



OFFICE OF LEGAL AFFAIRS

General Counsel's Certification
Regarding Closure
of the
Meetings of the Institutional Advancement and Audit Committees
on
July 20, & 21, 2014

On July 17, 2014, the Board of Directors ("Board") of the Legal Services Corporation ("LSC" or "Corporation") voted to authorize closure of the Institutional Advancement and Audit Committee meetings scheduled for July 20, & 21, 2014.

The Institutional Advancement Committee has publicly announced that at its closed session, it will discuss contributions pledged and received, prospective funders for LSC's 40th anniversary celebration and development activities. I understand that the Institutional Advancement Committee Chairman expects the Committee will discuss names, personal information, and qualifications of specific individuals who might be considered as prospective funders for LSC's 40th anniversary celebration and development activities. I hereby certify that, in my opinion, the closing of the July 20, 2014, Institutional Advancement Committee meeting for this purpose is authorized by the relevant provision of the Government in the Sunshine Act ("Sunshine Act"), 5 U.S.C. § 552b(c)(6) (authorizing the closure of a meeting and withholding personal information the disclosure of which would constitute a clearly unwarranted invasion of personal privacy), and the corresponding provision of the Corporation's implementing regulation, 45 C.F.R. § 1622.5(e).

The Audit Committee has publicly announced that, at its closed session, it will discuss follow-up work by the Office of Compliance and Enforcement ("OCE") relating to investigations of the Office of Inspector General ("OIG"). I understand that the Audit Committee Chairman expects the Committee will discuss information relating to open investigations by the OIG and OCE's follow-up work on such investigations, which may include names of individuals, facts compiled for investigative purposes, investigative techniques and procedures, and analysis of the facts and applicable law for enforcement purposes. Such information has been compiled for the purpose of enforcing the LSC Act, LSC regulations, and LSC's appropriations acts. I hereby certify that, in my opinion, the closing of the July 21, 2014, Audit Committee meeting for this purpose is authorized by the relevant provisions of the Government in the Sunshine Act ("Sunshine Act"), 5 U.S.C. § 552b(c)(7) and (9) (authorizing the closure of a meeting and withholding investigatory records as well as information which would likely significantly frustrate implementation of a proposed agency action if prematurely disclosed), and the corresponding provision of the Corporation's implementing regulation, 45 C.F.R. § 1622.5(f) and (g).

When made in advance of a meeting, the Corporation's determination must of necessity be an estimate of what is likely to transpire at the meeting. If the determination has been made that it is more likely than not that exempt matters will be discussed at the closed portion of the meeting, then there has been a sufficient showing that the exemptions apply. If, however, the discussions that actually occur extend beyond applicable exemptions, then those portions of the verbatim transcript of the session must be made public. Barring any unforeseen delays, the transcripts will be reviewed upon receipt and the necessary determination made within thirty (30) days of the Institutional Advancement Committee meetings and Audit.

Ronald S. Flagg

Ronald S. Flagg
General Counsel

July 17, 2014

Date