

**CORPORATE COUNSEL**  
**Continental Cooperative Services**  
**Allegheny Electric Cooperative Inc. and Pennsylvania Rural Electric Association**  
**Harrisburg, PA**

Continental Cooperative Services (CCS), located in Harrisburg, Pa., is a membership organization that manages two organizations:

- **Allegheny Electric Cooperative, Inc. (Allegheny)** – A Generation & Transmission Cooperative, organized as a not-for-profit electric cooperative corporation providing wholesale power requirements for 14 rural electric distribution cooperatives in Pennsylvania and New Jersey.
- **Pennsylvania Rural Electric Association (PREA)** – A Statewide Trade Association serving as a resource center for its 14 member cooperatives. PREA provides such services as legal, federal/state legislative and regulatory representation; communications with members, employees and directors; and job training and safety for member cooperatives.

**CORPORATE COUNSEL**

The Corporate Counsel is a new position in the organization with succession planning as a primary strategy. The Corporate Counsel is a direct report to the current corporate counsel with support from a Legal Administrator and the purpose to extend the legal department's capability to fulfill Allegheny's mission of providing members with a reliable supply of wholesale power at a competitive rate. The Corporate Counsel also assists the current corporate counsel and the broader executive team and membership to enforce the statewide organizations' legal rights and obligations and provides broader legal support to its members. The Corporate Counsel models the statewide organizations' Values of Responsiveness, Excellence, Integrity, Stewardship, Sustainability and Teamwork while managing the responsibilities of the position.

*Desired Knowledge and Skills*

- Utility Operations
- Federal and State Energy/Utility Law
- Experience with handling regulatory agency proceedings
- Contract Law
- Right-of-Way Law and associated challenges
- Corporate or Cooperative Law
- Ethics Issues

Specifically, the Corporate Counsel is responsible for:

*Corporate Legal Support*

- Attend PREA and Allegheny board meetings as needed; provide presentations on legal/ethics-related issues
- Act as parliamentarian at board meetings

- Responsibility for drafting final versions of minutes to provide maximum legal protections for the boards
- Serve as staff contact and co-facilitator for the Allegheny Legal, Regulatory, Ethics and Policy Committee and the PREA Ethics & Disclosure of Interest Committee; develop meeting agendas and provide presentations at meetings; draft minutes, as appropriate
- Provide presentations at New Director Orientations

Ethics Responsibilities

- Serve as Chief Ethics Officer for the organizations
- Oversee compliance with and implementation of the organizations' ethics policies, oaths of office and disclosure of interest processes
- Provide periodic presentations on the ethics policies and related issues to boards of directors, board committees and employees
- Proactively review laws and industry standards as they relate to the organizations' ethics policies and procedures to determine if changes or updates are appropriate
- Provide advice to member representatives on ethics issues
- Provide advice to employees of organizations on ethics issues
- Investigate any whistleblower complaints concerning the organizations

Advice to Internal Business Units

- Works extensively with the Power Supply & Engineering Department on:
  - Drafting and negotiating power supply contracts and related arrangements
  - Qualifying facilities interconnection agreements and policies
  - Establishing and maintaining delivery points
  - Right-of-Way matters
  - Agreements and dealings related to New York Power Authority Preference Power
  - Monitoring PJM Legal Issues Team proceedings and coordinating on PJM transmission owners' matters
  - Handling FERC proceedings and dealing with wholesale power and transmission issues
  - Handling Raystown Hydroelectric Project (Raystown) filings and matters; implementing Raystown Dam Safety Plan
  - Handling transactions, including asset acquisitions and divestitures
- Works with the Public Affairs & Member Services Department to develop and analyze draft legislation or regulations
- Draft filings in Federal proceedings such as Notices of Proposed Rulemakings or Notices of Inquiry
- Works with the Finance & Accounting Department to handle financings and agreements with lenders; also various duties related to management and tax audits
- Works with the Strategic & Corporate Services Department on HR and personnel issues and tenant leases

Services to Members

- Provide ongoing advice to member cooperatives and their attorneys on all distribution cooperative related issues, including:
  - Rights-of-Way
  - Member disconnects
  - Personnel and employment issues
  - Railroad crossings
  - Highway occupancies
  - Capital credits
  - Territorial/Borderline issues
  - Tax matters
- File annual petition with Department of Revenue for refund of all liquid fuels taxes paid during each calendar year
- Hold annual Lawyer/Chief Executive Conference for member cooperative chief executives and their counsel

Manage Outside Counsel

- Select and manage outside counsel providing service to the organizations
- Ensure that outside counsel are well-suited to the needs of the organizations and that they provide services in the most cost-effective manner

Provide Business and Strategic Assistance

- Work with all organization departments to provide input into management evaluations of key issues and initiatives that are important to the organizations
- Position is responsible for providing input on management, strategy and business analyses
- Attend NRECA (National Rural Electric Cooperative Association) or other Industry meetings, as appropriate

CCS seeks a talented legal expert with a minimum of 10 years of experience and familiarity with the utility or cooperative industry with an emphasis on handling regulatory cases or proceedings. Requirements include a J.D. or equivalent from an accredited law school and admitted to the Pennsylvania Bar or eligible for reciprocity.

## THE ORGANIZATIONS

Formed in 1946 by 14 cooperatives, Allegheny's mission has been to provide electric cooperative consumers with a reliable supply of energy at a competitive price. In doing so, Allegheny has been very active in meeting its members' desire to support conservation, provide clean and renewable energy generation, and ensure a secure energy future for electric cooperatives. Allegheny has a diversified power supply portfolio with significant investments in nuclear and hydropower resources and minimal reliance on carbon-based fuels. About 65 percent of Allegheny's energy supply comes from these clean, stable and relatively low-cost resources. Allegheny owns 10 percent of the Susquehanna Steam Electric Station, a 2,600-megawatt, two-unit nuclear power plant located in Luzerne County, Pa. Talen Energy Corporation owns the remaining 90 percent and operates the boiling water reactor facility.



Allegheny also operates the Raystown Hydroelectric Project (Raystown), a two-unit, 21-megawatt, run-of-river hydropower facility located at Raystown Lake and Dam in Huntingdon County, Pa. In 2007, Raystown earned the distinction of being the first hydroelectric plant in Pennsylvania to be certified as a Low Impact Hydroelectric Facility by the Low Impact Hydropower Institute (LIHI), a non-profit organization dedicated to reducing environmental impacts of hydropower generation. The certification continues Allegheny's high standard of environmental stewardship.

Additionally, Allegheny has been at the forefront of initiatives to control peak demand and assist consumer-members in the development of renewable generation systems. The Coordinated Load Management System, a demand-side program that has been in place since 1986, helps shift electricity use of hot water heaters and other appliances from times of peak demand to off-peak hours. By doing so, the voluntary program improves system efficiency, cuts costly demand charges and reduces the need for new generating capacity. The system is being updated to include state-of-the-art automatic meter reading, load control and smart meter/smart appliances capability.

Allegheny and the Pennsylvania Rural Electric Association (PREA) have also worked to develop a program to assist cooperative consumer-members who want to install a clean energy generation system at their home or farm. The Renewable Energy Assistance Program provides grants to electric distribution cooperatives to help cover various interconnection costs, such as metering equipment and distribution transformers. It also pays for certain transitional costs to help ensure that other electric cooperative consumer-members are not required to subsidize the operation or installation of small renewable energy generation systems — whether the system is an anaerobic digester, wind turbine or solar array.

In many ways, these initiatives reflect the electric cooperative tradition of members helping members and add a new chapter to our history of addressing environmental and energy challenges in a cost-effective and fair way.

Since 1942, PREA has served as the unified voice for electric cooperatives in Pennsylvania and New Jersey. These member-owned entities provide power and other services within their respective service territories. PREA is a non-profit, service organization headquartered in Harrisburg, Pa., and is governed by a 14-member board of directors — one director from each member cooperative. Today, 14 electric cooperatives in Pennsylvania and New Jersey supply electricity to more than 230,000 rural households, businesses and industries, representing more than 600,000 consumers. The 13 cooperatives in Pennsylvania own and maintain about 12.5 percent of the electric distribution lines in the state, covering nearly one-third of the Commonwealth's land area in 42 counties. These lines, an essential component of rural business and industry, represent one of the Commonwealth's largest non-governmental investments in rural infrastructure.



As locally owned (electric cooperatives are owned by their members) and locally controlled businesses, electric cooperatives play vital roles in maintaining the economic health of their rural communities – providing hundreds of jobs and contributing to the overall quality of life.

## THE COMMUNITY



Harrisburg is the Capital City of Pennsylvania with a population of approximately 49,000. It is located on the East bank of the Susquehanna River, 107 miles west of Philadelphia. It is less than a four-hour drive to New York and Washington, DC. Directly to the north of Harrisburg is the [Blue Mountain](#) ridge of the [Appalachian Mountains](#). The [Cumberland Valley](#) lies directly to the west of Harrisburg and the Susquehanna River, stretching into northern [Maryland](#). The fertile [Lebanon Valley](#) lies to the east. Harrisburg is the northern fringe of the historic [Pennsylvania Dutch Country](#).

Harrisburg experiences seasonal conditions typical to the Northeast United States. Summers are usually hot with temperatures in excess of 90° and winters include days with snow and colder temperatures.

Wikipedia Page: [https://en.wikipedia.org/wiki/Harrisburg,\\_Pennsylvania](https://en.wikipedia.org/wiki/Harrisburg,_Pennsylvania)

City Web Site: <http://harrisburgpa.gov/>

US News Site: <https://realestate.usnews.com/places/pennsylvania/harrisburg>

## COMPENSATION, BENEFITS & RELOCATION

The total compensation and relocation package is competitive and will be dependent upon qualifications and experience. CCS offers a competitive compensation and benefits package.

## TO APPLY

Interested candidates should submit a cover letter and resume no later than June 30, 2018 to:

Mycoff Fry & Prouse LLC  
PO Box 1310, Conifer, CO 80443

Joyce Gallo, Senior Recruiter  
[jgallo@mfpllc.us](mailto:jgallo@mfpllc.us) – (800) 525-9082

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