

REPRESENTATION BY LEGAL COUNSEL

I. OBJECTIVE

To ensure the effective use of legal counsel for GVEA.

II. POLICY

A. Board Legal Counsel

1. GVEA will retain outside legal counsel or employ as general counsel an attorney to provide legal services to GVEA's Board of Directors, when requested by the board. Legal services may include, but are not limited to:
  - I. acting in the role of legal counsel whose duty is to advise GVEA's board on corporate governance issues;
  - II. preparing for and attending board and board committee meetings and Executive Management meetings, when requested;
  - III. Providing such other legal services to the board as may be periodically requested including, but not limited to, drafting/reviewing the CEO employment contract, reviewing and making recommended revisions to GVEA policies and bylaws, and overseeing board elections.
2. The board will decide when to retain or employ legal counsel hired by the board and, if applicable, annually evaluate counsel's performance. If requested by the board and in consultation with the board, the President & CEO will direct the board's legal counsel. The board may discharge legal counsel hired by the board, and terminate any engagement agreement, at any time and for any reason by providing written notice.

B. GVEA Legal Counsel

1. Independent of the board's authority to retain legal counsel to represent the board's interest, the President & CEO, and Executive Management (with the approval of the President & CEO), has authority to retain legal counsel to provide legal services in connection with GVEA's operational activities. Such legal services shall include, but are not limited to, drafting, reviewing and negotiating contracts, and assisting with employee, regulatory, environmental and other business-related matters. The President & CEO will keep the board reasonably informed regarding legal matters.

C. General Provision Regarding Legal Representation

1. If the board elects to hire a General Counsel as a full time GVEA employee, that individual must be a member in good standing of the Alaska Bar Association, shall act on GVEA's behalf and in GVEA's best interest and shall be subject to the direction of GVEA's board and/or President & CEO if authority is delegated. General Legal Counsel will keep the board and the President & CEO reasonably informed regarding all legal matters. For substantial decisions regarding any legal matter to be made by GVEA, General Counsel will explain the matter to the board and the President & CEO in sufficient detail to ensure that GVEA makes an informed decision on the matter at issue.
2. GVEA shall encourage the General Counsel to:
  - I. attend legal programs sponsored by, and to subscribe to legal publications published by, the National Rural Electric Cooperative Association and Alaska Power Association; and
  - II. be a member of, and attend programs sponsored by the Alaska Bar Association, the Electric Cooperative Bar Association and any association of attorneys representing utility interests located within the state. The fees and expenses related to attending these legal programs, subscribing to these legal publications, or being a member of these associations shall be paid by GVEA.
3. When representing GVEA, regardless of whether as General Counsel or as outside legal counsel, all legal counsel will comply with conflict of interest requirements prescribed in GVEA policies and with applicable local, state and federal laws and rules of professional conduct. Legal counsel may also provide legal services to an entity in which GVEA owns an interest (Affiliated Entity) if requested by the board and in compliance with conflict of interest requirements.

III. RESPONSIBILITY

- A. The board and the President & CEO are responsible for compliance with this policy.
- B. The board is responsible for communicating with legal counsel hired by the board unless authorization is delegated to the President & CEO.
- C. The President & CEO is responsible for communicating with legal counsel retained by the President & CEO and Executive Management and, if applicable, General Counsel regarding legal services being rendered on behalf of GVEA.

ADOPTED: January 23, 2006

AMENDED: April 26, 2022