

RESOLUTION NO. 2015-125

AMENDING CHAPTER 284, "LEGAL AFFAIRS DIVISION" OF THE CODIFIED  
RULES AND REGULATIONS OF THE GREATER CLEVELAND REGIONAL  
TRANSIT AUTHORITY

WHEREAS, pursuant to Resolution No. 1989-176, the Board of Trustees the Authority  
codified the resolutions establishing its policies and procedures; and

WHEREAS, over the years, many of the resolutions have been amended; and

WHEREAS, at the present time, the Authority deems it necessary to review, revise and  
update the codified rules and regulations; and

WHEREAS, the Authority has conducted a review and determined that certain portions  
of Chapter 284, Legal Affairs Division, must be revised.

NOW, THEREFORE, BE IT RESOLVED by the Board of Trustees of the Greater  
Cleveland Regional Transit Authority, Cuyahoga County, Ohio:

Section 1. That Section 284.01 is hereby amended to read as follows:

284.01 COMPOSITION.

The Legal Affairs Division is responsible for handling the Authority's legal  
matters, including litigation, transactional and administrative matters, risk  
management, claims, Workers' Compensation and safety.

Section 2. That Section 284.02 is hereby amended to read as follows:

284.02 GENERAL COUNSEL DEPUTY GENERAL MANAGER-LEGAL AFFAIRS.

(a) There is hereby established in the Legal Affairs Division the unclassified  
position of Deputy General Manager-Legal Affairs, within the executive  
management structure.

Section 3. That Section 284.03(g) is hereby amended to read as follows:

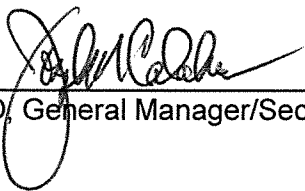
(g) The Deputy General Manager-Legal Affairs shall coordinate the services  
provided by outside legal counsel and review and approve its billings in  
accordance with the approved schedule of fee charges and established  
administrative policies and procedures. Should an apparent conflict of interest  
develop in the review of billings for an outside legal counsel, then the General  
Manager/Secretary-Treasurer shall seek a qualified, impartial resource to  
perform this function for the Authority, and shall so advise the President of the  
Board of Trustees of his or her actions in this regard.

Section 4. That this resolution shall become effective immediately upon its adoption.

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Adopted: December 15, 2015

  
\_\_\_\_\_  
President

Attest:   
\_\_\_\_\_  
CEO, General Manager/Secretary-Treasurer



Greater Cleveland Regional Transit Authority  
**STAFF SUMMARY AND COMMENTS**

TITLE/DESCRIPTION:  AMENDING CHAPTER 284, "LEGAL AFFAIRS DIVISION" OF THE CODIFIED RULES AND REGULATIONS OF THE GREATER CLEVELAND REGIONAL TRANSIT AUTHORITY	Resolution No.: 2015- 125
	Date: December 10, 2015
	Initiator: Legal
ACTION REQUEST: <input checked="" type="checkbox"/> Approval <input type="checkbox"/> Review/Comment <input type="checkbox"/> Information Only <input type="checkbox"/> Other _____	

- 1.0 PURPOSE/SCOPE: This resolution will amend Chapter 284 of the Codified Rules and Regulations ("Code") of the Greater Cleveland Regional Transit Authority.
- 2.0 DESCRIPTION/JUSTIFICATION: The Policies and Procedures of the Board of Trustees were codified in 1989, pursuant to Resolution 1989-176. The code book has been updated periodically. It is now time for a comprehensive review and update so that the updated Code will conform to the current structure and operations of the Authority.
- Section 284.01 is being revised to reflect the current responsibilities of the Legal Affairs Division. Section 284.02 is being revised to eliminate reference to obsolete positions. Section 284.03 is being revised to eliminate reference to the Legal Affairs Committee of the Board of Trustees, which no longer exists.
- 3.0 PROCUREMENT BACKGROUND: Does not apply.
- 4.0 AFFIRMATIVE ACTION/DBE BACKGROUND: Does not apply.
- 5.0 POLICY IMPACT: Adoption of the resolution will result in a clear, accurate and current policy.
- 6.0 ECONOMIC IMPACT: Does not apply.
- 7.0 ALTERNATIVES: Not adopting this resolution. Not adopting this resolution would result in Chapter 284 remaining out of date.
- 8.0 RECOMMENDATION: It is recommended that this resolution be adopted.
- 9.0 ATTACHMENTS: Redline copy of revisions to Chapter 284.

Recommended and certified as appropriate to the availability  
of funds, legal form and conformance with the Procurement  
requirements.

  
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CEO, General Manager/Secretary-Treasurer

CHAPTER 284  
Legal Affairs Division

284.01 Composition.

284.02 General Counsel, Deputy General Manager-Legal Affairs; ~~Senior Counsels;- Associate Counsel.~~

284.03 Outside counsel; fees.

CROSS REFERENCES

~~Urban mass~~Public transportation - see 49 U.S.C.A. 1601 et seq.

~~Urban Mass Transportation~~Federal Transit Administration,

Department of Transportation - see 49 C.F.R. Ch. VI

~~Claims under~~Implementation of the Federal Claims Collection Act -  
see 49 C.F.R. Part ~~603~~89

Responsibilities and authority of General Manager/Secretary-  
Treasurer re Legal Affairs Division - see Bylaws Art. II, Sec.  
8(b)(10),(11)

Attorneys - see Ohio R.C. Ch. 4705

Deputy General Manager-Legal Affairs as member of Executive  
Management Team - see ADM. 240.01

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284.01 COMPOSITION.

The Legal Affairs Division is responsible for handling the Authority's legal matters, including litigation, transactional and administrative matters, risk management, claims, Workers' Compensation and safety.~~comprises the following components: (a) — The Legal Department; The Office of OEO and ADA is located within the Legal Affairs Division.~~

~~(b) — The Risk Management Department (comprising the Safety, the Claims and the Workers' Compensation Sections); and~~

~~(c) — The Property Management Department.~~

(Res. 1999-147. Passed 10-26-99. Res. 2015-XXX. Passed 12-15-15)

284.02 GENERAL COUNSEL DEPUTY GENERAL MANAGER-LEGAL AFFAIRS; SENIOR COUNSELS; ASSOCIATE COUNSEL.

~~(a) —~~There is hereby established in the Legal Affairs Division the unclassified position of General Counsel, Deputy General Manager-Legal Affairs, within the executive management structure.

~~(b) There are hereby established in the Legal Affairs Division the positions of Senior Counsel Labor and Administrative Law; Senior Counsel Contracts and Real Estate; Senior Counsel Litigation; and Associate Counsel. Such positions shall be staffed in such manner as may be authorized by the Board of Trustees and the General Manager/Secretary-Treasurer. (Res. 1999-147. Passed 10-26-99; Res. 2015-XXX. Passed 12-15-15.)~~

### 284.03 OUTSIDE COUNSEL; FEES.

(a) The Authority maintains an in-house legal staff to provide advice and conduct legal services on customary and recurring matters of a legal nature.

(b) On occasion, outside legal services will be retained by the Authority to handle specific legal matters when one or more of the following conditions exist:

- (1) The legal expertise required does not exist or is not available within the Authority's legal staff;
- (2) The size, scope and/or complexity of the legal matter or case is beyond the collective capability of the Authority's legal staff to undertake in a timely and effective manner; or
- (3) The best interests of the Authority would be served by having outside legal counsel handle the matter or case.

(c) Retention of outside legal counsel will be accomplished using a competitive selection process consistent with Federal and State of Ohio procurement requirements. The General Manager/Secretary-Treasurer shall select the outside legal counsel best qualified to meet the Authority's needs consistent with the schedule of fee charges for outside legal counsel approved by the Board of Trustees.

(d) Outside legal counsel will be paid fees in accordance with a schedule of fee charges approved by the Board of Trustees. Said schedule of fee charges, as provided in subsection (i) hereof, will be reviewed and updated at least once every three years. The schedule of fee charges will establish caps or maximums that the Authority will pay for outside legal counsel. When, in the judgment of the General Manager/Secretary-Treasurer, the Authority should retain outside legal counsel at rates above those established in the schedule of fee charges, then the General Manager/Secretary-Treasurer shall first obtain the prior approval of the Board of Trustees before retaining said counsel.

(e) In an emergency situation requiring outside legal counsel to serve the best interests of the Authority, the General Manager/Secretary-Treasurer may waive the requirements of the schedule of fee charges, if necessary, provided that he or she obtains the prior concurrence of the President of the Board of Trustees. Any such action by the General Manager/Secretary-Treasurer shall be presented to the Board of Trustees for ratification at its next regularly scheduled meeting. Emergency situations in this context are defined as a legal situation demanding immediate retention of outside legal counsel within forty-eight hours.

(f) Any outside law firm or legal counsel retained by the Authority shall agree that all work done for the Authority shall be handled by the most junior member of the firm qualified and available to handle the specific task and that accurate records concerning personnel, assigned tasks and amount of time spent shall be kept and made available to the Authority at all times.

(g) The Deputy General Manager-Legal Affairs shall coordinate the services provided by outside legal counsel and review and approve its billings in accordance with the approved schedule of fee charges and established administrative policies and procedures. Should an apparent conflict of interest develop in the review of billings for an outside legal counsel, then the General Manager/Secretary-Treasurer shall seek a qualified, impartial resource to perform this function for the Authority, and shall so advise the President of the Board of Trustees ~~and the Legal Committee Chair~~ of his or her actions in this regard. (Res. 2015-XXX. Passed 12-15-15.)

(h) The General Manager/Secretary-Treasurer shall report quarterly to the Board of Trustees on the use of outside legal counsel by the Authority. Said report shall list each outside counsel being used, the case or legal matter each counsel is handling and the fees being paid to said counsel.

- (i) (1) The maximum rate paid for outside legal counsel will be three hundred twenty-five dollars (\$325.00) per hour (i.e. for partners).
  - (2) Less senior members of the outside legal firm will be paid appropriate hourly rates below that of a partner of the firm.
  - (3) This subsection will be reviewed every three years and updated when deemed necessary.
- (Res. 1991-129. Passed 6-18-91; Res. 1999-147. Passed 10-26-99; Res. 2004-43. Passed 3-16-04; Res. 2014-74. Passed 8-19-14.)