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**CODE OF CONDUCT
OF THE
ENERGY BAR ASSOCIATION
CHARITABLE FOUNDATION OF THE ENERGY BAR ASSOCIATION
FOUNDATION OF THE ENERGY LAW JOURNAL**

1. **Introduction.** The Energy Bar Association (“EBA”), the Charitable Foundation of the Energy Bar Association (“CFEBA”), and the Foundation of the Energy Law Journal (“FELJ”)(referred to jointly as the “Associations”) have a strong commitment to promoting honest and ethical conduct by all of the Associations’ directors and officers, and by the EBA staff. To implement this commitment, the Associations have developed this Code of Conduct (the “Code”), which is designed to deter wrongdoing and to promote honest and ethical conduct, including the avoidance and ethical handling of actual or apparent conflicts of interests. However, the Code is not intended to establish any contractual rights running from the Associations to their directors, officers, staff or any third party. In addition, in the case of EBA staff, this Code is not intended to and does not replace the provisions of the EBA Employee Handbook. All concerns of EBA staff regarding general employment issues, including equal employment opportunities and related issues, should be handled pursuant to the provisions of the Employee Handbook. The Associations reserve the right to change the provisions of this Code at any time.

2. **Honest and Fair Dealing.** The Associations’ respective directors and officers, and the EBA staff, must endeavor to deal honestly, ethically and fairly with the Associations’ members, each other and third parties. In the course of carrying out his or her duties, no director, officer of the Associations or EBA staff member should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or other unfair practices.

3. **Conflict of Interest.** Directors and officers of the Associations, and EBA staff, must avoid any interest that conflicts or appears to conflict with the interests of the Associations or that could reasonably be determined to harm the Associations’ respective reputations. A conflict of interest exists if actions by a director or officer of one of the Associations, or actions by an EBA staff member, are or could reasonably appear to be influenced directly or indirectly by business or personal interests, business or personal affiliations or actual or potential benefit or gain to the individual, his or her family or his or her firm, company or organization. Notwithstanding the foregoing sentence, receipt of benefits or gains that are distributed or offered by one or more of the Associations in a non-discriminatory and transparent manner to a class of persons, firms, companies or organizations shall not be deemed to create a conflict (provided the class is itself defined in a non-discriminatory manner.) Similarly, a person that serves as an officer or director of more than one of the Associations shall not be deemed to have a conflict with respect to the business of any of the Associations and shall not be

barred from voting as a member of one board to provide benefits to another of the Associations.

Any director or officer of the Associations, or EBA staff member, who may be involved in an issue or transaction in which he or she has an actual or apparent conflict of interest shall promptly disclose such conflict, and shall not participate in or be present at that portion of a meeting of the relevant Association Board or any committee of the Board at which the issue or transaction is considered. The interested individual may, however, answer questions regarding the issue or transaction. The minutes of the relevant meeting shall reflect: the names of all persons making such a disclosure; the fact that the interested director, officer or EBA employee left the room and did not participate in the discussion and did not vote on the issue or transaction; the names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of these discussions, including any alternatives to the proposed transaction or arrangement; and a record of the vote.

Any director or officer of the Associations, or EBA staff member, who has a question as to whether a particular set of facts or situation gives rise to a potential conflict of interest must seek clarification from the President of the relevant Association, the President of the EBA or the Executive Director, as may be most appropriate under the circumstances. Examples of potential conflicts of interest that should be disclosed would include (but are not limited to): familial relationships between an employee, director or officer and an employee of a vendor to one of the Associations; or financial interests held by an employee, director or officer in a vendor to one of the Associations.

At the commencement of a director's or officer's term or at the date of first employment of an EBA staff member, and every 12 months thereafter, all such individuals are required to prepare a Disclosure Statement in which they disclose any actual or potential conflicts of interest. Completed disclosure statements of directors shall be reviewed by the President of the relevant Association(s). Disclosure statements of the Presidents of the CFEBA and the FELJ, and of all EBA employees, shall be reviewed by the EBA President. The disclosure statement of the EBA President shall be reviewed by the EBA's President-Elect.

For purposes of the application of this provision of the Code, the following terms have the meaning set out below:

"Financial Interest": A director or officer of one of the Associations or an EBA employee has, directly or indirectly, through business, investment or family, any of the following:

- (a) An ownership or investment interest in any entity with which the relevant Association has a specific individual transaction or arrangement;

- (b) A compensation arrangement with any entity or individual with which the relevant Association has a specific individual transaction or arrangement; or
- (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the relevant Association is negotiating a specific individual transaction or arrangement.

“Familial Relationship”: A relationship with an ancestor, spouse, sibling, child, grandchild, great-grandchild, or spouse of a sibling, child, grandchild or great-grandchild.

4. **Association Opportunities and Proper Use of Association**

Assets. Directors and officers of the Associations and EBA staff owe a duty to advance the legitimate interests of the Associations when the opportunities to do so arise. They may not take for themselves personally opportunities that are discovered through the use of the Associations’ property, information or position and which could accrue to the benefit of the Association. They must also exercise reasonable care to protect the Associations’ assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Associations’ viability.

Directors and officers of the Associations, and EBA employees, acknowledge that the EBA is a professional association that is tax-exempt under Section 501(c)(6) of the Internal Revenue Code (“IRC”), while the CFEBA and FELJ are charitable organizations that are tax-exempt under Section 501(c)(3) of the IRC. In order for the Associations to maintain their respective tax-exempt statuses, they must continuously engage primarily in activities which accomplish one or more of their tax-exempt purposes.

5. **Entertainment, Gifts and Payments.** The Associations will procure and provide goods and services based on cost, expected quality of service, and qualifications or credentials of entities or persons providing services. Decisions by the Associations relating to the procurement and provision of goods and services should always be free from even a perception that the relevant Association sought, received, or gave favorable treatment to an individual or a specific firm, company or organization as the result of the furnishing or receiving of gifts, favors, hospitality, entertainment or other similar gratuity. Directors and officers of the Associations, and EBA staff, shall not give or receive anything of value to induce such decisions. The provision or receipt of reasonable gifts or entertainment motivated by commonly accepted business courtesies is permissible, except in circumstances where such gifts or entertainment would reasonably be expected to instill favoritism or a sense of obligation towards the giver. Directors and officers of the Associations, and EBA staff, must disclose entertainment, gifts and payments from any single consultant or vendor that does business with any of the Associations with an aggregate fair market value equal to or in excess of \$250 in a single year.

6. **Confidentiality.** Directors and officers of the Associations, and EBA staff, may from time to time have access to proprietary and confidential information concerning the Associations' business affairs, members and suppliers. They are required to keep such information confidential during their service as well as thereafter, and not to use, disclose, or communicate that confidential information other than as required in the course of the Associations' business.

7. **Integrity of Records.** Accuracy, reliability and timeliness in the preparation of all financial and business records are of critical importance to the Associations' decision-making processes and to the proper discharge of the Associations' financial and legal obligations. All directors and officers of the Association, and EBA staff, shall carry out their duties as necessary to produce such records.

8. **Whistleblower Policy.** It is the policy of the Associations that any officer, director or EBA staff member may submit a good-faith concern or complaint regarding an accounting, auditing, legal or ethical matter concerning the Associations without fear of dismissal or retaliation of any kind. Officers and directors of the Associations, and EBA staff members, who observe or become aware of a situation they believe to be a violation of the Code, including a conflict of interest, a legal or ethical concern or an irregularity in accounting or auditing matters, have an obligation to report the matter. As a general rule, employees of the EBA should report any concerns or possible violations to the EBA Executive Director. However, employee concerns that cannot be reported to the EBA Executive Director should be reported directly to the President of the relevant Association. A director or officer of the Associations should report possible violations to the President of the relevant Association, the President of the EBA, or the EBA Executive Director, as may be most appropriate under the circumstances.

If an officer or director of one of the Associations, or an EBA staff member, reporting a violation wishes to remain anonymous, all reasonable steps will be taken to keep that individual's identity confidential. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review.

All reports will be taken seriously. In appropriate circumstances, reports may be investigated by the relevant Association's President, the Executive Director, and if necessary, outside counsel and consultants. Prompt and appropriate corrective action will be taken when and as warranted in the judgment of those investigating the matter. Violations of the Code may result in disciplinary action commensurate with the severity of and damages resulting from such violations, up to and including dismissal from employment, removal from the board of the relevant Association, and possible referral to the appropriate authorities.

The Executive Director will maintain a log of all reports (setting forth the basis of the concern and the resolution) and will report to the boards of the relevant Association as appropriate from time to time.

9. **Acknowledgement and Certification.** The Code will be available in printed form and on the EBA website. Directors and officers of the Associations and EBA staff must certify in their disclosure forms that they have read and understand the Code. Changes to the Code will be posted on the EBA website and will be distributed to all directors and officers of the Associations and EBA staff.

**As approved by the EBA Board on June 10, 2009,
the CFEBA Board on June 2, 2009, and
the FELJ Board on June 26, 2009**

**CONFLICT OF INTEREST STATEMENT AND DISCLOSURE FORM
FOR USE BY EBA/CFEBA/FELJ BOARDS OF DIRECTORS**

- Energy Bar Association (“EBA”) Board of Directors
- Charitable Foundation of the Energy Bar Association (“CFEBA”) Board of Directors
- and/or the Foundation of The Energy Law Journal (“FELJ”) (together, “the Associations”) (as applicable):

I hereby certify that I have read the Code of Conduct (“Code”) of the Associations and agree to abide by that Code of Conduct. I declare that I have no interests, and no member of my family has any interests, that would cause an actual or apparent conflict of interest with the interests of the Association(s) upon whose board(s) I serve, except as I have noted below. All information that might be deemed relevant to any actual or apparent conflict of interest is listed below. I undertake to give the President or the Chair of the Board(s) of Directors upon which I serve immediate written notice should any actual or perceived conflict of interests later arise.

Describe below any activities, positions held or financial interests that could give rise to potential conflicts of interests with the Association(s) upon whose Board(s) you serve. If no known conflicts exist, indicate “NONE”:

List all entertainment, gifts and payments received from any consultant or vendor that does business with the Association(s) upon whose Board(s) you serve that have an aggregate fair market value equal to or in excess of \$250 in the prior 12 months. If none, indicate “NONE”:

I represent that the foregoing information is correct and complete.

Signed: _____ Print Name: _____

Employer: _____ Title: _____

Dated: _____

RETURN THIS FORM TO THE EBA OFFICE

As approved by the EBA Board on June 10, 2009,
the CFEBA Board on June 2, 2009, and
the FELJ Board on June 26, 2009

MEMORANDUM

To: Committee Chairs and Vice-Chairs, Chapter Leaders
From: EBA Office and EBA Board
Date: February 22, 2013, as revised August 8, 2013, updated 1.1.16
Re: Event Pricing For Committee and Chapter Events

Revised Pricing Structure

The EBA Board has adopted the following minimum fee structure for future EBA events organized at both the national and chapter levels. The proposed fee structures do not apply to either National or Chapter annual meetings. Those excluded events shall continue to be priced individually with prior approval from the EBA Board. Also, lower fees can be proposed for current students and government employees, as appropriate to the event.

Event Type	Member Fee	Non-Member Fee
In Person/Conference Call Event	\$35	\$65
Webinar	\$75	\$110
Networking Only events	\$15	\$15
Miscellaneous Events	15% above cost- price accordingly	15% above cost- price accordingly

The effective date for this pricing structure is May 1, 2013 for the rates stated above. The new rates would apply to events that have not been marketed as of the effective date, including events which are supported through sponsorship(s).

Discussion

The following bullet points highlight the reasoning behind the revised pricing structure:

- The Board has maintained the \$25.00 price for member attendance because low cost events are a significant benefit of membership in EBA and this pricing model was sufficient to cover the EBA's overhead costs.
- After reviewing non-member attendance trends, the Board has reduced the price for non-member attendance from \$80.00 to \$60.00. The intent behind this change is to encourage non-member attendance and hopefully boost membership of the organization. We strongly believe that EBA events are a strong selling point for the organization and wanted to ensure that such events were more accessible to non-members.

- Conference call only events and attend in person events require the same amount of staff time to market, register participants and set up for the event. Thus, the Board determined that the same rate should apply for all of these events. This also makes it easier for the EBA staff and event coordinators to know the cost structure and administer the back office functions for events.
- The EBA Strategic Plan identified “alternative education” as a goal for EBA. This includes recording and selling programs to those unable to participate live. Therefore, based on several estimates the EBA staff received for conducting and recording webinars, the average cost per person, with a CLE component offering is \$50.00 per person. The \$50.00 is EBA’s out of pocket cost to the webinar provider. Thus the Board determined that adding a \$50.00 charge to the \$25/\$60 structure described above was sufficient to cover EBA costs and provide value to members and non-members.
- In an effort to promote social events and allow for networking, the Board determined that a \$15 flat fee should be charged for events that are strictly social, such as a cocktail reception and happy hours. This pricing structure assumes EBA would not incur any incremental expenses from this type of event (which is usually the case). During these events, attendees pay for their own drinks or the entire event is sponsored. The cost of these events is the same for members and non-members as we think this will be a good opportunity to promote EBA to non-members.
- The Board also reviewed events that had a different structure, usually an education portion and a social portion. A good example of this type of event is the Enforcers and Defenders Forum, where there is a panel on various enforcement issues followed by a cocktail reception. These events vary dramatically in cost and structure and thus we thought setting a target for revenues in excess of costs was more appropriate for these events. Therefore, a pricing structure where the committee or chapter putting on such an event would develop a budget and price the event such that revenues are expected to be 15 percent above the cost of the event has been put in place. Included in the cost of the event would be an estimate of EBA staff time and resources.
- To encourage a variety of events, the Board would like to recommend renaming the programs so they do not only imply one-size-fits-all, “bring your own lunch” meetings. For example, we could start calling “brown bag” events EBA Energizers in order to promote flexibility in designing such events.

EBA Advertising and Sponsorship Guidelines

Approved October 2013

In 2012, EBA began accepting advertising from non-attorney professionals on its website and sponsorships from non-attorney professionals for its two major meetings. Historically, EBA had allowed law firms¹ to sponsor EBA brown bag meetings, web seminars, and Chapter meetings. Historically, EBA had not permitted law firm advertising on its website or sponsorship of its two major meetings.

EBA first changed its policy on website advertising to permit law firm advertising on the website. That was done on a permanent basis.

EBA's Executive Director next recommended that EBA offer sponsorship opportunities to law firms for EBA's two annual meetings. The EBA Board agreed to allow law firm sponsorship opportunities on a provisional basis as follows:

1-Year Trial Period allowing law firm sponsorships comparable to the current approach to non-attorney sponsorships, with some sponsorship options at no greater than \$500

During the October 2013 Board Meeting, the EBA Board authorized a trial period, from November 2013-November 2014, where law firm sponsorship of the two major national meetings is permitted. Sponsorship opportunities are tied to specific non-content portions of the national meeting. For example, a law firm could sponsor the coffee break or wifi availability. The Executive Director and Program Committee are charged with identifying the sponsorship opportunities and the appropriate cost levels as part of the planning of the applicable program.

This trial period runs through and includes the two national meetings to be held in 2014. Two central requirements for **any** corporate sponsorship (both law firm and the continued non-attorney sponsorship) of the national meetings during the trial period are:

1. No sponsorship of meeting content, particular panels, or the entire meeting generally will be permitted.
2. The sponsorship opportunities will include opportunities to sponsor at the \$500 level, to ensure that sponsorship is available to sponsors of all sizes and resources.

After the financial results from the 2014 Mid-Year Meeting are made available to the EBA Board, the EBA President must establish a task force to review the financial results during the trial period, review any negative feedback received from the EBA membership, and assess whether the EBA sponsorship approach may have had an impact on the level of FELJ and CFEBA sponsorship activity during the trial period. Taking into consideration these factors, and any other relevant considerations, the EBA President, in consultation with the task force, will provide a recommendation to the EBA Board regarding whether EBA should continue to solicit law firm sponsorships for national meetings on a permanent basis starting in 2015.

¹ All references to law firms for these purposes also refers to other legal organizations.

Application for EBA Joint Sponsorship

The Energy Bar Association is pleased to have the opportunity to consider sponsoring a program with your organization.

The mission of EBA is to promote the professional excellence and ethical integrity of its members in the practice, administration, and development of energy laws, regulations and policies by providing:

- superior educational programming,
- networking opportunities, and
- information resources.

Please complete the information below and submit to Lisa Levine, EBA Executive Director at levine@eba-net.org and the Joint Enterprise Committee will consider your request.

Event Information

1. Principal Event Organizer and/or Other Involved Organizers:

(company, address, contact person, telephone, email)

2. Type of Organization:

(e.g., non-profit, consulting firm, professional conference organizer, university, etc.)

3. Name of Event:

4. Dates and Times:

(Please check the EBA online calendar as EBA ordinarily does not sponsor an event that conflicts with, or is within 30 days of its annual or mid-year national meeting, other similar EBA event, or another event for which it is a sponsor. <http://www.eba-net.org/calendar.php>)

5. Location:

6. Target Participants:

7. Description of Event:
(5-6 sentences or provide event brochure/agenda)

8. Benefits of Participation for EBA Members:
(See EBA Mission Statement above)

9. Registration Fee:
(Will organization give its member rate to EBA members for the event?)

10. Website for Event:

11. Event Brochure or Other Information:
(To the extent available, please submit copies of the agenda, participant list, and other descriptive information with your application)

12. Availability of CLE Credits:
(Please indicate for which states CLE credits are available)

Requested Action:

Inclusion of Event on EBA Calendar and Notification to EBA Members via Email Only

Request for EBA Support:

Host	Promoter
Co-host	Marketing by EBA of Event
Sponsor	Funds from EBA, if so state requested
Endorsement	amount \$_____

Please list requested roles/responsibilities for your organization and what you would like EBA to do (ex. Use of logo, assistance with marketing, registration, etc.)

Submit completed form to: Lisa A. Levine, CAE, Executive Director, 2000 M St., N.W., Suite 715, Washington, D.C. 20036; telephone: (202) 223-5625, email: LLevine@eba-net.org.

Thank you for your interest in sponsoring an event with the EBA.

ENERGY BAR ASSOCIATION
JOINT ENTERPRISE COMMITTEE GUIDELINES
Adopted February, 2014

I. Strategic Planning Goals

The 2013-2015 EBA Strategic Plan sets forth the following goals relevant to the Joint Enterprise Committee (“JEC”): (i) with regard to educational programming, pursue greater joint enterprise opportunities with similar organizations; and (ii) with regard to networking, sponsor joint enterprise (cross-industry) networking opportunities. These Guidelines are intended to facilitate these goals as well as EBA’s Core Purpose,¹ EBA’s Mission Statement,² and EBA’s Core Values³ as stated in the Energy Bar Association Strategic Plan.

II. Function of the JEC

The function of the JEC is to: (i) promote the EBA Strategic Plan; (ii) promote beneficial relationships with Allied Organizations; (iii) review and approve or decline sponsorship requests from other organizations; and (iv) promote and approve non-financial

¹ **EBA’s Core Purpose:** To promote professional excellence in the practice of energy law.

² **EBA’s Mission Statement:**

The mission of EBA is to promote the professional excellence and ethical integrity of its members in the practice, administration, and development of energy laws, regulations and policies by providing:

- Superior educational programming,
- Networking opportunities, and
- Information resources.

³ **EBA’s Core Values:**

The Energy Bar Association is Responsive and Dynamic: Evidenced in a commitment to fiscal responsibility, ethical decision-making, subject matter excellence, valuable high quality programming, reliability communication, and continuous consideration of our member’s current and anticipated needs.

The Energy Bar Association is Inclusive and Collegial: Evidenced in a dedication to the value of diverse perspectives, dedication to providing opportunities for learning and community in a position of a neutral organization, and appreciation of personal and business connections that enhance our members’ professional lives.

sponsorships of EBA events by Allied Organizations and other similarly situated organizations, including events by EBA Chapters and Committees.

The duties and responsibilities of the JEC do not include reviewing or approving requests for financial sponsorship of EBA events or advertising, developing or implementing EBA's policies regarding such financial sponsorships or advertising. Requests for financial sponsorship of EBA events or advertising will be handled by the EBA office, working with the Advertising and Sponsorship Task Force.

III. Allied Organizations

Allied Organizations are organizations that the JEC and the EBA Executive Director determine would provide beneficial partnering and sponsorship opportunities for the EBA membership and would promote and not be inconsistent with EBA's Core Purpose, EBA's Mission Statement, EBA's Core Values, and EBA's Strategic Goals. As appropriate, the JEC will seek the advice and approval of the EBA Board of Directors in the determination of whether an organization meets the criteria for an Allied Organization. The JEC and Executive Director will coordinate to maintain and update a list of Allied Organizations and periodically provide the list to the EBA Board of Directors. The factors to consider in identifying Allied Organizations include but are not limited to:

1. *Profit or Non-profit Status of the Organization.* As a general policy, commercial entities or other for-profit organizations, including law firms and consulting firms, will not be identified as Allied Organizations, except under unique circumstances. Such exceptions shall be approved by both the JEC and the EBA President
2. *Type of Organization.* The purpose of the potential Allied Organization should not be inconsistent with EBA's Core Purpose, EBA's Mission Statement, EBA's Core Values, or EBA's Strategic Goals. For example, organizations such as bar associations or volunteer organizations might have purposes that are consistent with the EBA, while advocacy groups and for-profit organizations might not be consistent with the EBA's purpose.
3. *Mission or Advocacy Position of the Organization.* One of EBA's core values is to be position neutral. Each potential Allied Organization should be evaluated to ensure that its status as an Allied Organization does not conflict with this core value.
4. *Reputation of the Organization.* The reputation of an Allied Organization should be commensurate with the professional reputation of EBA.
5. *Programming/Events Offered by the Organization.* The organization's programming/events should be beneficial and relevant to the interests of the EBA membership.

6. *Previous Sponsor.* The JEC should consider whether an organization has been a previous sponsor of any EBA events.

If an organization is identified as an Allied Organization, EBA will seek to form and continue partnering relationships with the organization. The JEC also will take into account the status of an organization as an Allied Organization in evaluating requests for EBA sponsorship(s).

IV. Criteria for Sponsorship

EBA encourages sponsorship by EBA of other organizations' events, as well as sponsorship of EBA events by Allied Organizations and other similarly situated organizations. The JEC will review all requests for EBA sponsorship of another organization's event on a case-by-case basis. All requests for EBA sponsorship of other organizations' events must be approved by the JEC pursuant to the process outlined in Section V of these Guidelines. In those instances where the EBA and another organization collaborate and organize the event as a joint venture, the JEC will consider listing the organization as an event "co-sponsor."

A. Evaluation Factors for Sponsorships

The factors the JEC will consider in evaluating whether to approve a sponsorship opportunity include, but are not limited to, the following:

1. Allied Organization Criteria

The JEC will take into account whether the other organization is an Allied Organization or meets the criteria to be an Allied Organization. Failure to meet the Allied Organization criteria is not intended to automatically disqualify an organization from being a sponsor of an EBA event.

2. Timing, Location and Type of Event

For requests for EBA sponsorship of another organization's event, the JEC will take into account timing, location and type of event to ensure that EBA sponsorship of the other organization's event does not detract from EBA programs. In general, the EBA disfavors sponsoring any programs which will be held within one month prior to the EBA Annual and/or Mid-Year meeting and within 10 days of other EBA events. Exceptions to this general policy may be made if the JEC and the Executive Director determine based on event type, geography, and cost that the event will not conflict with or detract from the EBA event. For example, a brown bag event to be held in Houston two weeks before the Annual Meeting might not detract from the Annual Meeting. Any sponsorship of another organization's event less than 30 days prior to the EBA Annual Meeting or Mid-year Meeting must be approved by both the JEC and the President.

3. Benefit to EBA Membership

The JEC shall consider whether and how the potential sponsored event is consistent with and promotes the EBA's Mission. For example: Is the subject matter of the program or event germane and of interest to EBA members? If applicable, will the organization extend to EBA members the organization's member registration fee or other discounted rate?

4. Position Neutrality

The JEC shall consider whether the content and purpose of the potential sponsored event meets the EBA policy of presenting programming from a neutral position. For example, the event should include speakers with diverse opinions and/or from diverse industry segments. The JEC should also consider whether any additional sponsors of the event pose a concern with regard to EBA's policy of position neutrality.

5. EBA Office Support

The JEC shall solicit input from the Executive Director into whether and to what extent the potential sponsorship poses an administrative burden on the EBA staff. A sponsorship should not be approved if it will impose undue burden on the EBA staff.

6. Cost

The JEC shall consider the cost of any proposed sponsorship, including a direct financial contribution from the EBA as well as incidental costs (such as the cost of publication to EBA members, if any).

7. Reciprocity

In instances involving EBA sponsorship of another entity's event, the JEC shall consider the extent to which the other organization is willing to provide reciprocity in sponsorship and financial benefit to EBA members. For example: Will the other organization agree to publicize or otherwise sponsor a future EBA event? Is the other organization willing to provide EBA members the organization's member registration fee for the event? Will the other organization allow the EBA to promote its other programs or membership at the event? In seeking sponsorship of EBA events, the JEC should consider whether the organization will require such reciprocity from the EBA. On a case-by-case basis, the JEC and President, in consultation with the Treasurer as needed, may approve the extension of the EBA member rate to non-members. As a general policy, EBA's member rate should not be extended to sponsors of an event when there is more than one sponsoring organization.

B. Additional Considerations for Sponsorship of EBA Events

1. EBA Annual and Mid-Year Meetings

The JEC and the Executive Director will work together to solicit sponsorship of and consider any requests to sponsor the EBA Annual Meeting and Mid-Year Meeting by Allied Organizations and other similarly situated organizations. The JEC may engage the EBA Officers and Directors in this effort. In making requests for sponsorship of the Annual Meeting and Mid-Year Meeting, the JEC should take into account and coordinate with any efforts to secure financial sponsorships for the Annual Meeting and/or Mid-Year Meeting.

2. Chapter and Committee Events

Notwithstanding the criteria above, it is recognized that EBA Chapter and EBA Committee events may be hosted by law firms or other for-profit organizations, which may provide meeting space, refreshments, educational materials, or other benefits. Approval from the JEC will not be required for such supporting sponsorship arrangements, including recognition in EBA materials for the provision of such benefits. However, to the extent that a law firm or other for-profit organization desires to be a non-financial co-sponsor of an event (e.g., plan the event as a joint venture), the JEC shall review the proposed sponsorship arrangement and determine if such a proposed sponsorship is consistent with these Guidelines. The JEC or Executive Director shall inform the EBA Chapter or EBA Committee of the JEC's determination as soon as practicable. If the JEC determines that the potential sponsorship is inconsistent with these Guidelines, the sponsorship should be declined.

V. Process for JEC Approval of Requests for Sponsorship of Other Organizations' Events

Subject to time constraints, the process set forth in this section shall apply to requests by organizations for the EBA to sponsor the other organizations' events. In the event time constraints require an expedited process, the JEC Chair, Executive Director, and President may determine whether to accept a sponsorship request.

A. Requesting organization shall complete the EBA Sponsorship Application⁴ and provide program brochure or agenda, if available.

JEC Chair, EBA President, and/or Executive Director initially shall review the organization's request and accompanying materials and provide a recommendation to the JEC. The EBA President should be copied on the initial

⁴ The EBA Sponsorship Application is attached to these Guidelines.

recommendation to the JEC, with supporting materials. The JEC will review the recommendation and either approve or modify the recommendation. In instances where the Executive Director and/or JEC determine that the sponsorship raises policy or other considerations that warrant seeking approval from the President, the JEC or Executive Director shall request such approval. The President is expected to exercise judgment in determining whether to seek input from additional Officers or Board Members.

B. Communication of sponsorship decision to the requesting organization

The JEC and/or the Executive Director should inform the requesting organization of the JEC's decision as soon as practicable. To the extent applicable, the JEC or Executive Director also should seek reciprocity in-kind from the organization (e.g., if the sponsored event is a brown bag, the sponsoring organization should be willing to sponsor an EBA brown-bag; if EBA provides two email blasts to the EBA membership, the other organization should be willing to do the same).

The Energy Bar Association (EBA) Statement of Investment Policy Guidelines

(Revised, October 1, 2010)

Overview:

Type of Plan:	association reserve fund
Initial Assets:	approximately \$660,000 (as of January 2008)
Current Assets:	approximately \$625,000 (as of October 1, 2010)
Time Horizon:	10 years
Expected Return:	outperform appropriate benchmarks, after fees
Risk Tolerance:	conservative growth

Purpose

The purpose of this document is to define the investment policy for the **Energy Bar Association (EBA)**. It identifies a set of investment objectives, guidelines and performance standards. The objectives have been created taking into account, among other things:

- EBA's anticipated financial needs,
- EBA's risk tolerance; and
- the need to document and communicate objectives, guidelines, and performance standards to the investment managers.

This policy is to be used by the investment managers in developing an appropriate program and by the members of the EBA Board of Directors in overseeing the EBA's assets. It is subject to revision from time to time by the EBA Board of Directors. This policy also sets out a basis for investment performance measurement and evaluation.

Investment Objective

Over the long-term, the EBA's objective is to maintain an adequate level of reserve assets to cover operating and capital spending needs if that should become necessary. In meeting this objective, the EBA Board seeks to achieve a high level of total investment return consistent with a prudent level of portfolio risk.

The investment objective, as established by the EBA Board, is to earn an average compound rate of return which will outperform appropriate benchmarks as set forth in these Policy Guidelines after management fees and expenses.

Asset Structure

The asset structure should reflect a balance of the EBA’s need for liquidity, preservation of purchasing power, and risk tolerances. The strategic target set by the EBA Board, consistent with the achievement of the long-term objectives of the EBA, is:

<u>Asset Class</u>	<u>Strategic Target</u>	<u>Tactical Range</u>
U.S. Large Cap Stocks	25%	20 – 45%
U.S. Small/Mid Cap Stocks	20%	10 – 25%
International Stocks	15%	10 – 20%
Fixed Income	38%	30 – 60%
Cash Equivalents	<u>2%</u>	0 – 10%
Total Foundation	100%	

***The stock allocation may represent between 40% and 70% of the market value of the total portfolio assets with a target of 60%.**

***The fixed income portion of the allocation, including cash and equivalents, will represent between 30% and 60% of the market value of the total portfolio assets with a target of 40%.**

The strategic allocation provides reasonable assurance that the EBA’s investment objectives can be achieved based on historic relationships of asset class performance. Liquidity is required only to meet defined pay-out needs, unless the managers are otherwise advised by the EBA Treasurer or Assistant Treasurer.

It is the EBA Board’s responsibility to monitor the overall allocation. It is understood that the tactical ranges are targets and that temporary deviations may occur as a result of market impact or from short-term timing decisions (including due to significant market events or opportunities) initiated by either (i) the EBA Board as communicated to the investment manager(s) by the EBA Treasurer or Assistant Treasurer or, (ii) by the investment managers, with such deviations to be reported to the EBA Treasurer or Assistant Treasurer for communication to the EBA Board. Any long-term changes to these guidelines must be approved by the EBA Board.

If an investment manager deems an asset structure outside the tactical range to be appropriate, the manager may deviate from these guidelines (other than temporary deviations as discussed above) only with prior approval from the EBA Board, communicated by the EBA Treasurer or Assistant Treasurer. The manager will promptly report any recommendations, including any material deviations from the above stated strategic allocation, to the EBA Board via the EBA Treasurer or Assistant Treasurer.

Investment Guidelines

EQUITY GUIDELINES*

Types of Securities	Common and preferred stocks, and issues convertible into common stocks, of both domestic and international corporations and American Depository Receipts (ADRs)
Diversification	The securities of any one issuer are limited to 5% of each portfolio. Broad industry diversification is desirable. For international equities, both industry and country diversification are desirable.
Quality	Only equity securities which are broadly classified as institutional quality issues are eligible for inclusion in the portfolio. All securities held in the portfolio should be publicly traded and have sufficient marketability to permit prompt, orderly liquidation under normal circumstances. Stock selection should emphasize quality with due regard to risk.
Exclusions	<p>Without the express written consent of the EBA Board, the following investments are prohibited.</p> <ul style="list-style-type: none">• short naked call options,• short put options• commodities including all futures contracts• swaps, and• other derivatives <p>Where written consent is given for investment in any of these categories, the EBA Board will require the investment manager to adhere to specific safeguards.</p>

* Please refer to page 6 for “Pooled Fund” guidelines

FIXED INCOME GUIDELINES*

Types of Securities	Debt securities of any U.S. entity denominated in U.S. dollars, and not otherwise prohibited under these guidelines, U.S. dollar denominated sovereign and supranational bonds (Yankee bonds), and Collateralized Mortgage Obligations (CMOs) (typically backed by the U.S. Government), except as otherwise prohibited under these guidelines.
Diversification	The securities of any one issuer, with the exception of the U.S. Government and its agencies, are limited to 5% of each fixed income portfolio.
Quality	The average credit quality of the portfolio must be at least AA. Up to 10% of the portfolio may be invested in below investment grade securities (Moody's or Standard & Poors quality rating below Baa or BBB, respectively, or unrated). If any security has a split rating, the lower of the two ratings shall be considered for the purposes of meeting minimum quality standards.
Maturity	While there are no maturity limits placed on the portfolio, it is expected that the average effective duration of the fixed income portfolio will not exceed 15 years.
Exclusions	<p>Without the express written consent of the EBA Board, the following investments are prohibited.</p> <ul style="list-style-type: none">• privately placed debt• margin buying, short selling• commodities, options, swap contracts• other derivatives <p>Where written consent is given for investment in any of these categories, the EBA Board will require the investment manager to adhere to specific safeguards.</p>

* Please refer to page 5 for "Pooled fund" guidelines

CASH EQUIVALENTS*

Types of Securities	Debt securities of any U.S. entity not otherwise prohibited, with a maximum average maturity of one year.	
Diversification	<u>Security</u>	<u>Maximum</u>
	Certificates of Deposit (CDs)	10%
	Commercial Paper	35%
	Corporate Bonds	35%
	Single Issuer for Commercial Paper and Corporate Bonds	5%
Quality	<u>Security</u>	<u>Minimum Rating</u>
	Asset Backed	A
	CDs	B or better
	Commercial Paper	A1/P1
	Corporate Bonds	AA-, Aa3
Exclusions	Without the express written consent of the EBA Board the following investments are prohibited.	
	<ul style="list-style-type: none">• floating rate notes with maturities under two years that have any embedded leverage or optionability (e.g., caps, floors, multiple reset features, etc.)• floating rate notes with maturities over two years• structured notes, including CMOs• swaps• other derivatives	
	Where written consent is given for investment in any of these categories, the EBA Board will require the investment manager to adhere to specific safeguards.	

* Please refer to page 6 for “Pooled Fund” guidelines

POOLED FUNDS

Investing through a pooled fund (i.e. mutual fund) vehicle means that the investments will be governed by the fund’s own set of guidelines and restrictions. While the intent is to invest in funds which meet these guidelines, there may be instances in which the pooled fund’s guidelines differ. In such cases, the individual pooled fund guidelines and restrictions will supersede those outlined above. In the event that unanticipated changes in investments by pooled funds cause the overall portfolio to deviate from the asset structure and restrictions set forth above, then the investment manager shall adjust the investments in pooled funds in a prudent manner over time to bring the overall portfolio in conformity with the asset structure and restrictions set forth above.

Performance Standards

Standards used to measure investment performance will be set forth in context with the established objectives. Standards are expected to be achieved net of investment management fees and expenses.

Over rolling five-year periods, the performance of the portfolio should exceed the return of an appropriate benchmark, as defined by the EBA Board, which shall be, until changed by the EBA Board, a blended index, consisting of 60% S&P 500 and 40% Barclays Capital US Aggregate Govt/Credit Index (“SLIGC”).

The logic of this using this index is as follows. The S&P 500 Index consists of 500 stocks chosen for market size, liquidity and industry group representation. It is a market-weighted index (stock price times number of shares outstanding), with each stock’s weight in the index proportionate to its market value. The S&P 500 is one of the most widely used benchmarks of US equity performance. The SLIGC is composed of all bonds that are investment grade (rated Baa or higher by Moody’s or BBB or higher by S&P, if unrated by Moody’s). Total return comprises price appreciation/depreciation and income as a percentage of the original investment. The index is rebalanced monthly by market capitalization.

Administration

Documentation – Each investment manager selected by the EBA Board shall submit a written statement to the EBA Board describing its proposed investment strategy for achieving the investment goals and objectives that are required in these Policy Guidelines. Investment manager(s) also shall submit requests for permission to deviate from these Policy Guidelines whenever their strategy changes significantly as a result of changing market conditions or other factors. In addition, the investment manager(s) shall submit to the EBA Board quarterly reports showing:

1. Asset mix for each major class of security, including derivatives and cash equivalents.
2. Position, by individually named securities and/or by appropriately described units of collective funds, showing market values of individually invested securities, and the unrealized gain or loss on each position.
3. Transactions effected in the account, categorized by purchases, sales, and accrued income, including realized gains or losses on each position.
4. Identification of the custodian of the accounts. Any account discrepancies between the manager and the custodian must be identified and explained.
5. Performance of the portfolio, compared to the relevant benchmark defined by the EBA Board.
6. All transactions in descriptive detail.

Annual Review Meeting – The investment manager will be expected to meet at least annually with the ESA Board. The agenda for these meetings shall include at least:

1. A presentation of investment results in light of the stated objectives,
2. A discussion of the manager’s investment strategies, and
3. Communication of material changes in policy, objectives, investment strategies, staffing or business condition of the investment manager.

Acceptance of Agreement

The Statement of Investment Policy Guidelines is adopted for: **Energy Bar Association**

Hugh E. Hilliard
Its Treasurer on Behalf of the EBA Board

(Date)

The undersigned investment manager hereby acknowledges its appointment as a named fiduciary in accordance with the Advisory Agreement between the investment manager and the EBA Board and agrees that this Statement of Investment Policy Guidelines is hereby substituted in lieu of the Statement of Investment Objectives attached to the said Advisory Agreement and the Statement of Investment Policy Guidelines adopted in January 2008.

By initial and continuing acceptance of these objectives and guidelines the investment manager concurs with the provisions of this document; however, as indicated above no guarantee or representation is given with respect to any future investment performance.

Jon B. Lindenberg
Cohan-Lindenberg Wealth Management Group
Wells Fargo Advisors

(Date)

DC2262087.3

Executable 2017 Diversity and Inclusion Policy

The Energy Bar Association (“EBA”), the Charitable Foundation of the Energy Bar Association (“CFEBA”), and the Foundation of the Energy Law Journal (“FELJ”) (jointly referred to as the “Associations”) are committed to the goals of fostering an inclusive and diverse membership and increasing diversity across all levels of the Associations. Attorneys and non-attorney professionals in the energy field are welcome to join our ranks, regardless of race, creed, color, gender (including gender identity or expression), sexual orientation, family and marital status (including pregnancy), family responsibilities, religion, national origin, age, personal appearance, political affiliation, veterans status, disability, source of income (government, solo, corporate, firm practice), or place of residence or business (geographic diversity) and are encouraged to become active participants in the Associations’ activities.

For all purposes within this Policy and its application across the Associations, “Diversity” will include but not necessarily be limited to differences in race, creed, color, gender (including gender identity or expression), sexual orientation, family and marital status (including pregnancy), family responsibilities, religion, national origin, age, personal appearance, political affiliation, veterans status, disability, source of income (government, solo, corporate, firm practice), or place of residence or business (geographic diversity).

The Associations recognize that the goals of increasing membership diversity and ensuring that diversity is reflected across all levels of the Associations cannot be achieved without the unequivocal support of, and sustained effort by, the Associations’ leadership. Therefore, the Associations’ leadership and all members holding positions with powers of appointment must be mindful of this Diversity and Inclusion Policy and are expected to work actively to promote diversity and inclusion within the Associations. Active promotion of diversity and inclusion within the Associations shall include, but not be limited to:

Periodic review of the EBA’s solicitation of membership to assure it appeals to as broad and diverse a group of eligible professionals as possible.

Ensuring that high-visibility opportunities such as speaking engagements and panels seek to represent the diversity within the Associations, in order to help attract both the membership and the active engagement of broadly diverse groups.

Ensuring the Associations obtain the value of diversity by making best efforts to consider at least one professional who is a member of a diverse group in each volunteer appointment decision, whether board memberships, officer positions, committee or chapter leadership, speaking/panel opportunities, or publishing and editing opportunities by every individual or group in leadership positions within EBA, CFEBA, or the FELJ.

Articulation of a process for the development of focused, adaptive pro-diversity policies in the many companion and sub-groups of the Associations, including

Committees, Chapters, and Councils and in particular by the Professional Education Council.

Presentation of this Policy in all orientation and training materials; presentations, and meetings; and to candidates under consideration by the Nominating Committee, and the requirement that all the Associations' Officers and Directors submit a signed statement once per year indicating that they have received, read, understand and agree to abide by the Diversity and Inclusion Policy, to the best of their ability.

Annual presentation of a report by each Associations' Diversity and Inclusion Facilitator to the EBA Board of Directors detailing all initiatives and efforts taken over the course of each year to foster diversity and inclusion within the Association.

It is appropriate and within the Associations' mission of fostering excellence in the practice of energy law for the Associations to provide, from time to time, programming, training, and materials promoting diversity in the energy sector.

I hereby certify that I have received, read, understand and agree to abide by the Diversity and Inclusion Policy of the Associations, to the best of my ability.

Signed: _____ Print Name: _____

Dated: _____

RETURN THIS FORM TO THE EBA OFFICE

ENERGY BAR ASSOCIATION

HARDSHIP POLICY

EBA offers eligible student, government, and academic members discounts on the rates for most EBA programs which carry CLE credits, including EBA's annual and mid-year meetings in Washington DC. EBA will, on a case-by-case basis, consider requests from members to attend EBA programs at discounted rates. Discount requests must be made to EBA's administrative office at least fifteen days prior to the close of regular registration for the program in question. Requests will be considered by EBA if timely and complete. Discount requests must demonstrate a substantial financial hardship.

September 18, 2002

**Document Retention and Destruction Policy
of the
Energy Bar Association,
the Charitable Foundation of the Energy Bar Association,
and the Foundation of the Energy Law Journal**

I. Purpose of Policy

The purpose of this Document Retention and Destruction Policy (“Policy”) is to:

- A. Require that records and documents of the Energy Bar Association (“EBA”), the Charitable Foundation of the Energy Bar Association (“CFEBA”), and the Foundation of the Energy Law Journal (“FELJ”) (collectively, the “Associations”) that are necessary to meet the legal compliance and business needs of the Associations are preserved for required lengths of time and discarded when no longer needed.
- B. Require that records and documents, including those not identified in the records retention schedule set forth in Section VI, are preserved in the event of any actual, anticipated, or threatened litigation, audit, investigation, or similar proceeding.

II. Compliance with Policy

The Executive Director of EBA is responsible for implementing this Policy and overseeing compliance with its requirements. All EBA employees, the officers and directors of each Association, and the officers and directors of EBA’s regional chapters must comply with this Policy.

III. Document Retention Policy

- A. Mandatory retention periods for the Associations’ documents and records are set forth in Section VI. Documents and records that are not specifically listed, but are substantially similar to those identified in Section VI, must be retained for same length of time as those to which they are substantially similar.
- B. The retention periods set forth in Section VI apply regardless of whether the record or document is in physical or electronic format (including e-mails).
- C. The retention periods prescribed in Section VI are minimum retention periods.
- D. In accordance with Section V, records and documents related to an actual, anticipated, or threatened litigation, audit, investigation, or similar proceeding

shall be retained until the litigation, audit, investigation, or other proceeding is terminated, or the specified retention period expires, whichever is longer.

- E. Documents and records shall be stored in a safe, secure, and accessible manner.
- F. Documents and records in electronic format must be retained for the same period of time as if they were paper documents. Documents and records in electronic format are either printed and retained in paper form or are archived in electronic form.

IV. Record and Document Preservation Policy

If litigation, an audit, an investigation, or similar proceeding involving any of the Associations is initiated, or is threatened or anticipated, the Associations will take reasonable steps to preserve evidence and maintain any records and documents that may be discoverable in the litigation, or relevant to the audit or investigation. EBA employees or members of each Association's Board of Directors who become aware of any actual, threatened or anticipated legal proceeding against, or investigation of, any of the Associations must promptly notify the Executive Director and the officers of the Associations' Boards of Directors, so that all records with potential relevance to the legal proceeding or investigation can be preserved pending further determination by the Executive Director or the Associations' officers. Employees should consult with the Executive Director before disposing of records or documents that may be needed in connection with pending litigation or other disputes in which some future proceedings can reasonably be anticipated.

In the event that the Executive Director or the Associations' Boards of Directors receive notice of a pending investigation or audit or other legal action which may involve the production of records, the Executive Director shall suspend the destruction of records and promptly notify employees of such suspension. In such event, the definition of the term "records" may be expanded to include routine documents, records, or correspondence that ordinarily would not be preserved in the normal course of business. Employees may be asked to preserve such documents if they refer or relate in some way to the subject matter of the investigation, audit, or legal action.

V. Destruction of Records and Documents

Destruction of financial and personnel-related documents and records at the end of the retention period will be accomplished by shredding.

VI. Mandatory Retention Periods for Document and Records

Corporate Records	Retention Period
Annual Reports	Permanent
Articles of Incorporation (including amendments)	Permanent
Board and Committee Books, Agendas, Minutes, Resolutions, etc.	Permanent
Board Policies	Permanent
Bylaws (including all amendments)	Permanent
Committee Charters	Permanent
IRS Form 1023 (with any IRS correspondence)	Permanent
IRS Determination Letter	Permanent
IRS Rulings, Closing Agreements and Correspondence	Permanent
State Licenses, Registrations, Reports and Qualifications	Permanent
State Tax Exemption Materials (including sales, income, franchise, etc.)	Permanent
Conflict of Interest Disclosure Forms	7 years
Significant Correspondence (general)	7 years
Accounting and Corporate Tax Records	
Audits and Financial Statements	Permanent
Chart of Accounts	Permanent
Depreciation Schedules	Permanent
General Ledgers	Permanent
IRS Form 990 Returns	7 years
State Tax Filings	7 years
Journal Entries	7 years
Invoices	7 years
Cash Receipts	7 years
Credit Card Receipts	7 years
Year End Trial Balances	7 years
Bank Records	
Check Registers	7 years
Canceled Checks	7 years
Bank Deposit Slips	7 years
Bank Statement and Reconciliation	7 years
Electronic Fund Transfer Documents	7 years
Payroll and Employment Tax Records	
State Unemployment Tax Records	Permanent
Earnings Records	7 years
Garnishment Records	7 years

Payroll Tax Returns	7 years
Payroll Registers	7 years
IRS Forms 940, 941, 945, 1096, 1099, W-2, W-3	7 years
Other Employment Tax Forms	7 years

Employee Records

Employment and Termination Agreements	Permanent
Employee Personnel and Benefits File	7 years after termination
Retirement and Pension Plan Documents	Permanent
Records Relating to Promotion, Demotion or Discharge	7 years after termination
Accident Reports and Worker's Compensation Records	7 years
Personnel Records Relating to Recruitment and Hiring	7 years from personnel action
I-9 Forms	3 years after termination
Time Sheets	3 years
Expense Accounts and Reimbursements	7 years
Employee Handbooks	Permanent

Legal, Insurance, and Safety Records

Copyright Registrations & Permissions for Use	Permanent
Fixed Asset Records	Permanent
Insurance Policies	Permanent
Real Estate Documents	Permanent
Trademark Registrations	Permanent
Contracts	7 years after termination
Leases	7 years after termination
Licenses	7 years after termination
Software Licenses	7 years after use of software
OSHA Documents	6 years

Miscellaneous

Records of Contributions to Others	7 years
Records of Donations Received	7 years
Dues Received	7 years
Membership Data	7 years after membership expiration
Meeting Records (registrations, agenda, speaker reimbursement expenses, etc.)	7 years

Energy Bar Association

***Pro Bono* Program Policies**

(April 19, 2006)

At its meeting on April 19, 2006, the Energy Bar Association (“EBA”) Board of Directors unanimously passed the following resolution:

On behalf of The Energy Bar Association (“EBA”) *Pro Bono* Committee (“PBC”), I move that the EBA Board of Directors authorize a *Pro Bono* Program which would follow the attached policies. Recognizing that such a program would be new and that through real life experience issues not fully covered in these policies may arise, this authorization is requested for a 12-month trial program, during which the *Pro Bono* Committee may consider modifications to these policies. The Board’s authorization sought by this motion is subject to the PBC reporting back to the Board periodically at the Board President’s direction, including a written report with recommended modifications to the policy within the 12-month period.

These Policies proceed with the following four points:

1. Mission Statement
2. Criteria for Evaluation of *Pro Bono* Projects
3. Program Operations
4. Program Management

1. Mission Statement

The PBC’s mission is to design, implement and administer an EBA Pro Bono program. The PBC’s goals are to facilitate the voluntary provision of free legal services requiring energy law expertise by EBA members to advance humanitarian and charitable causes for clients that are financially constrained and to provide opportunities for professional development for EBA members. The PBC will coordinate with the Charitable Foundation. An integral part of the PBC’s mission is to honor EBA’s a-political status and, accordingly, to use the Pro Bono program to encourage members to provide service in broadly supported activities, but not adversarial proceedings.

2. Criteria for Evaluation of *Pro Bono* Projects

The following eligibility criteria are provided as guidance on the types of projects and clients eligible for posting on the EBA *Pro Bono* Projects Electronic Bulletin Board. The *Pro Bono* Committee adopted as a guideline the avoidance of pitting EBA members or their employers against each other. Based on concerns vetted during PBC and Board

discussions, the PBC should seek to avoid projects which are adverse to members. The criteria listed below are not exclusive. As the PBC gains experience working with the Program, additional criteria may be added and existing criteria will be better defined. The PBC shall request the Board's review and, if appropriate, resolution on any matters for which application of this principle and the criteria is not clear and for any changes to these policies.

2.1 Eligible Matters

The EBA *Pro Bono* Program will provide its clearing house posting service for Eligible Matters. Eligible Matters satisfy the following criteria:

2.1.1 Services must be in support of humanitarian or charitable causes or to satisfy similar needs or to serve similar public goods in accordance with guidance from the EBA Board.

- a. "Humanitarian": devoted to supporting the welfare of humanity, especially through the elimination of pain, suffering, or poverty.
- b. "Charitable": giving to those in need.

2.1.2 Services must not include representation in adversarial proceedings or litigation, including, but not limited to, the following:

- a. administrative or court litigation;
- b. customer cut-off or disconnect matters or disputes; and
- c. FERC generic and rulemaking proceedings.

2.1.3 Legal services must be in the field of energy law and related fields

2.1.4 Services must not be of a political nature, either:

- a. in support of a party or candidate or
- b. lobbying activity adverse to the interests of one or more members or their employers.

2.1.5 Eligible Matters must be for Eligible Clients

2.1.6 Only those matters approved by the EBA *Pro Bono* Committee will qualify as Eligible Matters.

2.2 Eligible Clients

Clients must satisfy the following criteria:

- 2.2.1 Financial need. The PBC should give due consideration to the financial needs of the prospective *Pro Bono* clients. Clients which verify that they have limited resources for the matters for which *Pro Bono* assistance is sought or demonstrate they are not-for-profit organizations or foreign sovereigns, particularly in developing countries, are examples of clients the *Pro Bono* Program is designed to assist.
- 2.2.2 Ability to pay for disbursements. Clients may be asked to demonstrate to the satisfaction of the firm that enters into a retainer for *Pro Bono* services that the clients are capable of paying the costs and disbursements associated with the *Pro Bono* work being requested. This is a matter between the client and the firm providing the services.
- 2.2.3 Not Profit-driven. Clients must not have profit motive in seeking *Pro Bono* services. In this context, profit motive means for the financial benefit of owners or shareholders of the client.
- 2.2.4 Only those clients approved by the EBA *Pro Bono* Committee will be Eligible Clients.

3. Program operations

3.1 Clearing House Function

Neither EBA nor any of its committee members, officers, board members or staff (together with EBA “EBA Entities”), in their capacity as committee members, officers, board members or staff, will provide *Pro Bono* legal services as part of the EBA *Pro Bono* Program. Rather, the EBA *Pro Bono* Committee will function as a clearing house to bring potential Eligible Clients together with EBA practitioners who may be interested in representing them under independent arrangements.

3.2 Mechanics of Solicitation.

3.2.1 Form of Request for *Pro Bono* Services

- a. The EBA *Pro Bono* Committee will develop a form to request *Pro Bono* services which each prospective client must complete and submit to the EBA *Pro Bono* Committee if its matter is to be considered for posting.
- b. The form will be reviewed for legal adequacy to ensure that EBA Entities shall not be liable to any prospective or actual Eligible Client for any reason whatsoever relating to or in any way arising out of the *Pro Bono* Program; and authorizing the EBA to deny a request, post the request or any part of it, or remove a posting associated with any prospective Eligible Client’s form.

- c. The form will require a description of the potential client and matter with sufficient detail to determine eligibility.
- d. The form will require information necessary to administer the program in an effective manner and facilitate communication between Eligible Clients and EBA members who may be interested in providing services to the Eligible Clients and the administration of the program in a cost effective manner. The form shall be posted on the EBA Website in a form that may be down-loaded or copied by interested persons.
- e. The form shall include the prospective client's affirmation that it will notify the EBA *Pro Bono* Committee that it has retained services from an EBA member.

3.2.2 Notification to Eligible Client

- a. The EBA *Pro Bono* Committee will notify Eligible Clients that their request forms will be posted on the EBA Website.
- b. The notice will contain the same disclaimers and waivers as the form submitted by the applicant.

3.3 Posting

3.3.1 The EBA *Pro Bono* Committee will request that EBA staff post the request forms or portions of those forms for Eligible Matters it has approved on an electronic bulletin board on the EBA Website. Members will be free to review the postings and reply to the party requesting *Pro Bono* services.

3.3.2 Parties whose requests have been posted on the EBA Website may request that the posting be removed.

3.3.3 The EBA *Pro Bono* Committee may remove a posting for any reason without notice to the prospective client.

3.4 Responses to Postings and Retention

3.4.1 EBA members will have access to the EBA Website, including the *Pro Bono* postings, but access shall be limited to EBA members and password protected.

3.4.2 Any person may contact the contact person identified on a *Pro Bono* posting.

- 3.4.3 All arrangements between any lawyer or law firm and the Eligible Client will be independent of the EBA and shall be a matter strictly between lawyer or law firm and the client.
- 3.4.4 EBA shall post a request that Eligible Clients and lawyers/law firms that respond to postings and/or agree to represent Eligible Clients notify EBA of any retention.
- 3.5 Soliciting Potential Eligible Clients
 - 3.5.1 The EBA *Pro Bono* Committee may contact organizations that may be Eligible Clients to advise them of the program.
 - 3.5.2 The EBA *Pro Bono* Committee may review the volume of applications from Eligible Clients and other parties and recommend to the Board of Directors measures to improve the solicitation of only relevant applications.
- 3.6 Soliciting Interested Law Firms to Provide *Pro Bono* Services
 - 3.6.1 Responses by lawyers or law firms to postings are purely voluntary.
 - 3.6.2 The EBA *Pro Bono* Committee shall consider and endeavor to take those actions requested by the Board to notify EBA members of *Pro Bono* opportunities, including:
 - a. Notices and articles in the EBA news letter;
 - b. Postings on the website;
 - c. Reports at various EBA meetings; and
 - d. Emails to members.
 - 3.6.3 Nothing in these protocols shall limit the ability of any party from notifying any EBA member of a posted opportunity.

4. Program Management

4.1 The *Pro Bono* Committee

The EBA *Pro Bono* Committee shall be a committee of the EBA Board and shall consist of at least three members and no more than seven members.

4.1.1 The *Pro Bono* Committee shall include at least one EBA Board member designated by the EBA President.

4.1.2 The *Pro Bono* Committee shall include at least one CFEBA Board member designated by the CFEBA President.

4.1.3 The remaining one to five members of the *Pro Bono* Committee shall be appointed by the EBA President.

4.2 *Pro Bono* Committee Responsibilities

The *Pro Bono* Committee shall be responsible for:

4.2.1 the administration of the *Pro Bono* Program;

4.2.2 making determinations of Eligible Clients and Eligible Matters and directing staff to post listings on the EBA website;

4.2.3 disseminating information on the *Pro Bono* Program:

a. to the public, including prospective clients and

b. to EBA members,

c. including through articles or notices in EBA news letters and emails to members;

4.2.4 working with the EBA Board on disseminating information about the program to the media;

4.2.5 reporting to the EBA Board:

a. as scheduled by the EBA President,

b. to make recommendations to the EBA Board to improve the program,

c. on the possible continuation of the program beyond the 12-month trial period, including making the program permanent, and any changes to be implemented prior to any extension, and

d. on issues concerning the *Pro Bono* Committee's application of the criteria to determine whether matters are eligible matters;

4.2.6 monitoring the success of the program;

4.2.7 working with the EBA Board and CFEBA to recognize EBA member *Pro Bono* activities; and

4.2.8 making recommendations to the EBA Board on any business issues associated with the program, including insurance matters.

ENERGY BAR ASSOCIATION

Resolution Regarding Billing of Direct Expenses to CFEBA and FELJ

The EBA Administrator's office incurs various direct expenses on behalf of the Charitable Foundation of the Energy Bar Association ("CFEBA") and the Foundation of the Energy Law Journal ("FELJ") of such a nature that they can be easily monitored and billed to those entities, rather than absorbed by EBA. Previously, all direct expenses have been billed to the FELJ, but not all have been billed to the CFEBA—for instance, office-type expenses, such as photocopies, postage, and teleconferencing services.

The Finance Committee recommends that such expenses be billed to both the CFEBA and FELJ at cost, without mark-up. For items such as photocopies where the cost cannot be determined by reference to what EBA is charged, the Finance Committee recommends that the EBA Administrator and Treasurer confer from time to time to establish a charge based upon a good faith, ball-park estimate of EBA's unit costs.

Thus, pursuant to Section 6 of Article IV of the EBA's by-laws, we recommend that the Board resolve that:

The EBA Administrator shall keep track of direct expenses incurred on behalf of the Charitable Foundation of the Energy Bar Association ("CFEBA") and the Foundation of the Energy Law Journal ("FELJ"), and charge those entities for those expenses at EBA's out-of-pocket costs, without mark-up. For such items as photocopies on EBA's equipment that do not have a unit cost determined by reference to charges by a third party, the EBA Administrator and Treasurer shall confer from time to time and establish charges based upon a good faith, ball-park estimate of EBA's per unit costs, without mark-up.

EBA Reserve Policy

The purpose of the “Investment Account Reserve Policy” for the Energy Bar Association (“EBA” or “the Association”) is to ensure the stability of the mission, programs, employment and ongoing operations of the Association. The “Operating Reserve” is intended to provide an internal source of funds necessary to maintain the health of the organization for situations such as a sudden, unexpected increase in expenses, unanticipated loss in funding, or uninsured losses (“Emergency Withdrawals”). Operating Reserves may also be used for one-time, nonrecurring expenses that will build long-term capacity that benefits the Association’s entire membership, such as staff development, research and development, or investment in infrastructure (“One-Time Expenditures”). Operating Reserves are not intended to replace a permanent loss of funds or eliminate an ongoing budget gap. It is the intention of EBA for Operating Reserves to be as used and replenished within a reasonably short period of time. The Energy Bar Association’s financial advisor has provided guidance that a separate savings account for Operating Reserves is not necessary as the Association’s investment account is extremely liquid and funds can be made available in short order. Thus, the Operating Reserves is the general investment account.

1) GUIDELINES

- a) The minimum recommended amount to be maintained in Operating Reserves shall equal to seventy percent (70%) of the average yearly operating costs over the past three years and the maximum recommended amount to be kept in Operating Reserves shall be equal to one hundred percent (100%) of average yearly operating costs over the past three years.
- b) The recommended minimum and maximum will be calculated each year after approval of the annual budget and reported by the Finance Committee to the Board of Directors, and included in the regular financial reports.
- c) If the Operating Reserve exceeds the recommended maximum, they are not to be automatically withdrawn, but instead maintained in the investment account and accounted for in a manner similar to a capital account until the Board designates otherwise. In other words, the excess funds are not subject to the guidelines discussed below but remain in the investment account until a need arises to use such funds.

2) GOALS

- a) The Operating Reserve will be funded with surplus unrestricted operating funds.
- b) EBA should endeavor to contribute \$5,000 to the Operating Reserve each year that the account balance is not above the maximum recommended amount.
- c) In any year where profits exceed twenty-five percent (25%) of the amount budgeted, the excess above twenty-five percent (25%) shall be contributed to the Operating Reserve if the account balance is not above the maximum recommended amount.

3) USE OF OPERATING RESERVE

- a) One-Time Expenditures:
 - i. Such expenditures shall be required in the immediate budget year for some specific purpose. In other words, if the expense can be budgeted in a future year without depleting the Operating Reserve that course of action should be strongly encouraged over withdrawing from the Operating Reserve.

- ii. Under no circumstance should the Operating Reserve be depleted below the recommended minimum without Board approval.
 - iii. The income of the Association from the prior two years should be considered by the Board when determining whether Operating Reserves should be utilized. If the Association has experienced an income decline over the prior two years, the Board should strongly consider not withdrawing from reserves in that annual cycle.
 - iv. Funds should not be withdrawn from the Operating Reserve for One-Time Expenditures, if the investment account has declined more than 30% within the previous six month period due to market fluctuations.
- b) Emergency Withdrawals from Reserves:
- i. Under no circumstance should Operating Reserve amounts be depleted below the recommended minimum without Board approval.