



MOREHOUSE COLLEGE OUTSIDE COUNSEL GUIDELINES

These guidelines set forth the parameters and expectations for outside counsel retained by Morehouse College, Inc. (“College”). As used herein below, “we” or “our” refers to the College, “you” or “your” refers to the retained counsel.

Although these guidelines primarily address issues regarding the handling of litigation on behalf of the College, they apply to all matters in which outside counsel is retained by the Office of General Counsel (OGC) and to establish a framework for our cooperation. Our objective is to ensure high-quality legal support in an economically prudent way. It is imperative that we use our resources wisely, and we are eager to collaborate closely with you to fulfill this mandate, all while delivering top-tier legal assistance.

A. **The Relationship**

To facilitate your representation, an attorney for the College will be designated to oversee this engagement and serve as your point of contact. This attorney will function as the primary conduit for communications between you and the College's staff. Responsibilities of the supervising attorney include coordinating client interactions, sanctioning your proposed budgets, aiding in the development and scrutiny of significant documents, including contracts and legal submissions, supporting discovery processes, and partaking in meetings, depositions, and trials as deemed necessary. Moreover, the supervising attorney will examine your billing statements. Our expectation is that through consistent communication with the supervising attorney, there will be clear alignment on strategies, results, or financial aspects.

All interactions and reports must adhere to these established guidelines unless otherwise instructed by the supervising attorney.

The OGC must mediate all interactions between outside counsel and the College. The OGC's prior consent is required before outside counsel can undertake engagements or tasks assigned by other staff members or representatives of the College.

In your role as outside counsel, we foresee the following engagements with the supervising attorney to be essential:

- An introductory session with the assigned supervising attorney about the case or matter assigned;

- An initial assessment of the case or matter and a draft budget;
- Meetings prior to mediation and the actual mediation;
- Pre-trial and post-trial discussions; and
- Significant submissions, including motions that could resolve the case and mediation briefs, should be presented to the supervising attorney for review beforehand. This attorney will guide you in fulfilling the College's discovery requirements, including electronic discovery, in a manner that is both ethical and efficient. To avoid duplicative efforts, please confer with the supervising attorney before embarking on substantial factual or legal research, as relevant materials may already be available.

B. Communication

Each matter will be formally assigned to you through a written notification from the OGC. The conditions outlined in these guidelines are an integral part of the engagement letter. Unless alternative provisions are made, the supervising attorney is to be regularly furnished with (preferably electronic) copies of specific documents, including:

- All judicial submissions, encompassing motions, orders and filings from any involved party;
- Memos detailing legal research or factual investigations;
- Responses to written discovery requests, such as medical records, highlighting their impact on prior evaluations of liability and damages;
- A concise written summary should accompany all depositions, statements, and interviews conducted by the attorney, including an analysis of the testimony. Detailed indexes or exhaustive reports are not required unless they serve a strategic purpose for trial preparation or to facilitate the review process for consulting expert witnesses.

We aim to settle standard discovery issues, disagreements, or disputes through informal discussions wherever feasible, prior to the scheduling of court sessions. Any motions or court appearances intended to address these issues must be preliminarily reviewed with the OGC. The scheduling of depositions on behalf of or involving the College necessitates prior conversation with the supervising attorney. The OGC is responsible for organizing depositions of College staff, barring different instructions from the OGC. It is expected that you will inform the OGC about any depositions being arranged in advance, allowing us to decide on participation as deemed appropriate.

C. Reporting Requirements

1. **Individual File Management:** To ensure transparency and efficiency in the management of legal matters and associated billing, each separate and distinct matter for which Outside Counsel is retained must be assigned a unique file or matter number. This unique identifier must be utilized in all

related billing statements, correspondence, legal documents, and materials, thereby segregating expenses, activities, and communications specific to each matter. Non-compliance or failure to segregate matters as stipulated may lead to disputes over charges or necessitate detailed justifications of billed services to confirm their appropriateness to the specified matter.

2. **Quarterly Reporting Guidelines:** We request the submission of detailed quarterly reports regarding all claims and legal actions to the supervising attorney. For any discovery inquiries aimed at College personnel, prior notification to the OGC is mandatory to properly brief the involved employee about your forthcoming interaction. Please ensure that the OGC is included in all exchanges with current or past College staff.

3. **Handling of Insurance Matters:** The College will initially report all claims as required. Direct correspondence with the excess carrier is not your responsibility, unless specifically directed by the OGC. You might be involved in preparing reports or responding to queries from the excess insurance carrier; however, these communications must always be routed through the OGC, with the College acting as the primary point of contact with the insurer.

4. **Initial Assessment of Cases:** Within 60 days following your receipt of a litigation file, you are expected to conduct and complete an initial review. This assessment should cover an early appraisal of risks, potential liabilities, defensive approaches, projected defense expenditures, possible outcomes, and a spectrum of settlement scenarios. We count on you to proactively seek case dismissals when feasible.

5. **Routine Status Updates:** By the tenth day following each quarter, a status report must be provided to the OGC. The College places importance on the rapid assessment of cases identified as high-risk in terms of liability or those with substantial public relations implications. These quarterly summaries are in addition to, and not a replacement for, ongoing dialogue or the obligation to alert the OGC about critical developments in any case or other mandatory disclosures.

6. **Notification of Settlement Offers:** It is our expectation that you will promptly inform us in writing about any settlement proposals directed at the College. This notification should encompass your professional opinion on the advisability of entering into a settlement, the reasoning behind this stance, and, if applicable, your suggested range for a potential settlement agreement.

7. **Mediation Procedures:** Before consenting to mediation for a claim, it is required that a settlement demand from the opposing side be acquired and shared with the OGC. Authorization from the OGC is necessary both to proceed with mediation and to select a mediator. We request that you provide our office with a detailed briefing on our legal stance, an evaluation of the claimed damages, and your assessment of the settlement value at least 45 days before the scheduled mediation.

8. **Trial Preparation and Notification:** Immediate notification is required for all trial schedules to facilitate a thorough discussion on the advisability of settlement as opposed to proceeding to trial, well before the trial date. A comprehensive pre-trial report must be forwarded to the OGC no later than 90 days prior to the anticipated trial date. This report should offer an overview of pertinent facts and key testimonies, outline the plaintiff's argument regarding liability and causation, detail the damages sought, and evaluate the strengths and weaknesses of both the defense and the plaintiff's case. Additionally, the report should introduce all expert witnesses, provide an update on settlement discussions including the plaintiff's demands, and present your analysis on the likely trial outcome, including the potential for a verdict. Throughout the trial, you are expected to keep the OGC informed of any significant developments. Representatives from the College may choose to attend the trial, in whole or in part.

D. **Potential Conflicts of Interest**

We require our outside counsel to remain alert to both actual and perceived conflicts of interest. It is imperative that you engage in a thorough discussion with the supervising attorney regarding any existing or emerging conflicts at the beginning of their engagement or the moment such conflicts or potential for conflicts are recognized. All conflicts, whether potential or confirmed, must be adequately resolved to the satisfaction of the College's General Counsel prior to the initiation or continuation of the legal representation. In instances where the College decides to waive a conflict, such waiver will be formally issued in writing. These waivers are considered on an individual basis, with the College reserving the right to refuse pre-approval for blanket waivers on unforeseen future conflicts related to claims or allegations against the College.

E. **Budget Management**

1. **Overview:** The College expects full transparency regarding the costs and expenses associated with its legal representation. Except when specifically exempted by the OGC, counsel is required to present a forecast of anticipated budgets and strategies early in the engagement process and consistently thereafter, in alignment with the previously mentioned Reporting requirements.

2. **Initial Budget Submission:** An initial estimate of the budget must be submitted by outside counsel within 30 days of their engagement. For cases expected to necessitate total fees and expenses under Ten Thousand Dollars (\$10,000.00), a detailed budget is not mandatory, provided that the OGC is informed of this expectation from the outset. However, should such cases near the \$10,000.00 limit, a comprehensive budget must be prepared and submitted prior to reaching these thresholds.

3. **Approval of Rate Changes:** Any adjustments to billing rates require the prior approval of the General Counsel. Once outside counsel has been engaged and a budget reflecting

the rates of assigned personnel has been approved, these rates are to be maintained for the entirety of the case, unless a written authorization for change is issued by the General Counsel.

4. **Management of Non-Attorney Costs:** The engagement of experts and similar non-attorney expenses must receive advance approval, with requests for expert involvement to include a projected budget for their services.

F. **Staffing /Team Composition**

1. **Team Size and Composition:** When addressing matters on behalf of the College, it is imperative to limit the team to the fewest number of attorneys needed to ensure the delivery of high-quality legal services. Typically, this means no more than one partner and one associate should be allocated to any single issue without explicit consent from the OGC. The College agrees to compensate for the involvement of only one partner at any given time in a case's defense. When it comes to staffing meetings, depositions, mediations, and courtroom presentations, efficiency is key. Generally, only a single representative from your firm should be present unless the complexity of the situation justifies additional personnel, subject to the supervising attorney's prior approval.

2. **Allocation of Responsibilities:** The assignment of tasks should be governed by a principle of cost-effectiveness without compromising the quality of legal services provided. Partners should engage in activities necessitating their high level of experience and expertise, such as complex legal analysis and strategy development. Associates should undertake work suited to their level of practice, and paralegals should be tasked with substantive, non-clerical work. The principal attorney responsible for managing the case is expected to:

- Strategize and direct the overall approach to the case;
- Assess potential liabilities and exposures;
- Oversee the contributions of other firm staff assigned to the case;
- Compile and deliver detailed progress reports;
- Lead significant depositions and discovery processes, except where delegation has been approved by the OGC;
- Engage in settlement discussions and lead trial proceedings, unless instructed otherwise by the OGC; and
- Participate in or be readily available for consultations with the College to review ongoing cases as needed.

3. **Ensuring Consistency in Representation:** We anticipate a written confirmation acknowledging the receipt of lawsuit documents or claim details within seven (7) days, or as otherwise agreed upon, from you. This correspondence should also introduce any

additional firm members contributing to the case defense, delineating their specific responsibilities. Such details are expected to be encapsulated within the initial budget proposal. It is crucial that attorneys initially designated to a matter maintain their involvement throughout its duration, barring exceptional situations. Should there be a need to alter the case team, prior consent must be sought from the supervising attorney. Assignments of legal professionals to a case on a temporary or singular occasion are to be avoided unless unique circumstances arise and with the supervising attorney's endorsement. The College shall not incur costs associated with the onboarding or acclimatization period following any changes in case staffing. Top of Form

G. **Billing Principles**

1. **Invoice Quality:** We anticipate that the precision and diligence evident in your legal services will be mirrored in your billing practices. An attorney from your firm should scrutinize fees and expenses to ensure accuracy and necessity before invoices are dispatched to the College. Any charges deemed unnecessary or not aligning with these guidelines must be adjusted or omitted prior to submission. The objective is to craft invoices that would meet your own standards of satisfaction were you the recipient.

2. **Stipulation of Fees:** The hourly billing rates for attorneys, paralegals, and other legal professionals involved should be clearly established at the commencement of representation, sanctioned by the General Counsel, and encapsulated within any initial or revised budget documents. These rates are to remain constant for the duration of the engagement, as reflected on all billing statements.

3. **Details Required on Invoices:** Invoices must comprehensively detail the following aspects concerning fees:

- The specific date on which each service was rendered;
- Identification of the individual performing the service, alongside their billing rate;
- A succinct yet thorough description of each task performed;
- The duration spent on each task, recorded in increments of one-tenth of an hour; and
- The associated cost for each detailed task. Task descriptions should be clear and detailed enough to allow the OGC to understand the service provided and the rationale for the time allocation without needing to refer to additional documents. Vague or overly broad task descriptions such as “review file,” or “phone call with” will require further elaboration to warrant payment.

4. **Prohibition of Block Billing:** Each task must be itemized individually on the invoice, specifying the time spent. Aggregated time entries combining multiple tasks under a single time allocation are not permissible and will be subject to revision requests. Notably, a sequence of emails regarding the same topic on the same day may be consolidated as a singular task, rather than itemizing each email correspondence separately.

5. **Legal Research Billing:** Charges for legal research should be itemized distinctly, outlining the research topic, duration spent, and the research platform utilized (e.g., Lexis, Westlaw). The College should not bear the cost of online legal research platforms unless such expenses have received prior authorization from the OGC.

6. **Billing Summary:** Each invoice should feature a summary for the billing period, detailing the hours worked and charges by each individual who contributed to the bill, alongside a comparison to the allocated budget and a cumulative total of fees and expenses invoiced thus far.

7. **Exclusions from Billable Time:** The College will not approve fees associated with:

- Intraoffice conferences between members of the firm, including assigning files or tasks to members of the firm;
- Drafting budgets, invoicing, or addressing billing inquiries;
- Performing clerical tasks by attorneys, paralegals, or project/administrative assistants;
- File opening, file organization or other administrative charges;
- Training or education of the firm's personnel;
- Administrative duties;
- Fundamental research on topics expected to be within the firm's realm of expertise, such as local court rules;
- Unnecessary internal meetings regarding College matters; and
- Miscellaneous and unspecified charges.

8. **Reimbursable Expenses:** Invoices should itemize all disbursements and costs, clearly indicating the date each was incurred and at whose instruction. Expenses should be billed at actual cost unless specified otherwise in these guidelines or approved by the supervising attorney. Receipts must support out-of-pocket expenses. For any advance payments made by attorneys for external services, the corresponding invoice should be provided to the OGC for reimbursement validation. Requests exceeding \$1,000 per item need prior OGC approval and should be processed directly. All payments require a valid invoice/receipt and a W-9 form. The College will not cover interest or late fees due to delayed processing by the OGC.

The College will not cover time spent by attorneys or staff in reviewing these invoices. We encourage the sharing of litigation expenses with co-litigants when feasible, including but not limited to medical records and expert witness fees. Final invoices must be submitted promptly after case closure, with no further billing accepted post-closure. Discussion of court costs is expected at the settlement, trial, or case closure stages, and the College will not cover costs incurred by the plaintiff or co-defendants without explicit agreement.

9. Travel Expenses: Reimbursement for necessary travel expenses will adhere to the College's travel policy guidelines. Air and train travel should be booked in coach class. Attorneys are encouraged to arrange same-day travel for out-of-town depositions to minimize expenses. If billed, travel time is chargeable at 50% of the standard rate, unless productive work is performed during travel, which must then be detailed in the invoice.

10. Engagement of Expert Witnesses: Coordination with the OGC is required for the retention of experts, including the submission of a proposed budget that outlines the expert's fees for approval. Efforts to understand opposing experts' positions early on are recommended. A report summarizing the findings from expert evaluations must be shared with the OGC. The final decision on selecting an expert will be informed by your recommendation but ultimately made by the College. Experts engaged must comply with these billing and expense guidelines.

11. Exclusions from Expense Reimbursement: Charges that the College deems non-reimbursable are as follows:

- Fees for secretarial, word-processing, proofreading, and any other clerical tasks;
- Photocopying costs exceeding the actual expense or 10 cents per page, barring special authorization;
- Charges for the use of internal computer resources;
- Expenses for Lexis, Westlaw, or similar research platforms without prior approval from the College;
- Operational costs related to the firm's office maintenance;
- Charges for local phone use;
- Expenses incurred from local travel;
- Fees for sending local faxes and for receiving any faxes;
- General overhead or capital investments of the firm;
- Unspecified or "Miscellaneous" costs;
- Meal expenses, except when necessitated by travel outside of town;
- Costs for courier services;
- Postage fees;
- Charges related to fax transmissions; and
- Any entertainment or personal expenses.

Billing Cycle: Invoices should be forwarded on a monthly basis, unless an alternative schedule has been established and agreed upon by the supervising attorney.

H. **Adherence to Guidelines**

The College reserves the right to withhold payment or refuse compensation for any portion of invoices that do not comply with these established guidelines. Should there be a situation that you believe warrants a deviation from these guidelines, such deviation must be formally approved in writing by the OGC prior to implementation.

I. **Final Remarks**

The guidelines outlined here are designed to underscore fundamental principles of our partnership and to introduce a level of structure and predictability to our collaboration. Our overarching aim is to ensure that Morehouse College benefits from high-quality legal services rendered in a financially responsible manner.

We appreciate your commitment to serving Morehouse College and eagerly anticipate a fruitful collaboration. Thank you for your dedication and professionalism.

/s/ Craig E. Burgess, Esq.
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