

THOMAS R. JOHNSON

SUMMARY

Tom Johnson has over twenty years of experience in resource, energy and regulatory consulting. Mr. Johnson began his career with the design and permitting of water and hydroelectric projects, broadened to include construction management, turn-key operations, contract negotiation and economic analysis, and proceeded to management and management consulting. Mr. Johnson has been involved in the creation of transformation of a number of energy services entities, providing a cohesive top-down analysis, development and implementation of enterprise functions, basic and specific business process, governance structures and policy/procedure/ systems structures. Mr. Johnson has assisted firms with best practices evaluation and gap analysis, integration of new business lines or process, provided due diligence review of strategic & tactical business lines and processes, and provided management consulting for specific utility system operating divisions.

Throughout his career, Mr. Johnson has been actively involved with the water resources and hydroelectric fields. In total, he has been involved in permitting (at the state and federal level) and licensing of over 15 different hydroelectric projects; provided engineering design services for over 20 projects; provided construction management for nearly ten projects, and provided partial or full turn-key O&M services for more than 20 projects. Mr. Johnson successfully completed the first purchase of a hydroelectric asset from Pacific Gas & Electric in California on behalf of a joint powers authority of local water districts, and has assisted in the valuation and sale of several other projects. He is currently involved with several aspects of water resource development, including managing permitting, engineering, and construction efforts for hydroelectric and flood control projects.

EXPERIENCE HIGHLIGHTS

Thomas R. Johnson, LLC Loomis, California June 2004 – Present. Principal. Mr. Johnson is engaged in project management major multi-disciplinary water resources projects, with a focus on regulatory and engineering aspects of those projects.

Yuba County Water Agency Marysville, California 2003 – June 2004. Assistant Manager for Development. Mr. Johnson is responsible for a variety of special projects for the Agency. Assignments included leading the Agency's efforts towards resolving long-standing litigation through the development of a Lower Yuba River Accord, Project Management for various projects including design (total \$4 M contracts), construction (\$11 M contracts), and environmental studies in the river (\$1 M contracts), and permitting before federal and state entities (FERC amendment, Section 7 consultation, 401, 404, 160i, Rec Board, etc) for water resources and flood control projects.

Tabors Caramanis & Associates Sacramento, California 2001 – 2002. Vice President, Tabors Caramanis & Associates (TCA), an economics and regulatory policy consultancy. Mr. Johnson opened and directed TCA's West Coast office, and provided project management and restructuring support to clients throughout the

Western U.S. Assignments included: regulatory and economic analysis work for RTO –West, BPA, and WestConnect; business planning for March JPUA; and expert witness support for various energy industry negotiations and proceedings in California.

Henwood Energy Services, Inc., Sacramento, California 1988 – 2001. Vice President and Principal. Henwood offers integrated business solutions, strategic consulting, and market-leading e-Business applications throughout North America, Australia, and Europe.

With Henwood, Mr. Johnson was a member of senior management as well as directing several of Henwood's consulting divisions, focusing on project development, asset valuation, management consulting and transaction support. Key project management assignments included managing the valuation, purchase or takeover of several utility systems and generation facilities, providing strategic consulting for new energy businesses, and optimization of system and facility operations. Typically, Mr. Johnson had P/L responsibility for the division. During 1988 – 2001, Henwood experienced consistent growth of gross and net revenues of over 30% per year. Mr. Johnson's division contributed \$5M, through deployment of up to 23 professional staff, to the Company's gross.

In addition to other assignments, Mr. Johnson ran Henwood's Operations and Engineering (O&E) Division for 13 years. In this role, Mr. Johnson oversaw the design, construction management, outsourcing and turn-key operations for numerous small thermal and hydroelectric generation projects in California, Oregon and Nevada. Henwood's O&E Division operated as many as 13 hydroelectric projects on a turn-key basis, with engineering, operations and field staff numbering to 25. Mr. Johnson had oversight, and was Engineer of Record, for most assignments of the Division, including project licensing, design, construction management, operations and valuation assignments.

Prior to Henwood, Mr. Johnson held increasingly responsible positions with three energy and resource-engineering firms. Mr. Johnson is a competitive athlete, having competed on the national level in three sports and representing the United States in over a dozen international caliber running events in Europe, Asia and Africa.

Allied-Langdon Engineering, Sacramento, California, 1986-1988. Project Engineer. Responsible for the design and construction management of commercial land development projects. Typical project elements included coordination of multi-disciplinary teams, coordination with project developer, and permitting and presentations to local, state and federal jurisdictional permitting authorities.

RMI (now Navigant Consulting), Sacramento, California, 1984-1986. Project Manager, Assistant Project Manager. Assistant Project Manager for the proposed 80 MW, \$250 million Salt Caves Hydroelectric Project for the City of Klamath Falls, in Oregon. Key tasks included oversight of the license team, budget and documentation for arbitrage bond financing, public relations and presentations, and management of specific technical analysis & subcontractors. Project Manager for a proposed winter recreation area for the City of Klamath Falls.

Raymond Vail & Associates, Sacramento, California, 1982-1984. Design Engineer. Responsible for domestic water and hydroelectric generation system modeling, master planning, facility design, hydroelectric project feasibility studies, licensing, and conduit exemptions.

MAJOR PROJECTS

Corporate Management

Member of Senior Management: Member of Henwood Board and Corporate Secretary. Served as acting COO during periods of rapid expansion. Mr. Johnson became a Principal with Henwood in 1989. At that time, the firm had total staffing of fewer than 15 and annual revenues of less than \$1M. In 2001, Henwood achieved a staffing level of over 150 at four offices worldwide and annual revenues of over \$22M. Mr. Johnson was elected to the Henwood Board in 1993, and named Vice President in 1997.

Business Planning: Participate in corporate strategic planning and corporate business plan preparation. Prepared continental business plans and led company efforts in establishing new regional offices in Australia and London.

Mergers: Identify opportunities, develop and present offers for acquisitions.

TermDesk.com: Design, develop, operate, prepare business plan and private placement memorandum for Henwood's TermDesk.com energy procurement web site.

Division Management and Business Development

Consulting Division Manager: Directed Management and Engineering Services consulting division through tenfold growth in revenues in 5 years. After corporate reorganization, held P/L responsibility for entire Strategic Consulting division representing over 20% of company revenues.

Business Development: Extensive business development and recruitment activities to drive division growth goals and support company growth goals.

International Operations: Provided management and oversight of the Henwood Australian office, including activities in Australia and Asia, for the initial year of operations.

Litigation and Asset Transaction Support

Litigation Support and Resolution: Currently leading YCWA efforts in resolving a 13-year outstanding litigation involving water rights and water transfer – \$80 M at risk. Expert witness for various litigation including contract disputes, water rights and industrial injury. Total value of litigation proceedings in excess of \$200M. Provided personal expertise, led technical support and evaluation efforts, crafted strategy.

Asset Transfer Project Management: Project Manager for the first PG&E generation asset to change hands in California. Completed financial analysis,

assembled closing and transition teams, oversaw formation of the receiving joint powers agency, negotiated sales and financing terms, and developed new protocols for post-transfer operations and administration. Project Manager for transfer of complete utility infrastructure (water, sewer, electrical distribution systems) of Treasure Island Naval Station from Federal to local control. Completed transfer planning and coordination, interim operations planning and staff recruitment, financial planning and rate structures to meet project financial goals, gap and deferred maintenance analysis. Provided interim operational support and personnel during transfer.

Physical and Technical Due Diligence: Support the purchase or transfer of generation assets, utility and underground infrastructure systems with contract & entitlements review, condition analysis, legal and real property research, deferred maintenance cost estimation, evaluation of current and future operations and maintenance costs, and regulatory risk assessments. Projects included thermal and hydroelectric assets in California.

Valuation and Sale Book: Prepare threshold valuation, sale book, marketing strategy and initial term sheet for generation asset (3) and distribution asset (1) sales. Additionally, completed valuation efforts in support of negotiations or regulatory filings for 15 hydroelectric facilities throughout the West.

Financial Valuation, Bid Preparation and Negotiation: Discounted cash flow analysis (multiple projects) bid preparation for an IOU divestiture, negotiation on behalf of transaction principals (multiple projects).

Permitting, Engineering, Operations and Maintenance

Team Lead and Principal-in-Charge: Directed multi-disciplinary teams for analysis, permitting & design efforts; provided strategic and tactical direction for creation and implementation of project development and construction programs; provided technical review, quality control, and technical guidance for project design and construction. Projects primarily power generation, water resources, land development and civil infrastructure.

Design and Construction Management: Provided a range of services including feasibility and master planning, owner's engineer, permitting or regulatory intervention, engineering design, and/or construction management services for projects in the western United States. Specific projects included:

- Work on over 40 generation and utility system projects, including complete facility design and/or component design;
- Work on numerous land development and infrastructure projects, including master planning, subdivision, streets & roads, underground infrastructure, military base reuse
- Construction management, project management, and owner's engineer services for multiple projects.

Operations, Maintenance and Management: Responsible for oversight of turn-key operations and maintenance practice providing real time hands-on operations of as many as 13 water delivery or generation projects concurrently.

Licensing and Permitting: Directed teams and Project Manager for power project licensing/ permitting before FERC and CEC, water resources and land development projects before jurisdictional federal, state and local entities. Specific permitting efforts including CEQA/NEPA, Special Use authorizations (Federal & State), Section 7 Consultation, 404, 401, 1604, Air Board permitting, local land use authorizations.

Management Consulting

New Entrants: Provided strategic and management advice for new energy producers and infrastructure owner/operators. Assignments have included:

- Prepare Summary Business plan for financing or Board decision;
- Risk/reward assessments, cash flow and capital requirement evaluations;
- Develop implementation strategy, timelines, and assignments;
- Prepare operations protocols for new or transferred assets, including management, staffing, outsourcing, and accounting protocols;
- Function in an interim management, oversight, or operations role.

Portfolio Modeling and Optimization: Optimization studies including optimum dispatch of cascaded hydroelectric stations; single-unit multi-market revenue optimization, deterministic and stochastic risk assessment, physical operations and staffing optimization, and analysis of station or unit upgrades.

Analysis and Transactions

Expert Witness: Expert witness for over \$200M in litigation, including financial and technical evaluations, statistical analysis, damages estimates, and constructing defense approaches.

Power Supply Analysis: Provided support for over 1,500 MW of long-term power procurement decisions, including needs analysis, build/buy analysis, RFP preparation, evaluation, negotiation and audit assignments.

EDUCATION

B.Sc., Agricultural Engineering, University of California, Davis, California 1982.

PROFESSIONAL AFFILIATIONS

California Registered Civil Engineer No. 042330