

LEGAL REPRESENTATION BY GENERAL COUNSEL

I. OBJECTIVE

To ensure the effective use of competent general legal counsel for GVEA.

II. POLICY

- A. GVEA will retain or employ an attorney to continually provide general legal services to GVEA. General legal services include, but are not limited to:
1. acting in the role of general counsel whose duty to GVEA is to promote and contribute to corporate governance as an advisor to the Board and Executive Management;
  2. attending Executive Management meetings;
  3. preparing for and attending all meetings of the Board and its committees, if invited;
  4. drafting and reviewing contracts;
  5. representing GVEA in legal and administrative proceedings and providing legal services regarding general business and GVEA issues.
- B. The attorney retained or employed to serve as General Counsel will provide competent legal representation to GVEA, and will have or acquire the appropriate knowledge, skills, time, and qualifications necessary to provide competent legal representation. General Counsel will comply with conflict of interest requirements prescribed in applicable local, state, and federal law and rules of professional conduct and the policies of GVEA for both directors and employees. General Counsel may provide legal services to an entity in which GVEA owns an interest (Affiliated Entity) only if General Counsel complies with conflict of interest requirements.
- C. The Board will make decisions regarding retaining, employing, and discharging the General Counsel and will annually evaluate the performance of the General Counsel. By providing written notice to General Counsel, the Board may discharge General Counsel, and terminate any attorney engagement agreement, at any time for any reason.

- D. The General Counsel will, in consultation with the President & CEO, and appropriate Executive Management, direct all legal work with outside attorneys. General Counsel will review outside attorneys' monthly billing statements. As part of providing legal services to GVEA, and with the President & CEO's prior consent, General Counsel may retain the services of another attorney as reasonably necessary or helpful in providing legal services to GVEA.
- E. The President & CEO and General Counsel will keep the Board reasonably informed regarding all legal matters. In consultation with the Board or as directed by the Board, the President & CEO will direct General Counsel. In providing legal services to GVEA, and subject to the Board or President & CEO's direction, General Counsel may act on GVEA's behalf in any manner reasonably believed to be in GVEA's best interest.
- F. General Counsel will keep the Board and the President & CEO reasonably informed regarding matters for which General Counsel is providing legal services to GVEA. For decisions regarding a matter to be made by GVEA, General Counsel will explain the matter to the Board and the President & CEO to the extent reasonably necessary to permit GVEA to make an informed decision.
- G. GVEA shall encourage the General Counsel to:
  - 1. attend legal programs sponsored by, and to subscribe to legal publications published by, the National Rural Electric Cooperative Association and Alaska Power Association; and
  - 2. be a member of, and attend programs sponsored by the Alaska Bar Association, the Electric Cooperative Bar Association and any association of attorneys representing associations located within the state. The payment of any fees and expenses related to attending these legal programs, subscribing to these legal publications, or being a member of these associations must be approved by the President & CEO.

### III. RESPONSIBILITY

- A. The Board is responsible for compliance with this policy.
- B. The President & CEO is responsible for communicating with General Counsel regarding General Counsel's provision of legal services to GVEA.

ADOPTED: January 23, 2006

AMENDED: July 24, 2017