

CHICAGO TRANSIT AUTHORITY

OUTSIDE COUNSEL GUIDELINES

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Adoption and Applicability of Guidelines

The Chicago Transit Authority has adopted this Outside Counsel Guidelines (hereinafter Guidelines) document in order to standardize our processes and procedures in connection with legal matters in which the Chicago Transit Authority is involved. This document will set forth our expectations and assist in creating a more effective working relationship with outside counsel.

The main objectives for the adoption of these Guidelines are to achieve greater consistency and efficiency in matter handling across and within outside counsel, standardize requirements in furtherance of more streamlined processes, and improve cost savings. We expect all outside counsel to adhere to these Guidelines. However, nothing in these Guidelines is in anyway intended to interfere with your professional judgment or duties as an advocate representing the interests of the Chicago Transit Authority.

These Guidelines are effective for all work performed from June 24, 2013 forward, and are applicable to all outside counsel and vendors assigned to work on legal matters for the Chicago Transit Authority or any of its subsidiaries. In the event of a conflict with any other guidelines or policy document, retention agreement or engagement letter, these Guidelines shall prevail. You may not depart from these guidelines without written approval from your Chicago Transit Authority contact. The Chicago Transit Authority encourages outside counsel to raise any questions regarding its Guidelines and billing

expectations.

The Chicago Transit Authority expects that all outside counsel it retains will review these Guidelines and indicate acknowledgement of these Guidelines through the Company's matter management and electronic billing provider, LexisNexis CounselLink.

The Chicago Transit Authority Outside counsel invoicing will be prohibited until acknowledgement of these Guidelines is completed in CounselLink.

The Chicago Transit Authority reserves the right to modify these Guidelines at any time and will provide outside counsel at least thirty (30) days notice prior to any substantive modifications taking place.

Conflicts of Interest

Prior to being retained, The Chicago Transit Authority expects its outside counsel to investigate and resolve any potential conflicts of interest it may have in representing the Chicago Transit Authority. Outside counsel must affirmatively represent to the Chicago Transit Authority that it has done so and that no conflicts preventing its representation were found to exist and/or that any conflicts have been fully resolved. If any actual or potential conflicts are found, outside counsel must identify them in writing for the Chicago Transit Authority to review and consider prior to confirming any engagement. All requests to waive an actual or potential conflict shall be submitted in writing on firm letterhead to the attention of the General Counsel. The Chicago Transit Authority will not pay for any time or costs incurred by outside counsel in fulfilling this obligation.

Retention/Engagement

Outside counsel is engaged for the Chicago Transit Authority by the Chicago Transit Authority attorney or other employee ('the Chicago Transit Authority Contact') with knowledge of the matter. Others at the Chicago Transit Authority do not normally have authority to expand or modify the scope of the engagement or otherwise manage the rendering of legal services to the Chicago Transit Authority. If someone other than your Chicago Transit Authority Contact requests a change in the scope of services to be rendered, you must consult with your Chicago Transit Authority Contact and obtain his/her approval of the change.

Matters will be assigned to outside counsel through the Chicago Transit Authority's chosen matter management and electronic billing provider, LexisNexis CounselLink. You may be instructed to accept the matter assignment within CounselLink or the matter may be automatically accepted on behalf of your firm.

Budget

For each matter assigned, outside counsel is required to enter an annual budget for fees and expenses in CounselLink. The budget should be entered within 30 days of matter assignment and must be a realistic estimate of fees and expenses anticipated for the matter based on all current information. Outside counsel will not be allowed to bill on any matter until a budget has been submitted and approved by the CTA file handler. If you know that the fees and expenses are likely to exceed the current budget, please discuss it immediately with the CTA file handler to determine if the budget needs to be updated. CTA reserves the right to withhold payment for charges that may exceed the budget and may reject an invoice back to your firm to remove excessive charges.

Staffing

Your firm has been selected to represent the Chicago Transit Authority based on its expertise and efficiency. The Chicago Transit Authority expects its outside counsel to staff projects appropriately based on the nature and complexity of the legal work, engaging the smallest number of knowledgeable professionals necessary to the matter to get the job done well. A balance should be struck between the efficiency a more experienced lawyer brings to a given task and the advantages of having other tasks performed by a less senior lawyer or paralegal.

Duplication of effort within the firm is to be avoided and the Chicago Transit Authority will not pay for tasks or work done that appears duplicative. Unless approved by us in advance, we will not reimburse you for time spent by more than one attorney or timekeeper attending meetings, witness interviews, depositions, hearings, negotiations, and trials.

We also ask you to keep to a minimum, and only where necessary, involvement of more than one attorney or timekeeper in telephone conferences. Multiple timekeepers attending trial should be discussed and approved by us in advance. We will not reimburse you for time firm counsel and paralegals spend in giving each other periodic matter status reports. The Chicago Transit Authority will not pay for tasks that are supervisory in nature including instructions regarding work assignments.

We expect all timekeepers to work efficiently and avoid devoting excessive hours to a single project on any particular day. We will not pay for more than ten (10) hours of time spent by any one timekeeper on any one Chicago Transit Authority matter in a given day, unless approved in advance.

To achieve efficiency and value, the roles and responsibilities of the staff members should be clearly defined and appropriate to each individual's qualifications and level of experience. The Chicago Transit Authority expects its outside counsel to staff projects appropriately based on the nature and complexity of the legal work, engaging the smallest number of knowledgeable professionals necessary to the matter to get the job done well. A balance should be struck between the efficiency a more experienced lawyer brings to a given task and the advantages of having other tasks performed by a less senior lawyer or paralegal. Attorney, paralegal, and legal assistant time billed should not include tasks that are more appropriate for clerical or secretarial personnel, such as stamping or numbering documents, indexing or tagging exhibits, organizing files or reproducing documents. Please review the Clerical and Administrative task list below so it is clear which tasks should not be billed no matter who performs the work.

Without prior approval the only timekeepers that will be approved to work on Chicago Transit Authority matters are attorneys and paralegals. The Chicago Transit Authority does not expect to be billed and will not pay for time submitted by librarians, secretaries, billing, filing, clerks, internal messengers/couriers, law clerks, summer associates, temporary or clerical support staff, word processors, and IT professionals.

The Chicago Transit Authority expects to be informed and consulted on the engagement of any experts, consultants, litigation support vendors and e-discovery vendors. Prior approval should be obtained before hiring any consultants or experts. Outside counsel is responsible to insure all third party vendors are aware of and comply with this Guidelines document when applicable.

Matter Management & Reporting Requirements

The Chicago Transit Authority may find it necessary to impose other billing requirements and policies during the engagement as appropriate to effectively and efficiently manage the matter. Prior notice will

be given and the matter discussed with counsel if this is deemed necessary. Please discuss the reporting requirement of your Chicago Transit Authority Contact for each matter you are assigned.

Alternative Fee Arrangements

The Chicago Transit Authority is receptive to alternatives to the conventional hourly billing model, including the use of fixed or flat fees, blended rates, contingency fees etc. We encourage your firm to consider and propose alternative legal spend arrangements at the inception of matters whenever feasible. These alternative fee arrangements will be agreed to in writing and implemented using CounselLink.

Billing and Expense Guidelines

Rates

Billing is to be at the current approved hourly rate. Law firms will submit a Fee Offer of current individual timekeeper rates for those timekeepers who perform work for the Chicago Transit Authority through CounselLink for review and approval by the Chicago Transit Authority. Charges submitted at a rate that exceeds the approved CounselLink Fee Offer rate for a timekeeper will be reduced to the approved rate.

Invoicing

Beginning June 24, 2013 LegalPrecision will be retired and all invoicing shall be submitted to the Chicago Transit Authority through CounselLink. Instructions on how to submit invoices to CounselLink are attached hereto as Appendix A "Using CounselLink".

A separate invoice must be submitted for each matter for which your firm has performed work during the relevant time period.

Invoice Format

Each invoice will include the following minimum requirements:

- Unique invoice number
- Invoice date
- Matter name
- The Chicago Transit Authority's matter number
- Date services were performed
- Timekeeper name or ID
- Timekeeper title or level
- A narrative description of the service provided or task performed for each specific task. 'Block billed' descriptions (grouping multiple activities under a single time charge) is prohibited. The description should clearly state the nature of the task performed sufficient to allow the Chicago Transit Authority reviewer to determine why it was necessary. Incomplete or vague charge descriptions are unacceptable. Examples include, but are not limited to: 'as analysis', 'conference', 'attention to matter'; 'worked on discovery', 'work on file', 'prepare for meeting', 'miscellaneous', 'other', etc.
- Time entry to the nearest tenth (.10) of an hour
- Timekeeper rate
- Charge total
- Detail of reimbursable expenses and disbursements at actual cost

If your firm provides services on more than one matter during a billing period, a separate invoice for each matter is required. Block Billing will not be accepted. Please refer to Appendix A - 'Using CounselLink' for a discussion of Block Billing and how to properly format your charge entries.

Time Frames for Billing

Unless otherwise approved, invoices should be submitted monthly, the month following the date the service is provided or cost incurred. Charges for time expended or costs incurred which are greater than 90 days old at the time of invoice submission are considered untimely and may not be paid. Invoices will not be accepted for more than 180 days after a matter has been closed.

Clerical Tasks

The Chicago Transit Authority will not reimburse outside counsel for the clerical tasks regardless of the personnel performing the task. These non-reimbursable tasks include but are not limited to the following:

- Calendaring/docketing
- Word processing
- Data processing
- Faxing documents
- Mailing documents
- Preparing transmittal letters
- Photocopying documents or files
- Organizing documents or files
- Updating documents or files
- Labeling
- Printing documents
- Collating or Bates stamping documents
- Document indexing
- Scanning or coding documents
- Binding documents
- Filing, serving or hand-delivering documents
- Other general clerical tasks

Administrative

The Chicago Transit Authority will not reimburse for administrative tasks that it would expect to be included in the outside counsel billing rates. Non-reimbursable tasks include but are not limited to:

- Preparation of timesheets and invoices
- Preparation of the budget, work plan or staffing proposal
- Opening/closing files
- All tasks related to conflicts checking
- Receiving and processing mail/faxes/email
- Scheduling appointments, events, depositions, conferences, deliveries, or travel
- Interacting with vendors and vendor invoice processing (calls, processing invoices etc.)
- Secretarial billings
- Database administration including maintenance, data loading, data conversion etc.

- Internal messengers
- Attendance at seminars, continuing legal education or conferences
- Time spent in responding to auditors' requests for information.
- Other general administrative tasks

Legal Research

Legal research should be undertaken when necessary to protect The Chicago Transit Authority's interests. The Chicago Transit Authority will pay for time spent conducting necessary legal research. We would normally expect research projects to be conducted by experienced associates instead of partners. We expect to benefit from previously prepared briefs and memoranda, and when such briefs or memoranda exist we will pay only for actual time spent updating or tailoring the same to our needs. The Chicago Transit Authority will not pay for research regarding fundamental concepts or local rules, the understanding of which is assumed by your firm's retention.

Third-Party Disbursements

Whenever possible, outside counsel should pay all third-party invoices (i.e. expert witnesses, court reporters, etc.) and then submit those charges as disbursements on the firm's monthly invoice to the Chicago Transit Authority as an expense item, with supporting documentation/invoice attached using the 'Document Attachment' feature in CounselLink. Should an exception occur, contact the Chicago Transit Authority to discuss handling.

Expenses

Each expense or disbursement shall be billed at actual out-of-pocket cost. No mark-ups or administrative fees may be added, nor will they be paid by the Chicago Transit Authority. Each expense or disbursement should be itemized with a description sufficient for review, units, price per unit and total cost. The Chicago Transit Authority may refuse to pay for disbursements billed as "miscellaneous", billed in a group, (i.e. Travel expenses \$4000.00) or disbursements without any description. Outside counsel is required to attach back-up documentation to the CounselLink invoice for all expenses (see Exhibit B, Document Attachment). The Chicago Transit Authority will not reimburse outside counsel for any expenses without the back-up documentation. Specific expenses and disbursements, reimbursable and non-reimbursable, are addressed in the sections below.

Law Firm Overhead

The Chicago Transit Authority will not reimburse for the following overhead expenses that should be considered part of the firm's cost of doing business. Such expenses include but are not limited to:

- Electronic research (i.e. Lexis, Westlaw, CourtLink)
- Overtime expenses including overtime hours, meals and transportation
- Local travel (50 miles or less), including cab fare, mileage reimbursement, parking costs etc.
- Temporary staff charges
- Office rent/utilities
- Office supplies
- Internal photocopying charges
- First class postage
- Interest on unpaid invoices
- In-house accounting fees
- Internet service fees

- Cellular telephone charges
- Local or long distance telephone charges
- Facsimile charges
- Firm conference rooms
- Temporary office space
- Equipment rental
- Storage charges
- Laser printing
- Case management or litigation software or systems
- Computer hardware and software
- IT charges/database administration including database maintenance
- Costs of computer support or IT professionals
- Temporary word processing or clerical staff (regular and overtime charges)
- Internal messengers and couriers
- Couriers and overnight messengers/mail services (unless specifically preapproved)
- Subscriptions, books, periodicals, publications
- Professional association fees
- Group outings or hospitality
- Client entertainment
- Business meals or refreshments during the course of a work day (unless associated with travel, trials, meetings or depositions)

Express Mail/Messengers

The Chicago Transit Authority will not pay for Federal Express, Express Mail, or other overnight messenger/courier charges unless the use of such services was necessitated by time constraints imposed by the Chicago Transit Authority or because of the need for reliability given the nature of the items being transported. If these services must be used, and unless required for specific filing, packages must be sent for afternoon delivery, not morning delivery.

Telephone & Facsimile

The Chicago Transit Authority will not pay for local or long distance telephone calls, or mobile telephone calls. The Chicago Transit Authority will not pay for receipt or delivery of facsimile transmissions. However it is preferred that, when feasible, correspondence and documents be transmitted by secure e-mail.

Travel

In the unlikely event that travel is required, the Chicago Transit Authority expects that its outside counsel will use travel time spent on Chicago Transit Authority matters as productively as possible. The Chicago Transit Authority will not pay for non-productive travel time unless prior approval is received. Charges for attorney/staff time during travel shall not be billed if the time is spent doing work on non-Chicago Transit Authority matters or is billed to another client. If the travel involves another client, The Chicago Transit Authority expects to only be billed for its proportionate share for both time and expenses.

The Chicago Transit Authority will reimburse reasonable and actual charges for transportation, lodging and meals necessary for effective representation. Personal travel expenses will not be reimbursed. Personal travel expenses include salon expenses, alcohol, in-room or in-flight movies or entertainment, excess baggage expenses, travel agency expenses, shoe shines, toiletries, and luggage.

Air Travel

In the unlikely event that air travel is required it should be economy or coach class for all domestic travel. Business class may be used for international travel with Chicago Transit Authority approval. The Chicago Transit Authority will not reimburse the cost of first class travel, and expects that travel arrangements will be made far enough in advance to take advantage of any available cost effective discounts or special rates. Air travel receipts should be attached to the invoice using the Document Attachment feature in CounselLink. See the instructions for attaching on Appendix B.

Accommodations

In the unlikely event that accommodations are required, the Chicago Transit Authority expects outside counsel to use good judgment when choosing accommodations and will compensate for hotel expenses consistent with the average moderately priced overnight accommodations for the geographical region. The Chicago Transit Authority will not reimburse outside counsel for four or five-star hotel unless approval is received in advance. We will not reimburse for mini-bar expenses, in-room movies or entertainment or laundry. Overnight parking will also be compensated if a rental car is necessary. Hotel expenses should be itemized with the daily rate and the number of days and the receipts should be attached to the invoice using the Document Attachment feature in CounselLink.

Meals

The Chicago Transit Authority will reimburse for meals while outside counsel is traveling on Chicago Transit Authority business. Meals should be consistent with the average moderately priced meals for the geographical region. The Chicago Transit Authority will not reimburse for any meals not associated with travel unless prior approval has been received from The Chicago Transit Authority counsel.

Ground Transportation

The Chicago Transit Authority will not reimburse outside counsel for local travel, including taxis, public transportation, or mileage for use of a personal vehicle. If it is necessary to utilize a rental car The Chicago Transit Authority will reimburse for up to mid-size class. The Chicago Transit Authority will also reimburse for tolls and parking when a rental car is required. The Chicago Transit Authority will not reimburse for limousines or town cars unless it is the most cost effective means of transportation.

Confidentiality

The Company may provide outside counsel with copies of confidential and proprietary information relevant to the work outside counsel is performing on the Chicago Transit Authority's behalf. None of these documents or materials should be used by outside counsel directly or indirectly of any purpose other than in connection with their representation of the Chicago Transit Authority.

Sarbanes-Oxley

The Chicago Transit Authority expects that your firm will act in accord with Section 307 of the Sarbanes-Oxley Act of 2002 and all rules enacted pursuant to the Act. We expect that you have an internal policy or process in place to assure compliance with these provisions. Copies of any reports prepared pursuant to this act should also be sent to the General Counsel and the relevant Chicago Transit Authority contact. All questions concerning any reporting should be directed to the General Counsel of the Chicago Transit Authority.

Records Retention

Upon completion of an assignment for the Chicago Transit Authority, all original records or documents

must be returned to the Chicago Transit Authority. All other documents or other information gathered through the course of the assignment may not be destroyed except with written permission of the Chicago Transit Authority contact. If notified by the Chicago Transit Authority that any information in your firm's possession is subject to a Litigation Hold, all relevant information should be preserved unless otherwise directed by a member of the Chicago Transit Authority legal department.

Media Contact

All inquiries from the media regarding any of the Chicago Transit Authority's legal or business matters will be handled by Chicago Transit Authority personnel. If outside counsel is contacted by the media, inquiries must be directed to the Chicago Transit Authority Director of Communications and Media Relations. You should also notify the Chicago Transit Authority contact responsible for the matter. Outside counsel is not at liberty to speak to the media regarding any Chicago Transit matters without the express approval of the Chicago Transit Authority.

Use of the Chicago Transit Authority Name (including any subsidiaries)

Your firm is not authorized to use the Chicago Transit Authority name or the name of any of its subsidiaries in any firm marketing materials, websites, presentations unless written approval has been received from the Chicago Transit Authority legal department. In addition, discussion of any Chicago Transit Authority legal matters during presentations, round tables or seminars is strictly prohibited.

Corporate Responsibility

The Chicago Transit Authority is committed to pursuing environmental and green initiatives. The Chicago Transit Authority requests that, whenever practicable and reasonable, its law firms and vendors consider the environment before printing documents, use electronic means for the transmission/filing of documentation, and use technology in lieu of travel in making appearances.

EXHIBIT A

INVOICE SUBMISSION

Invoice Submissions

To secure prompt and accurate payments to your firm, invoices in structured data format (LEDES) submitted via the web site www.counsellink.net are preferred. When necessary, we will accept invoices, in other formats, including e-mailing a .PDF or ASCII invoice or mailing a white paper invoice.

Submission of a Structured Data File to CounselLink

- Export the invoice to the LEDES (ASCII) structured data format
- Log into www.counsellink.net using your assigned login and password
- Click on the Upload Invoice link on the law firm home page
- Browse to the saved LEDES invoice, select it and click "Open"
- Complete any other necessary information on the Invoice Submission page and click "Submit File"

Creating an Invoice in CounselLink (U.S. currency only)

- Log into www.counselink.net using the provided login and password
- Click on the Matter Search link on the law firm home page
- Search for the matter on which the invoice is to be submitted
- Select "Create Invoice" from the Action bar dropdown
- Enter information on the "Edit Invoice Screen" if applicable and click on Submit
- Enter fees and expenses from the invoice screen
- Submit invoice

Alternative Forms of Submission

Email: A .PDF file or ASCII format copy of the invoice may be submitted via email to dept165@examen.com. Submit only ONE INVOICE PER .PDF file, although multiple .PDF files may be attached to a single email.

Paper: An original copy of an invoice on white paper. If submitting paper invoices, a separate invoice must be submitted for each matter. When submitting invoices for multiple matters at one time, each invoice must begin on a new sheet of paper and must have a unique numerical identifier. Unique invoice numbers for individual matters may be created by adding a suffix to the invoice number created by your system (e.g., 12345 1, 12345-2, 12345-3, etc.)

Paper invoices should be sent to Chicago Transit Authority c/o Lexis Nexis, Attn: CounselLink Invoices, 1801 Varsity Dr., Raleigh, NC 27606

Invoice Returns

Invoices and the charges they reflect that in all respects conform to this Policy will be promptly processed for payment. Invoices or charges that do not conform to this Policy may be returned to your firm, in whole or in part, for correction. Invoices may also be returned for the following reasons:

- Firm has not acknowledged these guidelines
- Invoice is not in the proper format
- Invoice contains a math error
- Invoice contains block billed charges
- No invoice number
- Duplicate invoice number
- Invoice date is in the future
- Charge date is in the future
- Invoice is an exact duplicate of previous invoice
- Fee charges do not contain a date
- Fee charge does not contain date, timekeeper, units and rate
- Time increments not in tenths of an hour
- Unknown timekeeper
- No approved rate

- Expense charge has no description
- Unknown or incorrect LF Matter ID
- At Client's discretion

Block Billing on Invoices

Invoices should set forth in detail the related professional, the distinct tasks and activities performed by each professional, the time expended in tenths of an hour and fees charged for that work in separate time entries. Additionally, the task description must be sufficiently descriptive in order to identify the facility, location or office involved. Descriptions of blocks, batches of activities or tasks under one charge (i.e., "block-billing") are unacceptable. Invoices that contain any "block" billing entries will be returned.

For example, an invoice containing the following entry will be returned:

| <u>Hours</u> | <u>Description</u> |
|--------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.5 | Reviewed plaintiff's interrogatory responses; prepared letter to opposing counsel regarding settlement options; continue drafting motion for summary judgment. |

An acceptable method to enter the time entry would be:

| <u>Hours</u> | <u>Description</u> |
|--------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.5 | Reviewed plaintiff's interrogatory responses (.3); prepared letter to opposing counsel regarding settlement options (.4); continue drafting motion for summary judgment (.8). |

CounselLink Customer Support

CounselLink technical expertise is available to our outside counsel at no cost.

For technical support, please contact the LexisNexis Customer Care Team at 800-600-2282, option 2, then 1. If outside the United States, please contact +1-916-679-3899.

EXHIBIT B

DOCUMENT ATTACHMENT

Law firms are able to attach case supporting documents such as pleadings, status reports and third-party invoices electronically to either an invoice or a matter. Outside counsel may be requested to upload specific documents to a matter or invoice. Documents will be permanently attached to the invoice or matter unless removed by the individual who attached them. Only the law firm and Client will be able to view the documents. Most document formats are accepted including PDF files.

PLEASE DO NOT USE DOCUMENT ATTACHMENT TO SUBMIT LAW FIRM INVOICES.

Attaching a document to an Invoice (e.g. expense receipts)

- Log in to www.counselink.net
- From the Home page, click on either **Created** or **Scheduled** Invoices (dependent upon the status of your invoice)
- Click on the **CounselLink Invoice Number**

- To add or search for a document , click on the **Documents** link
- To add a document, click on the Add Document link
- Type in the document name as you want it to appear in CounselLink
- Browse your file directory for the document to add by clicking the **Browse** button
- Select the **Category** from the drop down
- Select "**Yes**" from the **Shared** drop down
- Select "**Public**" from the **Access Level** drop down
- Enter a free form description of the document in the **Description** box
- Enter a key word to assist in future searches in the **Key Word** box
- Click on **Save**

Attaching a document to a Matter (e.g. Initial Report, pleadings, summaries)

- Log in to www.counselink.net
- From the Home page, click on **Matter Search**
- Enter the **Matter Search** criteria
- Click on the **Matter ID** or **Matter Title**
- Select **Documents** from the **Action** drop down
- Type in the document name as you want it to appear in CounselLink
- Browse your file directory for the document to add by clicking the **Browse** button
- Select the **Category** from the drop down
- Select "**Yes**" from the **Shared** drop down
- Select "**Public**" from the **Access Level** drop down
- Enter a free form description of the document in the **Description** box
- Enter a key word to assist in future searches in the **Key Word** box
- Click on **Save**