



April 15, 1994

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**TO:** BOARD MEMBERS AND ALTERNATES  
**FROM:** FRANKLIN E. WHITE *FEW*  
**SUBJECT:** GENERAL COUNSEL

The selection of general counsel will be one of the most critical decisions the new MTA will make. For your consideration this memorandum sets forth my view that an agency of this size and complexity requires a full-time general counsel reporting solely to the MTA.

I have made my views known to the office of the County Counsel and made it clear that this is not intended to reflect negatively on the efforts of the individuals assigned. However, based upon my experience as both agency executive and agency general counsel, the following leads me to this conclusion:

- The general counsel must pursue the interest of the client without competing distractions.
- The general counsel must at all times be available and responsive to the staff and Board.
- The general counsel must be able to deploy legal staff solely in accordance with the agency needs.
- The general counsel and legal staff dedicated exclusively to the MTA must become intimately familiar with the programmatic needs of the agency and thereby develop in-house expertise necessary to perform all counsel functions. (This will also help reduce the MTA's historic costly reliance upon outside counsel.)

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- The overriding concern of the general counsel must be the protection of the agency's legal rights and interests. Board and staff alike must accept the objectivity of the advice of the general counsel. Even the appearance of a conflict of interest should be avoided.

In sum, for reasons of better management of our legal resources, greater development and ownership of "MTA" legal expertise and, because no one can completely and faithfully serve two masters, I strongly recommend you select an MTA In-house general counsel.