

**BEFORE THE TENNESSEE REGULATORY AUTHORITY  
NASHVILLE, TENNESSEE**

IN RE:

<b>IN THE MATTER OF THE PETITION</b>	)	
<b>OF PLAINS AND EASTERN CLEAN</b>	)	
<b>LINE LLC FOR A CERTIFICATE OF</b>	)	
<b>CONVENIENCE AND NECESSITY</b>	)	Docket No. 14-00036
<b>APPROVING A PLAN TO</b>	)	
<b>CONSTRUCT A TRANSMISSION LINE</b>	)	
<b>AND TO OPERATE AS AN ELECTRIC</b>	)	
<b>TRANSMISSION PUBLIC UTILITY</b>	)	

**TESTIMONY OF MICHAEL SKELLY  
PRESIDENT AND CHIEF EXECUTIVE OFFICER  
CLEAN LINE ENERGY PARTNERS LLC**

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## Exhibits

<b>Exhibit MS-1</b>	<b>Clean Line Energy Partners LLC Organizational Structure</b>
<b>Exhibit MS-2</b>	<b>Qualifications and Experience of Selected Clean Line Management Team Members and Employees</b>

1 **I. INTRODUCTION**

2 **Q. Please state your name and business address.**

3 A. My name is Michael Skelly. My business address is 1001 McKinney Street, Suite 700,  
4 Houston, Texas 77002.

5 **Q. By whom are you employed and in what capacity?**

6 A. I am the President and Chief Executive Officer of Clean Line Energy Partners LLC  
7 (“Clean Line”), and the President of Plains and Eastern Clean Line LLC (“Plains and  
8 Eastern”), the Applicant in this proceeding. Clean Line is the ultimate parent company of  
9 Plains and Eastern.

10 **Q. Please provide an overview of the business of Clean Line and Plains and Eastern.**

11 A. The mission of Clean Line and its subsidiaries, including Plains and Eastern, is to  
12 develop, construct, and operate long-distance transmission lines to deliver renewable  
13 power from the windiest areas of the United States to communities that have a strong  
14 demand for low-cost, renewable energy but that lack access to abundant, cost-effective  
15 clean energy resources. Clean Line’s projects will facilitate the development of wind  
16 generation resources that otherwise would not be constructed due to the lack of available  
17 electric transmission infrastructure needed to deliver wind energy to the load centers  
18 seeking new supplies of renewable energy.

19 Plains and Eastern, a subsidiary of Clean Line, is developing the Plains & Eastern  
20 Clean Line transmission project, an approximately 700-mile, +/-600 kV high voltage  
21 direct current (“HVDC”) transmission line and associated facilities with the capacity to  
22 deliver approximately 3,500 megawatts (“MW”) from renewable energy generation

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1 facilities in the Oklahoma Panhandle region to load serving entities in Tennessee, the  
2 Mid-South and Southeast (the “Project” or the “Plains & Eastern Project”).

3 **Q. Please describe your educational and professional background.**

4 A. I received a Bachelor of Arts in Economics from the University of Notre Dame and  
5 subsequently served in the United States Peace Corps in Central America. After my  
6 service in the Peace Corps, I obtained a Masters of Business Administration from  
7 Harvard Business School. I have been in the renewable energy business for more than 20  
8 years. I developed thermal, hydroelectric, biomass and wind energy projects in Central  
9 America with Energia Global. Subsequently, I joined Horizon Wind Energy (“Horizon”)  
10 and led the growth of that company from a two-person company to one of the leading  
11 wind energy companies in the U.S.

12 I have extensive experience in evaluating and developing wind energy resources.  
13 I have traveled to nearly every state in the U.S. to evaluate the potential to build wind  
14 farms, and I have led the development of more than 2,000 MW of wind energy projects  
15 that were ultimately constructed. During my tenure at Horizon, which has subsequently  
16 been renamed EDP Renewables North America, the company developed and saw the  
17 completion of more than a dozen wind energy projects and created a development  
18 portfolio of more than 10,000 MW in over a dozen states. Several members of our  
19 management team at Clean Line also came from Horizon, where we worked together to  
20 develop and construct various projects, including: 599 MW of wind projects in Illinois;  
21 401 MW of wind projects in Iowa; 925 MW of wind projects in the three-state region of  
22 Oklahoma, Texas and Kansas; 322 MW of wind projects in New York, which  
23 spearheaded a growing interest in wind energy through the northeastern U.S.; 300 MW in

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1 Oregon; 101 MW of wind projects in Minnesota; and 101 MW of wind projects in  
2 Washington state. During my tenure, Horizon initiated work on many other wind farms  
3 that were eventually constructed.

4 In the course of developing those projects, our management team worked with  
5 business leaders, legislators and other governmental officials in the various states and  
6 conducted extensive public outreach efforts to educate landowners and other stakeholders  
7 about wind farm development. Our work in developing and building wind energy  
8 projects has given our management team invaluable experience that is directly relevant  
9 and transferable to the development of Clean Line's and its subsidiaries' projects. In  
10 addition, several members of our team, including Dr. Wayne Galli, our technical witness  
11 in this proceeding, have direct experience with developing and constructing transmission  
12 lines. The experience of the management team is described more fully in **Exhibit MS-2**.

13 **Q. Have you previously testified before regulatory commissions?**

14 A. Yes, I have provided testimony in proceedings before the state regulatory commissions of  
15 several states, including Arkansas, Illinois, Indiana, Kansas, New York, and Wisconsin,  
16 concerning the development of wind farms and transmission projects.

17 **Q. What is the purpose of your testimony in this proceeding?**

18 A. The purpose of my testimony in this proceeding is to (1) summarize the relief being  
19 requested by Plains and Eastern from the Tennessee Regulatory Authority ("Authority"),  
20 (2) provide an overview of Plains and Eastern's case-in-chief testimony and witnesses,  
21 (3) summarize the Project's purpose and schedule, (4) summarize benefits of the Project,  
22 and (5) provide information about the managerial, technical, and financial capabilities of

Clean Line and Plains and Eastern to develop, construct, own, operate, manage and control the Plains & Eastern Project.

**Q. What relief is Plains and Eastern requesting from the Authority in this case?**

A. Plains and Eastern is requesting an order from the Authority:

- 1) Granting Plains and Eastern a Certificate of Public Convenience and Necessity pursuant to Tenn. Code Ann. § 65-4-208 approving its plan to construct an interstate electric transmission line in the State of Tennessee;
- 2) Granting Plains and Eastern a Certificate of Public Convenience and Necessity pursuant to Tenn. Code Ann. § 65-4-201 to operate as an electric transmission public utility in Tennessee;
- 3) Confirming that Plains and Eastern is not subject to the rate-making authority of the Authority because its rates will be subject to regulation by the Federal Energy Regulatory Commission (“FERC”);
- 4) To the extent deemed necessary by the Authority, waiving the applicability of Rule 1220-04-01-.11 to Plains and Eastern so long as Plains and Eastern maintains its books and records in accordance with FERC’s Uniform System of Accounts at 18 C.F.R. Part 101; and
- 5) Granting proprietary and confidential treatment to the information designated by Plains and Eastern as proprietary and confidential in the testimony and exhibits submitted in this proceeding; and
- 6) Granting such other and further relief to which Plains and Eastern may be entitled.

**Q. Please identify the witnesses who are submitting direct testimony on behalf of Plains and Eastern and the primary topics they are addressing.**

A. Plains and Eastern’s witnesses and the primary topics addressed in their testimony are as follows:

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<b>Witness</b>	<b>Primary Testimony Topics</b>
<b>Michael Skelly</b> President and CEO of Clean Line; President of Plains and Eastern	<ul style="list-style-type: none"> <li>• Overview of Plain and Eastern’s case-in-chief, including overview of relief requested from the Authority</li> <li>• Clean Line’s and Plains and Eastern’s ownership, organizational structures, and business objectives</li> <li>• A description of the public interest and public benefits that the Project will provide</li> <li>• Clean Line’s and Plains and Eastern’s technical, managerial and financial capability</li> </ul>
<b>David Berry</b> Clean Line Executive Vice President – Strategy and Finance	<ul style="list-style-type: none"> <li>• Need for the Plains &amp; Eastern Clean Line</li> <li>• Benefits of the Plains &amp; Eastern Project</li> <li>• Plains and Eastern’s financing capability and financing plan</li> </ul>
<b>Wayne Galli</b> Clean Line Executive Vice President – Transmission and Technical Services	<ul style="list-style-type: none"> <li>• Status of interconnection processes for the Plains &amp; Eastern Project and interactions with TVA and other transmission system operators</li> <li>• Plains and Eastern’s technical capabilities</li> <li>• Project’s proposed design and technical specifications</li> <li>• Benefits of using HVDC technology</li> </ul>
<b>Mario Hurtado</b> Clean Line Executive Vice President and Project Manager for Plains & Eastern Clean Line	<ul style="list-style-type: none"> <li>• Project description</li> <li>• Plains and Eastern’s public outreach efforts and process</li> <li>• Plains and Eastern’s approach to negotiations with landowners</li> </ul>
<b>Jason Thomas</b> Clean Line Director, Environmental	<ul style="list-style-type: none"> <li>• Plains and Eastern’s route selection process</li> <li>• Identification of Plains &amp; Eastern Clean Line’s Proposed Right-of-Way in Tennessee</li> </ul>

1     **Q.     Have you reviewed the Petition that Plains and Eastern has filed in this docket?**

2     **A.     Yes, I have.**

3     **Q.     Are the statements contained in the Petition true and correct to the best of your**  
4     **knowledge, information and belief?**

5     **A.     Yes, they are.**

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1 **Q. Will Plains and Eastern comply with the policies, rules and orders of the Tennessee**  
2 **Regulatory Authority that are applicable to Plains and Eastern's operations in**  
3 **Tennessee?**

4 A. Yes, Plains and Eastern will.

5 **II. BUSINESS OBJECTIVES, CORPORATE ORGANIZATION AND OWNERSHIP**  
6 **STRUCTURE OF CLEAN LINE AND PLAINS AND EASTERN**

7 **Q. Please describe the mission of Clean Line.**

8 A. Clean Line's mission is to develop a series of long-haul transmission lines that will  
9 deliver thousands of megawatts of renewable power from the windiest areas of the United  
10 States to communities and cities that have a strong demand for clean, low-cost, reliable  
11 energy.

12 The United States possesses some of the best renewable energy resources in the  
13 world. Bolstered by the improvement in efficiency and cost of renewable energy  
14 technologies, and the need for cleaner energy, the U.S. is moving towards a cleaner  
15 energy economy. However, continued growth of renewable energy in the U.S. faces a  
16 serious challenge: the lack of transmission to connect high wind resource areas to the  
17 load centers that are seeking new sources of renewable energy.

18 The existing transmission system was created primarily as a result of local utility  
19 planning to connect population centers with nearby fossil fuel power plants; it is now  
20 insufficient to meet the demands of our new energy economy. We need long-haul  
21 transmission lines to reliably and affordably move America's vast renewable energy  
22 resources to market.

23 **Q. Please describe the organizational structure and ownership of Clean Line and Plains**  
24 **and Eastern and their affiliates.**

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1 A. Plains and Eastern, the Applicant in this proceeding, is a limited liability company  
2 organized under the laws of the State of Arkansas and is authorized to do business in  
3 Tennessee. (See Petition, Exhibits A and B.) Plains and Eastern is a wholly owned  
4 subsidiary of Plains and Eastern Clean Line Holdings LLC, a Delaware limited liability  
5 company, which in turn is a wholly owned subsidiary of Clean Line, a Delaware limited  
6 liability company. Plains and Eastern is jointly developing the Project with its affiliate,  
7 Plains and Eastern Clean Line Oklahoma LLC. As I will describe, Clean Line owns  
8 additional subsidiaries, which are developing transmission line projects in other parts of  
9 the country.

10 **Exhibit MS-1** is an organizational structure chart showing Clean Line and all of  
11 its subsidiaries, including Plains and Eastern.

12 Clean Line's investors are GridAmerica Holdings, Inc. (a subsidiary of National  
13 Grid USA ("National Grid")), Clean Line Investor Corp. (a subsidiary of ZAM Ventures,  
14 L.P. ("ZAM Ventures")), Michael Zilkha, and Clean Line Investment LLC. In the United  
15 States, National Grid's regulated subsidiaries deliver electricity to approximately 3.4  
16 million customers in New York, Massachusetts and Rhode Island. Through these  
17 subsidiaries, National Grid owns and operates over 8,600 miles of high voltage  
18 transmission, 100 miles of underground cable and 522 substations. National Grid is also  
19 the largest distributor of natural gas in the northeastern United States, serving  
20 approximately 3.5 million customers in New England and upstate New York. Other  
21 operating subsidiaries are involved in LNG storage. National Grid also invests and  
22 participates in the development of natural gas pipelines and other energy-related projects.

1 National Grid is a wholly owned U.S. subsidiary of National Grid plc, a major  
2 multinational company whose principal activities are owning and operating regulated  
3 networks for the transmission and distribution of electricity and natural gas. National  
4 Grid plc is based in the United Kingdom and is one of the largest investor-owned energy  
5 companies in the world with \$75 billion in assets and over \$22 billion in annual revenues.  
6 In the United Kingdom, a subsidiary of National Grid plc, National Grid Electricity  
7 Transmission plc, owns and operates the high voltage electric transmission system in  
8 England and Wales, comprising approximately 4,500 miles of overhead transmission  
9 lines among other assets, and operates the high voltage electricity transmission system in  
10 Scotland. National Grid Electricity Transmission plc is also the operator and part owner  
11 of a 2,000 MW HVDC link to France, a 1,000 MW HVDC link to the Netherlands, and a  
12 planned HVDC facility to link Scotland with England and Wales. Another subsidiary of  
13 National Grid plc, National Grid Gas plc, owns and operates the gas transportation  
14 system, comprising approximately 4,700 miles of high pressure pipe, and a majority of  
15 the gas distribution system, in Great Britain, serving over 11 million homes and  
16 businesses.

17 ZAM Ventures is one of the principal investment vehicles for ZBI Ventures,  
18 L.L.C (“ZBI Ventures”). ZBI Ventures focuses on long-term investments in the energy  
19 sector. ZBI Ventures has invested in several private conventional and unconventional oil  
20 and gas investments in the United States, Canada and elsewhere in the world, and has  
21 made several investments in alternative energy companies.

22 Michael Zilkha has a proven track record of successful and productive  
23 investments in the energy industry, including as the primary investor in Horizon during

1 its early growth. Clean Line Investment LLC is owned by employees and service  
2 providers of Clean Line, and is a small, minority shareholder in Clean Line.

3 **Q. Please describe the current and planned business operations of Clean Line and its**  
4 **subsidiaries.**

5 A. Clean Line, through its subsidiaries, Plains and Eastern, the Applicant in this proceeding  
6 and Plains and Eastern Clean Line Oklahoma LLC<sup>1</sup>, is developing the Plains & Eastern  
7 Project. The Plains & Eastern Project is comprised of an approximately 700-mile, +/-600  
8 kV HVDC electric transmission system and associated facilities with the capacity to  
9 deliver approximately 3,500 MW from renewable energy generation facilities in the  
10 Oklahoma Panhandle region to the Tennessee Valley Authority (“TVA”) in Tennessee  
11 and other load serving entities throughout the Mid-South and Southeast. The TVA and  
12 other load serving entities have a strong and growing demand for cost-effective electricity  
13 from renewable resources. Clean Line and its subsidiaries are presently developing four  
14 other transmission projects, each of which will connect wind generation resources in  
15 wind-rich areas of the U.S. to load and population centers where a demand exists for  
16 electricity from renewable resources. While Clean Line’s legal, financial, accounting,  
17 and engineering teams support work on all the five projects, each line has a dedicated  
18 project development team that works solely on that project. In addition, as David Berry  
19 will describe in more detail in his testimony, each of Clean Line’s projects is owned  
20 separately and will be financed separately. Clean Line’s other transmission projects are:

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<sup>1</sup> Plains and Eastern Clean Line LLC is incorporated in Arkansas and is the project entity for the Arkansas and Tennessee portions of the Project. Plains and Eastern Clean Line Oklahoma LLC is incorporated in Oklahoma and is the project entity for the Oklahoma portion of the Project. Due to different state statutory requirements regarding entity incorporation, there are two Project entities.

- 1 • Grain Belt Express Clean Line LLC is developing the Grain Belt Express Clean Line,  
2 an approximately 700-mile-long HVDC transmission project, which will deliver  
3 thousands of megawatts of electric power from wind generation resources in western  
4 Kansas and the surrounding area to Missouri, Illinois, Indiana, and states farther east.
- 5 • Centennial West Clean Line LLC is developing the Centennial West Clean Line, an  
6 approximately 900-mile-long HVDC transmission project, which will deliver up to  
7 3,500 MW of electric power from wind generation facilities in New Mexico to  
8 southern California and other load centers in the Western United States.
- 9 • Rock Island Clean Line LLC is developing the Rock Island Clean Line, an  
10 approximately 500-mile-long HVDC transmission line, which will deliver up to 3,500  
11 MW of electric power from wind generation facilities in western Iowa, to Illinois and  
12 points farther east.
- 13 • Western Spirit Clean Line LLC is developing the Western Spirit Clean Line, an  
14 approximately 200-mile-long transmission line that will deliver up to 1,500 MW of  
15 renewable power from east-central New Mexico to load centers in the Western United  
16 States.

### 17 **III. PLAINS & EASTERN PROJECT'S PURPOSE, BENEFITS AND TIMING**

18 **Q. Why is Plains and Eastern proposing to develop and construct the Plains & Eastern**  
19 **Clean Line?**

20 **A.** We are developing the Plains & Eastern Clean Line for several reasons, which I will  
21 summarize here, and which are described in more detail in the testimony of the other  
22 Plains and Eastern witnesses.

23 (1) There has and will continue to be a demand for affordable and reliable  
24 renewable energy in Tennessee, the larger TVA service footprint, and throughout the  
25 Mid-South and Southeast.

26 (2) Onshore wind energy produced in the Great Plains constitutes some of the  
27 lowest-cost renewable energy in the United States, but there is a lack of adequate  
28 transmission infrastructure to deliver the wind energy where it can be produced most cost  
29 effectively to meet the demand of load serving entities in Tennessee, the Mid-South, and

1 Southeast. The Project will allow TVA and other utilities in the South to reliably and  
2 consistently access the country's most cost-effective wind energy resources.

3 (3) There are abundant wind resources available in the Oklahoma Panhandle  
4 region and many wind developers that desire to further develop those resources but that  
5 cannot construct their projects due to the lack of available electric transmission  
6 infrastructure to transmit the wind energy to load.

7 (4) Due to improvements in technology and market competition, electricity from  
8 wind has become one of the lowest cost sources of new generation. The cost of new  
9 wind generation that is produced from the best wind resources is lower than other new  
10 generation sources.

11 **Q: Please describe the benefits that the Project will provide.**

12 A: The Plains & Eastern Project will bring numerous and substantial public benefits,  
13 including:

- 14 • Low-cost, clean energy to Tennessee and other areas in the Mid-South and Southeast,  
15 saving customers money on their electric bills.
- 16 • Cleaner air and water for Tennessee and the region by reducing the use of fossil fuel  
17 generation.
- 18 • Over \$300 million of direct investment in infrastructure in Shelby County and Tipton  
19 County, Tennessee.
- 20 • Thousands of new construction and operations jobs in Tennessee, Arkansas, and  
21 Oklahoma.
- 22 • Billions of dollars of investments in new renewable energy projects.
- 23 • Increased opportunities in the manufacturing sector for wind turbines, components,  
24 and related facilities that will be constructed as a result of the Project.
- 25 • Property tax revenue for local communities and schools.
- 26 • Payments to landowners for the easements needed to construct and operate the  
27 Project.

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1 David Berry will describe the benefits in more detail in his testimony. These benefits  
2 will accrue to the public without imposing costs broadly on ratepayers. The Project will  
3 be funded by specific shippers, either wind generators that want to move the power to  
4 market or utilities that want to purchase low-cost wind power from the Oklahoma  
5 Panhandle.

6 **Q. Why has Plains and Eastern selected western Tennessee, and TVA's Shelby**  
7 **Substation in particular, as the eastern delivery point for the Plains & Eastern**  
8 **Project?**

9 A. Plains and Eastern views Tennessee as an attractive market for low-cost, reliable  
10 renewable energy. Moreover, we view Tennessee as a natural distribution hub for low-  
11 cost renewable energy throughout the region. As I described above, the State of  
12 Tennessee can realize substantial public benefits by serving in this role.

13 In developing the initial geographic scope for the Project, Plains and Eastern  
14 sought to connect the abundant, cost-effective wind resources of the Oklahoma  
15 Panhandle region with the Mid-South and Southeast, areas of the country with a growing  
16 economy and an increasing demand for low-cost renewable energy. In particular TVA  
17 has been a leader in realizing the benefits of wind energy in the Southeast. In its most  
18 recent Integrated Resource Plan, TVA called for 2,500 MW of renewable energy  
19 purchases by 2020.<sup>2</sup> Wind energy from economical locations such as the Oklahoma  
20 Panhandle can provide a consistent, long-term, low-cost energy supply to TVA and other  
21 load-serving utilities in the Mid-South and Southeast.

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<sup>2</sup> Available at [http://www.tva.com/environment/reports/irp/archive/pdf/Final\\_IRP\\_complete.pdf](http://www.tva.com/environment/reports/irp/archive/pdf/Final_IRP_complete.pdf) ("2011 TVA IRP"), p 153-154. (last accessed on April 3, 2014).

1           After a thorough technical analysis, TVA's Shelby Substation in western  
2 Tennessee emerged as the optimal location to deliver 3,500 MW of power. This Shelby  
3 Substation can act as a hub, from which TVA's robust electric grid can deliver power  
4 from the Plains & Eastern Project to consumers in Tennessee, the Mid-South and  
5 Southeast. Tennessee's unique geographic position means that it borders eight different  
6 states, and TVA's 500 kV transmission system allows for the connections to many of the  
7 major utilities in the Southeast.

8           TVA's Shelby Substation was selected as the ideal interconnection point for  
9 several reasons including:

10           1) Proximity to existing transmission facilities capable of reliable interconnection  
11 and delivery of up to 3,500 MW of power to points throughout Tennessee, the Mid-South  
12 and Southeast.

13           2) The level of potential upgrades required to accommodate the Project. Other  
14 delivery points would have resulted in more substantial upgrades to the system, which  
15 would raise the cost of delivered energy to consumers.

16           3) Historical congestion and market access – given the robustness of the TVA  
17 grid and the geographic location of the Shelby Substation, this delivery point will provide  
18 access for the energy delivered by the Project to be made available to customers  
19 throughout Tennessee, the Mid-South, and Southeast.

20           4) Land use and environmental siting considerations - meaning a reasonable route  
21 for the transmission line can be identified that will provide access to the Shelby  
22 Substation.

23 **Q.     How long has Plains and Eastern been developing the Project?**

1 A. We have been developing the Project since 2009. Since that time we have made  
2 substantial progress in many areas of the Project's development, including routing, right-  
3 of-way acquisition, interconnection studies, and engineering. For example, in addition to  
4 identifying the Proposed Right-of-Way that we have submitted in this case, we have  
5 already acquired a majority of the right-of-way needed for the Project in Tennessee. My  
6 colleague, Mr. Mario Hurtado, describes these project development efforts in detail in his  
7 testimony.

8 **Q. Why is now the appropriate time for Plains and Eastern to apply to the Authority?**

9 A. The Project's development has advanced to the point that Clean Line has identified a  
10 Proposed Right-of-Way that can be considered by the Authority. Further, the Project  
11 schedule plans for commencement of construction in 2016 and reaching commercial  
12 operation in 2018. Prior to filing with the Authority, we wanted to allow ample time to  
13 develop a Proposed Route that took extensive stakeholder feedback into account. We  
14 also wanted to allow time to reach out to each landowner along the Proposed Right-of-  
15 Way in Tennessee to provide information about the Project and to discuss the easements  
16 needed to construct and operate the Project. Four years of such development efforts have  
17 reached the point where Clean Line can now provide the information necessary for the  
18 Authority's consideration and action on the request for relief described earlier in my  
19 testimony.

20 **Q. Does Plains and Eastern plan to provide any retail electric utility services in**  
21 **Tennessee?**

22 A. No. Plains and Eastern will provide only wholesale-level transmission services; it will  
23 not provide any retail electric utility services in Tennessee or elsewhere, and its



1 application does not seek authority to do so. More specifically, Plains and Eastern's  
2 transmission service will be subject to the jurisdiction of FERC under the FPA and  
3 FERC's regulations. Plains and Eastern expects that its customers will consist principally  
4 of (1) wind energy producers located in the wind-rich resource area at the western end of  
5 the Project, and (2) wholesale buyers of electricity, such as utilities, that are seeking to  
6 purchase electricity generated from renewable resources. These wholesale buyers may  
7 include TVA as well as other utilities inside and outside of Tennessee that seek to  
8 purchase low-cost electricity generated in the Oklahoma Panhandle region. Because  
9 Plains and Eastern will be engaged in the provision of interstate wholesale transmission  
10 services, it is considered a public utility pursuant to the FPA and the allocation of  
11 transmission capacity over the Plains & Eastern line and rates for its wholesale  
12 transmission services are subject to the jurisdiction of FERC. In an Order dated  
13 September 7, 2012, FERC granted Plains and Eastern's application for authorization to  
14 sell wholesale transmission services at negotiated rates and for related relief. That Order  
15 is attached as **Exhibit DB-8** to Mr. David Berry's testimony.

#### 16 **IV. MANAGERIAL, TECHNICAL AND FINANCIAL CAPABILITIES**

17 **Q. Does Plains and Eastern have the managerial, financial and technical expertise to**  
18 **operate as a public utility in Tennessee and to construct and operate the Project and**  
19 **provide transmission services as proposed?**

20 **A.** Yes. Clean Line, as Plains and Eastern's parent company, has assembled an  
21 experienced and knowledgeable team to manage the development, construction and  
22 operation of the Project and the other transmission projects under development by other  
23 Clean Line subsidiaries. Clean Line's team has a combination of experience and diverse

1 skill sets. Our team includes substantial expertise in electrical engineering, environmental  
2 studies, finance and other disciplines. In assembling the team, we look for people who  
3 work well together and have the ability to work with the many stakeholders involved in a  
4 major infrastructure project. This includes people who understand the local environment,  
5 who can work with the local authorities to obtain the necessary permits, and who have the  
6 right technical talents and experience in developing, constructing and operating energy  
7 and transmission facilities efficiently and within the applicable reliability and safety  
8 guidelines. Clean Line's team members have managed the development, construction  
9 and operation of many large-scale energy infrastructure projects around the United States,  
10 including transmission lines, wind farms and fossil fuel power plants. **Exhibit MS-2**  
11 provides detailed statements of the qualifications and experience of key members of the  
12 Clean Line/Plains and Eastern team.

13           Additionally, National Grid, one of Clean Line's principal investors, is one of the  
14 largest investor-owned utilities in the world and has extensive experience in developing,  
15 constructing, owning and operating transmission networks, including HVDC  
16 transmission facilities. Our management team consults regularly with the construction  
17 management and technical teams of National Grid, who implemented the BassLink  
18 HVDC transmission project between Australia and Tasmania and the BritNed HVDC  
19 transmission project between the United Kingdom and the Netherlands. National Grid's  
20 construction management team provides support to Clean Line and its project companies  
21 on development activities, engineering, development and procurement, and project  
22 management for HVDC transmission projects. Clean Line also has a direct line of  
23 communication with National Grid's global procurement team, who can provide

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1 benchmark pricing and procurement assistance on structures, conductors and labor costs.  
2 National Grid has made, and has committed that it will continue to make, its construction  
3 management resources available to aid Clean Line and its project companies whenever  
4 necessary. This is one of the synergies provided by National Grid's investment in Clean  
5 Line. National Grid's resources are available to advise Clean Line on construction and  
6 technical issues or otherwise in the management of its projects, including the Plains &  
7 Eastern Project.

8 Finally, Plains and Eastern will hire industry-leading, experienced, contractors  
9 and consultants to assist in the design and construction of the Project. For example, Plains  
10 and Eastern has already contracted with Fluor Enterprises, Inc. ("Fluor") to provide  
11 engineering, procurement and construction ("EPC") services during the development  
12 phase of the Project. Fluor is a Fortune 500 company with more than 41,000 employees  
13 operating globally. Fluor has extensive project experience in the Southeast U.S.,  
14 including large-scale linear projects such as the Conway Bypass Design-Build and the  
15 Carolinas and SCG Pipeline Projects. The agreement with Fluor contemplates that Plains  
16 and Eastern and Fluor will enter into an EPC contract for Fluor to construct the Project.

17 Fluor has partnered with Pike Electric, Inc. ("Pike") to assist in providing EPC  
18 services for the Plains & Eastern Project. Pike has been providing transmission and  
19 distribution services in the Southeast since 1945. Pike provided EPC services for SC  
20 Electric & Gas, V.C. Summer Nuclear Station Infrastructure Expansion.

21 **Q. Are Clean Line and Plains and Eastern capable of financing the Project in**  
22 **Tennessee?**

1 A. Yes. Clean Line's investors are providing capital to enable Clean Line to undertake the  
2 development and permitting work for its transmission line projects, including the Plains  
3 & Eastern Project. The funding provided by these equity investors will enable Clean Line  
4 and its subsidiaries to bring the Project, and the other transmission projects being  
5 developed by other subsidiaries of Clean Line, to a point of development at which long-  
6 term transmission service agreements can be signed with transmission customers and, on  
7 the basis of these agreements, project-specific financing arrangements can be entered into  
8 with lenders and with equity investors and/or other partners.

9 In the electric utility industry, the development of innovative and competitive  
10 projects requires experienced investors focused on long-term results that recognize that  
11 interstate transmission projects take many years. Clean Line's investors meet these  
12 criteria. As described previously, Clean Line's principal equity owners, ZAM Ventures,  
13 National Grid, and Mr. Michael Zilkha have deep experience in the energy field,  
14 including electric power and renewable energy. ZAM Ventures is concerned with long-  
15 term results and the growth of the renewable energy industry and therefore is an ideal  
16 private equity investor for Clean Line. National Grid's parent, National Grid plc, is one  
17 of the largest investor-owned utilities in the world and has \$75 billion in assets and over  
18 \$22 billion in annual revenues. National Grid's participation as an equity investor in  
19 Clean Line provides additional standing in the capital markets for Clean Line's projects,  
20 financing plans, and financial capabilities. Furthermore, National Grid is experienced in  
21 financing energy infrastructure projects, including transmission lines and HVDC  
22 facilities. Clean Line and its subsidiaries, including Plains and Eastern, can draw on this

1 expertise when necessary in connection with the financing of their electric transmission  
2 projects.

3 With the backing of these investors, Clean Line has secured capital to perform the  
4 work to obtain the necessary permits and approvals for its proposed projects, including  
5 the Plains & Eastern Clean Line, to acquire appropriate land options, to conduct  
6 extensive public outreach, to initiate acquisition of easements in selected areas, and to  
7 otherwise responsibly conduct development activities for the Plains & Eastern Project  
8 and Clean Line's other transmission projects up to the point that specific project  
9 financing agreements can be negotiated and executed. Clean Line's equity investors are  
10 excellent partners for the current stage in this process, and as our projects move forward,  
11 they may be joined by additional investors who are well-suited for this undertaking.

12 Further, experience shows that significant amounts of liquidity exist in the capital  
13 markets for transmission projects that have reached an advanced stage of development.  
14 As Mr. David Berry discusses in his testimony, capital markets have a substantial history  
15 of supporting transmission projects, including merchant transmission projects, through  
16 debt and equity financings. Mr. Berry provides additional information on Clean Line's  
17 and Plains and Eastern's financial capabilities and resources and financing plans for  
18 construction of the Plains & Eastern Clean Line.

19 **Q. Have any other state regulatory commissions determined that Clean Line or its**  
20 **subsidiaries have the technical, managerial or financial capability to construct, own**  
21 **and operate the Clean Line projects?**

22 **A.** Yes. On October 28, 2011, the Oklahoma Corporation Commission ("OCC") granted the  
23 application of Plains and Eastern Clean Line Oklahoma LLC for authority to operate as

1 an electric transmission public utility in Oklahoma (Cause No. PUD 201000075). The  
2 OCC affirmed the Administrative Law Judge’s recommendation that Plains and Eastern  
3 Clean Line Oklahoma LLC “possesses the financial, managerial, and technical  
4 experience to build, own, and operate transmission in Oklahoma.”<sup>3</sup> Plains and Eastern  
5 Clean Line Oklahoma LLC, which has the same resources, investors, and business model  
6 as applicant, will own and operate the portion of the Project in Oklahoma.

7 On May 22, 2013, the Indiana Utility Regulatory Commission (“IURC”) granted  
8 Grain Belt Express Clean Line LLC the authority to operate as a transmission-only public  
9 utility in the State of Indiana (Cause No. 44264). Among other things, the IURC found  
10 that “Petitioner submitted extensive evidence of its technical, managerial, and financial  
11 capability to construct, own and operate the Project.”<sup>4</sup>

12 On December 7, 2011, the Kansas Corporation Commission (“KCC”) granted the  
13 application of Grain Belt Express Clean Line LLC to operate as a public utility in the  
14 State of Kansas (Docket No. 11-GBEE-624-COC). The KCC found that “...there is  
15 sufficient competent evidence demonstrating that Clean Line has the managerial,

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<sup>3</sup> Order No. 590530, Cause No. PUD 201000075, *In the Matter of the Application of Plains and Eastern Clean Line LLC, to Conduct Business as an Electric Utility in the State of Oklahoma*, Exhibit A, p. 2.

<sup>4</sup> Order of the Commission, Cause No. 444264, *Petition of Grain Belt Express Clean Line LLC for: (1) a Determination of its Status as a “Public Utility” under Indiana Law; (2) a Determination that it has the Technical, Managerial, and Financial Capability to Operate as a Public Utility in Indiana; (3) Authority to Operate as a Public Utility in Indiana, including Authority to Exercise all Rights and Privileges of a Public Utility Accorded by Indiana Law; (4) Authority to Transfer Functional Control of Operation of its Transmission Facilities to be Constructed in Indiana to a Fully Functioning Regional Transmission Organization; (5) a Determination that the Commission should Decline to Exercise Certain Aspects of its Jurisdiction over Petitioner Clean Line LLC; (6) Authority to Locate its Books and Records Outside the State of Indiana; (7) Consent by the Commission to Boards of County Commissioners for Petitioner Clean Line LLC to Occupy Public Rights of Way, to the Extent it may be Necessary; and (8) all other Appropriate Relief*, pp. 18-19.

1 financial, and technical experience to construct, operate, and maintain the line.”<sup>5</sup> Further,  
2 on November 07, 2013, the KCC granted the application of Grain Belt Express for a  
3 siting permit, conferring on Grain Belt Express the right to construct the Kansas portion  
4 of the Grain Belt Express project. In issuing this siting permit, the KCC found that the  
5 line is necessary and that the line provides a “benefit to both consumers in Kansas and  
6 consumers outside the state and economic development benefits in Kansas.”<sup>6</sup>

7 **Q. Please summarize Plains and Eastern’s capability to develop, construct, own and**  
8 **operate the Plains & Eastern Project in Tennessee.**

9 A. The team responsible for developing, constructing, owning and operating the Project has  
10 extensive experience in performing similar functions in the energy and transmission  
11 industry. The Project is backed by investors with deep knowledge of electric  
12 transmission infrastructure, including HVDC transmission, and will lend this knowledge  
13 to the Project when needed. The vendors selected to assist with executing the Project will  
14 also have substantial experience in the relevant areas. Further, several other states have  
15 determined that Plains and Eastern’s affiliates, using a similar approach to Plains and  
16 Eastern, have the capability to construct, own and operate electric transmission  
17 infrastructure and to serve as a public utility.

18 **Q. Does this conclude your prepared direct testimony in this proceeding?**

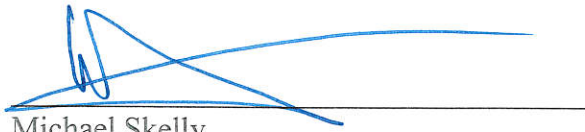
19 A. Yes, it does.

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<sup>5</sup> Order Approving Stipulation & Agreement And Granting Certificate, Docket No: 11-GBEE-624-COC, *In the Matter of the Application of Grain Belt Express Clean Line LLC for a Limited Certificate of Public Convenience to Transact the Business of a Public Utility in the State of Kansas*, p. 25.

<sup>6</sup> K.S.A. 66-1,180.

I swear that the foregoing testimony is true and correct to the best of my knowledge, information and belief.



Michael Skelly  
President and Chief Executive Officer  
Clean Line Energy Partners LLC

STATE OF TEXAS :

COUNTY OF HARRIS :

Sworn and subscribed before me this 3 day of April, 2014.



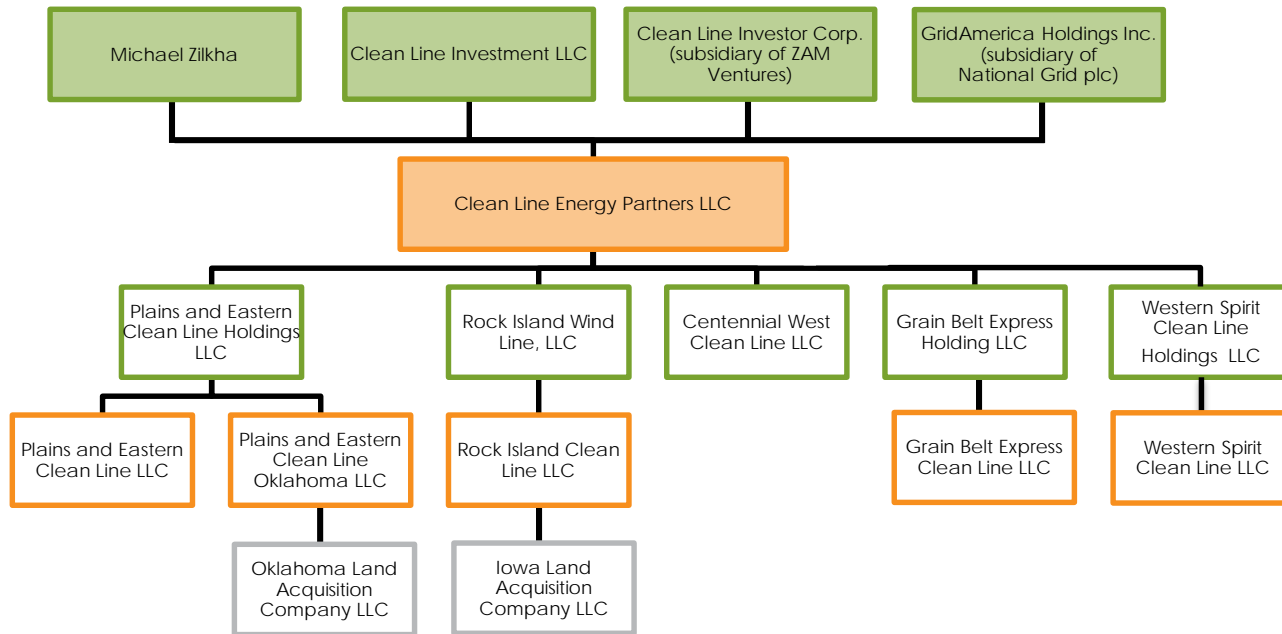
Notary Public

My Commission Expires: 7-22-2015





**EXHIBIT MS-1:**      Clean Line Energy Partners LLC Organizational Structure



**EXHIBIT MS-2:**      Qualifications and Experience of Selected Clean Line Management Team  
Members and Employees

**Plains and Eastern Clean Line**  
**Additional Information on Qualifications and Experience of Selected**  
**Clean Line Management Team Members and Employees**

**Michael Skelly**  
**President and CEO**

Horizon Wind Energy – Chief Development Officer

- Built and developed over 2,600 MW of electric projects, including: Blue Canyon V Wind Farm and Gen Tie, Pine Tree Wind Farm and Gen Tie, Rail Splitter Wind Farm and Gen Tie, Rattlesnake Road Wind Farm, Twin Groves II Wind Farm and Gen Tie, Meridian Way I & II Wind Farm and Gen Tie, Lone Star II Wind Farm, Pioneer Prairie I & II Wind Farm, Prairie Star Wind Farm and Gen Tie, Twin Groves I Wind Farm and Gen Tie, Lone Star I Wind Farm, Elkhorn Wind Farm, Maple Ridge I & II Wind Farm and Gen Tie, Wild Horse Wind Farm and Gen Tie, Blue Canyon I & II Wind Farm and Gen Tie, Mill Run Wind Farm, Somerset Wind Farm, Top of Iowa Wind Farm, Madison Wind Farm, Tierras Morenas Wind Farm.
- Participated in construction supervision, onsite inspections, the review of quality assurance/quality control procedures, the implementation of safety strategies, and resolving logistical issues of wind farms and generation tie lines.
- Responsible for purchasing equipment from wind turbine manufacturers.
- Responsible for negotiating EPC contracts for both equipment and construction, hiring construction supervision teams, negotiating balance of plant contracts for the turbine equipment, and performing development activities, including land acquisition, permitting, and turbine siting.

**Wayne Galli, Ph.D, P.E.**  
**Executive Vice President, Transmission and Technical Services**

NextEra Energy Resources – Director, Transmission Development

Responsible for routing, siting and engineering for approximately 330 miles of new transmission lines, including HVDC lines for the CREZ Transmission Projects in Texas.

Responsible for vetting potential contractors and letting contract awards to contractors.

Participated in planning and project management for a 229-mile transmission line, including providing a planning and engineering interface with the project's construction management team.

Southwest Power Pool – Supervisor of the Operations Engineering Group

Responsible for providing engineering support for the SPP Reliability Coordinator and Market Operations, including engineering analysis and operational planning activities.

Responsible for coordinated outage planning of transmission across the SPP footprint in conjunction with impacted neighboring electric systems.

Supervised factory acceptance testing of various software systems.

#### Southern Company Services – Engineer III

Analyzed 500 kV expansion plans for planning and strengthening Southern Company's 500 kV backbone transmission system.

Received training in transmission construction practices through Southern's internal training programs.

#### Siemens Westinghouse Technical Services – Power Systems Engineer – Senior Engineer

Commercial Power systems experience including performing power quality studies, relay coordination studies, and system design.

Taught customer courses in power quality.

#### Newport News Shipbuilding – Senior Engineer

Designed shipboard power systems.

### **Jayshree Desai** **Executive Vice President**

#### Horizon Wind Energy – Chief Financial Officer

- Financed over 2,400 MW of electric projects, including: Blue Canyon V Wind Farm and Gen Tie, Pine Tree Wind Farm and Gen Tie, Rail Splitter Wind Farm and Gen Tie, Rattlesnake Road Wind Farm, Twin Groves II Wind Farm and Gen Tie, Meridian Way I & II Wind Farm and Gen Tie, Lone Star II Wind Farm, Pioneer Prairie I & II Wind Farm, Prairie Star Wind Farm and Gen Tie, Twin Groves I Wind Farm and Gen Tie, Lone Star I Wind Farm, Elkhorn Wind Farm, Maple Ridge I & II Wind Farm and Gen Tie, Wild Horse Wind Farm and Gen Tie, Blue Canyon I & II Wind Farm and Gen Tie.
- Responsible for raising capital needed for development and construction.
- Oversight responsibilities for project controls, including creating and implementing budget reporting tools and processes to enable the owner to develop the project budget and monitor performance against the budget during the development and construction processes.
- Developed analytics to ensure that the turbine supply and balance of plant contracts and revenue contracts for the projects were priced appropriately and that the allocation of risk among the contracting parties was appropriate.

- Worked closely with the owner's CEO and COO in hiring qualified personnel for the projects and ensuring that each project was staffed appropriately for each stage of project development, construction, and operation.

**Mario Hurtado**  
**Executive Vice President**

Globeleq – Vice President for Operations

- Oversaw the overall operations and performance of the following projects: CEPP Thermal Plant, Pacora Thermal Plant, Nejapa Thermal Plant, Fortuna Hydroelectric Plant
- Oversaw implementation of the operations optimization programs.
- Responsible for scheduling major maintenance activities, instituting preventative and predictive maintenance practices, and minimizing downtime during outages.
- Oversaw the institution and implementation of best-in-class safety performance standards for these projects in order to ensure compliance with the relevant OSHA standards.
- Oversaw the negotiation of EPC contracts for the construction of these projects, including the development of risk matrices to measure the different components of construction risk, the allocation of construction risk components, and the formulation of mitigation measures to bracket the owner's risk within acceptable financial and operational limits.
- Negotiated multiple contract structures for these projects, including full competitive EPC bid processes.

**Jonathan Abebe**  
**Manager of Electrical Engineering**

Vestas – Lead Power Systems Engineer

Responsible for investigating solutions for increasing wind integration, which primarily involved investigating different energy storage technologies to mitigate for the intermittent nature of wind. These technologies also allowed wind farms to participate in ancillary service markets. Specific tasks included developing software models to simulate how various energy storage techniques can be applied for various ancillary services.

National Grid USA/National Grid USA Service Co./GridAmerica LLC – Manager of Transmission Reliability Performance

Managed the reliability performance group – responsible for maintaining system reliability, performing detailed analyses of National Grid USA's transmission system reliability performance, and identifying transmission upgrades to National Grid USA's transmission systems.

Senior Engineer in the Asset Management Group – developed asset replacement strategies for HVAC and HVDC transmission equipment; developed spare adequacy strategies for 345/115 kV and 230/115 kV transformers; conducted substation asset

health reviews and capital work prioritization analyses for National Grid USA's transmission assets.

Engineer in the Transmission Planning Group – responsible for conducting bulk power system planning studies, taking into account reliability, economics and operating flexibility for transmission system expansion as well as interconnection of new generation and load to National Grid USA's transmission system in western Massachusetts.

Operational Planning Engineer – assessed impacts of nearly 600 high-voltage equipment outages for three major transmission owning utilities (Ameren, FirstEnergy and Northern Indiana Public Service Company), to determine and ensure that bulk electric system facilities operated within NERC system operating limits while equipment outages are in progress.

### **Deral Danis**

#### **Manager of Electrical Engineering**

Constellation Energy Commodities Group – Manager

Analyzed deliverability and transmission strategy for service to existing and new loads and generation.

Southwest Power Pool – Operations Engineer

Conducted analyses of the reliability impacts of planned transmission and generation outages to ensure compliance with NERC requirements and to accommodate construction and maintenance activities within the SPP footprint; this experience will be relevant to coordinate outages with SPP, MISO and PJM transmission owners to ensure that construction and maintenance activities for the Grain Belt Express Clean Line are properly scheduled.

Assisted with reliability coordination and market operations in SPP daily planning and decision making.

### **Jason Thomas**

#### **Environmental/Permitting Director**

More than 18 years experience in environmental studies and permitting experience for projects with the following entities:

NextEra Energy Resources, 2008-2010 – Project Manager

Crouch Environmental Services, 2006-2008 – Principal Consultant

Michael Baker Jr., Inc., 2002-2006 – Project Manager

URS Corporation/Dames & Moore Group, 1998-2002 – Senior Environmental Planner

Harris County, Texas Pollution Control Department, 1995-1998 – Permit Specialist

US Forest Service, two separate temporary assignments, 1993-1994

Prior experience with these organizations included the following:

Responsible for managing internal personnel and contractors responsible for environmental studies and permitting for over 2,500 MW of wind generation projects, 300 MW of solar energy projects, and over 250 miles of high voltage transmission lines.

Involved in successfully permitting the following high voltage transmission lines: single circuit 345 kV 229-mile transmission line and associated substations and buswork in West Texas; single-circuit 138 kV 20-mile generation tie line for wind generation in North Texas; 500 kV interconnection, substation, and buswork in Arizona; 161 kV 24-mile transmission line in South Texas.

- Responsible for the bid development, competitive selection, procurement, management, and oversight of all environmental contractors and service providers.
- Designed and provided oversight of the environmental compliance program during construction and land restoration, including teams of environmental monitoers.

Involved in successfully permitting the following wind generation projects: Wolf Ridge (TX), Horse Hollow IV and V (TX), Blue Summit I and II (TX), Red Mesa (NM), Limon Wind Energy Center (CO), Perrin Wind (AZ).

Involved in successfully permitting the following solar energy projects: Hatch Solar Energy Center (NM), Paradise Solar Energy Center (NJ), “Solar Under Wind” facilities (various states), San Luis Valley Solar (CO).

**John Kuba**  
**Environmental Associate**

Turner Biological Consulting – Project Manager and Lead Biologist

Managed environmental and conservation activities for client projects, including energy transmission projects and renewable generation projects.

Provided environmental support for the development or construction of over 5,000 MW of renewable energy projects, 250 miles of electric transmission projects, and hundreds of miles of pipeline projects.

Transmission line projects included: NextEra Energy – single circuit 345 kV 229-mile transmission line in West Texas; single-circuit 138 kV 20-mile generation tie line in North Texas.

Renewable energy projects in Texas included: FPL Energy – Horse Hollow I-V, Capricorn Ridge, Wolfe Ridge, Crow’s Nest, Coyote Run; AES Seawest – Buffalo Gap I-IV, Pecan Mountain; BP Wind – Silverstar, Sherbino Mesa; TriGlobal Energy – Goodnight, Cone, Hale County, Crosby County, Floyd, Changing Winds, Fluvanna, and Canyon; Eurus Energy – Bull Creek; Invenergy – Turkey Track, Camp Springs I&II, and Stanton; Third Planet Windpower – Loraine Wind Farm; Tessera - Western Ranch Solar Project.



Pipeline projects in Texas included: Hickory Water Supply Project (63-mile 30-inch water pipeline); Water supply pipeline projects for various county, municipal and rural water development board pipeline projects including: Millersview-Doole Water Supply Corporation, Palo Pinto WSC, Parker County WSC, Coleman County Water District, and Trinity River Authority.

**Cary Kottler**  
**General Counsel**

Clean Line Energy Partners LLC – General Counsel

- Responsible for legal, contractual, regulatory, and compliance matters for the Company. These responsibilities include state regulatory filings, Federal Energy Regulatory Commission filings, right-of-way and other real estate agreements, commercial agreements, general business contracts, and interconnection agreements
- Advises on business development opportunities and corporate strategy.

Clean Line Energy Partners LLC – Director of Development for the Rock Island Project

Oversaw Project schedule and budget.

Managed Project vendors and contractors, including the Project's land and right-of-way acquisition contractors, and the Project's construction management and cost estimating contractor.

Negotiated development services agreement with the construction management contractor.

Oversaw environmental permitting activities for the Project.

Vinson & Elkins – Attorney

Represented clients in merger and acquisition, project development and private equity investment transactions, including transactions in the wind energy, solar energy and geothermal energy sectors.

Representative transactions in the renewable energy sector include:

- Represented a private equity fund in an approximately \$145 million equity investment in a geothermal power development company with one of the largest geothermal property portfolios in the United States.
- Represented a wind power developer in the acquisition of \$50 million of turbines, connection lines and other wind energy producing assets.
- Represented a solar development company in the development of three solar thermal power plants totaling up to 500 MW in the western United States.
- Represented a private equity fund in a convertible debt financing for a bioenergy company.

- Represented a private equity fund in the acquisition of a group of entities involved in wind power generation and transmission.

Drafted and negotiated construction-related agreements including engineering, procurement and construction contracts and construction financing agreements.

**Deann Lantz**  
**Director of Land Services**

BP Wind Energy North America – Vice President of Land

Responsible for land acquisition, title and survey, GIS and mapping support, and property administration activities for numerous wind generation projects and associated transmission encompassing more than 500,000 acres of land, hundreds of miles of transmission lines, and hundreds of MW of renewable energy generation projects.

Responsible for managing teams of company employees, as well as contract right-of-way agents in these activities.

Responsible for notifying and advising construction management on projects concerning construction obligations of BP Wind as reflected in leases, transmission easements and other agreements, as well as other issues raised by landowners.

Acted as liaison between landowners and construction contractors during construction of wind generation projects and transmission facilities.

Responsible for resolving post-construction issues with landowners including crop damage and property damage compensation and settlements.

Representative wind generation and transmission projects included: Cedar Creek II Wind Farm (Weld County, Colorado), Sherbino II Wind Farm (Pecos County, Texas), Trinity Hills Wind Farm (Archer and Young Counties, Texas), Mehoopany Wind Farm (Wyoming County, Pennsylvania) and Flat Ridge 2 Wind Farm (Sumner, Barber, Kingman and Harper Counties, Kansas).

Mayer Brown – Attorney

Represented clients in purchasing, selling and developing billions of dollars of improved and unimproved real estate.

More than 14 years of total experience in commercial land transactions including transactions for renewable energy and transmission projects.

**Max Shilstone**  
**Director of Business Development**

Duke Energy North American – Director, Business Development

- Originated and managed the Greenfield development of a 570 MW, combined cycle gas turbine project in western Arizona. The project connected to the Palo Verde transmission system that serves the southwest.
- Managed the development of a new switchyard, in conjunction with the Salt River Project in Phoenix, Arizona that enabled over 5,000 MW of new gas turbine generation to be connected and serve the southwest.
- Developed a Greenfield 600 MW combined cycle gas turbine project in eastern New Mexico to connect to the PNM transmission system.
- Initiated the development of a 1,500 MW coal fired generation plant in eastern Nevada. The project was developed to use water from a closed BHP mining operation and to ultimately connect to the western transmission system and provide energy for the city of Las Vegas.