



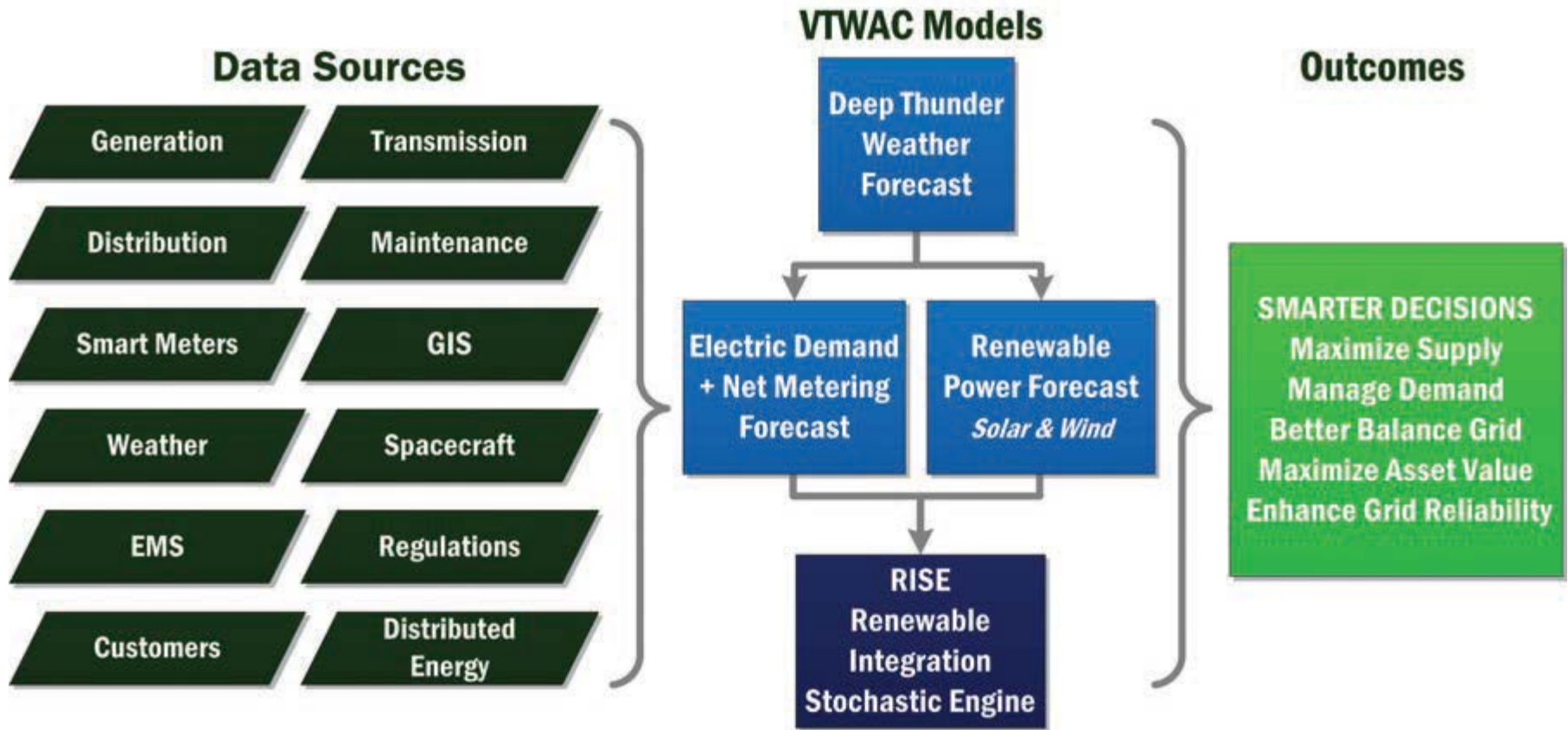
Vermont Weather Analytics Center Overview

Presentation to
Operating Committee

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Phase I- VWAC



Phase II- VWAC

Weather

- Icing Models
 - Ice accretion forecasts for transmission lines, distribution lines, and wind turbines
- Weather InSights Environment (WISE)
 - Improved visualizations, i.e. zoom in capability, site specific forecasts, etc.

Platform

- Enhancements
 - Software to run Deep Thunder, Demand, Renewable models on VELCO's High Performance Computing Cluster (HPCC)



Peak Energy Management

- Vermont Monthly Peak
 - Five day monthly peak forecast with probability of occurrence
- Vermont Annual Peak
 - Five day annual peak forecast with probability of occurrence

Short and Long Range Planning

- Solar Prospecting
 - Retrospective weather studies to facilitate siting of solar farms

VELCO's Utopus Insights software pre-purchase

Phase II– \$6.78m June 2016 – June 2018	Phase III– \$7m \$4m upfront/\$3m upon successful install
<ul style="list-style-type: none"> Weather model improvements Peak load management Icing prediction model for transmission and distribution lines and wind turbine blades Short- and long-range planning Personnel training 	<p>Nonexclusive license with guaranteed performance requirements, updates and service for a new software product “MaestrOS Platform”, an enterprise-wide, integrated and open platform for all current and future energy analytics use cases.</p> 
<p>Perpetual license to run all models and to secure a copy of the object code for all developed IP</p>	<p>Nonexclusive license with guaranteed performance requirements, updates and service for a new software product “GridXplore”, that enables creation of future grid scenarios through the manipulation of any data stream, e.g. generation, storage, efficiency, peak load. These comprehensive T, D and T&D grid visualizations allow us to posit the separate and/or combined impact of asset, policy and customer choice decisions.</p>
	<p>Nonexclusive license with guaranteed performance requirements, updates and service for a new software product “HyperCast”, the commoditized version of the hyper-local, best-anywhere accuracy for solar and wind energy generation forecasts that will include improved visualization and integration into the MaestrOS Platform.</p> 

VELCO/Utopus Strategic Partnership

What VELCO Gives	What VELCO Gets
<ul style="list-style-type: none">• Reference Site – serve as a showcase reference site/host for live demonstrations, customer experience forums where the tools are demonstrated to enable prospective utility customers to visit and see a live system working• Value Metrics – help to develop and quantify operational efficiencies, cost savings and revenue generation produced through use of purchased products.• Innovation Pilots – continue to engage in co-development and innovation pilots to help define requirements for new product development• Strategic Presence – collaborate to identify the key utility industry, business, government and interest group meetings, forums, conferences and other events where a UI, a VELCO or a combined UI/VELCO presence would advance UI's interests.	<ul style="list-style-type: none">• Preferred equity equal to 10% of initial valuation (~\$50m)• Warrants to purchase additional preferred equity equal to 10% valuation• \$7M non-participating preferred liquidation preference<ul style="list-style-type: none">○ VELCO gets priority on first money up to \$7m plus accrued and unpaid dividends○ option to convert to common if valuation at time of liquidation makes conversion economic

VWAC Phase II — Utopus Insights Strategic Agreement Summary

Product Use/Development

- Value/Metrics Quantifications- help make the “Business Case”
- Market Validation- help understand the value proposition
- Product Feedback- share feedback as we currently provide
- Customer/Market Intelligence- serve on Utopus Customer Advisory Board
- Pilots- continue engagement in co-development
- Employee Exchange- enable employees to serve in growth assignments

Vermont/On-site

- Reference Site- serve as the showcase for the tools/system
- External Funding- seek and secure external funding (example DOE grants)
- Innovation Expansion- expand scope in-state where appropriate
- Innovation Pipeline- generate awareness and future collaborations for work

External Advocacy

- Branding- allow use of Company Trademarks and testimonials
- Stakeholder Engagement- provide support and advice for outreach
- Strategic Presence- collaborate with Utopus to identify key industry contacts
- Voice of Innovation- jointly develop and publish papers and articles
- Sales Sustainability- assist in ongoing development of sales and marketing