

EXHIBIT A – SCOPE OF SERVICES

CONTENTS

| | |
|--|---------------|
| Columbia ltd | 1 |
| In General | |
| <i>“Excellence in executive recruiting.”</i> | |
| Values-based. Mission-driven. | |
| Experience | |
| Commitments to Local Government and Professional Development | |
| THE Columbia ltd TEAM | 2 |
| Philosophy | |
| Your Team | |
| RECRUITMENT PROCESS | 5 |
| RECRUITMENT SCHEDULE | 7 |
| PROFESSIONAL FEE | 9 |
| Professional Fee | |
| Optional Services and Costs | |
| Payment Terms | |
| Insurance | |
| Good Standing | |
| GUARANTEE | 10 |
| Placement Guarantee | |
| Ethics | |
| Good Faith, Transparency, and the Council-Manager Form | |
| Diversity, Equity, and Inclusion | |
| Reopening the Recruitment | |

Columbia ltd

In General

Columbia ltd provides executive search services to local government agencies throughout the western United States. Founded and incorporated in 2016 by Chief Executive Officer and lead recruiter Andrew Gorgey, the firm maintains its principal place of business and headquarters in Colorado Springs, Colorado. Please visit: <https://columbialtd.com>.

Mayors, commissioners, supervisors, council members, trustees, directors, and board members trust Columbia ltd to help them with one of the most important decisions they will ever make, choosing their next manager. Similarly, managers and human resources professionals trust Columbia ltd to find high-performing professionals to complete their leadership teams.

“Excellence in executive recruiting since 2016.”

The essence of our motto, “Excellence in executive recruiting,” is a deep commitment to our clients and the communities we serve. We listen actively, and carefully. Through diligence, a strong work ethic, working with a sense of urgency, attention to detail, and anticipation of every client agency’s unique needs, we are able to find the chief executive, director, manager, or department head, who best fits the community, its elected officials, the organization, and its professional management. We help you find the ideal candidate to address the challenges you are facing now, to execute faithfully your policy priorities, to help develop strategy and meet your goals, and to provide solid, consistent leadership and management for years to come.

Values-based. Mission-driven.

Columbia ltd is the executive recruiter of choice in the western United States. This is because we are completely committed to a principle-centered, values-based approach to the essential local government function of bringing the best-qualified professionals into the organization. Everything we do is fueled by five values: **Excellence, Professionalism, Ethics, Courage, and Adaptability**. These are not just words – these are core values to which we adhere every day. Living our values allows us to meet

Our Mission:

We serve local governments and their citizens through excellence in executive recruiting, advancing organizations, improving teams, and enhancing communities, one recruitment at a time.

We ensure each client agency has meaningful choice between highly-qualified candidates, who meet the needs of the organization and community, in every professional discipline for which we recruit.

We are committed to maintaining a positive, professional working environment, and to the professional development of every Columbia ltd team member.

Experience

Columbia ltd celebrated its eight-year anniversary in December, 2024. In its early years, Columbia ltd provided executive recruiting services to an established, California-based executive search firm. At that time, client contracts were with that firm. Columbia ltd and Andrew Gorgey provided professional services, served as lead recruiter, and successfully completed the recruitments. With that in mind, Columbia ltd has successfully completed about four dozen city/county manager and other recruitments in five states, and about 70 other executive recruitments in seven western states in every major discipline.

Commitments to Local Government and Professional Development

Columbia ltd is an associate member of the Colorado Municipal League and a cooperating member of the Washington City/County Management Association. At the invitation of the International City/County Management Association (ICMA), Columbia ltd offers training annually to local government managers in career transition. Columbia ltd is also a proud sponsor of the City/County Management Associations in Arizona, Colorado, Montana, North Dakota, South Dakota, Washington, and Wyoming. Andrew Gorgey has lectured on various topics at the state management conferences in multiple states, and at the Schools of Public Affairs at the University of Colorado and Arizona State University, and at Arizona’s Next Generation Leadership Conferences at the University of Arizona in Tucson, and in Scottsdale.

THE Columbia ltd TEAM

Philosophy

The philosophy of Columbia ltd is that citizens are the ultimate client in every executive recruitment we perform, so that in addition to our values-based, mission-driven approach, we are always aware of the public service underlying our professional services. In this way, we help elected officials hire the best chief executives, and we help chief executives hire the best new additions to their executive leadership teams.

Although we have considerable geographic reach, we carefully manage both the number of recruiting assignments we accept, and more important, when and how we accept them. This allows us to maintain the highest possible service level for all clients, because each recruiter maintains a limited, manageable number of assignments at any given time. Furthermore, each recruiter's assignments are appropriately scheduled, so that clients never compete against each other for the same talent, and every client, recruitment, and process step receive the recruiter's full, effective attention.

Your Team

Andrew Gorgey, CEO and Founder

Since founding Columbia ltd in 2016, Andrew (Drew) Gorgey has established himself as one of the premiere executive recruiters in the United States. A sought-after industry professional, Mr. Gorgey has completed dozens of major executive recruitments in Arizona, California, Colorado, New Mexico, Oregon, Utah, and Washington.

Mr. Gorgey has served in Colorado local government for 25 of the last 27 years, including 20 years full- and part-time at the executive and management levels, making his first executive hire in 2004. Mr. Gorgey served as County Manager and County Attorney for Garfield County in Glenwood Springs, Colorado. He also served as First Assistant and Chief Deputy County Attorney in El Paso County in Colorado Springs, Colorado. In addition, Mr. Gorgey served as Acting City Manager for the City of Glenwood Springs. Mr. Gorgey continues to serve local government as District Counsel to and Administrative Manager of the Garfield County FML District, part-time executive positions he has held since June 2011. He continues to serve local governments throughout the United States as an executive recruiter.

Mr. Gorgey is gifted at organizational assessment and accurate analysis of an entity's business case, critical in effective executive recruitment. His candid, genuine, and respectful style, discretion, professionalism, and legendary work ethic are all major benefits to client agencies, as are his experience and expert-level communications skills. Mr. Gorgey's strong skills in talent identification, recruitment, development and retention, and his commitment to excellence in the hiring process, have helped many diverse organizations advance, improve, and meet their strategic objectives quickly.

Moving to Colorado in 1987, Mr. Gorgey began his career in the resort and hospitality industry, serving as a Corporate Trainer for The Broadmoor, a Forbes Five-Star and AAA Five-Diamond Resort in Colorado Springs. He later served as Editor of *The Colorado Springs Business Journal*. Since his youth, Mr. Gorgey has been an enthusiastic student of leadership, dedicating substantial volunteer hours to leadership positions in various professional associations. The El Paso County Bar Association in Colorado Springs named Mr. Gorgey "Outstanding Young Lawyer" in 1999 and elected him one of the Association's youngest Presidents in 2003-04. Mr. Gorgey twice served the Colorado Bar Association as Vice President. He is also Past President of the Association of Colorado County Administrators. Mr. Gorgey has lectured on leadership at the American Bar Association's prestigious Bar Leadership Institute in Chicago, the Colorado Bar Association's Bar Leadership Training course (COBALT), and the Special District Association of Colorado's Leadership Academy, among others. He has lectured on recruitment, interviewing, and related topics at the City/County Management Association conferences in Arizona, Colorado, and Washington, as well as at the Arizona State University School of Public Affairs and Arizona's Next Generation Leadership Conference at the University of Arizona. He completed the International City/County Management Association's (ICMA's) Gettysburg Leadership Institute in 2017.

Mr. Gorgey holds an undergraduate degree in English from the University of Colorado, as well as a Juris Doctor from the University of South Carolina School of Law. He is a founding member (2023) of the Arizona State University School of Public Affairs Advisory Board and also serves on ASU's MPA Advisory Board.

Sue Autry, Senior Executive Recruiter and Strategist

Based in Greenwich, CT, Sue Fowler Autry has a reputation for professionalism in human resources and executive recruitment enjoyed by few others in the United States. Following successful careers in banking, elite private-sector executive recruiting (Texas), employment law, finance, and manufacturing, Ms. Autry held executive leadership and management positions for 20 years in local government human resources.

Creative and resourceful, Ms. Autry meets the challenges of every assignment, regardless of difficulty, with a “can do” attitude. Her career started in banking, where she was the first female Officer Candidate in a large Atlanta bank. Under a Consent Decree at the time, the bank retained Ms. Autry to focus on affirmative action, compliance, and recruiting. After a few years, Ms. Autry’s talent and excellent reputation drew the attention of several executive search firms.

A private sector executive search firm noticed Ms. Autry’s success managing the bank’s college recruiting, executive hiring, and manpower planning. The firm’s partners invited her to Dallas and within a year made her an equal partner. Ms. Autry’s strong intuition and relationship-building skills with clients brought success. Her work in affirmative action and compliance piqued her interest in law, so after years of successful recruiting practice, she sold her company shares to her partners and was admitted to the Southern Methodist University School of Law.

After graduation, she practiced employment and labor law at Haynes and Boone, LLP (Dallas). In the years that followed, Ms. Autry was recruited away from the firm to major private sector assignments including with First National Bank of Texas, where she improved operations of the \$9 billion personal trust administration department. She was recruited a second time to the team that brought Northern Trust of Chicago to Texas. Northern Trust as Statewide Marketing Director. In an unexpected turn, family health issues led her to assume responsibility for her spouse’s footwear manufacturing company. As President and CEO, Ms. Autry transformed the company from manufacturing to licensing of the company’s patents and trademarks.

Ms. Autry transitioned to the public sector as a human resources consultant, but the City of Colorado Springs, Colorado, quickly hired her full-time to manage employee relations, disciplinary hearings, executive recruitments, pay for performance, performance management, and benefits. She redrafted all of the City’s policies and procedures. El Paso County, CO, recruited her to a similar role, but the City soon recruited her back to serve as Human Resources Manager for the police department. The police chief quickly promoted her, giving Ms. Autry responsibility for Management Services (finance, human resources, information technology, records and ID, the volunteer program, fleet, facilities, and asset management). In Colorado’s second-largest city, Ms. Autry was the only civilian on the chief’s command staff.

Her years of success in both the private and public sectors uniquely position Ms. Autry to help clients resolve difficult organizational challenges. She understands city and county organizations in a way most search consultants never will. Ms. Autry excels in identifying candidates in alignment with Columbia Ltd’s mission of advancing organizations, improving teams, and enhancing communities, one recruitment at a time.

Ms. Autry holds bachelor’s and master’s degrees from Georgia State University, as well a Juris Doctor from the Southern Methodist University School of Law.

Elizabeth (Liz) Eubank, Administrative Assistant

Elizabeth (Liz) Eubank came to Columbia Ltd as an award-winning customer service specialist from Vail Resorts (Colorado), where she earned the Spirit of Beaver Creek (Ski Resort) Award in recognition of her professionalism and her exemplification of corporate values. During her tenure, Ms. Eubank led The Ambassadors, an essential guest service group, and Street Team “On the Spot,” an employee engagement program. She also completed extensive leadership training in emotional intelligence, the DISC assessment, managing expectations, team dynamics, leadership communications, delivering performance feedback, developing talent on the team, championing change, coaching to develop, and navigating conflict. In addition to over 17 years of experience in hospitality and customer service, Ms. Eubank previously worked for the Town of Vail, Colorado, as a local government concierge. Ms. Eubank also has

considerable direct experience with information technology, and diverse experience in emergency medicine, health care, and live theater.

Ms. Eubank brings a formidable work ethic and strong sense of professionalism to Columbia ltd, where she creates a highly-organized, welcoming environment, which is a solid base for true teamwork and excellent client relations.

Ms. Eubank holds a bachelor's degree (Sociology), *magna cum laude* and with distinction, from the University of Colorado. She also has certifications in Yoga Teacher Training, Health Coaching, and running a chainsaw.

Michelle Holder, Research Manager

Formerly with the City of Aspen, Colorado, Michelle Holder brings skill and excellence to Columbia ltd in several areas pertaining to local government: project management, community engagement, program management, priority-based budgeting, sustainability reporting, and research. A Certified Professional Project Manager, Lean Six Sigma Green Belt, and graduate of the highly-regarded Roaring Fork Leadership Academy (Aspen), she is passionate about empowering communities by helping them realize their largest goals. Ms. Holder earned her bachelor's degree (Political Science and Criminology) from the University of Florida and her Master of Public Administration degree from the University of North Carolina at Chapel Hill. She is based in Portland, Oregon.

Kathy Callaway Conarro, Art Director

Kathy Callaway Conarro has been a graphic designer for over twenty years. The art director and production manager at a reputable alternative news weekly in the United States for over ten years, she also served for over five years as creative director at a fast-growing, international professional sports corporation, before relocating to Central America. Ms. Conarro ensures every local government client is marketed in a genuine, positive, and impactful way and offers creative guidance in corporate marketing.

Ms. Callaway Conarro holds a bachelor's degree in art with an emphasis in graphic design from Western Washington University. She works from her office in Roatán, Honduras.

Background Checking, Candidate Evaluation, Social Media, Marketing, and Cybersecurity

Columbia ltd retains experts and contracts with established vendors in key areas related to background checking, emotional intelligence and integrity testing, social media, marketing, and cybersecurity, all essential aspects of an effective, confidential, successful, and safe recruitment process.

RECRUITMENT PROCESS

Professional executive recruitment generally follows the service steps described below. Columbia ltd can customize the recruitment process to meet your specific needs.

First Steps

The recruitment begins with a brief, organizational conference call or videoconference meeting, a time when we get to know each other, manage initial administrative details, and discuss a preliminary schedule for the recruitment. Your Recruiter is the project manager for Columbia ltd, and likewise, we ask that you identify a single point of contact to serve as a project manager on behalf of the City of Fruita (Fruita). During this meeting, we will finalize the professional services agreement, make arrangements to gather data from you relevant to the recruitment (current job description, salary range, organizational and departmental budget basics, etc.), submit our initial invoice, and identify a date for the Kickoff Meeting. We will share some thoughts about how to plan the Kickoff Meeting in a way that maximizes the benefit of that time for you. We'll give you other information you'll need, such as specifications for photos to be used in the Candidate Profile, etc.

Kickoff Meeting (On-Site Meeting No. 1)

The Kickoff Meeting is the first of three on-site meetings when your Recruiter is physically present in Fruita, meeting in person with you and your team. Your Recruiter will listen actively, and carefully, interviewing whomever you designate and gathering information about the community, the organization, the department, and the position you are trying to fill. This is cultural immersion: the goal for the day is for your Recruiter to leave Fruita with the best possible understanding of who you are, where you've been, where you're going, and what you're looking for. We will coordinate a marketing and advertising plan and discuss recruiting strategies and tactics used to find your next City Manager. The kickoff meeting can include one-on-one interviews with elected officials, a group meeting with the executive leadership team, meetings and interviews with key stakeholders and community representatives, and whatever else you may need. All recruitments are a little different, and we will make sure we address your unique situation. During the kickoff process, we are working together to define, then describe precisely the Ideal Candidate for the City Manager position, the person best suited to meet your needs, both immediately and for the long-term.

The Candidate Profile is the work product resulting from the interviews, meetings and cultural immersion at the Kickoff Meeting. More than a marketing brochure or advertisement, the Candidate Profile is a carefully written document that drives the recruitment process, the central point of reference that literally keeps everyone on the same page. We describe your community, organization, and opportunity accurately and specifically. We also announce the final recruitment schedule, so everyone has the same expectations and can plan accordingly. Columbia ltd uses electronic and digital distribution, and also still uses targeted direct mailing to deliver the Candidate Profile to approximately 300 to 400 qualified candidates.

Go Live Date

Although word about the City Manager opportunity will be out well before this, it's helpful to declare a Go Live Date, the earliest, reasonable date at which the search responsibly "opens." This is the day the completed Candidate Profile is posted to the Fruita and Columbia ltd websites. As legendary basketball Coach John Wooden famously said, "Be quick, but don't hurry." In order to keep the recruitment on schedule, it is very important that both Columbia ltd and Fruita both work quickly regarding drafting and final approval of the Candidate Profile.

Active Recruitment Period

The Active Recruitment Period is the four to six weeks (depending on your needs) between the Go Live and Filing Deadline dates. During this time, Columbia ltd executes the national marketing and advertising campaign, including use of the Professional Diversity Network (and its eight affinity sites), and the outlets most relevant to the professional discipline at issue. We also begin targeted direct mailing and digital distribution of the Candidate Profile to approximately 300-400 qualified candidates. Your Recruiter serves as the point of contact for all interested persons and prospective candidates, answering their questions about Fruita, the position, and the recruitment process. Columbia ltd is your agent and responds in full to all inquiries on your behalf, treating each person with respect and professionalism, just as you would want them to be treated. We acknowledge all cover letters and resumes within two business days after receipt.

Filing Deadline

The Filing Deadline is the date by which Columbia ltd receives cover letters and resumes.

Initial Review, Preliminary Screening, and Research

To ensure fairness to applicants, your Recruiter will review all submittals in the same way, at the same time after the Filing Deadline. The Recruiter's initial task is to narrow the field to those candidates best qualified for the position and who most closely fit the description of the Ideal Candidate. Some number of leading candidates are then invited to initial interviews with Columbia ltd. These candidates will receive a written questionnaire to be returned in advance of their interview. Later in the process, these written responses will provide you with deeper insights into each candidate's communication skills, philosophy, and qualifications. Columbia ltd conducts first-level research (internet) for all invitees.

Your Recruiter conducts preliminary screening interviews via videoconference or telephone, with the goal of further narrowing this field as necessary to the candidates most qualified for the City Manager position. Columbia ltd then prepares a written Report of Recommended Candidates for delivery to Fruita. You will receive the report with enough time for a meaningful review, before we meet with you in person to discuss it.

Recommendation of Candidates (On-Site Meeting No. 2)

During the Recommendation of Candidates meeting, which usually lasts about an hour or two, Columbia ltd will update you in full as to everything that has happened in the recruitment process so far, including an analysis of the applicant pool. Your Recruiter will be there in person to discuss the contents of the written Report of Recommended Candidates, which also includes a list of all persons who applied, as well as detailed information on those candidates recommended by the firm. Your Recruiter will answer your questions regarding the recruitment, "bring paper to life" in describing candidates, and communicate the results of preliminary research. Fruita will then identify which candidates it would like to advance to the Finalist Interview Process. We will work with you to finalize the process steps and establish the preliminary interview schedule for the Finalist Interview Process. We will then carry out your instructions regarding invitations to prospective finalists. On your behalf, Columbia ltd will notify all other applicants of their status at this time.

Finalist Interview Process (On Site Meeting No. 3)

Columbia ltd will notify you immediately after confirming the participation of all finalists, and we will then conduct second-level research (reference, background) as to these persons. We will work with Fruita to finalize whichever process steps or components are most appropriate for your Finalist Interview Process, e.g. interview panels, public reception, presentations, etc., provide sample interview questions, and work with you to finalize the schedule. We will again prepare and send timely a written Report of Finalists to Fruita.

Your Recruiter will assist you with the Finalist Interview Process (1-2 days) to meet your specific needs, including facilitation services, professional guidance, etc. After you have identified your Preferred Candidate for the City Manager opportunity, Columbia ltd is happy to work with you to shape your initial offer, and to provide negotiation assistance.

Final Steps

On your behalf, we will obtain a complete, detailed background report on your Preferred Candidate through Sterling Infosystems, Inc. (<https://www.sterlingcheck.com>), the most established, reputable company in the field. We conduct additional, final reference checking, as needed, at this time. Through our reputable referral partners, we offer several other assessment and support tools. (See Optional Services, Page 9). Fruita is also encouraged to do whatever other background checking or pre-employment testing it normally would in its established onboarding process. Columbia ltd will continue to offer whatever negotiation assistance you may want or need, working with your professional human resources team and legal counsel, until both sides have reached agreement on the essential terms of an employment contract, offer letter, etc. After contract approval and the first date of employment, we then look forward to observing the successful service of the new City Manager for years to come!

RECRUITMENT SCHEDULE
(May be modified to meet your specific needs.)

CITY OF FRUITA, CO
CITY MANAGER

| <u>Action Step</u> | <u>Timing</u> |
|---|----------------------|
| I. First Steps <ul style="list-style-type: none">• Finalize and approve professional services agreement• Conference call to identify kickoff date, initial responsibilities, and scheduling• Advance preliminary recruitment schedule | Immediate |
| II. Kickoff Meeting (On Site Meeting No. 1) and Follow Up <ul style="list-style-type: none">• Active listening, cultural immersion to facilitate drafting of Candidate Profile• On-site, one-on-one interviews with mayor and council members, and as directed• Group meeting with executive leadership team• Meetings and interviews with key stakeholders and community representatives, as needed• Draft Candidate Profile and obtain approval of final draft• Coordinate Marketing and Recruitment Strategies | Two Weeks |
| III. Go Live Date <ul style="list-style-type: none">• The earliest, reasonable date at which the search responsibly “opens”• Post Candidate profile to Fruita and Columbia Ltd websites• “Be quick, but don’t hurry.” – Coach John Wooden | ASAP |
| IV. Active Recruitment Period <ul style="list-style-type: none">• Execute national marketing and advertising campaign• Targeted direct mailing of Candidate Profile to approximately 300-400 qualified candidates• Execute direct outreach, social media, and networking strategies, actively searching for qualified candidates aligned with Ideal Candidate description• Ensure opportunity is posted with ICMA, CML, and select national websites• Serve as Fruita’s agent as to all interested persons and prospective candidates• Maintain contact with Fruita, advise as appropriate | Five or Six Weeks |
| V. Filing Deadline | ASAP |
| VI. Initial Review, Preliminary Screening, and Research <ul style="list-style-type: none">• Review of all resumes and cover letters• Invite leading candidates to initial interviews, distribute questionnaire• Conduct preliminary screening interviews via videoconference (preferred)• First level research (internet)• Send written report of Recommended Candidates to Fruita | Three Weeks |
| VII. Recommendation of Candidates (On Site Meeting No. 2) <ul style="list-style-type: none">• Brief City Council on search and Recommended Candidates in executive session• Answer all questions regarding recruitment and candidates• Finalize process steps for Finalist Interview Process and establish Preliminary Schedule• Obtain instructions from City Council• Notify all other applicants of their status | Two Weeks |

- V. Finalist Interview Process (**On Site Meeting No. 3**) TBD
- Secure participation of Finalists and Alternates (if any)
 - Conduct second level research (References and Background) for Finalists
 - Finalize Finalist Interview Process Steps, Schedule, Questions, and Exercises (if any)
 - Send written Report of Finalists to Fruita
 - Assist Fruita with Finalist Interview Process (1-2 days), providing professional opinion, recommendations, and facilitation services, as needed
 - Assist City Council as needed with identification of Preferred Candidate
 - Advise as needed with respect to terms to be negotiated with Preferred Candidate
- VI. Final Steps ASAP
- Complete detailed background and additional reference checks on Preferred Candidate
 - Assist with contract negotiation as needed until “essential terms” are agreed to
 - Contract approval and start date
 - Observe the successful service of the new City Manager for years to come

PROFESSIONAL FEE

Professional Fee

The all-inclusive professional fee to conduct the recruitment process for your next City Manager is \$22,500. This includes all steps described in the Recruitment Process; three on-site visits (Kickoff, Recommendation of Candidates, and Finalist Interview Process) to include consultant time and travel expenses; preparation, printing, and distribution of the Candidate Profile, including direct mail and digital distribution; national marketing and advertising; direct outreach and candidate management; general expenses related to administration (printing, copying, mailing, postage, internet access, telephone, social media, etc.); background and reference checking as described; preparation, printing, and delivery of two written reports (Recommended Candidates and Report of Finalists); and one complete background report on the Preferred Candidate. Regarding consultant's time, on-site visits include one day each for the Kickoff and Finalist Interview Process, and no more than half a day for the Recommendation of Candidates.

NOTE: It is customary for client agencies to reimburse finalists for travel expenses related to the Finalist Interview Process. These expenses are not included in the Professional Fee above. These costs typically include round-trip airfare (coach); travel to Fruita from a Colorado airport (car rental and fuel) OR travel to Fruita from a residence (lower cost alternative between car rental and fuel or mileage reimbursement at the current IRS rate); and hotel accommodations (coach-equivalent) for each Finalist candidate. At the appropriate time, you may have other considerations that carry costs: whether to extend your invitation to a spouse or significant other, whether to pay for meals, offer *per diem* reimbursement, etc.

Optional Services and Costs

The all-inclusive professional fee may be supplemented at your option as follows:

| | |
|--|----------------------------------|
| Additional meetings (on-site or virtual) | \$1,000/day plus travel expenses |
| Additional full background reports | \$350/report |
| Certified Emotional Intelligence Assessment | \$400/assessment |
| DISC Assessment | \$75/assessment |
| Integrity Testing | \$50/person |
| Later hiring additional candidate ¹ | \$5,000/candidate |

Payment Terms

Columbia ltd bills the all-inclusive professional fee in three, equal monthly installments. The first invoice is due at the time the professional services contract is approved, serving as a retainer before Columbia provides any executive recruitment services. The second invoice is delivered approximately 30 days after the Kickoff Meeting, the third invoice 30 days after that. All invoices are payable on receipt. If any invoice remains unpaid within 30 days of receipt, Columbia ltd reserves the right to suspend all services until payment in full is received. Additional services and costs, if any, will be billed in due course.

Insurance

Columbia ltd carries Commercial General Liability Insurance (Businessowners: \$1,000,000/each, \$2,000,000 aggregate; E&O/Professional Liability: \$1,000,000/each, \$2,000,000 aggregate) through Hiscox Insurance Company, Inc. Automobile liability insurance is provided by Farmers Insurance (\$250,000 / \$500,000 Bodily Injury, \$100,000 Property Damage). Workers compensation insurance is provided by Pinnacol Assurance of Denver, CO, for Columbia employees. Proof of insurance will be provided upon request. Documentation and Certificates of Insurance listing Fruita as an additional insured provided on request.

Good Standing

Columbia Consulting, Ltd. is a limited liability company registered with the Colorado Secretary of State, operating under the registered trade name, Columbia ltd. The associated certificates of good standing are attached to this proposal.

¹ Due only if Fruita hires any candidate recommended by Columbia ltd for another position with Fruita no later than one year after the first date of employment of the City Manager.

GUARANTEE

Placement Guarantee

If a candidate recommended and placed by Columbia ltd (external candidates only) leaves your employment ***for any reason within the first year*** (exceptions: serious illness, disability, or death; layoff, or position elimination due to reduction in force or budget shortfall; or promotion to another position within the organization), we guarantee to reopen and conduct the recruitment again at no additional professional fee beyond limited expenses, which will be discussed with you in advance. The first year is measured from the first date of full-time employment with you.

Ethics

Ethics is one of the five Values on which Columbia ltd is built. We are completely committed to ethical conduct in every aspect of every recruitment, without exception. In addition, applicants for City and County Manager positions are expected to adhere to the International City/County Association Code of Ethics throughout the recruitment process.

Good Faith, Transparency, and the Council-Manager Form

Good faith on all sides is fundamental to successful executive recruitment. In every aspect of every recruitment, Columbia ltd operates in good faith and, respectfully, insists on the same in return.

We encourage as much transparency and public engagement as possible. That said, candidate confidentiality is protected by law throughout the hiring process in almost all cases. Columbia ltd obeys all laws pertaining to hiring, open meetings, and public records in every state we operate, including those pertaining to executive or closed sessions, which are essential to effective, competitive recruitment. Last, we respect and support the council-manager form of government, and the constitutional and statutory provisions and home-rule charters that control the local governments we serve.

Reopening the Recruitment

It is extremely rare for the recruitment process either not to produce a successful pool of qualified candidates or not to reach agreement with the Preferred Candidate or an alternate from the Finalist Interview Process. In the unlikely event that this occurs, Columbia ltd would meet with you to discuss all alternatives, as well as the reasons, if any, for this outcome. Presuming that both sides made a diligent, good-faith effort in the first recruitment, and if both sides reasonably agree, Columbia ltd would then reopen the recruitment one additional time, conducting the second recruitment at no additional professional fee, beyond limited expenses, which will be discussed with you in advance.

Diversity, Equity, and Inclusion

Columbia ltd is committed to diversity, equity, and inclusion in all aspects of every recruitment — without exception.

Columbia ltd does not discriminate on the basis of race, national origin, ethnicity, color, gender, gender identity, sex, sexual orientation, religion, creed, disability, marriage or family status, military status, or age. We are fully compliant with all applicable federal and state employment laws and regulations in all of our recruitments in every state we operate.

More to the point, we are committed to the development of a diverse, equitable, and inclusive workforce and do our best to help all of our clients achieve those goals. A diverse workforce starts with the Candidate Profile and the candidate pool. We go beyond conventional recruitment tools and use the Professional Diversity Network (and its eight affinity sites) and other tools to construct as diverse, inclusive, and equitable a candidate pool as possible. We ask our clients to consider unconscious bias before and during the Recommendation of Candidates meeting, and encourage the use of bias-awareness training as part of every Finalist Interview Process.