

**BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA**

Order Instituting Rulemaking to Integrate and Refine Procurement Policies and Consider Long-Term Procurement Plans.	Rulemaking 12-03-014 (Filed March 22, 2012)
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**NOTICE OF INTENT TO CLAIM INTERVENOR COMPENSATION  
AND, IF REQUESTED (and [ ]<sup>1</sup> checked), ADMINISTRATIVE LAW JUDGE'S  
RULING ON ENVIRONMENTAL DEFENSE FUND'S SHOWING OF  
SIGNIFICANT FINANCIAL HARDSHIP**

Customer (party intending to claim intervenor compensation) Environmental Defense Fund	
Assigned Commissioner: Commissioner Florio	Assigned ALJ: David M. Gamson
I hereby certify that the information I have set forth in Parts I, II, III and IV of this Notice of Intent (NOI) is true to my best knowledge, information and belief. I further certify that, in conformance with the Rules of Practice and Procedure, this NOI and has been served this day upon all required persons (as set forth in the Certificate of Service attached as Attachment 1).	
Signature:	/s/ Lauren Navarro-Treichler
Date: Sept 30, 2013	Printed Name: Lauren Navarro-Treichler

**PART I: PROCEDURAL ISSUES**

(To be completed by the party ("customer") intending to claim intervenor compensation)

A. Status as "customer" (see Pub. Util. Code § 1802(b)): The party claims "customer" status because the party (check one):	Applies (check)
1. Category 1: Represents consumers, customers, or subscribers of any electrical, gas, telephone, telegraph, or water corporation that is subject to the jurisdiction of the Commission (§ 1802(b)(1)(A)).	
2. Category 2: Is a representative who has been authorized by a "customer" (§ 1802(b)(1)(B)).	
3. Category 3: Represents a group or organization authorized pursuant to its articles of incorporation or bylaws to represent the interests of residential customers, to represent "small commercial customers" (§ 1802(h)) who receive bundled electric service from an electrical corporation (§ 1802(b)(1)(C)), or to represent another eligible group.	X

<sup>1</sup> DO NOT CHECK THIS BOX if no finding of significant financial hardship is needed (in cases where there is a valid rebuttable presumption of eligibility (Part III(A)(3)) or significant financial hardship showing has been deferred to the intervenor compensation claim).

4. The party's explanation of its customer status, with any documentation (such as articles of incorporation or bylaws) that supports the party's "customer" status. Any attached documents should be identified in Part IV.

EDF is a non-profit membership organization engaged in linking science, economics and law to create innovative, equitable and cost-effective solutions to society's most urgent environmental problems. As an organization, EDF has been active in California on environmental issues since the 1970's, and has participated in proceedings on energy related topics at the California Public Utility Commission since 1976. During these proceedings EDF had provided extensive analysis on the development and use of market based instruments and principles for achieving combined environmental and economic success.

EDF is a non-profit organization organized under the laws and jurisdiction of New York. The Third Amended and Restated Bylaws of EDF, as amended through May 11, 2011 (the "EDF Bylaws"), state in Article I that a purpose and objective of EDF is to encourage and support the wise use of natural resources, and the maintenance and enhancement of environmental quality; and also to effect a joining of the best scientific findings with the most appropriate social action discovered by the social sciences and legal theory in order that practical decisions shall be made which shall best promote a quality environment. Please see Article 1 of the EDF Bylaws, attached hereto as Attachment 2.

EDF has more than 320,000 dues-paying members nationwide and over 55,000 in California. EDF's members in California are dispersed throughout the state and the majority of these are residential customers of Pacific Gas and Electric Company, Southern California Edison Company, or San Diego Gas and Electric Company. EDF participates in this distributed generation proceeding as a representative of these members and their interests in reducing the environmental footprint of the electric grid. Thus, EDF participates in this proceeding to achieve these results and to promote outcomes aided by the social sciences and legal analysis. Accordingly, this qualifies EDF as a Category C customer pursuant to Section 1802(b)(C) of the Public Utilities Code.

On Feb. 25, 2013, EDF was found to be a customer as defined in Public Utilities Code (PUC) Section 1802(b)(C). *See* R. 12-06-013, Order Instituting Rulemaking on the Commission's Own Motion to Conduct a Comprehensive Examination of Investor Owned Electric Utilities' Residential Rate Structures, the Transition to Time Varying and Dynamic Rates, and Other Statutory Obligations, Administrative Law Judges' Ruling on Notices of Intent to Claim Intervenor Compensation and Determinations of Eligibility to Claim Compensation, Feb. 25, 2013 (2013 Rates OIR Intervenor Compensation Decision) at 13-14.

Further, in 2010, EDF was found to be a customer as defined in PUC Section 1802(b)(C) and was awarded intervenor compensation for substantial contributions made to D.10-06-047. *See* R. 08-12-009, Order Instituting Rulemaking to Consider Smart Grid Technologies Pursuant to Federal Legislation and on the Commission's own Motion to

Actively Guide Policy in California's Development of a Smart Grid System, D. 10-12-014, December 2, 2010 at 2.

<b>B. Conflict of Interest (§ 1802.3)</b>	<b>Check</b>
1. Is the customer a representative of a group representing the interests of small commercial customers who receive bundled electric service from an electrical corporation?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
2. If the answer to the above question is "Yes", does the customer have a conflict arising from prior representation before the commission?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

<b>B. Timely Filing of Notice of Intent (NOI) (§ 1804(a)(1)):</b>	<b>Check</b>
1. Is the party's NOI filed within 30 days after a Prehearing Conference? Date of Prehearing Conference: September 4, 2013	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>
2. Is the party's NOI filed at another time (for example, because no Prehearing Conference was held, the proceeding will take less than 30 days, the schedule did not reasonably allow parties to identify issues within the timeframe normally permitted, or new issues have emerged)?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
2a. The party's description of the reasons for filing its NOI at this other time: N/A	
2b. The party's information on the proceeding number, date, and decision number for any Commission decision, Commissioner ruling, ALJ ruling, or other document authorizing the filing of NOI at that other time: N/A	

## PART II: SCOPE OF ANTICIPATED PARTICIPATION

(To be completed by the party ("customer") intending to claim intervenor compensation)

<b>A. Planned Participation (§ 1804(a)(2)(A)(i)):</b>
<ul style="list-style-type: none"> <li> <p><b>• The party's statement of the issues on which it plans to participate.</b> EDF will participate in Track 4 of this proceeding on local reliability impacts of the San Onofre Nuclear Power Station (SONGS) closure, supporting the cost-effective use of preferred resources, with particular emphasis on utilizing enhanced demand response (DR) to meet local reliability. If Track 2, which was planned to cover system flexibility issues, is resumed in this docket, EDF will focus on related issues there as well. As recognized by the loading order, DR can support a clean and reliable electricity grid.</p> </li> <li> <p><b>• The party's explanation as to how it plans to avoid duplication of effort with other parties and intervenors.</b> The interests of the customers represented by EDF are unique, in that EDF's approach is to focus on market-based approaches and social science principles to achieve positive environmental outcomes. EDF intends to coordinate</p> </li> </ul>

its participation with other intervenors to ensure that EDF's efforts complement or supplement but do not duplicate the efforts of others. Additionally, while many intervenors support implementation of the loading order, EDF's unique and substantive focus will be demand response.

- **The party's description of the nature and extent of the party's planned participation in this proceeding (as far as it is possible to describe on the date this NOI is filed).**

EDF will provide specific recommendations as to the technical, legal and policy aspects of California's long term procurement process as they relate to the environmental and human health footprint of the grid. EDF will support the implementation of the loading order and make specific suggestions for utilizing demand response, related programs and technologies in the context of the LTPP and the SONGS closure, as well as on contingency planning. In order to make these recommendations, EDF will perform the necessary legal, social science, economic and policy analyses. EDF may address additional issues going forward as they arise.

**B. The party's itemized estimate of the compensation that the party expects to request, based on the anticipated duration of the proceeding (§ 1804(a)(2)(A)(ii)):**

Item	Hours	Rate \$	Total \$	#
<b>ATTORNEY, EXPERT, AND ADVOCATE FEES</b>				
Lauren Navarro	50	\$265	\$13,250	1
Jamie Fine	75	\$350	\$26,250	2
Steven Moss	50	\$350	\$17,500	3
Jennifer Weberski	75	\$400	\$30,000	4
		<b>Subtotal:</b>	\$87,000	
<b>OTHER FEES</b>				
N/A				
		<b>Subtotal:</b>		
<b>COSTS</b>				
Estimated Expenses (postage, travel, copies)	n/a	n/a	\$500	5
		<b>Subtotal:</b>	\$500	
		<b>TOTAL ESTIMATE \$:</b>	\$87,500	

Note: It is difficult to estimate potential compensation with certainty and EDF plans to work judiciously and efficiently, tracking and reporting actual hours worked. Rates are based on the intervenor compensation rates by years of experience for 2013 (Resolution ALJ-287), the most recent rates currently available. The EDF estimated budget is comprised of the following components:

- #1: Lauren Navarro has been an attorney for over six years, including nearly 4 before this Commission.
- #2: Jamie Fine has over 20 years of experience working as an environmental economist, policy scientist and advocate.
- #3: Steven Moss has 20 years of experience working in utility regulatory processes.
- #4: Jennifer Weberski has 16 years of experience as a regulatory attorney, across multiple states.
- #5: Travel from the EDF offices to the Commission and meetings to coordinate with intervenors, copies, paper etc. is estimated to cost \$500.

The amount of any future claim to compensation is dependent upon the final decision in this proceeding. EDF will address the reasonableness of the hourly rates requested for its representatives in our request for compensation, if a request for compensation is filed.

When entering items, type over bracketed text; add additional rows to table as necessary. Estimate may (but does not need to) include estimated Claim preparation time. Claim preparation (as well as travel time) is typically compensated at ½ of preparer's normal hourly rate.

**PART III: SHOWING OF SIGNIFICANT FINANCIAL HARDSHIP**

(To be completed by party (“customer”) intending to claim intervenor compensation; see Instructions for options for providing this information)

A. The party claims “significant financial hardship” for its Intervenor Compensation Claim in this proceeding on the following basis:	Applies (check)
1. “[T]he customer cannot afford, without undue hardship, to pay the costs of effective participation, including advocate’s fees, expert witness fees, and other reasonable costs of participation” (§ 1802(g)); or	
2. “[I]n the case of a group or organization, the economic interest of the individual members of the group or organization is small in comparison to the costs of effective participation in the proceeding” (§ 1802(g)).	
3. A § 1802(g) finding of significant financial hardship in another proceeding, made within one year prior to the commencement of this proceeding, created a rebuttable presumption of eligibility for compensation in this proceeding (§ 1804(b)(1)).	X
<p>ALJ ruling (or CPUC decision) issued in proceeding number: R. 12-06-013. <i>See</i> 2013 Rates OIR Intervenor Compensation Decision at 13-14.</p> <p>Date of ALJ ruling (or CPUC decision): Feb. 25, 2013.</p>	

B. The party’s explanation of the factual basis for its claim of “significant financial hardship” (§ 1802(g)) (necessary documentation, if warranted, is attached to the NOI):
N/A

**PART IV: ATTACHMENTS DOCUMENTING SPECIFIC ASSERTIONS MADE IN THIS NOTICE**  
(The party (“customer”) intending to claim intervenor compensation identifies and attaches documents; add rows as necessary)

Attachment No.	Description
1	Certificate of Service
2	Bylaws of EDF

**ADMINISTRATIVE LAW JUDGE RULING<sup>2</sup>**  
(ALJ completes)

<sup>2</sup> An ALJ Ruling needs not be issued unless: (a) the NOI is deficient; (b) the ALJ desires to address specific issues raised by the NOI (to point out similar positions, areas of potential duplication in showings, unrealistic expectations for compensation, or other matters that may affect the customer’s Intervenor Compensation Claim); or (c) the NOI has included a claim of “significant financial hardship” that requires a finding under § 1802(g).

	Check all that apply
<b>1. The Notice of Intent (NOI) is rejected for the following reasons:</b>	
a. The NOI has not demonstrated the party's status as a "customer" for the following reason(s):	
b. The NOI has not demonstrated that the NOI was timely filed (Part I(B)) for the following reason(s):	
c. The NOI has not adequately described the scope of anticipated participation (Part II, above) for the following reason(s):	
<b>2. The NOI has demonstrated significant financial hardship for the reasons set forth in Part III of the NOI (above).</b>	
<b>3. The NOI has not demonstrated significant financial hardship for the following reason(s):</b>	
<b>4. The ALJ provides the following additional guidance (see § 1804(b)(2)):</b>	

**IT IS RULED** that:

	Check all that apply
1. The Notice of Intent is rejected.	
2. Additional guidance is provided to the customer as set forth above.	
3. The customer has satisfied the eligibility requirements of Pub. Util. Code § 1804(a).	
4. The customer has shown significant financial hardship.	
5. The customer is preliminarily determined to be eligible for intervenor compensation in this proceeding. However, a finding of significant financial hardship in no way ensures compensation.	

Dated \_\_\_\_\_, at San Francisco, California.

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ADMINISTRATIVE LAW JUDGE

**Attachment 1:  
Certificate of Service by Customer**

I hereby certify that I have this day served a copy of the foregoing **NOTICE OF INTENT TO CLAIM INTERVENOR COMPENSATION** by (check as appropriate):

- hand delivery;
- first-class mail; and/or
- electronic mail

to the following persons appearing on the official Service List:

## Parties

ADAM GUSMAN  
CORPORATE COUNSEL  
GLACIAL ENERGY OF CALIFORNIA, INC.  
EMAIL ONLY  
EMAIL ONLY, VI 00000  
FOR: GLACIAL ENERGY OF CALIFORNIA, INC.

ANDREW WANG  
SOLARRESERVE, LLC  
EMAIL ONLY  
EMAIL ONLY, CA 00000  
FOR: SOLARRESERVE

KATHY TRELEVEN  
LARGE-SCALE SOLAR ASSOCIATION  
EMAIL ONLY  
EMAIL ONLY, CA 00000  
FOR: LARGE-SCALE SOLAR ASSOCIATION

KENNETH SAHM WHITE  
CLEAN COALITION  
EMAIL ONLY  
EMAIL ONLY, CA 00000  
FOR: CLEAN COALITION

LISA BOND  
ATTORNEY  
RICHARDS WATSON GERSHON  
EMAIL ONLY  
EMAIL ONLY, CA 00000  
FOR: CITY OF REDONDO BEACH

MARCUS V. DA CUNHA  
EMAIL ONLY  
EMAIL ONLY, CA 00000  
FOR: MARCUS V. DA CUNHA

SCOTT BLAISING  
BRAUN BLAISING MCLAUGHLIN P.C.  
EMAIL ONLY  
COUNCIL  
EMAIL ONLY, CA 00000  
FOR: KINGS RIVER CONSERVATION DISTRICT  
(KRCD)  
DEFENSE COUNCIL

SIERRA MARTINEZ  
ATTORNEY  
NATURAL RESOURCES DEFENSE  
EMAIL ONLY  
EMAIL ONLY, CA 00000  
FOR: NATIONAL RESOURCES

TAM HUNT  
ATTORNEY  
COOP. (908)  
EMAIL ONLY  
EMAIL ONLY, CA 00000

GENERAL MANAGER  
PLUMAS SIERRA RURAL ELECTRIC  
EMAIL ONLY  
EMAIL ONLY, CA 00000



FOR: COMMUNITY ENVIRONMENTAL COUNCIL  
ELECTRIC CORP

FOR: PLUMAS SIERRA RURAL

ANDREW O. KAPLAN, ESQ.  
BROWN RUDNICK LLP  
REGULATORY  
ONE FINANCIAL CENTER  
BOSTON, MA 02111  
FOR: BEACON POWER, LLC

ABRAHAM SILVERMAN  
ASSIST. GEN. COUNSEL -

NRG ENERGY, INC.  
211 CARNEGIE CENTER DRIVE  
PRINCETON, NJ 08540  
FOR: NRG ENERGY, INC.

RICK C. NOGER  
PRAXAIR PLAINFIELD, INC.  
2711 CENTERVILLE ROAD, SUITE 400  
W.  
WILMINGTON, DE 19808  
FOR: PRAXAIR PLAINFIELD, INC.  
REDUCTION

KYLE W. DANISH  
VAN NESS FELDMAN, P.C.  
1050 THOMAS JEFFERSON ST., N.

WASHINGTON, DC 20007-3877  
FOR: COALITION FOR EMISSION

POLICY

VICTOR GONZALES  
CONSTELLATION NEW ENERGY, INC. (1359)  
111 MARKET PLACE, SUITE 500  
BALTIMORE, MD 21202  
SUITE 600  
FOR: CONSTELLATION NEW ENERGY, INC.  
LLC

ALRINE WILLIAMS  
LEGAL COUNSEL  
LIBERTY POWER DELAWARE LLC  
1901 W. CYPRESS CREEK ROAD,  
FORT LAUDERDALE, FL 33309  
FOR: LIBERTY POWER DELAWARE

ALRINE WILLIAMS  
LEGAL COUNSEL  
LIBERTY POWER HOLDINGS LLC (1371)  
1901 W. CYPRESS CREEK ROAD, SUITE 600  
FORT LAUDERDALE, FL 33309  
FOR: LIBERTY POWER HOLDINGS LLC

TRACY PHILLIPS  
VP OF MARKETING  
TIGER NATURAL GAS, INC.  
1422 E. 71ST., STE J  
TULSA, OK 74136  
FOR: TIGER NATURAL GAS, INC.

JASON ARMENTA  
CALPINE POWERAMERICA-CA, LLC  
717 TEXAS AVENUE, SUITE 1000  
HOUSTON, TX 77002  
FOR: CALPINE POWERAMERICA-CA, LLC

KEVIN BOUDREAUX  
ENERCAL USA LLC  
7660 WOODWAY DRIVE, STE. 471A  
HOUSTON, TX 77063  
FOR: ENERCAL USA, LLC

KARA MORGAN  
TRANSWEST EXPRESS, LLC  
555 SEVENTEENTH STREET, SUITE 2400  
DENVER, CO 80202  
FOR: TRANSWEST EXPRESS, LLC  
ASSOCIATION

BRIAN FICKETT  
VALLEY ELECTRIC ASSOCIATION  
800 E. HWY 372  
PAHRUMP, NV 89048  
FOR: VALLEY ELECTRIC

PAUL SHEPARD  
WILDFLOWER ENERGY  
333 S. GRAND AVENUE, SUITE 1570  
(1373)  
LOS ANGELES, CA 90071  
FOR: WILDFLOWER ENERGY

MICHAEL MAZUR  
PRINCIPAL  
3 PHASES RENEWABLES LLC  
2100 SEPULVEDA BLVD, SUITE 37  
MANHATTAN BEACH, CA 90266  
FOR: 3 PHASES RENEWABLES, LLC

INGER GOODMAN  
COMMERCE ENERGY INC

DANIEL W. DOUGLASS  
DOUGLASS & LIDDELL

1 CENTERPOINTE DRIVE, SUITE 350  
1030  
LA PALMA, CA 90623-2520  
FOR: COMMERCE ENERGY, INC.  
INC./WESTERN

21700 OXNARD STREET, SUITE  
WOODLAND HILLS, CA 91367  
FOR: CONEDISON SOLUTIONS,  
POWER TRADING FORUM

AKBAR JAZAYEIRI  
DIR OF REVENUE & TARIFFS  
COMPANY  
SOUTHERN CALIFORNIA EDISON COMPANY (338)  
2241 WALNUT GROVE AVE. / PO BOX 800  
ROSEMEAD, CA 91770  
COMPANY  
FOR: SCE

AIMEE SMITH  
SAN DIEGO GAS & ELECTRIC  
101 ASH STREET, HQ-12  
SAN DIEGO, CA 92101  
FOR: SAN DIEGO GAS & ELECTRIC

DANIEL KING  
SEMPRA U.S. GAS & POWER, LLC  
SOLUTIONS, LLC  
101 ASH STREET, HQ-15B  
SAN DIEGO, CA 92101  
FOR: SEMBRA U.S. GAS & POWER, LLC  
SOLUTIONS LLC

GREG BASS  
NOBLE AMERICAS ENERGY  
401 WEST A STREET, STE. 500  
SAN DIEGO, CA 92101  
FOR: NOBLE AMERICAS ENERGY

DONALD C. LIDDELL  
COUNSEL  
FOUNDATION  
DOUGLASS & LIDDELL  
2928 2ND AVENUE  
SAN DIEGO, CA 92103  
FOUNDATION  
FOR: STARWOOD POWER-MIDWAY, LLC /  
CALIFORNIA ENERGY STORAGE ALLIANCE /  
CAMCO INTERNATIONAL GROUP, INC ./ TAS  
ENERGY

DAVID A. PEFFER, ESQ.  
PROTECT OUR COMMUNITIES  
4452 PARK BOULEVARD, STE. 209  
SAN DIEGO, CA 92116  
FOR: PROTECT OUR COMMUNITIES

MARCIE MILNER  
SHELL ENERGY (1374)  
AFFAIRS WEST  
4445 EASTGATE MALL, SUITE 100  
SAN DIEGO, CA 92121  
900  
FOR: SHELL ENERGY NORTH AMERICA (US),  
L.P. (SHELL ENERGY)  
CORPORATION

SARAH TOMEK  
SR. ADVISOR, REGULATORY  
CAPITAL POWER CORPORATION  
9255 TOWNE CENTRE DRIVE, STE.  
SAN DIEGO, CA 92121  
FOR: CAPITAL POWER

THOMAS R. DARTON  
PILOT POWER GROUP, INC. (1365)  
8910 UNIVERSITY CENTER LANE, STE. 520  
INC (909)  
SAN DIEGO, CA 92122  
371  
FOR: PILOT POWER GROUP, INC.  
OPERATIVE, INC.

GLORIA BRITTON  
REGULATORY AFFAIRS MGR.  
ANZA ELECTRIC CO-OPERATIVE,  
PO BOX 39109 / 58470 HIGHWAY  
ANZA, CA 92539-1909  
FOR: ANZA ELECTRIC CO-

KRISTINE MICHAELS  
CHIEF FINANCIAL OFFICER  
REGULATORY AFFAIRS  
SOUTHERN CALIFORNIA TELEPHONE & ENERGY  
(1341)

ANDREA MORRISON  
DIRECTOR - GOV'T. AND  
DIRECT ENERGY SERVICES, LLC

27515 ENTERPRISE CIRCLE WEST  
TEMECULA, CA 92590  
FOR: SOUTHERN CALIFORNIA TELEPHONE &  
LLC/DIRECT ENERGY  
ENERGY

MONA TIERNEY-LLOYD  
DIR., WESTERN REGULATORY AFFAIRS  
AUTHORITY  
ENERNOC, INC.  
CONSERV DISTRICT  
PO BOX 378  
CAYUCOS, CA 93430  
FOR: ENERNOC, INC.  
AUTHORITY

EVELYN KAHL  
ALCANTAR & KAHL, LLP  
33 NEW MONTGOMERY STREET, SUITE 1850  
SAN FRANCISCO, CA 94015  
FOR: ENERGY PRODUCERS & USERS COALITION  
INC.

SUE MARA  
PRINCIPAL  
CARDOZO  
RTO ADVISORS, LLC  
164 SPRINGDALE WAY  
94080  
REDWOOD CITY, CA 94062  
UTILITY  
FOR: ALLIANCE FOR RETAIL ENERGY MARKETS  
(AREM) /DIRECT ACCESS CUSTOMER  
COALITION

DIANA L. LEE  
CALIF PUBLIC UTILITIES COMMISSION  
FRANCISCO  
LEGAL DIVISION  
ROOM 4107  
PLACE  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214  
FRANCISCO  
FOR: DRA

MATTHEW FREEDMAN  
THE UTILITY REFORM NETWORK  
785 MARKET ST., STE. 1400  
TRADING ASSN.  
SAN FRANCISCO, CA 94103  
FLOOR  
FOR: THE UTILITY REFORM NETWORK  
TRADING

BRIAN CHERRY  
DIRECTOR - REGULATORY RELATIONS  
PACIFIC GAS AND ELECTRIC COMPANY (39)

415 DIXON STREET  
ARROYO GRANDE, CA 93420  
FOR: DIRECT ENERGY,  
SERVICES

DAVID ORTH  
SAN JOAQUIN VALLEY POWER  
ADMIN OFF @KINGS RIVER  
4886 EAST JENSEN AVENUE  
FRESNO, CA 93725  
FOR: SAN JOAQUIN VALLEY POWER

DAVID MACMILLAN  
PRESIDENT  
MEGAWATT STORAGE FARMS, INC.  
3931 JEFFERSON AVE.  
WOODSIDE, CA 94062  
FOR: MEGAWATT STORAGE FARMS,

MARC D. JOSEPH  
ADAMS BROADWELL JOSEPH &  
601 GATEWAY BLVD., SUITE 1000  
SOUTH SAN FRANCISCO, CA  
FOR: COALITION OF CALIFORNIA  
EMPLOYEES

THERESA L. MUELLER  
CITY AND COUNTY OF SAN  
CITY HALL, ROOM 234  
1 DR. CARLTON B. GOODLETT  
SAN FRANCISCO, CA 94102-4682  
FOR: CITY AND COUNTY OF SAN

ETHAN RAVAGE  
WEST COAST LEAD - US  
INTERNATIONAL EMISSIONS  
456 MONTGOMERY ST., 18TH  
SAN FRANCISCO, CA 94104  
FOR: INTERNATIONAL EMISSIONS  
ASSOCIATION (IETA)

NORA SHERIFF  
ALCANTAR & KAHL  
33 NEW MONTGOMERY ST., STE.

1850  
77 BEALE STREET ROOM 1087  
SAN FRANCISCO, CA 94105  
CONSUMERS  
FOR: PACIFIC GAS AND ELECTRIC COMPANY

DEBORAH N. BEHLES  
ENVIRONMENTAL LAW AND JUSTICE CLINIC  
& LAMPREY  
GOLDEN GATE UNIVERSITY SCHOOL OF LAW  
536 MISSION STREET  
SAN FRANCISCO, CA 94105-2968  
PRODUCERS  
FOR: THE CALIFORNIA ENVIRONMENTAL  
JUSTICE ALLIANCE

JACK STODDARD  
MANATT PHELPS & PHILLIPS, LLP  
ONE EMBARCADERO CENTER, 30TH FL.  
LAMPREY LLP  
SAN FRANCISCO, CA 94111  
FOR: PANOCHE ENERGY CENTER, LLC  
ASSOCIATION

MICHAEL B. DAY  
ATTORNEY  
GOODIN, MACBRIDE, SQUERI, DAY & LAMPREY,  
505 SANSOME ST., STE. 900  
STE. 1120  
SAN FRANCISCO, CA 94111  
FOR: ABENGOA SOLAR, INC./CALENERGY  
POWER  
GENERATION

WILLIAM KISSINGER  
BINGHAM MCCUTCHEN LLP  
THREE EMBARCADERO CENTER, 28TH FL.  
SAN FRANCISCO, CA 94111  
FOR: COMPETITIVE POWER VENTURES/POWER  
DEVELOPMENT, INC.

MARTIN A. MATTES  
ATTORNEY  
NOSSAMAN, LLP  
50 CALIFORNIA STREET, 34TH FL.  
FLOOR  
SAN FRANCISCO, CA 94111-4799  
FOR: NOSSAMAN, LLP

EDWARD O'NEILL  
DAVIS WRIGHT TREMAINE LLP  
505 MONTGOMERY STREET, SUITE 800  
800  
SAN FRANCISCO, CA 94111-6533  
FOR: SOUTH SAN JOAQUIN IRRIGATION  
DISTRICT

MARK HUFFMAN  
LAW DEPT

SAN FRANCISCO, CA 94105  
FOR: CALIFORNIA LARGE ENERGY  
ASSOCIATION (CLECA)

BRIAN T. CRAGG  
GOODIN, MACBRIDE, SQUERI, DAY  
505 SANSOME STREET, SUITE 900  
SAN FRANCISCO, CA 94111  
FOR: INDEPENDENT ENERGY  
ASSOCIATION (IEPA)

JEANNE B. ARMSTRONG  
ATTORNEY  
GOODIN MACBRIDE SQUERI DAY &  
505 SANSOME STREET, SUITE 900  
SAN FRANCISCO, CA 94111  
FOR: SOLAR ENERGY INDUSTRIES

SETH D. HILTON  
ATTORNEY AT LAW  
STOEL RIVES LLP  
THREE EMBARCADERO CENTER,  
SAN FRANCISCO, CA 94111  
FOR: AES SOUTHLAND/ZEPHYR  
TRANSMISSION

WILLIAM V. ROSTOV  
EARTHJUSTICE  
50 CALIFORNIA ST., STE. 500  
SAN FRANCISCO, CA 94111  
FOR: SIERRA CLUB CALIFORNIA

LISA A. COTTLE  
ATTORNEY AT LAW  
WINSTON & STRAWN LLP  
101 CALIFORNIA STREET, 39TH  
SAN FRANCISCO, CA 94111-5802  
FOR: GENON ENERGY, INC.

JEFFREY P. GRAY  
DAVIS WRIGHT TREMAINE, LLP  
505 MONTGOMERY STREET, SUITE  
SAN FRANCISCO, CA 94111-6533  
FOR: CALPINE CORPORATION

SARA STECK MYERS  
ATTORNEY AT LAW

PACIFIC GAS & ELECTRIC COMPANY  
PO BOX 7442, B30A  
SAN FRANCISCO, CA 94120  
EFFICIENCY AND  
FOR: PACIFIC GAS AND ELECTRIC COMPANY  
(CEERT)

JENNIFER CHAMBERLIN  
LS POWER DEVELOPMENT, LLC  
5000 HOPYARD ROAD, SUITE 480  
PLEASANTON, CA 94588  
2000  
FOR: LS POWER

LAURENCE G. CHASET  
KEYES FOX & WIEDMAN, LLP  
436 14TH STREET, STE. 1305  
INDUSTRY COUNCIL  
OAKLAND, CA 94612  
FOR: INTERSTATE RENEWABLE ENERGY  
COUNCIL, INC. / FRIENDS OF THE EARTH  
EFFICIENCY

PATRICK VANBEEK  
DIR - CUSTOMER SUPPORT  
COMMERCIAL ENERGY OF CALIFORNIA  
7677 OAKPORT STREET, STE. 525  
OAKLAND, CA 94621  
FOR: COMMERCIAL ENERGY OF CALIFORNIA

LAURA WISLAND  
SENIOR ENERGY ANALYST  
UNION OF CONCERNED SCIENTISTS  
ASSOCIATION  
2397 SHATTUCK AVE., STE. 203  
BERKELEY, CA 94704  
FOR: UNION OF CONCERNED SCIENTISTS  
ASSOCIATION

R. THOMAS BEACH  
CROSSBORDER ENERGY  
2560 9TH ST., SUITE 213A  
BERKELEY, CA 94710-2557  
FOR: THE CALIFORNIA COGENERATION COUNCIL

BRAD BORDINE  
DISTRIBUTED ENERGY CONSUMER ADVOCATES  
516 WHITEWOOD DRIVE  
SAN RAFAEL, CA 94903  
FOR: DISTRIBUTED ENERGY CONSUMER  
ADVOCATES

JAN REID  
COAST ECONOMICS CONSULTING  
3185 GROSS ROAD  
SANTA CRUZ, CA 95062

122 - 28TH AVENUE  
SAN FRANCISCO, CA 94121  
FOR: CENTER FOR ENERGY  
RENEWABLE TECHNOLOGIES

JOHN L. GEESMAN  
ATTORNEY  
DICKSON GEESMAN LLP  
1999 HARRISON STREET, STE.  
OAKLAND, CA 94612  
FOR: ALLIANCE FOR NUCLEAR  
RESPONSIBILITY (A4NR)

MARGIE GARDNER  
EXECUTIVE DIRECTOR  
CAL. ENERGY EFFICIENCY  
INDUSTRY COUNCIL (CEEIC)  
436 14TH STREET, SUITE 1123  
OAKLAND, CA 94612  
FOR: CALIFORNIA ENERGY  
INDUSTRY COUNCIL (CEEIC)

GREGG MORRIS  
DIRECTOR  
GREEN POWER INSTITUTE  
2039 SHATTUCK AVENUE, STE 402  
BERKELEY, CA 94704  
FOR: GREEN POWER INSTITUTE

NANCY RADER  
EXECUTIVE DIRECTOR  
CALIFORNIA WIND ENERGY  
ASSOCIATION  
2560 NINTH STREET, SUITE 213A  
BERKELEY, CA 94710  
FOR: CALIFORNIA WIND ENERGY  
ASSOCIATION

ELIZABETH KELLY  
LEGAL DIRECTOR  
MARIN ENERGY AUTHORITY  
781 LINCOLN AVENUE, SUITE 320  
SAN RAFAEL, CA 94901  
FOR: MARIN ENERGY AUTHORITY

BARBARA GEORGE  
WOMEN'S ENERGY MATTERS  
PO BOX 548  
FAIRFAX, CA 94978-0548  
FOR: WOMEN'S ENERGY MATTERS

DAVID KATES  
DAVID MARK & COMPANY  
3510 UNOCAL PLACE, SUITE 200  
SANTA ROSA, CA 95403

FOR: L. JAN REID

FOR: THE NEVADA HYDRO COMPANY

JUDITH B. SANDERS  
SR. COUNSEL  
GROUP  
CALIF. INDEPENDENT SYSTEM OPERATOR CORP  
250 OUTCROPPING WAY  
FOLSOM, CA 95630  
ENERGY GROUP  
FOR: CALIFORNIA INDEPENDENT SYSTEM  
OPERATOR CORPORATION

MARGARET MILLER  
BROOKFIELD RENEWABLE ENERGY  
  
513 SAN MARCO PLACE  
EL DORADO HILLS, CA 95762  
FOR: BROOKFIELD RENEWABLE

STEPHEN T. GREENLEAF  
V.P. & COMPLIANCE DIRECTOR  
J.P. MORGAN CHASE BANK, N.A.  
INC.  
2864 ABERDEEN LANE  
EL DORADO HILLS, CA 95762  
FOR: J.P. MORGAN VENTURES ENERGY  
COMPANY  
CORPORATION (JPMVEC) / BE CA LLC

DOUGLAS E. DAVIE  
V.P.  
WELLHEAD ELECTRIC COMPANY,  
  
650 BERECUT DRIVE, STE. C  
SACRAMENTO, CA 95811  
FOR: WELLHEAD ELECTRIC

RONALD LIEBERT  
ATTORNEY AT LAW  
ELLISON SCHNEIDER & HARRIS LLP  
L.L.P  
2600 CAPITOL AVENUE, STE. 400  
400  
SACRAMENTO, CA 95816  
FOR: THE VOTE SOLAR INITIATIVE  
WIND ENERGY,

CHRISTOPHER T. ELLISON  
ATTORNEY  
ELLISON, SCHNEIDER & HARRIS,  
  
2600 CAPITOL AVENUE, SUITE  
  
SACRAMENTO, CA 95816-5905  
FOR: PATHFINDER RENEWABLE  
LLC

KAREN MILLS  
CALIFORNIA FARM BUREAU FEDERATION  
2300 RIVER PLAZA DRIVE  
CORP.  
SACRAMENTO, CA 95833  
FOR: CALIFORNIA FARM BUREAU FEDERATION

DANIEL SILVERIA  
GEN MGR  
SURPRISE VALLEY ELECTRIC  
  
516 US HIGHWAY 395 E  
ALTURAS, CA 96101-4228  
FOR: SURPRISE VALLEY ELECTRIC  
CORPORATION

DONALD BROOKHYSER  
ALCANTAR & KAHL  
1300 SW FIFTH AVE., SUITE 1750  
1400  
PORTLAND, OR 97210  
FOR: COGENERATION ASSOCIATION OF  
CALIFORNIA

GIFFORD JUNG  
POWEREX CORPORATION  
666 BARRARD STREET, SUITE  
  
VANCOUVER, BC V5R 4Y2  
CANADA  
FOR: POWEREX CORPORATION

## Information Only

ANDRA PLIGAVKO  
FIRST SOLAR DEVELOPMENT, INC.  
EMAIL ONLY  
COMPANY  
EMAIL ONLY, CA 00000

ARMANDO INFANZON  
SMART GRID POLICY MANAGER  
SAN DIEGO GAS & ELECTRIC  
  
EMAIL ONLY  
EMAIL ONLY, CA 00000

BARBARA R. BARKOVICH  
BARKOVICH & YAP, INC.  
EMAIL ONLY  
EMAIL ONLY, CA 00000

BRAD MEIKLE  
SOVEREIGN ENERGY, LLC  
EMAIL ONLY  
EMAIL ONLY, CA 00000

CASE COORDINATION  
PACIFIC GAS AND ELECTRIC COMPANY  
EMAIL ONLY  
EMAIL ONLY, CA 00000

CATHIE ALLEN  
REGULATORY MGR.  
PACIFICORP  
EMAIL ONLY  
EMAIL ONLY, OR 00000

DANIEL PATRY  
RECURRENT ENERGY  
EMAIL ONLY  
EMAIL ONLY, CA 00000

DAVID FELIX  
DIR - DEVELOPMENT  
NORTHLIGHT POWER  
EMAIL ONLY  
EMAIL ONLY, CA 00000

DAVID HICKS  
DIAMOND GENERATING CORPORATION  
EMAIL ONLY  
EMAIL ONLY, CA 00000

DAVID WEIDBERG  
JOHNSON CONTROLS  
EMAIL ONLY  
EMAIL ONLY, CA 00000

DIANE FELLMAN  
DIR - GOVERNMENTAL & REGULATORY AFFAIRS  
NRG ENERGY, INC.  
EMAIL ONLY  
EMAIL ONLY, CA 00000

DYANA MARIE DELFIN-POLK  
CLEAN COALITION  
EMAIL ONLY  
EMAIL ONLY, CA 00000

ERIN GRIZARD  
BLOOM ENERGY  
COMPANY  
EMAIL ONLY  
EMAIL ONLY, CA 00000

GEORGE ZAHARIUDAKIS  
PACIFIC GAS AND ELECTRIC  
EMAIL ONLY  
EMAIL ONLY, CA 00000

JAMIE L. MAULDIN  
ADAMS BROADWELL JOSEPH & CARDOZO, PC  
EMAIL ONLY  
EMAIL ONLY, CA 00000

JERRY BROWN  
WORLD BUSINESS ACADEMY  
EMAIL ONLY  
EMAIL ONLY, CA 00000

JODY S. LONDON  
JODY LONDON CONSULTING  
EMAIL ONLY  
EMAIL ONLY, CA 00000

JOHN W. LESLIE, ESQ.  
MCKENNA LONG & ALDRIDGE LLP  
EMAIL ONLY  
EMAIL ONLY, CA 00000

JULIEN DUMOULIN-SMITH  
UBS INVESTMENT RESEARCH  
EMAIL ONLY  
EMAIL ONLY, NY 00000

KATY ROSENBERG  
ALCANTAR & KAHL  
EMAIL ONLY  
EMAIL ONLY, CA 00000

KELSEY SOUTHERLAND  
TAS ENERGY  
L.L.P.  
EMAIL ONLY  
EMAIL ONLY, TX 00000

LYNN HAUG  
ELLISON SCHNEIDER & HARRIS  
EMAIL ONLY  
EMAIL ONLY, CA 00000

MATT KLOPFENSTEIN

MATTHEW BARMACK

GONZALEZ QUINTANA & HUNTER LLC  
EMAIL ONLY  
EMAIL ONLY, CA 00000

CALPINE CORPORATION  
EMAIL ON LY  
EMAIL ONLY, CA 00000

MICHAEL EVANS  
SHELL  
EMAIL ONLY  
EMAIL ONLY, CA 00000

MIKE CADE  
ALCANTAR & KAHL, LLP  
EMAIL ONLY  
EMAIL ONLY, OR 00000

MIYUKI IWAHASHI  
PACIFIC GAS & ELECTRIC COMPANY  
EMAIL ONLY  
EMAIL ONLY, CA 00000

OLIVIA PARA  
DAVIS WRIGHT TREMAINE LLP  
EMAIL ONLY  
EMAIL ONLY, CA 00000

RACHEL MCMAHON  
EMAIL ONLY  
EMAIL ONLY, CA 00000  
CORPORATION

RANDY KELLER  
DIRECTOR OF DEVELOPMENT  
CALENERGY OPERATING  
  
EMAIL ONLY  
EMAIL ONLY, CA 00000

ROBERT GEX  
DAVIS WRIGHT TREMAINE LLP  
REGULATION  
EMAIL ONLY  
EMAIL ONLY, CA 00000

ROBIN SMUTNY-JONES  
DIR. - CALIFORNIA POLICY &  
  
IBERDROLA RENEWABLES, LLC  
EMAIL ONLY  
EMAIL ONLY, OR 00000

SHALINI SWAROOP  
REGULATORY COUNSEL  
MARIN ENERGY AUTHORITY  
EMAIL ONLY  
EMAIL ONLY, CA 00000

STEPHANIE WANG  
DIRECTOR  
CLEAN COALITION  
EMAIL ONLY  
EMAIL ONLY, CA 00000

STEVE ZURETTI  
MANAGER, CALIFORNIA  
COMPANY  
SOLAR ENERGY INDUSTRIES ASSOCIATION  
EMAIL ONLY  
EMAIL ONLY, CA 00000

SUJATA PAGEDAR  
PACIFIC GAS & ELECTRIC  
  
EMAIL ONLY  
EMAIL ONLY, CA 00000

TAM HUNT  
CLEAN COALITION  
EMAIL ONLY  
EMAIL ONLY, CA 00000

TOUSSAINT.S BAILEY  
RICHARDS WATSON GERSHON  
EMAIL ONLY  
EMAIL ONLY, CA 00000

VIDHYA PRABHAKARAN  
DAVIS WRIGHT & TREMAINE, LLP  
EMAIL ONLY  
EMAIL ONLY, CA 00000

WILLIAM J. KEESE  
EMAIL ONLY  
EMAIL ONLY, CA 00000

AES SOUTHLAND  
EMAIL ONLY  
EMAIL ONLY, CA 00000

DAVIS WRIGHT TREMAINE LLP  
EMAIL ONLY  
EMAIL ONLY, CA 00000

MRW & ASSOCIATES, LLC  
EMAIL ONLY

ALICE GONG  
PACIFIC GAS AND ELECTRIC



COMPANY  
EMAIL ONLY, CA 00000

EMAIL ONLY  
EMAIL ONLY, CA 00000-0000

KAREN TERRANOVA  
ALCANTAR & KAHL  
EMAIL ONLY  
EMAIL ON LY, CA 00000-0000

ERIC HSIEH  
A 123 SYSTEMS INC.  
155 FLANDERS RD  
WESTBOROUGH, MA 01581-1032

MIKE BERLINSKI  
BEACON POWER, LLC  
65 MIDDLESEX ROAD  
FLOOR  
TYNGSBORO, MA 01879

RACHEL WILSON  
SYNAPSE ENERGY ECONOMIS, INC.  
485 MASSACHUSETTS AVE., 2ND  
CAMBRIDGE, MA 02129

PATRICK LUCKOW  
SYNAPSE ENERGY ECONOMICS, INC.  
485 MASSACHUSETTS AVE., 2ND FL.  
FLOOR  
CAMBRIDGE, MA 02139

ROBERT FAGAN  
SYNAPSE ENERGY & ECONOMICS  
485 MASSACHUSETTS AVE., 2ND  
CAMBRIDGE, MA 02139

THOMAS J. VITOLO  
SYNAPSE ENERGY ECONOMICS, INC.  
485 MASSACHUSETTS AVENUE, STE. 2  
CAMBRIDGE, MA 02139

ALEXANDER DABERKO  
CALPEAK POWER, LLC  
591 PUTNAM AVENUE  
GREENWICH, CT 06830

ADAM FAIRBANKS  
DIR - REGULATORY AND RETAIL STRUCTURING  
LEGISLATIVE AFFAIRS  
CONEDISON SOLUTIONS, INC.  
100 SUMMIT LAKE DRIVE, STE. 410  
VALHALLA, NY 10595

RICHARD J. HUDSON, JR.  
DIR. - REGULATORY &  
CONEDISON SOLUTIONS, INC.  
100 SUMMIT LAKE DR., STE. 410  
VALHALLA, NY 10595

KENDRA ULRICH  
NUCLEAR CAMPAIGNER  
FRIENDS OF THE EARTH  
FLOOR  
1100 15TH STREET, NW, 11TH FL.  
WASHINGTON, DC 20005

S.DAVID FREEMAN  
C/O FRIENDS OF THE EARTH  
1100 15HT STREET, NW, 11TH  
WASHINGTON, DC 20005

YANIRA M. GOMEZ  
LIBERTY POWER CORP.  
1901 W. CYPRESS CREEK RD., STE. 600  
FORT LAUDERDALE, FL 33309  
  
STORAGE, LLC

KIM L. JOHNSON  
EVP AND AGENT  
RIVERBANK PUMPED STORAGE, LLC  
2000 S. OCEAN BLVD., STE. 703  
DELRAY BEACH, FL 33483  
FOR: RIVERBANK PUMPED

SHAWN NICHOLS  
SUMMIT POWER GROUP  
1324 CLARKSON CLAYTON CENTER, STE. 119  
SUITE 320  
BALLWIN, MO 63011-2145

JIM ROSS  
RCS, INC.  
500 CHESTERFIELD CENTER,  
CHESTERFIELD, MO 63017

CHRIS HENDRIX  
TEXAS RETAIL ENERGY  
2001 SE 10TH STREET  
LLC

ERIN SZALKOWSKI  
CORPORATE COUNSEL  
CLEAN LINE ENERGY PARTNERS,

BENTONVILLE, AR 72716  
700

LINE LLC

CHARLES PURSHOUSE  
CAMCO INTERNATIONAL GROUP, INC.  
390 INTERLOCKEN CRESCENT, SUITE 490  
BROOMFIELD, CO 80021

DREW TORBIN  
V.P.- RENEWABLE ENERGY  
PROLOGIS  
4545 AIRPORT WAY  
DENVER, CO 80239

CAITLIN COLLINS LIOTIRIS  
ENERGY STRATEGIES, LLC  
215 SOUTH STATE STREET, STE 200  
550  
SALT LAKE CITY, UT 84111

PAUL THOMSEN  
DIR. - POLICY & BUSINESS DEVELOPMENT  
ORMAT TECHNOLOGIES INC.  
6225 NEIL ROAD  
RENO, NV 89511  
FOR: ORMAT TECHNOLOGIES

STEVEN HRUBY  
SOUTHERN CALIFORNIA GAS COMPANY  
555 W. FIFTH ST., GT14D6  
1000  
LOS ANGELES, CA 90013

DARIUSH SHIRMOHAMMADI  
CALIFORNIA WIND ENERGY ASSOCIATION  
10208 CIELO DRIVE  
BEVERLY HILLS, CA 90210

ADAM GREEN  
SOLARRESERVE  
GOVERNMENTS  
2425 OLYMPIC BLVD., STE. 500E  
SERVICES CTR.  
SANTA MONICA, CA 90404  
100

GREGORY KLATT  
DOUGLASS & LIDDELL  
411 E. HUNTINGTON DR., STE. 107-356  
ARCADIA, CA 91006  
400  
FOR: TIGER NATURAL GAS, INC.

1001 MCKINNEY STREET, SUITE  
HOUSTON, TX 77002  
FOR: CENTENNIAL WEST CLEAN

CAROLINE SCHNEIDER  
PROLOGIS  
4545 AIRPORT WAY  
DENVER, CO 80239

PUNEET PASRICH  
COLORADO STATE UNIVERSITY  
350 N. COLLEGE AVE.  
FORT COLLINS, CO 80524

GIANCARLO ESTRADA  
KIS MAYES LAW FIRM  
ONE EAST CAMELBACK ROAD, STE.  
PHOENIX, AZ 85012

RON KNECHT  
1009 SPENCER ST  
CARSON, NY 89703-5422

SARAH FRIEDMAN  
SIERRA CLUB  
714 W. OLYMPIC BLVD., STE.  
LOS ANGELES, CA 90015

MICHAEL W. WEBB  
CITY ATTORNEY  
CITY OF REDONDO BEACH  
415 DIAMOND STREET  
REDONDO BEACH, CA 90277

MARILYN LYON  
SOUTH BAY CITIES COUNCIL OF  
SOUTH BAY ENVIRONMENTAL  
20285 S. WESTERN AVE., STE.  
TORRANCE, CA 90501

FRED MOBASHERI  
CONSULTANT  
ELECTRIC POWER GROUP, LLC  
201 SOUTH LAKE AVE., SUITE  
PASADENA, CA 91101

CAROL SCHMID-FRAZEE  
ATTORNEY AT LAW  
COMPANY  
SOUTHERN CALIFORNIA EDISON COMPANY  
AVE.  
2244 WALNUT GROVE AVENUE  
ROSEMEAD, CA 91765

CASE ADMINISTRATION  
SOUTHERN CALIFORNIA EDISON COMPANY  
COMPANY  
2244 WALNUT GROVE AVENUE, RM. 321  
BOX 800  
ROSEMEAD, CA 91770

NGUYEN QUAN  
MGR - REGULATORY AFFAIRS  
GOLDEN STATE WATER CO. - ELECTRIC OP.  
630 EAST FOOTHILL BOULEVARD  
SAN DIMAS, CA 91773  
DISTRICT

CHRISTOPHER SUMMERS  
REGULATORY AFFAIRS  
ANALYSIS  
SAN DIEGO GAS & ELECTRIC COMPANY  
8330 CENTURY PARK COURT  
SAN DIEGO, CA 92101

CENTRAL FILES  
SAN DIEGO GAS AND ELECTRIC COMPANY  
8330 CENTURY PARK COURT, CP31-E  
COMPANY  
SAN DIEGO, CA 92123

REMEDIOS SANTOS  
SAN DIEGO GAS & ELECTRIC COMPANY  
8330 CENTURY PARK CT., CP31E  
COMPANY  
SAN DIEGO, CA 92123  
CP32D

THOMAS C. SAILE  
ENERGY CONTRACTS ORIGINATOR  
SAN DIEGO GAS & ELECTRIC COMPANY  
8315 CENTURY PARK COURT, CP21D  
92675  
SAN DIEGO, CA 92123-1548

CRAIG POSPISIL  
EDISON MISSION ENERGY  
3 MACARTHUR PLACE, STE. 100  
SANTA ANA, CA 92707  
9243

RINALDO BRUTUCO

AMANDA KLOPF  
SOUTHERN CALIFORNIA EDISON  
PO BOX 800/2244 WALNUT GROVE  
ROSEMEAD, CA 91770

MELISSA A. HOVSEPIAN  
SOUTHERN CALIFORNIA EDISON  
2244 WALNUT GROVE AVE. / PO  
ROSEMEAD, CA 91770

TY TOSDAL  
TOSDAL LAW FIRM  
777 S. HIGHWAY 101, SUITE 215  
SOLANA BEACH, CA 92075  
FOR: SAN DIEGO ENERGY

FOUNDATION

SHAWN BAILEY  
DIRECTOR - PLANNING &  
SEMPRA US GAS AND POWER  
101 ASH STREET  
SAN DIEGO, CA 92101-3017

JENNIFER PIERCE  
CALIFORNIA REGULATORY AFFAIRS  
SAN DIEGO GAS & ELECTRIC  
8330 CENTURY PARK COURT  
SAN DIEGO, CA 92123

DESPINA NIEHAUS  
REGULATORY CASE MGR.  
SAN DIEGO GAS & ELECTRIC  
8330 CENTURY PARK COURT,  
SAN DIEGO, CA 92123-1530

CATHERINE SULLIVAN  
EZ2BGREEN  
27479 VIA RAMONA  
SAN JUAN CAPISTRANO, CA

JEFF HIRSCH  
JAMES J. HIRSCH & ASSOCIATES  
12185 PRESILLA ROAD  
SANTA ROSA VALLEY, CA 93012-

RON DICKERSON

WORLD BUSINESS ACADEMY  
308 E. CARRILLO STREET  
SANTA BARBARA, CA 93101

CALIFORNIA CONSUMERS ALLIANCE  
PO BOX 3751  
CLOVIS, CA 93613

RANDY SHILLING  
4886 EAST JENSEN AVENUE  
ECONOMICS, INC.  
FRESNO, CA 93725

NICOLAI SCHLAG  
ENERGY & ENVIRONMENTAL  
  
101 MONTGOMERY ST., STE 1600  
SAN FRANCISCO, CA 94101

DENNIS J. HERRERA  
CITY AND COUNTY OF SAN FRANCISCO  
CITY HALL, ROOM 234  
FRANCISCO  
1 DR. CARLTON B. GOODLET PLACE  
PLACE, RM. 234  
SAN FRANCISCO, CA 94102

JEANNE M. SOLE  
DEPUTY CITY ATTORNEY  
CITY AND COUNTY OF SAN  
  
1 DR. CARLTON B. GOODLETT  
SAN FRANCISCO, CA 94102-4682

BREWSTER BIRDSALL, P.E.  
ASPEN ENVIRONMENTAL GROUP  
SCALE SOLAR  
235 MONTGOMERY STREET, STE. 935  
SAN FRANCISCO, CA 94104

JIM BAAK  
DIRECTOR-POLICY FOR UTILITY  
  
THE VOTE SOLAR INITIATIVE  
101 MONTGOMERY ST., STE. 2600  
SAN FRANCISCO, CA 94104

MARIA STAMAS  
PROGRAM ASST. - CA ENERGY CLIMATE  
NATURAL RESOURCES DEFENSE COUNCIL  
111 SUTTER STREET, 20TH FLOOR  
SAN FRANCISCO, CA 94104

AHMAD FARUQUI  
THE BRATTLE GROUP  
201 MISSION ST., STE. 2800  
SAN FRANCISCO, CA 94105

BARNEY SPECKMAN  
VP - GRID MANAGEMENT  
LLC  
NEXANT  
1200  
101 SECOND STREET, 11TH FLOOR  
SAN FRANCISCO, CA 94105

CARA GOLDENBERG  
DIAN GRUENEICH CONSULTING,  
  
201 MISSION STREET, SUITE  
  
SAN FRANCISCO, CA 94105

FRED WELLINGTON  
NAVIGANT CONSULTING, INC.  
COMPANY  
1 MARKET ST., SPEAR ST. TOWER, STE 1200  
904  
SAN FRANCISCO, CA 94105

KIMBERLY C. JONES  
PACIFIC GAS AND ELECTRIC  
  
77 BEALE STREET, MC B9A, ROOM  
  
SAN FRANCISCO, CA 94105

MATHEW VESPA  
SIERRA CLUB  
85 SECOND STREET, 2ND FLOOR  
COMPANY  
SAN FRANCISCO, CA 94105

MATTHEW GONZALES  
SENIOR CASE MANAGER  
PACIFIC GAS AND ELECTRIC  
  
77 BEALE ST., RM. 918, B9A  
SAN FRANCISCO, CA 94105

MICHAEL ALCANTAR  
ATTORNEY AT LAW  
ALCANTAR & KAHL LLP  
COMPANY  
33 NEW MONTGOMERY STREET, SUITE 1850  
SAN FRANCISCO, CA 94105

WADE GREENACRE  
REGULATORY CASE COORDINATOR  
PACIFIC GAS AND ELECTRIC  
  
77 BEALE ST., MC B9A  
SAN FRANCISCO, CA 94105

TOM JARMAN  
ENERGY  
PACIFIC GAS AND ELECTRIC COMPANY  
CLINIC  
77 BEALE STREET, RM. 909, MC B9A  
SAN FRANCISCO, CA 94105-1814

JAMES J. CORBELLI  
STAFF ATTORNEY  
ENVIRONMENTAL LAW AND JUSTICE CLINIC  
GOLDEN GATE UNIVERSITY SCHOOL OF LAW  
536 MISSION STREET  
SAN FRANCISCO, CA 94105-2968

ADENIKE ADEYEYE  
EARTHJUSTICE  
50 CALIFORNIA ST., STE. 500  
SAN FRANCISCO, CA 94111

PAUL R. CORT  
EARTHJUSTICE  
50 CALIFORNIA ST., STE. 500  
500  
SAN FRANCISCO, CA 94111

SARAH BARKER-BALL  
BINGHAM MCCUTCHEN LLP  
3 EMBARCADERO CENTER  
LAMPREY LLP  
SAN FRANCISCO, CA 94111

WILL MITCHELL  
COMPETITIVE POWER VENTURES, INC.  
505 SANSOME STREET, STE. 475  
FRANCISCO  
SAN FRANCISCO, CA 94111

CALIFORNIA ENERGY MARKETS  
425 DIVISADERO ST. STE 303  
COMPANY  
SAN FRANCISCO, CA 94117-2242

DONNA BARRY  
ENERGY PROCEEDINGS  
MYERS  
PACIFIC GAS AND ELECTRIC COMPANY  
PO BOX 770000, MC B9A  
SAN FRANCISCO, CA 94120-7442

CHRISTOPHER SMITH  
PACIFIC GAS & ELECTRIC COMPANY  
PO BOX 770000  
COMPANY  
SAN FRANCISCO, CA 94177

DAVID A. ZIZMOR  
GRADUATE FELLOW  
ENVIRONMENTAL LAW & JUSTICE  
536 MISSION STREET  
SAN FRANCISCO, CA 94105-2968

STEVEN MOSS  
SAN FRANCISCO COMMUNITY POWER  
2325 THIRD STREET, STE. 344  
SAN FRANCISCO, CA 94107

MONICA A. SCHWEBS  
BINGHAM MCCUTCHEN LLP  
THREE EMBARCADERO CENTER  
SAN FRANCISCO, CA 94111

ROSICELI VILLARREAL  
EARTHJUSTICE  
50 CALIFORNIA STREET, SUITE  
SAN FRANCISCO, CA 94111

SUZY HONG  
ATTORNEY AT LAW  
GOODIN MACBRIDE SQUERI DAY &  
505 SANSOME STREET, SUITE 900  
SAN FRANCISCO, CA 94111

IRENE K. MOOSEN  
ATTORNEY AT LAW  
CITY AND COUNTY OF SAN  
53 SANTA YNEZ AVE.  
SAN FRANCISCO, CA 94112

CHARLES R. MIDDLEKAUFF  
PACIFIC GAS AND ELECTRIC  
PO BOX 7442, MC-B30A-2475  
SAN FRANCISCO, CA 94120

MEGAN M. MYERS  
LAW OFFICES OF SARA STECK  
122 - 28TH AVENUE  
SAN FRANCISCO, CA 94121

ED LUCHA  
CASE COORDINATOR  
PACIFIC GAS AND ELECTRIC  
PO BOX 770000, MAIL CODE B9A

SAN FRANCISCO, CA 94177

ANDY SCHWARTZ  
SOLARCITY  
COUNCIL  
3055 CLEARVIEW WAY  
SAN MATEO, CA 94402

BETH VAUGHN  
CALIFORNIA COGENERATION  
  
4391 N. MARSH ELDER COURT  
CONCORD, CA 94521

SEAN BEATTY  
DIRECTOR - WEST REGULATORY AFFAIRS  
AFFAIRS  
NRG WEST  
PO BOX 192  
PITTSBURG, CA 94565

AVIS KOWALEWSKI  
VP - GOV'T & REGULATORY  
  
CALPINE CORPORATION  
4160 DUBLIN BLVD, SUITE 100  
DUBLIN, CA 94568

ROBERT ANDERSON  
OLIVINE, INC  
WATER  
2010 CROW CANYON PLACE, STE. 100  
SN RAMON, CA 94583

SCOTT DAYER  
REGION SALES MGR.- GE POWER &  
  
GE PACKAGED POWER, INC.  
6140 STONERIDGE MALL RD.  
PLEASANTON, CA 94588

GREGORY BLUE  
PRINCIPAL  
INDUSTRY COUNCIL  
GTB CONSULTING  
3161 WALNUT BLVD  
WALNUT CREEK, CA 94596

ANTHONY HARRISON  
CAL. ENERGY EFFICIENCY  
  
436 14TH ST., SUITE 1020  
OAKLAND, CA 94612

SHANA LAZEROW  
ATTORNEY  
COMMUNITIES FOR A BETTER ENVIRONMENT  
1904 FRANKLIN STREET, STE 600  
OAKLAND, CA 94612  
FOR: CALIFORNIA ENVIRONMENTAL JUSTICE  
ALLIANCE

THADEUS B. CULLEY  
KEYES, FOX & WIEDMAN LLP  
436 14TH STREET, STE. 1305  
OAKLAND, CA 94612  
FOR: FRIENDS OF THE EARTH

TIM LINDL  
.  
INTERSTATE RENEWABLE ENERGY COUNCIL, INC  
436 14TH ST., STE. 1305  
OAKLAND, CA 94612

DAVID MARCUS  
PO BOX 1287  
BERKELEY, CA 94701

LINDA AGERTER  
LARGE-SCALE SOLAR ASSOCIATION  
51 PARKSIDE DRIVE  
BERKELEY, CA 94705

ERIC G. GIMON  
TECHNICAL CONSULTANT  
THE VOTE SOLAR INITIATIVE  
2727 MARIN AVE.  
BERKELEY, CA 94708

JEREMY WAEN  
REGULATORY ANALYST  
MARIN ENERGY AUTHORITY  
781 LINCOLN AVENUE, STE. 320  
SAN RAFAEL, CA 94901

CARLOS LAMAS-BABBINI  
CEN-CA PROGRAM MGR.  
COMVERGE, INC.  
58 MT. TALLAC CT.  
SAN RAFAEL, CA 94903

PHILIP MULLER  
SCD ENERGY SOLUTIONS  
436 NOVA ALBION WAY

RICH QUATTRINI  
DIR. PRODUCT MANAGEMENT  
JOHNSON CONTROLS

SAN RAFAEL, CA 94903

901 CAMPISI WAY, STE 260  
CAMPBELL, CA 95008-2348

PUSHKAR G. WAGLE  
FLYNN RESOURCE CONSULTANTS, INC.  
2900 GORDON AVENUE, SUITE 100-3  
COUNCIL  
SANTA CLARA, CA 95051

DEVRA WANG  
STAFF SCIENTIST  
NATURAL RESOURCES DEFENSE

111 SUTTER STREET, 20TH FLOOR  
SAN FRANCISCO, CA 95104

JEFFREY SHIELDS  
GEN MGR.  
SOUTH SAN JOAQUIN IRRIGATION DISTRICT  
PO BOX 747  
RIPON, CA 95366-0747

JAMES CALDWELL  
1650 E NAPA STREET  
SONOMA, CA 95476

DOUGLAS M. GRANDY, P.E.  
CA ONSITE GENERATION  
1220 MACAULAY CIRCLE  
CARMICHAEL, CA 95608

MARTIN HOMEC  
PO BOX 4471  
DAVIS, CA 95617

DELPHINE HOU  
CALIF. INDEPENDENT SYSTEMS OPERATOR  
AFFAIRS - CA  
250 OUTCROPPING WAY  
FOLSOM, CA 95630

JACQUELINE M. DEROSA  
DIRECTOR OF REGULATORY  
CUSTOMIZED ENERGY SOLUTIONS  
101 PARKSHORE DRIVE SUITE 100  
FOLSOM, CA 95630

SHUCHENG LIU  
OPERATOR CORP.  
CALIFORNIA ISO  
250 OUTCROPPING WAY  
FOLSOM, CA 95630

CAL. INDEPENDENT SYSTEM  
250 OUTCROPPING WAY  
FOLSOM, CA 95630

BRIAN THEAKER  
NRG ENERGY  
3161 KEN DEREK LANE  
600  
PLACERVILLE, CA 95667  
6078

PAUL D. MAXWELL  
NAVIGANT CONSULTING, INC.  
3100 ZINFANDEL DRIVE, SUITE  
RANCHO CORDOVA, CA 95670-

DANIEL KIM  
WESTLANDS SOLAR PARK  
RENEWABLE  
PO BOX 582844  
ELK GROVE, CA 95757

DAVID MILLER, PHD  
CTR. FOR ENERGY EFFECIENCY &  
1100 ELEVENTH ST., STE. 311  
SACRAMENTO, CA 95814

KEVIN WOODRUFF  
WOODRUFF EXPERT SERVICES  
SMITH  
1100 K STREET, SUITE 204  
SACRAMENTO, CA 95814  
FOR: THE UTILITY REFORM NETWORK

NICOLE WRIGHT  
BRAUN BLAISING MCLAUGHLIN &  
915 L STREET, SUITE 1270  
SACRAMENTO, CA 95814

STEVE KEENE  
BRAUN BLAISING MCLAUGHLIN P.C.  
915 L STREET, SUITE 1270  
ASSCIATION

STEVEN KELLY  
POLICY DIRECTOR  
INDEPENDENT ENERGY PRODUCERS

SACRAMENTO, CA 95814

1215 K STREET, STE. 900  
SACRAMENTO, CA 95814

SAMANTHA G. POTTENGER  
ELLISON, SCHNEIDER AND HARRIS L.L.P.  
2600 CAPITOL AVENUE, SUITE 400  
SACRAMENTO, CA 95816

ANDREW BROWN  
ATTORNEY AT LAW  
ELLISON & SCHNEIDER  
2600 CAPITOL AVE, SUITE 400  
SACRAMENTO, CA 95816-5905

CHASE B. KAPPEL  
ELLISON SCHNEIDER & HARRIS LLP  
2600 CAPITOL AVENUE, SUITE 400  
LLP  
SACRAMENTO, CA 95816-5905  
400

DOUGLAS K. KERNER  
ATTORNEY AT LAW  
ELLISON, SCHNEIDER & HARRIS,  
2600 CAPITOL AVENUE, SUITE  
SACRAMENTO, CA 95816-5905

GREGGORY L. WHEATLAND  
ATTORNEY  
ELLISON SCHNEIDER & HARRIS L.L.P.  
2600 CAPITOL AVENUE, SUITE 400  
SACRAMENTO, CA 95816-5905

RACHEL GOLD  
LARGE-SCALE SOLAR ASSOCIATION  
2501 PORTOLA WAY  
SACRAMENTO, CA 95818

SHANNON EDDY  
EXECUTIVE DIRECTOR  
LARGE SCALE SOLAR ASSOCIATION  
2501 PORTOLA WAY  
205  
SACRAMENTO, CA 95818

ANN TROWBRIDGE  
ATTORNEY  
DAY CARTER & MURPHY LLP  
3620 AMERICAN RIVER DR., STE.  
SACRAMENTO, CA 95864

JACK ELLIS  
1425 ALPINE WAY / PO BOX 6600  
LAKE TRAHOE, CA 96145-6600

LISA SCHWARTZ  
REGULATORY ASSISTANCE PROJECT  
429 NE NORTH NEBERGALL LOOP  
ALBANY, OR 97321

DONALD SCHOENBECK  
RCS INC.  
TRADING ASSN.  
900 WASHINGTON STREET, SUITE 780  
5700  
VANCOUVER, WA 98660

ROBIN FRASER  
INTERNATIONAL EMISSIONS  
100 KING STREET WEST, SUITE  
TORONTO, ON M5X 1C7  
CANADA  
FOR: IETA

DANIEL JURIJEW  
SR. MGR - REGULATORY AFFAIRS WEST  
CAPITAL POWER CORPORATION  
1200 - 10423 101 ST. NW  
EDMONTON, AB T5H 0E9  
CANADA

PETER CAVAN  
PULSE ENERGY  
576 SEYMOUR ST., STE. 600  
VANCOUVER, BC V6B 3K1  
CANADA

## State Service

CHRIS UNGSON  
CPUC  
COMMISSION  
EMAIL ONLY

DAVID PECK  
CALIFORNIA PUBLIC UTILITIES  
EMAIL ONLY



EMAIL ONLY, CA 00000

JORDAN PARRILLO  
CALIFORNIA PUBLIC UTILITIES COMMISSION  
ELECTRICITY PLANNING AND POLICY BRANCH  
COMMISSION  
EMAIL ONLY  
EMAIL ONLY, CA 00000

VALERIE KAO  
CALIFORNIA PUBLIC UTILITIES COMMISSION  
EMAIL ONLY  
EMAIL ONLY, CA 00000

ALAN WECKER  
CALIF PUBLIC UTILITIES COMMISSION  
COMMISSION  
ELECTRICITY PLANNING & POLICY BRANCH  
PERMITTING B  
ROOM 4102  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

ALOKE GUPTA  
CALIF PUBLIC UTILITIES COMMISSION  
COMMISSION  
INFRASTRUCTURE PLANNING AND PERMITTING B  
PERMITTING B  
AREA 4-A  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

BRIAN STEVENS  
CALIF PUBLIC UTILITIES COMMISSION  
COMMISSION  
EXECUTIVE DIVISION  
PERMITTING B  
AREA 4-A  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

CHLOE LUKINS  
CALIF PUBLIC UTILITIES COMMISSION  
COMMISSION  
ELECTRICITY PLANNING & POLICY BRANCH  
BRANCH  
ROOM 4102  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

DAMON A. FRANZ  
CALIF PUBLIC UTILITIES COMMISSION  
COMMISSION  
PROCUREMENT STRATEGY AND OVERSIGHT BRANC  
LAW JUDGES  
AREA 4-A  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

EMAIL ONLY, CA 00000

LILY CHOW  
REGULATORY ANALYST  
CALIFORNIA PUBLIC UTILITIES  
  
EMAIL ONLY  
EMAIL ONLY, CA 00000

WILLIAM DIETRICH  
SR. ANALYST - ENERGY DIV.  
CPUC  
EMAIL ONLY  
EMAIL ONLY, CA 00000

ALEXANDER COLE  
CALIF PUBLIC UTILITIES  
  
INFRASTRUCTURE PLANNING AND  
AREA 4-A  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

ARTHUR J. O'DONNELL  
CALIF PUBLIC UTILITIES  
  
INFRASTRUCTURE PLANNING AND  
ROOM 4-A  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

CARLOS A. VELASQUEZ  
CALIF PUBLIC UTILITIES  
  
INFRASTRUCTURE PLANNING AND  
AREA 4-A  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

CHRIS UNGSON  
CALIF PUBLIC UTILITIES  
  
ELECTRICITY PLANNING & POLICY  
ROOM 4104  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

DAVID M. GAMSON  
CALIF PUBLIC UTILITIES  
  
DIVISION OF ADMINISTRATIVE  
ROOM 5019  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

DAVID SIAO  
CALIF PUBLIC UTILITIES COMMISSION  
COMMISSION  
ELECTRICITY PLANNING & POLICY BRANCH  
OVERSIGHT BRANC  
ROOM 4101  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

ED CHARKOWICZ  
CALIF PUBLIC UTILITIES  
PROCUREMENT STRATEGY AND  
AREA 4-A  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

EDWARD F. RANDOLPH  
CALIF PUBLIC UTILITIES COMMISSION  
COMMISSION  
ENERGY DIVISION  
ROOM 4004  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

IRYNA KWASNY  
CALIF PUBLIC UTILITIES  
LEGAL DIVISION  
ROOM 4107  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

JOANNA GUBMAN  
CALIF PUBLIC UTILITIES COMMISSION  
COMMISSION  
INFRASTRUCTURE PLANNING AND PERMITTING B  
AREA 4-A  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

JULIE A. FITCH  
CALIF PUBLIC UTILITIES  
EXECUTIVE DIVISION  
ROOM 5214  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

KARIN M. HIETA  
CALIF PUBLIC UTILITIES COMMISSION  
COMMISSION  
ELECTRICITY PLANNING & POLICY BRANCH  
ENFORCEMENT BRANCH  
ROOM 4102  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

KE HAO OUYANG  
CALIF PUBLIC UTILITIES  
UTILITY & PAYPHONE  
AREA 2-E  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

KEITH D WHITE  
CALIF PUBLIC UTILITIES COMMISSION  
COMMISSION  
INFRASTRUCTURE PLANNING AND PERMITTING B  
OVERSIGHT BRANC  
AREA 4-A  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

LEWIS BICHKOFF  
CALIF PUBLIC UTILITIES  
PROCUREMENT STRATEGY AND  
AREA 4-A  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

MARCELO POIRIER  
CALIF PUBLIC UTILITIES COMMISSION  
COMMISSION  
EXECUTIVE DIVISION  
ROOM 5025  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

MATT MILEY  
CALIF PUBLIC UTILITIES  
LEGAL DIVISION  
ROOM 5135  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

MEGHA LAKHCHAURA  
CALIF PUBLIC UTILITIES COMMISSION  
COMMISSION  
PROCUREMENT STRATEGY AND OVERSIGHT BRANC  
PERMITTING B  
AREA 4-A  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

MERIDETH STERKEL  
CALIF PUBLIC UTILITIES  
INFRASTRUCTURE PLANNING AND  
AREA 4-A  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

MICHELE KITO  
CALIF PUBLIC UTILITIES COMMISSION  
COMMISSION  
DEMAND SIDE ANALYSIS BRANCH  
BRANCH  
AREA 4-A  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

NIKA ROGERS  
CALIF PUBLIC UTILITIES  
ELECTRICITY PLANNING & POLICY  
ROOM 4101  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

NOUSHIN KETABI  
CALIF PUBLIC UTILITIES COMMISSION  
COMMISSION  
INFRASTRUCTURE PLANNING AND PERMITTING B  
PERMITTING B  
AREA 4-A  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

PATRICK L. YOUNG  
CALIF PUBLIC UTILITIES  
INFRASTRUCTURE PLANNING AND  
AREA 4-A  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

PETER SPENCER  
CALIF PUBLIC UTILITIES COMMISSION  
COMMISSION  
ELECTRICITY PLANNING & POLICY BRANCH  
CUSTOMER PROGRAM  
ROOM 4104  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

RADU CIUPAGEA  
CALIF PUBLIC UTILITIES  
ELECTRICITY PRICING AND  
ROOM 4104  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

SEAN A. SIMON  
CALIF PUBLIC UTILITIES COMMISSION  
COMMISSION  
PROCUREMENT STRATEGY AND OVERSIGHT BRANC  
AREA 4-A  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

SEPIDEH KHOSROWJAH  
CALIF PUBLIC UTILITIES  
EXECUTIVE DIVISION  
ROOM 5201  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

STEPHEN ST. MARIE  
CALIF PUBLIC UTILITIES COMMISSION  
COMMISSION  
EXECUTIVE DIVISION  
CUSTOMER PROGRAM  
ROOM 5203  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

XIAN "CINDY" LI  
CALIF PUBLIC UTILITIES  
ELECTRICITY PRICING AND  
ROOM 4104  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

YAKOV LASKO  
CALIF PUBLIC UTILITIES COMMISSION  
ELECTRICITY PLANNING & POLICY BRANCH  
ROOM 4101  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

CONSTANCE LENI  
CALIFORNIA ENERGY COMMISSION  
MS-20  
1516 NINTH STREET  
SACRAMENTO, CA 95814

MARC S. PRYOR  
CALIFORNIA ENERGY COMMISSION  
1516 NINTH STREET  
SACRAMENTO, CA 95814

MICHAEL JASKE  
CALIFORNIA ENERGY COMMISSION  
1516 9TH STREET, MS-20  
SACRAMENTO, CA 95814

REBECCA TSAI-WEI LEE  
CALIF PUBLIC UTILITIES COMMISSION  
COMMISSION

KEVIN S. NAKAMURA  
CALIF PUBLIC UTILITIES

DRA - ADMINISTRATIVE BRANCH  
COMPLIANCE BRAN  
770 L Street, Suite 1250  
115  
Sacramento, CA 95814

UTILITY AUDIT, FINANCE &  
180 Promenade Circle, Suite  
Sacramento, CA 95834

Executed this 30<sup>th</sup> day of September, 2013, at Sacramento,  
California.

/S/ Lauren Navarro-Treichler

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Lauren Navarro-Treichler  
Environmental Defense Fund  
1107 9<sup>th</sup> Street, Suite 1070  
Sacramento, CA 95814

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**ATTACHMENT 2**

BYLAWS OF ENVIRONMENTAL DEFENSE FUND, INCORPORATED

THIRD AMENDED AND RESTATED  
BYLAWS OF  
ENVIRONMENTAL DEFENSE FUND, INCORPORATED

as amended through May 11, 2011

Adopted  
May 11, 2011

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**FOURTH AMENDED AND RESTATED  
BYLAWS OF  
ENVIRONMENTAL DEFENSE FUND, INCORPORATED**

**as amended through May 11, 2011**

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**FOURTH AMENDED AND RESTATED  
BYLAWS OF  
ENVIRONMENTAL DEFENSE FUND, INCORPORATED**

**ARTICLE I  
NAME AND OBJECTIVE**

1. The name of the corporation shall be Environmental Defense Fund, Incorporated, hereinafter referred to as "Corporation."

2. The Corporation's mission is to preserve the natural systems on which all life depends. Guid ed by science, the Corporation designs and transforms markets to bring lasting solutions to the most serious environmental problems. Objectives that fulfill the Corporation's mission shall include the following:

(a) to encourage and support the wise use of natural resources, and the maintenance and enhancement of environmental quality;

(b) to pursue and to encourage others to pursue research relevant to the wise use of natural resources, and the maintenance and enhancement of environmental quality;

(c) to promote collaboration among scientific, economic and legal disciplines toward the advancement of environmental quality;

(d) to effect a joining of the best scientific findings with the most appropriate social action discovered by the social sciences and legal theory in order that practical decisions shall be made and solutions implemented which shall best promote a quality environment.

(e) to encourage public education on the problems of the wise use of natural resources and the maintenance and enhancement of environmental quality;

(f) to prevent, or to prevent the continuance of, environmental degradation by taking whatever legal measures are necessary to provide scientists fair and impartial forums in which their scientific findings may be presented objectively to their fellow citizens and tested through cross examination.

(g) to receive and administer funds for scientific, educational, and charitable purposes;

(h) to conduct and disseminate the results of research in furtherance of the wise use of natural resources and the maintenance and enhancement of environmental quality by all means not in violation of the laws of the United States or the State of New York or otherwise inconsistent with the provisions of the Corporation's Certificate of Incorporation;

(i) to the ends proposed above and contained within ARTICLE I, paragraph 2, to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, absolutely or jointly with any other person, persons, corporation or corporations, any property, real, personal or mixed, tangible or intangible, or any divided interest therein, without limitation to invest, reinvest or deal with the principal or the income thereof in such manner as, in the judgment of the trustees, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the Certificate of Incorporation, the Bylaws, or any laws applicable thereto, and any limitations which might be contained in the instrument under which such property is received by the Corporation.

3. The Corporation shall be conducted as an “Exempt Organization” within the meaning of the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any subsequent tax laws from time to time in effect, sometimes herein referred to as the “Internal Revenue Code”), and the regulations promulgated thereunder, and no part of the activities of the Corporation shall be:

(a) carrying on propaganda, or otherwise attempting to influence legislation, so as to subject the Corporation to any tax imposed by Section 4911 of the Internal Revenue Code;

(b) directly or indirectly participating in or intervening in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office;

(c) objecting to or engaging in any activities which characterize it as an “action organization” as defined in Regulation 1.501 (c) (3)-1(c)(3) of the Regulations promulgated under the Internal Revenue Code; or

(d) operating any institution named in Article 14 of the New York Not-for-Profit Corporation Law or engaging in any activities which under said section would require the approval of any State or Local Board.

4. The property of this Corporation is irrevocably dedicated to scientific, educational and charitable purposes. The Corporation is not organized for pecuniary profit and no part of the income or assets of the Corporation shall be distributable to, or inure to the benefit of, its members, Trustees, officers or any other private persons, except that the Corporation shall be authorized to make reimbursements for expenditures and to pay reasonable compensation for services actually rendered to the Corporation.

5. The Corporation shall not have or exercise any power or authority, nor shall it directly or indirectly engage in any activity, which would prevent it from qualifying as an organization described in Section 501 (c) (3) of the Internal Revenue Code.



6. In the event of the dissolution of the Corporation and subject to the approval of a Justice of the Supreme Court of the State of New York, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all assets of the Corporation to one or more organizations which are then organized and operated exclusively for scientific, educational and charitable purposes and are then qualified as organizations described in Section 501 (c) (3) of the Internal Revenue Code. If any assets so distributed on dissolution of the Corporation shall consist of real or personal property owned or used by the Corporation and having a situs in states other than New York, the use or disposition of any such assets shall be limited to the scientific, educational and charitable purposes set forth herein and in a manner as shall satisfy the requirements of the laws of any such other states for exemption of such assets from property taxation in such other states.

## **ARTICLE II BOARD OF TRUSTEES**

1. There shall be a Board of Trustees of the Corporation. The number of trustees shall be set by a majority vote of the entire Board and shall not be less than five.

2. A quorum shall exist when a majority of the entire Board is present at a meeting. Unless otherwise provided in these Bylaws, a majority vote of those present is necessary to approve any action of the Trustees.

3. Meetings of the Board shall be held at a time and place fixed by the Board of Trustees. All meetings shall be conducted in accordance with Robert's Rules of Order.

4. Special meetings may be called by any trustee upon written demand of not less than one-fifth of the entire Board. The Chairman of the Board shall call special meetings for extraordinary reasons when so authorized by one-fifth of the entire Board at such times and places as are specified by such members. For the purpose of obtaining such authorization, the Chairman of the Board may take a telephone poll of the trustees. A special meeting may take the place of an Annual Meeting if so authorized by a majority of the entire Board.

5. The process for recommendation, nomination, and election of trustees shall follow the schedule, sequence and procedure for election of Officers of the Board of Trustees set forth in Article III, subparagraphs 5(a)-(e). A person may be elected or re-elected to the Board of Trustees by a majority vote of trustees present at a meeting at which a quorum exists. The term of office of each trustee shall be three years, provided, however, that the Board may provide for election of trustees to terms of less than three years in order to have the Board of Trustees divided into three classes with terms expiring in staggered years. Each trustee shall hold office until the earlier of (i) the termination of such term due to removal, resignation, incapacity or death or (ii) the expiration of the term for which he is elected, and until his successor has been elected and duly qualified. A trustee may be elected to consecutive terms. Notwithstanding anything to the contrary contained herein and in addition to the foregoing procedures for the election of trustees, the Chair of the Nominating and Governance Committee, with the concurrence of the Chairman of the Board of Trustees, may from time to time

present to the Board of Trustees for its consideration, a candidate or candidates for nomination to the Board and, upon such recommendation, the Board may on no less than five (5) days prior notice to trustees, elect such candidate or candidates at a regularly scheduled meeting of the Board or by unanimous written consent.

6. The Board of Trustees shall meet at least two times per year and one of those meetings as designated by the Chairman shall constitute the annual meeting of the Board. The Board of Trustees shall have the following powers and duties:

- (a) to determine the broad objectives and policies of the Corporation and the means of implementing them;
- (b) to oversee the financial affairs of the Corporation, including the budget and the fundraising efforts of the Corporation;
- (c) to select new members of the Board;
- (d) to elect the officers described in Article III of the bylaws;
- (e) to create and appoint such standing and special committees as it may determine;
- (f) to hire and fire the President of the Corporation, who shall report to the Board; and the Treasurer of the Corporation based upon the recommendation of the President;
- (g) to approve litigation by or on behalf of the Corporation, or to delegate such function as it sees fit including to a Committee of the Corporation established by resolution of the Board;
- (h) to take such action as set forth in Article VIII.

7. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee then serving consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consent thereto by members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

8. Trustees shall avoid any personal conflict of interest with the policies, objectives, or activities of the Corporation. If such a conflict develops, it should be reported promptly to the Chairman of the Board of Trustees or to the Chairman of the Audit Committee. If necessary, the Chairman of the Board of Trustees or the Chairman of the Audit Committee, as the case may be, shall seek the advice of counsel. A trustee shall not vote on, or attend any Board discussion of, a matter as to which he or she has a conflict of interest.

9. Removal of a trustee from the Board shall become effective only after

- (a) due notice of reasons for removal is served; and

(b) a hearing is held which must be attended by at least a majority of the entire Board, during which the trustee is given due opportunity (as defined by a majority of the trustees present) to appear and answer charges against him; and

(c) a majority of the trustees present at the hearing recommends removal for reasons stated in a report to all trustees; and

(d) the Board by a three-fourth majority vote of the entire Board confirms the motion of his removal from the Board as a trustee.

(e) the trustee who is the subject of the proceeding shall not participate in the voting referred to in this paragraph.

10. Resignation of a trustee shall become effective upon receipt of written notice to that effect signed by hand and mailed to the Chairman of the Board of Trustees.

11. A person may be designated an Honorary trustee or an Advisory trustee by a majority vote of trustees present at a meeting at which a quorum exists. Honorary and Advisory trustees may attend meetings of the Board of Trustees but shall have no vote. The Board of Trustees shall determine a term of office for an Honorary or Advisory trustee at the time of designation. An Honorary or Advisory trustee shall serve until the earlier of (i) termination of such term due to removal, resignation, incapacity, or death, or (ii) the expiration of the term for which he or she was designated. An Honorary or Advisory trustee may be designated for consecutive terms.

12. Any one or more members of the Board of Trustees or any duly constituted committee thereof may participate in a meeting of the Board or any such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such meeting.

13. Trustees shall receive no compensation for serving as members of the Board or any committee thereof, but may be reimbursed for expenditures reasonably incurred in the execution of their duties. Non-Board members serving on Board committees may be compensated for their services to the Corporation, but such members shall have no vote.

### **ARTICLE III OFFICERS OF THE BOARD OF TRUSTEES**

1. There shall be a Chairman of the Board of Trustees elected from among the trustees in accordance with and pursuant to paragraph 5 of this Article III. The Chairman of the Board shall:

(a) preside over meetings of the Board or designate a trustee to preside; and

(b) exercise whatever other functions shall be decided upon by a majority vote of the trustees present at a meeting.

2. There shall be a Vice Chairman of the Board of Trustees elected from among the trustees in accordance with and pursuant to paragraph 5 of this Article III who shall assume the functions and powers of the Chairman when the Chairman is absent from a meeting. If the Chairman and Vice Chairman are unable to attend a meeting of the Board, the Chairman shall designate a trustee to perform the function and powers of the Chairman. The Board may elect more than one Vice Chairman from time to time with such duties as the Board may determine.

3. There shall be a Secretary of the Board of Trustees elected from among the trustees in accordance with and pursuant to paragraph 5 of this Article III. The Secretary of the Board, with the assistance of the Corporation staff, shall:

(a) record or supervise the recording of the minutes of each meeting;

(b) provide each trustee and the President with a copy of the minutes within one month of the meeting. Each trustee present at the meeting may recommend approval of, or amendments to, the minutes by notice mailed to the Secretary. Such recommendations shall be considered at the next meeting; and

(c) designate a trustee to act as Secretary in his absence.

4. Removal of an officer from the Board of Trustees shall be accomplished by a vote and process as provided in Article II, paragraph 9.

5. The Officers of the Board of Trustees defined in this Article III shall be elected as follows:

(a) Prior to the February meeting of the Board of Trustees occurring during a year in which one or more new or renominated Officers of the Board of Trustees are to be elected pursuant to this Article III, the Chair of the Nominating and Governance Committee will solicit, from the Board of Trustees, recommendations for nominees to be considered for election as Officers of the Board of Trustees. The members of the Board of Trustees may then submit their recommendations for nominees to the Chair of the Nominating and Governance Committee no later than the end of such February meeting except as such time period may be extended from time to time in the discretion of the Chair of such Committee

(b) Following the February meeting of the Board of Trustees and prior to the Annual Meeting of the Board of Trustees, the Chair of the Nominating and Governance Committee and the other members of the Nominating and Governance Committee will review and analyze, either individually or collectively, the qualifications of the individuals recommended pursuant to paragraph 5(a) above and any other individuals recommended to or by the Nominating and Governance Committee.

(c) Based on the process described in this paragraph 5(a) and (b), the Chair of the Nominating and Governance Committee will confer with the President of the Corporation and the Chair of the Board of Trustees to draft a proposed slate of Officer nominees.

(d) Upon satisfaction of the requirements set forth in paragraphs 5(b) and 5(c), individual officer nominees will be consulted by the Chair of the Nominating and Governance Committee as to their willingness to serve. Any problems or issues that arise from these consultations can be reported to the Nominating and Governance Committee for discussion and revision of the proposed slate, as appropriate or necessary.

(e) Upon satisfaction of the requirements set forth in paragraphs 5(b), 5(c) and 5(d), but in no event later than five (5) days prior to the Annual Meeting of the Board of Trustees, a final slate of nominees shall be recommended to the Board of Trustees, and such slate shall be voted upon by the Board of Trustees at the Annual Meeting.

(f) Each Officer of the Board of Trustees shall serve a term which is the lesser of (i) such Officer's remaining term as a member of the Board of Trustees, or (ii) three years and until his successor has been elected and duly qualified, unless such Officer's service either as an Officer of the Board of Trustees or as a member of the Board of Trustees is terminated earlier by death, incapacity, resignation or by the Board of Trustees.

(g) At the end of each Officer's term, such Officer may be re-nominated and re-elected for one or more additional three-year terms pursuant to and in accordance with this Article III.

6. The Board of Trustees may choose also such additional officers or assistant officers as it may deem advisable, and may assign to such additional officers or assistant officers whatever duties it may deem advisable. Such additional officers or assistant officers shall be nominated and elected pursuant to and in accordance with this Article III.

#### **ARTICLE IV COMMITTEES OF THE BOARD OF TRUSTEES**

1. The Board may appoint an Executive Committee of the Board from time to time. When appointed, the Executive Committee of the Board of Trustees shall be composed of at least three officers identified in Article III and at least two other trustees nominated by the Chairman and approved by the Board. The Executive Committee shall meet between meetings of the Board, as required to conduct the business of the Corporation. It shall have the authority to take all action which may be taken by the Board as a whole, except that the powers given to the Board in Article II, Paragraphs 6(c), 6(d), 6(e), 6(f), and 9, and Article VIII and those powers which the Board as a whole normally would assume under New York State law shall be

exercisable only by the Board. The Committee shall keep minutes of its meetings, and provide a copy of such minutes, promptly after each meeting, to members of the Board. Other trustees may attend Executive Committee meetings and participate fully therein in a non-voting capacity. Presence at an Executive Committee meeting of a simple majority of the officially designated members of the Executive Committee shall be a quorum empowered to exercise Executive Committee functions. Due notice of each Executive Committee meeting must be given to all trustees. In the event of the appointment of an Executive Committee pursuant to this Article IV, Paragraph 1, these Bylaws shall be amended and restated to implement any changes required to facilitate the operation of the Executive Committee.

2. There shall be a Finance and Administration Committee ("Finance Committee") of the Board of Trustees. The Finance Committee shall be appointed by the Chairman of the Board of Trustees and approved by the Board of Trustees. Duties of the Finance Committee will include, but will not be limited to, determining the annual budget and spending authorizations, banking and credit arrangements, real estate matters, discussions with the President, Treasurer and other members of management involving the quality of the Corporation's financial and administrative management, personnel and management systems, as well as other administration and general management matters. The Committee will have the authority to conduct any investigations appropriate to fulfilling its responsibilities and will have direct access to members of management and their staff. The Finance Committee will also have the authority to retain, at the expense of the Corporation, special legal, accounting, or other consultants or experts it deems necessary in the performance of its duties. The Finance Committee shall be comprised of at least three members, at least one of whom should have suitable financial experience or credentials. All members of the Committee shall be non-staff Trustees, free from any relationship that would interfere with the exercise of his or her independent judgment and will meet at least three times per year.

3. There shall be an Audit Committee of the Board of Trustees. The Audit Committee shall be appointed by the Chairman of the Board of Trustees and approved by the Board of Trustees. Duties of the Audit Committee will include, but will not be limited to, oversight of the financial accounting process and system of internal controls regarding finance, accounting and use of assets, selection and oversight of outside auditors, oversight of the policy on conflicts of interest, and providing an avenue of communication between and among the Corporation's outside auditors, management, staff, and the Board of Trustees. The Audit Committee shall have the authority to conduct any investigations appropriate to fulfilling its responsibilities, and will have direct access to the outside auditors as well as to anyone in the Corporation. The Audit Committee shall have the authority to retain, at the expense of the Corporation, special legal, accounting, or other consultants or experts it deems necessary in the performance of its duties. The Audit Committee shall be comprised of at least three members, at least one of whom should have suitable financial experience or credentials. The majority of the members of the Audit Committee shall not also be members of the Finance Committee. In addition, the Chairman of the Audit Committee shall not be a member of the Finance Committee. All members of the Audit Committee shall be non-staff Trustees, free from any relationship that would interfere with the exercise of his or her independent judgment. The Audit Committee is expected to meet at least two times per year.

4. The Chairman of the Board of Trustees or the Board of Trustees itself may create such other Standing and Special Committees as he or she or it shall determine, as the case may be. The members of each such committee shall be nominated by the Chairman of the Board with the approval of the Board or appointed by the Board of Trustees itself, as the case may be. Such Committees shall have only the powers specifically delegated to them by the Board.

5. The term of office of a member of any Committee of the Board of Trustees shall be one year or until a successor is elected and has duly qualified. Members may be elected to consecutive terms.

6. Upon the recommendation of the Chairman of any Committee of the Board, the Board of Trustees may appoint one or more persons who are not members of the Board of Trustees to serve as non-voting members of such Committee on such terms and conditions as the Board may approve.

7. All Committees shall adopt appropriate operating procedures or charters and will keep a record of the essentials of its deliberations.

## ARTICLE V OFFICERS OF THE CORPORATION

1. There shall be a President of the Corporation. The President shall be appointed and removed by the Board of Trustees. The President of the Corporation shall:

(a) serve as the chief executive officer of the Corporation. The President shall report to the Board regarding the affairs of the Corporation and, subject to the supervision of the Board, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with policies and directives approved by the Board of Trustees.

2. There shall be a Treasurer of the Corporation who may also be designated as the Vice-President of Finance and Administration or the Chief Financial Officer. The Board of Trustees shall elect or remove the Treasurer based on the recommendation of the President. The Treasurer shall:

(a) have the custody, and be responsible for, all funds and securities of the Corporation. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Trustees may designate. Whenever required by the Board of Trustees, the Treasurer shall render a statement of accounts. He or she shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform all duties incident to the office of the Treasurer, subject to the supervision of the Board, and such other duties as shall from time to time be assigned by the Board. The Treasurer shall, if required by the Board, give such

bond or security for the faithful performance of his or her duties as the Board may require for which he or she shall be reimbursed.

(b) work with the President and other members of management in developing the annual budget and related financial plans. He/she will also be responsible for the Corporation's financial reporting to management, the Board and the public, the latter in the form of audited financial statements. He/she will also work with the Corporation's outside auditor to assist in the development of the annual audited financial statements; manage the banking and investment matters of the corporation; as well as work with the President on the system of internal control at the Corporation to ensure appropriate safeguards are in place in regard to assets, commitments and disbursements.

3. There may be an Executive Director and/or one or more Vice Presidents of the Corporation, including Senior and Executive Vice-Presidents. The Executive Director and Vice-Presidents shall be appointed and removed by the President. The Executive Director and Vice Presidents shall perform such duties and have such powers as the Board of Trustees may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board.

4. There may be Assistant Treasurers and Assistant Secretaries of the Corporation. The Assistant Treasurers and Assistant Secretaries shall be appointed and removed by the Personnel Committee of the Board of Trustees. Assistant Treasurers and Assistant Secretaries shall have such authority and perform such duties as may be prescribed by the Personnel Committee. The Personnel Committee may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

## **ARTICLE VI MEMBERSHIP IN THE CORPORATION**

1. There shall be no voting membership in the Corporation other than as a trustee.

2. There may be a non-voting membership in the Corporation designed to permit the public to identify with and support the Corporation. Subject to the approval of the Board of Trustees, the President may develop a non-voting membership program as appropriate to further the Corporation's objectives.

3. Employees of the Corporation shall not by virtue of their employment be considered voting members of the Corporation.

## **ARTICLE VII INDEMNITY**

Any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that such person or such



person's testator or intestate, is or was a trustee, officer or member of the professional or administrative staff of the Corporation or serves or served any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity at the request of the Corporation, shall be indemnified by the Corporation, and the Corporation may advance such person's related expenses (including legal fees), to the full extent permitted by law. The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation and its trustees, officers and members of its professional and administrative staff to the full extent such indemnification is permitted by law.

**ARTICLE VIII AMENDMENTS TO THE  
CERTIFICATE  
OF INCORPORATION AND BYLAWS OF THE CORPORATION**

1. The Certificate of Incorporation shall be amended in accordance with the laws of the State of New York, subject to the provisions of Section 501 (c) (3) of the U.S. Internal Revenue Code as amended.

2. The Bylaws may be amended by the affirmative vote of a majority of the entire Board. Notwithstanding any provision of Article II, such action may only be taken at a meeting for which written notice has been given, 30 days in advance, of the purpose of the meeting and the nature of the proposed changes; provided, however, that ARTICLE II, Paragraphs 4, 6, and 9 and that part of ARTICLE IV, Para. 1 enumerating the powers of the Executive Committee, if appointed pursuant to Article IV, Paragraph 1, may only be amended by the affirmative vote of two-thirds of the entire Board.