

LA PLATA ELECTRIC ASSOCIATION, INC.  
DURANGO, COLORADO

**Board of Directors Policy**

Subject: <b>Statement of Functions for Cooperative Attorney</b>			Policy No: <b>119</b>
Original Issue: 1/15/86	Last Revised: 10/19/16	Last Reviewed: 10/19/16	Page 1 of 4

I. OBJECTIVE

- A. To provide legal consultation at meetings of the Board of Directors of La Plata Electric Association, Inc. (Cooperative) and its membership.
- B. To provide continuing legal guidance and counsel in the ordinary and special activities of the Cooperative to insure maximum protection of the legal rights of the Cooperative and to maintain operations with the limits prescribed by law.

II. POLICY

A. Duties and Responsibilities

The Cooperative Attorney:

- 1. Must be available at all regular and special meetings of the Board of Directors and at the annual membership meeting to review and render opinions on current and potential legal difficulties that arise at these meetings; and
- 2. Will 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.

B. Reporting Relationship

- 1. The Cooperative Attorney will report to the Board of Directors and/or the Chief Executive Officer (CEO), as appropriate.
- 2. In all areas concerned specifically with operating management, the Attorney will recognize a reporting relationship directly to the CEO. The CEO will keep the Cooperative Attorney advised of all areas related to the Cooperative even if other legal counsel is involved.

C. Contract

- 1. The Cooperative Attorney will be selected by the Board of Directors.

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2. The Cooperative and the Cooperative Attorney shall enter into a written agreement (Contract) incorporating the terms of this policy whereby the Corporate Attorney shall advise the Board of Directors and employed management as to all legal matters of corporate procedure and matters pertaining to legal rights, duties, and obligations of the Cooperative to the public, its consumers and its members at all regular and special meetings of the Board of Directors and at the annual membership meeting. The Cooperative Attorney shall be responsible for:
  - a) Providing legal advice to the Board and employed management on applicable provisions of statutory law, and the law as interpreted and applied by the courts;
  - b) Assisting the Board of Directors and employed management with the interpretation of the Articles of Incorporation and the Bylaws; the calling and holding of special and regular meetings of the Board of Directors and its members; and the amendment of the Articles of Incorporation and the Bylaws. Specifically, the Cooperative Attorney will:
    - (1) Attend all regular and special meetings of the Board of Directors where the Cooperative Attorney will review, and render opinions on, current and potential legal difficulties that may be inherent in present or proposed Bylaws, policies and actions;
    - (2) 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;
  - c) As requested by the CEO, reviewing proposed and recurring Cooperative contractual relationships, and reports and statements required by regulatory bodies;
  - d) Remaining reasonably familiar with legal matters pertaining to the Cooperative, except for matters where other legal counsel is being utilized;
  - e) Reviewing the title of all real estate purchased by the Cooperative and the documents involved in the granting and security of easements, when necessary;

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- f) Reviewing the procedures necessary for the borrowing of money by the Cooperative to determine that all actions and documents are legally correct;
  - g) Undertaking such other special matters as are requested by the Board or the CEO; and
  - h) Representing the Cooperative in actions before commissions and courts in the states of Colorado and New Mexico for defense of the Cooperative of such matters as establishment of rates, rules, regulations, etc., against claims filed by government agencies, other agencies, or individuals, in the prosecution of the Cooperative's claims against others, and in any other actions arising between the Cooperative and any consumer, supplier, or agent of the Cooperative or any outside party.
- 3. The Cooperative Attorney will represent the Cooperative in most matters except areas where the Cooperative utilizes specialized services of other legal counsel and matters in which the Cooperative Attorney has an un-waivable conflict of interest.
  - 4. The Board of Directors and the Corporate Attorney shall determine payment to the Corporate Attorney for services rendered including but not limited to, hourly rates, expenses and other remuneration. The remuneration shall be set forth in the Contract.
  - 5. The Contract shall be reviewed by the Board of Directors on an annual basis and the terms of the Contract shall be no more than one year.

### III. RESPONSIBILITY

- A. The President of the Board of Directors is responsible for the administration of this policy.

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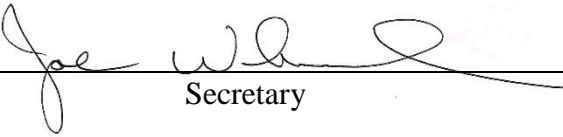
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- B. The CEO shall stay informed on all matters involving the legal entity or other matters having legal implications in order that appropriate items may be included on the written agenda for regular or special Board meetings and annual membership meetings, and to refer such matters to the Attorney for legal advice and action if necessary.

10/19/2016

Date

  
Secretary