

**GENERAL COUNSEL
TRI-STATE GENERATION AND TRANSMISSION ASSOCIATION, INC.
WESTMINSTER, COLORADO**

PROFILE

The General Counsel is a direct report to Tri-State's Chief Executive Officer and supervises Senior Managers directing the functions of FERC regulatory (five total personnel) as well as an Assistant General Counsel that directs administrative support, three Attorneys, and two paralegal support professionals. The General Counsel is also responsible to work closely with the Tri-State Board of Directors, particularly the Chairman and Vice Chairman, in support of all board activities.

The General Counsel is responsible to oversee the legal positioning of Tri-State and protect the best interests of member cooperatives in their ownership of the organization. The General Counsel provides guidance to the Chief Executive and the Board of Directors in the development of major corporate objectives, review of plans and budgets, and in the development of appropriate controls and reporting relationships.

CONDITIONS AND REQUIREMENTS

Tri-State serves one of the most diverse electric cooperative territories in the nation while also serving a membership with an all-in average of less than three members per mile of distribution line. Member diversity includes service to members in four states with increasing political and regulatory divides, urban and rural motivations, small-to-large member cooperatives, Front Range territories in Colorado experiencing moderate-to-extreme population and load growth, and a wide variety of pressures and passion toward desired change to the business model. All of these conditions create pressure to both evolve the organization's vision and investment in technology while also exerting pressure on the need to control and eliminate overhead in the organization.



TRI-STATE
Generation and Transmission
Association, Inc.

A Touchstone Energy® Cooperative



Above all other considerations, Tri-State seeks a General Counsel that will perform as a key leader in the organization assisting to guide strategy development and execution and assist the executive team to create alignment with the vision, roadmap, and goals of the organization, all while serving as the primary guardian to protect the legal interests of the enterprise. Ideal candidates will offer substantive leadership as a legal advisor in the electric utility power supply environment. Exemplary people skills, written and oral communications skills, and proven composure under pressure are absolute requirements for the position. Candidates should offer a proven skill in partnering and fostering relationships both internal and external to a utility organization. Tri-State desires a General Counsel who is energized by change and supports the evolution of the wholesale cooperative business model. Ideal candidates will have successfully fostered a team-oriented, inclusive, and collaborative atmosphere and be open to such engagement internal to the organization, external to member organizations, and with external stakeholders of all varieties.

Although Tri-State's legal team is significantly challenged of late with FERC regulatory challenges and litigation, ideal candidates will offer the leadership traits described above with a breadth of legal acumen and experience across a broad spectrum of utility challenges. Desired experiences include corporate and employment law, parliamentary and board governance, power supply agreements, environmental, compliance, finance, transmission reliability organizations (RTO/ISO), capital construction, generating plants, transmission, system operations, and corporate communications. Experience working with wholesale customer groups is desired. Experience in corporate transactional law could be an advantage to candidates as well. Candidates are expected to

offer proven experience managing outside counsel efficiently. Proven success providing testimony with federal and state regulatory agencies and legislators and presentations to large audiences is desired.

Candidates should offer at least 12 years of management and legal experience in the electric utility realm that includes substantive management experience and support to an executive team and board of directors. A Juris Doctor (JD) degree from an accredited law school is required. Candidates must hold a record of good standing with a state bar association to qualify. If necessary, a license to practice law within Colorado must be obtained within 12 months of employment.

Additional job description information is available from the official job description below this document.

TRI-STATE GENERATION AND TRANSMISSION ASSOCIATION

Tri-State is a wholesale electric power supplier headquartered in Westminster, Colorado, and owned by the 43 electric cooperatives that it serves. Tri-State generates and delivers electricity to its member systems throughout a 200,000 square-mile service territory across Colorado, Nebraska, New Mexico, and Wyoming, serving a population of approximately 1.5 million consumers. Tri-State employs approximately 1,550 personnel across the four-state territory. Around 320 of these employees are part of a collective bargaining agreement and 240 of these employees belong to subsidiaries of Tri-State.

Tri-State is part of a multi-state, interconnected transmission network and owns or operates over 7,000 miles of high-voltage lines. An extensive network of substations, telecommunications, and maintenance centers and field offices supports the system. Over recent years, Tri-State purchased \$100 million in transmission assets from its members and including all assets above 115 kV.

Helpful Web Links:

[Main Web Site](#)

[Corporate Governance](#)

[2020 Annual Report](#) (PDF download)

[Investor Presentation](#) (PDF download)

[SEC Filings](#)

[Responsible Energy Plan Video](#)

WESTMINSTER, COLORADO, WEB LINKS

[Wikipedia Page](#)

[City of Westminster](#)

[City-Data.com Page](#)

TIMELINE – IMPORTANT DATES

Resume submittal deadline - August 8

Semi-Finalist Interviews – Week of August 29

Finalist Interview on-site – September 15

Candidate begins employment – October 2022



CONTACT INFORMATION

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(JOB DESCRIPTION LISTED ON THE FOLLOWING PAGES)

OFFICIAL POSITION DESCRIPTION

Provide legal assistance and guidance to the Chief Executive Officer and the Board of Directors in the development of major corporate objectives, in the review of plans and budgets, and in the development of appropriate controls and reporting relationships. Actively promote and develop actions to fulfill Tri-State's mission to provide Member Systems with a reliable, affordable, and responsible supply of electricity in accordance with cooperative principles.

Lead respective business functions, meet associated position accountabilities, demonstrate managerial engagement and associated responsibilities, and promote enterprise advocacy and appropriate business function alignment through management and direction of Legal and Regulatory Services.

ESSENTIAL FUNCTIONS AND RESPONSIBILITIES:

- Responsible for continually monitoring the progress of risk management strategy and plans including analyzing the appropriate costs and benefits to the Company within area of responsibility.
- Responsible for ensuring adherence to Tri-State's Reliability Compliance Program including Critical Infrastructure Protection (CIP) standards, Standards of Conduct (SOC) and all national Federal Energy Regulatory Commission/North American Electric Reliability Corporation (FERC/NERC) and regional Western Electricity Coordination Council/Midwest Reliability Organization/Southwest Power Pool (WECC/MRO/SPP) reliability standards.
- Responsible for creating and maintaining all policies, procedures and programs for the major functions within area of responsibility and for ensuring that they are consistent with company goals and objectives

Legal

- Responsible for providing legal counsel and guidance to the Chief Executive Officer and Board of Directors on corporate matters.
- Responsible for the direct management of the Legal functional areas.
- Responsible for providing legal advice and assistance in general matters to all functional areas within the Association.

Federal Regulatory Services

- Responsible for overseeing corporate wide Federal Regulatory programs.
- Direct and oversee processes, policies, and proceeding in the Federal Regulatory Department and ensure timely response for testimony and submittals to regulatory agencies.
- Monitor state and federal governmental regulations and develop recommendations and strategic initiatives to protect corporate interests.
- Review regulatory, legislative, and judicial positions in actions involving Tri-State and review regulatory authorities' compliance requirements for the purpose of providing interpretation and recommendations for corporate positions or course of action.

- **Leadership**

- Help develop and actively promote Tri-State leadership norms and demonstrate effective decision making.
- Model enterprise first behavior, expect same from colleagues, and instill same in all direct reports and all indirect and support personnel.
- Conduct professional development planning, set priorities and rebalance priorities as needed to ensure company priority direction, with all direct reports, and evaluate according to plan and unforeseen events.
- Set high standards for all strategic planning, quality control, and cost containment.
- **Management**
 - Collaboration: Foster and support collaboration among peers, employees, teams, lines of business, departments, etc. in order to ensure the effective and efficient achievement of goals and objectives.
 - Training: Ensure that training and development needs for each employee have been identified and that adequate learning opportunities are provided. Ensure that managers provide coaching and mentoring opportunities as appropriate.
 - Delegation: Ensure that managers effectively delegate, set expectations, obtain accountabilities, establish priorities, monitor and balance workload requirement and oversee assigned staff and vendors so that the goals and objectives of each delegated area are achieved.
 - Forecasting, measurement and continuous improvement: Ensure that team and individual employee execution is evaluated against established goals and objectives for all accountabilities. Ensure delegated functions effectively forecast work and resource needs, including human, capital and physical resources, and recommend annual budgets to meet goals and objectives aligned to support enterprise strategies goals and objectives. Actively monitor performance against budget and identifies variances.
- **Advocacy**
 - Model and accept nothing short of an effective safety and compliance culture.
 - Demonstrate and coach shared responsibilities and individual accountabilities with peers and direct reports and all indirect support personnel.
 - Practice and require sound use of all membership resources and finances and require direct reports to effectively forecast and justify budgets and variances on a regular basis.
 - Exhibit industry leadership and expect high levels of content expertise from peers and direct reports.
- Adhere to and demonstrate compliance with appropriate electric utility industry regulatory requirements. Attain knowledge and remain knowledgeable of development in regulations, laws, standards and best practices applicable to the functional area including, but not limited to, Standards of Conduct, Environmental, Employment Law, NERC Reliability Standards and Safety. Must be familiar with, and comply with, all aspects of Corporate Policy C-54, Compliance.
- Demonstrate behavior consistent with Tri-State's culture embodied in the Cooperative principles and spirit and core values of technical competency, respect and dignity, accountability, integrity, trustworthiness, and servant leadership to empower or otherwise enable others to optimally perform their job responsibilities. Demonstrate and promote ethics and behaviors consistent with Tri-State's culture, Board policies, and business

practices. Understand and fulfill the role and responsibility for all compliance programs within the company.

- Because Tri-State is an electric utility with continuous service obligations to its customers, regular, reliable, and predictable performance of the essential functions and responsibilities is an essential function of the job.
- Because Tri-State has an obligation to provide continuous, reliable electric service to its customers, the ability to work overtime at any time of the day or week is considered an essential function of the job.

OTHER DUTIES/RESPONSIBILITIES

- Perform other related duties as assigned

SUCCESS FACTORS/JOB COMPETENCIES:

- Leadership: Demonstrated ability to identify functional area business needs and establish goals and objectives to ensure alignment with enterprise goals.
- Planning: Ability to think ahead and plan upcoming initiatives including prioritizing workload, developing schedules and meeting deadlines.
- Management/Supervision: Ability to organize and manage multiple priorities and assigned staff. .
- Time management: the ability to prioritize and schedule projects and meet deadlines.
- Problem analysis and problem resolution at both strategic and functional levels.
- Business risks: ability to weigh business risks and ensure compliance with appropriate information security measures.
- Demonstrate behavior consistent with company values.
- Excellent interpersonal and communication skills.
- Strong team player.

REQUIRED JOB QUALIFICATIONS:

Education and Training:

- The nature of this position requires a Juris Doctorate Degree and must be admitted to practice law in Colorado within one year from date of employment.

Knowledge, Skills, and Ability:

- Strong organizational planning, project management, and presentation skills.
- Strong facilitation skills and a clear ability to build strong relationships with business stakeholders at all levels.
- Strategic long-term planning and goal-setting to anticipate future opportunities and issues.
- Excellent written and verbal communication skills.
- Strong, proven problem-solving skills and the ability to identify, analyze, and resolve problems, driving solutions through to completion.
- Demonstrated ability to effectively lead teams, delivering high performance and customer satisfaction.

Experience:

- Twelve (12) years of related experience involving electric cooperative operations or electric utility related experience.

- Five (5) years in a senior leadership capacity.

Other:

- Willingness to travel as required for training and meetings throughout service territory.
- Must be able to perform all essential functions of the job.

PHYSICAL AND MENTAL DEMANDS: The physical demands and work environment characteristics described here are representative of those that must be met by an employee to successfully perform the essential functions of the position. Reasonable accommodations may be made to enable individuals with disabilities to perform the essential functions.

- *Physical demands:* While performing the duties of this position, the incumbent is primarily required to sit, stand, walk, stoop, bend and frequently utilize a keyboard/computer. Specific vision abilities include close vision, peripheral vision, depth perception and the ability to adjust focus.
- *Mental demands:* While performing the duties of this position, the incumbent will be required to problem solve, read, write and analyze data, work under schedules and deadline pressure, present information to others, work independently and use discretion and judgment for confidential or sensitive projects/issues.
- *Work Environment:* While performing the duties of this position, the employee is exposed to an office environment indoors, and will occasionally travel outdoors to multiple locations dependent on work.

This job description is not all inclusive but rather serves as a general guideline of the current needs of the position and can be modified at the discretion of management to meet current business needs. Experience and education requirements are the primary basis for awarding this position, however substitutions that are essentially equivalent may be made as they relate to the essential functions, duties, and responsibilities of this position.