

JAMEY S. SEELY

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PROFESSIONAL EXPERIENCE

NRG ENERGY, INC

**SENIOR VICE PRESIDENT, ALTERNATIVE ENERGY RESOURCES
ENERGY PLUS HOLDINGS**

GENERAL COUNSEL, CHIEF REGULATORY AND COMPLIANCE OFFICER

APRIL 2012 TO PRESENT

- Responsible for all matters associated with the development and management of the nuclear power plant interests of Nuclear Innovation North America LLC (“NINA”), including investor management and acquisition, related private equity matters and finance transactions.
- Leading all legal aspects of NINA’s equity structures, power purchase agreements, loan agreements, Department of Energy (“DOE”) Loan Guarantee program discussions and certain Nuclear Regulatory Commission (“NRC”) Combined Operating License Application processes.

NUCLEAR INNOVATION NORTH AMERICA, LLC (AN NRG ENERGY SUBSIDIARY)

CHIEF EXECUTIVE OFFICER

GENERAL COUNSEL

**APRIL 2011 TO APRIL 2012
2008 TO APRIL 2011**

- Responsible for all matters associated with the development and management of the nuclear power plant interests of NINA, including investor management and acquisition, related private equity matters and finance transactions.
- Leading all legal aspects of NINA’s equity structures, power purchase agreements, loan agreements, DOE Loan Guarantee program discussions and certain NRC Combined Operating License Application processes.
- Major nuclear project accomplishments include:
 - the selection of NINA’s project as a finalist for the DOE loan guarantee,
 - finalization of a fixed-price, guaranteed schedule Engineering, Procurement and Construction Agreement,
 - the negotiation and restructuring of multiple vendor financed credit facilities to support project development,
 - completion of engineering and development work to place the project within 12 months of commencement of construction,
 - Safety Evaluation Report and Environmental Impact Statements in the final stages of NRC review, and
 - the procurement of indicative letters of interest for additional financial support from JBIC and NEXI
- As CEO, responsible for maintaining project team, accomplishing NRC licensing of new plant project, and obtaining DOE loan guarantee.

DIRECT ENERGY

VICE PRESIDENT AND GENERAL COUNSEL – U.S.

2003 TO 2008

- First lawyer hired in the United States in September of 2003.
- Led the creation and development of the US legal group from one lawyer with no support staff or resources into a team of over twenty people with one of the highest ratings in Direct Energy (“DE”) for employee engagement and commitment.
- Responsible for overseeing all United States legal issues for DE, WTU and CPL’s residential and related home services business, small and large commercial and related business services division, and certain historic energy supply and generation portfolio matters.
- Major projects included: completing a complex multi-source, multi-party on-shore and off-shore outsourcing turnaround, completing the acquisition of customer, supply and transportation portfolios in Rhode Island, Connecticut, Massachusetts, Illinois, and Texas; completing the acquisition of three power plants in Texas; executing five long term wind power purchase agreements with complex financing structures; successfully acquiring and integrating an entirely new home services division into DE’s operations; managing the integration of the CPL and WTU acquisition into DE’s operations; and negotiating and successfully resolving critical business litigation issues.

- Additional areas of responsibility included: strategic planning; contract negotiation and oversight; employment issues; and litigation portfolio management. **Please see transactions summary below.**

THOMPSON & KNIGHT LLP
PARTNER, CORPORATE AND SECURITIES LAW SECTION

1998 TO 2003

- Practice emphasized all aspects of mergers and acquisitions for public and private companies, along with corporate governance issues, private placements, venture capital financings, private offerings, and start-up companies.
- Drafted and negotiated licensing arrangements, distributorship arrangements, service and other general corporate contracts.
- Formed partnerships, corporations, limited partnerships and limited liability companies.
- Worked on matters regarding: general securities compliance; labor and employment practices; executive compensation; employment agreements; separation agreements; reductions in work force; responses to EEOC claims of discrimination, sexual harassment, age discrimination and all other employment related torts; and drafting employment practices manuals and policies. **Please see transactions summary below.**

BISHOP & PAYNE, LLP
ASSOCIATE, LITIGATION GROUP

1996 TO 1998

EDUCATION

SMU Dedman School of Law – Juris Doctor, 1996; Phi Delta Phi Honor Society
Baylor University – Bachelor of Arts, 1992, *magna cum laude*; Alpha Chi Honor Society

SELECTED REPRESENTATIVE TRANSACTIONS SUMMARY

SECURITIES AND PUBLIC AND PRIVATE PLACEMENTS:

- Representation of privately held Delaware oil and gas company in the private placement of \$170 million in exempt securities
- Representation of selected investors in Rule 144A Offering of Senior Notes by Crescent Real Estate Equities Partnership (\$375,000,000)
- Representation of a privately held Texas corporation in the restaurant/bar industry in its private placement of \$1,250,000 in exempt securities
- Representation of a privately held Texas corporation in the oil and gas services industry in the private placement of \$5,600,000 in exempt securities for the development of its internet division

COMMERCIAL TRANSACTIONS AND FINANCINGS:

- Negotiated a complex multi-party, multi-source on-shoring and off-shoring outsourcing turnaround project including resolution of critical associated business litigation
- Negotiated Key Settlement Agreement with a Strategic Buyer on March 18, 2005
- Negotiated Key Settlement Agreement with a Strategic Seller on December 22, 2005
- Representation of Shell Oil Company in its efforts to commercialize various new technologies in the U.S. markets through the licensing, sale or joint venture arrangements with its subsidiary, Shell Global Solutions (US) Inc.
- Representation of a venture capital company in the financing of a software company
- Representation of a venture capital company in the financing of a European marble import business
- Representation of a privately held oil and gas services company in a negotiation of a limited liability company with other oil and gas services companies for the joint development of new technology
- Representation of a pharmaceutical company in the negotiations of distribution agreements for distribution of its product in South America and Mexico

MERGERS AND ACQUISITIONS:

- Acquisition of 540 MW, natural gas fired, combined cycle generating facility known as Bastrop Energy Center located in Bastrop, Texas on June 1, 2004 from Florida Light and Power (Lead Counsel)
- Acquisition of 477 MW, natural gas fired, combined cycle generating facility known as Frontera Power Plant located in Mission, Texas on December 22, 2004 from TECO Energy (Lead Counsel)
- Acquisition of 244 MW, natural gas fired, combined cycle generating facility known as Paris Energy Center located in Paris, Texas on February 1, 2006 from Tenaska Energy Group (Supporting Counsel)
- Acquisition of Residential Power Customer Portfolio and Supply Portfolio in Texas retail market from Entergy Solutions Ltd. on April 21, 2006 (Lead Counsel)
- Acquisition of Non-Residential, Natural Gas Customer Portfolio, Accounts Receivable, and Gas Storage, Transportation and Supply Portfolio in Connecticut, Massachusetts and Rhode Island from Energy East Solutions, Inc. on September 22, 2004 (Lead Counsel)
- Acquisition of Non-Residential, Natural Gas Customer Portfolio, Accounts Receivable, and Gas Storage Portfolio in Illinois from Accent Energy of Illinois, LLC on June 9, 2005 (Supporting Counsel)
- Acquisition of Home Services Business with operations in 13 states and related real estate matters called Residential Services Group, Inc. on October 13, 2004 (Lead Counsel)
- Acquisition of over ten separate and additional home services companies with operations in various states from 2005 to present. (Lead Counsel)
- Representation of a privately held Texas corporation in oil and gas services in its sale to a privately held European corporation
- Representation of a privately held engineering partnership with operations in the United States, Great Britain, Germany, the Netherlands, Malaysia, and Switzerland in its sale to a privately held European corporation
- Representation of a public company in the sale and divestiture of numerous subsidiaries and businesses in multiple jurisdictions

CORPORATE GOVERNANCE AND OTHER MATTERS:

- Representation of several public companies in the development and implementation of new corporate governance policies including, codes of ethics, corporate governance guidelines, new committees and committee charters, revised insider trading policies, and other Sarbanes-Oxley related issues
- Representation of the Girls Golf Club of Houston in the formation and qualification of its 501(c)(iii) non-profit organization
- Representation of a public company and its internal reorganization for tax purposes including but not limited to franchise tax issues, mergers, dissolutions, and the formation of new subsidiaries in over 30 states
- Representation of a public company in general counsel matters including negotiation of general operations contracts and agreements, negotiation and documentation of settlements, and the supervision of litigation in approximately 30 jurisdictions
- Representation of numerous clients in the drafting of employment agreements, consulting agreements, incentive compensation plans, and separation agreements and releases
- Representation of numerous clients in the drafting of personnel policies including, but not limited to, policies for the Family Medical Leave Act (FMLA); Consolidated Omnibusman Reorganization Act (COBRA); Title VII Nondiscrimination policies; sexual harassment policies, confidentiality policies, trade secret policies, and employee monitoring and privacy policies
- Representation of a public company in the execution and implementation of a reduction in workforce

ENERGY FINANCE TRANSACTIONS:

- Negotiation of a multi-billion dollar Master Engineering, Procurement and Construction Agreement for the construction of one of the first new nuclear power plants in over 30 years on February 24, 2009 with Toshiba America Nuclear Energy Corporation and Fluor Corporation
- Restructuring of Master Engineering, Procurement and Construction Agreement on November 16, 2011 with Toshiba America Nuclear Energy Corporation and with Stone and Webster Inc.
- Negotiation of \$100M Credit Facility between NINA and Stone and Webster on November 16, 2011
- Negotiation of \$500M Credit Facility between NINA and Toshiba America Nuclear Energy Corporation on February 24, 2009, as subsequently amended and restructured.

- Negotiation of Renewable Resource Power Agreement for the Delivery of 120.6 MW of wind generation including structured lien transaction and associated credit support in Buffalo Gap, Texas on February 16, 2005, with Buffalo Gap Wind Farm I and AES (Lead Counsel)
- Negotiation of Renewable Resource Power Agreement for the Delivery of 170 MW of wind generation including structured lien transaction and associated credit support in Buffalo Gap, Texas on September 18, 2007, with Buffalo Gap Wind Farm III and AES (Lead Counsel)
- Negotiation of Renewable Resource Power Agreement for the Delivery of 232.5 MW of wind generation including structured lien transaction and associated credit support in Buffalo Gap, Texas on April 21, 2006, with Buffalo Gap Wind Farm II and AES (Lead Counsel)
- Negotiation of Renewable Resource Power Agreement for the Delivery of 90 MW of wind generation including structured credit support in Sterling City, Texas on May 27, 2006, with Airtricity (Lead Counsel)
- Negotiation of Renewable Resource Power Agreement for the Delivery of 200 MW of wind generation including structured credit support in Shackelford County, Texas on December 15, 2006, with Horizon Wind also known as Goldman Sachs (Lead Counsel)

PROFESSIONAL AWARDS

- Two Platinum Awards recognizing outstanding contributions to the Direct Energy organization
- Centrica's top global award, The Chief Executive's Award
- Centrica's top legal department award for the Most Outstanding Individual Performance of the Year
- Twice named a finalist in the Best Corporate Counsel Awards hosted by the Houston Business Journal and the Association of Corporate Counsel; winner of the "Champion of Diversity Award" in 2007
- In 2008, named one of the "Most Powerful and Influential Women in Texas" by Diversity Magazine
- Winner of the Diversity First Award in 2008 from the Texas Diversity Council

PROFESSIONAL AFFILIATIONS

- Member, Association of Corporate Counsel
- Member, Houston Bar Association: Corporate Section, Labor and Employment Section, Mergers and Acquisitions Section and Antitrust and Trade Regulation Section
- Member, American Bar Association: Business Law Section

NON-PROFIT AFFILIATIONS

- Board of Directors, Texas Diversity Council, 2006 to 2009
- Board of Directors and Secretary, Girls Golf Club of Houston, 2002 - 2005
- Board of Directors and Secretary of the Texas Accountants and Lawyers for the Arts, 2002 – 2009
- Named Karen Susman Outstanding Volunteer of the Year, 2003
- Board of Directors and Secretary of the MIT Enterprise Forum, 2002 - 2004