

STARR & WESTBROOK, P.C.

ATTORNEYS AT LAW
210 EAST 29TH STREET
LOVELAND, COLORADO 80538
TELEPHONE 970-667-1029
FACSIMILE 970-669-3841

RANDOLPH W. STARR
MICHAEL A. WESTBROOK

E-Mail Randy@starrwestbrook.com
E-mail Mike@starrwestbrook.com

RANDOLPH W. STARR

CURRICULUM VITAE

CURRENT EMPLOYMENT

STARR & WESTBROOK, P.C., President
Attorneys-at-Law
210 East 29th Street
Loveland, Colorado 80538
Telephone: 970-667-1029
Facsimile: 970-669-3841
E-Mail: Randy@starrwestbrook.com

WORK EXPERIENCE BY CLIENT TYPE

UTILITY

- [1] Counsel for Poudre Valley Rural Electric Association, Inc., 7649 REA Parkway, P.O. Box 272550, Fort Collins, Colorado 80527-2550, Telephone 970-226-1234, Jeffrey C. Wadsworth, Chief Executive Officer, (over \$228 million in assets, and over \$110 million in annual revenue with over 37,000 service and with over 85 employees). Represented since 1973. Provide all legal services for the Association including: representation before the Colorado Public Utilities Commission on all rate making matters, rule making matters, territorial matters, complaint procedures and miscellaneous matters; representation on contract negotiations with large power consumers, power supply contracts, territory contracts and joint use contracts; franchises with cities; representation on all eminent domain (condemnation) proceedings for distribution and transmission line right-of-way acquisition and acquisition of substation and other facility sites; all litigation before state and federal courts including territorial disputes, rate making standards, cogeneration and small power rates and standards, negligence and other tort actions as plaintiff and defendant, collective bargaining disputes and appeals

from actions of the Colorado Public Utilities Commission; representation before the Rural Utilities Service [formerly Rural Electrification Administration, Department of Agriculture], Washington, D.C.; preparation of legislation for the Colorado legislature and testimony and other actions in support of the legislation.

- [2] General Counsel for Holy Cross Energy, 3799 Highway 82, P.O. Box 2150, Glenwood Springs, Colorado 81601, Telephone 970-945-5491, Delvan D. Worley, Chief Executive Officer, (over \$311 million in assets, and over \$109 million in revenue with over 57,000 services and over 150 employees). Represented since December, 2009. Provide all legal services for the Association including: representation before the Colorado Public Utilities Commission on all matters relating to wholesale electric rate costs, territorial matters, complaint procedures and miscellaneous matters; representation on contract negotiations with large power consumers, power supply contracts, territory contracts and joint use contracts; franchises with towns and cities; representation on all eminent domain (condemnation) proceedings for distribution and transmission line right-of-way acquisition and acquisition of substation and other facility sites; all litigation before state and federal courts including negligence and other tort actions as plaintiff and defendant, appeals from actions of the Colorado Public Utilities Commission; representation concerning loans from the Rural Utilities Service [formerly Rural Electrification Administration, Department of Agriculture], Washington, D.C. and the National Rural Utilities Cooperative Finance Corporation; review of legislation for the Colorado legislature.
- [3] Co-counsel to six rural electric associations for various matters before the Colorado Public Utilities Commission including the general examination of rate making standards for all electric utilities and the rule making and rate making actions relating to the “Public Utilities Regulatory Policies Act” (cogeneration and small power production).
- [4] Special counsel to an electric utility in negotiations with its power supplier on its rate and on special conditions of service in the contract. (South Dakota)
- [5] Special counsel to San Isabel Electric Cooperative Association (Pueblo) regarding electric service issues. Special counsel to Mountain Parks Electric Association (Granby) regarding complaints to the Colorado Public Utilities Commission regarding residential time of use rate matter.
- [6] Counsel for Little Thompson Water District, Berthoud, CO, Central Weld County Water District, Greeley, CO, and North Carter Lake Water District, Berthoud, CO, and Carter Lake Filter Plant Water Authority in all matters including: water rights, rate making, conditions of service, extension policies, special rate contracts, water supply contracts, easements, territory, all litigation including eminent domain

actions, acquisition of financing, collection of unpaid charges, collection of damage claims, issuance of revenue bonds and working with investment bankers and bond counsel, construction contracts for major water line and water tank construction, negotiation and contracting with cities, counties and other government, and all other general legal services, including review of legislation and dealing with lobbyists. Formed two separate water authorities for jointly owned water treatment facilities.

- [7] Represented three Fort Collins area water districts regarding the formation of a water authority for ownership and management of water treatment, water storage and water transmission facilities.
- [8] Represented Arkins Water Association from 1973 until it merged into Little Thompson Water District. Performed all services and obtained all approvals for merger transaction.
- [9] Represented Prospect Mountain Water Company in 2009 regarding application for certificate of public convenience and necessity and for rate approval for water rates from the Colorado Public Utilities Commission. Obtained approval for water rate refund and applied for change in ratemaking methodology and for a rate increase from the CPUC.
- [10] Represent Windcliff Property Owners Association since 1985; and WPOA is a large subdivision in the Estes Park Valley that owns and operates its own treated water distribution system. All legal services for this subdivision owners association have been provided including representation regarding water rights, rate making, conditions of service, extension policies, special rate contracts, water supply contracts, easements, all litigation including damage claim actions, acquisition of financing, collection of unpaid charges, collection of damage claims, working with Rural Utilities Service for loan funding, construction contracts for major water line construction, negotiation and contracting with the Town of Estes Park, and all other general legal services.

GOVERNMENTAL

- [1] Former counsel for Thompson School District R2-J, Loveland, Colorado. Represented 1973 to 1988. Provided all legal services for the District (over 11,000 students and over 1,200 employees) including: all litigation before state and federal courts and state and federal agencies including employment discrimination, student rights, student discipline, compulsory school attendance, teacher grievances and eminent domain; consultation on policy adoption; advice on various state and federal laws and rules; contract negotiation on real estate and

school site development; negotiation and contract preparation on intergovernmental cooperation in facilities and services; preparation of legislation for the Colorado legislature and testimony and other actions in support of the legislation.

- [2] Former counsel for the Fort Collins-Loveland Airport Authority, Loveland, Colorado. Represented since Authority formed in 1983 until September, 1987. Authority now dissolved. Provided all legal services to the Authority including negotiation with all airport tenants and fixed base operator, representation and negotiation with various local government agencies on leasing and land planning.
- [3] Counsel for Little Thompson Water District, Central Weld County Water District and North Carter Lake Water District. (See Utility section.)

BANKING

- [1] General counsel for the Home State Bank, 935 Cleveland Avenue, P.O. Box 329, Loveland, Colorado 80539-0329, (970) 669-4040, Harry Devereaux, President. Represented since 1973. Provide general legal services for the bank (over \$770 million in assets and about 200 employees) including litigation before state, federal and bankruptcy courts including collection of unpaid accounts, repossession of property, foreclosure on real property and lender liability claims; work out agreements; voluntary repossession agreements; employment matters; employee profit sharing plan agreement; sales of ORE; review of legislation; compliance with state and federal lending laws, rules and regulations; representation of trust department regarding probate, estate, trust, conservatorship and other general legal services.
- [2] General counsel for the American Bank. Represented since bank was chartered in 1974. Provided all legal services for the bank (over \$110 million in assets) including all of the above matters. American Bank was merged into Home State Bank.

OTHER SELECTED CLIENTS

- [1] Ticor Title Insurance Company (formerly Chicago Title), Dallas, Texas (title insurance claims)
- [2] Loveland Ready-Mix Concrete, Loveland, CO
- [3] Big Thompson Ditch & Manufacturing Company (water rights and irrigation)
- [4] Consolidated Home Supply Ditch and Reservoir Company (water rights and irrigation)

- [5] Louden Irrigating Canal and Reservoir Company (water rights and irrigation)
- [6] Reorganized Farmers' Ditch Company (water rights and irrigation)
- [7] South Side Ditch Company / South Side Reservoir Company (water rights and irrigation)
- [8] Handy Ditch Company (water rights and irrigation)
- [9] Lower Latham Ditch Company and Lower Latham Reservoir Company (water rights)
- [10] Windcliff Village, Inc., Estes Park, CO (real estate development and subdivision)
- [11] Confederation Life Insurance Company (commercial/shopping center real estate leasing and development)
- [12] United States Restaurant Properties (REIT-real estate and landlord-tenant)

PRACTICE

- 25% Public Utility Law
- 20% Estates and Estate Planning
- 20% Corporation Law
- 25% Real Property and Water Law
- 5% Other Litigation
- 5% Banking Law

LECTURES

- [1] Presented legal seminars on various subjects to the Colorado Rural Electric Association Attorneys Council including territorial matters, rate making matters, Colorado Public Utilities Commission rule making and rate making matter, Board conflicts of interest and ethics, ethics of legal practice, and the Americans With Disabilities Act.
- [2] Presented legal seminars on various subjects to the Colorado School Attorneys Council and the Colorado Association of School Boards, including student discipline, compulsory school attendance and student privacy.
- [3] Presented seminars to bank employees on bank account issues and customer relationships.
- [4] Presented seminars to ditch and reservoir company directors and managers on legal issues connected with mutual irrigation and reservoir companies.

EDUCATION

Degrees:

- [1] Bachelor of Science, Business Administration, University of Kansas,

Lawrence, Kansas, June 1, 1970. Other activities: Delta Tau Delta social fraternity including chairman of the Alumni relations committee, and appearance in two productions of the Rock Chalk Revue theatrical production; Business Students Association, Honor Roll in School of Business; Freshman Council.

[2] Juris Doctorate, University of Kansas, Lawrence, Kansas, May 20, 1973. Other activities: Ombudsman Office, Student Bar Association on Interdisciplinary Studies, Phi Delta Phi Legal Fraternity, Douglas County Legal Aid Society, Legislative Assistant to Senator Robert Bennett, President Pro-Tem of the Kansas Senate, intern in the Consumer Affairs Division of the Kansas Attorney General's Office.

Other:

Attended numerous post-graduation legal seminars on utility law, school law, banking/commercial law, real estate law, tax law, employment law, domestic relations and family law, estate planning and wills/trusts, environmental law, water law, and litigation and trial tactics.

LICENSES

United States Supreme Court, 1982.

United States Court of Appeals, 10th Circuit (Denver), 1973.

United States District Court, District of Colorado, 1973.

Supreme Court of the State of Colorado, 1973.

MEMBERSHIPS

American Bar Association

House of Delegates, member ~ appointed to represent Colorado Bar Association as state representative

Colorado Bar Association

Real Estate Law and Titles Section

Estate and Trust Section

Local Government Section

Colorado Bar Association Board of Governors 2000-present

Colorado Bar Association Executive Council 2005-2007

Larimer County Bar Association

Member of Executive Committee, Treasurer: 1995-97, President-Elect 1997-98, President 1998-99

Electric Cooperative Bar Association ~ founding member ~ Colorado representative

Colorado Council of School Board Attorneys

Second Vice-Chairman, 1984-1985

First Vice-Chairman, 1985-1986
Chairman, 1986-1987
Colorado School Board Association
Member of Legislative and Legal Issues Committees
Member of Teacher Tenure Act Study Committee
National School Board Association Council of School Attorneys
Colorado Rural Electric Association Attorneys Council
National Rural Electric Cooperative Association
Council of Attorneys
Region VII representative, 1990-1993, 1996-1999 (elected)
Special District Association
Sertoma Club of Loveland
Served as Vice-President, Secretary, Treasurer, Director, and have been awarded various achievement awards including Sertoman of the Year; committee chairman-Rocky Mountain Air Show.
Founding Member of Board of Directors of the Medical Center of the Rockies Foundation and Chair of the Planned Giving Committee of the MCR Foundation
Former Member of Board of Directors of Loveland Center For Business Development
Member of Loveland Advisory Board of Community Foundation of Northern Colorado
President of Loveland Methodist Foundation, Inc.
Member of Board of Directors of Timberlane Farm Museum

OTHER

Arbitrator for the American Arbitration Association
Approved Arbitrator under Colorado Mandatory Arbitration Act
Loveland Attorneys Legal Aid Program - all offices held
Amateur Radio Operator - general class - call sign K^{s-a}VRM
Private Pilot - rating single engine land - over 300 hours
Boy Scouts of America ~ Eagle Scout, Tribe of Mic-O-Say, God and Country Award
Past Chairman - Longs Peak Council Boy Scout Show
Loveland Community Theatre - Board of Directors and actor
Larimer County Partners - Board of Directors, Secretary
Finance Committee Chairman, First United Methodist Church
Precinct Committee person, Larimer County Republican Party

The law firm is the successor to the law firm of Cross, Christensen, Price and Starr, Loveland, Colorado - John A. Cross (deceased, 1977), Robert C. Christensen (deceased, 1995), Warren H. Price (deceased, 1978) - effective date of transfer December 31, 1981.