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## POLICY

SUBJECT: Attorney

POLICY: It is recognized that it is highly important for the Cooperative to have competent legal counsel (“Cooperative Attorney”) to advise both the Board and Management. It is the responsibility of the Board to retain an appropriate attorney to advise the Board and to be available to management for consultation as may be needed from time-to-time for the responsible operation of the Cooperative.

The Cooperative Attorney’s ultimate responsibility is to the members of the Cooperative. If the Cooperative Attorney identifies activities of an individual officer, individual director or the full board, which do not comply with applicable laws and regulations, the Cooperative’s articles of incorporation, the Cooperative’s bylaws, or the Cooperative’s policies (including the Cooperative’s Conflict of Interest Policy), then the Cooperative Attorney shall bring such activities to the attention of the Board of Directors. If the Board of Directors does not apply its best efforts to remedy the situation in a timely manner, then the Cooperative Attorney shall report the activity to an appropriate authority.

PROCEDURE: It is the responsibility of the Board of the Directors to ensure competent legal counsel is retained to serve the Cooperative’s legal needs. The selection of the Cooperative Attorney, and appropriate compensation, shall be made by the Board of Directors in consultation with the General Manager.

RESPONSIBILITY: Board of Directors

### DELAWARE COUNTY ELECTRIC COOPERATIVE, INC.

Approved by Board of Directors	Mar 18, 1959
Reviewed by Board of Directors	Jul 21, 1971
Reviewed by Board of Directors	Sept 26, 1989
Reviewed by Board of Directors	Jun 27, 1995
Revised by Board of Directors	Apr 26, 2011
Revised by Board of Directors	Aug 26, 2014
Reviewed by Board of Directors	Aug 24, 2016
Revised by Board of Directors	Apr 24, 2018