

JOB DESCRIPTION

Manager Approval: _____
Date Signed: _____
HR Approval: _____

Job Title:	General Counsel & Corporate Secretary	Company Code:	RZD
Reports to:	CEO and Chair of the Board	FLSA Status:	Salary
Division:	LBI Parent Co.	Last Revision	01/2023 dw

JOB PURPOSE:

The General Counsel and Corporate Secretary reports to the Chief Executive Officer and Chair of the Board. Ideal candidate will independently provide legal services or act as liaison to outside attorneys to lead, oversee, and manage all legal services provided to the Company. Candidate will ensure maximum protection of the company's legal rights to maintain its operations within the limits prescribed by law, while working on a wide variety of legal issues and providing day-to-day legal representation and advise as needed. The General Counsel supports management in fostering ethical and responsible decision-making, in all management, and corporate governance practices. The General Counsel functions as Corporate Secretary to maintain all corporate records, identify, prepare, and follow up on legal concerns for the corporation's board, officers, and managers making decisions based on conclusions for which there is little precedent.

ESSENTIAL FUNCTIONS:

- Analyze and form strategy for legal department
- Prepare an annual legal department budget.
- Anticipate and identify legal issues and counsel board, executives, officers, and managers in developing legal strategies and solutions.
- Review, research, interpret and prepare both written and oral opinions on a wide variety of legal issues.
- Represent or coordinate the representation of the Company and management in judicial and administrative proceedings, and in negotiations with customers, subcontractors, vendors, governmental bodies and other third parties.
- Assist executives and management in pursuing and complying with grants, tax, and economic incentive programs.
- Ensure the legality of commercial transactions, advising the company of legal rights and duties, including the duties and responsibilities of corporate officers.
- Perform factual and legal research and analysis.
- Assist in drafting, reviewing and advise executives on proposed organizational policies and procedures and assist in the Company's policy for approval and implementation.
- Attend all Board Committee and Board of Directors meetings. Coordinate the preparation of appropriate notices, agendas, minutes, and other supporting documentation.
- Prepare and maintain corporate records of parent, subsidiaries, and affiliates. Make recommendations on corporate structure. Ensure compliance with corporate governance procedures. Communicate regulations to Board members.
- Design, establish, maintain, and oversee the contract review and approval mechanisms. Maintain copies of all contract agreements and leases.
- Prepare any range of internal contracts, including independent contractor agreements, consulting services agreements, confidentiality agreements, lease agreements, and sale agreements.
- Review and comment on external contracts identifying legal concerns, obligations, and liabilities for officers and management. Respond to legal questions and concerns of officers and managers within realm of knowledge.
- Receive, review, docket, and report litigation matters. Receive, file, index, and summarize contracts and other legal materials. Maintain all corporate files in accordance with records retention policies.
- Serve as liaison with outside general counsel in respect to the corporation's legal affairs. Review legal bills from outside counsel and advise accounts payable as to appropriate approval authority for payment.
- Assist in maintaining and protecting the Company's intellectual property.
- Assist, advise, and ensure legal compliance in M&A activity.
- Coordinate and conduct shareholder transactions and maintain shareholder records in conjunction with the accounting department
- Perform or assist with any operations, as required to maintain workflow and to meet schedules and quality requirements.
- Participate in any variety of meetings and work groups to integrate activities, communicate issues, obtain approvals, resolve problems and maintain specified level of knowledge pertaining to new developments, requirements, and policies.
- Perform other related duties as assigned

Continued

QUALIFICATIONS:

A. Certificates, Licenses, and Registrations:

- valid driver's license with insurability required
- notary or ability to obtain

B. Competency:

- maintain the highest level of confidentiality on all business and corporation matters.
- exceptional skills in negotiation and interpersonal communication
- meticulous, detail-oriented approach to work matters
- up-to-date understanding of the key legal issues relevant to the organization
- ability to communicate persuasively in writing, orally in presentations, discussions and via audio-visual technologies.
- superior computer skills and in-depth knowledge of relevant software such as Microsoft Office Suite, QuickBooks, and Adobe.

C. Education/Experience:

- Juris Doctor degree from ABA accredited law school.
- Florida State Bar admission
- 3 years or more of prior corporate experience required, with accompanying real estate transactional and regulatory experience strongly preferred.

D. Physical Demands & Work Environment: Regularly required to stand or sit for prolonged periods of time. The individual must be able to effectively communicate. Will be required to reach above shoulder level, use a small ladder or stool, walk on uneven surfaces, stoop, and kneel. Will occasionally be required to lift 20 pounds. Occasional nights and weekends.

JOB DESCRIPTION ACKNOWLEDGEMENT:

I have received, reviewed, and fully understand the job description. I further understand that I am responsible for the satisfactory execution of the essential function described therein, under all conditions as described.

Employee: Print Name

Employee: Signature