



DEFINITIVE PROPOSAL FORM 1.7

APPROACH TO PERFORMANCE METRICS

Luma Energy (the Qualified Respondent) hereby acknowledges and affirms that the attached documentation (i) constitutes its full and complete submission for Definitive Proposal Form 1.7, (ii) meets the requirements described in Section 4.1.7 (*Approach to Performance Metrics*) of the RFP and (iii) addresses the topics below, at a minimum.

Capitalized terms not defined herein shall have the meaning set forth in the Request for Proposals for Puerto Rico Electric Power Transmission and Distribution System issued by the Puerto Rico Public-Private Partnerships Authority on February 1, 2019 (as amended, the "RFP") or the final form of the Puerto Rico Transmission and Distribution System Operation and Maintenance Agreement (the "O&M Agreement"). If there is a term defined in both, and their definitions conflict, the definition in the O&M Agreement shall prevail.

1. Views on the indicative Performance Metrics described in Annex VIII (*Performance Metrics*) to the O&M Agreement.
2. Detailed description and background of the key personnel that the Qualified Respondent expects to be designated to become part of the planning team that will prepare a revised Annex VIII to the O&M Agreement during the Front-End Transition Period.
3. Description of how the Qualified Respondent would approach the suggestion of alternative Performance Metrics during the Front-End Transition Period and views regarding potential changes that the Qualified Respondent believes should be made to the indicative Performance Metrics described in Annex VIII (*Performance Metrics*).
4. Proposed timeline and key milestones for the development and finalization of the Performance Metrics, including a description of its proposed approach to coordinating review by, and responses to comments from, PREB.
5. Views and approach to the Incentive Fee, including:
 - a. a maximum proposed Incentive Fee amount per Contract Year based on the indicative Performance Metrics included in Annex VIII of the O&M Agreement;
 - b. a maximum proposed Incentive Fee amount per Contract Year assuming changes were made to the indicative Performance Metrics included in Annex VIII of the O&M Agreement; and
 - c. a detailed explanation of the Qualified Respondent's views on how the agreed-upon maximum annual Incentive Fee should reduce or otherwise change the proposed Fixed Fee.
6. Detailed description of the proposed approach to engaging with the relevant regulatory bodies, including PREB, in proceedings to amend, adjust and/or modify the Performance Metrics.
7. Views on the initial and subsequent optimal time periods for baseline, target and minimum performance levels, as well as the actual levels of achievement for those time periods, for the proposed Performance Metrics.
8. Detailed description of the Qualified Respondent's views on the form and scope of Major Outage Event Performance Metrics, Minimum Performance Thresholds and Key Performance Metrics.

9. Description of the assumptions or dependencies regarding the Project that impact Performance Metrics and any risk associated with Performance Metrics and proposed mitigation strategies.
10. Description of the methods, processes, tools and techniques that will be used for performance measurement and how they will integrate with the O&M Services (e.g., contract management, staffing management, communication management, cost management, subcontractor management, project monitoring and control, risk management, etc.).
11. The Qualified Respondent's ability and commitment to meet the Performance Metrics and earn the Incentive Fee.

Luma Energy

QUALIFIED RESPONDENT

Company Name

Gerald Albert Ducey, Jr.

Name of Qualified Respondent's
Authorized Official

Authorized Representative

Title

Signature of Qualified Respondent's
Authorized Official

November 25th, 2019

Date

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November 25, 2019



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1. PERFORMANCE METRICS VIEWS

Our Consortium is favorable to the indicative Performance Metrics proposed in Annex VIII of the Definitive Operations and Maintenance (O&M) Agreement. We find the majority identified to be both fair and standard for any utility operation, with certain exceptions clarified below.

1.0 CUSTOMER SATISFACTION

We agree with the indicative Performance Metrics proposed in Annex VIII, Section A, Customer Satisfaction, which includes Metrics 1 – 6, which we have listed below for reference. Although we agree with the J.D. Power Customer Satisfaction Survey, we believe that the “net promoter score” methodology that ATCO and most of the larger utilities use is a more comprehensive scoring.

Table 1: Customer Satisfaction Metrics per Annex VII of the Definitive O&M Agreement

PERFORMANCE METRIC	DESCRIPTION	BASELINE PERFORMANCE-LEVEL DERIVATION	BASE POINTS	EFFECTIVE WEIGHT
1. J.D. Power Customer Satisfaction Survey (Residential Customers)	3 rd party measure of customer satisfaction	Set during Front-End Transition Period	5.0	4%
2. J.D. Power Customer Satisfaction Survey (Business Customers)	3 rd party measure of customer satisfaction	Set during Front-End Transition Period	5.0	4%
3. Average Speed of Answer (minutes)	Time it takes on phone to reach an agent	PREPA historical data verified during Front-End Transition Period	5.0	4%
4. Customer Complaint Rate	Total monthly complaints registered with PREB	PREPA historical data verified during Front-End Transition Period	5.0	4%
5. First Call Resolution	% of calls with issues that are escalated	Set during Front-End Transition Period	5.0	4%
6. Abandonment Rate	# of abandoned calls per calls received	PREPA historical data verified during Front-End Transition Period	5.0	4%

2.0 TECHNICAL, SAFETY & REGULATORY

We partially agree with the indicative Performance Metrics proposed in Annex VIII, Section B, Technical, Safety & Regulatory, which includes Metrics 1 – 7. However, we have some recommendations for items 8 and 9 as described below.

Table 2: Technical, Safety & Regulatory Metrics per Annex VII of the Definitive O&M Agreement

PERFORMANCE METRIC	DESCRIPTION	BASELINE PERFORMANCE-LEVEL DERIVATION	BASE POINTS	EFFECTIVE WEIGHT
1. OSHA Recordable Incidence Rate	# of work-related OSHA recordable injury cases	PREPA historical data verified during Front-End Transition Period	5.0	6%
2. OSHA Fatalities	# of work-related fatalities	Industry standard specified herein	5.0	6%
3. OSHA Severe Injuries	# of total work-related injury cases with severity days	Set during the Front-End Transition Period	5.0	6%
4. OSHA DART Rate	# of work-related injury cases incidents resulting in 1 or more lost days	Set during the Front-End Transition Period	5.0	6%
5. System Average Interruption Frequency Index (SAIFI)	Measures avg. outage time	PREPA historical data verified during Front-End Transition Period	5.0	6%
6. Customer Average Interruption Duration Index (CAIDI)	Measures avg. restoration time	PREPA historical data verified during Front-End Transition Period	5.0	6%
7. System Average Interruption Duration Index (SAIDI)	Measures avg. outage duration	PREPA historical data verified during Front-End Transition Period	5.0	6%
8. Customers Experiencing Multiple Interruptions (CEMI)	Measures multiple outages in a given period	Set during the Front-End Transition Period	5.0	6%
9. Momentary Average Interruption Frequency Index (MAIFI)	Measures avg. # of momentary interruptions	PREPA historical data verified during Front-End Transition Period	5.0	6%

Indicative Performance Metric 8. Customers Experiencing Multiple Interruptions (CEMI)

The CEMI metric is typically monitored in utilities with advanced technology systems that allow for automated measurement of this metric. In the absence of automation, a manual measurement tracking process is required and would be burdensome, and it would not provide timely information. Non-timely information leads to inaccurate and inefficient processes, potentially leading to systems problems being solved that were already fixed weeks earlier. For Indicative Performance Metric 8, CEMI, we recommend performing the gap analysis during the Front-End Transition Period; the Performance Metrics team will be able to assess technology gaps. After the gap assessment, the team will develop a plan to correctly measure CEMI. The plan will be aligned and prioritized with the

availability of funding. The team will recommend the year for establishing the baseline performance level as identified in O&M Agreement, Annex VIII. It will be based on the system enhancement priorities and approved budgets. The CEMI metric is typically monitored in utilities with automated monitoring technology that have already addressed the fundamental reliability issues measured by SAIFI and SAIDI. It should be noted that CEMI is a metric that is used to fine tune the transmission and distribution (T&D) system and is therefore rarely used as a regulatory reporting or financial compensation metric.

Indicative Performance Metric 9. Momentary Average Interruption Frequency Index (MAIFI)

For similar reasons as with Metric 8, CEMI, we recommend following the same process to develop the recommendation of the year to establish the baseline performance level for Indicative Performance Metric 9, MAIFI, as identified in O&M Agreement, Annex VIII. The required monitoring and data collection systems and infrastructure will need to be implemented prior to measuring MAIFI.

The key planning team members will further discuss the recommendations during the Front-End Transition Period using the methodologies identified in “Section 3. Alternative Performance Metrics” of this proposal.

3.0 FINANCIAL PERFORMANCE

We agree with the indicative Performance Metrics proposed in Annex VIII, Section C, Financial Performance, which includes metrics 1 – 6, which we have listed below for reference. We do recommend, however, allowance for baseline budget adjustments. It is reasonable to expect that budgets may need to be revised from time to time with the required approvals. As such, including a mechanism in the Performance Metrics to allow for baseline budget adjustments would enable prudent management of expectations without disincentivizing the Operator from seeking budget changes for actions that counter the achievement of a performance target.

Table 3: Financial Performance Metrics per Annex VII of the Definitive O&M Agreement

PERFORMANCE METRIC	DESCRIPTION	BASELINE PERFORMANCE-LEVEL DERIVATION	BASE POINTS	EFFECTIVE WEIGHT
1. Operating Budget	Measures ability to stay within budget	Budget agreed by PREB, P3A and Operator	7.5	5%
2. Capital Budget – Federally Funded	Measures ability to stay within budget	Budget agreed by PREB, P3A and Operator	7.5	5%
3. Capital Budget – Non-Federally Funded	Measures ability to stay within budget	Budget agreed by PREB, P3A and Operator	7.5	5%
4. Days Sales Outstanding	Measures ability to collect bills	PREPA historical data verified during Front-End Transition Period	5.5	4%
5. Reduction in Network Line Losses	Measures ability to reduce electric losses	Set during Front-End Transition Period	5.0	3%

6. Overtime	Measures ability to manage salary expense	Set during Front-End Transition Period	5.0	3%
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The key planning team members can further discuss recommendations during the Front-End Transition Period using the methodologies identified in “3. Alternative Performance Metrics” of this proposal.

2. KEY PERSONNEL FOR PLANNING TEAM

The following key personnel will be designated to be a part of the planning team to provide the knowledge and expertise required to complete Annex VIII.

A. PERFORMANCE MEASUREMENT

In preparing a revised version of Annex VIII, during the Front-End Transition Period, Consortium performance-measurement expert Don Hall will lead a planning team consisting of members from the key areas of Customer Service, Safety, T&D Operations and Financial Management.

Don Hall

Performance Measurement Expert, Quanta

Don Hall is a cultivated leader with over 30 proven years of experience in engineering, operations and business segments of the electric power industry — including transmission, distribution and distributed energy resources (DER). Don has worked on the cutting edge of the industry in a variety of areas, including business/strategic planning, asset strategy and planning, engineering, field operations and testing, marketing and system operations. He also focuses on industry challenges such as restructuring, reliability and resiliency, aging infrastructure, DER integration, transmission competition/FERC Order 1000, smart grids, NERC compliance and security.

B. CUSTOMER SATISFACTION

Jessica Laird

Senior Manager, Home & Energy Retail Operations, ATCO

Jessica brings 15 years of experience in customer service, billing and retail. She holds a Bachelor of Commerce in Organizational Analysis & Marketing.

C. TECHNICAL, SAFETY & REGULATORY

Bill Snyder

Senior Vice President, Grid Modernization, Business Strategy & Services Management, Quanta

With over 35 years of electrical utility experience, Bill Snyder specializes in the strategic planning and implementation of major process and system initiatives to improve workforce efficiency and service delivery. He holds a Bachelor of Science in Engineering Operations and an MBA from the Babcock Graduate School of Business.

Julio Romero

Vice President, Strategy & Business Innovation, Quanta

Holding a PhD in Electrical Engineering and an MBA from North Carolina State University, Julio Romero has over 20 years of experience assisting electric utilities and regulatory boards in the U.S., Canada, Latin America, the Caribbean and Asia on areas of business strategy and technological innovations.

Gurb Hari

Manager, Distribution Engineering, ATCO

Gurb Hari has worked for ATCO for more than 10 years, holding progressively responsible roles in distribution engineering. He completed a Bachelor of Science in Engineering at the University of Alberta.

Terry Tonsi

Regional Manager, ATCO

ATCO Regional Manager Terry Tonsi brings more than 30 years of experience as a Journeyman Lineman. He leads the Incident Command Centre for ATCO's emergency response program.

Derek Carson

Senior Manager, Health, Environment and Quality, Quanta

Derek Carson has more than 20 years of experience in various health and safety roles. He holds a Bachelor of Science in Industrial Hygiene.

Mario Hurtado

Principal at Zua Consulting, Quanta

Mario Hurtado brings 25 years of consulting and leadership experience in areas of renewable energy, utilities, infrastructure and power generation. He holds a Bachelor of Administration in Political Science from Columbia University, and studied International Economics and Latin American Studies at The John Hopkins University Paul H. Nitze School of Advanced International Studies (SAIS).

D. FINANCIAL PERFORMANCE

Darren Miller

CFO, Quanta

Bringing 30 years as a finance and accounting leader, Darren Miller is Chief Financial Officer of Quanta Marine Services, LLC, and holds a Bachelor of Business Administration in Accounting.

Martin Fite

CFO, Accounting, Quanta

Martin Fite has over 20 years of experience in financial and accounting roles and is currently Vice President, Accounting, for Quanta Services. He provides expertise in performance benchmarking and management.

Eduardo Sanvido

Senior Manager, Operational Accounting, ATCO

Holding a Bachelor of Business Administration in Business & Managerial Economics, as well as a Bachelor of Commerce in Accounting & Finance, Eduardo Sanvido has over 20 years of experience in senior roles and is currently the Senior Manager of Operational Accounting for ATCO.

As we develop and refine the metrics proposed in Annex VIII, Performance Metrics, we will engage other relevant resources within the Operator's transition team and PREPA as required.

3. ALTERNATIVE PERFORMANCE METRICS

Our approach to presenting suggestions for alternative Performance Metrics will consist of discussion and agreement among the members of the Performance Metrics Team. A written proposal will be provided to the Administrator and we will consider the Administrator's comments to our proposal. We will then finalize the proposal and submit to PREB for review and approval. The proposal will include:

- A description of the recommended alternative;
- Provision of the reason/purpose for the recommended change;
- Inclusion of a comprehensive analysis of behaviors that the revised metric is intended to encourage, and an assessment of how potential risks will be mitigated;
- A correlation of the revised metric with the long-term PREPA objective (e.g., cost of service to customers, performance management of Operator's employees);
- Data to support the recommendation collected from current PREPA operations and benchmark data from best-in-class utilities if available; and
- The methodology and process for reporting the suggested alternative metric.

Key planning team members will implement this approach to address the recommendations presented in "1. Performance Metrics Views" of this proposal and are provided below for reference.

1.0 TECHNICAL, SAFETY & REGULATORY

Indicative Performance Metric 8. Customers Experiencing Multiple Interruptions (CEMI)

The CEMI metric is typically monitored in utilities with advanced technology systems that allow for automated measurement of this metric. In the absence of automation, a manual measurement tracking process is required and would be burdensome, and it would not provide timely information. Non-timely information leads to inaccurate and inefficient processes, potentially leading to systems problems being solved that were already fixed weeks earlier. For Indicative Performance Metric 8, CEMI, we recommend performing the gap analysis during the Front-End Transition Period; the Performance Metrics team will be able to assess technology gaps. After the gap assessment, the team will develop a plan to correctly measure CEMI. The plan will be aligned and prioritized with the availability of funding. The team will recommend the year for establishing the baseline performance level as identified in O&M Agreement, Annex VIII. It will be based on the system enhancement priorities and approved budgets. The CEMI metric is typically monitored in utilities with automated monitoring technology that have already addressed the fundamental reliability issues measured by SAIFI and SAIDI. It should be noted that CEMI is a metric that is used to fine tune the transmission and distribution (T&D) system and is therefore rarely used as a regulatory reporting or financial compensation metric.

Indicative Performance Metric 9. Momentary Average Interruption Frequency Index (MAIFI)

For similar reasons as with Metric 8, CEMI, we recommend following the same process to develop the recommendation of the year to establish the baseline performance level for Indicative Performance Metric 9, MAIFI, as identified in O&M Agreement, Annex VIII. The required monitoring and data collection systems and infrastructure will need to be implemented prior to measuring MAIFI.

The key planning team members will further discuss the recommendations during the Front-End Transition Period using the methodologies identified in “Section 3. Alternative Performance Metrics” of this proposal.

2.0 FINANCIAL PERFORMANCE

Not identified in Annex VIII, we will seek to include the allowance for baseline budget adjustments. The key planning team members will develop and propose alternative measurements using the methodologies listed above.

In addition to clarifying and confirming the opposing views listed above, we recommend alternative metrics for recognition of efficiently deploying resources and increasing productivity, which can ultimately result in rate reductions for customers. The key planning team resources will research further and will propose potential options during the Front-End Transition Period.

4. TIMELINE & KEY MILESTONES

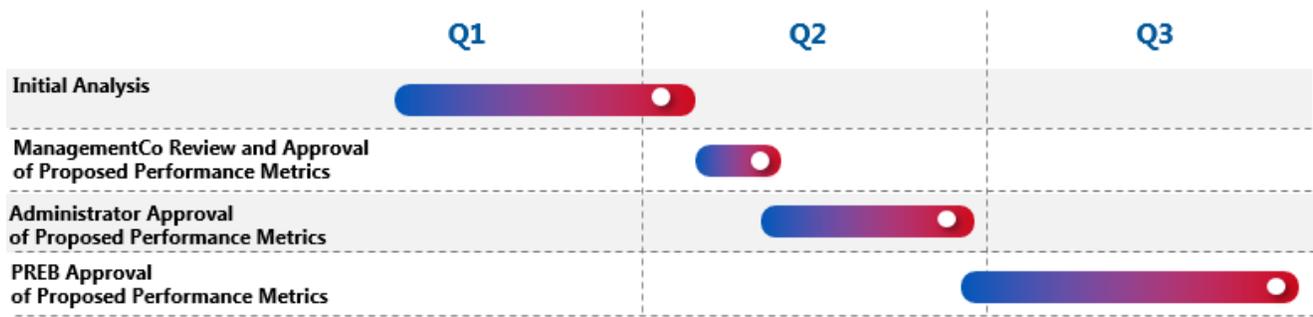


Figure 1: Performance metrics & key milestones

The schedule in Figure 1 is based on the anticipated Effective date shown on the Front-End Transition Schedule. Upon mobilization for the Front-End Transition Period, assignment of planning team members (from all Parties) and after the “Kick-off Workshop”, the Performance Metrics planning team will assemble to agree on methodology for the Initial Analysis, define reporting measurements, set performance levels (baseline, target and minimum) and propose alternatives.

Initial Analysis

Within the first months of the transition, the key planning team members will conduct the initial analysis of performance data to assess quality and establish methodology for a review of performance levels. The Performance Metrics team will also discuss and agree on whether to propose alternative metrics. The team will develop a report containing the agreed-upon methodology and the findings of the Initial Analysis, including a plan to address any shortcomings in data gathering to ensure data integrity. In addition, the team will also include in this report the alternative metrics as described in Section 3 of this Form.

ManagementCo Approval of Proposed Performance Metrics

The Planning team will submit the proposed metrics to ManagementCo and present the proposal. ManagementCo will review the proposed Performance Metrics developed by the key planning team during the Front-End Transition Period. We expect this review-and-comment process to be completed quickly and that ManagementCo will provide submissions for approval to the Administrator and PREB.

Administrator Approval of Proposed Performance Metrics

ManagementCo will submit and present the proposed Performance Metrics to the Administrator, allowing an anticipated period of up to 30 days for comments, modification requests and recommendations. Upon conclusion, ManagementCo will have up to 30 days to review, incorporate or resolve comments. At this time, they will then resubmit to the Administrator for approval.

PREB Approval of Proposed Performance Metrics

Upon provision of approval by the Administrator, ManagementCo will submit the revised Annex VIII to PREB for approval. In addition, ManagementCo will provide a presentation to PREB on the submission. We’re anticipating PREB will require up to 90 days to review, approve, deny or propose modifications. ManagementCo will quickly resolve any comments from PREB and incorporate any

necessary modifications to resubmit to PREB in a timely fashion. If required, PREB will conduct a second review and will conclude with approving the revised Annex VIII.

5. INCENTIVE FEE - CONFIDENTIAL

The entirety of Form 1.7 Section 5.A is Confidential

B. MAXIMUM INCENTIVE FEE PER CONTRACT YEAR ASSUMING CHANGES

As noted above, we do not have specific changes to the indicative Performance Metrics at this time. During the Front-End Transition Period, we will discuss these incentives further with the Administrator. At that time, we will propose adjustments based on any new or relevant information we find during our diligence and transition work. The intent is to propose metrics in accordance with the Contract Standards and the Budget Policy, enabling a reasonable opportunity to earn the Incentive Fee (as per the Definitive O&M Agreement, Section 7.4, Budget Policy).

C. FIXED FEE CHANGES BASED ON INCENTIVE FEE

Our financial proposal is based on the interactions and diligence we have completed to date and our considerations for how to best align incentives between a private operator, Owner and the Administrator. Changes to our considerations will likely be based on new information that we may learn. Prior to any such consideration, we wish to validate compliance with the IRS Revenue Procedures around safe harbor for Qualified Management Agreements and ensure that any changes to the fee structure retain the tax-exempt status of PREPA bonds.

As we consider the numerous elements in the O&M Agreement, such as the realization of federal funding, the transformation of the energy system itself, the successful exit from Title III and the establishment of the working model with PREB — it would be imprudent to suggest any specific changes at this time. We would be amenable to re-opening the relative values of the Fixed Fee and the Incentive Fee periodically throughout the contract, subject to mutual consent of the Parties. The negotiation for adjustments could be conducted concurrently with the reset of the Performance Metrics and levels themselves (every five years). This would enable all Parties to develop a working history and track record with respect to the administration, measurement and achievement of the Performance Metrics. This would also help ensure continued alignment between the O&M Agreement

and the relevant PREB regulations, such as the recent proposed Regulation for Performance Incentive Mechanisms.

We believe that continued collaboration between all Parties will be important. We look forward to a transparent dialogue throughout the term of the Agreement on this, as well as other topics.

6. REGULATORY BODIES

We propose that submissions to amend and/or modify performance metrics will be presented to the relevant regulatory bodies, including PREB as follows:

- The Operator will document a written submission that will include the description and calculation of the performance metric in question, the causal effect that impacted the performance metric (how the metric was impacted), the justification (why) for adjusting or modifying the metric and how the metric should be revised including process methodology;
- The written submission will be delivered to the regulatory bodies within an agreed-upon time frame (e.g., no later than thirty days from metric reporting period);
- The regulatory bodies will review the written submission and respond in writing to the Operator with questions, an approval or a denial within an agreed-upon timeframe (e.g., sixty days from receipt of written submission);
- The Operator will respond to the regulator's questions in writing within an agreed-upon timeframe (e.g., two weeks) and await a final decision from the regulator;
- The regulator will respond with a final decision within two weeks of receiving the Operator's response; and
- The Operator will implement the regulator's decision within an agreed-upon timeframe (e.g., thirty days from the receipt of the final decision).

Table 4: Example of this process

PERFORMANCE CATEGORY	PERFORMANCE GOAL
Performance Metric	Minimum Customer Complaint Rate
Description	This metric measures the total number of initial customer complaints registered with PREB
Target Performance Level	2.5% complaint rate
Calculation	<ul style="list-style-type: none"> ▪ The monthly value is calculated by taking the total number of initial complaints divided by the total utility customer population and then multiplying by 100. ▪ The recent change to regulation {XYZ} requiring the Operator to implement a residential rate increase of 1% to customer's bills has resulted in 12% increase in customer complaints to PREB. The Operator views that this change is the sole contributing factor to the increase in complaints to the regulator. The rate increase mandated by the regulator is outside the Operator's control and as such the Operator requests that the calculation for the customer complaint metric be modified to reflect the regulated rate change as follows: <p style="text-align: center;">Total number of complaints received from PREB minus the total number of complaints in relation to rate {XYZ} divided by the total number of customers served by the Operator.</p>

7. OPTIMAL TIME PERIODS FOR PERFORMANCE LEVELS

The Consortium agrees to the initial and subsequent time periods outlined in Annex VIII, Performance Metrics, for the evaluation of the baseline, target and minimum performance levels.

Front-End Transition Period

Evaluating the Performance Metrics and setting performance levels during the transition period is reasonable. We have sufficient time to conduct analysis, implement reporting methods and seek and obtain approval for the proposed Performance Metrics during the Front-End Transition Period. This includes setting the baseline, target and minimum performance levels.

Year 5

During the fifth Contract Year, the Operator and the Administrator will reevaluate the Performance Metrics and the Target Performance Levels to determine reasonability for subsequent years. Whether additional metrics should be included or Target Performance Levels modified will be determined at this time. We agree that this is an optimal time to conduct a reevaluation as many of our proposed system and process improvements will be implemented and can define if we are in alignment with current Target Performance Levels.

We also note that the Operator and PREB may consider whether adjustments to the Performance Metrics are appropriate prior to the fifth Contract Year based on business, operational or other considerations. With any adjustments to be dealt with in accordance with Section 7.1(c)(vi) (Service Fee – Amendments to Performance Metrics).

Year 6 & Subsequent Years

We agree with reevaluating the Performance Metrics and Target Performance Levels on an annual basis beginning in the sixth Contract Year. As referenced above, many of our proposed system and process improvements will be implemented, allowing for the identification of additional areas of performance measurement.

Overall, we view the actual levels of achievement identified in Annex VIII, Performance Metrics, for those time periods as aggressive but achievable contingent upon the level of capital, operational expense and FEMA funding available to implement system improvements. These levels and the defined initial and subsequent time periods will be revisited during the Front-End Transition Period by the planning team.

8. MAJOR OUTAGE EVENT, MINIMUM PERFORMANCE THRESHOLDS & KEY PERFORMANCE METRICS

Major Outage Event Performance Metrics

Our view of the Major Outage Event Performance Metrics identified in Annex VIII is that the scope proposed aligns with those of mainland utilities and best practices in pre-event planning, public safety, damage appraisal, resourcing, restoration, municipal communications and customer communications.

An assessment during the transition period will be conducted on the Emergency Operations Plan (EOP) to identify gaps between the existing EOP and the Major Outage Event Performance Metrics. Initiatives and solutions will be developed to address these gaps and a plan will be developed for implementation.

It should be noted, however, that the Operator's ability to respond to major outages also has a large impact on Customer Satisfaction (CSAT) Metrics, specifically those regarding First Call Resolution and Average Speed of Answer. The Operator intends to track the CSAT trends against the Major Outage Event Metrics to fully understand the impacts and determine which process improvements will garner the most improvement for both Major Outage Event and CSAT metrics.

Minimum Performance Thresholds

We have reviewed the Minimum Performance Threshold terms presented in Annex VIII, VI, Operator Event of Default, and believe they are reasonable. Relying on further review during the Front-End Transition Period, the Consortium believes that all proposed minimum performance targets outlined in Annex VIII, Performance Metrics, are achievable. This will be confirmed and agreed upon during the Front-End Transition Period.

Key Performance Metrics

During the Front-End Transition Period, we will conclude our views on the ability to achieve the Key Performance Metrics: Average Speed of Answer; First Call Resolution; OSHA Fatalities; OSHA Severe Injuries; SAIFI; CAIDI; SAIDI; Operating Budget; Capital Budget – Federally Funded; and Capital Budget – Non-Federally Funded.

We do agree that these are standard and achievable Key Performance Metrics; however, full commitment to achieve these metrics will be concluded upon further analysis and interpretation of existing data and systems in the Front-End Transition Period.

9. ASSUMPTIONS OR DEPENDENCIES

We have identified the following assumptions and dependencies regarding this initiative that impact Performance Metrics. Risks associated with these findings and proposed mitigation strategies are reflected in the tables below.

Customer Satisfaction

Table 5: Customer Satisfaction Assumptions/Dependencies

ASSUMPTION/DEPENDENCY	RISK	MITIGATION
Dependency: Improvement in outage management	Inability to meet the J.D. Power Customer Satisfaction Survey and minimum Customer Complaint Rate metrics	Improve collaboration and communication between T&D Operations and Customer Services to ensure proper prioritization of power restoration based on customer needs as well as to increase proactive communication to customers
Dependency: Implementation of cloud-based call-center technology	Inability to meet Abandonment Rate, Average Speed of Answer and First Call Resolution metrics due to lack of call forecasting and appropriate staffing	Maintain contract with third-party call center agency for overflow call volumes. Develop Excel-based call forecast model and manual workforce manual.
Dependency: Cost increases due to regulatory mandates	Inability to meet J.D. Power Customer Satisfaction Survey and minimum Customer Complaint Rate metrics	Develop customer service processes that exceed customer expectations. (A study done by American Express uncovered that 58% of consumers are willing to spend more with companies that provide excellent customer service.)

Technical, Safety & Regulatory

Table 6: Technical, Safety & Regulatory Assumptions/Dependencies

ASSUMPTION/DEPENDENCY	RISK	MITIGATION
Dependency: Accurate baseline data on safety performance	Inability to meet OSHA Recordable Incidence Rate, OSHA Fatalities, OSHA Severe Injuries, OSHA DART Rate metrics	Potential recommendation during the Front-End Transition Plan to set the baseline in Year One of operation using actual data collected by the Operator.
Dependency: FEMA and capital funding for the implementation of required monitoring and data collection infrastructure and systems (SCADA, OMS, AMI, ADMS)	Inability to accurately capture SAIDI, SAIFI, CEMI, CAIDI and MAIFI metrics	Review current system capabilities and determine target years for improvement implementation. Identify impact to performance metrics and propose alternatives during the Front-End Transition Period.

Financial Performance*Table 7: Financial Assumptions/Dependencies*

ASSUMPTION/DEPENDENCY	RISK	MITIGATION
Assumption: No leeway in achieving the Operating Budget metric	Promotes the Operator's achievement of performance metric objectives in lieu of more prudent decisions in favor of the ratepayer	The Operator will implement policies that will ensure that decisions impacting customer rates are reviewed by senior leadership with the benefit of the customer in mind.
Assumption: No leeway in achieving the Capital Budget – Federally Funded and Non-Federally Funded metrics	Strict objective of spending 100% of the capital budget does not incentivize the Operator to drive continuous improvement to decrease costs	The Operator will implement policies that will ensure that decisions impacting major cost reductions are reviewed with senior leadership with the benefit of the customer in mind.
Dependency: Clear description of the Day Sales Outstanding metric	Unclear how bad debt expense, recoveries out of period and monthly vs. quarterly vs. annual balances of receivables will be incorporated, resulting in a misalignment of expectations	The Operator's finance team will develop detailed calculation models and adjustment and reconciliation definitions and scenarios. These calculation models will be submitted for approval during the Transition period.
Dependency: Clear description of the Overtime metric	Unclear how overtime will be measured in terms of hours as a percentage of total man hours or if it will be a factor of labor dollars, resulting in a misalignment of expectations	Scheduled and unscheduled overtime will be subject to a requisition and operational justification process.

10. PERFORMANCE MEASUREMENT

Methods, Processes, Tools & Techniques

We intend to improve and measure business performance by applying the proven techniques of Lean & Six Sigma. Lean & Six Sigma is a management approach to business performance improvement that combines the two proven philosophies of Lean (which focuses on speed, efficiency and removing waste from processes) and Six Sigma (which focuses on effectiveness and reducing variation). We will provide subject-matter experts who follow Lean & Six Sigma practices to identify ways to accurately measure and report Performance Metrics by using the Define, Measure, Analyze, Improve and Control (DMAIC) improvement model. All metrics will be displayed through dashboards using reporting software programs (e.g., Power BI or Tableau) and will be shared internally with the Operator's employees, externally with the Administrator and PREB, as well as selected metrics to be posted on our website. These measured reported controls will be monitored on a daily, weekly and monthly basis to ensure that processes are being properly executed.

O&M Services Integration

We intend to fully integrate Lean & Six Sigma methodologies within O&M Services to improve performance. We have provided examples of how we will do this below.

Table 8: Examples of implementation strategies for Lean & Six Sigma methodologies

O&M SERVICES	INTEGRATION	EXAMPLE
Contract Management	Manage contract creation and execution to maximize operational and financial performance.	Establish an audit process to measure performance against contract deliverables and objectives.
Staffing Management	Develop resource planning methods to identify future Operator requirements.	Establish work breakdown structures to categorize and define future resourcing requirements.
Communication Management	Inform internal and external stakeholders, as appropriate, of results, events and activities relevant to the performance metrics.	Develop standard communication processes including accountability, timing, media, etc.
Cost Management	Implement ongoing budget monitoring to ensure costs that are controlled.	Use business intelligence software (Power BI) to monitor and report costs.
Subcontractor Management	Track subcontractor performance against the ongoing deliverables and obligations as laid out in their associated contracts.	Develop standard processes to review vendor deliverables, including ownership, accountabilities, impacts on non-compliance, etc.
Project Monitoring & Control	Track actual project performance with planned project management activities and milestones.	Implement measures to identify and report project performance at regular intervals during the project.
Risk Management	Determine which risks have significant impacts, the mitigation, ownership and effective execution of mitigation plans.	Develop and implement a risk management matrix.

11. ABILITY & COMMITMENT TO MEET PERFORMANCE METRICS

We are fully committed and able to meet the Performance Metrics set out in the O&M agreement. As an electrical utility owner and operator, ATCO measures similar Performance Metrics to those listed in Annex VIII to ensure alignment with business plans and long-term strategies. By identifying our objectives and goals and creating methods to measure and report, ATCO has seen vast improvements to our system and operational performance. The Consortium will fully leverage ATCO's experience and learnings to effectively execute the services in the O&M Agreement and achieve the Performance Metrics to earn the incentive fee.

We are committed to providing budget and cost certainty to the Administrator and the ratepayers of Puerto Rico. This objective is core to our industry and to be expected of any qualified respondent. We believe that we can strike the right balance between this objective and the ongoing nature of prudent change-management. Our processes and controls are best in class and will enable us to deliver on our contract commitments. Our Consortium and the key planning team members selected for this project have deep commitments and proven experience in delivering on stakeholder expectations of performance excellence.

CASE STUDY: ATCO I-TEK

ATCO has a strong background in providing third-party outsourcing services. From 1997 to 2015, ATCO owned and operated a third-party business process outsourcing and information technology company — ATCO I-Tek. ATCO I-Tek provided call center, billing and IT services to internal and external clients. In almost 20 years of operation, ATCO not only managed to meet all critical KPIs on all contracts, but also developed exceptional operating processes and contract governance processes, and honed our capabilities with execution excellence. Moreover, ATCO gained experience in meeting our client's business needs and ensuring that the client's customers were satisfied.

Appendix 1: Resumes

DEREK CARSON, CSP, CPEA

ROLE

Carson will serve on both the transition and management teams as the lead for health, safety, environmental and quality

KEY EXPERIENCE

Quanta Services, Inc.

2019 – Present
Houston, TX

Senior Manager – Health, Environmental, and Quality

- Provides support to Quanta Corporate and Operating Units in the areas of industrial hygiene, environmental, quality, and overall injury prevention,
- Manages, mentors, supports and develops direct report(s) including the Corporate Industrial Hygienist, the Corporate Environmental Manager, and the Corporate Quality Manager
- Oversees the Quanta Safety, Health, Environmental, and Quality internship program
- Represents the Corporate Safety, Health, Environmental, and Quality Department on the Mergers and Acquisitions team
- Travels to Operating Units to provide guidance and support in the areas of Industrial Hygiene, Environmental, and Quality
- Assists in the development, evaluation and upgrading of the Quanta Corporate Industrial Hygiene, Environmental, and Quality programs.
- Participates and represents the company in industry meetings including the Edison Electrical Institute (EEI)

EC Source Services

2017 – 2019
Phoenix, AZ

Director of Safety

- Responsible for all aspects of the EC Source safety and health program including injury prevention, vehicle accident reduction initiatives, and regulatory compliance
- Work directly with EC Source Operations Executives and senior leadership team on all EC Source safety and health performance measures and initiatives
- Oversaw the development and implementation of the EC Source Safety Leadership and Skill Development program
- Provide direct supervision and oversight for all Field Project Safety Directors working on EC Source projects

American Electric Power (AEP)

2014 – 2017
Columbus, OH

Safety and Health Manager – Generation

- Served as a Corporate Safety and Health Manager supporting Generation, Fuels, Operations, and Mining (FOM), and River Operations
- Work directly with the Region Vice Presidents and respective Plant Managers in Generation, FOM, and River Operations on all company safety performance measures
- Responsible for providing corporate support for Generation, FOM, and River Operations in all aspects of the AEP corporate safety and health programs
- Provide safety oversight for contractors working at Generation, FOM, and River Operations locations.

DEREK CARSON, CSP, CPEA

American Electric Power (AEP)

2011 – 2014
Gahanna, OH

Safety and Health Manager – AEP Ohio

- Served as the Corporate Safety and Health Manager supporting the AEP Ohio operating company
- Worked directly with the AEP Ohio President and Vice President of Operations on all operating company safety performance measures.
- Provided direct supervision for 5 field safety and health coordinators supporting AEP Ohio
- Responsible for all aspects of the AEP Ohio safety and health program including injury prevention, vehicle accident reduction initiatives, and regulatory compliance
- Responsible for leading efforts to incorporate Human Performance initiatives into the AEP Ohio safety culture
- Provided safety oversight for all Distribution and MRO contractors working on AEP Ohio property
- Received the 2012 President's Award for Safety Performance Improvement after reducing the operating company OSHA incident rate and severity rate by over 37% from 2011 to 2012

American Electric Power (AEP)

2009 - 2011
Gahanna, OH

Transmission Contractor Safety Administrator

- Directed, managed, and administered AEP's Transmission Contractor Safety Program including program development, assessment, and execution
- Served as the lead AEP interface with contractors on matters regarding safety qualification and performance
- Responsible for the enforcement and administration of all aspects of AEP Transmission's Safety Terms and Conditions for all contracted capital construction across 11 states and over 100 contract companies
- Provided necessary training and active direction regarding contractor safety oversight for Transmission Construction Representatives, Project Managers and Project Lead Engineers
- Served as AEP Transmission's primary interface with contractor senior executive management

American Electric Power (AEP)

2006 - 2009
Columbus, OH

Health and Safety Audit Consultant

- Responsible for conducting health and safety audits of AEP facilities system-wide to determine regulatory compliance and evaluate the effectiveness of the supporting ESH management systems
- Prepare formal reports for facility and upper management to determine corporate risk and liability from health and safety compliance issues
- Develop and implement audit protocol check sheets utilized for the evaluation of company health and safety programs and procedures

DEREK CARSON, CSP, CPEA

Georgia Pacific Corporation

2003 - 2006
Circleville, OH

EHS and Quality Manager

- Responsible for the development and coordination of all policies and procedures relating to the plant's environmental, quality, and safety programs
- Responsible for the tracking of all environmental, quality and safety performance data to identify trends and develop improvement plans
- Coordinated all facility environmental, quality, and safety training programs
- Received zero audit findings during biannual Corporate Environmental Audits in 2005 and 2003
- Received zero NOV's and Excursions during oversight of the plant's environmental programs
- Facilities improved their OSHA Incident Rate by an average of 33% each year, including a rate of less than 1.0 during 2004 and 2005
- Facilities improved their credit and return dollars due to quality defects by an average of at least 25% per year
- Served as a primary contact between the Georgia Pacific plant and customer manufacturing facilities for product performance and service issues
- Responsible for the contractor safety training program and daily oversight during the closure of the Philadelphia, PA facility

International Paper

1999 - 2003
Statesville, NC

Environmental, Health, and Safety Coordinator

- Reduced the facility OSHA Incident Rate from 4.86 in 1999 to 2.44 in 2000, 0.66 in 2001 and 1.20 in 2002
- Developed and coordinated all facility environmental, health, and safety training programs
- Responsible for the tracking of all health and safety performance data to identify trends and develop improvement plans
- Facilitated all activities of the hourly employee safety team
- Responsible for managing all facility workers' compensation claims
- Received the 2001 International Paper - Container Division EHS Award for *Significant Improvement*
- Supported the Operations Group by filling in as the Plant Production Scheduler during vacations and/or illnesses

South Carolina Dept. of Labor - OSHA

1995 - 1999
Statesville, NC

Industrial Hygiene Compliance Officer III

- Conducted inspections to determine compliance with all federal and state occupational safety and health regulations
- Performed Industrial Hygiene monitoring to determine exposure levels to regulated chemicals and/or elevated noise levels
- Evaluated employer written safety and health programs and training material for compliance and effectiveness
- Provided detailed reports of inspection findings, citations, and corrective action recommendations
- Assisted in the training and development of Industrial Hygiene and Safety Compliance Officers

DESIGNATIONS

DEREK CARSON, CSP, CPEA

Certified Safety Professional (CSP),
Board of Certified Safety Professionals (BCSP)
Certified Professional Environmental Auditor – Health and Safety
Designation (CPEA)
Board of Environmental, Health, and Safety Auditor Certifications (BEAC)

EDUCATION

Bachelor of Science in Industrial Hygiene, Ohio University; Athens, OH

MARTIN FITE

ROLE

Fite will serve on the transition team and lead the financial management and budgeting processes

KEY EXPERIENCE

Quanta Utility Engineering Services, Inc.

*2017 – Present
Houston, Tx*

Chief Financial Officer

- Business Development and growth oriented CFO partnering with business unit president to carve out and combine three existing electric distribution engineering operations into one nationwide platform company
- Executing on this multi-year strategic priority, my efforts have been initially focused on developing a fully functioning administrative team (Acctng, HR, IT, Admin, Ops Support) that is rightsized to support operations, limit cost and sufficiently mitigate risk
- Key efforts included implementing a new accounting system, setting and communicating new company policy, developing employee incentive compensation and benefit plans, engaging outside service providers, setting up regional offices to support geographic expansion through organic growth and pursuing acquisitions in order to grow from \$85M to estimated \$250M+ platform company

Quanta Services, Inc.

*2008 – 2017
Houston, Tx*

Vice President Accounting and Controller

- Department head reporting to Corporate CFO and working directly with Legal, Treasury, Tax, M&A, Operations, Risk Management, Internal audit, IT and external advisors to management risk, ensure compliance, serve the Senior Executive Leadership and BOD, and support the business unit operations as the company grew from consolidated revenues of approximately \$3 billion (50 U.S. subsidiaries) in 2008 to \$10billion in revenues in 2016 (domestic and international)
- Final two years of service in this role included specific oversight of Quanta's latin american business units in Peru, Colombia, Ecuador, Chile, Mexico and Guatemala. Partnered with regional operations leadership to develop compliance, reporting and large project management programs
- General controllership duties included leading of team accounting and finance professionals that grew from 17 employees in 2008 to 45+ in 2016 through all aspect of corporate and consolidated accounting close, business unit analysis, project reviews, ownership of all key accounting policies, key judgements and estimates (including AR reserves, change order/claim management, project incentives and loss accruals, revenue recognition, goodwill assessments/impairments, insurance accounting, litigation matters/SFAS 5 loss accruals), equity compensation calculations, incentive compensation calculations/accruals, wtd avg shares and EPS, 10-Q/10-K reporting, MD&A, earnings releases and other public company reporting, accounting due diligence for acquisitions, post-acquisition integration, annual SOX control assessments, annual audits, SEC comment letters, internal investigations, BOD and Audit Committee reporting, new accounting pronouncements and systems implementations.

MARTIN FITE

**Pricewaterhouse
Coopers, LLC**

*2001 – 2008
Houston, Tx*

Senior Manager, Assurance

- Highly rated performance, committed to client service, well rounded professional development across multiple industries, strong technical accountant and auditor
- Plan, lead and execute public and private company financial statement and internal control audits and professional services engagements
- Industries served include regulated/commercial utilities (generation, pipeline transportation), construction, drilling/extraction, and manufacturing

**Arthur Andersen
LLC**

*1997 – 2001
Houston, TX*

Manager, Assurance

- Highly rated performance, committed to client service, well rounded professional development across multiple industries, strong technical accountant and auditor
- Plan, lead and execute public and private company financial statement audits and professional services engagements.

DESIGNATIONS

Certified Public Accountant (CPA)

EDUCATION

Bachelor's of Business Administration, Accounting, Angelo State University

DONALD HALL

ROLE

Hall will lead the T&D Performance Metrics

KEY EXPERIENCE

Quanta Technology

*2019 – Present
Raleigh, NC*

Executive Advisor, Distribution & Asset Operations

- Engineering, Operations, and Regulatory areas of the Distribution & Transmission segments of the electric utility industry
- Recent focus includes business and technical integration of Distributed Energy Resources/Non Wires Alternatives (DER/NWAs),
- Distribution System Load Forecasting methods incorporating DER, addition of stakeholder involvement and transparency in the Distribution System Planning process
- Initial development of performance indicators to be used in performance-based rate-making proposals
- Extensive background in state and federal regulatory proceedings including serving as an expert witness

Pepco Holdings Inc.

*1994 - 2019
Washington, DC*

Manager, Capacity Planning

- Oversight and management of Capacity Planning, including Distribution Planning, and Distributed Energy Resources Planning & Analytics for the PHI utilities including Atlantic City Electric (NJ), Delmarva Power (DE/MD), and Pepco (DC/MD)
- Includes development of Short and Long Range Recommendations for Distribution System Modifications and Additions to mitigate identified issues and/or improve system performance; development of Capacity Planning's input into the Annual 5-Year Capital Plan and 10-Year Forecast of Electric Plant Additions; technical evaluation and approval of applications to interconnect Distributed Energy Resources to the distribution system (under state tariff and wholesale regulations & process); participation in related internal and external working groups and stakeholder meetings; and support of strategy and policy development
- Provide Regulatory support ensuring timely responses to internal and external data and testimony requests as well as any related analysis and reporting. Serve as Expert Witness as required
- Testify in rate case hearings and Public Service Commission Technical Conferences. Participate in Public Service Commission Grid Modernization working groups on Non-Wire Alternatives, Microgrids, Pilot Projects, and Distribution System Planning
- Assure processes are followed, adequate staffing is maintained, and appropriate tools are available while not exceeding cost center budgets. (Note that Distributed Energy Resources Planning & Analytics was moved to the Smart Grid group in a mid-2017 reorganization.)
- Serve as the Exelon Utility Functional Area Manager (UFAM) - Capacity Expansion - Electric Distribution for Pepco Holdings

DONALD HALL

**CES Int'l/SPL
WorldGroup**
2000 – 2005

Product Manager, ADMS Applications

- Defined market requirements to drive product development plans and related budgets through market research, customer focus groups, and prospect visits for an advanced, real-time, electric power distribution network management system that included real-time power flow and OPF as well as a new product suite for measuring, monitoring, and reporting of electric distribution system performance
- Analyzed and forecasted product line profit & loss; supported potential customers in development of quantified value propositions and ROI analysis; developed and maintained thought leadership within market space; restored customer confidence and satisfaction in the flagship Outage Management System product offering by initiating and leading a cross-functional, multi-level problem resolution effort; provided technical training and interpretation of power engineering concepts, theory, standards, etc.; and authored/co-authored several white papers, conference proceedings, and/or technical articles

**Northern States
Power**
1998 – 2000

Director of Operations

- Directed operations providing Non-Destructive Diagnostic Testing of Underground Cable Systems throughout the US & Canada
- Researched and developed business tools, policies, procedures, and services; developed, documented, and implemented improved business processes and field safety practices in compliance with OSHA, NESC, etc.;
- Improved the quality and credibility of test reports and recommendations for preventive action; contributed to development of an asset management software product tailored to diagnostic testing
- Co-authored a storm restoration report to PSCs on behalf of a major east coast electric distribution utility
- Advised on the development of an APPA guide to the optimization of primary distribution systems; provided technical training and interpretation of power engineering concepts, theories, standards, etc.

**Pepco Holdings
Inc.**
1981 – 1998
Washington, DC

Senior Systems Engineer, System Planning

- Supervised and performed Distribution Planning for various regions of the Pepco utility
- Represented corporate interests with customers, consultants, research groups, and other utilities
- Drafted rate case testimony, land use zoning special exception testimony, and replies to various regulatory inquiries

DESIGNATIONS

Professional Engineer, District of Columbia, Maryland, and Delaware

Senior Member IEEE

Member IEEE PES Distribution Reliability and Smart Distribution Working Groups

DONALD HALL

EDUCATION

MS, Electrical Engineering, Kansas State University

BS, Electronics Engineering Technology, Capitol College (Laurel, MD)

AAS in Electronics Engineering Technology, Capitol College

GURB HARI, P.ENG., PMP.

ROLE

Hari will serve on the transition team as the lead for engineering and asset management

KEY EXPERIENCE

ATCO

2016 – Present
Alberta, Canada

Manager, Distribution Engineering

- Leading Distribution Design, Planning, Standards and Safety Codes teams for the province of Alberta. Team varying in size from 40-80 over 3 years
- Leading and executing initiatives which delivered operational efficiency and improved the customer experience

ATCO

2014 – Oct
Alberta, Canada

Supervising Engineer, NE Region

- Led the Fort McMurray, Slave Lake & Planned Programs teams executing the estimating and design of customer and internally driven projects
- Executed the implementation of key initiatives such as LED Street Light replacement & Distribution SCADA implementation

ATCO

2011 – Oct
Alberta, Canada

Engineer

- Estimated and designed small and large Distribution projects for the Fort McMurray area
- Developed and Planned the expansion of the Fort McMurray grid including provisions for future growth and reliability improvements

Magna IV Engineering

2010 – 2011
Alberta, Canada

Project Engineer

- Developed leads then estimated, designed, project managed, and construction managed underground Distribution projects in Alberta
- Managed sub-contractors and associated budgets for client projects to ensure cost and quality was achieved for Distribution projects

ATCO

2006 – 2010
Alberta, Canada

Engineer-in-Training (EIT)

- Built electrical models, wrote business cases and ran simulations for Distribution projects
- Estimated & designed Distribution projects
- Modeled and designed Transmission lines
- Troubleshooted unplanned Transmission outages including doing root cause investigations

DESIGNATIONS

Professional Engineer (Alberta)
Project Management Professional (PMP)

EDUCATION

Bachelor of Science, Electrical Engineering, University of Alberta

MARIO HURTADO

ROLE

Hurtado will serve on both the transition and management teams as the lead for regulatory; including rates, land access, government relations and O&M agreement administration

KEY EXPERIENCE

**ZUA
CONSULTING,**
*2018 – Present
Houston, TX*

Principal

- Management consulting on infrastructure development, renewables and other energy projects
- Assignments include:
 - Project management and lead for qualified consortium to manage and operate Puerto Rico electric grid system under a public-private partnership to rebuild electric grid and implement 100% renewable energy standard
 - Work for NextEra Energy on regulatory, project management and transition to new ownership of 350-mile electric transmission project in Oklahoma;
 - Evaluation for major European owner/operator on acquisition of wind and solar projects in Mexico; and
 - Analysis for private financial investor on restructuring opportunities for natural gas-fired project reaching PPA termination in competitive power pool

**Clean Line Energy
Partners**
*2009 – 2017
Houston, TX*

Co-Founder and Executive Vice President

- Co-Founder of merchant electric transmission company focused on development and construction of long-haul lines to connect the best wind energy resources in the United States with large demand centers
- Member of management team that grew company from two-person office to 50 plus employees, oversaw development of five greenfield transmission projects in eleven states, and raised over \$200 million
- Direct project execution and development for the Plains & Eastern Clean Line, a \$2.5 billion, 4000 MW high voltage direct current transmission line to deliver renewable energy in western Oklahoma and the Texas Panhandle to utilities in Arkansas, Tennessee and throughout the Southeast
- Managed teams that received public utility approvals in Oklahoma and Tennessee and created a public private partnership with U.S. Department of Energy. Obtained all permits necessary for construction
- Created and managed project development team that oversaw budget, schedule, regulatory approvals at local, state and federal level, environmental permitting, community outreach efforts, and public and government affairs for 720-mile transmission line involving four states and 28 counties

MARIO HURTADO

4GAS

2008 – 2009
Houston, TX

Consultant, Project Development

- Project management and structuring for venture capital-backed company developing liquefied natural gas import terminals
- Established project development processes, risk mitigation and project finance plans for regasification and storage projects in Texas and Netherlands

Globeleq

2002 – 2007
Houston, TX

Vice President, Americas & Director, Americas

- Created shareholder value of more than \$200 million by leading growth and management of regional business in Central America and Caribbean
- Within 4 years, transformed Globeleq from a minority financial investor start-up into one of the top developer/owner/operators in the region through acquisition and greenfield development
- Exceeded all financial and operational metrics for Central America and Caribbean regional assets totaling approximately 600 MW and EBITDA of \$50 million
- Supervised commercial management, operations, capital investment plans, and operating budgets; oversaw local management performance and identified areas for growth and improved return on investment
- Oversaw operation of \$500 million Latin American portfolio during transition to new ownership

Duke Energy North America

2000 – 2002
Houston, TX

Director, Acquisitions & Divestitures

- Closed five U.S. merchant energy transactions totaling more than \$1 billion, achieving average returns of 25%
- Managed multiple aspects of transactions from origination through closing, including negotiations with counter parties, oversight of financial valuation, legal and technical due diligence, regulatory approvals, as well as coordination and internal negotiation with commodity origination and trading areas

Reliant Energy International

1996 – 2000
Houston, TX

Director, Business Development

- Negotiated and closed three major enterprise acquisitions in South America totaling nearly \$3 billion in investments, including two of the top electric utility M&A deals in Latin America in 1998. Directed acquisition teams and oversaw valuation, due diligence, and negotiation with counter parties
- Initiated and maintained relationships with strategic partners and governmental authorities including negotiation of joint bidding and joint venture agreements. Led takeover and transition to new ownership of privatized companies, including hiring of senior staff, personnel and financial restructuring and board oversight

Coastal Power Company

1994 – 1996
Houston, TX

Manager, Project Development & Associate Manager, Project Development

- Developed independent power projects in Mexico, Central America and the Caribbean, including acquisition of independent power project in the Dominican Republic with +20% realized return

MARIO HURTADO

DESIGNATIONS

Languages – Fully bilingual English/Spanish. Fluent in Portuguese. Proficient in French.

EDUCATION

Bachelor of Arts, Political Science, Columbia University

Master of Arts, International Relations with Concentrations in International Economics and Latin American Studies, Johns Hopkins University

JESSICA LAIRD

ROLE

Laird will serve on both the transition and management teams as the lead for customer service

KEY EXPERIENCE

ATCO Energy Ltd.

*2017 – Present
Alberta, Canada*

Senior Manager, Home & Energy Retail Operations

- Influence and motivate teams within the business unit and across the larger ATCO organization to develop and execute the ATCO Retail vision through strategies and operating principles
- Engage staff in developing action plans to enhance communication across divisions, strategically solve problems, and promote collaboration to deliver exceptional customer experiences
- Provide guidance to internal and external teams on policies, processes, and procedures to ensure the optimal use of resources and customer experience delivery
- Review market research and customer research to anticipate business and customer opportunities
- Negotiate mutually beneficial vendor agreements for products and services
- Use problem solving and conflict management skills to govern and manage service agreements with IT, retail product, and service vendors
- Responsible for developing the customer experience strategy by evaluating customer feedback and implementing process changes to improve customer satisfaction as well as customer experience metrics, including CSAT, surveys, insights, and quality assurance programs
- Develop and manage a budget of >\$15M
- Ensure compliance with industry regulatory requirements
- Develop, launch, and operate new ATCO Retail business

ATCO Energy Ltd.

*2015 – 2017
Alberta, Canada*

Manager, Customer Care & Billing

- Played a key role in the development and launch of ATCO Energy Ltd
- Developed and executed the RFP process for hiring a third-party call center and billing provider
- Managed the project to set up the ATCO Energy billing system
- Managed the project to develop and document all customer care policies, processes, procedures, and training modules
- Developed the quality program for both agent onboarding and agent service delivery
- Responsible for managing call center service levels, service quality, and reporting
- Responsible for gathering call center intelligence and working with marketing and sales to develop and improve sales strategies based on voice of the customer data
- Worked effectively with the commercial & industrial sales team on lead development
- Participated in the development of marketing and sales strategies.
- Responsible for ensuring compliance with industry regulatory requirements, representing ATCO Energy at industry meetings, and liaising with regulatory bodies

JESSICA LAIRD

ATCO Electric

2010 – 2015

Alberta, Canada

Manager, Customer Care & Billing Governance

- Responsible for managing a \$10M+ contract with third party service provider
- Worked with service provider to implement customer experience improvements:
 - Decreased number of customer calls >10 minutes in length by 7%
 - Decreased customer dissatisfaction by 5% through implementing customer concierge service
- Worked with service provider to determine best cost business solutions to meet organizational requirements and maintain compliance with regulatory requirements
- Developed bi-weekly dashboard reporting as a value-added service to monitor service quality
- Reviewed and analyzed customer satisfaction survey results and implemented process improvements based on results
- Developed customer experience team to include customer service employees from across the organization
- Initiated and led several LEAN process improvement projects
- Represented ATCO Electric at industry meetings with the Alberta Utilities Commission
- Represented ATCO Electric on the Canadian Electricity Associations Customer Committee
- Responded to intervenor requests on regulatory proceedings
- Developed and implemented policies, processes, and procedures

ATCO I-Tek

2008 – 2010

Alberta, Canada

Manager, Process Quality, ATCO I-Tek

- Responsible for managing a department consisting of four workgroups and 45 staff members (User Acceptance Testing, Customer Care Solutions, Charge & Statement Check, Rate Administration).
- Identified, supported and grew internal resources to meet current and future business needs:
 - Implemented industry standard training and developed scenario database to increase efficiency of User Acceptance Testing team.
 - Implemented cross training and inter-departmental communication to support company succession plan and decrease work duplication.
 - Introduced ITIL processes to department and division as an industry standard model of process and quality assurance.
- Provided superior leadership, mentorship and direction to a variety of workgroups, enabling the implementation of strategies, tools, processes, solutions, and training to support the delivery of high quality service
- Responsible for the managements of testing of all system changes and production issues for in house billing system and its interfaces
- Responsible for the management of the end to end issue resolution for operations:
 - Developed process for issue ownership and follow up decreasing the number of unresolved issues.
- Developed strategy for issue prioritization and resource management

JESSICA LAIRD

EDUCATION

Bachelor of Commerce, Organizational Analysis & Marketing, University of Alberta

Strategic Leadership Development, Ivey Business School

Developing Customer Experience Metrics – Forrester Research

DARREN MILLER

ROLE

Miller will serve on in both the transition and management teams as the lead for overall financial management; finance, treasury, tax, accounting, procurement and real estate

KEY EXPERIENCE

Quanta Marine Services, LLC / Bisso Marine, LLC
2013 – Present
Houston, Texas

Chief Financial Officer

- Private company experience working for a Company which, in addition to its fleet, chartered three barges from Quanta Services. Managed the finance, accounting, supply chain and information technology functions as well as a Sarbanes-Oxley implementation
- Managed the start-up of Quanta Marine Services which became a successor company to Bisso Marine, a private entity while also overseeing, as CFO, two other Quanta operating units in the Oil & Gas industry
- Managed the set-up of a permanent establishment in Mexico enabling the Company to be a key contractor for the Sur de Tejas pipeline from Texas to Mexico
- Key participant in the sale of the fleet and management of Quanta's exit from the marine business

Quanta Services, Inc.
2003 – 2012
Houston, Texas

Vice President – IT and Administration

- Managed the Risk Management, Information Technology and Human Resources functions during a significant growth phase from \$1.6 billion to approximately \$6 billion in revenues
- Directly participated in securing surety capacity ranging upward to \$2.5 billion Managed ongoing relationship with both brokers and underwriters
- Provided oversight of procurement, claims management and accounting for a high deductible insurance program with annual exposure activity of approximately \$45 million
- Co-managed the successful selection, global design and implementation of an integrated accounting system (ERP) for multiple operating units
- Managed the building of the information technology infrastructure platform for connecting all of the Company's operating units
- Managed the initial implementation of the Information Technology portion of the Sabanes-Oxley controls framework
- Key participant in the divestiture of the Company's telecom business, including the subsequent decoupling of the unit from Quanta and the transition to buyer
- Rationalized the Corporate office of an acquired company following a \$1 billion transaction
- Served on the Quanta Services, Inc. disclosure committee and as the primary management liaison with the Compensation Committee of the Board of Directors

DARREN B. MILLER

**Encompass
Services
Corporation**
1996 - 2003
Houston, Texas

Senior Vice President, Chief Financial Officer

- Led all aspects of accounting, finance, tax and treasury for company grown from a start-up operation to Fortune 500 status with over \$4 billion in annual revenue
- Negotiated numerous new senior financings or amendments to senior credit agreements ranging in size from \$8 million to \$800 million; including the ongoing management of bank groups ranging from three to approximately 40 institutions
- Directly involved in over 50 mergers, acquisitions and divestitures individually ranging from under one million into the hundreds of millions in transaction value. Extensive experience in virtually all aspects of transactions including due diligence, negotiations, documentation, financing and integration
- Directly involved in an initial public offering of common stock, which raised over \$100 million in capital, and two public debt offerings, which raised a total of \$265 million in additional capital
- Participated in raising \$150 million through a preferred stock investment from a large private equity firm
- Directly involved in the creation of business processes, operational and financial reports and internal control processes and procedures for a start-up enterprise. Later participated in the streamlining or replacement of many of the aforementioned processes to accommodate maximum efficiency and functionality along the growth path to becoming a multi-billion dollar organization
- Numerous public and private presentations to debt and equity investors, bond rating agencies, Boards of Directors, banks and other financial institutions
- Significant investor relations and public speaking experience

Allwaste, Inc.
1989-1996
Houston, Texas

Vice President, Treasurer and Controller

- Primarily responsible for all aspects of accounting and finance for this \$400 million company, including numerous public filings of financial information and other corporate governance requirements
- Co-managed the successful global design and implementation of an integrated accounting systems (ERP) for multiple operating units
- Managed the Company's public debt ratings and associated relationships with the rating agencies

**Arthur Andersen,
LLP**
1982-1989
Houston, Texas

Audit Manager

- External auditing experience in the following industries: environmental or industrial services, oilfield services, offshore drilling contracting, light manufacturing and private universities
- Public Company experience, including an initial public offering

DESIGNATIONS

Certified Public Accountant (CPA)

EDUCATION

Bachelor's of Business Administration – Accounting, Lamar University

JULIO ROMERO AGÜERO

ROLE

Romero will lead the System Remediation Plan

KEY EXPERIENCE

Quanta Technology

*2007 – Present
Raleigh, NC*

Vice-President, Strategy and Business Innovation

- Provides leadership to Quanta Technology in the areas of technology and business strategy, grid modernization, utility of the future, distribution systems analysis, planning and engineering, distributed energy resources, and emerging technologies
- Responsible for Quanta Technology's business strategy, innovation, and partnership activities, and execution of special projects.

National Energy Commission

*2005 – 2007
Honduras*

National Energy Commission

- Responsible of the regulation of the power generation, transmission and distribution utilities of Honduras, and their interaction in the Central American electricity market
- Revising and approving national power sector regulations and draft laws, national electricity rates studies and power generation contracts.

National Electric Utility of Honduras

*1997 – 2000
Honduras*

Distribution Operations Manager

- Responsible for the operation of the distribution system of Tegucigalpa, capital and most important city of Honduras
- Protection coordination, power quality monitoring, and reliability assessment for the Tegucigalpa metropolitan area.

Advisor — Regional Systems Department

- Responsible for distribution planning and distribution project management for the eastern, southern and central areas of Honduras.
- Managed several voltage conversion, protection coordination and voltage regulation projects.

Regional Manager — Southern Area

- Responsible for the commercialization of electricity, operation, maintenance, and planning of the distribution system of the southern region of Honduras.
- Managed resources and professional and technical staffs up to 100 persons.
- Supervised state and investor-owned urban and rural electrification projects
- Restoration of the southern area's distribution system after Hurricane Mitch.

JULIO ROMERO AGÜERO

Regional Manager — Eastern Area

- Responsible for the commercialization of electricity, and operation, maintenance, and planning of the distribution system of the eastern region of Honduras
- Managed resources and professional and technical staffs up to 100 persons. Supervised state and investor-owned urban and rural electrification projects

DESIGNATIONS

- Institute of Electrical and Electronics Engineers (IEEE)
- Chair of IEEE PES Distribution Subcommittee, Senior Member of IEEE, and member of Advisory Committee of DistribuTECH. Past Chair of IEEE PES Working Group on Distributed Resources Integration, former Editor of IEEE Transactions on Smart Grid, and IEEE Transactions on Power Delivery

EDUCATION

- **PhD**, Power Engineering, National University of San Juan, Argentina
- **MBA**, North Carolina State University, Raleigh, NC
- **BSc**, Electrical Engineering, National University of Honduras

EDUARDO SANVIDO

KEY EXPERIENCE

ATCO Electric

2017 – Present
Alberta, Canada

Senior Manager Operational Accounting

- Responsible for the development and support the execution of the Operational and Capital budgets and forecasts, as well as ensuring the appropriate mechanisms are in place to evaluate and monitor business results
- Translate strategic plans and forecasts into financial plans and projections to ensure the Electric Global Business achieves its financial targets
- Develop and lead the Operational and Capital Assets teams of 30 direct and indirect reports in the development, operation and continuous improvement of operational costs and capital investments, procedures and systems (Oracle) to delivery timely, accurate and complete monthly financial results

ATCO Electric

2016 – 2017
Alberta, Canada

Senior Manager, Financial Reporting

- Provided effective financial leadership enabling strategic foresight into the business and providing knowledgeable and accurate information to the Electric Global Business
- Oversaw the Electric Global Business financial reporting and analysis processes including month/quarter-end internal reporting, technical research and financial statement and MD&A review
- Led the Management Reporting transformation in the Finance function to improve operational excellence and the customer experience
- Developed and led the Financial Reporting Accounting team of 15 direct and indirect reports in the development, operation and continuous improvement of procedures and systems (Oracle) that resulted in timely, accurate and complete monthly financial results

Enbridge Pipelines Inc.,

2014 – 2015
Alberta, Canada

Director, Accounting Services

- Provided strategic leadership and oversight of the governance and consistent application of financial procedures, controls, budgets, forecasts and accuracy of financial statements for Enbridge Liquids Pipelines in Canada
- Developed and led the Accounting Services team of 70 direct and indirect reports in the development, operation and continuous improvement of capital assets, operating costs and accounts payable processes, procedures and systems (Oracle) that resulted in timely, accurate and complete monthly financial results
- Managed an operating budget of \$6M/year
- Set the Accounting Services governance structure, policies, procedures and guidelines that affected all Enbridge Liquids Pipelines in Canada, impacting the reporting of over \$16 billion of capital assets, and potential future revenue stream of over \$2 billion

EDUARDO SANVIDO

- Led the preparation and continuous improvement of reporting and analysis of monthly results to key stakeholders, which ensured operating objectives were translated into development of Finance strategy
- Led key stakeholder monthly results review meetings, which identified improvements to budgets resulting in a savings of \$100M in an operating budget of \$800M/year
- Successfully developed, integrated and aligned the capital assets and operating costs groups with the business areas which streamlined processes and led to increased efficiencies
- Led and represented Finance as the subject matter expert on topics of current and future commercial and accounting and finance solutions on a number of Enbridge wide operating committees
- Ensured that appropriate internal controls over financial reporting are in place and operating effectively
- Led and oversaw all human resources, health, safety and environmental compliance activities for the Accounting Services team. Developed, maintained and reviewed the team succession plans to ensure a pool of ready now candidates to replace planned and unplanned transitions

Enbridge Pipelines Inc.,
2013 – 2014
Alberta, Canada

Senior Manager, Enterprise Accounting Policy

- Led the Enterprise Accounting Policy team of 5 direct and indirect reports in the development and maintenance of accounting policies and controls, improving consistency and mitigating risks across Enbridge's Finance teams
- Developed and implemented the first three Enbridge wide accounting policies, improving consistency and mitigating risks across the Finance teams
- Achieved internal and external stakeholders buy-in for the design and adaptation of Enbridge wide accounting policies and controls
- Disseminated accounting knowledge across Enbridge Corporate and Enbridge business units, providing access to information and supporting Finance teams through the implementation of technical interpretations and changes in accounting standards

Enbridge Pipelines Inc.,
2010 – 2013
Alberta, Canada

Manager, Financial Reporting Standards

- Provided meaningful, credible and timely accounting research to senior management in support of all highly technical matters
- Led and developed a team of 2 direct reports in a highly complex and rapidly changing business/industry
- Coordinated and led the successful transition from Canadian GAAP to US GAAP for Enbridge Liquids Pipelines Canada – worked closely with the Corporate team on potential GAAP differences and providing the guidance to address those

EDUARDO SANVIDO

- Guided the development of a 3 days US GAAP training specific to Enbridge to support the Finance teams through the transition
- Managed and oversaw the implementation and ongoing operation of the contract review process to ensure key accounting issues were captured
- Coordinated and led the development of technical training material for the Controllers group on complex accounting issues and changes in accounting standards
- Established and maintained strong relationship with external service providers including the external auditors and consultants

**PricewaterhouseCoopers
LLP,**
2003 – 2010
Sao Paulo, Brazil

Senior Manager, Audit and Assurance Group, Canada

- Oversaw the planning, management and completion of large audit engagements for both public and non-public companies, government and not-for-profit organizations
- Member of the 2010 Global Team responsible for sharing the PwC Audit Methodology and best practices across the PwC offices in India
- Member of the Audit Champion Team, which included quality review assignments, updating technical resources and developing internal training programs
- Facilitated internal courses dealing with accounting, assurance, and regulatory matters
- Member of the IFRS Champion Team, responsible for the interpretation of complex accounting issues and IFRS implementation

DESIGNATIONS

CRC Regional Accounting Council (CPA equivalent in Brazil) - 2003

EDUCATION

Bachelor of Accounting Science, assessed by the International Qualifications Assessment Service (“IQAS”) to the completion of a four-year Bachelor of Commerce degree with a focus in accounting. Pontifical Catholic University of Campinas – Brazil

Bachelor of Economics Science, assessed by the International Qualifications Assessment Service (“IQAS”) to the completion of a four-year Bachelor of Commerce degree with a focus in economics. Pontifical Catholic University of Campinas – Brazil

Strategic Leadership Development, Ivey Business School

BILL SNYDER

ROLE

Snyder will provide Business Support towards the performance metrics

KEY EXPERIENCE

Quanta Technology, LLC
2007 – Present
Raleigh, NC

Executive Advisor, Senior Vice President, Grid Modernization, Business Strategy & Services Management

- Utility operations, management and change initiatives resulting from over 35 years of experience in the electric utility industry
- Led consulting engagements to review and evaluate operational processes and standards, conducted evaluations of asset condition and value, and led major process change identification and implementation programs in the engineering and operations functions
- Consulting agreements range from day-to-day system operations management, including emergency restoration planning and management, to strategic planning and implementation of major process and systems initiatives to improve workforce efficiency and service delivery

ABB
2000 – 2003

Director – Wind Power Market

- Field operations planning and management
- Storm plan development and restoration management
- Asset condition assessment and management
- Major business initiative planning, implementation and change management

Progress Energy
1979 – 2000

Manager

- Field operations planning and management
- Storm plan development and restoration management
- Asset condition assessment and management
- Major business initiative planning, implementation and change management

DESIGNATIONS

Member – IEEE, Power & Energy Society and Industrial Applications Society

EDUCATION

Bachelor of Science, Engineering Operations, NC State University
Master of Business Administration, Babcock Graduate School of Business, Wake Forest University

TERRY TONSI

ROLE

Tonsi will serve on the transition team as the lead for emergency operations and distribution operations

KEY EXPERIENCE

ATCO Electric
2019 – Present
Alberta, Canada

Transmission, Distribution, Customer Service and Emergency Response Specialist

- Project oversight for bid proposal performing key focus on the T&D Operations
- Core project team member reviewing and providing guidance to all aspects of the project
- Lead various team through our due diligence process
- An integrated team that developed a very complex and competitive bid proposal

ATCO Electric
2018 – Present
Alberta, Canada

Regional Manager Central East Region, Transmission and Distribution Field Services

- Managed 256 employees across various disciplines with T&D field operations across Alberta
- Key functional leader of the T&D Utility Transformation
- Developed and maintained a high-level of customer service and developed strong relationships with a range of customer classes; Residential, Farm, Commercial, Industrial, and Indigenous
- Managed teams to supply outage responsive outage response
- Managed teams to ensure optimal T&D operations and maintenance these systems
- Health, Safety and Environmental performance of the team and system
- Managed and provided human resources across the team
- Responsible for providing financial oversight of the T&D operations and maintenance, and capital expenditures for the region

ATCO Electric
2017 – 2017
Alberta, Canada

Temp Assignment – Director of Distribution Operation

- Provide leadership and direction to ATCO Electric's District Operations which included the 7 District Managers and their 39 service points, and its 218,000 customer base
- Overall leadership to ensure outage responsive outage response across Alberta
- Accountable to ensure optimal Distribution operations and maintenance of the system
- Accountable for the Health, Safety and Environmental performance across the distribution system
- Provide human resources leadership and direction across 850 Distribution employees
- Responsible for providing financial oversight of Distribution operations and maintenance, and capital expenditures

TERRY TONSI

ATCO Electric
2007 – 2018
Slave Lake,
Alberta, Canada

District Manager of Slave Lake District

- Managed distribution operations across various the Slave Lake geographical area. These areas consisted of primarily distribution operation, new customer extensions and customer service
- Developed and maintained a high-level of customer service and strong relationships with a range of customers; Residential, Farm, Commercial, Industrial, municipal government and Indigenous customers
- Lead operational teams to supply outage response
- Managed teams to ensure optimal distribution operations and maintenance across the area
- Accountable for the Health, Safety and Environmental performance of the team and system
- Managed and provided human resources support across the team
- Responsible for financial targets across operations and maintenance, and capital expenditures

ATCO Electric
2000 – 2007
Slave Lake,
Alberta, Canada

Senior Serviceman

- Lead the Slave Lake Service Point Team, including safety performance
- Provide “Operator In Charge” for all distribution operation within the service point
- Coach and mentor the operations team
- Provide leadership to ensure safe, reliable and operation of the distribution system
- Maintain and construct various T&D facilities
- Provide customer service across the service point which includes the following, collections, customer complaints, new extentions, meter reads, etc.

**Alberta Power
Ltd/ATCO Electric**
1988 – 2000
Alberta, Canada

Apprentice and Journeyman Lineman

- Construct and operate, distribution and transmission system
- Active member of various safety teams

**RS Line
Construction**
1986 – 1988
Alberta, Canada

Apprentice Line

- Construct distribution transmission system

**Lesser Slave
Regional Fire
Service**
1993 – 2018
Slave Lake,
Alberta, Canada

Captain and Firefighter

- 25 year as a volunteer firefighter; structural and wildland
- 15 years as a Captain, Sr. Leader of on the department
- Various fire service training which includes ICS 100, 200 & 300 and all required structural/wildland firefighter and large equipment legislated training

EDUCATION

Journeyman Powerline and Red Seal, Northern Institute of Technology, NAIT