home&L1=Laws%2c+Regulations+and+Forms&L2=Conflict+of+Interest+Disclosure+Forms&sid=Ieth> forms 8 and/or 11.

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- b. If form 8 (the § 19 disclosure) is required, the Selectmen need to consider whether or not to sign off on the form.
  - c. Since we do not represent Jim, he should check with the State Ethics Commission's call-in service as to any other requirements.
3. Grace should sign a consent form waiving any conflict as to Jim and his colleagues' work on the Acton/Grace project (i.e. agreeing not seek to disqualify Jim Okun or any of Jim's colleagues under paragraph 1(a) from working on the Acton/Grace matters by virtue of OTO's work on the unrelated Grace matter).

Jim Okun is the only employee of OTO assigned to the Acton site and OTO has reviewed Steve Anderson's recommendations and finds them acceptable. The Health Department recommends that Jim Okun be appointed by the BOS as a special municipal employee for purposes of working on the Acton/Grace project. Jim Okun will file the relevant disclosure forms and will provide the appropriate documentation from Grace waiving any conflict as specified by Steve Anderson.

Doug

**Doug Halley**

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**From:** James Okun [okunj@oto-env.com]  
**Sent:** Friday, May 14, 2010 5:07 PM  
**To:** Doug Halley  
**Cc:** Kevin O'Reilly  
**Subject:** RE: Grace matter

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Hi Doug,

This email responds to Steve Anderson's suggestions.

As I mentioned by phone yesterday, Kevin O'Reilly, one of the principals at O'Reilly, Talbot & Okun (OTO) has been working for a client in western MA where asbestos containing vermiculite is present in large quantities on the ground. The property had formerly been used by W. R. Grace & Co. (Grace) for the distribution of vermiculite. Grace has recently entered into an agreement to remediate the Site. Because of his first hand knowledge of the technical and regulatory issues, Grace has requested that Kevin serve as the LSP to assist them with the cleanup.

As I told you, Kevin has had no prior role in providing services to the Town of Acton on the Grace matter in Acton, and I have had no involvement in the matter he is working on in western MA. I do not foresee circumstances which would cause our assignments on these matters to change in the future. Given recent economic conditions, the western MA is a quite attractive opportunity for OTO that we would like to take on.

Our preliminary reaction to Steve's "Abundant Caution Recommendations", is that we have no underlying objection to them. Kevin will seek a letter from Grace to satisfy point number 3. Regarding point 1, I have no objection in concept to becoming a special municipal employee, but need to have this reviewed by our counsel. I am the only OTO employee that performs substantial work for Acton on the Grace matter.

Overall, I believe we have an agreement in concept and Kevin will advise his Grace contacts of this (they are wanting to get the western MA project underway).

Let's plan to talk on Monday.

Thanks.

Jim Okun, LSP  
Principal

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**From:** Doug Halley [mailto:dhalley@acton-ma.gov]  
**Sent:** Friday, May 14, 2010 7:56 AM  
**To:** James Okun  
**Subject:** RE: Grace matter

Hi Jim,

The following are Steve Anderson's preliminary thoughts on the steps that need to be taken before Jim Okun's partner can work for Grace on an environmental matter unrelated to any Acton matter:

Acton is not is a party to the unrelated Grace matter in western MA; it does not have a direct and substantial interest in the unrelated Grace matter in western MA; Jim Okun has not participated as a municipal employee of Acton concerning that matter; and that matter is not the subject of his official responsibility for Acton. Nonetheless, in an abundance of caution, the following measures are advisable:

1. The BOS should appoint Jim Okun as a special municipal employee of the Town of Acton for purposes of his working on the Acton/Grace project.
  - a. The same holds true for any of Jim's colleagues who perform substantial work on the Acton/Grace project.
  - b. Both Jim and these other colleagues who perform substantial work on the Acton/Grace project should recuse themselves from (i.e. not participate on any work on) the unrelated matter(s) for Grace.
2. Jim and his colleagues need to file the relevant disclosure form of forms under the State Ethics Act and otherwise observe requirements applicable to a special municipal employee.
  - a. See <http://www.mass.gov/?pageID=ethsubtopic&L=3&L0=Home&L1=Laws%2c+Regulations+and+Forms&L2=Conflict+of+Interest+Disclosure+Forms&sid=Ieth> forms 8 and/or 11.
  - b. If form 8 (the § 19 disclosure) is required, the Selectmen need to consider whether or not to sign off on the form.
  - c. Since we do not represent Jim, he should check with the State Ethics Commission's call-in service as to any other requirements.
3. Grace should sign a consent form waiving any conflict as to Jim and his colleagues' work on the Acton/Grace project (i.e. agreeing not seek to disqualify Jim Okun or any of Jim's colleagues under paragraph 1(a) from working on the Acton/Grace matters by virtue of OTO's work on the unrelated Grace matter)

If the above is acceptable to you I would appreciate it if you could write me a memo detailing the information you provided to me by telephone yesterday. I will forward that information along with

Steve's guidance to the BOS seeking to appoint you and anyone else in your firm that you feel appropriate as special municipal employees working on the Acton/Grace project. Please call if you have any questions.

Doug

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**From:** James Okun [mailto:okunj@oto-env.com]

**Sent:** Thursday, May 13, 2010 4:28 PM

**To:** Doug Halley

**Subject:** Grace matter

Hi Doug,

One other relevant fact I forgot to mention was that the Grace/Remedium people Kevin O'Reilly is talking to had never heard of us (OTO) before this matter in Westfield, and seemed completely unaware of the whole Acton situation. Kevin did let them know about our relationship with Acton and that Acton would have to approve our involvement for us to work for them in Westfield. Let me know if you have any questions.

Jim Okun, LSP  
Principal

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