

RESOLUTION NO. 1991 - 129

ADOPTING POLICIES AND A FEE SCHEDULE FOR  
THE RETENTION OF OUTSIDE LEGAL COUNSEL BY  
THE AUTHORITY

WHEREAS, it is not cost effective for the Authority to maintain an internal legal staff that could handle all legal matters facing the Authority; and

WHEREAS, the Authority must periodically retain the services of outside legal counsel to handle various legal matters; and

WHEREAS, the Authority's Internal Audit Department conducted a review of the Authority's use of outside legal counsel during calendar year 1990; and

WHEREAS, said review identified improvements needed in the policies and procedures employed by the Authority in the retention and administration of outside legal counsel; and

WHEREAS, it is in the best interests of the Authority to have a set of policies governing the use of outside legal counsel to insure compliance with applicable state and federal laws and to insure that good business practices are being followed to obtain the best quality legal services practicable.

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

Section 1. The Policies for Retaining Outside Legal Counsel delineated in Attachment A hereto are hereby adopted.

Section 2. The Fee Schedule for Outside Legal Counsel delineated in Attachment B hereto is hereby adopted.

Section 3. Past payments to outside legal counsel approved by the General Manager/Secretary-Treasurer and/or the Assistant General Manager-Legal previously hereto at fee charges consistent with the Fee Schedule delineated in Attachment B are hereby ratified.

Section 4. Resolutions 1975-23, 1982-79, 1987-60 and 1987-199 are hereby repealed.

Section 5. This resolution shall become effective upon its adoption.

Adopted: June 18, 1991

Attest:   
General Manager/Secretary-Treasurer

  
President

Attachment A: Policies for Retaining Outside Legal Counsel  
Attachment B: Outside Legal Counsel Fee Schedule

ATTACHMENT A  
GREATER CLEVELAND REGIONAL TRANSIT AUTHORITY  
POLICIES FOR RETAINING  
OUTSIDE LEGAL COUNSEL

1. The Authority maintains an in-house legal staff to provide advice and conduct legal services on customary and recurring matters of a legal nature.
2. 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:
  - a. The legal expertise required does not exist or is not available within the Authority's legal staff;
  - b. The size, scope and/or complexity of legal matter or case is beyond the collective capability of the Authority's legal staff to undertake in a timely and effective manner; or
  - c. The best interests of the Authority would be served by having outside legal counsel handle the matter or case.
3. 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.
4. 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 will be reviewed and updated at least once every three (3) 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.
5. 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 he/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 48 hours.

GCRTA Policies for Retaining  
Outside Legal Counsel  
Page 2

6. 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.
7. The Assistant General Manager-Legal shall coordinate the services provided by outside legal counsel and review and approve their 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/her actions in this regard.
8. 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.

6/13/91

ATTACHMENT B  
GREATER CLEVELAND REGIONAL TRANSIT AUTHORITY  
OUTSIDE LEGAL COUNSEL  
FEE SCHEDULE

1. Maximum rate paid will be \$185 per hour (i.e. for partners).
2. Less senior members of the outside legal firm will be paid at appropriate hourly rates below that of a partner of the firm.

[Note: This schedule will be reviewed and updated at least once every (3) years.]

6/13/91