



Estes Park • Fort Collins • Longmont • Loveland

Special Meeting Minutes of the Board of Directors
2000 E. Horsetooth Road, Fort Collins, CO
Thursday, January 31, 2019

ATTENDANCE

Board Members

Representing Estes Park: Mayor Todd Jirsa and Reuben Bergsten¹
Representing Fort Collins: Mayor Wade Troxell and Mayor Pro Tem Gerry Horak²
Representing Longmont: Mayor Brian Bagley³ and Susan Wisecup⁴
Representing Loveland: Mayor Jacki Marsh⁵ and Joe Bernosky

Platte River Staff

Jason Frisbie (General Manager/CEO)
Joe Wilson (General Counsel)
Alyssa Clemsen Roberts (Chief Strategy Officer)
Angela Walsh (Executive Assistant/Board Secretary)

Guests

Tim McCollough (City of Fort Collins)
Lanie Mycoff (Mycoff, Fry and Prouse)
Joyce Gallo (Mycoff, Fry and Prouse)

CALL TO ORDER

Chairman Jirsa called the meeting to order at 9:02 a.m. A quorum of board members was present attending via conference call or in person and the meeting, having been duly convened, was ready to proceed with business. The chairman reminded the board of the purpose for the special board meeting; retaining a new general counsel due to retirement. The board of directors retained a search firm, Mycoff, Fry and Prouse, to assist the board and staff in searching for a new general counsel.

Because members of the board were attending via conference call, Chair Jirsa called for a roll call; all board members were accounted for. Chair Jirsa requested that any board member attending the meeting via conference call to state their name before commenting or asking a question to better identify the director within the meeting minutes.

PUBLIC COMMENT

None.

¹ Attended via conference call.

² Attended via conference call.

³ Attended via conference call.

⁴ Attended via conference call.

⁵ Attended via conference call.

(1) Introduction

Joe Wilson, general counsel, expressed plans to completing the Organic Contract and Power Supply Agreements extension and modifications prior to departure and outlined his retirement plans for mid-year 2019 pending the search results for a new general counsel. Mr. Wilson stated his desire to help in the transition and onboarding for the new general counsel and will report to the board on an exact date well in advance of departure.

PROCESS OVERVIEW

(2) Lanie Mycoff – Mycoff, Fry and Prouse

Lanie Mycoff, Mycoff, Fry and Prouse, provided a brief overview of Mycoff, Fry and Prouse and explained that the main focus of their recruitment firm is for the utility industry within public power. Ms. Mycoff introduced Joyce Gallo, also with Mycoff, Fry and Prouse, and mentioned that they have assisted Platte River in numerous recruitments within the last ten years. Ms. Mycoff offered to answer any questions the board had. Director Troxell asked where the firm was located and how many are on staff. Ms. Mycoff responded there are currently seven members of staff that are spread out in different locations throughout Colorado.

Ms. Mycoff outlined the timeline for the recruitment process, screening committee activities and full board involvement. Ms. Mycoff described the type of search they conduct, how they will advertise the position and outreach Ms. Mycoff and Ms. Gallo will do. Ms. Mycoff's goal is to have a list of candidates for consideration by the February board meeting and have a short list in order for the board subcommittee to conduct phone interviews in early March. The full board interviews are proposed to take place on or around March 28 and recommended a full day to conduct interviews.

Director Troxell asked if Ms. Mycoff will develop an online profile to attract possible candidates. Ms. Mycoff responded that the profile will be prepared once the job description is approved and stated that the networking process will begin prior to having the profile complete due to the short timeframe. Director Troxell asked how the recruitment firm will consider candidates without licenses to practice law in Colorado and timing to taking the state Bar exam. Ms. Mycoff stated that they did research on states that have reciprocity, 23 states have reciprocity, and would state in the profile to either have the license to practice law in Colorado or interested in obtaining the license in a timely manner.

Director Bagley commented on hiring attorneys prior to passing the Colorado Bar and suggested that the recruitment firm and the board subcommittee still consider good candidates even if they are not from a state that has reciprocity. Director Bagley asked if, within the process, staff or board members are able to make a list of known people within the industry to reach out to. Ms. Mycoff stated that the process is exactly that, to solicit names and to reach out to those they are aware of interested in a different opportunity, and commented that she isn't concerned with finding attorneys willing to take the Bar exam if need be. Discussion ensued among the directors and staff regarding reciprocity and the ability to retaking the Bar exam due to timing.

Director Bernosky asked how many candidates will be on the long list. Ms. Mycoff responded that she wants to have about 12 candidates if possible for the subcommittee to evaluate and consider before making a short list for the entire board to interview. Director Bernosky requested that the days for interviews be sent out as soon as possible.

Director Troxell commented on the job description and requested market experience be added into the requirements. Chair Jirsa asked to hold off with job description discussion until the current discussion was complete. No further questions or comments were brought up by the board.

BOARD ACTION ITEMS

(3) Selection of screening committee (presenter: Joe Wilson)

Mr. Wilson provided a quick review of the board governance policy specific to appointing an ad hoc committee. If board members are a part of the ad hoc committee, the board members need to take action through a motion and receive a second to form the screening committee.

Chair Jirsa requested that one board member from each municipality serve on the general counsel screening committee, including the general manager to serve, and opened the floor for volunteers to serve on the committee. Director Horak offered to serve; Director Bernosky offered to serve; Director Wisecup offered to serve and added a disclosure of a past working history with Craig Johnson, deputy general counsel and potential candidate; Director Bagley offered to serve if required; and Chairman Jirsa offered to serve.

Director Troxell asked if there will be a rubric provided to use during the phone interview process. Ms. Mycoff discussed what her normal practice is, and offered to put together a rubric if that would be helpful to the committee and explained how she provides the information along with the resumé. Director Troxell clarified that he is interested in seeing why certain candidates are being considered after the phone interviews and others are not being considered and asked when the whole board will see the applicants asking for full transparency from the subcommittee on candidates. Discussion ensued among the directors and Ms. Mycoff providing information to the board about why each applicant does not make the cut.

Chair Jirsa confirmed the volunteers willing to serve on the committee; Director Horak, Director Bernosky, Chairman Jirsa, Director Bagley and Director Wisecup. Director Wisecup offered to not serve. Director Bagley offered his availability and experience for the committee.

Chairman Jirsa requested a motion and a second to approve the screening committee. Director Troxell moved to approve the screening committee members as provided. Mr. Wilson suggested including the general manager on the committee. Director Horak commented on Mr. Frisbie's involvement on the screening committee and reminded the board that the general counsel serves directly for the board. Director Bergsten commented on having a separate auditing lawyer that reports to the board. Director Bagley commented on agreeing with Director Horak on explaining a delineation of the board, however, suggested having the general manager on the screening committee to make sure the candidates will be a good fit for Platte River. Director Marsh supported Mr. Frisbie sitting on the selection committee. Director Bernosky concurred with Director Bagley. Mr. Wilson commented that the board approved the dual-reporting structure and reminded the board that the selection committee is only going to narrow down the applicants and the entire board will act when selecting the final candidate. Director Troxell supported having Mr. Frisbie on the selection committee since the board is the final hiring authority for the general counsel position.

Director Troxell amended his previous motion to approve the selection of the screening committee and Mr. Frisbie. Director Bernosky seconded, and the motion carried 8-0 with a roll

call vote. Director Horak requested that a panel of the senior leadership staff also conduct interviews with the final candidates. Ms. Mycoff committed to adding senior staff interviews into the process. Mr. Frisbie added that it is common practice at Platte River with high level jobs for the entire senior leadership team to interview the final candidates. Director Horak also requested that an interview panel consisting of the four city attorneys would also be added to the process interviewing the final candidates. Director Troxell asked that interviews and board deliberations are on different days. Director Marsh asked Mr. Wilson how important it is for the city attorneys are included into the interviewing process. Mr. Wilson agreed that it was a great idea and the general counsel tends to work closely with the city attorneys often. Director Troxell agreed that it was be a good practice to get another opinion from other working groups. Discussion ensued among directors, staff and Ms. Mycoff on scheduling the candidates and interview panels.

(4) General Counsel job description (presenter: Lanie Mycoff/Libby Clark)

Ms. Mycoff addressed Director Troxell's suggested additions to the job description and explained her supporting a "less than approach" within the job description to give more flexibility in the selection process, however, suggested adding detailed items to the firm's search process. Libby Clark, director of human resources, agreed that the job description should only outline the essential job functions needed thus enlarging a broader pool of candidates to select from. Director Troxell asked if the search firm's profile is narrow or broad. Ms. Mycoff responded that it usually is broader because it's more of a marketing piece and not a legally binding document. Discussions ensued among directors and staff regarding the package of information advertising Platte River, how to recruit for candidates, and any candidate nominations the board could provide.

Director Bergsten commented on adding a focus on having market experience as part of the description or suggested a possibility in hiring a legal consulting firm to assist with Platte River moving into a regional market. Ms. Mycoff commented on having a concern with searching for someone who already has a Colorado license and having market experience given that Colorado does not have a regionally organized market in place. Mr. Wilson commented on states with reciprocity are currently within markets or have experience in markets and suggested not discounting attorneys not currently in an organized market if they were involved with local market development efforts.

Director Horak asked about the time requirement of having ten years of experience and it's importance for the position. Ms. Gallo shared her concerns with requiring a minimum of ten years' experience and the salary range currently provided. Director Bernosky suggested making it a five-year experience requirement and adding a ten-year preferred experience. Director Bagley supported the five-year requirement and the ten-years preferred verbiage change in the job description. Ms. Clark asked the board for feedback on having five years preferred on leadership experience. Discussion ensued regarding the language in the job description regarding the five-years preferred on leadership experience and leaving the language as it currently stands with adding "and/or" to the sentence.

Director Troxell inquired about diversity and sharing our values within the marketing package. Ms. Mycoff responded that the profile will include diversity information during the recruitment process. Ms. Clark recommended adding the equal opportunity statement to the profile and advertising within the recruitment package. Ms. Mycoff outlined the process of active recruitment and what's included in the marketing materials for recruitment and searching for candidates. Director Troxell asked if the tight timeframe is limiting the applicant pool. Ms. Mycoff

responded that we are not unless we wait a couple more weeks to start.

Chair Jirsa reiterated the changes to the job description; five years required and ten years preferred in experience and the “and/or” addition to the leadership preference. Director Bernosky moved to approve the general counsel job description as presented. Director Bagley seconded. The motion carried 8-0 with a roll call vote.

(5) Salary Range

(presenter: Lanie Mycoff/Libby Clark)

Ms. Mycoff commented on the offered salary range with a starting mid-point of \$230,000 being too low for attracting good candidates and suggested the range be elevated to \$250,000 to \$300,000, adding that recent general counsel searches haven't produced anyone acceptable under \$250,000. Director Bagley asked how much the general counsel position is paid currently. Mr. Frisbie responded that Mr. Wilson currently makes \$223,392. Director Marsh commented on the data that was provided for suggested salary ranges and the use of outdated data. Mr. Frisbie clarified how the numbers were derived and explained the salary range to consider for 2019. Ms. Clark commented on the three-year review process for salary ranges, the process agreed to by the board for the annual review process, and offered to do more research for more updated information. Discussion ensued among staff, board and Ms. Mycoff on the salary range concerns.

Director Horak asked about Ms. Mycoff's experience in hiring general counsels for and suggested that the size of the organization must be considered. Ms. Mycoff discussed a recent search and hire for Long Island Power Authority. Discussion ensued on the specifics of the Long Island Power Authority position. Director Horak suggested focusing the search in the Rocky Mountain region. Ms. Mycoff discussed specific positions in the region and salary examples within the Rocky Mountain region. Discussion ensued among directors, Ms. Mycoff and staff regarding the market and compensation information considered during the 2017 annual review for the general counsel, the board adopted process used when evaluating salary increases and the salary range being offered for this recruiting process.

Director Troxell asked about total compensation and how it is presented during the recruitment process. Ms. Mycoff commented that she's unaware of what people are actually offered but knows Platte River's benefits, total compensation, and cost of living considerations are well received. Ms. Clemens Roberts commented about Platte River missing an executive bonus structure and internal staff are currently in discussions on how to improve that area.

Director Bergsten reiterated hiring specialized consulting firms to cover any area candidates might not have experience in. Mr. Frisbie assured the board that great candidates will come forward because of Platte River's reputation within the industry and the current legal team Mr. Wilson has implemented over the years can help cover any areas that may be lacking in a candidate.

Director Bagley moved to approve the salary range of \$240,000-290,000 as discussed and presented. Director Marsh seconded. Director Horak disagreed with advertising a range that isn't used now. Ms. Mycoff suggested using the established range used in March adding the three percent cost of living to the range. Director Bagley amended the motion to use the updated 2019 proposed numbers adding the three percent cost of living adjustment and advertise from mid-point to the high-point of \$284,669. Director Marsh re-seconded the amended motion. Director Horak clarified the proposed salary range. The motion carried 8-0 with roll call vote.

DISCUSSION

(6) Issues associated with general counsel dual-reporting structure
(presenter: Joe Wilson)

Chair Jirsa reminded the board of the dual-reporting structure adopted by Resolution 06-14 and 03-17 and the materials provided within the packet will be used for the boards' consideration for future discussions. Mr. Wilson offered information gathered from other Large Public Power Council's general counsel reporting structures and Platte River's internal reorganization may require updates to the resolutions and the reporting structures for future board discussions. No decisions are requested today.

Director Horak supports the general manager offering feedback to the board regarding the general counsel, however expressed concerns with the general manager setting the general counsel's salary. Directors concurred with Director Horak and the discussion will be added to a future board meeting after retainment of a new general counsel.

ADJOURNMENT

With no further business, the meeting adjourned at 10:34 a.m. The next regular board meeting is scheduled for Thursday, February 28, at 9:00 a.m. at the Platte River Power Authority, 2000 E. Horsetooth Road, Fort Collins, Colorado.

AS WITNESS, I have executed my name as Secretary and have affixed the corporate seal of the Platte River Power Authority this 28 day of February, 2019.

Angelakka
Secretary

