

MEMORANDUM

TO: Southern California Edison
FROM: Harold T. Judd
DATE: October 9, 2015
RE: Accion Group, LLC Services

Accion Group, LLC, (“Accion”) has extensive experience in the electric utility industry and is pleased to serve as an Independent Evaluator for Southern California Edison (“SCE”). Since the time of our engagement with SCE, Accion personnel have participated in many engagements that, of course, were not included in the statement of qualifications provided years ago. For this reason I am writing to update SCE’s knowledge of our experience and skillsets. Also included are Accion Group Consultants’ updated Resumes.

SUMMARY

Accion is recognized as having a nation-wide practice conducting power solicitations. During the past 13 years Accion professionals participated in **84 solicitations** involving a wide variety of technologies, fuel sources, and terms requiring the evaluation of supplies from more than a dozen states. This broad array of jurisdictions provides Accion with current insight into industry trends beyond California.

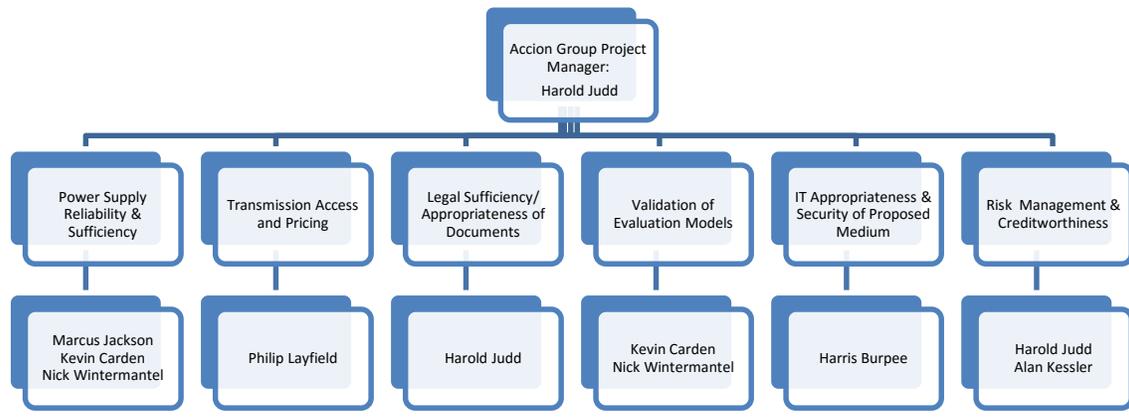
Accion provides an array of experienced professionals with extensive expertise in relevant areas, including:

- Evaluation and dispatch modeling
- Transmission and distribution systems
- Power plant construction and operation
- Legal services, e.g., contracting and contract review, including
 - PPA
 - APSA
 - Green field development
 - Turnkey projects
- Risk analysis

Our ability to provide subject-matter experts assures SCE that our review and advice will be targeted to specific issues, with expertise, rather than opinion, to support positions. Each of these lead consultants brings decades of practical, hands-on experience in the electric utility industry, typically having had senior management responsibility. Table 1 provides a summary of the expertise of our lead consultants.



Table 1



EVALUATION MODELING

In each SCE engagement Accion consultants independently recreate SCE’s PTAR or Renewable Premium calculations for any type of resource given and hourly profile, RA value inputs, TOD factors, and hourly market prices. Accion personnel also have extensive experience in Ventyx tools Prosym, PROMOD, and Strategist as well as Epis AuroraXMP, with which a fully independent analysis can be performed, should SCE prefer an alternative approach to using “mock bids” to verify the performance of SCE’s modeling.

Mr. Carden designed, developed and managed the construction of Strategic Energy and Risk Valuation Model (“SERVM”), one of the most comprehensive energy risk analysis software packages available in the utility industry. Accion is prepared to use SERVM to:

- Model entire CAISO region;
- Develop hourly market prices to conduct similar renewable premium calculations; or,
- Simulate every bid through SERVM and calculate system production costs for each offer.

SERVM is used by entities across the U.S. including but not limited to ERCOT, EPRI, MISO, TVA, Southern Company and the CPUC.

Accion consultants are prepared to provide Resource Planning Studies, including

- Market price forecasts;
- Energy Margins for any resource;
- System Production Cost Studies;
- Evaluate environmental/retirement decisions; and
- Evaluation expansion plans.

Accion personnel also perform Resource Adequacy studies, including:

- Loss of Load Expectation
- Optimal Reserve Margin

- Effective load carrying capability of different resources, including
 - Wind/solar
 - Demand response
 - Storage
- Fuel reliability studies
 - Gas/electric interdependency
 - Fuel backup/fixed gas transportation
- Operational intermittent integration studies
 - Penetration studies
 - System flexibility studies
- Transmission interface studies

These studies are performed using designed probabilistic analysis that includes multiple levels of unknowns and multiple resource opportunities. The modeling will simulate one year, 8760 hours chronological commitment and dispatch modeling, in approximately one minute while reviewing over 1,000 scenarios simulating varied weather, load, unit performance and fuel source. SERVM is capable of providing optimal dispatch analysis in one minute intervals.

TECHNOLOGIES REVIEWED

Accion has extensive experience evaluating bids for a wide range of technologies, both conventional and emerging. Accion is prepared to review a wide range of technologies, and we have reviewed bids for energy and capacity from the following technologies, in open or technology-specific programs:

- | | | |
|------------------|--------------------|---------------------|
| • Nuclear | • Coal-fired | • Bio-fuels |
| • Wind | • Geothermal | • No. 2 Fuel Oil |
| • Solar–Fixed | • Storage–Battery | • Low Sulfur Diesel |
| • Solar–Tracking | • Storage–Flywheel | • Hydroelectric |
| • Natural gas | • Wave action | • Experimental |

Accion also provided comparison studies of retiring and retrofitting coal-fired units with replacement by other technologies. Accion consultants provide decommissioning financing planning for nuclear power stations, which requires staying abreast of market trends to advise when retirement is appropriate.

ACCION EXPERIENCE WITH NUMEROUS BIDS

Accion has a proven record over more than a dozen years of successfully and simultaneously managing RFPs with substantial numbers of responses. Interestingly, the solicitation we evaluated with the fewest responses was for SCE (7 Offers with PRP). More typically, Accion evaluates more than 100 responses with each solicitation, e.g., the RAM responses ranged from **109 – 139 Offers**. Accion recently completed a RFP that required the evaluation of **526 bids**, with the evaluation including transmission and system impact.

ACCION WEB-BASED PLATFORM – COST SAVINGS

The Accion solicitation website permits Accion to simultaneously serve as IE on multiple solicitations in different jurisdictions. Our ability to receive all information, and therefore evaluate bids, electronically permits us to perform evaluations from our offices. This approach avoids unnecessary travel and associated expenses by Accion, and saves time for the client. The platform also permits us to quickly identify differences among bids, and to provide preliminary rankings when bid forms are built to strictly define acceptable products and terms. This ability to sort and rank bids can be used to concentrate in-depth evaluation efforts on the most attractive bids, which can both shorten the review process and control the investment of personnel. Our process is also used to produce a contract for each of the selected bids.

NATIONWIDE EXPERIENCE

Accion maintains a nationwide practice with simultaneous solicitations in a number of states. This exposure to different jurisdictions permits Accion to share the experience and trends from other states when serving as an Independent Evaluator. The review of many of these proposals included evaluation of system impact and wheeling costs. During the past five years Accion has evaluated proposals for energy supplies from projects in the following states:

Alabama	Hawaii	Kansas	Oklahoma
California	Georgia	Mississippi	Tennessee
Colorado	Illinois	Montana	Texas
Florida	Indiana	New Hampshire	Utah
Georgia	Iowa	North Carolina	Washington

Table 2, on the following page, is a summary of recent Independent Evaluator experience of Accion Group.

Table 2
Accion Group - Recent Independent Evaluator Experience

STATE	TERM OF SERVICE (YEARS)	CAPACITY SOUGHT	FUEL SOURCE	INITIAL YEAR
Arizona	Seasonal – 3	2,800 MW	Open	2003
Arizona	Open	Open	Renewable	2006
Arizona	10	175,000 MWh	Renewable	2007
Arizona	Open	90 MW	Open	2007
Arizona	30	230 kW, 115 kW	Open	2008
Arizona	10	250,000 kW	Renewable	2008
Arizona	1, 2, 3, 5, 10, 15, 20	25 MW Increments	Open	2008
Arizona	2, 3, 5	10 MW Increments	Open	2008
Arizona	10	150,000 MWh	Renewable	2010
Arizona	10-20	100,000 MWh	Wind	2012
Arizona	10 – 20	50,000 MWh	Solar	2012
Arizona	20-30	200,000 MWh	Renewable	2012
Arizona	Open	100,000 MWh	Wind	2011
Arizona	20 with options	20 MW	Solar	2016
Arizona	10	10 MW	Energy Storage	2016
California	5 - 15	260 MW	Renewable	2012
California	10, 15, 20	518.8 MW/year	Renewable-RAM	2011
California	10, 15, 20	186 MW	Renewable-RAM	2012
California	10, 15, 20	186 MW	Renewable-RAM	2013
California	10, 15, 20	186 MW	Renewable-RAM	2014
California	10, 15, 20	186 MW	Renewable-RAM	2015
California	1, 15, 20	500 MW	Solar PV only	2013
California	1, 15, 20	500 MW	Solar PV only	2014
California	1, 15, 20	500 MW	Solar PV only	2015
California	10, 15, 20	TBD	Feed In Tariff	2013
California	20	10 MW	Renewable	2017
Colorado	20	30 MW	Wind	2014
Colorado	20	1,000 MW	All Source	2015
Florida	5	500 MW	Open	2009
Florida	Open	800 – 1,000 MW	Open	2014
Georgia	7, 15, 21, 30	1,200 MW	Open	2009
Georgia	7, 15, 30	2,000 MW	Open	2010
Georgia	40	1,250 MW (self-build)	Natural gas	2011
Georgia	20	80,000 MWh	Renewable	2011
Georgia	5, 10, 15, 30	1,300 MW	Open	2012
Georgia	5, 10, 15	800 – 1,200 MW	Open	2013-14
Georgia	5, 10, 15	1,000 MW	Open	2015
Georgia	40	600 – 1,200 MW	Open/Nuclear incl.	2016-17
Georgia	10	100 kW – 1,000 kW	Solar	2012
Georgia	20	60 MW	Solar	2015
Georgia	20	60 MW	Solar	2016
Georgia	30	425 MW	Solar	2016
Georgia	TBD	TBD	Wind	2015
Georgia	15, 20, 25, 30, 35	100 MW	Solar DG	2016
Hawaii	Open	20 – 25 MW	Open/Renewable pref.	2008
Hawaii	Life cycle	Inter-island Transmission	Wind	TBD
Hawaii	20	80 MW	Renewable - FIT	2010
New Hampshire	20	24 MW	Wind	2008
Oregon	Open	50 MW	Open	2009
Oregon	5 – 30	1,700 MW	Open/ IGCC requested	2012-13-14
Oregon	5 – 20	2,000 MW	Open – No coal	2010
Oregon	5 – open	410 MW	Open – Renewable	2010 – 14
Oregon	10 - 20	300-500 MW	Base load Energy	2014
Oregon	5 – 20	200 MW	Capacity	2013
Oregon	10-20	10 MW-101 MWa	Renewable	2013
Oregon	10	25 MW	Demand Response	2013
Oregon	Open	Transmission Curtailment	Wind/Hydro/Bio Fuel	2012

ACCION GROUP RESUMES



Harold T. Judd | President, Accion Group, LLC

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With more than 35 years of diverse experience in regulated industries and emerging markets, Mr. Judd leads Accion Group’s engagements in the evaluation of power and capacity procurements for competitive solicitations conducted by Accion across the country. His background includes serving as a consumer advocate, federal prosecutor, state’s counsel, and counsel for utilities and energy markets, allowing him to contribute thorough knowledge and seasoned leadership during Accion Group’s consulting engagements. Mr. Judd also shares with Accion Group his detailed understanding of the issues involved in company and market restructuring, both to meet changing markets and in bankruptcy.

Experience

Managed nationwide regulatory and legislative deregulation initiatives for two major U.S. public utilities
Senior Assistant Attorney General, New Hampshire Office of the Attorney General
Chief negotiator in the bankruptcies of the Public Service Company of NH and the NH Electric Cooperative
State consumer advocate, federal prosecutor, and state's counsel
Economic development advisor to the President and Congress of a newly independent nation
Adjunct Professor of Law (Utility Regulation) – University of New Hampshire School of Law
Counsel to the Special Assistant to the President of the United States

Major Clients

Arizona Corporation Commission	NH Attorney General’s	Public Utilities Commission of Nevada
Arizona Public Service	Office NH Nuclear Decommissioning	Southern California Edison
Black Hills Energy	Finance Committee	Southern Electric International
Bonneville Power Administration	NH Office of Consumer Affairs	Town of Lempster, NH
Central Maine Power	NH Public Utilities Commission	Tucson Electric Power
Federated States of Micronesia	NJ Board of Public Utilities	U.S. Department of Energy
Georgia Public Service Commission	Pacific Gas & Electric Company	Vermont Department of Public Service
Green Mountain Power Corp.	PacifiCorp	Vermont Electric Cooperative
Gulf Power Company	PG&E Energy Services	White House Consumers Affairs Office
Hawaiian Electric Company, Inc.	Portland General Electric	Xcel Energy
Maui Electric Company		

Industry Specialization

Business Restructuring	Expert Testimony	Mergers and Acquisitions
Competitive Procurement	Government Relations	Nuclear Decommissioning
Construction Monitoring	Legislative Affairs	Regulatory Litigation
Construction Monitoring-Nuclear	Market Deregulation	Risk Management
Debt Restructuring	Mediation	Strategy Management
Electric Market Analysis		
Environmental Compliance		

Education

J.D., University of New Hampshire School of Law, formerly known as Franklin Pierce Law Center
B.A., University of Wisconsin – Madison

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Relevant Experience

Competitive Procurement

Arizona Corporation Commission: Led the design and implementation of the competitive solicitation process for wholesale energy by Arizona's two largest utilities. As the first RFP conducted under new ACC standards, designed the protocols currently used in Arizona. Facilitated agreement among a wide range of interest groups.

Black Hills Energy: Serves as the Independent Auditor and Independent Evaluator for multiple solicitations for renewable resources starting in 2013. Utility-affiliates are permitted to bid, which requires strict adherence to a code of conduct, and complete separation from those evaluating bids.

Georgia Public Service Commission: Oversaw IE responsibilities for the solicitation of energy and capacity for RFPs with deliveries beginning in 2009, 2010, 2011, 2012, 2014, 2015, and 2016. Evaluated appropriateness of power supply acquisition decisions, and advised the Georgia Public Service Commission on matters relating to product selection, costs, and competitiveness. Solicitations range from seeking 1,200 MW of new, installed baseload facilities to soliciting bids to provide 1 MW solar photovoltaic projects. Oversee the construction monitoring of gas-fired projects and two nuclear units.

Gulf Power Company: Led IE engagement for the solicitation of energy and capacity to meet system needs beginning in 2009 and for the Company's 2012 RFP. Oversaw the development of Gulf's RFP process, and participated in the development of all RFP documents.

Hawaiian Electric Company, Inc.: Served as IO for the solicitation of new generation on Maui beginning in 2012 and 2014. Currently serve as main contact and consultant during the IO process for Hawaiian Electric Company's Feed-In Tariff program. Counsel the HPUC on ways to modify and maximize the benefits of a feed-in tariff program. Assisted in the review of Hawaiian Electric's participation in the Big Wind Project.

PacifiCorp: As the lead member of Accion's IE team, advised the Oregon Public Utility Commission on PacifiCorp's decisions relating to base load resources expansion, strategic planning for power supply and delivery, supply/customer contracts, and the appropriateness of energy and capacity choices made by the utility.

Pacific Gas & Electric: Developed and deployed a web-based solution for PG&E to meet the ReMAT program requirements established by the California Public Utility Commission.

Portland General Electric: Oversaw the IE process for PGE's renewable portfolio RFP. Proposals received included wind, bio-mass, geothermal, and wave-action generation.

San Diego Gas & Electric: Serves as the Independent Evaluator for a series of solicitations starting in 2012. Products sought included renewable resources. Coordinated the establishment of the California ReMAT program for SDG&E through an on-line platform.

Southern California Edison: Lead the IE team for the recently enacted Southern California Edison's Renewable Auction Mechanism (RAM) program and the "SPVP" solicitations. The solicitations occur every six months, with some overlap of issues, technologies and evaluation responsibilities.. Review all protocols, documents, and application of criteria.

Southwest Public Power Resources Group (SPPR)/Arizona Electric Power Cooperative (AEPSCO): As the director of the IM team, lead the full review of RFP protocols, documents, and evaluation processes. Monitor negotiations and ensure compliance with Code of Conduct requirements.

Tucson Electric Power Company: Served as IE for six solicitations for renewable resources by TEP. Assisted TEP in designing protocols to meet Arizona's Renewable Energy Standard (RES). Advised the Company on solicitation process and design, bidder definition and qualifications, and evaluation standards and protocols.

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Relevant Experience (Continued)

Xcel Energy: Served as Independent Evaluator for the solicitation of conventional and renewable resources. As the second IE ever employed in Colorado, refinement of protocols for the solicitation process was required to more closely align with national practices.

▲ Nuclear Decommissioning

Exelon: Advised New Jersey regulators regarding the acquisition of three nuclear units by Exelon. Review included decommissioning funding obligations, decommissioning trust sufficiency, and projected decommissioning costs.

Nuclear Decommissioning Finance Committee: Provide full legal and consulting services to the NDFC, from drafting the controlling legislation through to the annual determination of funding contributions. Designed the comprehensive plan for nuclear decommissioning funding, including funding assurances from owners, protections in the event of premature cessation of operation, and funding by non-utility owners.

Palo Verde Nuclear Power Station: Advised Arizona regulators on decommissioning costs for the Palo Verde units, including allocation among multi-state owners, sufficiency of ISFSI planning, funding assurances in the event of premature cessation of operation, and preparation for license extension.

Kevin Carden | Consultant, Accion Group, LLC

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With an impressive background in computer modeling and software design for risk analysis and reliability planning for power supply options, coupled with sixteen years of diverse utility management experience, Mr. Carden possesses the technical background needed to successfully execute the evaluation, procurement, and administration of long-term power purchase contracts. As a Consultant at Accion Group, Mr. Carden is responsible for assessing and planning to meet reliability requirements, executing demand-side options pricing and evaluation, and overseeing bid preparation for power purchase RFPs. Prior to joining Accion Group, Mr. Carden led one of the nation’s largest utilities in the redevelopment of a proprietary resource adequacy model for the non-competitive market, designing the software to take into account tie constraints, market availability of generation, and fuel supply. Mr. Carden’s strong knowledge of electric system modeling, project finance and accounting, demand forecasting, demand-side option management, and the risks and benefits of energy limited resources provides Accion’s team with formidable computer modeling and evaluation skills.

Experience

- Modeling and design for assessment of power supply options
- Intensive power modeling experience in multiple applications, including software design
- Developed proprietary generation reliability and dispatch model for electric utilities
- Demand forecasting, demand-side option management, and optimal reserve margin targets
- Evaluation, procurement, and administration of long term power purchase contracts
- Flexibility assessments and renewable integration studies
- Demand-side options pricing and evaluation
- Bid preparation for power purchase RFPs
- Managing Director, Astrape Consulting, LLC
- Generation Reliability Manager, Southern Company Services
- Holds U.S. patent in Generation Reliability Modeling techniques (#7698233)

Major Clients

- | | | |
|----------------------------|-----------------------------------|----------------------------|
| Arizona Power Service | LCRA | Southern Company Services |
| Black Hills Colorado | Portland General Electric Company | SMUD |
| Competitive Energy Insight | PPL | Tennessee Valley Authority |
| Georgia Power Company | Southern California Edison | Xcel |

Industry Specialization

- | | | |
|---------------------|----------------------------|--------------------------------|
| Contract Management | Electric Market Analysis | Reliability Planning |
| Demand Forecasting | New Generation Development | Resource Planning |
| Dispatch Modeling | Project Financial Analysis | Risk Assessment and Mitigation |

Education

B.S. Industrial Engineering, The University of Alabama

Relevant Experience

➤ Redevelopment of SERVM

Company Name: Southern Company Services - Resource Planning.

Mr. Carden has been responsible for the redevelopment, management, and use of a proprietary dispatch model used by the Southern Company for over two decades. This model is used primarily for reliability risk analysis and provides key insights into the value and need of capacity in both the short-term and long term. Kevin identified the need for the development of market modeling algorithms, new hydro logic, updated transmission modeling, economic dispatch criteria, reliability dispatch rules, and other key factors which contribute to reliability risks. Kevin wrote the majority of the logic for these additions based on his extended experience in resource planning. Using the model to run studies for the Southern Company, Kevin has recommended risk mitigation strategies that balance the cost of new capacity with the reliability benefits of those resources.

➤ Flexibility Assessments and Renewable Integration Analysis

Project Name: CES-21

SERVM was enhanced at the direction of Mr Carden to incorporate the ability to assess of the reliability and economic impact of non-dispatchable renewable resources. This feature set has allowed for assessing flexibility needs and the impact of integrating renewable resources in California and other locales.

➤ Risk Management

Company Name: Southern Company Services - Resource Planning.

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➤ Competitive Procurement

Company Name: Portland General Electric.

Accion Group served as independent evaluators for the 2008 Renewable RFP. Kevin was responsible for the technical review of the evaluation criteria including both quantitative and qualitative components as well as performing independent evaluations of multiple bids. Kevin's involvement in the project resulted in several adjustments to the scoring methodologies and evaluation procedures. These adjustments added value to the process for PGE, its customers, and state commissioners.

➤ Renewable Energy Projects

Company Name: Arizona Power Service

Kevin served as the technical manager for the independent monitoring of a renewable RFP in 2010. Key inputs to the process provided by Kevin included the identification of bid procedures that required adjustment in order to ensure fair treatment of all bids and the clarification of qualitative factors that would lead to bid dismissal. Kevin's

understanding of the differences in value and operating characteristics provided by renewable resources which are intermittent and non-dispatchable ensured that the results of the process were optimal for all parties involved. Also, a deep understanding of the accounting treatment of renewable projects was important in understanding the risks and value propositions of the various bids.

➤ **Audit and Operations Review**

Company Name: Southern Company Services - Fleet Operations

Mr. Carden developed operational guidelines for fleet operators of the Southern Company. This task required in-depth knowledge of unit operational constraints, load characteristics, NERC reliability standards, transmission limitations and economic dispatch.

➤ **Strategic Energy Planning**

Company Name: PPL - Louisville Gas and Electric/Kentucky Power

PPL hired Kevin to perform a resource adequacy assessment and optimum reserve margin study in 2010. Kevin Carden and Nick Wintermantel performed a detailed review of unit operating performance history, market availability, load and weather relationship, emergency operating procedures, scarcity pricing and other factors. From the results of this analysis, runs were performed with SERVM to analyze reliability risks and recommend a new optimal target reserve margin for the company.

➤ **Utility Planning and Management**

Company Name: Lower Colorado River Authority.

The Lower Colorado River Authority contracted for Kevin's services to perform multiple project analyses including a coal project, a nuclear project, several gas projects, wind project opportunities, and a biogas project. Project financial modeling experience including the construction of Pro Forma excel models allowed Kevin to develop creative strategies to model complex project structures as well as granular operating characteristics.

➤ **Demand Side Management Development**

Company Name: Tennessee Valley Authority

Kevin was responsible for the licensing of SERVM to the Tennessee Valley Authority and utilizing the model to analyze various energy limited resources including wind projects, hydro plants, and demand-side projects. As part of his involvement with the TVA, Kevin assisted project managers to develop a new portfolio of demand side options that took into consideration daily, weekly, and annual dispatch constraints, as well as various dispatch price thresholds. The interruptible portfolio was also designed to consider the ancillary service benefits of new interruptible programs.

➤ **Combined Heat and Power Projects**

Company Name: Sacramento Municipal Utility District

Kevin has performed financial analysis for multiple combined heat and power projects on behalf of SMUD. These analyses considered multiple ownership scenarios, distributions of fuel price and availability uncertainty, distributions of renewable energy credit value, and multiple technologies. When considering multiple ownership scenarios, behind-the-meter rate analysis was required as well as consideration of federal and state incentives.

Nick Wintermantel | Consultant, Accion Group, LLC

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With more than 15 years of experience in regulated utility planning and electric market modeling, Mr. Wintermantel provides Accion Group with extensive expertise in its evaluation of power and capacity procurements for competitive solicitations across the country. His broad-based utility planning background includes Integrated Resource Planning, RFP evaluations, environmental compliance analysis, asset management, financial risk analysis, reliability planning, and contract structuring. Mr. Wintermantel provides extensive knowledge in electric market models and evaluation methodologies used for resource planning and reliability planning. As a consultant with Accion Group, Mr. Wintermantel has participated in several competitive procurement solicitations and has performed multiple reliability studies for large power systems across the U.S. Prior to joining Accion Group, Mr. Wintermantel was employed by the Southern Company where he served in various resource planning and generation development roles.

Experience

- Served on IE teams to evaluate assumptions, models, and methodologies for competitive procurement solicitations
- Managed detailed System Resource Adequacy and Product Cost Studies for utilities across the country
- Managed Renewable Integration and System Flexibility Studies
- Demand-side resource evaluation
- Performed financial and risk analysis for utilities, developers, and manufacturers
- Principal, Astrape Consulting, LLC
- Developed future retail generation projects for operating companies while at the Southern Company
- Asset Manager, Southern Company Services
- Structured wholesale power contracts for Combined Cycle, Pulverized Coal, Simple Cycle, and IGCC Projects
- Model development to forecast market prices and evaluate financials of new generation projects
- Bid development for competitive RFPs
- Senior Engineer for Southern Power Company (Subsidiary of Southern Company)

Major Clients

- | | | |
|--|-----------------------------------|---------------------------------------|
| Arizona Public Service | FERC | Portland General Electric |
| California Public Utilities Commission | Georgia Public Service Commission | Sacramento Municipal Utility District |
| Duke Energy | Kentucky Utilities | Southern California Edison |
| EISPC | Louisville Gas & Electric | Southern Company Service |
| ERCOT | Lower Colorado River Authority | SPPR Group |
| PJM | NARUC | Tennessee Valley Authority |
| Pacific Gas & Electric | Public Service Company of Mexico | EPRI |
| | GASOC | |

Industry Specialization

- | | | |
|--------------------------|-----------------------------------|------------------------------|
| Asset Evaluation | Environmental Compliance Analysis | Renewable Project Evaluation |
| Asset Management | Financial Analysis | Resource Adequacy Planning |
| Competitive Procurement | Generation Development | Renewable Integration |
| Electric Market Analysis | Integrated Resource Planning | |

Education

- MBA, University of Alabama at Birmingham – Summa Cum Laude
- B.S. Mechanical Engineering, University of Alabama – Summa Cum Laude

Relevant Experience

Competitive Procurement

Arizona Public Service: Served on Independent Monitor Team for RFP seeking renewable generation. Responsible for validating methodology, monitoring the evaluation and communication between bidders and the utility, and recommending a short list to state regulators. Provided recommendations to improve both the bid form structure as well as the evaluation.

SPPR Group: Served on Independent Evaluator Team for RFP seeking base load capacity. Responsibilities included developing scoring criteria and validating the inputs, models, and evaluation methodology. Recommended several changes to improve the evaluation methodology which resulted in a final short list to be approved by state regulators.

Southern California Edison: Served on Independent Evaluator Team for all RAM, SPVP, and PRP solicitations. Responsible for duplicating the company's evaluation rankings.

Georgia Power Company: Served on Independent Evaluator Team for RFP seeking 400+ MW of solar capacity. Responsible for evaluation framework review and parallel evaluation. Also responsible for expert testimony in front of the Georgia Public Service Commission.

Utility Planning and Management

With our proprietary Strategic Energy Risk Valuation Model (SERVM), we have performed system planning studies for entities across the country.

Louisville Gas & Electric and Kentucky Utilities: Performed Reliability Studies including Reserve Margin Analysis for its Integrated Resource Planning Process. This study included the probabilistic simulations regarding load uncertainty, generator performance, and weather uncertainty. Planning Reserve Margin to Company based on lowest cost and risk to customers.

Tennessee Valley Authority: Performed various reliability planning studies including Optimal Reserve Margin Analysis, Capacity Benefit Margin Analysis, and Demand Side Resource Evaluations using the Strategic Energy and Risk Valuation Model (SERVM) which is proprietary reliability planning software. Recommended a new planning target reserve margin for the TVA system and assisted in structuring new demand side option programs.

ERCOT: Performed System economic and reliability analysis to aid in setting target reserve margin levels. Currently performing probabilistic transmission analysis for ERCOT in collaboration with EPRI

PJM: Performed seasonal reliability studies to better understand should period and winter reliability risk from a cost and physical reliability perspective.

PNM: Performed reserve margin analysis and currently performing a renewable integration study for the PNM system.

MISO: Currently performing system resource adequacy studies for MISO.

Eastern Interconnection State Planning Council (EISPC): In collaboration with EPRI performed probabilistic transmission case studies for TVA and MISO analyzing the economics and reliability of specific planning decisions.

Relevant Experience (continued)

Duke Energy: Performed multiple target reserve margin studies for Duke and Progress Energy Carolinas.

Pacific Gas & Electric: Currently working on system flexibility studies in CAISO and specifically the CES-21 Project.

GASOC: Performed target reserve margin study

Renewable Energy Projects

Emcore: Provided financial and risk analysis on solar photovoltaic projects. Demonstrated pricing necessary for project viability and made recommendations to improve project economics.

Sacramento Municipal Utility District: Responsible for providing economic analysis on a proposed District Energy System. Developed economic dispatch model for combined heat and power plant to be dispatched against electric and thermal loads. Provided recommendations that would enhance the economics of the project including fuel source and project sizing.

Risk Management

Lower Colorado River Authority: Provided due diligence and financial analysis on a complex base load offering. Provided recommendations and demonstrated risks associated with the project including construction costs, operational risks, and financial risks.

Strategic Energy Planning

Southern Company Services: Developed the business case for a base load resource representing all its benefits to the system including fuel diversity, environmental risk mitigation, and economics. Provided detailed economic analysis and other benefits to state regulators for certification of resource.

Transmission and Distribution

ABB: Responsible for developing business case analysis for a transformer design used for wind and solar projects. Equipped client with the economics surrounding its product in light of overall project economics and recommendations on how to demonstrate that value to developers. Also responsible for developing an application to allow customers to evaluate the economics of transformer designs.

Other Utility Experience

Southern Company Services:

- Detailed production cost modeling and market price forecast experience
- Economic commitment and dispatch of resources
- Environmental compliance versus retirement analysis
- Regulatory filings
- Wholesale contract negotiations

Frank "Harris" Burpee III | Consultant, Accion Group, LLC

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Harris Burpee brings over 25 years of experience with database and website design into the field. Specializing in Database Design and Implementation utilizing XML, HTML, CSS, ASP, VBScript, JavaScript and more, he is Accion Group's lead IT consultant. Mr. Burpee excels in creating and maintaining intuitive, user-friendly web features that facilitate the procurement process. He works with clients to customize web features for special projects, and reviews and analyzes code to compete with the growing market standards.

➤ Experience

Web Designer/Programmer for 15 years
IT Consultant/Support for 25 years

➤ Major Clients

Bonneville Power Administration
Georgia Public Service Commission
Gulf Power Company
Hawaiian Electric Company

Pacific Gas & Electric Company
Portland General Electric Company
Southern California Edison

Tri-County CAP, Inc. /
Granite State Guardianship
Services
Tucson Electric Power

➤ Industry Specialization

Database Design
Database Implementation
and Management
Web Based Project Management

Web Design
Web Hosting
E-Commerce

HTML, CSS, ASP, VBScript,
JavaScript, MS SQL, SSL

➤ Education

Trinity College
US Navy – Nuclear Electrician
Certificates in Computer Support Field

Philip B. Layfield | Consultant, Accion Group, LLC

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(603) 229-1644
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As an independent consultant to the energy industry with more than thirty years of experience in domestic and international electric transmission, distribution, and maintenance, Philip Layfield assists Accion Group in reviewing and analyzing issues relating to transmission and distribution operations, costs and planning assumptions, and determinations. Mr. Layfield recently completed a review of proposed transmission upgrades to meet the requirements of Vogtle Units 3 and 4 in Georgia, a total of 2,400 MW of generation. He has reviewed the transmission and distribution operations, cost and planning assumptions, and determinations in a number of states, including systems with significant transmission congestion constraints in the Pacific Northwest, Georgia, Florida, and Hawaii.

Experience

- Independent consultant to the energy industry
- Over 30 years electric transmission and distribution experience
- Domestic and international transmission design and maintenance
- Energy policy design and implementation
- Project manager for multiple electric generation, transmission and distribution process improvement projects, including planning, design and implementation
- Strategic advisor to top management on planning, acquisition and operational improvements
- Project manager for design and implementation of improved operation and maintenance techniques for a broad range of international electric utilities
- Project manager for completion of acquisition integration and synergy capture efforts
- Team leader for electric operation and maintenance improvement efforts

Major Clients

International

British Gas	National Electricity Board (Malaysia)	South Western Electricity Board (England)
Electricity Commission of South Africa	North Eastern Electricity Board (England)	Trinidad and Tobago Electricity Commission
Guam Power Authority	Ontario Hydro	
Hydro Quebec		

Domestic

Atlanta Gas Light	Houston Lighting and Power	Portland General Electric
Baltimore Gas and Electric	Illinois Power	Public Service Electric and Gas
Brooklyn Union Gas	Kansas City Power & Light	Sierra Pacific Power
Colorado-Ute Electric	Niagara Mohawk	South Carolina Electric and Gas
Georgia Public Service Commission	PacifiCorp	Wisconsin Gas

Industry Specialization

Energy Control	Project Management	Transmission Construction Management
Energy Load Management	Strategic Planning	Transmission System Planning
Generation/Transmission Integration	Synergy Evaluation	Activity Based Management
Operations Efficiency Planning	Transmission System Maintenance	

Education

Masters of Business Administration, George Washington University
Bachelor of Business Administration, George Washington University

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Relevant Experience

Competitive Procurement

Arizona Corporation Commission: Led the design and implementation of the competitive solicitation process for wholesale energy by Arizona's two largest utilities. As the first RFP conducted under new ACC standards, designed the protocols currently used in Arizona. Facilitated agreement among a wide range of interest groups.

Gulf Power Company: Led IE engagement for the solicitation of energy and capacity to meet system needs beginning in 2009 and for the Company's 2012 RFP. Oversaw the development of Gulf's RFP process, and participated in the development of all RFP documents.

Hawaiian Electric Company, Inc.: Served as IO for the solicitation of new generation on Maui beginning in 2012 and 2014. Currently serve as main contact and consultant during the IO process for Hawaiian Electric Company's Feed-In Tariff program. Assisted in the review of Hawaiian Electric's participation in the Big Wind Project.

PacifiCorp: As a lead member of Accion's IE team, advised the Oregon Public Utility Commission on PacifiCorp's decisions relating to base load resources expansion, strategic planning for power supply and delivery, supply/customer contracts, and the appropriateness of energy and capacity choices made by the utility.

Portland General Electric: Oversaw the IE process for PGE's renewable portfolio RFP. Proposals received included wind, biomass, geothermal, and wave-action generation.

Tucson Electric Power Company: Served as IE for six solicitations for renewable resources by TEP. Assisted TEP in designing protocols to meet Arizona's Renewable Energy Standard (RES). Advised the Company on solicitation process and design, bidder definition and qualifications, and evaluation standards and protocols.

Construction Monitoring

Project Manager on behalf of several utilities for the construction of new generation and transmission.

Regulation

Participated in rate review and design functions.

Transmission and Distribution

Allegheny Power: Performed a generation unit maintenance scheduling study that provided a cost-benefit analysis of improved scheduling and resource allocation procedures.

Arizona Public Service Company: Performed an analysis of plant operation and scheduling procedures at the Four Corners Plant.

Associated Electric: Completed an analysis of operation and maintenance practices and procedures at the New Madrid generation station, including a review of appropriateness of staffing levels.

Baltimore Gas and Electric Company: Assisted with the design and implementation of a grid coordinate based field equipment location system for both gas and electric systems.

Baltimore Gas and Electric Company: Installed and assisted with the utilization of a production costing model to simulate the power generation, fuel burnt by unit, and the system loss of load probability over a 20-year planning horizon.

Relevant Experience (continued)

Baltimore Gas and Electric: Assisted with the utilization of a unit commitment program to produce the most cost-efficient interconnection billing method.

Baltimore Gas and Electric: Team Advisor for an internal team that focused on reliability documentation and improvement. Recommendations were produced that led to reliability improvements.

Bay State Gas: Project Manager for process improvement efforts which included O&M cost reduction and activity based management.

Big Rivers Electric: Evaluated the transmission planning process and determined the import capability using load flow analysis under varying conditions.

Boston Edison: Performed an analysis of the cost impact of the New England Power Pool scheduling of Boston Edison generation.

Brooklyn Union Gas: Completed a study of the effectiveness of the support given to distribution operations by the Motor Transportation Function in conjunction with crew sizing and dispatch procedures.

Central Iowa Power Cooperative: Installed and utilized an economic dispatch approach to determine incremental system operating costs as a basis for ratemaking.

Central Power and Light: Prepared an evaluation of plant maintenance and its impact on net interconnection for all steam-electric units.

City of Athens: As part of the Athens automated load management project, determined hardware specifications and operating functions, designed load management experiment objectives, and testing criteria. Monitored the installation of the automated remote load control and data gathering equipment.

City Public Service Board: Installed and customized the production costing model to assist with the planning of gas and coal generation expansion.

Colorado-Ute Electric Association: Conducted a review of management audit recommendations in the generation, transmission, system planning, data processing, and material management areas.

Colorado-Ute: Completed an operations, maintenance, and staffing study for the Hayden and Craig power plants.

Consolidated Edison: Assisted in system integration to meet utility operating requirements; also assisted in specifying factory acceptance testing procedures for the energy management system.

Consolidated Edison: Assisted with the use and modification of the production costing model.

Consumers Power: Performed an evaluation of construction scheduling and control techniques for the Midland units 1 and 2.

Detroit Edison: Assisted with the utilization of the production costing model to simulate operation of the Luddington pumped storage unit.

Electric Power Research Institute: Participated in Task 6 of the electric utility rate design study, which estimated the benefits of peak-load pricing for electric utilities.

Electric Utility Associates: As part of an analysis of merger viability, conducted a study of the potential efficiencies and benefits that would result from a merger of EUA with Unitil. The study scope focused on the distribution and transmission system characteristics / compatibilities and system dispatch.



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Relevant Experience (continued)

Electricity Supply Commission of South Africa: Conducted a thorough analysis of the generation operation, maintenance, and system dispatch activities for this large system. Assisted in the implementation of recommendations which produced substantial improvements in system operating procedures.

Florida Power & Light: Modified the production costing program to meet system planning requirements.

Florida Power Corporation: Installed and assisted with the utilization of a unit commitment program to perform economic dispatch and interchange evaluation functions.

Guam Power Authority: Identified operating and maintenance service criteria to serve as future standards in transmission, distribution, and substation areas. Reviewed the progress made toward accomplishing these standards on an annual basis over a multi-year period. During the annual reviews made specific improvement recommendations that have led to significantly enhanced system performance.

Gulf States Utilities: Completed an evaluation of interconnection economics and its impact on the value of reduced outage rates.

Houston Lighting and Power: Completed an organization and staffing study that covered operations, maintenance, and coal handling for Parish units 5 and 6.

Houston Lighting and Power: Directed the installation of an automated maintenance planning system that included equipment history analysis, preventive maintenance scheduling, backlog reporting, and work scheduling.

Houston Lighting and Power: Performed an evaluation of material control procedures for the construction of the South Texas Project.

Hydro Quebec: Team process and content advisor for a transmission process improvement analysis, which evaluated the improvement potential for substation and transmission construction, maintenance, and operation.

Illinois Power: Directed the installation and utilization of a system simulation model for assessment of various load management alternatives.

Illinois Power: Team Leader for extensive quality and productivity improvements in the areas of electric generation, transmission, substation engineering, distribution O&M and distribution construction.

Indiana Gas: Project Manager for a focused process improvement effort which covered new service installation, system reliability and measurement and customer inquiry.

Jersey Central Power & Light: As part of a complete management audit evaluated the transmission, distribution, substation operation, maintenance, planning functions, dispatch, and power pooling activities.

Kansas City Power & Light: Determined the simultaneous import limit using load flow studies to evaluate contingencies.

Laclede Gas Company: Conducted the review of the system operation and maintenance areas during a comprehensive management review.

Mississippi Power & Light: Conducted an analysis of construction planning and control procedures for Grand Gulf.

Mississippi Power & Light: Conducted an analysis of maintenance at all steam-electric plants, including maintenance work scheduling, preventive maintenance, and outage history.

Missouri Public Service Company: Utilized a unit commitment model to simulate system operations so that costs for various system plans could be evaluated.

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Relevant Experience (continued)

National Electricity Board (Malaysia): Performed an analysis of generation and transmission operations, maintenance and staffing procedures with recommendations leading to performance improvements.

National Fuel Gas: Project Manager for an engagement that covered meter reading, property restoration, customer inquiry and service installation.

New Jersey Natural Gas: Conducted the review of the system operation and maintenance areas during a comprehensive management review.

New York Power Pool: Installed and assisted with the utilization of a unit commitment program to perform interchange billing for all New York power companies.

Niagara Mohawk Power: Directed an evaluation of load management objectives and determined the appropriate distribution automation functions and equipment to be included as part of the specifications for a new energy management system.

Niagara Mohawk Power: Team Leader for process improvement teams which focused on transmission and substation preventive maintenance, power generation, power billing and power dispatch.

North Eastern Electricity Board (England): Prior to privatization, assisted this utility in evaluating their performance along the lines of the new national standards. Recommended improvements in operating procedures which would assist in meeting the new standards and increasing their allowable rate return.

Pacific Gas and Electric: Conducted an analysis of the appropriateness of hydro and geothermal generation operation and dispatch procedures.

Palo Verde Nuclear Generating Station: Performed an evaluation of the construction and scheduling costs of this station.

Pennsylvania Power & Light: As part of a complete management audit evaluated the transmission, distribution, substation operation, maintenance, planning functions, dispatch, and power pooling activities.

Pennsylvania Power Company: Completed an evaluation of maintenance practices at the Bruce Mansfield Plant.

Philadelphia Electric Company: Performed a feasibility study concerning the application of improved generation maintenance planning procedures.

Philadelphia Electric: Assisted with the preparation of energy management system specifications to be included as part of the request for proposal submitted to hardware suppliers.

Piedmont Natural Gas: Conducted the review of the system operation and maintenance areas during comprehensive management audit.

Public Service Electric and Gas: Team Leader for process improvement teams which focused on new service installation, dusk to dawn lighting and gas operations.

Public Service of Colorado: Assisted with the use and modification of the production costing model.

Public Utility Control Authority of Connecticut: Directed an evaluation of the impact of the elimination of master metering.

San Diego Gas & Electric: As part of a complete management audit, evaluated the generation, transmission and distribution operation and maintenance functions and the dispatch and power pooling activities.

Sierra Pacific Power: Completed a review of the system's interchange capability, which included load flow analysis under varying operating conditions. Made recommendations concerning potential power pooling opportunities.

Relevant Experience (continued)

Sierra Pacific Power: Performed a system operation study which included analysis of interchange flows and membership within the Northwest and Intercompany power pools.

South Carolina Electric and Gas: Working with a team of dispatch personnel, formulated and implemented a set of new interchange procedures designed to maximize energy transactions. This implementation resulted in significant flow increases and yielded multi-million dollar benefits.

South Western Electricity Board (England): Prior to privatization, assisted this utility in evaluating their performance along the lines of the new national standards. Recommended improvements in operating procedures which would assist in meeting the new standards and increasing their allowable rate return.

Southern Indiana Gas and Electric: Project Manager of a focused re-engineering effort which concentrated on electric transmission and distribution engineering, customer inquiry, payment processing and gas operations.

Tampa Electric Company: Assisted TECO and their hardware supplier in the formulation of functional specifications for both hardware and software components of the load management and distribution automation portions of their new energy control system.

Tennessee Valley Authority: Prepared an evaluation of plant maintenance procedures at the Gallatin Steam Plant.

Texas Electric Utilities: As part of a complete management audit, evaluated the generation operation and maintenance functions and the dispatch and power pooling activities.

Texas Utilities: Completed an analysis of energy management and SCADA system suppliers' qualifications and capabilities as part of vendor qualification.

Toledo Edison: Performed an analysis of the effectiveness of distribution field crew operation.

Tri-State Generation and Transmission: Performed a review of management practices and procedures.

Trinidad and Tobago Electricity Commission: Completed a review of the generation operation and maintenance functions, system dispatch, transmission operation, system planning and engineering. Recommendations were made which when implemented led to enhanced performance, operating, and maintenance efficiencies.

Wisconsin Electric Power: Assisted with the implementation of short-term load forecasting methods for the real time energy control project.

Wisconsin Gas: Project Manager of a company-wide re-engineering effort which is achieving an integrated whole company strategy, organizational alignment, union enthusiasm, recognition of customer values, focus on measurement and O&M cost per customer reductions needed to be competitive.

Marcus Jackson | Senior Consultant, Accion Group, LLC

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Marcus Jackson is an experienced Chairman of the Board, Chief Executive Officer, President, Chief Operating Officer and Chief Financial Officer with electric and gas public utilities. As an innovative, creative, strategic thinker and tactical planner, he has accumulated more than thirty years of technical, management and executive management experience with electric and gas investor-owned public utilities. Mr. Jackson has demonstrated informed and practical insights into utility corporate governance, utility finance, administration, operations, and regulatory affairs. Mr. Jackson is an effective communicator who focuses on customer service management, and uses a collaborative work management style to work effectively with multi-disciplined groups of problem solvers to find solutions that meet client requirements. By combining technical, operational, financial, and business management expertise, Mr. Jackson is able to analyze and provide objective, comprehensive solutions to utility management and regulatory commissions.

Experience

- Chairman of the Board, President, and CEO, SEMCO Energy
- Executive Vice President and President of KCPL Power
- Executive Vice President and Chief Financial Officer, Kansas City Power and Light
- Executive Vice President and Chief Operating Officer, Kansas City Power and Light
- Senior Vice President of Power Supply - KCPL
- Vice President of Power Production - KCPL
- Senior Director Power Production - KCPL
- Assistant Director of Power Supply - KCPL
- Plant Manager – Montrose Generating Station - KCPL
- Assistant Superintendent of Central Maintenance - KCPL
- Plant Maintenance Engineer - KCPL
- Project Engineer - Gibbs and Hill Engineering - Dravo Arabia - Alkhobar, Saudi Arabia

Major Clients

- | | | |
|---|-----------------------------------|------------------------------------|
| AEC (Associated Electric-Springfield, MO) | Georgia Public Service Commission | Michigan Consolidated Gas |
| City of Gardner (Gardner, Kansas) | Kansas Board of Public Utilities | Missouri Public Service Commission |
| City of Independence (Independence, MO) | Kansas City Power & Light CO. | SEMCO Energy |
| City of St. Joseph (St. Joseph, MO) | Kansas Commission Corp. | Sunflower Energy Cooperative |
| Detroit Edison | Kansas Electric Power Cooperative | Union Electric |
| EDE (Empire Electric-Joplin, MO) | Kansas Gas and Electric | Utilicorp United |

Industry Specialization

- | | | |
|--|---|---|
| Business Restructuring | Electric System Planning, Operations and Maintenance (Nuclear and Conventional) | Mergers and Acquisitions |
| Corporate Design, Structure, Governance and Management | Environmental Compliance | Organizational Development |
| Corporate Financial Management | Expert Testimony | Strategic Planning |
| Debt Restructuring | Legislative Affairs | System Operations (Generation, Transmission and Customer Service) |
| Electric Market Analysis | | |

Education

- MBA, Rockhurst University, Kansas City, Missouri
- B.S. Mechanical Engineering Technology, Southern Illinois University, Carbondale, Illinois
- Nuclear Engineering Coursework, University of Missouri, Columbia, Missouri
- Engineering Coursework, United States Air Force Academy, Colorado Springs, Colorado

Relevant Experience

Construction Monitoring

Georgia Public Service Commission: Consultant, Independent Evaluator team for the Georgia Public Service Commission for Georgia Power Company's integrated resource planning and implementation process.

Restructuring

SEMCO Energy Company: Divested unprofitable diversified business units, which reduced costs and provided capital to be invested in the core business. Improved capital structure to meet rating agency expectation for investor owned utilities. Refinanced higher cost debt with lower cost debt instruments which reduced the cost of debt by 7.3% annually. Liquidated non-core assets to reduce debt obligations by 7.5%. Implemented cost reduction initiatives corporate-wide which improved net income by 12%.

Strategic Energy Planning

Kansas City Power and Light: Kansas City Power and Light incorporated a wholly owned subsidiary, KCPL Power, as a component of a corporate restructuring strategy to compete in the deregulated utility market. As a member of senior management, created and incorporated a wholly owned exempt wholesale generator which improved corporate revenues by 14%. Initiated development of 500 MW coal-fired power plants (EWG) which produced a new income stream of 4%. Developed system processes and procedures for transition management in emerging unregulated energy market, creating entrepreneurial business acumen for the project management process that was necessary for the emergent energy market. Developed and divested international projects in South America and China that represented a 2% one-time net gain.

Transmission and Distribution

Kansas City Power and Light: Training and oversight of transmission and distribution system planning as well as Corporate Integrated Resource Planning. Trained and managed high-voltage transmission system daily dispatch operations maintenance and construction. Developed and negotiated energy and capacity supply contracts with adjacent local and regional municipalities as well as other investor-owned utility companies. Sited and constructed through town transmission projects. Installed the first large scale automated customer meter reading system in the country. Convened and successfully conducted customer focus group and town hall meetings to educate and approve siting for generation, transmission, and distribution facilities. Meeting many times included storm restoration and system interruption events. Maintained constructive relationships with utility regulators in Missouri, Kansas, Michigan, and Alaska. Managed distribution system planning, operations, maintenance and construction. Managed customer call center, systems marketing and sales, and customer service for 500,000 distribution system customers. Co-authored, managed and executed transmission and distribution system Storm Emergency Restoration Plan.

Utility Planning and Management

Kansas City Power and Light:

Senior Vice President of Power Supply: Integrated, right sized and outsourced engineering services to achieve greater efficiency and reduce costs. Appointed to serve on the Board of Directors of The Wolf Creek Nuclear Operating Company (KCPL owned 50% of the plant). Improved plant and system availabilities to low to mid 80%. Materially reduced fuel costs. Improved Division safety incidence and severity rates by approximately 15%. Increased wholesale power sales by 25%. Installed employee involvement and organizational development initiative to improve productivity. Improved safety severity and incidence rates by approximately 10%. Established environmental and safety department to comply with changing requirements.

Relevant Experience (continued)

Vice President of Power Production: Appointed as President of KCPL Power to develop an exempt wholesale generation subsidiary consistent with EPACT. Built combustion turbine site to serve City of Gardener, KS. Successfully negotiated contracts with the two locals of the IBEW. Implemented quality and employee involvement initiatives. Improved plant and system availabilities from mid-70% to low 80%. Developed and installed environmental initiatives to comply with changing environmental requirements.

Senior Director Power Production: Developed and implemented system-wide plant and equipment life management program reducing maintenance costs by approximately 15%. Improved plant and system availabilities from low 70% to low 80%. Researched, developed and installed employee involvement initiatives and formal programs. Revised, upgraded and installed skilled craft apprentice training programs. Improved safety incidence and severity rates below industry average. Benchmarked and installed plant performance improvement initiatives for all four active plant sites.

Kansas City Power and Light:

Plant Manager – Montrose Generating Station: Initiated and developed plant preservation and restoration program for temporary retirement of plant sites and equipment. Successfully converted three units to safely and efficiently utilize lower cost, more environmentally friendly Powder River Basin fuel. Materially reduced the fuel cost for the plant. Increased plant availability by over 10%. Increased plant capacity by approximately 7%. Participated in successful negotiations for energy and capacity supply of Unit 2 generation to an adjacent municipality to prevent premature temporary retirement of the unit.

Assistant Superintendent of Central Maintenance: Developed, implemented and supervised KCPL Central maintenance asbestos mitigation department to perform asbestos removal and replacement work and training for the Company and others. Established a central shop to produce costly replacement components for large equipment at a fraction of the cost. With Westinghouse, successfully engineered solutions for generator, turbine and excitation system for a three of a kind 800 MW steam turbine generator system. Engineered and installed numerous solutions for the largest cyclone coal fired furnace, the associated air quality control systems and various other auxiliary systems unique to the one of a kind unit.

Alan Kessler | Senior Consultant, Accion Group, LLC

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Having worked as a consultant to the utility industry for over 30 years, Mr. Kessler brings extensive knowledge of utility management, regulatory litigation, business reorganizations and restructurings, and planning and operations analysis to Accion Group. Prior to his work with Accion Group, Mr. Kessler was a partner at Deloitte Consulting, where he led engagements advising utility clients on matters relating to mergers and acquisitions and regulatory strategy. He also was a partner in Ernst & Young's Utility Consulting Group, leading its utility restructuring and reorganization and regulatory litigation practices. Mr. Kessler has also held management positions at two major U.S. public utilities, served at a state public utilities commission, and has also served as a trustee for the Federal Trade Commission in merger-related matters in the oil and gas industry.

While employed at Accion Group, Mr. Kessler has represented clients on engagements relating to mergers and acquisitions, power supply management, and regulatory advisory matters. He specializes in advising utilities on general corporate and regulatory strategy. Mr. Kessler has participated in numerous regulatory proceedings, often providing expert testimony.

Experience

- Advisor to utilities on power supply planning and management projects
- Advised management and regulators on matters relating to the negotiation of complex contracts
- Advisor to regulatory agencies on financial and operational issues in corporate restructurings and reorganizations
- Advised utility management on matters relating to mergers and acquisitions
- Designed fuel and purchased power adjustment clauses in Ohio and New Hampshire
- Participated in approximately 30 fuel and purchased power adjustment clause proceedings
- Assisted in the preparation of general and emergency rate cases
- Experienced in areas of planning, management, and operations analyses
- Assisted in the development of rate design proposals designed to implement emerging energy policies
- Provided expert testimony in both regulatory and civil matters

Major Clients

- | | | |
|--------------------------------|-----------------------------------|-------------------------------------|
| American Electric Power | Georgia Power Company | Ohio Public Utilities Commission |
| Aquila Energy | Georgia Public Service Commission | PacifiCorp |
| Arizona Corporation Commission | Green Mountain Power Corporation | PG&E |
| Arizona Public Service | Gulf Power Company | Portland General Electric Company |
| BG&E | Hydro Quebec | PSE&G |
| Columbia Gas System | Kansas City Power & Light | Public Utility Commission of Oregon |
| Duke Power | LG&E | SEMCO Energy |
| Dusquesne Light | Mid American Energy | Tucson Electric Power Company |
| Exelon | NH Public Utilities Commission | Western Mass Electric |

Industry Specialization

- | | | |
|--------------------------|------------------------|------------------------|
| Business Planning | Expert Testimony | Resource Repositioning |
| Business Restructuring | Mergers & Acquisitions | Risk Management |
| Cost of Service Analyses | Operations Management | Strategy Management |
| Debt Restructuring | Regulatory Litigation | Synergy Studies |

Education

- J.D., Capital University School of Law
- B.S. Economics, City College of New York

Alan Kessler | Senior Consultant, Accion Group, LLC

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Relevant Experience

▶ Audit and Operations Review

Comanche Peak Nuclear Generating Station: Directed a review of the management of the construction of this nuclear generating station on behalf of the minority owners. Responsible for analyses of management processes, staffing, planning, and control provided by the Project Manager during the course of construction of this generating station.

Duquesne Light Company: Lead Consultant in a comprehensive management audit ordered by the Pennsylvania Public Utilities Commission. Responsible for the review and analyses of all support services including legal, legislative, risk management, and other general services.

National Fuel Gas Company: Lead Consultant in a focused management audit relating to operations of the legal department and the use of outside contract personnel.

South Texas Project: Directed the prudence review of the construction of the South Texas Nuclear Project which included review and analysis of project management, organization, staffing, planning and implementation.

▶ Competitive Procurement

Arizona Corporation Commission: Served as advisor to the Commission staff in the design and implementation of a competitive solicitation process for the procurement of wholesale energy by utilities. Facilitated agreement among a wide range of interest groups, including utilities, independent marketers, consumer representatives, and various special interest groups. Monitored the implementation and execution of Arizona's first competitive solicitation for power supplies.

Georgia Public Service Commission: Acting as Independent Evaluator of the power supply solicitation of Georgia Power's RFPs for capacity and energy requirements. Responsible for development of RFP processes, managing bidder communications, providing analyses of optimal portfolio additions, monitoring company's analyses of proposals submitted, and advising PSC Staff.

PacifiCorp: Provided Independent Evaluator services to PacifiCorp in its most recent RFPs for power supplies. Oversaw the development and implementation of RFP documentation, protocols, and evaluation methodologies. Advised the Oregon Commission on matters relating to the conduct of the RFP and the results obtained.

Tucson Electric: Served as Independent Monitor for multiple RFPs conducted by Tucson Electric. Monitored the development of RFP procedures and the evaluation of bids. Reviewed all decisions and prepared reports to the Arizona Corporation Commission as required.

▶ Dispute Resolution

Public Service Company of New Hampshire/5 IPPs: Assisted these parties in negotiations to restructure uneconomic long-term power supply contracts in a manner that maintained the operational viability of the plants providing service while still providing reduced costs to the host utility.

▶ Mergers & Acquisitions

Atlanta Gas Light/Virginia Natural Gas: Directed the analysis of business synergies supporting the acquisition of VNG and assisted in the preparation of regulatory filings.

Comalco, Inc.: Assisted this Australian aluminum producer in evaluating diversification opportunities in the U.S. utility industry. Conducted strategic assessments of potential acquisitions and joint venture opportunities.

Relevant Experience (continued)

Confidential Merger Assistance: Advised a large electric utility with international holdings and a diversified energy distributor on business combination opportunities. Led engagement to identify business synergies and revenue enhancing strategies in regulated and non-regulated business units.

EUA/UNITIL: Project Director in engagement to determine if the proposed acquisition of the UNITIL Corporation by Eastern Utilities Associates would be in the public interest.

Federal Trade Commission: Served as Trustee for the FTC over the “Held Separate Business” units of ExxonMobil Corp. Monitored all communications between HSB and the parent company, oversaw the divestiture of over \$2 billion of assets and reviewed all business decisions relating to pricing, contracting and employment issues to ensure that anti-competitive actions were avoided as ExxonMobil restructured post merger.

Foreign Electric Utility: Advised management on evaluations of U.S. energy companies with regard to regulatory, financial and operational issues arising from mergers or acquisitions. Provided assistance in valuations and the development of evaluative criteria and automated tools to conduct financial analyses.

Hydro Quebec: Advised the managements of several business units on acquisition opportunities in the U.S. Directed the strategic risks and benefits assessment of targeted opportunities and provided due diligence support including participation in negotiations and valuations.

Kansas City Power & Light/UtiliCorp United Merger: Project Director for all services provided in connection with the proposed merger including preparation of the Synergies Study, implementation and transition planning, testimony and analyses of competing hostile bids.

MidAmerican Energy: Directed an analysis of the merger related savings arising from the proposed acquisition of IES by MidAmerican. Assisted in the preparation of testimony, public communications and filings before regulatory agencies.

Northeast Utilities: Directed all studies for the State of New Hampshire in evaluating the benefits arising from of the acquisition of PSNH by Northeast Utilities and assisted in negotiating the terms of future regulation of the combined systems. Provided testimony in support of the merger before the NHPUC and FERC.

PECO Energy/Unicom: Advised these integrated utility companies on regulatory and valuation matters supporting their merger creating Exelon. Identified value-creating opportunities in both regulated and competitive business units.

SCANA: Directed the merger integration services provided to this diversified utility company in the areas of asset rationalization and strategic positioning.

Regulation

American Electric Power: Lead Counsel in more than twenty Fuel Adjustment Clause cases before state and federal regulatory agencies. Assisted in the preparation of cost analyses, testimony, and discovery material. Examined witnesses and prepared filings in regulatory and appellate proceedings.

Centerior Energy Company: Prepared a comprehensive analysis of the energy production costs of this electric utility and presented testimony in support of that analysis before the Ohio PUC.

KCP&L: Assisted in the preparation of cases filed in Missouri and Kansas in support of an application to merge. Prepared testimony on cost structures and assisted in the preparation of rate of return testimony.

Relevant Experience (continued)

National Grid: Assisted The Energy Network, a consortium of Massachusetts industrial and not-for-profit entities in evaluating National Grid's proposed rate decoupling methodology. Provided expert testimony supporting TEN's alternative approach designed to lessen rate volatility and interclass rate subsidies.

Nevada Power: Advised a consortium of the largest Nevada hospitals on rate design issues. Provided expert testimony in support of a proposed rate structure designed to reduce interclass cost subsidies and to gradually reallocate cost responsibility.

Northeast Utilities: Assisted in the development of regulatory strategy to deal with the impacts of retail deregulation on the enforceability of wholesale power contracts. Prepared and provided testimony before the FERC in support of the company's position.

Ohio Power Company: Planned, prepared and presented over ten rate cases before the Ohio Public Utilities Commission and the Federal Energy Regulatory Commission for this large electric utility. Managed the relationships with regulators, regulatory staff, intervenors and the public on issues relating to rate increases, service offerings and tariff design.

PG&E: Directed the development of a comprehensive rate case model designed to address the requirements of the California Public Utilities Commission. Assisted in the development of all supporting documentation and the preparation of the Company's case utilizing the model.

Public Utilities Commission of Nevada: Advised the Commission Staff on strategic options available to Nevada electric utilities in the areas of power supply planning cost mitigation and financial management. Also assisted the Staff in developing regulatory approaches to managing price volatility in Western merchant markets.

Restructuring

Columbia Gas Transmission Corporation: Advised the Official Committee of Unsecured Creditors of this bankrupt natural gas pipeline on matters relating to regulatory risk and on issues affecting the development of a business plan in support of a plan of reorganization.

El Paso Electric Company: Assisted the Attorney General of the State of Texas and the New Mexico Public Service Commission in evaluating alternative reorganization proposals offered by this debtor and by prospective acquirors of this bankrupt electric utility. Provided services related to load forecasting and system planning, regulatory policy, business planning and workout strategies.

LTV Corp: Represented a large public utility on the Committee of Unsecured Creditors in the bankruptcy of this steel and defense company. Participated in the planning for and execution of the divestiture of various assets and lines of business and in the formulation of the plan of reorganization approved by the court.

New Hampshire Electric Cooperative: Retained by the State of New Hampshire to assist in restructuring power supply arrangements and debt of this bankrupt cooperative and in negotiating future rates and business controls. Also engaged to assist in valuing the Coop's investment in generating assets.

Ohio Ferro Alloys Corp: Chaired the Committee of Unsecured Creditors. Negotiated the plan of reorganization and the future financing of this manufacturer of alloys used in the production of specialty steel.

Public Service Company of N.H.: Directed the evaluation of the restructuring options available in the reorganization of PSNH on behalf of the State of New Hampshire. Led negotiations with creditors and the debtor and provided expert testimony before the Bankruptcy court on matters relating to regulatory policy and practices.

Relevant Experience (continued)

Vermont Electric Cooperative/Vermont Electric G&T Corp: Assisted the State of Vermont in evaluating the restructuring of these insolvent companies. Advised the State on matters relating to alternative financing, regulatory policy, risk assessment and workout strategies.

Wheeling Pittsburgh Steel: Chaired the Committee of Unsecured Creditors of this bankrupt steel company. Negotiated the plan of reorganization and the sale of non-core assets.

Strategic Energy Planning

BG&E: Assisted BG&E in the evaluation and negotiation of multi-year power supply contracts entered to facilitate the restructuring required by the Maryland PSC. This analysis covered offers by five non-affiliated and one affiliated suppliers and focused on reliability of supply, flexibility, and financial security.

Green Mountain Power Corp: Advisor to this integrated electric utility on regulatory strategy and power supply management issues. Assisted in the resolution of the treatment of out-of-market power supply costs in a manner that restored the financial health of the corporation.

Hydro-Quebec: Assisted Hydro-Quebec in renegotiating long-term power supply contracts with Vermont Utilities including participation in strategy development and negotiations.

Utility Planning and Management

British Gas - Public Gas Supply: In anticipation of competition, assisted the company in formulating plans to reengineer its customer service functions including metering, billing and collections, and customer relations.

KeySpan Energy: Retained by the company to evaluate the effectiveness of the process employed to determine the need for and to manage the acquisition and delivery of legal services. Directed an analysis of opportunities to reduce costs or improve delivery of information technology services through outsourcing.

Orlando Utilities Commission: Evaluated the financial structure of this integrated municipal utility and advised management on dividend policies and rate making strategies.

Public Service Electric & Gas: Lead Consultant and team facilitator on a Business Process Reengineering team in the Gas Business Unit of this company. Provided services relating to training, process evaluation, process redesign and implementation.

Saskatchewan Power: Directed an international team of consultants in an analysis of the current operational situation of this Provincial utility and developed strategic options available to the company to meet changing regulatory and economic conditions including M&A options and strategic power contracting opportunities.

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Mr. Hart has more than 30 years of experience in diverse aspects of nuclear power generation, having worked for an architect-engineer, a nuclear utility, and as an independent consultant to the energy industry. As a former Nuclear Licensing Manager and Environmental Manager during construction and operation of power plants, Mr. Hart brings a broad knowledge of regulatory and technical issues associated with nuclear power plants to a variety of related consulting engagements. The diversity of his experience also includes testimony before state and federal agencies on prudency and decommissioning issues, and a leadership position during the successful auction and sale of the ownership of Seabrook Station.

Experience

Assisted FPL and Exelon in development of major applications for Extended Power Uprate projects at three nuclear stations
Part of Accion consulting team advising Georgia Public Service Commission on Georgia Power's new nuclear units
Accion Consultant to the New Hampshire Nuclear Decommissioning Financing Committee
Team leader for development of safety analysis report for Areva's Eagle Rock Enrichment Facility
Licensing, Environmental and Government Relations Manager at Seabrook Station
Ownership Transition Project Manager during the auction and sale of Seabrook Station
Manager Nuclear Operations and Safety, Ebasco Services, In.
Manager of Licensing during the construction and licensing of Waterford-3 nuclear plant

Major Clients

AREVA
Arizona Commerce Commission
BayCorp Holdings
Bechtel SAIC
Connecticut Light & Power

Connecticut Yankee
Exelon Corp
Florida Power & Light
Georgia Public Service Commission
Maine Yankee

NH Nuclear Decommissioning
Financing Committee
Northeast Utilities
Public Service of New Hampshire
Yankee Atomic

Industry Specialization

Nuclear Power Plant Licensing
Litigation Support

Nuclear Decommissioning
Environmental Compliance

Nuclear Power Plant Uprates
Rate Regulation and Prudency

Education

B.S. Engineering, United States Naval Academy, Annapolis, Maryland
Certificate in Power Engineering, Stevens Institute of Technology, Hoboken, New Jersey
Environmental Management Systems Certification, Northeastern University, Boston, Massachusetts

Relevant Experience

➤ Nuclear Licensing

Independent Consultant: Provides wide-ranging support to the nuclear industry including power uprates, general licensing support, and decommissioning.

Seabrook Station: As Licensing Manager and then Environmental, Government and Owner Relations Manager oversaw the interface with NRC, EPA, Mass DEP, NH PUC and ownership.

Ebasco Services Inc.: As Manager Nuclear Operations and Safety oversaw the Licensing efforts at several ongoing nuclear projects.

New Hampshire Yankee: As Licensing and Hearing Support Group Manager, oversaw the interface between the station's technical staff and the legal team during the hearings on Seabrook Station's operating license.

➤ Nuclear Decommissioning

New Hampshire Nuclear Decommissioning Financing Committee: Advises the Committee in their review and oversight of Seabrook Station's annual and comprehensive quadrennial submittal on their decommissioning cost estimate and funding plan.

➤ Rate Regulation and Prudency

Northeast Utilities: Responsible for preparing prudency reports on forced outages and power reductions for semiannual rate cases for Seabrook Station. Testified at PUC hearings on major outages.

➤ Regulation

AREVA: Team Leader for development of the Safety Analysis Report for gas centrifuge fuel enrichment facility.

Exelon Corp: Provided licensing consulting and support in development of license amendments for Extended Power Uprate at the Peach Bottom nuclear station.

Florida Power & Light: Provided licensing consulting and support in development of license amendments for Extended Power Uprate at the Turkey Point and St. Lucie nuclear stations.

Georgia Public Service Commission: Provided regulatory and technical consulting in the Commission's oversight of Georgia Power Company's application for certification to build two new nuclear power plants (Vogtle 3&4), including an extensive report and testimony during the certification hearings.

➤ Renewable Energy Projects

Town of Lempster, New Hampshire: As an Accion consultant, provided technical consulting to town selectmen during development of 24 megawatt wind power project.

➤ Restructuring

Northeast Utilities: As Ownership and Transition Project Manager, was responsible to the Site Vice President for the preparation of the station for the auction of the ownership sales and subsequent successful closing with FPL Group.