

Board of Directors Policy

Subject: Statement of Functions for Cooperative Attorney(s)			Policy No: 119
Original Issue: 1/15/86	Last Revised: 3/25/20	Last Reviewed: 3/25/20	Page 1 of 3

I. OBJECTIVE

To establish the policy governing the functions fulfilled by legal counsel for La Plata Electric Association, Inc. (Cooperative).

II. POLICY

- A. The Cooperative will need legal services for ongoing business operations as well as for the Cooperative's Board of Directors (Board). These services may be provided by the Staff Attorney(s) or by the Board Attorney(s) or by one or some combination of both.
- B. When used in this Policy, the term "Board Attorney" shall refer to a law firm or an attorney selected or employed by the Board. If a law firm is selected, the term applies whether or not the law firm consists of one or more individual attorneys. The term "Staff Attorney" shall refer to one or more attorneys who are employees of the Cooperative or an external firm that is selected by the CEO.
- C. Any Staff Attorney and any Board Attorney may provide services to either the Cooperative staff or the Board or both.
- D. The term "Cooperative Attorney(s)" shall refer to whatever combination of Staff Attorney and Board Attorney(s) that are employed or under contract at any given time.
- E. Duties and Responsibilities

The Cooperative Attorney(s):

1. Shall provide legal consultation to the Board and/or Cooperative staff in accordance with the terms of this Policy.
2. Shall identify, assess, quantify, highlight, and advise the Board and CEO on all legal risks to the Cooperative.
3. Shall provide continuing legal guidance and counsel in the ordinary and special activities of the Cooperative to ensure maximum protection of the legal rights of the Cooperative and to maintain operations with the limits prescribed by law.

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4. Shall be available at all regular and special meetings of the Board and at the annual membership meeting to review and render opinions on current and potential legal questions that arise at these meetings.
5. Shall be responsible for providing legal services on specific problems when requested and for representing the Cooperative before courts, commissions, and public hearings when such representation is deemed necessary.
6. Shall advise the Election Supervisory Committee and participate in its meetings in accordance with applicable policy.
7. Shall participate in the planning of the annual membership meeting to approve the legality of procedures, notices, dates, and documents to be used in conjunction with the meeting.

F. Reporting Relationship

1. The Cooperative Attorney(s) will report to the Board and/or the Chief Executive Officer (CEO), as determined by the Board.
2. When required, the Staff Attorney shall be subordinate to the Board Attorney's legal opinion, unless otherwise explicitly directed by the Board.

G. Contract

1. The Cooperative Attorney(s) will be selected by the CEO in the case of Staff Attorney and by the Board of Directors in the case of Board Attorney.
2. Any attorney that is an employee of the Cooperative will be hired in accordance with the standard employment practices of the Cooperative, as determined by the CEO.
3. Any attorney that is not an employee of the Cooperative shall enter into a written agreement (Contract) incorporating the terms of this policy. The duties of any attorney that is not an employee of the Cooperative shall be specified in the Contract.
4. Remuneration for any attorney that is not an employee of the Cooperative shall be set forth in the Contract.

LA PLATA ELECTRIC ASSOCIATION, INC.
DURANGO, COLORADO

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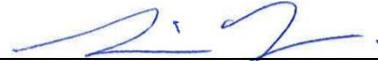
5. Any Contract for an attorney that is not an employee of the Cooperative shall be reviewed by the Board of Directors on an annual basis.

III. RESPONSIBILITY

- A. The President of the Board of Directors is responsible for the administration of this policy.
- B. The CEO shall stay informed on all legal matters of the Cooperative in order that appropriate items may be included on the written agenda for regular or special Board meetings and annual membership meetings, and to refer such matters to the Cooperative Attorney(s) for legal advice and action if necessary.

3/25/2020

Date



Secretary