

 <b>Platte River</b> Power Authority	<h1>Policy</h1>	Version #: 1.3 Original Effective Date: 10/28/2004 Next Review Date: 12/15/2026
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**Purpose:**

Platte River Power Authority (Platte River) was established as a separate governmental entity and a political subdivision of the state of Colorado under Colorado law and the Organic Contract, which together provide for a system of corporate governance under the guidance and control of Platte River's Board of Directors (board).

Platte River's management staff and general counsel have advised the board that the Sarbanes-Oxley Act, which does not apply directly to Platte River, may be interpreted as establishing "best practices" or minimum standards of corporate governance that may be appropriate guidance for Platte River.

**Policy:**

As provided in the memorandum dated October 20, 2004, Platte River refers to the Sarbanes-Oxley Act as a source of guidance on corporate governance. Accordingly, Platte River recognizes the following principles for effective corporate governance:

1. The board has established a code of ethics for Platte River's general manager and senior financial officers;
2. The general manager and chief financial officer will include a statement of corporate responsibility as part of each annual report;
3. The board directs the general manager and chief financial officer to take all actions necessary to ensure Platte River has an effective internal control structure that will provide fairly presented financial statements;
4. Each annual report must disclose any material off-balance sheet transactions or relationships that could have a material current or future effect on Platte River;
5. All members of the board and all Platte River personnel are forbidden to take any action to fraudulently influence, coerce, manipulate, or mislead any public or certified accountant engaged to audit Platte River's financial statements;
6. Any attorney (including the general counsel) who discovers a material violation of law or breach of fiduciary duty must report the violation or breach to the appropriate authority within Platte River, consistent with applicable Rules of Professional Conduct;
7. The board must convene as the Audit Committee at least once a year to review, approve, and receive the reports of an independent auditor;

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8. The independent auditor retained to audit Platte River's financial statements must be
  - a. a "registered public accounting firm,"
  - b. retained by, and report to, the Audit Committee,
  - c. specifically prohibited from performing any "non-audit service," as that term is defined by law, and
  - d. specifically required to follow the audit/partner rotation rules defined by law; and
9. The board directs the general manager to develop and maintain a "whistle-blower-protection" policy that prohibits threatened or actual discharge, demotion, suspension, or harassment of, or discrimination against, any employee who in good faith reports suspected financial fraud or other violation of law.

**Implementing Parties and Assigned Responsibilities:**

Board of Directors Resolution 15-04



**Associated Items (if applicable):**

Governance Policy Recommendation Memorandum dated October 20, 2004  
 Resolution No. 15-04  
 Sarbanes-Oxley Act of 2002  
 Platte River Code of Ethics for General Manager and Senior Financial Officers  
 Employee Handbook

**Definitions (if applicable):**

N/A

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<b>Counsel Review:</b> General Counsel <div style="border: 1px solid black; border-radius: 50%; padding: 2px; display: inline-block; margin-left: 10px;">                     DS   </div>	<b>Current Effective Date:</b> 12/15/2023	

Version	Date	Action	Author	Change Tracking (new, review, revision)
1.0	10/28/2004	Board of Directors Resolution 15-04	Asst Secretary to the Board	New
1.1	05/01/2017	Migrated to new form	Angela Walsh	New Form
1.2	05/01/2020	Reviewed, no changes	Angela Walsh	Review
1.3	12/15/2023	Reviewed, updated with minor changes	Angela Walsh	Review