



## **Carolyn A. Witthoft**

Carolyn A. Witthoft is Managing Director of Libretto Group LLC and serves as a Senior Project Specialist and consultant to Global Financial Analytics LLC. She provides consulting services to clients involved in litigation, arbitration and regulatory disputes. Ms. Witthoft has over twenty-five years of experience providing consulting and engineering services to clients in such diverse industries as oil and gas, construction, defense contracting, electric utilities, financial services, healthcare, hospitality, retail and manufacturing. Her clients have included major U.S. corporations with domestic and/or international operations, federal and state government agencies, small businesses and individuals.

Ms. Witthoft has provided consultation during depositions, mediations and settlement meetings, and prepared exhibits to explain complex financial and economic matters to judges, juries or arbitrators. She has managed projects from initial client discussions through expert testimony.

Ms. Witthoft has consulted on a wide variety of financial and accounting matters. Her prior work experience as a refinery process engineer and on numerous consulting matters has often involved the analysis of both technical and cost issues, and the relationship between engineering plans and actual economic damages. She has performed economic loss and discounted cash flow analyses involving issues such as bankruptcy, business interruption, breach of contract, construction cost overruns, environmental site remediation, expropriation, government contract termination, healthcare payment disputes, intellectual property disputes, property damage, property value diminution, and wrongful termination.

### **Consulting Project Experience**

#### ***Oil Industry Process Engineer***

Ms. Witthoft worked for over five years as a refinery process engineer for one of the world's largest oil companies. She was responsible for determining ways to optimize the

#### **Carolyn A. Witthoft**

**Libretto Group LLC**  
24 Linden Road  
Ridgefield, CT 06877

Tel +1-203-431-4847  
Mob +1-203-807-2663

[carolyn.witthoft@librettogroup.com](mailto:carolyn.witthoft@librettogroup.com)

#### **Education**

- Master of Business Administration  
The University of California at Los Angeles
- Bachelor of Science *cum laude*,  
Chemical Engineering  
University of Southern California



operational and economic performance of numerous types of process plants, including gasoline and jet fuel desulfurization, gasoline reforming, and sulfur and sulfuric acid plants. As part of her plant assignments, she was responsible for recommending, selecting, and/or justifying the cost of additional equipment, new catalyst or chemical additives, different combinations of feedstock, and increased energy usage to achieve additional throughput or improve product quality. In her role, Ms. Witthoft worked closely with senior refinery management and financial planners, corporate research staff, plant operators, maintenance crews, analytical laboratory staff and chemical vendors.

#### ***Investment Treaty Dispute - Energy***

Ms. Witthoft assisted a respondent party to an investment treaty dispute in the energy sector. Her involvement here was directed toward the assessment of damages arising from alleged violations of the treaty by a state agency of the host government. The project involved assessment of various risk factors in the hydrocarbon extractive industries, including market pricing, production fluctuations, associated costs and other issues.

#### ***Investment Treaty Dispute – Electricity Generation***

Ms. Witthoft assisted a party involved in an investment treaty dispute in South America. The matter involved a party's investment in electricity generation facilities and alleged expropriation by the host government. She assessed the factors and events impacting potential damages and calculated the net present value of the investment under various assumptions related to the timing of the expropriation or other treaty violations. Ms. Witthoft also created a flexible model that could be used by the tribunal to evaluate possible damages scenarios.

#### ***Investment Treaty Dispute – Chemical Manufacturing***

Ms. Witthoft is engaged on a matter involving the alleged expropriation by the host government of a chemical manufacturing facility in Eastern Europe. Her involvement includes analyzing potential damages including loss of investment capital, lost product sales and increased costs, as well as studying sources and uses of funds involved in the business and the parties' costs of capital.

#### ***European IT Development Contract Dispute***

Ms. Witthoft studied the European real estate market for a client that was under contract to build a first-of-its-kind residential property multiple listing service for a major real estate brokerage company expanding into Europe. Ms. Witthoft's analysis of the decentralized and often secretive nature of obtaining and sharing real estate listings in Europe was used to help mitigate alleged future lost profits from the client's alleged failure to timely complete the development contract.



### ***Failed Merger Litigation***

Ms. Witthoft assisted a client involved in a \$2 billion litigation over alleged interference in the proposed merger of two public utilities. Counsel was prepared to demonstrate that regardless of any actions by the client, the merger would have failed due to material adverse changes that occurred subsequent to the merger agreement. Ms. Witthoft was an integral part of a team that studied potential material adverse changes that would have triggered withdrawal from the merger by one of the parties. She assisted in developing models of the plaintiff's projected operating performance taking into account changes in anticipated operating income, changes in the regulatory environment, projected investment income, agreements with third party power producers, future financing costs, and projected return on equity.

### ***Oil Refinery Environmental Projects***

Ms. Witthoft drafted applications for California South Coast Air Quality Management District refinery equipment operating permits, determined annual air emission fees for a large West Coast refinery, participated in rule-making sessions, and acted as a liaison with environmental authorities during refinery inspections. She also evaluated cleanup procedures and disposal options for by-products of plant shutdowns and equipment failures, including catalyst fines, waste water and sludge.

### ***Business Impact from Site Contamination***

Ms. Witthoft assessed a company's theory of property value diminution and business loss stemming from its alleged inability to develop environmentally impaired property. Her analysis involved reviewing the company's plans for the site, analyzing the proposed schedule and projected costs for remediation, and assessing changes in the company's ability to actually complete the project based on its financial position.

### ***Business Interruption Insurance Claim***

Ms. Witthoft reviewed and prepared a client's claims for property damage and business interruption following a manufacturing plant explosion. In addition to calculating and documenting replacement costs and lost profits, she assessed the applicability of insurance coverage, deductibles and exclusions to the claims at issue.

### ***Breach of Construction Contract***

Ms. Witthoft prepared a lost profits claim for a major defense contractor that built missiles for the US government. The contractor's test facility was constructed by a subcontractor that failed to build to the company's specifications. Ms. Witthoft analyzed the limitations imposed on testing from the construction flaws and modeled the resulting multi-million dollar delays in projected missile production. The matter concluded with a negotiated settlement between the parties.



### ***Termination for Convenience Claim***

Ms. Witthoft assisted a defense contractor with preparation of a claim for cost reimbursement after a major development contract was terminated for convenience by the US government. The client was developing a heads-up display for military aircraft, and its claim depended on the appropriate allocation of costs to research, engineering development or actual production. Ms. Witthoft dealt directly with the company's engineers to understand incurred design and manufacturing costs, as well as to allocate company overhead and independent research and development costs to the contract.

### ***Site Remediation Cost Allocations***

Ms. Witthoft has assisted a variety of clients with modeling the allocation of remediation costs and determining the proper theory of damages at sites involving multiple potentially responsible parties under the US Superfund laws. In order to appropriately allocate costs, she has gathered, reviewed and synthesized information from remediation consultants' technical reports, historical site operating data, site use and cleanup plans, and contractor cost and budget data.

### ***Potentially Responsible Party (PRP) Identification***

Ms. Witthoft assisted a PRP group with identifying over 100 other PRPs in a major CERCLA natural resources damages action in Southern California. She helped research and develop an understanding of industrial PCB uses and pathways to the environment. Ms. Witthoft also created a database to track individual PRP histories and related evidence linking each PRP to the action.

### ***Healthcare Reimbursement Rate Disputes***

Ms. Witthoft assisted the Commonwealth of Pennsylvania with several litigation matters related to Medicaid prospective rate reimbursement for nursing home providers. To assess the adequacy of the reimbursement rates and rate adjustments granted under "request for hardship" procedures, she analyzed provider cost reports, the Medicaid agency's reimbursement methodology, costs incurred by providers, and actual nursing home profitability and occupancy.

### ***U.S. Tobacco Litigation***

Ms. Witthoft assisted the State of Arizona with the preparation of its claims against the major tobacco companies over the health care costs incurred by the State as a result of tobacco-related diseases. She analyzed Arizona's Medicaid managed care and fee-for-service programs and associated medical costs in order to segregate program expenditures by type of service. Ms. Witthoft also conducted extensive interviews of managed care program and accounting personnel. Utilizing actuarial rate-setting data,



she segregated program expenditures and refined the expenditure analysis using paid claims and encounter data. She also assisted in preparing the State's claims for expenditures for state employee and retiree medical and dental insurance premiums and associated tobacco-related costs.

## **Speaking Experience**

### *Monte Carlo Simulation Software Presentation*

Ms. Witthoft presented a case study, entitled “@RISK in the Analysis of Investment Treaty Arbitration”, as part of the 2010 Palisade Corporation Risk Conference held in Las Vegas, Nevada. Ms. Witthoft used the @RISK Monte Carlo simulation software as part of her analysis in an investment treaty dispute to demonstrate the wide range of possible outcomes and the uncertainty of the opposing expert's calculation of economic damages.