

**Disclaimer: This draft is for discussion purposes only. It has not been approved or reviewed by, or briefed with, any County Commissioner. It is an attempt to develop language that might be agreeable to all parties.**

6.10. Legal Counsel.

6.10.1. Authority Counsel. Authority Counsel shall act as the general counsel and advisor to the Authority, including counsel to the Governing Board and the Executive Committee. Authority Counsel will have such duties as authorized by the Governing Board and serve at the pleasure of same. Authority Counsel shall not be an: (a) elected official of any Party, or (b) employee of any Party other than the Authority. Authority Counsel shall be an attorney duly licensed to practice law in the State of Florida, shall be in good standing with the Florida Bar, and shall at all times comply with all applicable rules of the Florida Bar regulating attorney conduct. Authority Counsel shall have substantial experience providing counsel to a governmental entity or governmental entities within the State of Florida and demonstrated familiarity with issues related to solid waste disposal and recycling. Except for the matters described in Section 6.10.2, Authority Counsel may retain special counsel to provide legal services to the Authority in connection with particular legal matters or in the event of actual or perceived legal conflict, subject to the approval of the Executive Committee.

6.10.2. Independent Counsel; Scope of Services and Procedures for Retention.

6.10.2.1. The Parties recognize there are certain Sensitive Issues (defined below) where Parties may have conflicting interests, and as to which Authority Counsel may have an actual or perceived conflict of interest or bias.

6.10.2.2. The “Sensitive Issues” are: (a) whether a specific action of the Authority requires the vote of a Party’s (or Parties’) elected body or Governing Board member; (b) whether a proposed action by the Governing Board or Executive Committee requires an amendment to the Master Plan; (c) whether a proposed amendment to the Master Plan constitutes a Significant Amendment as defined in Section 7.1.2.1; (d) whether a proposed action by the Governing Board or Executive Committee should be treated as an amendment to the Master Plan that requires a Party’s (or Parties’) Governing Board member’s consent pursuant to Section 7.1.3; or (e) whether a proposed action by the Governing Board or Executive Committee must be made through an amendment to the Agreement that requires a Party’s (or Parties’) elected body’s approval pursuant to Section 16.1.5.

6.10.2.3. Before the Authority may exercise any of its powers under Sections 8.1.1 through 8.1.12 and before the Governing Board or Executive Committee may exercise any related powers, the Authority must adopt, by unanimous vote of the Executive Committee, procedures relating to the retention, scope of work, qualifications of, compensation for, and effect of opinions of independent outside counsel, to address situations where the general counsel for a Party issues a written opinion that the opinion of Authority Counsel on a Sensitive Issue is legally incorrect (“Independent Counsel Procedures”).

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6.10.2.4. Adoption of the Independent Counsel Procedures and any subsequent amendments thereto require a unanimous vote of the Executive Committee. The initial proposed Independent Counsel Procedures will be developed by the municipal and County attorneys that serve as co-counsel to the Solid Waste Working Group established by the “Memorandum of Understanding Regarding Collaborative Study and Subsequent Development of an Integrated Solid Waste and Recycling System” between Broward County municipalities and County with an effective date of October 1, 2019 (namely, Jamie Cole, Esq. with Weiss Serota Helfman Cole + Bierman, PL, Michael Cirullo, Esq. with Goren Cherof Doody & Ezrol, PA, and the County Attorney, collectively, “SWWG Co-Counsel”), and may only be submitted for consideration to the Executive Committee after separate and independent written approval of the draft proposed procedures is issued by each of the SWWG Co-Counsel. Proposed amendments to the Independent Counsel Procedures may only be considered by the Executive Committee after separate and independent written approval of the proposed amendment is issued by (a) counsel designated by the municipal members of the Executive Committee, and (b) the County Attorney.

6.10.2.5. Nothing in this section shall be deemed a condition precedent to, and shall not prevent or inhibit, any Party’s right to invoke the separate dispute resolution provisions pursuant to Article 17.

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**(REVISION TO SECTION 8.2: Powers of Governing Board)**

8.2.8. Appoint Authority Counsel and make all decisions regarding Authority Counsel, including compensation and, as necessary, removal.

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**(REVISION TO SECTION 19.16: No Additional Financial Obligations)**

19.16. No Additional Financial Obligations. Notwithstanding anything to the contrary in this Agreement, prior to the Formation Conditions being met, the Authority shall take no action that in any way obligates any Party or Broward County resident to expend any money other than the amounts funded by the Parties as expressly stated in Section 5.4. The restrictions of this Section 19.16 shall not apply to any costs incurred by a Party pursuant to the Independent Counsel Procedures referenced in Section 6.10.2.