



Position Brief for the Position of General Counsel North Carolina Railroad Company (NCR)

February 2021



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About the North Carolina Railroad Company

The North Carolina Railroad Company (NCRR) owns and manages the 317-mile rail corridor extending from the Port of Morehead City to Charlotte, touching nearly a quarter of the State's economy. The oldest extant private business corporation in the State, the NCRR is undergoing a transformation which will propel it into the future driven by creativity and partnership. The NCRR is playing a key role in improving mobility for freight and passengers on the corridor, and is a catalyst for growth throughout the State, enabling job creation by investing to attract rail served industry.

The NCRR corridor connects to routes carrying freight and passengers throughout the eastern United States. The railroad corridor is a vital asset and valuable business franchise, which is developed and managed by the NCRR for the benefit of North Carolina's citizens.

The North Carolina Railroad is a private company. It receives no state funding or appropriations. Norfolk Southern Corporation (NS), a Class I freight rail company, is the NCRR's primary tenant. NS operates freight trains and maintains the NCRR line through a long-standing agreement renewed in 1999.

The primary freight rail competitor to NS in North Carolina is CSX. CSX also uses a portion of the corridor and intersects with it at several locations.

The Company reinvests its lease and other revenue in the Railroad and in the State of North Carolina, to ensure the state maintains its competitive advantage by attracting new industry and building a better rail system for freight and passenger transportation in the State.

The NCRR works closely with the North Carolina Department of Transportation (NCDOT) on capital improvement projects to support passenger rail service operated by Amtrak.

The NCRR is working closely with GoTriangle, the Raleigh-Durham area transit provider, on potential commuter rail

that would utilize the NCRR corridor under a lease agreement.

The NCRR corridor runs through four of the State's largest cities, thriving downtown areas, rural communities, and growing industrial areas. The NCRR collaborates with the 16 counties and 40 municipalities along the route, ensuring that they can plan for growth while preserving the corridor to accommodate future rail capacity needs.

The NCRR supports economic development by working with State and local economic development organizations to assist in meeting freight rail infrastructure needs of new and expanding business and industry. Since launching our economic development program, *NCRR Invests*, in 2016, the North Carolina Railroad Company has been a catalyst for economic development projects resulting in 2,000 new jobs, and more than \$1.5 billion in investment by companies choosing to locate or expand in North Carolina.

The NCRR is governed by a 13-member Board of Directors, who are nominated by the Governor and General Assembly, then elected to the Board by the Governor acting in his or her capacity as representative of the sole shareholder.

For more information, please visit:

- [NCRR Website](#)



The Position

Our client the North Carolina Railroad Company (NCRR) is seeking an individual for the new role of General Counsel (GC). Previously the company President performed the GC role, with assistance by outside counsel. This position is located in Raleigh, NC.

This executive position manages the NCRR's legal program, serves as chief legal counsel, is the focal point for all company legal issues and matters, and is a partner to the business leaders in the company. The GC oversees the activities of in-house staff and retains and oversees the activities of outside legal counsel. The GC also coordinates interaction with Federal stakeholders and regulators to advance the interests of the NCRR.

The GC is responsible for providing advice and a full range of legal services essential to policy formulation, compliance with applicable laws, and the day-to-day operation of the Company.

The role reports to and will work closely with the company's new President & CEO, as well as the Board of Directors, serving as a confidant, strategic ally, and central player in the transformation of a company moving from defense to offense.

Duties & Responsibilities

- Provides interpretations, advice, guidance, and other assistance across a broad spectrum of legal issues and matters in connection with all activities of the NCRR
- Ensures that interpretations, advice, and guidance are well researched, based on sound analyses of applicable Federal and State statutes and regulations and case decisions, and are of high quality
- Assures that legal memoranda and opinions, contracts, real estate instruments, and other documents for which the legal office is responsible are legally sound, well written, and of overall high quality
- Oversees drafting of comments on legislative proposals and rulemaking proceedings impacting the NCRR interests
- Drafts resolutions and other legal materials for Board of Directors' consideration
- Prepares various legal documents on tight deadlines.
- Represents the NCRR in adversarial administrative and judicial proceedings. Negotiates possible settlements when in the NCRR's best interest
- Directs the work of outside legal counsel and serves as a liaison to legal counsel in public and private stakeholder entities in North Carolina
- Coordinates the NCRR's interface with Federal stakeholders and regulators to advance the NCRR's interests
- Stays abreast of recent legal developments
- Selects and oversees outside counsel ensuring that KPIs and other metrics are in place to measure performance



The Candidate

NCRR is seeking a highly respected and experienced legal professional to assume the General Counsel position. The ideal candidate will be a trusted advisor to the business and use his/her legal knowledge to help advance the interests of the NCRR.

Competencies & Areas of Expertise

- Knowledge of and skilled in general corporate law practice with reasonable experience in Federal railroad law and regulation
- Experience or familiarity with real estate law, including land use and development issues
- Proven ability to perform complex analyses of data and information
- Reputation for handling sensitive issues in a highly confidential manner
- Skilled in the interpretation and application of a wide variety of laws and legal decisions and precedents
- Current and/or prior exposure in collaborating with Federal stakeholders like the USDOT, FRA, and FTA
- Understanding of the nuances of working and collaborating as a private company with both public and private sector partners
- Experience interacting with a Board of Directors
- Excellent leadership, coaching, and mentoring skills
- Ability to delegate and distribute workload as required
- Ability to prioritize and evaluate risk while helping to advance strategic goals
- Strong interpersonal, presentation, verbal, and written communication skills, with emphasis on negotiation and persuasive techniques
- Exceptional analytical, problem solving, and strategic thinking skills
- Hands-on and the ability to work under pressure and maintain emotional self-control, providing leadership during critical situations
- A strong commitment to diversity in the workplace
- Patience and ability to deal with ambiguity
- A reputation of unquestioned integrity and ethics
- Good sense of humor

Essential Qualifications

The ideal candidate will have 11+ years of progressively responsible experience in the practice of law in the US, including experience in transportation law, general corporate law, transactions, and real estate/land use development. He/she will have legal experience working with public sector organizations governed by a board of directors or other governing body.



Ability to collaborate with business units to achieve goals is essential. Experience with Federal stakeholders and regulators is desired.

Candidates for this role must have a JD degree. The selected candidate will be required to secure admission to the North Carolina Bar within six months of hire, or the earliest possible timeframe for admission as provided for by the North Carolina State Bar rules (passing the NC bar exam or obtaining admission by comity). Membership in the NC Bar must be maintained. A background security investigation is required for all new hires.

The North Carolina Railroad Company is an Equal Opportunity Employer.



How to Apply

To apply, please submit a comprehensive CV along with a cover letter which sets out your interest in the role and encapsulates the aspects of your experience relevant to the required criteria. Please include the names and addresses of three references. References will not be approached until the final stage of the search and not without prior permission from a candidate.

The preferred method of application is by email to:
Judy.Whitaker@odgersberndtson.com

Contact Details

For a conversation in confidence, please contact:

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About Odgers Berndtson



Odgers Berndtson Executive Search is a leading global executive search firm, assisting private and public sector organizations find the highest caliber people for senior management appointments across North America and internationally.

Our reputation at the top of the executive search profession is over 50 years old. With offices in over 60 cities worldwide, our experienced executive search specialists operate with absolute discretion, integrity, and care, and are expert in finding exceptional individuals for challenging roles.

WE ARE GLOBAL

We have the support of an excellent international network of offices on the ground.

CANDIDATE CARE

We take great care in ensuring that the candidates with whom we engage on behalf of our clients receive a professional, positive, thoughtful, and candid experience. Whether we are contacting someone about a search or offering career guidance, we strive to always be professional, courteous, rigorous, and honest. We set out this commitment in our [Candidate Charter](#).





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