
LCRA BOARD POLICY

207 – LEGAL MATTERS AND ALTERNATIVE DISPUTE RESOLUTION

Aug. 21, 2019

207.10 PURPOSE

This policy establishes requirements for the retention of outside legal counsel and related legal services, including retention of special counsel to the LCRA Board of Directors.

207.20 OUTSIDE LEGAL COUNSEL

207.201 Approval. Except as provided in Section 207.30 below, the general counsel is authorized to engage outside legal counsel when necessary to support the legal representation of LCRA; however, the general counsel will consider the expertise, the cost and the potential for conflicts of interest (as described in the Texas Disciplinary Rules of Professional Conduct) of any firm or attorney being considered. No employee may request a written opinion from outside counsel or distribute copies of any such opinion without prior approval from the general counsel or his or her designee.

207.202 Related Legal Services. When services other than outside legal counsel are necessary to support the legal representation of LCRA, the general counsel may engage such services upon approval from the GM/CEO.

207.203 Written Agreements. No outside counsel may be retained without a written contract.

207.204 Reporting to the Board. Each time the general counsel enters into a contract for outside legal or related services, he or she will report to the Board the name of the firm and the type of work the firm is hired to perform. The report will be given no later than 30 days after the date of the contract.

207.30 SPECIAL COUNSEL TO THE BOARD

207.301 Special Counsel to the Board. The general counsel is the legal advisor to the Board, although the Board may at any time consult with or retain special counsel to the Board of its choice in the representation of the Board on any matter the Board determines is warranted or advisable. The Board may consult with the general counsel in this regard, but such consultation is not required. Circumstances in which the Board may retain special counsel to the Board include but are in no way limited to circumstances in which the Board determines an independent legal review of any matter is merited or a conflict of interest exists or may exist between the interests of the Board and LCRA staff or one or more Board members and LCRA. Any Board director may consult directly with and

request legal advice from special counsel to the Board relating to any matter for which special counsel has been retained.

207.302 Approval. Special counsel to the Board must be approved by a majority vote of the Board at a regular or special Board meeting, or if the Board chair determines that it is not practical to wait for a Board meeting, the chair may retain special counsel to the Board at any time subject to approval by the Board at the next scheduled Board meeting.

207.303 Conflicts. Special counsel to the Board will promptly disclose to the chair any conflicts or potential conflicts of interest between special counsel to the Board and LCRA. Special counsel to the Board also will consult with the general counsel regarding potential conflicts with LCRA. The Board may either waive any existing or potential conflict or terminate the representation.

207.304 Written Agreements. Special counsel to the Board may not be retained without a written agreement. After approval of the Board, or if the chair determines it is not practical to wait for a Board meeting, the chair will execute a written agreement regarding the representation. Except as otherwise provided by this Board policy or by the written agreement, special counsel to the Board must comply with the general terms of the standard engagement letter and LCRA Guidelines for Outside Counsel typically used for retention of outside counsel under Section 207.20 above.

207.305 Reporting to the Board. Unless the written agreement with special counsel to the Board provides otherwise, special counsel to the Board will be supervised by the chair, or another Board member as authorized by the Board, and invoices and other administrative matters relating to special counsel to the Board will be routed through the general auditor. The general auditor will report the compensation and expenses paid for special counsel to the Board for each calendar quarter in which the special counsel has provided legal service to the Board.

207.40 ALTERNATIVE DISPUTE RESOLUTION

207.401 Policy. It is the policy of LCRA to encourage the use of appropriate alternative dispute resolution (ADR) procedures under Chapter 2009, Government Code, to assist in the resolution of internal and external disputes under LCRA's jurisdiction.

207.402 Procedures. The GM/CEO is directed to coordinate the implementation of this policy and shall ensure that appropriate procedural guidelines are developed, maintained, and followed for the review of disputes on a case-by-case basis to determine the appropriateness of ADR measures. The GM/CEO shall periodically provide the Board of Directors an update on the use of ADR procedures.

207.50 AUTHORITY

LCRA enabling legislation, Texas Special District Local Laws Code, Chapter 8503
LCRA Bylaws, Section 3.04

EFFECTIVE: Feb. 16, 2011. Amended Aug. 15, 2012; June 19, 2013; Sept. 21, 2016;
and Aug. 21, 2019.