

Beartooth Electric Cooperative, Inc.

TRUSTEE POLICY NO. 206

1. SUBJECT: CORPORATE ATTORNEY

2. OBJECTIVE:

- 2.1. To recognize the basis for continuing legal guidance and counsel in the ordinary and special activities of Beartooth Electric Cooperative, Inc. (BEC) and to ensure maximum protection, within the limits of the law, of the legal rights of BEC and its Board of Trustees, management team and employees.
- 2.2. To establish criteria and negotiate attorney compensation

3. POLICY:

- 3.1. The Board is responsible for designating a corporate attorney, either an individual or law firm, to provide legal counsel.
- 3.2. The Board and attorney will negotiate an Agreement defining the attorney's responsibilities and compensation.
- 3.3. The following is a non-exclusive list of the duties and responsibilities of the corporate attorney, which the Board deems significant:
 - 3.3.1. BEC attorney shall advise the Board of directors and management regarding legal matters of corporate procedure and matters pertaining to legal rights, duties and obligations of BEC. Included is the responsibility for providing legal advice to the Board and management on applicable provisions of statutory law and the law as interpreted and applied by the courts.
 - 3.3.2. The attorney will assist the Board and management with the interpretation and any needed amendment of the Articles of Incorporation and the Bylaws.
 - 3.3.3. The attorney will attend regular and special meetings of the Board as requested by the president, General Manager or legal liason, and must attend the annual meeting of the membership, where he/she will render opinions on any legal issues that may arise during the meeting and act as the parliamentarian for the meeting. He/she will conduct the election of Board officers following the annual meeting.
 - 3.3.4. At the request of the Board, the attorney will review recurring contractual relationships to render advice on any changes in the wording of the documents that could result in future legal problems and provide legal advice on reports and statements required by regulatory bodies.

3.3.5. The General Manager may ask BEC attorney to review:

3.3.5.1. The title of all real estate purchased by BEC and the documents involved in the granting of easements.

3.3.5.2. The procedures necessary for borrowing money by BEC to determine that all actions and documents are legally correct.

3.3.5.3. Other matters appropriately within the discretion of the General Manager.

3.4. In addition to the corporate attorney, the Board reserves the right to retain an attorney to provide legal services for specific, ad hoc projects on such terms and conditions as the Board determines.

4. RELATIONSHIPS:

4.1. Provide advice to the General Manager on the legal aspects of operations and management.

4.2. Provide advice and assistance to the Board of directors during the regular and special meetings when issues and actions have possible legal implications.

4.3. The Board may appoint a legal liaison from one of the Board members.

4.4. Communication with BEC's attorneys will be through legal liaison, committee chairs, Board officers or General Manager.

5. RESPONSIBILITY:

5.1. The Board President shall ensure that the provisions of this policy are followed.

Adopted: 11/25/2014
Revised: 01/31/2017
Reference: LV206, BEC II-A-5
Review Date: January 2019

Attest: /s/ David Peterson
Board President

Attest: /s/ Julie Lindgren
Secretary/Treasurer