

# Texas Retail Energy, LLC

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2608 S.E. J Street, Mailstop 5530, Bentonville, AR 72716

February 25, 2020

## VIA ELECTRIC FILING

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

**Re: Texas Retail Energy, LLC update to information on file;  
Docket No. A-2011-2232249**

Dear Secretary Chiavetta:

On behalf of Texas Retail Energy, LLC ("TRE"), attached please find professional resumes for Holly Rachel Smith, who replaced Chris Hendrix as Director of Markets and Compliance, as well as one additional director (Timothy Keaten) who is also directly responsible for TRE's operations.

Please do not hesitate to contact me if you have questions regarding this filing. My telephone number is (479) 321-9864 and my email is [hsmith@texasretailenergy.com](mailto:hsmith@texasretailenergy.com)

Respectfully yours,



Holly Rachel Smith  
Director of Markets and Compliance

## HOLLY RACHEL SMITH

2608 SE J Street•Mailstop 5530•Bentonville, AR 7271•(479) 321-9864•hsmith@texasretailenergy.com

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- An innovative government affairs, compliance and legal professional with over 20 years of experience in the utility industry, including Walmart, Exelon, NARUC and private law practice before FERC and state PUCs. Track record of successful representation of States, regulated entities and customers before State and Federal agencies and the courts, as well as ensuring compliance with energy regulations while generating creative deal structures and product campaigns
  - Nationally recognized industry speaker on carbon policy, smart grid and renewable energy; Member and incoming Chair of the Board of Governors of the Environmental Law Section of the Virginia State Bar; past Chair of the Energy Bar Association's State Practice and Environmental Regulation Committees.

### CAREER HISTORY

**Director of Markets and Compliance**, Walmart, Inc., Bentonville, AR (Aug. 2019-present)

Supervise the preparation and submit all applicable regulatory filings and reports for energy issues. Direct and manage the company's efforts to influence the development of energy market rules and procedures and further competitive markets through state and federal and legislative activity. Represent energy interest of company before Public Utility Commissions, FERC and the UK – Office of the Gas and Electric Markets (Of Gem), ISOs and RTOs, Federal/State Agencies, Federal/State Legislators and other governing bodies. Monitor and report on regulatory, legislative and market developments that effect the operations of Walmart's self-supply model. Responsible for ensuring that all Risk Management & Compliance policies are adhered to as the development of markets evolve and for the current self-supply operations

**Assistant General Counsel**, Exelon Business Services Company, Baltimore, Maryland and Washington, DC (Mar. 2015- Aug. 2019)

Responsible for all mass market and C&I retail regulatory compliance for Exelon's energy supplier business in the mid-Atlantic; implemented rule change requirements through all sales channels, operations, and customer care; developed compliance training programs; and represented Constellation before State PUCs in supplier regulation, complaint and market reform proceedings. Drafted Exelon's State PUC comments advocating for support for zero carbon generators and on the NY REV. Represented Exelon's wholesale generation business before Mid-Atlantic State PUCs regarding the design of default service procurements, treatment of transmission charges, and value of renewable energy certificates; implement pricing changes resulting from related changes in law. Responsible for regulatory approval and due diligence on all non-regulated distributed energy projects in the US, including compliance with CPCN, net-metering, supplier license and interconnection requirements; responsible for related FERC QF and state facility registration compliance

**Assistant General Counsel, National Association of Regulatory Utility Commissioners (NARUC) (2012-2015)**

Directed energy policy and represented the collective interests of state energy regulators before FERC, DOE, and EPA and the US Courts of Appeals; developed policy and litigation positions and drafted pleadings and comments to represent NARUC's interests regarding transmission policy, PURPA, wholesale markets, and interconnection; lead representative for State utility commissioners on the development of the EPA's Clean Power Plan; represented NARUC on a variety of Administration boards and task forces including NERC's Membership Representative Committee of the Board of Trustees and the Federal Smart Grid Task Force; advised and counseled NARUC's Board of Directors on national energy and environmental policy issues; liaison to FERC Chairman and Commissioners on production of a suite of NARUC/FERC symposia on transmission, DER, reliability and RTO issues; argued on behalf of NARUC and individual State commissions before the U.S. Court of Appeals for the District of Columbia on PURPA law and policy; represented NARUC before the U.S. Courts of Appeals and the U.S. Supreme Court on various generation, reliability, nuclear and transmission policy issues

**Managing Member, Holly Rachel Smith, PLLC, Marshall, Virginia (2007 to 2012, including predecessor solo practice within Russell W. Ray, PLLC)**

Managed law firm serving Fortune 50 companies and state government agency clients with advice and representation on energy and telecommunications law and policy. Firm assisted clients with reducing energy costs, maximizing investments in renewable and DSM technologies, licensing of telecommunications services, and broadband deployment energy and telecommunications clients in more than 60 adjudications (rate cases, smartgrid), policy dockets (energy efficiency/renewables) or licensing proceedings (telecommunications) before the following state public utility commissions: AR, AZ, CO, CT, DE, IN, ID, KY, MD, MS, NC, NJ, NM, OH, OK, OR, PA, SC, UT, WA, WV, VA and VT; tried all aspects of complex administrative matters including preparation of witnesses and testimony, opening statements, written briefs, and oral argument

**Senior Legal and Policy Advisor, Office of Director Deborah Taylor Tate, Tennessee Regulatory Authority, Nashville, TN (2005-2006)**

Prepared Director for public decision conferences; drafted recommended decision, findings of fact, conclusions of law, and legal reasoning for each water, energy or telecommunications agenda item; lead counsel to Director on the implementation of FERC and FCC rulings as well as all administrative procedural matters

**Associate, Preston Gates Ellis and Rouvelas Meeds LLP, Washington, D.C. (2003 to 2005)**

Government affairs counselor on pending Federal telecommunications legislation concerning IP Video, VoIP, cable franchise and digital content; drafted position papers and other advocacy documents; represented various clients' regulatory and policy positions and initiatives to Members and FCC Commissioners; developed and executed strategies for coalition building for trade association and competitive telecommunications clients. Negotiated and managed corporate guaranty and other trade related instruments for a major power producer

**Associate, Davis Wright Tremaine LLP**, Washington, D.C. (2000 to 2002 and summer associate 1997)

Represented competitive telephone carriers and related trade associations regarding sophisticated policy issues impacting success of operations; developed and delivered talking point presentations and otherwise represented clients' regulatory and policy positions to FCC and other executive agency officials. Assisted with routine FERC filings on behalf of independent power producer, including EWG and Section 203 Applications; performed due diligence related to power plant financings. Represented large multi-system cable operator in cable franchise negotiation and related litigation

**Associate, Hogan & Hartson, L.L.P.**, Washington, D.C. (1999 to 2000)

Represented telecommunications carriers before the FCC on matters such as universal service funding eligibility and wireless licensing issues. Advised investment banking firms regarding the regulatory impact of large telecommunications merger transactions.

## **PUBLICATIONS**

Editor and co-Author, *Report of the Environmental Regulation Committee on Noteworthy Developments in Environmental Law and Policy*, Energy Law Journal (appendix) (November 2018)

Editor and co-Author, *Report of the State Commission Practice and Regulation Committee on Noteworthy Developments in State Energy Law and Policy*, Energy Law Journal (December 2013)

Co-Author with Mark Trinchero, "Federal Preemption of State Universal Service Regulations Under the Telecommunications Act of 1996," 51 FED COMM L. J. 303 (1999)

Author, "Net Insights (Soft Switches)," *Network Magazine*, Jan. 2001

Co-Author, "Federal-State Jurisdictional Jumble," *FCBA News*, Nov. 1999

Author, "Upstart Carrier AirCell Reaches Higher Altitude." *TR Wireless*, Sept. 1999.

## **EDUCATION**

**Doctor of Jurisprudence**, University of Oregon School of Law, Eugene, Oregon. 1999

- Three-time recipient of the Fellowship for Law & Entrepreneurship

**Master of Public Policy**, The College of William and Mary, Williamsburg, Virginia 1995

- Two-time recipient of the Thomas Jefferson Fellowship

**B.A. in Economics**, University of Colorado at Boulder. 1993. Dean's List.

## Timothy M. Keaten

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### PROFESSIONAL PROFILE

Entrepreneurial and goal-oriented professional offers leadership and unique blend of senior financial and executive management expertise obtained in business-to-business and business-to-consumer organizations of all sizes in a variety of industries. Effective team leader with strong practical business sense and talent for resolving problems, controlling costs, increasing profitability, streamlining systems, and maximizing productivity while empowering others.

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|----------------------------|------------------------------------|----------------------|
| ❖ Finance & Administration | ❖ Marketing & Sales                | ❖ Human Resources    |
| ❖ Operations               | ❖ Technology & Information systems | ❖ Project Management |

### CAREER HISTORY

#### Walmart, Inc., Bentonville, Arkansas

2006 - Present

Texas Retail Energy, LLC Director, Energy Operations (July 2012 - Present) /

Senior Manager (September 2008 - July 2012) / Director (March 2008 - September 2008) /

Senior Manager (September 2007 - March 2008) / Manager (October 2006 - September 2007)

Member of the management team of the Real Estate Division of this Fortune 1 company.

- Direct and develop operational strategies in domestic and international deregulated energy markets in support of approximately \$500M electricity spend.
- Direct mid-office and back-office operations
- Oversee development and implementation of operating plans
- Develop profit and loss budget and manage financial and operational results to plan and key metrics, respectively
- Develop and implement strategies to attract and retain highly skilled workforce and to leverage same
- Negotiate key service contracts and manage vendor relationships to meet performance goals.
- Managed design and development of internal custom load forecasting system for domestic energy markets
- Lead process improvement and innovations for the FP&A team
- Managed division close and reporting process including developing leadership Business Review Deck and Reporting Package
- Redesigned close and reporting process thereby saving several man days and eliminating hard-copy distribution each month
- Prepared Annual Operating Plan and Five-Year Plans for Depreciation and Amortization Expense for majority of the company. Prepared weekly forecasts of same for senior leadership.
- Directed and developed a team of 16 Associates responsible for all aspects of accounting for \$90 billion in US assets.
- Oversight of all processes and SOX controls related to the recording and reporting of fixed assets and leases.
- Ensured compliance with US GAAP reporting requirements.
- Stabilized team and system after September 2007 conversion from F:AM to JD Edwards E1.
- Stabilization efforts resulted in successful FYE 2007/2008 year-end closings and remediating a significant SOX deficiency.
- Graduate of Walton Institute, Advanced Leadership Development Program, and Real Estate Emerging Leaders Program. Lean Six Sigma Green Belt Certification

#### Straight Line Analytics, Inc., Rogers, Arkansas

2005 - 2006

President, CEO & CFO

Principal consultant providing management advisory services to a variety of companies and organizations.

- Managed organizational change relating to operations and project management.
- Analyzed businesses as a whole and provided comprehensive business planning.
- Developed quality control procedures and processes.
- Performed market analysis and strategic- and long-term planning.
- Designed comprehensive business models.

- Provided accounting and billing services for local water authority.

**Budget Blinds of Rogers, Rogers, Arkansas**  
President, CEO & CFO

2002 - 2005

Successfully established this \$280K locally owned and operated national window coverings franchise in new market. Held bottom-line responsibility for profitability, operations, finance, sales, marketing, and customer relations. Grew business to three employees and positioned company for successful sale.

- Managed startup of original operations in Colorado. Researched and identified opportunity for relocation to high growth community in Northwest Arkansas.
- Wound down Colorado operations, transferred territory to NWA and restarted operations.
- Established operational infrastructure and booked first sale within 2 weeks of transfer.
- Built top-of-mind market awareness, generated over 600 leads, acquired over 300 accounts and achieved 89.1% year over year increase in sales from 2003 to 2004.
- Created and implemented proprietary metrics database that tracked 20 key performance indicators of operational effectiveness and customer satisfaction. Used system for improvement and ultimately achieved average overall rating of 5 on a scale of 1 to 5.

**Highlands Capital Management, Inc., Highlands Ranch, Colorado**  
Independent Securities Trader

1998 - 2002

After the sale/merger of Advanced Analytical Solutions, Inc., developed and honed skills as a securities trader and traded home office investment account. Conceptualized, tested and developed complex computerized systems for trading stocks, options and futures to manage account.

- Obtained necessary education through self-study of books, trade publications and attending seminars and conferences.
- Designed and developed systems that automatically generated position size, entry points, and exit points for each trade using very conservative money management techniques that allowed less than 1% risk per trade.
- Achieved 82.5% annual return on account as compared to declines of 6.2% in the Dow Jones Industrial Average, 39.3% in the NASDAQ Composite Index, and 10.1% in the S&P 500 Index for the same period.

**Advanced Analytical Solutions, Inc., Denver, Colorado & Philadelphia, Pennsylvania**  
CFO & CEO (1996 - 1998) / CFO & Vice President (1992 - 1996)

1992 - 1998

Founding partner of this national boutique firm specializing in management consulting and litigation support services relating to large complex environmental claims for Fortune 500 clients. Held bottom line responsibility for operations, administration and financial functions for this firm with two offices, over 25 professionals and revenues approaching \$3 million annually in a high growth environment.

- Developed and managed comprehensive budgets and projections to maintain positive cash flow.
- Led and managed the sale of a firm to a publicly traded company which generated a 1700% return on investment for founding shareholders in a seven-year period.
- Designed a cost reduction and revenue enhancement program that significantly reduced operating costs and increased revenues by 20%. Program increased shareholder equity by 160% in one year.
- Marketed and developed new clients and engagements including a contract approaching \$1 million.
- Led the launch and rollout of a newly developed Internet-based service group.
- Directed and managed client and media relations including advertising, promotion, public relations, and trade show attendance. Got nine articles published in local and national publications and secured national conference speaking engagements and presentations to audiences of up to several hundred people.
- Established new accounting and reporting systems including a scalable, custom, time and expense reporting system that reduced billing cycle by 50%.
- Invented and patented the first of its kind Internet-based document repository for large-scale, multiple party litigation.
- Managed all aspects of client engagements from inception to conclusion including preparing scopes of work, resource utilization, and managing client relationships.

**Kellogg Corporation, Denver, Colorado****1987 - 1992**Senior Executive Consultant

Managed client engagements for this \$8 million consulting firm from proposal through completion on projects ranging from evaluations of management prudence during construction of nuclear power plants to claim and litigation support efforts for owners and contractors on large complex construction projects.

- Designed and developed numerous waste-in databases in support of environmental claims.
- Documented, reviewed and analyzed management prudence at nuclear power plants in support of rate adjustment requests.
- Assisted with project management oversight on light rail system in California.
- Performed analysis of schedules, bid estimates and costs on numerous construction contracts.
- Provided expert testimony regarding the reasonableness of contractor bid estimate.
- Redesigned and converted a complex cost allocation model from mini-computer to a PC-based relational database system.

**Asamera, Inc., Denver, Colorado****1981 - 1987**Manager of Corporate Audit Services

Planned, organized, directed, and reported results of various internal audits and special projects on a worldwide basis for this \$330 million international company including systems, controls, financial, operational, royalty, joint interest operations audits, and conflict of interest and fraud investigations.

- Audited international group of oil and gas and mining companies located in Canada, Bermuda, Indonesia, Mexico, Singapore and United States.
- Conducted a royalty agreement and arbitral tribunal award compliance audit culminating in the successful recovery of over \$4 million in royalty underpayments and related interest.
- Led two-month-long international conflict of interest investigation in Southeast Asia that identified a network of 19 related vendor companies from three foreign countries with apparent ties to senior management and a foreign government.

**Early History: Arthur Andersen & Company / Smith, Brooks, Bolshoun & Co., Denver, Colorado****1978 - 1981**Staff Auditor / Accountant

Performed financial statement audits, tax preparation and consulting, analyzed accounting systems, and developed recommendations for improvement.

**EDUCATION & CERTIFICATION**

**B.A., Accounting & Business Administration** - Western State College of Colorado, Gunnison, Colorado  
**Certified Public Accountant** - State of Colorado

**1978  
1980****CURRENT & FORMER COMMUNITY & PROFESSIONAL INVOLVEMENT**

**Program Director** - Take Off for Kids Annual Charity Event / Wright Flight Academic Achievement Program  
**Board Member** - Tailwind Aviation Foundation

**Former**

**Treasurer, Board Member** - Northwest Arkansas Home Builders Association  
**Treasurer, Board Member** - NWA Chapter of HomeAid  
**Counselor** - SCORE (Service Corps of Retired Executives), Small Business Administration  
**Honorary Ambassador** - Rogers/Lowell Area Chamber of Commerce  
**Honorary Ambassador** - Bentonville/Bella Vista Chamber of Commerce  
**Volunteer** - Rebuilding Together Northwest Arkansas, multiple projects