

Subject:	Selection of Attorney, Duties, and Compensation		
Policy No.:	A-6		
Original Issue Date:	Review Requirement:	Date of Last Review:	Date Last Revised:
January 1, 2003	1 year	December 14, 2023	December 14, 2023
Previous Revisions:	12/19/2007, 12/12/2013, 09/19/2019, 11/11/2021		

I. OBJECTIVE

To establish general guidelines covering the Cooperative's relationship with its Attorney.

II. POLICY

A. Selection and Retention of Attorney as Cooperative Attorney

1. The executive committee in consultation with the General Manager will be responsible for recommending to the Board of Directors the Attorney to be retained by the Cooperative as Cooperative Attorney.
2. The Attorney will serve at the pleasure of the Board. When the General Manager believes it to be appropriate, he/she will recommend to the Board that the services of the Attorney be altered or terminated.
3. A written Agreement providing for the terms and conditions of the Attorney's services to MPEI will be developed and signed by MPEI and the Attorney; said agreement shall be reviewed prior to the beginning of each calendar year.

B. Special Counsel

1. Upon the recommendation of the Cooperative Attorney or the General Manager, the Board of Directors may retain special legal counsel to perform specialized legal service for the Cooperative.

C. Attorney's Duties, Responsibilities, and Compensation

1. The Attorney will serve as the Cooperative Attorney and chief legal advisor. His/her duties and responsibilities will encompass all legal matters related to the business and affairs of the Cooperative and subsidiaries unless such matter has been referred to special counsel and/or the attorney is conflicted.
2. The Attorney represents the Cooperative as an independent legal entity (MPEI) and owes professional allegiance to that entity. The Attorney will deal with the Cooperative through its duly authorized constituents in the following manner.
 - a) The Board of Directors will have the ultimate decision-making authority for all legal matters.

A-6 Selection of Attorney, Duties, and Compensation Director Policies & Procedures

- b) In the ordinary course of affairs, however, the Attorney will deal with, and shall provide advice and legal representation to the entity through the General Manager and such other employees as may be designated by the General Manager from time to time, with such relationship being subject to review and modification by the Board.
 - c) The Attorney will not perform legal services or render legal advice at the request of a Board member, Cooperative member, or group of Cooperative members unless authorized to do so by the General Manager or Board of Directors.
 - d) The Attorney will advise the Board and the General Manager if he/she believes there is a possibility of conflict between the Cooperative and any of its constituents such as Officers, Director, Employees, or Members.
- 3. With due regard to the fact that he/she has other professional commitments, the Attorney, to the extent practicable, should give the Cooperative priority in his/her work schedule and be available for routine telephone and office consultation with the General Manager and other employees designated by the General Manager concerning matters of legal interest to the Cooperative.
 - 4. Unless requested to do otherwise, the Attorney will refrain from expressing opinions related to management or policy matters except in the cases where potential legal problems may be involved.
 - 5. The Attorney is encouraged to attend all regular and special meetings of the Board of Directors, and the Annual Meeting of Members, unless requested not to attend by the Cooperative's President, for which attendance he/she will be compensated at the rate agreed upon by the Attorney and the Board of Directors for his/her regular legal service, together with the reasonable costs of attendance at such functions including transportation costs as hereinafter specified.

The Attorney will, whenever possible, attend any and all other meetings and functions, as directed by the Board of Directors from time-to-time, and perform such legal services as requested by the Cooperative for which the Attorney will be compensated at the rate agreed upon by the Attorney and the Board of Directors, for his/her regular legal services, and for the reimbursement of reasonable costs, together with transportation costs and mileage as hereinafter specified.

- 6. The Attorney is encouraged to participate in and attend meetings sponsored by the Colorado Rural Electric Attorneys and Legal Seminars given annually

A-6 Selection of Attorney, Duties, and Compensation Director Policies & Procedures

by the National Rural Electric Cooperative Association, and when specifically authorized by the Board to attend other meetings the Board deems important and necessary, for which attendance he/she will be compensated at the rate agreed upon by the Attorney and the Board of Directors, together with reimbursement of reasonable costs of attendance, including transportation costs and mileage.

7. Where such function is within the State of Colorado, or at a location where transportation to such location air travel is impractical and the Attorney furnishes the vehicle used in reaching such location, the said Attorney will be paid the Internal Revenue Service standard rate for business miles as reimbursement for each mile traveled to and from such location. Such mileage will also be paid to the Attorney from the Attorney's residence to and from the airport if air travel is used.

In the event air travel is utilized, the Attorney will be reimbursed for the actual costs incurred in purchasing such transportation, together with mileage reimbursement to and from the airport as above stated.

The normal method of travel to and from locations outside the State of Colorado, except as stated above, will be by commercial, coach air service.

8. Attorney business travel insurance will be carried by and paid for by the Cooperative.
9. Fines and penalties incurred by the Attorney for the violation of laws and/or ordinances in traveling on Cooperative business will not be paid for by the Cooperative, either directly or indirectly.

III. RESPONSIBILITY

The Board President and the General Manager will be responsible for the administration and compliance of this policy.

Liz McIntyre