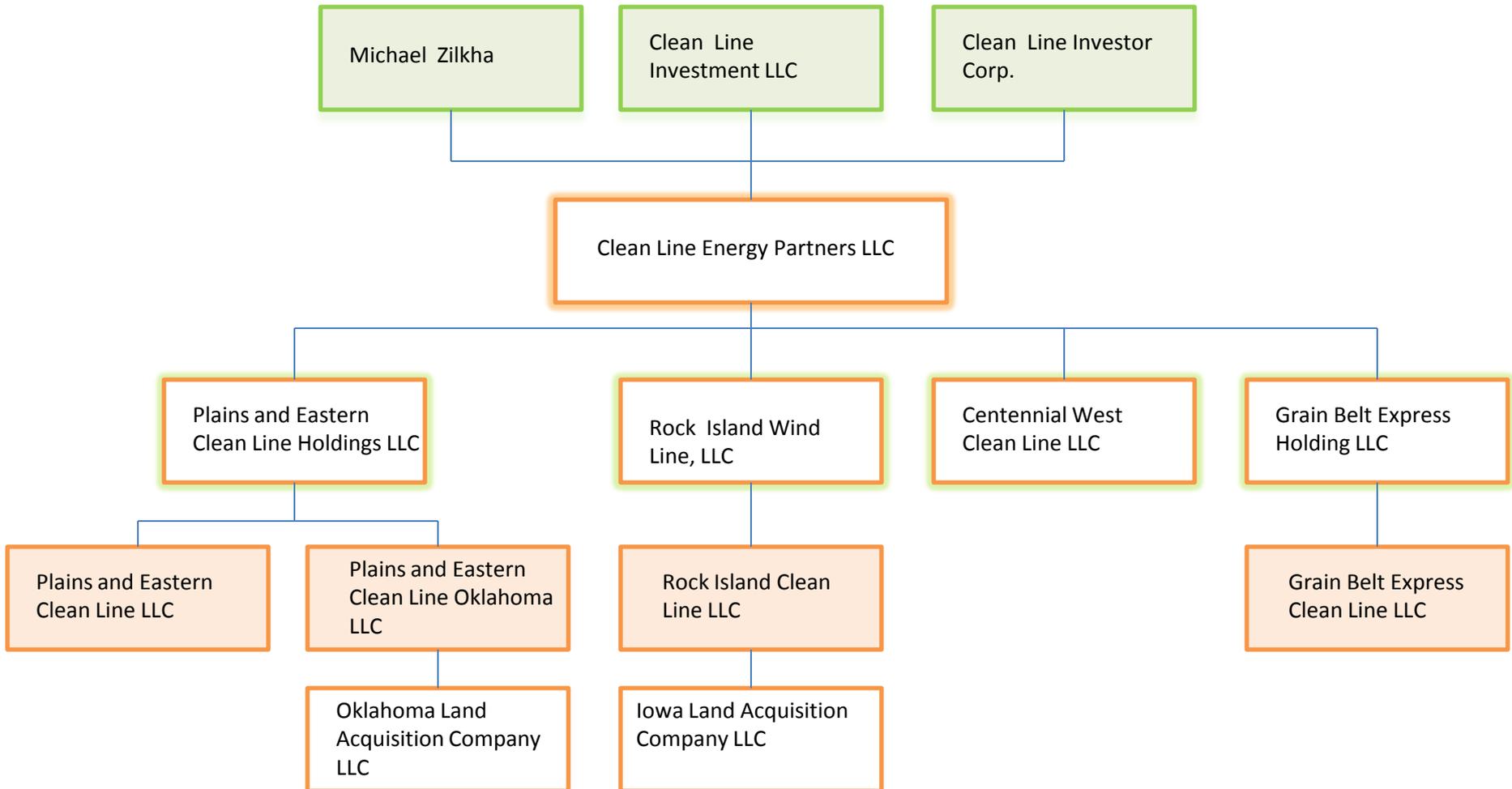


Clean Line Energy Partners LLC

Organizational Chart



STATE OF ILLINOIS

ILLINOIS COMMERCE COMMISSION

Rock Island Clean Line LLC)
)
Petition for an Order granting Rock Island)
Clean Line LLC a Certificate of Public)
Convenience and Necessity pursuant to)
Section 8-406 of the Public Utilities Act as a) Docket No. 12-____
Transmission Public Utility and to Construct,)
Operate and Maintain an Electric Transmission)
Line and Authorizing and Directing Rock)
Island Rock Island Pursuant to Section 8-503 of)
the Public Utilities Act to Construct an)
Electric Transmission Line.)

ROCK ISLAND CLEAN LINE LLC

EXHIBIT 1.2

**PROTOCOL AMONG THE MIDWESTERN
GOVERNORS REGARDING THE PERMITTING AND
SITING OF INTERSTATE ELECTRIC TRANSMISSION
LINES IN THE MIDWESTESTERN UNITED STATES
AND MANITOBA, CANADA**

**PROTOCOL AMONG THE MIDWESTERN GOVERNORS
REGARDING THE PERMITTING AND SITING OF INTERSTATE ELECTRIC
TRANSMISSION LINES IN THE MIDWESTERN UNITED STATES AND
MANITOBA, CANADA**

A. Background

1. A reliable and low-cost electric transmission system is the backbone of a strong economy. A robust electric transmission system is necessary for the delivery of electricity from a variety of electric generation sources to customers throughout the Midwestern United States and Manitoba, Canada.
2. Generation capacity has grown significantly since 2000, both nationally and in the Midwest.
3. Transmission investment has not kept pace with increased generation capacity in the Midwest and has remained essentially flat since 2000.
4. As a result, the Midwest transmission grid has become more congested. FERC estimated that transmission constraints cost customers over \$1 billion during the summers of 2000 and 2001. Curtailment of scheduled transmission transactions in the Midwest has more than tripled from 2000 to 2004.
5. Since the Manitoba transmission system is interconnected with that of the Midwestern United States, we have a common interest in supporting a reliable, robust electric transmission system.
6. Although transmission projects within each Midwestern state and Manitoba have continued to be permitted and constructed, there is additional need for closer cooperation among the Midwestern states and Manitoba on permitting and siting of transmission projects that cross state and national boundaries.

B. Importance Of Midwest Transmission Infrastructure

1. The Midwestern United States and Manitoba currently have over 200,000 megawatts (MW) of low-cost power generation, including 161,000 MW of coal, 26,000 MW of nuclear, and 13,000 MW of hydro. In addition, the Upper Midwest could become a substantial provider of wind-generated electricity, which is cost-effective and essentially pollution-free.
2. Since this power is not always produced where it is needed, a robust electric transmission grid is particularly important to the Midwest because it is essential for delivery of this low-cost and renewable power to customers.
3. Both short-term and long-term benefits accrue from building transmission infrastructure, including a more reliable electric grid, ability to access low-cost generation, more diverse supplies of

electricity leading to lower costs, environmental benefits from improved access to renewable generation, economic and job growth, and an expanded tax base.

C. Existing Work To Coordinate And Cooperate On Regional Transmission Planning And Siting Activities

1. Regional transmission organizations, such as the Midwest Independent Transmission System Operator (MISO), the PJM Interconnection, and the Southwest Power Pool, have begun to plan and operate regional electric transmission systems. Other regional organizations, both existing and in development, also coordinate regional planning and reliability.
2. The Organization of MISO States (OMS), a regional organization of state utility regulators from 14 Midwestern states and Manitoba, is an example of governments working to better coordinate and cooperate on permitting and siting activities related to proposed transmission projects that cross state and national boundaries.
3. Some of these activities include learning about each other's permitting and siting requirements and exploring ways that state and provincial regulators can better coordinate their respective permitting and siting activities when applications for transmission lines crossing state and provincial boundaries are filed.
4. The National Conference of State Legislators (NCSL) has issued sample legislation to give state permitting and siting authorities explicit authority: a) to effectively coordinate and cooperate with other states on permitting and siting activities regarding proposed electric transmission lines that cross state and national boundaries; and b) to consider both state and regional needs and planning when evaluating whether a proposed electric transmission line should be approved.

D. Signatory Commitments

1. Each signatory to this Protocol recognizes the need for a robust, reliable electric transmission system.
2. Each signatory to this Protocol supports additional investment in the electric transmission grid when such investment is needed and in the public interest.
3. To the extent possible under his or her respective state laws and considering the rights of all potential parties to electric transmission line proceedings, each signatory to this Protocol will support efforts to improve coordination of and cooperation on the evaluation and processing of applications for electric transmission projects that cross state and national boundaries.

4. Each signatory to this Protocol will support legislation to give state permitting and siting authorities explicit authority: a) to effectively coordinate and cooperate with other governmental permitting and siting authorities on permitting and siting activities regarding proposed electric transmission lines that cross state and national boundaries; and b) to consider both state and regional needs and planning when evaluating whether a proposed electric transmission line should be approved.
5. The signatories to this Proposal support a regional, cooperative approach to solving problems associated with improvement of the Midwestern electric transmission grid.

E. Administrative Provisions

1. Nothing in this Protocol shall be construed to limit, repeal, or in any manner modify the existing legal authorities, rights, privileges, and duties of the signatories to this protocol.
2. The Governors intend that all the states in the Midwest sign the protocol.
3. The Governors will give a copy of this Protocol to state agencies with responsibilities for the review of transmission proposals.
4. Any party to this Protocol may unilaterally withdraw its participation in the agreement.
5. The Protocol may be amended or modified if all parties agree.
6. Upon signature, the Protocol will be immediately effective and will be posted on the Midwestern Governors Association website.

**QUALIFICATIONS AND EXPERIENCE
OF CLEAN LINE ENERGY PARTNERS' MANAGEMENT TEAM**

Michael Skelly – Chief Executive Officer; President of Rock Island Clean Line LLC

Michael Skelly has been in the energy business for almost 20 years. He led the development of Horizon Wind Energy from a two-man company to one of the largest renewable energy companies in the country. Under his leadership, Horizon developed and constructed nearly 2,000 MW of wind energy projects and amassed a development portfolio of almost 10,000 MW in over a dozen states. Founded by the Houston-based Zilkha family, Horizon was acquired by Goldman Sachs in 2005. In 2007, Goldman Sachs sold Horizon Wind to Energias de Portugal, S.A. (“EDP”) in the largest transaction to date in the clean energy industry. Before Horizon, Mr. Skelly developed thermal, hydroelectric, biomass and wind energy projects in Central America with Energia Global. In the early 1990s, Mr. Skelly co-founded the Rain Forest Aerial Tram, a mile-long tramway system which takes visitors on an aerial tour of the rain forest in Costa Rica. That company currently has 400 employees. Mr. Skelly has played a leading role in several other businesses.

Mr. Skelly has a Bachelor of Arts degree in Economics from the University of Notre Dame. He served in the U.S. Peace Corps in Central America before obtaining a Masters of Business Administration from Harvard Business School.

Jimmy Glotfelty – Executive Vice President – External Affairs

Jimmy Glotfelty brings almost two decades of transmission experience to Clean Line Energy Partners, with experience in both the public and private sectors. He is a well-known expert in electric transmission and distribution, generation, energy policy and energy security. He most recently held the position of Vice President, Energy Markets, for ICF Consulting. Mr. Glotfelty served in the U.S. Department of Energy (“DOE”) where he was the Founder and Director of the Office of Electric Transmission and Distribution, a \$100 million per year electricity transmission and distribution research and development program. During Mr. Glotfelty’s tenure at the U.S. DOE, he led the administration’s electricity policy efforts, including acting as lead negotiator with Congress on the Electricity Title of the Energy Policy Act of 2005. He also managed the research and writing of the 2002 National Transmission Grid Study, *Grid 2030: A National Vision for the Grid’s Second 100 Years; and the National Electric Delivery Technologies Roadmap*. Mr. Glotfelty was also the lead U.S. representative to the Joint U.S.-Canada Power System Outage Task Force investigating the Blackout of August 2003. While at the U.S. DOE, Mr. Glotfelty worked extensively with utility chief executive officers and senior management in the electric power and energy sectors. He led teams that focused on researching transmission and distribution technologies, gaining Presidential permits for cross-border transmission lines, studying the impacts of Regional Transmission Organizations, identifying major transmission bottlenecks and securing the critical energy infrastructure of the United States.

Before working at the U.S. DOE, Mr. Glotfelty worked at Calpine Corporation, an independent power supplier, where he served on power plant development teams and managed

external relations for 14 states in which Calpine was actively developing gas-fired power plants. In this position, Mr. Glotfelty worked extensively with utilities and state utility commissions to ensure Calpine's facilities were interconnected to the grid. Mr. Glotfelty has also served as a Senior Energy Policy Advisor to the Governor of the State of Texas where he worked extensively with members of the Texas Legislature and industry to pass legislation that created a robust renewable portfolio standard and competitive wholesale power markets in Texas.

Mario Hurtado – Executive Vice President

Mario Hurtado has developed and managed power and other energy infrastructure with large corporate and early-stage venture companies in the electric power and natural gas industries for over 15 years. Mr. Hurtado headed all development and operations in Central America and the Caribbean at Globeleq, a successful power developer and operator focused on the emerging markets. While at Globeleq, Mr. Hurtado acquired, built and managed a portfolio of traditional and renewable electric generating plants. As an executive at Reliant Energy and Duke Energy, he led corporate transactions and managed the commercial issues involving large utilities and generating plants throughout Latin and North America. Mr. Hurtado has also developed liquefied natural gas terminals in the U.S. and Europe. Mr. Hurtado received his Bachelor of Arts from Columbia University in New York City with a major in Political Science.

Wayne Galli, P.E., PhD – Vice President – Transmission and Technical Services

Dr. Wayne Galli's background in electric power systems includes more than 12 years of experience in technical and managerial roles. Dr. Galli's experience runs the gamut from system studies and operations to regulatory matters to project development. Most recently, he served as Director of Transmission Development for NextEra Energy Resources where he was instrumental in developing transmission projects under the Competitive Renewable Energy Zones ("CREZ") initiative in Texas. In this capacity, Dr. Galli championed HVDC solutions for the CREZ and was an instrumental part of the team that obtained a successful award of over \$500 million in transmission assets (approximately 300 miles of the most critical CREZ transmission lines) under the CREZ Transmission Service Provider docket. He then led efforts in routing, siting and engineering of the transmission lines. At Southwest Power Pool ("SPP"), Dr. Galli led the implementation of several components of the SPP market. As Supervisor of the Operations Engineering Group, the group grew over fourfold to ensure reliable operations of the SPP grid under the new market paradigm. Dr. Galli's duties at SPP primarily included maintaining real-time system reliability through engineering support for the SPP Reliability Coordinator and Market Operations, performing short-term tariff studies, operational planning activities (e.g., processing outage requests), and engineering analysis support of the SPP Energy Imbalance Services Market. Dr. Galli's group was responsible for leading the implementation of several facets of the SPP market system and performing factory acceptance testing of various software systems. Dr. Galli's background also includes long-term system planning experience with Southern Company Services, where he analyzed 500 kV expansion plans primarily focused on planning and strengthening Southern Company's 500 kV backbone system from its southwestern quadrant to the major load centers within Southern Company's footprint. He also gained commercial power systems experience with Siemens Westinghouse Technical Services.

Dr. Galli has taught at the university level and has helped design shipboard power systems for the Department of Defense.

Dr. Galli holds Bachelor and Master of Science degrees from Louisiana Tech University and a Doctor of Philosophy degree from Purdue University, all in electrical engineering. He is a Senior Member of the Institute of Electrical and Electronics Engineers and is a registered Professional Engineer in the Commonwealth of Virginia.

Jayshree Desai – Executive Vice President – Commercial and Operations; Executive Vice President of Rock Island Clean Line LLC

Prior to joining Clean Line Energy Partners, Jayshree Desai was Chief Financial Officer (“CFO”) of Horizon Wind Energy, where she was responsible for corporate and project finance, accounting, tax and information technology. As CFO, she oversaw the company’s balance sheet as it grew from \$8 million to more than \$5 billion and was a key member of the deal teams responsible for the sale of Horizon Wind Energy to Goldman Sachs in 2005, the subsequent sale to EDP in mid-2007, and the initial public offering of the EDP renewable energy subsidiary in 2008. Ms. Desai earned a Bachelor’s degree from the University of Texas at Austin and a Masters of Business Administration from the Wharton School of the University of Pennsylvania.

David Berry – Executive Vice President – Strategy & Finance

David Berry is responsible for Clean Line Energy Partners’ financing efforts, deal structuring, accounting and strategic analysis. Mr. Berry’s prior employment was with Horizon Wind Energy as the Director of Finance. At Horizon, Mr. Berry worked on and led over \$2 billion of project finance transactions, including a non-recourse debt financing that was named North American Renewables Deal of the Year by *Project Finance*, and several structured equity transactions. He was also responsible for investment analysis and acquisitions. Mr. Berry is a graduate of Rice University.

Kathryn Patton – Vice President and General Counsel; General Counsel of Rock Island Clean Line LLC

Kathryn Patton previously served as Deputy General Counsel for Allegheny Energy, Inc., where she oversaw legal matters for Allegheny’s regulated electric utilities and transmission companies and served as the company’s Chief Compliance Officer. At Allegheny Energy, she led the effort to obtain regulatory approval for construction of the Trans-Allegheny Interstate Line Project (“TrAIL”). The TrAIL project is a 500kV transmission line extending from southwestern Pennsylvania, through West Virginia and into northern Virginia. Ms. Patton provided legal advice for the construction of the project and oversaw and advised on financings for the project, which entailed \$1,350 million of external financings between September 2008 and January 2010.

Prior to Allegheny, Ms. Patton worked at Dynegy, serving as Senior Vice President, General Counsel and Secretary for Dynegy subsidiaries Illinois Power Company and Northern Natural Gas Company. She also served as Vice President and Assistant General Counsel for

Dynegy Inc. While at Illinois Power, based in Decatur, Illinois, she was responsible for the legal and regulatory affairs of the company and gained experience with the Illinois regulatory and legal environment. Prior to joining Dynegy, Ms. Patton was an associate with the law firm of John, Hengerer & Esposito in Washington, D.C. Ms. Patton is a graduate of the University of St. Thomas in Houston, Texas, with a Bachelor of Business Administration in Accounting. She earned her Juris Doctor from South Texas College of Law in Houston. She is a Certified Public Accountant and is a member of the State Bar of Texas, the District of Columbia Bar and the Commonwealth of Pennsylvania Bar.

Hans Detweiler – Director of Development

Hans Detweiler has broad experience in state and regional policy development in renewable energy across the country with a strong focus on the upper Midwest. Prior to joining Clean Line Energy Partners, he was Director of State Policy for the American Wind Energy Association (“AWEA”), supervising all of AWEA’s direct state legislative and regulatory efforts and serving as the primary liaison to AWEA’s regional partners. Previously, Mr. Detweiler was Deputy Director of the Illinois Department of Commerce and Economic Opportunity (“DCEO”), where he administered the state’s renewable power, renewable fuels and energy efficiency programs and where he provided policy guidance to the Governor’s office. Before joining DCEO, Mr. Detweiler was a Policy Advocate at the Environmental Law & Policy Center where he focused on renewable energy and energy efficiency advocacy. Mr. Detweiler has also worked in a variety of policy and advocacy roles with organized labor and other non-profits. Mr. Detweiler holds a Bachelor of Arts degree in Political Science from Grinnell College.

Cary Kottler - Project Development Director

Prior to joining Clean Line, Cary Kottler worked as a corporate attorney for Vinson & Elkins (“V&E”), specializing in mergers and acquisitions, project development and private equity investments. His completed transactions ranged in value from \$5 million to over \$4 billion and encompassed many sectors of the renewable energy industry, including wind, solar and geothermal energy. Mr. Kottler’s work at V&E involved clients, projects, companies or assets located in more than twenty U.S. states and fifteen countries across North America, Latin America, Europe, Australia, Asia and the Caribbean. Mr. Kottler earned a Bachelor of Arts in

Jason Thomas – Environmental Director

Jason Thomas has responsibility for managing environmental compliance for Clean Line’s projects, including managing and directing the environmental studies to support routing and siting processes, permit applications, and National Environmental Policy Act documents. He has 17 years of experience in environmental management, including permitting, planning, agency consultation, due diligence, regulatory affairs, and compliance. Prior to joining Clean Line, Mr. Thomas was a Project Manager at NextEra Energy Resources, where he managed environmental matters and due diligence for renewable energy projects, transmission lines, and natural gas projects. He holds a B.S. in Forestry with an emphasis in hydrology and watershed management

Deral Danis – Manager Engineering and Transmission

Danis, Manager is responsible for coordinating the interconnection of Rock Island's projects to the regional reliability organizations and interconnecting utilities. Prior to joining Clean Line, Mr. Danis was a Manager at Constellation Energy Commodities Group where he analyzed deliverability and transmission strategy for origination of new business and to assist in the management of existing load and generation portfolios. He has also worked in operations at Southwest Power Pool and assisted reliability coordination and market operations in daily planning and decision making. He holds a B.S. in Electrical and Computer Engineering Technology from Purdue University and a M.S. in Electrical and Computer Engineering from Kansas State University.