



OFFICE OF LEGAL AFFAIRS

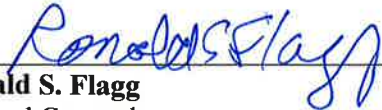
General Counsel's Certification
Regarding Closure
of the
Meeting of the Board of Directors
on
January 24, 2015

The Board of Directors (Board) of the Legal Services Corporation (LSC or Corporation) has publicly announced that at its closed session scheduled for January 24, 2015, it will hear briefings by management and LSC's Inspector General, and consider and act on the General Counsel's report on potential and pending litigation involving LSC and on a list of prospective funders and prospective members of a Leaders' Council.

Any portion of the closed session consisting solely of briefings does not fall within the Sunshine Act's definition of the term "meeting" and, therefore, the requirements of the Sunshine Act do not apply to such portion of the closed session. 5 U.S.C. § 552b(a)(2) and (b). *See also* 45 C.F.R. §§ 1622.2 and 1622.3.

I understand that the Board Chairman expects the Board will discuss the General Counsel's report concerning LSC's participation in pending or potential civil actions or proceedings as well as names, personal information, and qualifications of specific individuals who might be recommended as new prospective funders for LSC's development activities, and on prospective members of a Leaders Council to the Board of Directors. I hereby certify that, in my opinion, upon the Board's vote to close its January 24, 2015 meeting for these purposes, the closure is authorized by the relevant provisions of the Government in the Sunshine Act ("Sunshine Act"), 5 U.S.C. § 552b(c)(6) and (10) (authorizing the closure of a meeting and withholding personal information the disclosure of which would constitute a clearly unwarranted invasion of personal privacy and information concerning the agency's participation in a civil action or proceeding, respectively), and the corresponding provision of the Corporation's implementing regulation, 45 C.F.R. § 1622.5(e) and (h).

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 Board meeting.



Ronald S. Flagg
General Counsel



Date