

TENASKA[®] POWER MANAGEMENT, LLC

1701 E. Lamar Boulevard, Suite 100
Arlington, Texas 76006 USA
817-462-1521
FAX: 817-462-1035

October 6, 2016

Via Overnight Mail and Email to dbacker@pu.gov

Rosemary Chiavetta
Secretary Pennsylvania Public Utility Commission
400 North Street
Harrisburg, PA 17120

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

**Re: Docket No. A-2016-2565723
Tenaska Power Management, LLC Data Request**

Dear Ms. Chiavetta,

Per the above referenced data request, Tenaska Power Management, LLC provides the following information.

1. Reference Application, Section 7.b, Financial Records, Statements and Ratings - Applicant provided two years of financial information for Tenaska Energy, Inc., however, this is insufficient proof of Tenaska Power Management, LLC's financial fitness. Please provide additional financial information of the types listed in the application to demonstrate the applicant's financial fitness, such as an organizational structure, types and amounts of insurance carried by the applicant, and six months of consecutive bank statements from 2016 or tax records. Applicant can elect to mark submitted information as confidential. **See Attachment IV(a) Promissory Note marked as Confidential**
2. Reference Application, Section 7.c, Supplier Funding Method - Applicant had indicated it will have access to additional liquidity from Tenaska Energy, Inc., who serves as its credit support provider. Please provide this credit agreement in its entirety for our review. Applicant can elect to mark submitted information as confidential. **See Attachment IV(a) Promissory Note marked as Confidential**
3. Reference Application, Section 8.a, Experience, Plan, Structure - Applicant has provided proof of PJM Membership, however this is insufficient proof to prove Technical Fitness. Please provide additional technical fitness information of the types listed in the application to demonstrate the applicant's technical fitness, such as staffing structure and employee training commitments, business plans for operations within the Commonwealth, or summary and proof of licenses as a supplier of electric services in other states. Please provide documentation by using the submission method listed above. **See Attachments V, V(a) Insurance Summary and Policy marked as Confidential; V(b); V(c) and Revised Attachment VI**

4. Reference Application, Section 8.e. Officers - Applicant has provided paragraphs detailing its officers' work history, but has failed to provide detailed professional resumes of its chief officers. Please provide professional resumes including detailed descriptions on all experience and activities including date ranges by using the submission method listed above. **See Revised Attachment VII**

I, O. Bradley Cox, hereby state that the facts above set forth are true and correct to the best of my knowledge, information and belief, and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).



Sincerely,

A large, stylized handwritten signature in black ink, appearing to read "O. Bradley Cox".

O. Bradley Cox
Vice President

Handwritten initials "NRQ" in black ink, positioned to the right of the typed name.

Enclosures

cc: Debra Backer via Email

ATTACHMENT V



PJM Interconnection
2750 Monroe Blvd
Audubon, PA 19403

Faith K. Daley
Senior Paralegal/Contract Administrator
Ph: 610 666 8875 | Fax 610 666 8211
faith.daley@pjm.com

August 18, 2016

Via Email Only

O. Brad Cox, Vice President - Markets & Compliance
Tenaska Power Management, LLC
1701 E. Lamar Boulevard, Suite 100
Arlington, TX 76006

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Re: Letter in Good Standing

Dear Mr. Cox:

This letter is being provided to Tenaska Power Management, LLC pursuant to your request. Tenaska Power Management, LLC was approved for PJM Interconnection, L.L.C. ("PJM") membership effective July 25, 2016. Tenaska Power Management, LLC is a load serving entity and signed the Reliability Assurance Agreement Among Load Serving Entities in the PJM Region on July 28, 2016.

PJM checked its records, including billing and settlement information, and can confirm that Tenaska Power Management, LLC is currently a member in good standing.

Please feel free to contact me if further information is required.

Very truly yours,

Faith K. Daley
Senior Paralegal/Contract Administrator

/fkd

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Application for Membership
Between
PJM Interconnection, L.L.C.
and

Tenaska Power Management, LLC

This Application for Membership Agreement ('Agreement') is entered into between PJM Interconnection, L.L.C. ('PJM') and ('Applicant'). The purpose of this Agreement is to apply to become a member of the PJM and to participate under the PJM Amended and Restated Operating Agreement, Third Revised Rates Schedule FERC No. 24 ('Operating Agreement'). The Applicant has read and understands the terms and conditions of the Operating Agreement. The Applicant agrees to accept the concepts and obligations set forth in this Agreement and the Operating Agreement posted on the PJM website at: <http://www.pjm.com/documents/agreements/pjm-agreements.aspx>.

The Applicant also commits to supply data required for coordination of planning and operating, including data for capacity accounting, and agrees to pay all costs and expenses in accordance with the Operating Agreement and all other applicable costs under the PJM Open Access Transmission Tariff ('Tariff'). Such costs include but are not limited to: (i) payment obligations under Schedule 3 of the Operating Agreement; (ii) costs under Schedule 9 of the PJM Tariff; and (iii) potential default allocation payment obligations pursuant to Section 15.2 of the Operating Agreement (PJM may, under the Operating Agreement, declare members in default for not paying their invoices. If that occurs, PJM may pursue collection of the overdue invoices that exceed the collateral PJM holds from the defaulting member as well as take steps to terminate the defaulting members' membership. According to the Operating Agreement, all members are required to pay a portion of the payment default that exceeds the defaulting member's collateral held by PJM.)

The Applicant will pay the annual fee of \$5,000 for the remainder of the year of application upon notification of PJM application approval per Schedule 3.

The Applicant recognizes that it shall become a member of PJM effective as of the date that the Applicant receives the supplement to the Operating Agreement in the form prescribed in Schedule 4 of the Operating Agreement signed by the Applicant and countersigned by the President of PJM pursuant to section 11.6 of the Operating Agreement.

This Agreement will remain in effect until notice of termination is given in writing by the authorized representative of either the Applicant or PJM. Any financial obligations must be satisfied prior to termination of the Applicant's obligations and responsibilities under the PJM Agreement.

Applicant:



Signature: Kevin R. Smith

Name: Kevin R. Smith Title: President Date: 1/1/16

PJM Interconnection, L.L.C.

Signature: Erin L. Scheist

Name: Erin L. Scheist Title: Manager, Stakeholder Relations Date: 7/25/16

SCHEDULE 4

STANDARD FORM OF AGREEMENT TO BECOME A MEMBER OF THE LLC

Any entity which wishes to become a Member of the LLC shall, pursuant to Section 11.6 of this Agreement, tender to the President an application, upon the acceptance of which it shall execute a supplement to this Agreement in the following form:

Additional Member Agreement

1. This Additional Member Agreement (the 'Supplemental Agreement'), dated as of 7/25/16, is entered into among Tenaska Power Management, LLC and the President of the LLC acting on behalf of its Members.

2. Tenaska Power Management, LLC has demonstrated that it meets all of the qualifications required of a Member to the Operating Agreement. If expansion of the PJM Region is required to integrate Tenaska Power Management, LLC's facilities, a copy of Attachment I from the PJM Tariff marked to show changes in the PJM Region boundaries is attached hereto. Tenaska Power Management, LLC agrees to pay for all required metering, telemetering and hardware and software appropriate for it to become a member.

3. Tenaska Power Management, LLC agrees to be bound by and accepts all the terms of the Operating Agreement as of the above date.

4. Tenaska Power Management, LLC hereby gives notice that the name and address of its initial representative to the Members Committee under the Operating Agreement shall be:

Brad Cox
1701 E Lamar Blvd., Suite 100,
Arlington, TX 76006 USA

5. The President of the LLC is authorized under the Operating Agreement to execute this Supplemental Agreement on behalf of the Members.

6. The Operating Agreement is hereby amended to include Tenaska Power Management, LLC as a Member of the LLC thereto, effective as of July 25th 2016, the date the President of the LLC countersigned this Agreement.

IN WITNESS WHEREOF, Tenaska Power Management, LLC and the Members of the LLC have caused this Supplemental Agreement to be executed by their duly authorized representatives.

Members of the LLC

By: Erin L Seckert on behalf of Andy Cox
Name: Erin L Seckert
Title: President

By: Kevin R. Smith
Name: Kevin R. Smith
Title: President



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STATE OF ILLINOIS

ILLINOIS COMMERCE COMMISSION

Tenaska Power Management, LLC :
: :
Application for Certificate of Service : 16-0396
Authority under Section 16-115 of :
the Public Utilities Act. :

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ORDER

By the Commission:

I. PRELIMINARY MATTERS

On August 17, 2016, Tenaska Power Management, LLC ("Applicant") filed a verified Application with the Illinois Commerce Commission ("Commission") requesting a certificate of service authority to operate as an alternative retail electric supplier ("ARES") in Illinois pursuant to Section 16-115 of the Public Utilities Act ("Act"), 220 ILCS 5/1-101 et seq., and 83 Ill. Adm. Code 451 ("Part 451"). Applicant submitted its certificate of publication showing that on August 18, 2016, notice of the Application was published in the Official State Newspaper. Because all of the information necessary to act on the Application was included therein, no hearing was necessary, and it is waived.

II. BACKGROUND AND AUTHORITY SOUGHT BY APPLICANT

Applicant is a limited liability company under the laws of Delaware. Applicant requests a certificate of authority to operate as an ARES. Applicant seeks a certificate to serve industrial and commercial customers in the Commonwealth Edison Company service territory. Applicant is not currently licensed as an ARES in any other jurisdiction. Applicant states it is not affiliated with any utility in Illinois, and will not provide electric power and energy with property, plant and equipment that it owns, controls, or operates.

III. REQUIREMENTS UNDER SECTION 16-115(d) OF THE ACT

A. General

Applicant has certified that it will comply with all applicable regulations; that it will provide service only to retail customers eligible to take such services; that it will comply with informational and reporting requirements established by Commission rule; and that it will comply with all other applicable Federal, State, regional and industry laws, regulations, terms, and conditions required to the extent they have application to the services being offered by an ARES. Additionally, Applicant has agreed to submit good

Pursuant to the requirements of Section 451.50 of Part 451, Applicant provided in its Application a License or Permit Bond issued by a qualifying surety authorized to transact business in Illinois, Atlantic Specialty Insurance Company.

B. Financial, Technical, and Managerial Requirements

Applicant asserts that it meets the financial qualifications criteria set forth in Part 451.220(a)(1-6). Included in Attachment IV to the application is information intended to demonstrate that Applicant meets the criteria. Applicant does not seek authority to provide single-billing services, under subpart F of Part 451.

Applicant represents that it meets the technical and managerial qualifications set forth in Section 16-115(d)(1) of the Act and Sections 451.330 and 451.340 of Part 451. Attachment V and VI(a) contain information regarding the technical and managerial qualifications of Applicant's staff and its agents or contractors. Attachment VI(b) to the Application includes a corporate organizational chart. Applicant provided a telephone number and facsimile number through which it states a staff member can be reached at all times.

Because Applicant is not serving residential customers, Applicant need not ensure that marketing practices to residential customers who receive any type of low income energy assistance are followed.

IV. CUSTOMER COMPLAINTS

Applicant discloses that it is not the subject of any lawsuits that were filed in a court of law. Applicant further states that it has no other formal complaints filed with a regulatory agency alleging fraud, deception or unfair marketing practices, or other similar allegations.

V. COMMISSION CONCLUSION AND CERTIFICATE OF SERVICE AUTHORITY

The Commission has reviewed the Application and all attachments provided by Applicant regarding the technical, financial, and managerial requirements and all other requirements of the Act and Part 451 and finds that the Applicant sufficiently demonstrates compliance with the requirements.

The Commission concludes, therefore, that Applicant's request for a certificate of service authority to operate as an ARES in Illinois should be granted and should include the following authority:

CERTIFICATE OF SERVICE AUTHORITY

IT IS CERTIFIED that Tenaska Power Management, LLC is granted service authority to operate as an Alternative Retail Electric Supplier as follows:

IT IS FURTHER ORDERED that, subject to the provisions of Section 10-113 of the Public Utilities Act and 83 Ill. Adm. Code 200.880, this Order is final; it is not subject to the Administrative Review Law.

By Order of the Commission this 22nd day of September, 2016

(SIGNED) BRIEN SHEAHAN

Chairman

State of New Jersey



Board of Public Utilities

44 South Clinton Avenue, 3rd Floor, Suite 314, P.O. Box 350, Trenton, New Jersey 08625-0350

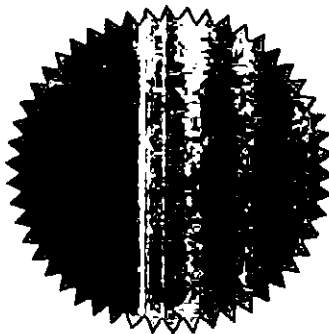
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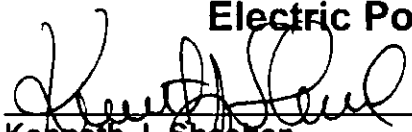
Tenaska Power Management, LLC

66 York Street
Jersey City, New Jersey 07302

To conduct business in the State of New Jersey as an

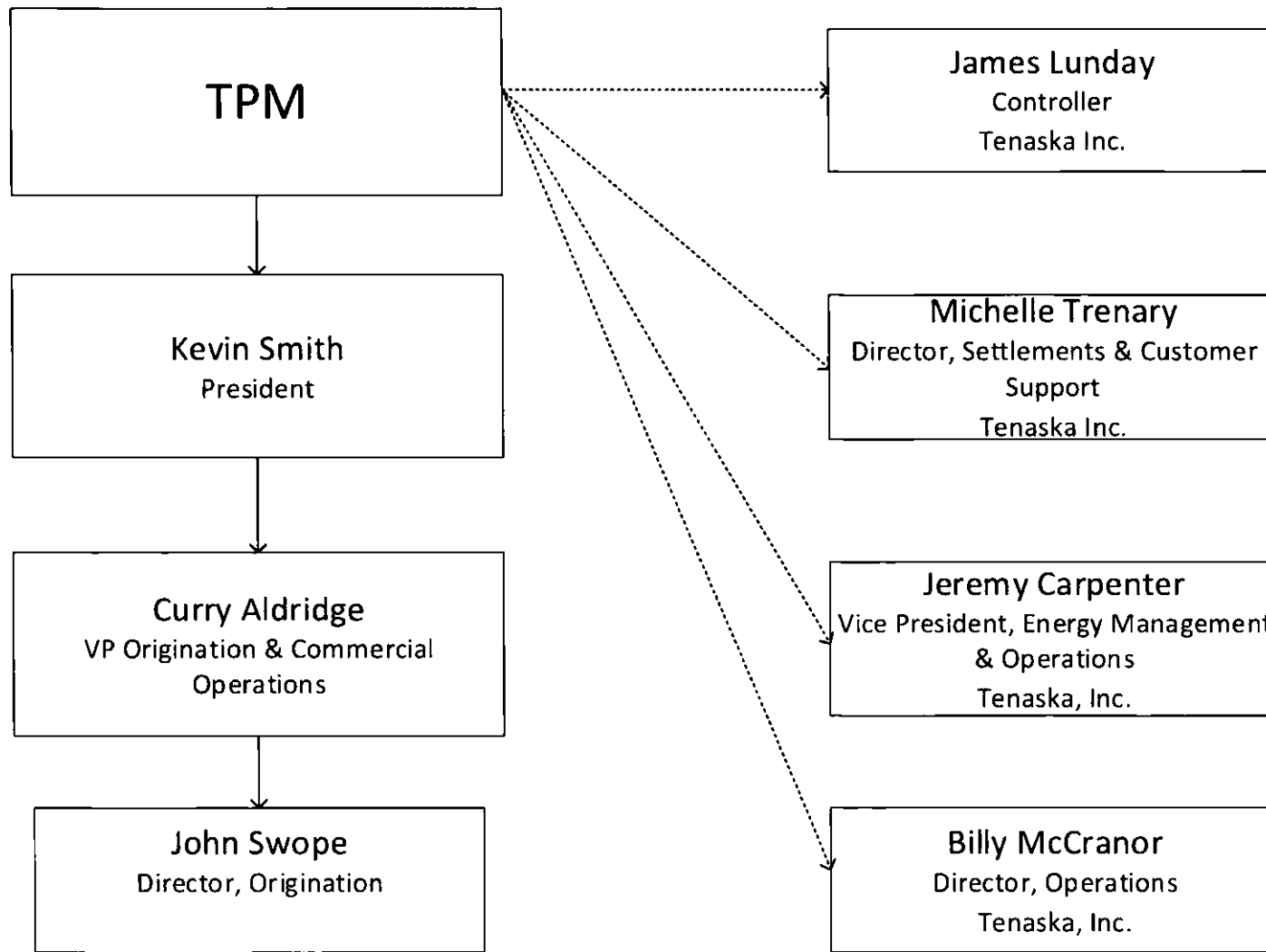
Electric Power Supplier




Kenneth J. Sheehan
Acting Secretary of the Board

License No. ESL-0187
Effective Date: September 23, 2016
Expiration Date: September 22, 2017

ATTACHMENT V(c)



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ATTACHMENT VI
TECHNICAL FITNESS

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Applicant has only recently decided to become a retail electric energy provider that plans to engage in electric power transactions and services to retail electric consumers. Applicant has contracted with an affiliate, Tenaska, Inc. (Tenaska), as an advisor and consultant, for general administrative services on an as needed basis. These services include, but are not limited to, Accounting, Contract Administration, Communications, Management Services, and Computer Support Services. Tenaska provides similar services to Tenaska Power Services Co. (TPS).

Applicant has also contracted with TPS for technical services related to accessing the wholesale power markets and managing information and data flows. TPS is a leading nationwide power marketing firm, engaged in the physical and financial trading of wholesale power throughout the United States and in Canada. It is certified to provide scheduling, settlement and market interface services in ERCOT, MISO, PJM, NYISO, SPP, CAISO and ISO-NE. TPS assists independent power producers, municipal and cooperative utilities, large industrial customers and competitive retailers in meeting load obligations and optimizing resource value by performing a broad range of power marketing services, including trading congestion revenue rights, Renewable Energy Certificates and emission allowances. TPS coordinates purchase and sale of electric capacity, energy and ancillary services, as well as energy risk management and financial and physical hedging, for its third-party clients, both renewable (wind, solar and landfill gas) and fossil fueled. TPS also offers scheduling, bidding and market interface and operations, including customized accounting, settlement, invoicing and reporting services and round-the-clock trading operations. TPS will provide Applicant with a round the clock market interface, and assist Applicant with acquisition of energy supplies, scheduling, hedging, meeting renewable portfolio requirements, and customer settlements.

TPS is currently licensed to provide retail power in Texas, California, Delaware, Nevada and Montana.

The following key personnel will provide services in their designated areas of responsibility, will supervise personnel reporting to them in their respective areas to ensure provision of services, and will be responsible for managing the contract relationship with TPM and with TPS for their respective functions to coordinate the provision of services.

Curry Aldridge

Curry Aldridge is the Vice President of Origination and Commercial Operations for TPM, who is tasked with supervising TPM's day to day operations, and leading its entrance into the retail electric market space. He will be responsible for managing TPM's service contracts with Tenaska and TPS, and for managing the team of Tenaska and TPS professionals assigned to supporting TPM.

Curry joined Tenaska in February 2000. During his time at Tenaska, Curry worked on the 24-hour Real-time Trading/Scheduling desk for three years, where he was responsible for trading and scheduling activities in multiple markets. In February 2003, Curry began working in the Origination group focusing on the ERCOT market where he was responsible for signing long-term marketing and energy management structured transactions with both wholesale and retail third parties. During this time, Curry held the proxy vote for TPS on the Retail Market Subcommittee in 2003-2004 and served as the Independent Power Marketer segment member in 2005. He was also a NERC-certified System Operator from 2003-2008.

In 2007, Curry shifted his origination efforts to the PJM market where he started TPS's retail business in that market, as well as expanding the existing wholesale energy management business. In August 2008, he transitioned over and began managing TPS's energy management business. Responsibilities in this role involved the day-to-day management of scheduling, management and optimization activities for TPS's energy management customers in the ERCOT, MISO, PJM, SERC and SPP power markets. These duties included directing the incorporation of new energy management customers into TPS's energy management programs and coordinating internally between Tenaska's Operations, Trading, Origination, Settlements, Accounting, Risk Management, and Information Technology groups. From 2010-2011, Curry served as TPS's representative on the ERCOT Wholesale Market Subcommittee as the Independent Power Marketer segment member. During this time in energy management, Curry also was responsible for managing TPS's ERCOT Nodal implementation efforts as well as managing TPS's EMS/SCADA operations.

In February, 2013, Curry became responsible for managing the day-to-day operations of the business. These duties include managing the settlements, accounting, credit, controls, process integrity, contracts, and strategic technology departments.

Curry holds a Bachelor of Business Administration degree in Marketing from Abilene Christian University in Abilene, Texas.

Michelle Trenary

Michelle Trenary serves as the Settlements and Customer Support Director for TPM. She is responsible for the day to day settlement activities in multiple power markets. Michelle has over 26 years of energy industry experience, with 11 years focused on electric utility engineering and 15 years focused on deregulated energy markets.

Prior to joining Tenaska, Michelle was Director of Settlements for a Texas Retail Electric Provider. She established the department and initiated all ERCOT market settlement processes. Michelle has served in many engineering and engineering leadership roles, including Substation Design Engineer, Substation Construction, Testing and Maintenance Supervisor, Engineering Services Manager, and Production Costing Consulting Engineer.

Michelle is active in Settlement User market stakeholder meetings. She served as the Accountable Executive for TPS's implementation of the ERCOT Nodal market and is currently the Project Manager for TPS's implementation of the SPP Integrated Marketplace market.

Michelle earned a Bachelor of Science degree in Electrical Engineering from the University of Tulsa, Tulsa, Oklahoma, and is a registered engineer in training in the State of Oklahoma.

James Lunday

James Lunday serves as the Controller for TPM. James is responsible for all accounting functions, including customer billing, accounts receivable and payable, and financial reporting. He has over 12 years of accounting management experience, including the past 8 years in the electricity industry.

James joined Tenaska in 2011 coming from TXU Energy where he was responsible for financial reporting for the retail electricity business. James previously held multiple other accounting positions in non-energy industries during his career.

James is a Certified Public Accountant and a Certified Global Management Accountant with active CPA licenses in the States of Texas and Oklahoma. He is a member of the American Institute of Certified Public Accountants and the Oklahoma and Texas state-level CPA organizations. He earned a Bachelor of Science in Business Administration, majoring in accounting, from Missouri Southern State University and an MBA at Texas Christian University.

John Swope, CFA

John Swope serves as Director of Origination for the Northeastern Region of the US for TPM, where he is responsible for the Origination/Marketing function involving generators, municipals, utilities, marketers and load serving entities in these markets.

Prior to joining Tenaska in January 2015, John worked at Pennsylvania Power and Light Co. for 7 years. As a Senior Originator there, he managed a multi-thousand MW Load Portfolio across 3 ISOs. Prior to that, John held commercial positions in energy, banking and risk management in several major Fortune 500 companies.

John served as a U.S. Navy Nuclear Submarine Officer from 1990 to 1995, and is certified as a Nuclear Engineer by the Department of Energy. John earned a Bachelor of Science degree in Physics from Georgetown University in 1990, and an MBA from the MIT Sloan School of Management in 1999. John was awarded the Chartered Financial Analyst charter in 2006.

REVISED ATTACHMENT VII

Kevin R. Smith

ksmith@tnsk.com • 1701 E. Lamar Boulevard, Suite 100 Arlington, TX 76006 • (817) 462-1513

Professional Experience

Tenaska Power Management, LLC and Tenaska Power Services Co. (Tenaska or TPS) - Arlington, TX

President 2012 – Present

Responsible for the strategic direction and management of all Tenaska's power-related trading activities. Member of Tenaska Board of Stakeholders and serve as a member of various management committees that oversee Tenaska business units. Involved in various industry activities, serving on the Members Committee of the Southwest Power Pool and the Board of the SERC Reliability Corporation.

Senior Vice President 2008-2012, Vice President 2002-2008

Directed company's long-term marketing and business development activities. Involved in the development of the Southwest Power Pool's Integrated Marketplace. Key developer in TPS's Qualified Scheduling Entity (QSE) and Retail Electric Provider (REP) businesses in the Electric Reliability Council of Texas (ERCOT). Managed similar developments in eastern markets.

Manager, Power Marketing 1997-2002

Instrumental in formation of numerous alliances under which TPS provided energy management and marketing services to industrial and utility power customers.

Delhi Energy Services, Inc. (DESI) | Dallas, TX

Manager, Business Development - Energy Trader 1995-1997

Co-developed the business plan for DESI, Delhi Gas Pipeline's electricity marketing subsidiary. Responsible for all DESI related activities.

Delhi Gas Pipeline Corporation | Dallas, TX

Business Development Representative - Evaluation Engineer 1993-1995

Directed acquisition teams from initial evaluation of prospects through due diligence and negotiation of purchase and sale agreements. Performed preliminary engineering design and economic evaluation of multiple natural gas sales hubs.

Engineer 1989-1993

Business center leader of East Texas area gas supply effort. Responsible for economic evaluation of prospective projects, including natural gas reserve and deliverability forecasts. Designed and constructed natural gas pipelines and gas conditioning facilities.

Educational Background

University of Dallas – Masters of Business Administration, Business Management

Texas A&M University - Bachelor of Science, Petroleum Engineering

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Curry D. Aldridge

caldridge@tnsk.com • 1701 E. Lamar Boulevard, Suite 100 Arlington, TX 76006 • (817) 303-1876

Profile

Power Marketer that enjoys the power industry and wants to continue working with a company that will excel and provide opportunities for growth. Vast array of experience in all areas of a power marketing company from holding front office positions to managing and overseeing numerous back office responsibilities. Knowledge base built from structuring multimillion dollar transactions to settling, invoicing and managing these specific transactions. Strong customer service focus with a proven track record. Always willing to entertain new ideas and is constantly looking for new ways to expand the business.

Experience

Tenaska Power Management, LLC and Tenaska Power Services Co. (Tenaska)

Vice President, Origination & Commercial Operations

February 2013 – Present

- Manages Tenaska's origination team as well as several of the back office operations of the business. These back office duties include managing the settlements, process integrity, contracts, and strategic technology departments.

Vice President, Asset Management

November 2009 – February 2013

Director, Asset Management

August 2008 – November 2009

- Responsibilities in this role involved the day-to-day management of Tenaska's scheduling, management and optimization activities for energy management customers in the ERCOT, MISO, PJM, SERC and SPP power markets.
- Directing the incorporation of new energy management customers into Tenaska's energy management programs and coordinating internally between Tenaska's operations, trading, origination, settlements, accounting, risk management, and information technology groups.
- Served as Tenaska's representative on the ERCOT Wholesale Market Subcommittee as the Independent Power Marketer segment member from 2010 -2011.
- Managed ERCOT Nodal implementation efforts as well as managing EMS/SCADA operations.

Manager, Origination

January 2005 – August 2008

Power Marketer

February 2003 – January 2005

- Responsible for signing long-term marketing and energy management structured transactions with both wholesale and retail third parties with focus on the ERCOT and PJM markets.
- Proxy vote for Tenaska on the Retail Market Subcommittee in 2003-2004 and served as the Independent Power Marketer segment member in 2005.
- NERC-certified System Operator from 2003-2008
- Started retail business in the PJM market, as well as expanding the existing wholesale energy management business.

Real-Time Trader/Scheduler

February 1, 2000 – February 2003

- Work on a 24-hour shift trading real-time and scheduling real-time/next day power
- Trading/scheduling: ERCOT SPP, Mapp, Serc, Main, Ecar. Trade and schedule the physical flow of power between these regions and trade next day with ERCOT
- Manage assets real-time by following load and generation and optimizing system arbitrages.
- Knowledge and experience in the new deregulated ERCOT market as a QSE
- Optimize our merchant transmission positions real-time and create value for our customers by re-dispatching generation. Deal with curtailments and outages on all schedules and handle replacement power
- Primarily engage in back-to-back bilateral deals
- Establish good relations with customers gaining their trust and respect

Education: Abilene Christian University, Abilene, Texas

BBA degree in December 1999 with a double major in Marketing and Management

ORIGIN ID:FWHA (817) 303-1116
RENEE WERTS
TENASKA INC
1701 E LAMAR BLVD.
SUITE 100
ARLINGTON, TX 76006
UNITED STATES US

SHIP DATE: 07OCT16
ACTWGT: 0.50 LB
CAD: 106609570/MNET3790

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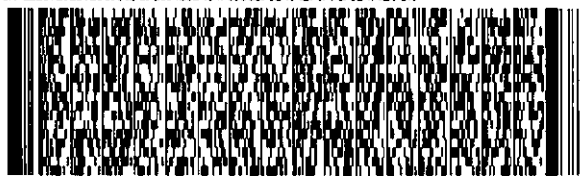
TO ROSEMARY CHIAVETTA
SECRETARY PENNSLVANIA PUBLIC UTILI
400 NORTH STREET

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HARRISBURG PA 17120

(817) 303-1116 REF: 7400

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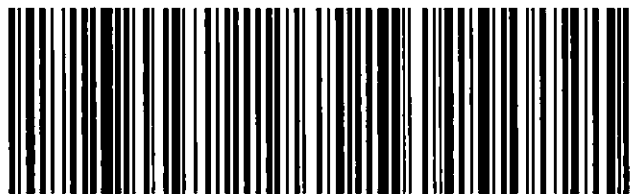


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