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Header 2

List View

General Information

Contact

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Document Information

Procurement Folder: 374637

SO Doc Code: CRFQ

Procurement Type: Central Master Agreement

SO Dept: 0926

Vendor ID: VC0000004638

SO Doc ID: PSC1800000003

Legal Name: GDS ASSOCIATES INC

Published Date: 10/26/17

Alias/DBA:

Close Date: 11/8/17

Total Bid: \$187,500.00

Close Time: 13:30

Response Date: 11/07/2017

Status: Closed

Response Time: 22:45

Solicitation Description: Consultant

Total of Header Attachments: 2

Total of All Attachments: 2

**State of West Virginia
Solicitation Response**

Proc Type : Central Master Agreement

Date issued	Solicitation Closes	Solicitation Response	Version
	2017-11-08 13:30:00	SR 0926 ESR11071700000002047	1

VENDOR

GDS ASSOCIATES INC

Response Time: 22:45:41

Comments:

FOR INFORMATION CONTACT THE BUYER

jessica.s.chambers@wv.gov

DATE _____

All offers subject to all terms and conditions contained in this solicitation

Line	Comm Ln Desc	Qty	Unit Issue	Unit Price	Ln Total Or Contract Amount
1	Consultant - hourly fee	750.00000	HOUR	\$250.000000	\$187,500.00

Comm Code	Manufacturer	Specification	Model #
81101516			

Extended Description :	Consultant - hourly fee

**Exhibit A
Consultant**

Item No. & Description	Unit of Measure	Unit Cost	*Estimated Quantity	Extended Cost
4.1.1 Consultant	Per Hour	\$250.00	750	\$187,500.00
TOTAL BID AMOUNT				\$187,500.00

*The Pricing Pages contain a list of the Contract Items and estimated hours. The estimated hours for each item represents the approximate volume of anticipated hours only. No future use of the Contract or any individual item is guaranteed or implied.

Vendor should not alter pricing page and should fill out pricing page as is. Any additions or alterations to the pricing page and/or addition of commodities other than those listed on the pricing page online or as an attachment, will result in disqualification of bid submittal.



GDS ASSOCIATES, INC.

engineers and consultants

response to request for quotations

WEST VIRGINIA Public Service Commission

CONSULTANT



prepared by

GDS ASSOCIATES, INC.

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Marietta, Georgia 30067
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November 8, 2017

November 8, 2017

Ms. Jessica Chambers
Department of Administration
Purchasing Division
2019 Washing Street East
Charleston, West Virginia 25305-0130

RE: Request for Quotations Solicitation No. CRFQ 0926 PSC1800000003 for Open-End Consulting Contract

Dear Ms. Chambers:

GDS Associates, Inc. ("GDS") in partnership is pleased to submit the enclosed proposal in response to the West Virginia Public Service Commission ("Agency") Request for Quotations (RFQ) seeking to establish an open-end contract for a consultant to assist the Agency with a variety of issues pertaining to utility finance, utility accounting, revenue requirements, cost of service, rate design, regional and federal utility issues in order to aid the Agency's decision making in complex cases and participation in regional bodies and Federal regulatory bodies per the terms and conditions illustrated in the RFQ.


Our team of nationally acknowledged consultants offers the Agency the experience, skills, and resources that are necessary to perform each of the major project tasks in a comprehensive, cost-efficient, and prudent manner. These skills include:

- | | |
|-------------------------------------|--------------------------------|
| - Wholesale Electric & Gas Issues | - Accounting |
| - Regional & Federal Utility Issues | - Utility Finance |
| - Revenue Requirements | - Cost of Service, Rate Design |
| - Transmission | - Telecommunications & Federal |
| - Water & Wastewater, Rates | Communications commission |
| - Environmental & Solid Waste | - Motor Carriers |

All staff identified in our proposal should be viewed as committed resources, with ample time available throughout the project to complete their assignments in accordance with the terms described in our proposal and within the timeframe detailed in the Agency's RFQ.

The GDS proposal has been prepared to conform to the requirements listed in the RFQ dated October 25, 2017. As Managing Director of GDS, I am authorized to make representations as well as answer questions concerning the enclosed proposal. My contact information can be found at the top of this letterhead. We appreciate the opportunity to submit our proposed scope of work and qualifications.

Sincerely,



James W. Daniel
Principal



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1 Overview of the GDS Team

1.1 WHO IS GDS ASSOCIATES, INC.

Headquartered in Marietta, Georgia, with offices in Austin, Texas; Auburn, Alabama; Manchester, New Hampshire; Madison, Wisconsin; Orlando, Florida; and Augusta, Maine, GDS Associates, Inc. (GDS) serves clients throughout the United States and Canada. Our broad range of expertise focuses on clients associated with electric, natural gas, water, and wastewater utilities.

Drawing upon many years of experience in problem-solving for both utility and non-utility clients, we have developed a keen insight into the causes of and cures for our clients' challenges in the energy markets. Our consultants are recognized leaders in their respective fields, dedicated to their clients, innovative in their approach to meeting unique challenges, and known for consistently being available and responsive when needed. Our broad range of expertise focuses on end-users, municipal utility and consumer-owned utility clients associated with, or affected by electric, natural gas, water, and wastewater utilities. In addition, we offer market research, statistical services, and information technology services to a diverse client base.

The consulting areas in which GDS has specialized skills are listed in **FIGURE 1-1**. For more information regarding the services listed below, please visit our website at gdsassociates.com.

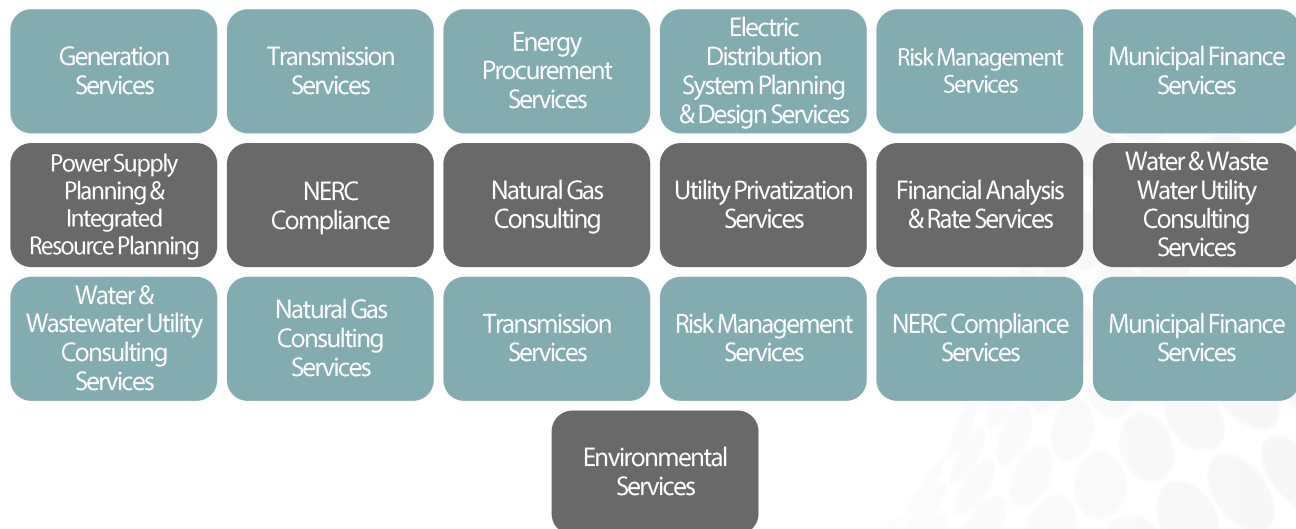


FIGURE 1-1 GDS SPECIALIZED SKILLS AND SERVICES

1.1.1 Corporate Core Values & Philosophy of GDS

The size and depth of our firm permits us to offer clients multiple sources of assistance, ensuring complete, competent, and timely service. GDS's long history of meeting client needs has established our reputation within the industry. In fact, most of our project assignments are derived from repeat work for existing clients or from client referrals. GDS recognizes that no two clients or problems are exactly alike, so we strive to deliver "right-fit" solutions for each client's situation. Our firm conducts its business in accordance with stated core values which we follow steadfastly in providing services to our clients (please see **FIGURE 1-2**).

OUR MISSION

"Help our clients succeed by anticipating and understanding their needs and by efficiently delivering quality services with confidence and integrity"

GDS is a multi-service consulting and engineering firm formed in **1986** and now employs a staff of more than **170** in seven locations across the U.S. GDS' annual revenues in 2016 were over \$38 million.



CORPORATE OFFICE
Marietta, Georgia U.S.



FIGURE 1-2 GDS CORPORATE CORE VALUES



2.1 OVERVIEW OF THE GDS TEAM KEY PERSONNEL

The organizational outline and structure of the GDS Project Team, solely dedicated to this project, are summarized below in [TABLE 2-1](#) along with a synopsis of the proposed roles and responsibilities for each consultant. Principal Service Personnel have also been identified in [TABLE 2-1](#) in the event access cards and/or keys will be required for this project. Detailed biographies of the GDS Project Team, highlighting industry certifications, professional training and relevant experience can be found beginning in Section 2.1.1. Resumes are provided in [APPENDIX A](#) that further detail germane responsibilities from other projects, experience, education, and skills that will aid the bid evaluation team in measuring our qualifications and experience.

TABLE 2-1 SUMMARY OF THE GDS TEAM ROLES AND RESPONSIBILITIES

Name	Facilities Access	Areas of Expertise
GDS ASSOCIATES, INC.		
Paul Wielgus <i>Managing Director</i>	<i>Principal Service Personnel</i> ^[a]	<i>Overall Project Manager</i> ; Wholesale Electric and Gas Issues
Jim Daniel <i>Principal</i>	<i>Principal Service Personnel</i> ^[a]	Regional and Federal Utility Issues; Revenue Requirements
John Chiles <i>Principal</i>	<i>Principal Service Personnel</i> ^[a]	Transmission
Chuck Loy <i>Principal</i>	<i>Principal Service Personnel</i> ^[a]	Water and Wastewater, Rates
Dan Wittliff <i>Managing Director</i>	<i>Principal Service Personnel</i> ^[a]	Environmental and Solid Waste
Cary Cook <i>Senior Project Manager</i>		Accounting
Brian Lawson, P.E. <i>Senior Project Manager</i>		Utility Finance
Jacob Thomas, P.E. <i>Senior Project Manager</i>		Cost of Service; Rate Design
Alfred Busbee <i>Project Manager</i>		Telecommunications and Federal Communications Commission
David Wire <i>Consultant</i>	<i>Principal Service Personnel</i> ^[a]	Motor Carriers

Name	Facilities Access	Areas of Expertise
GDS ASSOCIATES, INC.		
NOTES		
[a] Principal Service Personnel will be Issued access cards and/or keys to perform services. GDS will be responsible for controlling cards and keys and will pay replacement fee if lost or stolen. GDS will notify Agency immediately of any lost, stolen, or missing card/key. Any GDS staff performing under this contract will be subject to Agency's security protocol and procedures. GDS shall inform all staff of Agency's security protocol and procedures.		

2.1.1 Biographies of GDS Associates, Inc. Project Team

Paul Wielgus, Managing Director • Mr. Wielgus is a Managing Director with GDS. Mr. Wielgus has over 30 years of commercial and regulatory experience in the energy markets with emphasis on energy transaction contracting, energy risk management and hedging, project development and management, regulatory due diligence, structuring, M&A, and expert testimony. This experience includes industrial end use, power generation projects with regulated utility and IPP operations, wholesale markets, and energy consulting for entities actively involved in the energy markets. Mr. Wielgus led the development and closure of over 2,000 MWs of power projects and had the full responsibility for the development, permitting, approval, contracting, transmission and fuel interconnects, BoP, construction, and start-up. Mr. Wielgus has been providing energy consulting services to a Railbelt's utility for a number of years. Mr. Wielgus provided expert testimony in the areas of power assets, fuels, energy risk management and hedging, energy pricing, rates, and integrated resource planning (IRP), and related matters. Before joining GDS, Mr. Wielgus held senior commercial management positions with the utility affiliates of AEP and Entergy, and with NRG. Mr. Wielgus also led the national procurement for energy supply and hedging for PepsiCo/Frito-Lay which included CHP energy management. Mr. Wielgus was the commercial lead on a public private partnership that was aimed at repowering a large city's coal CHP. Mr. Wielgus has executed commercial transactions across the entire power supply chain and implemented associated comprehensive risk management methods to address the risks. Mr. Wielgus started his career with a large Texas electric and natural gas utility purchasing all fuels and related transportation. Mr. Wielgus has facilitation experience working directly with corporate boards of directors, public utility boards, public utility commissions, local governments, along with public agencies. Mr. Wielgus served on the board of a large natural gas transmission pipeline. Mr. Wielgus has a B.S. in Economics, an M.S. in Mineral and Energy Resources, an MBA, and a JD. He is a licensed attorney in Texas. Mr. Wielgus instructed an MBA/MS Finance Energy Law class at West Virginia University.



Overall Project Manager
LICENSED ATTORNEY
 in TX
BS • ECONOMICS
MS • MINERAL & ENERGY RESOURCES
MBA

Jim Daniel, Principal & Manager of Texas District Office • Jim has extensive experience in utility regulatory and financial analysis and in energy supply planning and procurement including pricing and hedging. Over his 35 years as a consultant on utility-related issues, Jim has provided analysis of supply and transmission access/pricing issues, negotiation of retail and wholesale energy supply and price hedging contracts, financial and feasibility studies regarding energy supply projects, preparation of financial forecasts and utility usage/load forecasts, utility rate and cost of service studies, analyses of regulatory commission rulemaking proposals, expert testimony in retail and wholesale rate cases before state and federal regulatory agencies, and analysis of mergers and acquisitions, including market power-related issues. Jim has appeared as an expert witness before 12 state regulatory commissions, the Federal Energy Regulatory Commission, and various state and federal courts. He holds a Bachelor of Science in Economics from Georgia Institute of Technology.



BS • ECONOMICS

John Chiles, Principal • Mr. Chiles has over 23 years of electric utility and consulting experience. He has worked in several sectors of the energy industry, including cooperatives, municipals, investor-owned utilities, and merchant energy companies. Included in this experience is generation and transmission planning, RFP bid evaluation, market design analysis, transmission access issues, locational marginal pricing, regulatory litigation, control area operations and next-day transmission trading. He was responsible for managing the daily transmission portfolio for the two largest merchant power plants in the United States, and coordinated a generator-only control area in the WECC region. He has represented multiple companies at Regional



BS • ENGINEERING

Transmission Organizations and has provided technical guidance on issues before state commissions and the FERC such as generator operating limits, generator imbalance protocols, RTO transmission issues, transmission facility need determination and transmission access.

Specifically, Mr. Chiles has consulted with utilities, government agencies, and industrial clients in the following areas:

- Served as Stakeholder Representative for clients within Entergy, the Midcontinent Independent System Operator (MISO) and the Southwest Power Pool (SPP) on matters related to transmission expansion planning and market design
- Assisted multiple clients during the Entergy integration into MISO, including conversion of transmission rights, valuation of generation assets, and Day 2 market preparation
- Provided generation interconnection support services for renewable and fossil-fuel based facilities, including siting analysis, technical study support, client representation with Transmission Providers, and negotiation of Interconnection Agreements
- Filed expert witness testimony at FERC and State jurisdictions regarding transmission facility need determination, transmission loss calculations, integrated resource planning and Regional Transmission Organization (RTO) integration activities
- Conducted NERC mock audits on Transmission Planning (TPL), Facility Rating (FAC), and Modeling (MOD) Standards for numerous municipal and cooperative organizations
- Supported generation procurement RFPs through providing technical and strategic support on transmission issues

Mr. Chiles holds a BS Degree in Engineering from the University of South Florida.

Chuck Loy, Principal • Mr. Loy has more than 28 years of experience in public utility regulation, finance, management and accounting. He plays a key role in the GDS rates and regulatory energy and water practices. Chuck has assisted numerous large retail and industry clients with the various aspects involved with energy procurement. He has also assisted a number of utility clients with establishing conservation related water and energy rates. Chuck has prepared and presented testimony, developed revenue requirement calculations, cash flow measurement and evaluated rate design/cost of service issues for multiple-company and utility service rate cases. Mr. Loy holds a BBA from the University of Texas at Austin with a concentration in accounting and is a Certified Public Accountant.



CPA
BBA •
ACCOUNTING

Dan J. Wittliff, P.E., Managing Director • Mr. Wittliff is a Professional Engineer, registered in Texas, who serves as Managing Director of Environmental Services with GDS in Austin, TX. He keeps complex and multi-media (e.g., air, water, wastewater, and solid waste) environmental projects on schedule and within budget. Mr. Wittliff maintains regular contact with the client, regulatory agencies, engineers, and contractors involved in a project. Due to his experience in government and industry, Mr. Wittliff is a skilled consensus builder who proactively engages the community on behalf of clients to address relevant issues early and economically.



P.E.
BS • MECHANICAL
ENGINEERING
MBA

From 1995 through 1999, Mr. Wittliff served as the first Chief Engineer for the Texas Natural Resource Conservation Commission (TNRCC, now TCEQ). As chief engineer of the TNRCC, Mr. Wittliff served as the commission's senior technical officer and frequently facilitated discussions between stakeholders and staff and led or participated in developing commission policy on issues such as coal ash reuse, solid waste disposal, air quality standards, wastewater treatment, multi-media permits, pollution control equipment, and complex enforcement and permitting issues.

Before service with TNRCC, Mr. Wittliff served in several supervisory positions with West Texas Utilities Company, Abilene, TX managing and monitoring power station performance to include issues related to air pollution, water treatment, industrial hygiene, and solid waste disposal. Mr. Wittliff chaired the Electric Reliability Council of Texas's Solid Waste Task Force from 1994 to 1995. He also participated in efforts by the Texas Coal Ash Utilization Group's efforts to promote the responsible reuse of coal ash with Texas regulators.

Since his service with TNRCC, Mr. Wittliff has served for the past 18 years as a consultant on energy and environmental issues to municipalities and counties, electric cooperatives, solid waste disposal companies, power plants, water supply companies, and others regarding environmental permitting, compliance, and auditing on air, water, Wastewater, solid waste, and other environmental issues.

In May 2017, the SMU Board of Trustees approved Mr. Wittliff to serve on the Lyle School of Engineering Executive Board. Wittliff retired in 2002 from the United State Air Force Reserve at the rank of colonel. His active duty career included a stint as the commander of communications organization on a mountaintop in Central Turkey. His military awards and distinctions include the Legion of Merit, Meritorious Service Medal with five oak leaf clusters, Outstanding Graduate of Air War College, and the Air Force Communications-Electronics Professionalism Award.

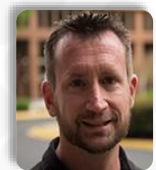
The National Society of Professional Engineers (NSPE) House of Delegates elected Dan Wittliff, P.E., Fellow NSPE, DEE, of Austin, Texas, as President in 2012–13. Wittliff also received the 2010 President's Award for his work in leading the Software Engineering Licensing Consortium, an effort to provide software engineers with a path forward to licensure. He became the first two-time recipient of the President's Award in 2016 for his work in forming and leading the NSPE Committee on Policy and Advocacy to assume and streamline the work previously done by two long standing NSPE committees, LQPC and LGAC. Since joining NSPE in 1972, Mr. Wittliff has served in various leadership positions including president of the Abilene Chapter and the Texas Society of Professional Engineers where he was honored as Engineer of the Year in 1998 and Distinguished Engineer of the Texas Engineering Foundation in 2001. He was made a Fellow of NSPE in 2004. In July 2017, NSPE awarded Mr. Wittliff the NSPE Award, the society's highest honor, for his "outstanding contributions to the engineering profession, the public welfare, and humankind."

Cary Cook, Senior Project Manager • Cary is a Senior Project Manager for GDS. He has 45 years of experience in the electric utility industry and is a member of the Georgia Society of CPAs, American Institute of Certified Public Accountants and Society of Depreciation Professionals. Cary has extensive experience in the analysis of electric utility cost of service and revenue requirements in utility rate filings including income tax and depreciation analysis. Cary's depreciation experience has included the analysis of electric utility property service lives, salvage and cost of removal data to determine depreciation rates and expense for electric utilities. He has provided expert testimony at the Federal Energy Regulatory Commission ("FERC") and state regulatory commissions on behalf of clients and state commission staff. He has also provided FERC formula rate audit services on behalf of electric utility clients resulting in negotiated wholesale rates. Cary has analyzed complex financial, accounting and tax issues and negotiated wholesale and retail rate settlements on behalf of clients. He has completed audits of nuclear construction costs and investor-owned electric utility affiliates' transactions.



CPA
BBA •
MANAGEMENT

Brian Lawson, P.E., Senior Project Manager • Mr. Lawson, a Senior Project Manager with GDS, possesses over 22 years of experience in the energy industry. Mr. Lawson joined the firm after having gained experience with Mirant Corporation, PricewaterhouseCoopers, Strategic Energy Ltd., and the U.S. Department of Energy. Over the course of his career, Mr. Lawson has developed and evaluated corporate and financial strategies and programs, conducted strategic planning for numerous energy companies, evaluated and arranged financing for capital projects totaling over two billion dollars, assessed the intrinsic and extrinsic value of various mergers and acquisitions, evaluated creditworthiness of contractual counterparties, and managed a federal energy efficiency and renewable energy program. Mr. Lawson holds a BS Degree in Architectural Engineering from North Carolina A&T, an MS Degree in Engineering Systems from the Colorado School of Mines and an MBA from Wake Forest University.



P.E.
BS • ARCHITECTURAL
ENGINEERING
MS • ENGINEERING
SYSTEMS
MBA

Jacob Thomas, P.E., Senior Project Manager • Jacob Thomas, P.E., specializes in statistics, economic analysis and quantitative research, including load forecasting, load research, market research, retail and wholesale rates, cost of service, demand-side management evaluation, economic impact analysis and various data mining and analysis applications. Mr. Thomas has worked on load forecasting projects for cooperative and municipal clients throughout the country. In the most recent three years, he has managed load forecast projects for seventeen different clients, representing forecasts for forty-one different distribution utilities. Mr. Thomas has provided support to other forecasting projects in recent years, including development of SAE models and assumptions, analysis of price elasticity of demand, and model development and project support. These efforts were all for G&T cooperative and municipal agency clients representing dozens of distribution utilities. Jacob also has regulatory experience as an expert witness in the areas of load forecasting, weather normalization, load research, cost of service, and rate design. He has appeared as an expert witness or co-author of reports presented in regulatory proceedings in Delaware, Kentucky, Michigan, North Carolina, North Dakota, Utah, and Vermont. Mr. Thomas has also participated in load research studies in Texas, helping develop statistically valid sample designs and performing data analysis, quality assurance, and expansion estimates of class demands.



P.E.
BS • INDUSTRIAL
ENGINEERING
MBA

Mr. Thomas has conducted several load forecasting webinars and was an instructor at the Institute of Public Utilities (IPU) Forecasting Workshop in 2012. At the Workshop, he taught on SAE Models. Mr. Thomas has also made presentations regarding retail rate and cost of service topics at national and regional conferences. He presented on the topic of AMI data and its role in cost of service studies at the NREC Annual Meeting in 2008. In 2014, he presented on power cost adjustment factors at the Pennsylvania Municipal Electric Association. Finally, he spoke about aligning power costs and retail rates, with a focus on power cost adjustment factors and dynamic pricing concepts at the APPA Business and Finance Conference in 2015.

Mr. Thomas holds a BS of Industrial Engineering from the Georgia Institute of Technology and an MBA from Auburn University with a concentration in Finance. He is a registered Professional Engineer in the State of Georgia and a member of the National Society of Professional Engineers, the American Statistical Association and the Institute of Industrial Engineers.

Alfred Busbee, Project Manager • Mr. Busbee has over 20 years of regulated utility experience that includes regulatory and government affairs. He has experience in telecommunications and the bulk electric system in areas of financial, accounting, and operations that are needed to support regulatory filings before state utility commissions and the Federal Energy Regulatory Commission and Federal Communications Commission. He is very familiar with the Regional Transmission Organizations in the United States. His experience includes regulatory policy analysis, tariff management, rate case preparation including the development of testimony, management of discovery, and settlement negotiations in both the telecom and bulk electric system. Mr. Busbee's 35 years of professional experience includes the Florida Public Service Commission Division of Communication, two Fortune 500 telecommunications companies, and Southwest Power Pool.



BA • ECONOMICS

David Wire, Consultant • After graduating from Indiana University with a BS degree majoring in Transportation and minoring in economics, Mr. Wire has been working in the transportation/logistics business for over 30 years in various areas and facets including asset based trucking companies, non-asset transportation providers and an electric utility provider. Mr. Wire has been involved in all levels including operations, planning, pricing, sales, and consulting. Mr. Wire was a part owner of startup transportation/logistics company that grew to \$20MM within 3 years and successfully grew several business units from start-up to existing businesses. Within Mr. Wire's current position, he has taken the lowest performing office to making it the largest and most profitable in less than 3 years. Mr. Wire graduated from Indiana University with a BS degree in Transportation and a minor in economics.

2.1.2 Organization Chart

Our firm's organization structure as it relates to this project is displayed in **FIGURE 2-1**.



OVERALL PROJECT MANAGER

Paul Wielgus
Wholesale Electric and Gas Issues

Jim Daniel
*Regional & federal Utility
Issues, Revenue Requirements*

John Chiles
Transmission

Chuck Loy
*Water and Wastewater,
Rates*

Dan Wittliff
Environmental & Solid Waste

Cary Cook
Accounting

Brian Lawson
Utility Finance

Jacob Thomas
Cost of Services, Rate Design

Alfred Busbee
*Telecommunications and
FCC*

David Wire
Motor Carrier Expert

FIGURE 2-1 GDS TEAM ORGANIZATION STRUCTURE

2.2 PROJECT MANAGEMENT PRACTICES

- [1] Paul Wielgus, GDS Managing Director, will serve as the Project Manager and individual responsible for reviewing overall work assignments and project activities in addition to his project technical expertise. Paul will serve as the executive point of contact for Agency under this RFQ. Paul Wielgus, Project Assistant Facilitator, will serve as the Agency's primary contact under this RFQ and provide day-to-day management of the engagement.
- [2] GDS will communicate with Agency's Project Manager on a regular basis as to the progress of the work, the results to date, and any problems encountered. GDS suggests that a regularly scheduled weekly conference call be held between the GDS project team and AGENCY to discuss project progress and issues. GDS will also provide weekly written reports.
- [3] GDS will provide Agency staff with a draft of the final report for review, comment, and approval at least two weeks prior to the project end date. Weekly teleconference and status reports will ensure that Agency staff is made aware of potential issues prior to receipt of the draft report.
- [4] GDS will seek prior approval before undertaking any significant planning or development tasks. During GDS' scope of work performance, our team will seek ways to continuously improve our work and communications with Agency staff.
- [5] At the beginning of the project, GDS will attend the kick-off teleconference with Agency staff to review the work plan and schedule. The GDS project team will communicate regularly by phone and e-mail with the Agency's Project Manager throughout this project.
- [6] The GDS team will hold project staff meetings at least on a weekly basis to discuss work assignments and status and any changes in the work plan, schedule, or individual assignments that may be necessary. GDS will report any delays or unforeseen difficulties to the Agency's Project Manager as soon as they develop.
- [7] The GDS team will provide written project status reports to the Agency's Project Manager per the schedule in the Agency task order, summarizing project status by activity and identifying any difficulties or delays, and recommending corrective action, as needed.
- [8] Notes will be taken for all major meetings or teleconferences of the project team and Agency staff. Any work assignments or action items distributed at such meetings will be highlighted in meeting minutes. Project team members and appropriate Agency staff will receive copies of these minutes.
- [9] GDS will maintain copies of all time and expense records required by the Agency and will keep an accurate log of all hours worked on this project, as well as accurate records of travel and other expenses. GDS requires that its employees and consultants turn in receipts for all travel expenses and all non-labor expenses.
- [10] The GDS project team will use quality management tools such as time lines, work schedules, budget reports, and percent work task completed reports to increase the efficiency and effectiveness of its project management.
- [11] All deliverables will be subject to quality review before being submitted to the Agency.
- [12] The GDS project team will work closely with the Agency's Project Manager to arrange the onsite meetings contained in the work plan at times that are most conducive to the project schedule.
- [13] All project presentations will be made available to the Agency's Project Manager for review prior to the presentation.

Our team will respond to the needs of the Agency's staff rapidly and will clearly communicate the content and issues associated with meeting the project deliverables.

2.2.1 Project Management Planning & Tracking System

The GDS Team will maintain a project management planning and tracking system in Excel. Our tracking worksheets allow recording of project tasks, project deliverables, due date, and the status of each task. The tracking system allows for comparison of actual task spending versus the task budget. Our team will share this tracking system via Google docs, which allows each GDS Team members and the Agency project manager to simultaneously either update the status of each task and subtask, or view the status of each task. In this way, the GDS and Agency project managers have access to a real-time status report 24 hours a day for every task and subtask, developed in a software (Microsoft Excel) that all team members are accustomed to using.

2.2.2 Communication Plan

The GDS Team will be responsible for maintaining regular and direct communication with the Agency Contract Manager and the Agency staff using a schedule and method approved by the Agency. The following tasks, at a minimum, will be used to maintain regular communication the Contract Manager and the Agency Staff.

- [1] Attending and facilitating regular meetings or teleconferences between the Agency and the key members of the GDS Team, including initiation meeting(s), as well as regular and ad-hoc project meetings.
- [2] Utilization of the real-time Excel-based project management and tracking system described above.
- [3] Minutes and action items will be taken at team staff meetings and at all major meetings or teleconferences of the Project Team, and at meetings between the GDS Project Team and Agency staff. Any work assignments or action items distributed at such meetings will be highlighted in meeting minutes. Project Team members and appropriate Agency staff will receive copies of these minutes.
- [4] Documenting all findings and recommendations in memos and/or brief written reports for the Agency's records at the completion of each task order. GDS will also provide the Agency Staff with its interim recommendations and findings via the regular weekly and monthly reporting process.
- [5] The project manager will provide written monthly project status reports to the Agency Contract Manager, summarizing project status by activity and identifying any difficulties or delays, and recommending corrective action, as needed.

2.2.3 Financial Management

The GDS Team includes individuals with significant knowledge and directly relevant experience to ensure effective development, implementation and maintenance of the necessary budgeting, invoicing, expenditure approval, payroll, and financial accounting systems. Responsibilities in this area will include: review, approval, and tracking of budgets, invoices and payments to subcontractors. All financial and accounting records will be maintained in accordance with generally accepted accounting standards. Information and documentation will be provided as required for independent audits that may be performed by the Agency or other West Virginia state government agencies.

Detailed documentation and invoices will be prepared and submitted to the Agency for review (consistent with specific terms of our contract) in order to receive payment. All invoicing data along with proper supporting documentation will be retained and made readily available to the Agency Contract Manager upon request.

The GDS Team includes individuals with significant knowledge and directly relevant experience to **Ensure Effective Development, Implementation and Maintenance** of the necessary budgeting, invoicing, expenditure approval, payroll, and financial accounting systems.

The GDS Business Office, managed by Dan Heller, GDS Vice President and Chief Financial Officer, will be instrumental in the efficient and timely accounting of operations. GDS will prepare and submit invoices to the Agency monthly, ensuring that subcontractors are promptly paid for their services and that the invoices and financial reports meet the Agency's requirements.

2.2.4 Contract Management

GDS will be responsible for monitoring contracts for compliance with the terms and conditions of the contract from the date of contract issuance through the completion and acceptance of the services, including final payment. Services to be provided include the interpretation of the contract clauses.

GDS will ensure that our Team operates fully within the Agency's requirements for project management. GDS has well-established corporate-wide accounting and project management mechanisms already in place to support financial and performance accountability. The GDS Business Office will maintain official contract files.

2.2.5 Subcontract Management

All subcontractor supervisory personnel will come under the aegis of the GDS Project Manager. Work to be performed by the subcontractor will be assigned and *monitored carefully* to ensure that task order deliverables are completed *on time, within scope* and *within budget*. GDS has the ultimate authority and responsibility for the successful performance of all technical support services to be provided. It will hold its subcontractor accountable for meeting the same high-quality professional standards that it expects of in-house employees.

GDS will negotiate and sign subcontract agreements with all subcontractors. In addition to flow down of all articles from the contract with the Agency to our subcontractor, we will add GDS-specific articles in subcontracts including:

- Identification of subcontractor-designated contacts
- Identification of key subcontractor personnel
- Subcontractor reporting requirements
- Specific lines of communication between the subcontractor and GDS

The subcontractor's designated representative will manage and coordinate all progress reviews and progress reporting and will be responsible for preparing the progress reports required for the project. The subcontractor will provide at least one key staff person, thus ensuring a senior experienced individual to serve as subcontractor task manager and full integration of the project team.

The development and implementation of internal project plans that document work assignments for subcontractor staff will facilitate coordination of the subcontractors. All necessary steps for accomplishing work, meeting contract specifications (including quality and reporting requirements), and reaching prescribed milestone dates for the delivery of task order services will be defined in the work plans developed for each new task order. We have already prepared a style manual that will provide a standard format for GDS Team reports, studies, program plans, etc.

3 References

GDS has provided the below references for which we have completed scopes of work that were of similar size and scope to this project for the Agency. The company name, mailing address, reference contact, phone and email address (where available) has been provided.

NO. 1

BOARD ADVISORY, PROJECT DEVELOPMENT & FACILITATION, SYSTEM PLANNING, TRANSMISSION SERVICES, COMMERCIAL AND FUNDING ADVISEMENT, RATES, POWER SUPPLY

East Texas Electric Cooperative

2905 Westward Drive Nacogdoches, TX 75964

CONTACT Ryan Thomas, General Manager (936) 560-9532 / ryant@gtpower.com

NO. 2

MONTANA-DAKOTA UTILITIES RATE CASE

North Dakota Public Service Commission

600 E Boulevard Ave Bismarck, ND 58505-0480

CONTACT Victor Schock, Public Utilities Analyst 701-328-3397 / vschock@nd.gov

NO. 3

PHASE I & II ACT 129 STATEWIDE EVALUATOR

Pennsylvania Public Utility Commission

2nd Floor West, Commonwealth Keystone Building, Harrisburg PA 17120

CONTACT Darren Gill, Deputy Director 717-783-5244 / dgill@state.pa.us

NO. 4

GEORGIA POWER INTEGRATED RESOURCE PLANS: TRANSMISSION, GENERATION, FUELS & DSM ISSUES

Georgia Public Service Commission

244 Washington Street Atlanta, GA 30334

CONTACT John Kaduk (404) 656-4501 / jkaduk@psc.state.ga.us

4 Conflict of Interest Statement

GDS, its officers nor employees, do not have, perceive or acquire any conflicts of interest, direct or indirect, which would conflict with or compromise the performance of its obligations hereunder. GDS acknowledges that we will periodically inquire with our officers and employees to ensure that a conflict of interest does not arise. Should a conflict of interest be discovered it will be promptly presented in detail to the Agency.

5 Pricing

GDS has provided the completed Pricing Page in full by providing an hourly rate (unit cost) and multiplying by the estimated quantity to calculate a **total bid amount** for the contract services requested by the RFQ. The Pricing Page has been provided below as **TABLE 5-1**, as well as uploaded via wvOASIS.

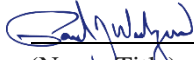
TABLE 5-1 EXHIBIT A PRICING PAGE

Item No. & Description	Unit of Measure	Unit Cost	*Estimated Quantity	Extended Cost
4.1.1 Consultant	Per Hour	\$250.00	750	\$187,500.00
TOTAL BID AMOUNT				\$187,500.00

7 Designated Contact & Certification and Signature

Provided below is the contact information for the primary Contract Manager responsible for overseeing the GDS Team's responsibilities under this contract. The Contract Manager will be available during normal business to address the Agency's customer service issues or other issues related to this contract. We have also provided on the following page the required Designated Contact Form (page 22 of the RFQ) for the GDS Contract Administrator and the initial point of contact for matters relating to this contract.

DESIGNATED CONTACT: Vendor appoints the individual identified in this Section as the Contract Administrator and the initial point of contact for matters relating to this Contract.


(Name, Title)

Managing Director

Paul Wielgus, Managing Director

(Printed Name and Title)

1850 Parkway Place Suite 800 Marietta, Georgia 30067

(Address)

770-425-8100 / 866-611-3791

(Phone Number) / (Fax Number)

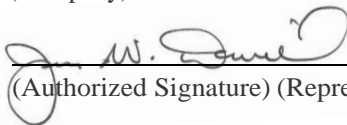
paul.wielgus@gdsassociates.com

(email address)

CERTIFICATION AND SIGNATURE: By signing below, or submitting documentation through wvOASIS, I certify that I have reviewed this Solicitation in its entirety; that I understand the requirements, terms and conditions, and other information contained herein; that this bid, offer or proposal constitutes an offer to the State that cannot be unilaterally withdrawn; that the product or service proposed meets the mandatory requirements contained in the Solicitation for that product or service, unless otherwise stated herein; that the Vendor accepts the terms and conditions contained in the Solicitation, unless otherwise stated herein; that I am submitting this bid, offer or proposal for review and consideration; that I am authorized by the vendor to execute and submit this bid, offer, or proposal, or any documents related thereto on vendor's behalf; that I am authorized to bind the vendor in a contractual relationship; and that to the best of my knowledge, the vendor has properly registered with any State agency that may require registration.

GDS Associates, Inc.

(Company)



James W. Daniel, Principal

(Authorized Signature) (Representative Name, Title)

James W. Daniel, Principal

(Printed Name and Title of Authorized Representative)

November 5, 2017

(Date)



Addenda Acknowledgement

The GDS Team acknowledges that the Agency did not issue any addenda pertaining to this RFQ.

APPENDIX A • Resumes of Key Staff

EDUCATION •

Doctor of Jurisprudence, 1996, licensed in Texas, South Texas College of Law, Houston, Texas

MBA, 1985, graduated with Honors, presented thesis on electric utility marketing to the IAEE North American Conference. Lamar University, Beaumont, Texas

MS, College of Mineral and Energy Resources, 1979, awarded Federal Mining Fellowship. Thesis analyzed long haul fuel transportation pricing and structures. West Virginia University, Morgantown, West Virginia

BS, Economics, 1977, energy economics concentration. West Virginia University, Morgantown, West Virginia

EXECUTIVE PROFILE •

As Senior Executive in the energy industry was engaged in the development and implementation of strategic business plans focused on obtaining commercial commitments to achieve project closings. Directed the start-up of multiple business units for top-tier industry players. Provided the commercial experience required to formulate the direction needed for the origination, approval, and closure of large transactions and capital projects. This senior level commercial experience includes M&A, asset management, and funding initiatives. Currently utilizing business development and asset experience to provide energy advisory services to multiple clients. Skill set experiences include:

- Developed and implemented commercial plans for business units
- Recruited, formed, mentored, and led commercial teams to implement the plans
- Facilitated plan approval with senior managements and Boards of Directors
- Leveraged industry network to advance business units' goals and objectives
- Formed stakeholder relationships to help champion project initiatives and outreach
- Negotiated successful commercial resolutions to overcome project setbacks
- Provided seasoned judgment to successfully move forward beyond critical path points
- Originated and closed large capital projects and long term structured transactions
- Managed operating assets and associated budgets
- Maneuvered successfully through the required regulatory processes

PROFESSIONAL EXPERIENCE •

GDS Associates, Inc., Atlanta, Georgia, 2008 - Present

Managing Director

Report to Vice President. Practice areas include energy project development and management, asset evaluation, fuels, power supply and pricing, utility rates, due diligence, and energy and risk management.

- Led development of \$200 million greenfield renewable project from feasibility, through Board approval, funding, construction, and into start-up
- Negotiated full suite of OEM performance based arrangements, fixed price turnkey EPC contract, balance of plant equipment and installation contracts, lender approved long term fuel contract, site purchase arrangement, power interconnects, water supply contracts, and agencies' approvals including permitting settlement
- Negotiated fast track settlement for project owner with the project's generation OEM
- Provided natural gas delivery and supply market feasibility analysis of adding natural gas for co-firing and full firing of operating power project
- Secured natural gas interconnects, transport, and supply contracts for two greenfield projects
- Led transition and sourcing for two projects away from legacy interruptible natural gas arrangement to separate long term firm direct supply contracts
- Arranged multi-party natural gas deliveries and billings thru plant's single revenue meter
- Led LDC out of captive natural gas agency supply arrangement to new direct long term arrangement with major producer

- Negotiated additional long term firm fixed price transport for existing power plant
- Served as state agency monitor of one of the largest utility natural gas hedging book
- Served as state agency monitor for natural gas planning and contracting of large utility's plant conversions to natural gas
- Served as state agency natural gas expert in a large utility's IRP process
- Natural gas and project structuring expert team member in proposed public private partnership CHP project
- Provided fatal flaw analysis of converting waste to energy plant to natural gas
- Provided expert witness services for natural gas industrial customer in contractual dispute with serving pipeline
- Provided expert witness services in petroleum products pipeline dispute

NRG Energy, New Roads, Louisiana, 2006-2008

Vice President – Development

Reported to Regional President. Developed and implemented project development and marketing plans for two large generating plants.

- Led regional project development team
- Acquired multi-fuel signed permit for an estimated \$100 million repowering project
- Received project contingent offtake BoD approvals and included equity arrangements and long term offtake arrangements to support funding of repowering project
- Team member in OEM vendor sourcing and contract negotiations, EPC sourcing and contract negotiations, and fuel sourcing initiatives
- High school mentor program participant

GDS Associates, Inc., Atlanta, Georgia, 2002-2006

Managing Director

Reported to founding partner. Developed and implemented a comprehensive energy asset risk management service targeted for cooperatives and municipalities. Practice areas included energy assets and fuel and supply.

- Provided analysis and assessment of clients' plant capacity options and valuations including risk management,
- Provided long term fuel and energy procurement advisory services including contract negotiations,
- Replaced consultant to secure pipeline interconnect, pipeline lateral installation, and long term firm supply arrangement for project under construction,
- Provided expert witness testimony in utility rate proceedings in various states with emphasis on natural gas, plant valuations, fuel strategy, planning, and risk management, and
- Conducted management audit of large utility on behalf of state utility commission with emphasis on affiliate transactions to support affiliate's credit and funding.

Entergy Wholesale Operations, Houston, Texas, 1999-2002

Senior Vice President - Business Development

Reported to COO. Selected to head up newly created and expanded Business Management function responsible for the P&L and operations of a \$1.5 billion asset fleet.

- Reorganized 50 staff member organization which included a redesigned structure, re-staffing to upgrade talent, and new group and individual responsibilities and accountabilities
- Initiated a new management strategy for the asset team by adding the plants' commercial responsibilities to existing operational responsibilities achieving alignment of P&L and operational goals
- Led development and implementation of comprehensive corporate model to value, report and analyze business unit results, and formulated risk management policies and procedures

Senior Vice President - Business Development

Developed and implemented a strategic business plan for the start-up of a regional asset development program targeted at a 10 state market.

- Recruited and hired senior commercial development professionals to staff the development teams and implement plan
- Directed teams that managed an on-going deal flow of 10 to 12 major projects in various stages of active development
- Led teams that closed three diverse, world scale projects totaling over \$800 million in capital in a two-year period, two of which included joint venture partners, one fast tracked
- Projects completed included originating multiple natural gas interconnects, laterals, and transportation arrangements and off balance sheet funding
- Company rep in all state PUC regulatory approval processes required for projects

- Collaborated effectively with company's trading joint venture to assist in projects' energy risk management activities
- Led commercial and operations efforts of company's thermal division
- Company campus MBA recruiting rep

American Electric Power (AEP), Columbus, Ohio and Houston, Texas, 1997-1999

Vice President - Project Development - North America

Reported to Executive Vice President. Developed and implemented a strategic business plan for the North American market.

- Recruited and hired commercial development professionals to staff the development team and implement plan
- Relocated and opened Houston, TX business development office, led Toronto, Canada office, collaborated with corporate office
- Member of team that led and closed company's first acquisition of a large natural gas pipeline asset
- Member of acquired natural gas asset's Board of Directors and responsible for asset budget, operations, and expansions
- Developed acquired asset's first year operating and capital budget
- Exceeded the natural gas asset's acquisition proforma operating results during first year of ownership
- Led team that developed company's first domestic natural gas fired cogeneration project (project off of acquired pipeline)
- Member of unregulated business development team for AEP's acquisition of CSW pre-announcement
- Company campus MBA recruiting rep

Enron Capital and Trade, Houston, Texas, 1991-1997

Director

Reported to Vice President. Developed and implemented a wide range of commercial business strategies focused on growth opportunities.

- Recruited and hired commercial professionals to staff teams,
- Led the long-term contract origination team responsible for marketing and selling to some of the company's largest electric utility natural gas customers,
- Closed multiple structured transactions,
- Led business development team in the approval, start-up, and recruiting of coal supply trading business unit,
- Member of LRC Pipeline acquisition and integration team,
- Member of Portland General Electric acquisition and integration team,
- Led start-up of electric drive natural gas pipeline compressor services business unit,
- Led company's state utility commissions' regulatory affairs efforts including NARUC,
- Started-up and led company's marketing services function,
- Company campus MBA recruiting rep, and
- Junior Achievement volunteer at city high school.

Pepsico (Frito-Lay), Plano, Texas, 1987-1991

Manager

Reported to Senior Director. Developed and implemented the initial national business plan that transitioned the company's 40+ manufacturing facilities from regulated utility service to the then emerging unregulated direct purchase energy market including cogeneration.

- Leveraged purchasing power through consolidated contracting with targeted group of major energy producers to replace one-off regulated purchases from utilities,
- Negotiated all supply contracts, including pre-NYMEX fixed prices, and pipeline and LDC transport contracts,
- Developed initial transport tariffs with some LDCs to implement transport to plant from pipeline,
- Lobbied state PUCs to drive initiation and implementation of LDCs' transport service,
- Facilitated, with senior management and plant personnel, the approval to fund numerous individual capital projects to support direct purchase program,
- Drove and implemented LDC bypass when necessary or as leverage in negotiating transport rates,
- Responsible for development, including performance and variance, of annual corporate fuel price budget,
- Trained in and implemented company's Future State business planning process, and
- Company campus MBA recruiting rep.

Continuous record of prior professional experience provided upon request, 1979-1987

EDUCATION •

Bachelor of Science, Economics, Georgia Institute of Technology, 1973

Post Graduate Work in Accounting, Georgia State University, 1974

PROFESSIONAL EXPERIENCE •

Mr. Daniel has over thirty years of experience in the utility industry. As manager of GDS Associates, Inc.'s Texas District Office, he has both administrative and project management responsibilities. The administrative duties involve personnel management, staffing, strategic planning, service development and marketing. A description of his prior client project responsibilities follows.

GDS Associates, Inc., 1986-Present

Principal of GDS Associates, Inc., Engineers and Consultants, Austin, Texas. Provides analysis of electric, natural gas, telephone and water utility rate increase filings and presents expert testimony in regulatory proceedings on behalf of intervenors. Issues addressed in testimony include revenue requirements, cost allocation, and rate design. Other project responsibilities involving rate expertise include the preparation of rate studies for publicly-owned utilities, participation in regulatory rulemaking projects, and energy supply contract negotiations with investor-owned utilities on behalf of various wholesale and retail customers. Additional experience includes load management and energy conservation studies, power requirements studies, and economic analysis of alternate energy supply sources.

Southern Engineering Company, 1983-1986

Manager, District Office of Southern Engineering Company, Austin, Texas. Provided expert testimony before various regulatory agencies on issues related to utility rate design, cost allocation, revenue requirements, and utility economics. Prepared comments on generic rulemaking issues before regulatory agencies and presented ratemaking seminars or courses before various organizations. Also involved in power supply negotiations, litigation support, rate studies for publicly-owned utilities and energy conservation studies.

R.W. Beck and Associates, 1979-1983

Supervising Analyst, R.W. Beck and Associates, Phoenix, Arizona. Prepared rate studies for publicly-owned electric, gas, water and wastewater utilities, including the development of revenue requirement studies, cost of service studies, and rate design studies. Also presented expert rate testimony before various regulatory commissions on behalf of utility customers. Additional experience in the preparation of municipal utility bond financing feasibility studies.

Southern Engineering Company, 1974-1979

Consultant, Southern Engineering Company, Atlanta, Georgia. Analyzed utility rate increase applications and presented expert testimony on behalf of utility customers. Also developed economic analysis of alternate power supply sources and generation and transmission feasibility studies.

Specific Project Experience

James W. Daniel has conducted technical economic analyses of electric, gas, telephone, water and wastewater cases involving over 45 investor-owned utilities and 20 publicly-owned utilities in 25 states. Mr. Daniel has presented utility ratemaking training seminars and has presented utility related workshops for the National Rural Electric Cooperative Association. The following list of utility rate proceedings are representative of his overall expertise in the field of utility rate analysis.

- Application of Guadalupe Valley Electric Cooperative, Inc. for Approval of Wholesale Transmission Cost of Service and Wholesale Transmission Rates before the Public Utilities Commission of Texas in Docket No. 39856, on behalf of Guadalupe Valley Electric Cooperative, 2011.
- Application of Sharyland Utilities, L.P. to Approve Study and Plan Pursuant to Commission's Order in Docket No. 37990 Concerning the Movement of Sharyland's Stanton and Colorado City Divisions from the Southwest Power Pool to ERCOT before the Public Utilities Commission of Texas in Docket No. 39070, on behalf of Sharyland Utilities, L.P., 2011.
- Statement of Intent of CenterPoint Energy Resources Corp., d/b/a CenterPoint Energy Entex and CenterPoint Energy Texas Gas to Increase rates in the Unincorporated Areas of CenterPoint's South Texas Division before the Railroad Commission of Texas in Docket No. 10038, on behalf of the Alliance of CenterPoint Municipalities, 2011.
- Proceeding to Determine Whether to Modify the CREZ Transmission Plan before the Public Utilities Commission of Texas in Docket No. 38577, on behalf of the Gillespie Substation Interveners and Signatories to the Landowners Stipulation, 2010.
- Application of CenterPoint Energy Houston Electric, LLC for Authority to Change Rates before the Public Utilities Commission of Texas in Docket No. 38339, on behalf of the City of Houston and the Coalition of Cities, 2010.
- Application of Oncor Electric Delivery Company, LLC to Amend a Certificate of Convenience and Necessity for the Willow Creek-Hicks 345-kV CREZ Transmission Line in Denton, Parker, Tarrant and Wise Counties before the Public Utilities Commission of Texas in Docket No. 38324, on behalf of David Nance, Dan Nance, and Hall-Nance Ranches, 2010.
- PECO Energy Company General Base Rate Filing for Electric Operations before the Pennsylvania Public Utility Commission in Docket No. R-2010-2161575, on behalf of the Trustees of the University of Pennsylvania and the Hospital at the University of Pennsylvania, 2010.
- In the Matter of the Applications of Westar Energy, Inc. and Kansas Gas and Electric Company for Approval to Make Certain Changes in their Charges for Electric Service before the Kansas Corporation Commission in Docket No. 09-WSEE-925-RTS, on behalf of Unified School District No. 259, 2009.
- Application of CenterPoint Energy Houston Electric, LLC for Determination of Hurricane Restoration Costs before the Public Utilities Commission of Texas in Docket No. 36918, on behalf of the City of Houston, 2009.
- In the Matter of the Investigation of Westar Entergy, Inc., and Kansas Gas and Electric Company to Consider the Issue of Rate Consolidation and Resulting Rate Design before the Kansas Corporation Commission in Docket No. 09-WSEE-641-GIE, on behalf of Unified School District No. 259, 2009.
- Application of Oncor Electric Delivery Company, LLC for Authority to Change Rates before the Public Utilities Commission of Texas in Docket No. 35717, on behalf of Tex-La Electric Cooperative of Texas, Inc., 2008.
- Application of Southwestern Public Service Company Authority to Change Rates, to Reconcile Fuel and Purchased Power Costs for 2006 and 2007 and to Provide a Credit for Fuel Costs Savings before the Public Utility Commission of Texas in Docket No. 35763, on behalf of the Alliance of Xcel Municipalities, 2008.
- In the Matter of the Application of Westar Energy, Inc. and Kansas Gas and Electric Company for Approval to Make Certain Changes in Their Charges for Electric Service before the Kansas Corporation Commission in Docket No. 08-WSEE-1041-RTS, on behalf of Unified School District No. 259, 2008.
- Complaint of JD Wind 1, LLC, JD Wind 2, LLC, JD Wind 3, LLC, JD Wind 4, LLC, JD Wind 5, LLC, and JD Wind 6, LLC, Against Southwestern Public Service Company before the Public Utility Commission of Texas in Docket No. 34442, on behalf of Occidental Permian LTD., 2008.
- Atmos 2008 Rate Case before the Georgia Public Service Commission in Docket No. 27163, on behalf of Public Interest Advocacy Staff, 2008.
- Application of Sharyland Utilities, L.P. and Sharyland Distribution & Transmission Services, L.P. for Regulatory Approvals Pursuant to PURA §14.101, §39.262, and §39.915 before the Public Utilities Commission of Texas in Docket No. 35287, on behalf of Sharyland Utilities, 2008.
- Application of Guadalupe Valley Electric Cooperative, Inc. for Interim Update of Wholesale Transmission Rates Pursuant to Commission Subst. R. §25.192(g)(1) before the Public Utilities Commission of Texas in Docket No. 35219, on behalf of Guadalupe Valley Electric Cooperative, 2008.
- Application of CenterPoint Entergy Houston Electric, LLC Request for Approval of Refund Unspent Environmental Retrofit Funds before the Public Utilities Commission of Texas in Docket 33823, on behalf of the City of Houston and the Coalition of Cities, 2007.

- Entergy Texas Inc.'s Transition to Competition Plan (TTC Plan) before the Public Utilities Commission of Texas in Docket 33687, on behalf of East Texas Cooperatives, 2007.
- In the Matter of the Application of Aquila, Inc., d/b/a Aquila Networks-KGO, for Approval of the Commission to Make Certain Changes in its Rates for Natural Gas Service before the Kansas Corporation Commission in Docket No. 07-AQLG-431-RTS, on behalf of Unified School District No. 259, 2007.
- Application of AEP Texas Central Company for Authority to Change Rates before the Public Utilities Commission of Texas in Docket No. 33309, on behalf of the Commercial Customer Group, 2007.
- Application of Southwestern Public Service Company for (1) Authority to Change Rates; (2) Reconciliation of its Fuel Costs for 2004 and 2005; (3) Authority to Revise the Semi-Annual Formulae Originally Approved in Docket No. 27751 Used to Adjust its Fuel Factors; and (4) Related Relief before the Public Utilities Commission of Texas in Docket No. 32766, on behalf of the Alliance of Xcel Municipalities, 2006
- Application of AEP Texas Central Company for a Competitive Transition Charge Pursuant to PUC Subst. R. 25.263(N) before the Public Utilities Commission of Texas in Docket No. 32758, on behalf of the Commercial Customer Group, 2006.
- Staff's Petition for a Reallocation of Stranded Costs Pursuant to PURA §39.253(f) before the Public Utilities Commission of Texas in Docket No. 32795, on behalf of the City of Houston and the Coalition of Cities, 2006.
- Petition by Commission Staff for a Review of the Rates of CenterPoint Energy Houston Electric, LLC Pursuant to PURA §36.151 before the Public Utilities Commission of Texas in Docket No. 32093, on behalf of the City of Houston and the Coalition of Cities, 2006.
- Application of AEP Texas Central Company for a Financing Order before the Texas Public Utility Commission in Docket No. 32475, on behalf of Commercial Customer Group, 2006
- In the Matter of Atmos Energy Corporation's Affiliate Transaction Audit Review / 2005 Rate Case before the Georgia Public Service Commission in Docket No. 20298-U, on behalf of the Georgia Public Service Commission Adversary Staff, 2005.
- Application of Westar Energy, Inc. and Kansas Gas and Electric Company for Approval to Make Certain Changes in Their Charges for Electric Service before the State Corporation Commission of the State of Kansas in Docket No. 05-WSEE-981-RTS, on behalf of Unified School District No. 259, 2005.
- Application of AEP Texas Central Company and CPL Retail Energy, LP to Determine True-up Balances Pursuant to PURA §39.262 before the Texas Public Utility Commission in Docket No. 31056, on behalf of the Commercial Customer Group, 2005.
- Application of Southwestern Public Service Company for Reconciliation of Its Fuel Costs for 2002 and 2003, A Finding of Special Circumstance and Related Relief before the Texas Public Utility Commission in Docket No. 29801, on behalf of the City of Amarillo, Texas, 2005.
- Application of CenterPoint Energy Houston Electric LLC, for a Competition Transition Charge (CTC) before the Texas Public Utility Commission in Docket No. 30706, on behalf of the City of Houston and the Coalition of Cities, 2005.
- Application of CenterPoint Energy Houston Electric LLC for a Financing Order before the Texas Public Utility Commission in Docket No. 30485, on behalf of the City of Houston and the Coalition of Cities, 2005.
- Petition to Inquire into the Reasonableness of the Rates and Services of Cap Rock Energy Corporation before the Texas Public Utility Commission in Docket No. 28813, on behalf of Pioneer Natural Resources USA, Inc., 2004.
- Application of CenterPoint Energy Houston Electric LLC, Reliant Energy Retail Services, LLC and Texas Genco LP, to Determine Stranded Costs and Other True-Up Balances Pursuant to PURA §39.262 before the Texas Public Utility Commission in Docket No. 29526, on behalf of the City of Houston and the Coalition of Cities, 2004.
- Application of AEP Texas Central Company for Authority to Change Rates, before the Texas Public Utility Commission in Docket No. 28840, on behalf of the Coalition of Commercial Ratepayers, 2004.
- In the Matter of the Application of Kansas Gas Service, a Division of ONEOK, Inc., for Adjustment of its Natural Gas Rates in the State of Kansas, before the State Corporation Commission of the State of Kansas in Docket No. 03-KGSG-602-RTS, on behalf of Unified School District No. 259, 2003.
- Market Protocols for the Portions of Texas Within the Southeastern Reliability Council, before the Texas Public Utility Commission in Docket No. 25089, on behalf of Sam Rayburn G&T Electric Cooperative, Inc., Tex-La Electric Cooperative of Texas, Inc., and East Texas Electric Cooperative, Inc., 2003.
- Texas Genco, LP and CenterPoint Energy Houston Electric, LLC, before the Texas Public Utility Commission in Docket 26195, on behalf of the City of Houston, 2002.

- Oklahoma Gas and Electric Company, before the Corporation Commission of the State of Oklahoma in Cause No. PUD 200100455, on behalf of the Oklahoma Attorney General, 2002.
- Western Resources, Inc. and Kansas Gas and Electric Company, before the State Corporation Commission of the State of Kansas in Docket 02-WSRE-301-RTS, on behalf of Unified School District No. 259, 2002.
- Mutual Energy CPL, LP, before the Texas Public Utility Commission in Docket 24239, on behalf of The Texas Retailers Association, 2001.
- Reliant Energy, before the Texas Public Utility Commission in Docket 23950, on behalf of the City of Houston, 2001.
- Reliant Energy HL&P, before the Texas Public Utility Commission in Docket 22355, on behalf of The City of Houston and Coalition of Cities, 2000.
- Central Power and Light Company, before the Texas Public Utility Commission in Docket 22352, on behalf of the Texas Retailers Association and the Texas Hospital Association, 2000.
- TXU Electric Company, before the Texas Public Utility Commission in Docket 22350, on behalf of Tex-La Electric Cooperative of Texas, Inc., 2000.
- Reliant Energy, Inc., before the Texas Public Utility Commission in Docket 21956, on behalf of The City of Houston, 2000.
- Generic Issues Associated with Unbundled Cost of Service Rate, before the Texas Public Utility Commission in Docket No. 22344, on behalf of The City of Houston and The Coalition of Cities, 2000.
- Reliant Energy HL&P, before the Texas Public Utility Commission in Docket No. 20624, on behalf of the Byler Children's Trust, Larry Morris, Trustee, 2000.
- Sharyland Utilities, L.P., before the Texas Public Utility Commission in Docket No. 22348, on behalf of Sharyland Utilities, L.P., 2000.
- Texas Utilities Company Lone Star Pipeline, before the Texas Railroad Commission in GUD Docket No. 8976, on behalf of the Aligned Cities, 2000.
- Sharyland Utilities, L.P., before the Texas Public Utility Commission in Docket No. 21591, on behalf of Sharyland Utilities, L.P., 1999.
- Central Power and Light Company, before the Texas Public Utility Commission in Docket No. 21528, on behalf of the Texas Retailers Association and the Texas Hospital Association, 1999.
- Central and South West Corporation and American Electric Power Company, Inc., Texas Public Utility Commission in Docket No. 19265, on behalf of the East Texas Cooperatives, 1999.
- Sharyland Utilities, L.P., before the Texas Public Utility Commission in Docket No. 20292, on behalf of Sharyland Utilities, L.P., 1998.
- Entergy Gulf States, Inc., before the Federal Energy Regulatory Commission in Docket No. EL-99-6-000, on behalf of Sam Rayburn G&T, Inc., 1998.
- Peoples Natural Gas Company, before the Condemnation Court Appointed by the Supreme Court of Nebraska in Docket No. 101, on behalf of the City of Scribner, Nebraska, 1998.
- Peoples Natural Gas Company, before the Condemnation Court Appointed by the Supreme Court of Nebraska in Docket No. 13880, on behalf of the City of Wahoo, Nebraska, 1997.
- Lykes Energy, Inc., before the United States Tax Court in Dockets No. 7685-96 and 4979-97 on behalf of the Internal Revenue Service, 1997.
- Entergy Texas, before the Texas Public Utility Commission in Docket No. 16705 on behalf of High Load Factor Commercial Customer Group, 1997.
- Arkansas Western Gas Company, before the Arkansas Public Service Commission in Docket No. 97-019-U on behalf of the Office of Arkansas Attorney General, 1997.
- Longbranch Associates, L.P. dba Coppertree Apartments, before the Texas Natural Resource Conservation Commission in Docket No. 96-0652-UCR on behalf of the City of Houston, Texas, 1996.
- Texas Utilities Electric Company, before the Texas Public Utility Commission in Docket No. 15638 on behalf of Tex-La Electric Cooperative of Texas, Inc., 1996.
- Central Power and Light Company and West Texas Utilities Company, before the Texas Public Utility Commission in Docket No. 15643 on behalf of Rio Grande Electric Cooperative, Inc., 1996.

- Commonwealth Edison Company, before the State of Illinois Commerce Commission in Dockets No. 96-0245 & 96-0248 on behalf of the Citizens Utility Board, the City of Chicago, Illinois, and the Office of the Attorney General, 1996.
- Public Utility Commission, before the Texas Public Utility Commission in Docket No. 15296 on behalf of the City of Bryan, Texas, 1996.
- City of Bryan, Texas, before the Texas Public Utility Commission in Docket No. 15766 on behalf of the City of Bryan, Texas, 1996.
- Central Power and Light Company, before the Texas Public Utility Commission in Docket No. 14965 on behalf of H. E. Butt Grocery Company, 1996.
- City of College Station, Texas, before the Federal Energy Regulatory Commission in Docket No. TX96-2-000 on behalf of the City of Bryan, Texas, 1996.
- Peoples Natural Gas Company, before PNG's Rate Area Three Municipalities, on behalf of 90 Nebraska municipalities, 1995.
- Southwestern Electric Power Company, before the Texas Public Utility Commission in Docket No. 14435 on behalf of Northeast Texas Electric Cooperative, Inc., and Upshur-Rural Cooperative, Inc., 1995.
- West Texas Utilities Company, before the Texas Public Utility Commission in Docket No. 13369 on behalf of the City of San Angelo, Texas, 1995.
- Houston Lighting and Power Company, before the Texas Public Utility Commission in Docket No. 12065 on behalf of the City of Houston, Texas, 1995.
- Central Power and Light Company, before the Texas Public Utility Commission in Docket No. 12820 on behalf of H. E. Butt Grocery Company, 1994.
- Kansas Natural Pipeline and Kansas Natural Partnership, before the Kansas Corporation Commission in Docket No. 190-362-U on behalf of Citizens' Utility Ratepayer Board, 1994.
- KN Energy, Inc., before the Kansas Corporation Commission in Docket No. 186-363-U on behalf of Citizens' Utility Ratepayer Board in a natural gas rate case, 1994.
- Peoples Natural Gas Company, before PNG's Rate Area Two and Three Municipalities, on behalf of 33 Nebraska municipalities, 1991-92.
- Houston Lighting & Power Company, Texas Public Utility Commission in Docket No. 9850, on behalf of the Coalition of Cities, 1990-91.
- Lower Colorado River Authority, Texas Public Utility Commission in Docket No. 9427, on behalf of New Braunfels Utilities, Guadalupe Valley Electric Cooperative, Inc., DeWitt County Electric Cooperative, Inc., San Bernard Electric Cooperative, Inc., 1990.
- Central Power and Light Company, Texas Public Utility Commission in Docket No. 9561, on behalf of South Texas Cotton Ginners, 1990.
- El Paso Electric Company, Texas Public Utility Commission in Docket No. 9165, on behalf of El Paso Community College, 1990.
- Texas Utilities Electric Company, Texas Public Utility Commission in Docket No. 9300, 1990; Docket No. 6677, 1986; Docket No. 5640, 1984; on behalf of Tex-La Electric Cooperative of Texas, Inc.
- Lower Colorado River Authority, Texas Public Utility Commission in Docket No. 8032, on behalf of Guadalupe Valley Electric Cooperative, Inc. 1988.
- Central Louisiana Electric Company, Louisiana Public Service Commission Docket No. U-16150, on behalf of England Air Force Base and the Federal Executive Agencies, 1986.
- ENSTAR Natural Gas Company, before the Alaska Public Utilities Commission, on behalf of Elmendorf Air Force Base, 1986.
- Gulf States Utilities Company, Federal Energy Regulatory Commission Docket No. ER85-538-001, on behalf of Cajun Electric Power Cooperative, Inc., Sam Rayburn G&T, Inc., Sam Rayburn Municipal Power Agency, and Louisiana Energy and Power Authority, 1985.
- Texas Utilities Electric Company, Texas Public Utility Commission in Docket No. 5709, Rusk County Electric Cooperative, Inc. 1984.
- Gulf States Utilities Company, Texas Public Utility Commission in Docket No. 5560, on behalf of North Star Steel Texas, Inc., 1984.
- Texas Power & Light Company, Texas Public Utility Commission in Docket No. 5294, on behalf of Tex-La Electric Cooperative of Texas, Inc. 1983.

- Arizona Public Service Company, FERC Docket No. ER81-179, on behalf of Electrical District No. 6, Roosevelt Irrigation District, Maricopa County Water Conservation District, Electrical District No. 3, Buckeye Water Conservation & Drainage District No. 7, Arizona Power Electrical District No. 1, 1981.
- Citizens Utilities Company, Arizona Corporation Commission Docket No. 9962-E-1032 (Phase II), on behalf of GK Technologies, Inc. and McCulloch, Corp., 1980.
- Public Service Company of Indiana, Federal Energy Regulatory Commission Docket No. ER78-153, on behalf of Wabash Valley Power Association, Inc., 1980.
- Northwestern Public Service Company, South Dakota Public Utilities Commission Docket No. F-3055, on behalf of the Commission staff.

REGULATORY EXPERIENCE •

Mr. Daniel has presented expert reports and/or testimony and exhibits in rate and cost-of-service matters before the following regulatory commissions or courts:

- *Alaska Public Utilities Commission*
- *Arizona Corporation Commission*
- *Arkansas Public Service Commission*
- *Condemnation Court Appointed by the Supreme Court of Nebraska*
- *Georgia Public Service Commission*
- *Illinois Commerce Commission*
- *Kansas Corporation Commission*
- *Louisiana Public Service Commission*
- *Nebraska Municipality Rate Areas*
- *New Mexico Public Service Commission*
- *Oklahoma Corporation Commission*
- *Public Utility Commission of Texas*
- *South Dakota Public Utility Commission*
- *Texas Commission on Environmental Quality*
- *(Formerly Texas Natural Resource Conservation Commission)*
- *Texas Railroad Commission*
- *United States Tax Court*
- *Federal Energy Regulatory Commission (Formerly Federal Power Commission)*

EDUCATION •

Bachelor of Science in Engineering, University of South Florida, 1993

PROFESSIONAL MEMBERSHIPS •

IEEE, Power Engineering Society

PROFESSIONAL EXPERIENCE •

Mr. Chiles has over 23 years of electric utility and consulting experience. He provides regulatory and strategic support for generation and transmission cooperatives, municipal electric systems, independent generation developers, industrial consumers and state commissions regarding regional transmission organization energy markets, open access transmission issues, transmission planning and need certification, generation siting and interconnection, NERC compliance support and training, and stakeholder representation in RTO stakeholder forums. Mr. Chiles has filed testimony at the Federal Energy Regulatory Commission (FERC) and at several State regulatory commissions.

GDS Associates, Inc., September 2005 to Present

Principal, Transmission Services

As a Principal at GDS, Mr. Chiles consults with utilities, government agencies, and industrial clients in the following areas:

- Served as Stakeholder Representative for clients within Entergy, the Midcontinent Independent System Operator (MISO) and the Southwest Power Pool (SPP) on matters related to transmission expansion planning and market design
- Assisted multiple clients during the Entergy integration into MISO, including conversion of transmission rights, valuation of generation assets, and Day 2 market preparation
- Provided generation interconnection support services for renewable and fossil-fuel based facilities, including siting analysis, technical study support, client representation with Transmission Providers, and negotiation of Interconnection Agreements
- Filed expert witness testimony at FERC and State jurisdictions regarding transmission facility need determination, transmission loss calculations, integrated resource planning and Regional Transmission Organization (RTO) integration activities
- Conducted NERC mock audits on Transmission Planning (TPL), Facility Rating (FAC), and Modeling (MOD) Standards for numerous municipal and cooperative organizations
- Supported generation procurement Request for Proposals (RFPs) through providing technical and strategic support on transmission issues

TECO Energy, Tampa, FL, January 2000 – January 2004

Manager

- Monitored and provided corrective action on NERC compliance
- Served as Southwest Reserve Sharing Group and WECC Operating Committee representative
- Developed generation optimization process to achieve optimal dispatch of 2,200 MW plant to meet NERC criteria
- Optimized daily transmission positions for 4,400 MW asset portfolio (\$3MM/month)
- Determined transmission deliverability (ATC, Generator Operating Limit) to support balance of month and originated transactions

- Provided regulatory support on issues at FERC and state levels
- Assisted in development of and modifications to ERCOT protocols
- Determined how changes in regional markets impacted profitability of asset portfolio
- Represented company at FERC, SeTrans and State jurisdictions
- Developed and Presented of 5- and 10-Year expansion plans
- Representative on GridFlorida Flowgate Working Group
- LMP analysis for TECO Assets

North Carolina Electric Membership Corporation, Raleigh, NC, 1994 –1999

Project Engineer

- Impacts of FERC Order 888 and 889 on member systems; reviewed and analyzed wholesale provider transmission expansion plans
- Transmission-Dependent Utility representative on SERC ATC Working Group
- OASIS site testing
- Consulting support to PA Cooperative group for PA Retail Access Program
- Expansion plan development for Duke Energy, Carolina Power & Light, Dominion Virginia Power
- RFP bid evaluation
- Evaluation of Structured Transactions for external sales

AREAS OF EXPERTISE •

Regional Transmission Organization Operations and Policy Support

- Market Integration Support for new entrants in California Independent System Operator (CAISO), SPP and MISO
- Market Analysis of Nodal Price Data
- Technical Support on RTO Settlements Issues

Energy Market Design

- Nodal Market Development (ERCOT)
- Resource Adequacy Market Development (PJM)
- Energy Imbalance Market Development (SPP, WECC)

Open Access Transmission Issues

- Loss Study Review and Support
- Deliverability Analysis for Generation Assets
- Negotiation of Agreements for Transmission Service

Transmission System Modeling and Planning

- Power Flow Analysis
- Short Circuit Analysis
- Need Certification Technical Studies
- Review of Impact of Transmission Expansion Plans on Load and Generation

Production Cost Modeling and Simulation

- PROMOD Studies for Generation Margin Determination and Load Cost Analysis
- Assessment of Economic Transmission Projects
- Financial Transmission Rights Evaluation

Generation Interconnection Process Evaluation and Support

- Power Flow-Based Site Selection Analysis
- Technical Support for Review of Transmission Provider Studies
- Negotiation of Interconnection Service Agreements

NERC Compliance Activities

- TPL Assessments
- Development of Policies, Guidelines and Procedures
- Mock Audits and Gap Analysis
- Subject Matter Expert Training for TPL, FAC, and MOD Standards

Regulatory, Strategic and Stakeholder Support

- Stakeholder Representation at MISO, SPP, and ERCOT
- Technical and Regulatory Support for Clients at FERC and State Jurisdictions

EXPERT WITNESS TESTIMONY •

FEDERAL ENERGY REGULATORY COMMISSION (FERC)

PJM Interconnection, LLC, American Transmission Systems, Inc., Docket No. ER12-2399-003

Southwestern Electric Cooperative, Inc., et al., Docket Nos. EL15-72, et al., Panel Member for Technical Conference

ARKANSAS PUBLIC SERVICE COMMISSION (APSC)

In the Matter of a Show Cause Order Directed to Entergy Arkansas, Inc. Regarding Its Continued Membership in the Current Entergy System Agreement, or Any Successor Agreement Thereto, and Regarding the Future Operation and Control of Its Transmission Assets, Docket No. 10-011-U

GEORGIA PUBLIC SERVICE COMMISSION (GPSC)

In the Matter of: Georgia Power Company's 2010 Integrated Resource Plan, Docket No. 31081

In the Matter of: Georgia Power Company's 2013 Integrated Resource Plan, Docket No. 36498

In the Matter of: Georgia Power Company's 2016 Integrated Resource Plan, Docket No. 40161

MISSISSIPPI PUBLIC SERVICE COMMISSION (MPSC)

In Re: Joint Application of Entergy Mississippi, Inc., and The Midwest Independent Transmission System Operator, Inc., for Transfer of Functional Control of Entergy Mississippi's Transmission Facilities To MISO, Docket No. 2011-UA-376

PUBLIC UTILITY COMMISSION OF TEXAS (PUCT)

Entergy Gulf States, Inc.'s Transition to Competition Plan, PUC Docket No. 33687

Application of Sharyland Utilities, L.P. to Approve Study and Plan Pursuant to the Commission's Order in Docket No. 37990 Concerning the Movement of Sharyland's Stanton and Colorado City Divisions from the Southwest Power Pool to ERCOT, PUC Docket No. 39070

Application of Entergy Texas, Inc., ITC Holdings Corp., MidSouth Transco LLC, Transmission Company Texas, LLC, and ITC MidSouth LLC for Approval of Change of Ownership and Control of Transmission Business, Transfer of Certification Rights, Certain Cost Recovery Approvals, and Related Relief, PUC Docket No. 41223

Updated Application of Entergy Texas, Inc., ITC Holdings Corp., Mid-South Transco LLC, Transmission Company Texas, LLC, and ITC Midsouth LLC for Approval of Change of Ownership and Control of Transmission Business, Transfer Of Certification Rights, and Related Relief, PUC Docket No. 41850

COMMONWEALTH OF VIRGINIA STATE CORPORATION COMMISSION DIVISION OF ENERGY (VSCC)

Virginia Electric and Power Company for Approval and Certification of Electric Facilities for the Surry-Skiffes Creek 500 kV Transmission Line, Skiffes Creek-Whealton 230 kV Transmission Line, and Skiffes Creek 500 kV-230 kV-115 kV Switching Station, Case No. PUE-2012-00029

Virginia Electric and Power Company for Approval and Certification of Electric Transmission Facilities for the Remington CT-Warrenton 230 kV Double Circuit Transmission Line, Vint Hill-Wheeler and Wheeler-Loudoun 230 kV Transmission Lines, 230 kV Vint Hill Switching Station, and 230 kV Wheeler Switching Station, Case No. PUE-2014-00025

EDUCATION ●

BBA Accounting, University of Texas at Austin, 1980

Certified Public Accountant, Texas

PROFESSIONAL MEMBERSHIPS ●

National Association of Water Companies

American Public Gas Association

Texas Gas Association

Texas Society of Certified Professional Accountants

EXPERIENCE ●

Mr. Loy has over 20 years' experience in Public Utility regulation and financial matters.

GDS Associates, Inc., 2001-Present

Principal

Mr. Loy started with GDS in June of 2001. His focus is on regulatory accounting and finance. He is experienced in natural gas, electric, water, and wastewater regulatory and accounting matters. Mr. Loy has assisted a number of large investor owned water utilities with rate filings across the country. Additionally, he has assisted a number of gas utilities with rate filings in Texas. Mr. Loy provides financial analysis assistance to large commercial and industrial clients regarding wholesale electric power purchases and retail aggregation projects as a result of the recent deregulation of the electric industry in Texas. He has conducted analysis and developed recommendations regarding the Southwest Power Administration's rate increase on behalf of member clients. He has participated in a number of natural gas, electric, water and wastewater projects involving rate increases, analysis and recommendations.

AquaSource Inc., 1999-2001

General Manager Rates and Regulatory Affairs

AquaSource Inc., a wholly owned subsidiary of DQE Inc and parent of Duquesne Light. AquaSource was formed in 1997 to take advantage of the consolidation in the water and wastewater industries and spent three years and more than \$400 million acquiring water and wastewater companies.

Mr. Loy's duties included directing the compilation and filing of rate cases, acquisition analyses and related filings, commission staff relations, and governmental relations in the twelve states in which AquaSource operates. Additionally, he supervised a professional staff located throughout the country and assisted in business development, contract negotiations and other special projects.

His appointment came in the middle of AquaSource's aggressive acquisition phase. Accordingly, his first year was spent primarily working to clean up a very chaotic regulatory environment. In so doing, he introduced order and process.

Citizens Utilities Company, 1993-1999

Manager, Regulatory Affairs

Mr. Loy served as Project Manager of four multiple-company rate case filings, including two in Ohio, six in Illinois, five in Pennsylvania and six in Arizona. In those cases, he prepared and presented testimony, developed revenue requirement calculations, generated revenue and expense pro forma adjustments, performed working capital lead/lag studies, and evaluated rate design/cost of service issues.

He proposed surcharge mechanisms for purchased water, a reverse osmosis process, and contract waste treatment. Additionally, Mr. Loy designed and directed the development of the multiple company revenue requirement models that generated filing schedules. In the fall of 1997, Citizens promoted Mr. Loy to Manager Regulatory Affairs, after which he reported to the Vice President of Regulatory Affairs. In the new position, he supervised the staff responsible for all regulatory activity involving gas, electric and water/wastewater in ten states. The last project he was involved with before leaving Citizens was planning and directing the preparation of a rate filing for the Company's electric distribution system in Vermont.

OTHER ACCOMPLISHMENTS & RELEVANT EXPERIENCE •

- Played a key role in the acquisition of three water and wastewater companies and their inclusion in the rate case of three other Citizens companies.
- Analyzed several likely municipal and private acquisitions, and developed and analyzed cash flow forecasts to determine their value and potential. These projects included evaluating a trade of Citizens wastewater treatment plants for a municipal water system.
- Directed a team of accountants assembled to develop common accounting procedures for the Arizona, Illinois, Indiana, Ohio and Pennsylvania water/wastewater properties. This helped position the company to compete more efficiently in the unregulated O&M contract business.
- Developed the accounting and regulatory strategy for Citizens Public Works Services Company, a wholly owned unregulated subsidiary involved in the O&M contract business. The treatment established accounting for future projects and precedents for future commission decisions regarding affiliated transactions with unregulated subsidiaries.
- Contributed to project with Citizen's Lake Michigan pipeline that was seeking an unregulated status. This was the first privately-owned water pipeline of its kind in a major metropolitan market.
- Key contributor on a team which successfully competed with other major utilities and O&M companies for a major water/wastewater franchise serving 12,000+ customers in the Phoenix area. I worked in developing the proposal, actively participated in the final negotiations, and prepared the regulatory filings.
- Mr. Loy served on a team that developed the accounting and regulatory strategy for the implementation of Citizens Business Service Company, a wholly owned unregulated subsidiary.

Southern Union Gas Company, 1989-1993

Rate Manager

Mr. Loy joined Southern Union as Sr. Internal Auditor. In that capacity, he contributed to multiple projects pertaining to the upcoming merger with a large publicly traded corporation. These projects included supervising audits of gas purchases, accounts receivable, accounts payable and oil and gas holdings. He was promoted to Rate Manager reporting to the Vice President of Regulatory Affairs. In that capacity, he supervised a team of four directing the preparation and implementation of 16 rate increase applications before various municipal and state regulatory bodies, and led negotiating sessions with elected and municipal officials. Under Mr. Loy's direction, the Regulatory Affairs Department reduced the preparation time of rate applications from approximately 6 months to 8 weeks. In addition to improving efficiency, he developed several rate mechanisms that resulted in increased earnings. One such efficiency was the Weather Normalization Adjustment Clause (WNAC). By eliminating weather-sensitive fluctuations, the WNAC increased earnings as much as 12%. He also developed a Cost of Service Adjustment Clause (CSAC) which was established in several smaller municipal jurisdictions. The CSAC allowed annual rate increases without the time and expense of major rate filings.

Other Accomplishments and Relevant Experience:

- Performed analysis and due diligence for numerous municipal and private acquisitions.
- He was a member of a team that reviewed, analyzed and selected financial and customer billing software for the company. The team accomplished this objective under budget and on schedule.
- Mr. Loy served on a team that re-engineered the meter testing and maintenance department. The result was a 50% reduction in costs and the department was eventually sold at a sizable profit.

Diversified Utility Consultants, Inc., 1987-1989

Sr. Accounting Analyst

Diversified Utility Consultants (DUC) is a consulting firm which represents consumers' interests in rate case

proceedings. The firm's clients include municipalities and various state-supported consumer agencies. As a Sr. Accounting Analyst, Mr. Loy worked on seven electric rate cases, two gas rate cases and one water rate case. Additionally, he worked on various utility related assignments which included electric rate design for municipalities and the review and analysis of nuclear power plant decommissioning costs.

Mr. Loy spent summers in college rough-necking, both offshore and onshore, on oil and gas drilling rigs. His first job after college was in the oil & gas industry where he started in accounts receivable and specialized in collecting past due accounts. He was in the Joint Interest Auditing Department where he reviewed drilling costs and negotiated refunds for the company and its joint interest owners.

REGULATORY EXPERIENCE •

- Pennsylvania Public Utility Commission
- Public Utilities Commission of Ohio
- Indiana Regulatory Commission
- Illinois Commerce Commission
- Arizona Corporation Commission
- Oklahoma Corporation Commission
- Texas Railroad Commission
- Public Utility Commission of Texas
- Arkansas Public Service Commission
- Delaware Public Service Commission
- New Jersey Board of Public Utilities
- Connecticut Department of Public Utility Control

EDUCATION •

Southern Methodist University - B.S. in Mechanical Engineering, 1972

University of Oklahoma - Master of Business Administration, 1975

PROFESSIONAL LICENSES & CERTIFICATIONS •

- Licensed Professional Engineer *in the State of Texas*
- Licensed Professional Engineer *in the State of Tennessee*
- Radiation Safety Officer (1985 to present)
- Registered Environmental Manager (1994-2003)

PROFESSIONAL MEMBERSHIPS •

- National Society of Professional Engineers (President 2012-2013 and Fellow)
- Texas Society of Professional Engineers (President 2002-2003)
- American Academy of Environmental Engineers (Diplomate, General; Member Board of Trustees, 2010- 2015)
- Solid Waste Association of North America (SWANA) and Texas Solid Waste Association of North America (TxSWANA)

EXECUTIVE PROFILE •

Dan Wittliff, P.E., BCEE, F. NSPE serves as Managing Director of Environmental Services with GDS Associates, Inc. in Austin, Texas. In this role, he keeps complex and multi-media (e.g., air, water, wastewater, and solid waste) environmental projects on schedule and within budget. Mr. Wittliff maintains regular contact with the client, regulatory agencies, engineers, and contractors involved in a project. Because of his experience in government and industry, Mr. Wittliff is a skilled consensus builder who proactively engages the community on behalf of clients to address relevant issues early and economically.

Prior to joining GDS, Mr. Wittliff was Principal of Dan Wittliff Consulting, PLLC. This firm provided professional engineering services in environmental engineering, regulatory affairs, and energy systems. Prior to starting his own company, Mr. Wittliff served as Vice-President and Chief Operating Officer of HydroProcessing, LLC, the Austin-based technology company that has developed patented and proprietary technology for the conversion of municipal, agricultural, or industrial organic sludge into useful products or power.

From 1995 through 1999, Mr. Wittliff served as the first Chief Engineer for the Texas Natural Resource Conservation Commission (TNRCC, now TCEQ). Upon leaving TNRCC, he worked with Naismith Engineering, Inc. for two years providing consulting services to a wide array of industrial and municipal clients. Before service with TNRCC, Mr. Wittliff served in several supervisory positions with West Texas Utilities Company, Abilene, TX managing and monitoring power station performance to include issues related to air pollution, water treatment, industrial hygiene, and solid waste disposal.

Wittliff retired in 2002 from the United State Air Force Reserve at the rank of colonel. His active duty career included a stint as the commander of communications organization on a mountaintop in Central Turkey. His military awards and distinctions include the Legion of Merit, Meritorious Service Medal with five oak leaf clusters, Outstanding Graduate of Air War College, and the Air Force Communications-Electronics Professionalism Award.

The National Society of Professional Engineers (NSPE) House of Delegates elected Dan Wittliff, P.E., Fellow NSPE, DEE, of Austin, Texas, as President in 2012–13. Wittliff also received the 2010 President's Award for his work in leading the Software Engineering Licensing Consortium, an effort to provide software engineers with a path forward to licensure. He became the first two-time recipient of the President's Award in 2016 for his work in forming and leading the NSPE Committee on Policy and Advocacy to assume and streamline the work previously done by two long standing NSPE committees, LQPC and LGAC. Since joining NSPE in 1972, Wittliff has served in

various leadership positions including president of the Abilene Chapter and the Texas Society of Professional Engineers where he was honored as Engineer of the Year in 1998 and Distinguished Engineer of the Texas Engineering Foundation in 2001. He was made a Fellow of NSPE in 2004.

PROFESSIONAL EXPERIENCE •

FACILITY PERMITTING, DESIGN, AND CONSTRUCTION

Mr. Wittliff works closely with regulators and owners to permit and build facilities that: (1) comply with the law, (2) make good engineering and economic sense, (3) come in on schedule and (4) maintain regulatory compliance. Listed below is a sample of the permitting and construction work that Mr. Wittliff accomplished.

- **Review of Coal Ash Cost Recovery by DEP.** Earlier in 2016, Wittliff provided technical expertise to support coal ash cost negotiations with Duke on behalf of the North Carolina Eastern Municipal Power Agency and Fayetteville Public Works Commission, who are wholesale customers of DEP. More specifically, Wittliff reviewed Duke Energy Progress's (DEP) plans to comply with EPA's Coal Combustion Residuals (CCR) Regulations and the North Carolina enacted Coal Ash Management Act (CAMA), and provide a high level technical assessment key questions regarding the prudence and potential negligence of DEP as well as the costs associated with the company's design, installation, and maintenance of CCR impoundments.
- **Environmental Compliance Procedures and Training for Larsen Farms.** Prepared compliance procedures for environmental air permits for 20 MW power generation facility in support of 60,000-acre farming operation in the Texas Panhandle. Conducted operator training in those same procedures and permit requirements.
- **Environmental Permitting for Larsen Farms Power Generation facility.** Prepared and obtained air construction and operations permits for 20 MW power generation facility in support of 60,000-acre farming operation in the Texas Panhandle. Also wrote Spill Prevention Control and Countermeasures (SPCC) Plan as well as compliance procedures.
- **Environmental Compliance Audit of Larsen Farms Power Facilities.** Reviewed air, water, storm water, waste water, emergency response, storage tanks, and solid waste compliance posture for 20 MW facility in the Texas Panhandle. Audit was conducted in accordance with the Texas ECA Program rules and the applicable rules and ordinances in effect.
- **Review of Environmental Issues Associated with Purchase of Cedar Bay Power Station.** On behalf of the Office of Public Counsel for the Florida Public Service Commission in Docket Number 150075-EI, reviewed documents regarding preexisting contamination at the brownfield site and Florida Power and Light's assessment of environmental risk. Testified orally before the Commission on salient issues that resulted in concessions from the Company to address.
- **Environmental Compliance Audit of Marshfield Utilities.** Reviewed air, water, storm water, waste water, emergency response, storage tanks, and solid waste compliance posture for 60 MW facility in Wisconsin. Audit was conducted in accordance with the State's ECA Program rules and the applicable rules and ordinances in effect.
- **Review of Environmental Issues Associated with Routing of 138 kV Transmission Line.** On behalf of the Hillwood Group, reviewed extensive documents associated with the routing of the Hicks-Elizabeth Creek CCN in North Texas. Submitted written testimony before the Texas Public Utilities Commission on SOAH Docket Number 473-14-2252 and PUC Docket Number 42087.
- **Multi-Media Permitting for 49 MW Biomass Energy Project.** Managed agency contacts, environmental permitting, and public outreach for 49 MW biomass energy project in East Texas. Scope included new source review permitting, acid rain permitting, Title V operating permits, wetlands review, cultural and historic review, storm water permitting and pollution prevention, and waste registration.
- **Assessment and Remediation of Lead Acid Battery Recycling Facility.** Oversaw and coordinated assessment, health effects, modeling, and environmental agency relations on \$45 million acquisition and remediation of 50-year old lead smelter. Evaluated pollution control technology options and prepared cost effectiveness analysis of different remediation options based on projected end land use.
- **Greenhouse Gas (GHG) Compliance Reviews and Estimates.** Provided compliance reviews two large municipal solid waste landfills in Texas. Developed strategy and methodology for complying with USEPA regulations under 40 CFR 98, Subpart HH. Continued with GHG reporting to EPA in subsequent years.

- **Review of Renewable Fuels for Industrial and Power Generation Projects.** Reviewed and evaluated landfill gas and biomass as alternative, renewable fuels for 15 MW landfill gas power plant and a 36 MW to 140 MW mixed fuels electric power projects in Missouri, 50 MW biomass power plant in Texas, 25 MW to 30 MW refuse derived fuel and landfill gas power plant, and a secondary aluminum smelter in Texas.
- **Multi-Media Permitting for Two 150 MW Combustion Turbine Projects.** Managed agency contacts, environmental permitting, and public outreach for two East Texas sites each with two 75 MW combustion turbines. Scope included new source review permitting, acid rain permitting, Title V operating permits, wetlands review, cultural and historic review, storm water permitting and pollution prevention, and waste registration.
- **National Electric Reliability Council (NERC) Security Reviews.** Conducted physical and compliance reviews of six power stations with 27 generators capable of producing thousands of megawatts in electrical generation. Identified key security and reliability issues for resolution by owners and operators.
- **Multi-Media Permitting for 24 MW Hydroelectric Power Project.** Managed agency contacts, environmental permitting, and public outreach for hydroelectric project located on 83,000 acre reservoir in East Texas. Scope included wetlands review, 401 Certification, water rights, endangered and threatened species for power project and associated 138 kV transmission line.
- **New Source Review Permitting and Owner's Engineer for Organic Fertilizer Plant.** Wrote application for registration of innovative organic fertilizer plant under several permits by rule for air emissions. Negotiated with TCEQ on client's behalf the emissions limits and terms of the permit.
- **Air Quality Review for City of Frisco, Texas.** Conducted a detailed assessment of air quality in southeast Frisco, Texas that involved designing an air sampling protocol to detect and quantify short-term excursions (peaks) of 226 gas and particulate concentrations downwind of two concrete and one hot mix asphalt batch plants. Trained citizens to collect air samples. Oversaw the collection of samples. Prepared a thorough report on analysis of results and likely health effects. Coordinated with TCEQ officials on the findings of the effort. Assisted the City in drafting an air quality ordinance that was later adopted. Assisted the City in responding to the USEPA changes to the NAAQS for lead as well as non-attainment area designation. Worked directly with leaders of USEPA Region 6 and TCEQ.
- **New Source Review and Title V Operating Permits and Compliance for Nine Municipal Solid Waste (MSW) Facilities.** Provided essential support to permitting team and provided key testimony before state officials to secure a MSW permit for six landfills and three transfer stations. Wrote and secured from state regulators a standard air permits and permits by rule for these facilities. Modeled landfill gas emissions and developed a compliance timeline for relevant LFG control systems. Wrote application for a Title V Air Operating Permit for these facilities. Worked with client and legal team to resolve compliance and enforcement issues.
- **Dismantling of Boilers 1, 2, 3, and 4 at Rodemacher Power Station, Lafayette, Louisiana.** Assessed regulatory issues associated with removing lead paint, asbestos, and PCB from four boilers between 45 and 53 years old. Oversaw the abatement and demolition as Owner's Representative. Coordinated resolution of contract interpretations with owner, contractor(s), and engineering team.
- **Texas Emissions Reductions for Off-Road Diesel Engines.** Worked with TxSWANA legal team and Metroplex area members to craft a strategy for complying with an off-road diesel equipment ban while keeping area landfill operations open. Surveyed 47 DFW MSW facilities including: 17 landfills, 15 transfer stations, 6 composters, and 9 recyclers. Developed equipment counts and air emissions by facility type (345 Total): 228 at landfills, 32 at transfer stations, 57 at composters, and 28 at recyclers. Presented findings to Commissioner and senior staff at TNRCC.
- **Environmental Due Diligence Reviews of Four Power Stations.** Conducted compliance and regulatory reviews for air, water, solid waste, wastewater, and safety at solid fuel and gas-fired power stations in Texas, Nevada, Utah, Louisiana, and Mississippi. Interviewed environmental regulators in the respective states to get a candid assessment of the compliance posture of each plant. Developed a risk and cost assessment for compliance issues.
- **Payson Power Project, Payson, Utah.** Evaluated suitability of city WWTP effluent for use in cooling system of a 150 MW combined cycle plant. Worked with city and client engineers to determine availability and cost of surface and ground water for use in power plant. Worked with client's engineers and attorneys and represented client to the Utah regulators on a New Source Review Air Permit for the project.

- **Environmental Services, West Texas Utilities, Abilene, Texas.** Managed the efforts of a professional environmental staff and a million plus dollar budget used in securing permits, determining fees, reporting compliance, and maintaining awareness for company's nine power stations, eight service facilities, and 1,100 employees. Supervised staff engaged in:
 - Air emissions, water rights, wastewater discharge, solid waste, and storm water permits;
 - Industrial hygiene and radiation safety;
 - Pollution prevention and emergency response, and
 - Coordinating with state's health and environmental agencies.
- **Oklahoma Power Station, West Texas Utilities, Vernon, Texas.** Supervised plant engineering staff and oversaw the efficiency of systems and equipment at this 720 MW coal-fired plant. Conducted comprehensive acceptance and operations tests of steam generator, turbine-generator, cooling/heating apparatus, and other power plant equipment according to the national test codes. Developed management, performance testing, and operations procedures. Coordinated environmental compliance and radiation safety program. Participated in last two years of construction, initial unit start-up, and checkout.
- **Power Plant Engineering, West Texas Utilities, Abilene, Texas.** Prepared support information and testimony used in fuel filing and reconciliation. Reviewed/evaluated contractor proposal for remediation of environmental problems. Served on Central and South West project team on standardized performance test procedures and online performance monitoring. Managed the company's power station performance testing program for 18 units in 8 locations. Co-authored the WTU *Environmental Policy Manual* and *Water Treatment Manual*. Managed computer retrofit of fuels measuring and monitoring at two plants. Responsible for performance efficiency of two gas-fired electric power units with a combined capacity of 362 MW. Developed engineering training manuals and supervised overhaul work at WTU plants. Managed company cathodic protection program. Wrote the company's power plant *Performance Testing Guide*. Supervised Fort Phantom Power Station Operations.

PUBLICATIONS & PRESENTATIONS •

- Authored *Power Plant Performance Testing Guide*, West Texas Utilities, Abilene, Texas, 1983.
- Co-authored *Environmental Policy Manual* and *Water Treatment Manual*, West Texas Utilities, Abilene, Texas, 1984-1985.
- "Overhauling WTU's Largest Gas-Fired Power Plant," *The Electric Times*, West Texas Utilities Company, Spring 1984.
- *From The Corners of My Mind*, A Collection of Poems by Dan Wittliff, 1993.
- "Regulatory Advances in Texas," Workshop on Coal Combustion Products, American Coal Ash Association, Austin, Texas, April 1997.
- "TNRCC Programs and Their Effect on Bio-Commercialization," *Biotreatment News*, DEVO Enterprises, Inc., August 1997.
- "TSPE and the Texas Board: Partners in Mentoring", *Licensure Exchange*, National Council of Examiners for Engineering and Surveying, December 1998.
- "Professional engineer development program in Texas upgrades staff capabilities," *Environmental Communique of the States*, Council of State Governments, January/February 1999.
- "Multi-Media Permitting," Session Chair, Environmental Permitting Symposium, United States Environmental Protection Agency, Research Triangle Park, North Carolina, February 1999.
- "Engineering Ethics," Ethics Seminar, Dallas County Bar Association, Dallas, Texas, December 1999.
- "Effluent Trading: A Water Quality Control Strategy Whose Time Has Come," *The Texas Professional Engineer*, Texas Society of Professional Engineers, March/April 2001.
- "Organizing State Volunteers for Homeland Security," Several Occasions for Southwest and Central Regions of NSPE as well as 2002 and 2003 NSPE Annual Meetings.
- "Title V Air Operating Permit: The Saga Continues," Presentation to the Metroplex Chapter of TxSWANA on January 22, 2004.
- "Air Permitting for Landfills," Session Facilitator, Annual Meeting of TxSWANA on March 31, 2004.

- "Effects of Rule Changes on Air Permits for MSW Facilities in Texas," Annual Meeting of TxSWANA on June 6, 2006.
- "Ambient Air Quality Potential Health Risk Assessment in Southeast Frisco, Texas," for the City of Frisco, Texas in January 2007.
- "Trends in Homeland Security and Applying Homeland Security to the Nation's Electrical System," Annual Meeting of Louisiana Engineering Society on January 23, 2008.
- "LFG to Energy Alternatives," Annual Meeting of TxSWANA on April 1, 2008.
- "Comments on Proposed Revisions to 30 TAC 285, On-Site Sewage Facilities (OSSF), Rule Project Number 2007-033-285-CE," for Texas Society of Professional Engineers on May 1, 2008.
- "Results of Findings Regarding Garden Ville Composting Facility, TCEQ Docket Number 2006-1739-MLM-E," for Texas Landfill Management on August 15, 2008.
- "Results of Findings Regarding the Potential Inclusion of San Jacinto County in the HGB Non-Attainment Area," for San Jacinto County Commissioners Court, East Texas Electric Cooperatives, and Sam Houston Electric Cooperative on September 4, 2008.
- "Results of Findings Regarding Proposed Inclusion of Williamson County with Travis County in Austin-Round Rock Non-Attainment Area, TCEQ Docket Number 2008-1615-MIS," for Williamson County Commissioners Court on March 10, 2009.
- "Expanded Opportunity for MSW as Renewable Energy," Annual Meeting of TxSWANA on March 31, 2009.
- "Renewable Energy Projects," Annual Dual-State Meeting of the Louisiana and Mississippi Society of Professional Engineers on June 30, 2009.
- "Do Electrical and Electronics Engineers Need to be Licensed?" Seminar for the SMU Lyle School of Engineering on September 27, 2011.
- "Welcome to Wal-Mart: The Role of the U.S. P.E. in a Global Technology Market," Annual Meeting of Kansas Society of Professional Engineers June 2011 and Annual Meeting of National Association of Building Inspection Engineers February 2012.
- "Change and NSPE," *The Nebraska Engineer*, October 2012.
- "What Kind of Teacher are You?" *NSPE Professional Engineer* on October 2012.
- "Celebrating Our Public Servants," *NSPE Professional Engineer* on January 2013.
- "Creation of the Software Engineering Exam," Meeting of the Japan Society of Professional Engineers, Tokyo, Japan on June 14, 2013.
- "Partnering for the Future of America," *NSPE Professional Engineer* on April 2013.
- "National Science and Technology Policy," *NSPE Professional Engineer* on May 2013.
- "P.E.'s and Public Policy," *NSPE Professional Engineer* on June 2013.
- "Status NSPE Race for Relevance Implementation," *Professional Engineers of North Carolina*, Hot Springs, Virginia on June 27, 2013.
- "On the Path to Remaking NSPE," *NSPE Professional Engineer* on July 2013.
- "Ethics and the Professional Engineer," Two-Hour Seminars for the Senior Electrical Engineering Design Class at the University of Texas, Austin, Texas in 2014, 2015, and 2016. Also presented to the Wisconsin Society of Professional Engineers in 2013, Indiana Society of Professional Engineers in 2014, and GDS Associates Headquarters in 2015.

EXPERT TESTIMONY •

- Expert Witness Testimony in the "Matter of Hicks-Elizabeth CCN Application (Texas SOAH Docket No. 473-14-2252", PUC Docket No. 42087) on June 17, 2014.
- Expert Witness Testimony in the Matter of "Petition for Approval of Arrangement to Mitigate Impact of Unfavorable Cedar Bay Power Purchase Obligation, by Florida Power & Light Company," Before the Florida Public Service Commission (PSC) Docket NO. 150075-EI on April 21, 2015.

EDUCATION •

Georgia Southern University; BBA, Management, 1966-1970

Woodrow Wilson College of Law; JD, 1972-1975

Certified Public Accountant, 1987

PROFESSIONAL MEMBERSHIPS •

American Institute of Certified Public Accountants

Georgia Society of Certified Public Accountants

Society of Depreciation Professionals

EXPERIENCE •

Mr. Cook has extensive experience in the electric utility industry. This experience of over forty-four (44) years includes preparation of cost of service studies and revenue requirements analysis; development of depreciation studies, audits of electric & gas affiliate transactions and wholesale formula rates, preparation of merger studies, cost of capital analysis, nuclear construction cost analysis and negotiation of wholesale and retail revenue requirements and rates.

Mr. Cook was employed by Ebasco Business Consulting Company from March 1978 through June 1982. While at Ebasco Mr. Cook served as Project Manager in the utility rates division where he provided cost of service, revenue requirements and FERC reporting services to investor-owned and municipal electric utilities. In June 1982 Mr. Cook joined Southern Engineering Company as a Project Manager where he continued to provide cost of service and revenue requirements assistance to rural electric cooperative and municipal electric utilities. In February 1986 Mr. Cook joined GDS Associates, Inc. where he has served as Senior Project Manager. He has provided cost of service, revenue requirements, depreciation analysis, mergers and acquisitions studies, FERC and state reporting and other ratemaking services to electric cooperative, municipal, industrial and governmental organizations. Mr. Cook has also provided electric rate negotiation services on behalf of electric utilities.

Mr. Cook has prepared testimony and has testified before several regulatory agencies. Mr. Cook has filed testimony regarding the preparation of utilities' cost of service, O&M expenses, depreciation, taxes other than income taxes, A&G expenses, other revenues, income taxes and rate base on behalf of various electric utility clients. Mr. Cook has testified before the Georgia Public Service Commission, the Texas Public Utilities Commission, the Alaska Regulatory Commission and the Federal Energy Regulatory Commission. Mr. Cook served as a symposium member addressing the implementation of Fuel Adjustment Clauses (FAC).

Specific Project Experience Includes:

Prepared 1997 cost of service analyses regarding Cleveland Electric Illuminating Company on behalf of Cleveland Public Power.

Reviewed and prepared cost of service analyses regarding 1997 Southern Company open access transmission filing on behalf of Southeastern Federal Power Customers, Inc.

Reviewed and analyzed Florida Power & Light Company's 1997 depreciation filing on behalf of Seminole Electric Cooperative, Inc.

Prepared 1997 transmission rate cost of service analyses regarding South Carolina Electric & Gas Company on behalf of Southeastern Federal Power Customers, Inc.

Prepared 1997 cost of service analyses of Western Resources/KCPL merger filing on behalf of Kansas Electric Power Cooperative.

Prepared 1997 analyses of SEPCo's depreciation rate study on behalf of Georgia Public Service Commission.

Provided 1998 cost of service and rate assistance to Georgia Public Service Commission regarding Georgia Power Company retail rate filing.

Provided 1999 litigation support and analysis on behalf of Niagara Mohawk Power in counterclaim regarding Baesha Engineering Associates.

Provided 1999 cost of service and rate analysis assistance to Southeastern Federal Power Customers regarding SEPA/TVA proposed rate increases. Reviewed and provided recommendations regarding reasonableness of costs.

Prepared 2000 testimony regarding depreciation issue in Reliant HL&P filing on behalf of City of Houston and others. Provided 2001 testimony on behalf of City of Houston at retail rate proceeding.

Prepared 2000, 2001 and 2002 direct testimony regarding adjustments to Chugach cost of service and wholesale rates. Testified before the Regulatory Commission of Alaska regarding issues addressed in testimony. Dockets were ultimately settled resulting in reduced rates to client, Matanuska Electric Association.

Prepared 2000 testimony regarding recommended revenue requirements and wholesale cost of service of Pennsylvania Electric Company on behalf of Allegheny Electric Cooperative, Inc.

Reviewed 2005 electric utility affiliate transactions regulations and audited utility affiliate regulations of Sempra Energy Utilities, San Diego Gas & Electric Company and Southern California Gas Company. Prepared findings and recommendations to California Public Utility Commission resulting in revisions to affiliate transactions regulations.

Prepared 2005 direct and answering testimony on behalf of Golden Spread Electric Cooperative, and others regarding cost of service issues in FERC Docket No. EL05-19-002. Testified on behalf of client before the Federal Energy Regulatory Commission. Analyzed fuel adjustment clause components and reconciled proposed costs to allowable costs pursuant to FERC Code of Federal Regulations.

Prepared 2006 direct and closing testimony on behalf of Arkansas Electric Cooperative Corporation in FERC Docket No. ER05-719-000 and proposed adjustments to wholesale transmission rates. Docket was ultimately settled.

Reviewed and analyzed Southwestern Public Service Company 2006 projected test year wholesale cost of service on behalf of Golden Spread Electric Cooperative to determine rate issues.

Prepared depreciation and cash working capital testimony on behalf of the City of Houston in Center Point Energy, PUC Docket No. 32093. Docket resulted in settlement of proposed retail and wholesale rates.

Analyzed 2003 through 2009 Entergy Services, Inc. OATT annual transmission formula rate determinations and recommended adjustments to wholesale rate filing.

Analyzed 2003 through 2009 Entergy Arkansas annual transmission formula rate determinations and recommended adjustments to wholesale rate filing.

Assisted Florida Office of Public Counsel in 2008 and 2009 Biennial Filings regarding oversight of FPL and PEF nuclear plant construction costs associated with nuclear uprate units and proposed additional nuclear units. Assisted client in depositions and discovery.

Testified on behalf of Oklahoma Attorney General in Public Service of Oklahoma Cause No. PUD 201500208 regarding appropriate depreciation expense recovery.

Testified on behalf of Oklahoma Attorney General in Oklahoma Gas & Electric Cause No. PUD 201500273 regarding appropriate depreciation expense recovery.

Analyzed 2003 through 2016 Southern Company annual OATT transmission formula rate determinations and recommended adjustments to wholesale transmission rates.

Testified on behalf of Georgia Public Service Commission Staff in Docket No. 29849-U from 2011 through 2016 regarding Semi-Annual Reviews of Vogtle 3 & 4 Construction Costs.

Assisted Holy Cross Electric Association in analysis of PSCo Wholesale Formula Rate Filings from 2013 through 2016. Prepared discovery and assisted in the identification of issues.

EDUCATION •

MBA, Wake Forest University, 1999

MS, Engineering Systems, Colorado School of Mines, 1997

BS, Architectural Engineering, North Carolina A&T State University, 1994

PROFESSIONAL CERTIFICATIONS •

Registered Professional Engineer *in the State of Georgia*

PROFESSIONAL EXPERIENCE •

Brian Lawson is a Senior Project Manager with GDS Associates, Inc., a firm that provides consulting services to the electric power industry. Mr. Lawson has over 22 years of experience in the energy industry. He joined the firm after having gained experience with Mirant Corporation, PricewaterhouseCoopers, Strategic Energy Ltd., and the U.S. Department of Energy. Over the course of his career, Mr. Lawson has developed and evaluated corporate and financial strategies and programs, conducted strategic planning for numerous energy companies, evaluated and arranged financing for capital projects totaling over two billion dollars, assessed the intrinsic and extrinsic value of various mergers and acquisitions, evaluated creditworthiness of contractual counterparties, and managed a federal energy efficiency and renewable energy program.

Specific Prior Experience Includes:

GDS Associates, Inc., 2002 to Present

Senior Project Manager

Consult on power supply, financial, energy efficiency, and renewable energy related projects.

- Provided project management and advisory services to electric cooperatives entering into power supply arrangements.
- Assisted in obtaining financing for approximately \$2.0 billion of capital projects.
- Developed capital procurement plans involving both secured and unsecured financing for short-term and long-term capital needs.
- Lead project coordinator for the development of a new hydroelectric power project.
- Administered power supply RFPs processes and negotiated resulting power supply contracts.
- Performed cost-tracking and budget variance analyses during the development and construction of gas-fired, biomass, and hydroelectric power plants.
- Investigated the financial health and creditworthiness of counterparties.
- Actively participated in the initial and ongoing development of a regional transmission organization's credit policy.
- Provided financial support in connection with green and brown-field development projects, mergers, acquisitions, and divestitures.
- Supported the development and implementation of hedging and risk mitigation strategies.
- Coordinated and developed loan documents for submittal to financial institutions.
- Developed and analyzed financial forecasts for contractual and asset related transactions.
- Conducted financial analyses to determine the feasibility and benefits of restructuring debt, as well as the impacts to customers.
- Supported the development of a rate design and methodology for electric cooperatives.

Mirant Corporation, 2001 to 2002

Senior Finance Associate

Provided financial support of marketing efforts, project development and acquisitions by providing leadership, advice, and analysis in financial aspects of deal structuring.

- Developed modeling tools and provided financial and risk assessment analyses for green and brown-field development projects, acquisitions, and divestitures valued up to \$1 billion.
- Evaluated various financing structures to maximize the value of projects including straight asset purchases, leases, synthetic leases, sale/leasebacks, tolling arrangements and asset swaps.
- Supported the regional CFO in raising capital and coordinating financing arrangements.
- Provided analytical support to determine and implement appropriate hedging and risk mitigation strategies.
- Developed and implemented an ongoing plan designed to periodically assess the strategic and financial fit of various assets.
- Evaluated, developed, and implemented streamlining measures that resulted in a more efficient project analysis process.

PricewaterhouseCoopers LLP, 1999 to 2001

Consultant, Strategic Change Energy Practice

Worked with client project teams on corporate, financial and operational strategic and process-oriented consulting projects.

- Provided project management and advisory services to an electric utility to secure power supplies over a 10 to 15-year period.
- Conducted market analysis by analyzing product markets, developing market forecasts, and determining the business environment surrounding various product offerings.
- Developed a strategic merger and acquisition analysis for a foreign company looking to enter the US electricity market.
- Conducted a strategic profit improvement study on a merger of three separate utilities.
- Developed a financing plan for a transmission electric cooperative to meet its capital needs for both internally generated and future RTO-related activities.
- Provided financial advisory services to a client engaged in the sale of their company's assets.
- Engaged as lead financial analyst for several energy clients seeking to evaluate their existing or develop new financial strategic plans.
- Participated in the sale of a company, including preparing pro forma cash flows, letters of intent, coordinating and conducting due diligence activities, and determining potential regulatory hurdles associated with the transaction.
- Conducted strategic planning and stranded cost analyses for an electric membership cooperative.

Strategic Energy Ltd., 1998

Energy Consultant

Worked with commercial and industrial clients to develop energy-related strategic plans.

- Performed valuations on steam and electricity generation assets valued up to \$275 million.
- Created financial models for self-generation, cogeneration, merchant power plants, and asset transfers.
- Conducted analyses to properly allocate costs associated with clients' assets.
- Analyzed clients' utility bills to determine various strategies of saving up to \$1 million on annual costs.
- Designed and implemented a marketing/business plan for merchant power plant development.

U.S. Department of Energy, 1994 to 1997

Engineer/Energy Program Manager

Managed a Federal energy efficiency and renewable energy program.

- Championed the US DOE Building Codes and Standards Program for a 12-state region, while obtaining the highest success rate in the nation.
- Facilitated the adoption, implementation, and enforcement of commercial and residential energy codes at both the state and local level.
- Performed economic analyses to determine the benefits for a state and/or local jurisdiction to adopt an energy code.

- Fostered partnerships between federal/state/local governmental entities, utilities, manufacturers, engineers and builders.
- Conducted presentations and training sessions to groups of up to 100 people.
- Administered and managed over \$5 million in federal grants for energy efficiency and renewable energy programs.
- Conducted life cycle cost analyses to identify cost-effective recommendations for heating, ventilation, air-conditioning, lighting, building envelope, and equipment systems.
- Performed extensive reviews on energy cost analyses done by architectural and engineering firms.
- Received Certificate of Recognition from the Governor, State of Kansas.

ARTICLES & PUBLICATIONS •

- Lawson, B. ***"Capital Availability in the Energy Market"*** *TransActions Newsletter*, GDS Associates, Inc. Volume 303. July 2003.
- Lawson, B. ***"Owning versus Contracting."*** *TransActions Newsletter*, GDS Associates, Inc. Volume 103. February 2003.
- Lawson, B. ***"Credit-Related Issues."*** *TransActions Newsletter*, GDS Associates, Inc. Volume 602. November 2002.
- Lawson, R. B. ***"Fuzzy Logic Control of Residential Mechanical Ventilation Systems."*** Archived Thesis. Colorado School of Mines. June 1997.
- Lawson, B. and R. Jones. ***"Annual Energy Consumption of Heated Pools in the United States."*** Published in the Proceedings of the Association of Energy Engineers' World Energy Engineering Congress, November 1995.

EDUCATION •

Master of Business Administration, Finance, Auburn University, 2006

Bachelor of Science in Industrial Engineering, Cooperative Program, With Highest Honors, Georgia Institute of Technology, 2000

PROFESSIONAL CERTIFICATIONS •

Registered Professional Engineer (PE) *in the state of Georgia*

PROFESSIONAL MEMBERSHIPS •

National Society of Professional Engineers (NSPE)

American Statistical Association (ASA)

Institute of Industrial Engineers (IIE)

PROFESSIONAL EXPERIENCE •

GDS Associates, Inc., 1996-Present

Employed as cooperative student and began full time employment in 2000. Compiled three years of work experience in GDS' Distribution Services Department as cooperative student. Project experience includes load & financial forecasting, residential consumer surveys, cost of service studies, retail rate design, economic impact analysis, benefit-cost analyses, load management evaluation, and market research.

Specific Experience Includes

- Developed conservation water and wastewater rates for municipals in Georgia. The rates were compliant with Metropolitan North Georgia Water Planning District guidelines. Analysis included development of revenue-neutral and rate increase inverted block designs, customer impact evaluations, and design of criteria for new large use commercial rates.
- Developed benefit-cost and net present value evaluations of existing and possible expansion of demand response and load management systems for electric utilities in Arkansas, Indiana, Michigan, South Carolina, Texas and Wisconsin. Specific work included development of costs associated with the system, estimating benefits gained through load reduction, identification of alternative and new technologies for possible expansion, and creation and use of simulation models for testing sensitivities. Analysis has included load control devices on various residential appliances as well as commercial, agricultural, and industrial applications.
- Prepared financial forecasts for electric cooperatives in South Carolina, Virginia, Tennessee and Georgia. Work included regression analysis, review of current long-term debt situation, customer and demand forecasts, plant forecasts, and sensitivity analysis. The work in Tennessee was in support of a case involving annexation in which scenarios were developed wherein certain consumers and plant were annexed by a local municipal. Work has also included modifications to a custom-made financial forecast to increase its functionality (completed in Microsoft Excel and Visual Basic).
- Various energy management related projects for a municipal water and wastewater utility in Georgia.
- Developed an electric power usage and billing analysis model. The model is used to calculate bills on over 60 different electric accounts on various rate schedules that belong to the utility. It then generates graphical representations of key parameters and trends needed by the management to determine ways to reduce power costs.
- Performed economic analyses of various electric rate options for several of the utility's larger electric accounts. Rates examined included time-of-use, real time pricing, contract off-peak pricing and other specialty rates.

- Estimated benefits and costs associated with purchase and operation of both diesel-fired and methane-fired generators for use at their Water and Wastewater Treatment Facilities.
- Completed an economic impact analysis of instituting a Renewable Portfolio Standard in the state of North Carolina. Utilized IMPLAN Input/Output software to determine the job impacts on the state economy of various RPS portfolios compared to a portfolio composed of conventional fossil fuel resources. Direct, indirect, and induced job impacts were measured for construction, operations and maintenance, and pertinent fuel supplies for various conventional and renewable resources, as well as effects of electricity price increases on residential and commercial consumers.
- Economic impact analysis of continued operation of nuclear power plant in Vermont. Analysis included impacts to Vermont economy in general, Vermont government, and in-state utility ratepayers. Prepared testimony as an expert witness on economic analysis on behalf of the Department of Public Service.
- Developed long-term load forecasts for electric utilities in Arkansas, Missouri, Kentucky, Louisiana, Texas, Oklahoma, Virginia and South Carolina. Work included end-use, statistically adjusted engineering (SAE) models and econometric modeling, weather normalization analysis, development of economic and weather forecast scenarios, and sensitivity analysis of key model input parameters. Also, included updating and maintaining various databases related to the projects.
- Reviewed forecasting methodologies and processes of utilities in British Columbia, Delaware, and Utah. Provided feedback on model specifications, procedures, assumptions, and documentation.
- Expert witness in a natural gas retail rate study in Michigan. Subject of testimony was weather normalization methodologies in forecasting.
- Developed state-wide energy supply and consumption projections by major customer classification and type of fuel for Vermont Department of Public Service and Virginia Department of Mines, Minerals, and Energy. Utilized Energy Information Administration data and econometric and trending techniques to complete projections.
- Developed day-ahead load forecasting models for utilities in Virginia, Texas, Kentucky and Louisiana. Work included evaluation of regression and neural network model specifications, weather normalization, sensitivity analysis and statistical testing of the validity of the models chosen. A program was developed through Excel/VBA to allow the utilities to use the models easily and efficiently on a daily basis and to create and maintain a database of forecast parameters and historical data. One project also included a training session with the clients, highlighting the mechanics and differences of neural networks and regression models.
- Used regression modeling and other statistical analysis to estimate load reduction impacts for a water heater control program in South Carolina. Data included samples of hourly data for individual residential accounts with and without water heater controls.
- Assisted with conducting residential consumer surveys for cooperatives in Texas. Specific work included questionnaire design, sample selection and validation, data tabulation and formulation of survey databases, analysis of results and reporting findings. Analytical work has also been performed on end-use and energy efficiency surveys conducted for municipalities and cooperatives in New York, Vermont, and Massachusetts.
- Programmed commercial retail market analysis models in SAS and Excel/VBA for a marketing research firm. The models produce the statistical analysis and reporting of survey data collected electronically. Outputs include voluminous reports with extensive analysis and graphical representation. Benchmarking analysis is also conducted.
- Prepared data mining applications and statistical billing estimation models for an electric utility in Georgia. The models are utilized by the utility to ensure greater meter-reading accuracy and to monitor/investigate possible situations of power theft. Work included general data cleaning and mining techniques, extensive regression analysis and weather normalization of data, and statistical testing of the validity of the models chosen.
- Assisted in development of wholesale rates for G&Ts in Indiana and Wisconsin. Work involved projections of cost pools and billing units, development of pro forma rates and impacts on member systems, evaluation of rate alternatives and riders, and considering the implications of an aggressive load management program.
- Designed cost of service models and performed retail rate analysis for municipalities and cooperatives in Alabama, Alaska, Florida, Georgia, Massachusetts, Ohio, South Carolina, Texas, and Virginia. Specific work has included development of cost allocation factors in various areas of operation, calculation of impacts of rate changes to customers, determination of the company's financial competitive position, classification of plant investment and operating expenses, development of pro forma financial statements, and alternative rate design calculations.

SOFTWARE/PROGRAMMING EXPERIENCE •

Statistical Analysis System (SAS), Visual Basic, Microsoft Office, MetrixND forecasting software, Crystal Ball simulation software, IMPLAN Economic Input/Output Analysis software, Lotus 1-2-3, Word Perfect, Quatro Pro, OrgPlus, SQL, Minitab.

REGULATORY EXPERIENCE •

- Delaware Public Service Commission
- Michigan Public Service Commission
- Utah Public Service Commission
- Vermont Public Service Commission

EDUCATION •

Bachelor of Arts Economics, University of Georgia, 1982

EXPERIENCE •

Mr. Busbee has over 20 years of regulated utility experience that includes regulatory and government affairs. He has experience in the areas of financial, plant accounting, and operations that are needed to support regulatory filings before state utility commissions and the Federal Energy Regulatory Commission. He is very familiar with the Regional Transmission Organizations in the United States. He is also well versed in ISO and RTO operations and impacts on its stakeholder groups. His experience includes regulatory policy analysis, tariff management, rate case preparation including the development of testimony, management of discovery, and settlement negotiations.

Mr. Busbee has a high level of understanding of the power system and associated transmission system issues. His project management skills serve his clients in completion of complex processes of clear scope, milestones and timeline development, delegation of tasks, closure requirements and resource management.

Since joining GDS, Mr. Busbee has been nominated and serves as a voting member on the SPP Regional Tariff Working Group. The Regional Tariff Working Group (RTWG) is responsible for development, recommendation, overall implementation and oversight of SPP's Open Access Transmission Tariff (Tariff). The RTWG will further advise the SPP Staff on regulatory or implementation issues not specifically covered by the Tariff or issues where there may be conflict or differing interpretations of the Tariff. The RTWG provides policy input to the Markets and Operations Policy Committee (MOPC) and Board of Directors (BOD) and its committees, if requested.

GDS Associates, Inc., Marietta, GA

Project Manager

Arkansas Alliance of Boys and Girls Clubs, Conway, AR

Alliance Director

Brent Stevenson Associates, Little Rock, AR

Director - Business Development / Contract Lobbyist

CenturyLink, Jacksonville, AR

Manager – Government Relations, Arkansas/Oklahoma

Alltel Communications, Inc. (acquired by Verizon), Little Rock, AR

Staff Manager - Wholesale Services

Manager - IntraLATA Toll Products

Manager - State Regulatory Matters

Sr. Analyst - State Regulatory Matters

Florida Public Service Commission, Tallahassee, FL

Regulatory Analyst, Division of Communication

SPECIFIC PRIOR EXPERIENCE •

Southwest Power Pool (SPP), Little Rock, AR

- Worked closely with internal and external legal departments. Applied advanced teamwork and resource delegation skills to accomplish complex regulatory processes in a team environment, including preparation of strategies, goals, objectives and working papers for SPP working groups. Coordinated stakeholder-drive processes using group expertise. Coordinated and monitored administration of SPP's tariff(s) to ensure compliance with requirements and obligations of the tariff.
- Coordinated and monitored administration of SPP's tariff(s) to ensure compliance with requirements and obligations of the tariff. Lead analyst on FERC dockets involving adding new Transmission Owners in SPP Region, Formula Rate Updates, Stated Rate Filings, and transmission policy determinations. Developed and delivered presentations outlining analysis results and SPP policy positions to state and federal regulators, customers and SPP committees and working groups. Communicated with transmission customers, member representatives and state and federal regulators to discuss SPP policy initiatives, regional transmission tariff provisions and proposed modifications, and state and federal regulatory activities.

Alltel Communications, Inc. (acquired by Verizon), Little Rock, AR

- Expert witness in numerous arbitration proceedings in multiple jurisdictions regarding the Telecommunications Act of 1996. Supervised professional staff in preparation of contracts and attachments.
- Point of contact for regulatory agency in assigned states. Supervised professional staff in analysis of commission orders, preparation of filings, interrogatories and comments, and monitoring of earnings. Cross functional team member for development and implementation of regulatory policy in Ohio, Pennsylvania, and New York.
- Accountable for regulatory approval of tariff and other filings by the eight state region. Structured settlements and resolved issues affecting the industry with inter-company committees.

Florida Public Service Commission, Tallahassee, FL

Researched public utility economic and regulatory policy and developed analysis and recommendations for Commission consideration. Prepared written recommendations and verbally presented to the Commissioners. Subject to cross examination. Participated in rate cases, generic investigations, and compliance audits.



David Wire
Logistics & Operations
Experienced Professional

EDUCATION ●

Bachelor of Science in Transportation, Indiana University

ENTREPRENEURIAL EXPERIENCE/START-UPS ●

Successfully started and managed trucking and logistics operations as well as being a founding member of a start-up Logistics company. I have proven track record of increasing revenue, customer retention, reducing costs, and developing the right strategic concept to grow profitably.

LEADERSHIP POSITIONS ●

Held various management positions in both operations and logistics working with several Fortune 500 companies.

SELECTED ACHIEVEMENT & SKILLS ●

- Started brokerage office with Ryder and was able to grow it to over \$30MM within 1st 4 years in gross revenues. Responsible for multiple offices.
- As an original partner with a start-up Logistics company, I led sales efforts that grew business to \$20MM within the 1st 3 years.
- Have global transportation procurement experience in moving containers into/out of US (door to door and/or port to port), TL shipments into/out of MX, Canada, and US, and successfully lowered customer's spend on converting TL onto Intermodal when feasible.
- Successful sales/operations in dedicated, TL, brokerage, and logistics solutions to include ocean, rail, and hazmat. Responsible for multi-site dedicated/logistics locations.
- Skills: Capable of managing a P&L/budgets, proficient in attacking problems and implementing solutions under tight deadlines, hands on executive with the ability to work well with cross functional groups, manage and negotiate with vendors, strong verbal and written skills, and accomplished with Microsoft programs, AS400, and many other logistics related systems.
- First 3 years with Werner, grew revenue from \$7MM to \$30MM.
- Strong experience with Carrier procurement, pricing, negotiation, and managing large RFP's.

PROFESSIONAL EXPERIENCE ●

Werner Enterprises, August 2014-Present

Regional Manager

- Successfully instituted multiple changes in offices that led to highest growth % from both top and bottom line compared to all other offices within my 1st 2 years.
- Increased revenue by 4x in less than 3 years at 15%+ margins. Currently oversee 3 offices and about \$40MM.
- Focus on strategic processes and relationships both internally and externally to maximize our overall success.
- Manage all pricing initiatives, customer and carrier on-boarding, sales, and training and coaching several direct reports.

Swan Transportation, June 2013 to August 2014

General Manager

- Responsible for both sales and operations of \$20MM brokerage office
- Within 1st 2 months, increased overall margin % by 2 points
- Revamped sales strategy for greater market penetration that is resulting to over 60% increase of new business from previous year
- Reorganized operations team to allow for better service and accountability

- Developed training program to op's team to better understand market and methodologies on negotiation and carrier procurement
- Source and negotiate with carriers for both transactional and contractual business
- Institute KPI's to better manage carriers
- Responsible for pricing and RFP's for domestic and international shipments

Covenant Transport Solutions, July 2012 – May 2013

Vice President/General Manager

- Immediately made improvements in areas of carrier procurement, systems, pricing and sales
- Brokerage revenue has nearly doubled from \$25MM to \$45MM within 1st year
- Primary contact for all sales leads, and pricing
- Open and manage satellite brokerage office with a run rate of \$4MM+ within 7 months

US Xpress, August 2011- July 2012

Region Manager

- Hired to start-up logistics group for Arnold Transportation that includes:
 - 1) Hiring and training staff (operations and inside sales)
 - 2) Working with existing customer base to look for transportation savings by offering total logistics solutions and developing new customers
 - 3) Sourced and expanded transportation provider base
 - 4) Pricing new opportunities
 - 5) Working with customer service and planning on improving service to customers, and creating more opportunities with existing customers
 - 6) Training sales staff on how to look for new opportunities and sell brokerage
 - 7) After 6 months in office, at a current annual run rate of \$8MM+.

Brown Trucking, November 2010-August 2011

Director of Logistics

- Hired to start-up logistics division for company with over 800 trucks to help company provide more effective transportation solutions to customers.
- Developed budget, Contracts, Commission structures, and various SOP's.
- Hired personnel in multi-locations to run day to day operations, trained sales staff
- Developed Carrier base and negotiated directly with carriers
- Set-up process that increased backhaul revenues on fleet and reduce empty miles by over 10%
- Within 1st 6 months revenue was on pace of \$3MM +, with a goal of \$15MM within 24 months.

Universal Logistics Services, 2000-January 2010

VP of Logistics & Operations

- Developed, managed and oversaw the quick revenue growth of \$20MM in revenues in transportation services. Lead sales efforts to identify and penetrate accounts through solution based selling.
- Started trucking division that grew to over 50 trucks in multiple states and customers. (Also managed 25+ o/o that ran intermodal in/out of port)
- Managed all new customer/vendor RFP's/RFQ's.
- Facilitated in developing and growing brokerage division that grew quickly by leading both marketing and sales efforts. Hired, trained and managed 10+ account managers in multiple locations. Oversaw carrier management requirements with regards to procurement, rates, and compliance. Responsible for pricing and P&L.
- Managed both a small warehouse and cross dock operations.
- Successfully reduced costs from favorable agreements related to equipment purchase/lease, maintenance, fuel, transportation management system and insurance. Also actively worked closely with customers and vendors to help reduce costs related to transportation operations, inventory, better tracking of KPI's, and customer service related costs.

Ryder Integrated Logistics, 1995-2000

Group Manager

- Grew Brokerage office from \$0 to over \$30MM within 4 years through aggressively soliciting new customers as well as navigating through and working with management in various internal divisions.

- Had additional responsibility for 4 additional offices with total revenues of \$60MM which was more than 50% of company division total that had been around for about 10 years.
- Developed a backhaul program for both internal and external customers that led to higher revenues and margins.
- Worked with numerous outside and internal customers on pricing, strategy, design, mode selection and developing various KPI's

Ryder Integrated Logistics, 1985-1995

Senior Operations Manager

- Successfully managed various client transportation departments/fleets of up to 100 drivers in multiple states and locations. Fleet management included TL, tanker, JIT, teams, pups, multi-stop to customer locations, and relays.
- Led several internal safety audits and training related to DOT compliance with regards to drivers, files, and hazardous and drug/alcohol training.
- Worked closely with customer's manufacturing/production, sales and customer service departments.
- Designed transportation network based on asset utilization, customer orders and delivery requirements.
- Was successful in reducing planned costs for customers by working with customers various department heads to bring efficiencies within the supply chain.

APPENDIX B • Summary of GDS Services

The following are brief descriptions of the technical energy consulting services that GDS provides. More detailed information regarding these services can be found on our website at www.gdsassociates.com.

Financial Analysis & Rate Services

The recent pace of regulatory change and uncertainty is unrivaled in the utility industry and requires equally unparalleled flexibility in ratemaking and regulatory strategies. GDS has been at the forefront of industry restructuring policy, offering broad expertise in regulatory accounting, economics, finance, and ratemaking.

Electric Distribution System Planning & Design Services

Hi-Line Engineering, a GDS company, offers electric distribution system planning, mapping, staking and design services to the electric utility industry throughout the United States. We provide high-quality, personal service to rural electric cooperatives, investor-owned utilities, municipalities, and the U.S. military. GDS has managed the design and construction of thousands of miles of electric distribution lines across the US.

Water & Wastewater Utility Consulting Services

GDS provides expert assistance to water and wastewater utility management and users of water resources by addressing the complex engineering, accounting, economic, management, operational, regulatory, and policy issues that impact the water industry. GDS serves a variety of clients including municipalities, investor-owned utilities, water districts, non-profit customer-owned systems, and government agencies.

Natural Gas Consulting Services

GDS provides creative solutions to help our clients meet challenges arising in both regulated and competitive environments within the evolving natural gas utility industry. Our team of highly qualified professionals works to address complex economic, engineering, policy, and regulatory issues with clients including consumer groups, publicly owned utilities and regulatory authorities.

Transmission Services

GDS Transmission Services assist load-serving entities, transmission providers, independent generating companies, and state regulatory agencies with their “open access” issues and has the planning, operations, regulatory, and engineering experience necessary to assist its' clients in navigating through these challenging times. In addition to today's competitive issues, GDS also offers expertise in the areas of transmission maintenance, equipment procurement, and cost-of-service issues.

NERC Compliance Services

GDS also provides assistance to clients in meeting their respective NERC Compliance requirements, including providing procedure development, gap analyses, SME training and mock audits for Conservation Improvement Program (CIP) and non-CIP requirements.

Integrated Resource Planning, Energy Assurance Planning Services

Securing adequate and reliable energy resources is crucial to thriving in a more competitive electrical market. GDS has helped guide its clients through uncharted territory by providing power supply portfolio, integrated resource planning, transmission planning and reliability assessments, load forecasting, financial, wholesale and retail rate-making and competitive analysis services.

Load Forecasting Services

The load forecast is a key input for system and financial planning; as a result, the forecast must provide timely and reliable projections. GDS has provided load forecasting services since our inception in 1986. From day-ahead hourly forecasts to intermediate and long-term forecasts, GDS has maintained the appropriate level of staff, expertise and technological resources to meet our clients' forecasting needs.

Generation Services

Greater competition has made effective control of power generation costs increasingly important. Over a span of more than 15 years, GDS has helped numerous power plant co-owners and non-utility generators reduce costs and achieve improved performance by identifying inefficiencies in power plant construction, operation and maintenance practices, and providing practical solutions.



Regulatory & Restructuring Services

GDS provides comprehensive regulatory and restructuring services to generators, transmitters, distributors, and large users of energy. Numerous state and federal restructuring initiatives have made regulatory planning and strategy development essential. To assist our clients with this task, GDS brings decades of expert regulatory experience in key areas such as rate design and litigation, contract negotiation, and transmission access.

Retail Energy Procurement Services

GDS provides a wide range of services to help clients plan for and benefit from participation in deregulated or regulated energy markets. These include, retail aggregation and energy procurement, merchant plant services, stranded cost analysis, and electric restructuring policy analysis.

Energy Efficiency & Demand-Side Management Services

Our staff of highly qualified program design and analysis specialists assists clients with the complexities of multi-faceted energy efficiency planning, program implementation and evaluation. GDS has completed over 70 energy efficiency and demand response potential studies, administered and implemented energy efficiency programs in multiple states and conducted program impact and process evaluations for many utility and government clients.

Statistics & Market Research Services

GDS supplies wide-ranging statistical and market research services to electric and gas utilities and other clients. Our services stretch from proven survey design that captures demographic profiles of consumers and potential customers, to data mining and analysis of utility load information.

Information Technology Services

A complete understanding of client business problems and needs is critical to the implementation of successful IT systems. GDS specializes in understanding these issues and combines this knowledge with select technologies to create cost-effective IT solutions.

Renewable Energy Resources, Distributed Generation & CHP Services

GDS provides expertise in addressing the complex economic, engineering, scientific, and governmental issues associated with renewable and other distributed generation resources that impact utilities, government agencies, developers, and their customers.

APPENDIX C • Certificate of Insurance

139434



CERTIFICATE OF LIABILITY INSURANCE

 DATE (MM/DD/YYYY)
2/13/2017

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must have ADDITIONAL INSURED provisions or be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER Commercial Lines – (404) 923-3700 Wells Fargo Insurance Services USA, Inc. 3475 Piedmont Road NE, Suite 800 Atlanta, GA 30305	CONTACT NAME: Atlanta Certificates PHONE (A/C, No. Ext): 404-923-3700 FAX (A/C, No): 877-362-9069 E-MAIL ADDRESS: atlcertrequest@wellsfargo.com														
INSURED GDS Associates, Inc. 1850 Parkway Place Suite 800 Marietta, GA 30067	<table border="1"> <thead> <tr> <th>INSURER(S) AFFORDING COVERAGE</th> <th>NAIC #</th> </tr> </thead> <tbody> <tr> <td>INSURER A: Fireman's Fund Insurance Company</td> <td>21873</td> </tr> <tr> <td>INSURER B: National Union Fire Ins. Co. of Pittsburgh, PA</td> <td>19445</td> </tr> <tr> <td>INSURER C: Continental Casualty Company</td> <td>20443</td> </tr> <tr> <td>INSURER D:</td> <td></td> </tr> <tr> <td>INSURER E:</td> <td></td> </tr> <tr> <td>INSURER F:</td> <td></td> </tr> </tbody> </table>	INSURER(S) AFFORDING COVERAGE	NAIC #	INSURER A: Fireman's Fund Insurance Company	21873	INSURER B: National Union Fire Ins. Co. of Pittsburgh, PA	19445	INSURER C: Continental Casualty Company	20443	INSURER D:		INSURER E:		INSURER F:	
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COVERAGES

CERTIFICATE NUMBER: 11424120

REVISION NUMBER: See below

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL SUBR INSD WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
A	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC OTHER:		MXX80976146	03/01/2017	03/01/2018	EACH OCCURRENCE \$ 1,000,000 DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 1,000,000 MED EXP (Any one person) \$ 5,000 PERSONAL & ADV INJURY \$ 1,000,000 GENERAL AGGREGATE \$ 2,000,000 PRODUCTS - COMP/OP AGG \$ 2,000,000 \$
A	AUTOMOBILE LIABILITY <input checked="" type="checkbox"/> ANY AUTO <input type="checkbox"/> OWNED AUTOS ONLY <input type="checkbox"/> SCHEDULED AUTOS <input checked="" type="checkbox"/> HIRED AUTOS ONLY <input checked="" type="checkbox"/> NON-OWNED AUTOS ONLY		MXA80323890	03/01/2017	03/01/2018	COMBINED SINGLE LIMIT (Ea accident) \$ 1,000,000 BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$ \$
B	<input checked="" type="checkbox"/> UMBRELLA LIAB <input checked="" type="checkbox"/> OCCUR <input checked="" type="checkbox"/> EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE DED <input checked="" type="checkbox"/> RETENTION \$ 10,000		BE031521398 SHX00032250011	03/01/2017 03/01/2017	03/01/2018 03/01/2018	EACH OCCURRENCE \$ 10,000,000 AGGREGATE \$ 10,000,000 \$ 5M x10M
A	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below	Y/N <input type="checkbox"/> N/A	WC81038606	03/01/2017	03/01/2018	<input checked="" type="checkbox"/> PER STATUTE <input type="checkbox"/> OTH-ER E.L. EACH ACCIDENT \$ 1,000,000 E.L. DISEASE - EA EMPLOYEE \$ 1,000,000 E.L. DISEASE - POLICY LIMIT \$ 1,000,000
C	Professional Liability		MCH254014291	03/01/2017	03/01/2018	\$5,000,000 Ctm \$5,000,000 Agg

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

CERTIFICATE HOLDER

CANCELLATION

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.
AUTHORIZED REPRESENTATIVE

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ACORD 25 (2016/03)



November 8, 2017

GDS PROPOSAL

WEST VIRGINIA PUBLIC SERVICE COMMISSION
Consultant



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and at gdsassociates.com

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