

Docket 05-00165, *Review of Nashville Gas Company's Incentive Plan Account Relating to Asset Management Fees*, Exhibit A wherein it states: ["CGC" is substituted for "NGC" or "Company"]:

Triennial Review

A comprehensive review of the transactions and activities related to the Performance-Based Ratemaking Mechanism (PBRM") shall be conducted by an independent consultant once every three years. The initial triennial review shall be started in the autumn of 2012 and subsequent triennial reviews shall be conducted every third year thereafter. The TRA Staff, the CAD, and CGC shall make an effort to maintain a list of no less than five (5) mutually agreeable independent consultants or consulting firms qualified to conduct the aforementioned review. Any dispute concerning whether an independent consultant shall be added to the list shall be resolved by the TRA Staff, after consultation with CGC and the CAD. For each review, the TRA Staff shall select three (3) prospective independent consultants from that list. Each such consultant shall possess the expertise necessary to conduct the review. The TRA Staff shall provide the list of prospective independent consultants to the CGC and the CAD via e-mail. CGC and the CAD shall have the right, but not the obligation, to strike one (1) of the prospective independent consultants from the list by identifying the stricken consultant in writing to the TRA Staff within thirty (30) days from the date the list is e-mailed. The TRA Staff shall select the independent consultant from those remaining on the list after CGC's and the CAD's rights to strike have expired. The cost of the review shall be reasonable in relation to its scope. Any and all relationships between the independent consultant and CGC, the TRA Staff and/or the CAD shall be disclosed and the independent consultant shall have had no prior relationship with either CGC, the TRA Staff, or the CAD for a least the preceding five (5) years unless CGC, the TRA Staff and CAD agree in writing to waive this requirement. The TRA Staff, the CAD and CGC may consult amongst themselves during the selection process; provided, however, that all such communications between the parties shall be disclosed to any party not involved in such communication so that each party may participate fully in the selection process.

The scope of the triennial reviews may include all transactions and activities related either directly or indirectly to the PBRM as conducted by CGC or its affiliates, including, but not limited to, the following areas of transactions and activities: (a) natural gas procurement; (b) capacity management; (c) storage; (d) hedging; (e) reserve margins; and (f) off-system sales. The scope of each triennial review shall include a review of each of the foregoing matters as well as such additional matters as may be reasonable identified by CGC, the TRA Staff, or the CAD relative to the operation or results of the PBRM.

CGC, the TRA Staff, or the CAD may present documents and information to the independent consultant for the independent consultant's review and consideration. Copies

of all such documents and information shall be presented simultaneously to the independent consultant and all other parties.

The independent consultant shall make findings of fact, as well as identify and describe areas of concern and improvement, if any, that in the consultant's opinion warrant further consideration; however, the independent consultant shall not propose changes to the structure of the PBRM itself. The independent consultant shall complete and issue a written report of its findings and conclusions by July 1 of the year immediately following the triennial review. The report deadline may be waived by the written consent of the TRA Staff, CGC, and the CAD.

The independent consultant shall not propose changes to the structure of the PBRM itself; however, the TRA Staff, CGC, or the CAD may use the report of the independent consultant as grounds for making recommendations or proposed changes to the Authority, and the TRA Staff, CGC, or the CAD may support or oppose such recommendations or proposed changes. Any proposed changes to the structure of the PBRM resulting from the initial triennial review or subsequent triennial reviews, whether adopted by agreement or pursuant to a ruling of the Authority, shall be implemented on a prospective basis only beginning with the incentive plan year immediately following such agreement or ruling.

The cost of the triennial reviews shall be paid initially by CGC and recovered through the ACA account. The TRA Staff may continue its annual audits of the PBR and the ACA account and the triennial reviews shall not in any way limit the scope of such annual audits.